

BYLAWS
OF THE
NATIONAL AHEC ORGANIZATION (NAO)

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ARTICLE 1

Mission

- 1.1 The National AHEC Organization helps its members achieve the AHEC mission through advocacy, education, and research.

Purposes

- 1.2 The purposes of the National AHEC Organization (NAO) are:
- 1.2.1 To support the national network of Area Health Education Center (AHEC) programs dedicated to improving the supply, distribution, diversity and quality of health care professionals through community/academic partnerships;
 - 1.2.2 To support the national AHEC Network in accomplishing its mission to improve health by leading the nation in the recruitment, training, and retention of a diverse health workforce for underserved communities; and
 - 1.2.3 To improve access to quality health care for underserved areas and underserved populations.

Goals

- 1.3 The goals of the National AHEC Organization (NAO) are:
- 1.3.1 To provide a forum that brings together representatives of member organizations to enhance the national AHEC network;
 - 1.3.2 To facilitate the development and distribution of professional educational and technical

assistance to the NAO membership;

- 1.3.3 To provide a mechanism for advocacy, public policy development, dissemination, and promotion to external audiences regarding the mission, goals and impact of AHEC programs; and
- 1.3.4 To enhance opportunities for collaborating with other organizations that have an interest in health care and health workforce issues.

ARTICLE 2

Organization

2.1 MEMBERSHIP

Membership is accorded to organizations and individuals, who meet membership requirements, complete the application or renewal and pay the dues applicable to their membership category. Initial membership begins on the date both an acceptable membership application and required dues have been received by NAO and is effective through September 30. The membership year is October 1 through September 30. Membership dues may be deferred to January 31 with review by the NAO Membership Committee and subsequent President approval to accommodate delays in transmittal of federal funding.

2.1.1 MEMBERSHIP REQUIREMENT

To become or remain a member in good standing, an organization or individual must:

- 2.1.1.1 Actively support the purpose and goals of the National AHEC Organization;
- 2.1.1.2 Qualify for a category of membership as described in Section 2.1.2 of these bylaws providing affiliation agreements as applicable; and
- 2.1.1.3 Pay annual dues as established by the Board of Directors and provide current contact information.

2.1.2 CATEGORIES OF MEMBERSHIP

2.1.2.1 Organizational Voting Membership

2.1.2.1.1 AHEC Program Office – An organization at an academic institution that supports a network of regional AHEC Centers in support of community-based health professions training programs, whether or not it currently receives Federal AHEC funding. This category of membership shall be considered an organizational member and have one voting privilege.

2.1.2.1.2 AHEC Center – An organization with an independent 501(C)3 status that maintains a formal affiliation agreement with an AHEC Program Office, or an organization with an independent advisory board that is sponsored by another institution, business, or organization that maintains a formal affiliation agreement with an AHEC Program Office. The affiliation agreement must be active and current upon membership

renewal each year. An AHEC Center that wishes to have full NAO organizational membership rights and privileges and meets membership requirements, but does not maintain an affiliation agreement, may qualify for this membership category if approved by the NAO Board. This category of membership shall be considered an NAO organizational member and have one voting privilege.

2.1.2.2 Other Categories of Membership (non-voting members)

2.1.2.2.1 Alumni/Advocate Membership – Individuals who have participated in any AHEC program at any level, or have current or past association with AHEC (e.g. AHEC Scholars, pipeline students, preceptors, board members). Alumni-advocates are not considered organizational members and do not have voting privileges.

2.1.2.2.2 Honorary Membership - Individuals with past NAO Board of Directors or NAO Leadership service. This category of membership shall not be considered an organizational member and shall have no voting privilege. Eligible individuals will be reviewed and nominated by the Executive Committee and approved by the Board of Directors. There will be no dues requirement for this level of membership.

2.1.3 VOTING PRIVILEGES

Organizational members in good standing at the time of a membership meeting shall have voting privileges at that meeting. Each such member shall have one (1) vote at all membership meetings.

2.1.4 ORGANIZATIONAL MEMBER REPRESENTATION

Each organizational member shall designate in writing to the Board of Directors the name of one (1) representative and one (1) alternate, only one of whom is authorized to vote on its behalf at all membership meetings.

2.1.5 TERMINATION OF MEMBERSHIP

The National AHEC Organization may terminate membership for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or by two thirds of those members of the Board of Directors who are present and voting at any regular or special meeting at which there is a quorum. A member's representative may also be terminated for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or by two thirds of those members of the Board of Directors who are present and voting at any regular or special meeting at which there is a quorum. Should this occur, the organizational member shall be invited to designate, in writing, a new representative.

2.1.6 LEADERSHIP

Board Members, Constituency Group leaders and Committee Chairs must be staff or board members of NAO Organizational Members in good standing. Staff may be designated in writing by Program or Center Directors to serve as Board Leadership by submitting to NAO Executive Board along with nomination. Program or Center Directors must then designate this staff as “alternate voting member” on NAO website upon approval.

ARTICLE 3
Board of Directors

3.1 FUNCTIONS AND RESPONSIBILITIES

The affairs of the Corporation will be exercised, conducted, and controlled by the Board of Directors. The Corporation is accountable to its members for assuring that program administration and corporate operations comply with all relevant laws, policies, guidelines, and regulations. The Board of Directors will assume the following functions, which may be accomplished by the Board, by designated persons, or by committees appointed by the Board:

- elect the officers of the Corporation;
- establish ad hoc committees as it may be deemed expedient for carrying out the objectives of the Corporation consistent with these Bylaws and to terminate the authority of any such committee at any time;
- develop and implement general policies and strategic plans governing the effective operation and growth of the corporation;
- monitor and evaluate Corporation and Board performance;
- oversee the financial operation of the Corporation to include the processes of budget review and recommendations for Board adoption, periodic review of expenditures and expenditure/budget variations with recommendations and/or modifications;
- arrange for the raising of public or private funds to support the programs of the Corporation and to control disbursement of these funds;
- receive, acquire, hold, manage, administer, and expend property and funds for educational and charitable purposes including the assistance and support of educational institutions, associations and undertakings;
- hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds of a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds must be held for educational and charitable purposes;
- sue, be sued, complain and defend Corporation name;
- enter into such agreements with any government, philanthropic, or other agency as in its judgment will further and be consistent with the objectives of the Corporation;
- otherwise have and exercise all powers necessary and convenient to effect the purpose of the Corporation not inconsistent with these Bylaws and Federal and State laws, guidelines and regulations;
- authorize the charging of fees for services provided by the Corporation;
- receive and use funds obtained from fees, private donations, grants, contracts, and bequests, and from lawful sources for construction, maintenance and support of the activities of the Corporation;
- ensure the Corporation shall provide insurance necessary to protect Board members and employees while acting within the scope of their office or employment;
- Review for approval annually written personnel policies.

- represent the Corporation.

3.2 STRUCTURE AND MEMBERSHIP

3.2.1 COMPOSITION

The Board shall be comprised of sixteen (16) Directors. Of this number, four (4) shall be members of the Leadership Committee of the AHEC Program Office Constituency Group (POCG) and four (4) shall be members of the Leadership Committee of the AHEC Center Directors Constituency Group (CDCG). In addition, the President Elect, the President, ~~and the~~ Past President, Secretary, Treasurer and of the Corporation shall be Directors. Four (4) additional Directors shall be at-large members. One (1) additional Director shall be an AHEC Scholar/Scholar Alumni. ¹

3.2.2 TERM

Directors shall serve a three-year term. AHEC Scholar members shall ~~serve~~ a 2-year term. Directors may be elected to and serve for no more than six consecutive years of service on the Board unless as necessary to fill an elected office. An AHEC Scholar Board member is eligible to serve one term. To the fullest extent possible, expiration of Director terms shall be staggered to assure continuity in Board function. Newly elected or re-elected Directors shall assume their duties on October 1 of each year. A Director filling a vacancy for the remainder of a term shall assume their duties upon election by the Board. If a Director serves more than half of a full term of an unexpired term it shall count as a full term for purposes of a term limit. Directors completing a NAO officer term who have not yet completed the six consecutive years on the board may return to complete their initial board term.

A board member may be eligible to serve on the board for another term after a minimum of two years have elapsed since the end of their previous term.

3.2.3 QUALIFICATIONS

Each Director shall:

- 3.2.3.1 Be a designated representative of an Organizational Member in good standing;
- 3.2.3.2 In the case of the four (4) Directors elected from each Constituency Group, be a member of the respective Constituency Group Leadership Committee;
- 3.2.3.3 Have served as an active member of a standing or ad-hoc committee of the Board for at least one year prior to election to the Board; This requirement may be waived by a vote of two-thirds (2/3) of the fixed membership of the Board (all seats including vacancies).
- 3.2.3.4 Execute the required Board Member Statement of Understanding upon election to the Board and annually complete the required Board Member Conflict of Interest statement; and
- 3.2.3.5 During their term, be an active member of at least one Board committee or taskforce.

Failure of a Director to meet any qualification shall constitute cause for removal from the Board.

3.2.4 NOMINATION AND ELECTION

- 3.2.4.1 Nomination – Candidates for election as Directors shall be nominated by the Governance Committee using a membership matrix and procedure proposed by the committee and approved by the Board. The procedure shall include consultation with each Constituency Group Leadership Committee in nominating candidates for election from the respective Constituency Group. The procedure shall also include an opportunity for qualified NAO members to offer themselves for nomination for at-large positions. The membership matrix and nomination procedure shall be reviewed by the Governance Committee and Board no less than every other year.
- 3.2.4.2 Election - The Board shall elect Directors as needed and maintain the Board number and composition specified in Section 3.2.1. Election of a Director shall be from a list of nominees proposed by the Governance Committee and shall require the affirmative vote of the fixed membership of the Board (majority of all seats, including vacancies). Board members shall be notified of the nominees for Director at least 14 days in advance of the meeting at which the election is scheduled to take place.
- 3.2.4.3 Certification – Governance Committee shall be responsible for certification of the election of officers.

3.3 REMOVAL FROM OFFICE/BOARD MEMBERSHIP

Any Officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors. Causes for removal include: An act involving moral turpitude, commission of a felony, gross neglect of duty, and any willful failure to act in accordance with significant provision of the Charter or Bylaws of the NAO. Such officer or member whose removal is to be considered shall be given at least ten business days written notice of the time and place of the meeting at which their case shall be considered and shall be accorded a reasonable time to appear on their own behalf before the motion for removal is voted upon. All Board members shall also be given at least ten business days prior notice of a motion to remove an officer or member for cause.

3.4 OFFICERS

Officers of the Board shall be elected from the Board and shall be the President of the Board (hereafter referred to as President), Immediate Past President, President Elect, Secretary, Treasurer and Parliamentarian.

3.4.1 PRESIDENT

The office of President shall be the principal elected officer of the Corporation, and subject to the provisions and limitations of the Articles of Incorporation and these Bylaws, shall lead the Board and Executive Committee to carry out its governance functions, and shall:

- Ensure the Board reviews and approves policies to help ensure sound and compliant governance and management of the organization
- Appoint a Governance Committee and a Bylaws Committee on an annual basis.
- Partner with the CEO to lead the development and refinement of impact metrics
- Assess the performance of the Board and its committees
- Assure ongoing recruitment, development, and contributions of Board members

- Partner with the CEO to help ensure the Board's directives, policies, and resolutions are carried out
- Coordinate an annual performance review of the CEO
- Set priorities and creating agendas for meetings of the Board and Executive Committee
- Preside over meetings of the Board and Executive Committee
- Serve as an ambassador of the organization and advocating its mission to internal and external stakeholders
- In the vacancy of the CEO, the president is shall serve as interim CEO or assign someone as interim CEO until such time as a full-time CEO is hired.

3.4.2 IMMEDIATE PAST PRESIDENT

After serving one full term the President of the Board shall serve for one year as an officer of the Board with the title Immediate Past President.

3.4.3 PRESIDENT ELECT

In the absence of the President or in the event of their death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

3.4.4 SECRETARY

The Secretary shall (a) be responsible for the minutes of the NAO Board and Executive Committee meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

The Secretary is also responsible for assuring that a current copy of the NAO Bylaws, Committee Charters and Board Policies is available at meetings of the Board.

3.4.5 TREASURER

The Treasurer shall (a) monitor the financial management of the corporation, and (b) work with the CEO to prepare the annual budget and recommend fiscal policies to the Board; (c) chair the Finance Committee of the Board, review financial statements, and oversee annual audit and all filing IRS requirements; and (d) in general perform all of the duties of the office of Treasurer and such other duties as from time to time may be assigned by the President.

3.4.6 PARLIAMENTARIAN

The Parliamentarian shall render interpretation of Robert's Rules of Order, newly revised, the Bylaws of the NAO, and other rules of procedures governing the NAO and the Board of Directors. All decisions of the Parliamentarian regarding rules of procedures are final.

3.4.7 GENERAL QUALIFICATIONS

To qualify for election as an officer of the Board, an individual shall:

- 3.4.7.1 Be a currently serving Director; and
- 3.4.7.2 Have served as a Director for a minimum of one (1) year prior to election as an officer.
- 3.4.7.3 Either or both of the general qualifications may be waived by a vote of two-thirds (2/3) of the fixed membership of the Board (all seats including vacancies).

3.4.8 OFFICER-SPECIFIC QUALIFICATIONS

- 3.4.8.1 President-Elect – To qualify for election as President-Elect, an individual must have served as a Director for a minimum of two (2) years.
- 3.4.8.2 Treasurer – To qualify for election as Treasurer, an individual must have served as an active member of the Finance Committee of the Board for a minimum of one (1) year.
- 3.4.8.3 An officer-specific qualification may be waived by a vote of two-thirds (2/3) of the fixed membership of the Board (all seats including vacancies).

3.4.9 NOMINATION AND ELECTION

- 3.4.9.1 Nomination – Candidates for election as officers shall be nominated by the Governance Committee following the committee's assessment of the qualifications and availability of potential candidates. Prior to nominating a candidate for Treasurer, the committee shall seek a recommendation from the Finance Committee and assess the potential candidate's background and experience relevant to the financial duties of the office.
- 3.4.9.2 Election of Officers – The Board of Directors shall elect by October 1 of each year a President Elect, Secretary, and Parliamentarian. The Treasurer shall be elected in even year elections. Election is by a majority of the fixed membership of the Board (majority of all seats, including vacancies). Board members shall receive notice of nominees for the officer positions at least 14 days prior to the meeting for the election of officers. Officers shall serve until succeeded by proper election, except that the Board of Directors, by majority vote, may at its discretion fill vacancies that occur because of death, resignation, or termination of any members. Such appointment shall constitute authorized membership as an officer to fill the unexpired term of the member vacating that seat.
- 3.4.10 Term of Office – The term of office for each position is one year, except Treasurer, who shall serve a two-year term. No officer shall serve more than two elected terms of office in succession for the same position, except that the President shall serve only one year as President. The outgoing President cannot serve as the succeeding President Elect. Officers assume their

duties on October 1 of each year. Filling an unexpired term shall not count against the term limits for the officers.

ARTICLE 4

Executive Director/Chief Executive Officer

- 4.1 If the Board engages an Executive Director or Chief Executive Officer:
- 4.1.1 The individual will serve at the discretion of the Board;
 - 4.1.2 The Board will establish and periodically review a written job description for the position;
 - 4.1.3 The principal duties of the position will be to (a) carry out the objectives of the Corporation within the policies and general directives established by the Board, (b) recommend policies and procedures to the Board, (c) perform related supervisory duties as may be directed by the Board and (d) serve as ex officio (non-voting) member of the Board; and
 - 4.1.4 The Board will, at minimum, annually review the individual's job performance and assess compensation.

ARTICLE 5

Constituency Groups

5.1 CONSTITUENCY GROUPS

Groups of AHEC program office personnel (PO) and AHEC center directors (CD) from Organizational Members of NAO are the Constituency Groups (CGs). Each Constituency Group shall elect a Constituency Group Leadership Committee to represent the constituency.

ARTICLE 6

Meetings

6.1 BOARD MEETINGS

The Board shall meet no less than once a quarter. A quorum shall be a majority (one more than half) of the entire membership of the Board of Directors (not counting vacancies) present either in person or by conference phone or similar communications technology by means of which all persons participating in the meeting can simultaneously hear each other. As provided in the Articles of Incorporation, Board members may vote by proxy presented to the President prior to a meeting. Board members voting by proxy shall not be counted for purposes of determining a quorum.

6.2 MEMBERSHIP MEETINGS

There shall be an Annual Meeting of the members of the NAO on a date and at such place as determined by the Board. Members shall be notified no less than sixty (60) days before the date of the Biennial Meeting. One-fourth of the membership in good standing will constitute a quorum for the purpose of conducting business. The meeting can be held in person or by conference phone or similar communications technology by means of which all persons participating in the meeting

can simultaneously hear each other.

6.3 SPECIAL MEETINGS

Special meetings of the Board and/or membership may be called by the President with written notice or upon the written request of at least 5 board members. Such notice shall be made at least 72 hours prior to that meeting. Such meetings shall not address amendments to the Bylaws or Articles of Incorporation unless at least thirty (30) days written notice is given.

6.4 CLOSED MEETINGS

By a majority vote, the Board of Directors may close any meeting to nonmembers. Minutes will be kept of any closed meeting and be approved at the next closed meeting of the board. Such minutes will be kept and only available to the participants of the closed meeting. The public minutes of the Board shall indicate that a closed session was held and include a general statement of the subject.

6.5 PARLIAMENTARY PROCEDURES

Meetings will be conducted according to Robert's Rules of Order.

ARTICLE 7

Committees

7.1 STANDING COMMITTEES

There shall be standing committees of the NAO Board to be named Governance; Membership; Development; Public Policy; Education; Communications; Executive; Outcomes, Research and Evaluation; Conference Planning; Finance; and Diversity committees. The President and CEO serve as ex-officio members of each standing committee. The Board may temporarily suspend the activities of a standing committee when the board believes it is in the best interest of the Corporation for a fixed period of time, not to exceed three years. The authority to suspend is not applicable to the Governance, Executive or Finance committees.

- 7.1.1 Governance Committee - The Governance Committee fosters the board's effectiveness and ensures that the board fulfills its legal, ethical and functional responsibilities. The committee shall (a) recommend to the Board policies and processes designed to provide for effective and efficient governance; (b) as guided by the approved membership matrix, recruit and nominate suitable board members and officers; (c) assist the Board in enhancing board performance; (d) lead the board in periodic review of Board, Director and committee performance; and (e) establish annual goals for the committee specifying its principal work focus areas for the year. The Governance committee consists of five members appointed by the President and is composed of one (1) member from each category of Directors (Center Director CG, Program Office CG, Officers and At Large). Membership Committee - The Membership Committee plans, oversees, and evaluates membership services and issues in an effort to maintain a diverse, comprehensive membership of program offices, centers, associates, and individuals who pay dues to support NAO activities. The Membership Committee shall make recommendations to the Board concerning all decisions with respect to membership categories, applications for membership, and dues based on research related to current

and past member input. The Committee shall expand membership through recruitment efforts.

- 7.1.2 Development Committee – The Development Committee primarily shall consider and provide feedback to NAO staff regarding potential new funded initiatives for NAO, and it may also assist in the research and writing of grant or cooperative agreement applications. New initiatives may include grants, contracts, cooperative agreements, or partnerships that have the potential to yield additional funding for the NAO and/or member AHECs. Potential funders or partners may include (but are not limited to) government, philanthropy, or private sector.
- 7.1.3 Public Policy Committee – The Public Policy Committee shall work with the NAO staff to maximize the extent to which federal statutes and regulations facilitate the fulfillment of the AHEC mission; ensure that the views and perspectives of the AHEC community are heard in appropriate federal legislative and regulatory venues; advise the NAO Board of Directors on federal legislative and regulatory policy issues; inform the NAO membership on relevant federal legislative and regulatory issues; and ensure that NAO membership is afforded opportunities to gain requisite knowledge and skills to advocate on behalf of AHECs.
- 7.1.4 Education Committee - The Education Committee serves to aid in the development and implementation of on-going educational programs for NAO and its members, with specific consideration given to the AHEC Scholars program. The committee shall also lead the planning and development of educational content in programs approved by the Board.
- 7.1.5 Executive Committee - The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer, and Past President. The President shall chair the Executive Committee. It shall act for the Board between meetings of the Board, but cannot modify any action taken by the Board. All actions of the Executive Committee are subject to review by the Board at its next meeting. Three of the five officers shall constitute a quorum for the transaction of business. For this committee, a majority is specified to be a majority of the entire fixed membership of the committee, or at least three votes, regardless of the number of members currently in attendance.
- 7.1.6 The Communications Committee provides feedback to NAO staff and leadership on NAO written and electronic communications, both internally and externally. This responsibility may include feedback regarding the development, planning, and implementation of activities that promote the visibility and understanding of NAO and the AHEC programs; marketing and educational materials related to NAO and the AHEC mission; and offering recommendations regarding communications policies and activities

- 7.1.7 Committee on Outcomes Research and Evaluation (CORE) – CORE develops, plans, and implements activities that evaluate the effectiveness of the AHEC programs. It makes recommendations to the Board of Directors regarding research and evaluation and works collaboratively across committees to provide expertise.
- 7.1.8 Conference Planning Committee – The Conference Planning Committee shall lead conference planning for biennial national workshops, including planning theme, content, tracks and solicitation, review and selection of abstracts/proposals for presentation. The Committee shall also assist in planning and development of other NAO conferences as requested by the Board.
- 7.1.9 Finance Committee – The Finance Committee is responsible for recommending the annual budget and financial policies for the Corporation. The Committee shall have principal responsibility for oversight of and advising the Board with respect to NAO’s financial matters, including investments, audit and annual financial reporting. The Committee reviews the organization’s financial performance against the annual budget and its goals and makes recommendations to the Board as needed. The committee is chaired by the Treasurer.
- 7.1.10 Diversity Committee – The purpose of the NAO Diversity Committee is to embrace and promote an environment that is inclusive and reflects the diversity of our nation. The Diversity Committee will identify, research and make recommendations to NAO Board of Directors on issues related to diversity and will help assure NAO utilizes a comprehensive approach to integrate diversity in all of its forms within its leadership, membership, structure, programs, communications and policies. Diversity Committee will also work to develop partnerships with national organizations also committed to diversity initiatives in healthcare.

7.2 STANDING COMMITTEE MEMBERSHIP

Unless otherwise specified in these bylaws, each standing committee shall have a minimum of four members, chosen by the committee chairs subject to the approval of the President. A majority of the members of each committee shall be staff or board members of NAO Organizational members. Each committee shall have at least one member who is a Director and serves as liaison to the Board, assuring that the committee provides a written or oral report to the Board following the committee meeting.

7.3 STANDING COMMITTEE CHAIRS

- 7.3.1 Appointment - Unless otherwise specified in these bylaws, the President shall appoint a chair or co-chairs for each standing committee of the Board.
- 7.3.2 Qualifications – Committee chairs must be NAO Organizational members in good standing. Committee chairs who are not Directors are invited to participate in NAO Board meetings but do not vote.
- 7.3.3 Responsibilities - Committee Chairs are responsible for:

7.3.3.1 Leading the committee in supporting the NAO Strategic Plan and fulfilling its responsibilities as described in these bylaws and the committee charter, if any;

7.3.3.2 Keeping the Board regularly informed of the work done by the committee and recommendations from the committee to the Board; and

7.3.3.3 Presenting annually a list of committee members to the President

7.3.3.4 Complete and provide an annual evaluation of the committee’s performance and goals in support of the strategic plan

7.4 AD HOC COMMITTEES

The President, with Board approval, may appoint Ad Hoc committees as required.

ARTICLE 8

Dues

8.1 The NAO shall have a differential dues structure, which is directly related to category of membership. Annual dues are established for the fiscal year upon a joint recommendation of the membership, finance and executives committee and a majority vote of approval by the Board of Directors by June 30. The Board shall have the authority to make special assessments as necessary to meet unanticipated expenses consistent with the stated purpose and goals of NAO.

ARTICLE 9

Fiscal Policy

9.1 The fiscal year of the corporation shall normally be a twelve-month year, ending September 30 each year.

9.2 All moneys received by or in the name of the Corporation shall be deposited in a bank account as authorized by the Executive Committee. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such authorized agents, and in such manner as shall from time to time be determined by resolution of the Board.

9.3 Bonding shall be required of the CEO, President, Treasurer, President Elect, and any employee who expends or receives funds.

9.4 An annual financial statement shall be presented to the NAO membership at the Biennial Meeting and made available electronically.

ARTICLE 10

Amendments

10.1 ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended and altered or rescinded by either written consent of two thirds of the Corporation's voting members or the vote of two thirds of those members who are present and voting at any regular or special meeting called upon thirty (30) days written notice of the intent to so amend the Articles to the members at the address of record. Full text of the proposed amendment or change in the Articles will be distributed to each voting member not less than 30 days prior to the meeting at which the proposed amendment(s) or change is to be presented.

10.2 BYLAWS

These Bylaws shall be reviewed regularly by a committee comprised of the Parliamentarian and three NAO organizational members appointed by the President. The committee shall submit

recommendations to the NAO Board for presentation to the membership. Such bylaws may be amended by either written consent of two thirds of the corporation's voting members or the vote of two thirds of those members who are present and voting at any annual or special meeting. Written notice of the intent to change the Bylaws and full text of the proposed amendment or change shall be distributed to members thirty (30) days in advance of the meeting at which the proposed amendment(s) or change is to be presented.

10.3 In the event of any conflict between the Articles of Incorporation and Bylaws, the Articles of Incorporation shall prevail.

ARTICLE 11

Conflict of Interest

11.1 All officers, directors, and members will diligently avoid any conflict between their own individual professional, or business interests, and the interests of the Corporation. A potential conflict of interest exists whenever a Director is associated in any manner with a business firm, university, organization, facility or other entity which either directly or indirectly has entered into a contract with NAO, or whenever such firm may be a possible recipient of NAO favors or expenditures for services or materials. Directors must disclose all relevant business and personal affiliations to NAO. No Director may vote on a matter in which that Director's involvement may constitute a conflict of interest as described above or under any applicable federal or state statute. Should a conflict arise, the individual in conflict will acknowledge that conflict so that it may be noted in the minutes, refrain from voting on the particular transaction, and refrain from attempting to exert any undue influence to affect a decision. Failure to do so will, at the least, result in automatic membership removal. Board members will not receive any compensation for their services as a Director of the Corporation. Reimbursement is authorized, when consistent with Board policy, of a Director's reasonable expenses associated with attending the meetings and serving as a Director.

No paid employee of NAO or relative in the first degree by blood or marriage of a NAO employee will serve on the Board of Directors. Officers and Directors shall exercise their powers in good faith and with a view to the interests of the Corporation

ARTICLE 12
Indemnification

12.1 Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being members. The Board of Directors may authorize the payment of expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former Board Member, Officer, or employee of NAO in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the member, officer, or employee, or by the corporation, or by both, whether or not the corporation is joined as a party defendant, provided, the Board determines in its sole discretion that such member, officer, or employee, was acting in good faith or what they reasonably believed to be, the scope of their employment or authority, and for a purpose which was, or which they reasonably believed to be, in the best interest of the corporation.

12.2 Payments authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and cost of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

Effective Date – The bylaws amendments adopted at the NAO Annual Meeting, June 29, 2023, shall be effective on October 1, 2023