



Revisions 4-2-2022 Draft for Comment

BYLAWS OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS
PREAMBLE

National Association for Catering and Events is subject to, and governed by, the New York Not-for-Profit Corporation Law (the "N-PCL"). In the event of a conflict between the provisions of these Bylaws and the provisions of the N-PCL, the N-PCL shall prevail. In the event of a conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

ARTICLE 1 – NAME and MISSION

1.1 The name of this corporation is the National Association for Catering and Events ("NACE" or the "Corporation").

1.2 The mission is to be the premier resource and community for catering and event professionals.

ARTICLE 2 – OFFICES and REGISTERED AGENTS

2.1. Principal Office. The principal office for the activities and affairs of NACE will be determined by the Board of Directors.

2.2. Other Offices. The Board of Directors may establish branch or subordinate offices where the corporation is qualified to conduct its activities.

2.3. Responsibilities When Establishing Offices. When establishing either principal or other offices, the Board of Directors shall have the responsibility, which it may delegate to a duly authorized agent of the board, to prepare or amend any corporate legal, charitable, or regulatory filings as may be required by the states or jurisdictions in which the offices are established, including New York.

2.4. Registered Agents. The Board of Directors shall have the power and responsibility, which it may delegate to a duly authorized agent, to appoint or change any registered agents in any states as may be required by law. When approved, the Secretary/Treasurer of the board shall file any such appointments or changes with the states requiring registered agents by means of the forms and methods required by the states.

2.5. Dedication of Assets. The properties and assets of NACE are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of NACE, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of NACE. On liquidation or dissolution, all remaining properties and assets of NACE shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code").

34 **ARTICLE 3 – MEMBERSHIP**

35 3.1. Membership Classes, Qualifications, Rights, and Privileges. Membership in NACE shall be
36 composed of individuals in or adjacent to the catering, events, and hospitality industries who agree to
37 comply with NACE’s Code of Ethics. The Board of Directors shall have the authority to establish
38 membership qualifications. NACE membership classes and privileges are:

39 3.1.1. *Professional Membership* shall be open to individuals who are employed in, self-
40 employed, or who supply the catering, event, hospitality, or adjacent industries and who have paid any
41 fees or dues required for this membership. They have full voting rights and may hold any office for
42 which they are eligible, and may serve on committees. Professional Members are classified by the
43 following sub-categories:

44 (a) *Young Professional Membership*, which is limited to those individuals aged eighteen
45 (18) to twenty-six (26) years of age;

46 (b) *Corporate Members*, which is for employees of companies who supply the catering,
47 events, hospitality, or adjacent industry and have three or more professional members
48 at the same business address;

49 (c) *Non-Profit Membership*, which is for individuals employed by non-profit
50 organizations with 501(c)3, (c)4, (c)5, and (c)6 status from the Internal Revenue Service
51 (IRS);

52 (d) *Legacy Membership*, which is limited to those individuals more than sixty (60) years
53 of age who have been members of NACE for fifteen (15) years or longer (consecutive or
54 cumulative);

55 (e) *Partner Membership*, which is offered to employees of businesses that are a
56 currently part of the NACE National Business Partner Program (as defined by the Board
57 of Directors); and

58 (f) *Lifetime Membership*, which is an honorary class of membership conferred by the
59 Board of Directors upon members whom the Board of Directors wishes to honor for a
60 lifetime of service and support to NACE, according to a procedure established by the
61 Board of Directors.

62 3.1.2 *Student Membership* is limited to those individuals enrolled as a full-time or
63 part-time student in a post-secondary educational program who intend to begin a career in the catering
64 and events industry, and who have paid any fees or due required for this membership. Student
65 members must provide proof of full-time or part-time enrollment. Student members enrolled in a part-
66 time program must submit employment history to be considered for student membership.

67 Student members may serve on committees, but they may only vote in student chapter
68 elections, and hold student chapter offices. They are not eligible to serve on the national Board of
69 Directors. This membership is available for no more than five (5) years in a post-secondary education
70 program. Student members in good standing may renew as a student member for no more than one (1)
71 year following his/her date of graduation.

72 3.1.3 *Honorary Membership* is a complimentary class of membership limited to non-
73 members of NACE that is conferred by the Board of Directors according to procedures determined by
74 the Board. Honorary members shall have no voting rights and may not run for office; however, they
75 may be appointed to committees, if so, provided for herein with all rights and privileges thereto.
76 Honorary members shall not be assessed any membership fees or dues, but will be eligible to receive
77 member discounts or benefits.

78 3.2. Application for Membership and Chapter Designations.

79 3.2.1. Denial of Membership. Membership shall not be denied to anyone otherwise
80 qualified because of race, creed, sex, disabilities, religion, sexual orientation, gender identity, or national
81 origin.

82 3.2.2. Membership in Chapters. All new members shall select a chapter in their
83 geographic area (designated their primary chapter), and if no chapter exists in the member's location,
84 the member shall be considered a Member-At-Large. Such members may also belong to additional
85 chapters as non-voting members provided all dues and fees and requirements thereof are satisfied.

86 3.2.3. Members-At-Large. Any member residing or employed in an area in which
87 there is no chapter will be designated a Member-At-Large. Members-At-Large with voting rights will be
88 grouped together and shall elect voting delegates as prescribed in Article 6 of these Bylaws.

89 3.3. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix
90 the amount of membership dues and/or assessments, if any, for each membership class or sub-
91 category.

92 3.4. Good Standing. For purposes of these Bylaws, a NACE member is current and in good
93 standing if such member meets the necessary qualifications and requirements of membership
94 prescribed in sections 3.1. and 3.2., and is not currently suspended or under review for suspension or
95 expulsion pursuant to section 3.5.

96 3.5. Termination of Membership. A NACE membership shall be considered ceased or terminated
97 under the terms and conditions described in this section 3.5. and its subsections, and any and all
98 membership rights, privileges, and benefits, including but not limited to the right to vote and hold office,
99 shall cease and shall no longer be exercised. Termination of membership may occur upon the death of a
100 member or in the following ways:

101 3.5.1. Delinquency. A NACE member who has not paid dues within the thirty (30) day
102 grace period of the member's anniversary date shall be considered to have relinquished their
103 membership and shall be automatically dropped from the rolls and have their membership terminated.
104 A member terminated under these conditions may reinstate membership rights upon payment of dues
105 and reinstatement fees.

106 3.5.2. Removal – Suspension or Expulsion. NACE members may be immediately
107 suspended, pending review for a designated period or may be expelled for cause such as violation of the
108 Bylaws, the code of ethics, or for conduct prejudicial to the best interest of NACE, according to a
109 procedure established by the Board of Directors. Suspension or expulsion shall be decided by majority
110 vote of all board members, such vote to be taken after the defaulting member against whom such
111 action is proposed has had a reasonable opportunity to be heard by the board. Upon the vote of the

112 Board of Directors to suspend or expel a member, all membership rights, privileges, and benefits shall
113 be terminated for the relevant period. All such suspensions of members may provide additional
114 conditions, if any, to be satisfied for reinstatement, including but not limited to any payment of dues or
115 other fees. Reinstatement after suspension shall not occur until all conditions of reinstatement have
116 been reviewed by the Board of Directors and the Board of Directors has approved reinstatement by
117 majority vote. All such expulsions shall be final.

118 3.5.3. Resignation. Any member may resign at any time by filing a written resignation
119 with the President or the Executive Director of NACE.

120 3.5.4. Dissolution or Liquidation of NACE. In accordance with applicable law, all
121 membership and rights, privileges, and benefits thereto shall cease upon the dissolution of NACE.

122 3.6. Obligations Upon Termination or Resignation. Such termination conditions as described
123 herein shall not relieve the member so terminated of the obligation to pay any dues or other charges
124 theretofore accrued and unpaid, with the exception of membership termination by death, in which case
125 all debts of the member to NACE shall be voided.

126 **ARTICLE 4 – MEETINGS OF NACE MEMBERS**

127 4.1. Annual Meeting. The Board of Directors shall hold an Annual Meeting of NACE members
128 between June 1st and August 31st for the election of officers and directors and other NACE business.

129 4.2. Special Meetings. The President or the Board of Directors of NACE may call special meetings
130 of NACE for any purpose. Notice for any special meeting shall be given in the same manner as for the
131 Annual Meeting, except that it shall also specify the purpose of the meeting, and only fourteen (14)
132 days' notice shall be necessary.

133 4.3. Notice. Notice of meetings shall be provided to all members at least thirty (30) days before
134 the time appointed for such meeting. Notice shall state the place, date, and hour of the meeting and,
135 unless it is an Annual Meeting, indicate that the notice is being issued by or at the direction of the
136 person or persons calling the meeting. Members shall have fifteen (15) days from date of said notice to
137 request additions to the agenda. In the event of an emergency affecting the Annual Meeting, and not of
138 a personal nature, the President or the Board of Directors may adjourn such meeting to another time or
139 place. Notices can be communicated by mail, email, or fax.

140 4.4. Chair. The President shall preside as Chair at all meetings of the membership. In the
141 absence of the President, the President-Elect shall serve as temporary Chair.

142 4.5. Voting Delegates. Voting delegates shall be elected by the Professional Members to vote on
143 their behalf.

144 4.5.1. Representation for Professional Members of Chapters. The Professional
145 Members of each chapter for whom that chapter is their primary chapter shall elect one Professional
146 Member delegate for every twenty-five (25) Professional Members in good standing or portion thereof
147 to vote on their behalf at national membership meetings of NACE. Said delegates must be NACE
148 Professional Members in good standing and not subject to suspension or removal proceedings at time of
149 election and at time of meeting. NACE membership records as of May 15 of each year will determine
150 chapter member numbers.

151 4.5.2. Representation for Professional Members-at-Large. Professional Members-at-
152 Large with voting rights may elect one delegate for every twenty-five (25) Members-at-Large in good
153 standing, or portion thereof, to vote on their behalf at national meetings of NACE. Said delegates must
154 be NACE Professional members in good standing and not subject to suspension or removal proceedings
155 at time of election and at time of meetings. NACE membership records as of May 15 of each year will
156 determine chapter member numbers.

157 4.5.3. Process of Certifying Voting Delegates. Chapters and the Coordinator for the
158 Members-At-Large shall forward, by written electronic letter and at least thirty (30) days in advance of
159 an Annual Meeting, a list of their elected delegates to the national office at a pre-determined email
160 address or mailing address to the attention of the Executive Director. The Executive Director shall then
161 officially certify and authenticate, in writing, that the delegates meet the qualifications of being
162 members in good standing. Delegates will be contacted by the Executive Director via electronic
163 communication of their approval as a certified delegate. A printed list of the certified delegates signed
164 by the Executive Director will be forwarded to the Nominations & Elections Committee, the two
165 appointed Tellers and the appointed Judge of Elections.

166 4.5.4. Authority of Certified Voting Delegates to Act. Any member duly certified to act
167 as a delegate shall have and may exercise all the powers, rights, and privileges of members at national
168 membership meetings of NACE and shall act for their chapter and its members in the affairs of NACE,
169 including the holding of office or offices therein. Each delegate shall have one vote to cast.

170 4.5.5. Delegate term of service. Voting delegates shall be elected annually at least
171 thirty (30) days prior to the Annual Meeting of NACE and shall serve until the next election of delegates.

172 4.6. Quorum. The quorum for Annual or Special Meetings shall be a majority of the certified
173 voting delegates.

174 4.7. Manner of Acting. Delegates shall act on behalf of the members at any national meeting of
175 the NACE membership. All references to the action, vote, or approval by the members in these Bylaws
176 shall be construed as action, vote, or approval by the delegates as the duly elected and certified
177 representatives of the membership. The act of a majority of the delegates present at a duly called
178 meeting where a quorum is present shall be the act of the membership, except as otherwise provided
179 by law, or these Bylaws. Proxy voting shall be permitted, as provided in section 4.9 below.

180 4.8. Action by Unanimous Written Consent. Any action required or permissible to be taken at a
181 meeting of the members may be taken without a meeting if a consent in writing, setting forth the action
182 so taken, is signed by all of the delegates entitled to vote with respect to the subject matter thereof.

183 4.9. Proxy Voting. If for any reason a delegate is unable to exercise his or her vote at the Annual
184 Meeting, the delegate may assign that vote by proxy to any current and paid NACE member eligible to
185 serve as a delegate.

186 4.9.1. Certification of Proxy. No proxy shall be accepted or acknowledged unless the
187 chapter shall have submitted a signed, written certification of such proxy (hard or electronic copy) to the
188 Secretary/Treasurer of NACE and the Executive Director has verified that the member meets the
189 qualifications of membership.

190 4.9.2. Limitations on Proxy Voting. A member may only hold a proxy for one chapter
191 other than his or her own. A proxy certification statement is valid for only sixty (60) days.

192 4.10. List of Certified Voting Delegates and Proxies. A list of certified delegates and certified
193 individuals holding a proxy shall be produced at any meeting of members upon the request of any
194 member who has given written notice to the Secretary/Treasurer or Executive Director of NACE. If the
195 right to vote at any meeting is challenged by a current member, certified delegate or the Board of
196 Directors, the Chair of the Nominations & Elections Committee shall require such list to be produced. All
197 persons who appear on such list may vote at such meeting.

198 4.11. Order of Business. The order of business for all meetings shall be provided by the Board of
199 Directors. Where no order is so provided and when not otherwise expressly provided for in these
200 Bylaws, the meeting shall be governed by the latest edition of Robert’s Rules of Order.

201 4.12. Minutes. Full minutes of each meeting of the membership shall be recorded by the
202 Secretary/Treasurer, containing results of the deliberations of the membership and distributed by
203 electronic means within thirty (30) days.

204 **ARTICLE 5 – ANNUAL REPORT OF THE BOARD**

205 5.1. Annual Report of the Board of Directors. The board shall present at the Annual Meeting a
206 report, certified by the President and Secretary/Treasurer, or by majority vote of the board, showing in
207 appropriate detail the following:

208 5.1.1. The assets and liabilities, including the trust funds, of the Corporation as of the
209 end of the previous twelve (12) month calendar year;

210 5.1.2. The principal changes in assets and liabilities, including trust funds, during said
211 calendar year;

212 5.1.3. The revenue or receipts of the Corporation both unrestricted and restricted to
213 particular purposes during said calendar year;

214 5.1.4. The expenses or disbursements of the Corporation, for both general and
215 restricted purposes, during said calendar year; and

216 5.1.5. The number of members of the Corporation as of the date of the report,
217 together with a statement of increase or decrease in such number during said calendar year, and a
218 statement of the place where the names and places of residence of the current members may be found.

219 **ARTICLE 6 – OFFICERS**

220 6.1 Officers. The officers of NACE shall be the President, President-Elect, Vice President,
221 Secretary/Treasurer, Chapter Leadership Council Chair, and immediate Past President. All officers shall
222 serve for one (1) year terms.

223 6.2. Election of Officers.

224 6.2.1 At least sixty (60) days and no more than ninety (90) days prior to the Association's
225 Annual Meeting, the Secretary/Treasurer shall circulate to the membership an election
226 announcement, along with the Nominations & Elections Committee's list of qualified candidates up
227 for election.

228 6.2.2 Generally, the office of President-Elect shall be filled by the previous Vice President,
229 the office of President shall be filled by the previous President-Elect, and the office of immediate
230 Past President shall be filled by the previous President (the "Successive Roles"). In the event that the
231 current Vice President, current President-Elect, or current President do not intend to serve in their
232 Successive Role for the following term, the candidates will fill the positions in successive order to the
233 extent possible. In such a circumstance, the Nominations & Elections Committee may suggest
234 candidates for the offices of President-Elect and President under subsection 6.2.1. In the event the
235 current President does not intend to serve as immediate Past President for the following term, the
236 Nominations & Elections Committee may propose the current immediate Past President serve a
237 second term in that role under subsection 6.2.1.

238 6.2.3 It will be the responsibility of the Nominations & Elections Committee to conduct a
239 timely review and study of qualifications of individual nominees and candidates for board positions,
240 prior to election announcement.

241 6.2.4 The Nominations & Elections Committee shall ensure that no person shall serve
242 more than seven (7) consecutive terms unless a majority vote of the board, during the course of a
243 board meeting at which a quorum is present, votes to approve the eligibility of an individual for one
244 (1) additional year upon request of the Nominations & Elections Committee. After serving for seven
245 (7) consecutive years, or eight (8) under the provisions of this subsection, a member may be eligible
246 for reconsideration as a board member after one (1) year has passed since the conclusion of such
247 individual's previous service.

248 6.3. Vote Required to Elect. A majority vote of the certified voting delegates shall be necessary
249 to approve the candidates as described in Section 6.2, provided a quorum is present.

250 6.4. Judges and Tellers. The Chair of the Nominations & Elections Committee shall appoint
251 inspectors, consisting of a judge and two tellers, none of whom shall be a candidate for office or a
252 certified delegate or be assigned a certified proxy, to process and certify the elections by determining
253 the voting power of the certified voting delegates, the existence of a quorum, the validity and effect of
254 proxies, and such other acts as are proper to conduct the election or vote with fairness to all members.
255 The judge and tellers must be Professional Members in good standing and appointed fifteen (15) days
256 prior to the election. The tellers, after collecting and counting the ballots, will determine the result of
257 the election. The judge and tellers will certify and report the results of the election to the Chair of the
258 Nominations & Elections Committee, who will be responsible for announcing the results to the general
259 assembly. The judge and tellers shall hear and determine all challenges and questions arising in
260 connection with the election. Any question concerning the results shall be made at this time. If there is
261 no question, the results will be accepted, and the vote declared valid. Should the vote be taken
262 electronically, any questions must be submitted to the Chair of the Nominations & Elections Committee
263 within 24 hours. Once all questions are answered/resolved by the judge and tellers, the vote can be
264 declared valid.

265 6.5. Qualifications and Eligibility of Officers. All candidates for election must be NACE
266 Professional Members in good standing as defined in section 3.4, and meet the following additional
267 eligibility requirements as well as any requirements of this Article 6 and of any position descriptions
268 prepared by the Board in accordance with Article 7.2.

269 6.5.1. President. The President shall act as chair of the Board of Directors and must
270 have served as the President-Elect during the immediately preceding term.

271 6.5.2. President-Elect. The President-Elect shall act as the President in the event of
272 the death, absence, or inability for any cause to act of the current president and must:

273 (a) have served as the Vice President during the immediately preceding term;

274 (b) be a CPCE;

275 (c) have been a NACE Professional Member in good standing for a minimum of
276 five (5) years and have attended at least one (1) NACE Annual Meeting or one
277 (1) leadership conference; and

278 (d) have served on a NACE Chapter board or national committee for a minimum
279 of two (2) years.

280 6.5.3. Vice President. The Vice President shall act as the board liaison to the special
281 committee designated in this office's position description and must:

282 (a) have completed one (1) term as Treasurer, Secretary, or have been a past
283 national Officer; within the past 5 years.

284 (b) be a CPCE;

285 (c) have been a NACE professional member in good standing for a minimum of
286 six (6) years and have attended at least two (2) NACE national conferences and
287 two (2) leadership conferences; and

288 (d) have served on a NACE Chapter board executive committee position for a
289 minimum of two (2) years.

290 6.5.4. Secretary/Treasurer. The Secretary/Treasurer shall act as a board liaison to
291 committees designated by the President and must:

292 (a) have served one (1) year as an At-Large-Director or officer

293 (b) be a CPCE;

294 (c) have been a NACE Professional Member in good standing for a minimum of
295 five (5) years and have attended at least one (1) NACE Annual Meeting or one
296 (1) leadership conference; and

297 (d) have served on a NACE Chapter board or national committee for a minimum
298 of two (2) years.

299 6.5.5. Past President. The Past President shall carry out such duties as are determined
300 by the Board and must have served as the President during the immediately preceding term.

301 6.6. Chapter Leadership Council Chair. The Chapter Leadership Council (CLC) Chair shall be
302 elected annually by the CLC representatives from each chapter. The CLC Chair must have completed a
303 full term as a chapter president. The CLC Chair must be a CPCE.

304 6.7. Duties. The duties of the officers of NACE shall be defined by position descriptions prepared
305 by the Board of Directors and made accessible to the membership.

306 6.8. Officer Vacancies.

307 6.8.1 In the event of a vacancy of the President the President-Elect would assume the
308 vacant office and serve the remainder of the President's term plus the full Successive Role term as
309 President the following year.

310 6.8.2 In the event of a vacancy of the Past President, the Nominations & Elections
311 Committee will make a recommendation for the position, to be approved by the voting delegates.

312 6.8.3 In the event of a vacancy in President-Elect, Vice President or
313 Secretary/Treasurer that occurs more than three (3) months before the next annual election, the
314 Nominations & Elections Committee will make a recommendation for the position, to be approved by
315 the voting delegates.

316 6.8.4 In the event of a vacancy of CLC Chair, the CLC representatives may elect a
317 replacement.

318 **ARTICLE 7 – BOARD OF DIRECTORS**

319 7.1. General Powers. The affairs of NACE shall be governed by a Board of Directors, which shall
320 have all the rights, powers, privileges, and limitations of liability of directors of a not-for-profit
321 corporation organized under the N-PCL. The board shall establish policies and directives governing
322 business and programs of NACE and shall delegate to the Executive Director, subject to the provisions of
323 these Bylaws, authority, and responsibility to see the policies and directives are appropriately followed.
324 The Board of Directors shall report annually to the members on NACE's finances and NACE's progress in
325 fulfilling its purposes. Subject to the restrictions and obligations set forth by law, and these Bylaws, the
326 Board of Directors may exercise all powers of NACE to fulfill its duties and carry out the objectives and
327 purposes of NACE. The duties of the Board of Directors shall include the following:

328 7.1.1. Provide the vision and direction for NACE in the furtherance of NACE's
329 purposes, mission, and objectives;

330 7.1.2. Supervise and direct the affairs and business of NACE, its committees and all
331 organizational units, and its publications and determine its policies or changes therein;

332 7.1.3. Establish the financial policies of NACE and be accountable for the assets of
333 NACE, including but not limited to the authorization of expenditures;

334 7.1.4. Maintain relationships with other organizations interested in the catering,
335 event, and adjacent industries; and

336 7.1.5 Exercise any other authority and powers as may be granted to them in these
337 Bylaws, and fulfill all the duties, responsibilities, and obligations prescribed by these Bylaws, and
338 applicable law and regulations.

339 7.2. Number and Qualifications. The Board of Directors shall be composed of the following
340 officers: President, President-Elect, Vice President, Secretary/Treasurer, Chapter Leadership Council
341 Chair, and the immediate Past President of NACE in the year following their term as President; plus
342 three (3) At-Large Directors not serving as officers. The size of the entire Board shall be determined
343 based upon the number of directors and officers serving at any time. Directors shall be at least eighteen
344 (18) years of age and, unless otherwise provided, must be NACE members in good standing. No director
345 shall serve simultaneously on a NACE Chapter board of directors or on a national board of a competing
346 organization or association, as defined by the board of directors.

347 7.2.1. At-Large Directors. At-Large Directors shall be elected by voting delegates and
348 shall serve a two (2) year term. At-Large Directors shall:

349 (a) be members in good standing for three (3) consecutive years;

350 (b) hold a current Certified Professional in Catering and Events ("CPCE")
351 designation;

352 (c) have attended one (1) Annual Meeting or one (1) national leadership
353 conference; and

354 (d) have served on a National Committee or Chapter Executive Board for a total
355 of two (2) years.

356 7.2.2. Executive Director. The Executive Director of NACE shall be an ex-officio
357 director, and shall not be entitled to vote. Should the position of Executive Director be vacant, the
358 person designated to serve as interim Executive Director may temporarily fill this seat on the Board of
359 Directors until such time as a new Executive Director is hired, provided that such interim Executive
360 Director is not already serving on the Board of Directors. The Executive Director's term on the Board of
361 Directors shall be equivalent to their term of employment as Executive Director.

362 7.3. Quorum and Voting. Not less than a majority of the board members in office and entitled to
363 vote shall constitute a quorum. Each board member with voting privileges shall be entitled to exercise
364 one (1) vote; there shall be no voting by proxy. The vote of a majority of the board members present
365 and able to act at a meeting where a quorum is present shall be the act of the Board of Directors. The
366 President shall not vote except to break a tie.

367 7.4. Meetings of the Board. Regular meetings of the Board of Directors shall be held at least
368 twice a year, at such times and places as determined by the Board of Directors. One regular meeting

369 shall be in conjunction with the Annual Meeting. Special meetings of the Board of Directors may be
370 called at any time by the President or by written request of three (3) members of the board.

371 7.4.1. Notice of Meetings. Regular meetings may be held without notice if the time
372 and place of such meetings is fixed by the Board of Directors. Meetings, not regularly scheduled, may be
373 held upon notice given to all board members at least twenty-four (24) hours in advance by U.S. mail,
374 electronic mail, facsimile, or any other means of electronic transmission.

375 7.4.2. Participation by Telephone or Video. Board members or any committee of the
376 Board of Directors may participate in a meeting by means of a conference telephone or similar
377 communications equipment, or by video conference, allowing all persons participating in the meeting to
378 hear each other at the same time and each person can participate in all matters, including, without
379 limitation, the ability to propose, object to, and vote upon a specific action to be taken. Participation by
380 such means shall constitute presence at a meeting.

381 7.4.3. Agenda and Minutes. A meeting agenda will be prepared by the Executive
382 Director in consultation with the President and distributed to the Board of Directors in advance of such
383 regular meetings. The minutes of all Board meetings shall be duly recorded by the Secretary/Treasurer,
384 or by the Executive Director, whose duty it shall be to distribute to each member of the Board of
385 Directors a copy of the minutes of each meeting of the board within fourteen (14) days after the close of
386 such meeting. All recorded meeting minutes should be made available to the membership, upon
387 request, and will be published to the NACE website in the members' designated section.

388 7.5. Action by Written Consent. Any action required by law to be taken at a meeting of the
389 board, or any action that may be taken at a meeting of the board, may be taken without a meeting if
390 consent in writing setting forth the action so taken shall be signed by all board members. Such consent
391 shall be placed in the NACE minutes and board report files and shall have the same force and effect as a
392 unanimous vote of the board taken at an actual meeting. The board members' written consent may be
393 executed in counterparts. If written, the consent must be executed by the board member by signing
394 such consent or causing their signature to be affixed to such consent by any reasonable means including,
395 but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by
396 electronic mail and set forth, or be submitted with, information from which it can reasonably be
397 determined that the transmission was authorized by the board member.

398 7.6. Compensation and Reimbursement. Board members shall receive no compensation other
399 than reimbursement for reasonable expenses. However, provided the compensation structure complies
400 with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these
401 Bylaws, nothing in these Bylaws shall be construed to preclude any board member from serving NACE in
402 any other capacity and receiving compensation for services rendered.

403 7.7. Performance. Unless excused for a personal or business emergency (not a conflict in
404 schedule) by the President, board members shall attend at least one-half (1/2) of the in-person meetings
405 and seventy-five percent (75%) of the conference calls of the Board of Directors held per year. Failure of
406 a board member to perform as prescribed may be grounds for removal as provided for by law, these
407 Bylaws, and procedures of the board for same. If a board member is absent from two (2) or more
408 meetings/conference calls without being excused, the board member shall be asked to resign.

409 7.8. Resignation or Removal.

410 7.8.1. Resignation. Any board member may resign at any time by giving written notice
411 to the President, Secretary/Treasurer, or the Executive Director. The resignation shall take effect upon
412 receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
413 Unless the Attorney General of New York is first notified, no board member may resign when NACE
414 would then be left without a duly elected board member in charge of its affairs.

415 7.8.2 Suspension. The Board of Directors may suspend for cause immediately the
416 authority of any board member to act in that position. Any suspension of a board member shall take
417 place according to a procedure established by the Board of Directors.

418 7.8.3. Notice of Removal Proceedings. Board members may be removed by the
419 membership from their role as Officer, At-Large Director, and if a vote to remove an individual will be
420 held at a special meeting, the notice of such meeting must state that one of the purposes of the meeting
421 is to vote on the individual's removal however, the Chapter Leaders Council Chair may only be removed
422 by vote of the CLC representatives. Board members subject to a removal vote shall be given thirty (30)
423 days' notice that such a vote will occur. That board member may submit a written statement during
424 those thirty (30) days, or the board member may appear at the meeting at which the removal vote will
425 be held and make a statement prior to that vote.

426 7.9. Orderly Transition. It shall be the duty and obligation of all board members and committee
427 chairs to turn over to their successors all NACE records and correspondence related to their terms of
428 office and such other documents and materials as may pertain to their office. The foregoing obligation
429 shall be completed not later than ten (10) days after the new board members and committee chairs
430 have taken office.

431 7.10. At-Large Director Vacancy. In the event of a vacancy in an At-Large Director position the
432 Board of Directors may, by majority vote, appoint a replacement to serve the remainder of the vacated
433 Director's term.

434 **ARTICLE 8 – EXECUTIVE DIRECTOR AND EMPLOYEES**

435 8.1. Executive Director. The Board of Directors shall approve, hire, and evaluate, either on its
436 own or through an association management services company, an Executive Director of NACE. The
437 Executive Director shall be the chief executive officer of NACE and shall manage and direct the business
438 and activities of NACE, pursuant to the direction and oversight of the Board of Directors and under the
439 conditions of an employment agreement approved by the board.

440 The Executive Director shall operate in a manner consistent with the policies, programs,
441 objectives, Bylaws, Articles of Incorporation, budgets and directives of the Board of Directors. The
442 Executive Director shall also work with individual council, committee, and task force chairs to effectively
443 carry out the Association's objectives and submit regular reports of progress to the Board of Directors.

444 The Executive Director shall direct the hiring and termination of employees and contractors
445 necessary to carry on the work of NACE and fix their compensation within the approved budget. The
446 Executive Director shall define the duties of and provide direction to any employees of or contractors to
447 NACE, supervise their performance, establish their titles, and delegate those responsibilities of
448 management as shall be in the best interest of NACE. The Executive Director shall be responsible for the

449 management and release of NACE funds, however the funds, electronic records, books, and vouchers in
450 the hands of the Executive Director shall at all times be under the supervision of the Board of Directors
451 and subject to its inspection and control.

452 8.2. Employees of NACE. No employee of NACE may serve as Chair (or the equivalent) of its
453 Board of Directors unless approved by a two-thirds vote of the Board of Directors along with
454 contemporaneously documenting in writing the basis for the board approval.

455 **ARTICLE 9 – COMMITTEES**

456 9.1. Definition of Committees. “Committees of the Board” are those that may have the power to
457 bind the Board within the limitations of the N-PCL. These committees must be comprised of at least
458 three (3) board members. These committees must be appointed by a majority of the Board of Directors
459 from among its members. “Committees of the Corporation” cannot bind the board and may include
460 non-board members. These committees can be created by the board or by the voting membership.

461 9.2. Establishment of Committees. The Board of Directors may establish committees. Unless
462 otherwise provided below, the Board of Directors shall establish such committees by resolution adopted
463 by a majority of the Board of Directors. The board shall establish, by means of committee charter, the
464 particular functions, duties, and the composition, appointment process, and eligibility of all committees
465 and their members. The board shall annually review its need for committees to achieve the objectives
466 of NACE and may eliminate existing committees or establish new committees as it deems necessary.
467 Unless otherwise provided by resolution of the board or in these Bylaws, the President and the
468 Executive Director shall serve as nonvoting ex-officio members of all committees, except that the
469 President shall vote in the event of a Board of Directors voting tie and shall not serve on the
470 Nominations & Elections Committee. At least one (1) member of the Board of Directors shall serve as a
471 liaison to and an ex-officio (nonvoting) member of each committee.

472 9.3. Powers and Authority of Committees. All NACE committees created hereunder shall be
473 under the direction of the Board of Directors and shall only have the limited powers and authority to act
474 as prescribed and delegated to them by the board or in these Bylaws. In no event, however, shall any
475 committee have the authority as to the following matters:

- 476 (a) The submission to members of any action requiring member approval;
- 477 (b) The filling of vacancies on the Board of Directors or any committee;
- 478 (c) The fixing of compensation for the Executive Director;
- 479 (d) The amendment or repeal of the Bylaws, or the adoption of new Bylaws; and
- 480 (e) The amendment or repeal of any resolution of the Board of Directors, which, by its
481 terms, may not be so amended or repealed.

482 The designation of and the delegation of authority to any committee shall not operate to relieve
483 the Board of Directors or any individual board member of any responsibility imposed upon them by law.

484 9.4. Committees of the Corporation. In accordance with this Article 9, the board may establish
485 and define by committee charter committees of the corporation, advisory in nature, as it deems
486 necessary. Committees of the corporation cannot bind the board and may include non-board members.

487 9.5 Nominations & Elections Committee. The Nominations & Elections Committee, a committee
488 of the corporation, assists with succession planning, qualifying of candidates, development of election-
489 related materials and practices, and the execution of the election process held at the annual meeting. In
490 the event of any board vacancies, the Nominations & Elections Committee may, at the request of the
491 board, suggest qualified candidates to fill the vacancies.

492 9.6 Chapter Leadership Council. The Chapter Leadership Council shall be a committee of the
493 Corporation, comprised of One (1) representative from each chapters' leadership group, who shall be
494 elected or appointed by same and shall be entitled to vote. The Chapter Leaders' Council Representative
495 shall serve for a term of one (1) year and may serve a maximum of two (2) such terms in this office;
496 provided, however, that a partial term served because of appointment to fill a vacancy shall not be
497 counted toward such limit.

498 9.7. Ad Hoc Committees and Task Forces. Ad hoc committees and task forces may be
499 established by resolution of the Board of Directors and may exist for a limited duration or be limited to a
500 specific project.

501 9.8. Audit Committee. The board, at its sole discretion, shall appoint an Audit Committee, which
502 shall be a Committee of the Board. The membership of the Audit Committee should not include the
503 following persons:

- 504 (a) The President;
- 505 (b) The Secretary/Treasurer of NACE;
- 506 (c) Any employee of NACE; or
- 507 (d) Any person with a material financial interest in any entity doing business with NACE.

508 The Audit Committee shall make recommendations to the Board of Directors regarding the hiring
509 and termination of an auditor, who shall be an independent certified public accountant, and may be
510 authorized by the board to negotiate the auditor's salary. The Audit Committee shall consult with the
511 auditor to assure its members that the financial affairs of NACE are in order, and after review shall
512 determine whether to accept the audit. It shall be the responsibility of the Audit Committee to ensure
513 that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest
514 version of the Government Auditing Standards, which have been published by the Comptroller General
515 of the United States, or any standards established and published by the Attorney General of New York.
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517 9.9. Reporting. All committees or other organizational units shall designate a committee
518 member to keep notes of their meetings and actions undertaken. Committee Chairs shall present
519 written reports within ten (10) days of the close of each meeting to the staff liaison to include in the
520 next scheduled Board of Directors meeting and their board liaison who will submit them on the proper
521 form for the official record. All recorded meeting notes should be made available to the membership via
522 cloud-based program once minutes have been approved.

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ARTICLE 10 – NACE CHAPTERS

524 10.1. Requirements for Chapter Charter. Any group of fifteen (15) or more Professional
525 Members, or persons eligible to become Professional Members of NACE, located within a reasonable
526 geographic distance of one another, upon application to and approval by NACE, may establish a chapter
527 by a charter submitted to and approved by the Board of Directors of NACE, providing no chapter already
528 exists in that geographical area and chapters shall hold at least eight (8) education meetings per year on
529 a day, time and place to be determined by the chapter.

530 10.2. Requirements for Student Chapter Charter. Any group of five (5) or more Student
531 Members, or persons eligible to become Student Members of NACE upon application to and approval by
532 NACE and provided that there is not already an existing NACE chapter in their geographic area, may
533 establish a chapter by a charter submitted to and approved by the Board of Directors of NACE. Student
534 Chapters shall hold at least four (4) meetings per year, and special meetings may be called upon written
535 request of the majority of the Student Chapter’s members, or at the request of the Student Chapter
536 President.

537 10.3. Revocation of Charters. The charter of any chapter may be revoked at any time by the
538 Board of Directors of NACE, and in such manner as the board may deem necessary or advisable in the
539 best interests of NACE. Upon any such revocation, all funds in the treasury of the chapter whose charter
540 is revoked, and all of its records, shall immediately be delivered to NACE and managed at the discretion
541 of the board; and all fully paid-up members of the former chapter shall be considered Members-At-
542 Large as provided by Article 3.2.3, with the exception of Student Chapters, in which case Student
543 Members shall be assigned to the local chapter existing in the area.

544 10.4. Operating Guidelines. The Board of Directors may prescribe guidelines and regulations
545 pertaining to the chapter and covering matters such as membership, operating procedures, reporting
546 requirements, and its financial relationships to NACE. In prescribing such regulations, the Board of
547 Directors shall not impose restrictions which would in any way limit the rights and privileges of members
548 of NACE. Subject to the regulations of the Board of Directors, each chapter shall conduct its affairs, as it
549 deems best suited to further and advance the purposes of NACE.

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ARTICLE 11 – FINANCE

551 11.1. Fiscal Year. The fiscal year of NACE, its chapters, and all committees and organizational
552 units shall commence on January 1 and end on December 31.

553 11.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or
554 other evidence of indebtedness issued in the name of NACE, shall be signed by such officer or officers,
555 or agent or agents, of NACE and in such manner as shall be determined by resolution of the Board of
556 Directors. In the absence of such determination by the Board of Directors, such instruments shall each
557 be signed by either (a) the President and the Secretary/Treasurer or (b) the Executive Director.

558 11.3. Budget. The Board shall adopt an annual operating budget covering all activities of NACE
559 no later than December 20 of the year prior to the year of said budget.

560 11.4. Books, Records, and Minutes. NACE shall keep correct and complete books and records of
561 account and shall keep minutes of the proceedings of its Board of Directors; and shall keep a record of
562 its directors, giving the names and addresses of all directors.

563 11.5. Annual Audit and Reports. The accounts of NACE shall be audited not less than once every
564 four (4) years by a Certified Public Accountant (CPA) who shall not be involved with the daily accounting
565 of NACE, and who shall be approved by the Board of Directors to conduct the audit. The CPA shall
566 provide an audit report to the Board of Directors and the chapter presidents. The Board of Directors
567 may determine to conduct an audit at any time by majority vote.

568 **ARTICLE 12 – SEAL**

569 NACE may have a seal of such design as the Board of Directors may adopt. The
570 Secretary/Treasurer or Executive Director shall keep such seals, or know where such seals are kept.

571 **ARTICLE 13 – MANNER OF ACTING**

572 13.1. Conflict of Interest. The board shall adopt a conflict-of-interest policy and annual
573 disclosure process that applies to all board members and staff of NACE. In addition to complying with its
574 conflict-of-interest policy, NACE shall not enter into any related party transaction unless it is determined
575 by the board, or an authorized committee of the board, to be fair, reasonable and in NACE’s best
576 interest at the time of such determination in accordance with section 715 of the N-PCL.

577 13.2. Standard of Care. A member of the Board of Directors shall perform all their, including, but
578 not limited to, duties as a member of any committee of the board on which they may serve, in such a
579 manner as the board member deems to be in the best interest of NACE and in good faith and with the
580 care an ordinarily prudent person in a like position would exercise under similar circumstances. In the
581 performance of the duties of a board member, a board member shall be entitled to rely on information,
582 opinions, reports, or statements, including financial statements and other financial data, in each case
583 prepared or presented by:

584 (a) One or more board members or employees of NACE whom the board member deems to
585 be reliable and competent in the matters presented;

586 (b) Counsel, independent accountants, or other persons, as to the matters which the board
587 member deems to be within such person's professional or expert competence; or

588 (c) A committee of the board upon which the board member does not serve, as to matters
589 within its designated authority, which committee the board member deems to merit confidence, so
590 long as in any such case the board manager acts in good faith, after reasonable inquiry when the
591 need may be indicated by the circumstances, and without knowledge that would cause such reliance
592 to be unwarranted. Except as herein provided in Article 13.2 - Standard of Care, any person who
593 performs the duties of a board member in accordance with the above shall have no liability based
594 upon any failure or alleged failure to discharge that person's obligations as a board member,
595 including, without limitation of the following, any actions or omissions which exceed or defeat a
596 public or charitable purpose to which NACE, or assets held by it, are dedicated.

597 13.3. Loans. NACE shall not make any loan of money or property to, or guarantee the
598 obligation of, any board member, unless approved by the New York Attorney General; provided,
599 however, that NACE may advance money to a board member of NACE or any subsidiary for expenses
600 reasonably anticipated to be incurred in the performance of the duties of such board member so long as
601 such individual would be entitled to be reimbursed for such expenses absent that advance.

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ARTICLE 14 – NO PRIVATE INUREMENT

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No part of the net earnings of NACE shall inure to the benefit of, or be distributable to, its board members, committee members, employees, or other private persons, except that NACE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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ARTICLE 15 – DECLARATION OF POLICY

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Responsibility and authority for any declaration of NACE policy, and/or endorsement and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees or other organizational units or other individuals of NACE are not authorized directly or indirectly to commit NACE in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of NACE, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of NACE.

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ARTICLE 16 – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

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16.1. Limitation of Liability. To the fullest extent permitted by the laws of the State of New York, the personal liability of board members and employees of the Corporation is hereby eliminated.

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16.2. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, or their testator or intestate was a board member, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

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16.3. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its board members to the full extent such indemnification is permitted by law.

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ARTICLE 17 – HEADINGS, ENUMERATION, AND FORMATTING

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The headings, enumeration, and formatting of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

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ARTICLE 18 – SEVERABILITY

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All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of these Bylaws shall remain in full effect.

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ARTICLE 19 – GOVERNING LAW

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All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of New York. In the event of a question, need for clarification and/or discrepancy in any Bylaw, the current version of Robert’s Rules of Order will serve as the defining reference for resolution.

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ARTICLE 20 – AMENDMENTS

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Amendments to the Bylaws shall be approved by a majority vote or the unanimous written consent of the entire Board of Directors, or by a majority vote of the members at a meeting of NACE where a quorum is present; the board shall establish procedures for submitting and approving amendments to the Bylaws in accordance with the N-PCL. The President shall distribute copies of proposed amendments to the Board of Directors at least thirty (30) days prior to a vote thereon.

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Adopted by resolution by NACE Board of Directors on and certified as such by the Secretary/Treasurer.

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DATE: _____