



## **2015 AMENDED AND RESTATED BYLAWS**

Adopted by the NPCA Membership June 3, 2015

### **ARTICLE I – GENERAL**

#### **Section 1.01 Name**

The name of this organization is “National Peace Corps Association” (NPCA).

#### **Section 1.02 Articles of Incorporation**

NPCA was incorporated as the National Council of Returned Peace Corps Volunteers under and by virtue of the laws of the State of North Carolina on the twenty-second day of January, 1981. The name was changed to National Peace Corps Association on the eighth day of April, 1994.

#### **Section 1.03 Purposes**

The purposes of NPCA are:

1. To provide an organizational framework for the Peace Corps community;
2. To be an alumni network for Returned Peace Corps Volunteers;
3. To maintain a close partnership with the Peace Corps;
4. To collaborate with the Peace Corps to make the transitions after Peace Corps service seamless;
5. To support and encourage Peace Corps Volunteers in sharing their knowledge and understanding of the world after their service;
6. To foster and support NPCA Affiliate Groups and extend the network of such groups;
7. To facilitate ongoing service in the global Peace Corps community; and
8. To advocate for and support the Peace Corps.

#### **Section 1.04 Headquarters and Location of Meetings**

The headquarters of NPCA will be in the Washington DC area, and all general meetings of the Membership will be held there or in a location designated by the NPCA Board of Directors (Board). See Article VIII – Board of Directors

### **ARTICLE II – MEMBERSHIP**

#### **Section 2.01 Membership**

Anyone who fulfills the membership requirements set by the Board of Directors (Board) shall be a Member of NPCA (Member).

## **Section 2.02 Membership Requirements**

Membership requirements, structure, categories, and fees will be determined by the Board.

## **Section 2.03 Membership Rights**

Each Member has the following rights:

1. To receive the benefits and services provided by NPCA to the Membership;
2. To receive notice of any general membership meeting and of any actions proposed by the Board which require a vote of the Membership;
3. To attend the Annual General Membership Meeting and vote on any actions proposed at the Meeting;
4. To be a candidate for the position of Board Director;
5. To vote to elect Member-Elected Directors to the Board, as provided in Article IV;
6. To vote on any matter presented by the Board for approval by the Membership;
7. To vote on any amendments to the Bylaws as provided in Article XI; and
8. To attend any meeting of the Board, except when the Board meets in executive session or when other issues of confidentiality lead the Board to exclude Members. The Board has the authority to regulate Member attendance at the Board's meetings, including the authority to exclude Members who are disruptive.

## **Section 2.04 Divisional Organization**

The Board will define Divisions within the Membership of NPCA to organize, represent, and communicate with Members and Affiliate Groups.

# **ARTICLE III – ANNUAL GENERAL MEMBERSHIP MEETING**

## **Section 3.01 Meeting Time and Place**

The NPCA Annual General Membership Meeting will be held at a place in the United States and at a date and time set by a majority vote of the Board. The Annual General Membership Meeting consists only of the formal business meeting at which Members consider and may take formal actions. Social, educational and other activities conducted in association with the Meeting are not formal parts of the Annual General Membership Meeting.

## **Section 3.02 Notice**

Notice of the Annual General Membership Meeting must be sent to each Member at least two months in advance of the Meeting. Members are responsible for keeping their contact information up-to-date in the manner specified by the Board and Staff. Notice sent using the contact information last provided by the Member will be considered proper notice.

## **Section 3.03 Quorum**

The quorum for the transaction of all business shall be one hundred Members in good standing. A count for that purpose shall be established as the first order of business.

## **Section 3.04 Agenda**

The Executive Committee, with the approval of the Board, will establish the agenda for the Annual General Membership Meeting.

### **Section 3.05 Resolutions from Members**

Any Member wishing to present a resolution before the Annual General Membership Meeting may do so, provided that the resolution is presented to the Secretary no later than the last day of the Nomination Period for Member-Elected Directors (see Section 4.10) for the Annual General Membership Meeting.

### **Section 3.06 Vote Required**

The vote of a majority of the number of Members present at a meeting at which a quorum is present will be sufficient to decide any question unless otherwise specifically stated elsewhere in these Bylaws, in which case, that express provision will prevail.

### **Section 3.07 Proxy**

Proxy voting is not permitted.

### **Section 3.08 Rules of Procedure**

The Board Chair will preside at the Annual General Membership Meeting. All Members may attend and participate in the Annual General Membership Meeting and other related meetings. The current revised edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## **ARTICLE IV– MEMBER-ELECTED DIRECTORS**

### **Section 4.01 Divisional Representation**

Member-Elected Directors are nominated and elected to serve on the NPCA Board (Article VII) by the NPCA Members within their designated Membership Divisions as defined by the Board.

### **Section 4.02 Qualifications of Member-Elected Directors**

A candidate for the position of Member-Elected Director must be a Member in good standing within the Division represented.

### **Section 4.03 Single Candidacy**

A candidate may run for only one Member-elected position in each election cycle and may not simultaneously run for the position of Affiliate Group Network Coordinator. See Article VI – Affiliate Group Network.

### **Section 4.04 Terms of Office**

The Member-Elected Directors will be elected for a three-year term or partial term to begin at the Annual Board Meeting (Section 7.13) immediately following their election and end when their successors are seated.

### **Section 4.05 Election Oversight**

The Governance Committee will oversee the nomination and election process for Member-Elected Directors.

### **Section 4.06 Nomination by an Affiliate Group**

A candidate for the position of Member-Elected Director to represent an NPCA Division may be nominated by an Affiliate Group in that Division using a standard nomination form prepared by the Governance Committee and signed by an official governing board representative of the group.

#### **Section 4.07 Nomination by Petition**

A candidate for the position of Member-Elected Director to represent an NPCA Division may be nominated by a petition signed by ten individual Members in that Division using a standard nomination form prepared by the Governance Committee.

#### **Section 4.08 Single Nomination by a Member**

A Member may sign a petition nomination for only one candidate for a given Member-Elected Director position in any single election.

#### **Section 4.09 Nominee Consent**

Any nomination, whether by an Affiliate Group or by a petition of Members, must include a signed statement of consent by the nominee that the nomination is made with his or her permission and that he or she will serve on the Board if elected.

#### **Section 4.10 Nomination Period**

The nomination period will be at least one month in duration and will terminate at least three months before the Annual Board Meeting. NPCA will give notice of the Nomination Period no later than the start of the period.

#### **Section 4.11 Voting**

Promptly, after the end of the Nomination Period, voting instructions and ballots will be sent to each Member eligible to vote in the specified Division according to the eligibility rules defined by the Board. Ballots may be sent to the Members and returned to NPCA by any fair and reasonable method authorized by the Board.

#### **Section 4.12 Voting Period**

The voting period will be at least one month.

#### **Section 4.13 Election Results**

The candidate with the largest number of votes will be duly elected. The Governance Chair will certify the results. In the case of a tie, the Governance Committee will determine the winner.

#### **Section 4.14 Notification**

All candidates will be notified of the outcome of the election by the Governance Committee as soon as the results are available, but no later than one month prior to the Annual Board Meeting.

#### **Section 4.15 Filling a Vacancy**

A Director elected to fill a vacancy as a Member-Elected Director must be a member of and represent the same constituency as her or his predecessor in office. The Governance Committee will conduct a special election to fill the position or include the open position in the next regular election depending on when the vacancy occurs in the election cycle. In the case of a special election, the Director's term will begin at the start of the next scheduled Board Meeting after the election and will continue for the remainder of the original term.

### **ARTICLE V- AFFILIATE GROUPS**

#### **Section 5.01 Affiliate Groups**

The Board will determine the requirements for NPCA Affiliate Group status.

### **Section 5.02 Acquiring Affiliate Group Status**

To become an Affiliate Group of NPCA, an organization must:

1. Apply for Affiliate Group status;
2. Have organizational purposes that are in general agreement with those of NPCA; and
3. Be accepted as an Affiliate Group by the Board.

### **Section 5.03 Continuation of Affiliate Group Status**

To maintain its status as an Affiliate Group, each approved organization must continue to fulfill the requirements approved by the Board.

### **Section 5.04 Revocation of Affiliate Group Status**

The Board may revoke any organization's status as an Affiliate Group if:

1. The organization's purposes are no longer in general agreement with those of NPCA;
2. The organization has failed to fulfill the requirements determined by the Board for Affiliate Groups; or
3. The organization as a whole or any individual member of the organization, acting in its name, takes any action that is against NPCA or is contradictory to NPCA's purposes or interests.

### **Section 5.05 Notification of Affiliate Group Status**

The Board Secretary will notify the designated leader of an organization within ten days of the Board's action whenever:

1. The organization has been approved as an Affiliate Group by the Board; or
2. The organization's status as an Affiliate Group has been revoked by the Board.

### **Section 5.06 Rights of Affiliate Groups**

NPCA Affiliate Groups shall have the following rights and privileges:

1. To have access to all programs and services of NPCA provided for Affiliate Groups;
2. To nominate a candidate as a Member-Elected Director to represent the NPCA Division in which the Affiliate Group is registered on the NPCA Board;
3. To send a Delegate to any Affiliate Group Network Meeting (see Article VI); and
4. To vote, as a group, for the Affiliate Group Network Coordinator (see Article VI).

### **Section 5.07 Responsibilities of Affiliate Groups**

NPCA Affiliate Groups are expected to:

1. Fulfill the requirements set by NPCA to maintain active affiliation;
2. Contact and involve those individuals who join the Affiliate Group through the NPCA or directly through the Affiliate Group;
3. Encourage constituent members to become members of NPCA; and
4. Promote NPCA programs and services to constituent members.

## **ARTICLE VI – AFFILIATE GROUP NETWORK**

### **Section 6.01 Purposes of the Affiliate Group Network**

The Affiliate Groups may form an Affiliate Group Network (AGN) whose purposes will include:

1. To facilitate communication and cooperation among Affiliate Groups;
2. To offer opportunities for Affiliate Groups to interact and share ideas and best practices;
3. To provide resources and ongoing support for Affiliate Groups;
4. To inform Affiliate Groups how they can best support and promote NPCA; and
5. To facilitate connections between the Affiliate Groups and the Peace Corps.

### **Section 6.02 Affiliate Group Network Annual Meeting**

The Affiliate Group Network will hold a meeting at least once each year. The Affiliate Group Network Annual Meeting (AGN Annual Meeting) shall be held in conjunction with the NPCA Annual General Membership Meeting.

### **Section 6.03 AGN Delegates**

Each Affiliate Group may select one person from its membership as its voting delegate to the AGN Annual Meeting (Delegate).

### **Section 6.04 Affiliate Group Network Coordinator**

The Affiliate Groups will elect an Affiliate Group Network Coordinator (AGN Coordinator) to chair the AGN Advisory Committee, preside at the AGN Annual Meeting, and serve on the Board as the AGN Representative.

### **Section 6.05 AGN Coordinator Qualifications**

A candidate for the position of AGN Coordinator must be a Member in good standing.

### **Section 6.06 Election Oversight**

The Governance Committee will oversee the nomination and election process for the AGN Coordinator.

### **Section 6.07 Candidates for AGN Coordinator**

A candidate for the position of AGN Coordinator shall be nominated by an Affiliate Group using a standard nomination form prepared by the Governance Committee. A candidate for AGN Coordinator may not run for a Member-elected Director position in the same election cycle.

### **Section 6.08 Nomination Period**

The nomination period will be the same as for Member-Elected Directors (See Section 4.10).

### **Section 6.09 Election Ballots**

Promptly, after the end of the Nomination Period, voting instructions and ballots will be sent to the Affiliate Groups. Ballots may be sent to the Affiliate Groups and returned to NPCA by any fair and reasonable method authorized by the Board. Each Affiliate Group will have one vote.

### **Section 6.10 Voting Period**

The voting period will be at least one month.

### **Section 6.11 Election Results**

The candidate with the largest number of votes will be duly elected. The Governance Chair will certify the results. In the case of a tie, the Governance Committee will determine the winner.

### **Section 6.12 Notification**

The Governance Committee will notify all candidates of the outcome of the election as soon as the results are available, but no later than one month prior to the Annual Board Meeting.

### **Section 6.13 AGN Coordinator Term of Office**

The AGN Coordinator will be elected in the even-numbered years and serve a two-year term to begin at the Annual Board Meeting following his or her election and to continue until a successor is seated.

### **Section 6.14 Duties of the AGN Coordinator**

The AGN Coordinator will:

1. Preside at the AGN Annual Meeting;
2. Preside at any other meetings of the Affiliate Group Network;
3. Appoint the members of the AGN Advisory Committee;
4. Chair the AGN Advisory Committee;
5. Facilitate communication between the AGN and the Board;
6. Serve as a Director on the Board as the AGN Board Representative; and
7. Serve on the Executive Committee of the Board.

### **Section 6.15 Voting at AGN Meetings**

An AGN Coordinator who is also a Delegate of an Affiliate Group may vote on behalf of that Affiliate Group on any matter before the AGN Annual Meeting not concerning his or her position. However, an AGN Coordinator who is not a Delegate may not vote except in the case of a tie, in which case the AGN Coordinator may cast the deciding vote.

### **Section 6.16 Board Term of AGN Coordinator**

The AGN Coordinator will be seated on the Board at the beginning of the first Board Meeting following his or her election and serve for a term of two years to end when a successor is seated.

### **Section 6.17 AGN Coordinator Vacancy**

In the event of a vacancy in the position of AGN Coordinator, the Governance Committee will conduct a special election to fill the position as soon as reasonably possible depending on when the vacancy occurs in the election cycle.

### **Section 6.18 AGN Advisory Committee**

The AGN Coordinator will appoint an AGN Advisory Committee of a size to reasonably represent the participant Affiliate Groups. The AGN Advisory Committee will be appointed at the time of the AGN Annual Meeting and serve for a term of one year or until the end of the AGN Annual Meeting the following year.



### **Section 6.19 AGN Advisory Committee Responsibilities**

The AGN Advisory Committee shall be responsible for ensuring that the purposes of the AGN Network, as described in Section 6.01 above, are fulfilled. In addition, the Committee shall:

1. Set the agenda for the AGN Annual Meeting;
2. Establish procedures for bringing matters before the AGN Annual Meeting;
3. Set the date and agenda for any additional meetings of the AGN;
4. Identify concerns of the Affiliate Groups to be referred to the Board by the AGN Coordinator; and
5. Assist the Governance Committee with the nomination and election of the AGN Coordinator in the election year or in the case of a vacancy.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **Section 7.01 Power and Authority**

The Board of Directors (Board) has responsibility and authority for the general management and control of all the property and affairs of NPCA and may exercise all the powers of NPCA, excepting those powers as are specifically conferred upon others by law or under these Bylaws.

### **Section 7.02 Number**

The Board will consist of not fewer than fifteen and not more than twenty-one Members who are elected by the Membership, the Affiliate Groups, and the Board in accordance with the procedures specified in these Bylaws.

### **Section 7.03 Composition**

In addition to the fifteen to twenty-one elected Directors, the President and Chief Executive Officer (President/CEO) will serve as an *ex officio* Director. At the start of the Annual Board Meeting (Section 7.13), the number of Member-Elected Directors plus the AGN Coordinator must always be at least one more than the number of Board-Elected Directors.

### **Section 7.04 Adjustment**

The Board may adjust the size of the Board within the above range as it deems reasonably necessary. The changes will be announced to the Membership prior to the opening of nominations for Member-Elected Director positions (see Article IV).

### **Section 7.05 Terms of Office**

A Member-Elected or Board-Elected Director will be elected for a three-year term or to complete a term when there is a vacant position.

### **Section 7.06 Rotation**

The Governance Committee will define and implement a rotation system so that, as nearly as possible, one third of the Member-elected positions and one third of the Board-elected positions are up for election for a full three-year term each year.

### **Section 7.07 Term Limits**

Any elected Director may serve no more than eight consecutive years. A Member-Elected or Board-Elected Director may serve two full three-year terms and one or two years of a vacant three-



year term. The AGN Coordinator may serve not more than four full or partial two-year terms. After an absence of one year, a Director may again be eligible for election as a Director.

**Section 7.08 Board-Elected Director Qualifications**

A candidate for the position of Board-Elected Director must be an NPCA Member in good standing.

**Section 7.09 Board-Elected Director Election**

The Board-Elected Directors will be nominated by the Governance Committee and elected by current Board members. The election will be held at the beginning of the Annual Board Meeting prior to the election of officers.

**Section 7.10 Board-Elected Directors Term**

The Board-Elected Directors' terms will begin immediately upon their election and end when their successors are seated.

**Section 7.11 Ex-Officio Director**

The NPCA President/CEO is an *ex officio* Director as long as he or she holds that office, but he or she may not vote on matters relating to his or her performance or compensation.

**Section 7.12 Annual General Membership Meeting**

The Board will cause NPCA to conduct an Annual General Membership Meeting as described in Article III.

**Section 7.13 Annual Board Meeting**

An Annual Board Meeting will be held in conjunction with the Annual General Membership Meeting. Notice of the Annual Board Meeting will be sent to each Member and to each Affiliate Group with the notice of the Annual General Membership Meeting. The agenda and the procedures for conducting the Annual Board Meeting will be approved by the Board.

**Section 7.14 Board Meetings**

The Board shall have at least one regular meeting each quarter, to include the Annual Board Meeting, at dates, times and manner or locations to be determined by the Board.

**Section 7.15 Notice**

Each Director must be given written notice at least thirty days in advance of each regular Board Meeting.

**Section 7.16 Special Meetings**

A special meeting of the Board may be called by the Board Chair or by the joint action of any three Directors. Notice of a special meeting must be sent to each Director at least five days in advance of the special meeting. A special meeting may deal only with the topics in the notice and with no other.

**Section 7.17 Quorum**

A majority of the number of Directors holding office immediately prior to a Board Meeting will constitute a quorum for the transaction of business at that meeting.

**Section 7.18 Manner of Acting**

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

### **Section 7.19 Presumption of Assent**

A Director who is present at a meeting of the Board at which action on any matter is taken is presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to the action with the person acting as the secretary of the meeting before the adjournment of the meeting. The right to dissent does not apply to a Director who voted in favor of the action.

### **Section 7.20 Action by the Board without a Meeting**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all Directors are informed of the proposed action in advance and if consent in writing, setting forth the action to be taken, shall be given by all of the members of the Board. For purposes of this section, an email transmission from an email address on record constitutes a valid writing.

### **Section 7.21 Telephone or Electronic Meetings**

Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently. Telephonic or electronic Director participation in a meeting will constitute attendance at the meeting and will count in determining a quorum.

### **Section 7.22 Resignations**

A Director may resign at any time by giving notice of resignation to the Board Chair or Secretary. A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date.

### **Section 7.23 Removal of Directors**

A Director who has missed three or more consecutive meetings is considered removed from the Board, unless overridden by a majority vote of the Directors then sitting. A Director may be removed for any reason by a vote of two-thirds of the members then sitting. Any Director so removed shall be notified by the Board Chair (or Secretary) within thirty days of the Board's action to remove.

### **Section 7.24 Vacancies**

Any Director elected or appointed to a vacant position will serve for the remaining unexpired term of his or her predecessor in office.

### **Section 7.25 Board-Elected Director Vacancy**

In the event of a vacancy in a Board-Elected Directorship, the Governance Committee will nominate one or more candidates for the vacant position and the Board will elect a replacement director from among the nominees to complete the remainder of the term.

### **Section 7.26 Powers of Board in Event of Vacancies**

The Board has and may exercise all of its powers notwithstanding the existence of one or more vacancies in its number, provided that at least three Directors are in office.

### **Section 7.27 Voluntary Service**

Serving as a Director on the Board is on a strictly voluntary basis, as is the holding of any office by a Director. No Director, whether or not an officer, will at any time receive any compensation of any form at the expense of NPCA, with the exception that Directors may be reimbursed for reasonable expenses incurred by them on behalf of NPCA upon approval and documentation in accordance with NPCA's expense reimbursement policies.

## **ARTICLE VIII – OFFICERS**

### **Section 8.01 Officers**

The officers of NPCA will be a Board Chair, a Board Vice Chair, a Secretary and a Treasurer, the duties of which are described below. The Board may appoint assistant officers as it deems necessary. No person may hold more than one office at any given time.

### **Section 8.02 Nominations of Officers**

The Governance Committee will have oversight over the nomination and election of Officers and will prepare a slate of nominees for all offices and present it to the Board for action at the Annual Board Meeting.

### **Section 8.03 Elections of Officers**

The officers of NPCA will be elected at the Annual Board Meeting after the seating of the recently elected Member-Elected Directors and AGN Coordinator (if newly elected) and the election of the Board-Elected Directors.

### **Section 8.04 Term of Office**

The Officers will serve for a term of one year or until their successors are seated, except in the case of resignation or removal as provided in Section 8.09 below.

### **Section 8.05 Board Chair**

The Board Chair is the chief volunteer officer of NPCA and leads the Board in performing its duties and responsibilities including presiding at all Membership Meetings and meetings of the Board or the Executive Committee. The Board Chair coordinates the supervision and evaluation of the President/CEO. The Board Chair reports to the Membership at the Annual General Membership Meeting and shall perform all other duties incident to the office or properly required by the Board.

### **Section 8.06 Board Vice-Chair**

In the absence or disability of the Board Chair, the Board Vice-Chair will perform the duties of the Board Chair and, when so acting, will have all the powers of and be subject to all the restrictions upon the Board Chair. The Board Vice-Chair shall have such other powers and perform such other duties as may be assigned by the Board or the Board Chair.

### **Section 8.07 Secretary**

The Secretary shall keep the minutes of all Board and Membership Meetings and keep a record of the approved actions of the Board and the Membership. The Secretary shall be the custodian of NPCA's records. The Secretary shall cause notice to be given of all Membership Meetings as provided in these Bylaws or required by laws. The Secretary shall assume responsibilities of the Board Chair in the absence of the Board Chair and Board Vice Chair and shall have such other powers and perform such other duties as may be prescribed by the Board or the Board Chair.

### **Section 8.08 Treasurer**

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of NPCA and shall be the Chair of the Finance Committee. The Treasurer shall keep the Board informed and involved in assuring the financial well-being of NPCA and shall certify that the annual accounts are properly audited by an independent certified public accountant. The treasurer shall perform all duties properly required by the Board or the Board Chair.

### **Section 8.09 Resignation or Removal from Office**

An officer may resign at any time by giving notice of resignation to the Board Chair or Secretary. An officer's resignation will take effect when the notice is delivered unless the notice specifies a future date. Any officer may be removed by the vote of three-fourths of the Directors whenever, in their judgment, it is in the best interests of NPCA.

### **Section 8.10 Vacancies**

In the case of a vacancy in any office, the Governance Committee may nominate one or more Directors for election to fill the remainder of the term of office or defer the election until the next Annual Board Meeting, depending on when the vacancy occurs in the election cycle.

## **ARTICLE IX – COMMITTEES**

### **Section 9.01 Standing Committees**

The Board standing committees are responsible for the development and recommendation of policies and for oversight of their areas of concern. They may take action as provided in these Bylaws or in the committee charge approved by the Board, or by any other action of the Board.

### **Section 9.02 Composition**

The standing committee chair and vice-chair (if appointed) shall be elected Board Directors. Each standing committee must include at least two Directors and, with the exception of the Executive Committee, may include non-Board Members. The Board Chair and President/CEO shall be *ex officio* members of all standing committees and may participate in deliberations not related to their positions.

### **Section 9.03 Standing Committee Designation**

The standing committees shall include those listed in the subsequent sections and such others as the Board may designate.

### **Section 9.04 Executive Committee**

The Executive Committee is a standing committee of the Board that includes the Board Chair, Board Vice-Chair, Secretary, Treasurer and AGN Coordinator, along with the President/CEO. The Board Chair presides at its meetings. The Executive Committee identifies urgent issues that require Board action, serves as a sounding board for the President/CEO and Staff, and supervises and evaluates the President/CEO. See Article X - Employees.

### **Section 9.05 Finance Committee**

The Finance Committee is a standing committee of the Board that is responsible for providing financial oversight of NPCA. The Chair is the Treasurer of the Board. A majority of the members of the committee must be Directors. The Finance Committee ensures that the accounts and investments are managed effectively and that the Board has the timely financial information needed to fulfill its responsibilities for the financial health of the NPCA.

### **Section 9.06 Governance Committee**

The Governance Committee is a standing committee of the Board that oversees elections, reviews and updates the Bylaws and other governing documents as needed, and facilitates the Boards' effectiveness through guidance on committee placements, training and orientation and Board self-evaluations. The Committee shall include both Member-elected and Board-elected Directors. A majority of the members of the committee must be Directors.

### **Section 9.07 Special Committees**

The Board may determine that a task force (or *ad hoc* committee) is needed to deal with a specific issue. To meet this need, the Board Chair may appoint, with the approval of the Board, a Director to chair a task force to address the issue. A task force may include both Directors and others as needed. Any such task force would report to the Board at regular meetings of the Board or more frequently, if appropriate. A task force is appointed for a specific purpose and is dissolved upon completion of its task.

## **ARTICLE X – EMPLOYEES**

### **Section 10.01 President and Chief Executive Officer**

The President and Chief Executive Officer (President/CEO) is hired and employed by the Board and is responsible to the Board in fulfilling his/her duties. The President/CEO has day-to-day responsibility for the NPCA and, subject to the direction of the Board, has general charge of the affairs and property of the NPCA, including carrying out the organization's goals and policies. The President/CEO is an *ex officio* Director and will attend all Board Meetings, report on the progress of the NPCA, and answer questions of the Directors. The President/CEO will carry out the duties described in the Job Description for the President and Chief Executive Officer and any other duties assigned by the Board.

### **Section 10.02 Additional Staff**

The President/CEO may hire staff and consultants in accordance with the budget authorized by the Board and may dismiss such staff and consultants without specific authorization of the Board, provided that policies of the NPCA with respect to employment and termination of employment are followed.

## **ARTICLE XI – BYLAWS**

### **Section 11.01 Distribution of Bylaws**

The current Bylaws will be made available to the Membership and other interested parties in a manner to be determined by the Board.

### **Section 11.02 Amendment of Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by balloting of the Membership in accordance with the procedures described below.

### **Section 11.03 Proposing Amendments**

The Board may propose amendments to these Bylaws. Twenty-five or more Members may propose amendments by petition. All proposed amendments must be submitted in writing to the NPCA Board Secretary. The NPCA Governance Committee will review the proposals and seek legal counsel or further input from the Board and/or Membership and submit appropriate proposed amendments to the Membership for approval.

### **Section 11.04 Ballots**

Ballots may be sent to the Membership and returned to the NPCA by any fair and reasonable method authorized by the Board.

**Section 11.05 Voting**

The period of voting will be at least one month in duration, with the closing date to be determined by the Board.

**Section 11.06 Required Vote**

The affirmative vote of two-thirds of the ballots returned during the voting period is required to repeal or amend these Bylaws.

**Section 11.07 Publication**

The amended Bylaws will be published to the Board and the Membership as appropriate.

**Section 11.08 Conformance of Bylaws**

If any provision of these Bylaws does not conform to the requirements of North Carolina or other applicable law, the Board is authorized to revise that provision so that it conforms to those requirements. However, if any revision would destroy the purpose of the provision, these Bylaws must then be amended as provided above, to conform to that law.

**ARTICLE XII – MISCELLANEOUS****Section 12.01 Fiscal Year**

The fiscal year of the NPCA shall be determined by the Board.

**Section 12.02 Contracts**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the NPCA shall be executed on its behalf by the President/CEO or other persons to whom the NPCA has delegated authority to execute such documents in accordance with policies approved by the Board.

**Section 12.03 Loans**

No loans shall be contracted on behalf of the NPCA and no evidence of indebtedness may be issued in its name unless authorized by the Board, and such authority may be general or confined to specific instances.

**Section 12.04 Checks, Drafts and Notes**

All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the NPCA must be signed by an agent of the NPCA and in the manner determined by the Board or specified in these Bylaws.

**Section 12.05 Deposits**

All funds of the NPCA not otherwise employed must be deposited to the credit of the NPCA in the banks or other depositories selected by the Board.

**Section 12.06 Indemnification**

Each person who at any time is or has been a Director or officer of the NPCA, or is serving or has served at the request of the NPCA as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and her or his heirs, executors and administrators, will be indemnified by the NPCA in accordance with and to the full extent permitted by the law as in effect at the time of adoption of this bylaw or as such law may be amended from time to time. The foregoing right of indemnification will not be deemed exclusive of other rights to

which any Director, officer, employee, agent or other person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of Directors, or otherwise. If authorized by the Board, the NPCA may purchase and maintain insurance on behalf of any person to the full extent permitted by the law in effect at the time of the adoption of this bylaw or as amended from time to time.

**CERTIFICATION**

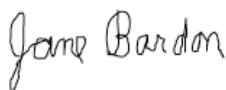
***I certify that the above Bylaws were approved by a two-thirds (2/3) majority online vote.***

**Beginning date of voting: May 1, 2015    End date of voting: June 2, 2015**

**Total number of eligible voters (NPCA Members): 5,783**

**Number of total votes: 308    Number of positive votes: 304**

**NPCA Secretary: Jane Bardon**



**Date: 3 June 2015**

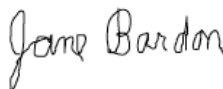
**NPCA Board Chair: Tony Barclay**



**Date: 3 June 2015**

***January 13, 2016 corrections by the Board Governance Committee***

**NPCA Board Governance Chair: Jane Bardon**



**Date: 15 January 2016**