

**BYLAWS OF THE
NATIONAL NETWORK OF STATE TEACHERS OF THE YEAR INCORPORATED**

Adopted By The Membership: _____

DRAFT FOR REVIEW: 4-05-2016

**ARTICLE I
NAME**

1.1. Name. The name of the corporation is National Network of State Teachers of the Year Incorporated (hereinafter, the "Corporation").

**ARTICLE II
OFFICES AND REGISTERED AGENT**

2.1. Offices; Registered Agent; Changes. The Corporation shall continuously maintain in the State of Kansas a registered office at such place as the Board of Directors shall determine. Otherwise, the Corporation may have corporate offices within or without the State of Kansas as the Board of Directors may from time to time determine. The Corporation shall continuously maintain within the State of Kansas a registered agent, who shall be designated by the Board of Directors. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with applicable law and as provided in these Bylaws.

**ARTICLE III
PURPOSES AND POWERS**

3.1. Purpose. NNSTOY, an organization of teacher leaders and those who support them, seeks to transform the teaching profession by using its credible voice to support policies and practices that advance teacher leadership, educator effectiveness, and the conditions, capacity, and culture necessary to support great teaching and learning for all students.

3.2. Powers. The affairs and activities of the Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(3) of the Code. The Corporation is organized and will be operated exclusively for charitable purposes and in accordance with its Mission Statement. The Corporation is and shall be a nonprofit corporation under the laws of the State of Kansas.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1. Powers and Duties. The business, affairs, and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, these Bylaws, or the laws of the State of Kansas, which are necessary or convenient to manage, direct and carry

out the purposes of the Corporation, including, but not limited to, final determination on matters relating to finances, investments, property, projects, programs, fund-raising activities and grants. In addition, the Board of Directors may from time to time engage advisors for the administration of the Corporation. Such advisors shall serve at the pleasure of the Board of Directors or as the Board of Directors may otherwise determine. The Board of Directors may from time to time employ such employees, agents and other persons for the administration of the Corporation. Such persons shall serve at the pleasure of the Board of Directors or as the Board of Directors may otherwise determine.

4.2. Number and Election of Directors. The Board of Directors shall have at least nine (9) but not more than seventeen (17) voting members. The number of Directors may be altered from time to time through the amendment of these Bylaws; provided, however, that any such amendment shall not result in a shortening of the term of any incumbent Director. At least fifty-one percent (51%) of the Directors comprising the Board shall be Members who are State Teachers of the Year and of that group no less than fifty percent (50%) shall be active teachers, meaning each such Member spends the majority of his/her time instructing students and/or coaching or supporting classroom teachers, exemplifying teacher leadership and varied roles and responsibilities. In addition to the Directors provided for in Section 4.2, the President and Chief Executive Officer of the Corporation shall be an ex officio non-voting member of the Board of Directors.

4.3 Nomination of Directors. A Member may nominate individuals for election as Directors at least thirty (30) days prior to the annual meeting of the Members at which the election of Directors is to be held by providing written notice of the nomination to the Secretary.

4.4 Term Limits and Staggered Terms. The Directors shall be elected by the Members who are State Teachers of the Year, honorary or otherwise, at the annual meeting of the Members. Beginning with the annual meeting in 2015, each Director upon his or her election, shall serve for a term of three (3) years or until his or her successor shall be elected and qualified or until his/her earlier death, resignation, or removal.

At each annual meeting of the Members a number of Directors equal to that of those whose terms have expired will be elected. If the number of Directors is increased, those taking the newly created seats will be assigned by lot to serve a one-year, two-year, or three-year term so that in each year the terms of no more than one-third of the Directors will expire.

Beginning with the annual meeting in 2015, any Director may serve as a Director for a maximum of three (3) consecutive three-year terms. Following at least a one-year hiatus from Board service as a Director, an individual is again eligible to serve as a Director for a maximum of three (3) consecutive three-year terms. An individual who serves an unexpired term of fewer than two (2) years shall be eligible to serve three (3) consecutive three-year terms. If a Director is elected Board Chair in his/her seventh or eighth year of service, he or she may, if elected, serve as Board Chair for four (4) consecutive years as stated in Section 6.2 and as Immediate Past Chair for two (2) years as provided for in Section 6.5.

4.5 Eligibility to Serve. Any Member in good standing shall be eligible to be nominated for election and serve on the Board of Directors. Any Member not in good standing may not be elected to the Board. The Board of Directors may have Directors who are not eligible to be Members, in order to ensure that the Board of Directors is made up collectively of Directors who have expertise in fundraising, nonprofit operations, and areas that contribute to the successful operation of the Board of Directors.

4.6. Qualifications. Directors shall be committed to supporting and advancing the mission and purposes of the Corporation. Failure to do so may be grounds for removal pursuant to Section 4.7. Following his or her election, each Director shall qualify by accepting the office of Director, and attendance at, or written approval of the minutes of, the next meeting of Directors.

4.7. Resignation and Removal. Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from two (2) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. The Board of Directors may remove any Director whenever in its judgment the best interests of the Corporation will be served thereby. In such instance the removal of any Director shall be by an affirmative vote of a majority of the Directors other than the Director at issue. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a Director shall not of itself create contract rights. For reasons other than attendance, a Director may be removed at any time with or without cause by a two-thirds majority vote of the total number of Directors.

4.8. Vacancies. A Member may fill any vacancy occurring in the Board of Directors by the affirmative vote of a majority of the remaining Directors. A non-Member may fill such vacancy upon a two-thirds vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any vacancy to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next annual meeting of the Members.

4.9. Leave of Absence. A Director may take up to a one (1) year leave of absence from service as a Director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a Director taking an approved leave of absence; however, the Board may designate another Director to serve in any office or on any committee in place of the Director on leave until such time as the leave is completed. A Director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

4.10. Annual Meeting. The annual meeting of the Board of Directors shall be held in tandem with the National Conference that is sponsored by NNSTOY each year, or at such other time and date as the Board of Directors may determine, and at such place as the Board of Directors may determine.

4.11. Regular Meetings. The Board of Directors may hold such regular meetings at such times and places as may be fixed by a resolution or resolutions adopted by the Board of Directors.

4.12. Special Meetings. Special meetings of the Board may be called by the Board Chair, and shall be called by the Board Chair upon the written request of any five (5) Directors.

4.13. Notice of Special Meetings. Five (5) days notice of any special meeting of the Board of Directors shall be given, except that, in the event of an emergency as determined by the Board of Directors, the notice period may be waived. The notice will be deemed to be delivered when given personally, deposited in the United States mail in a sealed envelope, with postage thereon prepaid or sent by a nationally recognized overnight delivery service, addressed to the Director at his or her address as shown by the records of the Corporation. Notice may be given by e-mail, provided that each Director acknowledges receipt. The purpose of the meeting and

the business to be transacted any special meeting of the Board of Directors must be specified in the notice of the meeting.

4.14. Waiver of Notice. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary for filing with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

4.15. Manner of Voting. At each meeting of the Directors, every Director having the right to vote shall be entitled to vote in person. Upon request of any Director, the vote upon any question before the meeting may be by ballot. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

4.16. Quorum. A majority of the Board of Directors shall constitute a quorum except as otherwise provided by law. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as otherwise provided by the Articles of Incorporation or by law. If, however, such majority shall not be present at any meeting of the Directors, the Directors present shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of Directors shall be present.

4.17. Informal Action. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

4.18. Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this Section 4.18, electronic meetings include Internet meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

4.19. Compensation. Directors may not be compensated for their services as Directors of the Corporation, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors may be compensated for their personal and professional services rendered to or on behalf of the Corporation if approved in advance by the Board with full disclosure of the Directors involved, the project, the nature of the service(s) to be provided, the duration of the project, and the amount of compensation. The affected Director shall abstain from the Board's consideration of such matter. The engagement and compensation must be disclosed in compliance with the Corporation's conflicts of interest policy.

4.20. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the rules of order established by the Board from time to time, unless the conduct of a matter is otherwise governed by the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

ARTICLE V MEMBERS

5.1 Membership Organization. The Corporation is a membership organization designed to benefit society by improving student learning across the nation by defining, sharing and advocating for effective teaching practices and policies and to benefit its Members through the provision of professional development experiences and opportunities to engage in research, disseminate best practices, recommend policies and practices that improve student learning and teacher effectiveness, and similar activities organized by the Corporation or its partners.

5.2. Committee(s) of the Membership. The Members shall engage in activities that advance and sustain the Corporation through committees that are created by the Board Chair. The Chair of the Committee and the majority of its members shall be Members of the Corporation in good standing. At least one (1) member of the committee shall be a Director of the Corporation. At the discretion of the Board Chair, individuals who are not Members of the Corporation may be appointed to the Committee, shall be counted toward a quorum, and shall have a vote. Each Committee shall have a charter and shall report regularly to the Board of Directors or as requested by the Board Chair.

5.3. State Teachers of the Year. Any person who has been recognized as a State Teacher of the Year by the Council of Chief State School Officers is offered membership in the Corporation and may participate in the governance of the Corporation.

5.4. Associate Members. Any teacher who has reached the highest level of honor, short of the actual title State Teacher of the Year, as determined by that state's current selection process for the Council of Chief State School Officers State Teacher of the Year, and approved by the leadership of the Corporation, is eligible for associate membership. Associate Members will have the full rights of membership excluding participation in the governance of the Corporation as those rights are outlined in the Corporation's Bylaws.

5.5. Program Coordinator Members. Any person who has been recognized as a State Teacher of the Year Program Coordinator by the Council of Chief State School Officers for a State, the District of Columbia, or a United States Territory, is eligible for membership in the Corporation as a Program Coordinator Member and may continue as a Member for as long as the individual holds the position of State Coordinator. Program Coordinator Members will have the full rights of membership excluding participation in the governance of the Corporation as those rights are outlined in the Corporation's Bylaws.

5.6. Corporate Members. Any for-profit or nonprofit corporation may apply for membership as Corporate Members. The Board of Directors reserves the exclusive right to accept or deny the application. Corporate Members may not participate in the governance of the Corporation as those rights are outlined in the Corporation's Bylaws. The Board of Directors of the National Network of State Teachers of the Year shall define the rights, privileges, and benefits of corporate membership.

5.7 Friend of NNSTOY Membership. Any individual who does not qualify for categories of membership as outlined in Sections 5.4, 5.5, and 5.6 may apply for membership as a Friend of NNSTOY. The Board of Directors reserves the exclusive right to accept or deny the application. The Board of Directors of the Corporation shall define the rights, privileges, and benefits of the Friend of NNSTOY membership category. Friends of NNSTOY shall not participate in the governance of the Corporation as those rights are outlined in the Corporation's Bylaws.

5.8. Honorary Members. At the Annual Meeting the Membership may make any individual an Honorary Member and such Honorary Member will be a lifetime Member of the Corporation and shall not be required to pay annual dues. The Board of Directors of the Corporation shall define the rights, privileges, and benefits of honorary membership. Only Honorary Members who are State Teachers of the Year may participate in the governance of the Corporation as specified in Section 5.9.

5.9. Voting Rights. The Members who are State Teachers of the Year or Honorary Members who are State Teachers of the Year and in good standing shall have the right to vote for the election of Directors, any proposal of merger, consolidation, or dissolution, or on such matters as are submitted to them for a vote by the Board of Directors in its sole discretion. Each Member in good standing shall be entitled to one (1) vote on any matter put before the Members for a vote by the Board of Directors. Members may at any time submit to the Board of Directors written recommendations regarding the Corporation's program priorities, operating policies, and long-term plans.

5.10. Good Standing. Any Member who is a State Teacher of the Year who has paid his or her annual dues or is an Honorary Member who is a State Teacher of the Year shall be considered a Member in good standing. A State Teacher of the Year in good standing may (i) nominate an individual for election to the Board, (ii) vote for members of the Board of Directors, (iii) make motions and, enter discussions during meetings; (iv) propose and vote on amendments to the Bylaws as specified in Section 14.1 and (v) vote as to any matter before the Members.

5.11. Termination of Membership. Any Member may terminate his or her membership by notifying the Secretary in writing. A Member who terminates his or her membership shall not be entitled to the return of any portion of his or her annual dues. A Member may be suspended or expelled for cause by an affirmative vote of two-thirds of the Board of Directors, following an appropriate hearing at which the Member can be heard orally and/or in writing. A Member may be terminated by the Board of Directors at any regularly constituted meeting if such Member is in default in the payment of his or her annual dues for a period of two (2) years.

5.12. Annual Meeting. The annual meeting of the Members shall be held at the Annual Conference, or at such other time and date as the membership may determine, and at such place as the Members may determine by a majority vote of the membership at an annual meeting, through a special meeting or an electronic meeting.

5.13. Special Meetings. A special meeting of the Members may be held when requested by the Board Chair or ten (10) members of the Board of Directors or when requested in writing by one hundred (100) Members certified by the Secretary of the Board of Directors. The record date for establishing Members entitled to vote shall be the last day of the month preceding the month in which the request is made. Members shall be entitled to vote by mail or electronic means on any business voted on by the Members at a special meeting.

5.14. Electronic Meetings. Any regular meeting or special meeting of the Members may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include Internet meetings, webinars, chat rooms, conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

5.15. Quorum. A quorum shall be met at the annual meeting when a majority of the Members in good standing attending the Annual Conference shall be present, in person or through telecommunications. Members, who are State Teachers of the Year in good standing who do not attend the annual meeting can participate and vote by electronic means. A majority of the Members in good standing who are eligible to vote and who participate in the meeting or vote, either in person, by ballot, or by electronic, means shall constitute a quorum for a special meeting except as otherwise provided by law. The act of a majority of the Members present at any meeting at which there is a quorum shall be the act of the Members except as otherwise provided by the Articles of Incorporation or by law.

5.16. Voting. Members who are State Teachers of the Year may vote at the annual meeting or any special meeting in person, through a mail ballot, or by any other accepted electronic means, including electronic mail.

5.17. Place of Meetings. Meetings may be held at any place specified by the Board of Directors.

5.18. Notice of Meetings. Written notice stating the place, date, and hour of any Member meeting shall be given to each of the Members no fewer than ten (10) days before the date of the meeting, either personally, by mail, by nationally recognized overnight delivery service. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

5.19. Certification and Voting List. As soon after the record date as is feasible, the Secretary shall prepare and certify a list of Members of the Corporation, in accordance with the criteria for Members specified in Section 5.2 of these Bylaws. Members so certified shall receive notice of and shall have the sole privilege of voting on matters submitted to them at annual and special meetings of the membership of the Corporation. A complete and current list of Members of the Corporation shall be regularly maintained and kept on file and available for inspection by any Member at the annual meeting and at the principal office of the Corporation for at least seven (7) days prior to each annual or special meeting.

5.20. Waiver of Notice. A Member may waive any notice requirement by signing a written or electronic waiver of notice and delivering it to the Secretary of the Board for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

5.21. Compensation. Members may not be compensated for their services as Members of the Corporation, but may be reimbursed for their reasonable out-of-pocket expenses incurred in conducting the business of the Corporation as assigned by the Board Chair. Members may be compensated for their personal and professional services rendered to or on behalf of the Corporation if approved in advance by the President and Chief Executive Officer.

5.22 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VI OFFICERS OF THE BOARD

6.1. Officers of the Board of Directors. The Officers of the Board of Directors (each, a "Board Officer") shall consist of a Board Chair, the Immediate Past Chair, one (1) or more Vice Chairs, a Secretary, and a Treasurer.

6.2. Election of Board Officers. Board Officers shall be elected from among the Board of Directors. The Board may also appoint such other Board Officers as, in its judgment, are necessary to conduct the affairs of the Corporation. All elected Board Officers shall be elected by the Board of Directors at the annual meeting. Beginning with the annual meeting in 2015, each Board Officer shall hold his or her office for two (2) years or until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Elections of all Board Officers shall be by an affirmative vote of the Board of Directors. No Director may serve in the same Board Officer position for more than two (2) consecutive two-year terms.

6.3. Resignation and Removal. Any Board Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Board Officer, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby. The removal of any Board Officer shall be by an affirmative vote of two-thirds of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of a Board Officer shall not of itself create contract rights. Vacancies among the Board Officers shall be filled by the Board of Directors.

6.4. Board Chair. The Board Chair is a Board Officer and member of the Board of Directors. The Board Chair shall preside at all meetings of the Board of Directors and shall have the duties and authority assigned to the Board Chair by the Board. The Board Chair shall preside at regular and special meetings of the Members of the Corporation and shall report on the activities of the Corporation during the preceding year and shall perform all other duties incident to the office, required by the Bylaws, or from time to time assigned by the Board of Directors. The Board Chair is the official spokesperson for the Board of Directors.

6.5. Immediate Past Chair. The Immediate Past Chair is the person who served the prior term as Board Chair. The Immediate Past Chair is a Board Officer and a voting member of the Board of Directors and a voting member of the Executive Committee. The Immediate Past Chair, who shall serve for two (2) years, provides continuity and such advice as from time to time is requested by the Chair or the Board of Directors. As stated in Section 6.5, an exception to Director term limits is made to permit a Director to serve four (4) years as Board Chair and an additional two (2) years as Immediate Past Chair.

6.6. Vice Chair(s). Each Board Vice Chair is a Board Officer and member of the Board of Directors. The Board Vice Chair, in the absence, disability, refusal or inability to act of the Board Chair, may perform the duties and exercise the powers of the Board Chair. In the event

that there is more than one (1) Vice Chair, the Vice Chairs shall exercise this authority in the order in which they were elected to the role. In situations in which the Vice Chairs are elected at the same time, the Board Chair will designate one as the "First Vice Chair". Each Vice Chair shall have the duties and authority assigned to the Vice Chair by the Board Chair.

6.7 Secretary and Assistant Secretaries. The Secretary is a Board Officer and member of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and act as the Secretary, keep accurate notes of major points discussed during regular meetings of the Board of Directors, record all votes, and prepare and maintain the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall have copies of the approved minutes of the Board of Directors and a report on the minutes available for Members attending the Annual Conference. The Secretary shall maintain and certify lists of Members eligible to vote on matters before the membership. In addition, the Secretary shall have the duties and authority assigned to the Secretary by the Board. The Assistant Secretary, if any, in the absence, disability, refusal or inability to act as the Secretary, may perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board may from time to time prescribe.

6.8 Treasurer and Assistant Treasurers. The Treasurer is a Board Officer and member of the Board of Directors. The Treasurer shall chair the Finance Committee. The Treasurer shall assure that full and accurate accounts of receipts and disbursements are maintained in the books belonging to the Corporation and shall determine that all monies and valuable effects in the name and to the credit of the Corporation are deposited in such depositories as may be designated by the Finance Committee or invested in securities. The Treasurer shall oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors. The Treasurer shall prepare or cause to be prepared for the Board reports on the financial condition of the Corporation. All the duties and powers of the Treasurer are subject to the control of the Board, which may make such orders and regulations concerning the Corporation's finances as the Board deems appropriate. At the end of his or her term in office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession. In addition, the Treasurer shall have the duties and authority assigned to the Treasurer by the Board or specified in these Bylaws. The Assistant Treasurer, if any, in the absence, disability, refusal or inability to act of the Treasurer, may perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board may from time to time prescribe.

6.9 Good Faith. The Board Officers shall act in good faith while executing their duties under the direction of the Board of Directors and shall consult with and cooperate with the President and Chief Executive Officer in the execution of such duties.

ARTICLE VII STAFF

7.1 President and Chief Executive Officer. The Board shall employ a President and Chief Executive Officer who will be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board may delegate, subject to oversight by the Board. The President and Chief Executive Officer shall be an ex officio, non-voting member of the Board of Directors as noted in Section

4.2. Unless directed to do so by the Board Chair, the President and Chief Executive Officer shall not participate in Board of Directors' conversations that directly involve his/her tenure, evaluation, or compensation. The President and Chief Executive Officer is responsible for designing, developing and implementing strategic programming, as well as the day-to-day operation, overseeing the Corporation's finances, and working with the Board of Directors to acquire the resources needed to support the Corporation. The President and Chief Executive Officer is accountable to the Board of Directors and reports to the Board on a regular basis as determined by the Board. The President and Chief Executive Officer is the official spokesperson for the Corporation.

7.2 Director of Finance. With the approval of the Board of Directors, the President and Chief Executive Officer may employ a Director of Finance who will be charged with the financial management of the Corporation and such other powers and the performance of such other duties as the President and Chief Executive Officer deems necessary and appropriate.

7.3 Personnel. The President and Chief Executive Officer is responsible for managing personnel, including determining the need for staff to carry out the work of the Corporation, the titles of staff positions, and the availability of funds to support the position. The President and Chief Executive Officer shall apprise the Board of Directors of new positions as created, other than officer positions noted in Section 7.4, and shall include at least one (1) Director in the final interviews for individuals to fill new positions or to replace staff in existing positions.

7.4 Appointment of an Officer of the Corporation. The hiring and compensation of any person designated as an officer of the Corporation must be approved by the Board of Directors. For the sake of clarity, the references to officers and professional staff in this Article VII, are not a reference to Board Officers.

7.5 Compensation. The Board, Executive Committee, or any other committee empowered by the Board, shall establish reasonable compensation and benefits for the President and Chief Executive Officer. The President and Chief Executive Officer shall not participate in the discussions and deliberations of, and the voting on, his or her compensation and shall not be counted in determining quorum at any meeting in which his or her compensation is discussed. The Board may from time to time establish the compensation framework and benefits for officers and staff personnel of the Corporation. The administration of compensation will be the responsibility of the President and Chief Executive Officer.

ARTICLE VIII COMMITTEES

8.1. Committees. The Board of Directors, by resolution adopted by the Board of Directors, may designate from among its members one (1) or more committees, each committee to consist of no fewer than three (3) nor more than eight (8) Directors, unless otherwise specified herein. The Chair shall select and appoint the members and the Chair of all committees, unless otherwise specified herein. The Chair or the Vice Chair shall serve as an *ex officio* member of all committees. The Chair may also from time to time appoint one (1) or more persons as consulting members of a Board committee to serve at the pleasure of the Board and such persons need not be Directors. Consulting members may not chair a committee of the board, may not comprise a majority of any committee, and may not have voting power on any committee permitted to act on behalf of the Board of Directors without further action. Consulting members count toward quorum.

Consulting members shall be held to the same standards, procedures, and fiduciary duties as are applied to Directors hereunder. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The President and Chief Executive Officer shall arrange for the staff of the Corporation to provide sufficient support for each committee to enable it to discharge its duties. Upon the creation of any committee, the Board will develop a written committee charter for such committee outlining the functions and responsibilities of the committee and its members.

Each committee shall exercise the authority of the Board of Directors to the extent authorized by the Board of Directors. However, a committee may not by itself:

- a. approve action that requires full Board approval;
- b. fill vacancies on the Board of Directors or any of its committees;
- c. amend the Articles of Incorporation;
- d. adopt, amend or repeal the Bylaws;
- e. approve a plan of merger or consolidation;
- f. employ or discharge from employment of the President and Chief Executive Officer; or
- g. approve the rental or acquisition of real estate.

There shall at all times be standing committee(s) as provided for herein.

8.2 Executive Committee. The Executive Committee shall be comprised of the Chair, the Immediate Past Chair, Vice Chair(s), the Secretary, and the Treasurer. The President and Chief Executive Officer shall be a nonvoting member of the Executive Committee. The Board Chair shall select one (1) member of the Board of Directors who does not hold one of the offices noted in Section 8.2 to serve on the Executive Committee to provide an odd number of voting members. When the Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 8.1. The Executive Committee shall provide reasonable notice under the circumstances to the full Board of Directors of action taken by the Committee between meetings. The Executive Committee shall then provide a complete report on such action at the next meeting of the Board.

8.3. Advisory Council(s). The Board of Directors may establish one (1) or more Advisory Councils to provide counsel and information as requested regarding matters before the Board and the effectuation of the mission of the Corporation. The members of an Advisory Council shall be appointed by the Board Chair and shall serve at the pleasure of the Board, unless otherwise provided by resolution of the Board. The Board shall establish such meetings and activities for the Advisory Council(s) as it deems useful and appropriate. The Board Chair may appoint a Chair of an Advisory Council or the Board Chair may serve in that capacity. The Board Chair may also establish one (1) or more councils to provide counsel and information to the Board Chair and staff as requested on matters relevant to the mission of the Corporation and members of such councils shall serve at the pleasure of the Board Chair.

**ARTICLE IX
CONTRACTS, CHECKS, AND DEPOSITS**

9.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

9.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents of the Corporation and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the Board Chair or Treasurer of the Corporation.

9.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in those banks, trust companies, or other depositories selected by the Board of Directors.

**ARTICLE X
FISCAL YEAR**

10.1 Fiscal Year. The Corporation shall determine its fiscal year from time to time by resolution of the Board of Directors.

**ARTICLE XI
BOOKS AND RECORDS; ELECTRONIC COMMUNICATIONS**

11.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors. Any Director may inspect all books and records of the Corporation at any reasonable time.

**ARTICLE XII
LOANS**

12.1. Loans to Directors or officers. The Corporation shall make no loans to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

12.2. Loans on Behalf of the Corporation. No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors or, alternatively, for loans not in excess of fifty thousand dollars (\$50,000) by the Executive Committee. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other real or personal property or both at any time held by the Corporation. The Executive Committee shall have the

authority to authorize internal transfers or loans between accounts or funds maintained by the Corporation other than those made in the course of routine cash management.

ARTICLE XIII INDEMNIFICATION

13.1. Indemnification.

- a. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foundation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- b. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foundation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper, including attorney's fees.

- c. To the extent that a current or former Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article XIII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.
- d. Any indemnification under Sections 13.1(c) or (b), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the current or former Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section 13.1. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the current or former Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in Section 13.1.
- f. The indemnification and advancement of expenses provided by this Section 13.1 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any agreement, vote of Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- g. The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Section 13.1, to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foundation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either by a vote of the Directors of the Corporation, and provided further than no such indemnity shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
- h. The Corporation must purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foundation, partnership, joint venture, trust or

other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 13.1.

- i. For purposes of this Article XIII, the term “other enterprise” shall include employee benefit plans; the term “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term “serving at the request of the Corporation” shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such current or former Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this section.

ARTICLE XIV CONFLICTS OF INTEREST

14.1. Conflicts of Interest Policy. The Corporation shall adopt and abide by a conflicts of interest policy to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a Director, officer or other disqualified person as defined by section 4958 of the Code. The policy may also address non-financial conflicts that may be adverse to the interests of the Corporation. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax exempt organizations.

ARTICLE XV NO PERSONAL LIABILITY

15.1 No Personal Liability. No Director, officer, or committee member appointed by the Board shall have any personal liability to any person or entity under any agreement, check, contract, deed, lease, mortgage, instrument, or transaction entered into by a Director, officer, or committee member on behalf of the Corporation or the Board of Directors.

ARTICLE XVI NON-LIABILITY OF CONTRIBUTORS

16.1 Non-Liability of Contributors. No contributor to the Corporation shall be liable for the acts of the Corporation, its Board of Directors, its agents, or its representatives.

ARTICLE XVII ACQUISITION, DISPOSITION, EMCUMBRANCE OR LEASE OF REAL PROPERTY OR INTEREST IN REAL PROPERTY

17.1. Acquisition, Disposition, Encumbrance or Lease of Real Property or Interest in Real Property. No acquisition whether by purchase or otherwise, disposition whether by sale or otherwise, or mortgage, lease, pledge, charge, lien or other encumbrance, of or on any real property or any interest in real property shall be made by the Corporation unless authorized by the Board of Directors.

ARTICLE XVIII PROVISIONS LIMITING THE ACTIVITIES OF THE CORPORATION AND THE DISPOSITION OF ITS ASSETS UPON DISSOLUTION

18.1 Limiting the Activities of the Corporation. This Corporation is not organized for profit, but is organized and shall operate exclusively for public, charitable, scientific and educational purposes. No part of the net earnings or income or property of the Corporation shall inure to the benefit of any donor, Director, officer, or individual having a personal or other interest in the activities of the Corporation. No substantial part of the activities of this Corporation shall be engaged in carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for any public office.

18.2 Disposition of its Assets Upon Dissolution. In the event of the liquidation or dissolution of this Corporation, all of its assets, after payment of its just debts, shall be distributed to one (1) or more public or private organizations which shall enjoy tax-exempt status under Section 501(c)(3) of the Code, or to a governmental agency which organizations and agencies shall be dedicated to substantially the same public purposes as this Corporation. The Board of Directors shall decide at the time of the dissolution of the Corporation which of these organizations and agencies shall receive the assets of the Corporation.

18.3 Dissolution of the Corporation. A recommendation to the Membership to dissolve the Corporation requires a two-thirds vote of the Board of Directors at a regular or special meeting of the Board of Directors provided special notice of the date, time, place and purpose of said meeting is sent to each Director at the address as shown by the records of the Corporation, at least ten (10) days in advance of such meeting. The Corporation may be dissolved by a two-thirds vote of the Membership at a regular or special meeting of the Membership provided special notice of the date, time, place and purpose of said meeting is sent to each Member in good standing at the address as shown by the records of the Corporation, at least ten (10) days in advance of such meeting as outlined in Sections 5.12 and 5.18.

ARTICLE XIX AMENDMENTS TO THE BYLAWS

19.1 Amendments to the Bylaws. The power to alter, amend, or repeal the Bylaws of the Corporation, or to adopt new bylaws, is vested in the Membership. A Member in good standing may propose and vote on amendments to and revisions of the Bylaws. A proposal for an amendment may be considered at the Annual Conference if such written proposal is submitted in writing to the Board at least forty-five (45) days prior to the annual meeting. Members shall be notified by mail or electronic mail at least fifteen (15) days prior to the annual meeting, and such notification shall contain the written proposal of amendment. Members may vote on any properly proposed amendments to the Bylaws through the mail. All ballots, whether hard copy or

electronic, must be received by the Secretary by 8:00 a.m. EST on the day of the voting at the annual meeting. A vote of the majority is required to revise the Bylaws of the Corporation.

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