

## **Article I. Name**

The name of the corporation shall be: **The National Council on Education for the Ceramic Arts** (hereinafter the “Council”).

## **Article II. Offices**

**2.1. Mailing Address and Business Offices.** The mailing address of the Council in the State of Colorado shall be 4845 Pearl East Circle, Ste. 101, Boulder, CO, 80301. The Council may have such offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Council may require from time to time.

**2.2. Registered Office.** The Council shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Council as long as the proper filings are made with the Secretary of State of Colorado.

## **Article III. Purpose**

The purpose of the Council is to cultivate, promote, and improve education for the ceramic arts.

## **Article IV. Membership**

**4.1. Classes of Membership.** The Council shall have such classes of membership as determined by the Board of Directors from time to time. In addition to voting members, the Board of Directors may designate non-voting classes of membership. The membership categories of the Council may include:

- A. Standard Members
- B. Premium Members
- C. Student Members
- D. Transitional
- E. Corporate Members
- F. Gallery Members
- G. Institutional Members
- H. Honorary Members

**4.2. Dues and Assessments.** Dues and assessments shall be as determined by the Board of

Directors from time to time and set forth in the Council Policies.

**4.3. Voting Rights.** Each individual member and each corporate and institutional member shall be entitled to one vote on matters submitted to a vote of the members. The corporate and institutional members shall designate an official delegate to represent that organization.

**4.4. Transfer of Membership.** Membership in the Council is not transferable or assignable.

## **Article V. Meetings of Members**

**5.1. Annual Meeting.** An annual meeting of members shall be held at least once every calendar year, typically during the Council's Annual Conference. Only the cancellation of the conference will necessitate the rescheduling and reformatting of this meeting. The purpose of the annual Meeting of Members is to share reports, provide a forum for member comments and to conduct such other business as the Board of Directors or members determine is required or appropriate.

**5.2. Special Meetings.** Special meetings of the members may be called by a 2/3s vote of the Board of Directors.

**5.3. Place of Meeting.** Meetings of Members shall be held at such time and place as determined by the Board of Directors.

**5.4. Notice of Meetings.** Written notice stating the place, date and time of official Meetings of Members, including the annual meeting, shall be delivered no less than ninety days in advance, through publication in the Council's official news publication and on the Council's web page. In case of notice of a special meeting, the notice shall include the purpose for which the meeting is called. Written notice from the Council to its members is effective at the earlier of the date publication or the date of posting on the Council's web page.

**5.5. Waiver of Notice.** Notice of any meeting may be waived by a member as follows: 1) if the member provides a written waiver either before or after the holding of such meetings, or 2) if the member attends the meeting, unless the member attends a meeting for the express purposes of objecting to the failure to give proper notice.

**5.6. Quorum.** The lesser of 50 voting members or five percent (5%) of the voting members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

**5.7. Manner of Acting.** The act of a majority of the members entitled to vote at a meeting at which a quorum is present shall be the act of the members unless a greater portion is required by law or by these Bylaws.

**5.8. Action by Ballot.** A vote on any action that may be taken at a Meeting of Members may be taken without a meeting if the Council delivers a ballot to every member entitled to vote on the matter that sets forth each proposed action and provides an opportunity to vote for

or against each proposed action. Ballots may be electronic or paper. All solicitations for votes by ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors, specify the time by which the ballot must be received by the Council in order to be counted, and be accompanied by information regarding the matter to be voted upon. Approval by ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to approve the matter at a meeting.

**5.9. Conducting Business.** Unless otherwise provided for herein, Meetings of Members shall be conducted according to Robert’s Rules of Order, Newly Revised.

## **Article VI. Board of Directors**

**6.1. General Responsibilities.** The affairs of the Council shall be led and managed by its Board of Directors. The Board of Directors shall have full power and authority to manage and direct the business and affairs of the Council. Such leadership and management shall include but not be limited to the following charges:

- A. Define, articulate and promote the Council’s purpose, mission, and vision
- B. Ensure adequate resources, and effectively manage all Council assets, including but not limited to funds, property, and historical records
- C. Determine the Council’s policies within the limits of the Bylaws
- D. Enhance and protect the Council’s public image and reputation
- E. Develop and support Council programs, services and events consistent with the Council’s purpose and mission
- F. Hire, review, and support the Executive Director
- G. May mentor new members of the Board
- H. Shall be encouraged to complete an exit interview upon completion of their term.

The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted and in carrying out official duties, appoint such agents or consultants as may be considered necessary.

**6.2. Numbers and Qualifications.** The Board of Directors shall consist of all Officers, the Program Director, Exhibitions Director, Communications Director, at least three Directors-at-Large, at least one Student Director-at-Large, the On-Site Conference Liaisons, the Steward of the Board, and other Directors as determined by Board vote, not to exceed 19 members. Directors must be members of the Council, and at least 21 years of age.

A. Directors-at-Large shall be nominated and elected by the members to serve one three-

year term and may not be re-elected to consecutive terms. The nominations committee will bring forward two candidates from member- or self-nominations for any Director –at-Large position that is about to become open. The Directors-at-Large shall have staggered terms as determined by the Board. Directors-at-Large shall serve as representatives of the membership at large and advocates for the Council. Directors- at-Large shall serve on or chair committees and oversee special projects for the Council as designated by the President or the Board. Directors-at-Large may initiate special projects subject to the talents of the individual with the approval of the Board. Directors-at-Large shall actively help to generate conference program proposals; shall be responsible for input into the Annual Conference program proposals; shall be responsible for input into the Annual Conference by coordinating special programming. Directors-at-Large are responsible for soliciting information for NCECA publications.

(i) Nominations for the Programs Director will be solicited from the board and membership. Appointment of the Programs Director will be approved through a 2/3-majority vote of the board. The Programs Director serves a three-year term and may be re-appointed to serve no more than two consecutive terms. The Programs Director shall serve on the Executive Committee and shall work closely with the President and the On-Site Conference Chair in planning the general and specific aspects of themes, programs, schedules, and events of the Annual Conference. The Programs Director shall solicit program proposals from the membership and shall organize them for review at the spring Board Meeting. The Programs Director shall notify all submitters of proposals of Board action in a timely fashion. The Programs Director shall schedule program sessions and events.

(ii) Nominations for the Exhibitions Director will be solicited from the board and membership. Appointment of the Exhibitions Director will be approved through a 2/3-majority vote of the board. The Exhibitions Director serves a three-year term and may be re-appointed to serve no more than two consecutive terms. The Exhibitions Director shall serve on the Executive Committee and work closely with the Board and the On-Site Conference Director in developing NCECA-sponsored exhibitions and coordinating a diverse exhibition program. The Exhibitions Director shall curate the NCECA-sponsored exhibitions at the Annual Conference, including responsibility for selection of the exhibition site(s) and publication of the exhibition catalog. The Exhibitions Director shall oversee the organization of the NCECA National Student Juried Exhibition.

(iii) Nominations for the Communications Director will be solicited from the board and membership. Appointment of the communications Director will be approved through a 2/3-majority vote of the board. The communications Director serves a three-year term and may be re-appointed to serve no more than two consecutive terms. The Communications Director shall serve on the Executive Committee and advise the Board and staff in all areas of communications strategy, including audience identification, targeted messaging, media relations and appropriate usage of print and electronic formats.

(iv) In the interest of organizational stability, NCECA's board may approve a Presidential appointment for a one or two year term to provide for staggered terms of office for appointed or elected officers.

(v) The Steward of the Board will be appointed by the sitting President for a 2-year term in consultation with the Nominations Committee. Where possible, the President will draw from individuals who have previously served on the NCECA Board, as the primary purpose of this role is to provide continuity of governance and organizational culture. Members of NCECA who have previously served roles in the governance of similar nonprofit organizations may also be considered.

The Steward of the Board's appointment will be approved through a 2/3-majority vote of the board. The Steward serves a two-year term and may be reappointed to serve no more than two consecutive terms. The Steward shall serve on the Executive Committee, be a full voting member, and act as a facilitator for the President.

B. Student Directors-at-Large shall be nominated and elected by the members annually to serve one two-year, non-renewable term that is staggered and overlaps one year. Student Directors-at-Large must be a current student member in accordance with NCECA's policies and at least 21 years of age. Student Directors-at-Large shall serve as advocates for student concerns and shall coordinate student initiatives and programming. Student Directors-at-Large shall organize the NCECA National Student Juried Exhibition under the guidance of the Exhibitions Director. Student Directors-at-Large shall serve as one of the Undergraduate Student Fellowship jurors in the selection of awardees. Student Directors-at-Large shall assume committee responsibilities at the request of the President.

C. The On-Site Conference Liaison ("OSCL") shall be appointed by the Board to serve a two-year term, prior to the conference on his or her site. The OSCL shall be a member capable of operating locally to the conference site. The OSCL shall build community support and regional awareness of the conference. The OSCL shall research, recommend, and, if appropriate, apply for regional funding sources for special programming in response to Board requests. The OSCL shall advise the Exhibitions Director on possible local venues for the NCECA shows. Prior to accepting the Board position the OSCL will agree to terms with the Council on support for the host site. The OSCL shall serve as a resource for additional conference activities as required by the Board and can help to shape conference programming. Should either the Board or the On-site Conference Liaison find the need to have a Co-liaison to work with, that person shall be recommended by the President for approval by the Board as such. Their term is for one year prior to the conference. There will no more than three OSCL's on the Board at one time.

**6.3. Removal or Suspension.** Any Board member may be suspended if, in the best estimation of a majority the Board, that member is not fulfilling appointed duties, or for good cause. Suspension will be defined as an official reprimand and probationary status on the Board until the next scheduled Board meeting, at which time the suspension may be lifted. The term of office of any Board member may be terminated for good cause by a two-thirds majority vote of the entire Board; any Board member removed from office pursuant to this Section shall no longer be eligible to serve on the Board of Directors or on any committee of the Board in any capacity for six years.

**6.4. Regular Meetings.** No fewer than three regular meetings of the Board of Directors shall be held annually. At least two regular meetings of the Board of Directors shall be held at times other than the Annual Conference. The Board of Directors may set the time and

place of all regular meetings of the Board of Directors by resolution, with no other notice required.

**6.5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any means or place, either within or without the State of Colorado, for holding the special meeting.

**6.6. Notice of Meetings.** Notice of each Regular or Special Meeting of the Board of Directors shall be given to each Director.

A. Notice of Regular Meetings shall be given in accordance with these Bylaws, in writing and no fewer than sixty days prior to the Regular Meeting.

B. Notice of Special Meetings, if delivered in person or by telephone shall be given at least two days prior to the meeting. If such notice is given either by United States mail or through electronic mail, in all cases directed to such Director at his or her residence or place of business, it shall be given at least four days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose thereof.

**6.7. Waiver of Notice.** Notice of any meeting may be waived by a Director as follows: 1) if the Director provides a written waiver either before or after the holding of such meetings, or 2) if the Director attends the meeting, unless the Director attends a meeting for the express purposes of objecting to the failure to give proper notice.

**6.8. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**6.9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**6.10. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by nomination by the President subject to approval by the Board of Directors. A Director appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

**6.11.A Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors may receive fixed honoraria, and expenses of attendance, if any, may be allowed for participation at meetings of the Board.

**6.11.B Conflict of Interest.** Directors are obligated to avoid conflicts and shall disclose ethical, legal, financial, or other conflicts of interest involving the Council, and remove themselves from a position of decision-making authority with respect to any conflict situation involving the Council. They are required to read and sign a conflict of interest disclosure statement.

**6.11.C Confidentiality.** Regarding legal and other sensitive Board matters, Directors may not disclose, divulge, or make accessible confidential information belonging to, pertaining to or obtained through their affiliation with the Council to any person, including relatives, friends, business and professional associates, other than to persons who have a legitimate need for such information and to whom Council has authorized disclosure.

**6.12. Action without meeting.** Unless otherwise provided in the Bylaws, any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if a notice stating the action to be taken and the time by which a Director must respond is transmitted in writing to each Director and each Director, by the time stated in the notice: (a) Votes in writing for such action; or (b) (I) Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (II) Fails to demand that action be taken at a meeting.

**6.13. Meetings by Electronic Conferencing.** Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or other electronic conferencing equipment provided that all such persons so participating in such meeting can hear each other at the same time.

**6.14. Conduct of Meetings.** Except as otherwise provided herein, meetings of the Board of Directors shall be conducted according to Robert's Rules of Order, Newly Revised.

**6.15. Absence Considered Resignation.** Absence from three consecutive meetings of the Board of Directors, without a valid cause in the sole discretion of the Board of Directors, shall be considered a resignation constituting a vacancy to be filled by the Board.

## **Article VII. Officers**

**7.1. Officers.** The Officers of the Council shall be a President, a Past-President, a President-Elect, a Secretary and a Treasurer. The Board of Directors may elect or appoint such other Officers, as it shall deem desirable; such Officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

**7.2. Term of Office.** The terms of office shall be:

A. The Presidential cycle is four years: one year as President-Elect, two years as President, and one year as immediate Past-President.

B. The Secretary and the Treasurer shall each serve a term of three years and may be re-appointed by 2/3-majority board vote for an additional 3-year term.

C. In the year of election, officers shall take office during the second members' business meeting of the Annual Conference and serve until succeeded.

**7.3. Nominations of Officers.** The President-Elect shall be appointed to the board as described in 7.6.A., the Secretary shall be appointed to the board as described in 7.8.A, and the Treasurer shall be appointed to the board as described in 7.9.A. All terms of Officers shall begin and conclude at the end of the annual conference.

7.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

7.5. **President.** The President shall serve as Chair of the Board of the Council. The President shall oversee the direction, growth and development of the Council and shall execute the will of the Board. The President shall preside at all meetings of the Board of Directors and at the members' business meetings at the Annual Conference of the Council. The President shall be an ex officio member of all committees. The President may sign, with the Secretary or any other proper Officer of the Council, contracts or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Council; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may appoint special advisors and/or mentors to the Board who will serve at the will of the President, but will not have voting privileges. Presidents may not succeed themselves.

7.6. **President-Elect.** The President-Elect shall serve on the Executive Committee and on the Committee for Nominations. The President-Elect shall serve as Chair of the Council in the absence of the President and shall be prepared to assume the office of the Presidency at the end of the term of the incumbent President. The President-Elect serves as liaison officer of the Council, representing the Council to other groups. The President-Elect assists the President and Past-President as is necessary.

7.6.A. The board shall appoint the President-Elect from nominations made by the membership through the nominations committee. The membership and board will be solicited to submit names for nomination as President-Elect. Nominee must be approved by two-thirds board vote to be appointed as President-Elect of NCECA.. The President-Elect's subsequent service in the office of President shall be contingent upon a two-thirds vote of confidence by the Board of Directors during the second to last meeting of the term of office of the incumbent President. Failing to achieve a two-thirds vote of confidence, the Board shall elect, by two-thirds vote, a sitting member of the board to serve as the President. In this case, the requirement to have served a full board term will be waived.

7.7. **Past-President.** The Past-President shall serve on the Executive Committee and chair the Committee on Nominations as well as the Development Committee. The Past-President shall conduct nominations as set forth in these By-Laws and provide nominee information for electronic voting in a timely manner. The Past-President shall serve as Chair of the Council in the absence of the President and President-Elect, and shall assist the President and President-Elect as necessary.

7.8.A **Secretary.** The board shall appoint the Secretary from nominations made by the membership through the nominations committee. The membership and board will be solicited to submit names for nomination as Secretary. Nominee must be approved by two-thirds board vote to be appointed as Secretary of NCECA. The Secretary's subsequent service in the office of Secretary shall be contingent upon a two-thirds vote of confidence



by the Board of Directors during the second to last meeting of the term of office of the incumbent Secretary. Failing to achieve a two-thirds vote of confidence, the Board shall elect, by two-thirds vote, a sitting member of the board to serve as the Secretary. In this case, the requirement to have served a full board term will be waived.

7.8.B The Secretary shall:

- A. Provide for the proper recording and posting of minutes of the proceedings of the Board of Directors, the Executive Committee and members' annual meeting;
- B. Maintain records on behalf of the Executive Committee regarding staff improvements, recommendations, or terminations as provided by Executive Director.
- C. Provide for custodianship of the corporate governance records including minutes, bylaws and historical records;
- D. Provide Board meeting minutes in order to comply with annual audit.
- E. Assure organizational compliance with all bylaws including Board members and committees;
- F. Serve as parliamentarian for Board, Member and Executive Committee Meetings
- G. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.
- H. Oversee election processes and verify count of votes for member ballots and elected Board positions
- I. Record approval of nominees and appointed Board members within the Board's minutes.

7.9.A **Treasurer** The board shall appoint the Treasurer from nominations made by the membership through the nominations committee. The membership and board will be solicited to submit names for nomination as Treasurer. Nominee must be approved by two-thirds board vote to be appointed as Treasurer of NCECA. The Treasurer's subsequent service in the office of Treasurer shall be contingent upon a two-thirds vote of confidence by the Board of Directors during the second to last meeting of the term of office of the incumbent Treasurer. Failing to achieve a two-thirds vote of confidence, the Board shall elect, by two-thirds vote, a sitting member of the board to serve as the Treasurer. In this case, the requirement to have served a full board term will be waived.

7.9.B The Treasurer:

- A. Provides oversight of the annual audit and preparation of financial statements on behalf of the full Board. Reviews and signs form 990 and audit management letter.
- B. Assures implementation of, and adherence to, control procedures to preserve the

financial assets of the Council.

C. Serves as liaison between the Board, the Executive Committee, the Executive Director and the financial staff of the Council; interprets and explains financial statements and performance.

D. With the Executive Director and financial staff, leads annual budgeting process, including periodic variance analysis.

The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors.

**7.10.A The Steward of the Board.** The sitting president shall appoint the Steward of the Board in consultation with the nominations committee. The Steward of the Board's appointment must be approved by two-thirds vote of the board.

**7.10.B** The Steward of the Board shall assist the President, and will receive specific duties assigned by the President. Responsibilities may include:

A. Serve on the Finance Committee and the Committee on Nominations.

B. Substitute for and assists the President as necessary.

C. Provide continuity on the Board.

D. May serve as a liaison officer of the Council, representing the Council to other groups.

E. Provide leadership to the Committee on Nominations

F. Actively participates in the development and fundraising efforts of the council.

G. Coordinate with the Program director to facilitate the Passed Masters conference program,

H. Make a meaningful and significant financial contribution to the organization.

I. Prepares a slate of nominations for expiring Board positions in consultation with the Committee on Nominations, and solicits additional nominations from the membership.

J. Solicit nominations for Fellowships and Honors and arranges for the formal presentations at the awards ceremony.

K. Act at the request of the President in any number of tasks.

L. Is responsible for sending materials to the NCECA Archives at the end of his/her term.

The Steward of the Board shall have such other powers and perform such other duties as may be from time to time prescribed by the President and the Board of Directors.

### **Article VIII. Executive Director**

**8.1. Executive Director.** The Executive Director of the Council shall serve at the pleasure of the Board, and shall be employed by the Council.

**8.2. Duties and Responsibilities.** The Executive Director shall be the chief executive officer of the Council, acting upon the authority and direction of the President, the Executive Committee and the Board of Directors. The Executive Director is responsible to work with Council staff, Treasurer and Secretary to insure compliance and completion of all federal and state filing requirements including annual reports. His or her duties and compensation shall be specified by the Board of Directors by Letter of Agreement.

### **Article IX. Committees**

**9.1. Committees of the Board.** The Board of Directors may create one or more committees of the Board and appoint one or more Directors, as well as non-Board members, to serve on them. No such committee shall have the authority of the Board of Directors in reference to authorizing distributions, approving or proposing to members action requiring member approval; electing, appointing or removing any Director; amending Articles of Incorporation; amending, altering or repealing the Bylaws; approving a plan of merger not requiring member approval; or approving a sale, lease exchange or other distribution of all, or substantially all of the Council's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

**9.2. Working Groups.** The Council may have other committees, task forces or similar working groups similarly appointed which shall not have the authority of the Board of Directors in the management of the Council.

**9.3. Standing Committees.** The Standing Committees of the Council shall be:

A. Executive Committee of the Board. The Executive Committee of the Board shall consist of the President, President-Elect, Past-President, Secretary, Treasurer, Exhibitions Director, Programs Director, Communications Director, and the Steward of the Board. The Executive Director of NCECA shall be an ex-officio, non-voting member of the Executive Committee.

(i) Duties. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board, but only to the extent provided by

Colorado law and only as may be necessary to take action on unanticipated business that requires action between Board meetings and that cannot be resolved through special meetings of the Board of Directors or action by the Board by unanimous written consent. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable. The Executive Committee shall meet at the call of the President or upon the written request of two Officers. The Executive Committee may execute all functions of the Board with the prior written consent of a three- fourths majority of the Board, which authority may be given with regard to a specific issue or issues and may remain in effect until the election of new members to the Board, whether at the annual meeting of the members or as otherwise provided by these bylaws. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.

- (ii) Consults with the Executive Director in matters related to corrections and improvements in staff performance. EXECUTIVE DIRECTOR will furnish rationale behind such decisions in writing to the NCECA Executive Committee – who shall hold such information in confidence. It shall be the responsibility and obligation of the NCECA Executive Committee to keep and maintain a permanent record of all such correspondence.
- (iii). A quorum of the Executive Committee shall be defined as two thirds of the EC. A two-thirds vote of the quorum of the EC is required for all actions. If this margin is not attained, votes will be deferred to the Board of Directors at large.

- B. Finance/Budget. The Finance/Budget Committee shall consist of the Treasurer (chair), President, President-Elect, Past President, Secretary, Exhibitions Director, Communications Director, Programs Director, and the Steward of the Board. The Finance Committee, under the leadership of the Treasurer, oversees the Council's budget, financial reporting and audit processes. The Committee reports and interprets financial results to the rest of the Board and to membership on a regular basis. The committee reviews and monitors the Council's investments, recommends investment policy, and may recommend an investment manager to assist and guide the Council. The Executive Director shall be an *ex officio* member of the Finance Committee.
- C. Development. The Development Committee shall identify individuals, corporations, foundations, institutions and other sources with potential interest in funding the Council's purpose and mission through its programs and projects. The Committee shall evaluate and recommend multiple approaches to fundraising including, but not limited to membership campaigns, annual giving, grant writing, capital campaigns, corporate sponsorships and special events. The Committee shall oversee the execution of two or more fundraising activities each year.
- D. Nominations and Awards. The Committee(s) on Nominations and Awards may be chaired by the immediate Past-President or the Steward of the Board, and shall consist of the President-Elect, one Director- at-Large, one Student Director-at-

Large, one Honor or Fellow, and one member-at-large. The Chair(s) shall appoint the Director-at-Large and the additional member. The Nominations and Awards Committee(s) shall solicit suggestions from the Board and from Members.

- E. The Awards Committee shall present nominations to the Board of Directors for Fellows and Honorary Members, as well as for the Excellence in Teaching Award, Outstanding Achievement Award, and Regional Award of Excellence. It is not a requirement that any or all of these awards be made on a yearly basis. The Chair shall report award nominations to the Board no later than four months prior to the Annual Conference. From time to time the Board of Directors may elect to present additional special awards. Moreover, the Nominations and Awards Committee(s) shall be responsible for reviewing and selecting submissions for the Regina Brown Undergraduate Fellowship and the NCECA Graduate Student Fellowship. Fellowship recipients will be notified of their awards prior to the annual conference.
- F. The Nominations Committee shall also be responsible to seek out recommendations from the membership and cultivate highly qualified candidates for the Board of Directors. The Nominations Committee shall review all candidate support materials and assess the candidates' qualifications. The committee shall recommend the Officer candidates it deems most qualified for appointments with 2/3-majority approval of the board; and in the case of Directors at Large and Student Directors at Large, put forward at least two candidates for each position to stand for election by the Membership.

**9.4. Minutes, Records and Reporting.** Committee and Task Force Chairs shall be responsible to see that Minutes and records of their discussions and actions are duly reported to the Board of Directors and the Executive Director.

**9.5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**9.6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**9.7. Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the Board and their members.

#### **Article X. Advisory Board**

The Council may elect to constitute an Advisory Board to assist the Board of Directors in meeting the Council's mission by offering advice and suggestions in their area of expertise. The Advisory Board will have no decision-making authority for the Council. Advisory Board members shall serve on a *pro bono* basis unless asked to serve as formal consultants. Advisory Board members shall serve at the pleasure of the Board of Directors.

## **Article XI. Standards of Conduct for Officers and Directors**

**11.1. Discharge of Duties.** Each Director shall discharge his or her duties as a Director, including his or her duties as a member of any committee of the Board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority:

- A. In good faith;
- B. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner the Director or Officer reasonably believes to be in the best interests of the Council.

**11.2. Reasonable Reliance.** A Director or Officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. one or more Officers or employees of the Council whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- B. the Council's legal counsel, public accountant, or other person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or
- C. in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

**11.3. Director Not Acting in Good Faith.** A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 11.2 unwarranted.

## **Article XII. Indemnification**

**12.1. Indemnification.** To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or Officer (as defined below) of the Council is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of the Council, the Council shall..

- A. Indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and..
- B. Advance to such person expenses incurred in such proceeding. The Council may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Council to the same extent as to a Director

or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Council may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract, or in its Articles of Incorporation. Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

**12.2. Definitions.** As used in this article, the following terms have the following meanings:

**A. Act.** The term “Act” means the Colorado Revised Nonprofit Council Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Council Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Council Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Council Act permitted prior to the amendment.

**B. Director or Officer.** The term “Director” or “Officer” means:

(i) a Director or Officer of the Council and

(ii) While an individual is a Director or Officer of the Council, the individual’s serving at the Council’s request as a Director, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and

(iii) Any other position (not with the Council itself) in which a Director or Officer of the Council is serving at the request of the Council and for which indemnification by the Council is permitted by the Act.

**C. Proceeding.** The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

**D. Code.** The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

### **Article XIII. Contracts, Checks, Deposits, Gifts and Proxies**

13.1. **Contracts.** The Board of Directors may authorize any Officer or Officers, the Executive Director or other agent or agents of the Council, 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 Council, and such authority shall be confined to the specific instances so authorized.

13.2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by such Officer or Officers, the Executive Director or other agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Council.

13.3. **Deposits.** All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors may select.

13.4. **Gifts.** Members of the Board of Directors may act, on behalf of the Council by accepting any contribution, gift, bequest or device for general or specific purpose of the Council. The receipt and reporting of such gifts should follow the current policies established by the Board.

13.5. **Proxies.** Unless otherwise provided by resolution adopted by the Board of Directors, the President may from time to time appoint one or more agents or attorneys in fact of the Council to cast the votes which the Council may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity at meetings of the holders of such securities or to consent in writing, to any action by such other corporation, association or other entity. The President may instruct the persons so appointed as to the manner of casting such votes and may execute or cause to be executed any necessary written proxies or other instruments associated with such voting.

#### **Article XIV. Books and Records**

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the Council shall be kept at the Council's corporate offices and may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. The Secretary shall also keep current copies of the Articles and Bylaws and shall make them available at all times,

#### **Article XV. Amendments to Articles of Incorporation and Bylaws**

Except where the bylaws pertain to the election of the Board of Directors and Officers, the Board of Directors may amend these bylaws at any time to add, change, or delete a provision, unless the Act or the Council's Articles of Incorporation reserve such power exclusively to the members. Any change to the bylaws must be communicated to the membership within 30 days to the extent that is practical. This communication must be via email or mail. These changes must also be prominently displayed on the NCECA website



for at least 60 days. The Board of Directors may propose an amendment to the Articles of Incorporation for consideration by the members. Voting members may amend the Articles of Incorporation or Bylaws by members representing at least ten percent (10%) of all the votes entitled to be cast on the amendment proposing an amendment to the Articles or Bylaws for submission to the members. Any proposed amendment by the Board of Directors must be approved by a two-thirds majority of the Board; any proposed amendment by the members must be approved by a two-thirds majority vote of a quorum as provided in Section 5.6. A vote by the members shall be conducted at the second business session of the annual conference provided the amendment has been submitted to the Board of Directors at least sixty days prior to the session at which it is to be voted. The Secretary shall circulate all proposed amendments to the membership at least thirty days prior to the session at which they are to be voted on.

Amendments already incorporated into language above:

1. Except where these bylaws pertain to the election of the Board of Directors and Officers, the Board of Directors may amend these bylaws at any time.
2. Any change to the bylaws must be communicated to the membership within 30 days to the extent that is practical. This communication must be via email or mail. These changes must also be prominently displayed on the NCECA website for at least 60 days.

#### **Article XVI. Use of Funds**

The Council shall use its funds only to accomplish the objectives and purposes specified in the By-Laws, and no part of said funds shall inure or be distributed to the members of the Council, except as honoraria, reimbursement of expenses and other such payments in the ordinary course of business.

#### **Article XVII. Dissolution**

Upon the dissolution of the corporation or the organization, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of the corporation or organization, dispose of all the assets of the corporation or organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, and/ or artistic purposes as shall at the time qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

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Amended May 1996 and promulgated  
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Amended May 1998 and promulgated

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