

BYLAWS OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS

ARTICLE 1 – NAME and Mission

The name of this organization is the National Association for Catering and Events, incorporated in the state of New York, hereinafter as “NACE.”

The mission is to advance the catering and events industry and its professionals.

ARTICLE 2 – OFFICES and REGISTERED AGENTS

- 2.1. Principal Office. The principal office for the activities and affairs of NACE will be determined by the Board of Directors.
- 2.2. Other Offices. The Board of Directors may establish branch or subordinate offices where the corporation is qualified to conduct its activities.
- 2.3. Responsibilities When Establishing Offices. When establishing either principal or other offices, the Board of Directors shall have the responsibility, which it may delegate to a duly authorized agent of the Board, for any initial or amending corporate legal, charitable, or regulatory filings as may be required by the states or jurisdictions in which the offices are established, including the state in which the corporation is incorporated.
- 2.4. Registered Agents. The Board of Directors shall have the power and responsibility, which it may delegate to a duly authorized agent, to appoint or change any registered agents in any states as may be required by law. The Secretary of the Board shall file any such appointments or changes with the states requiring registered agents by means of the forms and methods required by the states.

ARTICLE 3 – PURPOSES and LIMITATIONS

- 3.1. Purposes. NACE is organized to assist caterers and event professionals in achieving career success by raising the level of education and professionalism in the catering industry; and to carry on such other activities as are permissible for corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.
- 3.2. Limitations. NACE shall not engage in any activities or exercise any powers that are not in furtherance of its purposes. NACE shall not carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

ARTICLE 4 – MEMBERSHIP

- 4.1. Membership Classes, Qualifications, Rights, and Privileges. Membership in NACE shall be composed of individuals in the catering, events, and hospitality industries who agree to comply with NACE’s Code of Ethics. The Board of Directors shall have the authority to establish membership qualifications, categories, and privileges. NACE membership classes and privileges shall be set forth in the Bylaws and shall consist of:
 - 4.1.1. *Professional Membership* shall be open to individuals who are employed or self-employed in or who supply the catering, event, or hospitality industries and who have paid any fees or dues required for this membership. They may vote in chapter elections, may hold any office for which they are eligible, and serve on committees. *The following categories are also professional memberships:*
 - (i) *Young Professional Membership*, which is limited to those individuals under 26 years of age;
 - (ii) *Corporate Members*, which is for the employees of companies who supply the catering, events, and hospitality industry that hold with three or more professional members at the same business address;
 - (iii) *Non-Profit Membership*, which is for individuals employed by non-profit organizations with 501(c)3, (c)4, (c)5, and (c)6 status from the Internal Revenue Service (IRS);
 - (iv) *Legacy Membership*, which is limited to those individuals more than 60 years of age and have been members of NACE for 15 years or longer (consecutive or cumulative);
 - (v) *Partner Membership*, which is offered to employees of businesses that are a part of the NACE National Business Partner Program (as defined by the Board of Directors);

(vi) *Lifetime Membership*, which is an honorary class of membership conferred by the Board of Directors upon Members whom the Board of Directors wishes to honor for a lifetime of service and support to NACE, according to a procedure by the Board of Directors.

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

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

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

4.2. Qualification and Application for Membership.

4.2.1. Denial of Membership. Membership shall not be denied to anyone otherwise qualified because of race, creed, sex, disabilities, religion, sexual orientation, or national origin.

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

4.2.3. Members-At-Large. Except when otherwise specified in section 4.1., any member residing or employed in an area in which there is no chapter, will be designated a Member-At-Large. Members-At-Large with voting rights will be grouped together and shall elect voting delegates as prescribed in Article 5 of these Bylaws.

4.3. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of membership dues and/or assessments, if any, for all membership classes.

4.4. Good Standing. For purposes of these Bylaws, NACE membership is current and in good standing is membership that meets the necessary qualifications and requirements of membership prescribed in sections 4.1. and 4.2., and is not currently suspended or under review for suspension or expulsion pursuant to section 4.5.

4.5. Termination of Membership. A NACE membership shall be considered ceased or terminated under the terms and conditions described in this section 4.5. and its subsections, and any and all membership rights, privileges, and benefits, including but not limited to the right to vote and hold office, shall cease and shall no longer be exercised. Termination of membership may occur in the following ways:

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

4.5.2. Removal – Suspension or Expulsion. NACE members may be immediately suspended, pending review for a designated period or may be expelled for cause such as violation of the Bylaws, the code of ethics, or for conduct prejudicial to the best interest of NACE, according to a procedure established by the Board of Directors. Suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors in office and entitled to vote, such vote to be taken after the defaulting member against whom such action is

proposed has had a reasonable opportunity to be heard by the Board. Upon such vote of the Board of Directors, all membership rights, privileges, and benefits shall be terminated. All such suspensions of members may provide additional conditions, if any, to be satisfied for reinstatement, including but not limited to any payment of dues or other fees. Reinstatement after suspension shall not occur until all conditions of reinstatement have been reviewed by the Board of Directors and the Board of Directors has approved reinstatement by two-thirds (2/3) vote of the Board of Directors in office and entitled to vote. All such expulsions shall be final.

- 4.5.3. Resignation. Any member may resign at any time by filing a written resignation to the President or the Executive Director of NACE.
- 4.5.4. Dissolution or Liquidation of NACE. In accordance with applicable law, all membership and rights, privileges, and benefits thereto shall cease upon the dissolution or liquidation of NACE.
- 4.6. Obligations Upon Termination or Resignation. Such termination conditions as described herein shall not relieve the member so terminated of the obligation to pay any dues or other charges theretofore accrued and unpaid, with the exception of membership termination by death, in which case all debts of the member to NACE shall be voided.

ARTICLE 5 – MEETINGS OF NACE

- 5.1. Annual Meeting. The Board of Directors shall hold an Annual Meeting of NACE members between June 1st and August 31st for the election of those officers and directors and other NACE business.
- 5.2. Special Meetings. The President of the Board of Directors of NACE may call special meetings of NACE for any purpose. Notice for any special meeting shall be given in the same manner as for the Annual Meeting, except that it shall also specify the purpose of the meeting, and only thirty (30) days notice shall be necessary.
- 5.3. Notice. Written notice of meetings shall be provided to all members at least thirty (30) days before the time appointed for such meeting. Written notice shall state the place, date, and hour of the meeting and, unless it is an Annual Meeting, indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Members shall have fifteen (15) days from date of said notice to request additions to the agenda. In the event of an emergency affecting the Annual Meeting, and not of a personal nature, the President or the Board of Directors may adjourn such meeting to another time or place.
- 5.4. Chair. The President shall preside as Chair at all meetings of the membership. In the absence of the President, the President-Elect shall serve as temporary Chair.
- 5.5. Voting Delegates. Voting delegates shall be elected by the members with voting rights to vote on their behalf. Every member who has been assigned a chapter (designated their primary chapter) and who holds membership with voting rights is entitled to vote in that chapter's election of delegates.
 - 5.5.1. Representation. The Professional Members of each chapter for whom that chapter is their primary chapter shall elect one Professional-Member delegate for every 25 Professional Members in good standing or portion thereof to vote on their behalf at national membership meetings of NACE. Said delegates must be NACE Professional members in good standing and not subject to suspension or removal proceedings at time of election and at time of meeting. NACE membership records as of May 15 of each year will determine chapter member numbers.
 - 5.5.2. Representation for Members-at-Large. Members-at-Large with voting rights may, by a process to be established by the Board of Directors, elect one delegate for every 25 Members-at-Large or portion thereof to vote on their behalf at national meetings of NACE. Said delegates must be NACE Professional members in good standing and not subject to suspension or removal proceedings at time of election and at time of meetings. NACE membership records as of May 15 of each year will determine chapter member numbers.
 - 5.5.3. Process of Certifying Voting Delegates. Chapters and the Coordinator for the Members-At-Large shall forward, by written letter and at least thirty (30) days in advance of an Annual Meeting, a list of their elected delegates. The Executive Director shall then verify that the delegates meet the qualifications of membership.

- 5.5.4. Authority of Certified Voting Delegates to Act. Any member duly certified to act as a delegate shall have and may exercise all of the powers, rights, and privileges of members at national membership meetings of NACE, and shall act for their chapter and its members in the affairs of NACE, including the holding of office or offices therein. Each delegate shall have one vote to cast.
- 5.5.5. Delegate term of service. Voting delegates shall be elected annually at least thirty (30) days prior to the Annual Meeting of NACE and shall serve until the next election of delegates.
- 5.6. Quorum. The quorum for Annual or Special Meetings shall be equal to fifty-one percent (51%) of the certified voting delegates.
- 5.7. Manner of Acting. Delegates shall act on behalf of the members at any national meeting of the NACE membership. All references to the action, vote, or approval by the members in these Bylaws shall be construed as action, vote, or approval by the delegates as the duly elected and certified representatives of the membership.
- The act of a majority of the delegates present at a duly called meeting where a quorum is present shall be the act of the membership, except as otherwise provided by law, NACE's Certificate of Incorporation, or these Bylaws. Proxy voting shall be permitted, as provided in section 5.9 below.
- 5.8. Action by Unanimous Written Consent. Any action required or permissible to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the delegates entitled to vote with respect to the subject matter thereof.
- 5.9. Proxy Voting. If for any reason a delegate is unable to exercise his or her vote at the Annual Meeting, the chapter may assign that vote by proxy to any current and paid NACE member eligible to serve as a delegate, and who is of the same membership category as the delegate from whom proxy is being assigned.
- 5.9.1. Certification of Proxy. No proxy shall be accepted or acknowledged unless the chapter shall have submitted a signed, written certification of such proxy to the Secretary of NACE and the Executive Director has verified that the member meets the qualifications of membership.
- 5.9.2. Limitations on Proxy Voting. A member may only hold a proxy for one chapter other than his or her own. A proxy certification statement is valid for only sixty (60) days.
- 5.10. List of Certified Voting Delegates and Proxies. A list of delegates and individuals holding a proxy shall be produced at any meeting of members upon the request of any member who has given written notice to NACE at least ten days (10) prior to such meeting. If the right to vote at any meeting is challenged, the chairman shall require such list to be produced. All persons who appear on such list may vote at such meeting.
- 5.11. Order of Business. The order of business for all meetings shall be provided by the Board of Directors. Where no order is so provided and when not otherwise expressly provided for in these Bylaws, the meeting shall be governed by the latest edition of Robert Rules of Order.
- 5.12. Minutes. Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership and distributed to the voting delegates within 30 days. The minutes shall be submitted to the members for approval at the subsequent meeting of the members.

ARTICLE 6 – ANNUAL REPORT OF THE BOARD

- 6.1. Annual Report of the Board of Directors. The Board shall present at the Annual Meeting of members a report, verified by the President and Treasurer, and by a majority of the directors, showing in appropriate detail the following:
- 6.1.1. the assets and liabilities, including the trust funds, of the corporation as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to said meeting;
- 6.1.2. the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- 6.1.3. the revenue or receipts of the corporation both unrestricted and restricted to particular purposes during said fiscal period;

- 6.1.4. the expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period; and
- 6.1.5. the number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

ARTICLE 7 – ELECTIONS

- 7.1. Nominations. The Board of Directors shall establish a procedure through the governance committee charter for the selection of a slate of candidates to serve on the Board of Directors to be approved by the membership.
- 7.2. Vote Required To Elect. A majority vote of those delegates present shall be necessary to approve the slate of candidates as presented by the board.
- 7.3. Judges and Tellers. The Chair of the governance committee shall appoint a judge and two tellers, none of whom shall be a candidate for office or a certified delegate or be assigned a certified proxy, to assist with elections. The tellers, after collecting and counting the ballots, will duly record the results of the election. The judge and tellers will report the results of the election to the committee Chair, who will be responsible for announcing the results to the general assembly. Any question concerning the results shall be made at this time. If there is no question, the results will be accepted and the vote declared valid.
- 7.4. Schedule of Elections. At the Annual Meeting, the certified voting delegates shall elect persons to the following positions, should those positions be open for election:
 - (i) a President;
 - (ii) a President-Elect;
 - (iii) a Vice-President;
 - (iv) a Treasurer;
 - (v) a Secretary.
- 7.5. Qualifications and Eligibility. All candidates for election must be NACE Professional Members in good standing as defined in section 4.4, and meet the following additional eligibility requirements as well as any requirements of Article 8 and of any position descriptions prepared by the Board in accordance with Article 9.2.:
 - 7.5.1. President. The President shall act as chair of the Board of Directors and must:
 - (a) have completed an immediately preceding term as the President-Elect;
 - (b) be a Certified Professional in Catering and Events (hereinafter referred to as “CPCE”);
 - (c) have been a NACE professional member in good standing for a minimum of six (6) years and have attended at least one NACE national conference or leadership training;
 - (d) have served on the Board of Directors for a minimum of 3 years.
 - 7.5.2. President-Elect. The President-Elect shall be the automatic successor to the current president, shall act as the president in the event of the death, absence, or inability for any cause to act of the current president and must:
 - (a) have completed an immediately preceding term as Vice President, Treasurer, or Secretary;
 - (b) be a CPCE;
 - (c) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least one NACE national conference or leadership training;
 - (d) have served on the National Board for a minimum of 2 years.
 - 7.5.3. Vice-President. He or she shall act as the Board liaison to the special committee designated in this office’s position description and must:
 - (a) have completed an term as Treasurer or Secretary;
 - (b) be a CPCE;
 - (c) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least one NACE national conference or leadership training.

- 7.5.4. **Treasurer.** The Treasurer shall act as the Board liaison to the special committee designated in the office's position description and must:
- (a) be a CPCE;
 - (b) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least one NACE national conference or leadership training;
 - (c) have served on a chapter board executive committee position for a minimum of 1 year.
- 7.5.5 **Secretary.** The Secretary shall act as the Board liaison to the special committee designated in the office's position description and must
- (a) be a CPCE;
 - (b) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least one NACE national conference or leadership training;
 - (c) have served on a chapter board executive committee position for a minimum of 1 year.

ARTICLE 8 – BOARD OF DIRECTORS

8.1. **General Powers.** The affairs of NACE shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of NACE. The Board of Directors shall report annually to the members on NACE's finances and NACE's progress in fulfilling its purposes. Subject to the restrictions and obligations set forth by law, NACE's Certificate of Incorporation and these Bylaws, the Board of Directors may exercise all powers of NACE in order to fulfill its duties and carry out the objectives and purposes of NACE. The duties of the Board of Directors shall include the following:

- 8.1.1. provide the vision and direction for NACE in the furtherance of NACE's purposes, mission, and objectives;
 - 8.1.2. supervise and direct the affairs and business of NACE, its committees and all organizational units, and its publications and determine its policies or changes therein;
 - 8.1.3. establish the financial policies of NACE and be accountable for the assets of NACE, including but not limited to the authorization of expenditures;
 - 8.1.4. maintain relationships with other organizations interested in the catering and event industries; and
 - 8.1.5. exercise any other authority and powers as may be granted to them in these Bylaws, and fulfill all the duties, responsibilities, and obligations prescribed by NACE's Certificate of Incorporation, these Bylaws, and applicable law and regulations.
- 8.2. **Number, Qualifications and Term.** The number of directors shall be within the range defined by the Certificate of Incorporation of NACE; the Board of Directors may by resolution modify the number of directors provided that the number of directors fall within said range and the resolution is approved by a two-thirds (2/3) vote of directors in office and eligible to vote. No decrease in the number of directors shall shorten the term of an incumbent director. Directors shall be at least eighteen (18) years of age and, unless otherwise provided, must be NACE members in good standing. No director may hold more than one director position on the Board of Directors simultaneously. No director shall serve simultaneously on a NACE chapter board of directors or on a national board of a competing organization or association, as defined by the board of directors. The directors of NACE, and their respective terms, shall be as listed below; provided, however, that no director may serve on the Board of Directors for more than a total of Six (6) years, except for the Immediate Past President, and each director shall serve until their successors have been duly elected or appointed and qualified:
- 8.2.1. **Directors.** The five (5) elected directors of NACE: the President, President-Elect, Vice-President, Treasurer, and Secretary. The officers shall be entitled to vote. All officers serve a single, one-year term in each position. These positions are elected by the national delegates.
 - 8.2.2. **Immediate Past President.** The Immediate Past President shall be a director by virtue of his or her former office in NACE. The Immediate Past President shall be entitled to vote, shall serve a term of one (1) year.

- 8.2.3. *Executive Director.* The Executive Director of NACE shall be an ex-officio director, and shall not be entitled to vote. Should the position of Executive Director be vacant, the person designated to serve as interim Executive Director may temporarily fill this seat on the Board of Directors until such time as a new Executive Director is hired, provided that such interim Executive Director is not already serving on the Board of Directors. The Executive Director's term on the Board of Directors shall be equivalent to his or her term of employment as Executive Director.
- 8.2.4 *Chapter Leadership Council Chair.* The Chapter Leadership Council (CLC) chair shall be directors, and shall annually be elected by the CLC representative for each chapter. The CLC chair shall be entitled to vote and shall serve a term of 1 year. The CLC Chair must have completed a full term as a chapter president.
- 8.3. Quorum and Voting. Not less than a majority of the directors in office and entitled to vote shall constitute a quorum. Each director with voting privileges shall be entitled to exercise one vote; there shall be no voting by proxy. The vote of a majority of the directors present and able to act at a meeting where a quorum is present shall be the act of the Board of Directors, unless a two-thirds or other than simple majority is required herein or by law for the act.
- 8.4. Meetings of the Board. Regular meetings of the Board of Directors shall be held at least twice a year, at such times and places as determined by the Board of Directors. One regular meeting shall be in conjunction with the annual membership meeting. Special meetings of the Board of Directors may be called at any time by the President or by written request of three (3) members of the board.
- 8.4.1. Notice of Meetings. Regular meetings may be held without notice if the time and place of such meetings is fixed by the Board of Directors. Meetings, not regularly scheduled, may be held upon notice given to all directors at least twenty-four (24) hours in advance by U.S. mail, electronic mail, facsimile, or any other means of electronic transmission.
- 8.4.2. Participation by Telephone. The directors or any committee of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 8.4.3. Agenda and Minutes. A meeting agenda will be prepared by the Executive Director in consultation with the President and distributed to the Board of Directors in advance of such regular meetings. The minutes of all Board meetings shall be duly recorded by the Secretary/Treasurer, or by the Executive Director, whose duty it shall be to distribute to each member of the Board of Directors a copy of the minutes of each meeting of the Board within fourteen (14) days after the close of such meeting.
- 8.5. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all directors or committee members in office and entitled to vote consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the Board or the committee, as appropriate.
- 8.6. Compensation and Reimbursement. Directors shall not receive any salary or other compensation for their services, but may be reimbursed for reasonable and customary expenses.
- 8.7. Performance. Unless excused for a personal or business emergency (not a conflict in schedule) by the President, directors shall attend at least one-half (1/2) of the in-person meetings of the Board of Directors held per year. Failure of a director to perform as prescribed may be grounds for removal as provided for by law, these Bylaws, and procedures of the Board for same. If a director is absent from two or more meetings/conference calls without being excused, the director shall be asked to resign.
- 8.8. Resignation or Removal.
- 8.8.1. Resignation. Any director may resign at any time by giving written notice to the President.

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- 8.8.2 Suspension. The Board of Directors may suspend for cause immediately the authority of any director/officer to act as in that position. Any suspension of a director shall take place according to a procedure established by the Board of Directors.
 - 8.8.3. Notice of Removal Proceedings. Directors may be removed only at meetings of the Board of Directors or membership, and the notice of such meeting must state that one of the purposes of the meeting is to vote on the director's removal. Directors subject to a removal vote shall be given thirty (30) days notice that such a vote will occur. That director may appear before the Board of Directors or submit a written statement during those thirty (30) days, or the director may appear at the meeting at which the removal vote will be held and make a statement prior to that vote.
 - 8.8.4. Removal. Any directors elected or appointed by the NACE membership may be removed only by the applicable vote of the members by whom they were elected. All other directors may be removed for cause by a majority vote of the entire Board of Directors or by the affirmative vote of a majority of the members present at a meeting where a quorum is present. Any removal of a director shall take place according to a procedure established by the Board of Directors.
- 8.9. Vacancies.
- 8.9.1. For directorships, a majority of the remaining board members may appoint a director to fill the vacancy.
 - 8.9.2. Directors appointed by the Board of Directors to fill vacancies as provided for in these Bylaws shall meet the eligibility requirements and qualifications in force at the time of appointment to the vacant position for which they are being considered and shall serve only to the remainder of the term of the vacancy; upon completion of the remainder of such term, they may be nominated for election or considered for appointment, whichever is appropriate to the position they have filled.
- 8.10. Orderly Transition. It shall be the duty and obligation of all officers, directors, and committee chairs to turn over to their successors all NACE records and correspondence related to their terms of office and such other documents and materials as may pertain to their office. The foregoing obligation shall be completed not later than ten (10) days after the new officers and directors have taken office.

ARTICLE 9 – OFFICERS

- 9.1. Election, Number and Term. The officers of NACE shall be the President, President-Elect, Vice-President, Secretary, and Treasurer. None of the offices may be simultaneously held by the same person. The officers shall be directors by virtue of their office.
- 9.2. Duties. The duties of the officers of NACE shall be defined by position descriptions prepared by the Board of Directors and made accessible to the membership.
- 9.3. Resignation, Suspension, or Removal.
 - 9.3.1. Resignation. Any officer may resign at any time by giving written notice to the President
 - 9.3.2. Suspension. The Board of Directors may suspend for cause immediately the authority of an elected officer to act as an officer. Any suspension of an officer shall take place according to a procedure established by the Board of Directors.
 - 9.3.3. Removal. Officers elected to the Board of Directors by the members or a class of member may be removed, with or without cause, only by the vote of the members or such class of members as elected them. The removal of an officer without cause shall be without prejudice to this or her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights. Any removal of an officer shall take place according to a procedure established by the Board of Directors.
- 9.4. Vacancies.

In the event of a vacancy of any officer(s), the remaining officers would assume the respective successive positions. If the position becomes vacant within three (3) months of a regularly-scheduled election, the Secretary position will remain vacant. If the resignation occurs more than three (3) months before a regularly-

scheduled election, the governance committee will make a recommendation to the voting delegates for the approval of a new slate of officers.

ARTICLE 10 – EXECUTIVE DIRECTOR

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

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

The Executive Director shall direct the hiring and termination of employees and contractors necessary to carry on the work of NACE, and fix his/her compensation within the approved budget. The Executive Director shall define the duties of and provide direction to any employees of or contractors to NACE, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of NACE. The Executive Director shall be responsible for the management and release of NACE funds, however the funds, books, and vouchers in the hands of the Executive Director shall at all times be under the supervision of the Board of Directors and subject to its inspection and control.

ARTICLE 11 – COMMITTEES

- 11.1. Establishment of Committees. The Board of Directors may establish committees. Unless otherwise provided below, the Board of Directors shall establish such committees by resolution adopted by a majority of the members of the entire Board. The Board shall establish, by means of committee charter, the particular functions, duties, and the composition, appointment process, and eligibility of all committees and their members. The Board shall annually review its need for committees to achieve the objectives of NACE, and may eliminate existing committees or establish new committees as it deems necessary. Unless otherwise provided by resolution of the Board or in these Bylaws, the President and the Executive Director shall serve as nonvoting ex-officio members of all committees, except that the President shall be a voting member of the Executive Committee and shall not serve on the Governance Committee. At one (1) member of the Board of Directors shall serve as a liaison to and an ex-officio (nonvoting) member of each committee.
- 11.2. Powers and Authority of Committees. All NACE committees created hereunder shall be under the direction of the Board of Directors, and shall be “special committees” of the Board under New York law, in that they shall only have the limited powers and authority to act as prescribed and delegated to them by the Board. In no event, however, shall any committee have the authority as to the following matters:
- (a) the submission to members of any action requiring member approval;
 - (b) the filling of vacancies on the Board of Directors or any committee;
 - (c) the fixing of director compensation;
 - (d) the amendment or repeal of the Bylaws, or the adoption of new Bylaws; and
 - (e) the amendment or repeal of any resolution of the Board of Directors, which, by its terms, may not be so amended or repealed.

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

- 11.3. Special Committees. In accordance with this Article 11, the Board shall establish and define by committee charter special committees, advisory in nature, as it deems necessary but which shall include a governance committee and the Chapter Leaders’ Council.
- 11.4. Ad Hoc Committees and Task Forces. Ad hoc committees and task forces may be established by resolution of the Board of Directors and may exist for a limited duration or be limited to a specific project.
- 11.5. Reporting. All committees or other organizational units shall keep minutes of their meetings and actions undertaken. Committee Chairs shall present written reports ten (10) days prior to each Board of Directors

meeting to the Executive Director and their Board liaison who will submit them on the proper form for the official record.

ARTICLE 12 – NACE CHAPTERS

- 12.1. Requirements for Chapter Charter. Any group of fifteen (15) or more Professional Members, or persons eligible to become Professional Members of NACE, located within a reasonable geographic distance of one another, upon application to and approval by NACE, may establish a chapter by Charter submitted to and approved by the Board of Directors of NACE, providing no chapter exists in that geographical area and chapters shall hold at least eight (8) meetings per year on a day, time and place to be determined by the chapter.
- 12.2. Requirements for Student Chapter Charter. Any group of five (5) or more Student Members, or persons eligible to become Student Members of NACE upon application to and approval by NACE and provided that there is an existing NACE chapter in their geographic area, may establish a chapter by Charter submitted to and approved by the Board of Directors of NACE. Student Chapters shall hold at least four (4) meetings per year, and special meetings may be called upon written request of the majority of the Student Chapter's members, or at the request of the Student Chapter President.
- 12.3. Revocation of Charters. The Charter of any chapter may be revoked at any time by the Board of Directors of NACE, and in such manner as the Board may deem necessary or advisable in the best interests of NACE. Upon any such revocation, all funds in the treasury of the chapter whose Charter is revoked, and all of its records, shall immediately be delivered to NACE and managed at the discretion of the Board; and all fully paid-up members of the former chapter shall be considered Members-At-Large as provided by Article 5, with the exception of Student Chapters, in which case Student Members shall be assigned to the local chapter existing in the area.
- 12.4. Operating Guidelines. The Board of Directors may prescribe guidelines and regulations pertaining to the chapter and covering matters such as membership, operating procedures, reporting requirements, and its financial relationships to NACE. In prescribing such regulations, the Board of Directors shall not impose restrictions which would in any way limit the rights and privileges of members of NACE. Subject to the regulations of the Board of Directors, each chapter shall conduct its affairs, as it deems best suited to further and advance the purposes of NACE.

ARTICLE 13 – FINANCE

- 13.1. Fiscal Year. The fiscal year of NACE, its chapters, and all committees and organizational units shall commence on January 1 and end on December 31.
- 13.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of NACE, shall be signed by such officer or officers, or agent or agents, of NACE and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by either (a) the President and the Secretary-Treasurer or (b) the Executive Director.
- 13.3. Budget. The Board shall adopt an annual operating budget covering all activities of NACE no later than December 20 of the year prior to the year of said budget.
- 13.4. Books, Records, and Minutes. NACE shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.
- 13.5. Annual Audit and Reports. The accounts of NACE shall be audited not less than annually by a Certified Public Accountant (CPA) who shall not be involved with the daily accounting of NACE, and who shall be approved by the Board of Directors to conduct the audit. The CPA shall provide an audit report to the Board of Directors and the chapter presidents.

ARTICLE 14 – SEAL

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

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ARTICLE 15 – CONFLICTS OF INTEREST

The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and Directors of NACE.

ARTICLE 16 – NO PRIVATE INUREMENT

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

ARTICLE 17 – DECLARATION OF POLICY

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

ARTICLE 18 – LIMITATION OF LIABILITY AND INDEMNIFICATION

- 18.1. Limitation of Liability. To the fullest extent permitted by the laws of the State of New York, the personal liability of the directors, officers, and employees of the Corporation is hereby eliminated.
- 18.2. Indemnification. To the fullest extent permitted by the laws of the State of New York, NACE shall indemnify its directors, officers, and employees.

ARTICLE 19 – HEADINGS, ENUMERATION, AND FORMATTING

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

ARTICLE 20 – SEVERABILITY

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

ARTICLE 21 – GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of New York.

ARTICLE 22 – DISSOLUTION

In the event of the dissolution of NACE, after paying or making provision for the payment of all of the liabilities of NACE, all assets of NACE shall be distributed under a plan of dissolution authorized by the members of NACE as provided under the laws of the State of New York, for one (1) or more of NACE's exempt purposes within the meaning of Internal Revenue Code Section 501(c)(6), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine in accordance with the plan of dissolution.

ARTICLE 23 – AMENDMENTS

- 23.1. Authority to Amend Certificate of Incorporation. Amendments to the Certificate of Incorporation shall be approved by a vote of the members at a meeting of NACE where a quorum is present as provided for in Article 5.
 - 23.1.1. Notice. Chapters shall have thirty (30) days to request that amendments to the Certificate of Incorporation be added to the agenda.
 - 23.1.2. Limitation of Member Voting Rights. Notwithstanding any provision in the Certificate of Incorporation or Bylaws, the members of NACE shall be entitled to vote upon the authorization of an amendment to the

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Certificate of Incorporation when the proposed amendment would exclude or limit their right to vote on any matter.

23.1.3. Technical Amendments. Any one or more of the following changes to the Certificate of Incorporation may be made without member approval pursuant to the authorization of the Board of Directors:

- (a) to specify or change the location of the offices of NACE;
- (b) to specify or change the post office address to which the secretary of state shall mail a copy of any process served upon him; and
- (c) to make, revoke, or change the designation of a registered agent, or to specify or change the address of a registered agent.

23.2. Authority to Amend Bylaws. Amendments to the Bylaws shall be approved by a majority vote or the unanimous written consent of the entire Board of Directors, or by a two-thirds (2/3) vote of the members at a meeting of NACE where a quorum is present as provided for in Article 5; the Board shall establish procedures for submitting and approving amendments to the Bylaws. The President shall distribute copies of proposed amendments to the Board of Directors at least thirty (30) days prior to a vote thereon.

Adopted by resolution by NACE Board of Directors on and certified as such by the

Secretary:

_____/_____
Printed name Signature