



Bylaw Update Q&A

On January 22, 2018, the national board of directors for NACE voted to adopt a new set of bylaws. Below is some information about this process and answers to frequently asked questions.

Why did you update the national bylaws?

The reason for this bylaw update is two-fold;

- Over the summer, an amazing group of leaders helped us identify some inconsistencies in the bylaws. This led us to evaluate the current bylaws and form an ad-hoc committee to redraft a new set of bylaws.
- NACE is incorporated in the state of New York. The bylaws were updated to reflect the New York Nonprofit Revitalization Act, approved July 1, 2014 and updated December 1, 2016. This was a landmark change in the Not-for-Profit Corporation Law of the State of New York and will usher in a modern era for the operation and governance of nonprofit corporations starting on July 1, 2014. NACE worked with a lawyer, certified to practice in New York Not-for-profit law to ensure our bylaws not only address the needs of our association but are also compliant with the laws in the state of New York.

Who was involved in the process

The national board assembled an Ad-hoc committee, consisting of members who have a tremendous perspective on NACE, and tasked them with the job of reviewing, evaluating and making recommendations on a new set of bylaws. Once the committee provided their draft, the Governance Committee reviewed it for their feedback, then the Board reviewed the draft and provided their feedback. Then, the board proceeded with their 30-day review process, per the NACE national bylaw requirements. During that time, our designated legal team reviewed the document for compliance and a final draft was approved by the national board on January 22, 2018.

We would like to thank the Ad-hoc bylaws committee members, Je'Anna Abbott, M.H.M, M.B.A, M.S., J.D., LL.M., Ph. D., CHE, CMP, CO-OP, JD, Kevin Dennis, Gil Hall, CPCE, CMP, Joe Mahoney, CPCE, Margery Reinhardt, CPCE and Domenick Savino, CPCE for their all of their hard work and dedication to protect the integrity of this process.

What's different?

- In the new bylaws, you will notice a lot of references to the New York laws. This ensures NACE's governing documents are compliant with the laws in the state in which we are governed.
- The document is laid out in a way that is more concise and easy to read.
- The bylaws and new nominations and elections policies and procedures allow for a more clear and transparent process.
- Qualifications for board positions have been simplified and are straight forward.
- Clarification on "Successive Roles" is addressed in the office and vacancy sections. This will allow us to address many "what-if" scenarios.
- Positions up for elections will be Vice President, Treasurer, and Secretary. This increase in available leadership opportunities considers the voices of the membership while at the same time, offering stability through a succession plan at the highest level.
- Clarification on membership qualifications, as it relates to the delegate selection process.
- Further clarity of the previously approved membership classification.
- Additional qualifications to the CLC chair position. They must be a CPCE to serve in their position.
- Adoption of the NY state baseline recommendation of a simple majority vote, for most decisions, apart from the 2/3 vote required to amend the [NACE Articles of Incorporation](#), the formal papers filed with the state of New York that legally documents the creation of NACE.

- A Manner of Acting section was added to the document. This section addresses specifics about conflict of interest, standard of care, and loans, that are in compliance of New York state laws.
- Updated the indemnification and insurance clauses to protect our volunteers.

National Policy on Nominations and Elections

We created a document to outline the process, from beginning to end, for nominations and elections.

- Highlights include:
 - The role of the Governance Committee
 - Detailed process on balloting, use of proxies, vote tabulations and announcement of results
 - Campaigning rules
 - Delegate process and verification
 - Judges and Teller language that are consistent with the language in the bylaws and is NY state compliant

What's next?

- All members will have access to the bylaws in the members' only section of the NACE website.
- All chapters will work to adopt new bylaws that are in line with the national bylaws by December 2018.
- All are invited to a webinar in February, date TBD, to ask questions and provide comments to the national board.