



BYLAWS OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS, INC.

Preamble

National Association for Catering and Events, Inc. is subject to, and governed by, the New York Not-for-Profit Corporation Law (the "N-PCL"). In the event of a conflict between the provisions of these Bylaws and the provisions of the N-PCL, the N-PCL shall prevail. In the event of a conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail. Throughout this document, the "NACE National Board of Officers and Directors" will be referred to as the "Board of Directors".

Article 1 NAME AND MISSION

- 1.1 The name of this Corporation is the National Association for Catering and Events ("NACE" or the "Corporation").
- 1.2 The mission of NACE is to be the premier resource and community for professionals in catering and events.

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, to prepare or amend any corporate legal, charitable, or regulatory filings as may be required by the states or jurisdictions in which the offices are established, including New York.
- 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 state(s) as may be required by law. When approved, the Secretary/Treasurer 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.
- 2.5 Dedication of Assets. The properties and assets of NACE are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of NACE, on dissolution or otherwise, shall inure to the benefit of any person or any Member, Director, or Officer of NACE. On liquidation or dissolution, all remaining properties and assets of NACE shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code 1986, as amended (the "Code").

MEMBERSHIP

- 2.6 Membership Qualifications. Membership in NACE shall be composed of individuals in or adjacent to the catering, events, and hospitality industries who agree to comply with NACE's Code of Ethics, and have paid any fees or dues required.
- 2.7 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 each membership class or sub-category.
- 2.8 Membership Classes, Rights, and Privileges.
- 2.8.1 Membership Classes. Membership in NACE shall be made up of two Membership Classes, Members with Voting Privileges and Members Without Voting Privileges.
- 2.8.1.1 Members with Voting Privileges. Members with Voting Privileges may hold any office for which they are eligible and may serve on National and/or Chapter committees, including chairing the committee. Members with voting privileges may serve as delegates as defined in these bylaws. These Members may hold any office for which they are eligible and may serve on National and/or Chapter committees, including chairing the committee. Members with voting privileges may serve as delegates as defined in these bylaws.
- 2.8.1.2 Members without Voting Privileges. These Members may serve on National and Chapter committees, but are not eligible to serve as delegates, committee chairs, officers and/or directors on the National or Chapter Boards of Directors.
- 2.8.2 Membership Categories. Membership Categories may be used to categorize members within each Membership Class. The Board of Directors shall have the authority to establish, modify, and remove membership categories and qualifications.
- 2.8.3 Member Benefits. All members shall be entitled to Member pricing for NACE education, activities, discounts, and to programs, services and affinity benefits.
- 2.9 Application for Membership and Chapter Designations
- 2.9.1 Denial of Membership. Membership shall not be denied to anyone otherwise qualified because of race, creed, sex, disabilities, religion, sexual orientation, gender identity, or national origin.
- 2.9.2 Primary Chapter Membership. All Members must indicate one Chapter in their geographic area to be designated as their Primary Chapter. If no Chapter exists in the Member's location, the Member shall be considered a Member-At-Large.
- 2.9.3 Additional Chapter Memberships. All Members may also belong to additional chapters as non-voting Members provided all dues, fees and requirements thereof are satisfied.
- 2.9.4 Members-At-Large. Any Member residing or employed in an area in which there is no Chapter will be designated as a Member-At-Large. Members-At-Large with voting rights will be grouped together and shall have an appointed Delegate(s) as prescribed in Article 4.5.2 of these Bylaws.
- 2.10 Good Standing. For purposes of these Bylaws, a NACE Member is current and in good standing if such Member meets the necessary qualifications and requirements of membership prescribed in sections 3.1, 3.3, and 3.4, and is not currently suspended or under review for suspension or expulsion pursuant to section 3.7.
- 2.11 Termination of Membership. A NACE membership shall be considered ceased or terminated under the terms and conditions described in this section 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 upon the death of a Member or in the following ways:

2.11.1 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 have their membership terminated. A Member terminated under these conditions may reinstate membership rights upon payment of dues and any reinstatement fees.

2.11.2 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 decided by a majority vote of the Board of Directors; 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 the vote of the Board of Directors to suspend or expel a Member, all membership rights, privileges, and benefits shall be terminated for the relevant period. 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 and approved by majority vote of the Board of Directors. All such expulsions shall be final.

2.11.3 Resignation. Any Member may resign at any time by filing a written resignation with the President or the Executive Director of NACE.

2.11.4 Dissolution or Liquidation of NACE. In accordance with applicable law, all membership and rights, privileges, and benefits thereto shall cease upon the dissolution of NACE.

2.12 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 heretofore 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 3 MEETINGS OF NACE MEMBERS

3.1 Annual Meeting. The Board of Directors shall hold an Annual Meeting of NACE Members between June 1st and August 31st for the election of Officers and Directors and other NACE business.

3.2 Notice. Notice of meetings shall be provided to all Members at least thirty (30) days before the time appointed for such meeting. 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 the 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. Notices can be communicated by mail, email, or other electronic form of communication.

3.3 Special Meetings. The President or 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 fourteen (14) days' notice shall be necessary.

3.4 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.

- 3.5 Voting Delegates. Voting Delegates shall be appointed by each Chapter President and approved by the Chapter Board of Directors to vote on their Members' behalf.
- 3.5.1 Representation for Voting Members of Chapters. The Chapter President and Board of Directors of each Chapter for whom that Chapter is their Primary Chapter shall appoint one (1) Voting Member Delegate for every twenty-five (25) Voting Members in good standing or a portion thereof to vote on their behalf at the NACE Annual Meeting of the Members. Said Delegates must be NACE Members with voting privileges, in good standing and not subject to suspension or removal proceedings at time of election and at the time of such meeting. NACE membership records as of May 15th of each year will determine each Chapter's voting membership numbers. Additional Chapter Memberships (Secondary) will not be included to determine delegate counts for the National Elections.
- 3.5.2 Representation for Voting Members-At-Large. Members-At-Large with voting privileges will have one Delegate appointed by the Executive Director, President-Elect, President and Immediate Past President for every twenty-five (25) Voting Members-At-Large in good standing, or portion thereof, to vote on their behalf at the NACE Annual Meeting of the Members. Said Delegates must be NACE Members with voting privileges, in good standing and not subject to suspension or removal proceedings at time of election and at time of such meeting. NACE membership records as of May 15th of each year will determine Voting Members-at-Large numbers.
- 3.5.3 Process of Certifying Voting Delegates. At least thirty (30) days in advance of an Annual Meeting, each Chapter, and the Executive Director on behalf of the Members-At-Large, shall forward a list of their appointed Delegate(s) to the National Office at a predetermined email address or electronic form to the attention of the Executive Director. The Executive Director shall then officially certify and authenticate, in writing, that the Delegates meet the qualifications of being Voting Members in good standing. Delegates will be contacted by the Executive Director via electronic communication of their approval as a certified Delegate. After the thirty (30) day deadline, Chapters that do not submit their delegates may forfeit their vote(s). A printed list of the certified Delegates signed by the Executive Director will be forwarded to the Nominations & Elections Committee, the two appointed Tellers, and the appointed Judge of Elections.
- 3.5.4 Authority of Certified Voting Delegates to Act. Any Member duly certified to act as a Delegate shall have and may exercise all the powers, rights, and privileges of Members at the NACE Annual Meeting of the Members and shall act for their Chapter and its Members in the affairs of NACE, including the holding of office or offices therein. Each Delegate, or proxy as referenced in 4.9. shall have one vote to cast.
- 3.5.5 Delegate term of service. Voting Delegates shall be appointed annually at least thirty (30) days prior to the Annual Meeting of NACE and shall serve until the next appointment of Delegates.
- 3.6 Quorum. The quorum for Annual, Special Meetings and National Elections shall be two thirds (2/3) or 66.67% of the certified voting Delegates. Delegates voting by proxy shall be included in the total count to determine the quorum.
- 3.7 Manner of Acting. Delegates shall act on behalf of the members at any National meeting of NACE members. 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 appointed and certified representatives of the membership. Proxy voting shall be permitted, as provided in section 4.9 below. The act of a simple majority (50% + 1) of the certified voting Delegates

present or represented by proxy at a duly called meeting, where a quorum of two thirds (2/3) or 66.67% of the total certified voting Delegates is present or proxied, shall be the act of the membership, except as otherwise provided by law, or these Bylaws.

- 3.8 Action by Written Consent. Any action with regard to the election and/or removal of an Officer/Director that is required or permissible may be taken at a meeting of the Members if a consent in writing, setting forth the action so taken, is voted on by two thirds (2/3) or 66.67% of the Delegates entitled to vote with respect to the subject matter thereof.
- 3.9 Proxy Voting. If for any reason a Delegate is unable to exercise their vote at the Annual Meeting of the Members, the Chapter President may assign that vote by Proxy to any NACE Member in good standing eligible to serve as a Delegate. The Chapter President or Leadership representative, may also be the proxy for any delegates not in attendance for their respective chapter.
- 3.9.1 Certification of Proxy. No Proxy shall be accepted or acknowledged unless the Chapter has submitted a signed, written certification of such Proxy (hard or electronic copy) to the National Secretary/Treasurer of NACE, and the Executive Director has verified that the Member meets the qualifications of membership. A Chapter seeking a Proxy shall complete a written form provided by the Nominations and Elections Committee.
- 3.9.2 Limitations on Proxy Voting. A Member may only hold one Proxy for one Chapter other than their own. A Proxy certification statement is valid for only sixty (60) days.
- 3.10 List of Certified Voting Delegates and Proxies. A list of certified Delegates and certified individuals holding a Proxy shall be produced at any meeting of Members upon the request of any Member who has given written notice to the National Secretary/Treasurer or Executive Director of NACE. If the right to vote at any meeting is challenged by a current Member, certified Delegate or the Board of Directors, the Chair of the Nominations & Elections Committee shall require a duly authorized and approved list to be produced. All persons who appear on the duly authorized and approved list may vote at such meeting.
- 3.11 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's Rules of Order.
- 3.12 Minutes. Full minutes of each meeting of the membership shall be recorded by the Secretary/Treasurer, containing results of the deliberations of the membership and distributed by electronic means within sixty (60) days.

Article 4 ANNUAL REPORT OF THE BOARD OF DIRECTORS

- 4.1 Annual Report of the Board of Directors. The Board of Directors shall present at the Annual Meeting a report, certified by the President and Secretary/Treasurer, or by majority vote of the Board, showing in appropriate detail the following:
- 4.1.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the previous twelve (12) month calendar year;
- 4.1.2 The principal changes in assets and liabilities, including trust funds, during said calendar year;
- 4.1.3 The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes during said calendar year;
- 4.1.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during said calendar year; and
- 4.1.5 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 calendar year, and a

statement of the place where the names and places of residence of the current Members may be found.

Article 5 BOARD OF OFFICERS AND DIRECTORS

- 5.1 General Powers. The affairs of NACE shall be governed by a Board of Directors, which shall have all the rights, powers, privileges, and limitations of liability of directors of a not-for-profit Corporation organized under the N-PCL. The Board of Directors shall be comprised of Officers and Directors to establish policies and directives governing business and programs of NACE and shall delegate to the Executive Director, subject to the provisions of these Bylaws, authority, and responsibility to ensure policies and directives are appropriately followed. 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, and these Bylaws, the Board of Directors may exercise all powers of NACE to fulfill its duties and carry out the objectives and purposes of NACE.
- 5.1.1 Provide the vision and direction for NACE in the furtherance of NACE's purposes, mission, and objectives;
 - 5.1.2 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;
 - 5.1.3 Establish the financial policies of NACE and be accountable for the assets of NACE, including but not limited to the authorization of expenditures;
 - 5.1.4 Maintain relationships with other organizations interested in the catering, event, and adjacent industries; and
 - 5.1.5 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 these Bylaws, and applicable law and regulations.
- 5.2 Number, Qualifications and Eligibility. The Board of Directors shall be comprised of the following Officers: President, President-Elect, Vice President, Secretary/Treasurer, and the Immediate Past President of NACE in the year following their term as President; and Directors to include three (3) At-Large Directors and one (1) CLC Director, not serving as Officers. The size of the entire Board shall be determined based upon the number of Directors and Officers serving at any time. Directors shall be at least eighteen (18) years of age and, unless otherwise provided, must be NACE Members in good standing. 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.
- 5.2.1 All candidates for election must be NACE Voting Members in good standing as defined in section 3.4, and meet the following additional eligibility requirements as well as any requirements of this Article 6 and of any position descriptions prepared by the Board in accordance with Article 7 and Article 8.
 - 5.2.2 It will be the responsibility of the Nominations & Elections Committee to conduct a timely review and study of qualifications of individual nominees and candidates for Board positions, prior to election announcement.
 - 5.2.3 In the event there are no qualified candidates for the Secretary/Treasurer and/or Vice President positions after the call for nominations deadline, an At-Large Director may run for either position after serving only 1 year of their elected 2 year term, provided they meet all other Officer qualifications.
 - 5.2.4 The Nominations & Elections Committee shall ensure that no person shall serve more than seven (7) consecutive terms unless a majority vote of the Board of Directors during the course of a board meeting at which a quorum is present, votes to approve the eligibility of an individual for one (1) additional year upon request of the Nominations & Elections Committee. After serving for nine (9) consecutive years, or ten (10) under the provisions of this subsection, a Member may be eligible for reconsideration as a Board Member after one (1) year has passed since the conclusion of such individual's previous

service.

5.3 Election of Officers & Directors.

5.3.1 At least sixty (60) days and no more than ninety (90) days prior to the Annual Meeting of the Members, the Nominations and Elections Committee Chair shall circulate to the membership an election announcement, along with the Nominations & Elections Committee's list of qualified candidates up for election.

5.3.2 Generally the office of President shall be filled by the previous President-Elect, ~~the office of President-Elect shall be filled by the Vice President and the office of Immediate Past President shall be filled by the previous President (the "Successive Roles").~~

5.4 Vote Required to Elect. At the NACE Annual Meeting of the Members, a simple majority vote (50% + 1) of the certified voting Delegates shall be necessary to approve the candidates as described in Section 6.2, provided a quorum is present in accordance with Article 4.6.

5.5 Judges and Tellers. The Chair of the Nominations & Elections Committee shall appoint inspectors, consisting of 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 process and certify the elections by determining the voting power of the certified voting Delegates, the existence of a quorum, the validity and effect of Proxies, and such other acts as are proper to conduct the election or vote with fairness to all Members. The Judge and Tellers must be Members in good standing and appointed fifteen (15) days prior to the election. The Tellers, after collecting and counting the ballots, will determine the result of the election. The Judge and Tellers will certify and report the results of the election to the Chair of the Nominations & Elections Committee, who will be responsible for announcing the results to the general assembly. The Judge and Tellers shall hear and determine all challenges and questions arising in connection with the election. 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. Should the vote be taken electronically, any questions must be submitted to the Chair of the Nominations & Elections Committee within 24 hours. Once all questions are answered/resolved by the Judge and Tellers, the vote can be declared valid.

Article 6 OFFICERS

6.1 Officers. The Officers of NACE shall be the President, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President. All officers shall serve for one (1) year terms.

6.1.1 President. The President shall act as Chair of the Board of Directors and must have served as the President-Elect during the immediately preceding term and must:

- (a) hold and maintain a current Certified Professional in Catering and Events ("CPCE") designation
- (b) have been a NACE Voting Member in good standing for a minimum of five (5) years and have attended at least two (2) NACE Annual Meetings and two (2) NACE Leadership Conferences;
- (c) have served as an Officer on the current or prior year's Board of Directors
- (d) have served two (2) consecutive terms on the Board of Directors during the past 6 years to include one term as Secretary, Treasurer, Secretary/Treasurer, or Vice President
- (e) have served as a National Committee Chair or on a Chapter Executive Board for a total of two (2) years.

- 6.1.2 President-Elect. The President-Elect 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) hold and maintain a current Certified Professional in Catering and Events (“CPCE”) designation
 - (b) have been a NACE Voting Member in good standing for a minimum of five (5) years and have attended at least two (2) NACE Annual Meetings and two (2) NACE Leadership Conferences;
 - (c) have served as an Officer on the current or prior year’s Board of Directors
 - (d) have served two (2) consecutive terms on the Board of Directors during the past 6 years to include one term as ~~Secretary~~, Treasurer or Secretary/Treasurer. or Vice President
 - (e) have served as a National Committee Chair or on a Chapter Executive Board for a total of two (2) years.
- 6.1.3 Vice President. The Vice President shall act as the Board liaison to the special committees designated by the President in this office’s position description and must:
- (a) hold and maintain a current Certified Professional in Catering and Events (“CPCE”) designation
 - (b) have been a NACE Voting Member in good standing for a minimum office (5) five years and have attended at least one (1) NACE Annual Meeting and one (1) NACE Leadership Conference;
 - (c) have served as a past National Officer or Director at Large for at least one (1) term during the past 5 years.
 - (d) have served as a National Committee Chair or on a Chapter Executive Board for a total of two (2) years.
- 6.1.4 Secretary/Treasurer. The Secretary/Treasurer shall act as the Board liaison to the special committees designated by the President in this office’s position description and must:
- (a) hold and maintain a current Certified Professional in Catering and Events (“CPCE”) designation
 - (b) have been a NACE Voting Member in good standing for a minimum office (5) five years and have attended at least one (1) NACE Annual Meeting and one (1) NACE Leadership Conference;
 - (c) have served as a past National Officer or Director at Large for at least one (1) term during the past 5 years.
 - (d) have served as a National Committee Chair or on a Chapter Executive Board for a total of two (2) years.
- 6.1.5 Immediate Past President. The Immediate Past President shall carry out such duties as are determined by the Board and must have served as the President during the immediately preceding term. The Nominations and Elections Committee may propose the current Immediate Past President serve a second term in that role under subsection 7.3.
- 6.2 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.
- 6.3 Officer Vacancies & Resignations. Generally, the office of National President shall be filled by the previous President-Elect, ~~the office of National President-Elect shall be filled by the~~

~~previous Vice President~~, and the office of Immediate Past President shall be filled by the previous President (the "Successive Roles"). In the event that the current President-Elect, or current President does not intend to serve in their Successive Role for the following term, the candidates will fill the positions in successive order to the extent possible. In such a circumstance, the Nominations & Elections Committee may suggest candidates for the offices of President-Elect and President under subsection 6.2. In the event the current President does not intend to serve as Immediate Past President for the following term, the Nominations & Elections Committee may propose the current Immediate Past President serve a second term in that role under subsection 6.2.

6.3.1 In the event of a vacancy of the President the President-Elect would assume the vacant office and serve the remainder of the President's term plus the full Successive Role term as President the following year.

6.3.2 In the event of a vacancy of the Immediate Past President, the Nominations & Elections Committee may propose a Past President to serve in that role for an additional year.

6.3.3 In the event of a vacancy in President-Elect, Vice President or Secretary/Treasurer that occurs more than three (3) months before the term ends, the Nominations & Elections Committee will make a recommendation for the position, in accordance with the qualifications, to be voted on and approved by the Board of Directors.

6.3.4 In the event of a vacancy in President-Elect, Vice President or Secretary/Treasurer that occurs within three (3) months before the term ends, the candidate elected for the proceeding term, may fulfill the remainder of the term of the vacated position or the Board of Directors may choose to leave the position vacant.

Article 7 DIRECTORS

7.1 Directors. The Directors of NACE shall be three (3) Directors At-Large and one (1) Chapter Leaders Council (CLC) Director. All Directors shall serve two (2) year terms.

7.1.1 Chapter Leaders Council (CLC) Director. The CLC Director shall be elected by voting delegates and shall serve a two (2) year term. ~~The CLC Director will serve a one (1) year term for the 2024 year only.~~ The CLC Director shall:

- (a) hold and maintain a current Certified Professional in Catering and Events ("CPCE") designation;
- (b) have been a NACE Voting Member in good standing for three (3) consecutive years;
- (c) have served a full term as a Chapter President
- (d) have attended one (1) NACE Annual Meeting and one (1) NACE Leadership Conference and
- (e) have served as CLC Chair, Vice Chair, or 2 years as a mentor on the Chapter Leaders Council.

7.1.2 At-Large Directors. At-Large Directors shall be elected by voting Delegates and shall serve a two (2) year term. At-Large Directors shall:

- (a) hold and maintain a current Certified Professional in Catering and Events ("CPCE") designation;
- (b) have been a NACE Voting Member in good standing for three (3) consecutive years;
- (c) have attended one (1) NACE Annual Meeting or one (1) NACE Leadership conference; and
- (d) have served as a National Committee Chair or on a Chapter Executive Board for a total of two (2) years.

7.2 Duties. The duties of the Directors of NACE shall be defined by position descriptions prepared by the Board of Directors and made accessible to the membership.

7.3 CLC and At-Large Director Vacancies & Resignations.

- 7.3.1 In the event of a vacancy of a Director occurring more than three (3) months before the term ends, the Nominations & Elections Committee will make a recommendation for the position, in accordance with the qualifications, to be voted on and approved by the Board of Directors.
- 7.3.2 In the event of a vacancy of a Director within three (3) months before the term ends, the Board of Directors may, by majority vote of the Board, appoint a replacement to serve the remainder of the vacated Director's term or leave the position vacant.
- 7.4 Foundation of NACE President. The Foundation of NACE President or another Foundation Trustee appointed by the Foundation President may serve as an ex-officio director and shall not be entitled to vote.
- 7.5 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 their term of employment as Executive Director.

Article 8 ORDER OF BUSINESS OF THE BOARD OF DIRECTORS

- 8.1 Quorum and Voting. Not less than two thirds (2/3rds) or 66.67% majority of the Board of Directors in office and entitled to vote shall constitute a quorum. Each Board Member with voting privileges shall be entitled to exercise one (1) vote; there shall be no voting by proxy. The vote of two thirds (2/3rds) or 66.67% majority of the Board Members present and able to act at a meeting where a quorum is established, shall be the act of the Board of Directors. The President will be counted as part of and determine the quorum, but shall not vote except to break a tie.
- 8.2 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 Meeting. Special meetings of the Board of Director may be called at any time by the President or by written request of three (3) Members of the Board.
- 8.2.1 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 Board Members at least twenty-four (24) hours in advance by electronic mail, or any other means of electronic transmission.
- 8.2.2 Participation by Telephone or Video. Board Members or any committee of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment, or by video conference, allowing all persons participating in the meeting to hear each other at the same time and each person can participate in all matters, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken. Participation by such means shall constitute presence at a meeting.
- 8.2.3 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. All recorded meeting minutes should be made available to the membership, upon request, and will be published to the NACE website in the Members' designated section.
- 8.2.4 Executive Session. At any point during an official Board of Directors meeting, the Board of Directors may call for and go into an executive session. At that time, any ex-officio

Director or guest will be asked to excuse themselves from the meeting.

- 8.3 Action by Written Consent. Any action required by law to be taken at a meeting of the board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board Members. Such consent shall be placed in the NACE minutes and board report files and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board Members' written consent may be executed in counterparts. If written, the consent must be executed by the Board Member by signing such consent or causing their signature to be affixed to such consent by any reasonable means including, but not limited to, electronic signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board Member.
- 8.4 Compensation and Reimbursement. Board Members shall receive no compensation other than reimbursement for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving NACE in any other capacity and receiving compensation for services rendered.
- 8.5 Performance. Unless excused for a personal or business emergency (not a conflict in schedule) by the President, Board Members shall attend at least one-half (1/2) of the in-person meetings and seventy-five percent (75%) of the conference calls of the Board of Directors held per year. Failure of a Board Member to perform as prescribed may be grounds for removal as provided for by law, these Bylaws, and procedures of the Board for the same. If a Board Member is absent from two (2) or more meetings/conference calls without being excused, the Board Member shall be asked to resign.
- 8.6 Resignation or Removal.
- 8.6.1 Resignation. Any Board Member may resign at any time by giving written notice to the President, Secretary/Treasurer, or the Executive Director. The resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Unless the Attorney General of New York is first notified, no Board Member may resign when NACE would then be left without a duly elected Board Member in charge of its affairs.
- 8.6.2 Suspension. The Board of Directors may suspend for cause immediately the authority of any Board Member to act in that position. Any suspension of a Board Member shall take place according to a procedure established by the Board of Directors.
- 8.6.3 Removal Proceedings. Board Members may be removed by the membership (delegates) from their role as an Officer or Director. If a vote to remove a Board Member is required, it will be held at a special meeting. The notice of such a meeting must state that one of the purposes of the meeting is to vote on the individual's removal, and must be approved by a two thirds (2/3rds) or 66.67% majority of the Certified Delegates. Board Members subject to a removal vote shall be given thirty (30) days' notice that such a vote will occur. That Board Member may submit a written statement during those thirty (30) days, or the Board Member may request to appear at the meeting at which the removal vote will be held and make a statement prior to that vote. Any board member that has violated the NACE Code of Ethics, and is found guilty by an Ethics Committee and the Board of Directors through established policies and procedures, may be subject to automatic removal from office and no delegate vote to remove will be required.
- 8.7 Orderly Transition. It shall be the duty and obligation of all Board Members 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 Board Members and Committee Chairs have taken office.

Article 9 EXECUTIVE DIRECTOR AND EMPLOYEES

- 9.1 Executive Director. The Board of Directors shall approve, hire, and evaluate, 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 their 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, electronic records, 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.

- 9.2 Employees of NACE. No employee of NACE may serve as Chair (or the equivalent) of its Board of Directors, unless approved by a two-thirds vote of the Board of Directors along with contemporaneous documentation in writing of the basis for the Board approval.

Article 10 COMMITTEES

- 10.1 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 two thirds (2/3) or 66.7% majority of the Board of Directors. 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. At least one (1) Member of the Board of Directors shall serve as a liaison to and as an ex-officio (nonvoting) member of each Committee.

10.2 Definition of Committees

- 10.2.1 "Committees of the Board" are those that may have the power to bind the Board of Directors within the limitations of the N-PCL. These Committees must consist of at least three (3) Board of Director Members. These committees will be appointed by the President, and must be approved by a majority of the Board of Directors from amongst its Members.
- 10.2.2 "Committees of the Corporation" cannot bind the Board of the Directors and may include non-Board Members. These Committees can be created by the Board of Directors or by the voting membership. In accordance with this Article 11, the Board of

the Directors may establish and define by Committee, and Charter Committees of the Corporation, advisory in nature, as it deems necessary.

10.3 Audit Committee. The Board of Directors, at its sole discretion, shall appoint an Audit Committee, which shall be a Committee of the Board. Three Current Board Members are required and will not include the following positions:

- (i) The President;
- (ii) The Secretary/Treasurer of NACE;
- (iii) Any employee of NACE; or
- (iv) Any person with a material financial interest in any entity doing business with NACE.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board of Directors to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its Members that the financial affairs of NACE are in order, and after review shall determine whether to accept the audit. It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of New York.

10.4 Nominations & Elections Committee. The Nominations & Elections Committee, a Committee of the Corporation, assists with succession planning, the nominations process, qualifying of candidates, development of election-related materials and practices, and the execution of the election process held at the Annual Meeting. In the event of any Board vacancies, the Nominations & Elections Committee may, at the request of the Board of Directors, suggest qualified candidates to fill any vacancies.

10.4.1 If a current member of the Nominations & Elections Committee chooses to run for any position on the Board of Directors, they must step down from the Committee prior to the Call for Nominations being distributed to the Membership.

10.4.2 The President shall not serve on or appoint any member for the Nominations and Elections Committee.

10.5 Chapter Leaders Council. The Chapter Leaders Council is a Committee of the Corporation, composed of one (1) representative from each Chapter's leadership group, who shall be elected or appointed by the same and shall be entitled to vote. The Chapter Leaders Council will be structured and governed according to the Chapter Leaders Council Charter.

10.6 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.

10.7 Powers and Authority of Committees. All NACE Committees created hereunder shall be under the direction of the Board of Directors and shall only have the limited powers and authority to act as prescribed and delegated to them by the Board or in these Bylaws. 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 compensation for the Executive Director;
- (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 Board Member of any responsibility imposed upon them by law.

- 10.8 Reporting. All Committees or other organizational units shall designate a Committee Member to keep notes of their meetings and actions undertaken. Committee Chairs shall present written reports within ten (10) days of the close of each meeting to the staff liaison to include in the next scheduled Board of Directors meeting and their Board liaison who will submit them on the proper form for the official record. All recorded meeting notes should be made available to the membership via cloud-based program once minutes have been approved.

Article 11 NACE CHAPTERS

- 11.1 Requirements for Chapter Charter. Any group of fifteen (15) or more Voting Members, or persons eligible to become Voting Members of NACE, located within a reasonable geographic distance of one another, upon application to and approval by NACE, may establish a Chapter by a charter submitted to and approved by the Board of Directors of NACE, providing no Chapter already exists in that geographical area and Chapters shall hold a minimum of six (6) educational meetings per year on a day, time and place to be determined by the Chapter.
- 11.2 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, may establish a Chapter by a 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.
- 11.3 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 of Directors 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 of Directors; and all fully paid-up Members of the former Chapter shall be considered Members-At-Large as provided by Article 3.4, with the exception of Student Chapters, in which case Student Members shall be assigned to the local Chapter existing in the area.
- 11.4 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 12 FINANCE

- 12.1 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.
- 12.2 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.

12.3 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.

12.4 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 a record of its Directors, giving the names and addresses of all Directors.

12.5 Audit and Reports. ~~The accounts of NACE shall be audited at any time not less than once every three (3) years 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. The Board of Directors may determine to conduct an audit at any time by majority vote. An internal audit should be conducted once a year and reviewed and approved by the Board of Directors.~~

Audit and Reports. The Board of Directors may determine to conduct an external audit by an independent CPA or CPA Firm at any time by majority vote. An internal audit should be conducted once a year by a committee appointed by the Board of Directors. Results of the internal audit shall be reviewed and approved by the Board of Directors.

Article 13 SEAL

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

Article 14 MANNER OF ACTING

14.1 Conflict of Interest. The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Board Members and staff of NACE. In addition to complying with its conflict of interest policy, NACE shall not enter into any related party transaction unless it is determined by the Board, or an authorized committee of the Board, to be fair, reasonable and in NACE's best interest at the time of such determination in accordance with section 715 of the N-PCL.

14.2 Standard of Care. A Member of the Board of Directors shall perform all their, including, but not limited to, duties as a Member of any Committee of the Board on which they may serve, in such a manner as the Board Member deems to be in the best interest of NACE and in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of the duties of a Board Member, a Board Member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more Board Members or employees of NACE whom the Board Member deems to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons, as to the matters which the Board Member deems to be within such person's professional or expert competence; or
- (c) A Committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which Committee the Board Member deems to merit confidence, so long as in any such case the Board member acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted. Except as herein provided in Article 15.2 - Standard of Care, any person who performs the duties of a Board Member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Board Member, including, without

limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which NACE, or assets held by it, are dedicated.

14.3 Loans. NACE shall not make any loan of money or property to, or guarantee the obligation of, any Board Member or Employee, unless approved by the New York Attorney General; provided, however, that NACE may advance money to a Board Member of NACE or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Board Member so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Article 15 **NO PRIVATE INUREMENT**

No part of the net earnings of NACE shall inure to the benefit of, or be distributable to, its Board Members, 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 16 **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 17 **LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE**

17.1 Limitation of Liability. To the fullest extent permitted by the laws of the State of New York, the personal liability of Board Members and employees of the Corporation is hereby eliminated.

17.2 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, or their testator or intestate was a Board Member, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

17.3 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Board Members to the full extent such indemnification is permitted by law.

Article 18 **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 19 **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 20 **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. In the event of a question, need for clarification and/or discrepancy in any Bylaw, the current version of Robert's Rules of Order will serve as the defining reference for resolution.

Article 21 **AMENDMENTS**

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 majority vote of the Member delegates at a meeting of NACE where a 2/3rds or 66.7% quorum is present; the Board shall establish procedures for submitting and approving amendments to the Bylaws in accordance with the N-PCL. 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 March 22, 2023 and certified as such by the Secretary/Treasurer.

Jill Vidal-Raines, CPCE
Secretary/Treasurer

Date