

## **NAGPS Board of Directors' Meeting**

*Motion 2009.09.15-1:*

### **Proposed Amendments for NAGPS Official Documents**

**Whereas**, the Constitution & By-Laws of the Association are not wholly consistent,

**Whereas**, the duties for the Board of Directors are not adequately explained within the governing documents of the Association,

**Whereas**, the decision-making body of the Association may be too large to efficiently and effectively administer the duties and activities of the Association,

**Therefore Be It Resolved**, the included amendments to the Constitution and By-Laws of NAGPS be submitted to the membership for consideration.

**Let It Be Further Resolved**, the Board of Directors recognizes this solution may be one of many to effectively address the aforementioned problems.

*Resolved.*

**Approved by the Board of Directors of NAGPS**

*Proposed*  
**Official Documents**

Of the

**National Association of Graduate-Professional Students**



**Constitution and Bylaws**

To be Approved by the Membership of NAGPS  
XX November 2009 at The University of Nebraska-Lincoln  
2009 NAGPS National Membership Meeting  
Lincoln, Nebraska

Julia Mortyakova, President  
Marrah Lachowicz-Scroggins, Administrator of the National Membership Meeting  
Alex Evans, Chairman of the National Membership Meeting

# Constitution

of the

## National Association of Graduate-Professional Students

### **Article I. Name**

The name of this organization shall be the National Association of Graduate-Professional Students, hereafter referred to as "the Association."

### **Article II. Purpose**

The Association is an educational organization which exists to share information among existing graduate/professional student organizations, to foster the development and growth of organizations, and to further the interests of graduate/professional students.

### **Article III. Membership and Voting**

Section 1. There shall be three tiers of membership: organizational, individual, and affiliate.

Section 2. A "council" is defined as a group of graduate/professional students that advise, govern, and/or represent all graduate/professional students at its respective institution and is recognized by their institution as a representative group. Organizational membership is available to any council of graduate/professional students at a college or a university in the United States of America.

Section 3. Graduate/Professional students not represented by an organizational member shall be eligible to join the Association as an individual member.

Section 4. Affiliate membership is available to any person, corporation, organization, or institution interested in supporting the mission of the Association and otherwise ineligible for membership.

Section 5. No qualified council will be denied membership nor will any individual be subjected to discriminatory treatment or be excluded from participation in any activity or program of the Association on the basis of age, socioeconomic status, disability, ethnic or national origin, gender, marital status, political orientation, race, religion, gender identity and expression, or sexual orientation. The Association shall not tolerate such actions by its Board of Directors, Regions, or Members.

Section 6. Only organizational and individual members shall have voting privileges.

Section 7. No person shall be entitled to more than one vote, regardless of affiliation.

### **Article IV. National Organizational Structure & Elections**

Section 1. The national organizational structure shall consist of a Board of Directors charged with the coordination of all Association business and activities in accordance with the guidelines established in this document. The Board of Directors shall be accountable to the membership.

- Section 2. The Executive Committee shall act between meetings of the Board of Directors with its full authority as necessary, with respect to all matters, except as required by the Articles of Incorporation, Constitution, and By-Laws to be taken by a supermajority of the Board of Directors or a meeting of the Board of Directors.
- Section 3. All Officers, Regional Coordinators, and Chairs of Standing Committees as defined in the By-Laws shall serve as a Director and shall constitute the voting members of the Board of Directors.
- Section 4. The Executive Committee shall be composed of the Officers of the Association: the President, Vice President, Director of Finance, Director of Communications, Director of Administration, Director of Outreach, and Director of Relations.
- Section 5. All Officers and Chairs of Standing Committees shall be elected by a majority vote of all members at the National Membership Meeting.
- Section 6. The terms of office for the Board of Directors shall follow the fiscal year, 1 January to 31 December.
- Section 7. If an Officer, Regional Coordinator, or Chair of a Standing Committee is unable to finish the term of office, the remaining members of the Board of Directors shall appoint a replacement for the remainder of the term by a majority vote, with the exception for the President, of which the replacement shall be selected among the remaining members of the Board of Directors by a majority vote. The vote shall occur at a meeting of the Board of Directors.
- Section 8. Any replacement shall be confirmed by their electorate at the next membership meeting. If a replacement is not confirmed or no replacement has been selected, an election shall be held immediately.
- Section 9. A majority of the membership shall have the right to overturn any decision made by a Director, the Board of Directors, or the Executive Committee.
- Section 10. A majority of the Board of Directors shall have the right to overturn any decision made by the Executive Committee.
- Section 11. A two-thirds majority of the Board of Directors shall have the right to overturn any decision made by a Director.
- Section 12. No person shall hold more than one position on the Board of Directors.

## **Article V. Meetings**

- Section 1. Official business meetings shall be defined as meetings where the membership, Executive Committee, or Board of Directors discuss issues relating to their functions as defined in this Constitution and in the By-Laws of the Association.
- Section 2. An absolute majority, more than half, shall constitute a quorum for all official business meetings.
- Section 3. A "membership meeting" shall be defined as an official business meeting where the membership discuss issues relating to their functions as defined in this Constitution and in the By-Laws of the Association.

Section 4. The Board of Directors shall have the right to actively participate and set motions before the floor during membership meetings.

Section 5. There shall be a National Conference each year, to be organized by the National Conference Coordinator. At that time, a National Membership Meeting shall be held.

Section 6. Each region shall conduct a Regional Conference annually. At that time, the Annual Regional Membership Meeting shall be held.

## **Article VI. Supremacy**

Section 1. This Constitution shall be the supreme authority of the Association. All acts made in pursuance thereto shall take precedence over all other constitutions, by-laws, resolutions, or decrees passed by any Region, board, committee, or entity of the Association.

## **Article VII. Amendments**

Section 1. Any member in good-standing, Region, or the Board of Directors shall propose amendments to this Constitution at least sixty (60) days prior to the vote, which shall be valid as part of this Constitution, when ratified at a National Membership Meeting, or by a mail ballot, by two thirds of the membership in good-standing.

Section 2. Proposed amendments to this Constitution shall be sent in writing to all members at least forty-five (45) days prior to voting.

Section 3. The By-Laws shall be amended by a majority vote of the members present and voting at a National Membership Meeting or by a mail ballot. Upon passage, amendments to the By-Laws shall take effect at the end of that meeting, unless otherwise specified.

**By-Laws**  
of the  
National Association of Graduate-Professional Students

**Article I. Finances**

Section 1. Budget

- A. The Board of Directors shall prepare the budget for the next fiscal year to be voted upon by the membership at the National Membership Meeting.
- B. The budget and financial reports of the Association shall be presented at the National Membership Meeting.
- C. All expenditures not outlined in the budget shall require approval by three-fourths of the Board of Directors.

Section 2. Signatory

The Treasurer and President shall have full signature authority on all financial instruments of the Association.

**Article II. Membership**

Section 1. Organizational Members

- A. Legacy Organizational Members shall:
  1. Have been a member in good-standing for two or more consecutive years.
  2. Submit an endowment membership application approved by a majority vote of approval by the Board of Directors.
  3. Not be assessed dues.
- B. Regular Organizational Members shall:
  1. Complete a membership application.
  2. Submit either a copy of their current constitution or documentation of an independent funding source, upon request.
- C. Developing Organizational Members shall:
  1. Complete a membership application.
  2. Form or seek to form an organization which represents graduate/professional students on a broad scale on a campus.
  3. Have a campus wide graduate/professional student population of no more than two hundred (200) or can document an annual operating budget of no more than \$3000.
  4. Submit either a copy of their current constitution or documentation of an independent funding source, upon request.

Section 2. Individual Members

- A. Individual Members shall:
  1. Complete a membership application.
  2. Submit proof of registration at recognized college or university upon request.
  3. Be entitled to vote as a caucus with no more than one vote per forty (40) Individual Members in attendance.

### Section 3. Affiliate Members

- A. Non-institutional Affiliate Members shall:
  - 1. Complete a membership application.
  - 2. Be a person not representing a corporation, organization, or institution.
- B. Institutional Affiliate Members shall:
  - 1. Support the mission of NAGPS
  - 2. Complete a membership application.

### Section 4. Dues

- A. All members shall be assessed dues unless otherwise specified.
- B. Members in good-standing are those whose membership dues are current.
- C. The Board of Directors shall set the dues structure for all designations and tiers of membership.
- D. The Board of Directors shall have the right to extend limited periods of grace if renewing members are faced with extenuating circumstances inhibiting the prompt payment of dues. However, all membership benefits, including, but not limited to voting privileges, may be revoked at any time for non-payment of dues.

### Section 5. Membership Suspension and Revocation

- A. A two-thirds majority of the Board of Directors shall have the right to suspend or revoke membership status for a malfeasance for a period as determined.
  - 1. Reasons for, and period of, suspension shall be remitted in writing to the member by the Director of Administration within fifteen (15) days of the vote to suspend.
  - 2. Revoked members shall have the right to submit a written petition for reinstatement to the membership at the National Membership Meeting
    - i. Petitions shall be submitted in writing to the Director of Administration forty-five (45) days prior to the start of the National Conference.
  - 3. A two-thirds majority vote of the membership at the National Membership Meeting shall be required to approve the petition for reinstatement.

### Section 6. Membership Term & Prorated Dues

- A. Membership terms shall begin with the start of the National Conference and conclude the following year at the start of the National Conference.
- B. The membership fee shall be reduced by fifty percent (50%) for all members that join NAGPS after the start of the Regional Conference or May 1.

## **Article III. Board of Directors**

### Section 1. Qualifications

The Board of Directors shall be selected from those persons duly recognized as bona fide representatives of an Organizational Member in good-standing or Individual Student members in good-standing at the time of election or appointment.

### Section 2. Terms of Office

Persons elected to the Board of Directors, with the exception of Regional Coordinators, shall serve from the completion of the National Membership Meeting at which they were elected to the end of term. Regional Coordinators shall serve from the completion of the Regional Membership meeting at which they were elected to the completion of the next Annual Regional Membership Meeting.

### Section 3. Duties of the Board of Directors

- A. The Board of Directors shall be responsible for developing recommendations for amendments to the Constitution and By-Laws to better define the roles of the Officers and to optimize the operations of the Association.
- B. Each Director shall prepare an annual report and maintain documentation of management procedures and recommendations for succeeding board members one month prior to the national conference.
- C. The Board of Directors shall provide an unbiased person, with Association experience, who is knowledgeable of Robert's Rules of Order to preside over the National Membership Meeting.
- D. The Board of Directors shall be responsible for determining the Mission Statement and individual positional objectives at the first Board of Director in-person meeting.
- E. The Board of Directors shall publish immediately the Mission Statement and positional objectives on the Association website and through proper channels.
- F. Members of the Board of Directors shall be permitted under law to enter into contracts which are necessary to execute the duties of their office. Members of the Board of Directors shall be considered to be acting on behalf of the Association as agents thereof.
- G. Each Director shall actively participate in meetings of the Board of Directors including, but not limited to presenting a report of their activities.
- H. The Board of Directors shall have the authority to create committees within the Board of Directors, as necessary, to manage duties and responsibilities as assigned by the Board of Directors.
- I. The Board of Directors shall:
  1. Manage NAGPS by the stated purposes of Article II of the Constitution;
  2. Set a date and location for the National Membership Meeting, at least 120 days before the Meeting;
  3. Notify the membership via mail of the meeting at least ninety (90) days prior to the National Membership Meeting;
  4. Establish dues and membership guidelines;
  5. Coordinate and establish the content for the National Conference;
  6. Review and approve the Chair of each ad hoc committee;
  7. Assign duties and authorities to Directors, the Executive Committee and Staff as necessary;
  8. Prepare a quarterly report summarizing the activities of each Director to be distributed to the appropriate constituencies.

### Section 4. Duties of the President

The President shall have the following responsibilities:

- A. To serve as the Association's Chief Executive Officer (CEO);
- B. To create and dissolve ad hoc committees as needed;
- C. To stay abreast of all business to ensure the Board acts in accordance with the purpose as state in the Constitution and duties defined in these by-laws;
- D. To coordinate the responsibilities, duties, and activities of the Board;
- E. To act as the official spokesperson of the Association;
- F. To chair the meetings of the Board of Directors and Executive Committee;
- G. To approve all contracts entered into by the Association;
- H. To be accountable for progress towards adaptation of outstanding charges or mandates from the National Membership Meeting and Board of Directors in a manner that maximizes productivity.
- I. To serve as an Ex-Officio member of the Board of Directors, for the year following their term as President;
- J. To prepare an agenda for meetings of the Executive Committee and Board of Directors;
- K. To publish objectives for the Board of Directors during the first month of term.

### Section 5. Duties of the Vice President

The Vice President shall have the following responsibilities:

- A. To perform the duties of the President in the President's absence;

- B. To coordinate all nominations and elections;
- C. To oversee the content planning for the National Conference;
- D. To act as the liaison for the Board of Directors to the National Conference Coordinating Council;
- E. To oversee the process of amending the By-Laws and Constitution in accordance with the goals of the Association;
- F. To oversee the job performance of each Director.

#### Section 6. Duties of the Director of Finance

The Director of Finance shall have the following responsibilities:

- A. To serve as the Association's Chief Financial Officer (CFO);
- B. To administer the general operating funds of the Association;
- C. To manage the collection of dues from members;
- D. To keep accurate records of all monies, accounts, and properties of the Association;
- E. To oversee the collection and distribution of all funds;
- F. To coordinate with the Board of Directors in preparing an annual budget financial statement
- G. To send monthly financial statements to the Board of Directors;
- H. To prepare financial reports for the Board of Directors at each meeting and the membership at the National Membership Meeting;
- I. To prepare a projected budget for next fiscal year present the projected budget at the National Membership Meeting for approval;
- J. To have the proper material and documentation available at the National Conference in order for the incoming Board of Directors to assign signature access to the appropriate persons.

#### Section 7. Duties of the Director of Communications

The Director of Communications shall have the following responsibilities:

- A. To oversee publication and distribution of a national newsletter at least twice a year;
- B. To chair the Communications Committee;
- C. To manage and direct internal and external communications of the Board;
- D. To implement communication strategies that promote the purpose and agenda of the Association.
- E. To oversee public relations for the Association;
- F. To manage all publications of the Association;
- G. To strive to produce a positive image of the Association by providing assistance to the President in his/her duty as the official spokesperson of the Association;
- H. To compile the annual written reports of each Director to submit to the organization at the National Conference.

#### Section 8. Duties of the Director of Administration

The Director of Administration shall have the following responsibilities:

- A. To serve as the Association's Secretary & Chief Information Officer (CIO);
- B. To file the Two-Year Report for Non-Profit Corporations with the District of Columbia Department of Consumer & Regulatory Affairs by 15 January of even-numbered years.
- C. To record the proceedings of all official business meetings and distribute them to the Board of Directors within five (5) working days;
- D. To establish, maintain, and administer electronic mail distribution lists, internet account, and webpage;
- E. To manage a clearinghouse of information for the membership;
- F. To conduct all mail-balloting for the Association;
- G. To make available online a comprehensive database of membership information in coordination with the Director of Outreach;

- H. To prepare a report, including text, of all resolutions of the current Board of Directors to the membership at the National Membership Meeting.

#### Section 9. Duties of the Director of Outreach

The Director of Outreach shall have the following responsibilities:

- A. To create and maintain a comprehensive database of membership information to be made available online by the Director of Administration;
- B. To assess member needs and present conclusions and recommendations to the Board of Directors and membership;
- C. To devise and execute a national strategy for recruitment and retention of members;
- D. To work in conjunction with regional officers to promote the Association to potential members;
- E. To promote Association activities, programs, and services to members;
- F. To acknowledge excellence in member activities through an awards program

#### Section 10. Duties of the Director of Relations

The Director of Relations shall have the following responsibilities:

- A. To initiate, maintain, and improve relations between the Association and other professional organizations;
- B. To strive to produce a positive image of the Association by providing assistance to the President in his/her duty as the official spokesperson of the Association;
- C. To investigate opportunities for outside support of Association activities;
- D. To contact companies and professional organizations for financial support of the Association;
- E. To develop and sustain a comprehensive strategy for corporate solicitation including corporate solicitation materials to be developed in conjunction with the Director of Communications and Director of Administration;
- F. To provide guidance for the National Conference Coordinator on solicitation and solicitation policy of the Association;
- G. To keep the Board of Directors abreast of companies contacted and activities involving professional organizations.

#### Section 11. Duties of the Regional Coordinators

The Regional Coordinators shall have the following responsibilities:

- A. To represent interests of the members of their Region to the Board of Directors;
- B. To be responsible for the recruitment and retention of members within their region;
- C. To provide monthly updates on Association activities to members within their region via their electronic Regional discussion list, and/or the production of a Regional newsletter;
- D. To coordinate efforts of regional and state volunteers;

#### Section 12. Duties of the Committee Chairs

The Committee Chairs shall have the following responsibilities:

- A. To be responsible for coordination of Association efforts regarding Committee issues at the national level;
- B. To advise the Board of Directors on issues of concern to their Committees;
- C. To represent interests of the members of their Committee to the Board of Directors;
- D. To provide regular updates on Association activities to the members of their Committee via their electronic Committee discussion list, and/or the production of a Committee newsletter.

## **Article IV. Nominations and Elections**

### Section 1.

All candidates for the Board of Directors shall meet the qualifications for the Board of Directors.

### Section 2.

Nominations shall be made by members present at the National Membership Meeting, or nominations for a Chair of the Standing Committee shall be made by the standing committee.

### Section 3.

Regional Coordinators shall be elected by their respective regions at their Regional Membership Meeting and shall be seated at the conclusion of the Regional Membership Meeting.

### Section 4.

The order of election shall be: President, Vice President, Director of Finance, Director of Communications, Director of Administration, Director of Outreach, Director of Relations, and remaining Standing Committee Chairs in alphabetical order.

### Section 5.

During the elections, each candidate shall be allotted three minutes to speak on his/her behalf. Three minutes shall be allotted for questions.

### Section 6.

If a candidate is not elected for a particular position, he/she shall be eligible to run for another position that has not yet been filled. The candidate shall have two minutes to speak on his/her behalf and two minutes shall be allotted for questions.

### Section 7.

Prior to voting for each position, five (5) minutes shall be allotted for a closed discussion by the membership. No candidate for the position under consideration shall be present during this time. The vote shall be by secret ballot, the votes shall be tallied in full view of the membership, and the results of the election disclosed immediately.

### Section 8.

For all elections, if there are more than two candidates for a position, Preferential Voting shall be used.

#### A. Preferential Voting

1. Each voter shall rank the candidates in order of preference.
2. No candidate shall be ranked twice and no candidates shall be ranked equally.
3. The candidate that receives a majority of the first preference ranking shall win the election.
4. In the case that no candidate receives a majority of the first preference ranking, the candidate with the fewest number of first preference ranking shall be eliminated and the candidate's ballots shall be redistributed at full value to the remaining candidates according to the next ranking on each ballot. If a ballot has no more available choices ranked on it, the ballot shall be declared "exhausted" and not counted. This process shall continue until one candidate receives a majority of the votes.

### Section 9.

In the event that there are no nominations for a given Board of Directors position, Board of Directors shall fill this vacant position by a majority vote at a Board of Directors meeting.

## **Article V. National Conference Coordinating Council**

### Section 1. Qualifications

To become a candidate for the National Conference Coordinating Council, a member organization shall submit a letter of approval from their council to the Board of Directors. The letter shall include the appointment of a member of the organization to serve as the Director of National Conference.

### Section 2. Bid Proposal Selection Process

- A. A National Conference bid proposal selection process shall be conducted at the National Membership Meeting. Each candidate for the National Conference Coordinating Council shall present a proposal for the National Conference including, but not limited to:
  1. Dates of conference.
  2. Location and member organization overview.
  3. Conference schedule and overview.
  4. Meeting facilities.
  5. Accommodations.
  6. Projected budget.
  7. Projected expenses for an attending organization.
  8. Name of the Director of National Conference.
  9. Required assistance from the Association.
- B. Five minutes shall be allotted for questions.
- C. Prior to voting, a five-minute closed discussion will be held by the membership. No candidate for the shall be present during this time. The vote shall be by secret ballot, the votes shall be tallied in full view of the membership, and the results of the vote disclosed immediately.
- D. The National Conference Coordinating Council shall be elected by a majority vote.

### Section 3. Extended Deadline

In the event no member submits a bid proposal to be the National Conference Coordinating Council, the Board of Directors shall accept written bid proposals for an additional two months from the original deadline. Bid proposals received shall be distributed to all tenured members for comment. After a two-week period following the extended deadline, the Board of Directors shall select a bid for proposal.

### Section 4. No Bid Proposals

In the event no member has submitted a bid proposal by the date of the extended deadline the Board of Directors shall select a Director of National Conference. The newly appointed Director of National Conference shall ensure an opportunity for a National Membership Meeting at the National Conference.

### Section 5. Responsibilities

The National Conference Coordinating Council shall assist the Director of National Conference in completing all tasks necessary to carry out conference proceedings. The National Conference Coordinating Council shall assemble a conference notebook containing information about the activities and structure of the National Conference.

### Section 6. Dates

The National Conference Coordinating Council shall ensure that the National Conference occurs between 15 October and 1 December each year.

### Section 7. Benefits

The National Conference Coordinating Council shall not be assessed dues for the membership term following the National Conference.

## Article VI. Association Committees

## Section 1. Membership

Any member in good-standing shall have the right to serve on any Standing Committee of the Association.

## Section 2. Standing Committees

The Standing Committees of the Association shall be the:

- A. Communications Committee.
- B. Employment Concerns Committee.
- C. International Student Concerns Committee.
- D. Legislative Concerns Committee.
- E. Social Justice Committee.

## Section 3. Communications Committee

The Communications Committee shall work to ensure that members are informed of Association events, activities, and notices. The committee will promote the Association among members, sponsors, and media with the responsibility to represent the Association with distinction, professionalism, and courtesy.

## Section 4. Employment Concerns Committee

The Employment Concerns Committee shall plan and formulate action concerning the issues of employment during and after the attainment of a graduate/professional degree.

## Section 5. International Student Concerns Committee

The International Student Concerns Committee shall monitor campus issues and legislative developments that affect the ability of graduate/professional students from other countries to study in the United States. The committee shall work to ensure that international students are well-informed, fairly treated, and able to participate in the governance of the Association.

## Section 6. Legislative Concerns Committee

The Legislative Concerns Committee shall monitor pending federal legislation, recommend advocacy efforts, issue policy statements, provide analysis, issue calls to action when needed, and coordinate grassroots efforts to support the legislative mission of the Association. The Committee shall coordinate the development of its Legislative Platform each year at the National Membership Meeting.

## Section 7. Social Justice Committee

The Social Justice Committee shall work to ensure that the Association membership reflects the diversity of our nation's many cultures and lifestyles through contact with student groups working for diversity on a local or national level. The Committee shall coordinate the development and advocacy of policies and programs which provide for a diverse learning environment for graduate/professional students and shall recommend such policies for implementation to the Board of Directors.

## Section 8. Ad hoc Committees

#### Section 9.

The President shall have the right to establish ad hoc committees to pursue specific goals of the Association. The Chair of each ad hoc committee must meet the qualifications of a Director and shall serve as a non-voting Director of the Board of Directors. All ad hoc committees shall terminate with the Board of Directors under whom it was established.

#### Section 10. Suspension of Committees

A majority of the membership shall have the right to initiate an inquiry into the proceedings of any committee and suspend a committee until such a time as a majority vote is cast by the membership to return the committee to active status.

### **Article VII. Meetings**

#### Section 1. Call

- A. The membership shall convene at the request of the Board of Directors or three member organizations.
- B. The Board of Directors shall convene at the request of the President, two members of the Board of Directors, or two member organizations.
- C. The Executive Committee shall convene at the request of a Director or two member organizations.

#### Section 2. Board of Directors Meeting Provisions

- A. The Chair shall have the right to vote when his/her vote affects the outcome.
- B. A majority vote at a meeting of the Board of Directors shall determine the outcome of any matter, unless otherwise specified.
- C. A copy of the minutes from each meeting shall be sent to all members within two (2) months of the meeting.
- D. An agenda shall be sent to the Board of Directors at least twenty-one (21) days prior to any physical meeting and fourteen (14) days prior to any non-physical meeting.
- E. The Board of Directors shall meet at least quarterly and shall meet physically at least twice per year, once outside of the National Conference.
- F. A Region or Regional Coordinator shall have the right to appoint a person to act as proxy for that region, in writing. The proxy shall not be a Board member and shall be a member of the respective region. The proxy shall be valid when approved by a two-thirds majority at the respective regional membership meeting.

#### Section 3. Executive Committee Meeting Provisions

- A. The Chair shall have the right to vote when his/her vote affects the outcome.
- B. A majority vote at a meeting of the Executive Committee shall determine the outcome of any matter, unless otherwise specified.
- C. The Executive Committee shall meet at least monthly.
- D. An agenda shall be sent to the Executive Committee at least (7) days in advance.

#### Section 4. National Membership Meeting Provisions

A majority vote at a meeting of the membership shall determine the outcome of any matter, unless otherwise specified.

#### Section 5. Regional Membership Meeting Provisions

- A. Regional Membership Meetings shall be conducted in a manner agreed upon by the members of the region.

- B. Resolutions and amendments to the Constitution and By-Laws approved at a Regional Membership Meeting shall be presented and voted upon at the National Membership Meeting.
- C. The Regional Coordinator and any other Regional Officers shall be elected at a Regional Membership Meeting.
- D. The Annual Regional Membership Meeting shall be scheduled each year in conjunction with the Regional Conference.

## **Article VIII. Regions**

For the purposes of this Association, the United States of America shall be divided into five Regions as follows:

Midwest: Ohio, Michigan, Kentucky, Indiana, Illinois, Iowa, Minnesota, Wisconsin, North Dakota, South Dakota;

Northeast: Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, Delaware, New York, New Jersey, Pennsylvania, West Virginia;

Southcentral: Missouri, Texas, Arkansas, Louisiana, Mississippi, Oklahoma, Kansas, Nebraska;

Southeast: Alabama, District of Columbia, Florida, Georgia, Maryland, North Carolina, Puerto Rico, South Carolina, Tennessee, U. S. Virgin Islands, Virginia;

Western: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, U. S. Marshall Islands, Utah, Washington, Wyoming.

## **Article IX. Removal and Absence of Directors**

### Section 1.

A majority of the electorate shall have the right to remove a member of the Board of Directors for malfeasance, misfeasance or nonfeasance.

### Section 2.

Any member of the Board of Directors shall have the right to impeach, with formal allegations, another member of the Board of Directors for malfeasance, misfeasance or nonfeasance. A two-thirds majority of the Board of Directors shall have the right to remove a member of the Board of Directors within a one-week calendar period from the date of impeachment. The Board of Directors shall immediately make known the outcome of the vote and the allegations to the membership.

### Section 3.

In the event that a Director shall have a temporary incapacity to perform the duties of the office, the Director shall have the right to request a leave of absence from the President. In no event shall any leave of absence exceed four months, nor shall a leave of absence extend beyond the end of the term of office. The categories of leave of absence are as follows:

- A. Finite leave of absence - a Director shall have the right to request a finite leave of absence if the end-date of the temporary incapacity is known. On completion of the term of leave, the Director shall resume the office or submit a resignation.
- B. Indefinite leave of absence - a Director shall have the right to request an indefinite leave of absence if the member does not know the end-date of the incapacity.

Section 4.

The President, on granting a leave of absence, shall nominate within thirty (30) days a qualified person to serve in the position on an interim basis, subject to approval by a majority of the Board of Directors.

Section 5.

In the event that a Director on a leave of absence is unable to resume the office at the end of a finite leave of absence or after four months on an indefinite leave of absence, the Director shall be considered as resigned from office and the interim Director shall assume the office without need for a ratification from the Board.

Section 6.

Removal or resignation of a Director or Regional officer shall not entitle said person to financial restitution. All property of NAGPS shall be returned upon removal or resignation.

**Article X. Compensation**

Section 1.

A majority of the Board of Directors shall have the right to pay the President a stipend. The Association shall not pay any other Director a salary.

Section 2.

A majority of the Board of Directors shall have the right to reimburse any Director or Member for expenses incurred in furthering the purpose of the Association, as defined in Article II of the Constitution.

Section 3. Related Compensation

No Director shall receive compensation from any company with a current working relationship with the Association from the time of election until one year after leaving the Board of Directors.

**Article XI. Indemnification**

For the Association to indemnify a Director for the reasonable expenses of a legal action, the individual shall have acted in furtherance of the purpose of the Association, as defined in Article II of the Constitution, and in accordance with directives of the Board of Directors.

**Article XII. Parliamentary Procedures**

All procedural matters not specified herein shall be resolved in accordance with the latest edition of Robert's Rules of Order, Newly Revised.

**Article XIII. Dissolution**

Assets remaining after the dissolution of the Association and the satisfaction of creditors shall be transferred to organizations which have both a similar purpose to the Association, as defined in Article II of the Constitution, and which comply with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.