

**NAGPS Northeast Region – Voting Delegates’ Meeting  
2009 Regional Conference**

*Motion 2009.3*

**Proposed Amendments for NAGPS Official Documents**

**Whereas**, the establishment of a cohesive structure of membership terms, officer terms, and fiscal year is necessary for operational continuity and efficiency,

**Whereas**, the level of accountability and transparency incumbent upon a Board of Directors to its constituency is not prescribed in the governing documents of NAGPS,

**Whereas**, each region is entitled to a portion of dues collected from within their region to pursue the purpose of NAGPS at a regional level,

**Therefore Be It Resolved**, the included amendments to the Constitution and By-Laws of NAGPS be submitted to the Board of Directors for a vote by the national membership at the National Membership Meeting.

**Let It Be Further Resolved**, the Region shall act to address the concerns herein at official meetings of the Board of Directors.

***Resolved.***

**Approved by the Northeast Region of NAGPS**

# **NAGPS CONSTITUTION**

*Constitution of the National Assoc. of Graduate-Professional Students*

*Last amended: 17 November 2007*

## **Article 1. Name, Purpose, and Activities**

### *Section 1. Name*

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

### *Section 2. 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.

### *Section 3. Activities*

No activities of the Association shall discriminate against any individual or group of individuals 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.

## **Article II. Membership**

### *Section 1.*

Membership is available to any organization of graduate/professional students at a college or a university in the United States of America.

### *Section 2.*

Membership is available to any individual, corporation, organization, or institution interested in supporting the mission of the Association.

### *Section 3.*

There are four designations of membership: regular organizational, developing organizational, individual and affiliate.

## **Article III. Conferences & Meetings**

### *Section 1.*

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 2.*

Each region shall conduct a Regional Conference each year. ~~At that time, a~~ Regional Membership Meeting shall be held at the National Conference and Regional Conference.

## **Article IV. Board of Directors**

### *Section 1.*

There shall be a Board of Directors which shall act for the Association between National Membership Meetings. Such actions may be overruled by a majority vote of the membership, either at a National Membership Meeting, or by mail ballot.

### *Section 2.*

The Board of Directors shall be composed of the Executive Coordinator, the Membership Coordinator, the Information Exchange Coordinator, the Social Justice Coordinator, the Financial Controller, the Regional Coordinators, the Ombuds Coordinator, and the Chairs of Standing Committees as defined in the By-Laws.

### *Section 3.*

Any decision made by the Board of Directors may be overruled by a simple majority vote of the membership or by a simple majority vote of the members present and voting at the National Membership Meeting.

## **Article V. Officers**

### *Section 1. President.*

The Executive Coordinator shall serve as President.

### *Section 2. Vice-President*

The Membership Coordinator shall serve as Vice-President.

### *Section 3. Secretary.*

The Information Exchange Coordinator shall serve as Secretary.

### *Section 4. Treasurer.*

The Financial Controller shall serve as Treasurer.

## **Article VI. Amendments**

### *Section 1.*

Amendments may be made to this Constitution by a vote of two-thirds of Regular Members in good standing, voting either at a National Membership Meeting or by a mail ballot.

### *Section 2.*

Amendments may be proposed by any voting member in good standing, Region, or by the Board of Directors, at least sixty (60) days prior to the vote.

### *Section 3.*

Proposed amendments must be sent in writing to all members at least forty-five (45) days prior to voting.

## **Article VII. By-Laws**

### *Section 1.*

~~————The Board of Directors shall enact By-Laws to supplement this Constitution.~~

### *Section 2.*

~~The By-Laws may be amended by a two-thirds vote of the Directors in office. Amendments to the By-Laws shall take effect immediately upon passage, unless otherwise specified. All such amendments shall be reported to the membership for information.~~

### *Section 3.*

The By-Laws may ~~also~~ be amended by a majority vote of the regular 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.

## **Article VIII. Ratification**

### *Section 1.*

This Constitution shall take effect upon ratification by a majority of members in good standing voting at a National Membership Meeting or by a mail ballot with notary public seal.

### *Section 2.*

Upon ratification, this Constitution shall supersede all previous Constitutions for the Association.

## **NAGPS By-Laws**

*Bylaws of the National Association of Graduate-Professional Students*

*Last amended: September 2008 (by Board of Directors)*

### **Article I. Finances**

#### *Section 1.*

~~A. A Budget-projected budget for the following fiscal year, prepared by the Board of Directors, must be approved by the Board of Directorsthe regular membership present and voting at the National Membership Meeting prior to the beginning of each fiscal year.~~

~~B. Changes to the budget may be proposed by any NAGPS member in good standing, and are approved by a two-thirds vote of Directors present at a regularly scheduled meeting of the Board of Directors~~

~~C. A majority vote of the Board of Directors is required to authorize spending in amounts which exceed a particular line item of an approved NAGPS budget.~~

B. All expenditures not outlined in the budget shall require approval by a two-thirds vote of the Directors present at a regularly scheduled meeting of the Board of Directors.

D.C. The Executive Director, Treasurer, and the President shall have signature authority for disbursement of funds from all NAGPS financial instruments.

### **Article II. Fiscal Year**

The fiscal year of the Association begins on ~~July~~January 1 and ends on ~~June~~December 310 of the following year.

### **Article III. Membership**

#### *Section 1. Endowment Members*

##### A. Endowment Members

1. Have been a members in good standing for two or more consecutive years.
2. Submit an endowment membership application that receives a majority vote of approval by the Board of Directors.

~~B. Membership begins upon board approval.~~

#### *Section 2. Organizational Members*

A. Graduate/professional student organizations may join NAGPS as Organizational Members if they:

1. complete a membership application,
2. represent graduate/professional students on a broad scale on a particular campus, and
3. can submit either a copy of their current constitution or documentation of an independent funding source.

B. Graduate/professional student organizations may join NAGPS as Developing Organizational Members if they:

1. complete a membership application and
2. represent graduate/professional students on a broad scale on a particular campus, and either are forming or seeking to form an organization which represents graduate/professional students on a broad scale on a particular campus or represent graduate/professional students in a particular department.
3. can submit either a copy of their current constitution or documentation of an independent funding source.
4. have a campus wide graduate and/or professional student population of no more than 200 or can document an annual operating budget of no more than \$3000

~~B. Membership begins when the payment is received for the dues arrangement set by the Board of Directors and continues for one calendar year.~~

~~C.D. Organizational Members in good standing shall be entitled to vote at national and regional membership meetings.~~

D.

### *Section 3. Individual Members*

A. Graduate/Professional students may join NAGPS as Individual Student members if they:

1. complete a membership application and
2. can submit proof of registration at recognized college or university upon request.

B. Other individuals, who do not qualify as Individual Student members, may join NAGPS as non-voting Individual Alumni/Support members by completing a membership application.

C. Membership is for a one year term from the date of dues payment and continues for one calendar year.

D. Individual Student members in good standing may speak and participate in committees, caucuses, and all non-voting events at Annual National and Regional Membership Meetings. Individual Student members may vote as a caucus at the Annual National Membership Meeting.

1. no more than one vote per 40 Individual Student members in attendance.

2. Persons certified as organizational representatives may not join in an Individual Student member's caucus.

#### *Section 4. Affiliate Members*

A. Other organizations that support the mission of NAGPS may join NAGPS as Affiliate Members by completing a membership application. Such organizations may include, but are not limited to, faculty or administrative units, student governments that represent non-graduate/ professional students, and companies.

B. .

~~C. Membership is for a one year term from the date of dues payment and continues for one calendar year.~~

D. Affiliate Members may participate but they may not vote.

#### *Section 5. Dues*

A. All members, shall be assessed dues..

B. Members in good standing are those whose membership dues are current.

C. Each region shall be entitled to 20% of the membership dues collected within the region.

D. C. ~~The Board of Directors shall set the~~The dues structure for all designations and categories of membership annually shall be determined by a majority vote at the National Membership Meeting.

E. D. Limited periods of grace may be extended by the Board of Directors 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 6. Membership Term

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. Prorated membership rates shall be made available for abbreviated membership terms.

### *Section 6. Membership Suspension and Revocation*

A. Membership status may be suspended for a malfeasance for a period as determined by a 2/3 vote of the Board of Directors

1. Reasons for, and period of, suspension will be remitted in writing to the member by the Ombuds within 15 days of the vote to suspend

B. Membership status may be revoked for malfeasance by at 2/3 vote of the NAGPS membership

1. Revoked members may submit a written petition for reinstatement to the NAGPS membership at the annual meeting

a. Petitions shall be submitted in writing to the Ombuds 45 days prior to the start date of the NAGPS annual meeting

2. A 2/3 vote of the NAGPS membership at the annual meeting is required to approve the petition for reinstatement.

## **Article IV. Meetings**

### *Section 1. Annual National Membership Meeting*

#### A. General Provisions

1. For a quorum, 20% of the Regular Organizational Membership in good-standing need to be physically present.

2. A quorum must be physically present at a meeting for a vote to take place.

3. A majority of voting members present decides the outcome of any matter except amendments to the Constitution.

4. Each individual in attendance at the meeting may have no more than one (1) vote, regardless of institutional or organizational affiliation or proxy/absentee ballots.

#### B. Date

1. The Annual National Membership Meeting is scheduled each year to be held in conjunction with the Annual National Conference.

2. The Executive Coordinator, at the direction of the Board of Directors, shall mail each member a notice of the meeting at least ninety (90) days before the start of the meeting.

#### B. Location

1. The Board of Directors shall decide the location of the ~~Annual National Meeting~~National Membership Meeting.

2. Rotation should occur among the regions as defined by NAGPS.

3. No region shall host the Annual National Conference in consecutive years.

4. Each region shall host the Annual National Conference at least once every ten (10) years.

### *Section 2. Regional Membership Meetings*

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 Regional Meetings shall be presented and voted on at the Annual National Membership Meeting.

C. The Regional Coordinator and any other regional officers shall be elected at ~~the Annual~~a Regionala Regional Membership Meeting.

D. The Annual Regional Membership Meeting shall be scheduled each year in conjunction with the Annual Regional Conference.

## **Article V. Board of Directors**

### *Section 1. Qualifications*

The Board of Directors shall be selected from those individual 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.

*Section 2. Terms of Office*

~~A. National Officers and Committee Chairs~~The term of Office for the Board of Directors shall coincide with the fiscal year. serve from the completion of the National Meeting at which they were elected to eight weeks beyond the completion of the next Meeting.

~~B. National Officers and Committee Chairs shall take office at a meeting at the end of eight weeks from the completion of the National Meeting at which they were elected.~~

~~C. Regional Officers 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 or for a period of one year whichever comes earlier.~~

D. Any Regional Officer appointed to the Board to serve an abbreviated term shall serve as outlined in Article IX, Section 10, except on approved leaves of absence as outlined in Article IX, Section 9.

*Section 3. Duties*

A. The Board of Directors shall:

1. manage NAGPS by the stated purposes of Article I, Section 2, of the Constitution;
2. set a date and location for the Annual National Membership Meeting, at least 120 days before the Meeting;
3. schedule general meetings for the Board of Directors;
4. ~~shall determine establish~~ establish dues and membership guidelines for abbreviated membership terms;
5. appoint ad hoc committees;
6. review and approve the Chair of each ad hoc committee;
7. ~~review and approve the budget and plan of activities submitted by each region and committee~~;
8. prepare a monthly report summarizing the activities of each Director to be distributed to the appropriate constituencies.

B. The Executive Coordinator shall:

1. serve as the Association's Chief Executive Officer (CEO);
2. chair the meetings of the Board of Directors;
3. represent NAGPS in external affairs;
4. serve as an Ex Officio member of the Board of Directors, for the year following their term as Executive Coordinator;
5. prepare and submit an annual written report to the organization at the National Conference.

B. The Membership Coordinator shall:

1. Assume the position of Executive Coordinator, should the position become vacant mid-term, as defined in Article IX, Section 10;
2. Chair the Membership Committee, as described in Article VII, Section 4;
3. Assist the Executive Coordinator and Ombuds Coordinator in new board member orientation;
4. prepare and submit an annual membership report for the organization at the National Conference.

B. The Information Exchange Coordinator shall:

1. serve as the Association's Secretary & Chief Information Officer (CIO);
2. report the minutes of all Board of Directors and National meetings;
3. manage a clearinghouse of information for the membership;
4. oversee production and distribution of a National Newsletter at least twice a year;
5. promote a comprehensive electronic mail network among the membership;
6. oversee production and distribution of special topic reports as directed by the Board of Directors;

7. conduct all mail-balloting for NAGPS.

B. The Financial Controller shall:

1. serve as the Association's Chief Financial Officer (CFO);
2. prepare a budget for NAGPS and its activities;
3. oversee the collection and distribution of all funds;
4. keep appropriate records of all fiscal transactions by NAGPS;
5. prepare a report for each Board of Directors Meeting.

B. The Regional Coordinators shall:

1. be responsible for the recruitment and retention of members within their region;
2. provide monthly updates on NAGPS activities to members within their region via their electronic Regional discussion list, and/or the production of a Regional newsletter comparable to the monthly reports of the President;
3. represent interests of the members of their Region to the Board of Directors;
4. coordinate efforts of regional and state volunteers;
5. be responsible for appointing a person to act as proxy for that region in writing, who is not a Board member and a member of that region, by electronic mail or phone, subject to 2/3 approval of members of that region in good standing at a duly called regional meeting. If no proxy is given, or if the proxy is not approved by the region, the region may, by a 2/3 majority of regional attendees at a conference, appoint a temporary voting representative to the Board until the duly elected regional coordinator arrives.

B. Committee Chairs shall:

1. be responsible for coordination of NAGPS' efforts regarding Committee issues at the national level;
2. advise the Board of Directors on issues of concern to their Committees;

3. represent interests of the members of their Committee to the Board of Directors;

4. provide regular updates on NAGPS activities to the members of their Committee via their electronic Committee discussion list, and/or the production of a Committee newsletter;

B. The Ombuds Coordinator shall:

1. be responsible for maintaining channels of communication between NAGPS Committees (standing and ad hoc) and the Board of Directors;

2. oversee the process of amending and restructuring of the By-Laws and Constitution in accordance with the goals of NAGPS;

3. oversee the job performance of the Board of Directors and report to the Executive Coordinator and Information Exchange Coordinator when job performance of any member of the Board of Directors is unsatisfactory;

4. serve as the NAGPS Parliamentarian;

5. coordinate efforts of Committee volunteers.

#### *Section 4. Election Guidelines*

A. The Executive Coordinator, Membership Coordinator, Social Justice Coordinator, Information Exchange Coordinator, Financial Controller and Ombuds Coordinator shall be elected at the Annual National Membership Meeting.

B. Chairs of standing committees, with the exception of the Executive and Membership Committees, may be nominated by their committees as well as by the members present at the Annual National Membership Meeting and shall be elected at that National Membership Meeting.

C. Regional Coordinators shall be elected by their respective regions at their annual regional membership meeting and be seated at the conclusion of said regional conference.

D. For all elections, if there are more than 2 persons running for a single office, Instant Run-Off Voting shall be used: Each voter shall rank the candidates in order of most to least preferred. No candidate may be ranked twice, and no candidates may be ranked equally. A candidate receiving more than 50% of first choice votes wins the election. In the case that no candidate

receives more than 50% of the first-choice votes, the candidate receiving the fewest number of first choice votes shall be eliminated and ballots listing that candidate as their first choice shall be recounted using their second choice candidate. If a ballot has no more available choices ranked on it, that ballot shall be declared “exhausted” and not counted in that round or any subsequent round. This process shall repeat until one candidate receives more than 50% of the votes.

## Section 5. Board of Directors Meetings

### A. General Provisions

1. Each Director has one vote which may be cast in person or by electronic media.
2. The chair may vote only in the event of a tie, or in the event the chair's vote affects the outcome.
3. For a quorum, a majority of Directors must be present, either physically or by electronic media.
4. If all Directors agree in writing, a meeting is not required, to take action on a proposal.
5. If a quorum is present, a majority vote of those Directors present, physically or by electronic media, decides the outcome of any matter ~~which does not amend the By-Laws.~~
- ~~6. A two-thirds vote of all Directors is required to amend the Bylaws.~~
7. Each director shall present a report at each board meeting, whether physical or via electronic means, which shall count as their attendance for that meeting.
8. Each director shall actively participate in meetings, by attending physical meetings and by contributing and voting in e-mail meetings.
9. Signed, written absentee ballots for specific issues shall be allowed for physical meetings.
10. A summary of motions passed at each meeting will be sent to each member within fourteen days of the end of the meeting, and a copy of the minutes from each Board meeting will be sent to each member school within two months of the end of the meeting.

### B. Frequency

1. The Board of Directors shall meet physically at least twice per year; once at any time other than the National Conference, and once at said conference.

2. The Board of Directors shall also meet regularly via e-mail between physical board meetings.

**B. Notification**

The Executive Coordinator must send an agenda to all Directors and Assistants at least twenty-one (21) days prior to any physical Board of Directors meeting, and at least fourteen (14) days prior to any e-mail meeting.

*Section 6. Procedures*

A. Any actions taken by a Director on behalf of NAGPS may be overruled by a majority vote of the Board of Directors or of members in good-standing.

**B. Resignation**

A Director's written resignation is effective when received by the Executive Coordinator. In the case of resignation of the Executive Coordinator, said notification is effective upon receipt by the Secretary.

C. When the Board of Directors lets a contract for an amount in excess of two thousand dollars (\$2,000), the Board shall solicit bids from competing firms. Before the contract is let, the Board must receive at least three competitive bids, or show cause as to why that is not possible. The Board shall notify all members in writing and provide explanation as to why the particular bid was selected.

**Article VI. Committees**

*Section 1. General Provisions*

A. Standing committees include the:

1. Legislative Concerns Committee
2. Human Concerns Committee
3. Employment Concerns Committee
4. Public Relations Committee

B. Committee Chairs shall issue an annual report and a financial statement, if appropriate, at the Annual National Membership Meeting.

C. Each Committee Chair shall prepare a report and submit it via e-mail or mail to the secretary by the day that occurs 14 days prior to the BOD meeting.

D. Any Committee Chair who fails to participate in at least 2 BOD meetings may be considered in nonfeasance.

### *Section 2. Legislative Concerns Committee*

A. The Legislative Concerns Committee shall be composed of the Legislative Concerns Committee Chair, and any NAGPS members in good standing who indicate interest in serving on the Committee.

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

### *Section 3. Human Concerns Committee*

A. The Human Concerns Committee shall be comprised of the Human Concerns Committee Chair, and any NAGPS members in good standing who indicate interest in serving on the Committee.

B. The Human Concerns Committee shall work to ensure that NAGPS 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 coordinates the development and advocacy of policies and programs which provide for a diverse learning environment for graduate and professional students, and recommends action to the Board of Directors for implementation of such policies.

C. The Human Concerns Committee shall monitor campus issues and legislative developments that affect the ability of graduate and 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 NAGPS.

### *Section 4. Employment Concerns Committee*

A. The Employment Concerns Committee shall be composed of the elected Employment Concerns Committee Chair, and any NAGPS members in good standing who indicate interest in serving on the Committee.

B. 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. Public Relations Committee*

A. The Public Relations Committee shall be composed of the Public Relations Committee Chair and any NAGPS members in good standing who indicate interest in serving on the Committee.

B. The Public Relations Committee shall work to ensure that NAGPS members are informed of NAGPS events and notices, assisting the Information Exchange Coordinator. The committee will promote NAGPS among members, sponsors, and media, with the responsibility to represent NAGPS with distinction, professionalism and courtesy.

**Article VII. Internal Board Committees**

*Section 1.*

The Board of Directors shall convene the following committees of the board as necessary, with chairs and committee memberships as specified in sections 2-5:

- A. Executive Committee
- B. Finance Committee
- C. Membership Committee
- D. Personnel Committee

*Section 2. Executive Committee*

A. The Executive Committee shall be composed solely of the Executive Coordinator, serving as Chair, the Membership Coordinator, the Information Exchange Coordinator, the Financial Coordinator, and the Ombuds Coordinator.

B. The Executive Committee shall advise the Executive Coordinator as (s)he sees fit and perform such duties as given to it by actions of the Board of Directors.

*Section 3. Finance Committee*

A. The Finance committee shall be composed of the Treasurer, serving as Chair, the President, and any other NAGPS member in good standing that indicates interest in serving on this committee.

B. The Finance committee shall be charged with overseeing the fiscal health of NAGPS by preparing and presenting an annual budget to the BOD prior to the monthly May meeting for the upcoming fiscal year.

C. The Finance committee shall review any proposals for future partners and formulate a recommendation in conjunction with the advice of the Advisory Board.

*Section 4. Membership Committee*

A. The Membership Committee shall be composed of the Vice President, serving as Chair, Regional Coordinators, Regional Membership Coordinators, State Coordinators, and any NAGPS members in good standing who indicate interest in serving on the Committee.

B. The Membership Committee shall designate appropriate membership categories for applicants and certify satisfaction of requirements for membership. The committee shall also advise the Board of Directors concerning strategies for recruitment and retention of individual and organizational members.

*Section 5. Personnel Committee*

A. The Personnel Committee shall be composed of the Ombuds Coordinator, serving as Chair, and other members of the Board of Directors who indicate interest in serving on the Committee.

B. The Personnel Committee shall handle matters relating to the performance of staff hired by the Association and make recommendations to the Board of Directors.

*Section 6. Ad-hoc Committees*

A. Ad-hoc committees may be established by a majority vote of the Board of Directors.

B. The chair of an ad-hoc committee shall be nominated by the Executive Coordinator and approved by a majority vote of the Board of Directors.

C. The membership of an ad-hoc committee shall be composed of the Chair and NAGPS members in good standing who indicate interest in serving on the Committee, unless the Board of Directors approves a specific committee membership by a two-thirds vote.

**Article VIII. Regions**

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

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

Southeast: Alabama, District of Columbia, Florida, Georgia, Maryland, North Carolina, Puerto Rico, South Carolina, Tennessee, U.S. Virgin Islands, Virginia;  
Midwest: Ohio, Michigan, Kentucky, Indiana, Illinois, Iowa, Minnesota, Wisconsin, North Dakota, South Dakota;

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

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

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

### *Section 1.*

Any member of the Board of Directors may be removed from office for malfeasance, misfeasance or nonfeasance by a majority vote of their electorate.

### *Section 2.*

Any member of the Board of Directors may be also removed from office for malfeasance, misfeasance or nonfeasance subject to the grievance procedure outlined in Sections 3 through 6 below.

### *Section 3.*

Any person wishing to file a grievance must submit a letter in writing to the Ombuds Coordinator (or the Executive Coordinator if the Ombuds Coordinator is named in grievance). This letter should outline the grievance and desired action.

### *Section 4.*

The Ombuds Coordinator will then review the grievance, notify named individual(s) via registered, certified mail within three business days, and request a reply by named individual(s) to grievance. The Ombuds Coordinator will then present the grievance and reply to the Board for consideration at the next regularly scheduled Board of Directors Meeting.

### *Section 5.*

If the Board of Directors approves a simple majority motion for removal, formal notice will be given to individual(s) named, and the NAGPS membership will be polled for volunteers to serve on independent adjudication committee. Of all those who apply, one person per region will be chosen by lottery. This committee will be formed within fifteen (15) working days of the Board's vote to proceed with the grievance process. The Ombuds coordinator will then be responsible for providing a

copy of the grievance, reply and other documents as needed to the independent committee for review and decision on removal.

*Section 6.*

Within fifteen (15) working days of receipt of grievance materials from the Ombuds coordinator, the grievance committee will vote on removal. This committee, being composed of one member per region and chaired by the Ombuds Coordinator (or the Executive Coordinator in the event that the removal of the Ombuds Coordinator is sought) must render a two-thirds affirmative vote in order for removal to take place.

*Section 7.*

Should removal be necessary, the Ombuds Coordinator (or the Executive Coordinator in the event that the removal is of the Ombuds Coordinator) will notify the removed board member of their removal, and the removed board member will be replaced according to the procedure outlined in Section 9 of this article.

*Section 8.*

Removal and/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.

*Section 9.*

A. In the event that a Board member shall have a temporary incapacity to perform the duties of the office, the member may request a leave of absence from the Executive Coordinator.

B. Finite leave of absence - the member may request a finite leave of absence if the end-date of the temporary incapacity is known. On completion of the term of leave, the member shall resume the office or submit a resignation.

C. Indefinite leave of absence - the member may request an indefinite leave of absence if the member does not know at the time of the incapacity when the incapacity will end.

D. In no event shall any leave of absence exceed four months, nor may a leave of absence extend beyond the end of the term of office.

E. The Executive Coordinator, on granting a leave of absence, shall nominate within 30 days a person to serve in the position on an interim basis, subject to approval by a majority of the Board of Directors.

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

*Section 10. Vacancies*

A. In the event that any Board office becomes vacant, the Board shall, by majority vote, fill the position by appointment within 30 days. Such person shall assume the vacant office immediately. In the case of a Regional Coordinator, the appointed individual shall hold office until the next national or regional meeting, whichever occurs first, at which time an election shall be held. In the case of all other Board positions, the appointed individual shall hold office until the handover BOD meeting.

B. In the event that the Executive Coordinator office becomes vacant, the Vice President of the Board shall become Executive Coordinator.

**Article X. Compensation**

*Section 1.*

The Board of Directors may vote to pay the Executive Coordinator a stipend if it determines funds are available to do so.

*Section 2.*

NAGPS will not pay any other Director or Member a salary.

*Section 3.*

NAGPS may reimburse any Director or Member for expenses incurred in furthering the NAGPS' purposes, as defined in Article I, upon approval of the Board of Directors.

*Section 4. Related Compensation*

No Director may receive compensation from any company (with the exception of NAGPS Services) with a current working relationship with NAGPS, Inc., from the time of election until one year after leaving the Board of Directors of NAGPS, Inc.

**Article XI. Indemnification**

For NAGPS to indemnify a Director for the reasonable expenses of a legal action, the individual must have acted in furtherance of NAGPS purpose, as defined in Article I, 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. Diversity of Representation**

NAGPS is strongly committed to a policy of diverse representation among its Members, Regions, and Directors. In furtherance of this objective, discrimination on the basis of age, socioeconomic status, disability, ethnic or national origin, gender, marital status, political orientation, race, religion or sexual orientation is prohibited among NAGPS Membership, Regions and Directors.

## **Article XIV. Dissolution**

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

## **Article XV. Association Co-Sponsorship**

### *Section 1. Co-sponsorship*

Co-sponsorship of events or conferences by NAGPS does not require nor prohibit any fiscal obligations.