



## **National Child Support Enforcement Association**

### **Bylaws**

#### **Article I. Name**

Section 1. The name of this corporation shall be the National Child Support Enforcement Association (“the Association”).

#### **Article II. Definitions and Purposes**

##### Section 1. Definitions:

1. “Board of Directors” shall mean all Board Members pursuant to Article V, Section 1 and Section 1.1, and may be referred to as the “Board”. The terms director(s) and Board Member(s) shall mean one or more of the Board Members.
2. “Executive Committee of the Board of Directors” means the committee provided by Article V, Section 4.
3. “Family Support” means family maintenance and child support.
4. “Annual conference” shall mean the national training conference hosted each year by the Association pursuant to Article VI, Section 1.
5. “Annual Report” shall mean the report provided to the Association’s membership pursuant to Article IX, Section 4.
6. “Board Meeting” shall mean any meeting of the Board of Directors in which a quorum is declared.
7. “Council” shall mean the Past Presidents Council as established pursuant to Article V, Section 12.
8. “Board Year” shall mean the period of time starting September 1 of each year and ending on August 31 of the following year.

Section 2. This corporation is organized:

- 2.1. To establish, operate and maintain, without profit to the corporation or its members a national association to advance, educate, and improve efforts of federal, state, tribal, local and foreign governments, private sector organizations, and their employees in the field of family support; and to ensure effective implementation of Title IV-D of the Social Security Act, the Uniform Interstate Family Support Act (UIFSA), other family support laws, treaties, conventions and other international acts; to further good working relationships among the various states, state and local agencies, tribal agencies, private sector organizations, public officers, attorneys, legislators and judicial officers who work in the field of family support and to r foster opportunities to discuss problems and propose solutions of common interest.
- 2.2. To provide for national, international, and regional training workshops, seminars, and conferences in family support and other related legal matters: and establishing a clearinghouse to facilitate the administration of the various support laws with which the Association is concerned.
- 2.3. To exchange information and publish and disseminate professional materials relating to the field of family support.
- 2.4. To develop procedures and provide specialized services relative to family support and related subjects, and to promote adoption and implementation of such procedures and services.
- 2.5. To promote policies that will improve family support programs and procedures.
- 2.6. To solicit and accept funding, grants and contributions from public units and agencies, private foundations and others to support its programs.
- 2.7. To exercise all powers conferred upon nonprofit corporations by the laws of the State of Minnesota, including the power to acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation.

### **Article III. Membership**

#### Section 1. Membership

Membership in the Association is voluntary and shall be open to any person or organization in the field of family support interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, gender, marital status, national origin, religion, or physical or mental disability.

#### Section 2. Membership Classes

The Board shall establish classes of membership and voting rights for each class. The Board may,

as necessary, include in a membership class, one or more category of membership. All policies regarding membership adopted by the Board shall be published in the Policy Manual of the Association, as provided by Article X.

### Section 3. Length of Membership

The Board shall establish the annual period of membership for the designated classes of membership.

### Section 4. Annual Dues

4.1. The Board shall establish the dues for the designated classes of membership. Changes in dues shall be published to the membership at least six months prior to such changes becoming effective.

4.2. Any member failing to pay current dues by the due date for payment of dues shall be dropped from the membership roster if such dues have not been paid within thirty days of the due date.

4.3. Any individual, agency or corporate member who has failed to pay current dues by the due date and who has dropped from the membership roster may be reinstated upon the payment of dues.

### Section 5. Honorary Life Membership

The Board may on its own initiative, select annually not more than three persons to the status of Honorary Life Member, such selection to be based upon outstanding and dedicated service to the Association for a period of not less than three years. Persons selected for Honorary Life Member status shall be recognized at a conference following the Board's selection. Honorary Life Members may be called upon in their individual capabilities to advise the Board.

### Section 6. Voting Rights

The Board shall establish by policy a classification schedule that determines the voting rights of the various membership categories.

### Section 7. Compensation

No member of the Association shall receive compensation for services rendered as a member or an officer, except that officers may be reimbursed for actual expenses incurred in the performance of their official duties on behalf of the Association upon the approval of such expenses by either the President or the Executive Director, subject to the further approval of the Board; provided, however, that neither the President nor the Executive Director shall approve

his or her own expenses. The limitation on receipt of compensation in this section does not apply to the Executive Director or employees of the Association or of an association management company retained by the Board pursuant to Article IX, Section 2.

#### Section 8. No Loan to or Guarantee for Members, Directors, and Officers

8.1. The Association may not lend money to or guarantee the obligation of a member, a director or an officer of the Association.

8.2 The fact that a loan or guarantee is made in violation of this section or any other section of these Bylaws does not affect the borrower's liability on the loan to the Association.

### **Article IV. Officers**

#### Section 1. Officers

Officers of the Association shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer. All officers shall maintain, as a condition of holding office, an active Individual membership in the Association, with voting rights, during their term of office. Elected or appointed Directors who are subsequently elected or appointed to serve as officers vacate their Board seats on the day they first occupy an officer position.

#### Section 2. Election of Officers

Officers shall be elected annually at the Spring Board Meeting of the Board by a majority of the Directors present with voting rights. They shall hold office for one Board Year with the exception of the Treasurer who shall hold office for two Board Years.

#### Section 3. President

It shall be the duty of the President to preside at all business meetings of the Association and at all meetings of the Board, to appoint Committees not otherwise provided for in these Bylaws; and to perform such other duties as may be required to promote the objectives of the Association. The President shall be a member of all Committees, except the Nominating Committee.

#### Section 4. President-Elect

The President-Elect shall perform the official duties of the President in the event of the President's absence or inability to perform those duties. Should the office of President become vacant, the President-Elect shall immediately become President for the unexpired term of the office. The President-Elect shall succeed to the Presidency at the conclusion of the President's term of office, even if the President-Elect has served an unexpired term of President due to a

vacancy as provided above. The President-Elect is not subject to the provisions of Section 12 of this article.

#### Section 5. Secretary

The Secretary shall perform the official duties of the President in the event that both the President and President-Elect are absent or unable to perform those duties. The Secretary shall keep the minutes of all meetings of the Association, the Board, and the Executive Committee. The Secretary shall complete and publish to members of the Board the minutes and proceedings of meetings of the Board and of the Executive Committee to members of the Board at the earliest possible date following the adjournment of such meetings. In the event that the Secretary is unable to attend a meeting, the President shall designate another director to keep minutes at such meeting.

#### Section 6. Immediate Past President

To ensure continuity, the Immediate Past President is an officer and serves for a one Board Year term. The Immediate Past President shall chair the Nominating Committee. If the Immediate Past President cannot serve the Board in the Immediate Past President Officer position for any reason, the President may appoint any member of the Past Presidents Council to serve in that officer position as provided by Article IV, section 9.

#### Section 7. Treasurer

The Treasurer, subject to such policies as may, from time to time, be made by the Board, shall be responsible for the custody of the funds of the Association, and for the deposit of all funds in the name of the Association in such banks, trust companies, or other depositories as the Board may designate. The Treasurer shall be responsible for seeing that proper books and records are kept showing at all times the amount of property and funds belonging to the Association. At the Board Meeting immediately following of the end of the Association's fiscal year, the Treasurer shall present an account showing in detail the receipts of all property and money belonging to the Association and all disbursements made. In addition, the Treasurer shall present an account of the receipts and disbursements of the Annual conference and other conferences, trainings, and Association events to the Secretary within sixty (60) days after the conclusion of such conferences, trainings, and events for inclusion in the Secretary's minutes and proceedings distributed to the Board. Annually, the Treasurer shall ensure that the books and accounts of the Association be audited and the resulting audit shall be presented by the Treasurer

to the Board for the Board's review. The Treasurer shall be bonded at the expense of the Association in such amount as shall be determined by the Board.

#### Section 8. Vacancies

Any officer vacancy occurring during the Board Year not filled as otherwise provided for in these Bylaws shall be filled by Presidential appointment subject to confirmation by a majority of the Board with voting rights. A vacancy of an officer position may occur as a result of the death, incapacity, or resignation of the officer or the removal of the officer by the board as provided by this article or Article V, Section 5.

#### Section 90. Officer-Elect Unable to take Office Before Commencement of Board Year

If for any reason an officer elected at the Spring Board Meeting fails or is unable to assume office before the beginning of the next Board year, a special election of the Board shall be conducted, and a new officer shall be elected by a majority of the Directors with voting rights.

#### Section 10. Removal of officer

In the event that an officer is unable to perform the duties of his/her office the Board may, by vote of three-fourths of the Board in attendance at a regular or special Board Meeting, remove the officer from his/her office.

#### Section 11. Progression of Officers

Except as provided in Section 4 of this Article, there is no automatic progression from one officer position to another. To move to another office, a person holding an officer position must be elected to that office by the Board as provided by this article.

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

#### Section 1. Board Composition

The Board of the Association shall consist of: (i) fifteen (15) elected or appointed members with voting rights; (ii) five (5) members of the Executive Committee of the Board provided for in Section 4 of this Article all of whom serve as Directors of the Board with voting rights; (iii) the Director of International Reciprocity as provided in Section 13 of this article, with voting rights; (iv) an International Commissioner as provided in Section 14 of this article, with voting rights; (v) a representative of the Past Presidents Council established pursuant to Article V, Section 12, with voting rights; and (vi) the Presidents, or their designees, of any affiliated organization who

shall also serve as members of the Board, without voting rights.

1.1. Five (5) Directors shall be elected each year for three-year terms. No appointed or elected member of the Board of Directors shall serve for more than seven consecutive years except as an officer. After serving six consecutive years, Directors shall not be eligible for re-election or reappointment to the Board until the expiration of two years from the termination date of their last term on the Board. This limitation does not apply to such a Director who is elected or appointed as an officer or Past Presidents Council representative. In no event shall any member of the Board with voting rights serve more than ten (10) consecutive years, including time as an officer. Notwithstanding any other provision, neither the Immediate Past President nor the Past Presidents Council Representative shall be subject to the ten consecutive year limitation while serving in that capacity.

## Section 2. Duties of Board

The business and affairs of this Association, including its financial development, shall be managed by the Board. The Board shall act upon all appointments made by the President to fill vacancies on the Board. For the purposes of the transaction of business at a Board meeting, a quorum shall consist of a simple majority of Directors on the Board with voting rights. A majority vote of the Directors who are present and entitled to vote at any meeting of the Board shall be required to pass upon resolutions and transact other Board business. Directors may not vote by proxy or appoint proxies to vote on their behalf.

## Section 3. Vacancies

If any vacancy occurs during the term of an elected or appointed Director with voting rights, except for the Council Representative, the President shall fill the vacancy by appointment for the remainder of the term of that Director, and such appointment shall be subject to confirmation by a majority vote of the Board in attendance at a regular or special Board Meeting.

## Section 4. Executive Committee

There shall be an Executive Committee of the Board, consisting of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. Except as otherwise provided by these Bylaws, the Executive Committee shall have the power to transact the business of the Board between meetings of the Board and other such duties as the Board so directs unless by vote of the Board, the Board specifically reserves the power to take a specific action. In the event that the

Board specifically reserves power to take specific actions, such reservations shall be in writing and shall be recorded in the Policy Manual, maintained as provided by Article X.

#### Section 5. Meetings

The Board shall hold at least four business meetings annually:

5.1. A meeting, which shall be held immediately preceding the Annual conference, if an Annual conference is held, or if no Annual conference is held, the meeting shall be held between August 1 and September 30.

5.2. A winter meeting; and

5.3. Conference calls in the spring and fall.

#### Section 6. Special Board Meetings

Special Board Meetings may be called by the President or by five (5) members of the Board.

Written or printed notice, stating the place, day and hour of the special meeting and the purpose or purposes for which the meeting is called, shall be mailed, or transmitted electronically, not less than ten (10) days before the date of the meeting. Such notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope addressed to the Director at the Director's address as it appears in the records of the Association or transmitted to the Director's electronic mail address as it appears in the records of the Association. The business to be transacted at any special Board Meeting shall be restricted to that specified in the notice of the meeting, except on a simple majority vote of those present. For the purposes of the transaction of business at a Special Board Meeting, a quorum shall consist of a simple majority of Directors on the Board with voting rights.

#### Section 7. Resolutions

Any member of the Association may propose a resolution for consideration by the Board. Any resolution proposed by a member of the Association shall be submitted to the Chairperson of the appropriate Committee and the President at least three weeks prior to any scheduled Board meeting.

#### Section 8. Board Action

Unless membership approval is required, any action that could be taken at a Board Meeting may be taken without a meeting when authorized by written action (i) approved by all of the Directors with voting rights or (ii) approved by the number of Directors that would be required to take the

same action at a Board Meeting at which a quorum of Directors with voting rights is present, provided that notice of the text of the written action has been provided to all Directors prior to the approval of the written action by any Director. "Written action" as used herein may be accomplished through electronic media, such as electronic mail.

8.1. A written action is effective when signed, or approval is transmitted via electronic media, by the required number of Directors, unless a different effective time is provided in the written action.

8.2. When written action is taken by fewer than all Directors, all Directors shall be notified immediately of the action and of its effective date.

8.3 A conference among Directors, or among members of any Committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear and speak to each other during the conference, constitutes a meeting of the Board or the Committee, if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

8.4 A Director may participate in a Board Meeting, or any Committee designated by the Board, by any means of communication through which the Director, other persons so participating, and all persons physically present at the meeting may simultaneously hear and speak to each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

#### Section 9. Failure to attend Board Meetings

In the event that any Director is absent from three consecutive regular Board Meetings, that Director automatically shall cease to be a Director. If a vacancy occurs as a result of a Director's absence from three consecutive regular Board Meetings, the vacancy shall be filled as provided by these By-Laws.

#### Section 10. Membership requirements

As a condition of holding office, all Directors shall maintain an active Individual membership with voting rights in the Association during the term of office.

#### Section 11. Board Directors Bound by Policy

All Board Directors are bound by the policies established in the Association's Policy Manual.

## Section 12. Past Presidents Council

Recognizing that Past Presidents constitute a valued resource and can serve the Association by providing the benefit of their experience and expertise, a Past Presidents Council is established as a special committee of the Association.

12.1. Any Past President who is either an active Individual member of the Association or an active Honorary Life Member of the Association is a member of the Council as provided in this section.

12.2. To assist the various committees of the Association, the President may appoint a Past President as an advisor to a standing or regular committee, except for the Nominations and Executive Committees.

12.3. By virtue of their service to the Association, members of the Council are entitled to participate in certain activities and be recognized for their service through various means including:

- 1) Attendance at Board breakfasts, dinners and receptions;
- 2) A special name badge identifying the member as a Past President of the Association;
- 3) Service as a committee advisor; and
- 4) Other methods as appropriate.

12.4. The members of the Past Presidents Council shall elect a Past President to serve as their representative on the Board, as provided in Art. V, Sec. 1.

12.5. Members of the Past Presidents Council shall determine the Council's policies and procedures.

12.6. The Board or Executive Committee may assign specific issues to the Council for the development of proposed policy or direct the Council to recommend proposed action to the Board.

## Section 13. The Director for International Reciprocity

The Director for International Reciprocity shall be elected at the Spring Board Meeting by a majority of the Directors with voting rights and shall serve a three-year term. The Director for

International Reciprocity shall be responsible for maintaining and developing the Association's involvement in international child support. The President shall appoint the Director to chair any committee charged with international child support professional development. The Director shall ensure that the Association's professional development offerings address both the needs of international members and U.S. members concerning international child support. The Director shall offer advice to the Board concerning the Association's participation in international conferences or committees, in matters respecting the 2007 Hague Child Support Convention. The Board may designate the Director of International Reciprocity, the Executive Director, and/or the President to represent the Association at international conferences or on committees. The Director of International Reciprocity shall work with the International Commissioner identified in Section 14 of this article, to increase participation of international members in the Association.

#### 14. The International Commissioner

The International Commissioner shall be a representative of the International community, including Europe-Africa, Asia-Pacific, or the Americas at large, and shall not be a resident or citizen of the United States of America, its territories or possessions. The International Commissioner shall be elected as provided in this section and shall serve a three-year term. The International Commissioner shall be elected at the Spring Board Meeting by a majority of the Directors with voting rights. The Nominating Committee shall solicit nominations for this position from international members, including from the Director of International Reciprocity and members of any committee charged with international child support professional development. The International Commissioner shall work with the Membership Committee to develop strategies for the recruitment and retention of international members; shall participate in Board Meetings to represent an international viewpoint; and shall work with the Director of International Reciprocity in order to increase international participation in the Association and the Annual conference.

Section 15. The Board shall elect officers for the following Board Year during the Spring conference call Board Meeting.

#### Section 16. Voting Positions

No person shall hold more than one position with voting rights on the Board at the same time.

### **Article VI. Annual Conference**

### Section 1. Annual Conference

The Association may host an Annual conference at such time and place as shall be determined by the Board. Although the Association may host more than one conference each year, the Board may declare only one to be the Annual conference. The site for the annual conference shall be selected by the Board in accordance with the requirements in the Association's Policy Manual.

### Section 2. Registration Fee

The Board shall establish the registration fee for the Annual conference.

## **Article VII. Committees**

Section 1. Committees - There shall be six standing Committees; namely, (1) Nominating, (2) Membership, (3) Finance, (4) Audit Committee and (5) Professional Development and (6) Policy and Government Relations. As provided in the Association's Policy Manual, the Board may establish other committees in addition to the standing committees. Except as otherwise provided in these by-laws, the President shall appoint members to each Committee.

Section 2. Nominating Committee - Except as otherwise provided in Article V, Section 3, the Nominating Committee shall submit nominees for the various offices, including all vacant positions on the Board of Directors.

2.1. The Nominating Committee shall be comprised of the Immediate Past President, who shall serve as the Chairperson, and ten members. Not fewer than two members but not more than four members of the Nominating Committee shall be current members of the Board of Directors of the Association. All members of the Nominating Committee shall be members of the Association. The President shall appoint the nominating committee at least sixty (60) days prior to the Spring Board Meeting.

2.2. Nominations must be with the consent of the nominee and submitted in writing to the Nominating Committee by a voting member in good standing. Self-nominations are encouraged. In the event that a member of the Nominating Committee seeks a position on the Board, the member shall withdraw from the Nominating Committee.

2.3. The Board may adopt policy, to establish qualifications or criteria for eligibility to serve as a Director or specifically as an officer. Nominees for the Board of Directors shall, at a minimum, be

Individual members of the Association at the time their nomination is submitted.

2.4. The Nominating Committee shall review nominees for the offices of the Association. The Nominating Committee shall submit all nominees, who meet the required qualifications for the various offices, to the Board for vote at the Spring Board Meeting.

2.5. At least 30 days prior to the election, the Nominating Committee shall notify the full membership of the Association of the nominees who meet the required qualifications for vacant positions on the Board, except for Officer or Past Presidents Council Representative positions. The Nominating Committee shall furnish to the membership such information as the Committee deems useful in assessing the qualifications of the nominees.

2.6. Any notice required under this section may be provided to the members by publication in the CSQ and/or by posting on the Association's website and/or electronically.

Section 3. The Membership Committee - The Membership Committee, shall consist of a Chairperson and members appointed by the President. The Committee shall promote and develop membership in the Association including the recruitment of new members and the retention of existing members.

Section 4. The Finance Committee - The Finance Committee shall be responsible for investigating and evaluating methods of financing the operation of the Association and investing the funds of the Association. The Committee shall report to the Board as directed. The Treasurer shall serve as chair of the Finance Committee and the President, President-Elect, Treasurer, and Executive Director shall be members of the Finance Committee. All recommendations of the Finance Committee shall be made to the Board, which shall determine the nature and methods of financing to be utilized. Such financing or funding to carry out the purposes of the Association shall include, but shall not be limited to, local, state, and federal sources and private foundations.

Section 5. The Audit Committee - The Audit Committee shall be composed of the President-Elect and four other members appointed by the President. The Committee shall ensure that the Association is in compliance with federal Internal Revenue Service regulations. The Audit Committee duties will be in accordance with the Audit Charter developed by the Board.

Section 6. The Policy and Government Relations Committee shall develop resolutions relating to

the substance of the child support enforcement program and other matters related to family support. Resolutions developed by the Policy and Government Relations Committee shall be presented to the Board for adoption. All resolutions adopted by the Board shall be presented to the Association's membership by publication in the CSQ and on the Association's website.

Section 7. Special Committees - Special committees may be appointed by the President as required. Special committees automatically terminate at the conclusion of each Board Year unless re-appointed by the new President.

Section 8. The Board may adopt policies regarding the terms of committee members, the conduct of committees and committee members, and other policies or procedures necessary for the effectiveness of committees.

## **Article VIII.**

### **Ex-Officio Board Members**

#### Section 1. Associations

National and regional associations may affiliate with the Association and the Association may collaborate with the affiliated associations with the approval of the Board.

#### Section 2. NCCSD

The National Council of Child Support Directors (NCCSD) is affiliated with the Association.

#### Section 3. NTCSA, ERICSA and WICSEC

The National Tribal Child Support Association (NTCSA), the Eastern Regional Interstate Child Support Association (ERICSA) and the Western Interstate Child Support Enforcement Council (WICSEC) are affiliated with the Association.

#### Section 4. Affiliated Associations

Affiliated associations, through each organization's elected officers and in accordance with the organization's Bylaws, shall carry out the individual organization purposes and business independent of the Association.

#### Section 5. Ex-Officio Members

The current President of each affiliated organization, or their designee, shall serve as an ex-

officio member of the Association's Board, without voting rights, during their term as their President.

## **Article IX. Executive Director**

### Section 1. Executive Director

The Executive Director shall be selected by and shall serve at the pleasure of the Board. The duties and compensation of the Executive Director shall be outlined in the Association's Policy Manual.

### Section 2. Duties

The Executive Director shall regularly inform the President, the Executive Committee, and the Board regarding the operations of the Association.

### Section 3. Association Management Services

Notwithstanding any other provision, the Board may approve a contract for association management services under which the Executive Director and other Association staff are employees of an association management company, except that any such contract shall have provisions requiring that the selection of a person to serve as the Association's Executive Director is subject to the approval of the Board. If the Association has entered into a contract for association management services, staff of the association management company may perform the same roles as employees of the Association. If a contract for association management services is approved by the Board, the salaries, compensation, and benefits of the Executive Director and all other employees may be determined by the association management company, not the Board. Furthermore, any expenses of the Executive Director, including the cost of bonding, shall no longer be an Association responsibility, except as may be required by a contract with such association management company.

### Section 4. Annual Report to Membership

The Executive Director of the Association shall prepare and issue an Annual Report to the Membership of the Association as provided in this section. This report shall contain information to inform the Membership about the operation and activities of the Association. The Board shall adopt policies, which shall be published in the Policy Manual regarding the content of the report, and the distribution of the report,

## **Article X. Policies of Board**

### Section 1. Policies

The Board may adopt policies on behalf of the Association to facilitate the operation of the Association and to provide direction and guidance to the Executive Director and staff of the Association in exercising their duties.

### Section 2. Board Approval of Policies

Board policies may be adopted, amended, or repealed by a majority vote at a Board Meeting. All proposals to adopt, amend, suspend or repeal Board policies must be in writing. Policy proposals may be considered by the Board at any regular business or special meeting.

### Section 3. Absence of Policy

In the absence of specific Board policy, the Executive Director and staff are to use reasonable and prudent judgment in exercising their duties.

### Section 4. Effect of Board Policies

Board policies are binding on the Executive Director and staff of the Association and remain binding until such policy is superseded or amended by new Board policy or until repealed by the Board.

### Section 5. Effective Date of Policies

A Board policy, which is adopted, amended, or repealed in the method described above, shall become effective immediately, unless a later effective date is contained in the language of the policy.

### Section 6. Policy Manual

To ensure that the Board of Directors, the membership of the Association, the Executive Director and staff are aware of all adopted board policies, such policies shall be maintained in a Policy Manual at the Association office and a copy of the Policy Manual of the Association shall be provided to every Board member and shall be published on the Association's website.

### Section 7. Miscellaneous

The provisions of this article do not apply to actions taken pursuant to Art. VII. Sec. 5.

## **Article XI. Amendments**

### Section 1. Bylaws amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Association's members voting on the proposed changes to the Bylaws. Notice of proposed changes to the Bylaws must be provided in writing to the members at least thirty (30) days before such vote. The notice may provide for voting by mail, facsimile, or electronic media ballot, conducted in accordance with such procedures as may be prescribed by the Board. Amendments may be proposed by the Board on its own initiative, or upon petition of at least five percent (5%) of the total number of votes that may be cast by members of the Association with voting rights. All such proposed amendments shall be presented by the Board to the membership and may include a recommendation by the Board.

## **Article XII. Seal**

Section 1. The Board may adopt a form of corporate seal and, if a seal is adopted, the Secretary is authorized to apply the seal on behalf of the corporation.

Submitted to the Membership of NCSEA for Adoption on this 1st day of May 2020, and to become effective on September 1, 2020, 5:00 PM ET, if approved by the Membership.

*Approved June 2020*