

BYLAWS
OF THE
NATIONAL AHEC ORGANIZATION (NAO)

Adopted April 22, 2002
As revised August 2, 2004
As revised December 4, 2006
As revised April 24, 2007
As revised June 30, 2008
As revised June 23, 2010
As revised July 31, 2012
As revised July 8, 2014 (effective October 1, 2014)

ARTICLE 1

Mission

- 1.1 The National AHEC Organization supports and advances the national AHEC Network.

Purposes

- 1.2 The purposes of the National AHEC Organization (NAO) are:
- 1.2.1 To support the national network of Area Health Education Center (AHEC) programs dedicated to improving the supply, distribution, diversity and quality of health care professionals through community/academic partnerships;
 - 1.2.2 To support the national AHEC Network in accomplishing its mission to improve health by leading the nation in the recruitment, training and retention of a diverse health workforce for underserved communities; and
 - 1.2.3 To improve access to quality health care for underserved areas and underserved populations.

Goals

- 1.3 The goals of the National AHEC Organization (NAO) are:
- 1.3.1 To provide a forum that brings together representatives of member organizations to enhance the national AHEC network;
 - 1.3.2 To facilitate the development and distribution of professional educational and technical assistance materials to the NAO membership;
 - 1.3.3 To provide a mechanism for policy development and dissemination to external audiences

- regarding the mission, goals and impact of AHEC programs; and
- 1.3.4 To enhance opportunities for collaborating with other organizations that have an interest in health care and health workforce issues.

ARTICLE 2
Organization

2.1 MEMBERSHIP

Membership is accorded to organizations and individuals who meet membership requirements, make application and pay the dues applicable to their membership category. Initial membership begins on the date both an acceptable membership application and required dues have been received by NAO. The membership year is October 1 through September 30.

2.1.1 MEMBERSHIP REQUIREMENT

To become or remain a member in good standing, an organization or individual must:

- 2.1.1.1 Actively support the purpose and goals of the National AHEC Organization;
- 2.1.1.2 Qualify for a category of membership as described in Section 2.12 of these bylaws; and
- 2.1.1.3 Pay annual dues as established by the Board of Directors.

2.1.2 CATEGORIES OF MEMBERSHIP

2.1.2.1 Organizational Voting Membership

- 2.1.2.1.1 AHEC Program Office – An organization at an academic institution that supports a network of regional AHEC Centers in support of community-based health professions training programs, whether or not it currently receives Federal AHEC funding. This category of membership shall be considered an organizational member and have one voting privilege.
- 2.1.2.1.2 AHEC Center – An organization with an independent 501(C)3 status that maintains a formal affiliation agreement with an AHEC Program Office, or an organization with an independent advisory board that is sponsored by another institution, business, or organization that maintains a formal affiliation agreement with an AHEC Program Office. An AHEC Center that wishes to have full organizational membership rights and privileges and meets membership requirements, but does not maintain an affiliation agreement, may qualify for this membership category if approved by the NAO Board. This category of membership shall be considered an organizational member and have one voting privilege.

2.1.2.2 Other Categories of Membership

- 2.1.2.2.1 Individual Membership – Individuals such as Board members, faculty, advisory committee members and other community individuals at large that maintain a

relationship with an AHEC organization. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.2 Student Membership - A student or resident enrolled in a program affiliated with an AHEC organization. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.3 Affiliate Membership – Governmental agencies, educational institutions, non-profit organizations or businesses professionally affiliated with local or state level AHEC organizations. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.2.2.4 Patron Membership – An organization, institution, business or individual donor that provides annual financial support to NAO with or without current local or state affiliation with an AHEC organization. This category of membership shall not be considered an organizational member and shall have no voting privilege.

2.1.3 VOTING PRIVILEGES

Organizational members in good standing at the time of a membership meeting shall have voting privileges at that meeting. Each such member shall have one (1) vote at all membership meetings.

2.1.4 ORGANIZATIONAL MEMBER REPRESENTATION

Each organizational member shall designate in writing to the Board of Directors the name of one (1) representative and one (1) alternate, only one of whom is authorized to vote on its behalf at all membership meetings.

2.1.5 TERMINATION OF MEMBERSHIP

The National AHEC Organization may terminate membership for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or by two thirds of those members of the Board of Directors who are present and voting at any regular or special meeting at which there is a quorum. A member's representative may also be terminated for cause by a vote for a resolution of termination by either written consent of two thirds of the Board of Directors or by two thirds of those members of the Board of Directors who are present and voting at any regular or special meeting at which there is a quorum. Should this occur, the organizational member shall be invited to designate, in writing, a new representative.

2.1.6 LEADERSHIP

Board Members, Constituency Group leaders and Committee Chairs must be staff or board members of NAO Organizational Members in good standing.

ARTICLE 3
Board of Directors

3.1 **FUNCTIONS AND RESPONSIBILITIES**

The affairs of the Corporation will be exercised, conducted, and controlled by the Board of Directors. The Corporation is accountable to its members for assuring that program administration and corporate operations comply with all relevant laws, policies, guidelines, and regulations. The Board of Directors will assume the following functions, which may be accomplished by the Board, by designated persons, or by committees appointed by the Board:

- manage and administer affairs of the Corporation;
- elect the officers of the Corporation;
- establish ad hoc committees as it may be deemed expedient for carrying out the objectives of the Corporation consistent with these Bylaws and to terminate the authority of any such committee at any time;
- develop and implement general policies and strategic plans governing the effective operation and growth of the corporation;
- monitor and evaluate Corporate and Board performance;
- oversee the financial operation of the Corporation to include the processes of budget review and recommendations for Board adoption, periodic review of expenditures and expenditure/budget variations with recommendations and/or modifications;
- arrange for the raising of public or private funds to support the programs of the Corporation and to control disbursement of these funds;
- receive, acquire, hold, manage, administer, and expend property and funds for educational and charitable purposes including the assistance and support of educational institutions, associations and undertakings;
- hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds of a private person, subject only to the terms of particular trusts and to the general trust that all its properties and funds must be held for educational and charitable purposes;
- sue, be sued, complain and defend corporate name;
- enter into such agreements with any government, philanthropic, or other agency as in its judgment will further and be consistent with the objectives of the Corporation;
- otherwise have and exercise all powers necessary and convenient to effect the purpose of the Corporation not inconsistent with these Bylaws and Federal and State laws, guidelines and regulations;
- authorize the charging of fees for services provided by the Corporation;
- receive and use funds obtained from fees, private donations, grants, contracts, and bequests, and from lawful sources for construction, maintenance and support of the activities of the Corporation;
- choose to engage an executive director or chief executive officer;
- establish, review, and update annually written personnel policies; review and recommend salary schedules; and serve as a grievance committee for all personnel hearings referred to it by the executive director or chief executive officer;
- represent the Corporation.

3.2 STRUCTURE AND MEMBERSHIP

3.2.1 COMPOSITION

The Board shall be comprised of fifteen (15) Directors. Of this number, four (4) shall be members of the Leadership Committee of the AHEC Program Directors Constituency Group (PDCG) and four (4) shall be members of the Leadership Committee of the AHEC Center Directors Constituency Group (CDCG). In addition, the President Elect, the President, and the Past President of the Corporation shall be Directors. Four (4) additional Directors shall be at-large members.

3.2.2 TERM

Directors shall serve a three year term. Directors may be elected to and serve for no more than six consecutive years of service on the Board unless as necessary to fill an elected office. To the fullest extent possible, expiration of Director terms shall be staggered to assure continuity in Board function. Newly elected or re-elected Directors shall assume their duties on October 1 of each year. A Director filling a vacancy for the remainder of a term shall assume his/her duties upon election by the Board.

3.2.3 QUALIFICATIONS

Each Director shall:

- 3.2.3.1 Be a designated representative of an Organizational Member in good standing;
- 3.2.3.2 In the case of the four (4) Directors elected from each Constituency Group, be a member of the respective Constituency Group Leadership Committee;
- 3.2.3.3 Have served as an active member of a standing or ad-hoc committee of the Board for at least one year prior to election to the Board;
- 3.2.3.4 Execute the required Board Member Statement of Understanding upon election to the Board and annually complete the required Board Member Conflict of Interest statement; and
- 3.2.3.5 During his/her term, be an active member of at least one Board committee.

Failure of a Director to meet any qualification shall constitute cause for removal from the Board.

3.2.4 NOMINATION AND ELECTION

- 3.2.4.1 Nomination – Candidates for election as Directors shall be nominated by the Governance Committee using a membership matrix and procedure proposed by the committee and approved by the Board. The procedure shall include consultation with each Constituency Group Leadership Committee in nominating candidates for election from the respective Constituency Group. The procedure shall also include an opportunity for qualified NAO members to offer themselves for nomination for at-large positions. The membership matrix and nomination procedure shall be reviewed by the Governance Committee and Board no less than every other year.

3.2.4.2 Election - The Board shall elect Directors as needed maintain the Board number and composition specified in Section 3.2.1. Election of a Director shall be from a slate of nominees proposed by the Governance Committee and shall require the affirmative vote of the fixed membership of the Board (majority of all seats, including vacancies). Board members shall be notified of the nominees for Director at least 14 days in advance of the meeting at which the election is scheduled to take place.

3.3 REMOVAL FROM OFFICE/BOARD MEMBERSHIP

Any Officer or Board member may be removed for cause by a two-thirds vote of the Board of Directors. Causes for removal include: An act involving moral turpitude, commission of a felony, gross neglect of duty, and any willful failure to act in accordance with significant provision of the Charter or Bylaws of the NAO. Such officer or member whose removal is to be considered shall be given at least ten days written notice of the time and place of the meeting at which his/her case shall be considered and shall be accorded a reasonable time to appear on his/her own behalf before the motion for removal is voted upon. All Board members shall also be given at least ten days prior notice of a motion to remove an officer or member for cause.

3.4 OFFICERS

Officers of the Board shall be elected from the Board and shall be the President of the Board (hereafter referred to as President), Past President, President Elect, Secretary, Treasurer and Parliamentarian.

3.4.1 PRESIDENT

The office of President shall be the principal elected officer of the Corporation, and subject to the provisions and limitations of the Articles of Incorporation and these Bylaws, shall in general supervise and control all of the business and affairs of the NAO. He/She shall, when present, preside at all meetings of the NAO. He/She may sign, contracts or other instruments which the NAO Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the NAO membership or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. He/She shall be the official spokesperson of the NAO; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the NAO membership. Except as otherwise indicated in these Bylaws, the President shall appoint Chairs of all Board committees.

3.4.2 PAST PRESIDENT

After serving one full term the President of the Board shall serve for one year as an officer of the Board with the title Past President.

3.4.3 PRESIDENT ELECT

In the absence of the President or in the event of his/her death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall

perform such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

3.4.4 SECRETARY

The Secretary shall (a) be responsible for the minutes of the NAO meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each NAO member which shall be furnished to the Secretary by such members; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

In addition, the Secretary shall be responsible for certification of the election of officers and notification of the appropriate authority in the state where the organization is incorporated of the new officers, and shall provide authorizations to NAO's management company and banking institution of the individual officers authorized to sign for the NAO.

The Secretary is also responsible for assuring that a current copy of the NAO Bylaws, Committee Charters and Board Policies is available at meetings of the Board.

3.4.5 TREASURER

The Treasurer shall (a) have charge and custody of and be responsible for funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source what so ever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) have responsibility for preparation of annual budget and recommending fiscal policies to the Board; (c) chair the Finance Committee of the Board; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the NAO membership.

3.4.6 PARLIAMENTARIAN

The Parliamentarian shall render interpretation of Robert's Rules of Order, newly revised, the Bylaws of the NAO, and other rules of procedures governing the NAO and the Board of Directors. All decisions of the Parliamentarian are final. The Parliamentarian shall chair a regular review of the Bylaws.

3.4.7 GENERAL QUALIFICATIONS

To qualify for election as an officer of the Board, an individual shall:

3.4.7.1 Be a currently serving Director; and

3.4.7.2 Have served as a Director for a minimum of one (1) year prior to election as an officer.

3.4.7.3 Either or both of the general qualifications may be waived by a vote of two-thirds (2/3) of the fixed membership of the Board (all seats including vacancies).

3.4.8 OFFICER-SPECIFIC QUALIFICATIONS

3.4.8.1 President-Elect – To qualify for election as President-Elect, an individual must have served as a Director for a minimum of two (2) years.

3.4.8.2 Treasurer – To qualify for election as Treasurer, an individual must have served as an active member of the Finance Committee of the Board for a minimum of one (1) year.

3.4.8.3 An officer-specific qualification may be waived by a vote of two-thirds (2/3) of the fixed membership of the Board (all seats including vacancies).

3.4.9 NOMINATION AND ELECTION

3.4.9.1 Nomination – Candidates for election as officers shall be nominated by the Governance Committee following the committee’s assessment of the qualifications and availability of potential candidates. Prior to nominating a candidate for Treasurer, the committee shall seek a recommendation from the Finance Committee and assess the potential candidate’s background and experience relevant to the financial duties of the office.

3.4.9.2 Election of Officers – The Board of Directors shall elect by October 1 of each year a President Elect, Secretary, and Parliamentarian. The Treasurer shall be elected in even year elections. Election is by a majority of the fixed membership of the Board (majority of all seats, including vacancies). Board members shall receive notice of nominees for the officer positions at least 14 days prior to the meeting for the election of officers. Officers shall serve until succeeded by proper election, except that the Board of Directors, by majority vote, may at its discretion fill vacancies that occur because of death, resignation, or termination of any members. Such appointment shall constitute authorized membership as an officer to fill the unexpired term of the member vacating that seat.

3.4.10 Term of Office – The term of office for each position is one year, except Treasurer, who shall serve a two year term. No officer shall serve more than two elected terms of office in succession for the same position, except that the President shall serve only one year as President. The outgoing President cannot serve as the succeeding President Elect. Officers assume their duties on October 1 of each year.

ARTICLE 4

Executive Director/Chief Executive Officer

4.1 If the Board engages an Executive Director or Chief Executive Officer:

4.1.1 The individual will serve at the discretion of the Board;

4.1.2 The Board will establish and periodically review a written job description for the position;

- 4.1.3 The principal duties of the position will be to (a) carry out the objectives of the Corporation within the policies and general directives established by the Board, (b) recommend policies and procedures to the Board, (c) perform related supervisory duties as may be directed by the Board and (d) serve as ex officio (non-voting) member of the Board; and
- 4.1.4 The Board will annually review the individual's job performance.

ARTICLE 5
Constituency Groups

5.1 CONSTITUENCY GROUPS

Groups of AHEC program directors (PD) and AHEC center directors (CD) from Organizational Members of NAO are the Constituency Groups (CGs). Each Constituency Group shall elect a Constituency Group Leadership Committee to represent the constituency.

ARTICLE 6
Meetings

6.1 BOARD MEETINGS

The Board shall meet no less often than quarterly. A quorum shall be a majority (one more than half) of the entire membership of the Board of Directors (not counting vacancies) present either in person or by conference phone or similar communications technology by means of which all persons participating in the meeting can simultaneously hear each other. As provided in the Articles of Incorporation, Board members may vote by proxy presented to the President prior to a meeting. Board members voting by proxy shall not be counted for purposes of determining a quorum.

6.2 MEMBERSHIP MEETINGS

There shall be an Annual Meeting of the members of the NAO on a date and at such place as determined by the Board. Members shall be notified no less than sixty (60) days before the date of the Annual Meeting. One-fourth of the membership in good standing will constitute a quorum for the purpose of conducting business.

6.3 SPECIAL MEETINGS

Special meetings of the Board and/or membership may be called by the President with written notice or upon the written request of at least 5 board members. Such notice shall be made at least 72 hours prior to that meeting. Such meetings shall not address amendments to the Bylaws or Articles of Incorporation unless at least thirty (30) days written notice is given.

6.4 CLOSED MEETINGS

By a majority vote, the Board of Directors may close any meeting to nonmembers.

6.5 PARLIAMENTARY PROCEDURES

Meetings will be conducted according to Robert's Rules of Order.

ARTICLE 7 Committees

7.1 STANDING COMMITTEES

There shall be standing committees of the NAO Board to be named Governance, Membership, Development, Public Policy, Education, Communications, Executive, Research and Evaluation, Conference Planning, Finance and Diversity committees.

7.1.1 Governance Committee

7.1.1.1 The Governance Committee fosters the board's effectiveness and ensures that the board fulfills its legal, ethical and functional responsibilities. The committee shall (a) recommend to the Board policies and processes designed to provide for effective and efficient governance; (b) as guided by the approved membership matrix, recruit and nominate suitable board members and officers; (c) assist the Board in enhancing board performance; (d) lead the board in periodic review of Board, Director and committee performance; and (e) establish annual goals for the committee specifying its principal work focus areas for the year.

7.1.1.2 The committee shall consist of five members appointed by the President and be composed of one (1) member from each category of Directors (Center Directors CG, Program Directors CG, Officers, and At-Large) plus one additional Director.

7.1.1.3 On the date that the Governance Committee is first created, the President shall appoint three (3) members to two (2) year terms and two (2) members to one (1) year terms. Thereafter, new appointments of committee members shall be for two (2) years, except that the term of the member appointed as an Officer shall not continue past the end of his/her term as an Officer.

7.1.2 Membership Committee - The Membership Committee shall make recommendations to the Board concerning all decisions with respect to membership categories, applications for membership and dues and report upon the status of members in good standing. A second function of the Committee shall be to expand membership through recruitment efforts.

7.1.3 Development Committee – The Development Committee shall consider, and make recommendations to the Board regarding, potential new initiatives for NAO. The committee shall also develop, periodically revise, and recommend to the Board an NAO fund development plan.

7.1.4 Public Policy Committee - The Public Policy Committee shall have responsibility for legislative and national AHEC program policy issues. It shall make recommendations to the Board on legislation and national AHEC program policy issues.

- 7.1.5 Education Committee - The Education Committee shall provide guidance and recommendations to the Board regarding the need for and content of educational programs for NAO and its members. The committee shall also lead the planning and development of educational content in programs approved by the Board.
- 7.1.6 Executive Committee - The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer, and Past President. The President shall chair the Executive Committee. It shall act for the Board between meetings of the Board, but cannot modify any action taken by the Board. All actions of the Executive Committee are subject to review by the Board at its next meeting. Three of the five officers shall constitute a quorum for the transaction of business. For this committee, a majority is specified to be a majority of the entire fixed membership of the committee, or at least three votes, regardless of the number of members currently in attendance.
- 7.1.7 Communications Committee - The Communications Committee shall have responsibility for assessing the effectiveness NAO's internal and external communications strategies and making recommendations to the Board for increasing the effectiveness of NAO's internal and external communications. The committee shall also lead development of an NAO Annual Report.
- 7.1.8 Committee on Research and Evaluation (CORE) – The CORE shall consider and make recommendations to the Board regarding appropriate measures and methods for evaluating the outcomes of the national AHEC network. It shall also collect data from NAO members to demonstrate and evaluate such outcomes. The CORE shall recommend and assist in the planning and development of educational programs to build the capacity of NAO and its members to evaluate AHEC program effectiveness.
- 7.1.9 Conference Planning Committee – The Conference Planning Committee shall lead conference planning for biennial national workshops, including planning theme, content, tracks and solicitation, review and selection of abstracts/proposals for presentation. The Committee shall also assist in planning and development of other NAO conferences as requested by the Board.
- 7.1.10 Finance Committee – The Finance Committee is responsible for recommending the annual budget and financial policies for the Corporation. The Committee shall have principal responsibility for oversight of and advising the Board with respect to NAO's financial matters, including investments, audit and annual financial reporting. The Committee reviews the organization's financial performance against the annual budget and its goals and makes recommendations to the Board as needed. The committee is chaired by the Treasurer.
- 7.1.11 Diversity Committee – The Diversity Committee shall identify, research and make recommendations to the Board on issues related to promoting and maintaining diversity in all of its forms in NAO leadership, membership, structure, programs, communications and policies.

7.2 STANDING COMMITTEE MEMBERSHIP

Unless otherwise specified in these bylaws, each standing committee shall have a minimum of four members, chosen by the committee chairs subject to the approval of the President. In approving committee members, the President shall consider the representation of the constituencies within NAO on each committee. A majority of the members of each committee shall be staff or board members of NAO Organizational members, Individual Members, or Student Members in good standing. Each committee shall have at least one member who is a Director and serves as liaison to the Board, assuring that the committee provides a report to each meeting of the Board.

7.3 STANDING COMMITTEE CHAIRS

7.3.1 Appointment - Unless otherwise specified in these bylaws, the President shall appoint a chair or co-chairs for each standing committee of the Board.

7.3.2 Qualifications – Committee chairs must be staff or board members of NAO Organizational members or Individual Members in good standing. Committee chairs may or may not be Directors but a committee chair does not become a Director by reason of his/her chairpersonship. Committee chairs who are not Directors are invited to participate in NAO Board meetings but do not vote.

7.3.3 Responsibilities - Committee Chairs are responsible for:

7.3.3.1 Leading the committee in fulfilling its responsibilities as described in these bylaws and the committee charge, if any;

7.3.3.2 Keeping the Board regularly informed of the work done by the committee and recommendations from the committee to the Board; and

7.3.3.3 Presenting annually a list of committee members to the President for review and approval.

7.4 AD HOC COMMITTEES

The President shall appoint Ad Hoc committees as required. The Board shall approve a written charge or charter for any ad hoc committees, which shall include an expiration date or review date for the committee.

7.5 JOURNAL OF THE NATIONAL AHEC ORGANIZATION EDITORIAL BOARD

The Journal of the National AHEC Organization Editorial Board shall oversee publication of the Journal of the National AHEC Organization, on behalf of the National AHEC Organization. The Editorial Board will determine the theme of each issue, solicit articles, compose, and produce the Journal. It will conduct these functions in compliance with a Business Plan approved by the NAO Board. The Business Plan shall be reviewed periodically by the Editorial and NAO Boards at intervals determined by the NAO Board. The Editorial Board shall consist of at least ten and not more than fifteen members. New members shall be elected by the Editorial Board, and shall serve a four year term renewable for up to two additional terms. The Chair of the Editorial Board will be elected by current Editorial Board members, subject to confirmation by the NAO Board. The President and Constituency Group Chairs of the NAO serve as ex-officio members of the Editorial Board.

ARTICLE 8

Dues

8.1 The NAO shall have a differential dues structure, which is directly related to category of membership. Annual dues are established for the fiscal year upon recommendation of the membership committee and a majority vote of approval by the Board of Directors. The Board shall have the authority to make special assessments as necessary to meet unanticipated expenses consistent with the stated purpose and goals of NAO.

ARTICLE 9

Fiscal Policy

9.1 The fiscal year of the corporation shall normally be a twelve-month year, ending September 30 each year.

9.2 All moneys received by or in the name of the Corporation shall be deposited in a bank account as authorized by the Executive Committee. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such authorized agents, and in such manner as shall from time to time be determined by resolution of the Board.

9.3 Bonding shall be required of the President, Treasurer, President Elect, and any employee who expends or receives funds.

9.4 An annual financial statement shall be presented to the NAO membership at the Annual Meeting.

ARTICLE 10

Amendments

10.1 ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended and altered or rescinded by either written consent of two thirds of the Corporation's voting members or the vote of two thirds of those members who are present and voting at any regular or special meeting called upon thirty (30) days written notice of the intent to so amend the Articles to the members at the address of record. Full text of the proposed amendment or change in the Articles will be mailed to each voting member not less than 30 days prior to the meeting at which the proposed amendment(s) or change is to be presented.

10.2 BYLAWS

These Bylaws shall be reviewed regularly by a committee comprised of the Parliamentarian and three NAO organizational members. The committee shall submit recommendations to the NAO Board for presentation to the membership. Such bylaws may be amended by either written consent of two thirds of the corporation's voting members or the vote of two thirds of those members who are present and voting at any annual or special meeting. Written notice of the intent to change the Bylaws and full text of the proposed amendment or change shall be sent to members thirty (30) days in advance of the meeting at which the proposed amendment(s) or change is to be presented.

10.3 In the event of any conflict between the Articles of Incorporation and Bylaws, the Articles of Incorporation shall prevail.

ARTICLE 11
Conflict of Interest

11.1 All officers, directors, and members will diligently avoid any conflict between their own individual professional, or business interests, and the interests of the Corporation. A potential conflict of interest exists whenever a Director is associated in any manner with a business firm, university, organization, facility or other entity which either directly or indirectly has entered into a contract with NAO, or whenever such firm may be a possible recipient of NAO favors or expenditures for services or materials. Directors must disclose all relevant business and personal affiliations to NAO. No Director may vote on a matter in which that Director's involvement may constitute a conflict of interest as described above or under any applicable federal or state statute. Should a conflict arise, the individual in conflict will acknowledge that conflict so that it may be noted in the minutes, refrain from voting on the particular transaction, and refrain from attempting to exert any undue influence to affect a decision. Failure to do so will, at the least, result in automatic membership removal. Board members will not receive any compensation for their services as a Director of the Corporation. Reimbursement is authorized, when consistent with Board policy, of a Director's reasonable expenses associated with attending the meetings and serving as a Director.

No paid employee of NAO or relative in the first degree by blood or marriage of a NAO employee will serve on the Board of Directors. Officers and Directors shall exercise their powers in good faith and with a view to the interests of the Corporation.

ARTICLE 12
Indemnification

12.1 Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being members. The Board of Directors may authorize the payment of expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former Board Member, Officer, or employee of NAO in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the member, officer, or employee, or by the corporation, or by both, whether or not the corporation is joined as a party defendant, provided, the Board determines in its sole discretion that such member, officer, or employee, was acting in good faith or what he/she reasonably believed to be, the scope of his/her employment or authority, and for a purpose which was, or which he/she reasonably believed to be, in the best interest of the corporation.

12.2 Payments authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and cost of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

Effective Date – The bylaws amendments adopted at the NAO Conference, July 8, 2014, shall be effective on October 1, 2014.