

Articles of Incorporation

OF THE NATIONAL ASSOCIATION FOR COLLEGE ADMISSION COUNSELING

As amended September 1995; effective January 1, 1996

- I. The name of the corporation is “National Association for College Admission Counseling.” Its original name was “Association of College Admissions Counselors.”
- II. The period of the duration of the corporation is perpetual.
- III. The purposes for which the corporation is organized are exclusively educational and charitable and no other. The National Association for College Admission Counseling (NACAC), founded in 1937, is an organization of professionals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. NACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

The purpose or mission of the association is to support and advance the work of counselors as they help students realize their full educational potential with particular emphasis on the transition from secondary schools to colleges and universities and with attention to access and equity for all students.

In accordance with this mission, NACAC works to advance the status of the association and its members in order to gain wider recognition of NACAC’s professional positions on behalf of all students and of practitioners who counsel students about their transition from school to college.

To accomplish this mission, NACAC:

- advocates for the rights of students in the college admission process;
- develops, promotes and monitors the standards of professional behavior as set forth in the Statement of Principles of Good Practice;
- encourages the increased participation of underrepresented and underserved populations in postsecondary education and in the profession;
- furthers the professional development of all school and college admission counselors;

- provides, through research and development, resources and services to aid counselors in their work;
- represents the interests of the profession to students and their families, to allied professionals, to the media, to the government, and to the general public; and
- collaborates with the state and regional affiliate associations in achieving the goals of this mission statement.

- IV. The classes into which members are divided, the designation of each class, and a statement of the preferences, voting rights, if any, limitations, and relative rights in respect of the members of each class are as follows:

There shall be two classes of membership in the corporation—voting membership and associate membership. Each voting member shall have one vote on every matter which shall require action by the full membership. Associate members shall not have voting power. Additional classes of members may be established by the Bylaws. The qualifications and the manner of selection of the members of each class shall be as provided in the Bylaws of the corporation.

- V. The Bylaws of the corporation may be amended only as provided therein.
- VI. There shall be no shareholders of the corporation. No part of its net earnings shall inure to the benefit of any member, officer, or director of the corporation. No substantial part of its activities shall be carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- VII. The Executive Board and members of the corporation, in accordance with applicable law, have the exclusive authority to dissolve this corporation. Such dissolution shall require the approval of a two-thirds majority of the Executive Board and of the members, present and voting, provided that notice of such proposed dissolution has been sent to each member at least six months prior to the vote.

In the event of dissolution of the corporation, its assets not required for the payment of its liabilities and obligations, and not held upon condition requiring specific transfer or conveyance upon dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to one or more of those of this corporation and which at the time of transfer or conveyance would qualify for exemption from taxation under the provisions of section 501(a) of the Internal Revenue Code of 1954 as an organization described in section 501(c) (3) of the Internal Revenue Code of 1954, as those sections now exist or may hereafter be amended,

or under the corresponding provisions of any subsequent federal income tax laws.

VIII. The private property of the members of this corporation shall be exempt from corporate debts. This article shall not be subject to amendment.

IX. These restated articles of incorporation (1) correctly set forth the provisions of the articles of incorporation of the corporation as heretofore and hereby amended, (2) have been duly adopted as required by law, and (3) supersede the original articles of incorporation of the corporation and all amendments thereto.

Bylaws

OF THE NATIONAL ASSOCIATION FOR COLLEGE ADMISSION COUNSELING

Revised September 2002; effective October 1, 2002.

ARTICLE I

Membership

1. Voting membership in the National Association for College Admission Counseling ("NACAC") shall be extended to the following:
 - a. To two- and four-year colleges, universities, and other postsecondary educational institutions which are not-for-profit, which are: (1) accredited by an educational accrediting agency or by a professional accrediting agency, provided that such agency, (a) if located in the United States, is listed in the latest edition of the "Higher Education Directory" published by Higher Education Publications, Inc., or any successor listing approved by the Executive Board, or (b) if located outside the United States, has been approved by the Executive Board, and which are in agreement with the purposes of NACAC. A member postsecondary institution shall be represented by a person charged with the responsibility for admitting its students. Each college, university, or other postsecondary educational institution separately listed in the latest edition of the "Higher Education Directory" or any successor listing, shall be required to hold separate membership.

- b. To individual primary and secondary schools that are: (1) accredited by an educational accrediting agency, provided that such agency, (a) if located in the United States, is listed in the latest edition of the "Higher Education Directory" published by Higher Education Publications, Inc., or any successor listing approved by the Executive Board, or (b) if located outside the United States has been approved by the Executive Board, and (2) are in agreement with the purposes of NACAC. A member school shall be represented by a person charged with the responsibility for guiding students in planning for postsecondary education.
- c. To organizations and agencies that are not-for-profit and whose primary activities consist of providing postsecondary counseling, admission, and financial aid services to the college admission counseling or financial aid profession and are in agreement with the purposes of NACAC. Such a member shall be represented by an officer charged with the responsibility of performing services relating to the delivery of services to the counseling professional.
- d. To not-for-profit primary and secondary school districts and college and university systems that are in agreement with the purposes of NACAC. Member districts and systems shall be represented by a designated person charged with the responsibility for services relating to the counseling

- or admission of students for postsecondary education.
- e. To individuals whose professional activities in the area of counseling, admission or financial aid services are at NACAC member organizations, agencies and institutions, school districts, or college or university systems.
 - f. To individuals whose professional activities are in the area of counseling, admission or financial aid services employed by not-for-profit organizations that provide education opportunities for students and are in agreement with the purposes of NACAC.
 - g. To individuals who were actively engaged in providing counseling, admission or financial aid services as a NACAC member for an aggregate of at least 10 years and who are deemed retired under the retirement program of the last such institution employing such individual or that such individual is not otherwise employed on a full-time basis in the profession.
 - h. To independent educational consultants or counselors who are self-employed or employed by a company providing to students and/or their parents counseling, admission or financial aid services, whose professional objectives are consistent with the purposes of NACAC and who meet the professional criteria which shall be established by the Executive Board.
2. Associate nonvoting membership may be extended, upon satisfaction of such criteria as may be established by the Executive Board:
 - a. To for-profit organizations and agencies whose primary activities consist of providing postsecondary counseling, admission, and financial aid services to the college admission counseling or financial aid profession and are in agreement with the purposes of NACAC. Such a member shall be represented by an officer charged with the responsibility of performing services relating to the delivery of services to the counseling professional.
 - b. To individuals who are not voting members of NACAC and are employed, or have been employed within the past year, by institutions that are eligible for membership under Sections 1a, 1b, 1c, or 2a of this Article.
 - c. To students seeking careers in counseling, admission, or financial aid services.

3. Provisional associate nonvoting membership may be extended, upon satisfaction of criteria established by the Executive Board:
 - a. To newly established two- and four-year colleges, universities, or primary and secondary schools that have not attained accreditation and are degree granting or award a diploma, and are in agreement with the purposes of NACAC. A member institution shall be represented by a person charged with the responsibility for admitting its students or for guiding students in planning for postsecondary education.
 - b. To individuals whose professional activities in the area of counseling, admission or financial aid services are at NACAC provisional associate nonvoting member colleges, universities, primary or secondary schools.

ARTICLE II

Responsibilities of the Membership

1. The members shall act in accordance with the Statement of Principles of Good Practice for Members of NACAC. While members are encouraged to identify themselves and their institutions as NACAC members and subscribers to the Statement of Principles of Good Practice, such identification shall not be used in a manner that suggests or implies endorsement by NACAC.
2. Only voting NACAC members in good standing on the sixtieth day prior to the day of any General Membership Meeting shall be entitled to vote on matters presented to the membership for action at such General Membership Meeting. Each member, so entitled to vote, shall have one vote on each matter presented for consideration. Each member, so entitled to vote, may vote in person or may vote by proxy properly executed by the member. No proxy shall be valid after eleven months from the date of its execution.

ARTICLE III

Approval, Recognition and Termination of Membership

1. Membership in the National Association for College Admission Counseling is a privilege made available to eligible institutions, organiz-

ations, agencies and individuals as defined in the association's Bylaws and in criteria established by the Executive Board.

2. The Executive Board approves membership for qualifying institutions, organizations, agencies or individuals that meet the stated criteria, and file a completed application with payment of full dues. Approved members are listed on the NACAC membership roster and notice of their approval is distributed to the membership.
3. Membership in NACAC may be terminated by a letter of resignation to the president or by action of the Executive Board for failure to comply with the provisions of the Bylaws or the Statement of Principles of Good Practice. Membership shall terminate automatically if the conditions of eligibility cease to exist or on a finding that the member was ineligible at the time the member was approved.

ARTICLE IV

Dues

The annual dues of NACAC shall be established by the Assembly. Dues may vary between voting and nonvoting members and between and within the different categories of members designated in Article I of these Bylaws.

ARTICLE V

State and Regional Associations

1. There shall be state and regional associations of NACAC that have organized themselves in compliance with guidelines established by the Bylaws. No more than one association shall be chartered for affiliation in any state.
2. The governing documents of each state and regional association chartered for affiliation shall be consistent with NACAC's governing documents as described in the policies established by the Assembly.
3. A state or regional association may be granted a charter of affiliation upon application to the NACAC Executive Board when there are twenty or more NACAC voting members, ten of which must be institutional, and when two-thirds of the NACAC voting members in the proposed state or region are in agreement. The name of any state or regional affiliate chartered

on or after October 1, 1995, shall be consistent with the national association. The president of each chartered affiliate shall be a NACAC voting member.

4. NACAC voting members within a single state may form a state association in order to be granted a charter of affiliation in accordance with the above provisions.
5. NACAC voting members in any state may form a regional association with NACAC voting members in one or more contiguous states in order to be granted a charter of affiliation.
6. NACAC voting members located outside the United States and in other countries may form one or more associations in order to be granted a charter of affiliation in accordance with the above provisions.
7. Any changes to the nature of the relationships with the state and regional associations, such as:
 - a. name;
 - b. geographic composition;
 - c. maintenance of membership numbers; or
 - d. dissolution of charter; shall be made only upon approval of the NACAC Executive Board.
8. There shall be a Council of the NACAC chartered affiliated state and regional associations' presidents and presidents-elect, chaired by a state or regional president. Annually, the Council will elect a coordinator-elect. The positions of coordinator-elect and coordinator will represent the interests of all state and regional associations, will manage Council affairs, will preside over meetings of the Council and will serve in an advisory capacity to the NACAC Executive Board. In the event either coordinator cannot complete his or her term, the Council shall elect a new coordinator.
9. State or regional associations granted charters of affiliation with NACAC shall comply with any requests to file written reports in the form pre-scribed by the Executive Board with the Executive Director on dates established by the Executive Board.
10. The NACAC Executive Board is empowered to grant or dissolve state and regional charters. If NACAC membership drops below the original 20-member requirement, the affiliate will be placed on a two-year probation to bring membership up to the required number. The NACAC Executive Board will assist and review as required.

11. A voting NACAC member is entitled to hold only one voting NACAC membership and that shall be in the state or regional association where the institution that employs him or her is located or in the state or regional association where the voting member performs the majority of his or her professional duties.

ARTICLE VI

The Assembly

1. The Assembly is responsible for electing the officers of NACAC, approving the dues, the annual budget and the reports of the committees of the association. The Assembly shall communicate about association activities throughout the year, provide opportunities for delegates to discuss issues openly and provide training and involvement of the delegates at the state and regional levels.
2. The Assembly shall consist of delegates or their alternates, duly elected or appointed by NACAC voting members within each chartered state or regional association. In addition, the president of each chartered state or regional association shall serve as a delegate to the Assembly. To be eligible for election as a delegate, or election or appointment as an alternate delegate, a candidate must be a NACAC voting member. Only one person employed by any member organization, agency, or institution shall serve as an elected or appointed delegate in the same Assembly. Each elected delegate shall serve a term of three years, and shall take office on July 15 of the year in which elected. Each president of a chartered state or regional association shall serve so long as he/she holds such office. Elected delegates shall serve no more than two consecutive terms.
3. Each chartered state or regional association may elect delegates and elect or appoint alternates to the Assembly provided that such election of delegates and election or appointment of alternates for elected delegates be on the following basis:
 - a. Each state or regional association that has within its boundaries at least twenty NACAC voting members may elect two delegates to represent it in the Assembly in addition to its president.
 - b. Each state or regional association that has within its boundaries at least one hundred NACAC voting members may elect four delegates to represent it in the Assembly in addition to its president.
 - c. Each state or regional association may elect one additional delegate for each additional fifty NACAC voting members within its boundaries.
 - d. Whenever possible, one-half of the delegates elected by each state or regional association shall be employed by voting member secondary institutions and voting member organizations, agencies, and institutions which provide postsecondary counseling, admission, and financial aid services, and one-half of the delegates elected by each state or regional association shall be employed by voting member postsecondary educational institutions. And also, whenever possible, each state or regional association should make every effort to include historically underrepresented members who are eligible for candidacy as provided in Section 1 of this Article.
 - e. Sufficient numbers of qualified alternates for elected delegates shall be elected or appointed by each state or regional association to fill vacancies in the Assembly so that state or regional association representation can be maintained.
 - f. Any delegate elected an officer of NACAC shall serve on the Executive Board and shall cease to be a delegate to the Assembly representing a state or regional association. The appropriate state or regional association shall then designate one of its alternates or elected delegates to fill the unexpired term of such officer.
4. Each member of the Assembly shall be entitled to vote on all matters presented to the Assembly for its consideration.
5. In case of an unexpected or uncontrollable event, the president with the approval of a majority of the voting members of the Executive Board may cancel or postpone the Assembly until such time as the delegates may convene without adversity. The Executive Board may provide for alternative voting procedures to elect officers and conduct other association business through proxy voting by the elected Assembly delegates.

ARTICLE VII

Executive Board and Officers

1. The Executive Board of NACAC shall have as its primary purpose to provide general direction and policies for NACAC. The Executive Board shall, except as otherwise provided herein, have the authority to direct the affairs of NACAC. Each member of the Executive Board shall:
 - a. Participate in the administration of the corporation, planning the association programs, evaluating the association's effectiveness, budgeting and exercising financial stewardship on all matters.
 - b. Assist the president and perform such other duties as they pertain to his/her office.
 - c. Advocate for the profession, for the members and for public policy at the state and federal levels.
 - d. Address multicultural concerns and infuse diversity and access into the goals, programs and policies of NACAC.
 - e. Work with the state and regional associations to implement professional development opportunities for use by their committee leadership.
 - f. Support fund raising and development strategies with appropriate organizations.
 - g. Maintain communications with and participate in the retention and evaluation of the executive director.
 - h. Maintain working relationships with the committees.
2. The Executive Board shall consist of the following officers of NACAC:
 - a. president
 - b. president-elect
 - c. past president
 - d. vice president for finance
 - e. vice president for admission, counseling and enrollment practices
 - f. vice president for diversity, equity and access
 - g. vice president for professional development
3. Except as otherwise provided in Section 4 of this Article, the officers of NACAC shall be elected by the Assembly from:
 - a. Members who are currently elected delegates and members who have been delegates to the Assembly within the immediately preceding five years;
 - b. Members who have been past presidents of chartered state or regional associations within the immediately preceding five years, who are NACAC voting members; or
 - c. Current members and persons who have been members within the immediately preceding five years of NACAC committees or of parallel committees of chartered state and regional associations and who are NACAC voting members. No member shall hold elected national and state or regional office simultaneously.
4. The president-elect shall be elected annually and shall succeed in sequence annually to the office of president and past president upon the annual completion of the term.
5. The term of office for the vice presidents shall be three years.
6. Members of the Executive Board shall be entitled to full membership privileges in the Assembly and membership meetings.
7. An unexpired term of the president of NACAC shall be completed by the president-elect who shall subsequently serve the normal term as president.
8. An unexpired term of the president-elect shall be filled from persons eligible therefore under Section 3 of this Article by an appointment of the president, in consultation with the NACAC Governance and Nominating Committee, subject to the approval of the Executive Board. The appointee shall serve only until the next meeting of the Assembly when both the president and president-elect shall be elected.
9. If a vacancy occurs in the office of the past president, it shall be filled by the immediate active past president.
10. The balance of an unexpired term of office of any officer of NACAC, other than the president, president-elect, shall be filled from the persons eligible therefore under Section 3 of this Article. The unexpired term of office shall be filled by appointment by the president, in consultation with the Governance and Nominating Committee, subject to the approval of the Executive Board.

11. Each member of the Executive Board shall be entitled to vote on all matters presented to the Executive Board for its consideration.
12. Any officer may be removed from office at any time upon the affirmative vote of two-thirds of the voting members of the Executive Board.

ARTICLE VIII

Powers and Responsibilities of Officers

1. The president of NACAC shall:
 - a. Conduct the business of the association in a professional manner, focusing on the development of and adherence to association policy.
 - b. Call and preside at all meetings of the association and Executive Board.
 - c. Serve, along with the executive director, as the official spokesperson for the association.
 - d. Advise the executive director on the development of agendas for all business meetings of the association.
 - e. Appoint the members of the ad hoc committees and replace any vacancies that occur in the committees of the association during his/her term, subject to the approval of the Executive Board.
 - f. Serve as an ex officio member of all the association's committees except the Governance and Nominating Committee.
2. The president-elect of NACAC shall:
 - a. Appoint the members and chairpersons of the association's committees in consultation with the president and past president, subject to the approval of the Executive Board.
 - b. Review and report to the NACAC voting members the minutes of the Executive Board, Assembly and General Membership Meeting at each of their regular meetings.
 - c. In the absence or disability of the president, he/she shall have all the powers and shall perform all the duties of the president without prejudice to his/her term of office as president-elect.
3. The past president of NACAC shall:
 - a. Call and preside at the Governance and Nominating Committee meetings.
 - b. Serve ex officio to any assigned committees.
4. The vice president for finance of NACAC is responsible for reviewing and assessing the fiscal status of the association. He/she shall:
 - a. Report the annual budget and financial condition of the association to the Executive

- Board, the Assembly and the membership.
 - b. Ensure the annual audit of the association's financial records and report the results to all members.
 - c. Review and report on the association's investment strategies, revenue generation and endowment.
5. The vice president for admission, counseling and enrollment practices of NACAC, in consultation with the Executive Board, shall:
 - a. Represent the association in discussions and presentations of admission practices, ethical concerns and professional challenges faced by members.
 - b. Review annually new trends and procedures in counseling, college admission and enrollment practices.
 6. The vice president for diversity, equity and access of NACAC shall:
 - a. Oversee the development and implementation of policy and recommendations that guide the expansion of equal access for all students to postsecondary educational opportunities.
 - b. Work with the Executive Board, members and related organizations to address multicultural concerns and to infuse diversity and access into the goals, programs and policies of NACAC.
 7. The vice president for professional development of NACAC shall:
 - a. Oversee the development, implementation and evaluation of the professional development programs for all members.
 - b. Work with all members of the Executive Board, and others as required, to develop programs, training models and forums for professional issues and trends.

ARTICLE IX

Committees

1. There shall be the following committees of the association. Each committee shall be chaired by a NACAC voting member who is responsible for the oversight and administration of the committee's stated responsibilities:
 - a. Admission Practices Committee
 - b. Committee on Current Trends and Future Issues
 - c. Editorial Board
 - d. Fiscal Oversight Committee
 - e. Fund Development Board
 - f. Governance and Nominating Committee
 - g. Government Relations Committee

- h. Human Relations Committee
 - i. Marketing and Technology Committee
 - j. Membership Committee
 - k. National College Fair Committee
 - l. Professional Development Committee
2. The duties of the committees:
- a. The Admission Practices Committee shall educate admission and counseling professionals and their institutions regarding ethical college admission standards adopted and promoted by NACAC and shall assist them in fully integrating similar policies and procedures into their practices; shall annually review, formulate and recommend changes to the Statement of Principles of Good Practice of NACAC, the Statement of Principles of Good Practice: Education, Monitoring Procedures, and Penalties, and related policies; shall monitor compliance with the Statement of Principles of Good Practice; and shall promote the adoption of similar ethical admission standards by nonmembers within the profession and promote awareness of these practices among all affected publics.
 - b. The Committee on Current Trends and Future Issues shall review annually trends in counseling, college admission and enrollment management. The committee shall make recommendations for programs and services that educate and inform members and other publics about professional issues and trends.
 - c. The Editorial Board shall provide guidance in the content development of major association publications in print and electronic media.
 - d. The Fiscal Oversight Committee shall advise the Executive Board on budgetary policy and issues, on revenue-generation, and on membership dues and fees. This committee shall approve the proposed budget and monitor investment strategies.
 - e. The Fund Development Board shall organize and implement fund raising activities by working with foundation, corporate and individual donors to support and advance the work of counseling professionals. This committee shall develop and disseminate gift and solicitation guidelines for special projects and other initiatives undertaken by NACAC.
 - f. The Governance and Nominating Committee shall review governing documents, related policies and recommend amendments. The committee shall review eligibility for Assembly delegates, appoint the chief teller, assistant chief teller, and tellers. The committee makes recommendations to

- the Executive Board for membership criteria and investigates membership eligibility questions. The committee works with the state/regional associations to bring their governing documents into compliance with NACAC's within two years of any changes. This committee also shall nominate a slate of one or more nominees for each Executive Board office.
 - g. The Government Relations Committee shall communicate information regarding school and college admission counseling to federal and state legislative bodies. The committee shall develop a state/regional advocacy network to educate members and all publics on postsecondary education issues and priorities.
 - h. The Human Relations Committee shall develop and recommend goals that promote sensitivity to human differences and guide the expansion of equal access for all students to postsecondary educational opportunities. The committee shall plan and recommend strategies for implementing a multicultural agenda for the association and recommend advocacy and monitoring efforts for federal and state legislation affecting the association's goals of equity and access.
 - i. The Marketing and Technology Committee shall provide guidance and support in integrating technology in the marketing of the association and in identifying emerging technologies in support of the association's goals.
 - j. The Membership Committee shall develop and evaluate membership retention and recruitment plans.
 - k. The National College Fair Committee shall make recommendations for programs, review guidelines and operations issues for the overall college fair programs.
 - l. The Professional Development Committee shall develop, implement and evaluate the professional program content for the national conference and for state and regional leadership working in concert with the representative committees and staff. The committee shall develop programs, training models, and forums for professional issues and trends.
3. The Executive Board may assign other duties to any of the committees. The authority granted committees by these Bylaws and the Executive Board shall not be exercised in a manner which is inconsistent with Executive Board actions previously taken.

4. Each committee of the association shall consist of seven NACAC voting members including the chairperson. The Governance and Nominating Committee shall include the past president, the immediate active past president of NACAC and five current or former Assembly delegates.
5. Each committee chair shall present an annual written report to the president in the form prescribed by the Executive Board. These reports shall be distributed to all members.
6. Any member of a committee may be removed from service at any time, upon the affirmative vote of two-thirds of the voting members of the Executive Board.

ARTICLE X

Election and Continued Eligibility of Officers and Delegates to the Assembly

1. Delegates to the Assembly shall be elected or appointed in each case not later than July 15 of the year in which they may be seated in the Assembly.
2. The officers of NACAC shall:
 - a. Be elected at the annual meeting of the Assembly held at the National Conference of NACAC.
 - b. Be elected as follows:
 - (1) The election shall be conducted by the president.
 - (2) The election shall be by ballot.
 - (3) The Governance and Nominating Committee shall present to the Assembly a slate of a candidate or candidates for each office to be filled. Further nominations may be made in accordance with Section 6 below.
 - (4) A candidate receiving a majority of the ballots cast for the office for which he or she is a candidate shall be elected.
 - (5) In the absence of a majority, the candidate receiving the lowest number of votes shall be withdrawn and additional ballots taken until a majority is reached.
 - c. Take office at the close of the General Membership Meeting in the year of elections.
3. In order to remain as delegates of the Assembly and/or officers of NACAC, incumbents must continue to qualify as NACAC voting mem-

bers. Each officer or delegate shall continue to be qualified for up to 60 days following a change in his/her employment.

4. The executive director of NACAC, as of June 1, shall:
 - a. Prepare an official count of voting NACAC members in each chartered state and regional association to determine the number of delegates to which each state or regional association is entitled at the next meeting of the Assembly.
 - b. Provide written notice to each chartered state or regional association of its authorized number of delegates within ten days of the official count.
5. The executive director of NACAC, at least two weeks prior to the annual meeting, shall prepare and distribute to Assembly delegates a list of nominees for Executive Board.
6. Additional nominations may be made when they are:
 - a. Written and signed by at least five voting members.
 - b. Accompanied by biographical material, in the form prescribed by the Governance and Nominating Committee.
 - c. Submitted to the Governance and Nominating Committee chairperson 24 hours prior to the annual meeting of the Assembly.
7. The executive director of NACAC shall:
 - a. Prepare and distribute biographical data of nominees at the beginning of the annual meeting of the Assembly.
 - b. Prepare and distribute ballots listing all nominees for office to all voting delegates attending the annual meeting Assembly.
 - c. Supervise the tabulation of the ballots.
 - d. Report the results of the election to the president.

ARTICLE XI

Calling of Meetings

1. The president of NACAC shall annually call the membership and delegates to the national conference, to the annual meetings of the Assembly and General Membership meetings held at the national conference. Such notification shall be sent at least two months prior to the commencement of the conference.

2. The president also shall call the membership into a special General Membership Meeting upon the majority vote of the Assembly or majority vote of the membership.
3. The president shall call a special meeting of the Assembly upon a two-thirds approval of the voting members of the Executive Board or a three-fourths vote of the Assembly.
4. The president shall call the Executive Board for regular meetings at least three times each year and shall call a special meeting of the Executive Board at any time on the request of a majority of the members of the Executive Board.
5. Written notice of every General Membership Meeting and Assembly shall be mailed to each member entitled to vote at such meeting at least one month before the meeting. Written notice of every regular or special meeting of the Executive Board shall be mailed to each member of the Executive Board at least 15 days before such meeting. Each such notice of a special meeting shall state the purposes for which the meeting is called.
6. The president shall notify all NACAC voting members by any communications methods possible should a majority of the voting members of the Executive Board approve cancellation or postponement of the General Membership Meeting and Assembly in the case of an unexpected or uncontrollable event. Such notice shall include any instructions for proxy voting on business required to maintain the association's operations until such time as it is safe to convene.

ARTICLE XII

Parliamentary Authority

The latest edition of Robert's "Rules of Order" shall govern all matters of NACAC not covered by these Bylaws.

ARTICLE XIII

Quorum

1. One-tenth of the voting members of NACAC entitled to vote and registered at the national conference on the close of registration the day

preceding the General Membership Meeting shall constitute a quorum for any General Membership Meeting when such a meeting has been called in accordance with these Bylaws.

2. A majority of the total voting members of the Assembly shall constitute a quorum.
3. A majority of the voting members of the Executive Board shall constitute a quorum.

ARTICLE XIV

Executive Director

The executive director shall be employed by the Executive Board to conduct the business of NACAC and to administer its headquarters office in accordance with policies and procedures established by the Assembly and the Executive Board. The executive director shall establish liaison with professional organizations having purposes related to those of NACAC. The executive director's employment or dismissal and all matters related thereto shall require a majority of the authorized number of members of the Executive Board. The executive director shall serve as an ex officio (without vote) member of the Executive Board and of all committees except the Governance and Nominating Committee.

ARTICLE XV

Amendments

1. Articles I, II, V, VI, and Section 1 of Article XIII of these Bylaws may be amended at any General Membership Meeting of NACAC by two-thirds vote of the voting NACAC members attending and entitled to vote, provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting.
2. Articles III, IV, VII, VIII, IX, X, XI, XII, XIV, and Sections 2 and 3 of Article XIII of these Bylaws may be amended by two-thirds vote of the members of the Assembly provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting.
3. Article XV of these Bylaws may be amended by: (1) a two-thirds vote of the voting NACAC members attending and entitled to vote at any

General Membership Meeting, provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting; and (2) a two-thirds vote of the members of the Assembly provided that notice of any proposed amendment has been sent to each member at least two weeks prior to the date of such meeting. Such amendment shall have no effect until approved, as provided above, by both the NACAC voting members and the Assembly.

Special Note

The president is elected annually and serves successively as president-elect, president, and past president. The terms of the other respective offices will expire in the following years:

2003 Vice President for Finance

Vice President for Admission, Counseling,
and Enrollment Practices

2004 Vice President for Professional
Development

2005 Vice President for Diversity, Equity
and Access