

BYLAWS
OF
NATIONAL ASSOCIATION OF DIVERSITY OFFICERS IN HIGHER EDUCATION
(FORMED UNDER THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION
ACT)

**ARTICLE I
OFFICES**

Section 1. Location. The principal office of the **National Association of Diversity Officers in Higher Education (NADOHE)** shall be located at such a place as the Board of Directors shall from time-to-time designate.

Section 2. Registered Office and Agent. The Corporation shall continuously maintain a registered office in the District of Columbia at such place as may be designated by the Board of Directors. The Corporation shall also have a registered agent whose office is identical with such registered office, as required by the District of Columbia Nonprofit Corporation Act. The registered agent shall be an individual resident of the District of Columbia or a Corporation, whether for profit or not for profit, authorized to transact business in the District of Columbia.

Section 3. Other Offices. The Corporation may maintain additional offices at such other places within or without the District of Columbia, as the Board of Directors may designate from time-to-time, to conduct the affairs of the Corporation.

**ARTICLE II
PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes to serve as the preeminent voice of higher education diversity policy by organizing, supporting, and guiding the collective efforts of individuals charged with institutional diversity leadership to transform institutions, inspire colleagues, engage campus, governmental and private sector leaders, and advance the ideals of diversity.

The primary purposes for which the corporation is formed are to establish a network in the United States and globally that links chief diversity officers, multicultural experts and other similar experts interested in policy oriented issues related to transforming institutions to make them more inclusive and to foster research activities to study the impact of the resultant changes on the core values and structure of the impacted institutions.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board. The affairs of the Corporation shall be managed, supervised and controlled by the Board of Directors, which shall be responsible for the overall policy and direction of the corporation. Further, the Board of Directors shall manage, supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation or the Corporation. Directors need not be residents of the District of Columbia.

Section 2. Number and Qualifications of Directors. The number of directors of the Corporation shall be no less than thirteen nor more than twenty-one individuals. The number of Directors may be increased or decreased from time-to-time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three. Only Vice Presidents for Diversity, Chief Diversity Officers and/or similar designees of an institution of higher education or system of higher education in good standing are eligible for election to the Board of Directors or as Officers of the Corporation.

The editor of the *Journal of Diversity in Higher Education* will serve as an ex-officio member of the Board of Directors.

Section 3. Election and Term of Directors. The Nominating Committee shall solicit nominations for Directors approximately eight weeks prior to the organization's annual meeting. Directors shall be elected by institutional members from a slate of candidates presented via electronic ballot approximately two weeks prior to the organization's annual meeting. Newly elected Directors shall take an oath of office and be presented to the membership during the organization's annual business meeting.

Directors shall hold terms of three years. After serving as Director for the equivalent of two three-year terms, a person cannot again be elected as Director until at least one year after completion of such person's service as Director. Notwithstanding the foregoing, if a Director is serving as an officer, and the term of such Director would expire so as to prevent such Director from serving as an Officer for a continuing year the current term of such Director shall be extended for the duration of such Officer's service as an Officer.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and until his/her successor is elected and qualified.

Section 5. Removal of Directors. A Director may be removed for cause at any time by action of the Board. Two-thirds of the members of the Board of Directors must vote for removal of said Director.

Section 6. Resignations. Except as otherwise required by law, any Director of the Corporation may resign at any time by giving written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein,

and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 7. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided Bylaws or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Meetings of the Board.

- A. Regular meetings of the Board of Directors shall be held at such place within or without the District of Columbia. The Secretary of the Corporation shall give a formal notice of such meeting lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.
- B. Special meetings of the Board of Directors may be called by the President, either Vice President, Secretary, by any two Directors or, if different, by the persons specifically authorized under the laws of the District of Columbia to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting. For special meetings, at least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board.

Section 9. Informal Action by Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 10. Compensation of Directors. The Corporation shall not pay any compensation to Directors for service rendered to the Corporation, except the Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

Section 11. Duties and Responsibilities of Directors. Many duties and responsibilities are entrusted to Board members and it is incumbent upon each Board member to understand and accept these realities. All Board members have the duties of care, loyalty, and obedience to the Corporation. These duties are often manifested as follows:

- A. All Board members are expected to attend and participate in all meetings of the Board of Directors; electronic participation is considered appropriate attendance. A Director whose attendance is deemed inadequate and inconsistent at meetings of the

Board may be subject to removal as specified in Article III, Section 5. Removal of Directors.

- B. All Board members have a fiduciary relationship to the Corporation to exercise sound stewardship over all resources entrusted to their care.
- C. All Board members have a legal and moral obligation to remain informed about the organization, its finances and its overall operations.
- D. All Board members must be loyal to the organization by disclosing any potential conflicts of interest and by always working in the best interest of the Corporation. This includes supporting the efforts of Officers and promoting Corporate interests whenever possible.
- E. All Board members are responsible for ensuring the Corporation obeys all laws and exhibits the highest standards of ethical behavior. Directors themselves must also obey all laws and exhibit high ethical behavior at all times.
- F. All Board members are accountable to organizational members for the overall management and care of the Corporation. Thus, Board members should always provide members with accurate and sufficient information when seeking their support for decisions.

ARTICLE IV MEMBERSHIP

Section 1. Membership Classification. The Corporation shall have four primary classes of membership, with such benefits and privileges as the Board of Directors may establish.

- A. **Institutional Membership.** Active membership status in the Corporation shall be open to any institution of higher education or system of higher education with persons who serve in the position of Vice President for Diversity, Chief Diversity Officers and/or similar titles, provided that each such institution has paid any applicable membership dues set by the Board of Directors and designated the representative who will vote on its behalf. Only representatives of active members of the Corporation shall have the power to vote on such matters as the Board of Directors may from time-to-time submit to the members for vote.

Institutions holding institutional membership in NADOHE may identify two current employees functioning in non-CDO roles to be included as NADOHE members under their institutional membership. These individuals may be persons who have expressed interest in the profession of diversity, multicultural education and/or similar roles. These non-CDOs will have all the rights and privileges of individual membership.

- B. **Individual Membership.** Individual membership status in the Corporation shall be open to any person who at any time in the past, has served in the position of Vice President for Diversity, Chief Diversity Officer and/or similar title of an institution of higher education or system of higher education, of an educationally-related institution, or who expresses interest in the profession of diversity, multicultural education and/or similar titles, provided that such persons have paid any applicable membership dues set by the Board of Directors. Individual members of the Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.

- C. **Student membership.** Student membership status in the Corporation shall be open to any graduate or undergraduate student who expresses interest in the profession of diversity, multicultural education and/or similar profession, provided that such persons have paid any applicable membership dues set by the Board of Directors. Student members of the Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.
- D. **Professional Organization/Associate Membership.** Professional organization/associate membership status in the Corporation shall be open to any organization whose work is aligned with the mission of the National Association of Diversity Officers in Higher Education, NADOHE, provided that such organizations have paid all applicable membership dues set by the Board of Directors. Professional organization/associate members of the Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.
- E. **Founding President Emeritus.** The Board of Directors unanimously approved a motion to grant William B. Harvey a lifetime, dues free, individual membership as an ex-officio member of the Board of Directors of the National Association of Diversity Officers in Higher Education, NADOHE.

Other Membership Classes. The Board of Directors may from time-to-time establish such other membership categories (such as honorary members) with such qualifications and privileges as it deems appropriate.

Section 2. Term of Membership. The term of any membership shall be for one calendar year (January 1 – December 31); provided, however, that any member may resign at any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary), and any member may be removed at any time with cause by a two-thirds vote of the Board of Directors for actions or conduct detrimental to the best interests of the Corporation. Failure to pay annual dues shall also automatically terminate membership. However, membership can be reinstated by paying the appropriate amount of dues.

Section 3. Voting. Where a matter is submitted to the institutional members for vote, institutional members may vote at a meeting in person, by proxy, or by teleconference. In addition, voting on all matters may be conducted by mail including electronic mail ballot.

Section 4. Annual Meeting. An annual meeting of the members shall be held for the transaction of such business as may properly come before the members on such date as determined by the Board of Directors.

Section 5. Notice of Annual Meeting. Written or printed notice stating the place, date and time of the meeting shall be delivered to each member not less than ten nor more than ninety days before the date of the meeting, either personally, by e-mail or by post, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting.

Section 6. Quorum. Institutional members having at least *fifty one percent (51%)* of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The institutional members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE V COMMITTEES

Section 1. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors. These committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. The following committees have been designated by the Board of Directors: the Bylaws Committee, the Finance Committee, the Membership Committee, and the Nominating Committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him/her by law.

ARTICLE VI OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. The Board of Directors shall elect or appoint a President, a Secretary and a Treasurer and it may if it so determines, elect or appoint one or more Vice-Presidents and such other Officers and Assistant Officers as may be deemed necessary. If the Board of Directors so determines, the Officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election of Officers. The Nominating Committee shall solicit nominations for Officers from members of the Board of Directors approximately eight weeks prior to the Corporation's annual summer Board of Directors meeting. Officers shall be elected by the Board of Directors from a slate of candidates presented during the Corporation's annual summer meeting. Board Members serving on the Nominating Committee, at the time of the election, are not eligible to run for an Officer position.

Section 3. Term of Office and Removal. The term of office for which each Officer is elected or appointed shall be two years. After serving as an Officer for the equivalent of two, two-year terms (in one or more positions), a person cannot again be elected as an Officer until at least one year after completion of such person's service as Officer. Unless otherwise provided by resolution of the Board of Directors, all Officers shall be installed at the annual meeting of the Board.

Any Officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. – Powers and Duties of Officers. Subject to the control of the Board of Directors, all Officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be

provided in these Bylaws or by the resolution of the Board and, to the extent not so provided, as generally pertaining to their respective offices.

- A. **President.** The President shall serve as the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the day-to-day affairs of the Corporation in accordance with policies and directives approved by the Board.
- B. **Vice President.** There will be two positions designated as First Vice President and Second Vice President respectively. In the absence of the President or in the event of his/her inability or refusal to act, the First Vice-President 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 First and Second Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe by standing or special resolution, or as the President may from time-to-time provide, subject to the powers and the supervision of the Board of Directors.
- C. **Secretary.** The Secretary shall be responsible for keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the Corporate Seal of the Corporation, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.
- D. **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He/she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall be responsible for providing a written financial report to NADOHE's membership during the annual business meeting. He/she shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time-to-time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his/her duties as the Board may require, for which he/she shall be reimbursed.

Section 5. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6. Compensation of Officers, Agents, and Employees. The Corporation may reimburse Officers for services rendered. The Corporation may pay compensation in reasonable

amounts to agents and employees for services rendered such amount to be fixed by the Board or, if the Board delegates power to any Officer or Officers, then by such officer or officers.

ARTICLE VII CHAPTERS

Section 1. Definition and Purpose. Chapters are composed of groups of NADOHE members, institutional and individual, who come together as a matter of geographic convenience or special interest. Chapters will be self-organized for the purpose of supporting the work of diversity officers and promoting the mission and goals of NADOHE. The Board of Directors shall establish and interpret guidelines for determining criteria for the corporation's Chapters.

The primary purpose for the establishment of Chapters within NADOHE is to support the expansion, development and well-being of the Corporation, as well as address the membership demand for local, state and regional associations of Diversity Officers operating as Chapters of NADOHE.

Section 2. Operations: Chapters.

- A. **Membership.** A review committee will determine the viability of a proposed Chapter. A chapter must have a presence of Chief Diversity Officers (CDO) from NADOHE member institutions represented in the chapter. There is no limit to the number of non-CDO members in a Chapter. However, all non-CDO members must, at a minimum, be in good standing as individual NADOHE members. Individual and institutional members may belong to more than one chapter. State chapters must accept, upon request, membership from institutional and/or individual NADOHE members in good standing who reside in the state for which the chapter was established.
- B. **Mission.** The Chapter must have a mission that is consistent with the mission of the National Association of Diversity Officers in Higher Education.
- C. **Name.** The Chapter name is selected by the original organizers but may be changed by a two-thirds vote at a business meeting of the Chapter, a quorum being present. Written or e-mail notification of the motion to change the Chapter name must be given to all Chapter members at least two weeks before the vote. The Chapter name shall be submitted to the NADOHE Board of Directors for approval prior to adoption.
- D. **Chapter Leadership Council.** The Chapter membership of each Chapter is represented by an elected Chapter Leadership Council.
 - a. The Chapter Leadership Council (the Council) is composed of the Chair, Vice Chair, Secretary, and Treasurer (or some similar set of leadership titles and roles as deemed appropriate by the Chapter membership). The Council shall meet at the request of the Chair or at the request of two of its members. A simple majority of the Chapter Council constitutes a quorum. The Chapter must establish guidelines for altering its leadership structure and identify same within its Bylaws, and rules and procedures. Vacancies in the Chapter Leadership Council shall be filled by majority vote of the Chapter membership.

- E. **Responsibilities.** The Chapter Chair, as head of the Council, is responsible for directing all operations of the Chapter. The Chapter Chair must carry out the following responsibilities, but may delegate such tasks to other members of the Council:
- a. Schedule and call regularly scheduled meetings for the Chapter membership
 - b. Oversee recruitment of new members and membership processing
 - c. Schedule and call regular meetings of the Council to handle the Chapter's business
 - d. Maintain fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with section 2.H. below.
 - e. Provide annual activity and fiscal reports to NADOHE's Treasurer. Within 90 days of the end of the fiscal year, the Chapter shall prepare and provide to the Board of Directors of NADOHE a current financial statement for the fiscal year just ended.
 - f. Ensure compliance with U.S. IRS requirements regarding annual information returns. Also ensure compliance with local regulations regarding non-profit organizations.
 - g. Oversee annual elections conducted by the Chapter's Nominating Committee in accordance with section 2.F. below.
- F. **Chapter Elections/Nominating Committee.** It is the Chair's duty to ensure that procedures for Chapter elections are carried out properly. The Council shall seek nominations for members of a Chapter Nominating Committee. The Chapter Nominating Committee will be responsible for managing the election process in compliance with the Chapter's governing documents and applicable law. The results of the election shall be reported to NADOHE and the Council as early as possible so that the new Chair, Vice Chair, Secretary, and Treasurer may attend Chapter business meetings.
- G. **Chapter Business Meetings.** There shall be an annual Chapter business meeting. During the Chapter business meeting, the Council will report to the membership the results of the annual election process and any other Chapter business. A quorum for transacting business is 25 percent of the members and a majority vote of the members when a quorum is present is considered the act of the members, unless otherwise required by the Chapter's governing documents or applicable law.
- H. **Finances.** Chapter funds shall be deposited in any banking institution that is a member of the federal deposit insurance corporation (FDIC). The Chapter shall operate under a financial budget approved by its Council and submitted to NADOHE for review. The Chapter Treasurer is responsible for all disbursements; disbursements must be authorized in writing and checks signed by the Treasurer and either the Chair or Vice Chair.
- I. **Constraints.**
- a. The Chapter will operate under rules and procedures that remain consistent with the Bylaws of the Corporation and operational policies and procedures established by the Board of Directors of NADOHE and the Chapter. Any variations from the governing documents shall be first approved by the Council and the Board of Directors prior to becoming effective.
 - b. The Council shall be responsible for verifying that Chapter members are in good standing as institutional members or individual members of NADOHE.

- c. The Chapter may not obligate the Corporation to any financial or other commitment, nor use the NADOHE name without the Chapter designation and only within the guidelines outlining use of the corporation name and logo established by the NADOHE Board of Directors.

Section 3. Chapter Operational Relationship with the Corporation.

- A. **Chapter Governance.** Chapters must have, at a minimum, a governance structure consisting of a Chair, Vice Chair, Secretary, and Treasurer. Any combination of CDOs and non-CDOs may serve as Officers of a Chapter. The Chair will serve as the Chapter representative to NADOHE governance as a member of the Council of Representatives, as specified in Article VIII: Council of Representatives. The Vice Chair, Secretary, or Treasurer may serve in place of the Chair as the Chapter representative at NADOHE meetings when the Chair is unable to attend. Chapter representatives will be expected to attend the Corporation's annual conference and participate in a meeting of the Council of Representatives.
- B. **Chapter Application Requirements.** Chapters must submit the following information in support of their application for Chapter status in NADOHE:
 - a. Name of the state, region, or special interest association
 - b. The name and contact information of the Chair, Vice Chair, Secretary and Treasurer of the Chapter
 - c. A statement of intent to become a Chapter of NADOHE
 - d. A list of Chapter members, including their status as CDOs or non-CDOs, and their NADOHE membership status
 - e. The Chapter's mission statement
 - f. Rules and procedures adopted by the Chapter for operational purposes. In order to remain in good standing, Chapters are responsible for ensuring that NADOHE's principal office remains informed of any changes to the aforementioned information.
 - g. A signed Chapter Affiliation Agreement
- C. **Dissolution.** The Board of Directors may by a two-thirds vote dissolve a Chapter when it is satisfied that the Chapter has failed to adhere to the guidelines or the contractual agreement between the Chapter and the Corporation, or when the Chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interest of the Corporation, or when a recommendation has been received from the Council of Representatives that a Chapter be dissolved. Chapter dissolution shall not affect Corporation membership status of the members assigned to the Chapter. Upon dissolution, all Chapter funds remaining in the Chapter treasury shall be managed in accordance with the contractual agreement between the Chapter and the Corporation.

**ARTICLE VIII
COUNCIL OF REPRESENTATIVES**

Section 1. Definition and Purpose. The primary purpose for the establishment of the Council of Representatives will be to serve as the liaison between the Corporation's Board of Directors and Chapters.

Section 2. Operations: Council of Representatives (COR).

- A. Membership.** The Council of Representatives is composed of one representative (the Chair) from each of the Chapters of the Corporation.
- B. Responsibilities.** The Council of Representatives Chair is responsible for directing and overseeing all operations of the COR. The COR shall meet at the request of the Chair of the Council of Representatives or the Board of Directors or a majority vote of the COR membership. At the request of the Board of Directors, the Council of Representatives will have the authority to appoint ad hoc committees, working groups and task forces, as needed, to address immediate, short- and long-term issues of the Corporation. The Council of Representatives will be responsible for the oversight of Chapter activity. When a Chapter has been deemed to be inactive and there is no reasonable hope of its immediate revival, or when dissolution of a Chapter is in the best interest of the Corporation, the COR may by a two-thirds affirmative vote make a recommendation to the Board of Directors for Chapter dissolution. The Chair may discharge the following responsibilities:
- a.** Schedule and call regularly scheduled meetings of the COR
 - b.** Conduct review of Chapter activity
- C. COR Elections.** It is the Chair's duty to ensure that procedures for COR elections are carried out properly. The COR shall seek nominations for Chair, Vice Chair, Secretary, and Treasurer. The COR Nominating Committee will be responsible for managing the election process.
- D. COR Business Meetings.** There shall be an annual Council of Representatives business meeting which will take place during NADOHE's annual conference. During the business meeting, the Chair will report to the membership of the COR the results of the annual election process and any other COR business. A quorum for transacting business is 25 percent of the COR members.
- E. Constraints.**
- a.** The Council of Representatives will operate under rules and procedures that remain consistent with the Bylaws of the Corporation and operational policies and procedures of the Board of Directors and the COR. Any variations from the governing documents shall be approved by the NADOHE Board of Directors.
 - b.** The Council of Representatives cannot obligate the Corporation to any financial or other commitment.

Section 3. COR Operational Relationship with the Corporation.

- A. COR Governance.** The Council of Representatives governance structure shall consist of a Chair, Vice Chair, Secretary, and Treasurer to be elected annually prior to the COR business meeting. The COR shall meet at the request of the Chair or the

Board of Directors or majority vote of the COR membership. The Chair of the Council of Representatives shall serve as an ex-officio member of the Corporation's Board of Directors and is expected to attend and participate in all meetings of the Board of Directors; participation by communications by which all persons participating can hear one another is considered appropriate attendance. The COR will have the power to propose resolutions and submit agenda items to the Board of Directors. The Board of Directors will have ultimate authority over changes to the Corporation's Bylaws as well as fiscal and business operations. The function of the COR will be to act in an advisory role to the Corporation's Board of Directors.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 2. Corporate Seal. The Board of Directors shall decide whether it desires to have a Corporate Seal.

Section 3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time-to-time to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4 Maintenance of Corporate Records. The Corporation shall keep at its principal office, (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the institutional members entitled to vote. All books and records of the Corporation may be inspected by any institutional member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 5. Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors then in office. Bylaws of the Corporation may be adopted, amended or repealed by institutional members. These Bylaws may be amended or repealed when necessary by a two-thirds (2/3) majority of the institutional members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 6. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation may indemnify any Director or officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another Corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such Director, Officer, or employee. The foregoing is subject to the limitation however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid as indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs, disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance funds to settle expenses, or where appropriate may itself, at its expense undertake the defense of, any Director, Officer, or employee; provided, however, that such Director, Officer, employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoptions hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, or vote of the Board of Directors, or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the Code). Further, if at any time the Corporation is deemed a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941 (d) or 4945 (d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or Officers.