



Bylaws

as amended on July 6, 2022

ARTICLE I: MEMBERSHIP

Section 1. Qualifications

Membership of the Association shall consist of Trustee members, Associate members, and Honorary members. Any person who is regularly serving as a Standing Chapter 13 Trustee is eligible to become a Trustee member in the Association. Any person, firm, corporation, or foundation in any way interested in the activities of the Association may become an Associate member. Honorary members must meet the criteria of Article I, Section 3 of these Bylaws.

Section 2. Termination and Suspension

2.1. Trustee membership in the Association shall be terminated when the Trustee no longer serves as a Chapter 13 Trustee either through death, resignation, or removal. Trustee membership, Associate membership, or Honorary membership may be terminated by voluntary withdrawal of membership.

2.2. Any membership may be suspended or terminated for cause and by vote of the Executive Board, provided an opportunity to appear and present defense is given to the member prior to suspension or termination of membership.

2.3. Any membership may be automatically terminated if a member defaults in paying dues in excess of ninety (90) days after they are due. In the event of such default, the membership of that individual may be reinstated only by the payment of a reinstatement fee established by the Executive Board. This reinstatement fee will be in addition to the required annual dues for the year in which the person or entity is re-joining the Association.

2.4. No member suspended or terminated as provided above shall be entitled to a refund of all or any portion of said member's dues.

Section 3. Honorary Membership

There shall be an Honorary membership which meets the following criteria:

- a. Outstanding service to the Association.
- b. An Honorary member may be nominated by any Trustee member of the Association and must be approved by two-thirds of the current Executive Board members.
- c. An Honorary membership shall be free of dues assessments and meeting registration fees, but the membership shall not confer any voting rights in the Association.

ARTICLE II: MEETINGS

Section 1. Regular Meetings

The Association shall conduct an Annual Meeting and may conduct a Mid-Year Meeting at such places, dates, and times as are chosen by the Executive Board. At this Annual Meeting, the Association shall elect officers. At both the Annual Meeting and the Mid-Year Meeting, the Association shall receive reports, and conduct any other business deemed appropriate for the Association. Absent directive from the Executive Board, the Annual Meeting shall be open to all members of the Association. The Mid-Year Meeting shall be open to Trustee Members only. However, in its discretion, the Executive Board may direct that all or a portion of the Annual Meeting shall be closed to Associate Members and to non-members of the Association.

Section 2. Special Meetings

Special meetings of the membership may be held whenever, in the judgment of the Executive Board, it is expedient to do so, at such places, dates, and times as are chosen by the Executive Board, for the conduct of any business deemed appropriate for the Association. At the discretion of the Executive Board, all or any portion of any special meeting shall be closed to Associate Members and to non-members of the Association.

Section 3. Notice

Notice of all meetings of the membership shall be electronically mailed to all members of the Association at the member's last known electronic mail address at least ten (10) days and not more than fifty (50) days before the time set for the meeting. This notice shall be sent by the Executive Director or other person(s) so directed by the Executive Board and shall set forth the place, day, and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called.

Section 4. Quorum

For purposes of the Annual Meeting and the Mid-Year Meeting, a quorum shall consist of the Trustee members of the Association present at such meeting.

Section 5. Procedure

The order of business at the Annual Meeting and the Mid-Year Meeting and the parliamentary procedure to be followed shall be that set forth in ROBERT'S RULES OF ORDER; however, the use of these rules may be altered or suspended at any meeting by a majority vote of the Trustee members present.

ARTICLE III: OFFICERS

Section 1. Eligibility

Except as provided in Article III, Section 2 hereof, the election of officers shall occur at the Annual Meeting each year. Any Trustee member in good standing shall be eligible for office. A member who has served previously as an officer of the Association is eligible to run for election or re-election to that or any other officer position.

Section 2. Term

The term of office shall commence immediately upon election and shall continue until a successor is elected. In the event of vacancy in any office other than President, the Executive Board may at its discretion appoint a substitute to carry out all or a portion of the duties of the vacated office. In the

event of a vacancy in any officer position, the duties of that office will be assumed by other officers at the discretion of the remaining officers.

Section 3. Officers and Duties

3.1. The elective officers of this Association shall consist of President, President-Elect, Vice-President, Secretary, and Treasurer. Other officers may be established and officers elected at the Annual Meeting upon majority vote of the Trustee members present at such meeting. If a vacancy occurs during the course of an officer's term, the remaining members of the Executive Board shall decide the best method of fulfilling the responsibilities of that office during the remaining course of the term.

3.2. The President, as chief officer of the Association, shall:

- a. Be present at meetings of the Association and of the Executive Board.
- b. Communicate to the Association such matters and make such suggestions as may in the President's opinion promote the welfare and increase the usefulness of the Association.
- c. Perform such other duties as are necessarily incident to the office.

3.3. The President-Elect shall:

- a. Serve in the absence of or throughout the disability of the President.
- b. Have such other duties as may be assigned by the President or Executive Board.
- c. Automatically become President at the conclusion of their term as President-Elect.

3.4. The Vice-President shall:

- a. Fulfill the duties and functions of the President-Elect in the event of the absence or disability of the President-Elect.
- b. Establish, coordinate, and oversee the educational program at the Annual Meeting with the assistance of the Executive Director.

3.5. The Secretary, with the assistance of the Executive Director, shall:

- a. Keep a record of business transacted at all meetings of the Association and of the Executive Board.
- b. Disseminate a report to the Trustee members of the business transacted at the Annual Meeting.
- c. Disseminate any meeting minutes of the Executive Board to that body.
- d. Establish, coordinate, and oversee the educational program at the Mid-Year Meeting.

3.6. The Treasurer, with the assistance of the Executive Director or other person(s) appointed by the Executive Board, shall:

- a. Keep an account of all monies received and expended for use of the Association.
- b. Make disbursements as approved or authorized in the budget or by the Executive Board.
- c. Bill all members for their annual dues, as fixed by the Executive Board, not later than October 1 of each year.
- d. Receive all monies/funds payable to the Association and shall have charge of all funds, securities, contracts, and other valuable papers of the Association and deposit same in bank or banks or other depository designated by the Executive Board.
- e. Make available to elected officers and the Executive Board for inspection and verification all records, funds, and information in possession of the Treasurer
- f. Upon expiration of office, deliver all funds, records, and other information under their control, to the successor Treasurer.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

- 1.1. The Association shall have the following committees on a permanent basis:
 - a. Legal and Legislative Committee
 - b. Finance Committee
 - c. Bylaws Committee
 - d. EOUST Liaison Committee
 - e. Executive Committee
 - f. Nominating Committee
- 1.2. The President shall appoint at the Annual Meeting or shortly thereafter the chair of the Legal and Legislative Committee, Finance Committee, and Bylaws Committee.
- 1.3. The President shall serve as chair of the Executive Committee and EOUST Liaison Committee.
- 1.4. In consultation with and approval of the chairs of the Legal and Legislative Committee, Bylaws Committee, and Finance Committee, the President shall appoint the members of those committees.
- 1.5. The EOUST Liaison Committee shall consist of the Executive Committee, the immediate past president of the NACTT, the CEO of the NDC, and no more than two members at large appointed by the President with the advice of the Executive Committee.
- 1.6. The Nominating Committee shall consist of the past three Presidents of the Association with the immediate past President serving as chair. The recommended slate of officers proposed by the Nominating Committee shall be electronically mailed to all Trustee members at least thirty (30) days prior to the Annual Meeting.

Section 2. Executive Committee

- 2.1. The Executive Committee shall consist of the five officers of the NACTT.
- 2.2. The Executive Committee shall have and may exercise those rights, powers, and authority of the Executive Board as may from time to time be granted to it (to the extent permitted by law) by the Executive Board. Further, the Executive Committee is authorized to act on behalf of the NACTT when it would be impractical or imprudent to call a meeting of the entire Executive Board but is limited in authorizing expenditures not to exceed \$10,000.00 annually for any one project. Under no circumstances may the Executive Committee perform, nor may the Executive Board delegate to the Executive Committee, any power or authority to amend the Articles of Incorporation or By-Laws, elect members, change dates for Mid-Year meetings or annual meetings, incur debt, or grant loans.
- 2.3. The Executive Committee shall keep minutes of all of its meetings. The President shall act as chair of the Executive Committee and the Secretary or designee shall take the minutes.
- 2.4. A quorum for any officially constituted Executive Committee meeting must consist of at least four of the five officers and the President must be one of the attending officers.

Section 3. Non-Standing Committees

The Executive Board may authorize the President to create or dissolve any non-standing committees deemed appropriate to carry out the Association's mission. These committees shall serve at the discretion of the Board and make recommendations to the Board.

ARTICLE V: EXECUTIVE BOARD

Section 1. Members Of The Executive Board

The Executive Board shall consist of the five officers of the Association, the Advisory Board, consisting of the immediate past four Presidents of the Association, and four at large members each serving two year terms (two at large members will be elected each year).

Section 2. Selection Of At-Large Members

Any Trustee member desiring to serve as an At-Large member of the Executive Board shall notify the Nominating Committee by submitting an application to the chair of said Committee no later than sixty days prior to the date on which the election is to be held. Said application will be electronically distributed to the membership and the vote shall be conducted by anonymous electronic voting. Only the two candidates receiving the most votes will be elected to the open positions. In the event of a tie for the last At-Large position, the Executive Board will decide. The member's term shall commence immediately upon election and continue until a successor is elected.

Section 3. Eligibility

To be eligible to run for any At-Large Board position, the Trustee member must be a member in good standing as of the date the application is due. A member who has previously served on the Board is eligible to run for election or re-election to an At-Large position, provided that no member may be elected to more than two (2) full consecutive terms as an At-Large member.

Section 4. Duties Of Executive Board

The Executive Board shall have complete supervision, control, and direction of the affairs of the Association (other than those delegated to the Executive Committee), shall execute the policies and decisions of the membership, shall actively pursue the Associations' objectives, and shall have discretion in the disbursements of its funds. It may adopt such rules for the conduct of its business as shall be deemed advisable and appropriate and may appoint sub-committees or agents to work on specific projects or reports. It may advise the President in all matters including, but not limited to, the appointment of committees. The Executive Board shall meet at least once annually at the approximate time and place of the Annual Meeting. Additionally, the Executive Board shall convene either by conference telephone or e-mail communication or as a body at such other times throughout the year as is appropriate to carry out its duties. These additional meetings of the Executive Board shall be held either upon request of the President or upon demand in writing of a majority of the Trustee members of the Association.

Section 5. Quorum

At all meetings of the Executive Board, a majority of the members in office and qualified to act constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which a quorum is present is the action of the Executive Board.

Section 6. Removal And Vacancies

Any member of the Executive Board other than an officer may be removed for cause by a vote of two-thirds (2/3) of the other members of the entire Executive Board. Cause shall include, but is not limited to, failure to properly perform the duties assigned to that member; and/or engaging in conduct that discredits the association and/or its goals. An officer may be removed for failure to perform properly the duties assigned to that officer by vote of the membership. Should an At-Large or Advisory Board member position become vacant by reason of removal or otherwise, the vacancy may be filled by an appointment by the President for the remainder of that term.

ARTICLE VI: VOTING

Section 1. Resolution

Any matter which arises for determination by the membership of the Association shall be determined by vote of the Trustee members of the Association at the Annual Meeting, the Mid-Year Meeting, or at such other times as the Executive Board may determine. A majority of votes of the Trustee members participating in voting shall determine the outcome.

Section 2. Eligibility To Vote

No trustee member shall cast a vote at any meeting or in any election if that member is not a member in good standing for the year in which the meeting or election is held.

Section 3. Special Meeting Action By Members Without A Meeting

If, in the judgment of the Executive Board, a question arises which is deemed to be a matter for determination by the Trustee members of the Association, and when it is deemed to be inexpedient to call a special meeting for that purpose, the Executive Board may submit the matter to the Trustee membership in writing by electronic transmission. If Trustee members cast votes within ten (10) days following the electronic transmission of the ballots sufficient in number to determine the question if it were presented at a membership meeting at which all Trustee members were present and voting, the question shall be determined by the votes received, and the action taken shall be as effective as action taken at a duly called meeting.

Section 4. Voting Procedures

4.1. Voting in contested elections for officers or At-Large Executive Board seats shall be by secret electronic ballot. Other votes of the Association may be taken by secret electronic ballot upon the request of one-third of the Trustee members present and voting at any meeting.

4.2. Voting shall be conducted by anonymous electronic voting, such as Survey Monkey.

ARTICLE VII: AMENDMENTS

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Trustee members present at the Annual Meeting or Mid-Year Meeting or at a special meeting called for that purpose, or without a meeting as provided by Article VI, Section 3 hereof. Notice of the proposed changes must be electronically mailed to Trustee members at least twenty (20) days and no more than fifty (50) days prior to any meeting at which the amendments are considered. The Bylaws may be amended, repealed, or altered in whole or in part by majority vote of the Trustee members present at the Annual Meeting or Mid-Year Meeting or at a special meeting called for that purpose, or without a meeting as provided by Article VI, Section 3 hereof. Notice of the proposed changes must be electronically mailed to Trustee

members at least twenty (20) days and no more than fifty (50) days prior to any meeting at which the changes are considered.

ARTICLE VIII: FUNDS

1. Trustee and Associate members of the Association shall pay dues in the amounts established by the Executive Board.
2. Association funds shall be used as deemed appropriate to fulfill the goals and objectives of the organization.
3. Persons entrusted with the handling of Association funds or property may be required, at the discretion of the Executive Board, to furnish a suitable fidelity bond. The Association shall pay the expenses of such bond.
4. Members of the Executive Board shall be reimbursed for all reasonable expenses, including travel, lodging and clerical costs, incurred during the term of their service for work performed on behalf of the Association. However, no member shall be reimbursed for the expense of travel or lodging for the Annual Meeting of the Association with the exception of complimentary lodging, which may be provided for the President and Program Chair and complimentary registration for the Annual Meeting of the Association which shall be provided to the Program Chair.
5. The Executive Board shall each year, at a regular or special meeting held on or before March 31, set the annual dues for members for the ensuing year. Such dues shall include the annual subscription of each member to the NACTT Quarterly, publication. For dues purposes, the Executive Board may classify members according to such factors as it determines to be relevant and prescribe dues of a different amount for each class so created. Such annual dues shall be payable in advance as of December 1 of each year.

Adopted by the NACTT.