



## **Bylaws**

as amended and adopted by the NACTT on July 26, 2023

### **ARTICLE I: MEMBERSHIP**

#### Section 1. Qualifications

Membership of the National Association of Chapter 13 Trustees (Association) shall include Trustee members, Associate members, and Honorary members. Any Standing Chapter 13 Trustee may become a Trustee member in the Association. Any person, firm, corporation, or foundation may become an Associate member. Any person who meets the criteria of Article I, Section 3 may become an Honorary member.

#### Section 2. Termination and Suspension

2.1. Trustee membership is terminated when the Trustee no longer serves as a Standing Chapter 13 Trustee.

2.2 Trustee members, Associate members, or Honorary members may voluntarily terminate their membership.

2.2. The Executive Board may for cause suspend or terminate any membership after the member is provided an opportunity to appear and present defense to the suspension or termination.

2.3. Any membership is automatically terminated if the member is ninety days or more in default on Association dues. The Executive Board may reinstate the former member after the former member pays a reinstatement fee set by the Executive Board. The reinstatement fee is in addition to the required annual dues.

2.4. A suspended or terminated member is not entitled to a refund of any portion of the member's dues.

#### Section 3. Honorary Membership

Honorary members shall:

- a. Have provided outstanding service to the Association.
- b. Be nominated by a Trustee member.
- c. Be approved by two-thirds of the Executive Board.
- d. Not be required to pay any dues or meeting registration fees.
- e. Not have any voting rights.

## **ARTICLE II: MEETINGS**

### Section 1. Regular Meetings

1.1 The Association shall:

- a. Conduct an Annual Meeting and a Mid-Year Meeting set by the Executive Board.
- b. Elect officers at the Annual Meeting.
- c. Conduct business at both the Annual Meeting and the Mid-Year Meeting.

1.2 The Annual Meeting and Mid-Year Meeting shall be open to Trustee members only, but the Executive Board may in its discretion allow Associate members, Honorary members, or non-members to attend if appropriate.

### Section 2. Special Meetings

The Executive Board in its discretion may hold special meetings of the membership to conduct Association business. The Executive Board may close the special meeting to Associate members, Honorary members, or non-members.

### Section 3. Notice

The Executive Director or other person directed by the Executive Board shall electronically mail notice of meetings to all members at the member's last known electronic mail address at least ten (10) days and not more than fifty (50) days before the meeting. The notice shall include the location, date, manner and time of the meeting. If the meeting is a special meeting, the notice shall include the reason for the meeting.

### Section 4. Quorum

The Trustee members present at a properly noticed meeting in compliance with Section 3 constitute a quorum at the meetings.

### Section 5. Procedure

Robert's Rules of Order govern procedure at meetings unless a majority of Trustee members present vote otherwise.

## **ARTICLE III: OFFICERS**

### Section 1. Eligibility

The election of officers shall occur at the Annual Meeting each year. Any Trustee member in good standing is eligible for office. A Trustee member who has served previously as an officer is eligible to run for election or re-election to any officer position.

### Section 2. Term

The officer's term commences immediately upon election and continues until a successor is elected. Other than for President, the Executive Board may appoint a substitute to carry out all or some of the duties of a vacated officer position. The duties of a vacated officer position 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 include a 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 the meeting.
- 3.2. The President, as chief officer of the Association, shall:
- a. Be present at meetings of the Association and the Executive Board.
  - b. Communicate to the Association issues and suggestions to benefit the Association.
  - c. Perform all other duties incident to the office.
- 3.3. The President-Elect shall:
- a. Serve in the absence of the President.
  - b. Perform other duties assigned by the President or Executive Board.
  - c. Become President at the conclusion of their term as President-Elect.
  - d. Perform all other duties incident to the office.
- 3.4. The Vice-President shall:
- a. Serve in the absence of the President-Elect.
  - b. Establish and coordinate, the educational program at the Annual Meeting with the assistance of the Executive Director.
  - c. Perform all other duties incident to the office.
- 3.5. The Secretary, with the assistance of the Executive Director as appropriate, shall:
- a. Keep a record of all meetings of the Association and the Executive Board.
  - b. Distribute meeting reports:
    - (1) To the Executive Board of Executive Board meetings.
    - (2) To the Executive Committee of Executive Committee meetings.
    - (3) To Trustee members of EOUST Liaison Committee meetings.
    - (4) To Trustee members of Annual Meetings.
  - c. Establish and coordinate the educational program at the Mid-Year Meeting.
  - d. Perform all other duties incident to the office.
- 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 Association funds received and spent.
  - b. Make disbursements as approved or authorized in the budget or by the Executive Board.
  - c. Bill all members for their annual dues by October 1 of each year.
  - d. Receive all funds payable to the Association.
  - e. Be responsible for all funds, securities, contracts, and other valuables of the Association and deposit them in banks or other depository institutions designated by the Executive Board.
  - f. Make available to elected officers and the Executive Board for inspection and verification all records, funds, and information in possession of the Treasurer
  - g. Upon expiration of office, deliver all funds, records, and other information under their control, to the successor Treasurer.
  - h. Perform all other duties incident to the office.

## **ARTICLE IV: COMMITTEES**

### Section 1. Standing Committees

1.1. The Association shall have the following permanent committees:

- 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 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. The President shall appoint the members of the Legal and Legislative Committee, Bylaws Committee, and Finance Committee with the advice and approval of the chairs of those committees.

1.5. The EOUST Liaison Committee shall include the Executive Committee, the immediate past president of the NACTT, and no more than two members at large appointed by the President with the advice of the Executive Committee. At the discretion of the President, other persons may be invited to participate as needed based on the subject matter of the Liaison Committee meeting.

1.6. The Nominating Committee shall include the past three Presidents of the Association with the immediate past President serving as chair. The Nominating Committee, with the assistance of the Executive Director, shall electronically mail to all Trustee members the recommended slate of officers at least twenty (20) days before the Annual Meeting.

### Section 2. Executive Committee

2.1. The Executive Committee shall consist of the five officers of the Association. The President is chair of the Executive Committee.

2.2. The Executive Committee:

- a. Shall have the rights, powers, and authority of the Executive Board granted to it by the Executive Board.
- b. Shall keep minutes of its meetings. The Secretary or their designee shall take the minutes.
- c. May act on behalf of the Association when it would be impractical to call a meeting of the entire Executive Board, but it may not authorize spending more than \$10,000.00 annually for any one project.
- d. Cannot amend the Articles of Incorporation or By-Laws, elect members, change dates for Annual Meetings or Mid-Year meetings, incur debt, or grant loans.

2.3. The President and at least three other Executive Committee members constitute a quorum of the Executive Committee.

Section 3. Non-Standing Committees

The Executive Board may authorize the President to create or dissolve any non-standing committees 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 (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 wanting to serve as an At-Large member of the Executive Board shall send an application to the Nominating Committee by the deadline set by the Nominating Committee. The Executive Director or other person directed by the Executive Board shall electronically distribute to the membership the At-Large member applications. The membership shall electronically vote anonymously. The two candidates receiving the most votes will be elected to the open positions and, in the event of a tie, the Executive Board will decide. The At-Large member's term shall begin when elected and continue until a successor is elected.

Section 3. Eligibility

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

Section 4. Powers and Duties Of Executive Board

4.1 The Executive Board shall:

- a. Have complete supervision, control, and direction of the affairs of the Association (other than those delegated to the Executive Committee).
- b. Execute the policies and decisions of the membership.
- c. Actively pursue the Association's objectives.
- d. Have discretion in the disbursements of the Association's funds.
- e. Meet at least once annually in person at the Annual Meeting.
- f. Meet any other time as needed to carry out its duties, whether in person, virtually or other means. These additional meetings of the Executive Board shall be held either upon:

(1) Request of the President; or

(2) Demand in writing of a majority of the Trustee members of the Association. The

Trustee members shall inform the Executive Board members of the reason for the meeting by electronic means at least twenty (20) days before the meeting.

4.2 The Executive Board may:

- a. Adopt rules for the conduct of its business
- b. Appoint sub-committees or agents to work on specific projects or reports.
- c. Advise the President on all matters, including the appointment of committees.
- d. Require persons handling Association funds or property to obtain a suitable fidelity bond. The Association shall pay the expenses of the bond.

Section 5. Quorum

A majority of the Executive Board members constitute a quorum at the meetings.

Section 6. Removal And Vacancies

6.1 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.

6.2 Cause for removal includes, but is not limited to, failure to properly perform the duties assigned to that member and/or engaging in conduct that discredits the Association or its goals.

6.3 An officer may be removed by vote of the membership for failure to perform properly the duties assigned to that officer.

6.4 If an At-Large or Advisory Board member position becomes vacant for any reason, the President may appoint a replacement for the remainder of that term.

**ARTICLE VI: VOTING**

Section 1. Resolution

To pass a resolution at the Annual Meeting, the Mid-Year Meeting, or other meeting requires a majority vote of the Trustee members voting.

Section 2. Eligibility To Vote

Only Trustee members in good standing may vote.

Section 3. Special Meeting Action By Members Without A Meeting

The Executive Board in its discretion may submit issues for consideration to the Trustee membership for voting by electronic means if calling a special meeting would be impractical. The Trustee membership shall be given ten days to vote on the issue. The majority of Trustee members voting shall determine the outcome of the issue.

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**

Section 1. Articles of Incorporation

1.1 The Articles of Incorporation may be amended:

a. By a two-thirds (2/3) vote of the Trustee members present at the Annual Meeting, Mid-Year Meeting or a special meeting; or

b. Under Article VI, Section 3.

1.2. Notice of the proposed changes to the Articles of Incorporation must be electronically mailed to Trustee members at least twenty (20) days and no more than fifty (50) days prior to the voting period.

Section 2. Bylaws

2.1 The Bylaws may be amended, repealed, or altered:

- a. By majority vote of the Trustee members present at the Annual Meeting, Mid-Year Meeting or a special meeting; or
- b. Under Article VI, Section 3.

2.2 Notice of the proposed changes to the Bylaws must be electronically mailed to Trustee members at least twenty (20) days and no more than fifty (50) days prior to the voting period.

**ARTICLE VIII: FUNDS**

Section 1. Dues

The Executive Board shall each year by July 31 set the annual dues for members for the coming year. The dues shall include the annual subscription to the NACTT Quarterly. The Executive Board may in its discretion establish different dues classifications for members of the Association. Annual dues are due no later than December 1 for the following calendar year.

Section 2. Use of Funds

2.1 Association funds shall be used to fulfill the goals and objectives of the Association.

2.2 The Association shall reimburse members of the Executive Board for all reasonable expenses incurred during their term for work performed on behalf of the Association, including travel, lodging and incidental expenses; *except that*

- a. Only the President and Program Chair may be reimbursed for (or provided) lodging at the Annual Meeting and Mid-Year Meeting; and
- b. The Program Chair's social attendee registration fee, if any, may be waived.