NASPAA Bylaws (Revised Draft ~~052925 10:00EDT~~)

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ARTICLE I: DEFINITIONS AND PURPOSES

1. Name. As provided in its articles of incorporation, this corporation is known as the Network of Schools of Public Policy, Affairs, and Administration, referred to hereinafter as the ~~Association~~Network. The corporation was created on February 23, 1977, as a District of Columbia nonprofit corporation, under the name National Association of Schools of Public Affairs and Administration. By a vote of the membership on October 19, 2012, the name was officially changed to Network of Schools of Public Policy, Affairs, and Administration~~.~~, and the trade name of NASPAA was retained. To the extent there may be any conflict between the articles of incorporation and these bylaws, the articles of incorporation shall govern.

2. Purpose. The ~~Association~~ Network is organized exclusively for charitable, scientific, educational and literary purposes, and advancing education in public service -- including but not limited to ~~improving education for~~ public policy, public affairs, ~~and~~ public administration, and nonprofit management -- through ~~common action by~~ collaboration among ~~its~~ member institutions worldwide.

3. Means. The Network ~~means by which the Association~~ will advance its purposes ~~include~~ through the following means:

A. promoting cooperation among and between member institutions in the United States and international ~~and between member institutions and~~ institutions with similar purposes ~~in other countries~~;

B. providing services to member institutions;

C. ~~encouraging~~ promoting curricular development and innovation in public service education – including but not limited to public policy, public affairs, public administration, and nonprofit management – while serving as ~~and providing~~ a forum for ~~the discussion of educational issues~~ dialogue on best practice;

D. developing appropriate standards for educational programs and reviewing the quality of programs;

E. ~~strengthening~~ advancing the research infrastructure supporting public service ~~base of~~ education ~~for public affairs and~~ in public administration, public policy, public affairs, nonprofit management, and related disciplines;
F. serving as a representative voice ~~representing~~ to government and institutional stakeholders on ~~other institutions~~ the objectives and needs of public service education in public administration, ~~for~~ public affairs, nonprofit management, and allied disciplines ~~and administration~~;
G. ~~promoting cooperative programs~~ fostering collaboration with government and supporting program development in areas where such partnerships advance public service education;
H. receiving grants and entering into contracts;
I. advancing equal~~ity of~~ opportunity ~~of all persons to~~ for all individuals to access education for careers in public service ~~and the careers to which it leads~~;
J. encouraging ~~the maintenance of~~ high standards of conduct in public life.

4. Scope of the Field. The ~~Association~~Network understands the field of public ~~affairs and administration~~ service to encompass the following:
A. public administration, public policy, ~~and~~ public management, public affairs, nonprofit management, and related disciplines;
B. public sector organizations, nonprofit organizations, non-governmental organizations (NGOs), and the ~~several~~relationships among these entities, including the intersections between the public, nonprofit, and non-governmental sectors;
C. the various levels of public affairs~~, including local~~—spanning international, national, state, and regional~~, and national government, intergovernmental relations, and international organizations~~ relationships—that together constitute the framework of public sector and nonprofit governance;
~~C~~D. such functions of government as budgeting and financial management; personnel management and labor relations; and program planning and evaluation;
~~D. such sectors of~~ E. the Network acknowledges that public ~~affairs~~ service encompasses a broad and continually evolving range of subfields, such as ~~—~~but not limited to—criminal justice, ~~corrections,~~ law enforcement, ~~and~~ judicial ~~affairs;~~administration, economic ~~affairs;~~and environmental ~~affairs and~~policy, energy~~;~~, health~~;~~, international ~~affairs and~~relations, economic development~~;~~, public works~~;~~, regional ~~affairs;~~and urban policy, social welfare~~;~~, transportation~~;~~, and ~~urban affairs;~~
~~E. such arenas~~ technology policy and governance. This evolving scope reflects the complexity and interdisciplinary nature of public service; and public policy ~~making~~arenas such as the legislative, judicial, and administrative process~~; and~~.
~~F. public sector organizations, public-oriented nonprofit organizations, and the relationship between the public and private sectors.~~

5. Character of the ~~Association. The Association~~Network. Based in the United States, the Network is a nonprofit corporation ~~and will advance~~that advances its goals ~~by~~through non-partisan means. No substantial part of the activities of the corporation shall be ~~the carrying on of propaganda~~direct political advocacy, or otherwise attempting to influence legislation

(except as otherwise permitted by Section 501(h) of the Internal Revenue Code ("Code"), and in any corresponding laws of the District of Columbia), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted ~~to be carried on (a)~~ by(a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) ~~by a corporation~~corporate contributions ~~to which~~that are deductible under Section 170(c)(2) of the Code. The ~~Association~~Network will take positions on public issues only within the scope of its professional competence and purpose as defined above. Such expressions will state the ~~Association's~~Network's position and not necessarily the position of individual member institutions.

ARTICLE II: MEMBERSHIP

1. Member Institutions. Membership in the ~~Association~~Network shall be open to ~~appropriately designated~~ academic units (e.g., colleges, schools, divisions, departments, programs, centers, institutes) within institutions of higher education ~~which have been~~that are accredited by national or regional accrediting bodies (or their ~~equivalent, which have~~recognized equivalents), that demonstrate a substantial commitment to the ~~purpose~~purposes of the ~~Association~~Network, and ~~which have~~that offer organized, separately identified curricula leading to academic degrees or credentials in public administration, public policy, public affairs, nonprofit management, or closely related fields:
A. professional graduate degrees in public ~~affairs and~~ administration, public policy, public affairs, nonprofit and related fields; or
B. baccalaureate degrees in which professional education for public ~~affairs and~~ administration ~~is a major component~~, public policy, public affairs, nonprofit and related fields; or
C. pre-baccalaureate degrees in public ~~affairs and~~ administration, public policy, public affairs, nonprofit and related fields.

2. Separate Memberships. Membership in the ~~Association~~Network may be held by more than one academic unit within a single institution of higher education provided each unit offers a distinct program and degree in public ~~affairs and~~ administration, public policy, public affairs, nonprofit and related fields and each assumes the full duties of membership, including the payment of dues.

3. Associate Members. Associate membership shall be open to ~~foreign~~ academic degree-granting institutions~~, agencies of~~ moving towards full membership, government agencies, corporations, foundations, professional associations, academic institutions offering non-degree programs, independent research or training organizations, and other non-academic organizations that subscribe to the purpose of the ~~Association.~~Network.

4. Existing Membership. Members and associate members of the ~~Association~~Network at the time of any amendment to these bylaws shall retain their membership status as long as they are in conformity with the requirements of some class of membership.

5. Principal Representatives. Each member or associate member shall designate a principal representative who will be ~~its primary channel of~~ responsible for communication to and from the ~~Association~~Network and ~~who will be~~also responsible for facilitating participation in ~~Association~~Network activities by other personnel from the member institution. The principal representative shall, either in person or by designated alternate from the same institution, cast the member institution's vote on all matters on which the organization is entitled to vote.

6. Eligibility for Membership. Decisions on the eligibility of particular applicants for membership or associate membership shall be made by the Executive Council. The Executive Council may terminate the membership of particular organizations for nonconformity with the requirements and duties of membership, including the payment of dues.

ARTICLE III: OFFICERS AND ELECTIONS

1. Elective Officers. The elective officers of the ~~Association~~Network shall be a President, a Vice President, and fifteen members of the Executive Council, and two student members. The term of office of the President and the Vice President shall be one year. Members elected to the Executive Council shall serve staggered three-year terms~~.~~, except for the two student members who shall serve a one-year term. The President shall fill any vacancy on the Council by appointment until the next regularly scheduled election. The terms of newly elected officers shall begin immediately after the annual business meeting.

2. Nominations. Nominations for elective officers of the ~~Association~~Network shall be made by a temporary committee consisting of the immediate past President as chairperson, the previous past President, and three additional members appointed by the President. The nominating committee shall nominate one or more candidates for each office and send notification of its nomination to the membership at least 30 days prior to the annual business meeting. In the case of student representatives, the Nominating Committee will seek nominations from the principal representatives of the Network. Additional nominations may be made from the floor at the annual business meeting by any principal representative or designated alternate from the same institution.

3. Elections. Election of officers shall be by majority of the votes cast by principal representatives or designated alternates from the same institution at the annual business meeting. Principal representatives can attend and vote at the annual meeting through a virtual platform.

4. Succession.

A. The Vice President shall succeed to the office of the President upon completion of the President's term. In case of death, resignation, or inability of the President to perform the duties of office, the Vice President shall serve as President for the remainder of the term and for a subsequent term of one year.
B. In the event of the death, resignation, or inability of the Vice President to perform the duties of office, or upon succession to the presidency by the Vice President to fill out an unexpired term, the Executive Council shall elect an acting Vice President to serve for the remainder of the term. An acting Vice President shall succeed to the office of President only for the unexpired portion of a vacated term.

5. President. The President of the ~~Association~~Network shall preside at the annual conference, the annual business meeting, and meetings of the Executive Council and shall perform the usual duties incident to the office of President and such other duties as may be prescribed by the Executive Council.

6. Executive ~~Director. The~~ Committee of the Executive ~~Director~~Council. The Executive Committee shall be ~~appointed by the Council~~a standing committee of the Executive Council, composed of the President, Vice President, and ~~serve at its pleasure.~~Immediate Past President. The Executive Director shall ~~be the chief financial officer and the chief administrative officer of the Association and shall hire, assign, and dismiss staff~~ serve as ~~necessary to ensure the orderly operation of the Association, subject to policies established by the Council~~an ex officio, non-voting member.

~~7. Budget. The Executive Director, in consultation with the President, Vice President, past President of the Association (serving collectively as the Executive Committee of the Council),~~As a delegated authority of the Executive Council, the Executive Committee is responsible for addressing urgent matters that arise between full Council meetings and providing guidance to the Executive Director on operational and financial management decisions within the scope of policies established by the Executive Council. While the Executive Committee plays a critical role in ensuring the efficient governance of the Network, its authority does not extend to approving the annual budget or making decisions that significantly alter the mission, long-term strategy, or financial sustainability of the Network without full Council approval.

The Executive Committee provides oversight and support to the Executive Director in managing operations, finances, and strategic initiatives. It reviews recommendations for financial adjustments, including reallocation of budgeted funds and ensures compliance with governance policies, and serves as a consultative body for the Executive Director on key organizational issues. While the Committee may act on time-sensitive administrative matters, all significant decisions must be reported to the Executive Council at its next scheduled meeting for review and, where necessary, approval.

The Executive Committee shall be responsible for the oversight of the Executive Director's employment, including hiring, performance evaluation, compensation adjustments, and, when necessary, removal. The Executive Committee may, at its discretion, appoint a

search committee or an appraisal committee to assist in these processes, providing recommendations and evaluations to support informed decision-making.

The Executive Committee shall be responsible for ensuring that the selection process for an Executive Director is fair, equitable and reflects the mission and values of the organization. The initial salary, benefits, and any other forms of compensation for the Executive Director at the time of appointment, as well as any subsequent adjustments, including raises, bonuses, or other remuneration remain subject to the overall budgetary authorization of the Executive Council.

Meetings of the Executive Committee shall be convened as needed, either in person or virtually, at the request of the President or the Executive Director. Decisions shall be made by a majority vote of the voting members, with a quorum consisting of a majority of the committee's members. The Committee operates with full accountability to the Executive Council, ensuring that all actions taken are documented and shared in a timely and transparent manner.

7. Executive Director. The Executive Director, appointed by the Executive Council and serving at its pleasure, shall act as the Chief Operating Officer of the Network. As the principal administrative officer, the Executive Director is responsible for executing the strategic vision set by the Executive Council, ensuring the efficient operation of the organization, and maintaining alignment with its mission and objectives. The Executive Director also serves as the primary liaison between the Council and staff, ensuring that governance decisions are effectively implemented and operational needs are communicated to the governing body.

In this capacity, the Executive Director, accountable to the Executive Committee and Council, oversees the daily management of the Network, implementing policies and procedures that support its strategic goals. They are responsible for recruiting, hiring, assigning, and dismissing staff as necessary to maintain operational effectiveness, consulting with the Executive Committee when necessary and subject to policies established by the Executive Council. The Executive Director also provides financial leadership, ensuring that the Network's resources are managed in accordance with the approved budget and financial policies set by the Executive Council. The Executive Director may reallocate funds within approved budget categories; however, they may not authorize expenditures that exceed the total approved budget. It is expected, however, that the Executive Director reports out reallocations to the Executive Committee. Any deviation that results in spending beyond the total budgeted amount, including unplanned expenditures or financial decisions with potential implications for the organization's sustainability, requires consultation with the Executive Committee and prior approval from the Executive Council.

While the Executive Director has the authority to manage the Network's daily operations, any substantial shift in organizational operations must be accompanied by consultation with the Executive Committee and/or the Executive Council as appropriate. Additionally, the Executive Director is responsible for maintaining regular communication with the Executive Council, providing updates on financial health, operational performance, and

strategic initiatives, while ensuring compliance with all applicable legal and regulatory requirements.

As part of these responsibilities, the Executive Director shall oversee the stewardship of a Policies and Procedures Manual for the Network, ensuring that it remains up to date, comprehensive, and aligned with the strategic direction established by the Executive Council. This manual shall serve as a reference for operational policies, internal controls, and procedural guidelines and shall be readily accessible to the Network's staff and the Executive Council. The Executive Director shall periodically review and revise the manual as necessary to reflect organizational changes, regulatory updates, and best practices, providing the Executive Council with regular reports on any significant updates or revisions.

In fulfilling these duties, the Executive Director is specifically responsible for:

- Developing and implementing policies and managing the day-to-day operations of the organization.
- Compiling and updating position descriptions for staff that outline their duties and responsibilities.
- Conducting annual performance evaluations of staff and making hiring and termination decisions in consultation with the President.
- Maintaining clear and consistent communication with the President, and Executive Committee as needed.
- Compiling the agenda for Executive Council meetings in consultation with the President.
- Offering advice on strategic management for Executive Council consideration and approval.

The Executive Director is responsible for ensuring that all legally required financial documents submitted to any governmental agency are reviewed and approved by the Executive Council before submission. This includes, but is not limited to, tax filings, regulatory disclosures, and legally mandated financial reports. The Executive Director shall oversee this process to ensure that all submissions accurately reflect the Network's financial integrity and comply with applicable legal and regulatory requirements.

The Executive Director shall not assume governance responsibilities reserved for the Executive Council, nor implement significant strategic organizational shifts without prior consultation with the Executive Committee and, when necessary, approval of the Executive Council. This distinction maintains a clear boundary between governance and management, allowing the Executive Council to focus on oversight and long-term planning while ensuring the Executive Director has the autonomy necessary to execute the organization's mission effectively.

8. Budget. The Executive Director, in consultation with the Executive Committee and the Chair of the Committee on Finance, shall prepare an annual budget for review and

adoption by the ~~Council. No expenditures may be made by the Association except as authorized in the budget. Amendments to the budget may be made on the recommendation of the Executive Committee and with approval of the Council~~Executive Council. The budget shall reflect the strategic priorities and financial sustainability of the organization, ensuring that resources are allocated to support its mission.

No expenditures may be made by the Network beyond the total amount authorized in the approved budget. Any amendments to the budget, including substantial adjustments that impact the overall financial framework of the Network, may be made only upon the recommendation of the Executive Committee and must be approved by the Executive Council.

ARTICLE IV: EXECUTIVE COUNCIL

1.Council Membership.
A. Throughout this document, "Executive Council" or "Council" shall have the same meaning as "director(s)" or "board of directors" for purposes of the District of Columbia Nonprofit Corporation Act. The Executive Council shall consist of the elective officers of the ~~Association~~Network as defined above, and the immediate past President of the ~~Association~~Network.
B. The members of the Council may provide for the participation, without vote, of chairpersons of committees and sections of the ~~Association~~Network and ~~representative~~representatives of other appropriate professional and educational associations. The chairpersons of the Finance Committee, the Standards Committee and the Commission on Peer Review and Accreditation shall be eligible to participate, without vote, in Council meetings.

2. Council Meetings. The Executive Council shall meet at the time of the annual business meeting of the ~~Association~~Network and on other occasions on call of the President after consultation with Council Members, or at the request of a majority of the Council. At least two weeks' notice of the agenda of meetings must be sent to all principal representatives. The Executive Director of the ~~Association~~Network shall attend meetings of the Council. Meetings will be open to all institutional representatives, who may attend without vote.

3. ~~Council Business. The Executive Council will conduct the business of the Association between annual business meetings of the membership~~Council Responsibilities. The Executive Council is responsible for governing the Network and conducting its business between annual membership meetings. As the governing body, the Council provides strategic direction, financial oversight, and policy leadership to ensure the Network operates in alignment with its mission. The Executive Council governs the organization by setting strategic policies, establishing priorities, and ensuring financial and ethical accountability. Operational policies and day-to-day management, however, fall under the purview of the Executive Director, who is responsible for executing the Council's strategic vision and overseeing the organization's daily functions.

-In fulfilling its governance role, the Executive Council defines and upholds the Network's mission and values, develops and approves strategic plans, and evaluates the impact of programs and initiatives. Council members are also expected to actively participate in meetings, recruit new members, and serve on committees or in leadership roles as determined by the President. Additionally, the Council maintains fiduciary responsibility by approving and overseeing the annual budget, ensuring financial sustainability, and safeguarding organizational assets.

The Executive Council is responsible for maintaining the confidentiality and integrity of the organization, upholding ethical standards such as those outlined in the NASPAA Code of Good Practice. Discussions and deliberations shall focus on governance matters that serve the best interests of the Network, ensuring decisions are made with transparency and accountability.

4. Fiduciary Responsibility. The Executive Council will fulfill the fiduciary responsibility of the Network ensuring compliance with all laws, requirements and regulations for the District of Columbia and the United States of America.

ARTICLE V: COMMITTEES

1. Standing Committees. At all times, each standing committee shall have at least ~~two members~~one member who ~~are members~~is a member of the Executive Council.
A. Committee on Standards. There shall be a Committee on Standards, consisting of no~~t~~ more than twelve members, who shall be appointed to overlapping three-year terms. New Members shall be appointed prior to the Fall business meeting of the Committee by the Vice President~~. At least one of~~ in consultation with the Chief Accreditation Officer (to assist with identifying ideal prospective members~~ appointed each year shall~~). There should always be ~~a~~one member of the Standards Committee on the Executive Council. The Committee shall develop and maintain appropriate standards for masters programs in public and nonprofit policy, affairs and administration globally. At the direction of the Executive Council, the Committee shall also develop proposed standards for education for public and nonprofit policy, affairs and administration at other levels.

B. Commission on Peer Review and Accreditation. There shall be a Commission on Peer Review and Accreditation, consisting of fourteen members, who shall be appointed to overlapping three-year terms. New members shall be nominated by the Vice President ~~and approved by~~in consultation with the ~~Executive Council~~ Chief Accreditation Officer (to assist with identifying ideal prospective members) prior to the ~~Fall~~Commission's fall business meeting~~ of the Commission.~~. At all times, there should be at least one ~~of the four members appointed each year shall be a~~ member ~~of~~ who serves on both COPRA and the Executive Council~~:~~ (that can serve the purpose of providing insight into both group's operations). The Commission shall be responsible for the review of masters programs in public and nonprofit ~~affairs and administration, public~~ policy, ~~public~~ affairs, ~~nonprofit~~ and administration, and related fields according to the standards developed by the Standards Committee and approved by the membership of the ~~Association~~Network, through self-

study and peer review. At the direction of the Executive Council, the Commission shall also review programs in public and nonprofit ~~affairs and administration, public~~ policy, ~~public~~ affairs~~, nonprofit~~ and administration, and related fields at other levels.

C. Committee on Finance. There shall be a Committee on Finance, consisting of nine members. The President, Vice President, and past President of the Association, shall serve ex-officio as voting members. ~~Two~~The remaining six members shall be appointed in pairs to overlapping three-year terms. New members shall be appointed by the Vice President prior to the Fall business meeting of the Committee.

The Committee on Finance shall be responsible for advising the Executive Council on the long-term financial policy of the ~~Association~~Network and, with appropriate professional advice, shall direct the investment of the ~~Association's~~Network's Endowment Fund and other funds entrusted to it by the Executive Council. The ~~Finance~~ Committee ~~periodically~~ will conduct an annual review of the Network's Investment Policy Statement and Guidelines, investment performance, and, when necessary, recommend updates to the Executive Council ~~the portion of the total return of the Endowment Fund that should be made available~~ for ~~the operating budget~~review and approval.

~~In order to maintain the Endowment Fund as an endowment, it is Association policy to use only a portion of the total return of the Fund for program purposes. Changes to Association~~The Committee on Finance requires all members to disclose any potential conflicts of interest that may arise during their service, particularly when a financial interest or personal relationship could influence their decision-making. Members must promptly disclose any relevant interests or relationships to the Committee Chair, and those with a declared conflict must recuse themselves from related discussions and decisions. The Committee will document all disclosures and actions taken to address conflicts, maintaining a formal record for transparency and accountability. Additionally, the Committee will conduct an annual review of its conflict of interest policy to ensure ongoing compliance and effectiveness.

To ensure the Endowment Fund remains a long-term financial asset and it maintains its real inflation adjusted value, the Network's policy allows a portion of the Fund's total return to be allocated to the operating budget. The fundamental consideration for the Finance Committee is to make recommendations based on preserving and, when possible, growing the endowment, rather than addressing budgetary needs. The primary investment objective is the long-term preservation of principal and to maintain its purchasing power. The Finance Committee may recommend allocations, but all decisions require approval by the Executive Council. Except in rare circumstances, the Network is committed to maintaining the endowment's real dollar value and, when possible, increasing it over time.

When other funds managed by the Network are no longer sufficient to address the fiscal needs of the Network, changes to Network policy regarding the Endowment Fund,

including the portion of total return made available for the operating budget, may be made only (1)- upon a request of the Executive Council approved by at least five members of the Committee on Finance; or (2) if the Executive Council so directs at a subsequent Executive Council meeting, after hearing the position of the Committee on Finance. The Committee on Finance shall act upon any request ~~of the Council within thirty (30) days of the Council meeting at which the request is first made.~~

At ~~least once annually~~the Annual Conference, the Committee shall ~~publicly issue~~release an official ~~accounting of~~report detailing the ~~Endowment Fund's~~ receipts, investments, and expenditures~~.~~ of the Endowment Fund and all other entrusted funds. The Executive Council ~~may, at its pleasure, assign~~reserves the right to allocate any surpluses from the general operating funds to the Endowment Fund or other funds under the Committee's management at its discretion.

D. Pi Alpha Alpha Advisory Board. There shall be a Board of Advisors for the Pi Alpha Alpha Honor Society, consisting of nine members, who shall be appointed to overlapping three-year terms. New board members consisting of PAA Chapter Advisors shall be nominated by the Vice President in consultation with the current PAA advisory board and approved by the Executive Council prior to the Fall business meeting. A member of the Executive Council must fill at least one of the Pi Alpha Alpha advisory board seats at all times.

The Advisory Board shall provide strategic advice, expertise, and guidance to the Executive Council to support decision-making regarding the Honor Society. The Advisory Board organizes the annual Pi Alpha Alpha luncheon at the NASPAA Global Conference and has the authority to select the winners of the PAA Honor Society awards, including those that come with a monetary prize, provided that monetary award amounts are determined and approved by the Executive Council. The Advisory Board can also make recommendations to the Executive Council for new awards and other funded projects that further the purpose of the PAA Honor Society.

2. Ad Hoc Committees.
A. Conference Program Committee. The President shall annually appoint a Conference Program Committee. The committee shall develop a program for the annual conference of the ~~Association~~Network for review and approval by the Executive Council. The President shall appoint a chairperson for the conference committee.

B.- Other Ad Hoc Committees. The President shall have authority to establish other ad hoc committees and shall report to the next meeting of the Executive Council the term and charge of a newly established committee. No ad hoc committee shall be established for a term of no more than ~~two~~three years. ~~A committee that is nearing the end of its term shall~~Committees will prepare a report ~~for presentation~~ to the ~~meeting of the~~ Executive Council ~~next preceding the annual conference~~to update the council on their work for the October council meeting. The Council shall have authority after this review to extend the committee's term for no~~t~~ more than ~~two~~three years.

3. Appointment of Members and Chairpersons. The President of the ~~Association~~Network shall appoint the members and designate the chairperson of each standing and ad hoc committee, for ~~one~~three-year terms, except as otherwise noted herein or approved by the Executive Council.

4. Committee Costs. Committee expenses shall be met by the institutions from which the members are drawn or, with the approval of the Executive Council, by the ~~Association.~~Network.

5. Committee Actions. Committee actions to seek external funding or take positions on public issues shall require ~~the signature of~~consultation with the Executive Director ~~or the~~, Executive Committee, and approval ~~of~~by the Executive Council, ensuring alignment with the organization's strategic priorities and mission.

ARTICLE VI: SECTIONS

1. Purposes. Member institutions with common policy interests or common characteristics may group themselves into Sections of this ~~Association~~Network to promote their shared interests.

2. Establishment and Termination. Sections shall be established by the Executive Council for a term of three years on petition ~~by the principal representatives of 25 percent of the member institutions.~~. The Council must review a Section every three years and shall have authority after this review to extend its life for another three years. Sections of this ~~Association~~Network do not constitute separate juridical persons.

3. Operating Procedures. Sections shall draft their own operating guidelines for approval by the Executive Council. Guidelines shall include provisions for annual election of a chairperson and submission of annual financial and activity reports to the Executive Council and to the Section membership. To the extent there may be any conflict between any guidelines and the articles of incorporation or these bylaws, the articles of incorporation and bylaws shall govern.

4. Section Actions. ~~Section~~Committee actions to seek external funding or take positions on public issues shall require ~~the signature of~~consultation with the Executive Director ~~or the~~, Executive Committee, and approval of the Executive Council.

5. Section Costs. Section expenses shall be met by the participating institutions. A Section may with the approval of the Executive Council levy a special fee on participating institutions to be added to their annual dues and collected by the ~~Association~~Network.

ARTICLE VII: ANNUAL CONFERENCE AND BUSINESS MEETING

1. Time and Place. The time and place of the annual conference and business meeting shall be determined by the Executive Council.

2. Annual Conference Attendance. Attendance and participation at the annual conference shall be open to representatives of all members, ~~and~~ associate members, prospective members, and guests. Principal representatives may elect to participate virtually by notifying NASPAA staff when offered the choice through invitation to the Annual meeting.

3. Prior Notice of Business. At least 30 days before the annual conference, the Executive Council shall notify the membership of the ~~Association~~Network of the principal matters to come before the business meeting and shall furnish appropriate supporting documentation.

4. Rules. The annual business meeting shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII: VOTING

1.Voting. Voting in the annual business meeting shall be by member institutions. Each member institution shall have one vote. Each separate membership at a member institution shall also have one additional vote. Votes shall be cast by the principal representatives of member institutions or by designated alternates from the same institutions. Principal representatives are allowed to participate in the annual meeting through electronic means. No proxy votes shall be cast.

2. Quorum. A quorum at the annual business meeting shall consist of the principal representatives or designated alternates from 25 percent of the member institutions.

3. Approval of Program Standards and Program Review. Standards for programs leading to a particular level of degree and authorization of the review of these programs shall be presented to all NASPAA member schools for a full and open discussion, and then approved by a majority of votes cast at the annual business meeting by the principal representatives (or designated alternates) from NASPAA-accredited programs offering this level of degree. Any proposed amendment to the ~~Association's~~Network's degree standards not originating in the Standards Committee must be submitted to the chairperson of the Standards Committee at least 30 days before the annual business meeting. The Standards Committee shall forward a proposed amendment with its recommendation to the Executive Council, which shall place the proposed amendment on the agenda of the annual business meeting.

ARTICLE IX: DUES AND FINANCIAL OPERATIONS

1. Dues Structure. The Executive Council shall recommend a dues structure for approval by the membership. Notice of a proposal by the Executive Council to ask approval of a

dues increase must be given to the membership at least 60 days before the annual business meeting. An affirmative vote of the membership in the annual business meeting, a quorum being present, is required for implementation of the recommended dues structure.

2. Financial Operations. The Executive Director shall be responsible for ~~receiving~~managing the receipt and ~~expending the funds~~ expenditure of the ~~Association under~~Network's funds in accordance with policies established by the Executive Council. The annual budget ~~of the Association~~ shall be prepared by the Executive Director in consultation with the Executive Committee and ~~adopted~~the Chair of the Committee on Finance and shall be submitted for review and adoption by the Executive Council. An annual financial statement shall be presented to the membership.

3. Audit. ~~The Executive Council shall be responsible for an annual independent audit of the finances of the Association~~The Executive Council shall be responsible for ensuring an annual independent audit of the Network's finances. To facilitate this process, the President shall appoint an Audit Committee (up to four individuals), composed of members of the Executive Council, and member schools. The Audit Committee shall assist in the review of all audit activities conducted by an outside firm, ensure compliance with financial policies, and provide oversight of the auditing process. In collaboration with the Executive Director, the Audit Committee shall present an annual report of the audit findings to the Executive Council, ensuring transparency and accountability in the Network's financial operations.

ARTICLE X: REVIEW AND AMENDMENTS

~~1.~~

1. Review of the Bylaw. At least once every five (5) years, the President shall initiate a comprehensive review of these bylaws and recommend any necessary changes. Nothing in this section shall preclude the Council from reviewing the bylaws or proposing amendments to the membership at other times, at the Council's discretion.

2. Proposed Amendments to Bylaws. Amendments to these bylaws may be proposed to the membership either by an ad hoc committee on bylaws appointed by the President, or by petition to the Executive Council submitted by the principal representatives of ~~25~~at least twenty-five percent (25%) of the member institutions. The Executive Council shall ~~give~~review and provide its recommendation on each proposed amendment.

~~2~~

3. Voting Conditions. Notice of a proposed amendment must be sent to every member of the ~~Association~~Network at least 60 days before the annual business meeting.

~~3~~4. Majority Vote. Amendments must be approved by majority vote of the principal representatives or designated alternates voting upon the proposed amendment.

~~4~~5. Proposed Amendments to the Articles of Incorporation. Procedure for proposing any amendments to the articles of incorporation shall be as provided by the District of Columbia Nonprofit Corporation Act, as amended from time to time.

ADOPTED
AT NASPAA ANNUAL BUSINESS MEETING Pittsburgh, Pennsylvania October 25, 1978
AMENDED / REVISED
AT NASPAA ANNUAL BUSINESS MEETING
October 17, 1982, Portland, Oregon
October 11, 1986, Kansas City, Missouri
October 17, 1997, Raleigh, North Carolina
October 20, 2000, Richmond Virginia
October 18, 2002, Los Angeles, California
October 12, 2007, Seattle, Washington
October 21, 2011, Kansas City, Kansas
NAME CHANGE APPROVED, INCLUDING CHANGE TO BY-LAWS
AT NASPAA ANNUAL BUSINESS MEETING October 19, 2012, Austin, Texas