

NAPIC BYLAWS

(Revised Mar. 22, 07; Apr. 14, 2007, Nov. 3, 2011, April 2013)

2.A.1 Article I: Definitions

<i>AACC</i>	American Association of Community Colleges
<i>Board Member</i>	A member elected to the Board of Directors through an election process or a member appointed as an interim Board member by the Board of Directors.
<i>Member</i>	Institution, individual, associate, or affiliate member in good standing (dues paid) during a given fiscal year.
<i>NAPIC</i>	National Asian/Pacific Islander Council
<i>Voting member</i>	An institutional member or an individual professional member in good standing.

2.B.1 Article II: Office(s)

Office(s) shall be established as appropriate. Prior to any fiscal decision, a subcommittee appointed by the President shall prepare and distribute a prospectus detailing the feasibility of opening national/regional offices. The review process and timeline for decision shall be decided by a simple majority of the Board. A final decision to open an office shall require two-thirds vote of the Board.

2.C.1 Article III: Board of Directors

Section 1: ***Nomination of officers:*** A subcommittee of Board members appointed by the President each November shall, under the leadership of the President or the immediate Past-President (as determined by the President), develop a slate of candidates for vacant Board positions to be presented at the Annual Business Meeting held at the AACC spring convention. Additionally, nominations shall be taken from the institutional members or individual professional members in good standing with the Council. NAPIC voting members in good standing shall have a minimum of 30 days to nominate candidates for open positions on the Board. NAPIC voting members shall be informed of the nominees at least 30 days prior to voting. New or continuing Board members shall be approved for a three-year term upon a two-thirds vote of the members voting.

Provisional board membership: Board candidates from the slate of candidate nominations may be provisionally approved by simple majority vote to serve as active members on the Board of Directors. The Board may then take action to ratify these provisional board members at the Annual Business Meeting, making them full and regular Board members of NAPIC.

Section 2: **Terms of Office:** Board members may serve two consecutive three-year terms. Terms of the Board members shall be staggered. Hence, four (4) board members shall be appointed each year for a three-year term.

- a. If an individual is appointed to fill a Board vacancy on a one-year (or less) interim basis, he/she may subsequently run for two full terms.
- b. A Board member who has served two consecutive full terms may be elected to the Board again following a minimum absence of at least one year. Directors may be elected to one additional term according to the Bylaws.
- c. The President shall serve for one year in the position of President and for one year in the position of immediate Past-President.
- d. The immediate Past-President shall serve for one year and shall assist in the transition of leadership throughout the year and shall chair the Nomination Committee at the request of the President.
- e. Elections to the Board of Directors shall take place at the annual Spring business meeting of NAPIC.

Section 3: **Exception to Term of Office Limitations:** An individual formally elected President may exceed the six-year limit in order to fulfill the responsibilities of the offices of President and Past-President.

Section 4: **Eligibility to serve as a Board member:** Any voting member who aspires to leadership positions and is fully committed to Board responsibilities.

Section 5: **Board Composition:** The Board of Directors shall consist of no less than twelve (12) no more than twenty (20) members, including the Past-President.

Filling of vacancies on the Board: The President shall notify all current Board members of existing vacancies on the Board and consult with them to appoint individuals to fill vacancies based on eligibility described in Section 4 (above). A simple majority vote of the Board members in good standing is required to appoint nominees for unexpired terms. The President shall be the liaison between the Board and the individual(s) accepted to fill the unexpired term(s).

Section 6: **Board Meetings and General Membership Meetings:**

- a. There shall be at least two meetings of the Board annually including one of the meetings held at the annual AACC convention. Such meetings may be in a single location or via electronic medium.
- b. Because there are few opportunities to meet, Board member attendance is essential. To keep Board membership active and to move the council forward, Board members agree to miss no more than two (2) meetings in a row and to no more than four (4) meetings total in any given year. Board members not in keeping with this attendance commitment will be notified by the Board President, on behalf of the Board, and asked for a new commitment and agreement to make Board meetings going forward. By majority vote, the Board may grant a temporary waiver to this provision for members who have special or extenuating circumstances.
- c. An agenda for each regularly scheduled meeting shall be made accessible to each Board member prior to the meeting.
- d. All meetings shall be governed by Robert's Rules of Order, latest edition.
- e. A simple majority of the Board members seated (or connected electronically) at a scheduled meeting shall constitute a quorum.
- f. Special meetings may be called by a two-thirds vote of the Board. Notice must be given at least 30 days in advance to each Board member. The site of the meeting should be in a convenient location for travel and lodging, where possible, or, in the event of an electronic meeting, at times reasonable for the participation of the majority of Board members.
- g. For those business transactions that require a simple majority or two-thirds vote of the full membership of the Board, a mail ballot

or electronic ballot shall be allowed. Such ballots shall be furnished by the Secretary of the Board to each voting member. The ballots shall be returned to the Secretary of the Board who shall certify all ballots and report to the Board the results. The Board shall then declare the official vote.

- h. It shall be the responsibility of each Board member to attend scheduled meetings. Should a Board member fail to attend two consecutive scheduled meetings, the Board may vote to replace that Board member. A two-thirds vote of the Board is required.
- i. An Honorary Board member is a very special category of Board membership. It is reserved as the highest Board tribute for those who have faithfully served on the NAPIC Board and distinguished themselves in extraordinary ways. Honorary Board members are not active NAPIC Board members, but are honored lifetime board members held in the highest esteem. The Honorary Board members are nominated in the fall and selected by simple majority vote at the Annual Business Meeting held at the AACCC spring convention.

Section 7 *Executive Committee:*

- a. The Executive Committee comprises the Officers of the Board. It includes the President, President-Elect, Secretary, Treasurer, and Past-President.
- b. The Executive Committee meetings may be called by the President to deal with business of the Council. Such meetings may be in a single location or via electronic medium.

2.D.1 Article IV: Budget and Finance

Section 1: ***Budget:*** It shall be the responsibility of the Treasurer to coordinate the development of the budget for each upcoming fiscal year and present that tentative budget to the Board no later than March 1 of each year. The Board shall review the proposed budget and adopt a final budget at the Board meeting held at the annual AACC convention. The approved budget shall then be presented at the annual business meeting of the membership.

Section 2: ***Dues:*** By January 1, in conjunction with the proposed budget, the Treasurer shall submit a report of dues payment and recommend to the Board the level of dues for the subsequent fiscal year. Any changes in the level of dues shall require a two-thirds vote of the Board.

Section 3: ***Financial Responsibility:*** Any financial encumbrance incurred by NAPIC is the sole responsibility of the Council.

2.E.1 Article V: Amendments

Section A: All proposed amendments to this Bylaws shall be submitted and approved by a majority vote of the Board of Directors. Such information shall be sent to members for appropriate consideration. The amendments shall be adopted by a majority vote of the NAPIC voting members present at the annual business meeting.