

**NAFSA: ASSOCIATION OF INTERNATIONAL EDUCATORS**  
**BYLAWS**

**ADOPTED DECEMBER 11, 2011**

## Table of Contents

<b>Article I: Mission Statement and Code of Ethics</b> .....	<b>1</b>
Section A: Mission.....	1
Section B: Statement of Ethics .....	1
<b>Article II: Membership and Dues</b> .....	<b>1</b>
Section A: Membership .....	1
Section B: Dues.....	1
Section C: Annual Meeting of Members .....	1
<b>Article III: Board of Directors</b> .....	<b>2</b>
Section A: Composition.....	2
Section B: Eligibility.....	2
Section C: Election and Term of Office.....	2
Section D: Duties .....	3
Section E: Vacancies and Removal .....	3
Section F: Meetings .....	3
Section G: Quorum .....	3
Section H: Vote without a Meeting.....	3
Section I: Standing Rules.....	4
<b>Article IV: Authority and Duties of Officers, Agents and Employees</b> .....	<b>4</b>
Section A: Officers .....	4
Section B: Executive Director & Chief Executive Officer .....	4
Section C: Duties of Officers .....	4
Section D: Resignation .....	5
Section E: Removal.....	5
<b>Article V: Member-Leader Structures</b> .....	<b>5</b>
Section A: Components .....	5
Section B: Regions.....	6
Section C: Knowledge Communities & Coordinating Committee .....	6
Section D: Leadership Committees.....	7
Section E: Member Interest Groups.....	8
<b>Article VI: Board Committees</b> .....	<b>8</b>
Section A: Appointment to Board Committees and Ratification.....	8
Section B: Executive Committee .....	8
Section C: Development Committee.....	9
Section D: Finance and Audit Committee .....	9
Section E: Education and Professional Development Committee .....	9
Section F: Governance Committee .....	9
Section G: Member Relations Committee .....	10
Section H: Public Policy Committee .....	10
Section I: Other Committees.....	10
<b>Article VII: Indemnification</b> .....	<b>12</b>
Section A: Definitions.....	12
Section B: Right to Indemnification .....	12
Section C: Limitation on Right of Indemnification .....	12
Section D: Other Rights .....	12
Section E: Interim Indemnification.....	12
Section F: Insurance.....	13
<b>Article VIII: Fiscal Administration</b> .....	<b>13</b>
Section A: Budget.....	13
Section B: Checks, Drafts, and Contracts .....	13

Section C: Fiscal Year .....	13
Section D: Annual Audit.....	13
<b>Article IX: Conflicts of Interest .....</b>	<b>13</b>
Section A: Purpose.....	13
Section B: Definitions.....	13
Section C: Procedures .....	14
Section D: Records of Proceedings.....	15
Section E: Compensation.....	15
Section F: Annual Statements .....	15
Section G: Periodic Reviews .....	15
Section H: Use of Outside Experts .....	16
<b>Article X: Compensation.....</b>	<b>16</b>
Section A: Compensation Policy .....	16
Section B: Compensation Committee .....	16
<b>Article XI: Records.....</b>	<b>16</b>
Section A: Recordkeeping .....	16
Section B: Public Disclosure.....	16
Section C: Public Annual Reports .....	17
<b>Article XII: Parliamentary Authority.....</b>	<b>17</b>
<b>Article XIII: Amendments .....</b>	<b>17</b>

## **ARTICLE I: MISSION STATEMENT AND STATEMENT OF ETHICAL PRINCIPLES**

### **Section A: Mission**

The mission of NAFSA: Association of International Educators (hereinafter referred to as “NAFSA” or the “Corporation”) shall be as follows:

NAFSA is an association of individuals worldwide advancing international education and exchange and global workforce development. NAFSA serves international educators and their institutions and organizations by establishing principles of good practice, providing training and professional development opportunities, providing networking opportunities, and advocating for international education.

### **Section B: Statement of Ethical Principles**

The Board of Directors shall adopt and maintain a Statement of Ethical Principles for International Educators.

## **ARTICLE II: MEMBERSHIP AND DUES**

### **Section A: Membership**

#### *1. Voting Members*

The voting members of NAFSA shall be *Regular Members*, *Associate Members*, and *Life Members*. Individuals working in educational institutions, training or research facilities, organizations involved with international education, or those employed independently shall be classified as Regular Members. Other individuals may be classified as Associate Members as further specified in the Standing Rules. Life Members are those retired members whom NAFSA has chosen to honor with a life membership. Each class of members shall be entitled to benefits and privileges as determined by the Board of Directors from time to time and provided in NAFSA’s Standing Rules.

#### *2. Nonvoting Honorary Members*

From time to time, the Board of Directors may grant nonvoting honorary memberships to individuals in keeping with provisions established by NAFSA’s Standing Rules.

#### *3. Nondiscrimination of Members*

Members shall be admitted without regard to race, color, national or ethnic origin, creed, sex, religion, age, marital status, physical or mental abilities, immigration status, or sexual orientation.

### **Section B: Dues**

The Board of Directors shall fix the annual membership dues and schedule of dues for all members.

### **Section C: Annual Meeting of Members**

The Board of Directors shall set the time and place for an annual meeting of members to be held during the Annual National Conference. The quorum for this meeting shall be seven percent (7%) of all voting members present at the Annual National Conference.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section A: Composition**

The Board of Directors of NAFSA shall consist of four (4) directors elected to their offices by the membership, namely:

- a) the President of the Association, also serving as Chair of the Board (hereinafter President & Chair),
- b) the Vice President for Education and Professional Development,
- c) the Vice President for Public Policy & Practice, and
- d) the Vice President for Member Relations;

and no fewer than thirteen (13) and no more than sixteen (16) additional Directors-at-Large elected by the membership. The Executive Director and Chief Executive Officer (hereinafter referred to as the Executive Director & CEO) shall serve ex-officio and shall have no vote.

### **Section B: Eligibility**

#### *1. General eligibility*

Any voting member of NAFSA is eligible for election to the Board of Directors. In addition, up to one-third (1/3) of the Board members may be individuals who are not members of NAFSA.

#### *2. Nomination as President & Chair or Vice President*

To be eligible for nomination as President & Chair or Vice President, an individual must be a member of NAFSA. Beginning with elections to be held in 2009, only current members of the Board of Directors are eligible for nomination as President & Chair.

### **Section C: Election and Term of Office**

#### *1. Transition Year*

A President & Chair for 2010 shall be elected in 2008 and serve as a Director-at-Large in 2009, as President & Chair in 2010, and as a Director-at-Large in 2011 unless elected for a second term as President & Chair. All other elected officers and directors shall serve for a term of three (3) years. Directors shall be elected through either paper or electronic ballots. The term of officers and directors begins January 1 immediately following election. Directors are limited to two (2) consecutive terms and may be reelected after a one- (1) year hiatus. The President & Chair and Vice Presidents are limited to two (2) consecutive terms in office, and may be reelected as a Director-at-Large after a one- (1) year hiatus, but may not serve again in the same office after two terms in that office.

#### *2. 2010 and thereafter*

Beginning in 2010, the President & Chair shall be elected in alternate years to serve the following two years, and the President & Chair's vacated Director-at-Large position shall be filled for the remainder of the term by either regular elections or per Article III, Section E of these Bylaws. All other elected officers and directors shall serve for a term of three (3) years. Directors shall be elected through either paper or electronic ballots. The term of officers and directors begins January 1 immediately following election. Directors are limited to two (2) consecutive terms and may be reelected after a one- (1) year hiatus. The President & Chair and Vice Presidents are limited to two (2) consecutive terms in office, and may be reelected as a Director-at-Large after a one- (1) year hiatus, but may not serve again in the same office after two terms in that office.

**Section D: Duties**

The affairs of NAFSA shall be governed by the Board of Directors, whose duties include, but are not limited to, exercising leadership in the affairs of NAFSA; developing its policies, priorities, and positions; and providing direction for the development and stewardship of its resources through a strategic plan.

**Section E: Vacancies and Removal***1. Vacancies*

A vacancy in the office of President & Chair shall be filled by the Vice President with the longest tenure in office until such time as a meeting of the Board can be called to elect an interim President & Chair. Such election of an interim President & Chair will be by majority vote of all Board of Directors members based on a nomination by the Governance Committee. The interim President & Chair shall serve until the next duly elected President & Chair takes office. A vacancy in the offices of Vice Presidents or among other directors shall be filled for the remainder of the term by a majority vote of the Board of Directors based on nomination by the Governance Committee.

*2. Removal*

A member of the Board of Directors may be removed from the office by a two-thirds (2/3) vote of all Board of Directors members at a meeting called for that purpose.

**Section F: Meetings**

At least one (1) regular meeting of the Board of Directors shall be scheduled each year. Regular and special meetings may be called by the President & Chair or upon written request of any seven (7) members of the Board of Directors to the Secretary and shall be held at such time and place as may be specified in the notice thereof. A minimum of ten (10) days notice shall be given. Meetings may be held by conference call.

**Section G: Quorum**

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, all decisions will be made by a majority vote of those present at a meeting at which a quorum is present. Voting by proxy is not allowed.

**Section H: Vote Without a Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section I: Standing Rules**

The Board of Directors may establish such Standing Rules to govern the Corporation's operations as it determines are necessary or desirable from time to time. Standing Rules adopted may not contradict the Bylaws, and in all cases the Bylaws take precedence.

**ARTICLE IV: AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES****Section A: Officers***1. Officers*

The Officers of the Corporation shall be the President & Chair, the Vice President for Education and Professional Development, the Vice President for Public Policy and Practice, the Vice President for Member Relations, a Treasurer (also Chair of the Finance and Audit Committee), a Secretary (also Chair of the Governance Committee), and the Executive Director & CEO.

*2. Appointment and Term*

The President & Chair and Vice Presidents serve as officers concurrent with their elected terms. The Treasurer and Secretary shall be appointed for a one- (1) year term by the President & Chair who will be in office the year of their term, such nomination to be from among the Board members or members-elect serving the following year. The appointment of the Treasurer and Secretary is subject to ratification by the Board, such ratification to take place by December 31 of the year preceding the Treasurer's and Secretary's terms in office.

**Section B: Executive Director & Chief Executive Officer**

The Board of Directors shall hire the Executive Director & CEO of the Corporation. Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove such Executive Director & CEO with or without cause at a meeting called for that purpose. Removal shall require a two-thirds (2/3) vote of all Board members.

**Section C: Duties of Officers***1. The President & Chair*

The President & Chair shall assure or report otherwise to the Board that all of the affairs of the Corporation are executed in accordance with the policies and directives approved by the Board of Directors and shall submit an annual report; shall preside at the Annual Meeting and at all meetings of the Board of Directors and the Executive Committee; and shall perform such other duties as normally pertain to the office of President & Chair.

*2. The Vice President for Education and Professional Development*

The Vice President for Education and Professional Development shall provide leadership for the professional development program of NAFSA, shall oversee the work of committees as noted in Articles V and VI, and shall submit an annual report.

*3. The Vice President for Public Policy and Practice*

The Vice President for Public Policy and Practice shall provide leadership for NAFSA's public policy efforts, shall oversee the work of committees as noted in Articles V and VI, and shall submit an annual report.

#### *4. The Vice President for Member Relations*

The Vice President for Member Relations shall provide leadership for NAFSA's efforts to recruit, retain, and serve a diverse membership and leadership, shall oversee the work of committees as noted in Articles V and VI, and shall submit an annual report.

#### *5. Treasurer*

The Treasurer shall be responsible for all funds and securities of the Corporation; shall keep and make available complete and accurate books and accounts of the Corporation; and shall perform all other duties typical of the office of Treasurer, subject to the supervision of the Board of Directors. Except as prohibited by law, the Treasurer may delegate day-to-day performance of these duties to the executive employees of the Corporation.

#### *6. Secretary*

The Secretary shall be responsible for the 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 the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or 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 or her signature.

#### *7. Executive Director & Chief Executive Officer*

The Executive Director & CEO shall have general and active management of the programs and affairs of the Corporation and shall execute all orders and resolutions of the Board of Directors.

### **Section D: Resignation**

Resignations are effective upon receipt by the Secretary (or receipt by the President & Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

### **Section E: Removal**

Officers, except for the Executive Director & CEO, may be removed by a two-thirds (2/3) vote of all Board of Directors members at a meeting called for that purpose.

## **ARTICLE V: MEMBER-LEADER STRUCTURES**

### **Section A: Components**

#### *1. Structural Components*

The Board of Directors shall establish and oversee member-leader structures described in this Article, and engage them effectively in the work of the Association. Chairs of each component shall be elected or appointed as set forth in further paragraphs of this Article. From time to time, the Board may pass further resolutions governing the operations of these structures, consistent with these Bylaws.

#### *2. Subcommittees and Task Forces*

Each structural component described in this Article may establish subcommittees, which shall require approval of the Board of Directors. The approval process for approving subcommittees shall be set forth in the Standing Rules. Each structural component may also establish task forces to accomplish specific,

time-limited tasks. Task forces do not require approval of the Board; however, if a task force uses Corporate resources, approval must be requested from a Vice President.

### *3. Resignations, Vacancies, and Removal of Chairs*

Resignation of a Chair shall be in writing and sent to the President & Chair. For both elected and appointed Chairs, vacancies caused by resignation or for other reasons shall be filled by appointment by the President & Chair for the remainder of the term. Chairs, whether elected or appointed, can only be removed by a majority vote of the Board of Directors.

## **Section B: Regions**

### *1. Purpose & Composition*

To provide opportunities for professional action and interaction in all parts of the country, there shall be eleven (11) geographic regions comprising members whose address of record falls in the following groupings of states and territories:

- Region I: Alaska, Idaho, Oregon, Washington
- Region II: Arizona, Colorado, Kansas, Montana, Nebraska, New Mexico, Wyoming, Utah
- Region III: Arkansas, Louisiana, Oklahoma, Texas
- Region IV: Iowa, Minnesota, Missouri, North Dakota, South Dakota
- Region V: Illinois, Michigan, Wisconsin
- Region VI: Indiana, Ohio, Kentucky
- Region VII: Alabama, Florida, Georgia, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, the U.S. Virgin Islands
- Region VIII: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, West Virginia;
- Region X: New York, New Jersey
- Region XI: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
- Region XII: California, Hawaii, Nevada, and U.S.-affiliated Pacific Islands

### *2. Leadership Team*

Each region shall be led by a Regional Leadership Team, which shall consist at a minimum of an elected Chair, Chair-elect, Immediate Past Chair, and a Treasurer, who can be elected or appointed at the region's discretion. The manner in which appointments are made and elections held shall be determined by each region as set forth in the Standing Rules.

### *3. Functions and Duties*

Regional Leadership Teams shall be accountable to the Board of Directors through the Vice President for Member Relations. Functions and duties required of the regions by the Corporation shall be set forth from time to time in the Standing Rules.

## **Section C: Knowledge Communities & Coordinating Committee**

### *1. Purpose & Composition*

There shall be five (5) specialized committees, to be called Knowledge Communities, charged with creating and disseminating knowledge needed by the membership. Their purview shall be in the international education fields of:

- Education Abroad
- International Education Leadership
- International Student and Scholar Services
- Recruitment, Admissions, and Preparation

- Teaching, Learning, and Scholarship

### *2. Leadership Team*

Each Knowledge Community shall be led at a minimum by a Chair, Chair-elect and Past Chair elected from the membership at large for a three- (3) year term, with one (1) year spent in each of these roles. Any further requirements for leadership team composition shall be set forth in the Standing Rules.

### *3. Professional Networks*

Each Knowledge Community shall create and maintain, subject to Board of Directors' approval, professional sections, called Professional Networks, to serve members with shared professional responsibilities and provide an established means of networking, communicating, and cooperating regarding matters of mutual concern.

### *4. Further Functions & Duties*

Knowledge Community Leadership Teams shall be accountable to the Board of Directors through the Vice President for Education and Professional Development. Functions and duties required of the Knowledge Communities by the Corporation shall be set forth from time to time in the Standing Rules.

### *5. Knowledge Community Coordinating Committee*

There shall be a Knowledge Community Coordinating Committee chaired by the Vice President for Education and Professional Development to coordinate the work among the Knowledge Communities. The composition of the committee shall be set forth in the Standing Rules.

## **Section D: Leadership Committees**

### *1. Annual Conference Committee*

There shall be an Annual Conference Committee to guide each national conference, with a Chair to be appointed by the President & Chair eighteen (18) months prior to the conference and accountable to the Board of Directors through the Vice President for Education and Professional Development. The further composition and duties of the committee shall be set forth in the Standing Rules.

### *2. Education Abroad Regulatory Practice Committee*

There shall be an Education Abroad Regulatory Practice Committee, with a Chair to be appointed by the Vice President for Public Policy & Practice, and to be accountable to the Board of Directors through that same Vice President. The further composition and duties of the committee shall be set forth in the Standing Rules.

### *3. International Student and Scholar Regulatory Practice Committee*

There shall be an International Student and Scholar Regulatory Practice Committee, with a Chair to be appointed by the Vice President for Public Policy & Practice, and to be accountable to the Board of Directors through that same Vice President. The further composition and duties of the committee shall be set forth in the Standing Rules.

### *4. Leadership Development Committee*

There shall be a Leadership Development Committee with a Chair, elected by the membership to serve one year as Chair-elect and then one year as Chair, accountable to the Board of Directors through the Vice President for Member Relations. The further composition and duties of the committee shall be set forth in the Standing Rules.

### *5. Membership Committee*

There shall be a Membership Committee with a Chair, elected by the membership every other year to serve one year as Chair-elect and then two years as Chair, accountable to the Board of Directors through the Vice President for Member Relations. The further composition and duties of the committee shall be set forth in the Standing Rules.

### *6. Regional Affairs Committee*

There shall be a Regional Affairs Committee with a Chair, appointed by the Vice President for Member Relations to serve one year as Chair-designate and a second year as Chair, accountable to the Board of Directors through the Vice President for Member Relations. The further composition and duties of the committee shall be set forth in the Standing Rules.

## **Section E: Member Interest Groups**

Any group of members with an interest in a particular activity related to international education exchange or related to international education and exchange at a specific type of institution may apply to form a Member Interest Group (MIG). Such groups are subject to approval and supervision by the Membership Committee.

## **ARTICLE VI: BOARD COMMITTEES**

### **Section A: Appointment to Board Committees and Ratification**

#### *1. Appointments*

Appointments to committees of the Board and Chairs of committees of the Board, unless otherwise prescribed in the following sections of this Article, shall be for one (1) year, renewable, and shall be made by the President & Chair who will serve during the year of the committee appointments. Appointments are to be ratified by the Board no later than December 31 of the year prior to the year of committee work.

#### *2. Executive Director & CEO Participation*

The Executive Director & CEO may serve ex-officio on any Board committee without vote.

### **Section B: Executive Committee**

#### *1. Composition*

There shall be an Executive Committee consisting of the President & Chair; the three (3) Vice Presidents; the Treasurer; the Secretary; and the Executive Director & CEO, who serves ex-officio without a vote.

#### *2. Duties*

The Executive Committee shall have all the authority of the Board of Directors to the fullest extent permitted by applicable law, except that it shall have no authority as to the following matters: (a) the filling of vacancies in the Board of Directors; (b) the fixing of compensation of the Directors for serving on the Board or on any committee; (c) the amendment or repeal of the Bylaws or the adoption of new Bylaws; (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and (e) the removal of directors. Actions taken by the Executive Committee are subject to ratification at the next meeting of the Board.

#### *3. Meetings and Quorum*

Meetings of the Executive Committee may be called by the President & Chair or at a written request by four (4) members of the Committee sent to the Secretary. A quorum shall consist of four (4) members.

**Section C: Development Committee***1. Composition*

The Development Committee shall consist of a Chair, and at least three (3) additional directors. The President & Chair may appoint no more than two (2) additional outside members, who are not required to be members of NAFSA.

*2. Duties*

The Development Committee shall recommend to the Board of Directors development policies and priorities, shape strategies, provide oversight for annual giving and other targeted campaigns, identify and approach potential sources of support, and recommend action concerning proposed partnerships that include licensing of the NAFSA logo. The committee shall educate and engage the Board, as appropriate, concerning matters of its purview.

**Section D: Finance and Audit Committee***1. Composition*

The Finance and Audit Committee shall be chaired by the Treasurer and consist of at least three (3) additional directors

*2. Duties*

The Finance and Audit Committee shall be responsible for monitoring the Association's financial condition and shall make appropriate recommendations to the Board of Directors for NAFSA's well-being regarding the annual budget, investment policies, and the selection of an audit firm. The committee shall educate and engage the Board, as appropriate, concerning matters of its purview.

**Section E: Education and Professional Development Committee***1. Composition*

The Education and Professional Development Committee shall be chaired by the Vice President for Education and Professional Development and shall consist of at least three (3) additional directors.

*2. Duties*

The Education and Professional Development Committee shall, through the Vice President, provide leadership and direction to the Knowledge Communities and the Annual Conference Committee(s), ensuring their planned activities reflect the strategic plan, and shall monitor progress toward fulfilling the objectives of the strategic plan. The committee shall educate and engage the Board, as appropriate, concerning matters of its purview.

**Section F: Governance Committee***1. Composition*

The Governance Committee shall consist of a Chair (also the Secretary) and consist of two (2) additional current members of the Board and two (2) former members of the Board. The Executive Director & CEO shall serve on the committee ex-officio without a vote. Board members of the committee may be reappointed during their tenure on the Board; former Board members may be reappointed for up to one (1) additional term.

## *2. Duties*

The Governance Committee shall initiate periodic assessments of the Board's performance and advise the Board officers on steps to enhance Board effectiveness and ensure its focus on areas congruent with the strategic plan. The committee shall regularly update the statements of Board and officer duties and roles, and maintain a matrix of experience, attributes, and skills needed by the Board. The committee shall set annual priorities within the matrix for new Board members, ensuring succession in the leadership; working with the Leadership Development Committee, lead a process for recruitment of directors and officers; recommend to the Board for acceptance a slate of directors and officers to fill open positions; and orient new Board members. Periodically the committee shall review the Bylaws and Standing Rules and recommend any changes needed to the Board.

## **Section G: Member Relations Committee**

### *1. Composition*

The Member Relations Committee shall be chaired by the Vice President for Member Relations and shall consist of at least three (3) additional directors.

### *2. Duties*

The Member Relations Committee shall, through the Vice President, provide leadership and direction to the Membership, Leadership Development, and Regional Affairs committees, ensuring their planned activities reflect the strategic plan, and shall monitor progress toward fulfilling the objectives of the strategic plan. The committee shall nominate individuals to be considered for various NAFSA National Awards, as set forth in the Standing Rules. The committee shall educate and engage the Board, as appropriate, concerning matters of its purview.

## **Section H: Public Policy Committee**

### *1. Composition*

The Public Policy Committee shall be chaired by the Vice President for Public Policy and Practice, and shall consist of at least three (3) additional directors.

### *2. Duties*

The Public Policy Committee shall work in partnership with the President & Chair, the Executive Director & CEO, and appropriate public policy staff. It shall (1) recommend for Board approval the public policy objectives for the Association's strategic plan, (2) engage the Board in discussion of key public policy matters, (3) stay abreast of the implementation of the Association's public policy objectives, and (4) communicate with the members of the Association on public policy objectives and decisions. In addition, through the Vice President for Public Policy and Practice, the committee shall provide leadership and direction to the Education Abroad Regulatory Practice and International Student and Scholar Regulatory Practice committees, ensuring their planned activities reflect the strategic plan, and monitoring progress toward fulfilling the objectives of the plan.

## **Section I: Other Committees**

Other committees of the Board of Directors not having and exercising the powers and authority of the Board may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. The Board may make provisions for appointment of the Chair and

establish procedures to govern Committees' activities, and delegate authority as may be necessary or desirable for the efficient management of the Corporation.

## **ARTICLE VII: INDEMNIFICATION**

### **Section A: Definitions**

“Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals there from, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding.

“Eligible Person” shall mean any person who at any time was or is a director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Corporation.

### **Section B: Right to Indemnification**

Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Corporation shall, to the fullest extent permitted by law, be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith; (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful; or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

### **Section C: Limitation on Right of Indemnification**

Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board of Directors (acting by a quorum consisting of directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section B above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section B above.

### **Section D: Other Rights**

The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors, or other lawful representative.

### **Section E: Interim Indemnification**

The Corporation shall, with respect to a Matter described in Section B, advance attorneys’ fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board of Directors (acting by a quorum consisting of directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under Section C, and (c) deposits a bond or equivalent security.

**Section F: Insurance**

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

**ARTICLE VIII: FISCAL ADMINISTRATION****Section A: Budget**

The Executive Director & CEO shall propose a budget to the Finance and Audit Committee, which shall submit a preliminary budget to the Board of Directors for approval prior to the beginning of the fiscal year.

**Section B: Checks, Drafts, and Contracts**

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

**Section C: 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 D: Annual Audit**

The fiscal records of NAFSA shall be audited annually by an independent Certified Public Accountant retained by the Board of Directors on the recommendation of the Finance and Audit Committee.

**ARTICLE IX: CONFLICTS OF INTEREST****Section A: Purpose**

The purpose of the conflict of interest policy is to protect NAFSA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

**Section B: Definitions***1. Interested Person*

Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

### *2. Financial Interest*

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, an ownership or investment interest in any entity with which NAFSA has a transaction or arrangement; a compensation arrangement with NAFSA or with any entity or individual with which NAFSA has a transaction or arrangement; or is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which NAFSA is negotiating a transaction or arrangement.

### *3. Compensation*

Direct and indirect remuneration, including gifts or favors that are not insubstantial.

### *4. Conflict of Interest*

A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust; however, a financial interest is not necessarily a conflict of interest. Under Section C(2), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

## **Section C: Procedures**

### *1. Duty to Disclose*

If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.

### *2. Determining Whether a Conflict of Interest Exists*

After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

### *3. Procedures for Addressing the Conflict of Interest*

- a) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- b) The President & Chair of the Board of Directors or Chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in NAFSA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### *4. Violations of the Conflicts of Interest Policy*

- a) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section D: Records of Proceedings**

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section E: Compensation**

- a) A member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his/her compensation.
- b) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his/her compensation.
- c) Any member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, may provide information to any committee regarding compensation.

#### **Section F: Annual Statements**

The Governance Committee shall ensure that each director, officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that NAFSA is a charitable corporation and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Further, the Governance Committee shall be responsible for reviewing the statements and monitoring compliance with this policy.

#### **Section G: Periodic Reviews**

To ensure the Corporation avoids private inurement, impermissible private benefit, and excess benefit transactions, the Finance and Audit Committee shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

- b) Whether partnerships, joint ventures, and arrangements with management corporations conform to NAFSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

### **Section H: Use of Outside Experts**

When conducting the periodic reviews as provided for in Section G, the Corporation may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X: COMPENSATION**

### **Section A: Compensation Policy**

In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a director, officer, member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, in addition to complying with the other provisions of these Bylaws, the Board of Directors or committee shall:

- a) Recuse/exclude members who receive directly or indirectly any portion of their income from the Corporation;
- b) Rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and
- c) Document the bases upon which it relies for its compensation determinations.

### **Section B: Compensation Committee**

The Board of Directors, may, if it chooses, establish a compensation committee to set appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

## **ARTICLE XI: RECORDS**

### **Section A: Recordkeeping**

The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board of Directors or committee meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed, and the outcomes of any votes taken.

### **Section B: Public Disclosure**

The Corporation shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three (3) years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Corporation shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than

required by law and shall not apply, for example, if the Corporation is the target of a campaign of harassment.

### **Section C: Public Annual Reports**

An annually updated written account of the Corporation's purposes, structure, programs, and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Corporation's purpose(s); descriptions of its overall programs, activities, and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, directors, and chief administrative personnel; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management, and fundraising categories; and reports year-end balances.

### **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of A. Sturgis' *Standard Code of Parliamentary Procedure* shall govern NAFSA in all matters to which they are applicable and in which they are not in conflict with the laws of the District of Columbia under Articles of Incorporation, these Bylaws, and any special rules of order that NAFSA may adopt.

### **ARTICLE XIII: AMENDMENTS**

These Bylaws may be amended by the Board of Directors at any regular or special meeting, provided written notice of the proposed amendments has been given thirty (30) days in advance. Proposed amendments may be submitted to the President & Chair by any member of the Board of Directors, or by petition signed by at least twenty-five (25) members of NAFSA. Approval by a two-thirds (2/3) majority of all members of the Board of Directors shall be required for adoption of any amendment.