



# National Community Action Partnership Bylaws<sup>1</sup>

## Contents

ARTICLE I: NAME AND STRUCTURE.....	4
SECTION 1: NAME .....	4
SECTION 2: STRUCTURE .....	4
ARTICLE II: PRINCIPAL OFFICE .....	4
SECTION 1: LOCATION.....	4
SECTION 2: RECORDS .....	4
ARTICLE III: PURPOSE OF NCAP.....	4
SECTION 1: EDUCATIONAL AND CHARITABLE.....	4
ARTICLE IV: MEMBERS AND MEMBERSHIP .....	4
SECTION 1: ELIGIBLE MEMBERS.....	4
SECTION 1a: CREATION OF MEMBERSHIP CATEGORIES.....	4
SECTION 2: RIGHT TO HOLD OFFICE .....	5
SECTION 3: MEMBERSHIP DUES .....	5
SECTION 4: CREDITING MEMBERSHIP DUES.....	5
ARTICLE V: BOARD OF DIRECTORS.....	5
SECTION 1: COMPOSITION OF BOARD.....	5
SECTION 2: REGIONAL REPRESENTATIVES.....	5
SECTION 3: OFFICERS .....	6
SECTION 4: IMMEDIATE PAST CHAIR.....	6

---

<sup>1</sup> Adopted November 30, 1978; Amended September 30, 1982; Amended September 24, 1986; Amended September 11, 1987; Amended September 26, 1988; Amended August 29, 1990; Amended September 9, 1993; Amended September 4, 1996; Amended September 3, 1998; Amended September 9, 1999; Amended September 4, 2002; Amended September 1, 2010; Amended June 16, 2016; Ratified by the membership August 31, 2016. Amended June 29, 2020. Amended Jan. 28, 2025; Ratified by the membership August 27, 2025.

SECTION 5: DUTIES OF BOARD OF DIRECTORS .....	6
SECTION 6: CEO.....	6
SECTION 7: AUTOMATIC REMOVAL OF MEMBER FOR MISSING MEETINGS .....	6
SECTION 8: VACANCIES .....	6
ARTICLE VI: OFFICERS.....	7
SECTION 1: DESIGNATION.....	7
SECTION 2: QUALIFICATIONS .....	7
SECTION 3: DUTIES OF OFFICERS .....	7
SECTION 4: CHAIR .....	7
SECTION 5: FIRST VICE-CHAIR .....	8
SECTION 6: SECOND VICE-CHAIR .....	8
SECTION 7: THIRD VICE-CHAIR .....	8
SECTION 8: SECRETARY .....	8
SECTION 9: TREASURER .....	8
ARTICLE VII: MEETINGS OF BOARD OF DIRECTORS .....	9
SECTION 1: REGULAR MEETINGS .....	9
SECTION 2: SPECIAL MEETINGS .....	9
SECTION 3: TELEPHONIC AND VIRTUAL MEETINGS.....	9
SECTION 4: QUORUM REQUIREMENTS .....	9
SECTION 5: MAJORITY VOTE .....	10
SECTION 6: RULES OF ORDER.....	10
SECTION 7: PARLIAMENTARIAN.....	10
ARTICLE VIII: MEETINGS OF MEMBERSHIP .....	10
SECTION 1: ANNUAL MEETING .....	10
SECTION 2: NOTICE .....	10
SECTION 3: SPECIAL MEETINGS .....	10
SECTION 4: VOTING RIGHTS.....	10
SECTION 5: REQUIREMENTS .....	11
SECTION 6: MAJORITY VOTE .....	11
SECTION 7: RULES OF ORDER.....	11
SECTION 8: PROXY VOTING.....	11
SECTION 9: ACCEPTANCE OF PROXIES .....	11
SECTION 10: USE OF PROXIES .....	11

SECTION 11: MULTIPLE PROXIES.....	12
SECTION 12: REMOVAL OF OFFICER .....	12
ARTICLE IX: ELECTION AND VOTING .....	12
SECTION 1: ELIGIBILITY.....	12
SECTION 2: MANNER OF ELECTION .....	12
SECTION 3: PLURALITY VOTE .....	12
SECTION 4: NOMINATIONS.....	12
SECTION 5: MEMBERSHIP SAFETY .....	12
ARTICLE X: STANDING COMMITTEES.....	13
SECTION 1: APPOINTMENT.....	13
SECTION 2: MINUTES .....	14
SECTION 3: QUORUM .....	14
SECTION 4: NOTICE .....	15
SECTION 5: CHAIRPERSONS .....	15
SECTION 6: TELEPHONIC AND VIRTUAL MEETINGS.....	15
ARTICLE XI: SPECIAL COMMITTEES .....	15
SECTION 1: APPOINTMENT.....	15
SECTION 2: RULES GOVERNING .....	15
ARTICLE XII: INTERNAL AFFAIRS.....	15
SECTION 1: COMPENSATION FOR SERVICES RENDERED .....	15
SECTION 2: BONDING.....	15
SECTION 3: INDEMNIFICATION .....	15
SECTION 4 NOTICE .....	15
ARTICLE XIII: AMENDMENTS.....	16
SECTION 1: MEMBERSHIP .....	16
SECTION 2: BOARD OF DIRECTORS .....	16

## ARTICLE I: NAME AND STRUCTURE

### SECTION 1: NAME

The name of the organization shall be the National COMMUNITY ACTION PARTNERSHIP (hereinafter referred to as NCAP).

### SECTION 2: STRUCTURE

NCAP is primarily an organization comprised of regular, affiliate and corporate members and individual supporters.

## ARTICLE II: PRINCIPAL OFFICE

### SECTION 1: LOCATION

The principal office of NCAP shall be located in Washington, D.C. The Board of Directors may from time to time also establish other offices that it deems necessary.

### SECTION 2: RECORDS

All records of NCAP of any kind whatsoever shall be physically maintained at NCAP's principal office or on its corporate-funded server or other cloud storage platforms and shall be subject to review by any regular member or their agent or attorney for any purpose at any reasonable time.

## ARTICLE III: PURPOSE OF NCAP

### SECTION 1: EDUCATIONAL AND CHARITABLE

Ensure the causes and conditions of poverty are effectively addressed and to strengthen, promote, represent, and serve the Community Action Network.

## ARTICLE IV: MEMBERS AND MEMBERSHIP

### SECTION 1: ELIGIBLE MEMBERS

#### SECTION 1a: CREATION OF MEMBERSHIP CATEGORIES

The Board of Directors of NCAP may by resolution create non-voting categories of membership and shall prescribe the rights and obligations thereof.

- (A) **REGULAR MEMBER:** Any federally defined Community Action Agency per the CSBG Act, CSBG eligible entity, one State Association of eligible entities for each state or U.S. territory, and one Regional Association of eligible entities for each federal region shall be admitted as a member of NCAP upon receipt of the appropriate membership dues. Each member Community Action Agency and CSBG Eligible Entity upon payment of the appropriate membership dues shall specify the Executive Director/Chief Executive Officer and the Board Chair who shall represent such agency as their voting members. State and Regional Associations of eligible entities shall specify one designee (the Executive Director or other designee if no staff) who shall represent such agency as their voting member.

(B) AFFILIATE OR ASSOCIATE MEMBER: Organizations or Partnerships of such organizations whose mission is compatible with that of NCAP's mission. Upon payment of their appropriate dues, affiliate members receive all benefits, with the exception of voting rights and serving on the NCAP Board of Directors.

(C) SUPPORTING MEMBERS: Includes corporate or individual members. Upon payment of their appropriate dues, supporting members receive all benefits with the exception of voting rights and serving on the NCAP Board of Directors

## SECTION 2: RIGHT TO HOLD OFFICE

Any regular member in good standing of NCAP shall be eligible to hold an elective office subject to the qualifications of that office as described in Article VI, Section 2 of these Bylaws.

## SECTION 3: MEMBERSHIP DUES

Membership dues shall be due and payable on the first day of January of each year and all memberships shall expire on the thirty-first day of December of each year. The NCAP Board of Directors shall establish the amount of membership dues in all categories of membership. All members in good standing shall be issued confirmation of membership via electronic or hard copy means as determined by the Board of Directors.

## SECTION 4: CREDITING MEMBERSHIP DUES

If an Executive Director/Chief Executive Officer or the board chair of a regular member agency ceases to hold that position, the dues paid by the predecessor shall be credited to the successor.

# ARTICLE V: BOARD OF DIRECTORS

## SECTION 1: COMPOSITION OF BOARD

The Board of Directors shall consist of sixteen (16) members made up of (10) Regional Representatives representing each of the ten (10) federal regions and six (6) officers elected by the membership of NCAP. To be eligible for election or appointment to the Board, all Directors must be the Executive Director or CEO of a voting member of NCAP in good standing.

## SECTION 2: REGIONAL REPRESENTATIVES

Each of the ten (10) federal regions shall elect a qualified representative (as described in Article V, Section 1) to fill a two (2) year term on the NCAP Board of Directors. Terms will commence with the election of NCAP officers. Representatives may be re-elected to serve additional terms. The person chairing the regional election procedure, or the president of the regional Partnership, shall notify the NCAP office in writing of the regional representative's name, email, phone number, and mailing address, as well as verification of the election process. This shall be provided to the NCAP Board prior to the seating of new members. Any disputes related to the seating of a regional representative, including the election process, shall be decided at the sole discretion of the NCAP Board of Directors.

### SECTION 3: OFFICERS

In addition to the ten (10) Regional Representatives, each of the six (6) elected Officers of NCAP shall be a member of the Board of Directors. No Officer of NCAP, however, may also hold the position of Regional Representative. In the event an Officer holds both positions, the Regional Association or region which the Officer represents shall cause a new Regional Representative to be elected or appointed. Until such an election or appointment is made the position shall be considered vacant. Officers must be voting members of NCAP per Article IV, Section 1a of these Bylaws.

### SECTION 4: IMMEDIATE PAST CHAIR

The Board of Directors shall appoint the immediate past Chair of NCAP as an ex-officio/nonvoting member of the Board of Directors for a period of one year. The immediate past Chair shall not be counted for quorum purposes.

### SECTION 5: DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall be the executive body of NCAP and shall have general supervision of all business and affairs of NCAP in addition to the formulation and implementation of NCAP policy between general membership meetings. The Board shall report their activities and decisions to the membership at the Annual Meeting or at any other general membership meeting. The Board of Directors shall have the power to act on behalf of NCAP in all affairs between meetings of the general membership. The Board of Directors, however, shall carry out the policy and direction established by a majority vote of the membership at any properly constituted general membership meeting.

### SECTION 6: CEO

The Board of Directors shall be responsible for the hiring, firing, and direct supervision of the CEO of NCAP. The CEO of NCAP shall be responsible for the hiring, firing and direct supervision of all other NCAP employees. The CEO of NCAP shall be directly responsible to the Board of Directors for carrying out all policies and directives established by the Board.

### SECTION 7: AUTOMATIC REMOVAL OF MEMBER FOR MISSING MEETINGS

Any member of the Board (Officer or Regional Representative) who misses three (3) consecutive Board meetings (whether regular or special, or both) without presenting a written excuse acceptable to the Board of Directors in a timely manner shall be automatically removed from office by the Board of Directors.

### SECTION 8: VACANCIES

Any vacancy on the Board with respect to a Regional Representative, which occurs for any reason whatsoever, shall be filled by the Regional Partnership or region who originally elected or appointed such Regional Representative. Any vacancy on the Board with respect to an Officer, which occurs for any reason whatsoever, shall be filled by the Board of Directors for the unexpired term of such Officer, except as provided in Article VI, Sections 5, 6 and 7 of these Bylaws.

## ARTICLE VI: OFFICERS

### SECTION 1: DESIGNATION

The officers of NCAP shall be Chair, First Vice-Chair, Second Vice-Chair, Third Vice-Chair, Secretary and Treasurer. All officers shall be elected at an Annual meeting for a two-year term except as provided in Article V, Section 8 of these Bylaws and Sections 5, 6 and 7 of this Article.

### SECTION 2: QUALIFICATIONS

Candidates for the office of Chair of NCAP shall be members of NCAP in good standing for at least two (2) years immediately prior to the Annual Meeting at which they are candidates. Candidates for other elected offices of NCAP shall be members of NCAP in good standing for at least one (1) year immediately prior to the Annual Meeting at which they are candidates for such offices. Candidates for elected officer positions must be the Executive Director/Chief Executive Officer of the member organization of NCAP<sup>2</sup>. An officer may have the privilege of succeeding themselves for office but may not serve more than two (2) consecutive two (2) year terms in the same office. Filling out the unexpired term of an officer shall not be counted for the purposes of restricting succession as provided herein. No officer shall be eligible for re-election to that office until at least two (2) years have elapsed from the conclusion of their last term. No person may hold more than one (1) office at the same time.

### SECTION 3: DUTIES OF OFFICERS

The officers shall have the duties prescribed in these Bylaws and any other duties delegated by the Board of Directors.

### SECTION 4: CHAIR

The Chair shall be the principal elected officer of NCAP and shall, subject to the control and approval of the Board of Directors, generally supervise and control all of the business and affairs of NCAP. They shall preside as Chairperson at all meetings of the Board of Directors and at all meetings of the general membership, and shall be an Ex officio member, without voting privileges, of all Committees of NCAP except the Executive Committee. The Chair shall see that all orders, policies, and resolutions of the membership and the Board of Directors are carried into effect. The Chair shall sign with the Secretary, or any other officer of NCAP authorized by the Board of Directors, contracts or other instruments binding NCAP, and which the Board of Directors has approved and authorized to be executed; except in cases where the signing or execution thereof has been expressly delegated by the Board of Directors to some other officer or agent of NCAP. The Chair shall, except as otherwise provided in these Bylaws, appoint the Chairpersons of all Committees of NCAP, subject to the approval of the Board of Directors. The Chair shall submit a quarterly report to the Board of Directors and a written annual report to the Annual Meeting of NCAP. The Chair shall establish the agenda for all meetings of the Board of Directors. The Chair shall perform all other duties and functions, which from time to time are assigned to them by the Board of Directors.

---

<sup>2</sup> See Article IV, Section 1a for further information on “member organization of NCAP” and, see Article V, Section 1 for related information regarding Board Member eligibility based on position held with their employers.

## SECTION 5: FIRST VICE-CHAIR

The First Vice-Chair shall perform all duties and functions as from time to time are assigned to them by the Chair or by the Board of Directors. In the absence of the Chair, the First Vice-Chair shall perform all the duties of the Chair. In the event the office of Chair becomes permanently vacant for any reason whatsoever, the First Vice-Chair shall fill the unexpired term of the Chair and shall assume all the duties of such office.

## SECTION 6: SECOND VICE-CHAIR

The Second Vice-Chair shall perform all duties and functions as from time to time are assigned by the Chair or by the Board of Directors. In the event the office of First Vice-Chair becomes permanently vacant for any reason whatsoever, the Second Vice-Chair shall fill the unexpired term of the First Vice-Chair and shall assume all the duties of such office.

## SECTION 7: THIRD VICE-CHAIR

The Third Vice-Chair shall perform all duties and functions as from time to time are assigned by the Chair or by the Board of Directors. In the event the office of Second Vice-Chair becomes permanently vacant for any reason whatsoever, the Third Vice-Chair shall fill the unexpired term of the Second Vice-Chair and shall assume all the duties of such office.

## SECTION 8: SECRETARY

The Secretary shall be responsible to see that the minutes of the proceedings of the Board of Directors and general membership meetings are kept on the NCAP file system. Minutes of said proceedings do not have to be verbatim but must reflect all actions taken. The Secretary shall keep a register or roll of all members and call the roll, when necessary, at all general membership meetings. The Secretary shall notify all officers, board members, and committee members of their appointments. When requested, the Secretary shall read the minutes of each previous meeting, and the Board of Directors shall approve the minutes. The Secretary shall cause all minutes to be mailed or emailed to each member of the Board of Directors not more than ten (10) working days after said meeting. The Secretary shall cause notice of actions taken by the Board of Directors to be mailed, emailed, or posted to the NCAP website on a regular basis for all members of NCAP. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall be responsible for the determination of the presence of a quorum at all meetings of the general membership and of the Board of Directors.

## SECTION 9: TREASURER

The Treasurer shall have the responsibility to assure proper custody of all money and securities of NCAP and of their deposit in the name of NCAP in such bank or banks as the Board of Directors may designate. The principal bank account or accounts of NCAP, however, shall be established in the area where the principal office of NCAP is maintained. The Treasurer shall be responsible for assuring proper disbursement of the money of NCAP in payment of just demands of NCAP, or as may be from time to time authorized by the Board of Directors. The Treasurer shall be responsible for assuring that NCAP maintains proper fiscal controls adequate

to protect the assets of NCAP. The Treasurer is responsible for assuring that a current inventory is maintained of all assets of NCAP. The Treasurer shall submit written financial reports to the Board of Directors on whatever periodic basis the Board deems reasonable, but at least quarterly, and shall submit an annual financial report to the general membership at the Annual Meeting. The Treasurer is responsible for seeing that all financial records and accounts of NCAP are presented for an independent audit conducted by an independent certified public accounting firm selected by the Board of Directors, at least once each fiscal year. The certified public accounting firm shall be selected by the Board of Directors from the area where the principal office of NCAP is maintained. The Treasurer shall be responsible to see that such audits are presented to the full membership at the Annual Meeting.

## ARTICLE VII: MEETINGS OF BOARD OF DIRECTORS

### SECTION 1: REGULAR MEETINGS

Regularly scheduled meetings of the Board of Directors shall be held four times a year. The Board shall determine, in advance, the time and place for holding each regularly scheduled meeting of the Board of Directors. Such decisions may be made and announced at any point in the calendar year provided that prior to concluding a regularly scheduled meeting of the Board, the time and place for the next regularly scheduled meeting has been established and announced. The Secretary shall cause written notice of the time and place for each regularly scheduled meeting shall be sent to the last recorded email or US postal address of all directors at least one (1) week prior to said meeting.

### SECTION 2: SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held at the call of the Chair or by written notice sent by at least five (5) members of the Board of Directors to the Secretary providing at least five (5) members reside within different regions. The purpose of any special meetings must be disclosed in the notice sent to the Secretary. Notice of the time, place and purpose of any special meetings shall be distributed by the Secretary at least one (1) week prior to said meeting.

### SECTION 3: TELEPHONIC AND VIRTUAL MEETINGS

Meetings of the Board of Directors may be conducted by a telephonic conference call or other virtual method where all directors may hear one another. Notice shall be given of telephonic or other virtual meetings as described above for special meetings except that notice may be sent at least two (2) days prior to such a meeting.

### SECTION 4: QUORUM REQUIREMENTS

The existence of a quorum must be established to conduct business. A quorum of the Board of Directors shall consist of a majority of the entire Board of Directors. The Quorum will remain established unless successfully challenged by a Director during the meeting.

## SECTION 5: MAJORITY VOTE

Except as otherwise provided in these Bylaws relative to procedural matters all actions taken by the Board at any regular or special meeting require a majority vote of members present.

## SECTION 6: RULES OF ORDER

The parliamentary rules of order shall govern all Board of Directors meetings, except where in conflict with these Bylaws.

## SECTION 7: PARLIAMENTARIAN

The Board shall appoint a parliamentarian for all Board meetings and the ruling of the parliamentarian shall be final and binding, except in such cases where at least five (5) directors request that the ruling be reviewed by NCAP's legal counsel.

# ARTICLE VIII: MEETINGS OF MEMBERSHIP

## SECTION 1: ANNUAL MEETING

There shall be an Annual Meeting of the general membership of NCAP. The date and site of the Annual meeting shall be set by the Board of Directors at least six (6) months prior to the date of the holding of said meeting. However, the Board is empowered to change the date and site for good cause, providing the meeting is held within forty-five (45) days of the regularly scheduled meeting. All meetings may be held in person or via electronic means as determined by the Board of Directors.

## SECTION 2: NOTICE

Notice of the date and site of the Annual Meeting signed by the Secretary shall be provided to each member of NCAP not less than sixty (60) days before the date of the meeting.

## SECTION 3: SPECIAL MEETINGS

Special meetings of the general membership may be called by the Board of Directors or by at least ten percent (10%) of the members from at least two (2) different regions requesting it by written or electronic petition to the Secretary where all their signatures appear on the same petition. The notice provisions for the calling of an annual meeting shall apply to the calling of a special meeting; except that the purpose of the special meeting must be disclosed to the membership in the notice.

## SECTION 4: VOTING RIGHTS

Each regular member in good standing shall have full voting rights at all membership meetings. A member shall be deemed to be in good standing for voting purposes if their annual renewable membership is paid and is in full force by 6:00 p.m. ET on the day preceding the date of the annual membership meeting.

## SECTION 5: REQUIREMENTS

Those members present and eligible to vote constitute a quorum at any membership meeting. Once a quorum is established, it shall remain in effect until the meeting is adjourned. A minimum of six Regions must be represented.

## SECTION 6: MAJORITY VOTE

Except as otherwise provided in these Bylaws relative to procedural matters, a majority vote shall carry any question put before the membership at any membership meeting after the establishment of a quorum.

## SECTION 7: RULES OF ORDER

The order of business may not be altered or suspended at any membership meeting. In the event a "Division of the House" or "Roll Call" is called for on any question before the body, the following procedure shall be followed: A) The presiding Chairperson shall allocate ten (10) minutes for debate to proponents on each side of the question before the body. B) Any and all questions subject to this procedure shall be entered on a referendum ballot. C) The presiding Chairperson shall announce a certain time and a specific place where the full membership shall have the opportunity to cast their vote on each question subject to this procedure. D) The parliamentarian shall be responsible for conducting the voting on all referendum ballots, assuring one (1) ballot is available and issued for each member and each eligible proxy held by a member present to cast their vote. E) The parliamentarian shall announce the results of the vote count on each question appearing on such referendum ballot at the next scheduled assembly of the full membership. The parliamentary rules shall govern all virtual and/or in-person debates except where in conflict with these Bylaws; and a parliamentarian, whose decisions shall be final and binding, shall be appointed by the Board.

## SECTION 8: PROXY VOTING

Proxy voting shall be permitted at all membership meetings providing that persons wishing to assign their vote to a proxy must designate their proxy specifically by name in writing on their agency letterhead.

## SECTION 9: ACCEPTANCE OF PROXIES

The specific time frames for accepting proxies at a membership meeting shall be established by the Board of Directors and notice sent to the general membership at least thirty (30) days prior to such membership meeting. Such notice shall be deemed to be delivered to a member when deposited in the U.S. mail and addressed to the member at their last recorded address on NCAP's records with postage prepaid.

## SECTION 10: USE OF PROXIES

Proxies shall be counted to determine the existence of a quorum at all membership meetings and shall be counted for all votes which come before the body, including the question of removal of an officer.

## SECTION 11: MULTIPLE PROXIES

A person may be the designated proxy of one or more people at any membership meeting.

## SECTION 12: REMOVAL OF OFFICER

Any officer of NCAP may be removed from office at any membership meeting by a majority vote of the membership in good standing and eligible to vote providing that written notice of the proposed removal was sent to all members at least thirty (30) days prior to such membership meeting and that such notice was signed by at least ten (10) different members of NCAP who reside in at least five (5) different regions.

# ARTICLE IX: ELECTION AND VOTING

## SECTION 1: ELIGIBILITY

Any member of NCAP who meets the qualifications for office as provided by these Bylaws may run for any of the six (6) offices of NCAP.

## SECTION 2: MANNER OF ELECTION

The election of officers of NCAP shall be conducted bi-annually during the annual convention (pending unusual events that affect health and safety) in such a manner and at such times as the Board of Directors may determine. The time allowed for voting shall be not less than four (4) hours. Voting shall be by secret ballot and the results shall be certified by the Nominating/Elections Committee. Only those members in good standing with NCAP shall be eligible to vote.

## SECTION 3: PLURALITY VOTE

A candidate for any office of NCAP shall only need a plurality of all votes cast to be elected to such office and shall assume such office when installed.

## SECTION 4: NOMINATIONS

A candidate for any office of NCAP shall be nominated in accordance with the procedures described in Article X, Section 1 (C) of these Bylaws.

## SECTION 5: MEMBERSHIP SAFETY

If the Board of Directors determines that holding an election of officers, either in person or virtually, is not in the best interests of the Corporation and/or the membership, the Board may, with an affirmative vote by at least two-thirds of the entire Board of Directors, postpone the election of officers for up to one year from the date when elections would have normally been held. Once implemented, this option cannot be implemented again in a consecutive year, even by a subsequent vote of the Board, until an officer election has been held in accordance with these Bylaws. Notwithstanding anything herein, if the Board of Directors postpones an election pursuant to this Section, the officers serving at the time of the postponement may remain in their positions until the next election of officers.

## ARTICLE X: STANDING COMMITTEES

### SECTION 1: APPOINTMENT

Except as otherwise provided herein, the Chair of NCAP, subject to the approval of the Board of Directors, shall appoint the members of all standing committees.

The standing committees of NCAP shall be as follows:

- (A) **MEMBERSHIP COMMITTEE:** The Membership Committee shall serve as the Credentials Committee to determine that the voting membership of NCAP is legally constituted. This Committee will assume the responsibility of maintaining and increasing the membership of NCAP.
- (B) **EXECUTIVE COMMITTEE:** The Executive Committee shall be made up of all the elected officers of NCAP and shall be chaired by the Chair. Whenever time is of the essence and it is impractical to call a Board of Directors meeting, the Executive Committee may meet and exercise all powers given to the Board of Directors by these By- Laws, including the implementation of any actions approved by the Executive Committee, providing that the Committee's action is ratified at the next Board meeting and reported in writing to the Board ten (10) days after such action is approved.
- (C) **NOMINATING/ELECTIONS COMMITTEE:** The Nominating/Elections Committee shall be made up of ten (10) Regional Representatives on the Board of Directors, or their designees in the event a Regional Representative seeks to be nominated as a candidate for any of the six (6) offices of NCAP. Prior to the end of the second regularly scheduled Board of Directors meeting, the Nominating/Elections Committee shall caucus and elect from among their own number a person to chair this Committee. They shall report their selection to the Board of Directors prior to the end of the aforementioned Board of Directors meeting. The Nominating/Elections Committee shall be responsible for seeking nominations from each of the ten (10) regions for each of the six (6) offices of NCAP which are open for election. Those names and brief biographical information of the nominees shall be submitted to the Chair of this committee not later than sixty (60) days prior to the Annual Meeting where such an election is to take place. The Nominating/Elections Committee shall cause all names submitted for each office open to election to be placed on the official slate of candidates. The Chair of this Committee shall be responsible to cause this slate, with brief biographical information on each candidate, to be mailed to the Board of Directors and all members in good standing of NCAP not later than thirty (30) days prior to the Annual Meeting where such an election is to take place. Such notice shall be deemed to be delivered to a member when deposited in the U.S. mail, addressed to the member as it appears on NCAP's records with postage prepaid. Additional names shall be placed on the ballot at the Annual Meeting, providing the candidate desiring to be nominated for any office secures a written petition with at least fifteen (15) signatures of members in good standing in NCAP and residing in at least five (5) different regions endorsing their candidacy. This

petition must be presented to the Chair of the Nomination/Elections Committee not later than 6:00 p.m. on the day preceding the day set for the election to take place per the time zone in which the onsite election will occur. No person may be placed on the ballot for more than one (1) office. The Committee shall cause ballots to be prepared containing all names of nominees for the respective office that have been presented by the Nominating/Elections Committee and by written petition. The Committee shall be responsible for conducting the election of officers, which shall include carrying out the responsibilities described below and in the event of a tie vote for any office to establish a procedure for declaring a candidate elected. The Nominating/Elections Committee shall have the following responsibilities:

- (1) Certifying the number of ballots prepared.
- (2) Procedures for the distribution of one ballot to each member eligible to vote.
- (3) Accounting for all ballots distributed and those not distributed.
- (4) Counting the ballots and declaring the candidates with a plurality vote for each office elected.

(D) FINANCE COMMITTEE. The Finance Committee shall be responsible for the following:

- (1) Preparing a recommended budget for consideration by the Board of Directors.
- (2) Recommending the dues structure to the Board of Directors.
- (3) Oversight of the financial operations of NCAP and preparation of periodic financial reports to the Board and the annual report to the membership.
- (4) Recommending to the Board of Directors an independent certified public accounting firm to conduct the annual audit of NCAP's financial records.

(E) GOVERNANCE COMMITTEE. The Governance Committee shall be responsible for periodic review of the Bylaws and recommending revisions or amendments to the general membership or Board of Directors. This Committee shall be responsible for causing such amendments to be mailed to the full membership of NCAP in accordance with these Bylaws.

## SECTION 2: MINUTES

All standing committees shall keep minutes of their proceedings and said minutes shall be forwarded to the Secretary and stored electronically by NCAP for inclusion in the NCAP's records.

## SECTION 3: QUORUM

A majority of the members of a standing committee present in person shall constitute a quorum.

#### SECTION 4: NOTICE

Notice of the time and place of all meetings of standing committees must be sent at least one (1) week prior to such meeting to all members of the committee.

#### SECTION 5: CHAIRPERSONS

All Chairpersons of standing committees shall have full voting rights.

#### SECTION 6: TELEPHONIC AND VIRTUAL MEETINGS

Meetings of standing committees may be held by a telephonic conference call or other virtual means where all members may hear one another.

### ARTICLE XI: SPECIAL COMMITTEES

#### SECTION 1: APPOINTMENT

The Chair with approval of the Board of Directors, may appoint special committees from time to time.

#### SECTION 2: RULES GOVERNING

All the rules governing standing committees as described herein shall apply to special committees.

### ARTICLE XII: INTERNAL AFFAIRS

#### SECTION 1: COMPENSATION FOR SERVICES RENDERED

Any person may be paid such compensation for services rendered to NCAP as the Board of Directors shall from time to time deem reasonable.

#### SECTION 2: BONDING

All persons charged with the responsibility of handling funds of NCAP shall be duly bonded at the expense of NCAP.

#### SECTION 3: INDEMNIFICATION

NCAP shall maintain insurance to indemnify Directors, Officers and Staff as consistent with law.

#### SECTION 4 NOTICE

Any written notice required under these bylaws may be given by mail or electronic means providing that the mail or electronic means contains the same information as required in the written notice.

## ARTICLE XIII: AMENDMENTS

### SECTION 1: MEMBERSHIP

These Bylaws and the Articles of Incorporation may be changed or amended or may be added to by a majority vote of the membership present in person or by proxy at any duly called membership meeting providing at least a thirty (30) days written notice has been given of such proposed action to all members.

### SECTION 2: BOARD OF DIRECTORS

The Board of Directors may also change or amend or add to these Bylaws and the Articles of Incorporation as long as the following procedures are followed:

- (A) The Secretary shall cause written notice of the proposed change, amendment or addition to be provided to all directors at least two (2) weeks prior to the Board meeting when the proposed action will be considered.
- (B) The proposed change, amendment or addition must be approved by at least two-thirds (66 %) of the entire Board of Directors. Such change, amendment or addition to the Bylaws shall be effective immediately upon approval. If the change, amendment or addition, however, fails to be ratified by the membership as described below, then it will be considered null and void as of the date it fails to be ratified. Changes, amendments or additions to the Articles of Incorporation may not take effect until ratified by the membership.
- (C) The change, amendment or addition must be ratified by a majority vote of the members at the next membership meeting providing that at least thirty (30) days written notice of the proposed ratification is given to all members.