

AMENDED AND RESTATED BYLAWS OF
NATIONAL COUNCIL OF INSTRUCTIONAL ADMINISTRATORS

PREAMBLE

The National Council of Instructional Administrators (hereinafter referred to as the "Corporation") is dedicated to the development of sound leadership practices in the two-year community colleges.

The professional nature of instructional administrators is recognized as an important and necessary function in each college organization; thus, the Council desires that its membership be fully involved in policy planning and decision making at the two-year college level.

The membership of the Corporation is committed to promoting professional development and to enhancing the performance of instructional administrators.

Further, the Corporation supports the principles of the American Association of Community Colleges (hereinafter referred to as "AACC"), cooperating in the pursuit of its goals and objectives.

ARTICLE I.

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, scientific and literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Subject, in any event to the foregoing, the specific purposes of the Corporation are to:

- (a) make recommendations to the Members of the Corporation and to the AACC Board of Directors on matters related to instructional administration in two-year colleges;
- (b) conduct studies and surveys of Member needs to assist in planning professional development and programming activities;
- (c) analyze various techniques of program development and implementation in two-year colleges, serve as a clearinghouse for those techniques found by the Members of the Corporation to be particularly effective; compile and disseminate such information to the membership and other interested personnel through workshops, professional meetings and publications;
- (d) provide for the collection and presentation of two-year college instructional administrative matters and/or concerns to appropriate professional organizations for their guidance in better serving two-year college constituencies; and
- (e) provide a positive force regionally and nationally, to heighten public understanding of the goals and objectives of the community college.

The purposes of the Corporation are accomplished through solicitation of gifts, grants and bequests for the support of such projects, programs and purposes.

ARTICLE II.

OFFICES

(a) Principal Office.

The principal place of business of the Corporation and the principal office of the Corporation shall be located in the City of Lincoln, Lancaster County, State of Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

(b) Registered Office.

The registered office of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE III.

MEMBERS

(a) General.

The membership of the Corporation shall be open to all institutions or individuals concerned with instructional administration at community, technical and junior colleges. Membership shall be comprised of those institutions or individuals who have paid their annual dues to the Corporation. Membership types or categories and the dues applicable thereto shall be as established from time to time by the Board of Directors of the Corporation. Membership shall be on a year-to-year basis, July 1 through June 30. Each Member shall be required to pay dues, to be used for administration and functional purposes of the Corporation, by July 1 of each year in such amounts as determined by the Board of Directors at its annual meeting; provided, however, that the Board of Directors may waive annual dues for Past Presidents of the Corporation who are retired. Other Members that are retired from or appointed in emeritus or emerita status shall pay dues no greater than the dues paid by student members. In its discretion, the Board of Directors may create separate categories of membership indicating different levels of dues, provided, however, that no individual may be required to pay other than the minimum dues level in order to obtain membership in the Corporation. Elected officers may receive reduced dues during the years they serve as officers, at a rate of one half of the regular dues fee. Other matters concerning membership in the Corporation, including membership fees and rights and obligations of the Members shall be as determined from time to time by the Board of Directors of the Corporation.

(b) Rights of Members.

At every meeting of Members, each person who is a Member, whether an individual Member or a Member listed on an institution's membership roster, shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the persons who are Members and who are present at the time such vote is cast at a meeting. The right of a Member to vote and all of a Member's interest in or to the Corporation shall cease upon termination of membership. No Member shall be entitled to share in

the earnings of the Corporation nor to share in a distribution of the Corporate assets upon dissolution of the Corporation. No membership is transferable.

(c) Meetings.

An annual meeting of the Members of the Corporation shall be held in June, upon which voting Members may decide for the purpose of acting upon such matters as may be raised consistent with the requirements of the laws of the District of Columbia. Special Meetings of the Members may be called at any time by the President, the Vice President, or by any three (3) directors, and shall be called by the President or the Secretary upon the written request of not less than twenty-five percent (25%) of the Members. The business will be held in conjunction with the annual summer meeting of the Board.

(d) Notice.

Notice of the time, date and place of the annual meeting and special meetings of the Members, together with a description of any matter or matters that must be approved by the Members, shall be served, either personally or by mail, not less than ten (10) nor more than sixty (60) days before the meeting, upon such person or institution that appears on the books of the Corporation as a Member.

(e) Quorum.

At any meeting of the Members of the Corporation, the presence of five percent (5%) of the Members entitled to vote on a matter, or majority of the board members present, is required to constitute a quorum for such meeting.

ARTICLE IV.

BOARD OF DIRECTORS

(a) General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

(b) Number, Tenure, Qualification and Vacancies.

The following shall be voting members of the Board of Directors:

1. President
2. Immediate Past-President
3. Vice President
4. Secretary
5. Treasurer
6. One (1) representative from each of the eight regional districts
7. Two (2) at-large members.

The Executive Director will serve as an ex-officio, non-voting member on the Board of Directors. The election to the Board of Directors shall take place in March and April. The newly-elected members of the Board of Directors shall assume their offices at the annual summer business meeting, or July 1st, of the new fiscal year. Election to the Board of Directors shall be by written ballot of the membership, conducted

through the mail or by electronic ballot forty-five days prior to the annual business meeting. Elections for regional district representatives from odd numbered districts shall be held in odd numbered years. Elections for regional district representatives from even numbered districts shall be held in even numbered years. Only members located in a regional district holding an election for regional district representative are eligible to vote in such elections. One at-large director shall be elected each year and the other at-large director shall be elected the following year. At-large Directors shall be elected by the membership at large. Each director shall hold office for a term of two (2) years or until his or her successor shall have been elected and qualified, or until his or her resignation or removal. Directors must be representatives from institutions holding current membership in the Corporation. Elected members of the Board of Directors can succeed themselves for only one two-year term (4 years in succession) unless an intervening period of one year shall elapse, after which a member may be elected for another term. Regardless of the number of consecutive terms elected, a representative may maintain a regional representative or at-large position until a new member is elected to the Board of Directors to fill the position. The elections of the Treasurer and Secretary shall be held by the Board of Directors at its meeting prior to the annual summer business meeting. The Executive Committee shall recommend candidates for the offices of Treasurer and Secretary for the Board of Director's consideration, provided that those persons so recommended shall have served on the Board of Directors for at least six (6) months. If two or more officer positions have not been filled for more than a year, then Directors who have been in office for 6 months can be appointed/elected. Upon election to the Treasurer or Secretary positions, the regional or at-large positions held by those individuals shall immediately be declared vacant. Vacancies in the membership of the Board of Directors shall be filled by Presidential appointment and shall be confirmed by the Board of Directors. The appointee shall serve the unexpired term vacated by his/her predecessor. A regional representative who relocates into another region will fill any at-large vacancy or a vacancy in the region where he/she relocates. If no vacancy exists, he/she may continue in office as a temporary at-large representative until the expiration of his/her normal term. When invited by AACC's Board of Directors, the Corporation may submit a nomination to the AACC Committee on Directors. The Corporation will be eligible to nominate one person for election to the AACC Board of Directors for a three-year term any year when the Corporation has no representation on the AACC Board of Directors, or when the Corporation's incumbent representative's term is to end in the current AACC Board of Directors year, or when the Corporation's turn to elect a Director occurs as specified in AACC's procedures. Nominations for the representative to the AACC Board of Directors will be made by the Corporation's Board of Directors and will then be presented to the membership in the form of a mail or electronic ballot if more than one person is nominated.

(c) Annual Meeting/Regular Meetings.

An annual meeting of the Board of Directors shall be held immediately preceding the annual business meeting of the Members at such time and location as may be chosen by the Board of Directors. The President may provide for the time and place for the holding of additional regular meetings, without other notice than that furnished by the resolution calling such meeting or meetings.

(d) Special Meetings.

Special meetings of the directors may be called at the request of the President or by any three (3) directors. The person or persons authorized to call special meetings may fix the time and place of the meeting called by them. Notice of any special meeting shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each director at his or her regular mailing address or by Internet e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by Internet e-mail, such notice shall be deemed to be delivered when the e-mail notice is sent by the Corporation. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting,

except where a director attends for the express purpose of objecting to the transaction of the business because the meeting is not properly called. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

(e) Quorum.

A majority of the directors shall constitute a quorum for the transaction of business, providing that at least two members of the Executive Committee are present. If less than a quorum is present, a majority of the directors present may adjourn the meeting from time to time without further notice.

(f) Manner of Acting/Telephone Meetings.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone, electronic-web based connection or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(g) Compensation.

It is the intention of the Board of Directors of the Corporation that directors shall serve in a voluntary capacity without payment or remuneration except reimbursement for materials acquired for Corporation purposes by such director. The Board of Directors may by resolution provide for the payment of salaries or fees to a director or directors for specific services rendered to the Corporation.

(h) Resignations.

Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect when accepted by the Board of Directors.

(i) Removal of Directors.

The President, with the approval of the Executive Committee, may replace directors who have not fulfilled the responsibilities of their positions.

(j) Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

ARTICLE V.

OFFICERS

(a) Number.

The officers of the Corporation shall be a President, Immediate Past-President, Vice President, Secretary and a Treasurer, each of whom shall be members of the Board of Directors and shall be

elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

(b) Election and Term.

The officers shall be elected by the Board of Directors annually at the meeting of the Board of Directors held in conjunction with the annual summer meeting. Each officer shall hold office for a period of two (2) years or until his or her successor shall have been elected and qualified, or until his or her resignation or removal. The Treasurer may not serve as such officer for more than three (3) consecutive two-year terms. Unless resolved to the contrary by the Board of Directors, the Secretary shall automatically be nominated/elected for the position of Vice President and the Vice President shall automatically be nominated/elected for the position of President at such time as the existing Vice President or President declines a nomination to continue to serve in such capacity or at such time as his/her term of office shall expire.

(c) Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors when the best interests of the Corporation would be served thereby, as determined in the sole discretion of the Board of Directors.

(d) Vacancies.

A vacancy in any office which occurs for any reason may be filled by the President until the next meeting of the Board of Directors, at which time the vacancy shall be confirmed by the general election of the Board of Directors. Officers appointed under such circumstances shall have served on the Board of Directors for at least one term prior to appointment.

(e) President.

The President is responsible for providing leadership and annually developing goals, objectives, and action plans for presentation at the annual business meeting. The President shall preside at all meetings of the Members and directors, and shall serve as the chairperson of the Research Committee. The President shall be the general manager of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and direct operations of the Corporation. This role shall include liaison with other AACC Councils and organizations. The President shall appoint committees as necessary or requested, and fill vacancies of the Board of Directors as prescribed in these Bylaws. The President shall succeed the immediate Past-President.

(f) Immediate Past-President.

The Immediate Past-President shall serve as chairperson of the Professional Development Committee, shall advise the Corporation on matters of importance, and shall undertake special assignments.

The Immediate Past-President shall be responsible for providing an orientation to new Board members and assist the Executive Director in preparing the annual report to AACC, which is made at the end of that person's term in the position of President of the Corporation.

(g) Vice President.

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve as chairperson of the Awards Committee, the Conference Committee and the Nominating Committee. The Vice President shall be responsible for coordinating the AACC forum, Celebration Breakfast, and other programs of the Corporation held in conjunction with the AACC convention. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice President shall succeed the President.

(h) Secretary.

The Secretary shall keep the minutes of the meetings of Members, Board of Directors, and Executive Committee in one or more books provided for that purpose, and prepare such minutes for distribution. The Secretary shall prepare a summary of all actions taken or expected at all meetings of the Board of Directors or Executive Committee, and shall submit the summary to all members of the Board of Directors within one month following the meeting. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law. The Secretary shall keep a register of the post office address of each Member which shall be furnished to the Secretary by such Members. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall succeed the Vice President.

(i) Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall, in general, review and oversee all acts of the Executive Director pertaining to the funds, securities and financial records of the Corporation and perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall give regular and full reports to the Board of Directors regarding his or her actions and the financial status of the Corporation.

(j) Salaries.

It is the intention of the Board of Directors of the Corporation that officers of the Corporation shall serve in a voluntary capacity without payment or remuneration except reimbursement for materials acquired for Corporation purposes. The Board of Directors by resolution may provide for the payment of salaries or fees to an officer or officers for specific services rendered to the Corporation.

(k) Loans to Officers and Directors.

The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation.

ARTICLE VI.

EXECUTIVE DIRECTOR AND REPRESENTATIVES

(a) Executive Director. The Executive Director shall be appointed by the Board of Directors. The Executive Director shall work with the President to prepare agendas for the Board of Directors' meetings, including coordinating the site details for each meeting. The Executive Director shall prepare reports for meetings of the Board of Directors, including a financial report, updated membership list, updated Board of Directors' directory, and others as needed. The Executive Director shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Executive Director shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws. The Executive Director shall manage the finances of the organization, develop an annual budget, and prepare and file any required tax returns. The Executive Director shall maintain the archives of the Corporation. The Executive Director shall serve as the editor of the Corporation's publications and oversee the printing and distribution of all publications. The Executive Director shall serve as custodian of all corporate books and records.

(b) Regional Representatives. The eight Regional Representatives shall join At-Large Representatives and the Executive Committee on the Corporation's Board of Directors. Their duties shall include promoting the Corporation's membership(s), serving on a minimum of one committee, facilitating the accomplishment of the Corporation's purposes as outlined in Article I of these Bylaws, identifying regional Members who may serve as future leaders of the Corporation, and such other duties and responsibilities as may be assigned from time to time by the President.

(c) At-Large Representatives. The two At-Large Representatives shall join Regional Representatives and the Executive Committee on the Corporation's Board of Directors. Their duties shall include promoting the Corporation's membership(s), chairing ad-hoc committees established for special needs projects, facilitating the accomplishment of the Corporation's purposes as outlined in Article I of these Bylaws, and such other duties and responsibilities as may be assigned from time to time by the President.

ARTICLE VII.

COMMITTEES

(a) Executive Committee.

The Executive Committee of the Board of Directors shall consist of the President, Immediate Past-President, Vice President, Secretary and Treasurer. The Executive Director shall serve as an ex-officio, non-voting member of the Executive Committee. The Executive Committee must approve all workshops, conferences and similar developmental activities prior to such events being scheduled by the Board of Directors and/or by the regional districts. The Executive Committee shall have and exercise the authority of the Board of Directors pursuant to the laws of the District of Columbia at all times when a meeting of the Board of Directors is not in session, provided, however, that the Executive Committee shall not have the authority to authorize any distributions in excess of \$5,000.00; approve or recommend to Members the dissolution, merger, or the sale, pledge or transfer of all of the Corporation's assets; elect, appoint or remove Directors to fill vacancies on the Board of Directors (except as otherwise specifically authorized by Article IV of these Bylaws) or any of its committees; or adopt, amend or repeal the Articles of Incorporation or Bylaws of the Corporation. The Executive Committee shall meet at such times as the Board of Directors

shall determine. The Executive Committee shall maintain a written record of its proceedings and report its proceedings to the Board of Directors at the next meeting of the Board of Directors. The Executive Committee shall recommend a person for the position of Secretary and present this recommendation to the Board of Directors for confirmation.

(b) Awards Committee. With the approval of the Executive Committee, the President shall appoint an Awards Committee, which shall be chaired by the Vice President. The Executive Director shall serve as an ex-officio, non-voting member of the Awards Committee. The Awards Committee shall recommend to the Board of Directors possible categories for the annual Exemplary Initiatives Competition and shall review entries and determine the winners and honorable mentions. The Awards Committee shall review nominations for the annual NCIA Chief Academic Officer award and the NCIA Emerging Chief Academic Officer award and determine the winners. The Awards Committee shall coordinate the nomination and final selections for the Corporation's Service Awards.

(c) Professional Development Committee. With the approval of the Executive Committee, the President shall appoint a Professional Development Committee, which shall be chaired by the Immediate Past-President. The Executive Director shall serve as an ex-officio, non-voting member of the Professional Development Committee. The Professional Development Committee shall develop and implement professional development opportunities for instructional leaders. The Professional Development Committee shall review and recommend to the Board of Directors co-sponsorship of professional development activities. The Professional Development Committee shall review requests for the Corporation's seed funding and co-sponsorship of regional, state, and local activities. The Professional Development Committee shall plan all program activities associated with the annual AACC convention and coordinate the planning of an annual conference hosted by the Corporation.

(d) Nominating Committee. With the approval of the Executive Committee, the President shall appoint a Nominating Committee, which shall be chaired by the President-Elect. The Executive Director shall serve as an ex-officio, non-voting member of the Nominating Committee. The Nominating Committee shall solicit nominees for election to the Corporation's Board of Directors. The names of the nominees shall be returned to the President-Elect not less than ninety days prior to the annual business meeting, so that they may be submitted to the membership forty-five days prior to the annual business meeting as required in these Bylaws.

(e) Research Committee. With the approval of the Executive Committee, the President shall appoint a Research Committee, which shall be chaired by the President. The Executive Director shall serve as an ex-officio, non-voting member of the Research Committee. The Research Committee shall review and recommend to the Board of Directors research studies, white papers, literature reviews, and other publications sponsored by the Corporation. The Research Committee shall provide recommendations for topics and content of the Corporation's newsletter and Instructional Leadership Abstracts.

(f) Ad Hoc Committees. As appropriate, and with the approval of the Executive Committee, the President may establish and appoint chairpersons and members to ad hoc committees for a time not to exceed one calendar year.

ARTICLE VIII.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND CONTRIBUTIONS

(a) Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to negotiate, bid on and enter into any contract or execute and deliver any contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers or directors.

(c) Checks.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

(d) Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

(e) Contributions.

Any contributions, bequests or gifts made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

(f) Sponsorships.

The Officers of the Corporation may solicit sponsorships to provide revenue for the purpose of meeting the goals of the Corporation. The Executive Committee must approve any and all sponsorship agreements.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE X.

SEAL

The Board of Directors may adopt a corporate seal for the use by the Corporation which if adopted, shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal", or any abbreviation thereof; provided, however, that the adoption of a corporate seal shall not be mandatory, and the Board of Directors may forego the formal adoption of a corporate seal.

ARTICLE XI.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or director of the Corporation under these By-Laws or under the provisions of the laws of the District of Columbia or any other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.

MAINTENANCE OF EXEMPT STATUS

Notwithstanding any other provision of these Bylaws, no Member, director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time. No Member, director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation. All Members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII.

PARLIAMENTARY PROCEDURE

The latest edition of Robert's Rules of Order shall be the parliamentary guide and shall govern the proceedings of the Corporation, the Officers and Committees when not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIV.

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted at any annual business meeting by a vote of two-thirds of the Members attending, provided a written notice of any proposed changes in the Bylaws was sent to all of the Corporation's Members at least sixty days before the meeting at which the proposed change is to be considered. If no such notice of the proposed amendment has been given as herein above specified, then these Bylaws may be amended by a three-fourths positive vote of the Members present and voting at the meeting.

It is hereby certified that these Bylaws were unanimously adopted by the Members of the Corporation at a duly called meeting held the 17th day of June, 2017.

/s/ Erika Hackman

Secretary of the Meeting