



Bylaws (Full Version)

As amended at the following: NACRO Business Meeting, August 11–12, 2010; NACRO Business Meeting, August 2, 2012; NACRO Midwinter Leadership Meeting, February 27, 2014; NACRO Business Meeting, August 10–11, 2017; NACRO Special Session April 10, 2023

ARTICLE I: NAME AND ORGANIZATION

The name of this group is the Network of Academic Corporate Relations Officers (“NACRO” and/or “Organization” indistinctively). For marketing purposes, the acronym NACRO may be used.

As defined and described herein, NACRO functions and governance are managed by a Board of Directors (“Board of Directors” and/or “Board” indistinctively).

ARTICLE II: PURPOSES

As an organization, NACRO is dedicated to providing networking and professional development opportunities to corporate relations professionals as well as creating new knowledge to inform best practices. Sharing best practices through NACRO enables its Members to advance comprehensive, mutually beneficial relationships with industry and establish common language and metrics for peer comparison.

ARTICLE III: CATEGORIES OF MEMBERSHIP

Member. A Member is a natural person who supports the purposes of NACRO. Member status shall be granted upon application for membership in the manner prescribed by the Board of Directors and paying the dues for the year. Each Member shall be entitled to all the rights and privileges of membership. Membership classifications and types shall be established from time to time by the Board of Directors.

ARTICLE IV: RESIGNATION OR TERMINATION OF MEMBERSHIP

Resignation. Members may resign from NACRO by giving written notice to the Organization. Any Member resigning from the Organization shall be responsible for all billed and unbilled dues and assessments.

Termination of Membership. Membership in NACRO may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of these Bylaws or any rules of the Organization. Termination or suspension shall be by majority vote of the Board of Directors, provided that a statement of the charges have been mailed to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. In addition, the membership of any Member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE V: DUES

The initial and annual dues and assessments for NACRO Members, and the time for paying all dues and

assessments, shall be determined from time to time by the Board of Directors.

ARTICLE VI: MEETINGS OF MEMBERS

There shall be an Annual Business Meeting of the NACRO membership on a date and at a place to be designated by the Board of Directors for such business as may be properly brought before the Members. The Board of Directors may from time to time call special meetings of the membership. Notification of the Annual Business Meeting and special meetings shall be presented in writing and may be delivered by electronic means to the membership at least thirty (30) days prior to the scheduled meeting date. Such notification shall include information on items on which action is to be taken by the Members. Action may be taken after a majority vote of the Members present and voting in person or by written proxy. No business shall be conducted at any meeting unless a majority of the Board of Directors is present.

ARTICLE VII: BOARD OF DIRECTORS AND OFFICERS

The functions and responsibilities of the Board of Directors shall include advice and counsel to the co-presidents on all matters affecting NACRO activities; ongoing liaison with and annual review and approval of standing and ad hoc committee activities; review and approval of NACRO major financial activities, including the annual budget; review and recommendation of new programs for the Organization; recommendation of candidates for positions on the Board of Directors; review and recommendation of changes in NACRO Bylaws, policies, and procedures; and supervision of the Organization's business affairs. Members of the Board of Directors shall work with and provide oversight to committees as described by NACRO Policies and Procedures (further detailed in the NACRO Policies and Procedures document). The reporting structure within the Board of Directors shall be as described by NACRO Policies and Procedures.

Composition/Terms. The Board of Directors shall consist of the following officers: two co-presidents, two co-vice presidents (one serving as chair of the Finance Committee and the other serving as chair of the Site Selection Committee), the immediate past co-presidents, standing committee chairs, standing committee chairs-elect, and a single member-at-large.

The co-presidents, co-vice presidents, immediate past co-presidents, and member-at-large shall serve one-year terms and all other officers shall serve two-year terms (one year as chair-elect followed by one year as chair) unless said officer is elected or appointed to a vacant office in which case said officer shall serve the remainder of the term. Any officer may be re-elected in accordance with Article IX.

All members of the Board of Directors must be NACRO Members as defined by these Bylaws and at least one co-president, one co-vice president, the chair or chair-elect of each standing committee, and the member-at-large shall be employees of (a) an institution of higher education with a nonprofit status which grants degrees and/or conducts research; (b) a school or unit (such as a foundation) that may or may not itself conduct research or grant degrees and that is dedicated exclusively to an aforementioned institution of higher education; or (c) a non-degree granting research intensive entity such as a research institute, research hospital, or government laboratory. The Board of Directors may elect to not fill certain offices or combine offices (excluding the immediate past co-presidents, co-presidents, and co-vice presidents) and in such case the Board of Directors will consider a quorum a majority of the filled offices.

Meetings/Replacements. Meetings of the Board of Directors shall be held at such times and places as the Board may decide, or at the call of the co-presidents. Notice of such meetings shall be delivered no less than five business days in advance of the scheduled meeting and may be delivered by electronic

means.

Fifty-one percent (51%) of the Board of Directors present shall constitute a quorum for the purpose of transacting business at any meeting of the Board of Directors, but in the absence of a quorum, those present at the time and place set for the meeting may take an adjournment, from time to time until, without further notice, a quorum shall be present. The affirmative vote of a majority of members of the Board of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board.

In the event of death, resignation, or inability of a co-president to perform their duties, a co-vice president shall assume the responsibilities of the co-president immediately, as more fully set out below.

In the event of the death, resignation, or inability of a co-vice president to perform their duties, the Board of Directors shall recommend and nominate a new co-vice president for election as soon as is feasible. Such election may take place at any meeting called pursuant to Article VI, or by mail vote or electronic vote. The nominated person will immediately assume the duties of the office, subject to the election results.

In the event of the death, resignation or inability of any other member of the Board of Directors to perform their duties or in the event of the unscheduled vacancy of such office, (including if an insufficient number of individuals are nominated for such office at the time of the annual board nomination process), the Board shall have the power to appoint an interim successor to serve the remainder of the term of the vacated office. Members appointed as interim successors to chair-elect positions will assume the chair positions the following year.

Responsibilities of Certain Members of the Board of Directors:

Co-Presidents. The co-presidents shall act as the chief executive officers of and shall represent NACRO. The co-presidents shall preside at Board of Directors meetings and business meetings of the Organization as defined in Article VI. The co-presidents shall have the power to create ad hoc committees and appoint members thereof and perform such other duties as are usually required by the co-presidents' office or as may be delegated to the co-presidents by the Board of Directors. The co-presidents shall be ex-officio members of all standing and ad hoc committees.

Co-Vice Presidents. The co-vice presidents are to be considered co-presidents-elect and will assume the role of co-presidents upon the completion of the current co-presidents' term. The co-vice presidents shall assume the duties of the co-presidents in their absence or inability to act, with the co-vice president serving as chair of the Finance Committee filling the first vacant co-president's office.

Executive Committee. The Executive Committee is comprised of the co-presidents and the co-vice presidents. The Executive Committee has direct oversight of the director of operations, association management contracts, as well as related operations and staffing decisions. The Executive Committee also oversees the management of relationships, contracts, and other agreements with peer organizations, sponsors, vendors, and other outside entities.

Immediate Past Co-Presidents. The immediate past co-presidents shall serve as co-chairs of the Nominations and Awards Committee.

ARTICLE VIII: STANDING COMMITTEES

The standing committees of NACRO shall be as follows: Benchmarking Committee, Communications Committee, Finance Committee, Membership Committee, Nominations and Awards Committee, Professional Education Committee, Site Selection Committee, and such additional standing and ad hoc committees as shall be created on occasion in accordance with these Bylaws. Each standing committee, other than the Finance Committee, the Nominations and Awards Committee, and the Site Selection Committee shall have a chair and a chair-elect.

The chair-elect shall assume the role of chair at the end of the then chair's elected term.

Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors in establishing a committee, a majority of the members of each committee shall constitute a quorum. An act of a majority of the members present and voting at a meeting called by the chair or chair-elect at which a quorum is present shall constitute an act of the committee.

Benchmarking Committee. This committee shall generate meaningful data, publications, and other materials through a variety of tools that can be utilized by Members. The committee's responsibilities include, but are not limited to, designing and managing survey instruments and implementation, conducting data analysis, and presenting findings to membership through a variety of mediums, such as presentations and publications.

Communications Committee. This committee shall communicate NACRO business to Members, as well as benefits to non-Members. The committee will source content from all other standing committees, as well as identify other information relevant to the corporate relations industry. The committee will manage a monthly calendar and inform the other committees of upcoming messaging needs based on the cadence of previous years and new content creation.

Finance Committee. This committee shall manage NACRO's financial operations and be chaired by one of the co-vice presidents. Members are appointed by the Board of Directors and shall be comprised of one of the immediate past co-presidents and at least two other NACRO Members (members of the Board of Directors are preferred) who have operational experience with the Organization's standing committees. Service terms for the members of the Finance Committee shall be one year and the terms may be extended up to two additional years.

Membership Committee. This committee shall lead NACRO's efforts to recruit and retain Members, including securing new Members and welcoming them to the organization. The committee will work to retain Members by assessing Member satisfaction and collaborating with other standing committees to incorporate Member feedback into NACRO programs, services, and communications. This committee will also recognize Members for their years of membership and volunteer contributions, as well as overseeing networking opportunities.

Nominations and Awards Committee. This committee shall be co-chaired by the immediate past co-presidents and include the current co-vice presidents. The committee shall steward the board nomination and election process as well as the awards nomination and election process.

The committee shall review and qualify nominated NACRO Members for election for each position on the Board of Directors to be vacant at the next election, as set out in Article IX below. The committee shall solicit nomination suggestions from Members of NACRO, the standing committees, and the Board of Directors. The committee shall present a slate of nominees to the Board of Directors of all qualified,

interested, and committed individuals for approval.

The committee shall make recommendations to the Board of Directors as to the types of awards, honors, or appreciation to be granted by NACRO, and the standards and procedures for selection of the recipients and granting of recognition(s) thereof. Immediate past award winners will be a part of the Nominations Committee for one year following receipt of their award.

Professional Education Committee. This committee shall lead NACRO's efforts to offer professional and leadership development opportunities for Members via virtual and in-person events. Through collaboration with other committees, this committee will build content for professionals with different experience levels.

Site Selection Committee. This committee shall be chaired by one of the co-vice presidents. Members are appointed by that co-vice president. This committee shall manage the process for selecting the site of NACRO's Annual Conference and the Midwinter Leadership Meeting.

Additional Standing and Ad Hoc Committees. Responsibilities and reporting structure of other committees shall be as documented by NACRO Policies and Procedures. Amendments to NACRO's Policies and Procedures are approved by a quorum at a regularly scheduled Board of Directors meeting.

ARTICLE IX: NOMINATIONS AND ELECTIONS

The Nominations and Awards Committee shall prepare a ballot which lists nominees for vacant positions on NACRO's Board of Directors and for chairs-elect of each standing committee, except Finance, Nominations and Awards, and Site Selection as described in Article VIII, and a Member-at-Large, for presentation to membership at least fourteen (14) days prior to the deadline for voting. This ballot may be voted on in person, via mail vote, or by electronic vote.

The nominee receiving the majority of the vote cast will be considered elected. In cases where a majority is not reached, the nominee with the plurality of the votes cast is considered elected.

In the case of the election of co-vice presidents, the two people receiving the plurality of the votes is considered elected.

ARTICLE X: RELATION OF MEMBERS AND INDEMNIFICATION

The officers, committee members, and individuals acting for NACRO shall not be deemed partners or agents of one another for any purpose by reason of any provision of these Bylaws, any articles of incorporation, or any resolution of the Board of Directors or other action of the Organization pursuant thereto, or by reason of any action taken by them in carrying out the purposes of NACRO. The Organization shall indemnify all officers, all members of standing committees, all persons authorized by the Board of Directors to do business on behalf of NACRO, and all employees required to act for the Organization, and hold them harmless against any expense, claim, loss, or liability resulting from action taken by them in lawfully carrying out resolutions of the Board of Directors and their duties on behalf of NACRO.

ARTICLE XI: USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may

be taken or transmitted via electronic mail or other electronic media.

ARTICLE XII: BYLAWS AMENDMENTS

These Bylaws may be altered or rescinded by majority vote of NACRO's Members present or by written proxy at any regular or special membership meeting, or by a majority of the Members returning mail or electronic ballots, provided, however, that such amendments first have been reviewed by the Board of Directors.

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted via electronic mail or other electronic media.