

## **BYLAWS**

As amended: at the NACRO Annual Conference, August 11-12, 2010; NACRO Business Meeting, August 2, 2012; NACRO Midwinter Meeting, February 27, 2014; NACRO Annual Conference, August 10-11, 2017

### **ARTICLE I: NAME**

The name of this group shall be the Network of Academic Corporate Relations Officers (NACRO).

### **ARTICLE II: PURPOSES**

NACRO is dedicated to providing networking and professional development opportunities to corporate relations professionals. 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**

**1) Member.** A member is a natural person who supports the Purpose 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.

### **ARTICLE IV: RESIGNATION OR TERMINATION OF MEMBERSHIP**

**1) Resignation.** Members may resign from NACRO by giving written notice to NACRO. Any member resigning from NACRO shall be responsible for all billed and unbilled dues and assessments.

**2) 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 the Bylaws or any rules of NACRO. Termination or suspension shall be by majority vote of the Board of Directors, provided that a statement of the charges shall 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**

**1)** There shall be an Annual Meeting of the 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 regular and special meetings shall be presented in writing and may be delivered by electronic means to the membership at least 30 days prior to the scheduled meeting date. Such notification shall include information on items on which action is to be taken by the voting Members.

**2)** Action may be taken by the vote of a majority of the voting 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 NACRO; recommendation of candidates for positions on the Board of Directors; review and recommendation of changes in NACRO Bylaws, policies and procedures; and supervision of NACRO 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 Policies and Procedures document). The reporting structure within the Board of Directors shall be as described by NACRO policy.

**1) Composition/Terms.** The Board of Directors shall consist of the following officers: two Co-Presidents, two Vice- Presidents (one for Conference Site Selection and one as Chair of the Finance Committee), the Immediate Past Co-Presidents, Standing-Committee Chairs, Standing Committee Chairs-elect and a single Member at Large (when required by Article IX).

The Co-Presidents, Co-Vice Presidents, the 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 a one year term. Any officer may be re-elected in

accordance with Article IX.

All members of the Board of Directors must be Members as defined by the Bylaws and at least one Co-President, one Vice-President, one co-chair of each Standing-Committee and the Member at Large shall be employees of (a) an institution of higher education which conducts research and grants Bachelors, Masters, Doctoral and/or Medical Doctor degrees or their equivalents; (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 (excepting the immediate Past Presidents, Co-Presidents and Vice-Presidents) and in such case the Board of Directors will consider a quorum a majority of the filled offices.

**2) Meetings/Replacements.** The Board of Directors shall hold a meeting at the same place as, and immediately prior to, the Annual Meeting of NACRO. Other meetings of the Board of Directors shall be held at such times and places as the Board of Directors may decide, or at the call of the Co-Presidents. Notice of such meetings shall be delivered no less than five 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 present at a meeting at which a quorum is present shall be the act of the Board of Directors.

In the event of death, resignation or inability of a Co-President to perform his or her duties a 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 Vice-President to perform his or her duties the Board of Directors shall recommend and nominate a new Vice-President for election as soon as is practicable. Such election may take place at any meeting called pursuant to Article VI, or by mail vote or electronic vote.

In the event of the death, resignation or inability of any other member of the Board of Directors to perform his or her 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 of Directors shall have the power to appoint an interim successor to serve the remainder of the term of the vacated office.

### **3) 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 all meetings of NACRO. The Co-Presidents shall have the power to make, as directed by and subject to the approval of the Board of Directors, contracts for and in the name of NACRO. 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 President's 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 committees.

**Vice-Presidents.** The 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 Vice-Presidents shall assume the duties of the Co-Presidents in their absence or inability to act, with the Vice-President for Finance filling the first vacant Co-President's office.

**Immediate Past Co-Presidents.** The Immediate Past Co-Presidents shall chair the Nominations and Awards Committee.

## **ARTICLE VIII: STANDING COMMITTEES**

The Standing Committees of NACRO shall be as follows: Nominations and Awards, Marketing and Communications, Conference Program, Benchmarking, Finance, Professional Development, Conference Site Selection and Membership and Alliances and such additional Standing and Ad Hoc committees as shall be from time to time created in accordance with these Bylaws. Each Standing Committee other than the Finance Committee, the Conference Site Selection Committee and the Nominations and Awards 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 whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a meeting called by the chair at which a quorum is present shall be the act of the committee.

**Nominations and Awards Committee.** This Committee shall be co-chaired by the immediate Past Presidents and include the current Co Vice-Presidents. The Committee shall nominate 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 suggestions from members of NACRO, the Standing Committees and the Board of Directors, and shall nominate all qualified, interested and committed individuals. The Committee shall also assist the Co-Presidents in recruiting and selecting members of other committees, and make recommendations to the Board of Directors as to the types of awards or honor or appreciation to be granted by NACRO, the standards thereof, and the procedures for selection of the recipients and the granting thereof.

**Marketing and Communications Committee.** This committee shall establish and promote the NACRO brand, develop and implement communication strategies.

**Conference Program Committee.** This committee plans the Annual NACRO Conference and coordinates the individual Conference sessions, including selecting panel participants and providing moderators to coordinate each session. This committee shall provide the association management group specifications required for the association management group to manage the logistical details of the Annual NACRO Conference.

**Benchmarking Committee.** This committee shall annually design, conduct and analyze the results of a survey that attempts to compare and contrast university corporate relations efforts (including holistic efforts, as well as more narrowly defined complementary work) at NACRO members' institutions. A survey shall be conducted, analyzed and presented each year at the NACRO annual meeting and by 2020 shall include an annual summary of corporate funding at members' institutions as self-reported by said member institutions and an annual salary survey of NACRO members.

**Finance Committee.** This committee shall be chaired by the Vice-President for Finance. Members are appointed by the Board of Directors and shall be comprised of one of the Immediate Past Co-President and two other members (members of the Board of Directors are preferred) who have operational experience with NACRO Standing Committees. Service terms for the two members shall be 2 years and staggered such that one member is replaced each year. This committee shall manage NACRO's financial operations.

**Professional Development Committee.** This committee shall determine best practices for the education and professional development of NACRO members and utilize these best practices to design and deliver an educational and professional development program for NACRO membership.

**Membership and Alliances Committee.** This committee shall have as its primary mission the growth of NACRO's membership and make recommendations on issues involving membership and administer the member program. The committee shall also assess the need for and potential direction of alliances with academic and industry organizations aligned with NACRO interests; shall provide recommendations for such alliances to the Board of Directors; and shall manage on behalf of the Board of Directors those alliances that have been approved.

**Conference Site Selection Committee.** This committee shall be chaired by the Vice-President for Conference Site Selection. Members are appointed by Vice-President for Conference Site Selection. This committee shall manage the process for selecting the site of the organization's annual meeting.

Responsibilities and reporting structure of other committees shall be as documented by NACRO policies and procedures. Amendments to 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 listing nominees for vacant positions on the Board of Directors and for Chairs-elect of each Standing Committee for presentation to the membership at least fourteen (14) days prior to the deadline for voting. The ballot shall result in a Board of Directors comprised of an odd number of positions. Nominee(s) for a single Member at Large position shall be listed and presented to the membership on said ballot if the ballot would otherwise result in a Board of Directors with an even number of positions. This ballot may be voted on in person, via mail vote or electronic vote. The nominee receiving a majority of the votes cast when no more than two nominees are running for the same position will be considered elected. The nominee receiving a plurality of the votes cast when more than two nominees are running for the same position will be 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 NACRO pursuant thereto, or by reason of any action taken by them in carrying out the purposes of NACRO. NACRO 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 NACRO, 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 the voting members present and voting or by written proxy at any regular or special membership meeting, or by a majority of the voting members returning mail or electronic ballots, provided, however, that such amendments first have been reviewed by the Board of Directors.

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