

## **THE NATIONAL ASSOCIATION FOR REGULATORY ADMINISTRATION**

### **BYLAWS**

#### **Article I Corporate Name**

The name of this Association shall be the National Association for Regulatory Administration. The organization may use the acronym, “NARA.”

#### **Article II Mission and Purpose**

The mission of NARA is to promote the health and safety of children and adults in regulated settings.

This Association’s main focus is for educational and professional purposes, as delineated below:

1. To promote public education and support for regulation of the care and placement of children, youth and adults;
2. To promote the safeguarding of children, youth and adults through advocating enforcement of effective standards and regulatory laws;
3. To provide information on regulatory issues to educational institutions, agencies, associations, policy makers and the public at large at local, state, territorial, provincial, national, and international levels;
4. To provide technical assistance to governments for the development of legislation and in the operation and management of the regulatory process for human care services;
5. To encourage high levels of competency in regulatory personnel;
6. To promote and develop a body of written educational resource material on human care regulatory administration;
7. To promote the professional development of persons in human care regulatory administration;

8. To facilitate consideration and resolution of common problems in the regulation of child, youth, and adult care regarding their care or placement outside of their home or residence;
9. To provide a philosophy and systems of best practices in human care services regulation;
10. To facilitate and provide communications among professionals in human care service regulation and other concerned stakeholders; and
11. To provide and promote collegial support among human care regulatory personnel.

This Association is organized and operated for the purposes stated above and for other nonprofit purposes consistent with this statement of principles. This Association is not organized and shall not be operated for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends. No part of the property of the Association and no part of its net earnings shall be used to personally benefit any member or private individual.

## **Article III Membership**

### **Section 1. Members**

- a) Membership will be open to:
  - i) Any person or organization engaged in regulatory administration of human care services for children, youth, or adults, and
  - ii) Any person or organization who supports the mission and purpose of NARA.

### **Section 2. Individual Members**

Individual membership shall include a person employed in, or retired from, a human care regulatory agency; students enrolled in a related field; and anyone who supports the mission and purpose of NARA.

### **Section 3. Organizational Members**

An organizational membership will be open to any governmental agency, not for profit association or other group electing to support the activities of the Association is eligible to become an Organizational Member under terms and privileges specified by the Board of Directors.

### **Section 4. Voting Privileges and Member Benefits**

Individual and Organizational members have all member benefits and voting rights with the exception of administrative support staff memberships.

## **Article IV**

### **Board of Directors**

#### **Section 1. Composition**

- a) The governing body of the Association shall be a Board of Directors, which shall be composed of four (4) officers, three (3) At-Large Members and the Executive Director and Chief Executive Officer (CEO). The President-Elect, Secretary and At-Large members are elected by the voting membership. The Treasurer is appointed by the full Board. The Executive Director / CEO is a non-voting member of the Board. The Past-President may choose to be an additional non-voting member of the Board for one (1) year after leaving the office of President.
- b) Any voting member in good standing of the Association shall be eligible for nomination, appointment, or election to the Board of Directors.
- c) Notwithstanding “b” above, active NARA consultants may not serve on the Board of Directors. Furthermore, active NARA consultants may not be nominated, appointed or elected for a Board position for a period of one (1) year after the conclusion of any active consultant contract with NARA.
- d) Notwithstanding “b” above, at all times, at least five (5) members of the Board of Directors must have experience as a practitioner, supervisor, administrator, or educator for an agency or program in the field of licensing or regulatory services on behalf of children, youth and or adults.
- e) The President-Elect and President of the Board, or any candidate for either position, must have experience as a practitioner, supervisor, administrator, or educator for an agency or organization in the field of licensing or regulatory services on behalf of children, youth and or adults.

#### **Section 2. Terms of Office**

- a) Members of the Board of Directors shall serve for two-year terms or until successors are duly elected or appointed. At least three (3) Board members shall be elected or appointed each year in order to stagger the Board rotation.

- b) Members of the Board of Directors shall be limited to three (3) consecutive full or partial terms and may run for election after one (1) intervening year.
- c) Notwithstanding b) above the President shall serve one (1) two-year term and is not eligible for reelection, or appointment, as a voting member to the Board of Directors for at least one (1) year after leaving the office of President.
- d) The President-Elect shall serve one (1) two-year term as such and shall then step up to the Presidency. This provision does not apply to an *appointed* President Elect. In the case of an appointed rather than elected President Elect, an election for the office of President will be held.
- e) Members of the Board of Directors shall take office at the beginning of the fiscal year or upon appointment.

### **Section 3. Vacancy**

Any vacancy in the office of President will be filled by the President-Elect. If the President is unable to fulfill the elected term, the President-Elect shall complete the remainder of the term. Completing the term of the President shall not be counted towards serving a full two (2) year term as President.

Vacancies in any other position on the Board of Directors may be filled by a voting member in good standing through recommendation by the President and approval by the Board of Directors.

### **Section 4. Compensation**

Members of the Board of Directors shall not receive compensation. They may be reimbursed for ordinary and necessary expenses incurred in connection with conducting the business of the Association, including travel expenses.

Members of the Board of Directors who are engaged in Board meetings or related business activities at a location that coincide with a NARA Licensing Seminar event may be offered a discounted attendance rate under terms specified by the Executive Committee.

### **Section 5. Powers**

The Board of Directors shall govern and support the advancement of the Association. They shall have all powers necessary to manage the affairs of the Association subject to the limitations established by law, the Articles of Incorporation and these Bylaws. The Board of Directors shall be authorized to adopt, abolish, or change policies, insignia, or colors of the Association.

Any action taken by the Board of Directors may be overruled by at least a two-thirds (2/3) vote of the membership present at a special meeting, annual business meeting, or an electronic vote open for ten (10) calendar days, provided at least 25% of the membership has voted.

## **Section 6. Removal**

Board of Directors must maintain their status as a current NARA member at all times while on the Board. A Director's NARA membership must not lapse more than thirty (30) calendar days. If the membership is not current, the Director's privileges to make motions and vote will be suspended. Failure to maintain a current status may result in removal from the Board.

A member of the Board of Directors may be removed for cause and upon at least a two-thirds (2/3) votes cast by the entire Board of Directors when in their judgment such Director shall be rendered incapable of discharging the duties of the office, shall neglect or refuse to perform the obligations of same, or when the Director's conduct is determined by the Board not to be in the best interest of the Association.

Removal shall occur only after the Director has been advised in writing of the cause and has been given reasonable opportunity for defense and appeal within thirty (30) calendar days of notification.

## **Article V Officers and Executive Committee**

### **Section 1. The Executive Committee**

The Executive Committee shall consist of the President, Past-President (as appropriate), President Elect, Treasurer, Secretary and Executive Director / CEO. The Executive Director / CEO is a non-voting member of the Executive Committee. The Past-President will be a non-voting member of the Executive Committee, if they opt to remain for the additional year.

### **Section 2. Officers**

The President-Elect and Secretary shall be elected by the voting members as prescribed in Article III Membership and Article X Voting. The Treasurer is appointed by a vote by the full Board. Officers shall assume office at the beginning of the fiscal year or upon appointment.

### **Section 3. Duties and Responsibilities**

- a) **President:** The President is the official representative of the Association. The President shall be responsible for ensuring the effective action of the Board in governing and

- supporting the Association. The President shall preside at meetings and conduct the business of the Association. The President shall serve as a voting ex-officio member of all committees. The President shall have general oversight of the activities and operations of the Association, including ensuring the Executive Director / CEO carries out the day-to-day activities of the Association and other tasks as delegated, including the implementation of all policies adopted by the Board.
- b) **Past-President:** The Past-President may choose to serve in a non-voting, advisory capacity for one (1) year after leaving office to ensure continuity and consistency as a new President takes the position.
  - c) **President Elect:** The President Elect shall perform the duties of the President in the absence of the President and such duties as may be assigned by the President.
  - d) **Treasurer:** The Treasurer ensures the Association maintains accurate financial records, oversees the fiscal audit or review conducted by an independent licensed or certified auditing agency, presents an annual fiscal report to the Board of Directors and the membership, and reviews the annual budget for the upcoming fiscal year for preparation to be approved by the Board of Directors. The Treasurer shall be the Chair of the Finance Committee.
  - e) **Secretary:** The Secretary ensures the accurate and complete recording of meeting business.
  - f) The Board of Directors or the Executive Committee may delegate any of their duties to the Executive Director / CEO or other staff members.

#### **Section 4. Powers and Duties**

The Executive Committee shall have such powers and duties as specified by law, the Articles of Incorporation, these Bylaws and as delegated to it by the Board of Directors. The Executive Committee shall have the authority to transact business on behalf of the Board of Directors between meetings of the Board and shall report to the Board all actions it has taken between Board meetings.

### **Article VI Administrative Offices and Staff**

The Executive Committee may hire or contract with individual(s) or company(ies) for the position of Executive Director / CEO to administer the day-to-day activities of the Association. The Executive Committee may establish a principal office of the Association from which to

conduct the day-to-day operations and other offices as may from time to time be deemed necessary.

The Executive Director / CEO must attend all meetings of the membership and of the Board of Directors unless excused by the President and have such duties and responsibilities as may be assigned by the Board of Directors.

Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, the Board of Directors delegates to the Association Executive Director and CEO all responsibilities and authority of the Association as deemed necessary and appropriate to accomplish the goals and objectives of the Association.

## **Article VII Fiscal Matters**

### **Section 1. Dues**

The Board of Directors shall be authorized to charge dues as a requirement for membership in the Association. Any change in the amount of dues shall require at least a two-thirds (2/3) votes cast by the entire Board of Directors.

### **Section 2. Finances**

- a) The Association is not intended as a profit making organization nor is it founded with the expectation of making a profit. This Association shall use its funds only for objectives and purposes specified in these Bylaws.
- b) Persons entrusted with the handling of the Association's funds or other assets may be required, at the discretion of the Board of Directors, to furnish at Association expense, a suitable fidelity bond.

### **Section 3. Fiscal Year**

The fiscal year of the Association shall be from January 1 to December 31.

## **Article VIII Meetings and Quorums**

### **Section 1. Annual Business Meeting**

- a) There shall be an annual business meeting of the Association at a place designated by the

Board of Directors. The meeting must be open to all voting members of the Association. The Board of Directors shall ensure that written notice of the annual business meeting is provided to all voting members at least thirty (30) calendar days before the date of the meeting.

- b) Special meetings of the membership may be called by the President, any three (3) members of the Board of Directors, or upon the written request of at least twenty-five percent (25%) of the voting members at a place designated by the Board of Directors. Written notice of any special meeting called shall be sent to the voting members at least ten (10) calendar days before the date of the meeting. The notice of the meeting shall set forth the purpose(s), time, logistical information, and format for the meeting. No business other than the purpose(s) of the call may be decided at that meeting.

## **Section 2. Board of Directors Meetings**

- a) The Board of Directors shall conduct at least one meeting each fiscal year. Written notice of this annual meeting of the Board of Directors shall be sent to all Board Members at least ten (10) calendar days before the date of the meeting. Minutes of such meetings shall be made available to all voting members upon request. The Board of Directors may adjourn into executive session to discuss personnel and/or litigation matters.
- b) Special meetings of the Board of Directors may be called at any time at the discretion of the President or any three (3) members of the Board of Directors and must be called within fifteen (15) calendar days of receipt of a written petition. Written notification of any special meeting called shall be sent to all Board of Directors at least ten (10) calendar days before the date of the meeting. The notice shall state the date, time and format of the meeting. The purpose and agenda of the meeting shall be stated in the notice but business of the called meeting shall not be limited to the items stated in the notice.
- c) A simple majority of the Board of Directors present at a meeting, whether in person or by telephone conference call or other electronic means, shall constitute a quorum and shall be present in order to transact business at the meeting.

## **Section 3. Committee Meetings**

An Executive Committee meeting may be called at the discretion of the President or any other member of the Executive Committee.

Standing Committees and ad hoc committees shall meet at times and places determined by the Chair.



A simple majority of the Committee members present at a meeting shall constitute a quorum and shall be present in order to transact business at the meeting.

## **Article IX Committees**

Each fiscal year, the President shall present the Committee Charters, including the committee chairpersons and list of committee members to the Board of Directors for approval. Any person who supports the mission of NARA shall be eligible to serve on a committee unless otherwise noted in these Bylaws. Each committee shall be composed of at least two-thirds (2/3) current NARA members. The term of committee members is one (1) fiscal year. Within the fiscal year, changes to committee membership may be approved by the President. The following shall be standing committees:

### **Section 1. Finance and Asset Management Committee**

The Finance and Asset Management Committee shall recommend financial policies to the Board, review the annual budget and all financial reports prepared by the Association staff and/or accounting firms for approval by the Board of Directors. The chair of this Committee shall be the Treasurer.

### **Section 2. Ad Hoc Committees**

The Executive Director / CEO, President, Executive Committee, or Board of Directors by simple majority Board vote shall establish ad hoc committees as necessary to complete task for the Association. The President shall appoint committee chairpersons and members for the ad hoc committees. The President shall work with the committee chair in selecting the members of the ad hoc committee.

## **Article X Voting**

### **Section 1. Membership**

When, in the judgment of the Board of Directors, any question or other business shall arise that should be put to a vote of the membership and cannot be postponed until the annual business meeting of the Association, the membership will be notified electronically and have seven (7) calendar days to vote.

### **Section 2. Board of Directors**

When, in the judgment of the President, any question or other business shall arise that should be put to a vote of the Board of Directors and cannot be postponed until the next regularly scheduled or special business meeting of the Board, the members of the Board of Directors will be notified electronically and have five (5) calendar days to vote.

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the vote of a simple majority of the Directors present at a regular or special meeting of the Board of Directors or participating in an electronic vote shall constitute action by the Board of Directors. The action and vote must be documented in the Board minutes.

### **Section 3. Executive Committee**

When, in the judgement of the President, any question or other business shall arise that should be put to a vote of the Executive Committee and cannot be postponed until the next regularly scheduled or special business meeting, the members of the Executive Committee will be notified electronically and have five (5) calendar days to vote.

Unless otherwise required by law, the Articles of Incorporation or these Bylaws, the vote of a simple majority of the members present at a meeting of the Executive Committee or participating in an electronic vote shall constitute action by the Executive Committee. The action and vote must be documented and reported to the Board.

### **Section 4. Committees**

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the vote of a simple majority of the Committee members present at a meeting or participating in an electronic vote shall constitute Committee recommendations to the Board of Directors, whom shall have the authority to adopt, amend, or reject them. The recommendations must be documented and reported to the Board.

### **Section 5. Voting Issues**

For a committee vote resulting in a tie, an electronic vote will be sent to all committee members. If a majority is unattainable, the motion will be lost.

For an election resulting in a tie, the membership will vote in a runoff election.

## **Article XI Amendments**

These Bylaws may be amended, repealed, or altered, in whole or in part, by a simple majority

vote of members attending any duly organized business meeting of the Association or by a simple majority of members participating in an electronic vote.

## **Article XII**

### **Limitation of Personal Liability and Indemnification**

#### **Section 1. Limitation of Personal Liability**

Nothing herein shall constitute members of the Association as partners for any purpose. No Association member, agency or employee shall be liable for the acts or failure to act of any other member, agency, or employee of the Association, except for acts or omissions arising out of his or her misfeasance.

#### **Section 2. Indemnification**

Each member or agent of the Association shall be entitled as a right to be indemnified to the fullest extent permitted by applicable laws and by the Articles of Incorporation of this Association.

## **Article XIII**

### **Dissolution**

The Board of Directors shall have the authority to dissolve the Association, but such a decision shall require approval by at least three-fourths (3/4) of the votes cast by the entire Board of Directors. In the event the Board votes to dissolve the Association, the Board of Directors shall follow the procedures for dissolving associations contained in applicable laws and the NARA Articles of Incorporation.

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