

BYLAWS

OF

NATIONAL ASSOCIATION OF DIVERSITY OFFICERS IN HIGHER EDUCATION (FORMED UNDER THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT)

ARTICLE I OFFICES

Section 1. Location. The principal office of the **National Association of Diversity Officers in Higher Education (NADOHE or “the Corporation”)** shall be located at such a place as the Board of Directors shall from time-to-time designate.

Section 2. Registered Office and Agent. The Corporation shall continuously maintain a registered office in the District of Columbia at such place as may be designated by the Board of Directors. The Corporation shall also have a registered agent whose office is identical with such registered office, as required by the District of Columbia Nonprofit Corporation Act. The registered agent shall be an individual resident of the District of Columbia or a Corporation, whether for profit or not for profit, authorized to transact business in the District of Columbia.

Section 3. Other Offices. The Corporation may maintain additional offices at such other places within or without the District of Columbia, as the Board of Directors may designate from time-to-time, to conduct the affairs of the Corporation.

ARTICLE II PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes to serve as the preeminent voice of higher education diversity policy by organizing, supporting, and guiding the collective efforts of individuals charged with institutional diversity leadership to transform institutions, inspire colleagues, engage campus, governmental and private sector leaders, and advance the ideals of diversity.

The primary purposes for which the corporation is formed are to establish a Global network that links chief diversity officers, multicultural experts and other similar experts interested in policy-oriented issues related to transforming institutions to make them more inclusive and to foster research activities to study the impact of the resultant changes on the core values and structure of the impacted institutions.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers of the Board. The affairs of the Corporation shall be managed, supervised, and controlled by the Board of Directors, which shall be responsible for the overall policy and direction of the corporation. Further, the Board of Directors shall manage, supervise, and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation or the Corporation. Directors need not be residents of the District of Columbia.

Section 2. Number and Qualifications of Directors. The number of directors of the Corporation shall be no less than thirteen nor more than twenty-one individuals. The number of Directors may be increased or decreased from time-to-time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Vice Presidents for Diversity, Chief Diversity Officers and/or equivalent or designees with a similar campus-wide scope, reporting line and/or level of authority at an institution of higher education or system of higher education in good standing, are eligible for election to the Board of Directors or as Officers of the Corporation. Nominees, whose titles do not reflect campus-wide scope, authority, or a reporting line to the Chancellor/ President, Provost or both, are responsible for providing sufficient evidence of the scope and scale of their roles to the Nominations Committee. The Nominations Committee will make the final decision about whether or not a candidate is eligible to stand for election, which includes verifying their contributions to NADOHE. For members of the Board who are no longer in their positions for reasons other than retirement after being elected to the Board, they may complete their term of service but would not be eligible for re-election at the end of their term unless they are a current CDO or a Retired CDO.

The editor of the *Journal of Diversity in Higher Education* will serve as an *ex officio*, non-voting member of the Board of Directors.

The immediate past Chair will serve as a non-voting, *ex officio* member of the Board of Directors, for a term of one year; except as otherwise provided in Article VI, Section 4, and shall perform such duties as may be assigned by the Chair or the Board.

Except as otherwise provided in these Bylaws, *ex officio* members are exempt from the count of total number of Directors permitted by current Bylaws and are not included in quorum count.

Section 3. Election and Term of Directors. The Nominations Committee shall solicit nominations for Directors in the fall prior to the organization's annual meeting in the following year. Directors shall be elected by institutional members from a slate of candidates presented prior to the organization's annual meeting. In the event of a tie, a run-off election will be conducted. Newly elected Directors shall take an oath of office and be presented to the membership during the organization's annual business meeting.

Directors shall hold terms of three years. After serving as Director for the equivalent of two three-year terms, a person cannot again be elected as Director until at least one year after

completion of such person's service as Director. Notwithstanding the foregoing, if a Director is serving as an Officer, the current term of such Director shall be extended for the duration of such Officer's service as an Officer.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office and until the Director's successor is elected and qualified.

Section 5. Directors at Large . NADOHE's chair, in order to establish and maintain a diverse, inclusive, and representative Board of Directors, may recommend prospective individuals to serve as At Large Directors of the Board of Directors. At Large Directors of the Board of Directors will be elected by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board. At Large Directors shall hold terms of three years. After serving as a Director at Large and/or Director for the equivalent of two three-year terms, a person cannot again be appointed/elected as a Director at Large or Director until at least one year after completion of such person's service. Notwithstanding the foregoing, if a Director at Large is serving as an Officer, and the term of such At Large Director would expire so as to prevent such At Large Director from serving as an Officer for a continuing year the current term of such At Large Director shall be extended for the duration of such Officer's service as an Officer. At Large Directors shall hold the same duties and responsibilities of a Director, as identified in Section 12. below. Except as otherwise provided in Section 6. Student at Large, and Section 7. Global Director at Large, the Board of Directors shall contain no more than an additional four At Large Directors at any one time.

Section 6. Student at Large. The Board of Directors may select, by the affirmative vote of a majority of the Directors then in office, one Student at Large member for a one-year term with the possible reelection to an additional one-year term. The Student at Large shall be a student currently enrolled in an approved graduate program within a college or university with NADOHE membership in good standing. The prospective Student at Large shall be recommended to the Board of Directors by the Chair. The Student at Large shall be a voting member of the Board of Directors.

Section 7. Global Director at Large. The Board of Directors may select, by the affirmative vote of a majority of the Directors then in office, one Global Director at Large member for a three-year term with the possible reelection to an additional three-year term. The Global Director at Large shall reside outside of the United States and work within a college or university with NADOHE membership in good standing. The prospective Global Director at Large shall be recommended to the Board of Directors by the President. The Global Director at Large shall be a voting member of the Board of Directors and shall hold the same duties and responsibilities of a Director, as identified in Section 13 below.

Section 8. Removal of Directors. A Director may be removed for cause at any time by action of the Board. Two-thirds of the members of the Board of Directors must vote for removal of said Director.

Section 9. Resignations. Except as otherwise required by law, any Director of the Corporation may resign at any time by giving written notice to the Board or to the Chair or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and

unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 10. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided Bylaws or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present in person or virtually at a meeting at which a quorum is present in person or virtually shall be the act of the Board.

Section 11. Meetings of the Board.

- A. Regular meetings of the Board of Directors shall be held at such place within or without the District of Columbia. The Secretary of the Corporation shall give a formal notice of such meeting lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meetings of the Board of Directors need be specified in the notice or waiver of such meeting.
- B. Special meetings of the Board of Directors may be called by the Chair, either Vice Chair, Secretary, by any two Directors or, if different, by the persons specifically authorized under the laws of the District of Columbia to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting. For special meetings, at least one-week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board.

Section 12. Informal Action by Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 13. Compensation of Directors. The Corporation shall not pay any compensation to Directors for service rendered to the Corporation, except the Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board, and except for compensation paid to Officers pursuant to Article VI, Section 6.

Section 14. Duties and Responsibilities of Directors. Many duties and responsibilities are entrusted to Board members, and it is incumbent upon each Board member to understand and accept these responsibilities. All Board members have the duties of care, loyalty, and obedience to the Corporation. These duties are often manifested as follows:

- A. All Board members are expected to comply with the Terms of Service. These Terms, included as Appendix A to the association's Bylaws, shall be reviewed annually to

ensure they continue to serve the best interest of NADOHE. A Director whose attendance is deemed inadequate and inconsistent at meetings of the Board may be subject to removal as specified in Article III, Section 5. Removal of Directors.

- B. All Board members have a fiduciary relationship to the Corporation to exercise sound stewardship over all resources entrusted to their care.
- C. All Board members have a legal and moral obligation to remain informed about the organization, its finances and its overall operations.
- D. All Board members must be loyal to the organization by disclosing any potential conflicts of interest and by always working in the best interest of the Corporation. This includes supporting the efforts of Officers and promoting corporate interests whenever possible.
- E. All Board members are responsible for ensuring the Corporation obeys all laws and exhibits the highest standards of ethical behavior. Directors themselves must also obey all laws and exhibit high ethical behavior at all times.
- F. All Board members are accountable to organizational members for the overall management and care of the Corporation. Thus, Board members should always provide members with accurate and sufficient information when seeking their support for decisions.

ARTICLE IV MEMBERSHIP

Section 1. Membership Classification. Except as otherwise provided in this section, the Corporation has five primary classes of membership, with such benefits and privileges as the Board of Directors may establish.

- A. **Institutional Membership.** Active membership status in the Corporation shall be open to any institution of higher education or system of higher education with persons who serve in the position of Vice President for Diversity, Chief Diversity Officers and/or similar titles, provided that each such institution has paid any applicable membership dues set by the Board of Directors and designated the representative who will vote on its behalf. Only representatives of active members of the Corporation shall have the power to vote on such matters as the Board of Directors may from time-to-time submit to the members for vote.

Institutions holding institutional membership in NADOHE may identify two current employees functioning in non-CDO roles to be included as NADOHE members under their institutional membership. These individuals may be persons who have expressed interest in the profession of diversity, multicultural education and/or similar roles. These non-CDOs will have all the rights and privileges of individual membership.

- B. **Individual Membership.** Individual membership status in the Corporation shall be open to any person who at any time in the past, has served in the position of Vice President for Diversity, Chief Diversity Officer and/or similar title of an institution of higher education or system of higher education, of an educationally-related institution, or individuals who express interest in the profession of diversity, multicultural education and/or similar titles, provided that such persons have paid any applicable membership dues set by the Board of Directors. Individual members of the

Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.

- C. **Retiree Membership.** Retiree membership status in the Corporation shall be open to any retired CDO, or individual who expresses interest in the profession of diversity, multicultural education and/or similar profession, provided that such persons have paid any applicable membership dues set by the Board of Directors. Retired CDO members shall have the power to vote, are eligible for election to the Board of Directors and can serve as Officers of the Corporation.
- D. **Student Membership.** Student membership status in the Corporation shall be open to any graduate, undergraduate student who expresses interest in the profession of diversity, multicultural education and/or similar profession, provided that such persons have paid any applicable membership dues set by the Board of Directors. Student members of the Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.
- E. **Professional Organization/Associate Membership.** Professional organization/associate membership status in the Corporation shall be open to any organization whose work is aligned with the mission of the National Association of Diversity Officers in Higher Education, NADOHE, provided that such organizations have paid all applicable membership dues set by the Board of Directors. Professional organization/associate members of the Corporation shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of the Corporation.

Professional Organizations employing Diversity Officers will pay membership dues equivalent to the Systems/Associations Membership rate rather than the Professional Organization/Associate Membership rate.

- F. **Founding President Emeritus.** The Board of Directors unanimously approved a motion to grant William B. Harvey a lifetime, dues free, individual membership as an *ex officio* member of the Board of Directors of the National Association of Diversity Officers in Higher Education, NADOHE.

Other Membership Classes. The Board of Directors may from time-to-time establish such other membership categories (such as honorary members) with such qualifications and privileges as it deems appropriate.

Section 2. Term of Membership. The term of any membership shall be for one calendar year (January 1 – December 31); provided, however, that any member may resign at any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary), and any member may be removed at any time with cause by a two-thirds vote of the Board of Directors for actions or conduct detrimental to the best interests of the Corporation. Failure to pay annual dues shall also automatically terminate membership. However, membership can be reinstated by paying the appropriate amount of dues.

Section 3. Voting. Where a matter is submitted to the institutional members for vote, institutional members may vote at a meeting in person, by proxy, or by teleconference. In addition, voting on all matters may be conducted by mail including electronic mail ballot.

Section 4. Annual Meeting. An annual meeting of the members shall be held for the transaction of such business as may properly come before the members on such date as determined by the Board of Directors.

Section 5. Notice of Annual Meeting. Written or printed notice stating the place, date and time of the meeting shall be delivered to each member not less than ten nor more than ninety days before the date of the meeting, either personally, by e-mail or by post, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting.

Section 6. Quorum. A quorum shall be present at any meeting of the Association or for any electronic voting if at least fifty of the institutional members have one or more representatives present or voting (in the case of electronic voting). The institutional members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE V COMMITTEES

Section 1. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors. These committees, to the extent provided in the resolution, shall have, and exercise the authority of the Board of Directors of the Corporation. The following committees have been designated by the Board of Directors: The Bylaws Committee, the Finance Committee, the Membership Committee, the Nominations Committee, the Awards Committee, the Conference Committee, the Global Affairs Committee, the Professional Development Committee, the Public Policy Committee, and the Advancement Committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or the Director by law.

- A. **Appointment of Committee Chairs.** Committee Chairs shall be current members of the Board of Directors. Committee Chairs, and Co-Chairs are appointed by the Board Chair for a term of one year and are evaluated annually. Committee Chairs and Co-Chairs may be reappointed annually at the discretion of the Board Chair. Committee Chairs may recruit other committee members from NADOHE's membership, in accordance with procedures authorized by the NADOHE Chair and administered by the President and CEO of the association.

ARTICLE VI OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Officers. The Board of Directors shall elect or appoint a Chair, a Secretary and a Treasurer and it may if it so determines, elect, or appoint one or more Vice-Chairs and such other Officers and Assistant Officers as may be deemed necessary. If the Board of Directors so determines, the Officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of Chair and Secretary.

Section 2. Election of Officers. The Chair of the Nominations Committee shall solicit nominations for Officers from members of the Board of Directors approximately eight weeks prior to the Corporation's annual summer Board of Directors meeting. The Chair of the Nominations Committee shall notify all current Officers eligible for re-election that their name will be added to the ballot unless an Officer asserts that the Officer will not be seeking another term. Officers shall be elected by the Board of Directors from a slate of candidates presented during the Corporation's annual summer meeting. In the event of a tie, a run-off election will be conducted. Upon election, newly elected Officers will shadow the current Officer they are replacing until officially taking office. Board members serving on the Nominations Committee must step down from the Nominations Committee if they are interested in running for an Officer position.

Section 3. Term of Office and Removal. The term of office for which each Officer is elected or appointed shall be two years (also see Appendix A, Terms of Services: NADOHE Directors and Board Officers). After serving as an Officer for the equivalent of two, two-year terms (in one or more positions), a person cannot again be elected as an Officer until at least one year after completion of such person's service as Officer. Unless otherwise provided by resolution of the Board of Directors, all Officers shall be installed at the annual meeting of the Board. Note: Unexpired Director terms shall be completed following the completion of the Officer's term.

Any Officer may be removed by the Board of Directors at any regular or special meetings of the Board at which a quorum is present, whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. – Powers and Duties of Officers. Subject to the control of the Board of Directors, all Officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the resolution of the Board and, to the extent not so provided, as generally pertaining to their respective offices.

- A. **Chair.** The Chair shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.
- B. **Vice Chair.** There will be two positions designated as First Vice Chair and Second Vice Chair respectively. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the First Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The First and Second Vice-Chair shall perform such other duties and

have such other powers as the Board of Directors may from time-to-time prescribe by standing or special resolution, or as the Chair may from time-to-time provide, subject to the powers and the supervision of the Board of Directors.

- C. **Secretary.** The Secretary shall be responsible for keeping of an accurate record of the Bylaws and proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the Corporate Seal of the Corporation, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the affixing by the Officer's signature.

- D. **Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall be responsible for providing a written financial report to NADOHE's membership during the annual business meeting. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time-to-time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of the Treasurer's duties as the Board may require, for which the Treasurer shall be reimbursed.

- E. **President & CEO.** The Board may appoint a President & CEO who shall supervise and control all of the day-to-day affairs of the Corporation in accordance with policies and directives approved by the Board. The President & CEO shall be responsible for the administration, management, and operation of the Corporation, has authority to engage legal counsel, accountants, and other professionals to provide services to the Corporation as may be necessary, and shall assume such other duties as assigned by the Board or the Board's lawful designee. If appointed solely as an Officer of the Board and not as an employee of the Corporation, the President & CEO shall be an *ex officio*, voting member of the Board, except as to matters before the Board relating to the President & CEO's performance or compensation or otherwise presenting a conflict of interest, and shall be included in quorum counts. If appointed as an employee of the Corporation (directly or through contract with an entity providing employment services to the Corporation), the President & CEO shall be an *ex officio*, non-voting member of the Board. The Immediate Past Chair may be appointed to also serve as President & CEO on an interim basis. The Corporation shall pay reasonable compensation to the President & CEO for performance of the President & CEO's duties.

Section 5. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the

Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6. Compensation of Officers, Agents, and Employees. The Corporation may reimburse Officers for services rendered. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered such amount to be fixed by the Board or, if the Board delegates power to any Officer or Officers, then by such Officer or Officers.

Section 7. Editorship of the Journal of Diversity in Higher Education. The Board of Directors shall appoint an editor of the *Journal of Diversity in Higher Education*. The term of editorship shall be 6-years. Following completion of editor's initial 6-year term, editor may be renewed for one or more 3-year terms.

ARTICLE VII CHAPTERS

Section 1. Definition and Purpose. Chapters are composed of groups of NADOHE members, institutional, individual and student, who come together as a matter of geographic convenience or special interest. Chapters will be self-organized for the purpose of supporting the work of diversity officers and promoting the mission and goals of NADOHE. The Board of Directors shall establish and interpret guidelines for determining criteria for the Corporation's Chapters.

The primary purpose for the establishment of Chapters within NADOHE is to support the expansion, development, and well-being of the Corporation, as well as address the membership demand for local, state, regional and global associations of Diversity Officers operating as Chapters of NADOHE.

Section 2. Approval. To become a NADOHE Chapter, groups must complete and submit for approval of the NADOHE Board of Directors an official Chapter Application; if approved, the NADOHE Chapter must also execute a Chapter Agreement with NADOHE. Upon execution of the Chapter Agreement, all prerogatives and obligations afforded to NADOHE Chapters shall commence.

Section 3. Prerogatives and Obligations of all Chapters: Pursuant to the Chapter Agreement, all NADOHE Chapters may represent and describe the Chapter as an affiliate of NADOHE, shall be listed publicly by NADOHE as an affiliated Chapter, may recruit members to the Chapter, and may use NADOHE's name and logo as consistent with the Chapter Agreement. All Chapters must maintain Bylaws approved by NADOHE and consistent with those of NADOHE. Chapters may include a limited number of community affiliates who are not members of NADOHE.

Each Chapter must have a presence of Chief Diversity Officers ("CDO") with 100 percent of chapter members having a current NADOHE membership. Individual and institutional members may belong to more than one Chapter. Chapters must accept, upon request, membership from institutional and/or individual NADOHE members in good standing who reside in the area for which the Chapter was established.

Section 4. Categories of Chapters. There are two categories of NADOHE Chapters: Incorporated Chapters and Unincorporated Chapters.

- A. **Incorporated Chapters.** Pursuant to the Chapter Agreement for Incorporated Chapters, an Incorporated Chapter shall obtain and maintain (1) corporate status according to the nonprofit corporation laws in a state or territory of the United States, and (2) federal income tax status as an educational organization under Section 501(c)(3) of the Internal Revenue Code. Incorporated Chapters must share annual financial reports, bank statements, Form 990 tax returns, and state corporation reports with NADOHE. An Incorporated Chapter, in its capacity as a NADOHE Chapter, may (1) charge dues to members, (2) maintain banking relationships, (3) engage in fundraising (including, but not limited to, corporate sponsorships, event registrations, assessments, foundation or government grants, donations, and bequests); (4) enter contracts or other legal obligations (including, but not limited to, with hotels, consultants, or other service providers), (4) make public statements on public policy, higher education, legal policy, or any other issues if consistent with the published positions of NADOHE (or as otherwise approved by NADOHE). Incorporated Chapters must at all times comply with applicable laws and regulations on fundraising, lobbying, and campaign activity.
- B. **Unincorporated Chapters.** Pursuant to the Chapter Agreement for Unincorporated Chapters, an Unincorporated Chapter shall not maintain corporate or federal income tax status separate from NADOHE. Unincorporated Chapters must report all programs and activities to NADOHE at least annually. Unincorporated Chapters may charge dues to members through NADOHE but may not receive any other revenue. An Unincorporated Chapter, in its capacity as a NADOHE Chapter, may not (1) make public statements on public policy, higher education policy, legal policy, or any other issues, or (2) enter into contracts or other legal obligations (including, but not limited to, with hotels, consultants, or other service providers).

Section 5. Name. The Chapter name is selected by the original organizers but may be changed by a two-thirds vote at a business meeting of the Chapter, a quorum being present. Written or e-mail notification of the motion to change the Chapter name must be given to all Chapter members at least two weeks before the vote, or, for Incorporated Chapters, as otherwise required by law. The Chapter name shall be submitted to the NADOHE Board of Directors for approval prior to adoption.

Section 6. Chapter Leadership Council. The Chapter membership of each Chapter is represented by an elected Chapter Leadership Council. The Chapter Leadership Council shall serve as the Board of Directors of an Incorporated Chapter.

- a. The Chapter Leadership Council (the Council) is composed of, at minimum, the Chair, Vice Chair, Secretary, and Treasurer (or some similar set of leadership titles and roles as deemed appropriate by the Chapter membership, or, for an Incorporated Chapter, as required by law); all Chapter officers must be in good standing as individual/institutional NADOHE members with membership dues up-to-date. The Council shall meet at the request of the Chair or at the request of two of its members. A simple majority of the Chapter Council constitutes a quorum. The Chapter must establish guidelines for altering its leadership structure and identify same within its

Bylaws, and rules and procedures. Vacancies in the Chapter Leadership Council shall be filled by majority vote of the Chapter membership.

Section 7. Responsibilities. The Chapter Chair, as head of the Council, is responsible for directing all operations of the Chapter. The Chapter Chair must carry out the following responsibilities, but may delegate such tasks to other members of the Council:

- b. Schedule and call regularly scheduled meetings for the Chapter membership.
- c. Oversee recruitment of new members and membership processing.
- d. Schedule and call regular meetings of the Council to handle the Chapter's business.
- e. Maintain fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with these Bylaws.
- f. Provide annual activity and fiscal reports to NADOHE's Treasurer. Within 90 days of the end of the fiscal year, the Chapter shall prepare and provide to the Board of Directors of NADOHE a current financial statement for the fiscal year just ended.
- g. Ensure compliance with U.S. IRS requirements regarding annual information returns. Also ensure compliance with local regulations regarding non-profit organizations.
- h. Oversee annual elections conducted by the Chapter's Nominating Committee in accordance with these Bylaws.

Section 8. Chapter Nominations Committee. It is the Chair's duty to ensure that procedures for Chapter elections are carried out properly. The Council shall seek nominations for members of a Chapter Nominations Committee. The Chapter Nominations Committee will be responsible for managing the election process in compliance with the Chapter's governing documents and applicable law. The results of the election shall be reported to NADOHE and the Council as early as possible so that the new Chair, Vice Chair, Secretary, and Treasurer may attend Chapter business meetings.

Section 9. Chapter Business Meetings. There shall be an annual Chapter business meeting. During the Chapter business meeting, the Council will report to the membership the results of the annual election process and any other Chapter business.

A quorum for transacting business is 25 percent of the members and a majority vote of the members when a quorum is present is considered the act of the members, unless otherwise required by the Chapter's governing documents or applicable law.

Section 10. Finances. An Unincorporated Chapter shall deposit funds collected from dues, if any, through NADOHE. An Incorporated Chapter's funds shall be deposited in any banking institution that is a member of the federal deposit insurance corporation (FDIC) or comparable financial regulatory agency. All Incorporated Chapters shall operate under a financial budget approved by its Council and submitted to NADOHE for review. The Chapter Treasurer is responsible for all disbursements; disbursements must be authorized in writing and checks signed by the Treasurer and either the Chair or Vice Chair.

Section 11. Constraints.

- i. The Chapter will operate under rules and procedures that remain consistent with the Bylaws of the Corporation and operational policies and procedures established by the Board of Directors of NADOHE and the Chapter. Any

variations from the governing documents shall be first approved by the Council and the Board of Directors prior to becoming effective.

- j. The Council shall be responsible for verifying that Chapter members are in good standing as institutional members, individual member, or student member of NADOHE.
- k. The Chapter may not obligate the Corporation to any financial or other commitment, nor use the NADOHE name without the Chapter designation and only within the guidelines outlining use of the corporation's name and logo established by the NADOHE Board of Directors.

Section 12. Chapter Operational Relationship with the Corporation.

- A. **Chapter Governance.** Any combination of CDOs and non-CDOs may serve as Officers of a Chapter. The Chair will serve as the Chapter representative to NADOHE. The Vice Chair, Secretary, or Treasurer may serve in place of the Chair as the Chapter representative at NADOHE meetings when the Chair is unable to attend. Chapter representatives will be expected to attend the Corporation's annual conference.
- B. **Chapter Application Requirements.** Chapters must submit the following information in support of their application for Chapter status in NADOHE:
 - a. Name of the state, region, or special interest association
 - b. The name and contact information of the Chair, Vice Chair, Secretary and Treasurer of the Chapter
 - c. A statement of intent to become a Chapter of NADOHE
 - d. A list of Chapter members, including their status as CDOs or non-CDOs, and their NADOHE membership status
 - e. The Chapter's mission statement
 - f. Rules and procedures adopted by the Chapter for operational purposes. In order to remain in good standing, Chapters are responsible for ensuring that NADOHE's principal office remains informed of any changes to the aforementioned information.
 - g. A signed Chapter Agreement

Section 13. Dissolution. The Board of Directors may by a two-thirds vote dissolve a Chapter when it is satisfied that the Chapter has failed to adhere to the guidelines or the contractual agreement between the Chapter and the Corporation, or when the Chapter is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interest of the Corporation. Chapter dissolution shall not affect Corporation membership status of the members assigned to the Chapter. Upon dissolution, all Chapter funds remaining in the Chapter treasury shall be managed in accordance with the contractual agreement between the Chapter and the Corporation.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 2. Corporate Seal. The Board of Directors shall decide whether it desires to have a Corporate Seal.

Section 3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time-to-time to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4 Maintenance of Corporate Records. The Corporation shall keep at its principal office, (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the institutional members entitled to vote. All books and records of the Corporation may be inspected by any institutional member having voting rights, or the member's agent or attorney, for any proper purpose at any reasonable time.

Section 5. Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be amended by a two-thirds (2/3) vote of the Directors then in office. Approved amendments must be submitted to the Secretary to be sent out with regular Board announcements. Bylaws shall be reviewed annually by the Bylaws Committee.

Section 6. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation may indemnify any Director or Officer, any former Director or Officer, any person who may have served at its request as a Director or Officer of another Corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by them or imposed on them in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which they may be or are made a party by reason of being or having been such Director, Officer, or employee. The foregoing is subject to the limitation however, that there shall be no indemnification in relation to matters as to which such individual shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of the individual's own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid as indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs, disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance funds to settle expenses, or where appropriate may itself, at its expense undertake the defense of, any Director, Officer, or employee; provided, however, that such Director, Officer, employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoptions hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, or vote of the Board of Directors, or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by them which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the Code). Further, if at any time the Corporation is deemed a private foundation within the meaning of 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941 (d) or 4945 (d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or Officers.

Terms of Service: NADOHE Directors and Board Officers

Directors and Officers serving on the National Association of Diversity Officer in Higher Education’s Board must have the time, energy, interest, and willingness to be actively involved in the planning and operation of NADOHE and to support the association’s quest toward continued success in the future. Directors and Officers are expected to represent all members of NADOHE, not a specific constituency or interest group. Directors and Officers should possess the skills, judgment, and the commitment to devote the time and attention, necessary to fulfill their duties and responsibilities in a competent and equitable manner, including:

- a. Attend the association’s regularly scheduled Board meetings. Directors and Officers are expected to be physically present at the annual meetings, but on occasion may participate in other meetings virtually. The input of all members of the Board of Directors is necessary to conduct the work of the association.
- b. Actively participate in the advancement of NADOHE’s mission, vision, and strategic plan.
- c. Actively engage in the ongoing business of NADOHE through email or conference call discussions.
- d. Take a leadership role by chairing or serving on at least one committee, work group, or initiative.
- e. Occasionally -- for example, when requested by an officer of the association -- serve as a NADOHE representative or advocate at national or partnership events.
- f. Continuously engage in activities to recruit new members and to support increased attendance at NADOHE’s annual meeting.

I. Criteria for serving on the Board

To be eligible for nomination or election to the Board, an association member must:

- Be a current member in good-standing;
- Have been an institutional member of NADOHE for a minimum of two years;
- Have a minimum of three years of work experience as a vice president for diversity, chief diversity officers and/or similar titles in higher education or system in higher education;
- Have no disqualifying conflict of interest.

II. Criteria for serving as a Board Officer

To be eligible for nomination to serve as an Officer of the Board, directors will have:

- Served on the board for at least one academic year;

- A demonstrated record of service and leadership to NADOHE, including preparation, attendance, participation, interest, and initiative;
- Chaired a committee or led/participated in a significant association initiative;
- Attended annual meetings regularly;
- Exhibited a working knowledge of NADOHE's constitution and bylaws; and
- Have sufficient time and flexibility to assume a leadership role within NADOHE.