

RESTATED BYLAWS OF THE  
NATIONAL ASSOCIATION FOR THE EDUCATION OF  
HOMELESS CHILDREN AND YOUTH (NAEHCY), INC.  
*As revised November 16, 2015*

**AN OREGON NON-PROFIT CORPORATION**

**ARTICLE I: OFFICES**

1.1) Offices.

The principal office of the National Association for the Education of Homeless Children and Youth (NAEHCY), hereinafter referred to as the corporation, shall be Minneapolis, Minnesota. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may from time to time designate.

**ARTICLE II: MEMBERSHIP**

2.1) Members.

Membership in NAEHCY shall be open to state homeless education coordinators, local homeless education liaisons, and organizations or individuals with a professional or personal interest in the education of children and youth experiencing homelessness, and who have met the criteria for membership set forth by the Board of Directors.

2.2) Meetings of Members.

A. Annual Meetings.

The Corporation shall meet annually at a time and place recommended and approved by the Board of Directors. At each annual meeting of the membership, the President or any other officer designated by the Board of Directors shall report to the membership on the activities and financial condition of the Corporation. In addition, at such meeting the directors of the Corporation shall be elected as set forth in Article III of these Bylaws, and the members shall consider and act on such other items of business as may be presented for their consideration by the Board of Directors. The failure of the Corporation to hold any annual membership meeting shall not affect the validity of any Corporation action.

B. Special Meetings.

Special meetings of the membership shall be held only upon the call of the President or upon the call of a majority of the Board of Directors. Special meetings shall be held at the principal office of the Corporation, or at such other location as may be designated by the Board of Directors.

### C. Notice of Meetings.

The Corporation shall give members fair and reasonable notice of each annual, regular, or special meeting. The Corporation shall notify its members of the place, date, and time of each said meeting no fewer than 30 nor more than 120 days before the meeting. Notice of meetings may be made through conventional mail, newsletters, email, fax, and other means. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534 or 65.624. Notice of a special meeting shall include the purpose or purposes for which the meeting is called. Notice of any such meeting may be waived in accordance with ORS 65.217.

### D. Conduct of Meetings.

The President, Vice-President, or such other person as may be designated by the Board of Directors, shall preside over each meetings of the membership. All meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order, most recent edition, in all cases unless superseded by the Bylaws of the Corporation.

### 2.3) Voting Rights of Members.

Each member in attendance shall be entitled to cast one vote on all issues coming before the membership. Except as otherwise provided herein, all matters coming before the membership shall be decided by their majority vote.

### 2.4) Nondiscrimination.

NAEHCY does not knowingly engage in or support activities which discriminate on the basis of race, gender, religion, national origin, ethnicity, language, culture, sexual orientation, gender identity, physical ability, socio-economic background, or age.

## **ARTICLE III: DIRECTORS**

### 3.1) General Powers.

The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

### 3.2) Number and Election.

The Corporation shall have no fewer than eight directors: the President, Vice-President, Secretary, Treasurer, and at least four at-large directors. In addition, all committee chairs shall also serve as directors.

The President, Vice-President and Secretary of the corporation shall be elected by the membership of the organization. The Treasurer is appointed by the Board of Directors. The At-large directors are appointed by the Executive Committee and approved by the Board of Directors. At-large directors are appointed in even-numbered years. Committee chairs and vice chairs are appointed by the Executive Committee and serve at the will of the Board of Directors. If a committee chair resigns or is removed during his or her term, the vice chair becomes the chair for the remainder of that term.

3.3) Term.

At-large directors serve two-year terms and are limited to three consecutive terms as an At-large director. Committee chairs serve two-year terms and are limited to three consecutive terms as chair of the same committee.

3.4) Removal.

A director may be removed at any meeting of the Board of Directors, with or without cause, by a majority of the other directors of the corporation. Removal shall be effective upon the mailing of a written notice to the director who is removed. A director who fails to attend three (3) Board meetings may be removed from office by a vote of a majority of directors. After two consecutive absences, the Secretary shall mail a letter to the director indicating that the subject of his/her removal will be discussed at the following Board meeting if he/she fails to attend that meeting. If directors are so removed, their replacement(s) may be appointed at the same meeting.

3.5) Resignation.

Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

3.6) Vacancies.

Vacancies in the Board of Directors shall be filled by the remaining directors, even though less than a quorum, at any time after the vacancy is created. A person so appointed to fill a vacancy shall serve as a director for the remainder of the term whose vacancy has been filled, and until his or her successor has been appointed or elected and qualified. Members shall be informed of board changes.

3.7) Quorum; Voting.

A majority of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may

continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Each director of the Corporation shall have one vote on all matters coming before the Board of Directors. Except as otherwise provided herein, all such matters shall be decided by the majority vote of the directors voting on such matter. In the event of a tie vote, the proposition being voted upon shall be deemed to have failed.

### 3.8) Board Meetings.

#### A. Time and Place of Meetings.

The Board of Directors shall meet upon the call of the President, or in the absence of the President, upon the call of the Vice-President. Meetings of the board shall be held at the principal office of the Corporation or at such other location as shall be designated by the person calling the meeting. The Board of Directors must meet at least quarterly prior to each annual meeting of the Corporation.

#### B. Notice for Meetings.

Meetings of the Board of Directors shall be preceded by at least ten days notice to each director of the date, time and place of the meeting. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required. If emergency circumstances require that such notice be dispensed with, the notice for meetings shall include a description of the purpose or purposes of the meeting. Any member of the Board of Directors may waive notice of any meeting orally or in writing.

### 3.9) Electronic Conference Meetings.

A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

### 3.10) Action Without Meeting.

An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all of the directors must be notified immediately of the content and effective date. Any such

written action shall be filed with the Minutes of the corporation. Actions and signatures in electronic format, such as on-line voting, have the same validity as actions and signatures in person, on paper, or via electronic conference.

### 3.11) Compensation.

Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors.

## **ARTICLE IV: OFFICERS**

### 4.1) General.

The officers of the Corporation shall be the Immediate Past President, President, Vice-President, the Secretary, and the Treasurer. All officers must be members of the Corporation.

### 4.2) Election, Term, and Removal.

With the exception of the immediate Past President and the Treasurer, the officers shall be elected from and by the membership at the annual meeting of the membership. The Treasurer shall be appointed by the Board of Directors at the Board meeting held immediately prior to the annual conference. The Vice-President shall be considered the President-elect subject to approval of the membership. Officers shall serve at the pleasure of the membership, and shall hold office until the next election or appointment of officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board (without prejudice, however, to any contract rights of such officer).

The terms of the officers shall be for two years, with the exception of the immediate Past President, whose term shall be for one year. The Secretary and Treasurer shall be limited to three consecutive terms in the same office. The term of office shall begin at the end of the annual conference during which the officer was elected or appointed. In the event that there is no annual conference or due to extraordinary circumstances officers must be elected or appointed at other times, terms of office shall begin on a date determined by the Board of Directors and communicated to the membership. Election of officers and appointment of the Treasurer occur in all odd-numbered years.

### 4.3) Resignation.

Any officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when notice is given to the corporation,

unless a later date is specified in the notice.

4.4) Vacancies.

If a vacancy in any office of the corporation occurs for any reason, such vacancy may be filled for the unexpired part of the term by the Board of Directors.

4.5) Duties.

The duties of the officers shall be those that normally attach to their respective offices, and as adopted by resolution of the Board of Directors. The same may from time to time be augmented by the Board of Directors.

4.6) Delegation.

Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

**ARTICLE V: COMMITTEES**

5.1) Executive Committee.

The Executive Committee of the Board of Directors shall consist of the immediate Past President, President, Vice President, Secretary, and Treasurer. The Executive Committee shall act for the Board of Directors during the intervals between its meetings within the limits of any decisions or policies of the association.

5.2) Other Committees.

The Board of Directors may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees.

**ARTICLE VI: TRANSACTION OF BUSINESS**

6.1) Contracts.

The directors of the Corporation may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific incidence. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by contract or to pledge its credit or to render it liable for any purpose in any amount.

6.2) Checks and Other Orders for Payment.

All checks, drafts and other orders for payment of money, all notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or by such agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution adopted by the Board of Directors. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article I of these Bylaws.

6.3) Bank Accounts.

All funds of the Corporation shall be deposited in the name of and to the credit of the Corporation in one or more deposit accounts in such banks or other lawful insured depositories as may be directed by resolution adopted by the Board of Directors.

6.4) Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the use and the benefit of the Corporation.

6.5) Books and Records.

The Corporation shall keep correct and complete books and records of account together with minutes of all meetings and other proceedings of the members, the Board of Directors and all committees of the Corporation.

6.6) Fiscal Year.

The fiscal year of the corporation shall be established by the Board of Directors.

**ARTICLE VII: INDEMNIFICATION, STANDARD OF CONDUCT**

7.1) The association shall indemnify each member of the Board of Directors and each of its officers acting in the scope of their duties as a member of the Board of Directors, for the defense of civil or criminal actions or proceedings as hereinafter provided and, to withstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law. The association was incorporated as The National Association for the State Coordinators for the Education of Homeless Children and Youth on August 4, 1994. The association changed its name to The National Association for the Education of Homeless Children and Youth on February 28, 2000.

7.2) Standard of Conduct.

Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, consistent with the Corporation's policies and procedures, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**ARTICLE VIII: AMENDMENTS**

- 8.1) The Bylaws may be amended at any meeting of the membership of the Corporation upon affirmative vote of a majority of the members present. Each member shall be given advance notice through conventional mail, newsletters, email, fax, or other means, of not less than 30 days of the time and place of such meeting. Such notice shall include a description of the Bylaws to be amended.
- 8.2) Amendments originating during the annual meeting to the proposed bylaws submitted by the Board of Directors to the membership shall be discussed and finalized in new business along with the other proposed changes to the bylaws and shall be considered final if approved by a vote of a majority of the members present.

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The undersigned **Denise Ross**, Secretary of NAEHCY, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the membership of said corporation on **November 16, 2015**.

(Denise Ross) \_\_\_\_\_, Secretary 2013-2015

ATTEST:

(Dana Scott) \_\_\_\_\_, President 2013-2015