



BYLAWS OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS

PREAMBLE

National Association for Catering and Events is subject to, and governed by, the New York Not-for-Profit Corporation Law (the “N-PCL”). In the event of a conflict between the provisions of these Bylaws and the provisions of the N-PCL, the N-PCL shall prevail. In the event of a conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

ARTICLE 1 – NAME and MISSION

The name of this corporation is the National Association for Catering and Events (“NACE” or the “Corporation”).

The mission is to be the premier resource and community for catering and event professionals.

ARTICLE 2 – OFFICES and REGISTERED AGENTS

2.1. Principal Office. The principal office for the activities and affairs of NACE will be determined by the Board of Directors.

2.2. Other Offices. The Board of Directors may establish branch or subordinate offices where the corporation is qualified to conduct its activities.

2.3. Responsibilities When Establishing Offices. When establishing either principal or other offices, the Board of Directors shall have the responsibility, which it may delegate to a duly authorized agent of the Board, to prepare or amend any corporate legal, charitable, or regulatory filings as may be required by the states or jurisdictions in which the offices are established, including New York.

2.4. Registered Agents. The Board of Directors shall have the power and responsibility, which it may delegate to a duly authorized agent, to appoint or change any registered agents in any states as may be required by law. When approved, the Secretary of the Board shall file any such appointments or changes with the states requiring registered agents by means of the forms and methods required by the states.

2.5. Dedication of Assets. The properties and assets of NACE are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of NACE, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of NACE. On liquidation or dissolution, all remaining properties and assets of NACE shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended (the “Code”).

ARTICLE 3 – MEMBERSHIP

3.1. Membership Classes, Qualifications, Rights, and Privileges. Membership in NACE shall be composed of individuals in the catering, events, and hospitality industries who agree to comply with NACE's Code of Ethics. The Board of Directors shall have the authority to establish membership qualifications. NACE membership classes and privileges are:

3.1.1. *Professional Membership* shall be open to individuals who are employed in, self-employed, or who supply the catering, event, or hospitality industries and who have paid any fees or dues required for this membership. They have full voting rights and may hold any office for which they are eligible, and may serve on committees. Professional Members are classified by the following sub-categories:

(i) *Young Professional Membership*, which is limited to those individuals aged 18 to 26 years of age;

(ii) *Corporate Members*, which is for employees of companies who supply the catering, events, and hospitality industry and have three or more professional members at the same business address;

(iii) *Non-Profit Membership*, which is for individuals employed by non-profit organizations with 501(c)3, (c)4, (c)5, and (c)6 status from the Internal Revenue Service (IRS);

(iv) *Legacy Membership*, which is limited to those individuals more than 60 years of age who have been members of NACE for 15 years or longer (consecutive or cumulative);

(v) *Partner Membership*, which is offered to employees of businesses that are a currently part of the NACE National Business Partner Program (as defined by the Board of Directors);

(vi) *Lifetime Membership*, which is an honorary class of membership conferred by the Board of Directors upon Members whom the Board of Directors wishes to honor for a lifetime of service and support to NACE, according to a procedure established by the Board of Directors.

3.1.2 *Student Membership* is limited to those individuals enrolled as a full-time or part-time student in a post-secondary educational program who intend to begin a career in the catering and events industry, and who have paid any fees or due required for this membership. Student Members must provide proof of full-time or part-time enrollment. Student Members enrolled in a part-time program must submit employment history to be considered for student membership.

Student members may serve on committees, but they may only vote in student chapter elections, and hold student chapter offices. They are not eligible to serve on the national Board of Directors. This membership is available for no more than five (5) years in a post-secondary education program. Student members in good standing may renew as a student member for no more than one (1) year following his/her date of graduation.

3.1.3 *Honorary Membership* is a complimentary class of membership limited to non-members of NACE that is conferred by the Board of Directors according to procedures determined by the Board. Honorary Members shall have no voting rights and may not run for office; however, they may be appointed to committee, if so provided for herein with all rights and privileges thereto. Honorary members shall not be assessed any membership fees or dues, but will be eligible to receive member discounts or benefits.

3.2. Application for Membership and Chapter Designations.

3.2.1. Denial of Membership. Membership shall not be denied to anyone otherwise qualified because of race, creed, sex, disabilities, religion, sexual orientation, or national origin.

3.2.2. Membership in Chapters. All new members shall select a chapter in their geographic area (designated their primary chapter), and if no chapter exists in the member's location, the member shall be considered a Member-At-Large. Such members may also belong to additional chapters as non-voting members provided all dues and fees and requirements thereof are satisfied.

3.2.3. Members-At-Large. Any member residing or employed in an area in which there is no chapter will be designated a Member-At-Large. Members-At-Large with voting rights will be grouped together and shall elect voting delegates as prescribed in Article 4 of these Bylaws.

3.3. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of membership dues and/or assessments, if any, for each membership class or sub-category.

3.4. Good Standing. For purposes of these Bylaws, a NACE member is current and in good standing if such member meets the necessary qualifications and requirements of membership prescribed in sections 3.1. and 3.2., and is not currently suspended or under review for suspension or expulsion pursuant to section 3.5.

3.5. Termination of Membership. A NACE membership shall be considered ceased or terminated under the terms and conditions described in this section 3.5. and its subsections, and any and all membership rights, privileges, and benefits, including but not limited to the right to vote and hold office, shall cease and shall no longer be exercised. Termination of membership may occur upon the death of a member or in the following ways:

3.5.1. Delinquency. A NACE member who has not paid dues within the thirty (30)-day grace period of the member's anniversary date shall be considered to have relinquished their membership and shall be automatically dropped from the rolls and have their membership terminated. A member terminated under these conditions may reinstate membership rights upon payment of dues and reinstatement fees.

3.5.2. Removal – Suspension or Expulsion. NACE members may be immediately suspended, pending review for a designated period or may be expelled for cause such as violation of the Bylaws, the code of ethics, or for conduct prejudicial to the best interest of NACE, according to a procedure established by the Board of Directors. Suspension or expulsion shall be decided by majority vote of all Directors in office and entitled to vote, such vote to be taken after the defaulting member against whom such action is proposed has had a reasonable opportunity to be heard by the Board. Upon the vote of the Board of Directors to suspend or expel a member, all membership rights,

privileges, and benefits shall be terminated for the relevant period. All such suspensions of members may provide additional conditions, if any, to be satisfied for reinstatement, including but not limited to any payment of dues or other fees. Reinstatement after suspension shall not occur until all conditions of reinstatement have been reviewed by the Board of Directors and the Board of Directors has approved reinstatement by majority vote of all Directors in office and entitled to vote. All such expulsions shall be final.

3.5.3. Resignation. Any member may resign at any time by filing a written resignation with the President or the Executive Director of NACE.

3.5.4. Dissolution or Liquidation of NACE. In accordance with applicable law, all membership and rights, privileges, and benefits thereto shall cease upon the dissolution of NACE.

3.6. Obligations Upon Termination or Resignation. Such termination conditions as described herein shall not relieve the member so terminated of the obligation to pay any dues or other charges theretofore accrued and unpaid, with the exception of membership termination by death, in which case all debts of the member to NACE shall be voided.

ARTICLE 4 – MEETINGS OF NACE MEMBERS

4.1. Annual Meeting. The Board of Directors shall hold an Annual Meeting of NACE members between June 1st and August 31st for the election of officers and directors and other NACE business.

4.2. Special Meetings. The President or the Board of Directors of NACE may call special meetings of NACE for any purpose. Notice for any special meeting shall be given in the same manner as for the Annual Meeting, except that it shall also specify the purpose of the meeting, and only fourteen (14) days' notice shall be necessary.

4.3. Notice. Notice of meetings shall be provided to all members at least thirty (30) days before the time appointed for such meeting. Notice shall state the place, date, and hour of the meeting and, unless it is an Annual Meeting, indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Members shall have fifteen (15) days from date of said notice to request additions to the agenda. In the event of an emergency affecting the Annual Meeting, and not of a personal nature, the President or the Board of Directors may adjourn such meeting to another time or place. Notices can be communicated by mail, email, or fax.

4.4. Chair. The President shall preside as Chair at all meetings of the membership. In the absence of the President, the President-Elect shall serve as temporary Chair.

4.5. Voting Delegates. Voting delegates shall be elected by the Professional Members to vote on their behalf.

4.5.1. Representation for Professional Members of Chapters. The Professional Members of each chapter for whom that chapter is their primary chapter shall elect one Professional Member delegate for every 25 Professional Members in good standing or portion thereof to vote on their behalf at national membership meetings of NACE. Said delegates must be NACE Professional members in good standing and not subject to suspension or removal proceedings at time of election and at time of meeting. NACE membership records as of May 15 of each year will determine chapter member numbers.

4.5.2. Representation for Professional Members-at-Large. Professional Members-at-Large with voting rights may elect one delegate for every 25 Members-at-Large in good standing, or portion thereof, to vote on their behalf at national meetings of NACE. Said delegates must be NACE Professional members in good standing and not subject to suspension or removal proceedings at time of election and at time of meetings. NACE membership records as of May 15 of each year will determine the at-large membership numbers.

4.5.3. Process of Certifying Voting Delegates. Chapters and the Coordinator for the Members-At-Large shall forward, by written electronic letter and at least thirty (30) days in advance of an Annual Meeting, a list of their elected delegates to the National office at a pre-determined email address or mailing address to the attention of the Executive Director. The Executive Director shall then officially certify and authenticate, in writing, that the delegates meet the qualifications of membership. Delegates will be contacted by the Executive Director via electronic communication of their approval as a certified delegate. A printed list of the certified delegates signed by the Executive Director will be forwarded to the Governance Committee, the two appointed Tellers and the appointed Judge of Elections.

4.5.4. Authority of Certified Voting Delegates to Act. Any member duly certified to act as a delegate shall have and may exercise all the powers, rights, and privileges of members at national membership meetings of NACE and shall act for their chapter and its members in the affairs of NACE, including the holding of office or offices therein. Each delegate shall have one vote to cast.

4.5.5. Delegate term of service. Voting delegates shall be elected annually at least thirty (30) days prior to the Annual Meeting of NACE and shall serve until the next election of delegates.

4.6. Quorum. The quorum for Annual or Special Meetings shall be a majority of the certified voting delegates.

4.7. Manner of Acting. Delegates shall act on behalf of the members at any national meeting of the NACE membership. All references to the action, vote, or approval by the members in these Bylaws shall be construed as action, vote, or approval by the delegates as the duly elected and certified representatives of the membership.

The act of a majority of the delegates present at a duly called meeting where a quorum is present shall be the act of the membership, except as otherwise provided by law, or these Bylaws. Proxy voting shall be permitted, as provided in section 4.9 below.

4.8. Action by Unanimous Written Consent. Any action required or permissible to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the delegates entitled to vote with respect to the subject matter thereof.

4.9. Proxy Voting. If for any reason a delegate is unable to exercise his or her vote at the Annual Meeting, the delegate may assign that vote by proxy to any current and paid NACE member eligible to serve as a delegate.

4.9.1. Certification of Proxy. No proxy shall be accepted or acknowledged unless the chapter shall have submitted a signed, written certification of such proxy (hard or electronic copy) to the Secretary of NACE and the Executive Director has verified that the member meets the qualifications of membership.

4.9.2. Limitations on Proxy Voting. A member may only hold a proxy for one chapter other than his or her own. A proxy certification statement is valid for only sixty (60) days.

4.10. List of Certified Voting Delegates and Proxies. A list of certified delegates and certified individuals holding a proxy shall be produced at any meeting of members upon the request of any member who has given written notice to the Secretary or Executive Director of NACE. If the right to vote at any meeting is challenged by a current member, certified delegate or Board of Directors, the chairman of the governance committee shall require such list to be produced. All persons who appear on such list may vote at such meeting.

4.11. Order of Business. The order of business for all meetings shall be provided by the Board of Directors. Where no order is so provided and when not otherwise expressly provided for in these Bylaws, the meeting shall be governed by the latest edition of Robert Rules of Order.

4.12. Minutes. Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership and distributed to by electronic means within 30 days.

ARTICLE 5 – ANNUAL REPORT OF THE BOARD

5.1. Annual Report of the Board of Directors. The Board shall present at the Annual Meeting of members a report, certified by the President and Treasurer, or by majority vote of the directors, showing in appropriate detail the following:

5.1.1. the assets and liabilities, including the trust funds, of the Corporation as of the end of the previous twelve (12)-month calendar year;

5.1.2. the principal changes in assets and liabilities, including trust funds, during said calendar year;

5.1.3. the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes during said calendar year;

5.1.4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during said calendar year; and

5.1.5. the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said calendar year, and a statement of the place where the names and places of residence of the current members may be found.

ARTICLE 6 – OFFICERS

6.1 Officers. The officers of NACE shall be the President, President-Elect, Vice President, Secretary, Treasurer, Chapter Leadership Council Chair, and immediate Past President. All officers shall serve for one (1) year terms.

6.2. Election of Certain Officers.

6.2.1 At least three months prior to the Association's Annual Meeting, the Secretary shall circulate to the membership an election announcement, along with the Governance Committee's list of potential candidates up for election for the positions of Secretary, Treasurer, Vice President, and, in accordance with subsection 6.2.2, a President-Elect, President, and immediate Past President as necessary.

6.2.2 Generally, the office of President-Elect shall be filled by the previous Vice President, the office of President shall be filled by the previous President-Elect, and the office of immediate Past President shall be filled by the previous President (the "Successive Roles"). In the event that the current Vice President, current President-Elect, or current President do not intend to serve in their Successive Role for the following term, the candidates will fill the positions in successive order to the extent possible. In such a circumstance, the Governance Committee may propose candidates for the offices of President-Elect and President under subsection 6.2.1. In the event the current President does not intend to serve as immediate Past President for the following term, the Governance Committee may propose the current immediate Past President serve a second term in that role under subsection 6.2.1.

6.2.3 It will be the responsibility of Governance Committee to conduct a timely review and study of qualifications of the presentation of individual nominees and candidates for officer positions, prior to election announcement.

6.2.4 The Governance Committee shall ensure that no person shall serve more than six (6) consecutive terms unless a majority vote of the Board, during the course of a Board meeting at which a quorum is present, votes to approve the addition of an individual to the slate for one (1) additional year upon request of the Governance Committee. After serving for six (6) consecutive years, or seven (7) under the provisions of this subsection, a member may be eligible for reconsideration as an Officer after one (1) year has passed since the conclusion of such individual's previous service.

6.3. Vote Required to Elect. A majority vote of the certified voting delegates shall be necessary to approve the candidates as described in Section 6.2, provided a quorum is present.

6.4. Judges and Tellers. The Chair of the Governance committee shall appoint inspectors, consisting of a judge and two tellers, none of whom shall be a candidate for office or a certified delegate or be assigned a certified proxy, to process and certify the elections by determining the voting power of the certified voting delegates, the existence of a quorum, the validity and effect of proxies, and such other acts as are proper to conduct the election or vote with fairness to all members. The Judge and Teller must be professional members in good standing and appointed (15) days prior to the election. The tellers, after collecting and counting the ballots, will determine the result of the election. The judge and tellers will certify and report the results of the election to the chair of the Governance Committee, who will be responsible for announcing the results to the general assembly. The judge and tellers shall hear and determine all challenges and questions arising in connection with the election. Any question concerning the results shall be made at this time. If there is no question, the results will be accepted, and the vote declared valid. Should the vote be taken electronically, any questions must be submitted to the Chair of the Governance Committee within 24 hours. Once all questions are answered/resolved by the judge and tellers, the vote can be declared valid.

6.5. Qualifications and Eligibility. All candidates for election must be NACE Professional Members in good standing as defined in section 3.4, and meet the following additional eligibility requirements as well as any requirements of this Article 6 and of any position descriptions prepared by the Board in accordance with Article 7.2.

6.5.1. President. The President shall act as chair of the Board of Directors and must:

- (a) have served as the President-Elect during the immediately preceding term;
- (b) be a Certified Professional in Catering and Events (hereinafter referred to as “CPCE”);
- (c) have been a NACE professional member in good standing for a minimum of six (6) years and have attended at least two (2) NACE national conference and two (2) leadership conferences;
- (d) have served on a NACE Chapter board executive committee position for a minimum of two (2) years.

6.5.2. President-Elect. The President-Elect shall act as the president in the event of the death, absence, or inability for any cause to act of the current president and must:

- (a) have served as the Vice President during the immediately preceding term;
- (b) be a CPCE;
- (c) have been a NACE professional member in good standing for a minimum of six (6) years and have attended at least two (2) NACE national conference and at least two (2) leadership conferences;
- (d) have served on a NACE Chapter board executive committee position for a minimum of two (2) years.

6.5.3. Vice President. He or she shall act as the Board liaison to the special committee designated in this office’s position description and must:

- (a) have completed one (1) term as Treasurer, Secretary, or have been a past national Officer; within the past 5 years.
- (b) be a CPCE;
- (c) have been a NACE professional member in good standing for a minimum of six (6) years and have attended at least two (2) NACE national conferences and two (2) leadership conferences.
- (d) have served on a NACE Chapter board executive committee position for a minimum of two (2) years.

6.5.4. Treasurer. The Treasurer shall act as the Board liaison to the special committee designated in the office's position description and must:

(a) be a CPCE;

(b) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least two (2) NACE national conferences and two (2) leadership conferences;

(c) have served on a NACE Chapter board executive committee position for a minimum of two (2) years.

6.5.5 Secretary. The Secretary shall act as the Board liaison to the special committee designated in the office's position description and must:

(a) be a CPCE;

(b) have been a NACE professional member in good standing for a minimum of 6 years and have attended at least two (2) NACE national conferences and two (2) leadership conferences;

(c) have served on a NACE Chapter board executive committee position for a minimum of two (2) years.

6.5.6 Past President. The Past President shall carry out such duties as are determined by the Board and must:

(a) have served as the President during the immediately preceding term; and

(b) be a CPCE.

6.6. Chapter Leadership Council Chair. The Chapter Leadership Council (CLC) Chair shall be elected annually by the CLC representatives from each chapter. The CLC Chair must have completed a full term as a chapter president. The CLC Chair must be a CPCE.

6.7. Duties. The duties of the officers of NACE shall be defined by position descriptions prepared by the Board of Directors and made accessible to the membership.

6.8. Vacancies.

6.8.1 In the event of a vacancy of the President or President-Elect, President-Elect and/or Vice-President, as applicable, would assume the respective successive positions.

6.8.2 In the event of a vacancy of the Past President, that vacancy will not be filled.

6.8.3 In the event of a vacancy in Secretary or Treasurer that occurs more than three (3) months before the next annual election, the Governance Committee will make a recommendation for the position, to be approved by the voting delegates.

6.8.4 In the event of a vacancy of CLC Chair, the CLC representatives may elect a replacement.

ARTICLE 7 – BOARD OF DIRECTORS

7.1. General Powers. The affairs of NACE shall be governed by a Board of Directors, which shall have all the rights, powers, privileges, and limitations of liability of directors of a not-for-profit corporation organized under the N-PCL. The board shall establish policies and directives governing business and programs of NACE and shall delegate to the Executive Director and NACE staff, subject to the provisions of these bylaws, authority, and responsibility to see the policies and directives are appropriately followed. The Board of Directors shall report annually to the members on NACE's finances and NACE's progress in fulfilling its purposes. Subject to the restrictions and obligations set forth by law, and these Bylaws, the Board of Directors may exercise all powers of NACE to fulfill its duties and carry out the objectives and purposes of NACE. The duties of the Board of Directors shall include the following:

7.1.1. provide the vision and direction for NACE in the furtherance of NACE's purposes, mission, and objectives;

7.1.2. supervise and direct the affairs and business of NACE, its committees and all organizational units, and its publications and determine its policies or changes therein;

7.1.3. establish the financial policies of NACE and be accountable for the assets of NACE, including but not limited to the authorization of expenditures;

7.1.4. maintain relationships with other organizations interested in the catering and event industries; and

7.1.5. exercise any other authority and powers as may be granted to them in these Bylaws, and fulfill all the duties, responsibilities, and obligations prescribed by these Bylaws, and applicable law and regulations.

7.2. Number and Qualifications. The Board of Directors shall be composed of the following officers, serving ex officio: President, President-Elect, Vice President, Treasurer, Secretary, Chapter Leadership Council Chair, and the immediate Past President of NACE in the year following his or her term as President. The size of the entire Board shall be determined based upon the number of officers serving at any time. Directors shall be at least eighteen (18) years of age and, unless otherwise provided, must be NACE members in good standing. No director shall serve simultaneously on a NACE chapter board of directors or on a national board of a competing organization or association, as defined by the board of directors.

7.2.1. Executive Director. The Executive Director of NACE shall be an ex-officio director, and shall not be entitled to vote. Should the position of Executive Director be vacant, the person designated to serve as interim Executive Director may temporarily fill this seat on the Board of Directors until such time as a new Executive Director is hired, provided that such interim Executive Director is not already serving on the Board of Directors. The Executive Director's term on the Board of Directors shall be equivalent to his or her term of employment as Executive Director.

7.3. Quorum and Voting. Not less than a majority of the directors in office and entitled to vote shall constitute a quorum. Each director with voting privileges shall be entitled to exercise one vote; there shall be no voting by proxy. The vote of a majority of the directors present and able to act at a meeting where a quorum is present shall be the act of the Board of Directors.

7.4. Meetings of the Board. Regular meetings of the Board of Directors shall be held at least twice a year, at such times and places as determined by the Board of Directors. One regular meeting shall be in conjunction with the annual membership meeting. Special meetings of the Board of Directors may be called at any time by the President or by written request of three (3) members of the board.

7.4.1. Notice of Meetings. Regular meetings may be held without notice if the time and place of such meetings is fixed by the Board of Directors. Meetings, not regularly scheduled, may be held upon notice given to all directors at least twenty-four (24) hours in advance by U.S. mail, electronic mail, facsimile, or any other means of electronic transmission.

7.4.2. Participation by Telephone or Video. The directors or any committee of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment, or by video conference, allowing all persons participating in the meeting to hear each other at the same time and each person can participate in all matters, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken. Participation by such means shall constitute presence at a meeting.

7.4.3. Agenda and Minutes. A meeting agenda will be prepared by the Executive Director in consultation with the President and distributed to the Board of Directors in advance of such regular meetings. The minutes of all Board meetings shall be duly recorded by the Secretary/Treasurer, or by the Executive Director, whose duty it shall be to distribute to each member of the Board of Directors a copy of the minutes of each meeting of the Board within fourteen (14) days after the close of such meeting. All recorded meeting minutes should be made available to the membership, upon request, and will be published to the NACE website in the members' designated section.

7.5. Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the NACE and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in counterparts. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

7.6. Compensation and Reimbursement. The Board shall receive no compensation other than reimbursement for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving NACE in any other capacity and receiving compensation for services rendered.

7.7. Performance. Unless excused for a personal or business emergency (not a conflict in schedule) by the President, directors shall attend at least one-half (1/2) of the in-person meetings and 75% of the conference calls of the Board of Directors held per year. Failure of a director to perform as prescribed may be grounds for removal as provided for by law, these Bylaws, and procedures of the Board for same. If a director is absent from two or more meetings/conference calls without being excused, the director shall be asked to resign.

7.8. Resignation or Removal.

7.8.1. Resignation. Any director may resign at any time by giving written notice to the President, Secretary or the Executive Director. The resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Unless the Attorney General of New York is first notified, no director may resign when NACE would then be left without a duly elected director in charge of its affairs.

7.8.2 Suspension. The Board of Directors may suspend for cause immediately the authority of any director to act in that position. Any suspension of a director shall take place according to a procedure established by the Board of Directors.

7.8.3. Notice of Removal Proceedings. Directors may be removed by the membership from their role as director and officer, and if a vote to remove an individual will be held at a special meeting, the notice of such meeting must state that one of the purposes of the meeting is to vote on the individual's removal however, the Chapter Leaders Council Chair may only be removed by vote of the CLC representatives. Directors subject to a removal vote shall be given thirty (30) days' notice that such a vote will occur. That director may submit a written statement during those thirty (30) days, or the director may appear at the meeting at which the removal vote will be held and make a statement prior to that vote.

7.9. Orderly Transition. It shall be the duty and obligation of all officers, directors, and committee chairs to turn over to their successors all NACE records and correspondence related to their terms of office and such other documents and materials as may pertain to their office. The foregoing obligation shall be completed not later than ten (10) days after the new officers and directors have taken office.

ARTICLE 8 – EXECUTIVE DIRECTOR AND EMPLOYEES

8.1. Executive Director. The Board of Directors shall approve, hire, and evaluate, either on its own or through an association management services company, an Executive Director of NACE. The Executive Director shall be the chief executive officer of NACE and shall manage and direct the business and activities of NACE, pursuant to the direction and oversight of the Board of Directors and under the conditions of an employment agreement approved by the Board.

The Executive Director shall operate in a manner consistent with the policies, programs, objectives, Bylaws, Articles of Incorporation, budgets and directives of the Board of Directors. The Executive Director shall also work with individual council, committee, and task force chairs to effectively carry out the Association's objectives and submit regular reports of progress to the Board of Directors.

The Executive Director shall direct the hiring and termination of employees and contractors necessary to carry on the work of NACE and fix their compensation within the approved budget. The Executive Director shall define the duties of and provide direction to any employees of or contractors to NACE, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of NACE. The Executive Director shall be responsible for the management and release of NACE funds, however the funds, electronic records, books, and vouchers in the hands of the Executive Director shall at all times be under the supervision of the Board of Directors and subject to its inspection and control.

8.2. Employees of NACE. No employee of a NACE may serve as Chair (or the equivalent) of its Board of Directors unless the Board approves the practice by two-thirds vote of the Entire Board and contemporaneously documents in writing the basis for the Board approval.

ARTICLE 9 – COMMITTEES

9.1. Definition of Committees. “Committees of the Board” are those that may have the power to bind the Board within the limitations of the N-PCL. These committees must be comprised of at least three (3) Board members. These committees must be appointed by a majority of the entire Board from among its members. “Committees of the Corporation” cannot bind the Board and may include non-Board members. These Committees can be created by the Board or by the voting membership.

9.2. Establishment of Committees. The Board of Directors may establish committees. Unless otherwise provided below, the Board of Directors shall establish such committees by resolution adopted by a majority of the entire Board. The Board shall establish, by means of committee charter, the particular functions, duties, and the composition, appointment process, and eligibility of all committees and their members. The Board shall annually review its need for committees to achieve the objectives of NACE and may eliminate existing committees or establish new committees as it deems necessary. Unless otherwise provided by resolution of the Board or in these Bylaws, the President and the Executive Director shall serve as nonvoting ex-officio members of all committees, except that the President shall be a voting member of the Executive Committee and shall not serve on the Governance Committee. At least one (1) member of the Board of Directors shall serve as a liaison to and an ex-officio (nonvoting) member of each committee.

9.3. Powers and Authority of Committees. All NACE committees created hereunder shall be under the direction of the Board of Directors and shall only have the limited powers and authority to act as prescribed and delegated to them by the Board or in these bylaws. In no event, however, shall any committee have the authority as to the following matters:

- (a) the submission to members of any action requiring member approval;
- (b) the filling of vacancies on the Board of Directors or any committee;
- (c) the fixing of director compensation;
- (d) the amendment or repeal of the Bylaws, or the adoption of new Bylaws; and
- (e) the amendment or repeal of any resolution of the Board of Directors, which, by its terms, may not be so amended or repealed.

The designation of and the delegation of authority to any committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

9.4. Committees of the Corporation. In accordance with this Article 10, the Board may establish and define by committee charter committees of the corporation, advisory in nature, as it deems necessary. Committees of the Corporation cannot bind the Board and may include non-Board members.

9.5 Governance Committee. The Governance Committee, a committee of the corporation, provides for the board’s effectiveness and continuing development, particularly in succession planning,

preparation of candidates for approval by the membership, annual reviews of national and chapter bylaws, the association's code of ethics, and NACE's standard operations procedures and policies for both the national board and chapters.

9.6 Chapter Leadership Council. The Chapter Leadership Council shall be a committee of the Corporation, comprised of One (1) representative from each chapters' leadership group, who shall be elected or appointed by same and shall be entitled to vote. The Chapter Leaders' Council Representative shall serve for a term of one (1) year and may serve a maximum of two (2) such terms in this office; provided, however, that a partial term served because of appointment to fill a vacancy shall not be counted toward such limit.

9.7. Ad Hoc Committees and Task Forces. Ad hoc committees and task forces may be established by resolution of the Board of Directors and may exist for a limited duration or be limited to a specific project.

9.8. Reporting. All committees or other organizational units shall designate a committee member to keep notes of their meetings and actions undertaken. Committee Chairs shall present written reports within ten (10) days of the close of each meeting to the staff liaison to include in the next scheduled Board of directors meeting and their Board liaison who will submit them on the proper form for the official record. All recorded meeting notes should be made available to the membership via cloud-based program once notes have been approved.

9.9. Executive Committee. The Board may appoint an Executive Committee composed of a minimum of five (5) directors, one of whom shall be the President of the Board and another shall be either the Secretary or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of NACE between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 9.3. The Secretary of NACE shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

9.10. Audit Committee. The Board, at its sole discretion, shall appoint an Audit Committee, which shall be a Committee of the Board. The membership of the Audit Committee should not include the following persons:

- (a) The President;
- (b) The Treasurer of NACE;
- (c) Any employee of NACE, or;
- (d) Any person with a material financial interest in any entity doing business with NACE.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of NACE are in order, and after review shall determine whether to accept the audit. It shall be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of New York.

ARTICLE 10 – NACE CHAPTERS

10.1. Requirements for Chapter Charter. Any group of fifteen (15) or more Professional Members, or persons eligible to become Professional Members of NACE, located within a reasonable geographic distance of one another, upon application to and approval by NACE, may establish a chapter by Charter submitted to and approved by the Board of Directors of NACE, providing no chapter already exists in that geographical area and chapters shall hold at least eight (8) education meetings per year on a day, time and place to be determined by the chapter.

10.2. Requirements for Student Chapter Charter. Any group of five (5) or more Student Members, or persons eligible to become Student Members of NACE upon application to and approval by NACE and provided that there is not already an existing NACE chapter in their geographic area, may establish a chapter by Charter submitted to and approved by the Board of Directors of NACE. Student Chapters shall hold at least four (4) meetings per year, and special meetings may be called upon written request of the majority of the Student Chapter's members, or at the request of the Student Chapter President.

10.3. Revocation of Charters. The Charter of any chapter may be revoked at any time by the Board of Directors of NACE, and in such manner as the Board may deem necessary or advisable in the best interests of NACE. Upon any such revocation, all funds in the treasury of the chapter whose Charter is revoked, and all of its records, shall immediately be delivered to NACE and managed at the discretion of the Board; and all fully paid-up members of the former chapter shall be considered Members-At-Large as provided by Article 3.2.3, with the exception of Student Chapters, in which case Student Members shall be assigned to the local chapter existing in the area.

10.4. Operating Guidelines. The Board of Directors may prescribe guidelines and regulations pertaining to the chapter and covering matters such as membership, operating procedures, reporting requirements, and its financial relationships to NACE. In prescribing such regulations, the Board of Directors shall not impose restrictions which would in any way limit the rights and privileges of members of NACE. Subject to the regulations of the Board of Directors, each chapter shall conduct its affairs, as it deems best suited to further and advance the purposes of NACE.

ARTICLE 11 – FINANCE

11.1. Fiscal Year. The fiscal year of NACE, its chapters, and all committees and organizational units shall commence on January 1 and end on December 31.

11.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of NACE, shall be signed by such officer or officers, or agent or agents, of NACE and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by either (a) the President and the Treasurer or (b) the Executive Director.

11.3. Budget. The Board shall adopt an annual operating budget covering all activities of NACE no later than December 20 of the year prior to the year of said budget.

11.4. Books, Records, and Minutes. NACE shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its Secretary, a record of its directors, giving the names and addresses of all directors.

11.5. Annual Audit and Reports. The accounts of NACE shall be audited not less than annually by a Certified Public Accountant (CPA) who shall not be involved with the daily accounting of NACE, and who shall be approved by the Board of Directors to conduct the audit. The CPA shall provide an audit report to the Board of Directors and the chapter presidents.

ARTICLE 12 – SEAL

NACE may have a seal of such design as the Board of Directors may adopt. The Secretary or Treasurer shall keep such seals, or know where such seals are kept.

ARTICLE 13 – MANNER OF ACTING

13.1. Conflict of Interest. The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and Directors of NACE. In addition to complying with its conflict-of-interest policy, NACE shall not enter into any related party transaction unless it is determined by the Board, or an authorized Committee of the Board, to be fair, reasonable and in NACE's best interest at the time of such determination in accordance with section 715 of the N-PCL.

13.2. Standard of Care. A director/officer shall perform all the duties of a director and officer, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director/officer deems to be in the best interest of NACE and in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officers or employees of NACE whom the director deems to be reliable and competent in the matters presented;

Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or a committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted. Except as herein provided in Article 13 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which NACE, or assets held by it, are dedicated.

13.3. Loans. NACE shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the New York Attorney General; provided, however, that NACE may advance money to a director or officer of NACE or any subsidiary for expenses

reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE 14 – NO PRIVATE INUREMENT

No part of the net earnings of NACE shall inure to the benefit of, or be distributable to, its directors, officers, committee members, employees, or other private persons, except that NACE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE 15 – DECLARATION OF POLICY

Responsibility and authority for any declaration of NACE policy, and/or endorsement and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees or other organizational units or other individuals of NACE are not authorized directly or indirectly to commit NACE in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of NACE, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of NACE.

ARTICLE 16 – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

16.1. Limitation of Liability. To the fullest extent permitted by the laws of the State of New York, the personal liability of the directors, officers, and employees of the Corporation is hereby eliminated.

16.2. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

16.3. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such indemnification is permitted by law.

ARTICLE 17 – HEADINGS, ENUMERATION, AND FORMATTING

The headings, enumeration, and formatting of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

ARTICLE 18 – SEVERABILITY

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of these Bylaws shall remain in full effect.

ARTICLE 19 – GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of New York. In the event of a question, need for clarification and/or discrepancy in any Bylaw, the current version of The Robert Rules of Order will serve as the defining reference for resolution.

ARTICLE 20 – AMENDMENTS

Amendments to the Bylaws shall be approved by a majority vote or the unanimous written consent of the entire Board of Directors, or by a majority vote of the members at a meeting of NACE where a quorum is present; the Board shall establish procedures for submitting and approving amendments to the Bylaws in accordance with the N-PCL. The President shall distribute copies of proposed amendments to the Board of Directors at least thirty (30) days prior to a vote thereon.

Adopted by resolution by NACE Board of Directors on and certified as such by the Secretary.

A handwritten signature in blue ink that reads "James Filtz". The signature is written in a cursive style with a large, looped initial "J".

James Filtz, NACE Secretary

Date: January 22, 2018