

**BY-LAWS OF THE NATIONAL ASSOCIATION OF  
VETERANS' PROGRAM ADMINISTRATORS**

Adopted February 28, 1980

Amended October 23, 1980

Amended May 3, 1986

Amended October 26, 1988

Amended October 15, 1998

Amended October 28, 1999

Amended October 18, 2003

**Article 1- NAME**

1.1 The name of the corporation shall be the National Association of Veterans' Program Administrators. It may hereafter be referred to in these By-Laws as NAVPA.

**Article II - PURPOSES**

2.1 The purposes of NAVPA shall be:

(a) To promote professional competency and efficiency through an association of members and others associated with and involved in veterans' educational assistance programs.

(b) To promote the development, improvement and extension of opportunities to any veteran or dependent for his/her personal development to its fullest potential, through:

1. Assisting with the assessment and attainment of his/her needs.

2. Communicating and cooperating with communities, schools, agencies and organizations at the local, state, regional, and national levels.

3. Developing productive relations with the Veterans Administration and other agencies serving the veteran.

4. Participating in efforts to facilitate the educational training of that portion of the veteran population which is educationally or otherwise disadvantaged.

5. Promoting and providing individual and cooperative studies, research and evaluation, workshops, seminars, conferences, and other related activities as may be desired or required to fulfill the purposes of NAVPA.

**Article III - AUTHORITY**

3.1 NAVPA shall have, subject to any limitation as contained herein, all the authority of a non-profit corporation organized under the laws of the District of Columbia.

**Article IV - MEMBERSHIP**

4.1 Membership in NAVPA shall be extended in four (4) levels of participation. Each level shall be entitled to attend the Annual Conference and to participate in all association activities. Each shall

be considered as acting under the Charter and bound by these By-Laws of the Association.

(a) Honorary Life Membership - Understanding that some individuals or institutions by their acts and concern in the interest of veterans deserve special recognition, the Association may grant an honorary life membership. Selection of the recipients of such membership shall be by simple majority vote of the Board of Directors. No dues shall be charged to those honored. The bestowing of such membership is purely honorary and in recognition of outstanding service and does not grant the bearer the right to vote or to hold office in the Association. Honorary Life Membership does not prevent individuals from obtaining other types of membership nor does it preclude them from holding office through those memberships.

(b) Institutional Membership - Only representatives of Educational/Training institutions which serve the interests and needs of veterans (this includes colleges and universities, community and junior colleges, technical, business, and vocational schools) shall comprise the Institutional Membership of the Association. Each institutional membership shall bear one (1) vote and have full membership privileges. The institutional representative, as indicated on the application for membership, shall exercise the institution's voting privilege and shall be entitled to hold office in the Association.

(c) Individual Membership, - Individuals who are directly involved in veterans' affairs programs from non-member Educational/Training institutions, shall comprise the Individual Membership of the Association. An individual membership shall bear one (1) vote, be entitled to hold office in the Association, and have the benefit of all Association privileges.

(d) Associate Membership - All persons/institutions and/or agencies involved with programs of education, outreach, counseling, and employment for veterans, shall comprise the Associate Membership. An Associate Membership shall bear one (1) vote but shall be prohibited from holding office in the Association.

#### 4.3 Membership Dues:

(a) Membership dues shall be collected on an annual basis and shall be valid for one calendar year beginning each January 1 and ending each December 31. Only members in good standing shall have the right to vote or to hold office in the Association.

(b) All levels of NAVPA membership will be assessed at \$150 per year. Institutional members will be limited to no more than two (2) representatives per year. Additional (auxiliary) memberships can be obtained by Member Branch campuses or other individuals within a member institution at a cost of \$25 per year. Additional memberships will have all membership privileges except voting. An institution may have no more than one (1) representative holding office at any given time.

#### 4.4 Membership Rules:

(a) Specific rules of membership may be adopted and amended by the General Membership of the Association in accordance with these By-Laws.

#### **Article V - BOARD OF DIRECTORS** 5.1 Duties and Responsibilities:

(a) The Board of Directors of the Association shall be responsible for the management of all business, property, and affairs of the Association.

(b) The Board may exercise all the corporate powers of the Association, and do all the lawful acts, conduct all business, and adopt such rules and regulations for the conduct of its meetings and the management of the Association as may be deemed necessary and proper, and in consistence with the Statute, Charter, and By-Laws of the Association, and with non-profit corporation

law and federal internal revenue statutes.

(c) The Board of Directors shall be responsible to the membership for its actions.

#### 5.2 Representation and Election:

(a) The Regions shall consist of three (3) Regional Delegates and one (1) alternate from each of the eights (8) regions and five (5) Delegates-At-Large and one (1) alternate who shall represent all regions.

(b) The regions shall be defined as follows:

Region I: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont

Region II: Delaware, Maryland, Ohio, Pennsylvania, Virginia, Washington, D.C., West Virginia

Region III: Arkansas, Louisiana, Mississippi, North Carolina, Tennessee Region IV: Alabama, Florida, Georgia, Puerto Rico, South Carolina

Region V: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Wisconsin

Region VI: Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, Wyoming

Region VII: Arizona, New Mexico, Oklahoma, Texas, Utah

Region VIII: Alaska, California, Hawaii, Idaho, Nevada, Oregon, Washington, American Samoa, Guam, Philippines, Trust Territory of the Pacific Island, Wake Island

(c) The three (3) Regional Delegates shall be elected by the membership in each region at a regional business meeting to be held in conjunction with the Association's Annual Conference. These Regional Delegates cannot be from the same state within the region unless there is no person or persons from separate states willing to accept a board position. These Regional Delegates cannot be from the same institution unless there is absolutely no other person or persons willing to accept a board position and it becomes necessary in order to have the region properly represented. In such cases, two persons from the same state or two persons from the same institution may serve as Delegates with the approval of those persons representing the region at the Annual Conference.

(d) The five (5) Delegates-At-Large shall be elected by the general membership during the business meeting portion of the Association's Annual Conference.

(e) Each region shall elect an Alternate Delegate who may represent the region and have all the powers and duties of a Delegate in the absence of the Regional Delegates. At the time of the election of the Delegates-At-Large, the membership shall designate the sixth leading candidate to serve as Alternate Delegate-At-Large, and who shall have the duties and powers of a Delegate-At-Large in the absence of the Delegate-At-Large.

(f) Any or all incumbent Regional Delegates and Delegates-At-Large may run for reelection.

(g) All elections of Regional Delegates and Delegates-At-Large shall be by simple majority vote of the regional membership and the general membership, respectively, during a business

meeting at the Annual Conference at which a quorum has been established. The election process for Delegates-At-Large may allow each individual voting card to contain a maximum of five (5) names with no duplication.

(h) Only Association members as outlined in Article IV of these By-Laws who have been a member of the Association for at least one year may serve as a member of the Board of Directors.

### 5.3 Vacancies and Removal:

(a) Any vacancy occurring in the Board of Directors shall be filled by the duly elected Alternate Delegate. In the event there is no Alternate Delegate from a region, that region may elect a new Delegate at a regional business meeting or by ballot vote conducted in a manner deemed by the region to be most expedient.

(b) Any Delegate may be removed from office for any act or acts of malfeasance and/or neglect of office by: (1) a simple majority vote of the membership of a region at a regular business meeting or by ballot vote conducted in a manner deemed by the region to be most expedient, or (2) by the affirmative vote of a majority of the Board of Directors at a properly called meeting as outlined in Article VIII, Section 8.2 of these By-Laws. Vacancies occurring as a result of such removal shall be filled in accordance with (a) above.

## **Article VI - CORPORATE OFFICERS**

6.1 The Corporate Officers of the Association shall be the President and Chairman of the Board, the Vice-President, the Secretary, and the Treasurer. The Immediate Past-President shall serve ex-officio in an assistance and advisory capacity.

### 6.2 Election and Removal:

(a) The Board of Directors shall elect annually by a simple majority vote the President and Chairman of the Board, the Vice-President, the Secretary, and the Treasurer of the Association. Elections will be held at the first official meeting of the Board of Directors held each year as outlined in Article VIII, Section 8.2 (c) of these By-Laws.

(b) The Corporate Officers must be members of the Board of Directors at the time of election and have served at least one year before they are eligible for any corporate officer position. No single individual may hold more than one office.

(c) The Corporate Officers serve at the pleasure of the Board of Directors and may be removed from office for any act or acts of malfeasance or neglect of duty by a simple majority vote of the Board of Directors at any properly called meeting as outlined in Article VIII, Section 8.2 of these By-Laws.

(d) If a vacancy occurs among the Corporate Officers, that vacancy shall be filled by an election held at the next meeting of the Board of Directors, except in the case of the President. If a vacancy occurs in the Presidency, the Vice-President will assume the office, to be followed, if necessary, by the Secretary, and the Treasurer, in that order.

(e) The Corporate Officers of the Association shall be strictly accountable to the Board of Directors and the General Membership for all their actions, individually or collectively, on behalf of the Association, and each is accountable for the fulfillment of the responsibilities and performance of the duties designated by the respective office.

6.3 Duties and Responsibilities: The Corporate Officers of the Association shall serve as the

Executive Committee and the Finance Committee as outlined in Article VII, Section 7.2 of these By-Laws.

(a) President and Chairman of the Board:

1. The President shall serve as Chief Executive Officer of the Association. He/She shall call and preside at all meetings of the Association and of the Board of Directors.
2. The President may appoint such officers as may be considered necessary to the orderly operation of the Association. These officers may include committee chairpersons, and they may serve as ex-officio members of the Board of Directors if instructed by the Board. All such appointments are subject to the approval of the Board of Directors.
3. The President shall be the official spokesperson and/or representative of the Association at all activities and functions in which the Association is involved.
4. The President, in cooperation with the other corporate officers, shall be responsible for insuring that the purposes of the Association as stated in the Articles of Incorporation, as well as the restrictions placed upon the Association by those Articles and By-Laws, are strictly adhered to, and that the business of the Association is properly conducted.
5. The President shall prepare, in cooperation with the other corporate officers, a yearly report in compliance with the regulations of non-profit corporation law, the Internal Revenue Service, and any tax laws under which the Association secured any measure of its tax exempt status. This report shall be submitted to the incoming Board of Directors for the purposes of transition.
6. The President shall have and perform other such duties which from time to time may be assigned to him/her by the Board of Directors.

(b) Vice-President:

1. The Vice-President shall be responsible for overseeing the functions of the organizational structure of the Association. He/She shall act as a coordinator for Committee Chairpersons and insure that the duties and responsibilities of said Committees are properly performed and that performance in this capacity is entirely representative of the goals and policies of the Association. The Vice-President shall also coordinate the activities of Members of the Board of Directors as necessary to insure adequate systems of communication among them.
2. The Vice-President, in cooperation with the President and other corporate officers, shall be responsible for insuring that the purposes of the Association as stated in the Articles of Incorporation, as well as the restrictions placed upon the Association by those Articles and By-Laws, are strictly adhered to, and that the business of the Association is properly conducted.
3. The Vice-President shall perform such additional duties as from time to time may be assigned by the President and/or the Board of Directors.
4. In the case of the temporary absence or disability of the President, the Vice-President shall exercise the powers and perform the duties of the President.
5. The Vice-President shall serve as Chairperson of the Legislative Committee as outlined in Article VII, Section 7.1 (a) 7 below.

6. Being responsible for all NAVPA committees, it will be the responsibility of the Vice President to ensure a conflict of interest does not exist as it relates to Committee assignments.

(c) Secretary:

1. The Secretary shall keep all records of business proceedings, minutes of meetings, official reports, records of elections, and correspondence of the Association.

2. The Secretary shall complete any and all reports required by non-profit corporation law, such as the Annual Report, and assist in the completion of reports related to tax exempt status.

3. The Secretary shall serve notice of all meetings of the Board of Directors and the General Membership as outlined in Article VIII of these By-Laws.

4. The Secretary shall affix the Corporate Seal of the Association to all deeds, contracts, or other written documents requiring a seal, when duly signed or when so ordered by the Board of Directors.

5. The Secretary shall perform other such duties as from time to time may be assigned by the President, Vice-President, and/or the Board of Directors.

6. In the case of the temporary absence or disability of the President and the Vice-President, the Secretary shall exercise the powers and perform the duties of the President.

(d) Treasurer:

1. The Treasurer shall have custody of all funds, property, and evidence of indebtedness of the Association.

2. The Treasurer shall give and receive receipts and acquittance for monies paid into accounts of the Association, and shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association.

3. The Treasurer shall prepare the annual budget of the Association and distribute to the Board of Directors a semi-annual report on the status of that budget.

4. The Treasurer shall keep full and accurate accounts for all monies received and expended by and for the Association. At a minimum, this shall include a General Ledger into which all transactions shall be posted by date, an Income Ledger, and an Expense Ledger.

5. The Treasurer shall be bonded and shall be required to give a complete report of the financial activities of the Association at each Annual, Special, and Board Meeting held and shall be required to include a summary of these reports in each Association Newsletter.

6. The Treasurer shall make available within thirty (30) business days notice of the written request of an Association member, financial records of the Association, to that member.

7. The Treasurer shall be responsible for all financial status reports required of the Association by non-profit corporation law, the Internal Revenue Service, and/or any tax laws under which the Association secured any measure of its tax exempt status.

8. The Treasurer shall have an audit of all Association financial records, to be performed by an independent audit agency, at the closing of each corporate year, and shall submit said records along with the audit report to the incoming Treasurer of the Association within thirty (30) days of the beginning of each corporate year.

9. The Treasurer shall perform such additional duties as from time to time may be assigned by the President, Vice President, and/or the Board of Directors.

10. In the case of the temporary absence or disability to the President, the vice President, and the Secretary, the Treasurer shall exercise the powers and perform the duties of the President.

6.4 Salaried Staff:

(a) Salaried staff positions may be established as deemed necessary and desirable by the Board of Directors of the Association. All employees of the Association shall report directly to the President or a designated Executive Committee Member, and shall be held accountable for all actions taken in the name of the Association. The Association shall be an equal opportunity employer in fact and spirit, as well as in name.

**Article VII - COMMITTEES**

7.1 Standing Committees:

(a) There shall be the following standing committees, each with the duties described. They shall be re-established annually by the President, subject to confirmation by the Board of Directors, and shall exist at the continued pleasure of the Board. Each committee shall have a Chairperson appointed by the President, approved by the Board, who shall report in writing on all committee activities and findings at all Board, Annual, and other meetings. There shall be an Executive Committee composed of the duly elected officers and any ex-officio members as may be designated by the President, and approved by the Board.

1. Executive Committee: The Executive Committee shall be responsible for aiding the president in the performance of his/her duties and responsibilities. This committee shall also serve as the Finance Committee and shall aid the Treasurer in preparing and monitoring the financial status of the Association.

2. Internal Affairs Committee: The Internal Affairs Committee shall be responsible for studying the organizational structure of the Association on an on-going basis, and making recommendations to the Board of Directors pertinent to the organizational functions of the Association.

3. Education Committee: The Education Committee shall be responsible for gathering, studying, and summarizing information concerning all aspects of veterans' education and related programs. This committee shall also be responsible for coordinating and implementing professional development activities as needed by the membership.

4. Public Relations Committee: The Public Relations Committee shall be responsible for informing the general membership of the activities of the Board of Directors, and shall conduct such educational and informational projects as may be deemed necessary and desirable by the Board of Directors. The Chairperson, or his/her designee, shall establish liaison with agencies and interest groups involved in education. The Chairperson, or his/her designee, shall be the Editor of all Association publications.

5. Membership Committee: The Membership Committee shall be responsible for the coordination of membership drives, maintenance of membership records, and issuance of membership certificates as outlined in Article IX, Section 9.3 of these By-Laws. All members of the Board of Directors shall function as members of this committee from their respective regions. The Chairperson shall issue a quarterly list of updated memberships to the Board of Directors.

6. Annual Conference Committee: The Annual Conference Committee shall be responsible for the coordination and organization of all aspects of the Annual Conference described in Article VIII of these By-Laws. This committee shall be assisted by association members representing the host region, and it shall prepare a complete report of said conference, including financial data, to be submitted to the Board of Directors at the second official Board Meeting following the conference.

i. Display Sub-Committee: The Display Sub-Committee shall be responsible for the organizing and staging of a display area at each Annual Conference for the purposes of disseminating pertinent information and promoting the sharing of expertise and knowledge about veterans' programs.

ii. Awards Sub-Committee: The Awards Sub-Committee shall be responsible for coordinating and implementing a nomination procedure by which the membership may present awards at each Annual Conference, for the selection of award recipients based on this procedure, and for the preparation and purchase of awards to be presented.

iii. Registration Sub-Committee: The Registration Sub-Committee shall be responsible for the design and implementation of registration procedures to be used at the Annual Conference, and to coordinate with the Treasurer to institute financial accounting procedures that will insure fiscal responsibility concerning the intake and receipt of monies paid to the Association at said conference.

iv. Resolutions Sub-Committee: The Resolutions Sub-Committee shall be responsible for the coordination of procedures to be used for presentation of resolutions by the membership at each Annual Conference.

v. Local Arrangements Sub-Committee: The Local Arrangements Sub-Committee shall assist the Annual Conference Chairperson with arrangements at a local level for each Annual Conference.

vi. Program Sub-Committee: The Program Sub-Committee shall assist the Annual Conference Chairperson with activities involving the development and finalization of the Annual Conference Agenda.

7. Legislative Committee: The Legislative Committee shall be responsible for establishing and maintaining a working relationship with congressional offices and staff members for the purpose of keeping both the Board of Directors and the membership well-informed of legislative actions and proposals which affect veterans and veterans' programs. The committee shall be chaired by the Vice-President of the Association.

(b) The Chairperson of each standing committee shall be empowered to appoint committee members from the Board or the general membership as necessary to the function of said committee.

(c) The Vice-President shall have the responsibility of notifying the general membership of the appointment of Committee Chairpersons within thirty (30) days of such appointments being made. Such notification should include a definitive statement of the function of each committee, and set forth a system of communication by which the membership may give input to each committee.

7.2 Other Committees: Additional standing committees or special committees may be created or dissolved at the pleasure of the Board of Directors and/or at the request of the general membership. Sub-Committees of these committees may also be created and/or dissolved by the Chairperson of each committee or by the Board of Directors.

## **Article VIII - MEETINGS**

### 8.1 Annual Conference:

(a) The Board of Directors shall call an Annual Conference for the membership of the Association for the following purposes:

1. Electing the Board of Directors for the following year.
2. Hearing resolutions from the membership for the action to be taken by the Board for the following year.
3. To provide training and informational activities as necessary and desirable by the membership.
4. Conduct an Annual Business Meeting.

(b) The Annual Conference shall be held in the fourth quarter of each calendar year at a place and time designated by the membership.

(c) A written notice of the Annual Conference shall be delivered to each member not less than thirty (30) days prior to said conference. The notice shall set forth the date, time, and place of the meeting, and shall include a complete order of business with adequate time allowed for the conduct of business by the membership.

(d) Voting at the Annual Conference shall be by simple majority of the membership during a business meeting at which a quorum has been established. Individuals bearing proxy votes must file a written proxy with the Secretary of the Association prior to the beginning of the business meeting.

### 8.2 Board of Directors Meeting:

(a) The President of the Board of Directors of the Association shall be empowered to call meetings of the Board of Directors as he/she may deem necessary for the proper conduct of the Association's business, but not less than three times annually.

(b) Special meetings of the Board of Directors may be called at the written request of a simple majority of the Board Members to the Secretary of the Association.

(c) Written notice of date, time, and place of meetings shall be delivered to each Director no less than thirty (30) days prior to each meeting.

(d) The first official Board of Directors Meeting must be held within seventy-two (72) hours after the close of business of each Annual Conference.

(e) Voting at all Board Meetings shall be by simple majority of the Board Members during a board meeting at which a quorum has been established. The method of voting shall be determined by the Board President. Proxy votes shall be assigned to alternates if the regular Board Member is unable to attend; if neither the regular Board Member nor the Alternate is in attendance, the Chair shall recognize only those proxies which have been properly submitted in writing to the Secretary of the Association prior to the beginning of the board meeting for use by the designated Board Member.

### 8.3 Executive Committee Meetings:

(a) The President may call a meeting of the Executive Committee at the request of any member of the committee and with the approval of a majority of its members. Notice of such meetings shall be delivered by the Secretary. Such meetings shall be limited to two per year not in conjunction with regularly scheduled meetings of the Board of Directors.

### 8.4 Special Meetings:

(a) Special meetings of the Association shall be called by the President upon receipt by the Secretary or the President of the written request of a simple majority of the general membership. Special meetings may also be called by the Board of Directors when deemed necessary by a majority vote of the Board. In all cases, thirty (30) days' notice of such meetings shall be delivered to each member by the Secretary.

## **Article IX - BOARD DIRECTIVES**

- 9.1 Corporate Seal - The Board of Directors shall provide a corporate seal which shall state the Association name, the year of incorporation, and an appropriate logo. This seal shall be affixed by the Secretary to all documents, deeds, and other official communications as may be prescribed by the laws which effect non-profit corporations.
- 9.2 Fiscal Year - The fiscal year of the Association shall consist of the twelve (12) month period which shall begin each January 1 and close each December 31.
- 9.3 Membership Certification - The Association shall have membership cards which shall be Issued by the Membership Chairperson as deemed necessary and desirable by the Board of Directors on an annual basis.

## **Article X - RULES OF ORDER**

10.1 ROBERT'S RULES OF ORDER, latest edition, and Standing Rules adopted by the Association shall govern the conduct of business at all meetings.

## **Article XI - AMENDMENT OF BY-LAWS**

### 11.1 Proposals:

(a) Proposals to amend the By-Laws may be initiated by the Board of Directors, a duly constituted committee of the Association, or by any voting member of the Association. Such proposals must be in writing and, if initiated by an individual member, they must be signed by at least five (5) voting members in good standing. Copies of proposed amendments shall be submitted to the Secretary for distribution to all members of the Association. Proposals will then be staffed by the Internal Affairs Committee. Findings of the internal Affairs Committee will be reported to the Board of Directors. Proposals to amend the By-Laws will then be presented to the membership at

the next Annual Conference. Approval shall require a simple majority vote of the members in attendance and actually voting on the proposed amendment.

(b) Suspension of By-Laws - Any portion of the By-Laws of the Association may be suspended by a two-thirds (2/3) vote of those members present at a meeting of the Association.

## **Article XII - QUORUMS**

12.1 A quorum for the conduct of business at meetings of the Board of Directors shall consist of a majority of those persons currently holding Board positions or their proxies.

12.2 A quorum for the conduct of business at general business meetings shall consist of ten percent (10%) of the number of members who have registered for the Annual Conference.