



September 19, 2011

BYLAWS

ARTICLE I. OFFICERS.

Section 1. Officers. The officers of the Corporation (hereafter referred to as “Foundation”) shall consist of a, Chair, Chair-Elect, a Secretary, and a Treasurer. The Foundation may have such other designated committee chairs as the Board of Directors may from time to time deem necessary.

Section 2. Election and Term of Office. The Board of Directors shall elect the Chair, Chair-elect, and Secretary of the Foundation who shall each serve a two-year term, and the Chair shall serve an additional two-year term (after serving as Chair) in the role of Past-Chair of the Foundation. They shall be elected from the Foundation Board. The officers shall take office at the conclusion of the NASPA annual meeting. The NASPA President will serve as Treasurer.

Section 3. Removal. The Board of Directors may remove an elected or appointed Director or officer with or without cause, upon the affirmative vote of two-thirds of the Directors then in office. Such removal will be without prejudice to the contract rights, if any, of the Director or officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the chief operating officer of the Foundation and, subject to the overall guidance of the Board of Directors, shall in general supervise and control all of the business and affairs of the Foundation. The Chair may sign, with the Treasurer or any other proper officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Foundation; and in general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. It is the role of the Chair to serve as the liaison to the NASPA Board of Directors.

Section 6. Chair-Elect. In the absence of the Chair, or in event of inability or refusal to act, the Chair-Elect shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-Elect shall perform the duties of the Chair, and when so acting, shall have all the powers such other duties as from time to time may be assigned by the Board of Directors. The Chair-Elect shall also serve as chair of the Finance Committee of the Foundation and liaison to the Treasurer of the Foundation.

Section 7. Treasurer. The NASPA President shall serve as Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation: receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, maintain the corporate records and the seal of the Foundation; see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Past-Chair. The Past-Chair of the Foundation shall serve a two-year term upon the conclusion of his or her term as Chair of the Foundation. The role of the Past-Chair is to provide a historical perspective and to advise the Foundation and its Executive Committee on Foundation business and any business precedent. The Past-Chair is an ex-officio, voting member of the Foundation Board and shall serve as a member of its Executive Committee. The Past-Chair shall serve as chair for The Pillars Committee.

Section 10. Election of Officers, Qualifications, Length of Terms. To be eligible for election as Chair-Elect, a candidate must have served two years as a member of the Board of Directors. The Chair-Elect will serve one two year term, one two year term as Chair of the Foundation, and one two year term as Immediate Past-Chair of the Foundation. To be eligible for election as Secretary, a candidate must have served two years as a member of the Board of Directors. The secretary may serve a maximum of one two year term.

Section 11. Compensation. The officers shall serve without compensation, but may be reimbursed for ordinary and reasonable expenses incurred in the performance of their duties.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Powers. The property, business and affairs of the Foundation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Foundation. The Board of Directors may delegate to the officers of the Foundation and to committees created in accordance with these bylaws such powers, in addition to those specified in these Bylaws, as the Board of Directors shall determine is appropriate.

Section 2. Number, Tenure and Qualifications. There shall be a maximum of twenty-five (25) voting members of the Board of Directors, who all shall be present members of the National Association of Student Personnel Administrators (NASPA) in good standing. Exceptions may be made by the Foundation Board. Whenever possible, Board membership will reflect all seven (7) NASPA regions. The following three members of the NASPA Board of Directors shall be ex-officio and have voting privileges: the NASPA Past- Board Chair, the NASPA Board Chair, and the NASPA President (serving as Foundation Treasurer). Each fall the nominations committee chair will solicit Board members for nominations of qualified individuals to fill terms expiring in March. The nominations chair will send the slate of candidates to Board members by December 1 for voting by December 15. Those receiving the greatest number of votes will fill the upcoming Board vacancies. The term of office commences at the conclusion of the business meeting of the Foundation following election. Board members may serve a maximum of two consecutive terms. Each term is three years in length. Board members may be eligible for re-election after a one-year absence from the Board.

Section 3. Vacancies. Vacancies for an unexpired term shall be filled by majority vote of the Board of Directors.

Section 4. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board.

Section 5. Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with the NASPA annual meeting, or held when and where the Board of Directors shall determine, for the purpose of the

organization of the Board, the election or appointment of such Directors as may be necessary, the election or appointment of officers for the ensuing year for the transaction of Foundation business.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be designated by the Board. Written notice of regular meetings of the Board shall be given to each Director at least seven (7) calendar days in advance of the meeting. Regular meetings of the Executive Committee may be called by the Chair.

Section 7. Special Meetings. Special meetings of the Board may be called by or at the request of any three Directors. Written notice of such special meetings shall be given to each Director at least seven (7) calendar days in advance of the meeting.

Section 8. Waiver of Notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 9. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Foundation or these Bylaws, the act of a majority of the Directors present at a duly noticed meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Compensation. No Director shall receive any compensation for his or her services in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual expenses incurred in the performance of the duties of Director, including, for example, such expenses for travel, lodging, meals, postage, photocopying, and long-distance telephone calls, to the extent provided by such resolution.

ARTICLE III. COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by a majority of the Directors, may appoint one or more committees. Each will consist of two or more Directors. These committees, shall have and exercise the authority of the Board in the management of the Foundation; however, no committee shall have the authority of the Board in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Foundation; amending the Articles of Incorporation of the Foundation; adopting a plan of merger or adopting a plan of consolidation with another Foundation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law. Committees, as needed, shall be: Finance; Fundraising and Donor Involvement; Grants and Program Support; Nominations and Elections; and Marketing and Communications.

Section 2. Executive Committee. There shall be an Executive Committee of the Board of Directors which shall consist of the following six (6) members of the Foundation's Board of Directors: the Chair of the Foundation Board, the Immediate Past-Chair of the Foundation Board, the Immediate Past-Chair of the NASPA Board of Directors, the Foundation Chair-Elect, the Secretary and Treasurer. The Chair may appoint other members as needed. The Executive Committee may be abolished and reinstated at any time by the affirmative vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership may be increased or decreased and the authority and duties of the Committee changed by the Board of Directors as it may deem appropriate.

Section 3. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be appointed by a majority of the Directors present at a meeting. Except as otherwise provided in such resolution, members of a committee need not be Directors of the Foundation. The Chair of the Foundation shall appoint the members and may remove any such member whenever in his or her judgment the best interest of the Foundation shall be served by such removal.

Section 4. Chair. One member of each committee shall be appointed chair by the Chair except as otherwise provided in these Bylaws.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided by resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. Contracts. The Board of Directors may authorize any officers, agent or agents of the Foundation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Foundation.

ARTICLE V. ADDITIONAL PROVISIONS

Section 1. Non-Discrimination. The Foundation shall not discriminate on the basis of race, color, creed, gender, age, national origin, sexual orientation, religion, political affiliation, military status, marital or parental status, personal appearance, family responsibilities, matriculation, political affiliation, source of income, place of business or residence, pregnancy, child-birth or related conditions or disability, or otherwise as may be prohibited by District and Federal laws in the administration of its policies on the membership, programs, services, publications, and employment.

Section 2. Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Foundation or statute, notice is required to be given to a Director, committee member, or officer, such notice is duly served on, telephoned, e-mailed, or faxed with a follow-up confirmatory phone call or mailed writing, or sent by mail or express-delivery service, with postage or express-delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Foundation. Such notice shall be deemed to have been given when mailed or delivered to the express-delivery service.

Section 3. Written Consent. Action taken by the Board of Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

Section 4. Telephone and Electronic Meetings. Any one or more Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear one another's comments and such participation in a meeting shall be deemed presence in person at such meeting.

Section 5. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having and exercising any of the authority of the Board of Directors.

Section 6. Fiscal Year. The fiscal year of the Foundation shall be established by resolution of the Board of Directors.

Section 7. Indemnification. The Foundation shall [have all the power to] indemnify its officers, directors, employees and agents, and such other persons as designated by the Board of Directors, to the full extent permitted under the laws of the District of Columbia. Every person who is or shall be or shall have been a Director or officer of the Foundation and his or her personal representatives may be indemnified by the Foundation against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Foundation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

Section 8. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board provided that the text or a summary of such proposed change shall be included with the notice of the meeting.

Amendment History (reverse order):

- *Reviewed for proposed amendments by the Foundation Board: September 19, 2011*
- *Approved by Foundation Board: March 13, 2011*
- *Reviewed for proposed amendment by the Foundation Board: September 13, 2010*
- *Approved by Foundation Board: March 8, 2009*

- *Reviewed for proposed amendment by the Foundation Board: September 20, 2008*
- *Approved by Foundation Board: September 20, 2008*
- *Reviewed for proposed amendment by the Executive Committee of the Foundation Board: July 14, 2008*
- *Approved by the Foundation Board: March 9, 2008*
- *Reviewed for proposed amendment by the Executive Committee of the Foundation Board: January 31-February 1, 2008*
- *Approved by the Foundation Board: September 20, 2006*
- *Reviewed for proposed amendment by the Executive Committee of the Foundation Board: July 6-7, 2006*
- *Revised by unanimous vote of the Foundation Board: March 23, 2003*