

# National Taxidermists Association Bylaws

As amended December 15, 2016

The National Taxidermists Association is a non-profit corporation exempt from income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code of the United States of America

## *Mission Statement*

The mission of the NTA is to promote the art of taxidermy, protect the freedom to hunt, and to promote wildlife conservation.

## **ARTICLE I – NAME & ORGANIZATION**

### **SECTION 1. Corporate Name and Acronym:**

The name of this non-profit Corporation is the National Taxidermists Association Inc., an international organization, referred to its own unique acronym as the NTA.

### **SECTION 2. Official Corporation**

The NTA is organized as a Non-Profit Organization Section 501(C) (6) of the Internal Revenue Code.

### **SECTION 3. State of Incorporation:**

The Articles of Incorporation shows New York as the State of Corporation as of 2015, the date of incorporation.

### **SECTION 4. Use of Emblems and other Intellectual Property.**

#### **(1) Authorization Required.**

The corporate seal, emblem, name, logo, trademark, member lists, donor lists, mailing lists or other intellectual property too which NTA or the NTA has the rights (collectively, "Intellectual Property") may not be used by any person or entity unless otherwise authorized in writing by the Board of Directors.

Except for use by State Associations or NTA members that have earned the right through Competition or Certification, which shall be governed by policy approved by the Board, authority to authorize use of Intellectual Property shall be as follows:

- (a) The Board of Directors may authorize any use.

- (b) The President may authorize uses, which are not exclusive in nature. An exclusive use would be where a maker of certain goods was granted a right to use the Intellectual Property exclusive of all others who make similar or identical goods.

## **(2) Restrictions on Use.**

The Intellectual Property shall not be used for marketing or other purposes having financial implications without the express written permission of the NTA, which permission shall include terms and conditions of such use in the form of a legally-binding licensing agreement. The NTA shall protect the use of Intellectual Property and, where appropriate, shall take actions reasonably necessary to restrict its use to authorized purposes only.

## **SECTION 5. Official Messages**

There shall be a special "Official Messages" section in one (1) or more periodicals that are published in written form or electronically for the benefit of the NTA members that shall provide the members with official notices and may inform the members of actions taken or to be taken by the Board of Directors that require publication or that are to be considered by the members or provide such other information as may be deemed by the Board of Directors to be important to the members.

## **ARTICLE II – Corporate Offices**

### **SECTION 1. Location Corporate Offices:**

The principal offices and place of business of the NTA shall be located at National Taxidermists Association, PO Box. 384 Pocahontas IL 62275. The Corporation may also have offices at such other places.

## **ARTICLE III – Purpose**

### **SECTION 1. Purpose of the NTA:**

- a) To promote education dedicated to taxidermy and the conservation of wildlife through taxidermy
- b) Protect Rights of Taxidermists. And unite into one organization all interested taxidermists, taxidermy suppliers, and sportsmen.
- c) Engage in Advocacy within the limits imposed by law and regulation, to monitor, support, educate or otherwise take positions on local, national and international

legislative, executive, judicial or organizational endeavors that foster and support the purposes of taxidermists and sportsman.

- d) To establish a NTA Code of Ethics, and operate under same.

## **ARTICLE IV – Membership & Dues**

### **SECTION 1. Open Membership:**

Any individual, family or business subscribing to the missions, objectives, purposes and policies of this Corporation, of good moral character, and demonstrating an active interest in taxidermy and in wildlife conservation may be admitted to Membership in the Corporation subject to the terms of these Bylaws

### **SECTION 2. Membership Guidelines:**

The NTA shall, through a centralized computer billing system, invoice members on an annual basis for annual member dues. Annual member dues become delinquent when unpaid for thirty (30) days following the date of invoice.

- a) Membership in the NTA is individual, nontransferable or assignable except: A business subscribing to the missions of the NTA desiring membership must assign a person to be its representative, and only that designated named representative shall be entitled to hold an office in the NTA.
- b) Dues are based on the calendar year from NTA Convention to NTA Convention
- c) Members which have not renewed are considered lapsed and are granted a 30-day grace period to bring their membership into compliance. Members shall retain all benefits privileges during this 30-day grace period.
- d) Any member that has not paid their membership by the end of the thirty (30)-day grace period shall have their membership terminated and shall lose all membership benefits and privileges and will no longer be considered a member in good standing.
- e) Members wishing to pay for a NTA Life Membership will be considered a member in good standing, for that member's life time. They will be exempt from further annual membership dues.
- f) Every member of the NTA shall be bound to adhere to the NTA Code of Ethics and shall be held accountable under disciplinary procedures authorized under these Bylaws for infractions to such Code of Ethics or conduct unbecoming a

member of the NTA that jeopardizes both the credibility and pose a potential liability to the organization.

- g) Any person, company, or firm expelled pursuant to the current by-laws, ethics, or protocols, must petition the current Board of Directors a minimum of two (2) years from the date of expulsion for reinstatement into the NTA and must receive a majority affirmative vote of the board.
- h) Resignation of a Member or Board Director. If any individual Board Director, member, member firm, family member, or life member withdraws or resigns from their membership, it must be done in writing via mail, email, or fax, and sent to NTA Headquarters. At that time, the resignation/withdrawal will be accepted and the said member will lose all membership benefits and rights (effective on the date it was received). All dues paid by said member or on his or her behalf, in advance shall be forfeited without recourse and shall neither be refunded nor prorated. Such resignation shall not relieve such member from the obligation to pay dues, fees, or special assessments, which have accrued to the date unpaid. NTA Headquarters will send a certified letter acknowledging that the resignation was accepted and that all benefits were ended on the day the request was received.
- i) Reinstatement of a Former Member. If at a later time, the former individual member, member firm, family member or life member chooses to become a member again, then the following policy will apply. The reinstatement of a former member shall be made in the same manner as for an applicant for new membership; however, as a condition to reinstatement, the applicant must pay current membership dues, fees and special assessments that were previously due and unpaid at the time of the termination of membership. The former member upon reinstatement will be regarded as any other new member including a new membership number. The reinstated member's membership will be based upon this new membership number.
- j) Resignation of a Board Director: A Board Director withdraws or resigns from their duties; it must be done in writing via mail, email, or fax. At that time, the resignation/withdrawal will be accepted and the said Board Director will lose all Board Director Benefits and rights (effective on the date it was received).

### **SECTION 3. Member Classification:**

NTA members are classified into the following categories:

- a) **Active Members.** Membership shall include membership classifications of individual, family, or life. The Board of Directors shall determine the benefits for each classification.
- b) **Business Member.** Each business can assign one named representative to receive all the same benefits as any other member.

- c) **Honorary Member.** Honorary members shall be determined by the affirmative vote of the Board of Directors. They can receive the same benefits as any other member.

## **ARTICLE V – OFFICERS AND BOARD DIRECTORS**

### **SECTION 1. Officers:**

The Officers of the NTA are: President; Vice-President; Secretary; and Treasurer.

### **SECTION 2. Appointed Offices:**

The offices of President, Vice-President, Secretary, shall be appointed by the Board of Directors, from the eight (8) Board of Directors.

### **SECTION 3. Board of Directors Offices:**

(1) The eight (8) Board of Directors shall be appointed by the NTA Board of Directors for three (3) year staggered terms, four (4) such Directors being appointed at the end of each term. Each director shall hold office until the expiration of the term for which he is appointed, and until his successor has been appointed and qualified. Unless serving as a Board of Directors elected NTA Officer (i.e.) President, Vice President or Secretary.

(2) The Offices of President, Vice President, and Secretary will be appointed by the setting Board of Directors. Their term of office will be three (3) years terms as that of a Director.

- a) Ex-Officio. The immediate Past-President only after fulfilling a full term as President shall serve as a Board Member ex-officio for a period of one year after his term as President without any voting power.
- b) Qualifications for Office:
  - 1) Nominees for all offices must be members in good standing for a period of one (1) year immediately prior to their nomination.
  - 2) Nominees for all offices will be chosen from a pool of candidates by the Nomination Committee then presented to the NTA Board of Directors for approval. Nominees must be willing to actively participate in one (1) General Membership meeting, the NTA Convention and all other board meeting, teleconference or face to face as needed.
  - 3) Installation Date: Installation of Officers and Board Members shall be at the NTA Board Meeting after approval of their nomination.
  - 4) The offices of President or Vice-President must have served one (1) year on the Board of Directors prior to his or her filling that position.

5) Installation Ceremony. All newly appointed Board Directors shall be formally installed by taking the "Oath of Office." The "Oath of Office" may be during the first order of business, at the next regular session meeting of the Board,

6) Only one (1) person per family may be appointed for Board office.

**(3) Terms of Office:**

- a) Officers and Board Directors that have served a maximum of six (6) consecutive years must remain out of office for at least one (1) years before becoming eligible to be appointed again.
- b) The office of President and/or Vice-President respectfully may not be held for more than a three-year term.

**SECTION 4. Vacancies of Offices:**

a) **President Vacancy.**

In the event of a vacancy in the office of President, the Vice-President shall assume the Presidency and complete the remainder of that President's term of office. If no officer is able or available to assume the Presidency, the Board of Directors shall appoint a President from their ranks.

b) **Other Vacancies.**

In the event of a vacancy in the office of Vice-President, Secretary, the NTA Board of Directors will appoint these positions from the NTA Board.

c) **No Concurrent Office.**

An NTA member appointed by the NTA President to fill any office which is vacant, shall not concurrently hold any other elected office.

d) **In the event of a vacancy of a Board Director**

The President shall appoint any eligible NTA current member in good standing to fill subject vacancy and complete the remaining term of the subject office which is vacant. This appointment is subject to a majority vote approval of the Board of Directors.

**SECTION 5. Removal from Office:**

- a) Removal by majority Vote. Any member of the Board of Directors may be removed from office for cause, by a majority affirmative vote of the Board of Directors, on the question to remove.
- b) Participation Limitation. The participation of any member of the Board of Directors against whom charges have been preferred, is subject to limitation by the NTA President in order to assure relevancy, materiality and proper conduct.

- c) Adverse Inferences. If a party is requested to appear at Board of Directors hearing and refuses to do so, the Board of Directors may draw an adverse inference from such refusal to answer questions.
- d) Notice to Board of Directors. Each member of the Board of Directors shall be notified of Directors meeting called to consider the removal from office of any member of the Board of Directors. Such notice includes a complete copy of the charges preferred.
- e) Board of Directors Action. At the Board of Directors meeting called to consider the removal from office of any member of the Board of Directors, the matter will be discussed in Executive Session. The Board of Directors may dismiss the matter, or take action. Any action taken by the Board of Directors to remove from the office or discipline any member of the Board of Directors shall be by a majority vote.

#### **SECTION 6. Appointed Treasurer Office:**

- a) The office of Treasurer shall be appointed office by the President.
- b) The office of Treasurer shall be appointed and confirmed by a majority affirmative vote of the Board of Directors on the question to appoint.
- c) Ex-Officio Directors. The Treasurer shall serve as ex-officio a member of the Board of Directors only applies unless he/she also is an appointed Board Director.
- d) Not Eligible to Vote Unless. The Treasurer shall not be eligible to vote on any question or business submitted to a vote of the Board of Directors, unless the Treasurer is appointed by the NTA President from the Board of Directors. If the NTA appointed Board Director is also the appointed Treasurer he/she will still maintain all his rights to one vote, and be involved in any motion or matter of the NTA as stated in the NTA Bylaws.

#### **SECTION 3. Nominations for Office:**

- a) **Qualified to Nominate.** Board Directors shall be nominated by the Nomination Committee appointed by the NTA President
- b) **Nominations Deadline.** All nominations must be submitted in writing to the Board of Directors no later than August 1<sup>st</sup>.
- c) **Resume Required.** All candidates, nominated for the appointed offices of Board Director shall submit a written resume, containing no more than 300 words, to Head Quarters and shall be hand delivered or post-marked via mail, email, or fax no later than August 1<sup>st</sup>.

## **ARTICLE VI – OFFICERS DUTIES**

### **SECTION 1. President:**

#### **The President shall:**

Provide leadership and policy guidance and management direction to the NTA and its members, performing all duties usually incident to the office of President, and shall perform such other duties as may properly be assigned to him by the Board of Directors. The President shall be subject to the authority of the Board of Directors. The President shall be a voting member of the Board of Directors, and he or she has exactly the same rights and privileges as all other members have, including the right to make motions, to speak in debate, and to vote on all questions. The President is allowed only one vote per motion. If a majority vote is required and there is a tie, he or she may vote in the affirmative to cause the motion to prevail. As a Director or as a committee member more specifically, he /she shall:

- (1) Preside as the chair at all meetings of the Board of Directors
- (2) Prepare agendas for all meetings of the Board of Directors
- (3) Sign official correspondence of the NTA and, unless prohibited or limited by these Bylaws (with respect to any person or Committee) or by the Board of Directors, sign agreements and other documents that legally bind the Corporation, provided that the authority to sign any document hereunder may be delegated by the President in writing to any other officer of the Corporation.
- (4) Officially represent the NTA and speak on its behalf in the public sector.
- (5) Create new Standing or Special Committees and appoint chairmen of all.
- (6) Be an ex-officio member of all Committees, with vote.
- (7) Along with the NTA Board, authorize the use of outside legal counsel by the Corporation, Directors, and Officers.

### **SECTION 2. Vice-President:**

#### **Vice Presidents shall:**

Perform such duties as the President or duties the Board of Directors may assign.

### **SECTION 3. Secretary:**

#### **The Secretary shall:**



- (1) Ensure that notices of any meetings of the Board of Directors are distributed in accordance with these Bylaws, as may be directed by the Board of Directors or as required by law;
- (2) Keep a permanent record of the minutes of meetings of the Board of Directors
- (3) Keep a permanent record of the actions of the Board of Directors that are taken without a meeting;
- (4) To the extent possible, ensure that a register of the mail addresses, electronic mail addresses, telephone and telefax or other electronic numbers of each Officer, Director and member of the NTA are maintained on a current basis.
- (5) Conduct correspondence of NTA with its members and with others, maintaining records of such correspondence.
- (6) Perform such other duties as the President, or the Board of Directors may assign.

#### **SECTION 4. Treasurer**

The Treasurer is an appointed position by the President and confirmed by a majority vote of the Board of Directors. If the Treasurer is already a sitting Board Director, he/she will have all the rights given to all NTA Board Directors under the Bylaws including voting.

#### **The Treasurer shall:**

- (1) Have charge of the books of account of the Corporation and assist the firm of Certified Public Accountants to prepare a statement of financial condition as of the close of each fiscal year established by the Board of Directors; and furnish a copy of such statement, to each member of the Board of Directors;
- (2) Coordinate with appropriate officials in the placement of funds of the Corporation in such banks as may be designated by the Finance/Investment Committee.
- (3) Have such other duties as the President, the Board of Directors may assign.
- (4) NTA current member in good standing.
- (5) Ex-Officio Director. The Treasurer shall serve as an ex-officio member of the Board of Directors.

- (6) Non-Voting. The Treasurer shall not be a voting member of the Board of Directors unless they are a Director.

## **SECTION 5. Bonding of Treasurer and Director of Finance.**

With due regard to the duties and responsibilities of both the NTA Treasurer and Head Quarters Manager regarding the financial and investment requirements outlined in these Bylaws, and with further regard to their other responsibilities and assigned duties in and for the Corporation, both the Treasurer and Head Quarters Manager shall be adequately bonded for the faithful performance of NTA Bylaws. Their fiduciary obligations in an amount sufficient to fully protect both the NTA and its members. It shall be a particular duty and responsibility of both the Treasurer and the Head Quarters Manager to ensure that operational procedures of the Corporation are adequate and sufficient to maintain the existing tax-exempt status of the NTA as described in these Bylaws.

## **SECTION 6. Board of Directors:**

The property, affairs, business, and policies of the NTA are managed by the Board of Directors. Written minutes shall be kept of all meetings of the Board of Directors. Such minutes may record the matter discussed and the action taken, but not the discussion of the matter. When action of the body is by motion, the minutes may state the name of the maker of a motion and shall contain a statement of the motion. The name of the seconder does not need to be recorded. Those Directors who vote against a motion may request to have their name and vote noted in the minutes.

## **SECTION 7. Legal Duties:**

All members of the Board of Directors and Officers owe a duty of loyalty, duty of care and a duty of good faith and fair dealing to the NTA, as required by law.

## **SECTION 8. Conflicts of Interest.**

### **(1) Conflicts of Interest Policy.**

The Board of Directors shall adopt a conflicts of interest policy to protect NTA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of certain individuals, including members of the Board of Directors, Officers, members of Committees, NTA's management staff, personnel and any other interested person.

### **(2) Conflict of Interest Policy**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any

transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

For purposes of this provision, the term "interest" shall include personal interest, interest as NTA Board Director, Officer, member, manager, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No NTA Director or Officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A NTA Board Director or Officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any NTA Board Director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such NTA Officer or Board Director is fully disclosed to the NTA Board of Directors.
2. Such transaction is duly approved by the NTA Board of Directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested NTA Officer or Board Director are reasonable and do not exceed fair market value.
4. No interested NTA Officer or Board Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

### **(3) Involved Officer or Director Counted for Quorum.**

Any Officer or Director that has a potential conflict of interest in a transaction or arrangement to be considered by the Board of Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors where matters that may be a potential conflict are considered.

## **SECTION 9. Private Inurement Prohibited.**

**(1) Use of NTA Property.** All real and personal property belonging to the NTA is to be used only to further the exempt interests, activities and mission of NTA. No Officer, Director, member of a Committee, NTA's management staff, NTA's key personnel or

any other person shall receive at any time any of the net earnings of the NTA. This Section does not prohibit the Board of Directors from authorizing certain transactions between the NTA and such persons, provided that such transactions are consistent with these Bylaws, conflicts of interest policy and any other conditions or limitations adopted by the Board of Directors.

**(2) Personal Business Interests.** No member of the Board of Directors or of any Committee may utilize his membership on such Board or Committee in such a way as to directly or indirectly benefit his personal business interests. There is no prohibition of Board members or Committee members from responding to requests from other members of the Board or Committee or members of the NTA relating to his personal business, but he shall not utilize NTA letterhead or in any other way utilize his position as a member of the Board or Committee to directly pursue or seek business opportunities, within or outside of NTA, so long as he remains a member of the Board or Committee.

**SECTION 10. Compensation Prohibited.**

No elected Officer or Director of the NTA shall be entitled to receive any compensation for his or her services to the NTA in such capacity, but shall be entitled to reimbursements of expenses as authorized by the Board of Directors. Nothing herein shall prevent any Officer or Director from serving the NTA in any other fully-disclosed capacity, and receiving compensation therefore, so long as the conflicts of interest policy has been followed.

**ARTICLE VII – BOARD OF DIRECTORS**

**SECTION 1. Board of Directors:**

The Board of Directors shall consist of eight (8) appointed Board Directors, which include Officers, and all appointed ex-officio.

**SECTION 2. Board of Directors Duties:**

- a) **Manage & Control.** The Board of Directors shall manage and control all expenditures, property, affairs, business and policies of the NTA, and act for its interests in any way not inconsistent with these Bylaws.
- b) **Define Policies.** The Board of Directors shall define policies and shall have full administrative direction of the NTA.
- c) **Appoint Officers.** The Board of Directors may appoint officers and/or agents of the NTA define their duties and fix their compensations.
- d) **Remove Members Officers or Board Directors.** The NTA Board of Directors has the authority and power to, by a majority vote; remove any Members, Officer or

Board Director from the Board of Directors for cause, ethics, bylaws, or protocols. And to declare the same office vacant.

- e) Loyalty to NTA all members of the Board of Directors owe a duty of loyalty to the NTA, its staff and each other. All members are required and must continue to support its purpose, missions, goals, and objectives as defined in any corporate goals documents and these Bylaws. Failure to support the NTA, its mission, goals, and objectives is grounds of removal from the Board.

### **SECTION 3. Board of Directors Meetings:**

#### **(1) Parliamentary Authority.**

The procedures set forth in the latest edition of “Robert's Rules of Order Newly Revised” shall govern the meetings of Special and Standing Committees of the NTA. Whether the meetings are held in person, by telephone conference call, or by other means, unless specific exceptions are otherwise specified in these Bylaws.

#### **(2) Parliamentarian.**

The President may appoint an official Parliamentarian of the NTA, who shall be a member of the NTA, and who shall serve at the pleasure of the President.

#### **(3) Suspension of Right to Serve on the Board of Directors.**

Any Director or Officer, who serves on the NTA Board of Directors in any capacity but fails to personally attend at least one (1) meeting of the Board of Directors in any calendar year shall be automatically suspended from membership and service on the Board. However, for good cause shown, this provision may be waived by a majority vote of the Board. Other suspensions of Board Directors by a majority vote of the Board Directors involving time for inquiries into allegation of NTA violations.

- a) **Regular Session Meetings.** Regular session meetings of the Board of Directors, may be scheduled at any time and place fixed by the President.
- b) **Special Session Meetings.** Special session meetings of the Board of Directors may be scheduled upon the call of the President, or upon the request of at least twenty-five percent (25%) of the Board of Directors.
- c) **Records of Meetings.** Written minutes shall be kept of all meetings of the Board of Directors. Such minutes may record the matter discussed and the action taken, but not the discussion of the matter. When action of the body is by motion, the minutes may state the name of the maker of a motion and shall contain a statement of the motion. The name of the seconder does not need to be recorded. Those Directors who vote against a motion may request to have their name and vote noted in the minutes. The chair or the Board of Directors may authorize a Director to briefly voice his or her position on a matter and/or have such position stated briefly in the record. The written minutes of such meetings, once approved, shall be the official and only record of such meetings. Notes, tapes or other records upon which such minutes are based shall be destroyed once the written minutes have been approved.

- d) **Remote Participation** A Director may participate in a meeting of the Board remotely except the meeting that occurs during the week of the NTA Annual Convention., Remote means conference telephone or videoconference hookup where all Directors can simultaneously hear each other during the meeting, provided that such Director has provided notice to the President at least two weeks prior to the date of the meeting. The costs of the remote participation may, upon the decision of the Board of Directors, be charged back to the Director. A Director participating by remote means shall be considered in all regards the same as a Director who participates in person, shall be counted toward the quorum, and shall be able to make and second motions, vote, and do all other things in the same manner as if he was present in person.
- e) **Minutes of Meetings Presented.** All minutes of the immediately preceding regular session and special session meetings of the Board of Directors shall be approved (as corrected) at each regular session meeting of the Board of Directors.
- f) **Treasurer Report Presented.** At each regular session meeting of the Board of Directors, the Treasurer shall present a report of all receipts, expenditures, and of the current financial condition of the NTA.
- g) **Open to Members.** The NTA Convention Annual Board Meeting The only exception shall be if the President calls for an Executive Session to discuss confidential matters before the Board.

#### **SECTION 4. Notice of Meetings:**

- a) Notice of Methods. Notice of Board of Directors meetings may be transmitted by telephone, fax, email, or mail to the current address of record for each Board of Directors member. They may also be given orally in any open session of a Board of Directors meeting.
- b) Notice Content. The notice shall state the place, date, and time of the meeting.
- c) Notice Receipt. If the notice is sent by telephone, fax, or email, it shall be deemed received on the day it is sent; or if by mail, it shall be deemed received five (5) days after the postmark date.
- d) Fifteen (15) Day Notice. If Regular or Special meetings of the Board of Directors are not fixed by the President, notice of such meetings shall be given to all Board of Directors members at least fifteen (15) days in advance of the date set for the meeting.

- e) Waiver of Notice. Notice is deemed sufficient as to any member of the Board of Directors who submits a signed Waiver of Notice, whether before, during, or after the meeting, or who attends the meeting without protesting the lack of notice.

#### **SECTION 5. Quorum of Directors:**

After due notice has been provided to all Directors, one half (1/2) of the Board shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one (1) or more Directors. In the absence of a quorum at the beginning of the meeting, the President or a majority of Directors present may recess the meeting without notice until a quorum has been obtained, or the President may adjourn the meeting. However, a quorum may be presumed unless the issue of a lack of a quorum is raised on a point of order immediately after the chair has called the meeting to order.

#### **SECTION 6. Voting without a Meeting Not Allowed Unless Unanimous Written Consent Obtained.**

Action required to be taken at a Director's meeting may be taken without a meeting if the action is taken by all the Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document. A Director may revoke a consent by delivering a signed revocation of the consent to the President or Secretary before the date the last Director signs the consent.

#### **SECTION 7. Confidentiality**

Every member of the Board of Directors, in accordance with his duties to NTA, and any member of a Committee has a special responsibility to retain the security, restricted matter and internal confidences of NTA in order to protect the interests of the Corporation. In particular, but without limitation, confidentiality must be maintained as to matters discussed during executive sessions held pursuant to these Bylaws; member lists; mailing lists; financial matters; State Association matters; any other intellectual property to which the NTA has the rights; advocacy and fundraising plans; and other NTA sensitive matters. Every member of the Board of Directors, or a Committee, or staff member shall execute a confidentiality agreement as may be requested by NTA from time to time.

#### **SECTION 8. Quorum for Meetings of Board of Directors:**

- a) Number Required. Attendance of one half (1/2) of the members of the NTA Board of Directors at any meeting of the Board of Directors shall constitute a quorum for the transaction of business.
- b) Officers Required. The one half members of the Board of Directors, required to constitute a quorum for the transaction of business shall include the President, or Vice-President in the President's absence, and the Secretary. If the Secretary is absent, the President may appoint any other Board Member to record the minutes of the meetings.
- c) Quorum Nullified. Any time the number of elected Board of Directors members in attendance at any Board of Directors meeting falls below one half (1/2) a quorum no longer exists and no business shall be conducted.
- d) Emergency Powers. If for any reason a sufficient number of Officers and/or Board of Directors submit their resignations so as to make it impossible to have a quorum, those individuals left serving shall have full authority to continue the business of the association. The next highest-ranking Officer will assume the position of President. If no Officers remain serving, the remaining members of the Board of Directors shall elect a President from their ranks by a majority affirmative vote. The President may then fill all other vacancies according to the By-laws.

## **ARTICLE VIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION OR THE BYLAWS**

### **SECTION 1. Amendments by the Board of Directors.**

The Board of Directors is authorized to amend, alter, modify, substitute or otherwise revise or change the Articles of Incorporation and Bylaws of the NTA by a majority vote of Directors present at a regular meeting or special meeting called for such purpose.

### **SECTION 2. Procedure for Adoption of Amendments to the Articles of Incorporation or the Bylaws.**

Conditions for Consideration.

**(1)** The Board of Directors shall consider for adoption any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws

**(2)** Members of the Board of Directors. The consideration by the Board of Directors for adoption, any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must have been approved the vote of the Board.



## **ARTICLE IX. INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY**

### **SECTION 1. Protection of Officers, Directors, and Committee Members.**

No Officer, Director, or Committee member of the NTA shall be held legally and personally liable for monetary damages for a breach of fiduciary duty in their individual official capacities, except to the extent that the breach is the result of gross negligence or willful misconduct, unless such exemption for liability or limitation thereof is not permitted under law.

### **SECTION 2. Indemnification.**

To the fullest extent permitted by law, the NTA shall indemnify and hold harmless each of its Officers, Directors, and Committee members, and any individual that served as an Officer, Director or Committee member of the NTA, that is made or threatened to be made a party to an action, suit or proceeding by reason of the fact that he or she is or was an Officer, Director or Committee member of the NTA. The indemnification provided by this Section shall not be deemed to be exclusive of any other rights to which any person may be entitled apart from this Section.

### **SECTION 3. Limitation of Liability.**

Notwithstanding any other provision hereof, the debts, obligations and liabilities of the NTA shall be solely the debts, obligations and liabilities of the NTA; and no Officer, Director, or member of any Committee shall be obligated personally for any such debt, obligation or liability of the NTA solely by reason of being or serving as an Officer, Director or Committee member.