

**By-Laws of  
National Alliance of Concurrent Enrollment Partnerships, Inc.**

**Board Approved on April 7, 2002; First Approved by the membership on April 8, 2002;  
Amended: October 20, 2002; April 13, 2003; October 16, 2003; April 29, 2004;  
October 11, 2004, June 15, 2005; October 27, 2008; October 26, 2009; October 25, 2010;  
October 20, 2013; June 13, 2018**

**Incorporating April 2019 Proposed Amendments for  
Distribution to and Comment by Members**

The National Alliance of Concurrent Enrollment Partnerships (NACEP) was established during a general membership meeting in Salt Lake City, Utah in November 1999. The intent of the Alliance is to provide an organized forum of and for education professionals who administer or participate in Concurrent Enrollment Partnerships.

**Article I: Name**

The name of this association shall be the National Alliance of Concurrent Enrollment Partnerships (NACEP), hereafter known as the Alliance or NACEP. The Alliance was incorporated in the State of New York on December 27, 2000.

**Article II: Purpose**

The Alliance has been organized to link college-school partnerships offering college courses to high school students and to support and promote its constituent partnerships through quality initiatives, program development, national standards, research and communication.

**A. Key activities include:**

- Establishing and promoting national standards for Concurrent and Dual Enrollment Partnerships,
- Researching and disseminating information about programs and partnerships,
- Facilitating the interchange of ideas and issues,
- Providing opportunities for professional development,
- Fostering cooperation among education professionals and agencies,
- Fostering strong partnerships between secondary and postsecondary education institutions, and
- Serving as the national advocate for Concurrent and Dual Enrollment Partnerships.

## **B. Commitment to Diversity and Inclusion**

NACEP is committed to intentionally creating a diverse and fair environment for work and learning, and fostering open, inclusive communication within the organization and membership. NACEP prohibits discrimination in all NACEP activities on the basis of race, color, national origin, ancestry, creed, citizenship, religion, sex, sexual orientation, gender identity, age, veteran and military status, marital and parental status, disability, or political affiliation. NACEP is committed to drawing strength from our differences and building on our similarities for the advancement of the organization.

### **Article III: Membership**

#### **A. Membership Requirements/Eligibility**

The membership shall include any institution, organization or individual supportive of NACEP's mission and concurrent and dual enrollment that submits a membership application and pays annual dues as established and published by the Board of Directors. Membership in NACEP does NOT preclude institution or individual participation in other organizations/associations. Membership categories include:

**Post-Secondary Institution.** Any public or private postsecondary institution.

**Secondary Institution.** Any public, public charter, or private high school, school district, secondary career center, or consortia of school districts.

**State Agency.** Any state agency, including central offices of systems of colleges and universities and state associations of higher education officials.

**Professional Organization.** Any national, state, or local professional education organization.

**Individual.** Any individual, not affiliated with an organization eligible for institutional membership. Individual membership must be approved by the Executive Director or her/his designee.

**Emeritus.** Upon outstanding professional service and/or retirement, a person who has been an active member of the Alliance for five (5) consecutive years may be recommended for or request Emeritus membership status. Emeritus status is granted for life and will carry with it all the rights and privileges of an Individual Member in good standing. The Board approves Emeritus membership status.

The date on which membership or affiliation begins is the date on which the Alliance accepts payment of the first year's dues. The membership year shall be from January 1 through December 31.

Membership or affiliation will be terminated if an institution or individual is found to be unsupportive of the NACEP Mission and/or is in noncompliance with NACEP Standards, and/or an institution, individual or other organization shows a delinquency in payment of dues for two (2) consecutive years.

Membership lists are for Alliance purposes only and not for dissemination, personal use or profit.

## **B. Privileges of Membership**

- Eligible to attend NACEP-sponsored activities
- Eligible for NACEP-sponsored recognition/awards
- Eligible to receive all publications
- Eligible to reduced conference fees for NACEP-sponsored activities
- Access to password-protected sections of the NACEP web site
- Eligible to attend Alliance Membership Meetings, including the Annual Business Meeting, and to propose agenda items
- Eligible to serve on Advocacy, Engagement, and Research Commissions, and serve as Commission members
- Eligible to hold the following positions on the NACEP Board of Directors
  - Chair of Advocacy Commission
  - Chair of Engagement Commission
  - Chair of Research Commission
  - Secondary Institutional Representative (must be employed at a Secondary member institution)
  - State Agency Representative (must be employed at a State Agency member institution)
- Eligible to vote (one designated representative per institutional member; individual and emeritus members excluded) in the elections for the geographic representative positions that are elected on the Advocacy, Engagement, and Research Commissions

### **C. Additional Privileges of NACEP-accredited Programs**

- Eligible to use logo designed for NACEP-accredited programs
- Eligible to vote (one designated representative per program):
  - in Membership Meetings;
  - in the elections for elected positions on the Board of Directors and Accreditation Commission (except for the Institutional Representative positions that do not correspond to their institution type); and
  - on actions related to the NACEP Accreditation Standards and amendments to the Alliance By-laws
- Eligible to hold any position reserved for representatives of NACEP-accredited programs on the NACEP Accreditation Commission and the Board of Directors, subject to any specific requirements for the position including that it be held by representatives of a specific type of institution.

## **Article IV: Governance and Management**

### **A. Governance and Management of the Alliance**

1. The Board of Directors shall be the legislative body of the Alliance and shall have full power and authority to:
  - i. set policy and provide strategic direction for the Alliance,
  - ii. adopt an annual budget and authorize expenditures within its limitations and the limitations set by the Certificate of Incorporation and these By-laws,
  - iii. hire, determine compensation for, evaluate the performance of, and discharge as necessary an Executive Director, and
  - iv. assign responsibilities and review the performance of any commission, committee or individual directors and officers.
2. The Executive Director shall manage the general operations of the Alliance, direct its day-to-day business, and implement directives from the Board of Directors. S/he shall hire, discharge, and determine the salaries and other compensation of all staff within the authorized budget.

The Executive Director shall maintain a corporate records book (meeting minutes, Treasurer's report, original incorporation papers, By-laws, 501(c)(3) certificate, current policies and procedures, etc.) and provide a copy or electronic access to all Board members. Business files and records will be kept by staff under the supervision of the Executive Director.

3. The Executive Committee shall provide operational and management oversight, as well as any additional powers granted to them by the Board of Directors. The Secretary shall distribute minutes of each Executive Committee meeting to the full Board of Directors within 30 days after any meeting of the Executive Committee.

## **B. Members of the Board of Directors, Terms and Means of Election/Appointment**

Members of the Board of Directors shall include:

1. Six NACEP Officers comprising the Executive Committee: President, President-elect, Secretary, Treasurer, Member-at-Large, and Executive Director (as a non-voting, ex-officio member).

With the exception of the Executive Director, only individuals representing a Post-secondary Institution with a NACEP-accredited program may serve on the Executive Committee. The President-elect, Secretary, and Member-at-Large will be elected by the Post-secondary Institutions with NACEP-accredited programs. With the exception of the Treasurer and Executive Director, Executive Committee members' terms will last for two (2) years. To be nominated as President-elect, the individual shall have previously served on the Board. The President-elect shall move into the President's position after one (1) two-year term as President-elect. The Treasurer is an appointed position, appointed by the President and approved by the Board of Directors.

2. Four Chairpersons of the Accreditation, Advocacy, Engagement, and Research Commissions

The Commission Chairpersons shall be appointed by the President and approved by the Board of Directors for terms of two (2) years. An individual representing any member in good standing may serve as the Chairperson of the Advocacy, Engagement, and Research Commissions. The Chairperson of the Accreditation Commission shall represent a Post-Secondary institution that operates a NACEP-accredited program. Commission terms shall be staggered so that two Chairpersons are appointed each year.

3. Six Institutional Representatives from among the institutional members in each of the following categories:
  - Two-Year Postsecondary Institution (2 members)
  - Four-Year Public Post-secondary Institution
  - Four-Year Private Post-secondary Institution
  - Secondary Institution
  - State Agencies

The Institutional Representatives will serve terms of three (3) years. Only individuals representing a Post-secondary Institution with a NACEP-accredited program may serve as the Post-secondary Institutional Representative of their institution type. The Post-secondary Institutional Representatives will be elected by the NACEP-accredited programs of their institution type. The Secondary and State Agency Institutional Representatives will be appointed by the President and approved by the Board of Directors. Institutional Representative terms shall be staggered so that two such Representatives are appointed or elected each year.

**C. Quorum of Directors**

Unless otherwise required by law, a majority of the voting Directors shall constitute a quorum for the meeting to be held, for transaction of business, or for a vote on any specified item of business.

**D. Action of the Board**

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

**E. Committees**

Ad Hoc and/or Special Committees may be created by the President and/or Board of Directors to address the needs of the Alliance. These committees shall report to the Board and have such powers as determined by the resolution creating the committee or those powers later delegated to it. The President shall appoint the Chairpersons and members of all committees for a renewable term of up to one year.

**F. Place and Time of Board Meetings**

The Board shall hold regular meetings at least twice per year at any time or place, including by teleconference, as it may determine.

**G. Notice of Board Meetings, Adjournment**

Meetings of the Board may be called by the President upon three days' notice to each Director. Special meetings shall be called by the President or by the Secretary in a like manner on request of two Directors.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment, including the time and place of the next meeting.

**H. Chair**

At all meetings of the Board, the President, or in his/her absence, the President-elect, or in his/her absence, a chair chosen by the Board, shall preside.

## **I. Term, Removal, Resignation, Salary**

Directors shall take office at the close of the Fall Annual Business Meeting following their election or appointment, with the exception of the Accreditation Commission Chair who takes office after the spring meeting of the Accreditation Commission. Directors may not serve more than two consecutive terms in the same position.

Any Director absent from three (3) consecutive board meetings will be contacted by the President for the purpose of determining that Board member's intent and ability to serve the remainder of his/her term. If it is mutually determined that the individual cannot fulfill his/her Director responsibilities, a new Director will be appointed by the President with the approval of the Board of Directors, to serve the remainder of the unexpired term.

Any Director or Commissioner, elected or appointed, may be removed by the membership with or without cause. In the event of the death, resignation or removal of a Director, the Board in its discretion may appoint a successor to fill the unexpired term. There shall be no salaries earned by any Director or Commissioner, except for the Executive Director, of the Alliance for the fulfillment of the duties of the position.

## **J. Duties of Directors**

The duties of these Directors shall be as follows.

1. The President shall:
  - Preside at all meetings of the Alliance and the Board of Directors, performing the responsibilities usually conferred upon the presiding officer
  - Serve as the primary Board liaison to the Executive Director
  - Appoint individuals, with the Board's approval, to serve in appointed positions on the Board of Directors and the Commissions
  - Appoint ad hoc committees as necessary for the operation of the Alliance
  - Represent the Alliance at state, regional and national functions which promote Concurrent Enrollment Partnerships
  - Prepare and present an Annual Report to the general membership at the Annual Business Meeting
2. The President-elect shall:
  - Preside in the absence of the President and perform such duties as shall be prescribed by the Board
  - Serve as the Chair of the National Conference Planning Committee and as the liaison to the Board regarding national conference development
  - Assist the President in fulfilling the obligations of the Alliance

3. The Secretary shall:
  - Maintain a full and accurate record of the proceedings of all meetings of the Alliance and Board of Directors
  - Distribute the minutes of meetings no later than thirty (30) days after the close of each meeting
4. The Treasurer shall:
  - Monitor and oversee the financial accounts and assets of the Alliance and report such to the Board and at the Annual Business Meeting
  - Prepare an annual operating budget and present for Board approval
  - Prepare the annual financial report, including income and expenditures of the fiscal year for presentation to the Board of Directors and the general membership
  - Chair the Finance Committee
  - Oversee and tabulate the results from elections
5. The Member-at-Large shall serve as the representative of the general membership and the Board liaison to affiliated State and Regional Chapters.
6. The Institutional Representatives shall serve as representatives of the members from institutions of the same type. They shall regularly communicate with respective member institutions regarding interests and concerns and facilitate dialogue and peer learning.

### **Article V: State and Regional Chapter Affiliates**

The Board may vote to designate independent state and regional alliances of concurrent and dual enrollment partnerships as affiliated chapters of NACEP. The Board shall adopt policies for the designation and maintenance of affiliation, support affiliate activities, and monitor the performance of affiliated chapters. The President or Chair of each affiliate, or her/his designee, shall serve on a State and Regional Affiliates Council, along with the Member-at-Large, who will serve as a liaison from the Board.

### **Article VI: Membership Meetings**

#### **A. Membership Meetings**

The membership of the Alliance shall meet no less than once in the fourth quarter of each year for an Annual Business Meeting and to perform functions that are consistent with the purposes of the Alliance. Additional Alliance Membership Meetings may be called at other times upon the vote of a majority of the Board.



**B. Fixing Membership Date**

All members in good standing 30 days prior to any Membership Meeting, action, nominations deadline, or election are entitled to notice of, to vote, and to express consent to or dissent from any proposal.

**C. Notice**

The Secretary or a designee shall send a notice to every member in good standing at least ten days, but not more than fifty days, before the scheduled date of any Membership Meeting. Notice shall state the date, time, place, purpose of the meeting, and by whom called.

**D. Quorum**

A quorum at any Membership Meeting of the Alliance shall consist of at least twenty percent (20%) of the voting membership present at the meeting. Any member may request a list of members as of the record date prior to any Membership Meeting of the Alliance.

**E. Agenda**

Agenda items submitted from the membership must be submitted to the Board of Directors thirty (30) days prior to the meeting.

**F. Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent may authorize another person to act for him/her by proxy. The member's proxy must be signed by the designated representative, will be valid for a single Membership Meeting, and shall be revocable at the pleasure of the member executing it.

**Article VII: Finance**

The Board of Directors shall adopt and maintain Financial Policies to govern the financial management practices of the Alliance, adopt an annual budget and authorize expenditures within its limitations. The fiscal year of the Alliance shall begin on January 1 and continue through December 31 of each year.

The Treasurer is responsible for the safekeeping and monitoring of the Alliance's assets, oversight of financial management and reporting, and preparation of the annual budget, and Chair a standing Finance Committee appointed by the President with the approval of the Board

of Directors. No later than the first meeting of the Board of Directors for the fiscal year, the Treasurer shall submit the budget to the Board of Directors for approval.

The Executive Director, supported by designated staff, is responsible for all financial management of the organization in accordance with the Board's Financial Policies. This includes establishing and documenting appropriate procedures.

### **Article VIII: Commissions**

The following four Commissions shall be established to fulfill the Alliance's mission and provide leadership opportunities for members: Accreditation, Advocacy, Engagement, and Research. Each Commission shall have such powers as determined by these By-laws or those powers later delegated to it by the Board of Directors.

The President shall appoint the Chairpersons and Vice Chairpersons of all commissions with the approval of the Board of Directors. The Chairperson of each Commission shall serve in that position, and on the Board, for a term of two years. Each Commission shall report to the Board. The ability to modify, delete and establish additional Commissions and prescribe their roles and functions shall be handled through the By-law amendment process.

#### **A. Accreditation Commission**

The Accreditation Commission is responsible for the review and documentation of a post-secondary institution's application for NACEP accreditation. The Commission will determine by vote, after a thorough analysis and recommendation by a review team whether applications are denied or approved. Additionally, the Commission is responsible for:

- Assisting institutions with the application process
- Promoting thorough understanding of the NACEP standards
- Establishing a process for systematic review of the standards
- Establishing accreditation process policies
- Seeking and training qualified review team members
- Making recommendations and voting on changes in standards (changes in standards must be approved by the NACEP-accredited membership)

#### **1. Accreditation Commission Members**

The Commission is composed of twelve (12) members.

- i. Qualifications. To be eligible to serve on the Commission, Commissioners must:
  - Represent an institution that operates a NACEP-accredited program (with the exception of the External Member),

- Have prior service as a NACEP peer reviewer, or demonstrated knowledge of NACEP's standards and equivalent experience with other accrediting organizations, and
  - Not serve simultaneously on the Board of Directors (with the exception of the Commission Chair).
- ii. Appointments. The following five (5) positions will be appointed by the President, with the approval of the Board of Directors:
- Chairperson, for a two-year term. The Chair may serve no more than two consecutive terms as Chair.
  - Vice-Chair, for a two-year term.
  - Two at-large members, one for a two-year term and the other for a three-year term.
  - External member, for a two-year term.
- In making appointments, the Board should consider geographical regions and types of institutions represented.
- iii. Elections. The following seven (7) positions will be elected to the Commission by Post-secondary Institutions with NACEP-accredited programs:
- Three (3) representatives from two-year institutions, two for two-year terms and the other for a three-year term.
  - Three (3) representatives from four-year institutions, two for two-year terms and the other for a three-year term.
  - One (1) representative from a private institution, for a two-year term.

## **2. Terms**

Accreditation Commissioners' terms shall have no term limits except for the position of Chair who may serve no more than two consecutive terms as Chair. Terms will be staggered.

In the event of a vacancy in the Chair, the President shall appoint an individual to serve out the remainder of the term with the approval of the Board of Directors. In the event of a newly-created position or vacancy for any other position, the Commission Chair, with the approval of the Commission, shall appoint an individual to serve out the remainder of the term.

## **3. Budget**

On an annual basis, the Commission shall propose a budget and any accreditation fees for consideration by the Board of Directors.

## **B. Advocacy, Engagement & Research Commissions**

### **1. Advocacy Commission**

The Advocacy Commission works to develop and maintain a positive image for concurrent and dual enrollment programs and works to strengthen relationships with policy-making governmental agencies and other education organizations that further the interests of NACEP and concurrent and dual enrollment.

In coordination with staff and with the advice of the Board of Directors, the Commission carries on such activities as:

- Organize and achieve goals outlined in the Strategic Plan
- Develop and support opportunities for members to learn about policy impacting their work and to inform policy-makers
- Work with state, regional and national organizations and governing bodies to promote concurrent and dual enrollment
- Collaborate with Research Commission to identify state, regional and national issues and opportunities for advocacy
- Collaborate with and support the advocacy efforts of NACEP-affiliated State and Regional chapters
- Identify and prioritize opportunities for enlisting federal and/or state support for concurrent and dual enrollment
- Monitoring NACEP responses and inform members about legislation, regulations or policy changes that may have an impact on NACEP and/or concurrent enrollment partnership programs

### **2. Engagement Commission**

The Engagement Commission strengthens the Alliance's services provided to members, communication with all members, and recruitment of new members.

In coordination with staff and with the advice of the Board of Directors, the Commission carries on such activities as:

- Organize and achieve goals outlined in the Strategic Plan
- Support member engagement and participation in Alliance activities
- Identify and support activities that expand membership of the Alliance
- Develop content for professional development activities that recognizes model programs and disseminates best practices, including webinars, regional and state conferences, workshops, publications, and awards
- Collaborate with the National Conference Planning Committee and NACEP-affiliated State and Regional Chapters
- Suggest potential candidates to the Nominating Committee for elections and appointments

- Support communication campaigns about NACEP activities and to bring awareness of the value of quality concurrent enrollment to students, teachers, schools, and institutions

### 3. Research Commission

The Research Commission strengthens concurrent enrollment programs by conducting, supporting and sharing research about such programs.

In coordination with staff and with the advice of the Board of Directors, the Commission carries on such activities as:

- Organize and achieve goals outlined in the Strategic Plan
- Collaborate with external researchers and promote independent research on concurrent and dual enrollment
- Provide tools and resources to assist programs in conducting program evaluation
- Work with staff and the National Conference Planning Committee to disseminate research on concurrent and dual enrollment at the NACEP national conference, at regional conferences and workshops, through webinars, and publications
- Create summary publications of research and best practices in concurrent and dual enrollment

### 4. Composition of the Advocacy, Engagement, and Research Commissions

- i. The Chair of each Commission will serve on the NACEP Board of Directors.
- ii. The Advocacy, Engagement, and Research Commissions are composed of nine (9) members. Service on these three Commissions is open to an individual representing any member in good standing. Commissioners may not serve simultaneously on more than one Commission or the Board of Directors (with the exception of the Commission Chair).
- iii. **Qualifications.** To be eligible to serve on a Commission, Commissioners must demonstrate:
  - Expertise relevant to the charge of the Commission
  - Commitment to the mission and strategic goals of NACEP
  - Participation in NACEP activities
  - Commitment to the time requirements for Commission service
  - Institutional support for Commission service
- iv. **Appointments.** The following four (4) positions will be appointed by the President, with the approval of the Board of Directors: Chairperson, Vice-Chair, Secondary Representative, and State Agency Representative.

- v. **Elections.** Five (5) positions will be elected to each Commission by the NACEP membership (all member categories), one from each of five (5) geographic regions established by the Board of Directors.
- vi. **Terms.** Commissioners' terms shall last for two years, with no term limits except for the position of Chair who may serve no more than two consecutive terms as Chair. Terms will be staggered.

In the event of a vacancy in the Chair, the President shall appoint an individual to serve out the remainder of the term with the approval of the Board of Directors. In the event of a vacancy for any other position, the Commission Chair, with the approval of the Commission, shall appoint an individual to serve out the remainder of the term.

## **5. Budget**

On an annual basis, each Commission shall propose a budget for consideration by the Board of Directors.

### **Article IX: Nominations and Elections**

#### **A. Nominating Committee**

The Nominating Committee is a Standing Committee that consists of the six Institutional Representatives as identified in Article IV Section (B)(3). The Nominating Committee is tasked with recruiting, evaluating, and compiling a slate of candidates for all positions on the Board and Commissions, both elected and appointed. The Nominating Committee's purpose is to put forward a slate of candidates with the experience, educational background, and skills to achieve balanced, diverse, inclusive, motivated, and engaged Alliance.

#### **B. Nominees for the Board and Commissions**

The Nominating Committee shall publish a calendar of positions coming available on the Board and Commissions and seek nominations from the membership. Nominations may also be made by any member of the Nominating Committee, the Commissions, the Board of Directors, and the Executive Director.

The Nominating Committee shall review nominees' qualifications and determine that nominees are willing and able to accept the position if elected or appointed. The Nominating Committee shall solicit advice about nominees from Executive Director and the Board of Directors or relevant Commission.

No later than the last Monday of July, or the last Monday of January for positions on the Accreditation Commission, the Nominating Committee shall approve by majority vote a list of nominees to appear on the ballot and present the list to the Board of Directors. The Nominating Committee's slate shall be final unless any nominee is rejected by the Board of Directors. The Board of Directors may make its own nomination by majority vote.

### **C. Elections**

Candidate profiles and statements for the list of nominees approved by the Board of Directors will be posted to the NACEP website no later than the second Monday of August, or the second Monday of February for positions on the Accreditation Commission.

No later than the third Monday of August, or the third Monday of February for positions on the Accreditation Commission, a ballot will be emailed to the designated voting representative of each categorically-eligible member of NACEP. On the ballot, under each office to be filled, the names of those candidates approved by the Board of Directors shall be listed along with a blank space in which the name of any other eligible member of NACEP may be submitted.

The Treasurer shall tabulate the votes not later than the first Monday of October, or the first Monday of April for positions on the Accreditation Commission. The Treasurer will have the results verified by a third party of the Treasurer's home institution.

The election of candidates shall be by majority vote. A runoff election between the two candidates with the most votes shall take place in any election in which there are three or more candidates and no candidate receives the majority of votes cast. In case of tie, the choice shall be decided by lot. Announcement of the results shall be communicated promptly to the membership.

### **D. Conflict of Interest Policy**

Each member of the Board of Directors, member of a Commission, and employee will inform the President and Executive Director of any actual or perceived conflicts of interest or any relationships that might be perceived by others as a conflict of interest. Such disclosure should be made annually on a form submitted to the President and Executive Director, and updated during the year in the event of any changes. The Board may adopt additional Conflict of Interest policies as it deems necessary.

### **Article X: Amendments**

The By-laws may be adopted, amended or repealed by a majority of eligible members participating in the vote. Only representatives of post-secondary institutions with NACEP-accredited programs may vote, with each institution allowed one vote.

The By-laws may be brought to the membership for a vote during a Membership Meeting, or by means of electronic vote during normally scheduled elections or when the Board of Directors deems it necessary.

In all cases of By-law amendments, the membership must be notified of the intent to amend the by-laws. Such notification will include 1) a concise statement of the proposed changes, 2) an explanation of the intent, 3) an invitation to participate in an online forum and in a conference call to discuss the proposed change(s), and 4) information about how and when to access the forum and participate in the conference call. Membership must receive at least 30 days notice but not more than 50 days notice, before the scheduled date of such meeting or voting.

### **Article XI: Rules of Order**

The Alliance shall conduct its business according to Robert's Rules of Order, Newly Revised. A Parliamentarian, appointed by the President with approval of the Board of Directors, will advise the President of meeting procedures and serve as the ruling authority in the event of disputes concerning procedure.

### **Article XII: Dissolution**

Upon the dissolution of the Alliance, the Alliance shall, after paying or making provision for the payment of all liabilities of the Alliance, dispose of all of the assets of the Alliance exclusively for the purposes of the Alliance in such manner, or to such organization or organizations created and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Alliance shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **Article XIII: Construction**

If there be any conflict between the provisions of the certificate of incorporation and these By-laws, the provisions of the certificate of incorporation shall govern.