

# **NATIONAL WIC ASSOCIATION**

## **BYLAWS**

Adopted: March 1986  
Revised: 1997, November 1989, April 1992, April 1994, April 1995, May 1996, May 1998, January 1999, May 2001, May 2002, April 2004, May 2005, May 2006, May 2007, May 2008, May 2009, May 2010, April 2011, May 2012, May 2015, May 2016, April 2018, June 2021, May 2022, April 2023

### **ARTICLE I – NAME**

The name of this organization is the **National WIC Association, NWA**, herein referred to as the “Association,” representing the staff, participants, and others affiliated with the Special Supplemental Nutrition Program for Women, Infants, and Children (“WIC”).

### **ARTICLE II – PRINCIPAL OFFICE**

The principal office of the Association shall be designated by the Board of Directors.

### **ARTICLE III – PURPOSE**

The purpose of the Association is to link WIC program staff and others in a national forum to act collectively on behalf of the Program to include the following functions:

- A. To provide a national resource network through which selected ideas, materials, and procedures can be communicated to persons working in the WIC community.
- B. To promote good management practices and to assist any WIC program staff working in a State Agency or Local Agency.
- C. To promote the improved health, well-being, and nutritional status of women, infants, and children.
- D. To promote health equity and equitable service delivery for WIC participants.
- E. To act as a resource at the request of governmental bodies and individual legislators regarding issues particular to the health and nutrition of women, infants, and children and to assist WIC clients.

F. To do whatever is necessary to promote and sustain the WIC program.

## **ARTICLE IV – MEMBERSHIP**

### **Section 1. Eligibility:**

Membership in the Association is open to the following categories, with individuals meeting such criteria deemed “Members”, and the collective Members of the Association known as the “Membership”:

#### **A. State Agency Section:**

Individuals who currently hold positions as the administrator (“State Agency Director”) (as defined at 7 C.F.R. §246.3(e)(1)) of any State Agency (as defined at 7 C.F.R. §246.2). All employees of the State Agency, in addition to the State Agency Director, who are employed by the State Agency shall be considered members of the Section and the Association.

#### **B. Local Agency Section:**

Individuals who currently hold positions as the head director, coordinator, or administrator (“Director”) of a Local Agency (as defined at 7 C.F.R. §246.2), or the Director of a region or subdivision of a State that operates a health clinic or provides health services for a specific geographic service area within the State. All staff who are employed by the Local Agency or regional-level office of a State Agency, in addition to the Director, shall be considered members of the Section and the Association.

#### **C. Nutrition Services Section:**

Individuals who currently hold positions as State Agency Nutrition Coordinators (as defined at 7 C.F.R. §246.3(e)(3)). All nutritionist and dietitians in the State, in addition to the State Agency Nutrition Coordinator, shall be considered members of the Section and the Association.

#### **D. Breastfeeding Section:**

Individuals who currently hold positions as State Agency Breastfeeding Coordinators (as defined at 7 C.F.R. §246.3(e)(4)). All breastfeeding staff in the State, in addition to the State Agency Breastfeeding Coordinator, shall be considered members of the Section and the Association.

#### **E. Vendor Management Section:**

Individuals who currently hold positions as State Agency Vendor Managers or State Agency staff that oversee vendor management or technology systems. All State Agency staff in relevant program areas, as designated by the State Agency Director, shall be considered members of the Section and the Association.

**Section 2. Term of Membership:**

Membership in the Association shall be for a period of one year, beginning January 1 each year.

**Section 3. Dues:**

- A. Membership shall be obtained by paying Annual Dues. Members shall be considered inactive if they fail to pay Annual Dues by March 31 of each year. Members shall be reinstated at any time during the year upon full payment of Annual Dues.
- B. If any Member first becomes a Member after July 1 of any year, the new Member shall pay one-half of the Annual Dues for the initial year of membership.
- C. Annual Dues shall be fixed by a vote of the Board of Directors.
- D. Annual Dues paid by a State or Local Agency shall be transferable to a successor or interim designee upon the departure of an individual Director.

**Section 4. Section Operational Procedures**

The State Agency Section, Local Agency Section, Nutrition Services Section, Breastfeeding Section, and Vendor Management Section (individually, a “Section”, and collectively, “Sections”) of the Association shall create Section Operational Procedures that shall be presented to the Board of Directors for approval. Section Operational Procedures shall be reviewed for conformance to the Association’s Bylaws, mission, and purpose and shall have consistency between Sections. Approval of Section Operational Procedures shall not be unreasonably withheld. Section Operational Procedures shall be available to members of the Association upon request.

**ARTICLE V – MEETINGS OF THE MEMBERSHIP**

**Section 1. Frequency and Purpose:**

A meeting of the Members shall be held at least once per year for the purpose of:

- A. Installing Officers;
- B. Installing a Nominating Committee;
- C. Hearing reports;
- D. Setting policy and/or taking positions in the name of the Association;

- E. Instructing the Board of Directors; and
- F. Conducting other business of the Association.

**Section 2. Notice:**

Notice of any meeting of the Members shall be given in writing to all Members at least three (3) months in advance.

**Section 3. Quorum:**

The minimum number of Members required to be present in order to carry on the business of the Association shall be 41% of all Voting Members in good standing, provided at least four (4) Regions, as defined herein, and 26 State Agencies are represented. A majority of those present and voting at a Meeting shall decide any questions to come before the Association, except where a larger vote is required by law or by these Bylaws.

## **ARTICLE VI – VOTING**

**Section 1. Voting shall be limited to the following:**

- A. One vote for each State Agency, with the Director holding the power to cast such vote.
- B. Four votes for each “State Local Agency Association”, defined as the group of all Local Agencies from each State. The Local Agencies which make up a State Local Agency Association shall select four designated representatives from different Agencies to cast the votes on behalf of the State Local Agency Association from the Members which are part of the Local Agencies of that State. An individual who is also a State Agency Director is ineligible to hold this position.
- C. One vote from each State Agency’s Nutrition Coordinator, with the Nutrition Coordinator holding the power to cast such vote. An individual who is also a State Agency Director or a Local Agency Director is ineligible to hold this position.
- D. One vote from each State Agency’s Breastfeeding Coordinator, with the Breastfeeding Coordinator holding the power to cast such vote. An individual who is also a State Agency Director or a Local Agency Director is ineligible to hold this position. An individual who is also a State Agency Nutrition Coordinator shall be eligible to hold this position simultaneously.
- E. One vote from each State Agency’s Vendor Manager, with the Vendor Manager holding the power to cast such vote. An individual who is also a State Agency Director or a Local Agency Director is ineligible to hold this position.

- F. One vote from each Officer under Article VII, who is not otherwise eligible to vote under this section.

## **Section 2. Authorized Voters**

Votes of the Association, whether during Meetings or by other means, may only be cast by those individuals specified in Section 1 of this Article, a proxy, as specified in Section 3 of this article, or an Alternate as specified in Article VIII, Section 6.

## **Section 3. Method for Designating a Proxy**

Any eligible voter may, after providing notification to the Association Secretary, in writing (including electronic communications) and in advance of a Meeting (as determined by the Association Secretary), nominate a proxy to cast votes on their behalf.

## **Section 4. Eligibility to Vote**

Individuals must be active Members of the Association, as identified by the Association Treasurer, in accordance with Article IV, Section 3, to be eligible to vote.

## **Section 5. Matters Open to Vote of Members**

Members shall only vote on those matters listed within these Bylaws, and those matters which the Board puts before the Members to be voted upon by the Members.

## **Section 6. Voting Committee**

At least 30 days before a meeting of the membership (as defined in Article V), the Board shall appoint nine (9) Members to serve on a "Voting Committee", with such group tasked with counting and verifying the votes cast on a particular matter, and with hearing and ruling on any disputes related to such vote. The Voting Committee shall consist of one representative from the State Directors Section, Nutrition Services Section, Breastfeeding Section, and Vendor Management Section (as defined in Article IV), four (4) representatives from the Local Agency Section, and the Association Secretary. The Voting Committee shall include at least one (1) former Board member and representation from all seven (7) Regions. In no event, other than the Association Secretary or a Board substitute for the Association Secretary, may a member of the Voting Committee be on the Voting Committee if they are the subject of a vote being reviewed or if they are currently serving on the Board of Directors. If the Association Secretary is subject of a vote or is otherwise unable to serve, the Association Treasurer shall serve on the Voting Committee. If both the Association Secretary and Association Treasurer are subject of a vote or otherwise unable to serve, the Board shall appoint a member of the Board of Directors as a substitute by a two-thirds vote.

## **ARTICLE VII – OFFICERS**

### **Section 1. Number and Title:**

The “Officers” of the Association shall be a Chair of the Board of Directors, a Chair-Elect, a Secretary, a Treasurer, Chair Emeritus, and the President & Chief Executive Officer. The Chair-Elect shall be elected by the Members and shall serve a single one-year (1) term. The Chair-Elect shall become the Chair of the Board of Directors following its one-year term of office and serve for a single two-year (2) term. The Chair of the Board of Directors shall become the Chair Emeritus and serve a single one-year (1) term. The Secretary and Treasurer shall be elected by the Members and shall serve a three (3) year term. The President & Chief Executive Officer is employed by and serves at the pleasure of the Board of Directors.

### **Section 2. Qualifications:**

- A. The Chair of the Board of Directors and Chair-Elect shall have been a member of one of the five Sections of the Association as described in Article IV, Section 1 for a minimum of two (2) years immediately preceding the election and shall have served on the Board of Directors.
- B. The Secretary and Treasurer shall have been a member of one of the five Sections of the Association as described in Article IV, Section 1 for a minimum of two years.

### **Section 3. Duties:**

- A. The Chair of the Board of Directors shall preside at all meetings of the Association, the Board of Directors and the Executive Committee; sign contracts, grants, fiscal and legal documents authorized by the Association and the Board of Directors. In conjunction with the President/Chief Executive Officer of the Association, the Chair of the Board of Directors shall oversee the work of the Association; and, in coordination with the President/Chief Executive Officer of the Association, represent the Association in relations with the U.S. Department of Agriculture and other entities.
- B. The Chair Emeritus shall assist the Chair of the Board of Directors and the Chair-Elect in carrying out his or her duties, serve as an advisor to the Board, participate in the Executive Committee, Board meetings and conference calls, and serve as a host for visitors to Board meetings.
- C. The Chair-Elect or chair emeritus, whichever holds office at the time of the vacancy, shall assist the Chair of the Board of Directors in fulfilling the obligations of office by performing such duties as requested by the Chair of the

Board of Directors; shall exercise the power and shall perform all of the duties of the Chair of the Board of Directors in the event of the temporary absence, inability or failure to act as the Chair of the Board of Directors; and shall perform other duties as requested by the Chair of the Board of Directors.

- D. The Secretary shall prepare, keep and authenticate records of the meetings and conference calls of the Association, Board of Directors and Executive Committee.
- E. The Treasurer shall maintain records of membership, income, and disbursement; make payments as authorized by the Chair of the Board of Directors; provide financial reports to the Association and the Board of Directors; and prepare an annual budget for approval by the Board.
- F. Under the direction of the Board of Directors, the President/Chief Executive Officer is responsible for the day-to-day management of the Association, supervision of staff, and assisting the Chair of the Board of Directors in carrying out their responsibilities. Serves as ex-officio member of the Board of Directors and all other committees without a vote.

#### **Section 4. Term of Office:**

- A. The Chair of the Board of Directors shall serve for two (2) years in office and shall not be eligible to serve a second consecutive term in the same office.
- B. The Chair-Elect and Chair Emeritus shall serve for one (1) year in office and shall not be eligible to serve a second consecutive term in the same office.
- C. The Secretary and Treasurer shall serve for three (3) years and shall be eligible to serve two (2) consecutive terms in the same office after a vote of the membership.
- D. The terms of the Secretary and Treasurer shall be staggered. Elections for Secretary and Treasurer shall not be held in the same year, unless for the purposes of filling an unexpired term left open by a vacancy in accordance with Article VII, Section 5(C).

#### **Section 5. Vacancies of Officers:**

- A. In the event of a vacancy in the office of Chair of the Board of Directors, it shall be the duty of the Chair-Elect or chair emeritus, whichever holds office at the time of the vacancy, to assume the Chair of the Board of Directors fulfilling the remainder of the unexpired term.
- B. If the vacancy in the office of Chair of the Board of Directors occurs during the Chair-Elect's term, and he or she assumes the office of Chair of the Board of Directors, he or she shall also assume the office of the Chair of the Board of Directors on the day following the next election, fulfilling the term of that office.

- C. In the event of a vacancy in the office of Secretary or Treasurer, the office shall remain vacant until the next election or the Chair of the Board of Directors may appoint, with Board approval, a successor to fill the unexpired term. The offices of Secretary or Treasurer so filled, shall be filled by vote of the voting membership in the next election.
- D. In the event of a vacancy in the office of Chair-Elect, the office shall remain vacant until the next election. The Chair of the Board of Directors may have their term extended for a maximum of one (1) year, with Board approval, to ensure that the newly elected Chair-Elect can serve a full term.

## **ARTICLE VIII – BOARD OF DIRECTORS**

### **Section 1. Powers and Duties:**

- A. The power to make and set the policies of the Association shall be vested in the Board of Directors (referred to herein as the “Board”). The Officers of the Association shall comprise an Executive Committee, responsible for the oversight of the implementation of policies and decisions of the Board.
- B. The Board shall have the authority to hire a President & CEO as determined necessary to manage the affairs of the Association, carry out the responsibilities listed within these Bylaws, and implement the policies of the Board. The President & CEO is responsible to and functions under the Board of Directors.
- C. Board members shall adhere to the Association’s Board Member Code of Ethics, as the same are amended from time to time.

### **Section 2. Composition:**

The Board of Directors shall comprise the following:

- A. The Officers of the Association.
- B. One State Agency Section representative appointed by the State Agency Section Standing Committee for a three-year term.
- C. Four Local Agency representatives appointed by the Local Agency Section Standing Committee for three-year terms.
- D. One Nutrition Service Section representative appointed by the Nutrition Services Section Standing Committee for a three-year term.
- E. One Breastfeeding Section representative appointed by the Breastfeeding Section Standing Committee for a three-year term.



- F. One Vendor Management Section representative appointed by the Vendor Management Section Standing Committee for a three-year term.
- G. One representative nominated by Indigenous Agencies, as defined in Article XI, and appointed by the Chair of the Board of Directors, for a three-year term.
- H. The Association's President & CEO shall serve as an ex officio member of the Board of Directors and all committees without a vote.
- I. All entities within the Association, including the Nominating Committee and Section Standing Committees, shall prioritize diversity, equity, and inclusion when considering appointments to the Board of Directors.
- J. Only one representative from the same State Agency shall serve on the Board at the same time. Consent from all State Agencies within a Region is necessary to approve representatives from one State representing multiple Sections.
- K. The board will make reasonable efforts to ensure that the board members represent the various geographic regions of the United States, including territories and Indian Tribal Organizations.

### **Section 3. Term Limits:**

Other than the Chair of the Board of Directors, Chair-Elect and Chair Emeritus, Board members may serve up to two consecutive terms in the same position, unless otherwise specified under these bylaws.

### **Section 4. Meetings:**

The Board shall meet in conjunction with meetings of the Membership or: (i) at the call of the Chair of the Board of Directors; or (ii) at the call of any seven (7) members of the Board; or (iii) at the call of any twenty-seven (27) State Agencies or Local Agencies. Meetings of the Board are open to the Membership. The Board may also take action without meeting if each Board member signs a consent which describes the action being taken and delivers the same to the Association, including through electronic communication.

### **Section 5. Quorum:**

A majority of the members of the Board shall constitute a quorum.

### **Section 6. Alternates:**

- A. The Officers of the Association are not eligible to have an Alternate on the Board.

- B. The State Agency, Nutrition Services, Breastfeeding, and Vendor Management Section Standing Committees, as defined in Article IX, Section 3(D), shall identify at least one (1) Member of the Standing Committee who shall serve as an Alternate upon the absence or vacancy of a Member of the Board of Directors. The three (3) Members of the Local Agency Section Standing Committee who are not Members of the Board of Directors shall be Alternates. Alternates shall seek to observe compliance with Article VIII, Sections 2(J) and 2(K). The Association Secretary shall consult with the Standing Committees to ensure compliance.
- C. Indigenous agencies, as defined in Article XI, shall elect or otherwise identify one Alternate who shall serve on the Board of Directors upon absence or vacancy of the Member of the Board of Directors defined in Article VIII, Section 2(G).
- D. If a Board member is unable to attend a meeting, the Board member's Alternate, shall attend in the Board member's place.
- E. Notification about the Alternate shall be presented to the Secretary prior to or at the time of the meeting.
- F. In the event that a Board member, other than an Officer as defined in Article VIII, is unable to complete his or her term, the Board member's Alternate shall complete the remainder of the unexpired term if the Alternate's appointment to the Board is consistent with Article VIII, Sections 2(J) and 2(K).
- G. The duly designated Alternate shall have all of the authority of the Board member.

#### **Section 7. Removal:**

- A. The following shall be reason for removal of a member or Officer from the Board:
  - 1. Failure to attend two (2) consecutive meetings, either in-person or virtual, of the Board of Directors.
  - 2. Failure to participate in three (3) regularly scheduled Board of Directors meetings within a six-month period.
- B. The Board of Directors may make a determination whether extenuating circumstances precluded such attendance or participation.
- C. Attendance or participation by an Alternate shall suffice to meet the requirements of this Section.

#### **Section 8. Vacancies:**

- A. In the event that a Board member, other than an Officer, is unable to complete his or her term, the Alternate shall complete the remainder of the unexpired term in accordance with Article VIII, Section 6, and a new Alternate shall be selected

from the Standing Committee in accordance with Article VIII, Section 6 or designated by the Indigenous Agencies in accordance with Article XI.

- B. Any Alternate who assumes a role on the Board during the first half of the Board member's term would only be permitted to complete that term, and serve one additional three-year term as a Board member. If the Alternate assumes a role on the Board during the second half of the Board member's term, the Alternate would be permitted to both complete that term and serve up to two additional three-year terms.

## **ARTICLE IX – STANDING COMMITTEES, POLICY COMMITTEES, AND TASK FORCES**

### **Section 1. Composition of Standing Committees, Policy Committees, and Task Forces:**

Unless specified herein, members of Standing Committees, Policy Committees and Task Forces (collectively, "Committees") shall be Members and current in their dues. Unless specified otherwise in this Article, the Chair of the Board of Directors shall appoint the chairperson, who shall be from one of the five sections of the Association as described in Article IV, Section 1. A Committee may also create "working groups" comprised of both Members and non-Members when investigating one or more potential issues or matters before the Committee

### **Section 2. Standing Committees:**

"Standing Committees" are those Committees that develop governance at the direction of the Board of Directors.

There shall be the following Standing Committees:

- A. **Nominating.** The "Nominating Committee" shall be chaired by the Chair of the Board of Directors in the second year of their term or the Chair Emeritus. The Nominating Committee shall consist of ten Members: the Chair or Chair Emeritus; one (1) representative from Indigenous Agencies as defined in Article XI; one (1) representative designated by the Section Standing Committees for State Agencies, Nutrition Services, Breastfeeding, and Vendor Management; and four (4) representatives designated by the Local Agency Section Standing Committee. With the exception of the Chair/Chair Emeritus, no member of the Nominating Committee shall currently be serving on the Board of Directors. The Nominating Committee shall nominate candidates for the offices of Chair-Elect, Treasurer, and Secretary. The Nominating Committee shall assure that at least two Regions are represented for each office being nominated.
- B. **Sections.** Each Section, as defined in Article IV, Section 1, shall have a "Section Standing Committee", which shall consist of one representative from each Region, as selected by the Members of that Section in that Region. Representatives shall either be voting members, as defined in Article VI, Section 1, or be a Member of the Section designated by the voting member in their State. The Section Standing

Committee shall address issues which are specific to the operations of the Section, including creating policies and procedures for confirming Membership eligibility within that Section, supporting strategic priorities articulated by the Board of Directors and projects developed by the Association staff that are relevant to the Section's program mission area, and ensuring consistent representation and input to the Board of Directors. Each Section Standing Committee shall elect a designated board member from the Committee (and in the case of the Local Agency Standing Committee shall elect four designated board members), and shall also elect an alternate to attend the board meetings in the event the designee(s) is(are) not available. The Chair of the Board of Directors shall have no power to appoint any Member to a Section Standing Committee. The representative of Indigenous Agencies on the Board of Directors, as defined in Article XI, shall be permitted to serve as a Member of the Section Standing Committee aligned with their current position at a State or Local Agency.

#### **Section 4. Policy Committees of the Association:**

- A. Policy Committees address broad policy issues to further the long-term mission of the Association at the direction of the Board of Directors. The Board of Directors shall pass a charge for each Policy Committee that determines the duration of the Committee's work, the composition of the Committee, and one (1) Section to oversee the Committee. Upon completion of the Board's charge, a Policy Committee shall sunset and the ongoing work shall be considered by the Section identified in the charge of the Board of Directors.
- B. The Board of Directors may permit other individuals to be appointed to Policy Committees, but at least two-thirds of each Committee shall consist of Members of the Association.
- C. The Chair of the Board of Directors shall appoint a Chair for each Policy Committee that is a Member of the Section charged by the Board of Directors to oversee the Committee. The Chair of the Board of Directors shall preference members of the relevant Section's Standing Committee as a Chair of a Policy Committee.
- D. After consulting with Association staff, the Chair of a Policy Committee shall appoint Members of the Committee in accordance with the Committee's charge, as approved by the Board of Directors.
- E. The Chair of a Policy Committee shall consult at least monthly with the co-chairs of the Section charged by the Board of Directors to oversee the Committee, to inform the co-chairs about Committee membership and work.

#### **Section 5. Task Forces:**

- A. Task Forces may be created to carry out the work of the Association at the direction of the Board to address specific short-term goals or initiatives. The Board of Directors shall pass

a charge for each Task Force that determines the duration of the Task Force's work, the composition of the Task Force, and one (1) Section to oversee the Task Force. Upon completion of the Board's charge, a Task Force shall sunset and the ongoing work shall be considered by the Section identified in the charge of the Board of Directors.

- B. The Board of Directors may permit other individuals to be appointed to Task Forces, but at least two-thirds of each Task Force shall consist of Members of the Association.
- C. The Chair of the Board of Directors shall appoint a Chair for each Task Force that is a Member of the Section charged by the Board of Directors to oversee the Task Force. The Chair of the Board of Directors shall preference members of the relevant Section's Standing Committee as a Chair of a Task Force.
- D. After consulting with Association staff, the Chair of a Task Force shall appoint Members of the Task Force in accordance with the Task Force's charge, as approved by the Board of Directors.
- E. The Chair of a Task Force shall consult at least monthly with the co-chairs of the Section charged by the Board of Directors to oversee the Task Force, to inform the co-chairs about Task Force membership and work.
- F. The Board of Directors shall not approve a charge to establish a Task Force for longer than two (2) years, but a charge may be renewed for a period of one (1) year upon a vote of the Board of Directors.

### **Section 6. Meetings:**

It shall be the responsibility of the Chair of a Policy Committee or Task Force to schedule meetings and plan the work of the Policy Committee or Task Force. A Policy Committee or Task Force shall not meet unless the Chair and a member of Association staff is present. If the Chair position is vacant, a Member who has been appointed to the Policy Committee or Task Force and is a Member of the Section charged by the Board of Directors to oversee the Policy Committee or Task Force may convene meetings of the Committee or Task Force.

### **Section 7. Term of Office and Term Limits:**

Chairs and members of Standing Committees, Policy Committees, and Task Forces with the exception of the Nominating Committee, shall be appointed for a three-year term and may serve for two consecutive terms, unless the length of service is determined otherwise through their office or through the charge of the Board of Directors. All re-appointments for additional terms shall be done in the same manner as an initial appointment to such role.

### **Section 8. Quorum:**

A majority of the members of any Standing Committee, Policy Committee, or Task Force shall constitute a quorum.

## **ARTICLE X – REGIONS**

### **Section 1. Number and Designation:**

There shall be the following “Regions” that shall correspond to the seven federal regions as determined by the U.S. Department of Agriculture, Food and Nutrition Service:

- A. Northeast Region
- B. Mid-Atlantic Region
- C. Midwest Region
- D. Mountain Plains Region
- E. Southeast Region
- F. Southwest Region
- G. Western Region

### **Section 2. Representation:**

Each Region in the Sections shall elect or otherwise identify, by a method acceptable to Members in that Region, a representative for each Region from their membership to serve on the Section Standing Committee and a representative to serve as an Alternate.

## **ARTICLE XI – INDIGENOUS AGENCIES**

Indigenous agencies shall be defined as a State or Local Agency (as defined in 7 C.F.R. §246.2) that primarily serve or conduct outreach to Indigenous populations, including members of an American Indian tribe, band, or group, Alaska Natives, Native Hawaiians, and Pacific Islanders. Indigenous agencies shall, by election or other efforts to identify, select one representative to serve on the Board of Directors under Article VIII, Section 2(G), one Alternate under Article VIII, Section 6(C), and one member of the Nominating Committee under Article IX, Section 3(B).

## **ARTICLE XII – ELECTIONS**

Elections shall be conducted by mail ballot, electronic means (including electronic mail or electronic surveys), or at annual meetings, provided they take place within the first five months of each calendar year, in accordance with procedures established by the Association or, if there are none, by the parliamentary authority. In all such voting matters, an abstention or blank ballot shall be counted towards any required quorum, but shall not be treated as a positive or negative vote, and shall instead not be counted. In the case of any election taking place by physical or electronic mail, the number of votes which are cast on any matter must at least meet the minimum quorum requirements contained herein for the election to be considered valid.

### **ARTICLE XIII – FISCAL YEAR**

The fiscal year of the Association shall be January 1 to December 31.

### **ARTICLE XIV – RESTRICTIONS**

Irrespective of the powers, duties and authorizations otherwise contained in these bylaws, no officer or member of the Board of Directors shall have the authority to obligate the Association beyond the approved limits.

### **ARTICLE XV – INDEMNIFICATION**

To the fullest extent permitted by, and in conformance with the terms and requirements of, Title 29, Chapter 4, Subchapter VI, Parts E and H of the District of Columbia Code (the “Indemnification Statute”), as the same may be amended and/or retitled in the future, the Association shall indemnify any person who is made a party to any action, suit or proceeding by reason of the fact that she or he, her or his testator or intestate, is or was an Officer, member of the Board or employee of this Association, or of any corporation that she or he served as such at the request of this Association. Specifically excluded from such rights of indemnification are those instances in which such officer or member of the Board did not act in good faith in performance of her or his duties and, in addition, in criminal actions or proceedings in which the individual had no reasonable cause to believe that her or his conduct was lawful.

### **ARTICLE XVI – PARLIAMENTARY PROCEDURES**

For procedures not covered in these bylaws or rules of the Association, *Robert’s Rules of Order*, newly revised, current edition, shall be the authority.

### **ARTICLE XVII – AMENDMENTS**

When determined necessary, the Board shall propose changes to the Bylaws that may be voted on through the processes set forth in Article XII, or during any Meeting of the Membership, provided this a notice of the voting on such amendments is provided to the voting Members at least 30 days in advance of the vote. Amendments to the Bylaws become effective upon passage by two thirds of the Members voting, so long as a quorum of voting eligible Members cast a vote.

### **ARTICLE XVIII – DISSOLUTION**

In the event of the dissolution of the Association, distribution of any remaining assets shall be transferred only to an organization having like charitable, scientific, literary, and educational purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of the United

States, as pursuant to the instructions of the Articles of Incorporation under the laws of the District of Columbia.

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Paul Throne, Chair, NWA Board of Directors – 2022-2023

Samar McGregor, Secretary, NWA Board of Directors – 2022-2023