



# Bylaws of the National Association for College Admission Counseling

Amended and Restated on September 8, 2023

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# Bylaws of the National Association for College Admission Counseling

*Approved by NACAC members with the Plan for Reorganization in Delaware at the General Membership Meeting, Sept. 27, 2008; amended Sept. 24, 2016; amended Sept. 29, 2018; amended Sept. 28, 2019; amended March 26, 2021; amended Sept. 15, 2021; amended Nov. 30, 2022.*

## ARTICLE I

### Name and Offices

1. The name of this organization is the National Association for College Admission Counseling, Inc. (hereinafter referred to as “NACAC” or the “Association”).
2. The Association shall have such offices as may from time to time be designated by the Board of Directors.

## ARTICLE II

### Purpose

The purposes for which the Association is organized and operated are educational and charitable. The Association is an organization of institutions, organizations, and individuals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. NACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

## ARTICLE III

### Membership

1. Membership in the Association is a privilege made available to eligible institutions, organizations, and individuals.
2. Members shall support the purposes of NACAC.
3. Criteria and qualifications for each category of voting and non-voting members shall be set forth in these Bylaws and in the policies and procedures approved by the Board of Directors.
4. Voting members shall include the following:
  - a) **Educational Institutions**
    - 1) Not-for-profit two-and four-year colleges, universities, and other postsecondary institutions, accredited in accordance with policies and procedures approved by the Board of Directors.
    - 2) Primary and secondary schools listed in resources approved by the Board of Directors.
  - b) **Organizations**
    - 1) Not-for-profit community-based organizations that provide counseling, admission, or financial aid services only to students at the state or local level on an on-going basis

- 2) Not-for-profit organizations whose primary activities consist of working on a multi-state, national, or international level and providing counseling, admission, or financial aid services to students or to the college admission counseling or financial aid professions.

**c) Individuals**

- 1) Persons employed by voting member institutions and organizations whose professional activities consist primarily of counseling, admission, or financial aid services.
- 2) Persons employed by a voting member eligible institution, organization, or community-based organization that is not a member of NACAC.
- 3) Independent educational consultants or counselors who are self-employed or employed by a company providing counseling, admission, or financial aid services to students and/or their parents.
- 4) Retired persons who were actively engaged in providing counseling, admission, or financial aid services.
- 5) Persons charged with supervising admission and enrollment management activities who are employed at a public university system office.
- 6) Persons charged with supervising counseling activities who are employed at a school system district office.

5. Non-voting members shall include the following:

**a) Organizations**

- 1) For-profit organizations that provide products and/or services to the counseling, admission, or financial aid professions or in support of students in the transition to postsecondary education.

**b) Individuals**

- 1) Persons employed by non-voting member institutions or organizations.
- 2) Persons who are employed by institutions, organizations, community-based organizations, school districts, or university systems that have not joined NACAC but are eligible for voting or non-voting membership.
- 3) Persons who provide teaching and/or training to professionals who work with students in the transition to postsecondary education, and are employed in a post-baccalaureate or graduate program at a not-for-profit institution accredited according to policies approved by the Board of Directors.
- 4) Students seeking careers in counseling, admission, or financial aid services.
- 5) Persons who were employed at a voting member institution or organization during the current or immediately preceding membership year who are no longer employed by any member or member-eligible institution.
- 6) Individuals who are employed by NACAC affiliates.

6. Each educational institution or organization member shall designate a primary contact.

## **ARTICLE IV**

### **Member Voting and Meetings**

1. Only voting members in good standing on the sixtieth (60) day prior to the start of the voting window as established by the Board of Directors shall be eligible to vote. Members may vote using any method or combination of methods set forth in these Bylaws or in the policies and procedures approved by the Board of Directors.
2. Individual voting members may elect to hold voting NACAC membership either in the affiliated association (“Affiliate”), as defined in these Bylaws, where the institutions or organizations that employ them is located, or in the Affiliate where the voting members perform the majority of their professional duties.
3. Retired voting members may elect to hold NACAC membership either in the Affiliate where they held NACAC membership at the time of their retirement, or in the Affiliate where they have established their principal residence.
4. The Chair of the Board, with the approval of the Board of Directors, shall call the membership to the annual meeting of the membership held at the Association’s national conference.
5. The Chair of the Board, with the approval of the Board of Directors, shall call the membership into a special membership meeting upon the request of two-thirds (2/3) of the entire Board of Directors or one-tenth (1/10) of the members eligible to vote. The Board of Directors may decide to conduct the meeting in person or electronically. In such case, NACAC shall prepare and distribute by mail, electronically, or other reasonably acceptable method or methods, ballots to all eligible voting members. Ballots shall be distributed not less than thirty (30) and not more than sixty (60) days prior to the last date of voting.
6. Notice of every annual and special membership meeting shall be given to each member not less than (30) days but not more than sixty (60) days, before the meeting.
7. Notice of a special meeting shall state the purposes for which the meeting is called.
8. By a majority vote of the entire Board of Directors, the Board may postpone or cancel the annual membership meeting if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting.
9. One thousand (1,000) eligible voting members of NACAC shall constitute a quorum for voting purposes.
10. For a special meeting of the members at which a vote will take place, one-tenth (1/10) of all the members of NACAC eligible to vote must submit a ballot or electronic platform submission to constitute a quorum for the transaction of business at this meeting.

## **ARTICLE V**

### **Discipline**

Any member of the Association may be censured, suspended, or expelled by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors for failure to comply with the provisions of these Bylaws, Association policies, or for other good cause. Any member proposed for discipline shall be provided due process in accordance with policies and procedures approved by the Board of Directors.

## **ARTICLE VI**

### **Dues**

The Board of Directors shall establish annual membership dues for voting and non-voting members and categories thereof.

## **ARTICLE VII**

### **Affiliated Associations**

1. An affiliated association (“Affiliate”) is a separately incorporated or organized group that operates within a defined geographic territory (as set forth in this Article VII) and is recognized by the Board of Directors and which engages in activities consistent with the charitable and educational mission of the Association.
2. Affiliates shall have the rights and privileges as set forth in these Bylaws and in policies and procedures approved by the Board of Directors.
3. The Board of Directors may grant Affiliate status to those organizations that meet, and continue to meet, the requirements set forth below and in the policies and procedures of NACAC. An Affiliate must:
  - a) have twenty (20) or more NACAC voting members, at least ten (10) of whom must be admission or college counseling professionals affiliated with ten (10) separate member of institutions or organizations;
  - b) demonstrate that at least two-thirds (2/3) of the NACAC voting members in the proposed Affiliate support affiliation with NACAC;
  - c) use the words “Association for College Admission Counseling,” or if outside the United States, a reasonably acceptable alternative, as part of its formal legal name;
  - d) have as its President a NACAC voting member from that Affiliate;
  - e) be established and operated under applicable laws as a separate, legal entity; and
  - f) be organized and operated exclusively for charitable or educational purposes.
4. Each Affiliate shall be separate and distinct from NACAC. Neither the Association nor the Affiliate is authorized to incur any liability, obligation, or expense on behalf of the other, or to represent to any third-party that it is an agent of the other party. NACAC and each Affiliate shall be responsible for its own liabilities, obligations, and/or expenses.
5. States or regions may choose to form an affiliate within the United States provided:
  - a) no more than one Association is chartered for affiliation in any state; and
  - b) regional Affiliates are formed by neighboring states.
6. Affiliates may be formed outside the United States.
7. There shall be no overlapping between or among the geographic territories of the Affiliates.
8. The NACAC Board of Directors has the authority to approve the establishment of any new Affiliates with a two-thirds (2/3) vote.

9. An Affiliate's charter may be placed on probation, suspended, or terminated for the Affiliate's failure to comply with these Bylaws or Association policies or for other good cause by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors. Any Affiliate proposed for probation, suspension, or termination shall be provided due process according to policies and procedures approved by the Board of Directors.

## **ARTICLE VIII**

### **Affiliate Presidents Council**

1. There shall be an Affiliate Presidents Council comprised of the Presidents, Presidents-Elect, and Immediate Past Presidents of the Affiliates.
2. The purpose of the Affiliate Presidents Council shall be to serve as a forum to facilitate communication between NACAC and the Affiliates, and among the Affiliates.
3. The Affiliate Presidents Council shall be chaired by a former member of the Affiliate Presidents Council in the year immediately following their term as Affiliate Immediate Past President, who shall be referred to as the Affiliate Presidents Council Coordinator and shall serve a one-year term. The Affiliate Presidents Council Coordinator must be a NACAC voting member in good standing.
  - a) The Affiliate Presidents Council Coordinator shall preside over meetings of the Affiliate Presidents Council and shall serve as a voting member of the Board of Directors and a member of the Executive Committee of the Board of Directors.
  - b) The Affiliate Presidents Council shall annually elect a Coordinator-Elect who will automatically succeed to the position of Affiliate Presidents Council Coordinator at the end of the term of the current Affiliate Presidents Council Coordinator.
  - c) In the event the Affiliate Presidents Council Coordinator cannot complete their term, the Coordinator-Elect shall succeed to the position of Affiliate Presidents Council Coordinator and serve the unexpired term of the former Council Coordinator, and then a full term as Council Coordinator.
  - d) In the event the Coordinator-Elect cannot complete their term, the Affiliate Presidents Council shall elect a new Coordinator-Elect.

## **ARTICLE IX**

### **Board of Directors**

1. The Board of Directors of NACAC shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
  - a) Oversee the administration of the Association.
  - b) Exercise financial stewardship over the Association.
  - c) Determine the annual budget, establish annual membership dues and provide an annual financial report to the membership.
  - d) Establish the fiscal year of the Association.
  - e) Establish and enforce policies and procedures of the Association.

- f) Amend these Bylaws and the *Guide to Ethical Practice in College Admission* by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.
  - g) Perform other duties as defined in these Bylaws.
2. The Board of Directors shall consist of the following persons:
    - a) Chair of the Board, Chair-Elect of the Board, and Immediate Past Chair of the Board (the “Officers”) elected by eligible voting members;
    - b) Eight Directors elected by eligible voting members;
    - c) Affiliate Presidents Council Coordinator; and
    - d) Up to five Directors appointed by the Board of Directors who may or may not be NACAC members.
  3. The Officers, the elected Directors, and the Affiliate Presidents Council Coordinator must be NACAC voting members in good standing.
  4. Elected Directors who are not Officers shall serve a three-year term and shall be divided into three classes, as nearly equal in number as possible. The term for one class shall expire each year.
  5. Appointed Directors shall serve for a one-, two-, or three-year term as determined by the Board of Directors.
  6. All Directors shall be entitled to full membership privileges in the membership meetings.
  7. The balance of an unexpired term of any elected Director who is not an Officer shall be filled from persons eligible under these Bylaws. The unexpired term shall be filled by appointment by the Chair of the Board, subject to approval by the Board of Directors.
  8. The Board of Directors may designate one or more committees of the Board, each consisting of one or more Directors and chaired by a Director. Except for the Executive Committee (as described in Article XII), Board committees shall be advisory and not have any of the authority of the Board of Directors.
  9. Eligible Voting members shall have the right to remove an Officer or elected Director in accordance with applicable state law. Any Officer or elected Director proposed for removal shall be provided due process in accordance with policies and procedures approved by the Board of Directors. The removal of an Officer or elected Director shall require a vote of at least one-tenth (1/10) of all eligible members, with a majority voting in the affirmative. The Board of Directors shall have the right to remove a Director appointed by the Board at any time.
  10. Regular meetings of the Board of Directors shall be fixed each year in advance by resolution of the Board.
  11. The Chair of the Board may call a special meeting of the Board of Directors at any time. The Chair of the Board must call a special meeting of the Board of Directors upon the request of a majority of the members of the Board of Directors.

12. Notice of every special meeting of the Board of Directors shall be given to each Board Director at least forty-eight (48) hours before such meeting.
13. Any one or more Directors may participate and vote in a meeting of the Board by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
14. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing or by electronic mail. All written or electronic mail consents shall be filed with the minutes of the Board's proceedings.
15. A majority of the voting members of the Board of Directors shall constitute a quorum.

## **ARTICLE X**

### **Board of Directors Eligibility, Nomination, and Election Process**

1. Persons eligible for election to the Board of Directors must be NACAC voting members in good standing for five years prior to assuming office.
2. No member shall serve simultaneously as an Officer, Director, or comparable position in both NACAC and an Affiliate.
3. In order to remain as an Officer or elected Director, an incumbent must continue to be a NACAC voting member in good standing through their term of service; however, an incumbent Officer or elected Director shall have one hundred eighty (180) days following a change in employment to become a NACAC voting member without forfeiting Officer or elected Director status.
4. Additional eligible candidates may run for Officer or elected Director positions by submitting to the Chair of the Board, not less than thirty (30) days prior to the start of voting, the required board candidacy materials and a written petition signed by the number of NACAC voting members equal to or greater than one-tenth (1/10) of the total number of eligible voting members on June 1 of the prior year. Signatures may be submitted in writing or electronically.
5. No write-in candidates will be permitted on the election ballot.
6. Elections for applicable Officers and Directors shall be held prior to the annual meeting of the membership convened at the national conference or any meeting substituting for the national conference meeting as follows:
  - a. The election shall be conducted electronically or by using any method or combination of methods set forth in these Bylaws or in the policies and procedures approved by the Board of Directors.
  - b. A plurality vote shall determine the winner of an election. In the case of a tie, further balloting shall be conducted to break that tie.
  - c. Officers and elected Directors shall take office at the close of the annual membership meeting or any meeting substituting for the national conference meeting in the year of their election and shall continue to serve until their successors are elected and take office.



## **ARTICLE XI**

### **Executive Committee**

There shall be an Executive Committee, which subject to the limitations set forth by law and these Bylaws, may exercise the authority of the Board in between Board meetings. The Executive Committee shall be chaired by the Chair of the Board and shall include the Chair-Elect of the Board, Immediate Past Chair of the Board, the Affiliate Presidents Council Coordinator, and the chairs of all Board committees. The Chief Executive Officer of NACAC shall be an ex-officio, non-voting member of the Executive Committee. All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.

## **ARTICLE XII**

### **Officers**

1. There shall be a total of three Officers—the Chair of the Board, the Chair-Elect of the Board, and Immediate-Past Chair of the Board—as set forth below. Each Officer shall serve for a term of one year in each respective office. Upon the expiration of their respective terms, the current Chair of the Board shall automatically succeed to the office of Immediate-Past Chair of the Board and the Chair-Elect of the Board shall automatically succeed to the office of Chair of the Board. The Board may appoint one or more current Board Directors to serve as secretary or treasurer, as necessary.
2. The Chair of the Board shall be the principal elected officer of the Association and shall:
  - a) Call and preside at meetings of the Association, the Board of Directors, and the Executive Committee.
  - b) Serve, along with the Chief Executive Officer, as the official spokesperson for the Association.
  - c) Appoint eligible persons to replace any vacancies that occur in the committees of the Association during their term, subject to the approval of the Board of Directors, except as provided in these Bylaws.
  - d) Appoint persons to serve on special committees, which shall include ad hoc committees, task forces, panels, and other bodies, subject to the approval of the Board of Directors.
  - e) Appoint an eligible person to replace a vacancy in an unexpired term of an elected Director who is not an Officer, subject to the approval of the Board of Directors.
3. The Chair-Elect of the Board shall be elected annually and shall succeed to the office of Chair of the Board, and then to the office of Immediate Past Chair of the Board. The Chair-Elect of the Board shall:
  - a) Assume the duties of the Chair of the Board upon the absence or inability of the Chair of the Board to serve.
  - b) Succeed to the position of Chair of the Board in the event the current Chair of the Board cannot complete their term, and shall serve the remainder of the vacating Chair of the Board's term, and then a full term as Chair of the Board.
  - c) Appoint chairs and members to fill vacancies that will occur on committees during their term as Chair of the Board, in consultation with the current Chair of the Board and Immediate-Past-Chair of the Board, subject to the approval of the Board of Directors. All

such appointments shall take effect after the approval of the Board and the commencement of the Chair-Elect-of the Board's term as Chair of the Board.

4. In the event of a vacancy in the office of Chair-Elect of the Board, the unexpired term of the Chair-Elect of the Board shall be filled from persons eligible under Article XI by an appointment of the Chair of the Board subject to the approval of the Board of Directors. The appointee shall serve only until the conclusion of the next annual meeting of the membership or any meeting substituting for the national conference meeting-upon which the new Chair of the Board and Chair-Elect of the Board shall take office.
5. In the event of a vacancy in the office of Immediate Past Chair of the Board, the position will remain vacant.

## **ARTICLE XIII**

### **Chief Executive Officer**

The Chief Executive Officer shall be employed by the Board of Directors to conduct the business of NACAC and to administer its headquarters office in accordance with policies and procedures established by the Board of Directors. The Chief Executive Officer's employment or dismissal and all matters related thereto shall require a majority vote of the entire Board of Directors. The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board of Directors and the Executive Committee.

## **ARTICLE XIV**

### **Committees**

1. The Board of Directors may create or dissolve standing or special committees, which shall include ad hoc committees, task forces, panels, and other bodies as it deems necessary to carry out the work of the Association.
2. The Board of Directors may remove any member of a committee.

## **ARTICLE XV**

### **Parliamentary Authority**

The latest edition of *Robert's Rules of Order* shall govern all meetings of NACAC when they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## **ARTICLE XVI**

### **Notices**

The *NACAC Bulletin*, or any successor publication, shall be the publication for official notices of the Association and may print or electronically transmit to all members official notices of the Association. In addition, notices of and concerning Board, Membership, and other Association business may be transmitted to members by electronic means unless only a Director's or member's postal mailing address or facsimile number is on record with NACAC, in which event US First Class mail or facsimile number may be used.

## **ARTICLE XVII**

### **Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the NACAC voting members, provided a quorum is present as specified in these Bylaws, and notice of any proposed amendment has been given to

each member not less than thirty (30) days, but not more than sixty (60) days prior to the date of such meeting or the final vote count. The Board of Directors may provide its recommendation to the voting members regarding any proposed amendment of the Bylaws by the NACAC voting members.

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board shall notify the members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.

## **ARTICLE XVIII**

### **Indemnification**

NACAC shall indemnify any persons who are serving or have served as NACAC Officers, Directors, employees, agents, or other persons who are or have served at NACAC's request as Officers, Directors, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law. NACAC may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.

## **ARTICLE XIX**

### **Intellectual Property**

The use of all NACAC intellectual property, including but not limited to the Association's name, acronym, and logo, shall be determined by policies and procedures adopted by the Board of Directors.