

**BYLAWS
OF
NODA-Association for Orientation, Transition and Retention in Higher Education**

Article I: MEMBERSHIP

- Section 1. Members in Good Standing:** Members in good standing are defined as institutions or individuals who have paid membership dues according to their renewal date of the current voting year or have been granted life-membership by the Board of Directors.
- Section 2. Voting Members:** Voting members are defined as those holding graduate student, professional, and lifetime membership.
- Section 3. Non-Voting Members:** The Board of Directors may define additional membership types to advance the mission of the Association. These members will not have voting rights.

Article II: POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Section 1. Quorum and Voting:** The Board of Directors is the governing body of NODA. Decisions of this body shall be reached and become policy upon a majority vote of the Board members present, provided that a quorum exists. Whenever an electronic vote is necessary to reach a decision, the President and Secretary shall manage the matter. To have quorum, two-thirds (2/3) of the Board members must be present. In an electronic vote, two-thirds (2/3) of the Board members must submit a vote.
- Section 2. Veto:** In all matters, the power of veto (for revision and resubmission only) is at the pleasure of the Executive Committee, with proviso that these officers are unanimous on the issues. A veto may be overridden by a three-fourths (3/4) vote of the membership of the Board of Directors present.
- Section 3. Executive Session:** With one exception, all meetings of the Board of Directors shall be open to the NODA membership. Upon agreement of the Executive Committee, a closed “executive session” may be convened. In executive session, the Board of Directors may discuss and take action on only the following: personnel matters related to the Executive Director and fiscal matters. No member of the Board shall be excluded from attendance.
- Section 4. Consultation with Membership:** The Board of Directors may consult the membership of NODA on any matter pertaining to the organization.

Article III: COMPOSITION OF THE BOARD OF DIRECTORS

Section 1. The membership of the Board of Directors shall consist of up to twelve (12) persons who are NODA Professional Members in good standing, in addition to the President and four (4) additional officers. The Executive Director will serve as an ex-officio, non-voting member.

Article IV: GENERAL LIMITATIONS AND PROVISIONS

Section 1. No member, officer or director shall have any right, title or interest in or to the assets of NODA, and no part of the above shall inure to the benefit of the same except for payment of reasonable compensation for services and property or the reimbursement of expenditures made for and on behalf of NODA in keeping with its authorized exempt objectives.

Article V: DISSOLUTION

Section 1. Method of Dissolution: The term of the Organization shall be perpetual, unless it shall be dissolved by a majority vote of the Board of Directors or as otherwise provided by law.

Section 2. Distribution of Assets: Upon dissolution, subject to any limitations imposed on any property held by NODA, the remaining net assets of NODA, real or personal, shall be disposed of in accordance with the Articles of Incorporation.

Article VI: REQUIREMENTS, SELECTION/ELECTION, TERMS OF OFFICE, AND DUTIES

Section 1. Identification of Candidates for NODA Offices: The Leadership Development Committee shall solicit eligible candidates for NODA offices.

Section 2. Executive Committee: The President, President-Elect, Past-President, Treasurer, and Equity, Social Justice, and Inclusion Office shall constitute the Executive Committee. The Executive Director will serve as an ex-officio, non-voting member.

Section 3. General Board of Directors Members:

A. Requirements: Any person who is a professional member of NODA shall be eligible for membership on the Board of Directors, provided that they meet the required qualifications as evaluated by the Nominations & Elections Committee and set forth by the NODA Policy Manual.

- B. Recruitment and Term of Office:** The Leadership Development Committee shall prepare and distribute applications for Board membership and informational materials about the positions to the general membership in a timely manner preceding the election. General Members of the Board of Directors shall be elected for terms of three (3) years and may serve an unlimited number of non-consecutive terms, but a maximum of two (2) consecutive terms.
- C. Election of General Board Members:** Voting will be conducted by eligible voting members through a secure electronic process. Voting members are defined in Article 1, Section 2. The names of candidates deemed eligible for election by the Leadership Development Committee shall appear on the ballot. A plurality of votes received by the stated deadline will determine the new board member(s). In the event of a tie amongst candidates, a run-off election will be conducted when the number of candidates receiving a plurality of votes exceeds the number of vacant positions. Run-off ballots shall include only those candidates who have an equal number of votes.
- D. Expectations**
1. Board Members are expected to prepare for, attend and participate in all scheduled Board meetings during a three-year term.
 2. Board Members are expected to represent the general needs of the Association.
 3. Board Members are also responsible for providing a mechanism for the membership to present issues to the Board.
 4. If a Board Member needs to resign, it is incumbent upon the person to submit a letter of resignation to the President when the decision is made.

Section 4. President, President-Elect and Past-President

- A. Requirements of the President, President-Elect and Past-President:** The President, President-Elect and Past-President must be a current member of NODA and meet the required qualifications as evaluated by the Leadership Development Committee and set forth by the NODA Policy Manual.
- B. Election and Term of Office**
1. The President-Elect shall be elected by eligible voting members each year following the Annual Conference. The election shall be held through a secure electronic process. The candidate receiving a plurality of votes shall be elected. In the event of a tie among the top candidates, a run-off election will be conducted. Run-off ballots shall include only those candidates who have an equal number of votes.

2. The President shall serve as the President-Elect for a one year term prior to serving as President for one year and as Past-President for a one year term after serving as President.

C. Duties of the President, President-Elect and Past-President: The duties of the President, President-Elect and Past-President of the Board of Directors are listed in detail in the NODA Standard Operating Procedures Manual.

Section 5. Treasurer

A. Requirements of the Treasurer: The Treasurer must be a current member of NODA and meet the required qualifications as evaluated by the Leadership Development Committee and set forth by the NODA Policy Manual.

B. Election and Term of Office

1. The Treasurer shall serve a three (3) year term of office and may be elected to consecutive terms.
2. The Treasurer shall be elected by eligible voting members each year following the Annual Conference. The election shall be held through a secure electronic process. The candidate receiving a plurality of votes shall be elected. In the event of a tie among the top candidates, a run-off election will be conducted. Run-off ballots shall include only those candidates who have an equal number of votes.

C. Duties of the Treasurer: Duties of the Treasurer are listed in detail in the NODA Standard Operating Procedures Manual.

Section 6. Regional Coordinators

A. Requirements: Regional Coordinators shall be members of NODA as well as the region from which they are elected.

B. Election and Term of Office: Regional Coordinators shall be elected by the membership of the region to a two (2) year term. A plurality of votes received by the stated deadline will determine the new Regional Coordinators.

C. Duties of the Regional Coordinator: Duties are listed in detail in the NODA Standard Operating Procedures Manual.

Section 7. Removal from Elected Office: Any elected position (Board of Directors, Executive Committee, or Regional Coordinator) may be removed from office for just cause by a two-thirds (2/3) vote of the memberships of Board of Directors. Just cause, includes but not limited to violation of Association policy, Leadership Standards & Commitments, or failure to perform the duties of position as outlined in Bylaws, Policy Manual, and Standard Operating Procedures of the Association. Before a vote can be taken a complaint must be filed, disciplinary process policy followed and the final recommendations must be presented.

Section 8. Vacancy: If an Executive Committee position, General Board member, or Regional Coordinator becomes vacant, the President may nominate and the Board will confirm a qualified candidate to fulfill the remainder of the vacated term.

- A.** When a vacancy occurs in the position of President, the Past-President assumes the duties of the President. The Past-President will complete the remainder of the vacated term.
- B.** When a vacancy occurs in the position of the President-Elect, an election should be held by the general membership at the earliest possible time. The newly elected President-Elect will complete the remainder of the progression of the vacated term.
- C.** When a vacancy occurs in the position of Past President, the President will nominate and the Board will confirm a qualified candidate to fulfill the Nominations Chair role for the remainder of the vacated term.
- D.** When a vacancy occurs in the position of Treasurer or Equity & Inclusion Officer, the President will nominate and the Board will confirm a qualified candidate from within the Board to fulfill the remainder of the vacated term.
- E.** When a temporary vacancy occurs in the position of Treasurer, the Past President will certify any elections that occur during this time.
- F.** When a vacancy occurs in the position of General Board member, the President will nominate and the Board will confirm a qualified candidate to fulfill the remainder of the vacated term. Should the vacancy fall within six months of the term ending the position shall remain vacant until the next election cycle.
- G.** When a vacancy occurs in the position of Regional Coordinator, the President may nominate and the Board will confirm a qualified candidate to fulfill the remainder of the vacated term.

Article VII: COMMITTEES AND APPOINTMENTS

Section 1. Standing Committees: The Association shall have the following Standing Committees with the functions and duties outlined in the NODA Standard Operating Procedures Manual

- Core Competency Integration and Oversight Committee
- Diversity & Inclusion Committee
- Educational Initiatives Committee
- Finance Committee
- Global Initiatives Committee
- Leadership Development Committee
- Network Coordination Committee
- Regional Coordination Committee
- Scholarly Practice & Resources Committee

- Standards & Policy Committee

A. Committee Chairs: The Chair of each Committee shall be appointed by the President and approved by the Executive Committee.

B. Committee Members: The membership of each committee is outlined in the NODA Standard Operating Procedures Manual. General Association members serving on committees will be appointed by the Committee Chair.

C. Leadership Development Committee: Promote and cultivate volunteer interest for elected leadership positions within the Association. Implement the nominations and election process including screening and slating of applicants in order to enhance the diversity of NODA Leadership. Work with Association staff to coordinate the logistics of applications and elections. Review election policy and process making necessary recommendations for policy changes to the Board of Directors for approval.

Section 2. Standing Appointments: Standing Appointments are outlined in the NODA Standard Operating Procedures Manual.

A. Appointment/Term of Office: Appointments shall be made by the President and approved by the Executive Committee. Persons appointed to these positions will be appointed for terms coinciding with the term of office of the President and may be re-appointed.

B. Removal from Appointment: Persons appointed to these positions may be removed for cause as specified in Article VI, Section 7 of these Bylaws.

Section 3. NODA Network Chairpersons: Chairpersons of NODA Networks shall be confirmed by majority vote of the Executive Committee after submitting an application to the Network Coordination Committee Chair. In the event of a vacancy in a Network Chair position, the President, in consultation with the Network Coordination Committee Chair, shall appoint a new Network Chair or Co-Chairpersons to complete the vacated term. Network Chairpersons shall be appointed for a two-year term and may reapply for additional appointment(s). Duties are listed in detail in the NODA Standard Operating Procedures Manual.

Section 4. Regional Leadership Team: Under direction from the Regional Coordinator, members of the Regional Leadership Team direct and coordinate activities for the betterment of the Region. Each member of the Regional Leadership Team is appointed to their position by the Regional Coordinator and will serve a one-year term with the potential for reappointment to multiple consecutive terms.

Section 5. Annual Conference Program Chair: The Annual Conference Program Chair shall be appointed by the President. The Annual Conference Program Chair shall serve at the pleasure of the President in consultation with the Association staff. In the event of a vacancy in the Chair position, the President, in consultation with the Association staff, shall appoint a new Chair. The Annual Conference Program Chair serves from the time of their appointment until the completion of their conference responsibilities.

Section 6. Ad Hoc Committees and Task Forces: The President of NODA may appoint Ad Hoc Committees and/or Task Forces, which serve at the pleasure of the President.

Article VIII: SAVINGS CLAUSE

Section 1. The adoption of these Bylaws shall not be construed to alter existing rights or liabilities acquired or incurred at the time these Bylaws take effect, nor to alter or affect the term of the office of the Board of the organizations or operation of NODA, except as otherwise specifically provided herein.

Article IX: RULES OF ORDER AND AMENDMENT PROCEDURE

Section 1. Rules of Order: *Robert's Rules of Order* (Newly Revised) shall be the authority in all questions of procedure unless otherwise stated in these Articles and Bylaws.

Section 2. Governing Documents and Amendments: The governing documents of the association are the Articles of Incorporation and Bylaws and the NODA Policy Manual. The Articles of Incorporation and Bylaws may be amended at any time by the Board of Directors with two-thirds (2/3) vote to pass and shall be effective upon presentation to the membership. The NODA Policy Manual may be amended by the Board of Directors with a majority vote.

Change Log

Approval Date	Article(s) Impacted	Summary of Change
Spring 2023 (4/28/2023)	VI, VII	Merger of Nomination & Elections Committee into Leadership Development Committee
Spring 2023 (4/28/2023)	VII	Merger of Annual Conference Advisory Committee into Educational Initiatives Committee
Spring 2023 (4/28/2023)	VII	Merger of Editorial Review Board & Research Committee to create Scholarly Practice & Resources Committee