

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

Article I: NAME AND PURPOSE

Section 1: Name: The name of the association shall be NODA-Association for Orientation, Transition, and Retention in Higher Education (NODA). It shall be a nonprofit association incorporated under the laws in the State of Minnesota.

Section 2: Purpose: As an inclusive community, NODA enhances and elevates orientation, transition, and retention practices in higher education that cultivate the professional development and education of undergraduate student leaders, graduate students, practitioners, and scholars. The core purpose is to create a community of practice that defines and enriches the fields of orientation, transition, and retention.

Article II. MEMBERSHIP

Section 1: Membership Type: NODA offers the following membership:

- A. Institutional:** Institutions recognized by an accreditation body for higher education.
- B. Professional:** Individuals working full-time at an accredited higher education institution.
- C. Graduate Student:** Individuals enrolled as part-time or full-time graduate students (masters or doctoral) who are not employed full-time in a professional position.
- D. Associate:** Individual, organization, company, manufacturer, or supplier of goods and/or services, including profit or non-profit, that supports the vision, mission, and core values of the Association.

Section 2: Membership Definitions:

- A. 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 lifetime membership by the Board of Directors.
- B. Voting Members:** Voting members are defined as those holding graduate student, professional, and lifetime membership.

Article III. BOARD OF DIRECTORS

Section 1: Role, Size and Compensation: The Board 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. The Board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2: Duties of General Board Members: The Board of Directors is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees.

Section 3: Terms: All Board members shall serve a three-year term and may serve an unlimited number of non-consecutive terms, but a maximum of two (2) consecutive terms.

Section 4: Additional Roles:

- A. Secretary:** The Secretary is appointed annually by the President from the current Board and confirmed by the Board of Directors. The Secretary will take minutes, verify motion results, and certify the elections. In the event of a temporary vacancy the President will appoint a current Board Member.

Article IV. OFFICERS

Section 1: Role, Size and Compensation: The Executive Committee shall consist of up to five (5) persons who are NODA Professional Members in good standing, The Executive Committee shall include the officers of the Board of Directors: President, President-Elect, Past-President, Treasurer, Equity and Inclusion Officer. The Executive Director will serve as an ex-officio, non-voting member. The Executive Committee receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2: Duties of the Executive Committee: Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. A quorum of the Executive Committee shall be 75 percent of the officers.

- A. President, President-Elect and Past-President:** The President is the chief volunteer officer and directs all agents in carrying out the processes and services of the Association. The President chairs the Executive Committee. 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.
- B. Treasurer:** Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to Board Members and the membership and ensure that appropriate financial records are maintained.
- C. Equity & Inclusion Officer:** Oversee the development and implementation of a comprehensive plan for equity and inclusion in coordination with the Diversity & Inclusion committee of which they chair. Scan the larger environment to understand how issues of equity and inclusion impact the work of the profession, issues of the Association, and the needs and experiences of professionals.

Section 3: Terms: All Executive Committee members shall serve a three-year term.

Article V: REGIONAL COORDINATORS

Section 1: Role, Size and Compensation: The Regional Coordinators consist of nine (9) persons (1 per region), who are NODA Professional Members in good standing. The Regional Coordinators receive no compensation other than reimbursement for reasonable and

documented expenses.

Section 2: Duties of Regional Coordinators: Regional Coordinators serve as leaders of their region, representing regional activities to the Association. They recruit, select, train, and lead a comprehensive and diverse Regional Leadership Team (RLT) which consists of unique functional roles.

Section 3: Terms: All Regional Coordinators shall serve a two-year term and may serve an unlimited number of non-consecutive terms, but a maximum of two (2) consecutive terms.

Article VI: IDENTIFICATION OF CANDIDATES

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

Section 2: Requirements: Any person who is a professional member of NODA shall be eligible for elected positions, provided that they meet the required qualifications as evaluated by the Leadership Development Committee.

Section 3: Recruitment: The Leadership Development Committee shall prepare and distribute informational material and applications to the general memberships for elected positions in a timely manner preceding the election.

Article VII: ELECTIONS

Section 1: Elections: During the last quarter of the calendar year, the NODA membership shall elect General Board Members, Executive Committee Members, and Regional Coordinators to replace those whose terms will expire at the end of the calendar year.

Section 2: Voting: Voting will be conducted by eligible voting members through a secure electronic process. Voting members are defined in Article II, Section 3. 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.

Article VIII: REMOVAL OR VACANCY

Section 1: Removal from Elected Office: Any elected position may be removed from office for just cause by a two-thirds (2/3) vote of the memberships of the 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 a vote can be taken a complaint must be filed, disciplinary process policy followed and the final recommendations must be presented.

Section 2: Vacancy: If an-elected position 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 Leadership Development Committee 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 vacancy occurs in the position of Secretary, 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 IX: MEETINGS

Section 1: Meetings: The Board shall meet at least two (2) times per year. An official board meeting requires that each board member have written notice at least three weeks in advance of the meeting.

Section 2: Special Meetings: Special meetings of the Board of Directors shall be called upon at the request of the President or one-third of the Board. Notices of special meetings shall be sent to each Board Member at least three weeks in advance.

Section 3: Remote Communication for Meetings: Any meeting of the Board of Directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 5. Remote communication includes but is not limited to telephone, video, Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 4: 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 5: Action Without a Meeting: Upon initiative of the Board President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary electronically delivers a motion to every director entitled to vote on the action. The motion must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by motion is valid only if the number of votes cast equals or exceeds the number of votes that would be required to approve the action at a meeting.

Article: X. RULES OF ORDER, AMENDMENT PROCEDURE AND BOARD VOTING

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.

Section 3: 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 4: 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.

Article XI: 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 insure 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 XII: COMMITTEES AND APPOINTMENTS

Section 1: Standing Committees: The Board of Directors may create standing committees

as needed.

Section 2: Committee Chairs: The Chair of each Committee shall be appointed by the President and approved by the Executive Committee.

Section 3: Standing Appointments

- 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.
- C. 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).
- D. 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.
- E. 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.
- F. 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. Ad-hoc committees or task forces will be formed around specific board or Association priorities as needed and operate for a finite time frame. Committee membership should be based on expertise and specified interest, and general Association members should be encouraged to participate. If appropriate expertise cannot be found on the Board or within the Association, outside consultants should be considered.

Article XIII. STAFF

Section 1: Executive Director: The Executive Director is hired by the Board of Directors. The Executive Director has day-to-day responsibilities for the association, including

carrying out the strategic priorities, goals and policies as set by the Board of Directors. The Executive Director will attend all Board meetings, report on the progress of the association, answer questions of the Board Members and carry out the duties described in the position description. The Board may designate other duties as necessary.

Section 2: Staff: The Executive Director directs human resource management for professional and student staff including, but not limited to, hiring, termination, supervision, training, delegation of duties, and evaluation.

Article XIV: 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.

Change Log

Change Log		
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