

Bylaws

Of

National Association of Disability Examiners

ARTICLE I GENERAL:

- 1.1 **Name.** The name of the charitable not-for-profit corporation is the National Association of Disability Examiners, also known as NADE (hereinafter referred to as “the Association”).
- 1.2 **Purpose.** The purpose of the Association is to develop the art and science of disability evaluation, to enhance public awareness about disability evaluation, and to further professional recognition for disability evaluation practitioners.
- 1.3 **Tax Exempt Status.** The Association shall operate exclusively for charitable, scientific and educational purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of the future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Association may do all things and perform all acts permitted as a not-for-profit corporation under the laws of Alabama in furtherance of the above purposes within the requirements set forth under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

- 1.4 **Fiscal Year.** The Fiscal Year shall begin on November 1 and end on October 31 of each year.

ARTICLE II LOCATION:

- 2.1 **Principal Office.** The Association shall locate its Principle Office within the United States or U.S. Territories. The Association may change said Principal Office from one location to another, notifying the Internal Revenue Service of such change.
- 2.2 **Registered Office.** The registered office of the Association will be maintained in the state of Alabama and may be, but not need be, identical with the Principal Office. A change of the Registered Office shall be filed with the Alabama Secretary of State.
- 2.3 **Other Offices.** The Association may have offices within the United States at such other places as the Board may designated from time to time as the business of the Association may require.

ARTICLE III MEMBERSHIP:

- 3.1 **Membership Classifications.** There shall be only one (1) class of Voting Members as specified in Article 3.2. Qualifications of the non-voting membership classifications and the addition of the non-voting membership classifications or removal of non-voting membership classifications shall be determined by the Board.

For purposes of these Bylaws, Membership and/or Members refer only to the Voting Members of the Association provided for in Article 3.2 and not to any current or future non-voting membership classifications.

- 3.2 **Chapters.** Each Member must be a Member of a Chapter to be eligible for voting rights.
- 3.3 **Voting Members.** Voting Members must be a Member of a Chapter as set forth in Article 3.2 and must be one of the following:
 - a) Employed by Disability Determination Services (hereinafter referred to as "DDS"),
 - b) Employed by Social Security Administration (hereinafter referred to as "SSA"),
 - c) Under contract as an internal medical consultant involved in the adjudication of Social Security determination, or
 - d) A retiree of any of the above categories.
- 3.4 **Voting Rights.** Each Member shall be entitled to one vote and the proxies for such votes shall automatically be provided to the President of each Member's

respective Chapter. Each Chapter President will then vote the number of Members associated with each respective Chapter. Chapters with a split vote within its respective membership shall have one “yes” proxy and one “no” proxy representing the number of votes as determined by the Members. Members not designating a “yes” or a “no” vote will be placed on a third proxy to be voted as determined by the Chapter President. A Chapter President may provide the proxies to another Member to vote on behalf of the Members listed on the proxies including the “yes” proxy, the “no” proxy, and the proxy to be determined by the Chapter President, if the Chapter President cannot attend the meeting where the vote is to take place. The Chapter President must submit the proxies prior to the vote for verification of membership to the Membership Director to determine the appropriate number of votes to be cast under the proxy and validity of the proxy. Any reference in these Bylaws to a vote of the Members or Membership will mean a vote of the Chapter Presidents casting votes by proxies for their respective Members through their respective Chapters.

- 3.5 **Membership Term.** The Membership Term shall begin July 1 and end on June 30. Membership is not transferrable or assignable unless determined otherwise, on a case by case basis by the Membership Director, as set forth in Section 7.5.
- 3.6 **Quorum.** A quorum shall be the number of Members presented by their respective Chapter Presidents and/or proxies. A minimum of ten (10) Chapters must be represented for a vote to be cast and be considered a valid action of the Membership. Should the Members fail to meet at least one (1) time in any given year, the Board may act on behalf of the Membership and be entitled to all rights provided to the Members under these Bylaws. All business brought before the Membership shall be conducted by a minimum of ten (10) Chapter Presidents and a majority of the votes cast on behalf of the Members shall determine all matters, including elections, brought before the Membership. However, the Members must approve the following actions by two-thirds (2/3) of the votes cast:
- a) Amendment(s) to the Articles (Certificate) of Incorporation
 - b) Dissolution
 - c) Merger
 - d) Sales of assets other than in the regular course of activities
- 3.7 **Meetings.** The Annual Meeting and any special meeting(s) of the Membership shall be held as determined by the Board. A meeting to elect Officers who shall become Trustees by virtue of their respective Offices shall take place during or immediately after the National Conference. Trustees as

set forth in Article IV will begin their respective terms upon completion of the National Conference. In addition, special meetings may be called by written petition of any five (5) Chapters or by the President of the Association. The President of the Association shall preside over meetings of the Membership unless determined by a vote of the Members.

3.8 Notices of Meetings. Notice of Annual Meetings shall be sent and/or provided to the Membership not less than sixty (60) days prior to an Annual Meeting. Notice of special meetings shall be sent and/or provided to Members not less than ten (10) days prior to holding a special meeting. All business brought before the Members may be acted upon at any Annual Meeting. However, only business set forth in the agenda provided with the notice of the special meeting may be acted upon by the Members. If a Member does not receive note of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

3.9 Member Duties. Duties of the Members are as follows:

- a) Maintain current dues and be a Member of a Chapter to be entitled to voting rights.
- b) Elect the Officers of the Association.
- c) Determine Membership Dues.
- d) Vote on issues provided for in Section 3.3.
- e) Abide by the Bylaws and policies established by the Board.
- f) Abide by the laws affecting the Association.

All other corporate powers necessary and incidental to taking action and conducting business of the Association shall be exercised by or under the authority of the Board.

3.10 Termination of Membership. Any Member may voluntarily terminate his/her Membership of the Association at any time by submitting a written notice of withdrawal to the Board. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of the Trustees at any meeting of the Board. However, the Membership may reinstate a Member by two-thirds (2/3) majority vote of a quorum of the Members. Membership may be automatically terminated for failure pay dues after thirty (30) days' notice to the Member for failure to pay. Members shall not be entitled to vote during the thirty (30) day grace period for failure to pay unless such Member pays the dues prior to a vote.

- 3.11 **Dues.** Membership Dues shall be established by the Membership. At any time, the Membership may increase or decrease fees or dues associated with Membership rights. The Board may provide for the discounted dues for groups from any one DDS or SSA program.
- 3.12 **Membership List.** No Member or individual, with the exception of the Board of Trustees, shall use the membership list of the Association without prior approval of the Board.
- 3.13 **Procedures.** Membership meetings shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Members, conflicts in procedures shall be resolved in accordance with the current edition of the Robert's Rules of Order, unless determined otherwise by the Association's written policy or laws of Alabama.

ARTICLES IV BOARD OF TRUSTEES:

- 4.1 **Number.** The Board of Trustees (hereinafter referred to as "the Board") will consist of not less than five (5) and not more than fifteen (15) voting Trustees.

The Members may increase or decrease the number of Trustees, in accordance with range specified above, and are entitled to vote thereon at any annual or special meeting of the Members.

- 4.2 **Composition.** All following shall collectively be known as the Board of Trustees or Trustees:
- a) The Officers of the Association set forth in Section 5.1 as elected by the Membership at the Annual Meeting;
 - b) The Chair of the Council of Chapter Presidents as elected by the Chapter Presidents at a meeting called by the Chapter Presidents prior to the Annual Meeting;
 - c) Regional Trustees elected by the Members of their respective Regions as determined by their respective Regional Members prior to the Annual Meeting; the Regions are as follows:

- 1) **Midwest Region:** North Dakota, South Dakota, Minnesota, Wisconsin, Nebraska, Iowa, Illinois, Kansas, Missouri, Oklahoma, Arkansas, Texas, Louisiana
- 2) **Northern Region:** Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia, Ohio,

Indiana, Michigan, Puerto Rico, Washington DC, Virgin Islands, Gov't Liaisons.

- 3) Pacific Region: Washington, Oregon, Idaho, Montana, California, Nevada, Utah, Colorado, Arizona, New Mexico, Alaska, Hawaii, Guam**
- 4) Southern Region: Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Alabama, Mississippi, Florida**

An employee, (if any), of the Association may not serve as a voting or non-voting Trustee.

- 4.3 Duties. The Board of Trustees shall have all powers and authority, which may be granted to a Board of a Corporation under the laws of Alabama except for those reserved for the Members in Section 3.6. The duties of the Trustees include the following:**
- a) Exercise a duty of obedience to the Association's central purpose in guiding all decisions;**
 - b) Exercise due care and act in good faith in all dealings and interests with the Associations;**
 - c) Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest;**
 - d) Approve, periodically review and/or amend these Bylaws with the exception that only the Members may change Membership voting rights, duties, and dues;**
 - e) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws.**
 - f) Maintain a board manual containing approved policies and contemporaneous minutes and records of all Board Meeting minutes;**
 - g) Approve minutes of the Board and Membership Meetings;**
 - h) Ensure the Association is adequately funded;**
 - i) Submit an annual financial report to the Membership;**
 - j) Approve the annual budget and oversee the financial administration of the Association;**

- k) Review Form 990 prior to submission to the IRS or authorize the finance committee to perform such duty;
- l) Review and approve all contractual agreements or authorize a Trustee(s) to execute such agreements in accordance with the policies of the Association;
- m) Maintain annual Membership Dues; and,
- n) Perform such other duties as prescribed by the Board.

- 4.4 Nominations and Elections:** Regional Trustees and the Chair of the Council of Chapter Presidents shall be nominated and elected as determined by their respective Regions and the Council of Chapter Presidents. Each will be determined prior to the Annual Meeting and announced prior to the election of the Officers by the Membership at the Annual Meeting. Regional Trustees and the Chair of the Council of Chapter Presidents may not hold an Office position while serving as a Trustee, but may resign their respective position to accept an Officer position.

A Trustee vacancy will then be filled as soon as possible following the election of Officers as set forth in Section 4.7. Nomination and Election of Officers are set forth in Article V.

- 4.5 Term of Office and Term Limits.** Regional and the Chair of the Council of Chapter Presidents term of office shall be for a period of two (2) year. A Regional Trustee and the Chair of the Council of Chapter Presidents must be reelected after a (2) two year term to continue to serve as a Trustee. A Regional Trustee shall serve no more than two consecutive (2) terms. Term limits shall not apply to the Chair of the Council of Chapter Presidents. Officer term limits are set forth in Section 5.2.

Upon resignation, removal or vacancy of any Trustee, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered a full term when determining term limits. Service of a Trustee prior to the adoption of these Bylaws shall not be counted towards term limits. A partial term shall not be considered as a full term when determining term limits.

- 4.6 Removal or Resignation.** Due to quorum requirements, any Trustee who misses three (3) consecutive Board meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Trustee may be reinstated by a majority vote of a quorum of the Board at the Trustee's

request. A two-thirds (2/3) majority vote of a quorum of Members may remove any Trustee at any time with or without cause at any annual or specially called meeting. In addition, a Trustee may be removed by their Region or the Council of Chapter Presidents respectively.

Any Trustee may resign at any time by giving verbal, written, or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Trustee may resign if the Association would be left without a duly elected Trustee(s) in charge of its affairs, except upon notice to the Alabama Secretary of State and to the Internal Revenue Service.

- 4.7 **Vacancies or Newly Created Trusteeships.** Vacancies resulting from term limits, resignations, removal or newly created Trusteeships shall be filled by the respective Region or Council of Chapter President. Vacancies in an Officer position shall be filled in accordance with Section 5.11.

If, due to such vacancies, the number of Trustees is less than five (5), as stated in Section 4.1, a majority vote of the total number of Trustees may elect Trustees to fill such vacancies at any meeting of the Board until such vacancies are filled by their respective Regions, the Council of Chapter Presidents, or the Membership in case of vacancies in Officer positions. Those elected shall assume their positions for the duration of the unexpired term.

- 4.8 **Compensation.** Trustees shall serve without compensation. Trustees may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement expenses shall be reported to the Membership at the next meeting of the Membership.

ARTICLE V OFFICERS:

- 5.1 **Officers.** The Officers of the Association shall be Trustees and shall be a PRESIDENT, a PRESIDENT-ELECT, A SECRETARY, a TREASURER, and a PAST-PRESIDENT.
- 5.2 **Term of Office and Term of Limits.** The Secretary and Treasurer shall serve for a two (2) year term or until the next succeeding selection of officers. The Secretary and Treasurer may hold the office for no more than three (3) consecutive terms. The Trustees may, by a two-thirds (2/3) majority vote request a Secretary or Treasurer be placed on a slate to serve more than

three (3) consecutive terms and may extend such term limitation for one (1) additional one (1) year term.

The President-Elect shall serve one (1) year as President-Elect, then one (1) year as President and the following one (1) year as Past-President or until the next succeeding election of Officers unless determined otherwise by the Membership. Upon completion of the third year as Past President, the President-Elect may be only elected one (1) additional time as President-Elect there by serving a total of six years but, may be elected for a different Officer position such as the Secretary or Treasurer. Should the Membership add an additional Officer position, such Officer shall have the same term limits as the Secretary and Treasurer.

Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

- 5.3 **Nomination.** Election of Officers shall take place during or at the end of the National Conference. Officers shall begin their respective terms upon completion of the National Conference. Any Member may make nominations at any time prior to a vote by providing the name of the nominee to the Chair Nominations and Elections Committee.
- 5.4 **Election.** Election of Officers shall be determined by a majority vote of a quorum of the Membership. Each candidate will voted on individually. Each candidate receiving a majority (more than fifty percent) of the votes cast shall become an Officer. Should no candidate receive a majority of the votes, a runoff shall take place between the two candidates who received the most number of votes. Again, the candidate receiving the majority (more than fifty percent) of the votes cast shall become an Officer. Elections shall take place during or immediately after the National Conference. Additional elections, due to unusual circumstances or emergency, may take place at any special meeting of the Members.
- 5.5 **President.** The President shall have the following duties:
- a) Act as the principal Officer of the Association, subject to the control of the Board;
 - b) Have general supervision and direction of the business and Officers of the Association;
 - c) Set the Board and Membership meeting agendas unless determined by the Board or Members;
 - d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Members;
 - e) Sign the minutes of the meetings over which he/she presided;

f) Report on the operations of the Association's affairs at meetings of the Board and of the Membership;

g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,

h) Have such other powers and duties as may be prescribed by the Board or the Membership.

5.6 President-Elect. The President-Elect shall have the following duties:

a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,

b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.7 Past President. The Past President shall serve as an advisor to the President for one year immediately following his/her term as President, unless determined otherwise by the Membership. If the Past President is unavailable the Board may call on any prior past president to serve. During such time, term limits as set forth in Section 5.2 shall not apply.

5.8 Secretary. The Secretary, or designee, shall have the following duties:

a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;

b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via approved alternate means of communication;

c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;

d) Exhibit all reasonable times, upon the request of a Trustee or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;

e) Keep, or cause to be kept, the principal office all documents required for public inspection by the Internal Revenue Service;

f) Keep, or cause to be kept, a record of the names of Trustees, Officers, and Members with the addresses at which such individuals/entities are to receive notice; and

g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.9 Treasurer. The Treasurer, or designee, shall have the following duties:

a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association;

b) Ensure the books of account are open to inspection by any Trustee or Member at all reasonable times;

c) Ensure a financial statement is provided to the Board and Membership at their respective meetings;

d) Provide a report of the Association's financial affairs at meetings of the Board and Members and/or when requested by a Trustee or Member;

e) Ensure appropriate oversight and implementation of the financial policies and procedures; and,

f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.10 Removal and Resignation. Any Officers may be removed, either with or without cause, by a vote of a majority of a quorum of the Members at any annual or special meeting. Any Officer may resign at any time giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President, verified by a second Officers, and recorded in the minutes.

5.11 Vacancies. The President-Elect shall fill a vacancy in the office of the President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment of the President until the next Annual Meeting of the Membership where an election can take place. Vacancies occurring in the offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

5.12 Delegation of Duties. In case of the absence or disability of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Trustee, or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE VI MEETINGS OF THE BOARD:

- 6.1 Meetings.** There shall be a minimum of four (4) meetings of the Board per year. Meetings: There shall be Annual and regular meetings of the Board may be held at such times as shall be determined by the President or by a majority of the Trustees. Meetings of the Board shall be held at any place within the United States or U.S. Territories which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Association.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board of the Association, by any three (3) Trustees or by any five (5) Chapter Presidents. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Trustee. Special meetings of the Board may be held either at a place so designated within the state of Alabama or at the Principal Office.

- 6.2 Quorum.** A majority of the total number of the total number of Trustees shall constitute a quorum. Trustees present via any form of communication where all persons participating in the meeting can hear and speak to each other will be considered present at such meeting and shall be counted when determining a quorum. Proxies may not be used to determine Quorum. In the absence of a quorum, a majority of the Trustees present at any meeting may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.3.

- 6.3 Notice.** Any Annual or regular meeting of the Board will require no notice if the time, date, and location of such meeting were previously determined by the Board and distributed to the Trustees. Trustees not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings within ten (10) business days following the meeting. For any Annual or regular meeting were the date, time, and location was not previously determined, notice shall be sent to the Trustees within (10) days to thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Trustees not less than twenty-four (24) hours but with the most recent notice not more than thirty (30) days, prior to the holding of the meeting.

Trustees shall, in writing, provide the Secretary of the Association instructions on how they wish to receive notice and any notice of meetings sent to them per their instructions shall be valid notices thereof. If a Trustee does not receive notice of a

meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

6.4 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of the Robert's Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

6.5 Voting. Each Trustee shall have one vote. Routine business shall be transacted by a majority vote of a quorum of the Trustees. With prior verification by the Secretary, proxies may be used.

6.6 Physical Meetings. At any meeting of the Board, the Trustees may vote by voice on all matters either in person, via electronic transmission, or via other alternate means of communication where the Trustee can hear and be heard. The Association shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission or alternate means of communication is a Trustee. However, upon demand by a Trustee, the Trustee shall vote by ballot. In such event, each ballot shall state the name of the Trustee and such other information as the Board may require under the procedure established for the meeting. Trustees present via electronic transmission or alternate means of communication may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a voting Trustee. Ballots may be distributed and returned via email. If proper authorization cannot be determined, the Trustee must mail or fax a signed ballot to the Secretary, or designee.

6.7 Virtual Meetings. Virtual meetings may take place via any form of alternate means of communication including email, video conferencing, online meeting, or other method of meeting where all participants have the ability to vote by voice, email, or other electronic medium during electronic meetings. However, the President or any three (3) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all the following conditions must be met:

a) All Trustees must have access to a ballot;

b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;

c) A majority of the total number of Trustees must vote thereby ensuring a quorum of the Board has voted;

- d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
- e) Receipt of a ballot shall be acknowledged by the Secretary, another Trustee, or a designee;
- f) A ballot must be submitted by a Trustee;
- g) All ballots shall be made public to the Board; and,
- h) All ballots shall be retained for a period of one year and, shall be memorialized in the corporate minutes.

The Association shall implement reasonable measures to verify that each ballot cast was from a Trustee. Virtual meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

- 6.8 **Action Taken Without Notice of a Meeting.** Any action taken or approved at any meeting of the Board, whether physical or virtual, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a two-thirds (2/3) majority of the total number of Trustees signed a written waiver of notice or a written consent to hold such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VII COMMITTEES OF THE BOARD:

- 7.1 **Committees.** The Board shall have the power to create, revoke, or modify any committee deemed necessary. The President shall appoint a Chair of any committee unless determined otherwise by the Board. Each committee shall have a minimum of two (2) members. Members who are not Trustees may serve as committee members at the approval of the Committee Chair and Board President.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meeting committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

- 7.2 **Meetings.** Committee meetings may be called by the Committee Chair or by the President of the Association. Committees may have physical or virtual meetings. Virtual committee meetings may take place via any form of alternate means of communication including email, video conferencing, online meeting, or other method of meeting where all participants have the ability to contemporaneously send and receive information discussed.
- 7.3 **Notice of Committee Meetings.** Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 6.3.
- 7.4 **Advisory Council.** The Board may provide for an Advisory Council consisting of individual councilmen/councilwomen with extended service and/or expertise to aid the Association. Such councilmen/councilwomen shall have no voting rights, be entitled to any other benefit provided to Trustees, or be subject to term limitations or meeting requirements of Trustees as set forth in these Bylaws. A majority of a quorum of the Trustees may remove an Advisory Council Member at any time with or without cause.
- 7.5 **Governance Committees.** The Governance Committee shall be a standing committee of the Association. A Trustee appointed by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members. The Committee shall:
- a) Appoint a parliamentarian for meetings or have the Committee Chair act as such;
 - b) Enforce these Bylaws and the Articles (Certificate) of Incorporation;
 - c) Accept nominations for Officers prior to a vote;
 - d) Manage the election process, including possible ballots and run-off elections;
 - e) Review and recommend changes to the Members concerning amendments to the Articles (Certificate) of Incorporation and these Bylaws when concerning Membership voting rights, duties, or dues;

- f) Manage disputes among Trustees and/or Officers; and,
- g) Have such other duties as determined by the Board. The Board shall retain all decision-making powers.

7.6 Membership Committees. The Membership Committee shall be a standing committee of the Association. The Chair of the Membership Committee shall be a Trustee appointed to by the Board. The Membership Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board. The Chair or any three (3) Trustees may call meetings. The Committee shall:

- a) Actively recruit new memberships;
- b) Distribute membership materials as requested by the Board;
- c) Ensure membership database is maintained and updated;
- d) Make determinations as on transfers of Membership;
- e) Track payment of dues and voting rights through the membership database and provide to the Governance Chair prior to a vote;
- f) Accumulate and verify proxies prior to providing to the Governance Committee Chair to oversee the election process;
- g) Coordinate with Treasure to ensure invoicing of annual membership renewals; and,
- h) Have such other duties as determined by the Board. The Board shall retain all decision-making powers.

ARTICLES VIII AMENDMENTS RECORDS DISSOLUTION AND CONSTRUCTION:

8.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of Trustees at any annual, regular, or special meeting of the Trustees, if notice of the proposed amendment, alteration, change, or repeal was given at least

ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment, or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of Trustees. However, only the Members may amend, alter, change, or repeal Membership voting rights, duties, and or dues. Members shall receive notice of such meeting(s) with notification of the intended amendment, alteration, change, or removal of any part of these Bylaws in accordance with Section 3.8.

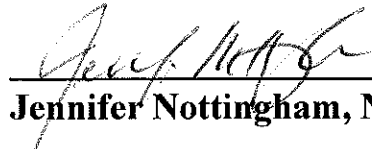
- 8.2 **Construction and Terms.** Should there be any conflict between the provisions of these Bylaws and the Articles (Certificate) of Incorporation of the Association, the provision of the Articles (Certificate) of Incorporation shall govern.
- 8.3 **Corporate Records.** The Association and each Chapter shall make available for public inspection, a copy of its Form 990 for the previous three years; and, its charitable registration in its respective state, if money solicited outside of the membership. The Association shall make its application for tax-exempt status with the amendments, schedules, attachments, and supporting documents filed with the Internal Revenue Service.
- 8.4 **Dissolution.** Upon dissolution of a Chapter, the Board shall determine which, if any, of the Chapter's assets the Association will assume at the sole discretion of the Board. The Chapter shall be responsible for distributing the remainder of the assets to another 501(c)(3) organization in accordance with such Chapter's dissolution clause.

Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow additional or more stringent requirements to be placed on the Trustees, Officers, Members, and/or committee members.

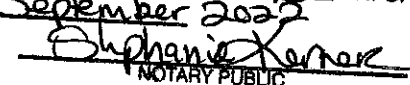
Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THESE BYLAWS OF NATIONAL ASSOCIATION OF DISABILITY
EXAMINERS ARE ADOPTED this 15 day
of September, 2022.

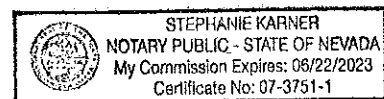
STATE OF NEVADA
COUNTY OF CLARK



Jennifer Nottingham, NADE President

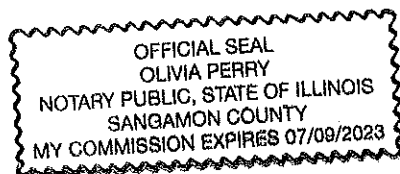
SUBSCRIBED AND SWORN TO
BEFORE ME THIS 15 DAY OF
September 2022



NOTARY PUBLIC





Molly Turnbull, NADE Secretary



State of Illinois
County of Sangamon
This instrument acknowledged before
me on 9/30/22 (date) by
 (name/s of person/s)

(Signature of Notary Public)