Bylaws of the
National Association of Advisors for the Health Professions
(DRAFT: For Approval June 2026)

TABLE OF CONTENTS

ARTICLE I: PURPOSES 2
ARTICLE II: REGISTERED OFFICE AND AGENT 2
ARTICLE III: MEMBERSHIP 2
ARTICLE IV: BOARD OF DIRECTORS 4
ARTICLE V: OFFICERS 6
ARTICLE VI: COMMITTEES, COUNCILS, AND OTHER GROUPS 7
ARTICLE VII: HISTORIAN 9
ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS 9
ARTICLE IX: CORPORATE RECORDS 10
ARTICLE X: FISCAL YEAR 10
ARTICLE XI: GENERAL PROHIBITIONS 10
ARTICLE XII: SEAL 10
ARTICLE XIII: WAIVER OF NOTICE 11
ARTICLE XIV: AMENDMENTS TO BYLAWS 11

ARTICLE I: PURPOSES

The purposes of the National Association of Advisors for the Health Professions (the "Corporation"), as stated in its Articles of Incorporation, are educational and scientific. Without limiting said general purposes, these purposes shall be to advance preparatory education for all the health professions, to further the development of health science curricula, to facilitate the exchange of information, to sponsor research, and to conduct educational meetings.

Upon the dissolution of the corporation the Board of Directors (Directors) shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any of said assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II: REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is the registered office and may have other offices within or outside of the state of Illinois as the Board of Directors may from time to time determine.

ARTICLE III: MEMBERSHIP

Section 1. Membership. The corporation shall have two categories of members: one category of non-voting individual members and one category of elected voting members.

Section 2. Categories of Membership.

A. Non-Voting Individual Members.

The corporation shall have one category of non-voting members consisting of Advisor Members, Community College Advisor Members, Emeritus Members, Patron Members, Associate Patron Members, Affiliate Members, and other types of non-voting members as the Board of Directors may from time to time establish.

i. *Advisor Member.* An individual who advises, in whole or in part, for the health professions and is employed by an accredited college or university may become an Advisor Member of the corporation. An Advisor Member may not be serving in a position that determines policy and decisions related to admissions and/or acceptance to a graduate health professional program. This category is eligible for board positions and association leadership. If an Individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

ii. *Community College Advisor Member.* An individual who advises, in whole or in part, for the health professions and is employed by an accredited two-year college may become a Community College Advisor Member of the corporation. This category is eligible for board positions and association leadership. If an Individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

iii. *Emeritus Member.* An individual who has retired from health professions advising and who has been an Advisor Member, or Community College Advisor, Patron Member, or Associate

Patron Member for at least five years before retirement may become an Emeritus Member. An emeritus member who returns to advising for a college or university is no longer eligible for emeritus status and will return to advisor member status. Members who begin advising either independently or with a company or business that is "for profit" are not eligible for emeritus status. Where the status is uncertain, it will be reviewed by the Executive Director and, if necessary, the Membership Committee for a decision. Emeritus members are eligible for board positions and association leadership. They may serve on NAAHP committees. They are eligible for liaison service, can present at conferences, and should be encouraged to actively participate in NAAHP through *Find An Advisor* and mentor opportunities. If an Individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

iv. *Patron Member.* An individual who is employed by an accredited school or program that grants terminal degrees necessary for licensure in the health professions and serves in a position that determines policy and decisions related to admissions and/or acceptance to their professional program. This category is eligible for board positions and association leadership. If an individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

v. *Affiliate Member.* An affiliate member is an educator/advisor at a high school or, an employee of a government agency who does not work for a degreegranting institution, or an individual who works for a non-profit organization related to health professions careers. This category is eligible for board positions and association leadership. If an Individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

vi. *Association Membership and Association Representatives:* Association membership is available to any health professions association (not an individual institution). This membership does not apply to government entities. Representatives from the association will hold membership as association representatives. This category is eligible for board positions and association leadership. If an Individual qualifies for the Independent Advisor category, they are not eligible for this membership category.

vii. *Independent Advisor Member* – An individual who accepts independent or contractor fees for any advising services outside of college or university employment or works for any for-profit business that charges for advising services is eligible for membership as an independent advisor. Independent advisors are eligible for board positions and association leadership.

B. Voting Category: Regional Association Representative Members.

i. There are four Regional Associations:

   a. Central Association of Advisors for the Health Professions;

   b. Northeast Association of Advisors for the Health Professions;

   c. Southeastern Association of Advisors for the Health Professions; and

   d. Western Association of Advisors for the Health Professions

ii. Each Regional Association shall have the right to elect two persons to the corporation's Board of Directors as provided in Article V of these bylaws.

iii. Other voting categories may be established from time to time by the Board of Directors.

Section 3. Termination of Membership.

The membership and participation of any member may be suspended or terminated as prescribed by the Board of Directors.

Section 4. Resignation.

Resignation from the Association shall not relieve the member so resigning of any outstanding obligations to the corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The corporation's affairs shall be managed by or under the direction of the Board of Directors.

Section 2. Tenure and Qualifications. The Board of Directors shall consist of:

- the President of the corporation does not represent a particular Region Association, nor is a voting member of the Board of Directors except to break a tie vote or when secret ballot voting has been requested;
- the President-Elect does not represent a Regional Association;
- the Secretary does not represent a Regional Association;
- the Treasurer does not represent a Regional Association;
- the Immediate Past President of the corporation;
- one representative elected at large from each Regional Association;
- the Executive Director of the corporation who shall serve as a member of the Board of Directors without a vote;
- the Assistant Treasurer of the corporation who shall serve as a member of the Board of Directors without a vote;
- the Historian who shall serve as a member of the Board of Directors without vote.

Each Director shall be a member in good standing of the corporation.

Section 3. Voting Rights. All voting rights shall be vested in the Board of Directors except as herein specifically provided. Voting members of the Board are:

- President, by secret ballot, or, in open ballot, to break a tie vote
- President-elect
- Past President
- Secretary
- Treasurer
- One representative from each Regional Advisor Health Professions Association

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held annually. For those years in which a biennial meeting of Association members takes place, the Board of Directors meeting shall take place, without other notice than this bylaw, at the same place as the biennial meeting of Association members. In alternate years, the annual Board of Directors meeting shall be held at a time and place determined by the President in consultation with the members of the Executive Committee and the Executive Director. Board members shall be given at least 30 days' notice of this meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Illinois, for the holding of additional regular meetings of directors without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Notice of any special meeting of the Board of Directors shall be given

at least five business days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the corporation's records. No special meeting of directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days before the meeting. Any Director may waive notice of any meeting according to the provisions of Article XV of these bylaws.

Section 6. Quorum. Two-thirds of the voting members of the Board of Directors represented either in person or by telephonic or electronic means shall constitute a quorum. If a quorum is not present at a meeting of directors, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where a greater number is required by law or by these bylaws. The meetings shall be conducted according to Robert's Revised Rules of Order. No director may act by proxy on any matter. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless they file a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

Section 8. Telephonic and Virtual Conference Meetings. Directors may participate in an action at any meeting through the use of conference telephones or other electronic communication equipment by means of which all persons participating in the meeting are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

Section 9. Regional Representative Vacancies. Any vacancy occurring in the Regional representation to the Board of Directors shall be filled by the Executive Committee of the Voting Class which elected the Director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors and officers shall not receive compensation for their services as directors or officers, but by resolution of the Board of Directors, may be reimbursed for actual expenses incurred for attendance at any meeting of the Board of Directors or for other expenses incurred in connection with their duties as directors or officers, as approved by resolution of the Board of Directors.

Section 11. Removal. Directors may be removed with or without cause. If a Director is elected by a class of voting members, Directors, or other electors, they may be removed only by that same class of members, Directors, or other electors that originally elected them.

Section 12. Conflict of Interest. A conflict of interest may exist where a Director is directly or indirectly a party to a transaction if the other party to the transaction is an entity in which the Director has material financial interest or of which the Director is an officer, Director or general partner. Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the Director thereby affected shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve or ratify the transaction.

Section 13. Executive Director. The Executive Director of the National Association of Advisors for the Health Professions shall be the chief executive and operating officer of the corporation, with responsibility for the management and direction of all operations, programs, activities, and affairs of the corporation. The Executive Director also assists the President, Secretary, and the Treasurer in carrying forth their duties and is a member without vote of the Executive Committee of the corporation and of its Board of Directors.

ARTICLE V: OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The offices of President-Elect, President, and Immediate Past President are successive. Other officers shall be elected for two year terms by the Board of Directors from members in good standing of the corporation. The election shall take place at the appropriate regular meeting of the Board of Directors. The term of each officer shall expire on August 1st of the first National Meeting year after they were elected or until their successor is duly elected and qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. President. The President shall be the principal elected officer of the corporation. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of the corporation's business affairs. They shall preside at all meetings of the members and the Board of Directors. They may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. They may recommend, within the budget of the corporation, the employment of such persons as They may deem necessary for the proper conduct of the affairs of the corporation and the compensation to be paid therefore. They shall also, at the annual meeting of the corporation and at such other times as the President shall deem proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may, in their opinion, promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 5. President-Elect. In the absence of the President or in the event of their inability or refusal to act, the President-Elect shall perform 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. Any President-Elect shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible for the financial oversight of the corporation, develop financial policies, facilitate the preparation of the annual budget; and, in general, perform all the duties

incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer may not serve more than three terms.

Section 8. Assistant Treasurer. The Board may elect one or more Assistant Treasurers to perform any of the functions of the Treasurer under the supervision of the Treasurer. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer will convene a committee biennially to administer travel grants and awards for the biennial meeting. The Assistant Treasurer may be invited to sit on the Board of Directors as a guest member without a vote.

Section 9. Immediate Past-President. The duties of the Immediate Past President are to serve in place of the President at the request of the President or President-Elect or in the absence of both and to perform any duties requested by the President.

Section 10. Officer Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by election by the Board of Directors. If the vacancy occurs between the regular meetings of the Board, the election may be conducted by mail or other suitable means. In the case of the Immediate-Past President, the President, in consultation with the Executive Committee, will appoint a member to assume the duties and role of that directorship for the duration of the unexpired term.

ARTICLE VI: COMMITTEES, COUNCILS, AND OTHER GROUPS

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more ad hoc or standing committees and appoint directors or non-directors to serve on those committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. The current Committee of Directors is listed in Section 1A of Article V1. To the extent specified by the Board of Directors, the articles of incorporation, or these bylaws, each committee may exercise the authority of the Board of Directors, subject to the limitations of the Illinois General Not-for-Profit Corporation Act of 1986, Section 108.40, as amended from time to time, or any successor statute.

Section 1A. Committee of Directors

Executive Committee. The Executive Committee shall consist of the President, Past President, President-Elect, Secretary, and Treasurer. The Executive Director and Assistant Treasurer shall be ex officio members of the Executive Committee. The Executive Committee shall exercise all the duties and responsibilities of the Board of Directors between meetings of the Board of Directors. This committee is also responsible for ensuring board effectiveness and maximum participation and performance; to ensure board policies are being observed; to maintain Board and national office governing documents, including but not limited to policy and procedure manuals, bylaws, and performance review documents; to implement board development and growth opportunities throughout the year; and to ensure all board members receive orientation.

Nominating Committee. The Nominating Committee shall consist of the President, President-Elect, and Past President. The Nominating Committee will develop a roster of officer nominees for the Board of Directors' consideration, and this roster will be available one month prior to elections of officers.

Finance Committee. The Finance Committee shall consist of the President, PresidentElect, Treasurer, Assistant Treasurer, and Executive Director. The Finance Committee shall recommend a budget for the corporation.

Section 2. Advisory Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more ad hoc or standing advisory committees and appoint directors or nondirectors as members thereto. No advisory committee may act on behalf of the corporation or bind it in any way, but such committees may make recommendations to the Board of Directors or to the officers.

Section 3. Advisory Council of the National Association of Advisors for the Health Professions (NAAHP), hereinafter referred to as the AC.

Charge: The purpose of the AC shall be to identify and strengthen collaborative opportunities between the health professions associations and NAAHP leadership. The AC shall effectuate its purpose by serving as an advisory body to the Board of Directors to inform the Board of matters regarding their respective health professions.

Membership: The membership shall consist of, and be limited to, association members or representatives of association members from health professions associations. New association candidates must be approved by the NAAHP Board of Directors.

Chair/Coordinator: The Chair/Coordinator of the Advisory Council is elected by the Advisory Council and serves a two-year term.

Liaison to the NAAHP National and Regional Program Committee Chairs: The Liaison to the NAAHP National and Regional Program Committee Chairs is elected by the Advisory Council and serves a two-year term.

Section 4. Quorum.

Unless the Board of Directors specifies otherwise, a majority of the members of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present shall be necessary for committee action.

Section 5. Meetings.

A committee may determine the time and place of its meetings and the notice required for its meetings by the majority vote of its members. A committee may act by unanimous consent in writing without a meeting.

Section 6. Term of Office.

Each member of a committee shall continue as such until the expiration of their term as outlined above, unless the committee shall be sooner terminated, or unless the member is removed from the committee, or unless they shall cease to qualify as a member thereof.

Section 7. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Chairperson.

One member of each committee shall be appointed chairperson as outlined in the provisions noted above.

Section 9. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII: HISTORIAN

Section 1. Term of Office

The Historian is appointed by the Board of Directors. The term of the Historian shall be for three years. The term may be renewed by the Board of Directors (Article V, Section 2).

Section 2. Duties of the Historian

The Duties of the Historian are:

a. The Historian serves the President of the corporation by providing historical background for agenda issues for the Board of Directors meetings.
b. The Historian provides, upon request by the President or by a motion of the Board of Directors, the historical background for future bylaw changes.
c. The Historian undertakes, by a motion of the Board, historical research of previous activities of the corporation and presents these analyses to the Board of Directors.
d. The Historian maintains in good order historical documents at the National Office, including Minutes of all meetings of the Board, Motions of the Board, Directories, and correspondence, and other records of historical importance.
e. The Historian will attend meetings of the Board of Directors and serve the Board by taking notes of the meeting proceedings, which will serve as backup for the notes taken by the Secretary.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a determination of the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or the President-Elect of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX: CORPORATE RECORDS

The corporation shall keep complete and accurate financial records of all accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All records of the corporation may be inspected by any member entitled to vote or that member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

The corporation's fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE XI: GENERAL PROHIBITIONS

Notwithstanding any provision of the bylaws which might be susceptible to a contrary construction:

a. The corporation shall be organized exclusively for scientific and educational purposes;
b. The corporation shall be operated exclusively for scientific and educational purposes;
c. No part of the net earnings of the corporation shall or may under any circumstances inure to the benefit of any private individual except that the corporation may pay reasonable compensation for services rendered and may make payments and disbursements in furtherance of its purposes;
d. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;
e. The corporation shall not participate in or intervene in (including the publishing, distributing, or statements) any political campaign on behalf of any candidate for public office;
f. The corporation shall not be organized or operated for profit;
g. The corporation shall not:
    i. Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to;
    ii. Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
    iii. Make any part of its services available on a preferential basis to;
    iv. Make any purchase of securities or any other property for more than adequate consideration in money or money's worth from;
    v. Sell any securities or other property for less than adequate consideration in money or money's worth to or
    vi. Engage in any other transactions that result in substantial diversions of its income or corpus to any officer, member of the Board of Directors, or substantial contributor to the corporation.

The prohibitions contained in Section (g) do not mean to imply that the corporation may make such loans, payments, sales, or purchases to anyone else unless such authority is given or implied by other provisions of the bylaws.

ARTICLE XII: SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provision of the Illinois General Not for Profit Corporation Act of 1986 or under the provision of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws adopted only by a majority of the Board of Directors.

Appendix:

This change log outlines the approved modifications to the Bylaws of the National Association of Advisors for the Health Professions (NAAHP), reflecting the most recent updates made in June 2024. The revisions aim to streamline the bylaws, enhancing clarity and accessibility while maintaining the organization's essential structure and functions. Key changes include simplifying membership categories, board responsibilities, and committee functions, and removing certain detailed provisions. This document is a comprehensive reference for understanding the significant adjustments from the previous version, dated March 2023, and ensures all members are informed of the current governance framework guiding the NAAHP.

Article-Specific Changes (June 2024)

Article	Section	2023 Version	2024 Version	Change Summary
III	SECTION 2	Multiple detailed non-voting membership categories, including descriptions of their roles and eligibility.	Non-voting membership categories are consolidated and simplified. Specific roles and eligibility for Emeritus, Patron, and Affiliate Members are less detailed.	**Removed specific criteria** for non-voting members, including the removal of detailed eligibility conditions for Emeritus and Patron members.
III	SECTION 3	Membership and participation may be suspended or terminated as prescribed by the Board of Directors.	Similar wording but less context provided.	**Removed specific context** on the process or criteria for termination.
IV	SECTION 4	Detailed voting procedures and quorum requirements.	Quorum definitions are simplified.	**Removed some procedural details** about voting rights and specifics regarding voting by secret ballot.
VI	SECTION 1A	Contains detailed descriptions of specific committees, their composition, and their roles.	Descriptions are shorter and less detailed.	**Removed specific roles** and functions of certain committees, including operational details of the Executive Committee and Finance Committee.
VI	SECTION 3	Advisory Committees are described in detail with specific functions.	Reduced detail on Advisory Committees.	**Removed specific functions** and descriptions of advisory committees
Article	**Section**	**2023 Version**	**2024 Version**	**Change Summary**

VII	SECTION 1	Detailed roles and responsibilities of the Historian.	Less emphasis on the Historian's responsibilities.	**Removed specific duties** of the Historian, particularly those related to historical research and documentation responsibilities.
VIII	SECTION 1	Provided in-depth details about contractual authority and officer signatory roles.	Similar content but more streamlined.	**Removed some specific contractual powers** and details about officer authority.
XI	General Prohibitions	Detailed prohibitions regarding financial operations and organizational structure.	Similar prohibitions but with less detail on specific financial practices.	**Removed specific details** regarding financial practices that could divert income.

NAAHP Bylaws Change Addendum – June 2026

This addendum summarizes the substantive governance changes incorporated into the revised bylaws based on the Board Restructure Task Force markup document and the June 2024 bylaws.
Governance structure

The revised bylaws restructure Board composition by reducing each region's elected voting representation from two directors to one elected regional representative, while adding one non-voting regional leadership representative selected from the region's President, President-Elect, or Past President. Two at-large voting positions were also added to broaden participation beyond region-based seats.

Board membership revisions
The revised bylaws now identify the Board of Directors as including:

- President.
- President-Elect.
- Secretary.
- Treasurer.
- Immediate Past President.
- Two at-large members.
- One elected representative from each Regional Association.
- One selected non-voting regional leadership representative from each region.
- Executive Director, ex officio without a vote.
- Treasurer-Elect, ex officio without vote.
- Historian, without a vote.

** The National Meeting Program Committee Chair(s) were removed from Board membership.

Voting changes
Voting membership on the Board was revised to include one voting representative from each Regional Association rather than two. The President continues to vote only by secret ballot or to break a tie in an open ballot.

Officer title updates
The former Assistant Treasurer role was replaced throughout the bylaws with Treasurer-Elect. This change was carried through Articles IV, V, and VI, including Board composition, officer duties, Executive Committee membership, and Finance Committee membership.

Membership updates
Article III was revised to clarify that each Regional Association has the right to elect two persons to the corporation's Board of Directors as provided in Article IV, reflecting the new structure of one elected voting regional representative plus one selected non-voting regional leadership representative. The former Article III, Section 2.B.iii language was restated as Section 2. C, preserving the Board's authority to establish other voting categories.

Conforming edits
Additional conforming edits were made to align cross-references, terminology, and signatory language with the revised structure.

- Article III now references Article IV rather than Article V.
- Article IV, Section 5 now points to Article XIII for waiver of notice.
- Article VIII, Section 2 now allows instruments to be signed by the Treasurer or Treasurer-Elect.
- Obsolete references to Assistant Treasurer were removed, while the Historian remains a non-voting Board participant.

Articles affected

Article	Sections affected	Nature of change
Article III	Section 2	Voting category structure and cross-reference updates
Article IV	Sections 2-3	Board composition, voting rights, and qualifications
Article V	Sections 1 and 8	Officer titles and Treasurer-Elect role
Article VI	Section 1A	Executive Committee and Finance Committee composition
Article VIII	Section 2	Signatory authority terminology

One important note: the addendum reflects the task force's intent that the two regional "persons" referenced in Article III consist of one elected voting representative and one selected non-voting regional leadership representative, which is consistent with the revised Board structure in Article IV.