



NAGAP
National Association of Graduate Admissions Professionals
Bylaws

Adopted April 2014

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ARTICLE I: NAME

The name of this organization shall be the National Association of Graduate Admissions Professionals (NAGAP) and shall be incorporated in the State of New Hampshire.

ARTICLE II: PURPOSES

The purposes of NAGAP are exclusively educational, not for profit, and are to:

1. Establish and maintain high professional standards in all graduate enrollment management functions including but not limited to recruitment, admissions, financial aid, advisement, retention, career services, and alumni relations at graduate degree-granting institutions of higher education throughout the world.
2. Foster and expand the relationship between undergraduate colleges and higher education institutions offering programs at the graduate level.
3. Assist in the development of professional competence and expertise of individuals involved in graduate enrollment management and the administration of graduate and professional education.
4. Engage in coordinated activities with NAGAP affiliated groups and chapters, as well as other professional organizations with similar goals and objectives.

ARTICLE III: MEMBERSHIP AND DUES

Section A: Membership

Membership in NAGAP implies acceptance of and adherence to the standards set forth in the Bylaws. There are six types of membership.

1. **Institutional** membership shall be open to graduate enrollment management professionals employed by accredited institutions offering graduate degrees. An institutional membership is transferrable and allows one employee full benefits, including voting privileges, when the institution pays the membership dues. Institutional membership is only transferable upon an employee change.
2. **Individual** membership shall be open to graduate enrollment management professionals employed by institutions offering graduate degrees. An individual membership cannot be transferred to another person. Individual members have voting privileges.
3. **Affiliate** membership shall be open to individuals employed by agencies or organizations that support NAGAP and the graduate enrollment management community. An affiliate membership is transferable. Affiliate members do not have voting privileges.

4. **Student** membership shall be open to individuals who are currently enrolled full-time in a graduate degree or certificate program, are not employed full-time in graduate enrollment management or at an institution of higher education, and are not covered under another NAGAP membership category. Student members do not have voting privileges and must be verified by the Membership Committee.
5. **Retired** membership shall be open to individuals who have worked in and retired from the graduate enrollment management profession. Retired members do not have voting privileges and must be verified by the Membership Committee.
6. **Honorary Lifetime** membership shall be granted to those individuals who have received NAGAP's Distinguished Service Award, as well as other individuals who are deemed honorary lifetime members by the organization and approved by the NAGAP Governing Board of Directors (hereinafter referred to as the Governing Board). Honorary lifetime members have voting privileges.

Section B: Termination of Membership

Membership may be terminated upon recommendation from the Membership Committee and approval by a two-thirds vote of the Governing Board for failure to comply with the purposes and standards of NAGAP and/or failure to maintain requirements for membership.

Section C: Dues

The annual membership dues shall be established by the Governing Board.

ARTICLE IV: BUSINESS MEETING

Section A: Schedule and Site

A Business Meeting shall be held each year at the Annual Conference to update the membership on the state of the association.

The site of the meeting shall be determined by the Governing Board. The membership shall be notified of the meeting at least one month in advance.

There may be additional business meetings convened at the discretion of the Governing Board.

Section B: Quorum

All voting members of NAGAP present at a Business Meeting shall constitute a quorum for that meeting. A simple majority of all voting members present is necessary to carry a vote.

ARTICLE V: GOVERNING BOARD OF DIRECTORS

Section A: Composition

The Governing Board shall consist of five officers including President, Vice President, Secretary, Treasurer, and Immediate Past President; the Executive Director; and nine appointed directors. The Executive Committee shall comprise the five officers and the Executive Director.

Section B: Qualifications

All voting members of NAGAP are eligible for nomination as President, Vice President, Secretary or Treasurer, or appointment as a director.

Section C: Selection and Term of Office

1. Selection of Officers

The Officers of the Governing Board, excluding the immediate past president, shall be elected by the voting members of NAGAP in the even number years prior to the Business Meeting. Elections shall be conducted electronically or by paper ballot. A simple majority is required to determine the winning candidate. If a simple majority is not reached then a run-off election shall be held between the two individuals receiving the highest number of votes.

2. Selection of Directors

The directors shall be recommended for appointment by the newly elected President subject to confirmation by the newly elected Executive Committee.

3. Term of Office

Officers and directors shall serve for a period of two years or until an eligible successor has been identified and appointed. Officers shall assume the title and duties of their offices at the conclusion of the Business Meeting immediately following the election. Directors shall assume the title and duties of their offices upon confirmation by the Executive Committee.

Section D: Resignation, Vacancies and Removal

1. Resignation

Governing Board members may choose to resign at any time due to personal circumstances. Officers and directors must resign from the Governing Board if they are no longer working in graduate enrollment management or are no longer employed by institutions offering graduate degrees. The resignation shall be submitted to the Governing Board in writing.

2. Vacancies

Vacancies shall be filled according to the following:

- If the office of President becomes vacant, the Vice President shall assume the office of President, to complete the term.

- If the office of Vice President becomes vacant, the President shall request the Secretary and/or Treasurer to assume the duties of the Vice President without title until an election can be held for that office.
- If the office of Secretary or Treasurer becomes vacant, the President shall recommend for appointment a new Secretary or Treasurer for the balance of the term subject to confirmation by the Executive Committee.
- If a vacancy occurs in the office of the Immediate Past President or a Director position, the vacancy may be filled at the discretion of the President for the balance of the term subject to confirmation by the Executive Committee.

3. Removal

An Officer or Director may be removed by a simple majority vote of the Governing Board as a result of conduct detrimental to NAGAP, inappropriate use of NAGAP funds, or other substantive inappropriate actions.

Section E: Duties of the Governing Board

The Governing Board represents the membership and is responsible for managing all NAGAP business. Members of the Governing Board will chair committees and lead initiatives to further the mission and vision of NAGAP. These duties shall include, but are not limited to, the following:

1. Establish strategic direction for NAGAP, including:
 - Review and articulate the mission and vision
 - Develop goals and strategies for fulfilling the mission and achieving the vision
 - Ensure that operational plans and budgets support the strategic direction
 - Monitor progress toward strategic goals
2. Provide resources for NAGAP, including:
 - Ensure comprehensive association management
 - Promote member engagement
 - Cultivate potential leaders
 - Create and manage an annual budget
 - Monitor and strengthen public standing
3. Oversee NAGAP's performance, including:
 - Administer finances
 - Manage risk
 - Ensure legal and ethical integrity
 - Maintain accountability
 - Support and evaluate the work of the Executive Director

Section F: Duties of the Executive Committee

The Executive Committee, in intervals between meetings of the Governing Board, may transact any business of the Governing Board that has been expressly delegated to the Executive Committee by the Governing Board. If so stipulated by the Governing Board, action delegated to the Executive Committee may be subject to subsequent approval by the Governing Board; provided, however, that until approved or rejected by the Governing Board, any action delegated to, and taken by, the Executive Committee between meetings of the Governing Board will be binding upon NAGAP as if ratified, and may be relied upon by third parties.

Section G: Duties of the Officers

1. The duties of the President shall be:
 - To preside over and prepare the agendas for all Governing Board and Business Meetings.
 - To provide leadership, vision and direction for NAGAP.
 - To have final signature authority on behalf of NAGAP.
 - To serve as an ex-officio member of all committees.
 - To appoint individuals to fill any vacated positions on the Governing Board.
 - To assume other responsibilities as directed by the Governing Board.
2. The duties of the Vice President shall be:
 - To attend all Business and Governing Board meetings.
 - To preside over any meetings in the absence of the President.
 - To assist the President as requested.
 - To assume the position of President in the event that the President shall leave office prior to the completion of the current term.
3. The duties of the Secretary shall be:
 - To attend all Business and Governing Board meetings.
 - To be responsible for the minutes of the Governing Board and Business meetings.
 - To oversee the retention of all NAGAP records.
 - To insure that notices of meetings are sent to the membership.
 - To assume other responsibilities as directed by the President.
4. The duties of the Treasurer shall be:
 - To attend all Business and Governing Board meetings.
 - To oversee the funds and financial matters of NAGAP.
 - To present an annual financial report to the membership.
 - To have signatory authority for tax and financial purposes.
 - To assume other responsibilities as directed by the President.

5. The duties of the Immediate Past President shall be:
 - To attend all Business and Governing Board meetings.
 - To serve as advisor to the President and the Governing Board.
 - To chair the Elections Committee.
 - To cultivate partnerships and engage in intentional relationship building with stakeholders in graduate enrollment management.
 - To assume other responsibilities as directed by the President.

Section H: Meetings

1. The Governing Board shall meet quarterly. Additional meetings may be convened at the discretion of the President.
2. A simple majority of the members of the Governing Board shall constitute a quorum at meetings of the Governing Board, including but not limited to any meetings as required under ARTICLE X: INDEMNIFICATION. A simple majority of those present is required to carry a vote.

Section I: Compensation

No Officer or Director shall receive compensation for service on the Governing Board.

ARTICLE VI: COMMITTEES

Section A: Standing Committees

In addition to the Executive Committee of the Governing Board, there shall be standing committees responsible for the operation of the organization. Standing committees shall include, but not be limited to:

1. The **Education** committee shall plan the broad education curriculum of NAGAP and appropriate delivery methods.
2. The **Elections** committee shall solicit nominees for NAGAP officer positions from the voting membership and present a slate of candidates for election to the Governing Board.
3. The **Membership** committee shall disseminate information on all aspects of membership in NAGAP and promote the benefits of membership with individuals working in the field of graduate enrollment management.
4. The **Publications** committee shall provide NAGAP members with timely and professional information regarding graduate enrollment management and related topics.

5. The **Research** committee shall design and implement research projects to provide relevant comparative data on professionally related activities and global issues that affect graduate school policies and requirements.

Section B: Other Committees and Scope of Action

The President, subject to confirmation by the Executive Committee, shall create or dissolve other standing or ad hoc committees as necessary to carry out the work of the organization. The Governing Board shall determine the scope of action of such committees.

Section C: Chairs

All committee chairs shall be appointed by the President, subject to confirmation by the Executive Committee, and must be voting members of NAGAP. All standing committee chairs shall be selected from the members of the Governing Board.

Section D: Membership

Committee members will be selected by the committee chair. Membership on all committees is open to voting and non-voting members of NAGAP.

ARTICLE VII: CHAPTERS

Section A: Recognition, Naming and Membership

1. An officially recognized NAGAP chapter is a separately incorporated or affiliated group created to further the mission of the organization within defined member subgroups. To be officially recognized, chapters must draft bylaws and be approved by the Governing Board.
2. Each chapter shall be separate and distinct from NAGAP. Neither NAGAP nor the chapter is authorized to incur any liability, obligation, or expense on behalf of the other, or to represent to any third party that it is an agent of the other party. NAGAP and each chapter shall be responsible for its own liabilities, obligations, and/or expenses.
3. Officially recognized chapters shall be named with the “GAP” suffix or a reasonably acceptable alternative as approved by the Governing Board.
4. All members of officially recognized chapters must be members of NAGAP unless previously approved by the Governing Board.

Section B: Chapter Types

NAGAP shall have three types of chapters:

1. **Regional Chapters** – Chapters that serve NAGAP members within a specific geographic region in the United States. Regional Chapters shall be established under the following guiding principles, unless otherwise approved by the Governing Board:
 - a. No more than one chapter shall be chartered as a Regional Chapter in any state.
 - b. Regional Chapters encompassing more than one state shall include only neighboring states.
 - c. In the event of dissolution, all of the remaining assets and property of Regional Chapters shall, after necessary expenses thereof, be assigned and delivered to NAGAP.
2. **International Chapters** – Chapters that serve NAGAP members who reside outside of the United States.
3. **Special Interest Group Chapters** – Chapters that serve NAGAP members with a common interest or goal.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order (newly revised) shall govern the conduct of business of NAGAP in all cases in which they are applicable and are not in conflict with these bylaws or other policies or rules of this organization. A parliamentarian may be appointed or retained by the Governing Board for any meeting of the NAGAP membership or Governing Board.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended at any business meeting by a two-thirds vote of the voting members present, provided that notice of the proposed amendments has been communicated to the voting members at least one month in advance of the meeting. Amendments not proposed in advance as mentioned may be adopted, provided they are presented in written form and receive a four-fifths vote of the voting members present.

In the event that a Bylaws amendment is requested more than three months prior to the next business meeting, voting will take place through electronic or written means. Notice of the proposed amendment will be communicated to the membership electronically or in writing at least one month in advance of the voting period. The Bylaws may be amended in this way by a two-thirds vote of the voting members who respond.

Bylaws amendments become effective immediately upon approval unless otherwise indicated as a part of the proposal.

ARTICLE X: INDEMNIFICATION

Section A: Definitions

"Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals there from, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is an officer, director, member of any committee or subcommittee, agent, employee, or volunteer of the organization.

Section B: Right to Indemnification

Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the organization shall, to the fullest extent permitted by law, be indemnified by the organization against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith; (ii) in the case of a criminal Matter, the Eligible Person had reasonable cause to believe that his or her conduct was unlawful; (iii) the Eligible Person shall be adjudged to be liable for misconduct or negligence in the performance of a duty; or (iv) the Eligible Person has violated the organization's bylaws or professional standards.

Section C: Limitation on Right of Indemnification

Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Governing Board (acting by a quorum consisting of the Governing Board members who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section B above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section B above.

Section D: Other Rights

The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors, or other lawful representative.

Section E: Interim Indemnification

The organization shall, with respect to a Matter described in Section B, advance attorneys' fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Governing Board (acting by a quorum consisting of the Governing Board members who are not involved in such litigation) determines that the Eligible Person is likely to meet the

applicable indemnification standard set forth in Section B above or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under Section C, and (c) deposits a bond or equivalent security.

Section F: Insurance

The Governing Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the organization would have the power to indemnify the person against that liability under law.

ARTICLE XI: INTELLECTUAL PROPERTY

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

ARTICLE XII: STATE AND FEDERAL EXEMPTION

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501(h) and participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New Hampshire.

ARTICLE XIII: HEADQUARTERS AND EXECUTIVE DIRECTOR

The headquarters and Executive Office shall be in a location designated by the Governing Board. The business of the Executive Office shall be under the direction of the Executive Director who is hired by the Governing Board or a management firm contracted by the Governing Board to conduct NAGAP's operations.

The Executive Director shall perform duties as described in the current Management Services Agreement. The Executive Director shall serve as *ex officio*, a member without vote, of the Governing Board and Executive Committee. The Executive Director shall have prior notice of and the right to be present at all meetings of the Governing Board and Executive Committee, except during executive sessions of the Governing Board and Executive Committee meetings. The Executive Director shall not be counted in the quorum, shall not make motions, but may fully participate in discussion and debate.

ARTICLE XIV: FISCAL YEAR

The fiscal year of NAGAP shall be July 1 through June 30.

Revised date: April 2003
April 2007
April 2009
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