

BYLAWS – NPC FRIENDS AND FAMILY

BYLAWS OF NPC FRIENDS AND FAMILY

ARTICLE I - NAME, PURPOSE, MISSION STATEMENT

Section 1: The name of the organization shall be Northland Pioneer College Friends and Family.

Section 2: Northland Pioneer College Friends and Family (hereafter, “NPCFF”) is organized exclusively for charitable and educational purposes, specifically to support the mission and goals of Northland Pioneer College (hereafter, “NPC”) through positive promotion of the college, advancement of college programs and services, student scholarships and establishment of an endowment fund for the sustainability of NPCFF activities.

Section 3: It is the mission of NPC Friends and Family to support the mission of Northland Pioneer College, creating, supporting and promoting lifelong learning, through fund-raising, advocacy and volunteerism.

ARTICLE II - MEMBERSHIP

Section 1: Membership in NPCFF shall be voluntary and consist of any interested members of the community at large, including NPC students, NPC staff, NPC faculty, and NPC administration.

ARTICLE III - MEETINGS

Section 1: Regular Meetings. The date of the regular meetings shall be set by the NPC Friends and Family board of directors, who shall also set the time and place.

Section 2: Annual Meeting: The date of the annual meeting, which shall take place between May 1 and June 30 each year, shall be set by the board of directors, who shall also set the time and place.

Section 3: Special Meetings. Special meetings may be called by the executive director, board president, a majority of the NPCFF board of directors, or the president of NPC.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by mail or email, not less than one week before the meeting.

ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

Section 1: Board of Directors (hereafter “Board”) Role, Size, Compensation: The board constitutes the decision-making and voting body of NPC Friends and Family. The board is responsible for overall policy and direction of the NPCFF group, including assuring

that NPCFF practices and activities are in keeping with the mission of NPCFF and with NPCFF policies. The board delegates responsibility for day-to-day operations of NPCFF to the president of Northland Pioneer College, who assigns such duties as necessary to the executive director of NPCFF, who is a paid employee of Northland Pioneer College. The board shall consist of not less than eight persons. Board membership must include representatives of the community-at-large, and may include at least one of the following groups: NPC student body, NPC staff, NPC faculty. There must be one board member, from any of the aforementioned groups, representing each of the following communities, all of which are Northland Pioneer College campus or center locations: Holbrook, Kayenta, Hopi, Show Low, Snowflake, Springerville-Eagar, St. Johns (Springerville-Eagar and St. Johns may be served by one individual representing Apache County), Whiteriver, and Winslow. The president of Northland Pioneer College shall serve as an ex officio member of the NPCFF board. The board receives no compensation, monetary or otherwise.

Section 2: Board Vacancies. When a vacancy on the board of directors exists, nominations for new board members may be sent by email from present NPC Friends and Family members to the executive director and board secretary, up to two weeks in advance of a board meeting. Any member of NPCFF may nominate a board member; individuals may nominate themselves. These nominations shall be sent out to the NPCFF board of directors with the regular meeting announcement, to be voted upon by the board at the next regular board meeting.

Section 3: Resignation, Termination and Absences. Resignation from the board of directors must be in writing, which may be email, and sent to the executive director and secretary. Upon receipt of the notice of resignation, the secretary will direct the executive director to call for nominations from the membership to fill the vacancy. A board member may be dropped for excess absences if s/he has three absences from board meetings in a year. A board member may be removed for other reasons by a vote of six out of eight board members.

Section 4: Meetings. The board shall meet at least six times per year, at an agreed upon time and place. Meetings may be held using Northland Pioneer College's distance learning technology to allow board members from remote locations to participate without traveling.

Section 5: Voting: All board members must cast a vote of "aye" or "nay". Board members may recuse themselves/abstain from a vote due to a conflict of interest. To facilitate decision making for urgent matters, such as decisions that must be made between scheduled meetings, voting may be carried out via email. Votes must be sent to the executive director and secretary. Online voting activity will be retained in an email folder for a period of not less than seven years.

Section 6: Election of Officers. Election of new officers, or election of current officers to a second term, will occur as the first item of business at the annual meeting of NPCFF. Nominations for officer vacancies will be accepted up to two weeks prior to the annual

meeting, and may be made by email to the executive director and secretary, who will add them to the agenda. Individuals may nominate themselves for officer positions. Officers of the board of directors will be elected by a majority vote of the current board members who are present at the meeting. In the event of mid-term officer vacancies, the executive director may appoint an interim to serve in the position until the end of the term, at which time a permanent officer would be elected per process. The interim appointee must be approved by the board through a majority vote, which may be carried out online, with votes sent to the executive director and secretary. If the secretary's position is the one being filled, votes must be sent to the executive director and board president.

Section 7: Officer Terms. Officers of the board include president, vice president, secretary, and treasurer. All officers of the board of directors shall serve three-year terms, but are eligible for re-election. Officers may serve up to two consecutive terms, but must sit out one term before running for re-election, unless a third term is approved by a majority of the board of directors.

Section 8: Quorum. A quorum consists of all board members present at the meeting.

Section 9. Officers of the board and Duties. There shall be four officers of the board of directors, elected from the membership of the board of directors: president, vice president, secretary and treasurer. Election of officers will occur at the annual meeting of NPCFF. Each officer shall serve a three-year term. Election of officers shall be staggered, such that not more than two officer positions change in any one year. No officer shall serve more than two consecutive terms, unless approved by a majority of the board of directors. Duties of the officers are as follows:

The president shall convene regularly scheduled board meetings and shall preside over, or arrange for other members of the board to preside over each meeting in the following order: vice-president, secretary and treasurer. The president shall approve all meeting agendas before they are sent to the board. The president shall conduct an annual performance review of the executive director, as described in procedure.

The vice-president will chair committees on special subjects as designated by the board.

The executive director shall be responsible for keeping records of board actions, including the taking of minutes at all board meetings, and assuring that all records pertaining to actions of the board are maintained. The secretary shall be responsible for providing oversight of these duties as follows: The secretary shall approve all meeting minutes, before they are sent to the board; the secretary and the executive director shall assure electronic copies of all meeting minutes are retained for a period of seven years.

The executive director shall make a financial report at each board meeting, which must be approved by a majority of the voting members. The financial report shall be

submitted to the treasurer at least two weeks before the meeting, to allow the treasurer time to review it. The treasurer will review the report prior to each meeting, and resolve any discrepancies, first with the executive director, and then, if necessary, with the officers of the board. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 10: Special Meetings. Special meetings of the board of directors may be called upon the request of the board president, the president of NPC, or a majority of the board. Notices of special meetings shall be sent out by the secretary to each board member with at least twenty-four hours' notice.

ARTICLE V - COMMITTEES

Section 1: The board may create committees as needed, such as fundraising, college promotion, etc. through established policies and procedures.

ARTICLE VI - AMENDMENTS

Section 1: These bylaws may be amended when necessary by a vote of six out of eight of the board of directors. Any member of the board of directors, or the executive director, may propose amendments to the bylaws.

BYLAWS HISTORY:

These bylaws were unanimously adopted via vote of the Board of Directors of NPC Friends and Family on March 1, 2016.

These bylaws were unanimously amended via vote of the Board of Directors of NPC Friends and Family on June 23, 2021.

These bylaws were unanimously amended via vote of the Board of Directors of NPC Friends and Family on June 6, 2022.

These bylaws were unanimously amended via vote of the Board of Directors of NPC Friends and Family on June 28, 2024