

**BYLAWS
OF
NATIONAL ASSOCIATION FOR COURT MANAGEMENT**
(a Virginia nonstock corporation)

Amended July 2019

ARTICLE I
Mission & Vision

- Section 1. **Mission Statement.** The mission of the National Association for Court Management (NACM) is to develop proficient Court Managers with leadership skills and a commitment to excellence, to support the independence and interdependence of the judiciary with other branches of government, to provide efficient and customer-oriented justice, and to promote partner-based research.
- Section 2. **Vision Statement:** The National Association for Court Management will continue to be a global leader in the achievement of an independent, interdependent, accessible and forward-looking Judicial Branch that is committed to excellence. NACM will provide outstanding service to its members through quality professional development, relevant publications, collegial fellowship and opportunities to participate in the organization. The core values of integrity, diversity, visionary leadership, innovation and collaboration will be reflected throughout NACM.

ARTICLE II
Secretariat

- Section 1. The Board of Directors may obtain Secretariat Services to assist in the management of the association. The Secretariat shall serve at the pleasure of the Board. While so acting, it shall be the primary staff resource to the Board and the Association. The Secretariat staff member assigned to the Board, with the Board's approval, will at the direction of the President, serve in such capacity as determined by the contract or memorandum of understanding.

ARTICLE III
Members

- Section 1. **Classes of Members.** The corporation shall have the following classes of members:

a. **Regular Member** - Any person who works in a court or government setting; e.g., serving as clerk of court, court administrator or in any court management, court education, court research or judicial officer capacity may become a Regular Member upon the payment of dues. Regular Members may vote, hold office, and serve on committees.

b. **Associate Member** - Any consultant or vendor or other person that is interested in the improvement of the administration of justice may become an Associate Member upon the payment of dues. Associate Members may not vote or hold office, but may serve on committees.

c. **Student Member** - Any new member enrolled full-time or part-time in a degree program in the fields of court administration, business administration, public administration, law, criminal justice, or other related fields may become a Student Member upon the payment of dues. Once an individual joins the Association as a Student Member, Student Member status may continue as long as proof of enrollment is provided annually. Student Members may not vote or hold office, but may serve on committees.

d. **Honorary Member** - Any person in the field of court administration whom the organization wishes to recognize for outstanding achievements may become a member in this class. A person becomes an Honorary Member after nomination by a Regular Member and a majority vote of the Board. Payment of dues shall not be required. Honorary Members may vote and may serve on committees but may not hold office.

e. **Retired Member** - Upon retirement from the judicial system, any Regular Member in good standing is eligible upon the payment of dues. Retired Members may not hold office, but may vote and serve on committees.

f. **Sustaining Member** - Any person, or persons, firm, or corporation interested in furthering the goals of this organization is eligible for this class of membership. Sustaining Members may not vote or hold office, but may serve on committees.

Section 2. **Voting Rights.** The right to vote shall be limited to Regular, Honorary, and Retired Members in good standing. Each Regular, Honorary, and Retired Member shall be entitled to one vote on each matter submitted to a vote of the members at any general business meeting.

Section 3. **Voting by Mail.** Voting by mail (electronic or otherwise) shall be permitted only at special meetings of members and only upon the matters for which the special meeting is called. An appropriate ballot shall accompany the notice of the special meeting. The ballot must be signed by a member eligible to vote and be delivered to the Secretariat before or at the special meeting. Voting by proxy is prohibited.

Section 4. **Substitution of Membership.** When public funds have been expended for payment of dues for an individual and such individual leaves his or her position, another person within the same court may become a member upon approval of the Secretariat as directed by the Board.

Section 5. **Dues.**

- a. Annual dues for membership classifications shall be established by the Board.
- b. A member whose dues are not current at the time of the annual meeting shall not be entitled to vote. The membership of those members who fail to pay their dues or other Association charges for programs, services, or materials by the member's anniversary date, shall automatically be terminated. If a member is terminated for nonpayment of dues, a new Membership Application Form must be completed in order to reinstate the membership.

ARTICLE IV
Officers

Section 1. **Officers and Election.** The Officers shall be: President, President Elect, Vice President, Secretary/Treasurer, and Immediate Past President. All Officers with the exception of the Immediate Past President shall be elected at the annual meeting of members. They must be Regular members of the Association.

Section 2. **Terms.**

- a. Officers shall serve one year terms or until their successors are elected.
- b. Newly elected Officers shall take office at the close of the annual meeting at which they are sworn in. The term shall end at the close of the following annual meeting.
- c. An Officer may not serve a consecutive term in the same Officer position. A member appointed to complete the unexpired term of a vacant Officer position is eligible to interview for said Officer position with the Nominations Committee the following year.

Section 3. **Vacancies.**

- a. A vacancy in the office of President will be filled by the President Elect who shall complete the unexpired term and be eligible for election to his or her own term as President.
- b. A vacancy in an office other than that of President will be filled by the affirmative vote of a majority of the remaining Officers and Directors at the next regularly scheduled Board meeting. Persons so appointed shall serve until the next annual meeting.

Section 4. **President.** It shall be the duty of the President to preside at annual or special meetings of the Association and of meetings of the Board to appoint committees as set forth in Article VIII; and to carry out the purposes of the Association.

Section 5. **President Elect.** It shall be the duty of the President Elect to assist the President in the discharge of his or her duties and, in the President's absence, to assume the full responsibilities of that office.

Section 6. **Vice President.** It shall be the duty of the Vice President to assist the President Elect in the discharge of his or her duties and, in the absence of the President Elect, to assume his or her full responsibilities and duties, as well as those pertaining to the office of President should the necessity arise.

Section 7. **Secretary/Treasurer.** It shall be the duty of the Secretary/Treasurer to make a record of the proceedings of the Association's annual meeting; to advise the President of all official correspondence received addressed to the Association; to prepare and send all correspondence on behalf of the Association when so directed by the President or by the Board; to assure that corporate reports required by state and federal statutes are prepared and filed; to assure that an accurate record of the membership of the Association is kept; to assure that certificates are furnished to new members of the Association upon receipt of their application and dues; to review all financial reports prepared by the Secretariat and report any discrepancies to the Secretariat and the President; to ascertain that all funds of the Association are deposited in the name of the Association, in a bank designated by the Board; to provide that a financial report is presented at the annual meeting showing all monies on hand at the beginning of the new term, monies received and expended, from who and for what, during the past term; and in all ways to assist the President and other Officers of the Association in the discharge of their duties.

Section 8. **Immediate Past President.** It shall be the duty of the Immediate Past President to assist the President during the transition period and to serve as an advisor throughout the term of the President. The Immediate Past President shall also chair the Nominations Committee and the Past Presidents Committee.

ARTICLE V

Directors

Section 1. **Number.** There shall be nine Directors who are regular members, elected by the members at the annual meeting, to serve staggered three-year terms as follows: three (3) Directors shall be elected in 2019 and every three years thereafter, three (3) Directors shall be elected in 2020 and every three years thereafter, and three (3) Directors shall be elected in 2021 and every three years thereafter.

Section 2. **Terms.**

- a. Directors shall serve three year terms or until their successors are elected.
- b. Newly elected Directors shall take office at the close of the annual meeting at which they are sworn in. The term shall end at the close of the annual meeting of the final year of their term.
- c. Directors may not serve consecutive terms unless appointed to complete the unexpired term of a vacated position.

Section 3. Vacancies.

- a. The Board, by majority vote, shall determine when a vacant Director position will be filled.
- b. Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Officers and Directors at the next regularly scheduled Board meeting. Persons so appointed shall serve until the close of the annual meeting.

Section 4. Change in Number of Directors. The number of Directors may be changed only by amendment of the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Officer or Director.

ARTICLE VI
Board

Section 1. Composition. The Board shall consist of Directors and Officers.

Section 2. Management.

- a. The Board shall supervise the affairs of the Association and shall take measures for its growth and to carry out its purposes. The Board shall transact all business of the Association between annual business meetings and shall report thereon at the annual meeting of members.
- b. Unless otherwise directed by the membership, items in which the Board has full authority to act on behalf of the Association include, but are not limited to, the following:
 - Program plans and budgets;
 - Position statements; and
 - Applications for grants and contracts.
- c. The Board shall present the previous year's budget with amendments to the membership at each annual meeting.
- d. The Board shall adopt a budget for the forthcoming fiscal year prior to the commencement of such fiscal year.

Section 3. Board Meetings.

- a. The Board shall hold four regular in-person meetings in each conference year (the conference year being: from the close of the annual meeting to the close of the following annual meeting): one regular midyear meeting at the call of the President, on not less than thirty (30) days notice, at the site of the next scheduled annual conference; a second regular midyear meeting immediately prior to and in conjunction with the midyear conference, without notice; and two regular meetings,

one immediately prior to, and one immediately following, the annual meeting of members, without notice.

- b. In addition to the four regular in-person meetings set forth in Article VI, Section 3, subparagraph a, the Board shall also hold a minimum of three regularly scheduled conference call meetings in each conference year. The schedule of the conference call meetings is at the discretion of the President.
- c. Special meetings of the Board shall be held at the call of the President or at the written request of a majority of the members of the Board, on ten (10) days notice.
- d. Should a meeting be called or convened without notice, a Board member may provide a written waiver of notice, whether signed before or after the meeting. The attendance of a Board member at a meeting waives notice of the meeting unless the Board member attends for the express purpose of objecting that the meeting was not duly called or convened.
- e. A majority of the entire Board shall constitute a quorum. Action of the Board shall require the affirmative vote of a majority of those present at any properly constituted meeting at which a quorum is present, except where more than the vote of a majority of a quorum is required by these Bylaws. Action without a meeting may be taken by the signed consent of all Directors and Officers. Officers and Directors may participate in a meeting by means of a conference telephone call, and such telephonic participation shall constitute presence in person at such meeting.
- f. All Board Meeting Minutes shall be available for viewing by the Association members. The method(s) of availability will be prescribed in the NACM Operations and Procedures Manual.

Section 4. Expulsion, Suspension and Reinstatement. Any member serving as an Officer or Director for the Association may be expelled or suspended from the Board for cause upon two-thirds (2/3) vote of the Board at a meeting at which a quorum is present. Sufficient cause for such expulsion or suspension includes, but is not limited to, violation of the Association's Bylaws, or any lawful agreement, rule, policy, or practice properly adopted by the Association; or any other conduct prejudicial to the Association.

- a. The President may appoint a committee from the membership to investigate, provide notice and hearing and make a recommendation to the President regarding the expulsion or suspension of an Officer or Director. In the event the President is the member in question, the President Elect will make the appointment.
- b. The Officer or Director shall not be expelled or suspended for cause without first receiving notice of such charges and subsequently having an opportunity to answer such charges.

- c. If an expulsion or suspension occurs as a result of sufficient cause, the Officer or Director shall be notified by the Secretariat of the Association by registered mail. The Officer or Director will be given thirty days from the notice date to appeal such expulsion or suspension.
- d. The Board upon consideration may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such Officer or Director to their position upon such terms as the Board may deem appropriate.

ARTICLE VII

Meetings of Members

Section 1. **Annual Meeting.** The members of the Association shall meet annually at a time and place designated by the Board. The selection of the site and of the approximate date of the meeting shall be made and announced two years in advance.

Section 2. **Midyear Meeting.** The members of the Association may meet annually to accommodate specific regional areas. The time and place will be designated by the Board. The selection of the site and of the approximate date of the meeting shall be made and announced two years in advance.

Section 3. **Special Meeting.** A special meeting of members may be called by the President with the approval of the Board and shall be called by the President upon the written demand of a majority of the members eligible to vote of the Association. No matter shall be considered at a special meeting unless it is stated in the notice of the meeting.

Section 4. **Notice of Members' Meetings.** Notice stating the place, day and hour of any meeting of members and, in case of a special meeting, the purpose or purposes for which it is called, shall be provided (electronic or otherwise) to each member not less than thirty (30) and not more than fifty (50) days in advance of such meeting.

Section 5. **Quorum and Action.**

- a. At the annual meeting of members, a quorum shall consist of one tenth (1/10) of the members who are registered at the conference and are eligible to vote. Members must be present to vote.
- b. At any special meeting of members a quorum, present or voting remotely (electronic or otherwise), shall consist of a majority of all members eligible to vote at the meeting.
- c. All elections and all other matters voted on at any meeting of members at which a quorum is present shall be determined by a majority of those eligible to vote who are present in person or, at a special meeting, remotely (electronic or otherwise); except

that amendment of the Articles of Incorporation shall require the vote of more than two-thirds (2/3) of those eligible to vote who are present in person or remotely (electronic or otherwise) at the meeting.

ARTICLE VIII **Committees**

Section 1. The Association has **Permanent Committees, Standing Committees and Special or Ad Hoc Committees** that are managed by and report to the Board.

Section 2. The Permanent Committees of the Association are those necessary for the continued operation of the organization:

- a. **Executive Committee** which is comprised of Officers of the organization, act on behalf of the Board between meetings.
- b. **Nominations Committee** which is chaired by the Immediate Past-President and shall consist of the chair and four (4) regular or honorary members eligible to vote appointed by the President. The Nominations Committee is responsible for selecting and presenting nominations for Officers and Directors of the Association at the annual meeting.
- c. **Governance Committee** which is chaired by a member of the Board selected by the President. The regular members of the Governance Committee are appointed by the President in consultation with the Committee Chair. The Governance Committee is responsible for maintaining and updating the Association's Bylaws, Articles of Incorporation, Operations and Procedures Manual and Strategic Plan.

Section 3. The Standing Committees of the Association are those that are designed to provide an enduring service to enable the purpose of the organization. Each of these committees shall be reviewed every three years to determine whether its purpose(s) are consistent with the Strategic Plan. The work of the committee(s) shall be reviewed to determine whether the committee(s) should continue. Specific Standing Committees shall not be mandated by the Bylaws. When formed or reappointed, the committee's purpose and objectives shall be in writing. The Board may discharge or eliminate a Standing Committee at any time by a two thirds (2/3) majority vote.

Section 4. The President may appoint a **Special Committee**. The function of a Special Committee is to investigate or research a question and/or fulfill a specific task. A Special Committee may also be assigned as a liaison with another group or organization. The Executive Committee may be consulted in the formation of a Special Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing. A Special Committee shall not

continue beyond twenty-four (24) months from its creation, unless reappointed by the President, or if discharged or eliminated sooner by a two-thirds (2/3) majority vote.

Section 5. The President may appoint an **Ad Hoc Committee**. The function of an Ad Hoc Committee is to carry out a specific task assigned by the President that is generally short in duration. The Executive Committee may be consulted in the formation of an Ad Hoc Committee. The President shall appoint a chair and members of each such committee which may include members of the Association and others serving in an advisory or consultative role. When formed or reappointed, the committee's purpose and objectives shall be in writing and limited in both time and scope. An Ad Hoc Committee shall not continue beyond the term of the President who created it, unless the succeeding President reappoints it.

ARTICLE IX

Chapters

Section 1. Chapters are authorized and may be constituted by Regular members of the Association upon application to and approval by the Board.

ARTICLE X

Resolutions

Section 1. To be considered by the Association, any proposed resolution must be sponsored by a member of the Association. The member shall submit the resolution, in writing, with a brief statement of purpose and explanation, to the President. The President may refer any resolution to an appropriate Committee for review and recommendation. If so referred, the Committee's report and recommendation shall be presented to the President. All proposed resolutions, as well as related committee reports and recommendations, shall be posted on the Association's website for review and comment by the membership for no less than 30 days prior to submission to the Board for consideration. To be adopted, resolutions must be approved by a majority of the Board.

ARTICLE XI

Parliamentary Procedures

Section 1. Robert's Rules of Order, Revised, shall govern the conduct of all business meetings except as may be otherwise provided in the Articles of Incorporation or the Bylaws.

ARTICLE XII

Contracts, Checks, Deposits, Funds, Gifts, and Sponsorships

Section 1. **Contracts.** The Board may enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

- a. Contracts may be subject to solicitation for bids, review of bids submitted, and selection of the vendor.
- b. The Board will authorize contracts through a vote of the entire Board and inform the general membership at the next annual business meeting.
- c. Board members will disclose any relationship(s) known to them that they may have with any bidding vendor, and recuse themselves if they believe that a conflict of interest exists or is perceived.
- d. Contracts will be for a specified period of time to provide for regular review and renewal of services.

Section 2. **Checks, Drafts, and Financial Instruments.** All checks, drafts, or orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board or by these Bylaws. In the absence of such determination by the Board, such instruments shall be signed by two of the three following Officers: President, President Elect, Secretary/Treasurer.

Section 3. **Expenses.** All Association expenditures must be authorized in and consistent with the annual operating budget approved by majority vote of the Board, except that the President may approve any non-budget item expense up to \$1,000 per item and up to \$3,000 per year. Non-budget items costing over \$1,000 must be approved by a majority of the Board.

Section 4. **Deposits.** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 5. **Investments.** The Board shall adopt and periodically review a Policy governing the investment(s) of Non-Operating Reserves on a regular basis. The Secretary/Treasurer shall report on the investment(s) and its (their) performance to the Board on a regular basis.

Section 6. **Gifts.** The Board may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 7 **Sponsorship.** The Board may solicit for, and accept, on behalf of the Association, financial sponsorship for designated functions and work products of the Association. Such sponsorship will contain specific limitations on the use of the funding and the expectations of the sponsor. Such sponsorship agreements will be made available as part of the written report of the Board to the general membership at the annual business meeting.

ARTICLE XIII

Accounts and Records

Section 1. The Association shall keep correct and complete records of accounts and shall also keep minutes of the meetings of members and of the Board. It shall keep at its registered office in Virginia a record giving the names and addresses of the members entitled to vote. All accounts and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose, at any reasonable time.

Section 2. Following the election at the annual business meeting, the newly elected President shall inform the Secretary/Treasurer to submit to an audit by a Certified Public Accountant (CPA) at least biennially. The Secretary/Treasurer shall report the findings of the audit to the President who shall review the audit with the Secretary/Treasurer. The Secretary/Treasurer shall then report the findings of the audit at the next Board Meeting.

ARTICLE XIV

The Name, Seal and Products of the Association

Section 1. The Association seal shall be in such form as shall be approved by resolution of the Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced. The seal may be affixed and attested to by the Secretary/Treasurer or any duly authorized agent, for the authentication of contracts or other papers requiring the seal.

Section 2. Any outside organization or individual requesting to use the Association's name as an endorsement, shall submit a written request to the President who shall recommend action to the Board. Approval shall be by a majority vote.

Section 3. The Association shall seek to ensure that the NACM trademark, seal, logo and/or products are copyrighted, registered, or renewed with the U.S. Patent & Trademark Office, U.S. Copyright Office and/or any other federal or state agencies as necessary by filing an affidavit or other documentation as required.

ARTICLE XV

Fiscal Year

Section 1. The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE XVI

Amendments

Section 1. **Amendment of Articles of Incorporation.** In order to amend the Articles of Incorporation of the Association, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of members. Notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be provided to the membership at least thirty (30) and not more than ninety (90) days in advance of the meeting. The amendment shall be adopted upon

receiving more than two thirds of the votes which members present at the meeting and members represented remotely (electronic or otherwise).

Section 2. Amendment of Bylaws

- a. These Bylaws may be amended only by a two-thirds (2/3) vote of the members entitled to vote who are present at the annual or special meeting or who are represented remotely (electronic or otherwise).
- b. Notice setting forth the proposed amendment shall be provided to the membership at least thirty (30) days and not more than ninety (90) days in advance of a meeting.
- c. Members may submit proposed changes to the Bylaws to the President or to any member of the Board at least ninety (90) days prior to the annual meeting.
- d. Any amendment shall be in full force and effect immediately upon its adoption at the annual or special meeting unless otherwise provided.
- e. All amendments to the Bylaws shall be discussed by the Board at its regularly scheduled meeting prior to the annual meeting. Recommendations will be announced to the membership by the Board for approval or disapproval of said amendments.