



National Association for
College Admission Counseling

Special Member Vote 2022 Proposed Bylaw Amendments

The Board of Directors is proposing amendments to NACAC's bylaws that would continue our work to transform our governance to become more transparent, inclusive, and aligned with peer associations and industry best practices.

The proposed bylaws amendments would eliminate the delegate role and the Assembly, since their functions, as currently described in the bylaws, are no longer in place.

This change to NACAC's bylaws requires a Special Member Vote.

Over the past several years, NACAC members served on committees whose recommendations called for significant changes to our governance structure.

- [The Ad Hoc Committee on Governance Restructuring](#) recommended shifts in our policies and practices enacted last year through the spring 2021's Special Member Vote to expand voting privileges to the general membership and fall 2021's bylaws amendments.
- [The Ad Hoc Committee on Leadership in College Admission](#) called for NACAC's governance to better reflect its members, saying, "An agile organization is best served by governance systems in which members see themselves represented, the collective voice of the membership is heard, and leaders are empowered to make important and timely decisions...."
- [The Ad Hoc Committee on Re-imagining the NACAC-Affiliate Partnership](#) recommended redefining the role of delegates and the Assembly. In May 2022, the Board of Directors accepted this recommendation and approved amending the bylaws to remove references to delegate and the Assembly.

[CEO Angel Pérez's listening tour](#) confirmed the recommendations of our peers, and implementation began in 2020. The proposed bylaws amendments continue our work to ensure NACAC's agility and responsiveness to the current and future challenges facing our members and the college admission counseling profession.



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ARTICLE IX. The Assembly

Motion

A motion was made by Board Chair Ffiona Rees and seconded by Chair of the Ad Hoc Committee on Reimagining the NACAC-Affiliate Partnership, Mark Steinlage, Jr. to rescind Article IX. The Assembly and delete any reference to the Assembly or delegates throughout the document.

RATIONALE

Due to the 2017-19 Department of Justice investigation and resulting consent decree. The Assembly's role as a voting body and as an oversight group for the ethical document is no longer in place. The *Guide to Ethical Practice in College Admission* must be revised and approved by the Board of Directors and an anti-trust compliance officer. ***Legally, NACAC can no longer have a body of members suggesting, voting, and approving edits to the document.*** It is now the role of the Admissions Practices Committee to establish and manage updates to the document.

This, in addition to the expansion of the voting privileges to all eligible voting members to elect board officers and directors that took place through the Special Member Vote of 2021, the historic roles and responsibilities of the delegates and Assembly no longer exist.

PROPOSED

Article IX. The Assembly

~~ARTICLE IX~~

~~The Assembly~~

~~1. There shall be an Assembly responsible for:~~

~~a) Amending the *Guide to Ethical Practice in College Admission*.~~

~~b) Making recommendations to the Board of Directors on Association-related matters including, but not limited to, those related to the Association's budget and membership dues.~~

~~2. Amendment of the *Guide to Ethical Practice in College Admission* shall require a two-thirds (2/3) vote of the Assembly, provided a quorum is present.~~

~~3. These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors, provided that any such amendments are made in response to a government investigation, order, decree, or other action; pending or threatened litigation; or any other circumstance that presents an imminent threat to the continued viability of the Association, in the reasonable opinion of the Board of Directors. The Board shall notify members of any Bylaw amendments made by the Board within thirty (30) days after Board adoption of such amendments.~~

~~4. The Assembly shall consist of the following:~~



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- ~~a) Delegates elected by NACAC voting members in good standing from each Affiliate subject to the following:
 - ~~1) At least one of the delegates from each Affiliate must be a person serving in the Affiliate's Presidential cycle as President, President-Elect, or Immediate Past President.~~
 - ~~2) Any other person serving in the Affiliate's Presidential cycle as President, President-Elect, or Immediate Past President may serve as an Assembly delegate.~~
 - ~~3) An Assembly delegate who is serving in the Affiliate's Presidential cycle may be elected by the voting members of the Affiliate to serve as an Assembly delegate while serving in the Affiliate's Presidential cycle.~~
 - ~~4) An Assembly delegate who is not serving in the Affiliate's Presidential cycle must be elected by NACAC voting members from the Affiliate to serve as an Assembly delegate for a three-year term.~~~~
- ~~b) The NACAC Board of Directors.~~
- ~~5. Each delegate and alternate delegate shall be a NACAC voting member in good standing in the represented Affiliate by July 15 immediately preceding the next annual meeting of the Assembly. In order to remain a delegate of the Assembly, an incumbent must continue to be a NACAC voting member in good standing in the Affiliate represented through their term of service. However, an incumbent shall have one hundred eighty (180) days following a change in employment to become a NACAC voting member within that Affiliate without forfeiting the incumbent's delegate status.~~
- ~~6. Only one person employed by any member organization or institution shall serve as a delegate from a specific Affiliate in the same Assembly. However, no more than two members from any one institution or organization shall serve as a delegate in any Assembly, even if they represent different Affiliates.~~
- ~~7. The total number of delegates and the number of delegates representing each Affiliate in the Assembly shall be determined as follows:
 - ~~a) Each Affiliate shall have two (2) fixed delegate positions.~~
 - ~~b) The total number of additional delegates shall be the difference between two hundred (200) and the total number of fixed delegates for all Affiliates.~~
 - ~~c) Additional delegates shall be allocated to each Affiliate based on the proportion of NACAC voting members in the Affiliate determined by dividing the average number of NACAC~~~~



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~~voting members in the Affiliate as they stand on December 31 of each year, for the three preceding years, by the average number of NACAC voting members as they stand on December 31 of each year, for the three preceding years, rounded to four decimal places and multiplying the result by the total number of additional delegates determined in IX.6.b) and rounding the product to the nearest whole number.~~

~~d) Notwithstanding the foregoing, each Affiliate shall have a minimum of three (3) delegates.~~

~~e) The total number of delegates may vary each time the official count is prepared in accordance with Article IX.7.~~

~~8. Every three years, the Chief Executive Officer shall:~~

~~a) Prepare an official count of voting NACAC members from the preceding three years in each Affiliate to determine the number of delegates to which each Affiliate is entitled.~~

~~b) Provide written notice to each Affiliate of its authorized number of delegates as soon as feasible after the official count.~~

~~9. A chief delegate shall be elected or appointed by the Affiliate from among the delegates representing each Affiliate's delegation.~~

~~10. Affiliates shall elect or appoint sufficient numbers of alternate delegates to fill delegate vacancies.~~

~~11. A Board Director shall not be considered to be a delegate to the Assembly representing an Affiliate.~~

~~12. The Chair of the Board, with the approval of the Board of Directors, shall call the annual meeting of the Assembly. The annual meeting of the Assembly shall be held at the Association's national conference.~~

~~13. The Chair of the Board shall call the Assembly into a special Assembly meeting with the approval of the Board of Directors by an affirmative vote equal to two thirds (2/3) of the entire Board of Directors or with the approval of the Assembly by an affirmative vote equal to two thirds (2/3) of the entire Assembly. The Board of Directors may determine that a special meeting shall be conducted using a special proxy ballot. In such case, the NACAC office shall prepare and distribute, by mail, electronic transmission, facsimile, or other reasonably acceptable method, proxy ballots to all persons entitled to vote in the Assembly. Proxy ballots shall be distributed not less than thirty (30) and not more than sixty (60) days prior to the date of final vote count.~~

~~14. Notice of every annual and special Assembly meeting shall be given to each person entitled to vote at such meeting not less than thirty (30) days but not more than sixty (60) days before the meeting.~~



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~~15. By an affirmative vote equal to a majority vote of the entire Board of Directors, the Board may postpone or cancel the annual meeting of the Assembly if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting. Under such circumstance, the Board of Directors may direct the Chief Executive Officer to send out special proxy ballots as set forth in the Bylaws. The quorum and voting requirements for special proxy ballots for the Assembly shall apply to Assembly proxy balloting described in this section.~~

~~16. A majority of those entitled to vote in the Assembly shall constitute a quorum.~~

If approved, changes to Article IX will be effective immediately.

ARTICLE X. Board of Directors, Section 1c

Motion

A motion was made by Board Chair Ffiona Rees and seconded by Chair of the Ad Hoc Committee on Reimagining the NACAC-Affiliate Partnership, Mark Steinlage, Jr. to amend Article X, Section 1c with the proposed language.

RATIONALE

With the elimination of the Assembly, we want to continue to be transparent with members regarding NACAC's finances and potential changes to annual membership dues.

PROPOSED

Article X. Board of Directors, Section 1c

1. The Board of Directors of NACAC shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
 - c) Determine the annual budget, ~~and~~ establish annual membership dues ~~and provide an annual financial report to the membership.~~

AMENDED, if Approved

Article X. Board of Directors, Section 1c

1. The Board of Directors of NACAC shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
 - c) Determine the annual budget, establish annual membership dues and provide an annual financial report to the membership.

If approved, changes to Article X, Section 1c will be effective immediately.



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ARTICLE X. Board of Directors, Section 1f

MOTION

A motion was made by Board Chair Ffiona Rees and seconded by Chair of the Ad Hoc Committee on Reimagining the NACAC-Affiliate Partnership, Mark Steinlage, Jr. to rescind Article X, Section 1f.

RATIONALE

Related to the previous motion regarding amending Article X, Section 1c, with the elimination of the Assembly, board responsibilities relating to the Assembly should be removed from the bylaws.

PROPOSED

Article X. Board of Directors, Section 1f

1. The Board of Directors of NACAC shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:

~~f) Provide a proposed annual budget and anticipated changes to membership dues to the Assembly prior to Board adoption.~~

If approved, changes to Article X, Section 1f will be effective immediately.