

## BYLAWS – NPC FRIENDS AND FAMILY

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

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 NPC Friends and Family shall be voluntary and consist of any interested members of the community at large, NPC students, staff, faculty, administration and Navajo County Community College District Governing Board.

#### ARTICLE III - MEETINGS

Section 1: Regular Meetings. The date of the regular meetings shall be set by the Board of Directors, who shall also set the time and place.

Section 2: Annual Meeting: The date of the annual meeting 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 NPC Friends and Family 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 is responsible, for overall policy and direction of the NPC Friends and Family group. The Board delegates responsibility for day-to-day operations of NPC Friends and Family to the President of Northland Pioneer College, who assigns such duties as necessary to the Executive Director of NPC Friends and Family, 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 NPC Friends and Family Board. The Board receives no compensation, monetary or otherwise.

Section 2: Meetings. The Board shall meet at least four 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 3: Voting: All Board members must cast a vote of "aye" or "nay". Board members may recuse themselves from a vote due to a conflict of interest.

Section 4: Election of Officers. Election of new Board members or election of current Board members to a second term will occur as the first item of business at the annual meeting of NPC Friends and Family. Members of the Board of Directors will be elected by a majority vote of the current Board members who are present at the meeting.

Section 5: Terms. 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 6: Quorum. A quorum consists of all Board members present at the meeting.

Section 7. 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 NPC Friends and Family. No two Officers shall represent the same community. 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, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

The Vice-President will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for assisting the Executive Director in keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that all records pertaining to actions of the Board are maintained.

The Executive Director shall make a financial report at each Board meeting. The financial report shall be prepared 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 8: Vacancies. When a vacancy on the Board of Directors exists, nominations for new Board members may be received from present NPC Friends and Family Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to NPC Friends and Family Board members with the regular meeting announcement, to be voted upon at the next Board regular meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. 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 10: Special Meetings. Special meetings of the Board of Directors shall 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.