



BY-LAWS OF THE NATIONAL TRIBAL CHILD SUPPORT ASSOCIATION

Voted and approved by the NTCSA General Membership in attendance at the 16th Annual NTCSA Training Conference & Membership Meeting (Tulalip, WA), June 30, 2016

ARTICLE I: NAME OF ORGANIZATION

Section 1: The name of this organization shall be the National Tribal Child Support Association (NTCSA).

ARTICLE II: PURPOSES

Section 1: Definitions:

- A. “Annual Conference” shall mean the national NTCSA Annual Conference & General Membership Meeting, the nomenclature for Conference Materials, Announcements, et. al. sponsored each year by NTCSA.
- B. “Good Standing” shall mean any tribal member/employee, tribal program and/or tribe; and/or State, Federal, Corporate and Private Employees/Agency/Organization, whose membership is paid in full and current.
- C. “General Membership Meeting” shall mean the annual business meeting of the Association’s membership held in conjunction with the Annual Conference.
- D. “Board Meeting” shall mean any meeting of the Board of Directors.
- E. “Board” is the body of elected NTCSA officers and members who actively oversee the operations and activities of the association.
- F. “Board Members” are elected by the General Membership and/or through the replacement of a member as defined by these By-Laws, and who are in good standing and current in their membership dues.
- G. “Current” shall mean the individual member has paid in full their annual membership fees on time and in accordance with the fee schedule.

H. “Logo” is the brand adopted by the Board as the NTCSA corporate identification symbol. The logo may only be used upon the approval of the Board of Directors.

Section 2: This Corporation is organized exclusively to:

- 2.2.1 Establish, operate and maintain, without profit to the corporation, or its members, a national Tribal association to advance and improve efforts of Tribal, state, federal, local and foreign governments, private sector organizations and their employees in the field of tribal child support and family services.
- 2.2.2 Support effective implementation of Title IV-D of the Social Security Act, tribal codes as amended, all federal and tribal codes as applicable to the enforcement of child support orders, establishment of paternity, establishment and modification of support orders and location of absent parents; other family support laws, treaties, conventions and other international acts.
- 2.2.3 Further and improve working relationships among the various tribes and state, tribal and state agencies, private sector organizations, public offices, attorney, legislators and judicial officers who work in the field of family support and to afford participants an opportunity to discuss problems and propose solutions of common interest.
- 2.2.4 Offer supportive resources to Tribes considering application for an IV-D Program.
- 2.2.5 Promote the development of child support programs by Tribal entities and/or governments by assisting with the supporting and assisting in the development of Tribal infrastructure to support Tribal child support programs.
- 2.2.6 Promote the development of Tribal child support agencies for the purpose of bringing together within a Tribe, all of the tribal, state, federal and private agencies and individuals that participate in the field of family support and services.
- 2.2.7 To exchange information, publish, and disseminate professional child support materials affecting or relating to the field of Tribal child support.
- 2.2.8 Encourage the promotion, procedures and programs that provide specialized services relative to Tribal Child Support Enforcement Services.

- 2.2.9 Solicit and accept funding, grants and contributions from public and private agencies, foundations and others to support NTCSA's purpose and objectives.
- 2.2.10 Exercise all powers conferred upon non-profit corporations by the laws of the State of Oklahoma, including the power to acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility for Membership:

- 3.1.1 An individual (Tribal Member/Employee) or Tribal Program is eligible for membership upon completion of the following:
 - a. A complete Membership Application with the Membership Dues paid in full; and/or
 - b. Attendance at the Annual Conference.

Section 2: Membership Classes:

- 3.2.1 Membership shall be of four classes, namely:
 - (1) Individual Membership for Tribal Member or Tribal Employee,
 - (2) Individual Non-Voting Membership,
 - (3) Tribe or Tribal Program Membership; and
 - (4) Associate Non-Voting Membership.
- 3.2.2 Individual Membership for Tribal Member or Tribal Employee shall be available to any person enrolled in a federally recognized Tribe or a non-enrolled person who is employed by a Tribe and who is actively engaged in the field of Tribal child support. Any member who has been so engaged and is retiring from the field of Tribal child support and is a member of good standing may continue as an individual member and shall be entitled to participate in the voting process.
- 3.2.3 Individual Non-Voting Membership is available to any person interested in Tribal child support enforcement issues. Since this membership is exclusive to non-Tribal members or employees, it is a non-voting membership.

- 3.2.4 Tribe or Tribal Program Membership shall be available to any Tribe or Tribal program involved within the scope of the purposes of this association, namely improving the lives of Tribal children and families. This membership is limited to Tribes without a current IV-D Tribal Child Support Program. This is a non-voting membership.
- 3.2.5 Associate Non-Voting Membership shall be available to any state, federal, corporate or private sector agency engaged in providing services and or products to members of NTCSA and having a common interest in enhancing the field of Tribal child support enforcement. Up to 10 employees, employed by the organization, shall be designated as participants under this membership. This is a non-voting membership. Policies involving the participation, of Associate Members shall be determined by the Board.

Section 3: Annual Dues:

- 3.3.1 The amount required for annual dues shall be established each year by a majority vote of the members of the Board. Continued membership is contingent upon being up-to-date on membership dues.
- 3.3.2 Annual Membership dues shall be determined by the Board. The Board is authorized to adopt changes in the fee schedule at its regular meetings, with any changes becoming effective the following September 1st.
- 3.3.3 Annual dues shall be due and payable on or before September 1. Any member who has failed to pay current dues by October 1 shall be dropped from the membership roster. Such member may be reinstated upon payment of dues. Payment of dues prior to March 31st shall be treated as dues for the prior calendar year. Payments after April 1st will be treated as payment for the upcoming year.
- 3.3.4 The annual period of membership for Individual Membership, Tribal Member or Tribal Employee, Individual Non-Voting Memberships and Tribe or Tribal Program Membership shall be September 1st through August 31st of each year.
- 3.3.5 The annual period of membership for Associate Non-Voting Membership shall be for a period of twelve (12 months) after payment in full, of annual dues.

Section 4: Rights of the General Membership include:

- 3.4.1 Election of NTCSA Board.

- 3.4.2 Promote and support NTCSA nationwide and within their own community.
- 3.4.3 Members may attend and participate in any discussion or debate at any general membership meeting. Additionally, any member with voting privileges as set forth in Article IV, Section 2 may vote on at the meeting.

Section 5: Voting Privileges of General Members:

- 3.5.1 Each Individual Member for Tribal Member or Tribal Employee registered at the Annual Conference shall be entitled to one vote.
- 3.5.2 Each Tribe or Tribal Program Membership, represented by a registered designated delegate shall be entitled to vote the number of votes accorded to each agency established pursuant to the classification schedule(s) adopted by the Board.
- 3.5.3 Individual Non-Voting Membership and Associate Non-Voting Membership shall not have voting privileges.
- 3.5.4 Voting privileges of General Members shall be revoked upon expiration of membership and/or failure to remain in good standing.

Section 6: Resignation and Termination of Members:

- 3.6.1 Any member may resign by filing a written resignation with the NTCSA Secretary. Members who resign shall in no circumstances be entitled to a reimbursement of membership fees, nor shall they be relieved of any charges previously accrued.
- 3.6.2 A member may have their membership terminated by a majority vote of the full NTCSA membership; provided however, the Board shall have authority to suspend the membership of any member for cause and same shall be voted upon at the next Annual General Membership Meeting. An individual or organization, whose membership is suspended, shall under no circumstances be entitled to a refund of membership dues, nor shall they be relieved of any charges previously accrued.

Section 7: Compensation

- 3.7.1 No member of the association, other than the Executive Director and employees, shall receive compensation for services rendered as a member or an officer, except that any officer may be reimbursed for actual expenses incurred by the officer in the performance of his or her official duties on behalf of the NTCSA upon approval of such expenses by

majority vote of the Board; provided, however, that the requesting board member shall not approve his or her own expenses.

ARTICLE IV: GENERAL MEMBERSHIP MEETING

Section 1: Schedule of General Membership Meeting:

4.1.1 The General Membership Meeting shall be held at the same date and location as the Annual Conference.

Section 2: Annual Meetings:

4.2.1 Members shall elect board members and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

4.2.2 Notice of each meeting shall be published to the general membership via electronic mail and posting the agenda on the NTCSA website no less than 20 days prior to the meeting.

Section 3: Quorum:

4.3.1 A quorum for a meeting of the General membership shall consist of at least ten percent (10%) of the active voting membership.

Section 4: Voting:

4.4.1 All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 5: Approval/Amendment of By-Laws:

4.5.1 If there are any amendments to the By-Laws to be considered at the General Membership Meeting, notice of the proposed amendments shall be transmitted or mailed to each member of NTCSA no later than 30 days prior to the Annual Conference. Notice may be accomplished by communicating the availability of the proposed amendment on the NTCSA website.

Section 6: NTCSA Business:

4.6.1 The business of NTCSA and discussions of any relevance to Tribal child support or affecting Tribal child support, and/or other NTCSA

and/or Tribal Child Support business shall be conducted at the General Membership Meeting, with the exception of those issues affecting the regular and routine operation of the association.

Section 7: Election of Officers:

4.7.1 Members shall cast their vote for the election of officers and board members at the Annual General Membership meeting. The procedure for the election shall be determined by the Board of Directors.

Section 8: Removal of a Board Member

4.8.1 The Board shall have the authority, for just cause shown, to remove any member by two-thirds vote of the Board.

4.8.2 Grounds for removal of Board Member shall be for “just cause, as defined herein:

- A. Absence from two (2) regular meetings consecutively within a 1 year period without prior notification to the President or Secretary of NTCSA or;
- B. Conviction of a crime involving moral turpitude or;
- C. Engaging in an activity or communication that is contrary to the purposes and policies of NTCSA or;
- D. No longer meeting the membership criteria or;
- E. Substantial evidence.

Section 9: Procedure for conducting General Membership Meetings

4.9.1 Parliamentary authority for General Membership Meeting shall be Robert’s Rules of Order, Revised, latest edition, insofar as such rules of order will not conflict with these By-Laws or special rules or procedures adopted by NTCSA.

ARTICLE V: ANNUAL CONFERENCE

Section 1: Scheduling of the Annual Conference

5.1.1 The Board shall call an Annual Conference at such time and place to be determined at a minimum of one year in advance. The time and location of the Annual Conference shall be determined by the Board. NTCSA shall sponsor the Annual Conference and invite proposals from Tribes to host the Annual Conference.

Section 2: Registration Fee

5.2.1 The Board shall establish the registration fee for the Annual conference. The conference registration fee shall include the annual membership fee of any member not having previously paid their membership fee.

Section 3: Notice of the Annual Conference

5.3.1 At least 90 days prior to each Annual Conference, notices shall be made of the date and location thereof to all members, those registered at the last conference, and any other interested persons or agencies. Not less than 45 days prior to the Annual Conference, final notices of location, date(s), amount of registration fee, tentative agenda and other pertinent information shall be sent to all members, those registered at the previous conference and to those responding to the first notice. Notice regarding the annual conference shall also be made available on the NTCSA website at the earliest available date.

Section 4: Annual Conference Summary

5.4.1 The Board shall meet within 90 days after the Annual Conference to review and discuss all income and expenditures as well as other conference related information.

ARTICLE VI: GOVERNING BODY

Section 1: NTCSA's Governing Body Shall be a Board of Directors.

6.1.1 The Board, serving at the will of the General Membership, shall consist of a minimum of four (4) members but no more than fifteen (15) members. The Board shall be widely representative of the membership as a whole.

6.1.2 Officers of the Board shall include the following positions and duties:

- A. President. The President shall conduct all meetings and have signatory authority on behalf of the NTCSA. The President shall have all other duties as assigned by the Board or these By-laws.
- B. Vice-President. The Vice-President shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these By-laws.
- C. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minutes of the annual General Membership meeting, and shall have such other powers and duties as may be prescribed by the Board or these By-laws.
- D. Treasurer: The Treasurer shall be responsible for the keeping and maintaining of adequate and correct accounts of the association's business transactions, shall render reports and accountings as required and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-laws.

6.1.3 Members of the Board. Those individuals elected to serve on the Board, not in an officer's position shall serve as members. Members of the Board shall have voting privileges in executive matters, shall serve on committees and shall have all other duties as assigned by the Board as a body or these By-laws.

6.1.4 All members of the Board shall maintain, as a condition of holding office, an active Individual Membership in the Association during their term of office and must be in good standing with NTCSA.

6.1.5 Advisory Members of the Board

In addition to officers and members, there shall also be advisory members on the Board. Advisory Board Members shall be past NTCSA Board Presidents and shall be appointed and confirmed by the Board. Advisory Board Members shall have voting privileges in executive matters, shall serve on committees and shall have all other duties as assigned by the Board as a body or these By-laws.

6.1.6 All Advisory Board Members shall maintain, as a condition of holding office, an active Individual Membership in the Association and must be in good standing with NTCSA. Failure to remain in good standing, including the payment of annual dues, shall result in the immediate dismissal of the

Advisory Board member's position and he/she shall not be eligible for reinstatement for a period of two years. Provisions in these By-laws relating to Members of the Board, shall apply to Advisory Members, except provisions relating to election to the Board.

- 6.1.7 Advisory Members are appointed for a life-time term, however; there shall be no more than five (5) Advisory Members serving at any given time. The number of Advisory Board Members is in addition to the number of Board Members as provided in Section 6.1.1 above. At no time shall there be a greater number of Advisory Members than Board Members.

Section 2: Election to the Board (and Officers)

- 6.2.1 NTCSA will provide notice to all active members of upcoming elections and vacancies on the Board at least sixty (60) days prior to the Annual Meeting.
- 6.2.2 Applications and/or nominations to the Board must be submitted, in writing on the official NTCSA nomination form, to the Secretary at least thirty (30) days prior to the Annual Meeting.
- 6.2.3 Candidates running for Executive Board are encouraged to be present at the Board meeting held in conjunction with the NTCSA Annual Conference.
- 6.2.5 The Board shall be responsible for the counting and tallying of votes during the election process year.
- 6.2.6 Any current Board Member up for re-election or persons nominated for Board or Office shall not assist with the tallying of votes received during the election process.

Section 3: Service Time

- 6.3.1 All Board members shall serve a two (2) year term beginning September 1st immediately following the Annual Meeting of which they were voted in to service.
- 6.3.2 Members of the Board shall discharge their duties as an officer or committee member during his/her Service Time:
- A. In good faith and with care.
 - B. In a manner the Officer reasonably believes to be in the best interest of NTCSA.

- C. In a manner consistent with these By-laws and the policies and procedures adopted by the Board of Directors.

Section 4: Conflict of Interest

- 6.4.1 No Officer or Board Member may participate in or cast a vote on any transaction in which s/he has a conflict of interest, i.e., a transaction of NTCSA in which a member of NTCSA has a direct or indirect pecuniary interest. Officers and Board Members have an obligation to report any actual or potential conflict of interest to the President, Vice-President or other designated officer at the earliest possible opportunity, either in writing, or orally during a board meeting.
- 6.4.2 A transaction in which an Officer or Board Member has a conflict of interest may be approved in advance by the vote of the Officers or Board Members or a committee of the Board if:
 - A. The material facts of the transaction and the Officer or Board Member's interest is disclosed or known to the Officers and the Board or Committee and
 - B. The Officers and/or Board Members approving the transaction in good faith reasonably believe that the transaction is fair to NTCSA; and
 - C. the person with the conflict of interest does not cast a vote concerning the transaction.
- 6.4.3 The Officer or Board Member with the conflict of interest shall have an on-going obligation to disclose any additional facts or information concerning the issue to the general Board. The Board shall have the responsibility to determine whether the conflict should result in the removal of the Officer or Board Member with the conflict from further involvement in the transaction.
- 6.4.4 In the event that the Board votes upon a transaction in which one of the persons has a conflict of interest that was neither disclosed or known to the others, upon motion of any member of the Board, the Board members shall vote to determine whether to authorize, approve, or ratify the transaction. The person with the conflict of interest shall not be allowed to vote on this issue. A majority of the vote of the remaining Board members shall be required to authorize, approve, or ratify the transaction.

ARTICLE VII: OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Officers to the Board

- 7.1.1 Officers of the Board shall be authorized to conduct the corporate business of NTCSA and shall at all time work in conjunction with the members of the Board, to include, but not be limited to:
- A. Making rules and enforcing policy of the NTCSA;
 - B. Ensuring accountability of all funds received and disbursed;
 - C. Planning and coordinating all matters relating to board meetings and the Annual Conference; and
 - D. Establishing and pursuing policy initiatives on behalf of the NTCSA in regard to Tribal Child Support.

7.1.2 No person shall hold more than one elective office at a time.

Section 2: Election for Officers of the Board (New and/or Vacated)

- 7.2.1 Officers and members of the Board shall be nominated and voted into office by the general membership.
- 7.2.2 All association members wishing to cast a vote must be in good standing during the year for which they seek to vote.
- 7.2.3 Any officer vacancy occurring during the term of office for that position shall be filled by Presidential appointment, subject to confirmation by a majority of the members of the Board.

Section 3: Election of President & Secretary

- 7.3.1 The President and Secretary of the Board shall be elected at the Annual General Membership Meeting in even numbered years. The term shall not exceed two (2), two-year terms consecutively.

Section 4: Election of Vice-President & Treasurer

- 7.4.1 The Vice-President and the Treasurer of the Board shall be elected at the Annual General Membership Meeting in odd-numbered years. The term shall not exceed two (2) two-year terms consecutively.

Section 5: Continued Service

- 7.5.1 Officers of the Board, upon relinquishing his/her position to new Officers, will continue to serve as a member on the Board for one (1)

two year term to assure continuity, provided they remain in good-standing during this time period.

ARTICLE VIII: QUALIFICATIONS AND LIABILITY OF THE BOARD OF DIRECTORS

Section 1: Qualification of Officers

- 8.1.1 All officers and members of the Board shall maintain an individual membership at all times during their service.
- 8.1.2 All officers and members of the Board may be subject to a background check upon the request of the Board.
- 8.1.3 All officers of the Board must be bondable and the Treasurer shall be bonded for the duration of their term and documentation of same shall be in file with the Secretary.

Section 2: Liability of Officers

- 8.2.1 Officers and members of the Board of NTCSA shall not be personally liable to NTCSA, other Officers, Board, Committee or General Members for monetary damages except those liabilities arising due to:
 - A. Any breach of the Member's duty toward confidentiality relating to proprietary interests of NTCSA;
 - B. A transaction from which the Board Member derived an improper pecuniary or personal benefit;
 - C. Acts of omission not in good faith or that involve intentional misconduct;
 - D. An act or omission that is grossly negligent;
- 8.2.2 Any claim for monetary damages based upon on alleged breach filed by any person/entity other than the NTCSA, other Officers, Board, Committee or General members, shall not be brought or maintained against the individual but rather against NTCSA, which shall be liable for any actual and proved breach of duty by a Board Member acting within their capacity as a member.

Section 3: Prohibition Against Loan or Guarantees:

- 8.3.1 NTCSA shall not lend money to, or guarantee the obligation of any loans for any entity, other than NTCSA, or individual.
- 8.3.2 A loan or guarantee made in violation of this section, or any other section of the By-Laws, does not affect the borrower's liability of the loan to NTCSA.

ARTICLE IX: COMMITTEES

Section 1: Committee Members

- 9.1.1 Any NTCSA member in good standing may be eligible to serve on a Committee of NTCSA with the exception of employees of NTCSA.
- 9.1.2. The Board shall establish and appoint members of NTCSA Committees as may be determined necessary. The President of the Board shall serve as an ex officio member of all committees.
- 9.1.3 There shall be 6 standing Committees; namely,
 - (1) Financial Committee
 - (2) Membership Committee
 - (3) Personnel Committee
 - (4) Nominating Committee
 - (5) By-Laws Committee
 - (6) Resolutions Committee.
- 9.1.4 Each committee shall consist of a Chairperson and at least 4 other members whom have been nominated and voted upon by the members of the Board.

Section 2: Duties of the Committees

- 9.2.1 The Financial Committee shall be responsible for investigating and evaluating methods of financing the operation of NTCSA, and shall report to the Board. The Treasurer and Executive Director shall be members of the Financial Committee along with at least three (3) other members. All recommendations of the Finance Committee shall be made to the Board who shall make a final determination regarding the nature and methods of financing to be utilized. Such financing or funding to carry out the purpose of NTCSA shall include, but not be limited to local, state, federal and private sources.

- 9.2.2 The Membership Committee shall promote and develop NTCSA's membership. They will be responsible to provide updated membership lists to the Secretary of the Board including nomination lists of potential new members. This committee will also be responsible to review the membership dues on a yearly basis and make any recommendations for changes to the Board.
- 9.2.3 The Personnel Committee shall be responsible for reviewing applications of potential employees to NTCSA, completing reference checks, conducting background checks, conducting interviews and providing the Board with their recommendation. The President and the Executive Director shall serve as members of the Personnel Committee along with at least 3 other members.
- 9.2.4 The Nominating Committee shall, at each Annual Conference, present nominees for the various offices. Nominations must be with the consent of the nominee and submitted in writing to the Nominating Committee by the Secretary. Self-nominations are also encouraged. The Nomination Committee shall be responsible for ensuring eligibility, in accordance with these bylaws, of nominees to serve in the capacity for which they are being nominated.
- 9.1.5 The By-Laws Committee shall be responsible for the Annual Review of the By-laws of the NTCSA for the purpose of ensuring alignment with the current needs and policies of the Association. The Committee shall make recommendations for modification when necessary. The Committee shall also receive recommendations for amendment by the General Membership and present their Annual Review during the Annual General Membership Meeting.
- 9.1.6 The Resolutions Committee shall be responsible for reviewing and considering all resolutions relating to the substance of the Tribal child support enforcement program and relating, and/or in the best interest of NTCSA. Any member of NTCSA may propose a resolution for consideration by the Policy and Procedure Committee and the Board. Resolutions will be recommended to the Board for final review and adoption if appropriate. All resolutions adopted by the Board shall be presented to the general membership of NTCSA at the Annual General Membership Meeting.

Section 3: Special Committees

- 9.2.1 Special Committees may be necessary from time to time and same may be established by the Board. Special Committees shall automatically terminate at the conclusion of the project they were appointed to.

ARTICLE X: EXECUTIVE DIRECTOR

Section 1: Employment of an Executive Director

10.1.1 The Board, in its discretion, may employ an Executive Director for the purpose of overseeing the day-to-day operations of the NTCSA.

10.1.2 The Executive Director shall be hired upon recommendation of the President and majority approval of the Board. The Executive Director shall serve under the Board with direct oversight from the President. Salaries, compensation and benefits of the Executive Director and other employees of NTCSA shall be fixed by the Board upon the recommendation of the Personnel Committee.

Section 2: Duties of the Executive Director

10.2.1 The Executive Director shall act as the Chief Administrative Officer on the Board, and shall perform such duties as shall be determined by the Board, including planning, preparation and management of a corporate office and directly supervising in the planning, preparation and management of the Annual Conference of NTCSA.

10.2.2 The Executive Director shall be responsible for managing day-to-day business of NTCSA and shall report directly to the President. The Executive Director, at the expense of NTCSA, shall be bonded in such amount as determined by the Board.

10.2.3 The Executive Director shall be responsible for hiring and supervising all employees of NTCSA with the approval of the President and the Personnel Committee. Subject to the approval of the Board, and within budgetary limits, the Executive Director shall rent office space and make necessary purchases to carry on the activities of NTCSA.

10.2.4 The Executive Director shall regularly inform the President and Board regarding operations of NTCSA.

ARTICLE XI: CORPORATE OFFICE AND LOGO

Section 1: Corporate Office

11.1.1 The location of the corporate office of NTCSA shall be established by the Board and shall not be necessarily subject to change deriving from the location of the Board.

Section 2: NTCSA Logo

11.2.1 The Board shall adopt a logo as their corporate identification symbol (brand) and same shall be used as the exclusive brand on behalf of the association.

ARTICLE XII: BY-LAW AMENDMENTS

Section 1: Amendments to these By-laws

12.1.1 The By-laws Committee shall conduct an annual review of these By-laws to determine consistency with the Association goals and policies. The Committee may recommend amendment or modification of these By-laws at any time, provided however, that notice of proposed changes must be published to all NTCSA members in good standing at least thirty (30) days prior to the Annual Meeting.

12.1.2 Amendments or modifications may be requested by any member in good standing and such request shall be made to the Secretary of the Board.

12.1.3 The NTCSA Board shall review and approve submission of any amendments or modifications to the By-laws prior to submission to the general membership for a vote.

Section 2: Voting to Amend/Modify the By-Laws

12.2.1 All members who are present at the Annual Meeting who have voting privileges shall be provided the opportunity to vote on proposed amendments. A majority of the vote of those present at the Annual Meeting shall be required for adopting changes to the By Laws.

12.2.2 Any and all amendments that are affirmatively voted on will be adopted by the Board. However, the Officers retain the exclusive authority to veto any amendments that are deemed not in the best interest of NTCSA by a consensus vote of the Officers.

Section 3: Emergency Vote of General Membership for Amendment to By-Laws

12.3.1 NTCSA Officers may call forth an election of the General Membership for the purpose of adopting amendments at a time other than at the Annual Meeting if the Board determine there exists an emergency, provided that the general membership shall be given not less than 10 days to communicate their vote in writing to the Secretary of the Board.

ARTICLE XIII: AFFILIATION AND DISSOLUTION

Section 1: Other Associations

13.1.1 Other Associations may affiliate with the approval of the majority of the membership of the Board.

Section 2: Dissolution

13.2.1 Upon the dissolution of the Association, the Board, after paying or making provision for payment of all the liabilities of the Association, shall dispose of all of the assets in such a manner, or to such organization or organizations structured and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.