

**BYLAWS**  
**of the**  
**National Field Hockey Coaches Association**  
*Adopted January 2021*

**Article I. Name**

This organization shall have the name NATIONAL FIELD HOCKEY COACHES ASSOCIATION, and may also be known as the NFHCA.

**Article II. Purposes**

1. To serve as a unified professional organization that gives its members both a voice and access to resources in the sport of field hockey
2. To empower, support, and include coaches across all levels and regions of the country, including club, scholastic, and collegiate programs
3. To promote diversity and to support coaches of color in our sport and our organization
4. To provide a platform for coaches to interact, mentor, and learn from one another
5. To provide educational and professional development opportunities
6. To recognize and celebrate coaches, teams, athletes, members, administrators, and pioneers within the sport of field hockey and those who have served our sport
7. To encourage the growth of the sport of field hockey at all levels, specifically club, scholastic, and collegiate programs
8. To serve as an advocate for our membership with other field hockey organizations, including USA Field Hockey, NCAA, and high school governing bodies

**Article III. Members**

**Section I. Classes and Privileges**

The NFHCA shall have members in three classes. Membership, unless otherwise stated in these Bylaws, shall be annual.

**1. Active Members**

- a. Definition: Coaches who are actively engaged in coaching field hockey.
- b. Groups: each active member shall declare a primary affiliation with one of the following and register in any and all applicable group(s):
  - 1) College or University: collectively and specifically as a head, associate or assistant coach in NCAA Divisions I, II, III, NAIA or NJCAA
  - 2) Scholastic: includes elementary and secondary school coaches, varsity and junior varsity levels
  - 3) Club
- c. Privileges: Active members are entitled to:

- 1) To attend all general NFHCA meetings and respective group meetings
- 2) To make motions and to vote once on issues for which the entire NFHCA votes. Voting may be conducted either as individual members or as institutions, depending on the issue
- 3) To make motions and to vote on issues in each group for which a coach is registered
- 4) To be eligible for elected or appointed positions within the NFHCA
- 5) To be eligible individually and for their teams to be eligible for awards and honors given by the NFHCA. Head coaches must be NFHCA members for their teams to be eligible for awards and honors.
- 6) To receive membership benefits, recognition, and responsibilities as defined and designated by the NFHCA Board of Directors

## **2. Affiliate Members**

- a. Definition: any other natural person interested in field hockey and who supports the mission of the NFHCA.
- b. Groups: each affiliate member shall declare a primary affiliation with one of the following:
  - 1) Former coach in the U.S.
  - 2) International coach
  - 3) Athletic administrator
  - 4) Conference administrator
  - 5) Umpire
  - 6) Business representative
  - 7) Friend of the Sport
  - 8) Recreational coach
- c. Privileges:
  - 1) To attend all general NFHCA meetings
  - 2) To address issues of the membership, but not vote
  - 3) To receive membership benefits, recognition, and responsibilities as defined and designated by the NFHCA Board of Directors.

## **3. Honorary Members**

- a. Definition: Those coaches who are no longer actively coaching field hockey and meet at least one of the following criteria:
  - 1) Inducted into the NFHCA Hall of Fame
  - 2) Recipients of the NFHCA Lifetime Achievement Award
  - 3) Those persons who have coached field hockey for 25 years or more (“Emeriti”)
  - 4) Prior designated “Lifetime Members” of the NFHCA
  - 5) Those persons approved by the Board of Directors for outstanding service to the sport of field hockey
- b. Privileges:

- 1) To enjoy a lifetime membership to the NFHCA
- 2) To attend general NFHCA meetings and those meetings designated for Honorary Members
- 3) To address issues of the membership and to vote on motions
- 4) To be eligible for appointment to NFHCA positions and to be elected for the Honorary Representative for the Board of Directors
- 5) To receive membership benefits, recognition, and responsibilities as defined and designated by the NFHCA Board of Directors

## **Section II. Member Responsibilities**

All members in all classes shall bear the following responsibilities:

1. To register and pay dues in a timely manner, as set by the Board of Directors
2. To comply with the NFHCA Bylaws and the standards for ethics
3. To remain a member in good standing at one's institution, organization, and the field hockey community

If these responsibilities are not met, NFHCA membership, including eligibility for benefits, may be changed or terminated. The Board of Directors has the final authority to determine membership status.

## **Section III. Membership Meetings**

1. **Annual Membership Meeting.** A full membership meeting will be held each year at the Annual Convention and will be made accessible to all members in some format. If no in-person convention is held, an annual membership meeting will be held in a format deemed feasible by the Board. Twenty-five percent (25%) of active individual members shall constitute a quorum for conducting of organizational business. Confirmed virtual participation can be counted in a quorum.

If a quorum is not reached, discussion and voting may continue and the results of which may be communicated to the Board of Directors. Reasonable efforts to inform and solicit the position of active members not present shall be made. Ultimate authority to approve a vote taken without a quorum shall be vested in the Board of Directors. A contest of any non-quorum decision must be made to the Board of Directors within seven (7) days of any announcement or communication of said decision.

2. **Group Meeting.** Each membership group may hold a group meeting at the Annual Convention. Group Representatives serving on the Board of Directors shall lead these group meetings, soliciting agenda items from members in their respective groups. Confirmed virtual participation can be counted in a quorum. If a quorum is not reached, see above Section III(1) for the contest process.

- a. Sixty percent (60%) of active members in each NCAA collegiate group shall constitute a quorum for voting on issues for each of these respective groups in any setting. Collegiate group votes may be stipulated and recorded either as individual or institutional votes before the vote is called.
  - b. Twenty-five percent (25%) of active individual members in other groups shall constitute a quorum for voting on issues for each respective group in any setting.
3. **Special Meeting or Group Meeting.** A special meeting or emergency meeting of the membership may be called by the Board of Directors or by the membership with a confirmed written interest of twenty-five percent (25%) of active members. The purpose of any such meeting shall be conducted in compliance with Robert's Rules of Order, Newly Revised and these Bylaws. Business of any such special or emergency meeting must have the best interest of the NFHCA and its mission clearly stated, or such a meeting will not be held. Such a meeting shall be scheduled with a minimum of 48 hours notice and a maximum of fourteen (14 days) from the confirmed request.

## **Article IV. Leadership**

### **Section I. Positions**

The leadership of the NFHCA shall be composed of a Board of Directors, elected by the NFHCA membership. The Board of Directors shall be composed of members of the Executive Committee and Group Representatives. The total representatives on the Board of Directors shall not exceed fourteen (14). The officers shall make up the smaller group within the Board of Directors, called the Executive Committee.

#### **1. The Executive Committee**

Elected by the entire active membership:

- a) President
- b) Vice President, Membership
- c) Vice President, Finances
- d) Vice President, Sport Development
- e) Past President

#### **2. Group Representatives**

Elected by the active membership in that corresponding named division, unless otherwise stated in these Bylaws:

- a) NCAA Division I
- b) NCAA Division II
- c) NCAA Division III
- d) NCAA Associate/Assistant (elected by all NCAA members of the NFHCA)
- e) Scholastic (nominated by the Scholastic Committee and approved by the Board)

- f) Club
- g) Diversity, Equity and Inclusion (nominated by the Diversity Equity and Inclusion Committee and approved by the Board)
- h) Black Coaches Council (nominated by the Black Coaches Council and approved by the Board)
- i) Honorary member

**Section II. Eligibility**

1. To be eligible to hold any position on the Board of Directors, you must be both a natural person, at least 21 years of age, and an active NFHCA member in good standing for a minimum of two (2) years.
2. To serve on the Executive Committee, you must be both a natural person and at least 25 years of age, have been an active NFHCA member in good standing for a minimum of five (5) years, and have served the NFHCA in some capacity such as on the Board, on an NFHCA committee for at least two (2) years, or representing the NFHCA on an NCAA Committee.
3. Only coaches who hold an Associate or Assistant position at an educational institution are eligible to hold the NCAA Associate/Assistant position.
4. To serve as a representative of any NCAA division, you also must be employed by or affiliated with and in good standing at the educational institution in the division for which you were elected, for the entirety of your term.
5. To serve as a representative of any club program, you must have coached for a club program for a minimum of two years and be in good standing with that club.
6. To serve as a representative of any scholastic program, you must have coached for a scholastic program for a minimum of two years at a scholastic institution.

**Section III. Nominations and Elections**

1. A list of positions to be elected shall be sent to the current active membership by January 1 of each year. Any eligible individual who desires to be a candidate or to nominate a candidate must submit a statement of interest or a nomination on or before January 21 of each year.
2. The NFHCA staff and the Nominating Committee will confirm the eligibility of these candidates and formulate a ballot by February 1 of each year. The finalized ballot will be distributed by February 1 of each year before any vote shall be taken. Eligibility includes confirming active membership status in good standing.
3. The Executive Director and the Vice President, Finances shall confirm the active membership of each candidate and a list of eligible voting NFHCA members.
4. A slate of candidates for any of the Executive Committee positions must include at least two candidates from different representative groups.
5. The NFHCA staff and the Nominating Committee shall conduct the election for any and all positions on the Board of Directors in a fair, reasonable, and timely manner.
6. The Executive Committee positions shall be voted on by the entire active membership.
7. Group positions on the Board shall be voted on by active members in that corresponding named division, unless otherwise stated in these Bylaws.

8. The Diversity, Equity and Inclusion position shall be nominated by the Diversity, Equity and Inclusion Committee and approved by the Board of Directors, which will not be unreasonably withheld, with deference given to the Committee's recommendation.
9. The Black Coaches Council position shall be nominated by the Black Coaches Council and approved by the Board of Directors, which will not be unreasonably withheld, with deference given to the Committee's recommendation.
10. Active members who have affiliations with multiple groups may vote in each of their group divisions, but may only vote once in the general Executive Committee election or any vote where each active member votes.
11. Ballots shall be distributed in a form that can be tracked, confirmed, and does not require in-person presence. There shall be a specific, announced deadline for the closing of the ballots, with a minimum of 15 days to vote.
12. The person receiving an affirmative majority, or plurality vote if multiple candidates are running, will be declared the winner of that position.
13. If there is a tie for the affirmative majority or plurality winner, a second vote between the tied candidates shall be conducted.
14. The election results shall be confirmed by the NFHCA Executive Director and Nominating Committee Chair and then reported to the President.
15. The President shall reach out to each winner to notify and confirm his/her acceptance of the position. If a winner declines the position, the person with the next highest votes shall be contacted and offered the position.
16. Any election discrepancies or issues shall be reported immediately to the Board of Directors for discussion and a resolution approved by the Board of Directors.
17. The winners of the election, once confirmed, shall be shared with the Board of Directors and then announced to the membership within 10 days of the election deadline.

**Section IV. Terms**

All members of the Board of Directors shall serve for a three (3) year term, except the Past President shall serve for a one (1) year term. The terms shall begin March 1 and end the last day of February. The term of the Past President begins when the newly elected President assumes the position. There is a two consecutive term limit for each position on the Board of Directors. After a minimum of one year off of the Board, any member may run for that position again. The cycle of rotation of positions shall proceed as follows:

<b>Rotation 1 - 2021</b>	<b>Rotation 2 - 2022</b>	<b>Rotation 3 - 2023</b>
Vice President, Membership	President	Vice President, Sport Development (2 yr)*
NCAA Division I	Vice President, Finances (1 yr)*	NCAA Division III (1 yr)^
NCAA Associate/Assistant	NCAA Division II	Club (2 yr)*
Scholastic	Honorary	Diversity, Equity & Inclusion (2 yr)*
Black Coaches Council		

(#1 or 2 yr) Indicates a shorter initial term upon the approval of these Bylaws in 2021, in order for the three rotational slates to be established.

\*Election in 2021, along with Rotation 1

^Election in 2022, along with Rotation 2

## **Section V. Responsibilities**

### **1. The Board of Directors**

The Board of Directors shall have general supervision over the organization and shall seek to fulfill the mission and purpose of the NFHCA. Meetings shall be conducted following Robert's Rules of Order, Newly Revised.

All Board members are expected to attend all membership and Board meetings, including the Annual Convention. All Board members are expected to be familiar with these Bylaws and to fulfill their duties of care, loyalty, and obedience and their fiduciary obligations to the NFHCA. All Board members must be active members of the NFHCA in good standing.

All Group Representatives on the Board of Directors shall represent their respective divisions and shall facilitate communication between the NFHCA leadership and its members in those divisions.

All Executive Committee officers shall serve with a primary focus of what is best for the entire organization.

A simple majority qualifies as a quorum for the Board of Directors to conduct business. For the Executive Committee, attendance by all voting members is required for a quorum to conduct business. Confirmed virtual participation can be counted in a quorum.

### **2. President**

The President's responsibilities shall include:

- a) Providing a vision and direction for the membership with the goal of strategic advancement of the NFHCA
- b) Presiding over all meetings of the NFHCA, the Board of Directors, and the Executive Committee
- c) Serving as an authorized agent and public representative for the NFHCA
- d) Facilitating communication and collaboration with external entities in the sport, in particular USA Field Hockey, NCAA, NFHS, along with the NFHCA Executive Director
- e) Overseeing the work of all committees through the Board of Director liaisons to fulfill the mission and perform the work of the organization
- f) Working closely with the Executive Director and NFHCA staff to oversee and advance the business of the NFHCA
- g) Performing duties commonly associated with this position

### **3. Vice President, Membership**

Responsibilities shall include:

- a) Working closely with the President to fulfill the mission and advance the business of the NFHCA

- b) Presiding over all meetings of the NFHCA, Board of Directors, and the Executive Committee when the President is unavailable or if the President resigns or is unable to serve in that position
- c) Overseeing the Nominating Committee, serving as its Board liaison
- d) Working closely with the President to fulfill the mission and advance the business of the NFHCA
- e) Overseeing the keeping of the minutes and records of the Association and making them available to the membership, with the assistance of NFHCA staff
- f) Coordinating regular updates from NFHCA committee chairs
- g) Facilitating communication with the membership regarding matters important to the organization, in collaboration with the NFHCA staff

**4. Vice President, Sport Development**

- a) Working closely with the President to fulfill the mission and advance the business of the NFHCA
- b) Serving as a primary point of communication and collaboration with USA Field Hockey
- c) Overseeing the Sport Development Committee, serving as the Board liaison
- d) Promoting programming and initiatives related to Coach & Playing Rules Education
- e) Performing duties delegated by the President

**5. Vice President, Finances**

- a) Working closely with the President to fulfill the mission and advance the business of the NFHCA
- b) Being actively informed of and involved with the finances of the organization, including specifically income and expenses, working closely and regularly with the Executive Director on financial matters for the NFHCA
- c) Preparing and presenting an annual financial report to the membership in collaboration with NFHCA staff
- d) Verifying active members in good standing before elections
- e) Overseeing the Convention Committee, serving as its Board liaison
- f) Performing duties delegated by the President

**6. Past President**

The Past President's responsibilities shall include:

- a) Working closely with the President to fulfill the mission and advance the business of the NFHCA
- b) Serving as a non-voting member of the Executive Committee and Board of Directors for a one-year term
- c) Facilitating a smooth transition of leadership and promoting good will between the Board, the membership, the staff, and the newly elected President
- d) Performing duties delegated by the President



## **Section VI. Leadership Meetings**

1. **Regular Meetings.** The Board of Directors shall meet regularly, the schedule shall be set by the President in consultation with the Executive Director. At a minimum, the Board shall meet quarterly. The Executive Committee shall also meet regularly, the schedule shall be agreed upon by that leadership, in consultation with the Executive Director.
2. **Special Meetings.** A member of the Board of Directors may request a special meeting of the Board with a stated purpose and support for this special meeting from a majority of the Board. At which point, the special meeting of the Board shall be scheduled between 48 hours and 7 days from the request. The Executive Committee may convene a special meeting when a member of that group deems necessary.

## **Section VII. Board of Director Vacancies**

1. **Resignation.** Any member of the Board of Directors may resign at any time by giving written notice to the Executive Director. The resignation need not be accepted to be effective unless required by its terms.
2. **Removal.** Any member of the Board of Directors may be removed by a majority vote of the Board of Directors, when it is deemed that such action is in the best interest of the organization. If necessary, a special meeting shall be convened by the Board of Directors. The Board member facing removal shall have the opportunity to address the Board of Directors and answer questions, but shall not participate in or be present during the removal vote.
3. **Change in Status.** The term of any member of the Board of Directors who is no longer an active NFHCA member and/or no longer qualifies as an eligible member of the group for which he/she was elected shall end upon confirmation of the change in status by the President and Vice President, Membership and notice to that Board member.
4. **Replacement.** Any Board position vacancy shall be filled in accordance with the following protocol:
  - a) If 12 months or less remain in the term of the vacancy, the Nominating Committee shall present a candidate to fill the vacancy for the balance of the term, which the Board of Directors shall vote to approve.
  - b) If more than 12 months remain in the term of the vacancy, an election for that position shall be held during the normal course of Board elections for the balance of the term of that vacant position. Until that election, the Nominating Committee shall present a candidate to fill the vacancy for the balance of the term, which the Board of Directors shall vote to approve. The replacement candidate may be eligible to run for election for that position or another for which he/she is eligible.

## Article V. Committees

### Section 1. Standing Committees

- A. Standing committees shall perform work that fulfills the mission and vision of the NFHCA. The charge of each committee is described below. The process by which they fulfill this charge shall be detailed by the committee in an operating procedure and approved by the Board.
- B. Each standing committee shall report to the membership annually at the Annual Membership Meeting and periodically throughout the year to the Board, in-person, by phone or virtually.
- C. The composition of each standing committee and the term of service shall be detailed in an operating procedure and approved by the Board.
- D. Committee members shall be appointed by the Nominating Committee.
- E. Committee chairs shall be presented by the Vice President, Membership to the Board of Directors for a vote of approval annually. The Executive Committee shall have authority to approve committee chair replacements, presented by the Vice President, Membership, when vacancies arise during a term.
- F. Each elected member of the Board shall serve as a liaison to one of these standing committees.
  1. Nominating: A diverse committee with two members from each membership group and collegiate division: NCAA DI, NCAA DII, NCAA DIII, Scholastic, and Club, as well as a member from both the Diversity, Equity, and Inclusion Committee and the Black Coaches Council (12 members total). Collects applications of members who are interested in serving on NFHCA committees. Solicits nominations for the Board of Directors elections. Fills committee vacancies based on applications with a focus on creating balanced, diverse, and inclusive committee rosters. The Nominating Committee will be filled by the Executive Committee and approved by the Board.
  2. All-American: Includes national and regional committees for Collegiate and Scholastic divisions. Oversees the process by which these selections are made and announced.
  3. Awards: Oversees the selection of NFHCA honors including Coaches of the Year, Victory Club, Honda Broderick, and others awards and recognition approved by the Board.
  4. Hall of Fame: Oversees the selection of this most prestigious coaching honor. Planning the celebration of these honorees shall be done in collaboration with NFHCA staff.
  5. Collegiate Senior Game: Facilitates the selection, coaching, and conducting of this event with the NFHCA staff. This game is held for NCAA DI, NCAA DII, and NCAA DIII senior student-athletes respectively. Each game is traditionally played at the site of each Division's national championship.
  6. Convention: Assists the NFHCA staff with planning, speakers, schedules, execution, post-convention feedback. Logistics remain primarily the responsibility of the NFHCA staff.
  7. Sport Playing Rules: Composed of representatives on the NCAA Committee and at least two high school members. Facilitates communication with FIH, NFHS, and the NFHCA membership regarding playing rules, proposals, and changes..
  8. Sport Development: Promotes retention & growth of the sport at all levels. Specifically:
    - Scholastic level: identifying regions where field hockey is not sponsored, approaching districts and sport organizations to begin sponsorship.

- Collegiate: identifying conferences, addressing reasons why to add, risk assessment of program elimination, addressing obstacles to adding or retaining the sport
  - USA Field Hockey: collaborate with the national governing body on initiatives to “grow the game.” A representative from USA Field Hockey will be included on this Sport Development committee, selected by the Executive Committee.
9. NCAA Legislation: Meet by Division. Each Divisional subcommittee facilitates discussion of NCAA issues, monitors and submits legislative proposals. The DI, DII, and DIII Board Representatives will serve as liaisons for their respective committees.
  10. Diversity, Equity and Inclusion: Enhances education and awareness, creates opportunity, facilitates growth and support for racial and ethnic minority groups, LGBTQ+ coaches, and NFHCA members with disabilities.
  11. Black Coaches Council: Serves and supports the coaches of color in our Association. Will liaise with the Black Field Hockey Network.
  12. Scholastic Committee: Serves this membership group of the NFHCA and facilitates communication across regions and with the NFHCA Board of Directors.
    - Members in each region, as defined by the NFHCA All-American Committee, shall elect regional representatives
    - Regional representatives shall elect the Group Representative for the Board of Directors
  13. Bylaws: Oversees the interpretation and amending of the NFHCA Bylaws.

**Section 2. Special Task Force or Ad Hoc Committees**

- A. Special task force or ad hoc committees may be created, as the need arises, to carry out specific tasks, separate and apart from the work of any Standing Committee. A majority vote of the Executive Committee is needed to form and then disband a special task force or ad hoc committee.
- B. Participation on a special task force or ad hoc committee shall be by appointment by the Nominating Committee. Specific recommendations for committee members can be made by the Executive Committee.
- C. Any special task force or ad hoc committee shall report regularly to the Board throughout its service to the organization.
- D. An elected member of the Board shall serve as a liaison to each special task force or ad hoc committee.

**ARTICLE VI. Staff**

**Section 1. Full-time Staff**

**A. Executive Director**

The NFHCA Board of Directors shall approve the hiring of an Executive Director for the organization. An ad hoc Executive Director Search Committee shall be assembled by the Executive Committee and approved by the Board of Directors to conduct the search and present a summary

of the process and a minimum of three candidates in a priority order. The Board of Directors shall vote to accept the first-choice candidate recommended by the Search Committee. If the first-choice candidate is not approved by a majority vote, the Board of Directors will vote on the second-choice, and if necessary the third-choice. If none of the initial slate of candidates are approved, the Search Committee shall either present an alternative candidate or resume the search process. The terms of employment for the Executive Director shall be memorialized in a written agreement, approved by the Board of Directors and signed by the new Executive Director to indicate acceptance of the offer.

The Executive Director may be an NFHCA member, but may not be eligible for an elected position or an appointed committee position.

At the conclusion of an Executive Director's service, whether it be by resignation, termination, the end of a contractual term, the Executive Committee shall assess the needs of the organization and make a recommendation to the Board of Directors to vote to approve. Specifically, a plan may include the appointment of an interim leader and the timing of a search as described above.

The Executive Director shall be an ex-officio member of the Board of Directors and the Executive Committee. The Executive Director's responsibilities shall include, but not be limited to:

1. Providing executive leadership to the NFHCA
2. Oversight and management of the finances of the organization, including sponsorships, tax filings, and events, working with the Vice President, Finances
3. Leading NFHCA business operations
4. Implementing strategic planning in collaboration with the President
5. Managing any additional NFHCA staff
6. Acting as an authorized agent for the NFHCA
7. Serving as a primary point of communication with the membership and the Board of Directors

The Executive Committee shall conduct an annual performance review of the Executive Director.

## **Section 2. Additional Staff**

The Executive Director may propose additional NFHCA staff positions in a part-time or full-time capacity, as well as candidate recommendations to the Board of Directors, who will have approval authority of any hirings and/or terminations. The objective of any such position shall be to fulfill the mission and vision of the NFHCA and to support the work of the Executive Director.

Staff may be an NFHCA member, but may not be eligible for an elected position or an appointed committee position.

The Executive Director shall conduct an annual performance review of any staff and report to the Executive Committee.

### **Section 3. Consultants, Advisors, Professionals**

When it is deemed necessary and beneficial, the Board of Directors may invite or approve the retaining of other consultants, advisors or professionals to assist the NFHCA Executive Director and/or Board of Directors in the fulfillment of the mission and vision of the NFHCA. The Executive Director may make recommendations of consultants, advisors, and/or professionals to the Board.

### **Article VII. Indemnification and Bonding**

Any person who is a member of the Board of Directors, the Executive Committee, or an agent, employee, or consultant of the NFHCA shall be indemnified by the organization against liabilities and reasonable litigation expenses, including attorneys' fees, incurred in connection with any action, suit, or proceeding in which they are threatened or made a party by reason of their role with the NFHCA, provided that they acted in good faith and in the reasonable best interest of the organization.

The Board of Directors shall secure insurance to cover the organization's liabilities and obligations under this Article.

### **Article VIII. Non-Discrimination Policy**

The NFHCA shall not discriminate against any person because of age, ancestry, color, disability or handicap, national origin, race, ethnicity, religion, gender identity, or sexual orientation. The NFHCA seeks to promote diversity, equity, inclusion, and respect for one another in and outside of the field hockey community.

### **Article IX. Amendments**

The power to amend the Bylaws shall be vested in the Board of Directors, pursuant to the following process.

1. Any proposal to amend the Bylaws shall originate or be submitted to the Bylaws Committee for review.
2. The Bylaws Committee shall present proposed amendments within 15 days both to the Board of Directors and to the entire membership. The NFHCA staff shall assist in coordinating communication with the entire membership.
3. Board and membership feedback shall be solicited for a minimum of 30 days and will be reviewed by the Bylaws Committee, who will within 15 days finalize any proposed amendment with a recommendation to the Board of Directors.
4. The Board of Directors shall consider membership feedback, the recommendation from the Bylaws Committee, and then shall vote on any proposal to amend the Bylaws in full or in part.

## **Article X. Operating Procedures and Policies**

The Board of Directors may adopt or approve operating procedures and policies for its use and/or for the committees' use, the purpose of which is to provide more details and otherwise facilitate the implementation of these Bylaws, the fulfillment of the mission of the organization, and give transparency for how the work of the organization is done. While the operating procedures and policies may contain greater specificity with respect to certain Bylaw provisions, it is not the intent that these supersede or supplant the Bylaws. Any conflict or inconsistency shall be resolved in favor of the Bylaws.

## **Article XI. Dissolution**

The NFHCA may be dissolved by a two-thirds vote of the active membership. Written notice of dissolution with reasons stated shall be sent to every active member. The membership must receive at least thirty (30) days notice prior to a vote. Electronic balloting is acceptable.

If two-thirds of the active membership does not cast a vote, the Board of Directors may review the circumstances and propose a special Board vote on dissolution. Unanimous Board of Directors' approval is required for dissolution in these circumstances. Any motion for dissolution approved by the Board of Directors shall be communicated of the membership immediately and may be challenged by petition of an active member within that 30 days. Such challenges shall be reviewed by the Executive Committee, who shall decide if any action shall be taken.

Upon the approval of dissolution of the organization, the Executive Committee in collaboration with the Executive Director shall oversee the payment of NFHCA liabilities and the disposal of NFHCA assets per federal and state laws.