



BYLAWS OF THE NATIONAL ASSOCIATION OF HEARING OFFICIALS

Article I. Name

Section 1 – Name: The name of the nonprofit corporation shall be the National Association of Hearing Officials, Inc. (NAHO). The Board of Directors may designate other names for specific activities and programs as it deems appropriate.

Section 2 – Address: The Board of Directors of NAHO shall designate the mailing address for NAHO and may change the address when the Board deems it necessary or beneficial to NAHO to do so.

Article II. Purposes, Objectives, and Governing Instruments

Section 1 – Educational, Civic, and Professional Purposes and Powers: The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively educational, civic, and professional within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, NAHO shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

Section 2 – Mission: The primary function of NAHO is to provide training and instruction for administrative hearing officials in order to improve the fairness and effectiveness of the administrative hearing process

Section 3 - Governing Instruments: NAHO shall be governed by its Articles of Incorporation, its Bylaws, its Code of Ethics, its Conflict of Interest Statement, and guided by the recommendations of NAHO’s General Policy Manual.

Section 4 - Limitations on Activities: No part of the activities of NAHO shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the NAHO operate a social club or engage in business with the public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, NAHO shall not carry on any activity

not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article III. Statement of Nondiscrimination

NAHO shall not discriminate against any person in the election of board members, selection of conference and online presenters, provision of service to the public, the contracting for or purchasing of services, or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, religion, gender identification, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Article IV. Membership

Section 1 – Eligibility for Membership: Membership shall be open to all current and former administrative hearing officials, their supervisors, persons who support hearing officials, and others who regularly participate in administrative hearings in a non-adjudicatory capacity.

(a) – Regular Membership: A Regular Member is a current or former administrative hearing official or a person who actively supervises administrative hearing officials who has paid their membership dues and has been approved for membership.

(b) – Associate Membership: An Associate Member is someone who does not preside over administrative hearings or supervise hearing officials but nonetheless contributes to the administrative hearing process. Eligibility for Associate Membership includes, but is not limited to, persons who provide support for hearing officials, law professors or other instructors who regularly provide instruction at NAHO conferences and/or online classes, agency staff attorneys, and attorneys whose practice involves defending parties appearing before agencies. Associate Members shall have no voting rights and are not eligible for Certification.

Section 2 – Application for Membership: All requests for membership must be submitted on the prescribed application to NAHO. The Membership Committee shall review applications for completeness and determine whether the applicant meets the eligibility requirements for membership. If any applicant’s eligibility is unclear, the Membership Committee shall submit the application to the Board of Directors for resolution.

Section 3 – Dues: Members and Associate Members of NAHO shall pay annual dues to NAHO, in the amount set by the Board of Directors. The billing and collection of dues shall be in a manner prescribed by the Board of Directors. Any person applying for membership must submit such dues with their application for membership.

Section 4 – Membership Regions: NAHO shall have six membership regions defined as follows:

NORTHEAST

Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont

MID-ATLANTIC

District of Columbia, Maryland, Virginia, West Virginia

SOUTHEAST

Alabama, Florida, Georgia, Mississippi, North Carolina, Puerto Rico, South Carolina, U.S. Virgin Islands

CENTRAL

Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Tennessee, Wisconsin

SOUTH CENTRAL

Arkansas, Louisiana, Oklahoma, Texas

WESTERN

Alaska, American Samoa, Arizona California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northern Mariana Islands, Oregon, Utah, Washington, Wyoming

It is intended that the membership generally correspond to regions which are geographically grouped and balanced by number of active members. Thus, the Board

may alter which states or political bodies are within the particular membership regions based on active membership.

Article V. Board of Directors

Section 1 – Compensation of Board Members: No member of the Board of Directors shall receive any salary or compensation for their services as a director. No member shall receive any service or benefit not provided to the general membership. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of NAHO.

Section 2 – Composition of Board: The Board of Directors shall be composed of the five (5) officers, up to four (4) At-Large Members, and one representative from each of the six regions. At any given time, the Board shall have no less than eleven (11) members and no more than fifteen (15) members.

Section 3 – Regional Representatives: Six (6) Regional Representatives shall be elected to serve as members of the Board of Directors by the members of their respective regions. Regional Representatives are responsible for maintaining a current list of members in their region and shall communicate with region NAHO members, recruit prospective members, and bring concerns from their region before the Board of Directors. Regional Representatives may be appointed to serve on a committee by the Board or by the Chairperson of the Committee on which they will serve. All Regional Representatives shall be members of the Membership Committee.

Section 4 – At-Large Board Members: Each of four (4) At-Large Members that may be appointed by the President will serve on one of the four following committees: the Membership Committee, the Technology and Outreach Committee, the Certification Committee, and the Conference Planning Committee. At-Large Members may serve as Chairpersons or Co-Chairpersons of their respective committees. At-Large Members shall be appointed for two-year terms by the President upon the approval of a majority of the Board of Directors and may serve more than two terms.

Section 5 – Collective Duties and Responsibilities of the NAHO Board of Directors (Board): Subject to the provisions of law, the Articles of Incorporation, these Bylaws, and guided by the recommendations of the NAHO General Policy Manual but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of NAHO and shall exercise all the powers that may be exercised by NAHO.

- (a) The Board shall meet at least annually, at the time of the annual meeting and at other times by such other means as determined by the President.
- (b) The Board shall approve plans for regional structure, shall solicit, select, and approve the site of the annual conference, shall plan the annual meetings, and shall carry out responsibility with the President for the business of NAHO that must be transacted between annual meetings, and shall have the authority to enter into contracts on behalf of NAHO as they deem necessary and appropriate.
- (c) The order of business and parliamentary procedure for the conducting of such business shall be conducted in accordance with "Robert's Rules of Order, Revised" when not in conflict with the NAHO's Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the members present.
- (d) The business at NAHO's annual meeting and at any special meetings shall be carried out by those members present. Meetings may utilize electronic methods of participation for some or all members.
- (e) The Board will have an allocated annual line-item budget for expenses incurred for meetings and conferences supported by receipts when payment is not otherwise available. Any amount over this budgeted amount must be submitted to the Board for prior approval by a majority vote and limited to monies available.
- (f) The Board may remove any member from his or her position or office after three unexcused absences in any consecutive twelve-month period. Removal is accomplished by vote of a majority of the Board members present and eligible to vote at a regularly scheduled meeting of the Board.
- (g) Board members must be current on dues. Lapse in dues of more than two months may constitute cause for removal from the Board.
- (h) The Board is responsible to set the requirements for certification and recertification. The Board is responsible to consider the recommendations of the Certification Committee on individual candidates and determine whether to grant certification of an individual.
- (i) NAHO shall indemnify all past and present officers and Board members to the fullest extent permitted by applicable law against any and all expenses including, without limitation, investigation expenses and expert witnesses' and attorneys' fees and expenses, judgments, fines, taxes and related penalties and interest, and amounts paid in settlement actually and reasonably incurred by such officers or members net of any related insurance proceeds received or paid on their behalf in connection with any present or future threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative proceeding based upon, arising from, relating to, or by

reason of status as an officer or member of the Board; provided that no indemnification may be made if a judgment or other final adjudication establishes that the acts of an officer or member of the Board were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that said officer or member of the Board gained in fact a personal financial profit or other advantage to which said officer or member was not legally entitled; and further provided that any compromise or settlement payment shall be approved by a majority vote of the members of the Board who are not at that time parties to the proceeding.

- (j) The Board shall provide an orientation meeting every other year for newly-elected or newly-appointed Board members.

Section 6 – Board Vacancies: If any member of the Board should leave the Board before their term in office ends, whether by resignation or removal, the President, with the approval of the Board, may appoint a replacement to serve until the end of that term. Replacements for Regional Representatives must be chosen from the same region as the vacating Board member.

Article VI. Officers and Their Duties

Section 1 – President: The President shall preside at all annual meetings of NAHO and at all meetings of the Board of Directors. The President shall: make an annual report to the membership concerning the activities of NAHO; appoint members to committees and designate chairpersons of such committees as may be necessary to promote NAHO's objectives; work with NAHO's past presidents to ensure its continuity and stability; make appointments, with the majority consent of the remaining membership of the Board of Directors, to fill any vacant position on the Board of Directors which will not otherwise be filled by immediate regular election. The President shall appoint the members and chairpersons of the standing committees and other committees, to serve at the pleasure of the President. The President shall appoint a Parliamentarian to be present at each business meeting for the purpose of maintaining correct parliamentary procedure. The Parliamentarian will serve a yearly term from January 1 through December 31 and may be reappointed at the pleasure of the President.

Section 2 – Vice-President: The Vice President shall perform the official functions of the President during the absence or the incapacity of the President. The Vice President shall assist the President in developing and carrying out the programs and activities of NAHO, and shall carry out the other duties, as assigned by the President. The Vice President shall be responsible for conceiving and scheduling periodic webinars and any virtual

mini-conference. The Vice President will also create the content for advertising the aforementioned webinars and mini-conferences.

Section 3 – Treasurer: The Treasurer shall be responsible for NAHO’s financial affairs and may serve as Chair or Co-Chair of the Budget and Finance Committee. All expenses for reimbursement incurred by NAHO members or officers in the course of NAHO business shall be submitted to the Treasurer to be reviewed and approved for payment. All bank accounts established in the name of NAHO must have the approval of the Treasurer and no payments shall be made from such accounts by anyone other than the Treasurer unless the Treasurer has given written prior authorization.

Section 4 – Secretary: The Secretary shall prepare and submit to the President minutes of each NAHO Board of Directors meeting and of NAHO’s annual membership meeting, shall be responsible for correspondence and such other related matters as shall be referred by the President, and shall take the place of the President if both the President and the Vice President are absent or unable to serve. The Secretary shall be the custodian of NAHO records and shall maintain such records for NAHO until the Secretary’s term(s) of office have expired.

VII. Elections and Terms of Office

Section 1 – Term of Office of Board of Directors: The President, Vice-President, Treasurer, and Secretary shall be elected by the membership at large by a majority vote. Six (6) Regional Representatives shall be elected to serve as members of the Board of Directors by the members of their respective regions. The term of office for each elected Board member shall extend two (2) years from every other January 1 through every other December 31. All elected Board members, NAHO Officers and Regional Representatives, may be re-elected for a second term. However, no elected Board member may serve more than two (2) full consecutive terms in any one office.

Section 2 – Composition of Nominating Committee: The Nominating Committee will consist of one member from each region and will be chaired by the Immediate Past President. No one may serve on the Nominating Committee who is on the ballot for election to any position.

Section 3 – Elections: Regular elections shall be held every other year by ballot. The nomination of candidates will also be open to the membership. New officers will be installed at the annual membership meeting and will take office on January 1 following the year in which the election was conducted. Election to national office shall be by a plurality of votes cast and non-complying ballots may be voided. Only active members

with current dues paid shall be eligible to vote. Members of the Board of Directors will cast secret ballots to break any tie vote.

Section 4 – Duties of Nominating Committee: The Nominating Committee shall:

- (a) Announce an election and request nominations for office 90 days prior to the annual NAHO membership meeting;
- (b) Receive all self-declarations of candidacy as well as nominations from the membership no later than 60 days prior to the annual NAHO membership meeting;
- (c) Ensure that candidates nominated for the Board of Directors have current dues paid and are eligible for the respective positions by virtue of membership and according to the Bylaws;
- (d) Prepare a slate of consenting candidates for each office who are subject to election by the membership;
- (e) Prepare a slate of all candidates for all offices, ensuring a minimum of one candidate for each of the offices to be filled, and submit the complete listing of candidates and their qualifications to the Board of Directors for approval;
- (f) Prepare ballots for each of the six (6) regions, listing the candidates and their qualifications for the offices of President, Vice President, Secretary, Treasurer, and Regional Representative requiring a vote on all opposed candidates;
- (g) Distribute this ballot to all members at least 30 days prior to the annual conference, with notice that members shall vote on those opposed candidates and return ballots to the Committee Chairperson no more than 15 days before the annual NAHO membership meeting.

Thereafter the Nominating Committee shall:

- (h) Meet within five (5) calendar days after the ballots were returned to review the results of all ballots received; and
- (i) Submit the official results to the President at the annual meeting of the Board of Directors. The President shall announce the results to the membership at the annual membership meeting, and thereafter post the results on NAHO's webpage and any social media platforms used by NAHO for notices to its membership.

Article VIII. Committees and Sub-Committees

Section 1. Roles and Responsibilities: The President of NAHO, with the assistance of the Board, shall create such committees and sub-committees as are necessary to carry out NAHO's mission. Any active member of NAHO is eligible to be a committee member.

Section 2. Chairpersons: The Chairperson of each committee shall serve at the President's pleasure. Chairpersons must be committed to the mission and goals of NAHO and agree to work with other NAHO members and committees to accomplish the tasks identified as the responsibility of the Committee or designated by the Board as the work of that committee. Chairpersons are responsible for keeping accurate records of the committee's activity and presenting regular progress reports to the Board and to the general membership at the annual conference. Chairpersons may appoint any active NAHO member to a committee or sub-committee and may delegate tasks to committee and sub-committee members at their discretion. Chairpersons of committees and sub-committees shall assist other committees and sub-committees upon request. Chairpersons shall provide orientation meetings for new committee members and may call meetings of committees and sub-committees at their discretion.

Section 3. Sub-Committees: The Chairpersons of Committees that are responsible for a number of different tasks may create sub-committees within their committees to further divide the work of the committee. Committee Chairpersons may select Chairpersons for the sub-committees within their committees. Sub-committees and/or their chairpersons will regularly report to their parent committees. Sub-committees will only report to the Board of Directors upon request.

Section 4. Committee Members: Committee members may be appointed by the Chairperson of the committee or by the NAHO Board. By accepting a seat on a committee, each NAHO committee member commits to perform tasks assigned by the Chairperson of the committee willingly and in a timely manner. Committee members shall work with their chairpersons, other committees, and other NAHO members as necessary to accomplish the undertakings that are identified as the responsibility of the Committee or are designated by the Board or these Bylaws as the work of that committee.

Section 5. Standing Committees: The Standing committees of NAHO shall be:

- (a) **Budget and Finance Committee:** The Budget and Finance Committee is responsible for creating and monitoring NAHO's annual budget, establishing and maintaining internal budget controls, verifying the accuracy of financial records, and compliance with state and federal laws. The Committee will periodically review fees for membership, webinars, and

conferences, and make recommendations to the Board for adjusting these fees when appropriate.

- (b) **Bylaws, Policies, and Resolutions Committee:** The Bylaws and Policies Committee has the responsibility of maintaining the Bylaws and the NAHO General Policy Manual. The Committee shall periodically review the Bylaws and General Policy Manual to determine where changes are needed and work with other committees and the Board to develop the most viable rules and principles to guide NAHO's activities.
- (c) **Certification Committee:** The Certification Committee shall receive and process applications for certification and recertification, and coordinate efforts with the Conference Curriculum Committee to assist candidates in meeting requirements. The Certification Committee shall review applications and make recommendations on individual applications to the Board. It is the responsibility of the Board to determine the requirements for certification and recertification and to consider and take action to grant certification or recertification of an individual.
- (d) **Conference Committee:** The Conference Committee is responsible for the planning of the annual professional development conference. The Committee will establish the curriculum and secure presenters, facilities, and equipment necessary to support the training sessions for the conference. The Committee will secure volunteers to assist with the conference and subsidiary ad hoc committees needed for the conference. The Committee will inform the membership of the date, time, location, and expense of the annual conference and promote attendance through the any newsletter, electronic media, pre-registration materials, and individual mailings or emailings. The Committee will review and recommend a budget and conference fees, to be approved by the board. The Committee may secure sponsors for conference events and direct the other activities of the conference.
- (e) **Executive Committee:** The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, and the Immediate Past President. The Executive Committee shall have the power, between meetings of the Board of Directors, and in the absence of a quorum of the Board, to take final action consistent with NAHO's established policies in matters which the Executive Committee determines to be urgent. Such actions shall be reported to the Board. Determining the urgency of pending matters is at the sole discretion of the Executive Committee. All non-urgent actions shall be subject to confirmation or rejection of the entire Board of Directors. Determining the urgency of pending matters, and whether a matter may be addressed by the Executive Committee is at the Executive Committee's discretion.
- (f) **Membership Committee:** The Membership Committee is responsible for processing applications for new and renewed membership and for maintaining an accurate listing of membership. The Committee also develops and implements plans to increase and sustain membership and determines appropriate means to address membership needs.

- (g) **On-Demand Learning & Continuing Education Committee:** The On-Demand Learning and Continuing Education Committee shall oversee the use of the On-Demand Learning Library of instructional videos, add to that library as the opportunity arises, and advise the Conference and Professional Development Committee regarding the apparent instructional needs of the membership.
- (h) **Technology and Outreach Committee:** The purpose of the Technology and Outreach Committee is to develop and coordinate communications, technology, website, and other information strategies to enhance outreach activities promoting the association's programs and purposes. The committee will work with the officers, Board, and other committees in coordinating the preparation and dissemination of communications as to association events, such as annual meetings, professional development conferences, virtual conferences, webinars, and other meetings, in addition to communications as to membership, membership renewals, certification, and other association opportunities.

Section 6. Ad Hoc Committees: The President of NAHO, with the assistance of the Board, shall authorize additional committees, as the need arises, to carry out these policies and serve the needs of its members. Ad Hoc Committees could include, but are not limited to the Conference Scholarship Committee, the Ethics Committee, the Historian/Archivist Committee, the Merchandising Committee, Newsletter or NAHO News Committee, and the Records Retention Committee.

Article IX. Dissolution

NAHO may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law. Assets shall be distributed to a nonprofit with the same or similar function, mission, and goals as NAHO.

Article X. Amending the Bylaws

Section 1 – Amendments: These Bylaws may be amended by the majority vote of members attending the annual membership meeting held at the annual conference. The members of record thirty (30) days prior to the annual membership meeting will be sent notice of the recommended amendments.

Section 2 – Compliance: The NAHO Board of Directors shall comply with NAHO Bylaws, Polices and Resolutions established by the Board and/or approved by the general membership.

Section 3. – Non-Substantive Changes: The NAHO Board of Directors may correct any of the following:

- (a) Capitalization or punctuation, as needed to maintain consistency within the Bylaws;
- (b) Typographical, spelling, or grammatical errors;
- (c) Lettering and numbering; and
- (d) Cross-references cited incorrectly because of subsequent repeal, amendment, or reorganization of the articles or sections.

The Bylaws, Policies, and Resolutions Committee will retrospectively review any of the changes to Bylaws and policies and recommend any needed non-substantive changes to the Bylaws to be considered for the approval of the Board of Directors.

Article XI. Conflict of Interest Policy

NAHO shall annually review its Conflict of Interest Policy and shall provide all new Board members with a copy of the policy. New Board members shall be required to review the policy and to sign and submit a Conflict of Interest Form. Any NAHO Board member who believes a conflict of interest may exist shall inform the Board of the potential conflict immediately.

Article XII. Definitions

“Absence” means lack of attendance at a meeting of the Board of Directors.

“Active associate member” is one who is current on all fees assessed as a condition for associate membership. Active associate members do not have voting rights.

“Active member” is one who is current on all fees assessed as a condition for membership. **Only active members have voting rights and other privileges.**

“Administrative adjudicator” includes but is not limited to administrative judges, administrative law judges, hearing officers, hearing examiners, and voting members of boards, commissions or the like who determine facts based on evidence and argument

presented at a hearing, reviews relevant law and rules, and renders a decision on the issue(s) in question.

“Administrative hearing” means a fair, impartial opportunity to be heard on the issue(s) in question for the purpose of resolving contested agency actions.

“Administrative hearing official” means an official appointed by a government agency to conduct administrative hearings.

“Amend” means to make changes in a text in order to make it fairer, clearer, more accurate, or more up-to-date.

“Associate member” means one who has some affiliation with the administrative hearings process and who is granted partial rights and privileges in NAHO. Associate members include but are not limited to attorneys who represent either petitioners or agencies, boards, commissions or the like in administrative hearings, case workers, agency representatives, clerical or administrative staff who may be involved in scheduling or policy matters, and managers or administrators who supervise hearing officials but have never conducted an administrative hearing.

“Ballot” means a written ballot or a ballot transmitted by electronic communication.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

“Excused absence” is absence from a particular meeting with the approval of the President or Vice President, which exempts the Board member from the obligation to attend that meeting.

“Financial interest” means a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which NAHO has a transaction or arrangement,
- b. A compensation arrangement with NAHO or with any entity or individual with which NAHO has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NAHO is negotiating a transaction or arrangement.

“Hearing official” includes but is not limited to administrative judges, administrative law judges, hearing officers, hearing examiners, and voting members of boards, commissions or the like who determine facts based on evidence and argument presented at a hearing, reviews relevant law and rules, and renders a decision on the issue(s) in question.

“Inactive associate member” is one whose active associate membership has lapsed due to non-payment of fees assessed as a condition for associate membership. Associate members do not have voting rights.

“Inactive member” is one whose active membership has lapsed due to non-payment of fees assessed as a condition for membership. Only active members have voting rights and other privileges.

“Incapacity” means a lack of physical or mental abilities which results in the inability of a member of the Board of Directors to fulfill the duties or responsibilities of office. An incapacity may be temporary or permanent.

“Member” means one who meets the qualifications for membership in NAHO by virtue of being a current or former administrative hearing official, and who is in good standing.

“Prescribed application for membership” is a printed form which must be completed for application and consideration for NAHO membership. The form is available on NAHO’s website or by contacting the NAHO Membership Committee.

“Resolution” is a formal written motion adopted by a deliberative body. If NAHO has no Bylaw regarding a substantive procedural matter which arises, the Board may issue a resolution as a means of dealing with the matter until the Bylaws can be amended by a vote of the membership. All resolutions shall require the unanimous vote of the Board.

“Unexcused absence” is absence from a particular meeting without the approval of the President or Vice President.