

BYLAWS

Bylaws for the regulation of
NATIONAL ASSOCIATION OF INSTITUTIONS
FOR MILITARY EDUCATION SERVICES
(NAIMES)

Revised September 19, 2016

Revised January 24, 2019

ARTICLE 1

OFFICES

Section 1. The principal office for the transaction of the business of NAIMES shall be housed at the campus at which the President of NAIMES is employed. The President has full power and authority to change said principal office from one location to another.

ARTICLE II

THE MEMBERS

Section 1. Membership in this organization shall be by invitation, in accordance with membership criteria, and shall have been approved for membership by a majority of the member institutions. Membership criteria are the following: (1) sign the DoD MOU; (2) provide the institutional diversity needed to fulfill the NAIMES mission.

Section 2. Only institutional membership shall be issued. Full membership shall be issued to those institutions meeting all requirements set forth in Section 1.
Types of
Membership

Section 3. Each member institution's vote shall count as one vote. An appropriate official of each institution will designate the institution's voting representative (called the Representative). If the Representative is unable to attend a meeting, the Representative, or other appropriate official of the institution, may designate a substitute representative. Such designation must be in writing. Institutional members serving as NAIMES officers will automatically be designated as the Representative for their institution. An institution will have no more than one officer serving at a time
Voting
Representation

Section 4.
Electronic
Voting

The membership can, through its Representatives, vote on issues either during a scheduled meeting or electronically, as designated by the President. The President will send notification to all Representatives of an upcoming electronic meeting and its purpose at least 30 days prior to meeting date. This notification will include the issues to be discussed and any items up for vote. Items for vote will require a motion and a second at the time of the meeting. Once a motion has been seconded, the President shall start a discussion period which shall be open for a specific number of business days as determined by the President, usually two to five. More time can be added to the discussion period by the President, if deemed necessary. At the end of the discussion period, if the item has not been tabled, the President shall call the question and specify the voting period, generally 1 to 3 business days. Each institutional Representative shall send his or her vote to the President and to the Secretary. The Secretary will shall tally the votes and announce the results along with a list showing the vote of each Representative. Once the voting results are announced, the President shall declare the meeting adjourned. A written record of the vote shall be recorded in the minutes of the meeting which will include the date of the meeting and its purpose, the announcement containing the motion/second, announcements containing discussion and the call to question, as well as the notification of results of the vote and the tally.

Section 5.
Election to
Membership

An institution shall have been elected to membership by an affirmative vote of a majority of the membership. Membership dues shall be due the next year following acceptance.

Section 6.
Representative

Each member institution will designate a representative. All communication will be directed to the Representative.

ARTICLE III

FORFEITURE OF MEMBERSHIP

Section 1.
Nonpayment
of dues

An institution may have its membership forfeited if its dues are not paid each year by June 30.

Section 2
Removal
For conduct

Any institution may be removed from membership by a two-thirds vote for conduct, policies, or procedures deemed detrimental to this organization, or to the maintenance or furtherance of military education. Such institution shall first have been served with a written notice of the complaint against the member at least 30 days prior to a proposal for removal, thus providing the institution an opportunity to produce witnesses and evidence, if any, and to be heard by the Representatives taking the vote. A complaint may be submitted to the President by any

member. A ballot to remove from membership may be mailed to the membership.

Section 3 Revocation for cause of the DoD MOU

Section 4 Lack of Representation or Participation in NAIMES organized meetings or committees

ARTICLE IV

FISCAL YEAR

The fiscal year of this organization shall be the same as the calendar year.

ARTICLE V

DUES

Section 1. The annual dues for each member institution shall be set by the membership.

Section 2. Statements for dues for the year shall be mailed by the Treasurer during Billing the month of January. Those members who have not paid their dues by Procedure April 30th shall be notified of the delinquency by the Treasurer.

Section 3. Increases in membership dues shall be made at the discretion of the Assessments general membership.

ARTICLE VI

MEETINGS OF MEMBERSHIP

Section 1. The regular meetings of the membership of this organization shall be held Regular Meetings at times and places designated by the membership. Special meetings may be called by the President. Regular meetings may be attended by individuals invited by the membership.

Section 2. Executive sessions may be called by the presiding officer in connection Executive Sessions with regular or special meetings. Only the Representatives, (one per institution) will attend these meetings.

Section 3. Special meetings of the membership of NAIMES may be called by the Special Meetings President provided that the Representatives are notified as to the date and place and reason for call of such special meetings.

Section 4.
Limitation on
Special meetings

At special meetings no business may be transacted other than that for which the special meeting was called.

Section 5.
Quorum

A quorum is a simple majority of the membership. At all meetings of the membership of this organization a simple majority vote of the quorum present and voting shall decide all issues except amendments to the Bylaws.

Section 6.
Chairman

The President or the Vice President shall preside at all regular or Special meetings. In the absence of the President or Vice President, the Immediate Past President will preside. In the absence of the President, Vice President or the Immediate Past President the Secretary will preside and when the President, Vice President, Immediate Past President and Secretary are absent, the duty falls to the Treasurer. Should all officers be absent at a given meeting, the remaining membership present shall elect a chairman pro temp to conduct the business of the meeting.

ARTICLE VII

OFFICERS

Section 1.
Officers

The officers of this organization shall be a President, Vice President, Immediate Past President, Secretary and Treasurer.

Section 2.
Membership

The membership of this organization is as stated in these Bylaws.

ARTICLE VIII

DUTIES AND POWERS

Section 1.
General

Subject to limitation of Bylaws and to the duties of the elected officials, all powers shall be exercised by or under the authority of, and the affairs of the organization shall be controlled by the membership.

Section 2.
Expressed

Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the membership shall have the following powers, to wit:

FIRST: To select and remove all agents and employees of the organization, prescribe such powers and duties for them as may not be inconsistent with the law and with these Bylaws, fix their compensation and require from them security for faithful service.

SECOND: To conduct, manage and control the affairs of the organization, and to make such rules and regulations therefore not inconsistent with law, with these Bylaws, as they deem best.

Section 3.
Entry of Notice

When any member has been absent from any meetings an entry in the minutes to the effect that a notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given as required by the Bylaws of the organization.

ARTICLE IX

DUTIES OF OFFICERS

Section 1.
President

The President shall be the executive head of the organization and, when present shall preside at all meetings of the membership. The president may appoint committees, and by virtue of the office, shall be a member ex-officio of all committees. The President shall represent, or appoint representation, to external organizations and shall appoint the chairman and members of all standing and ad hoc committees. The President shall keep the membership fully informed of the affairs of the organization and shall consult with the membership when necessary, concerning the business of the organization and its activities.

Section 2.
Vice President
President Elect

The Vice President shall have all duties assigned by the President and acts as presiding officer in the Presidents absence. The Vice President shall serve as President Elect and will succeed to the Presidency. The Vice President will plan, organize, and coordinate the annual and mid-year membership meetings.

Section 3.
Immediate Past
President

The Immediate Past President shall have all duties assigned by the President. The Immediate Past President shall be responsible for ensuring bylaws are current and reviewed annually. Chair the polices and issues committee and act as the Historian.

Section 4.
Secretary

The Secretary shall be charged with secretarial duties in connection with the affairs of the organization, such duties to include the recording of minutes of the meetings and handling of correspondence. In addition, the Secretary shall perform such other duties as may be delegated or directed by the President provided that such duties are not in conflict with the provisions of these Bylaws.

Section 5.
Treasurer

The Treasurer shall be charged with the custody of the funds of the organization and their proper disbursement under such rules as may be prescribed by the membership in conformity with these Bylaws. The Treasurer shall deposit all money received in the name of the organization

in a federally insured financial institution. The Treasurer shall be the disbursing officer of the organization and shall keep all records and accounts of the finances of the organization. The Treasurer shall have the ability to receive monies for dues. The President is authorized to expend up to \$600 per fiscal year without membership approval, these expenses to be reported to the members at the next regularly scheduled meeting. No other monies will be expended without the approval of the membership. The Treasurer shall produce the bank accounts and records for inspection or audit when called upon by the officers. Yearly, the Treasurer must see that a financial institution signature card contains the signature of the Treasurer plus the other three elected officers. At the termination of the Treasurer's term of office, the Treasurer shall turn over to his/her successor, all funds, records, papers, books and documents and all other property of the organization which may have come into his/her possession or may have been compiled or created during his/her term of office. The written receipt of the incoming Treasurer of such documents and records shall constitute an audit of the previous Treasurer's trusteeship.

ARTICLE X

NOMINATIONS AND ELECTIONS

- Section 1.
Committee A Nominations and Elections Committee shall present a slate of nominees for each elected office. Any member may make nominations to the Nominations and Elections Committee. No member may be a candidate for more than one office and the nominee must consent to be a candidate.
- Section 2.
Elections Officers shall be elected at the regular meeting held nearest the end of the calendar year. Nominations may be made from the floor.
- Section 3.
Period of Service All board positions, to include the President, Vice-President, Immediate Past President, Secretary, and Treasurer shall serve two-year terms.
- Section 4.
Transfer of
Records All officers and committee members, at the expiration of their terms of office or appointment shall turn over to their successors, all records and properties of the organization that may be in their possession.
- Section 5.
Removal and
Resignation Any officer may be removed by a vote of a majority of the membership of the organization, provided that notice of intention to move for the removal of one or more officers of the organization shall have been delivered to the Secretary, and to the officer or officers to be named in the motion, of at least thirty days prior to a regular meeting of the membership of the organization, at which meeting said motion will be made. Whereupon the Secretary will include a statement in the notice of said regular meeting, to the effect that a motion will be made for the removal of an officer or officers of the organization at said meeting. Any officer

may resign at any time by giving written notice to the President or Secretary of the organization. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified thereon. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.
Vacancies

A vacancy in any office, except Vice President, shall be filled by appointment by the President. A vacant Vice President position will be filled by a special election.

ARTICLE XI

COMMITTEES

Section 1.
Standing
Committees

The President, upon the advice of the membership, shall appoint the following Standing Committees:

- 1) A Nominations and Elections Committee whose duties are provided in Article X, Section 1 of these Bylaws. Said committee to be comprised of no less than three (3) members not currently seated as officers.
- 2) A Membership Committee whose duties are to propose institutions for invitation to membership, as provided in Article II, Section 1 of these Bylaws. Said committee to be comprised of no fewer than five (5) members not currently seated as officers. The Membership Committee shall meet annually at regularly scheduled NAIMES meeting, or electronic meeting, to evaluate the composition of institutional membership. Said committee shall report to membership every three (3) years at regular meeting, or as needed, on the status of membership composition and recommended removal or addition of institutions if needed as outlined in Article II, THE MEMBERS, Section 1.
- 3) A Scholarship Committee whose duties are to implement a scholarship award program, including the establishment of criteria and procedures and the selection of scholarship winners. Said committee to be comprised of no fewer than five (5) members.
- 4) A Policies and Issues Committee chaired by the Immediate Past President to review current and emerging issues and events on behalf of the membership and to make recommendations of policy statements and White Papers. Said Committee to be composed of no fewer than three (3) members.
- 5) A Strategic Plan Committee whose duties are to guide the organization's strategic priorities that is keeping with the NAIMES' Vision and Mission Statements and to conduct an overview of the current Plan on an as-needed basis but at a

minimum, every two years. The Committee is comprised of no fewer than five (5) members.

6) An Annual Report Committee whose duties are to draft the organization's Annual Report based on the activities of the NAIMES membership throughout the calendar year. The draft Annual Report is to be presented to the NAIMES' President for approval of previous year activities no later than December 31st of each year. Said committee to be composed of new fewer than four (4) members.

Section 2.
Special
Committees

Membership of special or standing committees will be appointed by the President as may be needed or as may be directed by the membership.

Section 3
Removal

Any member of a committee may be removed at the discretion of the President except committee members appointed by the membership.

Section 4.
Quorum

A majority of each committee shall constitute a quorum thereof.

Section 5.
Activities

Activities of committees shall not be inconsistent in their purposes with the objectives of this organization.

Section 6.
Special Task
Forces

Special Task Forces may be appointed by the President to augment committees.

ARTICLE XII

AFFILIATION AND LIAISON

Section 1.
Affiliation

This organization may affiliate with other organizations whose objectives shall be consistent with those of this organization, provided that two-thirds majority of the members vote to concur in the proposed affiliation and accept the conditions of affiliation with other organizations, and the President shall present such terms and conditions by written resolution to a regular meeting of the membership of this organization for final approval by the membership.

Section 2.
Prohibited
Functions

Politics, whether national, state or local shall not be discussed at membership meetings as part of the planned program.

Section 3.
Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of this organization when not inconsistent with these Bylaws

ARTICLE XIII

AMENDMENTS

Section 1.
Meetings

These Bylaws may be amended at any regular or electronic meeting of the membership of this organization by two-thirds majority of the membership.

Section 2.

All proposed amendments to these Bylaws shall be referred to the President; he/she will see that the proposed amendments are communicated to the representatives at least thirty (30) days prior to being voted on by the membership of the organization.

REVISED
BYLAWS
of the
NATIONAL ASSOCIATION OF INSTITUTIONS
FOR MILITARY EDUCATION SERVICES
(NAIMES)

Adopted by the NAIMES membership at its business meeting, Crystal City – Marriott Hotel, Arlington, Virginia, December 2, 1993 and amended December 4, 1997.

Corrected copy to fix transcription errors, December 20, 2001.

Revised March 31, 2003.

Revised December 2004.

Revised February 2010, Article XI, SEC 1.2.

Revised September 2010, Article II, SEC 1.

Revised April 11, 2011 (adopted by membership electronic vote April 8, 2011)
Article IX, SEC 1, 2, & 4.
Article XI, SEC 1.2, SEC 1.3, SEC 1.4
Article XII, SEC 2 (new section) SEC 3/SEC 4 renumbered
Article XIII SEC 2

Revised September 28, 2011 (adopted by membership vote at Annual meeting in Pensacola, FL September 21, 2011)
Article II, SEC 3
Article II, SEC 4 (new section)
Article II, SEC 5, & 6 Renumber
Article X, SEC 6
Article XIII, SEC 1

Revised February 24, 2014 (adopted by membership vote at mid-year meeting in Savannah, GA February 14, 2014)
Article II, SEC 1
Article III, SEC 3 (new section)
Article II, SEC 4 (new section)
Article XI, SEC 1

Revised September 19, 2016 (adopted by membership vote at Annual meeting in Atlanta, GA
October 24, 2016)

Article II SEC 1

Article III SEC 4

Article VI SEC 6

Article VII SEC 1

Article IX SEC 3 (new section)

Article IX SEC 3 & 4 (renumbered to section 4,5)

Article X SEC 2

Article XII SEC 2 (deleted)

Revised January 24, 2019 (adopted by membership vote at mid-year meeting in Austin, TX
January 24, 2019)

Article X SEC 3

Article X1 SEC 5 (new section)

Article X1 SEC 6 (new section)