

BYLAWS
OF
THE NATIONAL POSTDOCTORAL ASSOCIATION

Last Ratified: December 30, 2009

ARTICLE I – NAME AND PURPOSE

1.1 Name

The name of the organization shall be the National Postdoctoral Association, hereinafter known as the NPA.

1.2 Purpose

The purpose of the NPA is to be a non-profit national organization of postdoctoral scientists, associations, and other supporters dedicated toward improving the postdoctoral experience. The NPA is a member-driven organization, with the work largely done through standing committees. Since its founding, the NPA has assumed a leadership role in addressing issues confronting the postdoctoral community that are national in scope, requiring action beyond the local level. Key alliances are being forged at all levels, and new standards and policies proposed by NPA are being considered and adopted by federal agencies and research institutions throughout the U.S.

ARTICLE II - MEMBERSHIP

2.1 Membership

Membership of the National Postdoctoral Association (the “NPA” or the “Association”) shall consist of Individual and Sustaining Members.

2.2 NPA Definition of a Postdoctoral Scholar

The National Postdoctoral Association defines a postdoctoral scholar (“postdoc”) as an individual holding a doctoral degree who is engaged in a temporary period of mentored research and/or scholarly training for the purpose of acquiring scholarly, scientific and/or professional skills needed to pursue a career path of his or her choosing. Postdocs and individuals who have

left their postdoctoral position within the last two (2) years may join and/or maintain their membership in the NPA at the dues rate for postdocs designated by the Board of Directors.

2.3 Individual Members

Individual members include the following categories: voting members and non-voting members.

a. Individual Voting Members

Individual Voting Members are those individuals who have paid membership dues directly to the NPA. Individual voting members are eligible to vote in all NPA elections, serve on membership committees, are eligible for nomination and election to the Board of Directors (as defined in section 4.1), shall have full access rights to members-only website features, and may have additional privileges as determined by the Board of Directors.

b. Individual Non-Voting Members

Individual Non-Voting Members are those individuals who are affiliated with a sustaining member institution and who have completed a membership enrollment form. These individual non-voting members will be referred to as “affiliate members” to denote their affiliation with sustaining member institutions. Individual non-voting “affiliate” members are eligible to serve on membership committees, shall have full access rights to members-only website features, and may have additional privileges as determined by the Board of Directors.

2.4 Sustaining Members

Sustaining members are those organizations and institutions wishing to support the NPA’s mission and have paid dues in the amount established by the Board of Directors. Eligible organizations include professional societies, corporations, private foundations, and government agencies. Eligible institutions include colleges and universities, research institutes, and government laboratories. Sustaining members shall be entitled to nominate one (1) representative who shall represent that organization/institution to the NPA and be entitled to cast one (1) vote on behalf of that organization/institution. The sustaining member may change its representative by notifying the NPA staff of the name and necessary contact information of the representative. The representative may serve on membership committees of the NPA and is eligible for nomination/election to the Board of Directors. It is important that the organization/institution canvas the opinion of individuals affiliated with that institution, such as postdocs, for input to NPA activities, policies, and votes. Sustaining members who do not allow affiliated postdocs’ voices to be heard through the democratic process may be denied membership to the NPA at the sole discretion of the Board of Directors.

2.5 Membership Regulations

Members must complete a membership application specified and provided by the NPA, support the purpose of the NPA, submit documentation confirming proof of their status, and pay the required membership fee. Non-payment of the membership fee shall result in withdrawal of member status. Membership is on a rolling basis, extending for a period of one year. The Board of Directors shall set the membership fee for each membership category on an annual basis. The Board of Directors may add, delete, or adjust membership qualifications and benefits as it deems necessary or desirable to further the purpose of the NPA.

2.6 Voting Privileges

The voting privileges of the Association (the “voting members”) shall apply to all voting members of the Association. Each individual voting member or sustaining member shall be entitled to one vote.

2.7 Rights and Obligations

All voting members shall have the right to petition the Board of Directors or the ED with respect to any matter of relevance to the purpose of the NPA, nominate or be nominated for positions on the Board of Directors, propose policy initiatives to the Board of Directors, vote for members of the Board of Directors, vote on amendments to the Bylaws and attend the annual meeting. Members shall be obligated to observe the Bylaws of the NPA.

2.8 Non-Discrimination

“The National Postdoctoral Association seeks to promote diversity and ensure equal opportunity and inclusion for all postdocs in the membership, leadership and activities of the National Postdoctoral Association regardless of race, ethnicity, sex, disability, national origin, socio-economic status, religion, sexual orientation, or gender-identity.

2.9 Denial, Suspension and Termination of Membership

Members who violate any provision of these Bylaws, commit any act injurious to the Association, or engage in a conduct determined by the Board of Directors, in its sole discretion, to be unethical or in any way detrimental to the purpose of the NPA, may be denied membership or removed or suspended from the Association by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting at which the matter is considered. A member may be removed from the Association for non-payment of dues following reasonable attempts to collect membership dues.

ARTICLE III - MEETING

The NPA shall hold an Annual Meeting open to all members of the NPA, prospective members, and interested parties, to further the purpose of the Association, provide a forum for open discussion of issues relevant to postdocs, debate the policies and vision of the Association, and carry out the necessary democratic processes of the Association in compliance with section 4.17 of the Bylaws. Notice of such meetings shall be given to each member as provided for in Article IX at least thirty (30) days before the time appointed for the meeting. Special meetings of the Association shall be called by the Chair of the Board of Directors at any time upon written request by a majority of the members of the Association. Notice of such meetings shall be given to each member as provided for in Article IX at least ten (10) days before the time appointed for the meeting. The members present at any meeting shall constitute a quorum.

ARTICLE IV - GOVERNANCE

4.1 Board of Directors

The business, affairs, property, and funds of the NPA shall be managed and governed by a Board of Directors of 11 persons. The Board of Directors shall be comprised of at least seven postdoc members as defined in section 2.2 and up to four (4) non-postdoc members. These members shall be elected by the voting membership of the association as provided in section 4.9. The Executive Director (“ED”) as defined in section 4.2 shall be an *ex officio* member of the Board of Directors serving without a vote. Each member of the Board of Directors must be a voting member of the NPA. Each Board member, except the ED, may serve for a maximum of two (2) consecutive two-year (2) terms (four years) unless a petition for an extension of one year is approved by a majority vote of the Board of Directors. Each member of the Board, except the ED who shall be a non-voting member of the Board of Directors, shall be entitled to one vote on each matter of substance submitted to a vote of the Board of Directors. Vacant positions on the Board shall be filled by an eligible member (see section 4.1) elected by a majority vote of the Board of Directors no later than sixty (60) days after the position becomes vacant; the appointed individual shall serve the remainder of the unexpired term. The Chair, Vice-Chair, Treasurer, and Oversight Officer, as well as the chairs of Strategic Planning and Development shall be elected from the Board of Directors for one-year (1) terms by majority vote of the Board, with the Board member standing for the position recused from the vote on his/her position.

4.2 Executive Director

The Executive Director (“ED”) shall be responsible for the day-to-day operations of the NPA and shall report to the Board of Directors through the Executive Committee and the Chair. However, the Executive Director will at all times be subject to the general supervision and direction of the Board of Directors or its designee.

The ED shall serve on the Board of Directors *ex officio*, shall be in charge of the Association’s office, shall manage the affairs of the Association in accordance with the strategic direction prescribed by the Board of Directors, shall be custodian of the current operating funds

of the Association, and shall have the authority to enter into contracts for the Association that have been approved by the Board of Directors or that are required for the conduct of the Association's activities specifically provided for in the approved annual budgets. The ED shall manage the information resources of the Association, maintain and extend the contact information network of the Association, oversee the membership lists of the Association, maintain the archives and privacy policy of the Association, organize the production of an annual report, and raise money to support to support the Association. The ED shall be an *ex-officio* member of all NPA committees except those related to ED evaluation and compensation.

4.3 Advisory Council

The Advisory Council of the NPA (NPAAC) shall consist of a minimum of seven (7) up to twenty-one (21) individuals who shall work in and/or be knowledgeable in areas that may benefit the aims of the NPA. Members of the NPAAC will agree to abide by the Statement of Purpose voted on by the Board of Directors. Advisors shall be invited to the Advisory Council by the Chair of the Board of Directors following approval of the invitation by a majority vote of the Board of Directors. Advisory Council terms will last for three years. There is no limit to how many terms a member may serve on the NPAAC. Advisors shall be kept informed of NPA activities through at least quarterly updates from the Board of Directors or its designee and separate announcements of major events. Advisors may be removed from the Advisory Board by a two-thirds majority vote by the Board of Directors. Advisors shall be invited to the Annual Meeting; however, NPAAC members will serve without compensation.

4.4 Chair of the Board of Directors

The Chair of the Board of Directors (the "Chair") shall be elected from the Board of Directors by a majority vote of the Board of Directors. The Chair shall serve a term of one (1) year. The Chair shall convene, preside over, and set agendas for meetings of the Board of Directors and the NPA. The Chair, in conjunction with the ED, shall act as the representative of the NPA to the outside world, oversee and manage the budget of the NPA, delegate such duties to other Board members as may be required, and ensure that the NPA is performing within its Bylaws and making progress towards its aims. The Board Chair shall be a member or an *ex-officio* member of all NPA standing committees. The ED cannot be the Chair.

4.5 Vice-Chair

The Vice-Chair of the Board of Directors shall be elected from the Board of Directors by a majority vote of the Board of Directors. The term of the Vice-Chair is one (1) year. The Vice-Chair shall assume the responsibilities of the Board Chair when the Chair is unable to perform those functions. If the Chair is unable to function in that role for more than four (4) months for reasons foreseen, or unforeseen, the Vice-Chair shall become the Chair of the Board of Directors and shall serve for the unexpired term of the Chair. The Board of Directors shall then appoint a new Vice-Chair to serve for the unexpired term of the previous Vice-Chair. The Vice-Chair shall be responsible for taking on projects from the Chair as requested by the Chair.

4.6 Treasurer

The Treasurer shall be elected from the Board of Directors by a majority vote of the Board of Directors. The term of the Treasurer is one (1) year. The Treasurer, in conjunction with the ED, shall be responsible for producing and submitting the annual budget of the NPA to the Board of Directors for approval as well as other fiscal duties as detailed in section 5.2d.

4.7 Oversight Officer

The Oversight Officer shall be elected from the Board of Directors by a majority vote of the Board of Directors. The term of the Electoral Officer is for one (1) year. The Oversight Officer shall be responsible for the conduct of all votes of the NPA including votes of the Board of Directors and the membership. In association with the ED the Oversight Officer shall prepare, organize and distribute materials to the membership as necessary for each vote.

4.8 Committee Chairs

Each committee (Article V) shall have a Chair who will manage the efforts of the committee, advise the Board of Directors of issues of concern to the committee or issues that require the attention of the full Board of Directors, update the NPA on committee activities, provide an annual report on the activities of the committee and provide a financial report. Chairs of committees are elected by majority vote of the Board of Directors.

4.9 Elections

Elections shall be held each Fall and the elected term of two (2) years shall start on January 1 of the subsequent calendar year. To ensure continuity of leadership, the terms of service for elected Board members are staggered into a group of five (5) Directors and a group of six (6) Directors. Each election will serve to replace the expiring positions. Slate for nominations for Board of Directors positions shall be published to the members at least thirty (30) days in advance of issuance of ballots. Biographical information concerning the nominees shall be published at or about the time ballots are distributed.

In order to participate in an election, voting members must be registered and have appropriate dues paid in full at least fourteen (14) days before the start of an election.

For a vote to be binding, a minimum of 10% of the voting membership must cast ballots in an election. Voting will remain open for fourteen (14) days. If the binding vote is not achieved within the fourteen (14) day period, voting will be extended in increments of seven (7) days until the binding vote is achieved. Candidates receiving the highest number of votes shall be elected to the Board of Directors within the constraints of section 4.1 regarding number of postdoc and non-postdoc members on the Board of Directors.

4.10 Leave of Absence

Any member of the Board of Directors may request a leave of absence from the Chair, or the Vice-Chair if the Chair is the requesting party. The leave of absence should be requested in writing as soon as reasonably possible to avoid any potential impact on performance of duties or attendance at meetings. A leave of absence may be no longer than four (4) months, except under extenuating circumstances as determined by the Chair, or the Vice-Chair if the Chair is the requesting party. In no circumstance may the leave of absence extend beyond the term of office of the Board member. The Chair, or Vice-Chair if the Chair is the requesting party, upon granting the leave of absence, may appoint a replacement member of the Board of Directors to serve in the temporarily vacant position on an interim basis.

4.11 Removal

Any member of the Board of Directors, except the ED, may be removed from office for malfeasance, misfeasance, or nonfeasance by a two thirds (2/3) majority vote of the Board of Directors and subject to the following grievance procedure: Any person wishing to file a grievance must submit a letter to the Chair of the Board of Directors, or the Vice-Chair if the Chair is named in the grievance, outlining the grievance.

4.12 Resignation

The resignation of a Board member shall be effective when a written letter of resignation is received by the Chair of the Board of Directors, or in the event of a leave of absence exceeding four (4) months in duration without approval of the Chair, or Vice-Chair if the Chair is the involved party. In the case of the resignation of the Chair of the Board of Directors, the resignation shall be effective upon receipt by the Vice-Chair. A letter of resignation may be tendered in advance of an intended resignation date. A resignation shall be deemed to produce a vacancy on the Board on the effective date of the resignation as specified in the letter of resignation or on the date of the letter whichever is later.

4.13 Parliamentary Procedure

The Newly Revised Robert's Rules of Order, except when inconsistent with the Bylaws of the Association, shall govern the meetings of the Board of Directors, committees, and the annual business meeting.

4.14 Meetings of the Board of Directors

The Board of Directors shall hold an Annual Meeting. Notice of time and place of the meeting shall be given to each Board member as provided for in Article IX at least thirty (30)

days prior to the date set for the meeting. The Board of Directors may hold additional regular or special meetings within or outside the District of Columbia. Notice of the time and place of the meeting shall be given to each Board member as provided for in Article IX at least thirty (30) days prior to the meeting. Special meetings of the Board of Directors may be called by the Chair or may be called at the request of not less than one-third (1/3) of the Board members. Notice of time and place of the special meeting shall be given to each Board member as provided for in Article IX at least ten (10) days prior to the meeting. Meetings of the Board of Directors may be held in person, by teleconference, or by any other manner in which all Board members are able to hear one another and actively participate in discussions and deliberations, and such participation shall constitute presence in person at the meeting.

4.15 Quorum

A majority of the total number of Board members then serving shall constitute a quorum, but, in case there is no quorum present, a lesser number may meet from time to time until a quorum is obtained. The vote of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as a larger vote may be required by the laws of the District of Columbia, these Bylaws, or the Articles of Incorporation.

4.16 Action by Unanimous Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent of such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. A vote on any action that is conducted outside a meeting, but that is permitted to be taken at any meeting of the Board of Directors will be ratified at the next following meeting of the Board.

4.17 Democratic Rule

The Government of the NPA arises from, and shall always follow, the principle of democratic rule.

4.18 Executive Committee

The Executive Committee shall act on behalf the Board of Directors between meetings of the Board. All actions taken by the Executive Committee shall be submitted for review and possible further action at the next following meeting of the Board. The Executive Committee shall consist of the Chair of the Board of Directors, Vice-Chair, Treasurer, Oversight Officer and the Executive Director (*ex-officio*). The existence and functions of the Executive Committee shall be determined by the Board of Directors from time to time.

ARTICLE V - COMMITTEES

5.1 General Regulations

Committees may be established, charged, populated, and when appropriate, terminated by a majority vote of the Board of Directors. NPA Committees shall promote the work of the Association, under general direction and oversight by the Board of Directors. Meetings of the committees may not incur financial obligation by the Association without prior approval of the Board of Directors.

5.2 Board Governance Committees

a. Oversight Governance Committee

The Oversight Governance Committee shall be concerned with and responsible for nominations for Board of Directors positions, general committee development, retreat planning, and orientation events. Furthermore, the Committee shall organize and hold elections for Board of Director positions and be responsible for drafting Bylaws updates and amendments. This committee shall conduct an annual review of the Bylaws and Policies & Procedures of the NPA and to evaluate and update them if necessary to ensure that they stay current, adapt with the times, and remain effective. The Oversight Officer shall serve as Chair of this Committee.

b. Strategic Planning Committee

The Strategic Planning Committee, in conjunction with the ED, shall be responsible for monitoring progress in implementing the strategic plan, and for proposing updates to the plan on an annual basis. The committee will oversee the programmatic efforts of all ad-hoc committees charged with implementing the various goals and objectives that comprise the strategic plan.

c. The Development Committee

The Development Committee, in conjunction with the ED, shall be responsible for fundraising efforts to support and sustain the mission of the NPA. The Committee shall be responsible for soliciting and recording donations from individuals and/or corporations and other entities, for maintaining a database of supporters, for devising and maintaining targeted fundraising campaigns (including an annual campaign, if appropriate), and for ensuring that the NPA complies with all laws regarding fundraising by a non-profit organization. The ED will serve on this committee. The Treasurer will serve on this Committee, but need not serve as Chair. The Chair of the Development Committee will serve on the Finance Committee.

d. Finance Committee

The Finance Committee, in conjunction with the ED, shall be responsible for producing and submitting the annual budget of the NPA to the Board of Directors for approval, ensuring that the records of the fiscal transactions of the Association are maintained, reporting on revenue and expenditures to the Board of Directors as requested, overseeing the collection and distribution of funds from marketing and fundraising efforts, and ensuring that the NPA is within its spending limits at all times. The committee, and the members of the Board of Directors as needed, shall assist the ED with the preparation of budgets for grant-funded special projects. The Finance committee additionally shall be responsible for the establishment of sponsorship and advertising rates and policies, and the price of NPA membership. The Treasurer shall serve as Chair of this Committee.

5.3 Committees of the Membership

Membership Committees may be established and when appropriate terminated at the discretion of the Board of Directors. Membership Committees will be charged with addressing issues of continuing concern to the membership. Any member of the NPA may serve on these committees as outlined in sections 2.3 and 2.4.

ARTICLE VI - FINANCIAL ADMINISTRATION

6.1 Control and Administration

The deposit, investment and disbursement of all funds shall be subject to the direction of the Board of Directors. The ED shall be custodian of the current operating funds. The Treasurer shall be responsible for the control and administration of all investment funds and such other funds as the Board of Directors may designate.

6.2 Accounting

All incoming funds shall be received by the ED, entered into the Association's books, and deposited or invested as shall have been prescribed by the Board of Directors. The ED shall keep proper accounts of all financial transactions of the Association. The accounts of the Association shall be reviewed by a certified public accountant selected by the Board of Directors.

6.3 Budget

The Board of Directors shall annually adopt a budget allocating funds of the Association for the purpose of carrying out the objectives of the Association.

6.4 Contracts and Checks

The ED is empowered and authorized to enter into contracts for the Association that have been approved by the Board of Directors or that are required for the conduct of the Association's activities specifically provided for in the approved budget. Checks drawn or charges made on the accounts of the Association shall bear the signature of any one of several individuals whom the Board shall have authorized to sign checks or make charges on behalf of the Association.

6.5 Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

6.6 Books and Records

The NPA shall keep correct books of account of the activities of the Association in the Office of the Association. The ED shall be responsible for the upkeep of the books and records of the Association.

ARTICLE VII - OFFICIAL STATEMENTS

The Association shall not be responsible for statements or opinions advanced by any of its officers or presented in papers, discussions at meetings of the Association, or printed in its publications, except for those authorized by the Board of Directors.

ARTICLE VIII - INDEMNITY

The Association shall indemnify Board member and officers who may have served at its request as Board members and officers against damages awarded against them, and expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such a Board member or officer, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of their duty. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such Board member or officer may be entitled under any Bylaw, agreement, or otherwise.

ARTICLE IX - NOTICES

9.1 Method of Giving Notices

Whenever notice is required to be given by these Bylaws, the same shall be given as specified either by electronic mail or by depositing the same with the U.S. Postal Service, postage prepaid, to the last known address of the individual entitled to such notice.

9.2 Waiver of Notice

Any meeting of the members or of the Board of Directors may be deemed to have been validly and legally called if all of the members or Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a member or a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that member or Director except when the member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, or approvals shall be filed with the corporate records of the Association.

ARTICLE X - AMENDMENTS

10.1 Amendments

Amendments may be made to these Bylaws by a two-thirds (2/3) majority vote of the Board of Directors. Approved amendments will be communicated electronically to the voting members, who will have fourteen (14) days to respond in protest. If there are no protests or less than 5% of the voting members respond in protest, the amendments shall go into effect at the end of the fourteen (14) days notice period. If 5% or more of the voting members respond in protest, the amendments shall be brought to the voting members for a formal vote to occur electronically within sixty (60) days. If the amendments are not accepted by a simple majority of the returned votes, in a vote in which at least 10% of the voting membership has cast a ballot, the amendments shall be repealed. Voting shall be conducted as outlined in section 4.9.

10.2 Proposal of Amendments

Amendments to the Bylaws may be proposed by any member of the Board of Directors or by petition signed by at least 100 members of the Association. Proposed amendments shall be submitted in writing, or electronically, to the ED or the Chair of the Board of Directors by any voting member of the NPA. A vote by the Board of Directors on acceptance of the amendments must occur within sixty (60) days of their acceptance by the ED or Chair of the Board of Directors. If the Board of Directors rejects a petition signed by at least 100 members of the Association, the proposed amendments will be brought to the voting members for a formal vote to occur electronically within sixty (60) days. If the proposed amendments are accepted by a simple majority of the returned votes, in a vote in which at least 10% of the voting membership

has cast a ballot, the amendments shall go in to effect immediately. Voting shall be conducted as outlined in section 4.9.

10.3 Annual Review

The Board of Directors shall conduct an annual review of the Bylaws of the NPA so as to evaluate and amend them if necessary to ensure that current procedures and policies of the NPA comport with these Bylaws

ARTICLE XI - RATIFICATION

The Bylaws of the NPA shall take effect immediately pursuant to ratification by a majority vote of the attendees of the NPA Annual Meeting in Washington D.C., April 17, 2004.