

BYLAWS OF THE NATIONAL ASSOCIATION OF PSYCHOMETRISTS

ARTICLE 1: OFFICES

SECTION 1.

NAME

The name of this association shall be The National Association of Psychometrists, and will be referred to as NAP.

SECTION 2.

PRINCIPAL OFFICE

The principal office of the corporation is located in Olmsted County, State of Minnesota.

SECTION 3.

CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws: _____ Dated: _____, 19____ Dated: _____, 20____ Dated: _____, 20__

SECTION 4.

OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2: NONPROFIT PURPOSES

SECTION 1.

IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2.

SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- (a) to provide information and guidance regarding the education and training of Psychometrists.
- (b) to develop and organize workshops to share education and training ideas, promote scoring reliability, and discuss test administration principles.
- (c) to collaborate with other professional groups and test developers in the review of the testing process involving the standard administration and scoring of tests.
- (d) to publish a newsletter which focuses on providing updated information relating to psychometrics as well as current efforts and developments of the association.
- (e) to engage in functions, operations, and other activities that are incidental to promoting Psychometry as a profession and enhance the preceding goals.

ARTICLE 3: MEMBERSHIP

SECTION 1.

MEMBERSHIP QUALIFICATIONS

Members of the National Association of Psychometrists (NAP) are individuals and organizations that: share in the common goal for which NAP was created, actively participate in achieving the organizations purposes and pay dues. All members are non-voting with the exception of the Board of Directors.

Membership in NAP is not contingent upon going actively employed in the practice of Psychometry; therefore, no NAP member will be forced to surrender his/her membership status in the event that he/she is no longer actively engaged in the activities associated

with the field of Psychometry.

SECTION 2.

MEMBERSHIP ENROLLMENT

Memberships are valid from January through December of the current year, regardless of when an individual member joins the organization. Renewals are sent out in December and are due by February 1st of the next calendar year.

Membership renewals not received by February 1st become inactive, and membership privileges, to include receipt of *the Network*, are suspended until such time as the Membership Committee is in receipt of the individual's dues.

Renewal reminders are sent out once, usually by the first week of March.

SECTION 3.

BENEFITS

NAP Members who present at the annual conference shall have their conference registration fee waived for the conference they are presenting at.

SECTION 4.

CODE OF ETHICS

NAP officially recognizes the Code of Ethics set forth by the Board of Certified Psychometrists (BCP) as the standard by which all psychometrists should conduct themselves in the practice of psychometry.

ARTICLE 4: DIRECTORS

SECTION 1.

NUMBER

The corporation shall have not more than twenty-one directors and collectively they shall

be known as the Board of Directors.

SECTION 2.

QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications shall be as follows:

- (a) Shall be employed as a Psychometrist for one year.
- (b) Not more than one third of the Board members may be from the same employment location.
- (c) In the event that a current Board member becomes separated from his/her participation in the activities associated with the field of Psychometry, it is incumbent that said Board member notify in writing (via conventional mail, e-mail, or facsimile) the President, the Secretary, or the Board of Directors of his/her separation and include the separation date. A period of six months, to begin on the first day of separation as noted in the Board member's notice, shall be allowed for said Board member to secure participation in activities associated with the field of Psychometry. If said Board member resumes activities associated with the field of Psychometry, he/she shall again notify in writing the appropriate individuals as describe above, and his/her tenure as Board member shall not be interrupted or disputed. If said Board member does not resume participation in activities associated with the field of Psychometry, then a formal letter of resignation will be expected and should be forwarded to the President, the Secretary, or the Board of Directors. These proceedings are subject to the provisions outlined in Article 4, section 14 regarding VACANCIES.
- (d) NAP Members who hold any doctoral level degree shall not be permitted to serve on the NAP Board of Directors and shall have no voting privileges regarding business and decisions of the NAP Board. However, these individuals may serve on committees formed by NAP and may also act in an advisory or consultant capacity to the NAP Board.
- (e) NAP Board Members may not serve a concurrent term as a member of the Board of Certified Psychometrists (BCP). Likewise, a member of the BCP may not serve a concurrent term on the NAP Board of Directors (amended 1/5/09).

SECTION 3.

POWERS

Subject to the provisions of the laws of this state, any limitations in the Articles of Incorporation, and these Bylaws; the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.

DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or faxed to them at such addresses shall be valid notices thereof.

SECTION 5.

TERM OF OFFICE

Each Director shall hold office for a period of two years, with the option to serve a second term at the end of his/her first term, not to exceed two consecutive terms. At such time as a Director's second term on the Board of Directors concludes, said Director must wait for a period equal to not less than two years before he/she can be nominated to the Board of Directors again. This provision shall be in keeping with the parameters set forth by Article 4, Section 14 regarding VACANCIES.

SECTION 6.

COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors with board approval, for reimbursement of expenses incurred in the performance of their duties, such as purchases made for the benefit of the corporation.

Membership Chair(s), Conference Planning Committee, NAP Board Officers (President, Vice-President, Treasurer, and Secretary) are entitled to have their conference registration fee waived in return for their service to the organization. NAP Board Members who are not officers may file a written request to the NAP Board Officers in order to have their conference fee waived for one year if they feel that they have contributed significantly through a project or other endeavor that has directly benefited NAP. These individuals

must have served atleast 12 consecutive months on the Board in order to appeal to the NAP Officers.

SECTION 7.

PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8.

REGULAR MEETINGS

Regular meetings of the directors may be held on a biannual basis. At the annual conference of directors, directors and officers shall be elected by the Board of Directors.

Voting for the election of directors and officers shall be by written ballot. Each director and officer shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected. The candidates receiving the highest number of votes up to the number of directors or officers to be elected shall be elected to serve.

SECTION 9.

SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the ice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10.

NOTICE OF MEETINGS

The following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. Notice need be given of any regular meeting of the board of directors at least one month prior to the meeting date.

(b) Special Meetings. At least one month prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11.

QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors. No business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12.

MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

SECTION 13.

CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such procedures as may be approved from

time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14.

VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state of Minnesota. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15.

NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16.

INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17.

INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors

may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5: OFFICERS

SECTION 1.

DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. A President-Elect, as elected by the Board of Directors, shall serve a one year term, with full Board voting rights. Upon immediate completion of this term, the President-Elect shall transition into the office of the Presidency.

SECTION 2.

QUALIFICATIONS

Any Board member may apply to be an officer of the Board during any portion of his/her unexpired Board term.

SECTION 3.

ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, for a term of two years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3a.

TRANSFER OF OFFICERS' AUTHORITY

All duties, responsibilities and authorities as described in Article 5, Sections 6-9, shall be

transferred to the newly elected officers at the time of their installation.

The only exceptions to this by-law shall include the following:

(a) The outgoing Treasurer shall complete and reconcile the accounts(s) within thirty (30) days and then transfer the materials to the incoming Treasurer, and;

(b) The outgoing Secretary shall transfer all relevant materials to the incoming Secretary when that officer is installed, pursuant to Article 5, Section 3a, and then complete the Board meeting minutes, pursuant to Article 5, Section 8; the incoming Secretary shall be responsible for correctly filing these last minutes in the appropriate file.

SECTION 4.

REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, and if he or she is not present at one regular meeting, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5.

VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6.

DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of

Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7.

DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8.

DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof; and cause to be distributed within thirty (30) days the recorded minutes of Board of Directors' meetings as outlined above to all Board members.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- (e) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9.

DUTIES OF TREASURER

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10.

DUTIES OF CHAIRPERSON

The Board of Directors may, by a majority vote of its members, designate a Chairperson of the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors and perform all duties incident to the conduct of business of such meetings as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

SECTION 11.

COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 6: COMMITTEES

SECTION 1.

EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of five board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2), the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2.

STANDING AND SPECIAL COMMITTEES

The corporation shall have Standing and Special committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3.

MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may

also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1.

EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2.

CHECKS, NOTES AND EXPENDITURES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation in excess of \$50.00. Any board member and/or committee shall disburse or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, but not to exceed \$50.00 of the approved amount. If the expenditure is expected to exceed \$50.00 over the approved amount, the President and Treasurer must either approve or postpone the additional expenditure.

SECTION 3.

DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Member will have responsibility for payment of bank charges due to checks returned for insufficient funds.

SECTION 4.

DUES

The amount of membership application fees and/or annual dues, shall be determined by the Board of Directors. Changes in membership dues shall be in effect for a two (2) year period to ensure that dues do not increase on a yearly basis.

SECTION 5.

GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 8: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1.

MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2.

CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate

instruments, however, shall not affect the validity of any such instrument.

SECTION 3.

DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4.

MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5.

RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or

attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6.

PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9: IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1.

LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2.

PROHIBITION AGAINST PRIVATE INCUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3.

DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4.

PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10: AMENDMENT OF BYLAWS

SECTION 1.

AMENDMENT

Subject to the power of the Board of Directors of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable

or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

NAP Bylaws approved 1/5/09