



**NASBITE, INTERNATIONAL**

**BYLAWS**

**November 2006**

**UPDATED August 2010**

**©2006 NASBITE, International  
Reproduction without permission of NASBITE is not authorized.**

APPENDIX A

**BYLAWS OF  
NASBITE International, Inc.**

**ARTICLE I**

1.1 NASBITE International, Inc. (NASBITE) is a C corporation incorporated under the laws of the State of Ohio. The purpose is to advance the practice of global business and set standards for global business professional credentials.

1.2 Non-Discrimination – It shall be the policy of the Corporation to comply with all state and federal laws, rules, and regulations prohibiting discrimination against any person with regard to employment because of race, color, religion, sex, physical handicap, national origin, age, marital status, or pregnancy.

**ARTICLE II**

**Membership**

2.1 Qualifications. Any person, corporation, non-profit organization, college or university, governmental agency, or other institution wishing to promote and enhance the involvement and competitiveness of business in international trade may, upon acceptance, become a member of this corporation. Each member shall have one vote on all matters in which the membership shall be entitled to vote.

2.2 Membership Definition. NASBITE is a membership-based organization.

2.3 Membership Categories. There are five membership categories: Individual Member, Institutional Member, Student Member, Honorary Member, and Lifetime Member. Membership is open to individuals and organizations interested in international education and global business development. Membership in good standing requires current payment of dues and must meet the qualifications as set forth in 2.1 of these bylaws.

2.3.1 Individual Member. An individual regardless of whether or not they are affiliated with an organization. Each individual member has one vote.

2.3.2 Institutional Member. An organization or institution with multiple members. Each member within the institution has one vote.

2.3.3 Student Member. Students currently enrolled in an institution of higher education. Student members do not have voting rights.

2.3.4 Honorary Member. The Board of Governors, at any duly organized meeting, may elect honorary members by a unanimous vote of the governors present. Honorary members shall be exempt from payment of any and all member fees and shall be entitled to all the privileges of individual members, except the right to vote or to hold office.

2.3.5 Lifetime Member. Lifetime members are Otis award recipients and others as designated by the Board of Governors and entitled to all the benefits of membership.

2.4 Dues. Dues for members shall be established annually by the Board of Governors at each Fall Board of Governors Meeting.

- 2.4.1 **Annual Dues.** The Board of Governors may determine, from time to time, the amount of the initiation fee, if any, and the annual dues payable to the corporation by its members.
- 2.4.2 **Payment of Dues.** Dues shall be payable in each fiscal year on the anniversary date of membership.
- 2.5 **Resignations and Termination of Member**
- 2.5.1 **Resignations.** Any member may resign from NASBITE after fulfilling all member obligations by giving written or electronic notice of such intentions to the Secretary/Treasurer. Said notice(s) shall be presented to the Board of Governors by the Secretary/Treasurer at the first meeting after receipt of the notice.
- 2.5.2 **Termination of Member.** The Board of Governors may, by affirmative vote of two-thirds of all of the members of the Board present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or expel any member who shall be in default in the payment of dues and fails to respond appropriately to notice accordingly.
- 2.6 **Annual Member Meetings.** The annual meeting of the corporation's members shall coincide with the annual conference, and shall include the election of governors to replace or succeed those governors whose terms are expiring, or who may not continue to serve for whatever reason, or are vacant, and shall also include the transaction of such other business as may properly come before the meeting.
- 2.7 **Special Meetings.** Special meetings of the members, for any purpose or purposes be considered prudent, may be called by the President of NASBITE to be held at such time and place as the President or the Board of Governors may prescribe. Special meetings of the members may also be called by members having at least one-fourth (25%) of the votes entitled to be cast at such a meeting and, in the event that such be the case, it shall be the duty of the Secretary/Treasurer of the corporation, upon the request of such members, to call a special meeting of the membership to be held at such time and place as the Secretary/Treasurer may fix not less than ten (10) nor more than fifty (50) days after the receipt of said request and, if the Secretary shall neglect or refuse to issue such a call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time, date, and place of the meeting.
- 2.8 **Notice of Meetings.** Written or printed notices stating the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the President, the Secretary/Treasurer, or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail, addressed to the member's address as it appears in the records of the corporation, with postage pre-paid, or to the member's electronic address on file with the corporation.
- 2.9 **Quorum.** Members holding one-fifth (20%) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon the by the members. Representation may be written or sent via electronic mail, duly registered with the Secretary/Treasurer.
- 2.10 **Proxies.** At any membership meeting, any member may vote by proxy executed in writing. Proxies shall be valid only if executed and dated within one (1) month of the date of the meeting at which the proxy vote of the active member is to be cast.
- 2.11 **Voting.** Voting by any member may be done in person or through electronic polling (email, fax, or other mechanism).

**ARTICLE III**  
**Board of Governors**

- 3.1 Powers of Board of Governors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Governors.
- 3.2 Number, Election, Qualification, and Term of Board Members.
- 3.2.1 Number. The number of voting governors of the corporation shall be at least three (3) and no more than twenty-five (25). The maximum and minimum number of governors may also be increased or decreased from time to time by an amendment to the Bylaws. No decrease shall have the effect of shortening the term of any incumbent governor. .
- 3.2.2 Election. The Board of Governors shall be elected by the membership at their annual meeting and hold office until the next annual membership meeting. The Board of Governors may appoint any one or more members of the corporation to be ex-officio members of the Board of Governors.
- 3.2.3 Eligible governors must meet membership qualifications (Article 2.3) and need to be members in good standing of the corporation (Article 2.3). In order to encourage geographic diversity, at the time of nomination, no more than one (1) person from the same institution or community college district is eligible to serve on the Board of Governors.
- 3.2.4 Term. The term of service is three (3) years, renewable upon continued service. The Board of Governors shall hold office until the next annual membership meeting (unless the terms are staggered in accordance with the Articles of Incorporation) and until their successors shall have been elected and qualified, until earlier death, resignation, or removal, or until there is decrease in the number of governors.
- 3.3 Regular Meetings. A regular meeting of the Board of Governors shall be held, without other notice than this Bylaw, immediately after, and at the same place as, the annual membership meeting and one during the month of September, October, or November. The Board of Governors may provide, by resolution, the date, time, and place for the holding of additional regular meetings and may cancel a regular scheduled meeting without other notice than the resolution.
- 3.4 Special Meetings. Special meetings of the Board of Governors may be called by or at the request of the President or by a majority of the governors. The person or persons authorized to call special meetings of the Board of Governors may fix any place, as the place for holding any special meeting of the Board of Governors called by them.
- 3.4.1 Notice of Special Meetings. Notice of the date, time, and place of any special meeting of the Board of Governors shall be given at least seven days prior to the meeting by any means provided by law. If mailed, notice shall be deemed to be given five days after being deposited in the United States mail addressed to the governor at the governor's business address, with postage thereon prepaid. Notice by all other means shall be deemed to be given when received by the governor or a person at the governor's business or residential address whom the person giving notice reasonably believes will deliver or report the notice to the governor within 24 hours. The attendance of a governor at a meeting shall constitute a waiver of notice of such meeting, except where a governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, at any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.
- 3.5 Waiver of Notice. A governor may at any time waive any notice required by law, the Articles of Incorporation, or these Bylaws. Unless a governor attends or participates in a meeting, a waiver must be in writing or electronic communication must be signed by the governor entitled to notice, must specify the meeting for which notice is waived, and must be filed with the minutes or corporate records.

3.6 Quorum; Majority Vote. A majority of the number of governors fixed by or in accordance with Section 3.2.1 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Governors. The act of the majority of the governors present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless a different number is provided by law, the Articles of Incorporation, or these Bylaws.

3.7 Meeting by Telephone Conference; Action Without Meeting

3.7.1 Members of the Board of Governors may hold a board meeting by electronic communications (telephone, web meeting, etc.) of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

3.7.2 Any action that is required or permitted to be taken by the governors at a meeting may be taken without a meeting if a consent in writing or electronic communication setting forth the action so taken shall be signed by all of the governors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the governors, shall be filed with the minutes of the corporation.

3.8 Vacancies. Any vacancy, including a vacancy resulting from an increase in the number of governors, occurring in the Board of Governors may be filled by the President with approval by the Board of Governors. A governor elected to fill a vacancy shall serve until the next annual meeting of the corporation's membership and until a successor shall be elected and qualified. A vacancy that will occur at a specific later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, and the new governor shall take office when the vacancy occurs.

3.9 Presumption of Assent. A governor of the corporation who is present at a meeting of the Board of Governors or a committee of the Board of Governors shall be presumed to have assented to the action taken (a) unless the governor's dissent to the action is entered in the minutes of the meeting, (b) unless a written dissent to the action is filed with the person acting as the secretary of the meeting before the adjournment thereof or forwarded by certified or registered mail to the Secretary/Treasurer of the corporation immediately after the adjournment of the meeting, or (c) unless the governor objects at the meeting to the holding of the meeting or transacting business at the meeting. The right to dissent shall not apply to a governor who voted in favor of the action.

3.10 Removal. The Board of Governors may remove one or more governors with or without cause at a meeting called expressly for that purpose; such action shall be by a two-thirds vote of the membership of the Board of Governors. Non-renewal of membership (Article II Section 2.5.2 and Article III Section 3.2.3) or active participation in regular Board meetings (Article III Section 3.3) shall be constituted as a cause for removal.

3.11 Resignation. Any governor may resign by delivering written or electronic notice to the President of the Board of Governors or the Executive Director. Such resignation shall be effective (a) on receipt, (b) five days after its deposit in the United States mails, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt requested, and the receipt is signed by addressee, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted based on a two-thirds majority vote by the Board of Governors.

3.12 Host Institution Board of Governors Representative(s). The Host Institution shall have as a voting, full member of the Board of Governors, an individual appointed by the host institution and confirmed by the Executive Committee. The Executive Director serves as an ex-officio member of the Executive Committee.

3.13 Reimbursement. The Board of Governors shall serve without compensation with the exception that certain expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with the proper documentation and prior approval by the President.

3.14 Duties of Board Members. Board members are required to actively participate in the organization in accordance with the signed Board Member Commitment Pledge.

## **ARTICLE IV**

### **Officers**

4.1 Number. The officers of the corporation shall consist of a President of the Board of Governors, a Vice-President, and a Secretary/Treasurer. Such other officers and assistant officers as are deemed necessary or desirable may be appointed by the Board of Governors and shall have such powers and duties prescribed by the Board of Governors to prescribe the duties of other officers. A duly appointed officer may appoint one or more officers or assistant officers if such appointment is authorized by the Board of Governors. Any two or more offices may be held by the same person, if needed due to the number of vacancies.

4.2 Election and Term of Office. The officers of the corporation shall be elected each year at the Fall Board meeting by a majority of the Board of Governors in attendance and will assume office at the first meeting of the Board of Governors held after the annual meeting of the corporation's membership. If the appointment of officers shall not be held at the meeting, it shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor shall have been duly appointed and shall have qualified or until the officer's death, resignation, or removal in the manner hereinafter provided.

4.2.1 Presentation of the Slate of Officers. The Nominating Committee will bring forward the names of interested candidates from within the Board of Governors for the offices of President, Vice-President, and Secretary-Treasurer at the Fall Board meeting. The majority of Governors in attendance or voting by proxy at the fall meeting will determine the slate that will go to the members of the corporation at the annual meeting.

4.3 Qualification. An officer must be a member in good standing of the Board of Governors.

4.4 Resignation and Removal. An officer may resign at any time by delivering notice to the Board of Governors. A resignation is effective on receipt unless the notice specifies a later effective date. If the Board accepts a specified later effective date, the Board of Governors may fill the pending vacancy before the effective date, but the successor may not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted based on a two-thirds majority vote by the Board of Governors. Any officer appointed by the Board of Governors may be removed at any time with or without cause. Appointment of an officer shall not of itself create contract rights. Removal or resignation of an officer shall not affect the contract rights, if any, of the corporation or the officer.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the President/Board of Governors for the unexpired portion of the term.

4.6 President. The President of the Board of Governors shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Governors, and shall perform other duties assigned by the Board of Governors. The President will coordinate with the Executive Director all activities and programs of the corporation. The President of the Board shall rotate into the position of Past President after one year in office.

4.7 Past President. The one-year term of the Past President will be filled by the President after the term of office has expired and shall perform such duties as assigned by the Board of Governors.

4.8 Vice-President. The Vice-President shall, in the absence of the President, preside at all meetings of the Board of Governors, the Executive Committee and general membership of the corporation. The Vice-President shall perform such other duties as assigned by the Board of Governors.

4.9 Secretary/Treasurer. The Secretary/Treasurer and the Executive Director shall have responsibility for the minute books and other records pertaining to the corporate business which will be maintained in the office of the Executive Director and shall keep or delegate the duties of keeping the minutes of all meetings of the Board of

Governors, the Executive Committee, and the corporation's membership. The Secretary/Treasurer shall countersign all instruments requiring the seal of the corporation and shall perform such other duties assigned by the Board of Governors.

The Secretary/Treasurer shall hold electronic versions of all signed contracts by and between the organization and outside parties.

The Secretary/Treasurer shall be responsible for the proper maintenance of all financial records of the corporation in coordination and compliance with the requirements of the host institution, including review of budgets for annual operations and conferences, overseeing of banking relationships and disbursement of funds, coordination of financial operations with the Executive Director, and any other duties assigned by the Board of Governors.

4.10 Committee Formation. Committees will consist of a Chair and the necessary additional number of members to accomplish the task(s). The President or Chair may appoint board members to the committee if there are not sufficient volunteers.

## **ARTICLE V**

### **Contracts, Loans, Checks and Other Instruments**

5.1 Contracts. The Board of Governors may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Governors. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers and agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

## **ARTICLE VI**

### **Committees**

6.1 Executive Committee. The Executive Committee shall consist of the officers of the corporation (Article IV, Sections 4.6-4.9), the Past President, Director of Certification, and minimum of two (2) at-large members from the Board of Governors.

6.1.1 Members-at-Large. The President shall appoint a minimum of two (2) at-large members from the Board of Governors to serve on the Executive Committee and shall perform such duties as assigned by the Board of Governors.

6.2 Standing Committees. The Board of Governors may create such standing committees as it deems advisable and necessary for the best interests of the corporation. The President may appoint other committees on any subject for which there are no standing committees. A majority of any committee of the corporation shall constitute a quorum for the transaction of the business unless any committee shall, by a majority of its entire membership, decide otherwise. The various committees shall have the responsibility to fill vacancies in their membership as they occur.

6.3 Managing Committees. The Board of Governors, by resolution adopted by a majority of the governors in office, may designate and appoint one or more committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Governors as assigned to the Committee by the Board of Governors in its charge

6.4 Committee Chairs. The President shall seek volunteers to chair and serve on all standing committees. The President may appoint chairs in the absence of volunteers.

6.5 Nominating Committee. The Past-President will serve as chair of the nominating committee, which will be comprised of past presidents of the Board of Governors.

## **ARTICLE VII**

### **Administrative and Financial Matters**

7.1 Executive Director. The Executive Director shall be selected by the Board of Governors of the corporation in cooperation with the host institution, and shall be in general charge of corporate business and affairs, subject to the control of the Board of Governors. The Executive Director shall report to the Executive Committee of the corporation and the Executive Committee on an annual basis shall evaluate performance of the Executive Director. The Executive Director may execute on behalf of the corporation all contracts, agreements, and other instruments as approved by the Executive Committee of the corporation. The Executive Director shall, from time to time, report to the Board of Governors all matters within the Executive Director's knowledge affecting the corporation that should be brought to the attention of the Board. The Executive Director shall perform other duties assigned by the Board of Governors and the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee.

If the office of Executive Director is vacated because of death, resignation, removal, disqualification or otherwise, the President of Governors in conjunction with the Host Institution shall assume the responsibilities of Executive Director until a replacement is approved.

7.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

7.3 Default and Termination of Membership. When any member shall be in default of the payment of dues for the period of three months from date when such dues become payable, that membership may be terminated by the Board of Governors.

7.4 Register of Names and Addresses. The corporation shall keep at its principal office in the State of Ohio a record of the names and addresses of its members who are entitled to vote.

7.5 Salaries; Shares of Stock; Dividends. The corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the corporation shall be distributed to its members, governors, or officers. The corporation may pay compensation in a reasonable amount to its members, governors, or officers for services rendered and it may confer benefits upon its members in conformity with its purposes. Upon the corporation's dissolution or final liquidation, its assets must be distributed for an exempt purpose as within the meaning of Section 5011 of the Internal Revenue Code of 1954.

7.6 Loans Prohibited. No loans shall be made by the corporation to any officer or to any governor of the corporation.

7.7 The Board of Governors may contract services of a host institution and executive director as deemed necessary.

## **ARTICLE VIII**

### **Indemnification**

8.1 Permissive. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the



fact that the person is or was a governor, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a governor, officer, employee, or agent of another corporation, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct of the person was unlawful.

8.2 Permissive: Right of the Corporation. The corporation shall also have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a governor, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a governor, officer, employee, or agent of another corporation, against expenses, including attorney fees, actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

8.3 Mandatory. To the extent that a governor, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, the governor, officer, employee, or agent shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by the governor, officer, employee or agent in connection therewith.

8.4 Inspection of Records. All books and records of the corporation may be inspected by any member, or by the agent or attorney of any member, for any proper purpose at any reasonable time.

## **ARTICLE IX** **Transparency**

9.1 Communication. NASBITE will regularly communicate with its members, appropriate government entities, and the interested public about its financial status and managerial actions. Specifically, this includes:

1. The reporting of actions by the Board of Governors to the constituency in a timely manner.
2. Items to be voted on by the general membership will be communicated at least 30 days before a vote to allow their input and modification if necessary.
3. Distribution of Executive Committee minutes to the Board of Governors in a timely manner.

## **ARTICLE X** **Code of Ethics and Conflict of Interest**

10.1 NASBITE is committed to the ethical behavior on behalf of its Board of Governors and committee members. Any appearance of a conflict of interest on behalf of NASBITE and the actions of its officers and Board of Governors should be brought to the attention of a member of the Executive Committee for review and/or clarification. When possible, areas of conflict should be identified and recommendations made for remediation in the Policies and Procedures documents

**ARTICLE XI**  
**Miscellaneous Provisions**

- 8.1 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.
- 8.2 Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Governors of this corporation shall be the rules governed by Roberts' Rules of Order on Parliamentary Procedure newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Governors.

**ARTICLE XII**  
**Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 2/3 vote the Board of Governors at any regular or special meeting, or electronically.

**CERTIFICATION**

**THESE BYLAWS WERE APPROVED ELECTRONICALLY BY THE BOARD OF GOVERNORS BY A TWO-THIRDS MAJORITY VOTE ON AUGUST 20, 2010.**

**SECRETARY**

**DATE**



NATIONAL ASSOCIATION  
OF SMALL BUSINESS  
INTERNATIONAL  
TRADE EDUCATORS



CHANGE OF BY-LAWS

March 24, 1993

The following by-law changes were approved by the NASBITE Board of Governors at a regularly scheduled meeting held March 24, 1993 in Portland, Oregon; a quorum was present:

"Be it resolved that the officer position of Treasurer replace the officer position of Treasurer/Financial Officer, and that the duties of the Treasurer as approved by the board be attached to the by-laws."

"Be it resolved that the office of President be established as one of the permanent offices of NASBITE with the President being a member in good standing of the Board of Governors, and duly nominated and elected at the annual meeting of the Board of Governors or whenever the office is vacant."

"Be it resolved that the office of Past Chair be established as one of the permanent offices of NASBITE to be filled for one year by the most recent Chair of the Board."

"Be it resolved that if the office of Executive Director is vacated because of death, resignation, removal disqualification or otherwise, the Chair of the Board shall assume the responsibilities of the Executive Director for up to 180 days during which time the Board of Governors shall appoint a replacement following approved procedures."



NATIONAL ASSOCIATION  
OF SMALL BUSINESS  
INTERNATIONAL  
TRADE EDUCATORS



CHANGE OF BY-LAWS

April 24, 1994

The following by-law change was approved by the NASBITE Board of Governors at a regularly scheduled meeting held April 24, 1994 in Omaha, Nebraska; a quorum was present:

"Be it resolved that the allowed number of members of the NASBITE Board of Governors be increased from 30 to 50."



NATIONAL ASSOCIATION  
OF SMALL BUSINESS  
INTERNATIONAL  
TRADE EDUCATORS



**CHANGE OF BY-LAWS**

The following by-law changes were approved by the NASBITE Board of Governors at a regularly scheduled meeting held October 13, 1995, in Vail, Colorado; a quorum was present.

- a. (para 2.2) Change the first sentence to read: "The number of governors of the corporation shall be at least three (3) and no more than twenty-five (25)."
- b. (para 3.1) Change the first sentence to read: "The officers of the corporation shall be the President/Chair, Executive Vice-President/Secretary, and Treasurer."
- c. (para 3.6) Change to read: "The Executive Director shall be selected by selected members of the Board of the corporation in cooperation with the host institution, and shall be in general charge of corporate business and affairs, subject to the control of the Board of Governors. The President/Chair shall preside at all meetings of the corporation's membership, unless otherwise directed by the Board of Governors. The Executive Director shall report to the Executive Committee of the corporation and performance of the Executive Director shall be evaluated by the Executive Committee on an annual basis. The Executive Director may execute on behalf of the corporation all contracts, agreements, and other instruments as approved by the Executive Committee of the corporation. The Executive Director shall, from time to time, report to the Board of Governors all matters within the Executive Director's knowledge affecting the corporation that should be brought to the attention of the board. The Executive Director shall perform other duties assigned by the Board of Governors and the Executive Committee."
- d. (para 3.7) Change to read: "Executive Vice-President. The Executive Vice-President shall keep the minutes of all meetings of the Board of Governors, the Executive Committee, and the corporation's membership, and shall have responsibility for the minute books and other records pertaining to the corporate business maintained in the office of the Executive Director. The Executive Vice-President shall perform other duties as assigned by the Board of Governors, and shall, in the absence of the Chair of the Board, preside at all meetings of the Board of Governors and the Executive Committee."
- e. (para 3.9) Add to read: "Secretary. The Secretary of the corporation shall countersign all instruments requiring the seal of the corporation and shall perform other duties assigned by the Board of Governors."
- f. (para 3.10) Add to read: "Treasurer. The Treasurer of the corporation shall be responsible for the proper maintenance of all financial records of the corporation in coordination with the requirements of the host institution, including preparation of budgets for annual operations and conference, overseeing of banking relationships and disbursement of funds, coordination of financial operations with the Executive Director, and any other duties assigned by the Board of Governors."
- g. (para 6.1) Change to read: "The fiscal year and the membership year of the corporation shall begin on the first day of September and end on the last day of August in each year."

g. (para 6.1) Change to read: “The fiscal year and the membership year of the corporation shall begin on the first day of September and end on the last day of August in each year.”



## **CHANGE OF BYLAWS**

**February 23, 1999**

The following by-law change was approved by the Executive Committee at a monthly scheduled conference call on February 23, 1999, pursuant to Article VI, Section 6.1 Fiscal Year.

*“The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.”*