

BYLAWS OF NATIONAL CONCIERGE ASSOCIATION (NCA)™

ARTICLE 1. REGISTERED OFFICE AND CORPORATE SEAL AND TRADEMARK.

Section 1.1

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at:

2920 Idaho Avenue North Minneapolis, MN. 55427

Section 1.2 Seal
The Corporation shall have no seal.

Section 1.3 Trademarks

The corporation logo and title are registered trademarks with the United States Patent and Trademark Office, Registration number 2,443,952 registered April 10, 2001. No persons may reproduce the title of National Concierge Association (NCA) or the logo of the corporation without the written permission of the National Concierge Association Executive Board of Directors. A supplemental register of the National Concierge Association is filed with the United States Patent and Trademark Office under this registration for Trademark serial number 76-036-902 filed P.R. 4-28-2000; a.m. S.R.1-9-2001.

ARTICLE 2. PURPOSE

Section 2.1

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 described in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.2

The National Concierge Association is organized exclusively for the promotion of instruction and/or training of our members for the purpose or improving or developing their capabilities through such methods set forth under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.3

To develop friendship and solidarity among concierges in the United States and throughout the world through social and professional interaction.

Section 2.4

To develop and strengthen the NCA by seeking new concierge members and encouraging members to participate in activities of the NCA.

Section 2.5

To work for the development of hospitality and tourism in every city throughout the United States and the world and to promote a positive image of those cities.

Section 2.6

To promote the highest level of competence and professionalism among concierge members of the NCA by circulating information, providing materials and activities of educational value, and providing networking opportunities within the NCA.

Section 2.7

To encourage greater cooperation from businesses and cultural organizations locally, nationally, and internationally in providing quality concierge services to our clients, guests, tenants, and visitors.

Section 2.8

To work for the recognition of the concierge profession throughout the United States and the world in the corporate, hotel, residential, retail, entertainment, and all other distinctive concierge services.

ARTICLE 3. MISSION STATEMENT *(Amended by majority membership vote February 5, 2021)*

The National Concierge Association (NCA) exists to provide NCA Concierge, Associates and Affiliates with shared expertise in the hospitality industry by providing unlimited and unparalleled networking and educational opportunities to every member, as well as to promote the Concierge profession worldwide.

ARTICLE 3a. NCA VISION STATEMENT *(Added by majority membership vote February 5, 2021)*

The National Concierge Association strives to enhance professionalism and to develop leadership and career growth within our industry.

ARTICLE 3b. NCA VALUES STATEMENT *(Added by majority membership vote February 5, 2021)*

- The NCA develops leaders who never fail to uphold the mission, vision, and core values of the National Concierge Association.
- The NCA supports all communities represented by members of the National Concierge Association.
- The NCA maintains and encourages lines of honest communication with other NCA members as well as member's clientele.
- The NCA membership is courteous, respectful, and helpful to everyone.
- The National Concierge Association membership demonstrates integrity in all matters.
- Individual members of the National Concierge Association conduct themselves always as professional representatives of the hospitality industry.
- The National Concierge Association promotes, supports, and provides continued educational growth.

ARTICLE 3c. DIVERSITY, INCLUSION AND EQUITY *(Added by majority membership vote February 5, 2021)*

The National Concierge Association is a diverse, inclusive, and equitable organization and does not tolerate discrimination. The National Concierge Association strives to provide informed leadership as the model for the universal hospitality/tourism industry which includes maintaining an inclusive environment with equitable treatment for all.

The National Concierge Association champions diversity, inclusion & equity as follows:

- Avows diversity, inclusion, and equity as central and critical to our mission to ensure the well-being of all NCA members and the communities we serve.
- Immediately acknowledges and dismantles any inequities within our policies, systems, programs, and services and continually updates and reports the organization's progress to our members.
- Builds inclusive leaders via the NCA Leadership Program.
- Practices and encourages transparent communication in all interactions with members to find new innovative solutions to equity challenges.
- Expects all members to embrace respect and tolerance of all persons as a critical component in all organizational duties, activities, volunteerism and through his or her everyday personal and business practices.
- Utilizes platforms globally which prioritize partnerships with organizations that promote social justice and equality.
- Continually shares information within our social media, chapter and national communication forums which address inequity while spotlighting acts of kindness, good deeds and educational opportunities for change regarding racism and social justice.
- Educational forums regarding diversity and equality are amongst the criteria in all chapter and national awards bestowed by the National Concierge Association.
- Creates diverse national partnerships with the goal of providing diversity, inclusion and equity educational sessions at each national conference hosted by the National Concierge Association.
- Holds democratic and equitable elections in which Roberts Rules of Order and the NCA bylaws are strictly adhered to at all levels of the organization.

ARTICLE 4. MEMBERSHIP *(Amended by majority membership vote August 13, 2009) (Amended by majority vote, October 2023.)*

Section 4.1 The membership of this corporation shall consist of six (6) classes of members; Concierge, Associate Concierge, Dual Affiliate and Concierge, Affiliate, Associate Concierge and Corporate Group memberships and are all regarded full voting members as described in Sections 4.2, 4.3, 4.4 of these bylaws.

Individuals who desire to become members of this corporation shall become members of this corporation by applying for such membership on the form prescribed by and as may from time to time be amended by the NCA Executive Board of Directors and by paying applicable annual dues in advance with said application.

All membership applications will be acted on by the Executive Vice President of Membership Outreach and/or his or her membership committee (if any exists) who will in turn recommend or deny membership to the NCA Executive Board of Directors as is appropriate according to each application. The NCA Executive Board of Directors shall have the final authority to approve or disapprove a membership application based on the eligibility for membership as follows: Eligibility is based on job function of the individual, and the rules and regulations of these bylaws, without respect to gender, race, national origin, religion, or sexual origin.

Section 4.1A Membership Dues, Payment, Renewals, Fiscal Year

The NCA fiscal year and dues payment year is January 1 – December 31 annually. All member dues are determined annually by majority vote of the NCA Executive Directors. New membership dues received after June 1st shall include prorated dues to December 31st. Individually paid memberships are not transferable. The NCA Executive Board of Directors reserves the right to prorate individual non-NCA Chapter individual membership dues. All members shall be notified on or before November 1st annually of dues payable for membership renewal. Failure to pay dues by January 1st by any individual member shall result in suspension of membership and automatic termination of membership on March 1st if dues are not paid prior to March 1st.

Members who are terminated due to nonpayment of dues must reapply for membership and pay initiation fees. Dues are nonrefundable. No member may hold office in the organization, whether NCA Chapter or Executive branch while under suspension for non-payment of dues.

Section 4.1B Interest in Property

The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

Section 4.1C Members in Good Standing

All members shall be judged to be in good standing if dues are paid in full and the individual Concierge or Associate or Affiliated business member currently meets all standards of definition and eligibility as described in Article 4 and has read the NCA bylaws and Code of Ethics and has agreed in writing to abide by them and if a member of an NCA Chapter has fulfilled all requirements of the NCA Chapter's addendum to these bylaws as regards membership.

Section 4.1D Termination or Suspension of Membership Any membership may be terminated or suspended by:

- (a) Resignation
- (b) Lapse of dues payment after 60 days after the beginning of January 1st of the corporation's fiscal year
- (c) Termination of membership for any reason.

Section 4.1E Denial of Membership *(Amended by majority membership vote, August, 2008; amended in part by majority membership vote to include Associate members, August, 2009.)*

At the discretion of each individual NCA Chapter Board of Directors, NCA Chapter membership may be denied, either Concierge, Associate, or Affiliate to any person, groups of persons, business or businesses, the board deems inappropriate or unethical or whose representatives have violated the NCA Code of Ethics whether or not that person, groups of persons, business, or businesses was an NCA member at the time of the inappropriate or unethical behavior or violation of the NCA Code of Ethics. Denial of NCA At Large membership is solely at the discretion of the NCA Executive Board of Directors for any reason.

Section 4.1F Resignation

Any member may resign his or her or its membership at any time by giving written notice to the Executive Board of Directors or to the Executive Vice President of Administration or to the appropriate NCA Chapter Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns a membership shall not be entitled to a refund of any dues or other payments made to this corporation, nor shall such resignation affect any indebtedness from the member to the corporation.

Section 4.1G Grace Period

Any member who has terminated his or her current Concierge or Associate employment, either voluntary or involuntary, may request a "grace period" for a term of not more than six (6) months of membership. Such "grace period" shall begin on the tenth (10th) day following date of termination of employment and end on the six-month anniversary of that date. To be eligible for a "grace period" the individual must furnish the Executive Vice President of Membership a written request for a grace period within ten (10) days of employment termination date. The NCA Executive Board of Directors alone has the discretion in each case of termination of employment and has the final determination. If granted a grace period the member may not vote or hold office in either the Executive branch of an NCA Chapter Board of Directors during the grace period. A "grace period" is defined as not being actively employed as a Concierge or an Associate. Individual members are considered to be employed at their "current" position if continuously employed in a Concierge or an Associate position even if current Concierge or Associate position is not listed on his or her original application for membership. NCA Affiliate business member representative are not eligible at any time for an NCA "grace period."

Section 4.1H Honorary Life Members

The two (2) founding directors of the NCA are Bridget Berry and Sara-ann Kasner and are afforded honorary life membership in the NCA and shall not be required to pay dues either national or chapter in nature. Said individuals shall have lifetime membership privileges including voting rights as long as the director qualifies for membership as set forth in Article 4, and therefore shall be invited to attend all meetings of the NCA Executive Board of Directors and shall have voting rights as a Director. If a founding director no longer qualifies for membership as set forth in Article 4, said director becomes an honorary lifetime nonvoting member and shall be duly notified of and invited to attend all general membership and NCA Executive Board of Directors meetings. If a founding director voluntarily resigns, or is involuntarily terminated from active duty on the NCA Executive Board of Directors, said director automatically loses all claims to honorary lifetime membership in its entirety.

The NCA Executive Board of Directors may, from time to time, honor other individuals for distinguished service to the NCA by granting those individuals life memberships. If so honored, said individuals shall be subject to the same rules of honorary lifetime membership set forth in these bylaws for the founding directors.

Section 4.1I Emeritus Founding Directors *(Amended by majority vote of the membership, 2007.)*

In the event that either NCA Founder Sara-ann Kasner or NCA Founding Director Bridget Berry becomes an Emeritus Founder or Emeritus Founding Director, either and/or both shall be invited to attend all meetings of the NCA Executive Board, the annual NCA Membership meeting and conference and shall not be penalized at any time for non-attendance at any NCA event or meeting but will retain all voting rights. This includes the funding of a single room accommodation to attend the full NCA conference and a complimentary registration and one (1) guest fee per Emeritus Director. Airfare is not automatically included in this provision but may, on a case-by-case basis, be reimbursed by majority vote of the NCA Executive Board. During the annual budget period, the NCA Executive Board will schedule an annual founding director(s) stipend amount to be utilized by each of the founding directors (Emeritus) to attend in-person meetings or to offset personal expenses to attend the annual conference. Amounts set by the NCA Executive Board of Directors for this purpose may not be used for another purpose by either the board or the NCA founding director(s).

Section 4.2 Full Voting Concierge Membership

An individual applying for membership must have as his or principal occupation that of Concierge. The applicant must have a demonstrable and provable title of Concierge and have held that position in his or her current employment for a minimum of six (6) months prior to application for membership.

The NCA defines the title of Concierge as a personal assistant whose principal occupational responsibilities are to complete, or facilitate the completion of any request placed by a client provided that the request is legal, ethical and appropriate.

A Concierge member may not market, represent, nor promote a service within the NCA, which is not specifically a Concierge business or a business which trains Concierges. Applicants whose Concierge duties are incidental to another service or product will be denied a Concierge membership. Concierge members whose duties become incidental to another service or product during the term of their membership will automatically revert to a non-voting membership status and may not run for office in any phase of the organization nor continue to hold office in any phase of the organization.

Whether that individual is a concierge in the corporate, hotel, residential, retail, civic, academic, healthcare, entertainment or other distinctive Concierge services, the primary function of the individual's employment position must be to personally assist clients as a Concierge or manage or own Concierge services or companies in which the manager's or owner's principal occupation is that of Concierge and in which the primary function of the Concierge services or division or company is to provide Concierge services and whereby the employees in that division, service or company who perform Concierge services are actually entitled Concierge. The

employment responsibilities of the individual who is performing services in his or her current Concierge employment must include the following definition standards at all times during the membership:

- (a) The individual must possess a business card, which lists him/her as a "Concierge" at his/her current employment position. This standard may be waived only if no business card exists which lists the job title of the individual.
- (b) The individual must currently and at all times be identified as a Concierge by co-workers, his or her employer(s), and clientele and if asked to do so by the NCA Executive Board of Directors, to verify his or her employment by providing demonstrable proof that he or she is identified as a "Concierge" by co-workers, his or her employer(s), and clientele. **And/or:**
- (c) The individual currently manages or owns Concierge services or companies which employs individuals who are currently and at all times identified as a "Concierge" by co-workers, his or her employers, and clientele.
- (d) The individual currently personally performs a daily variety of provable concierge duties; i.e. dining, floral, transportation and ticket reservations as well as duties which are assigned or requested by his or her employers and or clientele. **And/or:**
- (e) The individual currently manages or owns Concierge services or companies which employ individuals who currently perform a daily variety of provable Concierge duties; i.e. dining, floral, transportation, and ticket reservations as well as duties which are assigned or requested by his or her employer(s) and or clientele.
- (f) The individual must have been employed in his or her current "Concierge" position for a minimum of six (6) months. **And/or:**
- (g) The individual currently manages or owns Concierge services or companies whose principal function is to provide Concierge services and which has been in existence for a minimum of six (6) months and in which all employees including the manager or

owner personally performs a daily variety of provable “Concierge” duties which are assigned or requested by employer(s) or clientele.

Section 4.3 Junior Concierge Memberships (*Amended by majority membership vote, August, 2000.*) The NCA shall grant junior (herein referred to as Jr.) Concierge memberships, non-voting, to Concierge professionals who meet all requirements as listed in Article 4, Section 4.1 and Section 4.2 with the exception that the individual has been employed in his or her Concierge employment for less than six (6) months. If granted a Jr. Concierge membership, the Concierge professional may, after he or she has been employed in the current Concierge position for a full six-month period, apply in writing for a full voting membership to the Executive Vice President of Membership.

Section 4.3A Associate Concierge Membership (Amended by majority membership vote, August 2009; amended by majority vote, November 2018. Proposed amendment October 2023)

NCA Associate Concierge membership shall be granted to individuals whose principal occupational responsibilities are comparable to that of a Concierge professional in any category of the hospitality, real estate, and corporate industries and who are publicly recognized as being a Concierge even though the individual does not currently possess the title of Concierge.

NCA Associate Concierge members are regarded as full voting members and may nominate, elect, and hold office in the organization at the chapter per section 7.6 of these bylaws.

On the NCA Chapter and NCA National levels, Associate Concierge members may nominate, elect, and hold any Board of Directors position with the exception of President, Vice President and Affiliate Liaison.

Section 4.4 Affiliate Membership (*Amended by majority membership vote, August, 2007; amended by majority vote, November, 2018.*)

Affiliate membership shall be granted to business establishments which do not employ a Concierge and which have a provable and demonstrated provision of services and/or products which are of benefit to Concierge clientele and which have paid dues in full to either an NCA-Chapter under whose umbrella they must have applied for membership or as Affiliate Members At Large of the National Concierge Association (NCA). Affiliate members may nominate, elect and hold office in the organization at the chapter level the positions of Director of Philanthropy, Director of Marketing/Communications, Parliamentarian and Affiliate Liaison. Affiliate members nominated and elected to serve must be an NCA Endorsed Partner. On the chapter level, affiliate members may not nominate, elect or hold the positions held solely by concierge members. These include President, Vice President, Directors of Finance, Administration and Membership. On the national level, affiliate members may serve only in the position of NCA Affiliate Liaison on the NCA Executive Board of Directors and may not vote in national general elections except to nominate and elect the position of National NCA Affiliate Liaison.

Section 4.4A Dual Affiliate and Concierge Memberships

At the discretion of the NCA Executive Board of Directors an NCA dual Affiliated and Concierge membership may be granted to affiliated businesses which also employ a Concierge and have submitted applications and dues for both an NCA Concierge membership and an NCA Affiliated membership.

Section 4.5 Affiliate At Large Memberships (*Amended by NCA Executive Board, August, 2012*)

At the discretion of the NCA Executive Board of Directors, NCA Affiliated Memberships may be granted to businesses which qualify for NCA Affiliated At Large memberships. NCA At Large Affiliate members shall be invited to attend all meetings of the NCA At Large Chapter and upon acceptance of membership are regarded as automatic members of the NCA At Large Chapter. At such time another physical NCA Chapter is established in the affiliated business based city or region or province, the respective affiliated member will automatically become an affiliated membership of that chapter for the remainder of the calendar year with no immediate funds due to the chapter for that year's membership.

Section 4.6 Rules and Regulations of Affiliate Memberships (Amended by majority vote, November, 2018.) (Amended by majority vote, October, 2023.)

- (a) Affiliate members are not permitted to use the title of Concierge within the NCA at any time, or promote a Concierge service for the purpose of professional and private profit or gain within the NCA during the length of the affiliated membership.
- (b) Affiliate members have the right to nominate, elect and hold office in the organization as specifically directed in Section 7.3 A.
- (c) Affiliated members shall be afforded all rights and privileges of membership and in accordance with voting privileges as specifically directed in Section 4.4.
- (d) The NCA Executive Board of Directors reserves the right to refuse affiliate membership to any establishment or individual deemed inappropriate for inclusion in the NCA. Inappropriate shall be defined as:
 1. Any individual or establishment who has falsified an application for membership.
 2. Any individual or establishment who is in violation of the NCA Code of Ethics.
 3. Any individual or establishment who is in violation of the NCA bylaws.
 4. Any individual or establishment found to be in violation of local, state, provincial or federal laws sufficient to be or have been convicted of a felony.

Section 4.7 Corporate Group Memberships

The NCA grants corporate membership to groups of five or more Concierges who meet, individually, all requirements of membership as set forth in Article 4, section 4 in its entirety. All five (5) or more Concierges must be employed at the same corporation, division or company during the length of the membership. The NCA Executive Board of Directors reserves the right to adjust the rate of corporate membership as is deemed necessary from time to time. The following shall be the rules governing NCA Corporate Group Memberships:

- (a) The corporation, which is listed on the application for NCA Corporate Group Membership shall own all memberships purchased under this plan.
- (b) If any of the paid membership/Concierges terminates employment with the corporation which purchased the membership, either voluntary or involuntarily, the corporation may utilize the vacated membership to provide a new membership to another Concierge employee of the corporation's choosing providing such Concierge employee(s) qualifies for membership according to the current bylaws of the National Concierge Association, Article 4, Section 4.1 and 4.2.

Section 4.8 NCA Chapter Membership

A Concierge association or a group of Concierges, wherever located in the world, may apply for chapter status in the National Concierge Association (NCA) on the form prescribed by and as may be from time to time amended by the National Concierge Association Executive Board of Directors and by paying the initiation fee and annual dues in advance with said application. The following shall be the rules, which govern a chartered chapter of the National Concierge Association (NCA):

- (a) The Chapter is the property of the National Concierge Association (NCA). Dissolution without the written approval of the NCA Executive Board of Directors shall not be permitted at any time.
- (b) In order to be granted NCA Chapter status, all potential and/or existing and current NCA Chapter Directors must sign individually a non-compete contractual agreement form and submit it to the NCA Executive Board of Directors. The non-compete contractual agreement shall have a specific time period of two years following the exact date of the individual directors' resignation either voluntary or involuntary as a registered member of the organization both local and national and international. A non-compete contractual agreement form which is included in chapter charters shall be an addendum to these bylaws. The NCA Executive Board of Directors reserves the right to amend the non-compete clause at any time with the exception that the period of two years shall not be amended except by majority of the general membership.
- (c) An NCA Chapter, as total body, does not have the right to vote at any time within the organization. Only individual voting members have the right to vote in the NCA.
- (d) A Concierge association or group of Concierges to be eligible for Chapter status membership must meet the current NCA Chapter criteria as published by the NCA Executive Board of Directors.
- (e) NCA Chapters shall abide by the NCA bylaws. A written addendum which directs governance of each individual chapter shall be adhered to as law by the corresponding NCA Chapter membership. NCA Chapter addendums may be amended from time to time as deemed necessary by majority vote of the NCA Chapter membership and by written approval of the NCA Executive Board of Directors.
- (f) All chartered NCA Chapter's Board of Directors shall be required to complete a chapter charter renewal form by February 1st of each and every year. At the discretion of the NCA Executive Board of Directors, a proposal to establish or increase chapter renewal fees may be authorized. Such proposal must be presented and ratified by a majority vote of the President's Council to become law. Once ratified, the amount becomes law until the first day of the preceding fiscal year. With or without renewal fees, each NCA Chapter is mandated by these bylaws to submit information regarding the NCA Chapter on the proscribed Chapter renewal form as follows:
 1. A full listing including the names, professional titles, and general contact information of all current chapter directors, officers, and advisors.
 2. A copy of all minutes of meetings held in the previous calendar year including a year-end financial statement of the previous calendar year.
 3. A copy of all financial records, bank statements, and partnership agreements procured during the prior calendar year.
 4. A full listing including the names, professional titles, and general contact information of each current paid member, both Concierges and affiliate and associated members.
- (g) Once chartered, the Chapter must pay dues to the National Concierge Association as follows:
 1. On behalf of all new Concierge, Associates and Affiliates members, payment shall be submitted within thirty days (30) of approval of application by the NCA Chapter Board of Directors. Such dues shall be submitted with the appropriate member status approval form as proscribed by and from time to time amended by the Executive Board of Directors.
 2. Renewal of all Chapter members, Concierges, Associates and Affiliates, shall be by March 1st of each and every year without written notice to do so from the Executive Vice President of Finance. At the discretion of the Executive Board of Directors, failure to comply with remission of renewable dues may result in financial penalties to the NCA Chapter as follows:
 3. 5% additional fees per each renewing member per each month in which renewal fees are not remitted by March 1st and up to May 1st annually. After May 1st, all legal remedies to collect monies due will be filed by the NCA Executive Board of Directors with the reimbursement of all costs incurred in such legal remedies charged to the Chapter for immediate payment and/or termination of Concierge, Associate, and Affiliate memberships in both NCA Chapter and national organization.
 4. At the discretion of the Executive Board of Directors, a proposal to increase the amount due in Chapter individual dues to the National Concierge Association may be authored. Such proposal must be presented and ratified by a majority vote

of the NCA President's Council to become law. Once ratified the amount becomes law until the first day of the preceding fiscal year.

- (h) Once chartered, the Chapter's President and all succeeding President's shall be invited to attend:
 - 1. Special meetings as called by the President of the NCA.
 - 2. An annual meeting of all current NCA Chapter Board of Directors.
 - 3. All meetings of the NCA President's Council.
- (i) Once chartered, the Chapter shall be entitled to:
 - 1. Usage of the NCA logo and title of the organization.
 - 2. An NCA Web page on the public portion of the NCA website. Administration of the page shall be at the discretion of the NCA Executive Board of Directors.
 - 3. Financial partnerships with businesses and organizations under the rules described in Article 4, Section 4.5 of these bylaws. The Chapter shall be entitled to construct a preliminary contract or financial agreement with prospective financial partners pending written approval of said contract or financial agreement by the NCA Executive Board of Directors.
 - 4. To schedule the exact amount of annual individual and group rate Chapter membership dues. Such dues shall include the annual amount due for each individual member, groups of members, Concierges, Associates, and Affiliates to the National Concierge Association. The amount of dues payable to National Concierge Association (NCA) per each individual member or groups of members shall be determined annually by the Executive Board of Directors.
 - 5. Preliminary approval of all Chapter membership applications and renewals for both voting and non-voting memberships in the NCA. The NCA Executive Board of Directors reserves the right to final approval of all membership applications, voting and non-voting status.
 - 6. Chapter officers shall be elected to office for a one-year term of office.
 - 7. Chapter directors may resign his or her office at any time by submitting written or oral resignations to the chapter President. Such resignations are considered accepted at the date it is received. Chapter officers who resign while in active office may not again serve on a chapter or national board of directors at any time.

Section 4.8A Termination of Individual Chapter Membership, Voluntary or Involuntary

If for any reason a member of an NCA Chapter is terminated, either voluntary or involuntary, by a majority vote of the NCA Chapter's Board of Directors, the member is automatically terminated from membership in the National Concierge Association (NCA) parent organization and all organizational designations including but not limited to NCA Certification status and NCA Endorsed Partner assigned the terminating member shall become null and void effective immediately upon the date of the termination.

Section 4.8b Denial of Membership *(Added by membership vote, August, 2008, amended in part by membership vote to include Associate members, August, 2009.)*

At the discretion of each individual NCA Chapter Board of Directors, NCA Chapter membership may be denied, either Concierge, Associate or Affiliate to any person, groups of persons, business or businesses, the board deems inappropriate or unethical or whose representatives have violated the NCA Code of Ethics whether or not that person, groups of persons, business, or businesses was an NCA member at the time of the inappropriate or unethical behavior or violation of the NCA Code of Ethics. Denial of NCA At Large membership is solely at the discretion of the NCA Executive Board of Directors for any reason.

Section 4.8c NCA Student Membership *(Added by membership vote, October, 2017)*

An NCA Student Membership is limited to individuals who are pursuing a career in the hospitality, restaurant, hotel management, conference services, event planning/special events, tourism, catering or concierge industries and are enrolled in secondary educational programs or in similar college-level courses while still in high school or in a specialized technical school.

The student membership program is managed by the Executive Board of Directors via a national Student Membership Committee. A membership application and a letter of reference from a faculty member, or if they are working in their field of study, a letter of reference from their supervisor is required. Students must also need to have completed a minimum of 12 hours of hospitality or marketing related courses. Proof of the completed hours is required.

NCA Student Membership annual dues are \$50. The dues are split evenly between the local chapter and national. The student rate is available for no more than two (2) years in a high school/college exchange program or technical school; five (5) years in an undergraduate academic program and no more than three (3) years in a graduate program. Proof of annual enrollment is required.

The student membership is an annual membership based on the calendar year. It may transition into a full NCA membership, with payment of applicable dues once they have graduated and are employed in a manner that fulfills standard NCA membership requirements. Upon graduation, students may receive discounted membership dues, if provided by the local NCA Chapter, as an incentive to become a full NCA member if they are employed and fulfill standard NCA membership requirements.

Student members in good standing are actively involved in all aspects of the chapter activities, which include attending meetings, participating in fundraising events and philanthropic endeavors, and serving on a committee. Students must attend a minimum of two (2) quarterly webinars per year to fulfill the educational component of their membership and volunteer a minimum of three (3) hours per year in chapter-sponsored events.

Student members may serve on committees, but they may not vote, hold office or serve on the Board of Directors in either a local NCA Chapter or on the NCA Executive Board.

Section 4.9 President's Council Task Force (PCTF) Mission

The purpose of the NCA President's Council Task Force shall be to set goals for NCA Chapters and the NCA, to encourage growth and enhancement of the NCA and the industry through the development and creation of educational programs and to share membership issues and concerns of all NCA Chapters.

Section 4.9A PCTF Members and Invitations to Attend

All current NCA Chapter President's shall be automatic members of the PCTF upon assuming office as such and for as long as they are the sitting President of their respective chapter. The Executive Vice President, Executive past President, and Chapter President, Chapter past President and Chapter Vice President's shall be invited to attend meetings of the PCTF. At the discretion of the NCA President, each pre-charter Chapter President and Vice President may be invited to attend PCTF meetings. No other NCA member, director or Executive Director shall be regarded as members of the PCTF. At the discretion of the NCA President, other NCA members and non-members may be invited to attend individual meetings of the PCTF.

Section 4.9B PCTF Chair

Upon assuming office, the current President of the National Concierge Association (NCA) shall become the automatic Chairperson of the NCA President's Council Task Force (PCTF) and shall preside over all meetings of the PCTF. In the absence of the President, the Executive Vice President and/or Executive past President or another NCA Executive Director shall be appointed by the NCA Executive Board of Directors to preside over meetings of the PCTF.

Section 4.9C PCTF Meeting, Notices of Meetings, Agendas for Meetings

The PCTF shall meet quarterly or by other schedule as voted in favor of by a quorum of PCTF members. The exact date and time, location and method of meeting shall be by resolution of a quorum of PCTF members. At the discretion of the NCA President, meeting notices may be mailed, faxed or electronically mailed no less than five (5) business days prior to each scheduled meeting date and shall include a written agenda for each meeting. Any member of the PCTF may place an item of business on the agenda for any meeting by notifying the NCA President in writing no less than ten (10) days prior to the scheduled date of the meeting.

Section 4.9D PCTF Actions, Voting

All actions whether written or oral which are the result of a meeting of the PCTF shall be regarded as recommendations of action(s) to be proposed to the NCA Executive Board of Directors and may or may not require a vote of the membership as set forth in these bylaws. The PCTF as a body shall not have the right to vote at any time. All PCTF members are required to sign a confidentiality statement agreement (as an NCA Chapter board member) prior to first PCTF meeting attended. All actions of the PCTF are confidential.

Section 4.9E Termination of NCA Chapter Status, Notice of Temporary Suspension of NCA Chapter Status The NCA Executive Board of Directors shall have the right to suspend or terminate NCA Chapter status of any Chapter of the NCA for the following reasons:

- (a) Failure to pay dues to the National Concierge Association (NCA) on behalf of the NCA Chapter's membership, Concierges, Associates and Affiliates, who have paid dues to the NCA Chapter to be paid to the corporation (parent organization). The NCA Executive Board of Directors shall establish a date annually, in which all dues to the corporation shall be renewed and paid by the NCA Chapter on behalf of its membership. Failure to pay renewable dues to the NCA on behalf of the members of the NCA Chapter by the final due date may result in loss of the errant NCA Chapter's charter. In such instance, all legal remedies to recover monies due from the errant NCA Chapter's Board of Directors, shall be taken by the Executive Board of Directors and all costs involved in such actions paid by the NCA Chapter.
- (b) Failure to comply with all current requirements of NCA Chapter status as published by the NCA Executive Board of Directors.
- (c) Public disclosure by the NCA Chapter's directors, officers, advisors of sacred NCA materials and/or disclosure of NCA Chapter or national meetings content in which the general public is not invited to attend or view.
- (d) Permitting non-members' use of the NCA logo and all other trademarked or sacred possessions of the NCA without written, advanced approval of the NCA Executive Board of Directors. Permitting non-members to utilize members-only rights and privileges with the exception of attendance at one invitational meeting of the NCA Chapter per year for the purpose of recruiting such individual as a chapter member. Additional non-member invited chapter events may be granted at the discretion of and by majority vote of the NCA Chapter Board of Directors.
- (e) Failure to meet requirements regarding the signing of legal contracts on behalf of the NCA as outlined in Section 4.2.
- (f) Failure to meet all requirements regarding criteria for NCA Chapter status including the signing of an annual non-compete agreement by all of the NCA Chapter's officers and directors and advisors.

ARTICLE 5. MEMBERSHIP MATERIALS

Section 5.1

All members will receive a membership directory and all membership materials upon acceptance for membership. The membership directory will be updated bi-annually or as needed by the Executive Vice President of Membership. Members may request an updated list at any time.

Section 5.2

All members judged to be in good standing (Article 4.1C) will receive membership materials including the newsletter, bylaws, Code of Ethics, an NCA membership pin and all other materials regarding member activities and programs.

Section 5.3

The following rules shall apply to all members regarding membership materials:

- (a) All membership materials are proprietary to the National Concierge Association (NCA).
- (b) No materials will be regarded as endorsed by the NCA without the written approval of the NCA Executive Board of Directors.
- (c) Any request for the above-named materials from a non-member shall be referred to the NCA President. It is strictly prohibited to distribute any NCA materials to a non-NCA member. (d) Any failure to comply with the above rules may result in termination of membership.

ARTICLE 6. MEETINGS OF MEMBERS

Section 6.1 Regular Meetings

The NCA annual meeting of members shall be held in conjunction with the annual conference, within or without the State of Minnesota, with final approval of the date by the NCA Executive Board of Directors. The annual meeting will be for the election of Executive Board members and presentation of reports on activities and the financial condition of this corporation, and the transaction of said other business as may properly come before the meeting.

Section 6.2 Special Meetings

Special meetings of the members of this corporation may be called at any time

- a) by the President and
- b) by the Executive Board of Directors and
- c) upon written request of at least fifty (50) members or ten percent (10%) of the members of this corporation, whichever is less, if there has been no member meeting held within the proceeding fifteen (15) months.

Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, and the Executive Vice President of Administration shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety (90) days after receiving the request. If the Executive Vice President of Administration fails to give notice of the meeting with thirty (30) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If the members demand a special meeting, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purpose stated in the notice of the meeting.

Section 6.3 Notice

Written notice of each meeting of the members, stating the date, time, and place thereof, shall be mailed postage prepaid, or electronically distributed not less than five (5) or more than sixty (60) days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her last known address. Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. In order to vote by proxy said member must register a signed and dated proxy statement in which the name of the proxy also a voting member is made known to the NCA Executive Board of Directors no less than 72 hours in advance of the meeting wherein the proxy votes will be cast. Any member may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 6.4 Members List for Meeting

The NCA Executive Board of Directors shall fix a date of not more than sixty (60) days before the date of a meeting of the members as the date of determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. After fixing a recorded date for a meeting, the Executive Vice President of Administration shall prepare a list of the names (in alphabetical order) and address each member entitled to vote at the meeting. NCA Affiliate and Associate members and Chapters have no vote. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or agent or attorney of any member) at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

Section 6.5 Voting; Quorum (*Amendment by majority vote of membership, 2008, 2009, 2010, 2018.*) At all meetings of the members, each NCA Concierge member shall be entitled to cast one vote on any question or election of officers coming before the meeting. NCA Associates and Affiliate members may vote for any qualifying Concierge, Associate or Affiliate member who has been nominated for the chapter board positions as detailed in Section 4.3a and Section 4.4 of these bylaws. Nationally, Associate and Affiliate members may vote only for the National Liaison representing their respective membership level.

Cumulative voting shall not be permitted. Unless otherwise provided by law or these Bylaws, a quorum for a meeting of members is ten percent (10%) of the members entitled to vote at any meeting, although less than a quorum may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present, shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 6.6 Written Action

Any action may be taken at a meeting of the members, or may be taken without a meeting by written action signed by all of the members entitled to vote on that action. The written action is effective when it has been signed by all of those members, unless different effective time is provided in the written action.

Section 6.7 Written Ballot

An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A, 447.

Section 6.8 Guests

Guests are defined as individuals who are not members of the NCA. Guests are not permitted at general meetings unless otherwise invited to attend by written invitation of the President. Members' guests will be permitted to attend only "guest invited" functions of the NCA as such functions are determined and so designated by the NCA Executive Board of Directors.

Section 6.9 Attendance

Any member(s) who does not pay dues within sixty (60) days of renewal date (by March 1 annually) will automatically lose membership privileges, including the right to attend meetings. No member may vote whose dues are not paid for the current year.

ARTICLE 7. EXECUTIVE DIRECTORS

Section 7.1 Business of the Corporation

The business of the corporation shall be managed by and under the direction of an Executive Board of Directors elected by voting members at the annual meeting of members. The Executive Board of Directors reserves the right to engage, as deemed necessary and as funds warrant, in order to manage the corporation, an individual with the title of Managing Director. The Managing Director shall be responsible for:

- (a) The financial management of the corporation
- (b) Fund-raising on behalf of the organization
- (c) Event management on behalf of the organization
- (d) Management of administrative staff
- (e) All of the organization utilizing guidelines for such management set forth by the Executive Board of Directors at that time.
- (f) The Managing Director may not be conjointly an officer of the corporation.

Section 7.2 Confidentiality and Non-Compete Agreement

All Executive Directors, including the President, officers and advisors of the Executive Board, shall be required to sign both a confidentiality and a non-compete agreement on the form as proscribed by and from time to time amended by the Executive Board of Directors prior to the first meeting attended of the Executive Board of Directors following each and every election or appointment to office. Failure to comply will result in immediate termination of appointment to office or a motion to impeach if elected to office.

Section 7.3. Number and method of election of the NCA Executive Board of Directors (amended by majority membership vote 2009). (Amended by majority vote, October, 2023.)

The Executive Board of Directors of this corporation shall consist of members in good standing including the following officers:

Chief Executive Officer, President, Executive Vice President, Executive Vice President of Administration, Executive Vice President of Finance, Executive Vice President of Communications/Marketing, Executive Vice President of Philanthropy, Executive Vice President of Membership Outreach, Executive Vice President of Membership Growth, Executive Affiliate Liaison, and the immediate Past President.

In addition, any number of Executive Directors At Large may be appointed by majority vote of the Executive Board of Directors at any time to serve a full or partial term of office as a voting member of the NCA Executive Board of Directors.

Section 7.3.A. Method of Election. The following membership categories may be nominated and elected by majority vote of the membership:

National President. By succession to office per NCA bylaws section 7.6.

Executive Vice President. By appointment or election to office. Candidate must be an NCA Certified Concierge and have served one term of office in any eligible position on the Executive Board of Directors.

Executive Vice President of Administration. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Vice President of Finance. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Vice President of Membership Outreach. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Vice President of Membership Growth. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Vice President of Communications/Marketing. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Vice President of Philanthropy. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Executive Affiliate Liaison. Candidate must be an NCA Endorsed Partner per NCA bylaws Section 7.6 (E).

Executive Directors At Large. Any category of membership is eligible to serve provided the candidate is NCA Certified, Accredited, or a representative of an NCA Endorsed Partner for no less than 30 days prior to nomination.

Section 7.3 B. Method of Election to NCA Chapter Board of Directors.

The following membership categories may be nominated to serve on the NCA Chapter Board of Directors by majority vote of the Membership or Appointment by the NCA Chapter Board of Directors.

President. Must be an NCA Certified Concierge prior to nomination to office.

Vice President. Must be an NCA Certified Concierge prior to nomination to office.

Affiliate Liaison. Must be an NCA Endorsed Partner for 30 days prior to nomination.

All other NCA Chapter Board of Directors positions. All Chapter Members in good standing in any NCA membership category, may be nominated and elected via majority vote of the chapter membership or appointed as needed by the NCA Chapter Board of Directors provided the candidate is NCA Certified, Accredited or an NCA Endorsed Partner for 30 days prior to nomination or appointment.

Section 7.4 Termination of Appointed Directors At Large

The term of office for all NCA Directors At Large ends on the date of the NCA annual membership meeting in which an election to office is held. At the discretion of the newly elected Executive Board of Directors the previously appointed Directors at Large may be reappointed to serve another term of office.

Section 7.5 Terms of Office NCA Founding Directors

The term of office for the NCA Founding Directors shall be five (5) years. At the end of the five years, the Founding Directors shall automatically become voting Directors At Large of the Executive Board of Directors for as long as each, individually, qualifies for membership under the guidelines set forth for membership in Section 4 and as set forth for honorary lifetime voting memberships in sections 4.1G, 4.1H and 4.2.

Section 7.6 Terms of Office Succeeding President and Executive Vice President, Line of Succession, Nominating Committee

(Amended by majority membership vote, 2014.)

(a) Terms of Office

A succeeding President shall be elected to office by a majority vote of the membership for a term of two years. The President may run for re-election to office as he or she desires but may not serve more than six consecutive years or three consecutive terms of office. This term limit is also applicable to the Executive Vice President.

At the expiration of his or her term of office, either by volunteering not to seek re-election or by the expiration of his or her third term of office, the National President automatically becomes the National Past President for one term of office (two years) and shall be invited to attend all meetings of the NCA Executive Board of Directors and will be regarded as a voting member of that board at all times during his or her term of office as national past President.

(b) Line of Succession

At the termination of the current National President's term of office either by volunteering not to seek re-election or by the expiration of his or her third term of office, the Executive Vice President shall automatically be nominated for the position of National President. If the Executive VP chooses not to be President, the Executive Vice President is free to run for election of another board position, excluding the position of Executive Vice President.

If no Executive Vice President exists or the current Vice President does not wish to become President, with the exception of the current President (whose term is expiring), any Concierge member of the NCA Executive Board may be nominated for the position of National President and/or Executive Vice President.

If none of the NCA Executive Board Concierge members wishes to run for either President or Executive Vice President, any member of the NCA general Concierge membership may seek election for either office provided the following is true:

1. The Concierge member has been nominated and approved by the Nominating Committee and the NCA Executive Board to be placed on the ballot for election by the NCA general Concierge membership and
2. The Concierge member has been an NCA Certified Concierge for a minimum of one year (12 months) and
3. The Concierge member personally follows the NCA Code of ethics and
4. The Concierge member is 100% demonstrably supportive of all NCA Programs and the mission of the organization and has attended two or more NCA conferences and has a superior record of participation and attendance at NCA events and activities and
5. The Concierge member has not previously been suspended or terminated from NCA membership for any reason and
6. The Concierge member has not voluntarily or involuntarily resigned while in active service on the NCA Executive Board of Directors or an NCA Chapter Board of Directors and
7. The Concierge member has served one full term of office on an NCA Chapter Board of Directors as either President or Vice President or on a Board of Directors of a comparable association where no NCA Chapter exists and
8. The Concierge member has been an NCA Concierge member for two years.

(c) Nominating Committee

In the event that no NCA Executive Board Concierge Member wishes to run for either President or Executive Vice President, an official nominating committee shall recruit and research candidates for the offices of President and Executive Vice President no less than three (3) months before the date of the election to office. The committee shall endeavor to nominate two (2) candidates at a minimum to be placed on the ballot. The nominating committee shall consist of the following members:

1. The current past or outgoing President of the NCA who shall act in the capacity of committee chairperson. In the event of no past or outgoing President, then the position shall be filled by the Chief Executive Officer and Founder of the NCA, who shall act as chairperson; and
2. A representative of the President's Council who is a Certified Concierge, but not a current member of the Executive Board of Directors. The exact individual named to the committee shall be by resolution of a majority of the President's Council; and
3. A representative of the general voting membership who is a Certified Concierge in good standing but not a current member of the Executive Board of Directors or the President's Council.

The Executive Board of Directors shall notify all voting members of the right to vie for a seat on the nominating committee, but reserves the right to select up to three (3) Certified Concierges from a list of volunteers at their discretion. The membership shall be so notified of the nominating committee no less than four (4) months prior to the election date.

A majority vote by the nominating committee, in conjunction with a majority vote by the current Executive Board of Directors, shall be required to place each candidate's name on the ballot for general election. The nominating committee shall be required to notify the Executive Board of Directors in writing regarding all candidates for nomination no less than one month (30 days) prior to the date required by these bylaws of notification to the general membership of an approaching election. In the event that no NCA Executive Board Concierge member wishes to run for either President or Executive Vice President, the nominating committee shall determine a candidate's eligibility to run for the office of President and Executive Vice President by the following criteria:

- i. The member is an NCA Certified Concierge and
- ii. The member has served a minimum of two terms of office on an NCA Chapter Board of Directors as either President or Vice President or on a Board of Directors of a Concierge Association where no NCA Chapter exists, and
- iii. Has been nominated for such appointment by a majority of general members of the NCA Chapter or Concierge Association, union or organization and
- iv. The member qualifies for membership as set forth in Article 4 and
- v. The member personally follows the NCA Code of Ethics and
- vi. The member has not been previously been suspended or terminated from NCA membership for any reason and
- vii. The member has not involuntarily or voluntarily resigned while in active duty from the NCA Executive Board of Directors or an NCA Chapter or Concierge Association or organization or union for any reason.

All voting members of the corporation shall be duly notified of the candidates for nomination to the office of President within thirty (30) days of written notice provided to the Executive Board of Directors.

(d) Election to Office - The Executive Board of Directors, NCA Certified Concierges and Certified Associate Concierges (Amended by majority vote, July, 2025.)

NCA Certified Concierge members in good standing shall be eligible for nomination and election to office on the NCA Executive Board of Directors. With the exception of the offices of National President, Executive Vice President and Executive Affiliate Liaison the criterion for eligibility is as follows:

1. Each director of this corporation shall be elected to serve a term of two years and hold office for each term for which he or she was elected until the end of the annual general membership meeting in which a new election to office is held at which his or her successor has been elected or until the director's death, resignation or removal.
2. The member has served at least one term on an NCA Chapter Board or Directors and/or of a concierge organization in a city or region where no NCA Chapter exists and,
3. With the exception of the offices of National President and Executive Vice President, each director of this corporation may run for re-election to office in his or her current position as many times as he or she wishes to do so, and as elected by majority vote of the NCA Concierge membership and,
4. Any NCA Certified Concierge member who has been so designated for no less than 30 days prior to nomination is eligible to run for election to the NCA Executive Board of Directors in the positions as outlined in 7.3.A and,
5. The member qualifies for membership as set forth in Article 4 of these bylaws and,
6. The member personally follows the NCA Code of Ethics and has not been previously suspended or involuntarily terminated or has voluntarily resigned from active duty on the NCA Executive Board of Director or an NCA Chapter for any reason.

(e) Election to Office – NCA Endorsed Partners (Amended by majority vote, July, 2025.)

NCA Endorsed Partner representatives who are in good standing and shall be eligible for nomination to election to office on the NCA Executive Board of Directors in an eligible position as outlined in 7.3.A. The NCA Endorsed Partner membership may seek election for the office provided the following is true:

1. Each director of this corporation shall be elected to serve a term of two years and hold office for each term for which he or she was elected until the end of the annual general membership meeting in which a new election to office is held at which his or her successor has been elected or until the director's death, resignation or removal, and,
2. The member is an NCA Endorsed Partner representative no less than 30 days prior to the date of his or her nomination and,
3. The member has served at least one term on an NCA Chapter Board or Directors and/or of a concierge organization in a city or region where no NCA Chapter exists and,
4. The member qualifies for membership as set forth in Article 4 of these bylaws and,
5. The member personally follows the NCA Code of Ethics and has not been previously suspended or involuntarily terminated or has voluntarily resigned from active duty on the NCA Executive Board of Director or an NCA Chapter for any reason.

Section 7.7 Resignation (Changed and amended by membership vote, October 2017)

An NCA Executive Director may resign at any time by giving written notice of his or her resignation to the organization. The resignation is effective when received by the organization, unless a later date has been specified in the notice. Any NCA Director who resigns from an active role on the NCA Executive Board of Directors or an NCA Chapter Board of Directors must provide to the sitting board a sound reason for the resignation to be eligible to serve on either the NCA Executive Board of Directors or an NCA Chapter Board of Directors at a future time. The Director's eligibility will be determined on a case-by-case basis, by a majority vote of the appropriate board of directors. The eligibility determination is allowed one time per Director. Any future resignation renders the Director ineligible to run for another board position, whether for the NCA Executive Board of Directors or an NCA Chapter Board of Directors.

Section 7.8 Removal

Any Director of the National Concierge Association may be removed from office, with or without cause, in accordance with NCA Executive Board policy then in effect, by the affirmative vote of a majority of the NCA Executive Directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 7.9 Successor

In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be appointed by the affirmative vote of a majority of the Executive Board of Directors present at duly held meeting.

Section 8.0 Committees

The Executive Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the board.

ARTICLE 8. MEETINGS OF THE EXECUTIVE BOARD OF DIRECTORS

Section 8.1 Regular Meetings

Regular meetings of the Executive Board of Directors shall take place by mutual resolution of all directors and/or by request of the national President, with the exception of the month in which there is scheduled an annual NCA Conference and during which an in-person meeting of the Board of Directors shall be held. The exact time and place of each meeting shall be by cooperative resolution of the entire Board of Directors. The exact time and location of all other monthly meetings shall be by cooperative resolution of the entire board of directors by resolution. In the instance of a disputed date, time or location and date of any meeting of the NCA Executive Board of Directors, the final determination of date, time and location shall be by the President. The annual organizational meeting of the Executive Board of Directors shall be held at such time and place as may be designated by resolution of the Executive Board of Directors following such annual meeting of members at which directors are elected. The Executive Board of Directors shall appoint officers at its annual organizational meeting. Meetings of the Executive Board of Directors are closed to general members and non-members, unless advance permission to attend is granted by the President. Advance permission must be obtained in writing no less than one (1) week before the scheduled board meeting.

Section 8.2 Special Meetings

Meetings of the NCA Executive Board of Directors may also be called at any time by

- a) the President,
- b) by the Board of Directors, or
- c) upon written request of three (3) or more members of the Board of Directors.

Anyone entitled to call a meeting of the Board of Directors may make a written request to the Executive Vice President of Administration to call the meeting and the Executive Vice President of Administration shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Executive Vice President of Administration fails to give notice of the meeting within seven (7) days from the day on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

Section 8.3 Notice of Meetings

Written notice of each meeting of the NCA Executive Board of Directors for which written notice is required, stating the time, place and purpose thereof shall be mailed, prepaid, not less than five (5) business days nor more than thirty (30) business days before the meeting excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Written notice may also be in the form of electronically mailed notices or instituted no less than sixty (60) days in advance of said meeting, by written policy of the Executive Board of Directors governing the manner of delivery of meeting notices. Any director may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

Section 8.4 Quorum and Voting

The presence of a majority of the members of the Executive Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. Except where otherwise required by law, the Articles of these bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law or these bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the NCA Executive Board of Directors. A director who is present at a meeting of the board of directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 8.5 Adjourned Meetings

When a meeting of the NCA Executive Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 8.6 Written Action

Any action required or permitted to be taken at a meeting of the NCA Executive Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Executive Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors unless a different effective date is provided in the written action. When written action is taken by less than all of the Executive Directors, all directors shall be notified immediately of its text and effective date except that failure to provide such notice does not invalidate the written notice alone.

Section 8.7 Director Conflict of Interest

This corporation shall not enter into any contract or transaction with

- a) One or more of its Executive Directors,
- b) A director of a related organization (with the meaning of the Minnesota Statutes, Section 317A.011, Subd. 18), or

- c) An organization in or of which an Executive Director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the board of directors and the board of directors authorizes, approves or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director.

Failure to comply with the provision of this section shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE 9. OFFICERS

The officers of the corporation shall be President, Executive Vice President, Executive Vice President of Administration, Executive Vice President of Finance, Executive Vice President of Membership, Executive Vice President of Marketing, Executive Affiliate Liaison, Executive Associate Liaison, Executive Directors At Large and the Founding Directors and such other officers as the Executive Board of Directors may from time to time appoint. It shall be the duty of each officer, to maintain a permanent written log of all duties and responsibilities of his or her position and projects personally accomplished during his or her term of office. Such log shall include a written account listing dates, activities, correspondence, materials, NCA files, committee minutes, and any and all documents acquired on behalf of the NCA during the officer's term. Upon written request of the President or the Executive Board of Directors, it shall be the duty of each officer to submit the original copy of the complete log within thirty (30) days of the written request to do so. Each officer's written account and all documents shall be submitted upon termination, for any reason, to the President, to be used as an NCA historical file.

Section 9.1 Duties of the Executive Directors and Officers

Section 9.1A Chief Executive Officer (Amended by majority membership vote on August 13, 2009.) The NCA Executive Board shall by majority vote of all current directors and officers, include the position of an appointed Chief Executive Officer. The individual so appointed shall be given honorary membership in the National Concierge Association for as long as he or she is the Chief Executive Officer unless other provisions of these bylaws apply. The position of Chief Executive Officer of the NCA is a full voting member of the NCA Executive Board and is renewable by majority vote of the NCA Executive Board upon the onset of each term of office. The duties of NCA Chief Executive Officer include, but are not limited to:

- a) Official spokesperson for the organization for all media requests, conferences, induction of officers and other as assigned by the NCA Executive Board.
- b) The development, planning, and maintenance of all NCA Chapters, whether local, national, or international including the supervision of all NCA Chapter pre-charter initiatives.
- c) The planning and coordination of NCA conferences, special events, and special meetings.
- d) Together with the national President and Executive Vice President plans and facilitates the annual NCA Chapter Leaders TEAM meeting.
- e) Is the national Executive Chair for all NCA projects & programs, committees, general growth and organizational promotions including national and international membership awards and their presentation.
- f) Is one of three signers, along with the NCA President and NCA Executive Vice President of Finance on the NCA General Fund checking account and one of two signers on the NCA Conference account along with the Executive Vice President of Finance.
- g) Other as assigned by the NCA Executive Board.

Section 9.1B President (Amended by majority membership vote on August 13, 2009.) The duties of the President include, but are not limited to:

- a) Coordinates all activities and duties of the NCA Executive Board.
- b) Along with the Chief Executive Officer and Executive Vice President of Finance is a signer on the NCA General Funds checking account.
- c) Presides over and coordinates the agenda for meetings of the NCA Executive Board, the NCA President's Council, and the NCA annual membership meeting.
- d) Together with the NCA Chief Executive Officer and NCA Executive Vice President plans and facilitates the NCA annual chapter leader's TEAM meeting.
- e) Collates and coordinates NCA Chapter charter renewals including documentation, materials and timelines, and provides a written summary of same for review by the NCA Executive Board of Directors.
- f) Presents official chapter charter gavels to each newly chartered chapter President. The manner and location of distribution is at the sole discretion of the national President.
- g) Writes and distributes congratulatory letters to NCA award recipients and employers of NCA award recipients as appropriate to do so.
- h) Together with the Executive Vice President of Administration and the Executive Vice President of Finance, oversees the filing of state and federal incorporation, taxes, insurance documents and trademark.
- i) Processes all NCA Certification and NCA Endorsed Partner applications including the signing of the letter of acceptance by the NCA Executive Board, issuance of NCA Certification and the formal announcement at the annual NCA conference gala ceremonies.

- j) Other duties as volunteered for or assigned by the NCA Executive Board of Directors

Section 9.1C Executive Vice President (amended by consensus of the NCA Executive Board of Directors, August 15, 2010.)

The duties of the Executive Vice President include, but are not limited to:

- a) Presides over all meetings in the absence of the President
- b) Assumes the role of the President in the event the President resigns, is removed or otherwise does not finish his or her term of office.
- c) Shall assume the duties of any position on the Executive Board of Directors which has been vacated for any reason until such time as a new Director for the vacated position is appointed to complete the vacated term. It shall be further the responsibility of the Executive Vice President to research and invite NCA Certified Concierge(s) to be nominated to appointment to the Executive Board of Directors to complete the vacated term of office.
- d) Together with the Chief Executive Officer and national President plans and facilitates the annual NCA Chapter Leaders TEAM meeting.
- e) Other duties as volunteered for or as assigned by the NCA Executive Board of Directors.

Section 9.1D Executive Vice President of Administration

The duties of the Executive Vice President of Administration include, but are not limited to:

- a) Maintain attendance records of all general membership meetings and meetings of the Board of Directors. Shall take an oral roll-call of all responding voting and non-voting members at any general membership meeting.
- b) Shall take minutes of all meetings of the Executive Board of Directors, the annual general membership meeting, the NCA President's Council, and annual Chapter Leaders' TEAM meetings. Shall compose and distribute meeting minutes within two weeks of the date of any meeting in which the Vice President of Administration is required to take the minutes. Shall keep a permanent historical written log of all original minutes on behalf of the organization. Such account will be immediately provided to the President and/or any member of the Executive Board of Directors at any duly held meeting of the Executive Board of Directors and/or upon request to duplicate the original meeting minutes at any time. A written copy of the requested minutes will be furnished by mail, email or fax to the Executive Director requesting such minutes no more than one week or seven (7) days from the date of the request.
- c) Shall provide a copy of the minutes of previous meetings in either written or oral form and/or both to each attendee of the Executive Board of Directors and the annual Chapter Leaders TEAM Meeting and the annual meeting of the membership. The Executive Vice President of Administration/Secretary shall provide a written copy of the annual general membership meeting minutes by faxed, mailed or electronically mailed method, to all meeting attendees and the voting membership of the National Concierge Association within thirty (30) days of said meeting date. In the absence of the Executive Vice President of Administration/Secretary at any duly held meeting at which he or she is expected to take the minutes and/or provide minutes of past meetings, it shall be the responsibility of the Executive Vice President to furnish all written minutes to the President. In the absence of the Executive Vice President, the President shall assign another member of the Executive Board of Directors this task.
- d) Shall prepare a summary of the Executive Board of Directors meetings for purposes of publication in the "Members Only" section of the NCA web site. Such summary shall be forwarded to the President for his or her recommendations prior to publication. Such summary shall be published every fourth month beginning with the month of February annually.
- e) Shall accept and record all absentee ballots for election of officers. Shall notify all voting members of all upcoming elections no less than sixty (60) days prior to the election date and shall solicit, by method of mail, fax, or electronic mail, nominees for election to office.
- f) Shall distribute ballots to voting members at elections whether in person, by fax, by mail, or by electronic means and maintain all records of votes.
- g) Shall meet with the President at minimum once each thirty (30) days for the purpose of reviewing current activities, plans, projects, and other duties of this position in addition to attendance at the monthly meeting of the Executive Board of Directors. Date, time, location and method of meeting shall be by resolution of the President and the Executive Vice President of Administration.

Section 9.1E Executive Vice President of Finance/Treasurer

The duties and responsibilities of the Executive Vice President of Finance include, but are not limited to:

- 1) Shall collect and deposit in bank and record all membership fees, sponsorship funds and any monies regarded as revenue of the corporation. An annual, written account of all NCA financial transactions shall be the sole responsibility of this position.
- 2) Shall directly receive all written demands for payment no matter where generated within the executive branch of the corporation. Shall know the whereabouts and payment status of all known demands for payment generated by the corporation and/or its official representatives at all times.
- 3) Shall provide all NCA members, via each chapter Director of Finance or each individual member where no chapter exists, a written request for financial renewal of membership no later than November 1st of each and every year. Included in the request shall be a list of members from which renewal dues are expected and the total amount due for each chapter or each individual member where no chapter exists, a date in which the amount is finally due and a change
- 4) form for the purpose of contact information regarding each and every member of the NCA. Shall provide the Executive Board of Directors a written notification of receipt of renewals no later than March 2nd annually.

- 5) Shall meet, on a bi-annual basis and/or as needed, with all chapter Directors of Finance for the purpose of establishing an NCA Financial Committee; the focus of which is to set goals for the corporation in financial partnerships., annual financial amounts in membership dues and other financial aspects of the organization and shall as needed act as a mentor for all NCA chapter Directors of Finance.
- 6) Shall be directly responsible for all taxable and non-taxable income/issues of the NCA and as such shall be directly responsible for filing of tax returns if any and other financial legal documents.
- 7) Shall manage the NCA general funds and pay bills on behalf of the NCA no less than thirty (30) days after receipt of each demand for payment or by the due date on the bill; whichever is earliest. Issuance of checks for payment of NCA debts is at the discretion of the Executive Vice President of Finance/Treasurer. All other issuance of checks on behalf of the NCA shall be a majority vote of the Executive Board of Directors.
- 8) Is one of three (3) co-signers on the NCA general fund checking account along with the President and the Chief Executive Officer.
- 9) It shall be the sole responsibility of the Executive Vice President of Finance/Treasurer to prepare and distribute an annual financial report and facilitate its distribution to the NCA membership. Said report shall be both oral and written.
- 10) It shall be the sole responsibility of the Executive Vice President of Finance/Treasurer to prepare and distribute a written monthly financial statement report to the Executive Board of Directors no less than five (5) business days prior to date set each month for the board meeting. Said report shall include expenses, accounts receivable and payable. The method of distribution of said report to the directors may be by mail, fax, or electronically mailed.
- 11) It shall be the responsibility of the Executive Vice President of Finance/Treasurer together with the President, to prepare an annual proposed written budget for the preceding year. Said proposed budget shall be distributed to all Executive Board members no less than five (5) business days prior to the date of the annual director's meeting the date of which shall be made known to the Executive Vice President of Finance no less than sixty (60) days in advance of the meeting. The method of distribution to the Executive Director's is at the discretion of the Executive Vice President of Finance/Treasurer. Final approval of the budget shall be by majority vote of all directors and officers present at the annual meeting of directors. It shall be the responsibility of the Executive Vice President of Finance/Treasurer to post a copy of the annual budget in the "Members Only" section of the NCA web site.
- 12) It shall be the responsibility of the Executive Vice President of Finance to meet with the President no less than once per month in addition to the monthly meeting of the Executive Board for the purpose of reviewing the budget, organizational expenses, and any item of business which is relative to the position. The exact method of the meeting, length, date and time shall be by resolution of the President and the Executive Vice President of Finance.

Section 9.1F Executive Vice President of Membership

The duties and responsibilities of the Executive Vice President of Membership include but are not limited to:

- 1) Is solely responsible for the construction of an annual national and international NCA membership drive including the preparation, planning and implementation of all membership promotional initiatives at a minimum rate of two per calendar year as follows:
 - a) Advertisements in newspapers where applicable
 - b) Electronic distribution to potential members throughout the United States, Canada and other foreign countries so designated.
 - c) Mailed distribution as directed by majority vote of the NCA Executive Board of Directors.
 - d) Other as assigned by the NCA Executive Board of Directors
 - e) A written plan shall be distributed to the NCA Executive Board of Directors by February 1st annually and implemented following the approval of the board by March 1st annually.
- 2) Is solely responsible for meeting on a quarterly basis with all NCA Chapter Directors of Membership as the official NCA Membership Council for the following purpose:
 - a) Supervision, review and construction of all NCA approved membership materials.
 - b) Creation of an annual NCA national membership drive initiative.
 - c) Orientation and/or review of the duties of all NCA Chapter Directors of Membership.
 - d) Supervision of the annual renewal of the NCA membership in all categories as set forth in these bylaws including the distribution of electronic reminders of renewals and the distribution of forms for renewal to NCA Chapter Directors relative to the renewal process.
 - e) Other as deemed necessary by the NCA Membership Council.
- 3) Together with the NCA Executive Board of Directors is responsible for the creation and design of NCA Membership Materials as well as the facilitation and distribution of all revised templates to NCA Chapter Directors of Membership.
- 4) Together with the NCA Executive Vice President of Marketing is directly responsible for submission, updating, review and creation of all membership related documents in the NCA website "members only" section devoted to the NCA Chapter documents.
- 5) Whenever economically feasible to do so, the NCA Executive Vice President of Membership shall accompany the NCA Chief Executive Officer on visits to established NCA Chapters and/or shall attend in the place of the Chief Executive Officer if the Chief Executive Officer is unable to attend. Providing it is economically feasible to do so, the national President may attend chapter visits in the place of the Executive Vice President of Membership. The purpose of the visit shall be for the Chief Executive Officer and accompanying Executive Board members to meet with the NCA Chapter's Board of Directors to review

the general business of the chapter.

- 6) It shall be the responsibility of the NCA Executive Vice President of Membership to distribute all inquiries for membership to the appropriate chapter Director of Membership within five days of receipt of such inquiry.
- 7) It shall be the responsibility of the Executive Vice President of Membership to maintain a permanent annual roster of the NCA membership both electronic and written.
- 8) It shall be the responsibility of the Executive Vice President of Membership to meet with the national President once per month in addition to the monthly meeting of the Executive Board. The exact meeting date and time and method shall be by mutual resolution of both parties. At the discretion of the national President any monthly meeting may be cancelled with a proper 3 business day notice of intention to cancel or by mutual resolution of both parties.

Section 9.1G Executive Vice President of Communication (Amended by vote of NCA Executive Board, August 2016).

The duties and responsibilities of the Executive Vice President of Communications shall be as follows:

- 1) To prepare and implement an annual written communications plan which includes:
 - a) Promotion of the National Concierge Association to its current entire membership no matter where members are located throughout the world.
 - b) Promotion of the National Concierge Association to prospective Concierges, Associates and Affiliated businesses no matter where they are located throughout the United States and the world.
 - c) General promotion of the industry to the public.
 - d) General promotion of the National Concierge Association to the public as relates to NCA awards, activities, announcements, presentations.
- 2) To prepare and implement an ongoing communications plan which is distributed to the NCA Executive Board of Directors no less than thirty (30) days prior to the annual meeting of the NCA Executive Board at which a final draft of the plan will be voted for or against and which consists of:
 - a) Advertisements where appropriate and financially feasible to place.
 - b) Press releases at a rate not less than three per year
 - c) NCA newsletter at a rate determined by the Executive Board of Directors. Said newsletter will be electronically distributed to all NCA members.
 - d) Annual budget for implementing a marketing/communications initiative.
- 3) To oversee and maintain all NCA Social Media accounts, maintaining a log of all usernames and passwords to be shared with the CEO/Founder and current National President to ensure a smooth transition and uninterrupted level of activity and communications on all social media accounts.
- 4) To create and implement guidelines for branding/social media/marketing and promotional content on the national level as well as on the chapter levels, with the approval of the NCA Executive Board of Directors.
- 5) To act as Chair of all NCA Marketing and Social Media Committees including:
 - a) The Annual NCA Conference
 - b) General organizational.

The EVP of Communications may, at his or her discretion, create an official "NCA Social Media Committee" comprised of NCA Certified Concierges and NCA Endorsed Partners to aid in the promotion of the NCA, its members and activities through these accounts.

- 6) To oversee the marketing portion of the NCA website as relates to:
 - a) NCA annual awards and recognitions
 - b) Other initiatives as directed by the NCA Executive Board of Directors.
- 7) It shall be the responsibility of the Executive Vice President of Communications to meet with the national President once per month in addition to the monthly meeting of the Executive Board. The exact meeting date and time and method shall be by mutual resolution of both parties. At the discretion of the national President any monthly meeting may be cancelled with a proper three business days' notice of intention to cancel or by mutual resolution of both parties.

Section 9.1H Directors At Large (Amended per majority membership vote on August 13, 2009.)

At the discretion of the NCA Executive Board, the NCA Executive Board may include any number of Directors At Large. NCA Executive Board Directors At Large are not elected but are appointed to either a full or partial term of office (two year) which begins on the date of the election of all NCA officers and ends at termination of the current term of office. In order to continue serving on the NCA Executive Board following the termination of the current term, the individual NCA Director At Large must be reappointed by majority of all current NCA Executive Board members. The duties and responsibilities of the NCA Directors At Large shall be as special advisors to the Executive Board of Directors. The NCA Directors At Large shall have all rights and privileges as members of the NCA Executive Board including the right to vote on all matters brought before the board and shall be invited to attend all meetings of the board. NCA Directors At Large must be an NCA Member in good standing Concierge, Associate or Affiliated Business Member.

Section 9.1I National Affiliate Liaison (Amended by majority membership vote on August 11, 2006.) Eligibility to serve as NCA National Affiliate Liaison is based on the qualifications of the candidate who owns or is an officially designated NCA representative of an NCA Endorsed Partner business in good standing and has held that designation for a minimum of one full year prior to his/her nomination to election as the National Affiliate Liaison. NCA National Affiliate Liaison is a voting member of the NCA Executive Board on all matters

brought before the board. Any NCA member, Concierge, Associate or Affiliate may nominate candidates for this position and vote for the candidate of his or her choice in an election to office of the National Affiliate Liaison. In the instance of a vacancy in this position at any time the NCA Executive Board of Directors may appoint a qualified NCA Endorsed Partner representative to fill the current vacated term of office. The duties of the NCA National Affiliate Liaison shall be assigned as needed by the NCA Executive Board of Directors and shall include:

- 1) Ongoing development of membership benefits for NCA Affiliated Business members as approved by majority vote of the NCA Executive Board of Directors.
- 2) As acting Chairperson of the NCA Affiliate Council. As such, the National Affiliate Liaison will schedule quarterly teleconferences with all NCA Chapter Affiliate Liaison's in January, April, July and November for the purpose of relationship development between NCA Concierges and Affiliated Businesses, reviewing current NCA programs and activities which directly benefit NCA Affiliated members, and sharing news and information about each NCA Chapter.
- 3) Acts as general liaison between NCA Affiliated members and the NCA Executive Board.
- 4) Oversees the development of the NCA Affiliate Mentoring program throughout all NCA Chapters.
- 5) Attends the annual NCA Conference in its entirety and shall meet with all NCA Chapter Affiliate Liaison's at the annual NCA TEAM meeting.
- 6) It shall be the responsibility of the National Affiliate Liaison to meet with the national President once per month in addition to the monthly meeting of the Executive Board. The exact meeting date and time and method shall be by mutual resolution of both parties. At the discretion of the national President any monthly meeting may be cancelled with a proper 3 business day notice of intention to cancel or by mutual resolution of both parties.

Section 9.1J Immediate Past President *(Amended by majority membership vote on August 11, 2006.)*

The position of NCA Immediate Past President is regarded as an honorary advisor to the NCA Executive Board and is a full voting member of the board as regards any matter brought before the board. The Immediate Past President carries no assigned duties other than those for which he or she may volunteer to perform. The term of the Immediate Past President shall be for one term of office (two years) beginning with the election to office of the current President and ending upon the date of the next election to office of the NCA Executive Board of Directors.

Section 9.1K National Associate Liaison

The NCA National Associate Liaison is a voting member of the NCA Executive Board on all matters brought before the Board. Any NCA member, Concierge, Associate, or Affiliate may nominate candidates for this position, and vote for the candidate of his or her choice in an election to office of the National Associate Liaison. In the instance of a vacancy in this position at any time the NCA Executive Board of Directors may appoint a qualified Associate Liaison representative to fill the current vacated term of office. The duties of the NCA National Affiliate Liaison shall be assigned as needed by the NCA Executive Board of Directors and shall include:

- 1) Acting Chairperson of the NCA Associate Council. As such, the National Associate Liaison will schedule quarterly teleconferences with all NCA Chapter Associate Liaisons in January, April, July, and November for the purpose of relationship development between NCA Concierges, Affiliated Business, and Associate members and sharing news and information about each NCA Chapter.
- 2) Acts as general liaison between NCA Associate members and the NCA Executive Board.
- 3) Attends the annual NCA Conference in its entirety and shall meet with all NCA Chapter Associate Liaison's at the annual NCA TEAM meeting.
- 4) It shall be the responsibility of the National Associate Liaison to meet with the national President once per month in addition to the month meeting of the Executive Board. The exact meeting date and time and methods shall be by mutual resolution of both parties. At the discretion of the National President, any monthly meeting may be cancelled with a proper three-business day notice of intention to cancel or by mutual resolution of both parties.

Section 9.2 Executive Board of Directors

The above described officers shall be members of the NCA Executive Board of Directors.

Section 9.3 Additional Powers

Any office of this corporation, in addition to the powers conferred upon him or her by these bylaws shall have such powers and perform such additional duties as may be prescribed from time to time by the NCA Executive Board of Directors.

Section 9.4 Removal

Any officer may be removed, with or without cause, in accordance with applicable board policy, by the affirmative vote of a majority of the directors present at a duly held meeting of the NCA Executive Board of Directors for which notice stating such purpose has been given and made known to all members of the NCA Executive Board of Directors.

Section 9.5 Vacancy

The NCA Executive Board of Directors may fill a vacancy in an office by appointment because of death, resignation or removal.

ARTICLE 10. STANDARD AND CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 10.1

It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interest of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10.2

A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the NCA Executive Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified if:

- 1) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified, or
- 2) The material facts as to the contract or transaction and as to the director's or director's interests are fully disclosed or known to the board or a committee, and the board or committee approves or ratifies the contract or transaction in good faith by a majority of the board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For purposes of this section:

- (a) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- (b) A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers, sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE 11. MISCELLANEOUS

Section 11.1 Fiscal Year

Unless otherwise fixed by the NCA Executive Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

Section 11.2 Electronic Communications

A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, NCA Executive Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11.3 Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local governments, for public purpose.