

BYLAWS OF THE NATIONAL ASSOCIATION FOR INTERPRETATION

As recommended to the membership by vote of the NAI board March 20, 1918

Article I. NAME AND OFFICES

Section 1. The name of this organization is the National Association for Interpretation (hereafter referred to as NAI or the Association).

Section 2. The principal office of the Association shall be located within or without the state of Colorado as shall be determined by the Board of Directors. The Association may establish other offices as the Board of Directors may designate or as the affairs of the Association may require.

Section 3. The registered office of NAI required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may, but need not, be the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by NAI's Board of Directors.

Article II. MISSION

The mission of the National Association for Interpretation is to inspire leadership and excellence to advance the profession of heritage interpretation as more specifically set forth in NAI's Articles of Incorporation and Constitution.

Article III. MEMBERSHIP

Section 1. NAI shall have members as set forth below.

- a. NAI may have various classes of membership to meet the needs of NAI and its members.
- b. The Board of Directors shall have the authority to change or adopt the pricing structure, categories, or services with respect to such classes of memberships.
- c. Members shall be admitted to NAI upon written application and payment of dues. There shall be an unlimited number of members.
- d. NAI is committed to a policy of fair representation on the Board of Directors and within the membership and will not discriminate on basis of race, disability, sex, color, religion, sexual orientation, national origin, geography, gender identity, ethnicity or age.
- e. NAI follows and enforces a published Code of Ethics as well as a published Equity Policy that prohibits discrimination in the organization in all of its functions, to include conferences and training.

- f. A member shall be deemed to be a member in good standing if dues payment is current, there are no outstanding debts to NAI, and the member adheres to the mission and core values of NAI.
- g. In the event another nonprofit corporation should merge into this corporation, the members, if any, of such merging corporation shall automatically become members of the surviving corporation upon the effective date of the merger and shall remain members until new Bylaws are adopted which define qualifications for members in the surviving corporation.

Section 2. Elections. NAI shall hold an annual election (“Annual Election”) to elect directors to the director positions designated for election by the members as set forth in Article 4 and to vote on and transact such other business as may properly come before the election. The Annual Election shall be held each year without a meeting on such effective voting date as may be fixed by the Board of Directors, and voting shall be conducted by mail or electronic means.

Section 3. Voting. NAI must receive a ballot or other requested electronic vote at NAI’s mailing address, electronic address, or facsimile number, or through such electronic voting system designated in the written notice upon or prior to the aforesaid effective voting date, from at least ten percent (10%) of the members entitled to vote to constitute a quorum for the transaction of an Annual Election.

Section 4. Each member entitled to vote shall be entitled to one (1) vote, on all matters submitted by the Board of Directors.

Article IV. BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of NAI shall be governed, managed and directed by, and the control and disposal of NAI’s properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, NAI’s Articles of Incorporation, Constitution or these Bylaws.

Section 2. **Number, Election, Tenure and Qualifications.** The directors shall be elected at an Annual Election to serve for a term of three (3) years or until their death, resignation or removal, whichever is sooner.

- a. There shall be fifteen (15) directors in total, twelve elected by the members, one appointed by the board, and two elected by the Advisory Council.
- b. Directors elected by the Advisory Council in accordance with their procedure as stipulated in the Advisory Council Manual of Operations shall be elected at a meeting of the Advisory Council to serve for a term of three (3) years or until their death, resignation or removal, whichever is sooner, and the term of such director position shall commence on January 1 of the year following the completion of a particular term.
- c. No staff member or employee of NAI shall serve as a director.

d. To be nominated and elected to an Executive Committee Director position, the nominee must have served a minimum of one (1) year as a Director on the Board of Directors.

e. Directors may serve no more than two (2) consecutive three-year terms in any unique Director Position.

f. All Directors and Director nominees must be active members of NAI, as determined by the Board of Directors. Other criteria for membership on the Board of Directors shall be as established by the Board of Directors from time to time, in its discretion.

Section 3. Removal for Non-Attendance. If a director does not attend two (2) consecutive board meetings without a valid excuse, as determined and confirmed by the Board of Directors, he or she shall be deemed to have resigned for failure to attend a stated number of meetings, and his or her office will become vacant for the remainder of the term unless filled as set forth in Section 5; provided, however, no director shall be required to attend more than three (3) board meetings in any given twelve (12) month period commencing January 1 of each year. At the discretion of the President, imposition of these attendance rules may be waived due to extenuating circumstances.

Section 4. Nomination of Directors. Recommendations for director nominees may be submitted to the Nominations and Elections Committee by any member or director of NAI on such date or during such period as it may establish in each year. Such recommendations shall be filed with the Nominations and Elections Committee for consideration and action by the Nominations and Elections Committee.

The Nominations and Elections Committee shall, after giving due consideration to all such recommendations and such other members as it may wish to consider, and such criteria as it and the Board of Directors have established, present to the members prior to the Annual Election its slate of director-nominees for director positions to be elected by the members and, as to any vacancies or unfilled director positions, at the board meeting next following the vacancy, any nominee to fill the balance of the unexpired term.

Section 5. Vacancies. Any director may resign at any time by giving written notice to the President of NAI. Such resignation shall take effect at the time specified therein or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any unfilled position or vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining directors present at a meeting, provided that the total number of directors shall not exceed the maximum number set by the NAI Constitution. Any directors elected to an unfilled position shall serve for the duration of the unexpired term, at which time they may be nominated and elected to terms in accordance with these Bylaws. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 6. Removal of a Director. Pursuant to the Colorado Revised Nonprofit Corporation Act:

- a. Unless otherwise restricted by statute, the Articles of Incorporation, Constitution, or these Bylaws, any director or all of the directors elected by the members may be removed, with or without cause, by the voting members only by a special ballot initiative called for the purpose of removing that director, and the ballot notice shall state that the purpose, or one of the purposes, of the initiative is removal of the director. A director may only be removed by the affirmative vote of a majority of those responding to a vote by ballot provided the number of votes cast by ballot equals or exceeds at least ten percent (10%) of the current membership.

- b. A director appointed by the board of directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the bylaws; except that a director elected by the board of directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the board of directors

- c. Unless otherwise restricted by statute, the Articles of Incorporation, Constitution, or these Bylaws, any director or all of the directors elected by the Advisory Council may be removed, with or without cause, by the affirmative vote of the Advisory Council. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

Section 7. Regular Meetings. A minimum of two (2) regular meetings of the Board of Directors shall be held in any twelve (12) month period commencing January 1 of each year at such time and place as may be designated by the Board of Directors by resolution.

Section 8. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall be entitled to one (1) vote and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by NAI's Articles of Incorporation, Constitution or by law. If less than a quorum is present at a meeting, directors may be contacted by electronic means for their vote on issues that come before the Board of Directors, and they shall be deemed to be present at the meeting for all purposes. All voting by the Board of Directors shall be held in a session open to NAI's members, or if such voting is held by written ballot or electronic means, the results of such voting shall be made available to NAI's members.

Section 9. Meetings by Electronic Means. Members of the Board of Directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone, audible/visual electronic transmission, or similar communications equipment.

Article V. OFFICERS AND AGENTS

Section 1. Number and Qualifications. The officers of NAI shall consist of the President of the Board of Directors, the Vice President for Administration of the Board of Directors, the Vice President for Programs of the Board of Directors, the Secretary of the Board of Directors, and the Treasurer of the Board of Directors (the "Executive Committee Officers"), and such other appointed

officers, including an Executive Director, as may be deemed necessary or desirable by NAI's directors.

Section 2. Election and Appointment of Officers. The Executive Committee Officers shall be elected pursuant to the NAI Constitution. Officers other than the Executive Committee Officers shall be appointed by the President or, in the absence of a President, by the Executive Committee, and shall be approved by the Board of Directors. All officers shall hold office for such period, have such authority, and perform such duties as are provided in the Constitution and these Bylaws, or (if appointed by the President or the Executive Committee) as the President or the Executive Committee, as applicable, shall determine.

Section 3. Resignation; Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and NAI, by giving written notice to the President or the Board of Directors. An officer's resignation shall take effect at the time specified in such notice or immediately if no time is specified, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any Executive Committee Office shall be filled in accordance with these Bylaws.

Section 4. Authority and Duties of Officers. The officers of NAI shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors, Constitution or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. The officers of NAI shall include the following as stipulated in the NAI Constitution.

a. **President.** The President of the Board of Directors shall be the President of NAI, and, subject to the direction and oversight of the Board of Directors, shall: (a) exercise supervision over the business and affairs of NAI; (b) see that all orders and resolutions of the Board of Directors are carried into effect; and (c) perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board of Directors.

b. **Vice President for Administration.** The Vice President for Administration of the Board of Directors shall be the Vice President for Administration of NAI. The Vice President for Administration shall act as a liaison between the Board of Directors and any standing or special committees assigned to him or her, and the Advisory Council, and perform such other duties as from time to time may be assigned by the President or the Board of Directors. The Vice-President for Administration shall appoint the chair of the Nominations and Elections Committee, subject to the approval of the Board of Directors. In the event of the prolonged absence or disability of the President, the Vice President for Administration shall be the acting President, and as such, the acting President shall have all the authority and duties vested in the President.

c. **Vice President for Programs.** The Vice President for Programs of the Board of Directors shall be the Vice President for Programs of NAI. The Vice President for Programs shall act as the liaison between the Board of Directors and any standing or special committees assigned to him or her, serve as the board liaison for NAI's program activities and perform such other duties as from time to time may be assigned by the President or the Board of Directors. In the event of

the prolonged absence or disability of the President, and if Board of Directors determines the Vice President for Administration is unable to be the acting President, the Vice President for Programs shall be the acting President, and as such, the acting President shall have all the authority and duties vested in the President.

d. **Secretary.** The Secretary of the Board of Directors shall be the Secretary of NAI. The Secretary shall keep corporate records and minutes of all membership and board meetings and other duties incident to the office of Secretary. The Secretary shall collect and insure the publication of committee meeting minutes. The Secretary shall also perform such other duties as from time to time are assigned by the President or Board of Directors.

e. **Treasurer.** The Treasurer of the Board of Directors shall be the Treasurer of NAI. The Treasurer shall review the complete books, records of accounts, and financial reports (including annual reports) prepared and kept by NAI's staff, and perform such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall serve as chair of the Audit Committee.

f. **Executive Director.** The Board of Directors, may appoint an Executive Director who shall, subject to the direction and supervision of the President and the Board of Directors, (i) be the chief operating officer of NAI with general responsibility for all day-to-day operations of NAI; (ii) propose, prepare and present to the President and the Board of Directors specific programs and activities that will further NAI's purposes; (iii) work with the Board of Directors to ensure NAI has the resources necessary to carry out its mission; (iv) direct and supervise the implementation of the programs and activities approved by the President or the Board of Directors; (v) make disbursements subject to such regulations as may be determined from time to time by the Board of Directors; (vi) be responsible for all financial management of NAI, including the making of disbursements and complying with suggestions from the Audit Committee and any outside auditor; and (vii) perform all other duties and responsibilities as from time to time may be assigned to the Executive Director by the President or the Board of Directors.

Article VI. COMMITTEES OF THE BOARD

Section 1. Standing Committees. The Board of Directors shall include, without limitation, five (5) standing committees: an Executive Committee, an Audit Committee, a Nominations and Elections Committee, an Ethics Committee, and a Personnel Committee as described below. The President or the Board of Directors shall have the authority to create, appoint individuals to, and terminate Committees. The President shall have the authority to create and appoint Task Forces as deemed necessary to address a targeted task. Except as otherwise provided in these Bylaws, each such committee or task force shall consist of one or more directors and, if appointed by the board, such other persons who need not be members of the Board of Directors. With respect to any committee other than the Executive Committee and the Nominations and Elections Committee, the board may designate one or more persons as alternate members of such committee, who may replace any absent or disqualified member of the committee at any meeting of the committee. Except as set forth herein, members of a committee shall serve for a period determined by the Board of Directors or until their successors are appointed.

a. **Executive Committee.** The President, Vice President of Administration, Vice President of Programs, Secretary, and Treasurer shall be the sole members of NAI's Executive Committee.

i. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of NAI in all cases in which specific direction shall not have been given by the Board of Directors. In addition, the Executive Committee may possess and exercise such powers and responsibilities as delegated to it by the Board of Directors by resolution.

ii. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee shall constitute a quorum and, unless otherwise provided herein or in the Act, an affirmative vote of a majority of the members of the Executive Committee present at a meeting shall constitute approval of any action.

iii. The Board of Directors shall establish, and may modify from time to time, the Executive Committee's rules of procedure. The Executive Committee shall meet as provided by such rules and shall also meet at the call of the President or any two (2) members of the Executive Committee.

b. **Nominations and Elections Committee.** The Board of Directors shall charter, as provided in these Bylaws, a Nominations and Elections Committee that shall be responsible for certifying the willingness of any individual to serve in the director position for which they are nominated, the membership of any individual nominated to service as a director, and the results of any election. The Nominations and Elections committee shall consist of no less than three (3) and not more than five (5) individuals who are not directors of NAI; provided, however, the chair of the Nominations and Elections Committee shall be appointed by the Vice President for Administration, subject to approval of the Board of Directors, and such chair shall be responsible for appointing the additional members of the Committee, subject to approval of the Board of Directors. The Board of Directors may remove any member of the Nominations and Elections Committee.

c. **Audit Committee.** The Board of Directors shall charter, as provided in these Bylaws, an Audit Committee that shall be responsible for overseeing the engagement of an independent auditor to provide audit services, reviewing the performance, annual reports and periodic audits of the auditor, communicating the findings to the Board of Directors, and working to resolve any issues with the auditor. In addition, the Audit Committee shall review NAI's annual Form 990 reports, internal controls, and directors' annual conflicts of interest statements, financial reporting and risk controls and the accuracy of all publicly reported numbers of NAI, including student counts, classes and contact hours. It shall be composed of no less than two (2) members with the Treasurer of the Board of Directors serving as chair, all of whom are, in the opinion of the board, free of any relationship that would interfere with the exercise of their independence from management and NAI. No staff member or employee of NAI shall serve on

the Audit Committee. Committee members should have a good understanding of financials and audits, but a financial background is not required. The Audit Committee shall meet to discuss the draft audit each year, and other times as deemed necessary. The audit committee may look at any and all financial information and records at any time throughout the year.

d. **Ethics Committee.** The Board of Directors shall charter, as provided in these Bylaws, an Ethics Committee that shall be responsible for overseeing the ethical conduct of the organization and to help address value conflicts or uncertainties by reviewing issues of ethics violations by NAI members, directors and officers in accordance with procedures as outlined in the NAI Code of Ethics. The NAI Code of Ethics is based on the principles of honesty, integrity, transparency, confidentiality, and equity as outlined in the NAI Equity Policy. It shall be composed of no less than five (5) members; the chair shall be a non-board member and there shall be at least one (1) board member and the rest non-board members.

e. **Personnel Committee.** The Board of Directors shall charter, as provided in these Bylaws, a Personnel Committee charged with matters involving the staff of the organization, including intervening if there is an unresolved issue that affects the quality of the workplace environment for NAI staff or the ability of staff to perform their assigned duties in a manner consistent with the NAI Employee Handbook. This would include reviewing unresolved issues between an NAI member and staff member. It shall be composed of no less than five (5) members with the Vice President for Administration serving as chair, Vice President for Programs, two (2) additional board members and one (1) non board member.

Section 2. **Committee Chairs.** The President shall appoint all committee chairs for the ensuing year within a reasonable time after January 1; provided, however, the President of the Board of Directors shall be the committee chair of the Executive Committee, the Treasurer shall be the committee chair of the Audit Committee, and the committee chair of the Nominations and Elections Committee shall be appointed by the Vice President for Administration, subject to approval of the Board of Directors. Committee chairs shall be members of NAI's Board of Directors with the exception of the nominations and elections committee and the ethics committee.

Article VII. ADVISORY COUNCIL

The Board of Directors shall charter an Advisory Council which shall consist of the Unit Director from each of NAI's Organizational Communities having a representative position on the Advisory Council. The core responsibility of the Advisory Council shall be as specified by the Board of Directors in its enabling resolution or charter, and may include, but not be limited to, providing recommendations to the Board of Directors on issues such as strategic leadership in special initiatives, short-term projects, unique organizational issues, and such other duties and responsibilities relating to specific projects as they arise and as the Board of Directors may specify by resolution from time to time. Such Advisory Council shall not have any authority to bind the Board of Directors or NAI and shall not exercise any power or authority reserved to the Board of Directors in the Colorado Revised Nonprofit Corporation Act, as now existing or hereafter amended, or in the Articles of Incorporation, Constitution or these Bylaws. Provided, however, the Advisory Council shall be entitled to nominate and elect two (2) of NAI's directors in accordance to Article 4, Section 2.

Article VIII. DIRECTORS-EMERITUS AND EX-OFFICIO MEMBERS

The President may appoint, subject to approval of the Board of Directors, from among former directors of NAI one or more Director(s)-Emeritus who shall be ex officio a member of the Board of Directors, but with no power to make motions or to vote and who shall not be counted in determining a quorum. The Director(s)-Emeritus position(s) shall be one-year appointments and may be renewed at the discretion of the Board of Directors.

The President may appoint, subject to approval of the Board of Directors, one or more Ex-Officio Member(s) of the Board of Directors, but with no power to make motions or to vote and who shall not be counted in determining a quorum. The Ex-Officio position(s) shall be one-year appointments and may be renewed at the discretion of the Board of Directors.

Article IX. ORGANIZATIONAL COMMUNITIES

Section 1. Organizational Communities Permitted. One or more local groups, known as Organizational Communities (formerly Organizational Units), through which NAI's various programs can be initiated and carried out, shall be established by the Board of Directors or by member request to the Board of Directors in regions, cities, and communities within the territory of NAI or based on special interests related to NAI's purpose, and in accordance with the procedures and regulations prescribed by NAI and under NAI's authority. Each Organizational Community shall, in accordance with the procedures established by the Board of Directors, establish its purpose and determine its effectiveness at achieving its purpose, insofar as it is consistent with the overall advancement of NAI. The Board of Directors may establish and/or dissolve any Organizational Community in its discretion.

Section 2. Organizational Community Officers. Each Organizational Community shall, in accordance with the procedures established by the Board of Directors, elect a Director, a Vice-Director and such other officers as the members of the Organizational Community deem necessary and appropriate, each of whom must be a member of NAI. The duties and functions of the Director and Vice-Director shall be determined by the Board of Directors, and the duties and functions of all other officers shall be determined by the members of the Organizational Community. Unless otherwise restricted by statute, the Articles of Incorporation, Constitution, or these Bylaws, an Organizational Community officer may be removed from office, or vacancies may be filled, according to the procedures established by the Advisory Council and approved by the Board of Directors.

Section 3. Organizational Community Representative. The Board of Directors, may, in its sole discretion, grant (and revoke from) an Organizational Community the right to have its Director represent such Organizational Community on the Advisory Council as a Community Representative. The Board of Directors shall determine such Director's duties and functions as a representative of the Organizational Community on the Advisory Council. Directors of the Organizational Communities representing NAI's regions and sections shall represent such Organizational Community on the Advisory Council as a Community Representative.

Article X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Colorado, NAI shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; or shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The foregoing indemnification shall not be deemed exclusive of any other rights to which an such person may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified hereunder. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Section 4. Right to Impose Conditions to Indemnification

The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article 10 or otherwise, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; (c) that any and all directors and officers liability insurance proceeds available be exhausted prior to the

corporation's expenditure of corporate funds for indemnification; and (d) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 5. Indemnification Required

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XI. MISCELLANEOUS

Section 1. Fiscal Year and Audit. The fiscal year of NAI shall be determined at the discretion of the Board of Directors. After the close of each fiscal year of NAI, financial transactions of NAI for the preceding fiscal year shall be audited by certified public accountants, as determined and directed by the Board of Directors, and a report of any such audit and other financial reports shall be made to the Board of Directors.

Section 2. Amendments. Proposals to amend these Bylaws, in whole or in part, may be brought forward at any time by the Board of Directors or submitted in writing to the Board of Directors by not less than twenty-five (25) then current members of NAI. These Bylaws may be amended, repealed or modified, and new Bylaws adopted, by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors. Any notice of a vote to amend, repeal, or modify these Bylaws shall be provided to members in accordance with the Constitution and/or these Bylaws.

BYLAWS CERTIFICATE

The undersigned certifies that [s]he is the Secretary of the National Association for Interpretation, a Colorado nonprofit corporation, and that, as such, [s]he is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing Bylaws, constitute the Bylaws of NAI, duly adopted by the members of NAI.

Dated

Secretary