BYLAWS
North American Vexillological Association

Chapter 1. General
§ 1.01. Definitions. 3
§ 1.02. Status, purposes, and limitations. 3
§ 1.03. Fiscal year. 3
§ 1.04. Books and records. 3
§ 1.05. Registered office and agent. 3
§ 1.06. Amendment. 4

Chapter 2. Symbols, Honors, and Awards
§ 2.01. Seal. 4
§ 2.02. Flags. 4
§ 2.03. Musical composition. 4
§ 2.04. Honors and awards. 5

Chapter 3. Membership
§ 3.01. Qualifications. 5
§ 3.02. Classes of membership. 5
§ 3.03. Active members. 5
§ 3.04. Associate members. 5
§ 3.05. Organizational members. 5
§ 3.06. Honorary members. 5
§ 3.07. Term of membership. 6
§ 3.08. Resignation. 6
§ 3.09. Revocation for cause. 6
§ 3.10. Termination of membership. 6
§ 3.11. Dues. 6

Chapter 4. Meetings & Resolutions
§ 4.01. Annual meeting. 7
§ 4.02. Business meeting. 7
§ 4.03. Resolutions. 7
Chapter 5. Executive Board

§ 5.01. Powers.
§ 5.02. Members.
§ 5.03. Assistant officers and consultants.
§ 5.04. Meetings.
§ 5.05. Quorum.
§ 5.06. Proxy votes.
§ 5.07. Informal action by board members.
§ 5.08. Compensation.

Chapter 6. Officers

§ 6.01. Elective officers.
§ 6.02. Term.
§ 6.03. Resignation.
§ 6.04. Recall of an officer.
§ 6.05. Order of succession.
§ 6.06. Vacancies.
§ 6.07. Appointed officers.
§ 6.08. President.
§ 6.09. First vice president.
§ 6.10. Second vice president.
§ 6.11. Secretary.
§ 6.12. Treasurer.
§ 6.13. Auditor(s).

Chapter 7. Committees

§ 7.01. Creation.
§ 7.02. Members.
§ 7.03. Reports.

Chapter 8. Elections

§ 8.01. Elections.
§ 8.02. Nominating committee.
§ 8.03. Nominations.
Chapter 1. General

§ 1.01. Definitions.


(b) Act. The General Not For Profit Corporation Act of 1986 of the State of Illinois, as amended from time to time.

(c) Articles of incorporation. The document filed by the association on March 19, 1968, as amended.

(d) Member. A member of the association as defined in Chapter 3.

(e) Voting member. A member who is entitled to vote in association elections as defined in Chapter 3.

(f) Election. The annual election as defined in Chapter 8.

(g) Written or in writing. Communications made by mail or electronic means.

§ 1.02. Status, purposes, and limitations.

(a) The association is an Illinois not-for-profit corporation organized under, and subject to, the provisions of the Act.

(b) The association shall have the purposes and limitations stated in the articles of incorporation.

§ 1.03. Fiscal year.

The association’s fiscal year shall begin on the first day of January and end on the last day of December.

§ 1.04. Books and records.

The association shall keep correct and complete books and records of account, minutes of the proceedings of its members and executive board, and a record giving the names and addresses of the voting members; these may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

§ 1.05. Registered office and agent.

The association shall maintain a registered office and agent in the State of Illinois.
§ 1.06. Amendment.

(a) Amendments to these bylaws may be proposed by the executive board, or by a written petition signed by at least five voting members, received by the secretary at least 90 days before the date of the election.

(b) The executive board shall include all proposed amendments, clarifying information, and arguments in favor and in opposition, along with the materials distributed as specified in Chapter 8, and will solicit member comments.

(c) Proposed amendments shall be included for a vote on the annual election ballots distributed in accordance with Section 8.01, along with appropriate supporting information.

(d) Bylaws amendments require an affirmative vote of two-thirds of the votes cast by members.

(e) Any amendment must be consistent with the Act, other applicable law, and the articles of incorporation.

Chapter 2. Symbols, Honors, and Awards

§ 2.01. Seal.

(a) The association seal depicts the association flag displayed above a globe of the world tilted to give prominence to the map of North America, the whole surmounted by the name of the association and the date of its founding, 1967, within two concentric circles.

(b) This seal, which shall serve as the corporate seal, shall be kept by the secretary and used only as directed by the executive board; no person may use the seal without the written permission of the executive board.

§ 2.02. Flags.

(a) The association flag comprises three triangles separated by a white inverted chevron. The hoist and fly right triangles are be red (Pantone Matching System number 193) and the isosceles triangle between the arms of the chevron is dark blue (Pantone Matching System number 281). The relation of width to length of the flag is 2:3, although slight variations to suit display and fabrication are acceptable. The hypotenuses of the red triangles correspond to lines drawn respectively from the upper hoist and upper fly corners of the flag to the center point of the lower edge of the flag and form the outer lines of the chevron. The base of the blue triangle is as long as the flag is wide and its legs, forming the inner lines of the chevron, are parallel to the hypotenuses of the red triangles.

(b) The executive board may adopt flags for officers and former officers.

§ 2.03. Musical composition.

The association musical composition is the “Winchester Fanfare”.
§ 2.04. Honors and awards.
The executive board may establish honors and awards to recognize contributions to the association or to vexillology. The board shall establish policies and procedures for nomination and selection of honorees and awardees, and the physical form and presentation of the honors and awards.

Chapter 3. Membership

§ 3.01. Qualifications.
Membership in the association is open to all persons and organizations who are interested in vexillology and subscribe to these bylaws.

§ 3.02. Classes of membership.
The four classes of membership are active, associate, organizational, and honorary.

§ 3.03. Active members.
(a) Active membership is open to any individual eighteen years of age or older; dues may be discounted for active members who are full-time students.

(b) An active member is entitled to all the privileges of the association, including voting and holding office; however, an active member who does not reside in Canada or the United States may not hold elective office or serve on the nominating committee.

§ 3.04. Associate members.
(a) Associate membership is open to any individual who is under the age of eighteen or the spouse of an active member.

(b) An associate member is entitled to all the privileges of the association except voting, holding elective office, or serving on the nominating committee.

§ 3.05. Organizational members.
(a) Organizational membership is open to any for-profit or nonprofit organization.

(b) An organizational member is entitled to all the privileges of the association except holding office.

(c) Organizational members may designate in writing to the secretary any one individual, including an individual who is also an active, associate, or honorary member, to represent the organization in the affairs of the association and may change that designation at any time.

§ 3.06. Honorary members.
(a) The executive board may name an individual as an honorary member for rendering distinguished service to the association or to vexillology.
(b) An honorary member is entitled to all the privileges of the association except voting and holding office.

(c) An honorary member may become an active member of the association in addition to honorary membership.

§ 3.07. Term of membership.

Membership other than honorary membership continues as long as the member’s dues are current, or until the resignation or death of the member, or until the member’s membership is revoked for cause. Honorary membership continues for life.

§ 3.08. Resignation.

A member may resign by submitting a written resignation with the secretary, which shall be effective upon receipt.

§ 3.09. Revocation for cause.

Membership may be revoked for good cause by unanimous action of the executive board. The president shall notify the member of the revocation by appropriate means and explain the reason for the revocation.

§ 3.10. Termination of membership.

Upon termination of membership, any right, title, or interest of the member in the association shall cease.

§ 3.11. Dues.

(a) Annual dues for active, associate, and organizational members are established by action of the executive board. There are no annual dues for honorary members.

(b) Dues must be remitted to the treasurer for each calendar year not later than the last day of March of that year. The secretary shall send dues reminders to all members; however, failure to send or receive such reminders shall not eliminate the requirement for payment of dues.

(c) Dues for new members will not be prorated. However, a new member will receive all NAVA publications for the year in which he or she joins, including those distributed before the initial date of membership.

(d) Unpaid memberships lapse on the first day of April. If a membership has lapsed because of non-payment, the member may reinstate his or her membership by remitting annual dues to the treasurer and receive benefits and privileges as would a new member.

(e) The executive board may establish a surcharge to the dues of members residing outside the United States, Canada, and Mexico to cover the cost of association mailings.

(f) The executive board may establish policies and rates for subscriptions by non-members to the association’s publications.
Chapter 4. Meetings & Resolutions

§ 4.01. Annual meeting.
The association shall hold an annual meeting with a vexillological program relevant to scholars and other interested persons.

§ 4.02. Business meeting.
A business meeting shall be held in conjunction with the annual meeting for the purpose of hearing reports of officers and general discussion.

§ 4.03. Resolutions.
(a) Members may propose resolutions at any time asking the board to take an action or decision, which shall be voted on in the annual election.

(b) Resolutions must be proposed by a written petition signed by at least five voting members, received by the secretary at least 30 days before the date of the election.

(c) Resolutions receiving a majority of votes cast must be considered by the executive board, which must report any resulting action or decision to the membership within 60 days.

Chapter 5. Executive Board

§ 5.01. Powers.
(a) The executive board is the board of directors of the association and shall manage its affairs consistent with the Act and other applicable law, the articles of incorporation, and these bylaws.

(b) The executive board shall hold fiduciary authority for the association and provide timely annual financial reporting to the membership.

(c) The executive board may authorize any officer or agent of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

(d) The executive board may accept on behalf of the association any contribution, gift, or bequest for the general purposes, or for any special purposes, of the association.

(e) The treasurer may sign checks or authorize electronic payments on behalf of the executive board.
§ 5.02. Members.

The executive board shall consist of the five elective officers, as defined in Chapter 6, who shall be elected as specified in Chapter 8.

§ 5.03. Assistant officers and consultants.

The executive board may appoint assistant officers or consultants to assist it in its work.

§ 5.04. Meetings.

(a) The executive board shall conduct regular meetings at such times and places and in such manner as may be directed by the president or requested by a majority of the executive board. No notice of regular executive board meetings is required other than a notice from the president or a board resolution stating the time and place of the meeting.

(b) Meetings may be held in person or through any shared electronic communication medium, or a combination thereof.

(c) All meetings of the executive board shall be open to all members, with timely notice.

§ 5.05. Quorum.

A majority of the board members in office shall constitute a quorum. The act of the majority of the board members present at a meeting at which a quorum is present shall be the act of the executive board.

§ 5.06. Proxy votes.

No board member may act by proxy on any matter.

§ 5.07. Informal action by board members.

(a) Any action required by the Act to be taken at an executive board meeting, or any other action that may be taken at an executive board meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all board members and delivered to the secretary; any such consent signed by all board members shall have the same effect as a unanimous vote.

(b) The action shall be effective when all board members have approved the consent, unless the consent specifies a different effective date.

§ 5.08. Compensation.

Board members shall not receive any compensation for their board service other than reimbursement for actual expenses. Any other compensated service to the association must be approved by vote of the board with the compensated member abstaining, disclosed to the membership at least annually, and appropriately declared in the association’s tax filings.
Chapter 6. Officers

§ 6.01. Elective officers.
The elective officers shall be a president, first vice president, second vice president, secretary, and treasurer. Elective officers must be active members of the association as defined in Chapter 3. They constitute the members of the executive board.

§ 6.02. Term.
(a) Elective officers shall serve for a term of two years beginning on the first day of January of the year following their election.

(b) The terms of the president, second vice president, and secretary shall begin in odd-numbered calendar years; the terms of the first vice president and the treasurer shall begin in even-numbered years.

(c) Despite the expiration of an elective officer’s term, the officer shall continue in office until a successor is elected or appointed.

§ 6.03. Resignation.
(a) An officer other than the secretary may resign at any time by written notice delivered to the secretary; the secretary may resign at any time by written notice delivered to the president.

(b) A resignation is effective when the notice is delivered unless the notice specifies a future date.

(c) A pending vacancy may be filled before the effective date of the resignation, but the successor shall not take office until the effective date.

§ 6.04. Recall of an officer.
(a) An elective officer may be recalled and removed from office, with or without cause.

(b) An elective officer may only be removed by a majority of members voting in a recall election following a written petition to the secretary signed by 10 members. The petition shall include a statement of the reasons for the removal. The statement shall be included in the recall election ballot, along with any comments from that officer.

(c) A recall election shall be conducted under the process specified for annual elections in Chapter 8 but take place no later than 30 days after a valid recall petition is received by the secretary. Its results take effect immediately after the tabulation of the election results.

§ 6.05. Order of succession.
In the event that the president is unable to discharge the duties of office, these duties shall be performed by the first vice president, second vice president, secretary, and treasurer, in that order.
§ 6.06. Vacancies.
(a) If the office of president becomes vacant, it shall be filled for the unexpired portion of the term according to the sequence in Section 6.05.

(b) If an elective office other than that of president becomes vacant, the remaining officers shall choose a member to fill the vacancy for the unexpired part of the term.

§ 6.07. Appointed officers.
(a) Appointed officers shall include the registered agent and one or more auditors, with duties as specified in Sections 6.13 and 6.14.

(b) The president, with the approval of the executive board, may establish additional officer positions (including editorial positions) as required to manage the activities of the association, and shall define the authority and duties of those positions.

(c) Appointed officers are appointed by the president with the approval of the executive board; they assume their duties upon that approval and may be removed by the executive board at its discretion.

§ 6.08. President.
The president shall: 1) chair all annual and executive board meetings; 2) serve, at his or her discretion, as an *ex officio* member of all committees, except the nominating committee; 3) sign any contracts or other instruments that the executive board has authorized to be executed, except in cases when the signing and execution of an instrument is expressly delegated by the Act, other applicable law, these bylaws, or the executive board to some other officer or agent; 4) represent the association on an international level; and 5) perform all other duties normally associated with the office.

§ 6.09. First vice president.
The first vice president shall: 1) serve as acting president by assuming the duties of the president in the president’s absence; and 2) perform all other duties as directed by the executive board.

§ 6.10. Second vice president.
The second vice president shall perform all duties as directed by the executive board.

§ 6.11. Secretary.
The secretary shall: 1) deliver all required notices; 2) record and maintain the minutes and resolutions of all annual business and executive board meetings; 3) maintain the bylaws and all amendments; 4) maintain a record of all current members; and 5) perform all other duties as directed by the executive board.
§ 6.12. Treasurer.

The treasurer shall: 1) collect and care for all the association’s assets; 2) keep accurate financial records; 3) submit a written financial statement to the executive board when requested; 4) submit a written annual financial report to the membership within three months following the end of the fiscal year; 5) provide, with the annual financial report, all vouchers, bills, record of receipts, and other materials requested by the auditor(s); and 6) perform all other duties as directed by the executive board.

§ 6.13. Auditor(s).

The auditor(s) shall conduct an annual inspection of the financial books and records of the association and provide a report to the executive board and membership.


The registered agent(s) shall perform the duties required by law and immediately notify the president and the executive board upon receipt of any official or legal papers.

Chapter 7. Committees

§ 7.01. Creation.

(a) The president, with the approval of the executive board, may create standing and ad-hoc committees as needed to carry out the functions of the association; however, the nominating committee is not subject to the provisions of this chapter.

(b) The executive board shall provide written direction regarding the scope, responsibilities, functions, and operation of each committee.

(c) All committees are advisory bodies as defined by Section 108.40(d) of the Act. Committees may not act on behalf of the association or bind it to any action, except as provided in Section 5.01 of these bylaws.

§ 7.02. Members.

The president, with the approval of the executive board, shall appoint a chair and at least two members to each committee and may change those appointments at any time. The board may establish qualifications and guidelines for committee membership.

§ 7.03. Reports.

The chair of each committee shall submit a written report of the activities of the committee and other reports as requested by the executive board.
Chapter 8. Elections

§ 8.01. Elections.
(a) Elections shall take place annually by electronic or paper ballot, except when all candidates are uncontested and no other matters are before the membership for a vote.

(b) The record date to determine the voting members for an annual election, including those designated to vote on behalf of organizational members, shall be 15 days before the beginning of the election.

(c) The treasurer shall submit the roster of voting members as of the record date to the president at least 24 hours before the beginning of the election.

(d) The executive board shall make ballots available to the membership at least 45 days before the last day of December, along with explanatory material and instructions for accessing, completing, and returning ballots.

(e) The ballot shall include all nominees for elective office and the nominating committee, bylaws amendments proposed by the board or by petition, draft resolutions proposed by petition, and other matters that the board wishes to submit to a vote by the membership. Voting shall be open for a minimum of 30 days.

(f) If only one candidate is nominated for an office in accordance with Section 8.03, that candidate is elected and shall not appear on the ballot; if there is more than one candidate, the candidate receiving the greatest number of affirmative votes shall be elected; if two or more candidates receive the same plurality of affirmative votes, the executive board shall determine the winner from among those candidates by appropriate random means.

(g) Other matters voted on in an election, except amendments to these bylaws, shall be decided by a majority of votes cast.

§ 8.02. Nominating committee.
(a) A nominating committee of three members shall be elected annually by the membership; its members shall choose a chair from among themselves.

(b) The executive board shall submit a list consisting of at least three candidates for nominating committee members to the membership as described in Section 8.03.

(c) The provisions applicable to the term, resignation, vacancies, and removal of officers in Chapters 5 and 6 shall apply to nominating committee members.

§ 8.03. Nominations.
(a) The nominating committee shall present a list consisting of at least one candidate for each open office to the executive board at least 60 days before the election.
(b) The executive board shall provide the nominating committee’s list of candidates for offices and the executive board’s list of candidates for nominating committee members to the membership at least 45 days before the election, and shall solicit additional nominations from the membership.

(c) Any nominations from the membership must be made by a written petition signed by at least five voting members, received by the secretary at least 30 days before the date of the election.

Adopted 18 November 1967; Restated 2 July 2019

Edward B. Kaye, Secretary