

NAGC REGULATIONS PROPOSED REVISIONS

2026

EXECUTIVE SUMMARY

The proposed revisions to the NAGC Regulations are intended to modernize governance practices, clarify organizational structure and authority, improve operational flexibility, and better align the Regulations with current organizational needs. These amendments were developed by the NAGC Governance Committee with guidance from legal counsel to ensure compliance and alignment with best practices for nonprofit associations.

The Revisions Aim To:

- Clarify membership categories and voting rights
- Strengthen governance structures and procedures
- Improve alignment between Regulations and organizational policy
- Increase flexibility for committees, elections, and meetings
- Clarify the roles of Networks, SIGs, and Board leadership

Guiding Principles of the Process:

- Governance clarity
- Operational flexibility
- Compliance with nonprofit best practices
- Transparency and accountability
- Alignment between Regulations and policy
- Support for hybrid/modern governance operations

In many cases, operational procedures have been intentionally moved from the Regulations into policy documents so that the organization can adapt processes more efficiently without requiring formal bylaw amendments.

This work originated with a broad review conducted by the NAGC Board of Directors, which identified the need for updates to better align governance documents with current organizational practice.

Following this initial review, responsibility for drafting and refining the revisions was delegated to the Governance Committee, which has led this work over the past year. Throughout this process, NAGC has engaged legal counsel on an ongoing basis to ensure the proposed revisions are consistent with applicable requirements and reflect best practices for association governance.

This report provides a high-level overview of the revisions by category, including key changes, rationale, and affected sections, followed by a detailed article-by-article review presented in tabular format outlining the specific revisions and their corresponding rationale.

PROPOSED REVISIONS

MEMBERSHIP STRUCTURE & PARTICIPATION

Key Changes

- Clarified and expanded membership categories
- Defined voting eligibility by membership type
- Added authority for the Board to modify membership classes through policy
- Established a formal process for membership termination for cause, including notice, an opportunity to respond, and Board approval requirements

Relevant Sections:

- Article IV, Sections 4.1–4.3

Rationale

These revisions clarify membership categories and voting rights, provide flexibility to adapt membership models through policy, and establish a clear governance mechanism for addressing conduct that is inconsistent with [NAGC policies](#).

OFFICER ROLES, SUCCESSION, AND ACCOUNTABILITY

Key Changes

- Clarified officer eligibility requirements
- Added detailed officer removal procedures
- Clarified vacancy and succession processes
- Expanded descriptions of officer responsibilities

Relevant Sections:

- Article V

Rationale

These updates strengthen governance continuity, improve transparency around leadership transitions, and establish clearer accountability processes consistent with nonprofit governance best practices.

BOARD GOVERNANCE MODERNIZATION

Key Changes

- Clarified Board composition and voting structure
- Added flexibility for appointed non-voting members
- Clarified quorum and electronic participation procedures
- Expanded authority for virtual meetings and written consent actions

Relevant Sections:

- Article VI

Rationale

These revisions modernize Board operations, support hybrid and virtual governance practices, and ensure the Board can maintain effective operations while incorporating broader expertise and stakeholder perspectives.

PROPOSED REVISIONS CONT.

COMMITTEES, NETWORKS, AND SPECIAL INTEREST GROUPS

Key Changes

- Distinguished Board Committees from Organization Committees
- Clarified committee authority and reporting structure
- Added review expectations for Networks and SIGs
- Expanded use of task forces and short-term working groups

Relevant Sections:

- Articles VIII–X

Rationale

These revisions clarify governance authority, improve organizational alignment, and create more structured oversight of member engagement groups while preserving flexibility for evolving organizational needs.

ELECTION & VOTING PROCESS UPDATES

Key Changes

- Clarified election procedures and timelines
- Explicitly authorized electronic voting
- Added language regarding ballot procedures and independent tabulation

Relevant Sections:

- Articles VII, XI, XIV

Rationale

These updates improve transparency, accessibility, and operational efficiency in elections and member voting processes.

LEGAL & COMPLIANCE REVISIONS

Key Changes

- Clarified the Association's authority under Ohio nonprofit law
- Added members' right to inspect books and records in accordance with Ohio law and NAGC policy
- Updated indemnification language
- Added dissolution language
- Incorporated recommendations from legal counsel

Relevant Sections:

- Articles III, IV, XII, XIII, and XVI

Rationale

These changes ensure the Regulations remain aligned with Ohio nonprofit law, reflect legal counsel's recommendations, clarify the Association's legal authority and members' statutory rights, and support current nonprofit governance standards.

DETAILED REVIEW OF PROPOSED REVISIONS

The following section provides a detailed review of the proposed revisions to the NAGC Regulations, organized by Article and section. Each entry summarizes the nature of the change and its underlying rationale to support clear understanding.

This structure is intended to distinguish substantive governance changes from minor editorial updates. Where appropriate, related edits have been grouped together to avoid redundancy.

A significant portion of the revisions reflects a deliberate governance approach in which operational detail is being moved from the Regulations into policy. This shift allows the organization to maintain a more stable governing document while preserving flexibility to update procedures through Board-approved policy as operational needs evolve.

Minor grammatical, formatting, and consistency edits are not individually identified unless they materially affect interpretation, authority, or governance practice.

Article	Proposed Revision	Rationale
Article III - Purpose (3.2)	The Association may also exercise all the rights and powers and engage in all of the activities a nonprofit corporation is allowed to do under Sec. 1702.12 of the Ohio Nonprofit Corporation Law.	To ensure the bylaws reflect the authority provided to nonprofit organizations under Ohio law.
Article IV – Membership (4.1)	Expanded and clarified membership categories (Regular, Associate, Student, Parent, Institutional) and defined associated voting and eligibility rights.	Clarifies distinctions between membership types and aligns governance participation (voting/office eligibility) with engagement level and role within the Association.
Article IV – Membership (4.1)	Explicit authority for the Board to set dues, criteria, and modify membership categories through policy.	Provides operational flexibility for evolving membership structures without requiring frequent amendments to Regulations.
Article IV – Membership (4.2)	Strengthened the non-discrimination clause and broadened the eligibility language to also include military and veteran status.	Reinforces inclusive access to membership and aligns with nonprofit best practices and organizational values.
Article IV - Membership (4.3)	Added provisions for membership termination due to resignation, nonpayment of dues, or conduct that violates NAGC policies , including procedures for notice, response, and Board review.	Creates a formal process for membership termination while ensuring fairness and due process for members.

Article / Section	Proposed Revision	Rationale
Article V – Officers (5.1)	Clarified officer eligibility requirements, including prior Board service criteria.	Strengthens leadership qualification standards and ensures experienced governance participation.
Article V – Officers (5.2)	Defined term limits and clarified rules for partial terms due to vacancies.	Improves continuity planning and reduces ambiguity in officer service duration.
Article V – Officers (5.3–5.4)	Clarified Past President role as ex-officio, including restrictions on future candidacy.	Strengthens leadership continuity and clarifies governance expectations across presidential succession cycle.
Article V – Officers (5.5)	Clarified President-Elect duties and automatic succession process.	Ensures smooth leadership transition and reduces ambiguity in succession planning.
Article V – Officers (5.6–5.7)	Formalized Treasurer and Governance Secretary roles as committee chairs with defined governance responsibilities.	Aligns officer roles with key governance functions (finance and governance oversight).
Article V – Officers (5.8)	Expanded officer removal process, including due process, voting thresholds, and confidentiality provisions.	Strengthens accountability framework while ensuring procedural fairness and legal defensibility.
Article V – Officers (5.9)	Clarified vacancy procedures across officer roles, including Board appointment or special election options.	Improves continuity and provides flexible mechanisms for leadership transition.
Article VI – Board Composition (6.2)	Clarified Board structure including 14 voting members and defined non-voting ex-officio members.	Improves transparency in governance structure and ensures clarity of voting authority.
Article VI – Board Composition (6.2)	Clarified Executive Director and Past President as non-voting members; included appointment flexibility for additional members.	Expands ability to incorporate expertise while preserving Board voting integrity.
Article VIII – Elections Committee (8.1.3)	Clarified composition and broadened stakeholder involvement in slate development.	Improves transparency and inclusivity in elections process.

Article / Section	Proposed Revision	Rationale
Article VI – Qualifications (6.5)	Established general and role-specific Board qualifications to be maintained in policy.	Allows adaptive competency standards aligned with evolving organizational needs.
Article VI – Appointed Members (6.6)	Created formal structure for appointed non-voting Board members with staggered terms.	Enhances Board diversity, expertise, and strategic capacity.
Article VI – Vacancies (6.7)	Clarified interim appointment authority for Board vacancies.	Ensures continuity of governance operations between election cycles.
Article VI – Meetings (6.8)	Expanded rules for Board meetings, including virtual participation and notice requirements.	Modernizes governance practices and supports hybrid meeting environments.
Article VI – Quorum (6.9)	Defined quorum as two-thirds of voting directors.	Establishes clear threshold for valid Board decision-making.
Article VI – Communications (6.10)	Defined authorized electronic communication methods for governance participation.	Formalizes remote participation standards and ensures legal validity of electronic governance.
Article VI – Voting (6.11)	Clarified voting procedures, including prohibition of proxy voting and majority requirements.	Strengthens integrity of Board decision-making processes.
Article VI – Action Without Meeting (6.12)	Authorized unanimous written consent actions without formal meeting.	Improves efficiency in urgent or administrative governance actions.
Article VII – Annual Meeting (7.1)	Clarified timing and structure of annual member meeting and separation from elections.	Improves clarity between governance functions and member engagement events.
Article VII – Special Meetings (7.2–7.3)	Clarified authority to call special meetings and defined meeting location flexibility.	Enhances member governance responsiveness and logistical flexibility.
Article VII – Notice (7.4)	Standardized notice requirements and expanded use of electronic communication.	Ensures compliance and modern communication alignment.
Article VII – Quorum (7.5)	Defined quorum requirement of at least 100 voting members.	Establishes minimum participation threshold for valid member action.

Article / Section	Proposed Revision	Rationale
Article VII – Voting (7.6–7.7)	Clarified member voting thresholds, including electronic voting and binding ballot procedures.	Improves accessibility while maintaining democratic legitimacy in member decision-making.
Article VIII – Committees (8.1)	Clarified distinction between Board Committees and Organization Committees; defined authority limits.	Strengthens governance hierarchy and clarifies delegation of authority.
Article VIII – Governance Committee (8.1.1)	Defined Governance Committee structure and responsibility for oversight of governance systems.	Ensures ongoing review and maintenance of governance framework.
Article VIII – Finance Committee (8.1.2)	Expanded finance oversight duties, including budgeting, audits, and financial reporting.	Strengthens fiduciary oversight and Board financial accountability.
Article VIII – Elections Committee (8.1.3)	Clarified composition and broadened stakeholder involvement in slate development.	Improves transparency and inclusivity in elections process.
Article VIII – Organization Committees (8.2)	Clarified committee creation, membership, and appointment procedures delegated to policy.	Moves operational governance details into policy for flexibility and responsiveness.
Article VIII – Task Forces (8.3)	Authorized creation of time-limited task forces and ad hoc groups.	Enables agile governance response to emerging organizational needs.
Article IX – Networks	Clarified purpose, membership requirements, and Board oversight of Networks.	Strengthens alignment of Networks with organizational mission and strategic priorities.
Article IX – Networks (9.3–9.4)	Established periodic Board review and liaison role of Network Representative.	Improves accountability and integration with Board governance structure.
Article X – SIGs	Clarified SIG purpose, membership requirements, and review processes; allowed conversion to Networks.	Provides structured lifecycle management and alignment between SIGs and Networks.
Article XI – Elections	Standardized annual elections, nomination process, and ballot procedures.	Improves transparency, consistency, and participation in governance elections.

Article / Section	Proposed Revision	Rationale
Article XI – Elections Procedures (11.3)	Authorized electronic voting and defined independent tabulation of results.	Strengthens integrity and accessibility of elections process.
Article XI – Tie Votes (11.4)	Delegated tie-break procedures to policy.	Allows operational flexibility in election resolution methods.
Article XII – Executive Director	Clarified employment, evaluation, and reporting structure of Executive Director.	Strengthens Board oversight of organizational leadership and performance management.
Article XII – Authority (12.2)	Defined Executive Director authority over staff and operations within Board-approved budget.	Clarifies operational leadership boundaries and accountability structure.
Article XII – Vacancy (12.3)	Defined interim appointment authority in case of Executive Director vacancy.	Ensures continuity of organizational leadership.
Article XII – National Office (12.4)	Confirmed existence and management responsibility of national office.	Reinforces operational structure of the organization.
Article XII - National office (12.5)	Members' right to inspect books and records. Members in good standing may inspect the Association's books and records as provided by applicable law and in accordance with NAGC policies governing access to association records.	To align the bylaws with Ohio law by codifying members' statutory right to inspect association records and referencing the policy that governs the process.
Article XIII – Indemnification	Updated indemnification language to align with Ohio nonprofit law.	Ensures legal compliance and risk protection for Board and staff.
Article XIII – Insurance	Clarified insurance requirements and protections for directors and officers.	Strengthens organizational risk management framework.
Article XIII – Policy Requirement	Noted need for formal indemnification/insurance policy framework.	Ensures implementation details are documented in policy rather than Regulations.
Article XIV – Amendments	Clarified amendment process including voting thresholds and electronic voting authorization.	Ensures transparent and consistent process for governing document changes.
Article XIV – Governance Oversight	Assigned Governance Committee role in amendment process oversight.	Strengthens procedural integrity and governance accountability.
Article XV – Fiscal Year	Confirmed fiscal year as September 1–August 31.	Maintains consistency in financial reporting cycle.
Article XVI – Dissolution	Added standard 501(c)(3) compliant dissolution language.	Ensures legal compliance with nonprofit asset distribution requirements.

