



AMENDED AND RESTATED BYLAWS

of the
National District
Attorneys Association

REVISED MARCH 7, 2026



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ARTICLE I. NAME AND PURPOSE

Section 1. Name

The name of this association shall be the National District Attorneys Association (hereinafter referred to as the "Association"), an Illinois not-for-profit corporation.

Section 2. Purpose

The purpose of the Association is stated in its amended and restated articles of incorporation, and are incorporated herein by reference.

The mission of NDAA is to support the efforts of America's prosecutors in protecting the rights and safety of the people by promoting excellence in prosecution and the pursuit of truth and justice. NDAA fosters a culture and atmosphere of mutual respect that will provide members with the knowledge, skills, and resources needed to ensure justice is attained.

It will support its mission through the following activities:

- Advocacy.** NDAA advocates for America's prosecutors in Congress, state legislatures, the media, and the halls of justice.
- Diversity.** NDAA strives to attract, retain, and encourage the membership of outstanding prosecutors who are reflective of the diverse communities that they serve.
- Inclusion.** NDAA welcomes, values, and respects the differences of all and believe that only by the inclusion of a broad array of perspectives, skills, and ideas can we be successful in our pursuit of truth and justice.
- Standards.** NDAA supports excellence in prosecution and ethics through research and the development of model standards and practices.
- Justice.** NDAA promotes justice and works to expose injustice wherever it occurs.
- Service.** NDAA is responsive to the needs of its members and in turn, its members are better able to serve their communities.
- Training.** NDAA provides timely, accessible, state of the art training for its members.

ARTICLE II. OFFICES

The Association shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office. The principal office of the Association shall be designated by resolution of the board of directors. The designated office shall constitute the permanent headquarters of the Association in which the books, records, correspondence, and other documents of the Association shall be kept and maintained and through which the regular business affairs and transactions of the Association shall be conducted and administered.

ARTICLE III. MEMBERS

Section 1. Membership Categories

The Association shall have the following membership categories:

(a) Chief Prosecutor Membership. Any person of good moral character holding any of the following offices in any of the districts, counties, parishes, or municipalities of the United States, including districts, territories, or possessions shall be eligible for membership:

(1) Chief elected or appointed prosecuting attorney in a district, county, municipality or comparable jurisdiction.

(2) State Attorney General where they act as the chief elected or appointed prosecuting attorney pursuant to their state Constitution.

(3) A person serving in an equivalent prosecution unit as cited above in the government of a country other than the United States. Such membership is subject to an eligibility review as delineated in Article III, §4 below.

(b) Associate Membership. Any person of good moral character holding any of the following offices or positions shall be eligible for Associate membership:

(1) Assistant or deputy in any of the offices required to be held as prerequisite for Chief Prosecutor membership.

(2) Any attorney who, as a member of the armed forces of the United States, is charged with the enforcement of the military code or criminal law.

(3) Any person of a country other than the United States who, were they similarly employed in the United States, would be eligible for Associate membership. Such membership is subject to an eligibility review as delineated in Article III, §4 below.

(4) A United States Attorney, Assistant/Special Assistant United States Attorney, or attorney in the office of the Attorney General of the United States.

(5) Municipal prosecutor who is an employee of the municipality and does not engage in criminal defense work.

(6) Prosecutor coordinator—Any person who holds the position of executive director of any state prosecuting attorney association or similar title in any group; and any person who has the responsibility of administering the training needs of any group of prosecuting attorneys.

(7) Retired prosecutor—Any retired prosecutor, former member of the Board of Directors whose term of office has expired, or former member of the prosecution profession who is not conducting criminal defense work.

(c) General Membership. Any person of good moral character holding any of the following offices, positions, or status shall be eligible for general membership:

(1) Administrative assistant, office administrator, secretary, paralegal, public relations director; and any others in positions of any similar titles or like functions; or any individual coming within one of the offices designated under the Member classification.

(2) Investigator—Any person who holds the position of an investigator assigned to, or is a full-time employee coming within, one of the Chief Prosecutor membership classification offices.

(3) Law student—Any student attending an accredited law school on a full-time or part-time basis who is working towards an L.L.B. or J.D.

(4) Honorary—This status may be bestowed by the Board of Directors upon an individual who has made an outstanding contribution to the public welfare and to the carrying out of the purposes of this Association. Such nomination shall be made by the President or in writing to the President, subject to the approval of the Board of Directors.

(d) Sustaining Membership. Persons, corporations, businesses, or associations who are donors of funds to this Association or otherwise assist it in carrying out and furthering its objects and purposes shall, upon invitation of the President of this Association, be eligible to become sustaining members of this Association, subject to the approval of the Board of Directors.

The Board of Directors shall determine the level of NDAA services provided to each membership category.

Section 2. Voting Rights

Each Chief Prosecutor Member of the Association, and each member of the Association's Board of Directors shall be entitled to one vote on each matter submitted to a vote of the members. All other classes of membership shall have no voting rights.

Section 3. Application for Membership

Any eligible person, as herein before defined, desiring to become a member of any class of members, shall file with the Executive Director of the Association an application for membership. Applications for each category of membership in the Association shall be submitted on such forms as the Executive Director may prescribe.

If no question as to the applicant's eligibility and qualification for the class of membership applied for is presented, the Executive Director may approve the application, and upon such approval and the payment of the proper dues, such person shall become a member of the category of membership of the Association for which application was made.

Section 4. Membership Eligibility Review

Final determination of any questions relating to eligibility or qualifications for any type of membership shall be made by the Board of Directors.

In the event of persons applying from countries other than the United States, the Board of Directors shall conduct an equivalency review of the country and its prosecution unit. Upon approval that country shall be considered a participating country. The current list of approved participating countries can be found in the standing rules of this Association.

Section 5. Termination and Suspension of Membership

The Board of Directors by a majority vote of those present at any regularly constituted meeting of such Board, may censure, suspend or terminate the membership of any member for cause after an appropriate hearing. The Executive Committee by a two-thirds vote of the entire membership of such committee may temporarily suspend such member after a hearing until the next meeting of the Board of Directors, at which meeting such action of the Executive Committee shall be considered. Any member subject to these proceedings shall have the opportunity to respond to the Board or Executive Committee decision prior to a vote of removal or suspension.

Section 6. Resignation, Leave of Absence

Any member may resign or take a leave of absence by filing a written notice thereof with the Secretary-Treasurer or the Executive Director, but such resignation or leave of absence shall not relieve the member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. Transfer of Membership

Memberships of any class in this Association are not transferable or assignable except to successors in office.

Section 8. Sections of Membership

The Board of Directors may create or dissolve sections of membership within the Association. Each section shall adopt and carry out initiatives that further promote the Association's purpose. Membership in the Association is required before any member may join a section. No section shall incur expenses payable out of Association funds unless authorized by the board of directors or the executive committee.

Upon the initial establishment of a section, the president shall appoint a section chair who will be responsible for organizing the section meeting. The current list of approved sections of membership can be found in the standing rules of this Association.

ARTICLE IV. DUES

Section 1. Annual Dues

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Association by members of each class. Dues need not be uniform as to the members of a class.

Section 2. Payment of Dues

Dues shall be payable to the Association in advance prior to receiving any services or other benefits from the Association, on terms established by staff in consultation with the Executive Committee. All dues shall be payable at the permanent headquarters of the Association.

Section 3. Default in Payment

When any member of any class shall be in default in payment of dues for a significant period of time or shall have otherwise been suspended from membership as herein provided, the membership may thereupon be terminated by the Board of Directors in the manner provided in Article III §5 of these Bylaws.

ARTICLE V. MEETING OF MEMBERS

Section 1. Annual Meeting

There shall be at least one annual meeting per year, and this shall be held during the summer meeting of the Board of Directors. The Board of Directors may call such other meetings of the general membership as they determine proper at a time and place to be designated by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members may be called either by the President, the Board of Directors, or not less than twenty-five (25) Chief Prosecutor Members.

Section 3. Place of Meeting

Special meetings may be held at such time and place set forth in the notice of such meeting which shall be in accordance with the call thereof made pursuant to Article V §2. The annual meeting and special meetings may be held at any place not otherwise prohibited by these bylaws.

Section 4. Notice of Meetings

Notice, stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than fifteen (15) days before the date of such meeting by or at the direction of the President or the Secretary-Treasurer or the Executive Director or the officers or persons calling the meeting. Any such notice required to be given hereunder may appear and be contained in any publication of this Association if such publication is mailed or sent by electronic means to the members of this Association entitled to vote at such meeting within the period aforesaid. In case of a special meeting, or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

Section 5. Quorum

At any meeting of members called to conduct Association business, a quorum is attained by the presence of at least forty (40) Chief Prosecutor Members as well as members of the Board of Directors represented at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Association shall be managed by its Board of Directors. Its duties shall include, but not be limited to, establishing written policies and direction for implementation thereof; establishing corporate positions on legislative matters and other matters of national importance; receiving committee recommendations and establishing positions thereon; election of officers; formation of committees; determination of conferences to be conducted, their locations, and subject matter.

Section 2. Number, Tenure, Qualifications

The Board of Directors shall consist of:

(a) One Director from each state, the Commonwealth of Puerto Rico and districts, territories or possessions of the United States. Each Director except as otherwise provided in this section, shall be a Chief Prosecutor Member of the Association, and each Director shall hold office for one year or until a different successor shall have been selected and qualified. A person may simultaneously hold positions as a director and as an officer or as a past officer.

(b) The officers elected or appointed pursuant to the provisions of Article VII §1 of these Bylaws.

(c) Eight (8) Associate Directors chosen by the incumbent Associate Directors; provided, however, that not more than one such Director shall be chosen from the same state and each shall at the time of his or her election be an Associate Member within the definition and qualification of Associate membership as set forth in Article III §1 of these Bylaws. Any Associate Director who serves as an officer or past officer shall not be counted against the eight positions allowed under this subsection. A vacancy in the position of an Associate Director on the Board of Directors occurs when they are no longer Associate Members of the Association.

(d) Past Presidents who are Chief Prosecutor Members or Associate Members of the Association.

(e) The Board of Directors may elect at the summer meeting no more than five directors at-large whose term of office shall be one year. All directors-at-Large must be Chief Prosecutor Members of the Association.

(f) Two (2) executive directors or prosecutor coordinators who are members in good standing of the National Association of Prosecutor Coordinators (NAPC) who shall be designated by the Board of Directors of the National Association of Prosecutor Coordinators.

(g) Past Vice Presidents, Past Treasurers, Past Secretaries and Past Secretary-Treasurers or Past Assistant Secretary-Treasurers who have served a term of at least three (3) years in that office and whose terms of office have expired, and who are Chief Prosecutor Members or Associate Members of the Association.

(h) The President of the National Black Prosecutors Association (NBPA), the President of the National Asian and Pacific Islander Prosecutors Association (NAPIPA) and a prosecutor from the National Hispanic Bar Association. If they are a Chief Prosecutor or Associate Member of the Association, they shall be full voting members of the board. If they are not Chief Prosecutor or Associate Members of the Association, they will be nonvoting members of the board.

Section 3. Proxies

The Association does not allow Proxy voting.

Section 4. Regular Meetings

A regular summer meeting of the Board of Directors shall be held annually. There shall be at least two additional regular meetings of the Board of Directors. The time and place of the summer meeting shall be determined by the Board of Directors. The time and place of other meetings of the Board of Directors shall be determined by the President. No meetings of the Board of Directors shall be held outside the United States of America unless the time and place of the meeting was approved by the Board of Directors.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any twenty-five (25) Directors. The person or persons authorized to call special meetings may fix a place for holding the meeting called by them.

Section 6. Executive Session

A Director may make a motion to enter into executive session during a meeting of the Board of Directors. This motion must contain a basic explanation for the need to go into executive session. If the motion has a second, it shall be put to a vote by the entirety of the Board of Directors. If the motion passes, only current Board of Directors members may remain for the executive session and all non-Board members must leave the meeting. Upon passage of an appropriate motion, a non-Board member may be invited to remain in the meeting depending on the subject matter of the issues to be discussed. The Board of Directors must vote to end the executive session.

A Board member that improperly discloses sensitive issues discussed during any executive session in violation of each individual Board member's fiduciary responsibility is subject to disciplinary action pursuant to Article III §5 of these Bylaws.

Section 7. Notice

Notice of any regular or special meeting of the Board of Directors shall be given not less than fifteen (15) days previous thereto by notice delivered personally or sent by mail or other electronic means of communication to each Director. Any such notice may be printed in any publication of the Association. Any Director may waive notice of any meeting.

Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws. The purpose and business to be transacted at a special meeting shall be included in the notice of such meeting. Additional business not so noticed may be considered and acted upon at a special meeting only after a three-quarters affirmative vote of those present at such meeting.

Section 8. Quorum

Forty (40) members of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies

Any vacancy occurring in Article VI §2(e) above shall be filled by appointment of the President. Any other vacancy occurring in Article VI §2 above shall be filled in accordance with the appropriate section. A Director so appointed shall serve the unexpired term of his or her predecessor in office.

A member of the Board of Directors who misses three consecutive regular meetings of the Board without a proper reason or excuse is subject to removal from the Board of Directors pursuant to the processes provisions of Article III §5. A proper reason or excuse includes, but is not limited to, personal or family obligations, illness, emergencies or work conflict. The Board of Directors shall decide in its sole discretion the validity of any excuse.

Section 10. Resolutions

Resolutions are statements of policy which define the beliefs and philosophy of the Association on matters of substance and lasting concern. To insure that Resolutions are germane to the objectives of the Association, in its interest to consider and properly address policy issues Resolutions shall only be adopted in accordance with these Bylaws.

All resolutions, except those originating with the Executive Committee, must be passed by the standing committee with subject matter jurisdiction. Such resolution shall be submitted in writing, in duplicate to the President or Chair of the Board prior to the scheduled meeting of the Executive Committee.

All resolutions approved by a committee for submission to the Board of Directors shall be submitted to the Executive Committee for its consideration. The Executive Committee may make a recommendation regarding a resolution to the Board of Directors.

The Executive Committee may consider and submit resolutions in its own name, when approved by a majority of the members of such committee. Nothing in this section shall preclude the Board of Directors from waiving these rules and adopting a resolution at a regularly scheduled or special meeting.

All resolutions shall automatically expire ten (10) years after being passed, unless they are superseded or rescinded at an earlier time. Any resolution may be renewed by being passed again in the manner set out above. All resolutions that expire shall be preserved as archived records of the Association.

Section 11. Motions

The Association has the power to take any action that is not in conflict with law, its articles of incorporation, these bylaws or adopted resolutions. This includes the power to adopt motions regulating the conduct of its current business. During the course of proceedings of the Board of Directors' meetings, or any committee meetings of the Association, any member of the Board or committee may make motions necessary to facilitate the method, manner, or order of transacting business.

Section 12. Rules of Order

In the absence of any provision to the contrary in these Bylaws, ROBERTS RULES OF ORDER, REVISED (as appearing in the latest edition thereof) shall be the parliamentary authority for all matters of procedure, unless waived by a vote of the majority of the quorum of directors present at a Board of Directors meeting.

Any challenge to the actions taken by the Board of Directors or Executive Committee based on the misapplication or violation of parliamentary procedures under this section must be preserved by a specific contemporaneous objection during debate on the action and recorded in the minutes of the Association. The challenger must cite the applicable rule alleged to serve as the basis for the objection with reasonable specificity. General objections to the action during discussion and debate are insufficient to preserve the issue. If no specific objection is made, any future challenge to the action based on a violation of the rules of order is deemed waived through inaction.

Section 13. Standing Rules

In addition to these bylaws, the Association shall maintain a set of written standing rules. These rules shall reflect the institutional memory and customs of the Association and form a compilation of standard practices and regulations for the operation of the Association. The Rules shall serve to supplement the Association bylaws and have the same authority as if they were contained herein. If a conflict exists between the text of a standing rule and a bylaw, the bylaws shall prevail as the controlling authority.

All standing rules, except those originating with the Executive Committee, must be presented to and passed by an appropriate committee with subject matter jurisdiction. A proposed rule approved by a committee for submission to the Board of Directors shall then be submitted in writing to the President or Chair of the Board prior to the scheduled meeting of the Executive Committee. The Executive Committee shall consider the proposed rule and may make a recommendation concerning its adoption to the Board of Directors. A rule is adopted by a vote of the majority of the quorum of directors present at a Board of Directors meeting.

ARTICLE VII. OFFICERS

Section 1. Officers

(a) The officers of the Association shall be a President, President-Elect, Chair of the Board, ten (10) Vice Presidents, a Secretary-Treasurer, and an Assistant Secretary-Treasurer, All of the officers except one (1) Vice President shall be and have been an Chief Prosecutor Member in good standing for at least two years; one (1) Vice President shall be and shall have been an associate director in good standing for at least two years.

All of said officers, except the President, Chair of the Board, and one (1) Vice President elected from and by associate directors shall be nominated for and elected to office pursuant to Article VII §3.

(b) No two offices may be held by the same person. The President must be an Chief Prosecutor Member of the Association at the time he or she assumes office and must continue as an Chief Prosecutor Member during his or her term. If a vacancy occurs in the Office of President, the President-Elect shall immediately be and become President for the unexpired term and for the succeeding term for which he or she had been elected. The resulting vacancy in the office of President-Elect shall be filled at the earliest meeting of the Board of Directors.

Section 2. Qualifications and Term of Office

The officers of the Association elected pursuant to Article VII §1(a) must be Chief Prosecutor Members of the Association in good standing with the exception of the Vice President elected from and by the Associate Directors who must be an Associate Director of the Association in good standing. All of said officers except the President, Vice Presidents, and Chair of the Board shall be elected at the summer meeting of the Board of Directors for a term of one year, and shall hold office until his or her successor shall have been duly elected and shall have been qualified. In the event of his or her death, resignation, refusal to act, or other circumstances rendering the previously elected President-Elect ineligible to succeed to the office of the President, then the office of President-Elect shall be filled by election at the earliest meeting of the Board of Directors.

Section 3. Nomination and Election

The Nominating Committee shall at least sixty (60) days in advance of the summer meeting of the Board of Directors designate at least one candidate to be nominated for each office required to be filled by election at the summer meeting of the Board of Directors and shall cause a list of such candidates to be published and mailed or sent by other means of electronic communication to all members eligible to vote. A candidate shall not be designated by the Nominating Committee for election to office of the President-elect unless the Nominating Committee has received a petition in support of the candidate subscribed by fifteen (15) Chief Prosecutor or Associate Members of the Association.

Additional nominations may be made by ten (10) Chief Prosecutor or Associate Members for any or all of the offices to be filled except the office of President-elect; provided, however, such additional nominations shall have been submitted in writing or by other means of electronic communication at least thirty (30) days prior to the election to the Chair of the Nominating Committee and shall have been subscribed by said ten (10) Chief Prosecutor or Associate Members; and provided, further, that such additional nominations for the office of President-elect shall have been subscribed by fifteen (15) Chief Prosecutor or Associate Members. If more than one nomination is made for any office required to be filled by election, the nomination made as aforesaid shall be voted upon by secret ballot of the Board of Directors and the candidate receiving the majority of votes cast for each office shall be declared elected to office. In the event no candidate receives the majority of votes cast, there shall be a run off between the two receiving

the most votes. If there be only one candidate nominated for an office, such candidate may be declared elected on motion, without necessity of voting by ballot.

Section 4. Removal

Any officer elected or appointed by the Board of Directors, after due notice and hearing, may be removed by the Board of Directors, whenever in its judgment the best interests of the Association would be served thereby, and such removal shall be made only with the affirmative vote of not less than two-thirds (2/3) of the then members of the whole Board of Directors voting in person, by electronic or by mail ballot.

Section 5. Vacancies

A vacancy in any office except the President, and Chair of the Board because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term unless otherwise provided in these Bylaws.

Section 6. President

The President shall be the principle executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee and may determine the agenda of any committee. The President may appoint special committees and the membership thereof to consider such subjects as directed by the President. Such committee(s) shall cease to exist upon expiration of the term of the President appointing the committee(s). The President may sign, with the Secretary-Treasurer or any other proper officer of the Association authorized by the Board of Directors, any deed, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the, Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Directors or an Executive Committee thereof.

Section 7. Chair of the Board

Upon the completion of the term of office, and so long as the office holder continues to meet the qualifications of a Chief Prosecutor Member of the Association, the President shall become the Chair of the Board of the Association. In the event of a vacancy in the office of Chair of the Board, the Executive Committee shall designate a replacement from among past presidents who are Chief Prosecutor Members of the Association. The Chair of the Board may at the request of the President supervise all standing and special committees, and fulfill such other duties as may be assigned by the President.

Section 8. President-Elect

The President-Elect shall automatically, without necessity of further vote or election, become the President of the Association at the summer meeting of the Board of Directors following the meeting at which he or she was elected to the office of President-Elect. In the absence of the President, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The President-Elect shall perform such other duties as may be from time to time assigned by the President or by the Board of Directors.

Section 9. Vice President

(a) In the event of a vacancy in the office of both President and President-Elect, a Vice President designated by the Executive Committee shall serve as Acting President with all the powers and duties of the President until the vacancies are filled at the next meeting of the Board of Directors. Vice Presidents shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

(b) At the first election after the adoption of the original Bylaws, three Vice Presidents shall be elected to a term of three years, three shall be elected to a term of two years, and three for a term of one year.

Thereafter, Vice Presidents, to include the Vice President elected from and by associate directors, shall serve a term of three years or until their disqualification.

Section 10. Secretary-Treasurer

The Secretary-Treasurer shall have oversight responsibility for:

(a) All funds and securities of the Association.

(b) The receipt of moneys due and payable to the Association from any source whatsoever, the deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.

(c) The development of corporate accounting and financial policies.

(d) The preparation of the budget by the Executive Director and staff.

(e) The preparation and retention of the minutes of the meetings of the members and of the board of directors.

(f) Ensuring that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(g) The corporate records and the seal of the Association.

(h) The keeping of a register of the post office address of each member.

(i) Record, maintain and keep current the Standing Rules of the Association.

The Secretary-Treasurer shall serve as Chair of the Finance Committee and as a member of the Executive Committee. He or she shall perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President, or by the Board of Directors. A person may not serve more than three full terms in the office of Secretary-Treasurer.

Section 11. Assistant Secretary-Treasurer

The Assistant Secretary-Treasurer shall, in the absence of the Secretary-Treasurer, perform the duties of the Secretary-Treasurer and, in addition thereto, shall perform such duties as shall be assigned by the Secretary-Treasurer, by the President, by the Finance Committee or by the Board of Directors.

Section 12. Compensation of Officers

No officer of the Association other than the Executive Director shall receive compensation for services as such officer, except that any officer may be reimbursed for the actual expenses incurred by him or her in the performance of his or her duties upon the approval of such expenses by either the President or the Executive Director; provided, however, that neither the President nor the Executive Director shall approve their own expenses.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 1. Appointment, Hiring

The Board of Directors shall appoint an Executive Director of the Association. The Executive Committee shall fix the conditions of employment, tenure, and compensation of the Executive Director and shall be responsible for the efficient discharge of his or her duties.

In the event of a vacancy the hiring process shall include:

- (a) The Executive Committee preparing an announcement of the position opening, including:
 - (1) Minimum qualification for application.
 - (2) Position's job description.
 - (3) Salary range.
 - (4) Description of application process.
 - (5) Anticipated position starting date.
 - (6) Deadline for application.
 - (7) Our non-discrimination policy.
- (b) The position announcement shall be sent to all members of the Board of Directors and advertised at least once in a National Publication likely to reach potential candidates.
- (c) All applicants shall be notified of the receipt of application.
- (d) The Executive Committee shall adopt a method of screening applicants who have met minimum qualifications.
- (e) The Executive Committee shall provide the full list of all applicants meeting the minimum qualifications to the Board of Directors, except such applicants who request confidentiality. The listing shall include the current occupation of each applicant. Any Director may submit information to the Executive Committee concerning knowledge which they have of an applicant's qualifications for the position. The Executive Committee shall reduce the applicants to not less than three nor more than 10 who shall be interviewed.. All interviews shall be conducted by the Executive Committee and in the same manner for each finalist.
- (f) The Executive Committee shall provide written notice to the Board of Directors at least thirty (30) days prior to the next regularly scheduled Board of Directors meeting of a list of at least two finalists and not more than five. The notice shall include a summary of qualifications of each finalist beyond the minimum expectations that resulted in the individual being a finalist and any potential conflicts or problems that should be considered. By written notice of at least twenty-five (25) Directors, additional applicants may be added to the list of finalists to be considered by the Board of Directors. Such written notice shall be presented to the President at least thirty (30) days before the next regularly scheduled Board of Directors meeting.

Each candidate will have the opportunity to have read or personally present a statement not to exceed fifteen minutes to be considered by the Board of Directors in making its final decision.

(g) In addition to making a final decision from the names submitted as listed finalists, the Board of Directors may cast a vote explicitly choosing none of the listed finalists provided by the Executive Committee. A vote of "None of the Above" shall be an option on every vote taken in this hiring process. If this option is adopted by majority vote, the Executive Committee shall be directed to provide written notice to the Board of Directors at least thirty (30) days prior to the next regularly scheduled Board of Directors meeting of a list of at least two new finalists and not more than five new finalists.

Section 2. Duties and Authority

The Executive Director is responsible to the Board of Directors and shall exercise control and supervision over the administrative and day to day operation of the Association as the representative of the Board of Directors when they are not in session and shall generally perform such other duties as may be assigned by the President, by the Board of Directors, or as otherwise provided in these Bylaws.

The Executive Director shall have the authority to manage the Association under the direction of the Board of Directors, including the authority to execute contracts on behalf of the Association according to policies and procedures approved by the Board of Directors.

Section 3. Employment of Staff

The Executive Director shall arrange for the employment or designation of such persons and for securing such services as are reasonably required in the conduct of affairs of the Association and for which budgetary authorization has been made by the Board of Directors. The Executive Director may allow vacation, sick leave and other benefits to regular employees in accordance with regulations prescribed by the Executive Committee.

Section 4. Salary and Expense

The Executive Director shall be entitled to such salary as may be from time to time fixed by the Executive Committee. The Executive Director shall be entitled to incur other such expenses in the performance of the duties of the position as shall be authorized in the budget or in an amendment to the budget and be entitled to receive reimbursement for any actual expenses incurred in the performance of such duties as may be approved by the President or the Executive Committee.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Appointment

The President may designate up to twelve, but not less than eight directors, one of whom shall be an Associate Director as set forth in Article VI, §2(c) or (g) of these Bylaws, and together with the President, President-Elect, Chair of the Board, Secretary-Treasurer, and a member in good standing of the National Association of Prosecutor Coordinators nominated by the Board of Directors of NAPC and designated by the President shall constitute an Executive Committee. The Associate Director and prosecutor coordinator must be members of the Association. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law.

Section 2. Powers

The Executive Committee, when the Board of Directors is not in session, shall have and exercise all of the authority of the Board of Directors in the management of the Association except to the extent, if any, that such authority shall be limited by the Board of Directors or these bylaws. Further, the Executive Committee shall supervise and assist the Executive Director in policy matters concerning the management of the corporate office. The Executive Committee is the screening committee for summer conference site selection, submitting at least two but not more than three sites to the full board, after screening all applicants.

The Executive Committee shall not have the authority of the Board of Directors in reference to:

- (a) Amending, altering, or repealing the Bylaws.
- (b) Electing, appointing or removing the Executive Director or any officer of the Association, however, the Executive Committee may suspend the Executive Director, with or without pay, pending review by the Board of Directors at a regular or special meeting.
- (c) Amending the articles of incorporation.
- (d) Adopting a plan of merger or adopting a plan of consolidation with another association.
- (e) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association.
- (f) Authorizing the voluntary dissolution of the Association or revoking proceedings therefore or adopting a plan for distribution of the assets of the Association.

Section 3. Tenure and Qualifications

Each member of the Executive Committee, except those who are members by virtue of office, shall hold office until the next President takes office. Members of the Executive Committee must at all times be members of the Board of Directors of the Association.

Section 4. Meetings

Regular meeting of the Executive Committee shall be held at such time and place as the President may fix. At the summer meeting of the Board of Directors prior to the election of the President-elect, there shall be a joint meeting of the Executive Committee of the President and the Executive Committee of the incoming President. The President shall chair the meeting provided, however, that the incoming President may have any matters considered by the joint meeting. Meetings may be conducted by conference call, webinar or other electronic means of communication.

The notice of a meeting of the Executive Committee shall state the business proposed to be transacted at the meeting. Any NDAA Board Member may attend Executive Committee meetings and speak to an issue before the committee. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any Board Member thereof who attends in person.

Special meetings of the Executive Committee may be called by any five (5) members thereof upon not less than three (3) days' notice stating the place, date, and hour of the meeting, which notice may be electronic, written or oral and if mailed shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address.

Section 5. Quorum

A majority of the members of the Executive Committee constitutes a quorum for the transaction of business of any meeting. Members may participate and vote by conference call, webinar or other electronic means of participating in the meeting.

Section 6. Vacancies

Any vacancy in the Executive Committee except the President, the President-elect, the Secretary-Treasurer and the Chair of the Board may be filled by the President.

Section 7. Resignation and Removal

Any member of the Executive Committee appointed by the President may be removed at any time with or without cause by the President. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary-Treasurer of the Association, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Procedure

The Executive Committee shall keep regular minutes of its proceedings and report the same by email or other means of electronic communication to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 9. Reimbursement for Expenses

Notwithstanding Article VII, reimbursement for expenses of all members of the Executive Committee in attendance shall be made in accordance with NDAA's travel policy. Such reimbursement shall not be made for a meeting if it is called at a place where the Board of Directors is meeting.

Section 10. Executive Session

During a meeting of the Executive Committee, any Director may make a motion to enter into executive session. The motion must contain a basic explanation for the need to go into executive session. The motion shall have a second and be put up to a vote by the entirety of the Executive Committee. If the motion passes, only current Board of Directors members may remain for the executive session and all non-Board members must leave the meeting. Upon passage of an appropriate motion, a non-Board member may be invited to remain in the meeting depending on the subject matter of the issues to be discussed. The Executive Committee must vote to end the executive session.

A Board member that improperly discloses sensitive issues discussed during any executive session in violation of each individual Board member's fiduciary responsibility is subject to disciplinary action pursuant to Article III §5 of these Bylaws.

ARTICLE X. STANDING AND OTHER COMMITTEES

Section 1. Formation and Authority

Standing committees may be established by the Board of Directors to support the purposes of the Association. Standing committees are established in the bylaws of the Association and are eliminated through bylaw amendment.

The action establishing standing committees shall set forth the committee's purpose and composition and required qualifications for membership on the committee. A majority of all members of committees having the authority of the Board of Directors must be members of the Board of Directors. All standing committees shall report to the Board of Directors. The chairs shall be appointed and may be removed by the President whenever in the judgment of the President the best interests of the corporation shall be served by such removal.

Section 2. Quorum and Manner of Acting

A majority of the committee members present shall constitute a quorum for the transaction of business at a meeting of any standing committee, unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action. The Board of Directors shall develop and approve policies and procedures for the operation of all standing committees.

Section 3. Appointment and Removal of Committee Members

Except for the Finance and Nominating Committee, the chair of each committee shall appoint not less than seven (7) and not more than fifteen (15) members of the committee who shall have the right to vote on any matter coming before the committee. Should a committee have fewer than 15 members, any member of the Association may join the committee by notifying the chair in writing.

All members of the Board of Directors and Chief Prosecutor or Associate Members of the Association may attend committee meetings and shall have the right to speak to matters before the committee, but shall not have the right to vote at the committee meeting.

Voting members appointed by the chair shall serve for the term of the chair. The chair may remove any voting member whose repeated absences from committee meetings or failure to participate in other committee efforts, in the judgment of the chair, warrant such removal.

Section 4. Term of Office

Each chair of a standing committee or special committee shall continue as such until the next summer meeting of the Board of Directors or until his or her successor is appointed.

Section 5. Committee Vacancies

Except as otherwise provided, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 6. Current Standing Committees

There shall be the following standing committees, not having the authority of the President, Board of Directors or Executive Director in the management of the Association with the duties indicated as follows:

(a) Finance Committee. It shall be the duty of this committee to provide oversight, in consultation with the staff of the Association, for all financial matters pertaining to the Association, raising revenue, the receipt and disbursement of funds, and to perform such other duties as the Executive Committee and the Board of Directors may designate.

The Secretary-Treasurer of the Association shall be the Chair. Permanent members of the Finance Committee shall be the President, President-Elect, Chairman of the Board, Chair of the Membership Committee, and any member of the Association designated by the President.

At least quarterly, and at such other times as the Executive Committee may direct, the Executive Director, or his or her designee, shall submit a condensed statement of the current financial standing of the Association to the Secretary-Treasurer for distribution as deemed necessary. The Secretary-Treasurer shall keep copies of these statements and provide a report to the Executive Committee and the Board of Directors at any regular or special meeting of the Executive Committee or Board of Directors.

(b) Membership Committee. It shall be the duty of this committee to consider and recommend measures relating to: soliciting membership in the corporation; existing and proposed membership benefits; various insurance coverages for members; rules and regulations pertaining to qualifications for various new and old classes of membership, provisions for assessing membership dues; and on behalf of the President, supervising the activities and operation of all local and regional membership campaigns, and to perform such other duties as the Executive Committee and the Board of Directors may designate.

(c) Nominating Committee. There shall be a Nominating Committee consisting of the President, who shall serve as chair, the President-Elect, and the Chair of the Board of the Association. It shall be the duty of the Nominating Committee to nominate candidates for offices at the summer meeting of members, and to nominate five candidates for the director at large positions. Any vacancy occurring on the Nominating Committee shall be filled by the President from Members who are past presidents.

(d) Audit Committee. The purpose of the Audit Committee is to assist the Board of Directors to fulfill its responsibility to the members for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Association and to perform such other duties as may be required of it by the Board.

(e) Investment Committee. The purpose of the Investment Committee is to review, recommend or assist in the development of Association investment policies. The Committee also reviews and provides oversight, in coordination with the relevant financial staff member at the Association, for the management of compliance with any investment policies or guidelines.

(f) Legislative Committee. It shall be the duty of this committee to review, draft, and recommend additions or deletions to federal legislation affecting prosecutors, the criminal justice system, or any other matters which the committee, President, Executive Committee, or Board of Directors deems appropriate. The committee shall draft and adopt recommended resolutions for consideration by the Board of Directors pertaining to such federal legislation. The committee may draft and adopt model state legislation. The committee may develop policy papers, talking points, or other materials on criminal justice matters.

(g) Training and Education Committee. The committee shall review and assist in developing the corporation's annual training agenda. The committee shall advise the Association and executive director on the training needs of the members. The committee shall assist the finance committee in raising revenue through training programs and publications. The committee, in consultation with the President,

Executive Committee or the Board of Directors, shall assist in identifying and satisfying the educational needs of the Association's membership including promoting research and best practices in relevant subject matter or practice areas. This includes the formation of subject matter subcommittees to research and develop policy papers, best practices, educational texts or other materials that promote the purposes of this Association.

(h) Diversity and Inclusion Committee. The purpose of the committee is to assist the Board of Directors in its support of America's prosecutors in protecting the rights and safety of the people through; the inclusion of a broad array of perspectives, ideas and skills; to help attract, encourage and retain an Association membership of outstanding prosecutors who are reflective of the diverse communities they serve; to promote excellence in prosecution through an atmosphere of mutual respect in pursuing the truth and equal application of the law; and to perform such other duties as may be required of it by the Board of Directors.

(i) Communications and Public Relations Committee. The committee shall work in concert with the Executive Director and Association staff to develop public information materials, press releases and other media and public relations materials or communication strategies as the President, Executive Committee, or Board of Directors deems appropriate. The committee shall assist as needed with the Association's website and any social media presence. The committee shall coordinate with the other committees in developing press releases or publications concerning the Association's work.

(j) Wellbeing Committee. The committee is responsible for promoting the wellbeing, engagement, resiliency, and growth of prosecution team members and organizations through education, resources, activities, and peer support.

(k) Recruitment and Retention Committee. The committee is responsible for developing events, materials, networking opportunities, and resources to promote adequate staffing levels in state and local prosecutors' offices nationwide by effectively addressing recruitment and retention in the prosecutorial profession.

Section 7. Ad Hoc Advisory Committees and Task Forces

The President, Executive Committee, or Board of Directors may appoint such Ad Hoc advisory committees or task forces as are necessary or appropriate to support the purposes of the Association. The action establishing such a committee or task force shall set forth the committees' or task forces' purpose and shall specify the term, chair and general composition.

Unless specifically established and approved for a term longer than one (1) year by the Board of Directors, all Ad Hoc advisory committees or task forces shall terminate after one (1) year from the date of their creation. Upon assuming office, the incoming President shall determine whether to maintain or allow any existing Ad Hoc committees created or renewed by the Past-President to dissolve.

Section 8. Committee Quorum

Unless otherwise provided in any resolution adopted by the Board of Directors, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members of the committee present at which a quorum is present shall be the act of the committee.

Section 9. Committee Rules and Reports

Each committee may adopt rules for its own governance unless otherwise prohibited by the Association's Bylaws. The chair of each committee shall submit a written report, prior to each regular meeting of the Board of Directors, of the activities of such committee. Such report(s) should be submitted to the President, Executive Committee and the Executive Director at least fourteen (14) days in advance of the meeting at which presentation of such report(s) is to be made.

Section 10. Authority of Committees

Neither the chair nor any member of a committee may incur expenses payable out of the funds of the Association unless authorized by the President or Board of Directors Executive Director. Each committee shall take all steps necessary for the efficient execution of its committee work, but no action taken by a committee shall be binding on the Association without the approval of the Board of Directors.

Section 11. Subcommittees

Any standing committee chair, with the approval of the President, Executive Committee, or Board of Directors, may form a subcommittee and designate a subcommittee chair from any members of the Association to assist in the carrying out of committee functions. The subcommittee chair may designate members of the subcommittee upon the approval of the standing committee chair.

ARTICLE XI. CORPORATE BUDGET

Prior to the last general Board of Directors meeting each fiscal year, the Secretary-Treasurer and the Executive Director shall prepare or cause to be prepared a complete budget for the Association in which there shall be included data as to all estimated income to be received and all proposed expenditures to be made by the Association during the forthcoming fiscal year. There shall be submitted with the budget a work plan outlining the activities proposed for such fiscal year. The budget shall be submitted to the Finance Committee for review.

The Finance Committee shall submit the proposed budget and a copy of the work plan for consideration and adoption by the Board of Directors at any regular or special meeting of the Board of Directors held prior to the beginning of the fiscal year for which such budget was prepared. If no such meeting shall be held by the Board of Directors, the proposed budget may be ratified by the Executive Committee. The adopted budget and proposed activity plan shall be posted in the members section of the NDAA website. No expenditures may be authorized or incurred by any director, officer, or employee of the Association unless such expenditure is authorized under one or more categories of the budget or any amendment thereto. When deemed advisable and necessary in the conduct of the business of the Association, the Executive Director or Secretary-Treasurer may recommend revisions of the budget, which revisions shall take effect upon approval thereof by the Finance Committee provided, however, that no such revision shall increase the aggregate total expenditure previously authorized in the budget approved by the Board of Directors without the further approval of said Board of Directors.

The Executive Director shall be directly in charge of all matters relating to the proper administration of the budget and shall maintain control and supervision over income and expenditures and the activities of the Association as set forth in the work program in conformity with the provisions of the budget. The Executive Director, his or her designee, President or Secretary-Treasurer shall be appropriately authorized to write and sign checks in connection with the expenditure of funds authorized by the budget or any amendment or revision thereof, provided that neither the President or Secretary-Treasurer shall write and sign checks issued to themselves.

Whenever the Executive Director becomes aware that the projected revenues in the adopted budget are or may be insufficient to cover projected expenses, the executive director shall immediately notify the finance committee and the executive committee of the projected revenue shortfall, and shall propose options for addressing the revenue deficit.

ARTICLE XII. FINANCE, INVESTMENT, AUDIT, AND EXPENSE POLICIES

It shall be the policy of the Association to minimize expenditures out of its general funds for traveling or other expenses incurred by officers or members relating to the Association's business. The Secretary-Treasurer shall adopt policies relating to financial procedures, investment strategies, and payment or reimbursement of travel and other expenses for officers, members and employees of the Association.

The Executive Committee shall conduct an annual review of the Association's investments and shall determine whether any adjustments should be made to the investment portfolio. The Executive Committee may retain the services of a qualified investment counselor to assist with the review. Any recommended adjustments to the investment portfolio shall be approved by the Board of Directors.

ARTICLE XIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Executive Committee may authorize any officer or officers, agent or agents 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. Any such authorization shall be included in the minutes of the meeting at which it was approved.

Section 2. Checks, Drafts, Etc.

All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by the Executive Director, his or her designee, or such other officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee. The Executive Committee may specify that certain instruments shall be signed by the Secretary-Treasurer or Assistant Secretary-Treasurer and countersigned by the President or the President-Elect. For payroll checks, a facsimile of the Executive Director's signature is authorized.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Gifts

The Secretary-Treasurer, the President or the Executive Director may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

ARTICLE XIV. AUDIT COMMITTEE

Section 1. Purpose

The purpose of the Audit Committee is to assist the Board of Directors to fulfill its responsibility to the members for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Association and to perform such other duties as may be required of it by the Board.

Section 2. Duties and Responsibilities

The Audit Committee's duties and responsibilities include oversight of:

- (a) The accounting and financial reporting processes and systems of internal accounting and financial controls of the Association.
- (b) The integrity of the financial statements of the Association.
- (c) The performance of the independent audit function, the annual independent audit of the Association's financial statements, the engagement of the independent auditor and the annual evaluation of the independent auditor's qualifications, services, performance and independence.
- (d) The compliance by the Association with legal and regulatory requirements related to these Bylaws, including the Association's disclosure controls and procedures.
- (e) The evaluation of the Association's risk issues.
- (f) Oversight of the Association's accounting and finance policies and procedures.

Section 3. Membership

The Audit Committee shall consist of no fewer than five members based on the recommendations of the Nominating Committee. The Audit Committee must have access to financial expertise, and must include among others, individuals who meet the independence, experience and expertise requirements to safeguard the financial wellbeing of the Association. The Chair and at least one other member must be independent financial experts and at least one of these two independent financial experts shall not be a member of the Association. The Nominating Committee will assess and determine the qualifications of the Committee members and shall recommend to the Chair of the Audit Committee candidates for the Chair's consideration and decision for appointment at the annual summer meeting.

The members of the Committee shall be appointed by the Board of Directors for a term of three (3) years. The Board shall select the Chair of the Committee. The Chair of the Committee may select a member to act as Vice Chair as necessary. Vacancies shall be filled using these procedures and the term of any new member will be for three (3) years. If a vacancy occurs between meetings of the Board of Directors the President may appoint a member, with the concurrence of the Committee Chair, subject to ratification by the Board at the next regularly scheduled meeting. The term of a member so appointed shall be from the date of appointment.

Section 4. Meetings

(a) The Audit Committee shall hold at least two meetings annually. One of the meetings shall be held in conjunction with a meeting of the Board of Directors of the Association. Electronic conference meetings may be held more frequently. Meetings may be held at such times and places as the Committee determines with the concurrence of the Executive Director of the Association in regard to compliance with travel and meeting arrangements set forth in these Bylaws.

(b) The Committee shall ensure that they meet separately, at least once each year, with the independent auditors without Association officers or management present; meet separately with the Association President, Secretary-Treasurer, Executive Director and Chief Financial Officer without the independent auditors present.

(c) The Audit Committee has full authority to maintain free and open communication with the independent auditor, the internal financial staff and management of the Association. In discharging this oversight role, the Committee shall attempt to investigate any matter brought to its attention, and shall have full access to all books, records, facilities and personnel of the Association and the power to retain outside counsel, accountants or other experts after apprising the Executive Committee or Board of Directors of the necessity for such action and obtaining their approval.

(d) The Committee may form and delegate authority to subcommittees when appropriate.

Section 5. Quorum

A quorum at any meeting of the Committee shall consist of a majority of the members. All determinations of the Committee shall be by a majority of the members present at a meeting duly called or held. Any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. Members may participate and vote by conference call, webinar or other electronic means of participating in any meeting.

Section 6. Minutes and Reports

Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated electronically in draft form to all Committee members to ensure an accurate final record, and shall be approved by phone, email or other electronic vote of the committee. Once approved, the minutes shall be distributed by email or other electronic means to the Board of Directors within seven (7) days of approval. In addition, the Committee shall make regular reports to the Board of Directors, including therein any issues that arise with respect to the quality or integrity of the Association's financial statements, compliance with legal or regulatory requirements, the performance of the independent auditors, or the performance of the Association's internal accounting and financial analysis programs.

Section 7. Independent Audit

(a) The independent auditor is answerable only to the Audit Committee, as representatives of the members and the Board of Directors. The Committee (subject to any action that may be taken by the Board of Directors) shall have the ultimate authority and responsibility to select, evaluate and, when appropriate, replace the independent auditor; to approve the compensation of the independent auditor; and to oversee the performance of the independent auditor's duties. The Committee may obtain input from the Executive Director or Chief Financial Officer, as necessary. The independent auditor shall report directly to the Audit Committee.

(b) The Committee shall, prior to the start of the annual audit, review with the Secretary-Treasurer, Executive Director and Chief Financial Officer, and the independent auditors the proposed scope of the audit plan and fees, including the areas of business to be examined, the adequacy of the personnel to be assigned to the audit and other factors that may affect the time lines of the audit, the procedures to be followed, special areas to be investigated, as well as the adequacy of the program for integration of the independent audit efforts and internal accounting and financial analysis programs.

(c) The Committee shall receive and review all reports prepared by the independent auditor and ensure that the independent auditor has full access to the Committee, Executive Committee and the Board of Directors during its performance of the annual audit to report on any and all appropriate matters. The committee shall notify the Executive Committee immediately of any potential adverse audit findings.

Section 8. Other Responsibilities of the Audit Committee

Review the Associations Bylaws annually to assess the adequacy of the provisions concerning their responsibilities, and recommend any proposed changes to the Board of Directors to include changes made necessary by law or regulation.

Coordinate with and submit to the Executive Director a proposed budget for the independent audit in time for inclusion in the annual budget for the Association.

Section 9. Reimbursement for Expenses

Notwithstanding Article VII, reimbursement for expenses of all members of the Audit Committee in attendance shall be made upon submission of proper vouchers, invoices, etc. Such reimbursement shall not be made for members of the Board of Directors of the Association for meeting if it is called at a place where the Board of Directors is meeting.

ARTICLE XV. MISCELLANEOUS

Section 1. Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings of the Executive Committee and Board of Directors and shall keep a listing of current names and addresses of current members of the Board of Directors at the registered or principal office of the Association. All books and records of the Association may be inspected by any member with voting rights or his or her agent or attorney for any proper purpose at any reasonable time.

Section 2. Fiscal Year

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

Section 3. Representation of Association by Members

The President of the Association may designate any Chief Prosecutor Member to represent the Association at any meeting or conference in which representation by the Association is deemed appropriate or necessary. Notice of any such meeting or conference shall be given to any Chief Prosecutor Member in the same community in which the meeting or conference is being held.

Section 4. Prosecution Standards Amendments

Any amendment to the National Prosecution Standards must be approved at two successive NDAA Board of Directors meetings.

ARTICLE XVI. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by action of a majority of the members of the Board of Directors constituting a quorum present at any regular or special meeting. The proposed amendments must be approved by vote at two successive Board of Directors meetings to be adopted, provided that at least fifteen (15) days written or electronic notice is given of intention to alter, amend, repeal, or to adopt new Bylaws at such meetings. The particular article and section to be amended, and a brief statement of the substance of the proposed amendment, shall be included in such notice.