

CONSTITUTION OF THE NATIONAL ASSOCIATION FOR INTERPRETATION

Updated by vote of the NAI membership and NAI board November 20, 2022

The National Association for Interpretation (NAI) was formed in 1988 to be a unified voice dedicated to supporting and promoting natural and cultural heritage interpretation in the United States and Canada.

Article 1: Name and Offices

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

Section 2. The principal office of the Association shall be located within or without the state of Colorado as shall be determined by the Board of Directors. The Association may establish other offices as the Board of Directors may designate or as the affairs of the Association may require. However, the registered office of the Association (required by the Colorado Nonprofit Corporation Act to be maintained in Colorado) may, but need not, be the same as the principal office if in Colorado, and the address of the registered office may be changed by the Association's Board of Directors.

Article II: Purpose of the Organization

The purpose of NAI is to promote and enhance the interpretive profession; provide a forum for discussion; advance knowledge and skills of persons involved in interpretation; encourage and assist educational institutions in developing educational interpretive curricula and programs; provide scholarly review of interpretive research; express a unified voice on interpretive issues; establish professional, educational and ethical standards for interpretation; develop appropriate affiliations; and promote an understanding of natural and cultural resources.

Article III: Membership

Section 1. The Association may have various classes of membership to meet the needs of the association and its members, and the Board of Directors shall have the authority to change the categories, pricing structure, and/or services with respect to such classes of membership.

Section 2. Members shall be admitted to the association upon application and payment of dues in such form and amount as may be determined by the Board of Directors. There shall be an unlimited number of members. NAI is committed to a policy of fair representation on the Board of Directors and within the membership, and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, national origin, geography, gender identity, ethnicity, or age. NAI shall have both a Code of Ethics and an Equity Policy.

Section 3. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members. Active Members are members in good standing, as defined in the Bylaws, whose dues have been paid. The proxy system of voting members of the association shall not be permitted.

Section 4. In the event another nonprofit association should merge with NAI, the members, if any, of such merging association shall automatically become members of the resulting Association upon the effective date of the merger and shall remain members until new Bylaws are adopted which define qualifications for members in the surviving Association.

Article IV: Governance

NAI shall be governed, managed and directed by a Board of Directors composed of elected Officers and Directors. The number and selection of committees, and the quorum for meetings, shall be set by the Association's Bylaws.

The directors shall be nominated and elected as follows:

- One (1) of the director positions shall be designated for the President of the corporation, which President shall be nominated and elected by the members;
- One (1) of the director positions shall be designated for the Vice President for Administration of the corporation, which Vice President for Administration shall be nominated and elected by the members;
- One (1) of the director positions shall be designated for the Vice President for Programs of the corporation, which Vice President for Programs shall be nominated and elected by the members;
- One (1) of the director positions shall be designated for the Treasurer of the corporation, which Treasurer shall be nominated and elected by the members;
- One (1) of the director positions shall be designated for the Secretary of the corporation, which Secretary shall be nominated and elected by the members;
- Two (2) of the director positions shall be designated for nomination and election by the Advisory Council;
- Five (5) of the director positions shall be designated for nomination and election by the members; and
- Two (2) of the director positions shall be designated as dedicated positions and shall be nominated by and for competitive election by the members
- One (1) of the director positions shall be nominated by and appointed with a majority of the sitting Board of Directors.

The voting power to elect the Board of Directors shall be vested in a quorum of Active Members as defined in the Bylaws, with the exception of the board appointed director.

Directors shall not receive compensation for their services as such, although, by resolution of the Board of Directors, the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by the Association. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Article V: Authority to Acquire Property

NAI shall have the right and authority to receive and acquire by grant, gift, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest or dispose of such property or the income derived therefrom for the furtherance of the purpose of the organization, including dedications thereof to the general public. The control and disposal of the Association's properties and funds shall be vested in its Board of Directors in accordance with applicable law.

Article VI: Authority to Accept Contributions

The Association may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the corporation's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the corporation shall reserve all right, title and interests in and to, and control of, such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Association's tax-exempt purposes.

Article VI: Prohibited Activities

No part of the income or net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director, or officer of the association or any other private individual except that reasonable compensation may be paid for services rendered to or for the association effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the association by any officer, director, agent or employee, or any other person or corporation pursuant to and upon authorization of the Board of Directors.

No substantial part of the activities of the Association shall consist of attempts to influence legislation according to IRS rules for nonprofits. NAI shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, NAI shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is tax exempt under the provisions of Section 501 (c) 3 of the Internal Revenue Code.

Article VII: Conflict of Interest

No member of the Board of Directors shall have any undisclosed financial interest which is a factor in or influenced by the mission or operation of the organization or its affiliates. Each member of the Board of Directors shall provide to the Board or President complete information about any actual conflict of interest, or an apparent or potential conflict of interest, effect, or influence on the mission or operations of the organization.

Article IX: Dissolution and Distribution of Assets

Upon dissolution of the Association, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501 (c) 3 of the Internal Revenue Code.

No member, director or officer of the Association, or any other private individual, shall be entitled to share in any distribution of assets of the Association on dissolution of the Association or otherwise.

Article X: Amendments

The power to alter this Constitution shall be vested in Active Members in good standing of the Association.

Proposals to amend this Constitution, in whole or in part, may be brought forward at any time by the Board of Directors or submitted in writing to the Board of Directors by not less than twenty-five (25) then current members of the Association. This Constitution may be amended, repealed or modified, and a new Constitution adopted, by the affirmative vote of a two-thirds (2/3) majority of the active members in good standing responding to a vote by written or electronic ballot provided the number of votes cast by ballot equals or exceeds the quorum required as set forth in the Bylaws.

CONSTITUTION CERTIFICATE

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

Dated:

NAI Secretary, Thomas D. Mullin