

**BYLAWS OF
NATIONAL ASSOCIATION OF CONFIDENTIAL ADDRESS PROGRAMS
(NACAP)**

- Article I. Name and Purpose.
- Article II. Definitions.
- Article III. Membership.
- Article IV. Board of Directors.
- Article V. Meetings and Annual Conference.
- Article VI. Voting.
- Article VII. Committees.
- Article VIII. Amendments.

**ARTICLE I
NAME AND PURPOSE**

Section I – Name

The name of this organization shall be the National Association of Confidential Address Programs (NACAP) (herein known as the “Association”).

Section II – Mission Statement

Our mission is to collaborate, strengthen, educate, and advocate for the interests of state and territory confidential address programs and therefore the people they serve.

Section III – Goals

Our goals are to strengthen and support confidential address programs by:
Creating greater accessibility and visibility;
Building foundations of a common identity while respecting states’ and territories’ individual needs;
Being the common voice on emerging issues impacting programs;
Providing education and awareness; and
Identifying and communicating best practices.

**ARTICLE II
DEFINITIONS**

- A. A confidential address program is a state or territory program whose core services include providing a substitute address and mail forwarding services to victims of crime and protected persons.
- B. A state is defined as one of the recognized 50 states of the United States of America and the District of Columbia.
- C. A territory is defined as a territory of the United States of America.

ARTICLE III MEMBERSHIP

Section I – Membership Categories

All member categories shall be subject to the provisions of the Association’s bylaws where applicable. All entities seeking to become a member under any category may be subject to review and verification by the Board of Directors prior to membership being granted.

- A. Associate – Associate membership is available to all states and territories with a confidential address program as defined in Article II of these bylaws. An Associate is the confidential address program and is not an individual of the agency.
 - 1. Associate members shall pay an annual fee of an amount determined by the Executive Committee.
 - 2. Each Associate member shall be eligible to appoint one voting representative to cast the Associate member’s vote in Association elections.
 - 3. Associate members shall have full rights and privileges as described in these bylaws and as in accordance to their membership benefits.
 - 4. Associate members shall strive to participate in issues, discussions, on-boarding mentorship, trainings, and events presented by the Association.
- B. Limited Associate – Limited Associate membership is available to any state, territory, or government entity working to establish a confidential address program as defined in Article II of these bylaws.
 - 1. Limited Associate members shall pay an annual fee of an amount determined by the Executive Committee.
 - 2. Limited Associate members shall not have a vote in any Association matters or be eligible to hold any office.
 - 3. Limited Associate members shall have a limited presence as in accordance to their membership benefits.
- C. Ally – Ally membership is available to any non-profit or government entity with a vested interest in services provided to victims of crime and protected persons. This includes, but is not limited to, domestic and sexual violence coalitions, local programs that provide victim services, and law enforcement agencies.
 - 1. Ally members shall pay an annual fee of an amount determined by the Executive Committee.
 - 2. Ally members shall not have a vote in any Association matters or be eligible to hold any office.
 - 3. Ally members shall have a limited presence as in accordance to their membership benefits.
- D. Sponsor – Sponsor membership is available to private sector, for-profit companies in the business of providing information, technology, equipment, facilities, support or services to confidential address programs with an interest in promoting productive interactions between confidential address programs and the corporate community or with an interest in supporting the work of the Association.
 - 1. Sponsor members shall pay an annual fee of an amount determined by the Executive Committee.

2. Sponsor members shall not have a vote in any Association matters or be eligible to hold any office.
3. Sponsor members shall have a limited presence as in accordance to their membership benefits.

Section II – Annual Dues

- A. The annual dues for members of the Association shall be as determined by the Executive Committee. Dues cover a fiscal year July 1 – June 30.
- B. New Associate Members and new Limited Associate Members who join the Association after January 1st shall have their initial membership dues pro-rated.

Section III – Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

Section IV – Membership Principles

A member shall support and uphold the mission and vision of the Association;
A member shall reflect a positive image of the Association;
A member cannot independently enter into contracts on behalf of the Association without approval from the Board;
A member shall respect the differences in each state's and each territory's program;
A member shall not, without prior discussion and approval of the Board of Directors, independently purport to administer a best practice of a confidential address program in a manner that represents the Association's interest, nationwide best practices, or any other confidential address program.

ARTICLE IV BOARD OF DIRECTORS

Section I – Board of Directors

- A. Board of Directors shall consist of a President, Vice President, Treasurer, Secretary and three At-Large Members, all of whom shall be an administrator, manager, or director of a confidential address program or a program approved designee who is involved in the day-to-day operations and decisions.
- B. A Secretary of State, Deputy Secretary of State, Chief of Staff, Attorney General or likewise elected or high-ranking official of any state or territory office is not eligible to be a Board Member unless that person is directly involved in the daily implementation and operations of that state's address confidentiality program functions.

Section II – Duties of the Board

- A. President – The President shall convene regularly scheduled meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. The President is the Chair of the Executive Committee that has general management and control of the business and direction of Association. In addition to serving on the Executive Committee, the President shall serve on at least one committee that is not ad hoc. The President shall report annually on the activities of the Association.

- B. Vice President – The Vice President shall assume the duties of the President in the event of absence, incapacity, resignation, or removal of the President, and shall be responsible for the annual filing of a report or renewal of articles of incorporation. The Vice President shall chair at least one committee.
- C. Secretary – The Secretary shall keep the minutes of meetings of the Association and of the Executive Committee, maintain a list of members, render the annual report, and in addition to serving on the Executive Committee shall serve on at least one committee that is not ad hoc.
- D. Treasurer – The Treasurer shall be responsible for the safekeeping of Association funds, for maintaining adequate financial records, and for depositing all monies with a reliable banking company in the name of the Association. The Treasurer will collect dues, shall create and render an annual budget report based on the fiscal year, and shall be responsible for the annual tax filing.
- E. At-Large Members – The At-Large Member serves as a member of the Board and provides guidance and expertise to the Board and serves to represent the interests of the larger Association. The At-Large Member shall serve on at least one committee that is not ad hoc.

Section III – Executive Committee

The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary. The President of the Association shall be the Chair. The Executive Committee shall have the general management and control of the business and direction of this Association under its bylaws, shall approve expenditures of funds, and shall appoint members to committees.

Section IV – Term of Office

- A. All officers and the At-Large Members shall serve two-year terms but are eligible for reelection for up to two consecutive full terms.
- B. The President, Secretary and one At-Large Member terms begin in odd-numbered calendar years.
- C. The Vice-President, Treasurer and two At-Large Members terms begin in even-numbered calendar years.

Section V – Board of Directors Code of Conduct

- A. Members of the Board of Directors are held to the standards of membership principles as stated in Article III, Section IV.
- B. Board Members are expected to exercise duties and responsibilities with integrity and care. This includes:
 - 1. Making attendance at all meetings of the Board and Committee meetings a high priority and attending at least nine of the twelve meetings during each year of service.
 - 2. Being prepared to discuss the issues and business on the agenda.
 - 3. Cooperating with and respecting the opinions of fellow Board Members.

4. Supporting actions of the Board even when the Board Member personally did not support the action taken.
5. Putting the interests of the Association above personal interests.
6. Striving to ensure that procedures are consistent with Association policy.
7. Maintaining lines of communication and assisting in requests for information.

Section VI – Elections and Board Vacancies

- A. Officers and At-Large Members shall be elected at the annual conference by the members of the Association. Elections shall be by ballot cast at the conference or by absentee ballot received by the Chair of the Elections Subcommittee one week prior to the conference start date. A majority of the votes cast shall elect.
- B. The President, Secretary, and one At-Large Member shall be elected in odd-numbered calendar years.
- C. The Vice President, Treasurer, and two At-Large Members shall be elected in even-numbered calendar years.
- D. When a vacancy of the Executive Committee occurs, natural succession will take place, if practicable, until a vote for the replacement at the next election. If natural succession is not practicable, the vacancy may be filled by the prior successor, if possible, or may be filled by the affirmative majority vote of the Board of Directors from nominees selected by the Executive Committee until a vote for the replacement at the next election.
- E. The position of Treasurer may be excluded from the general order of natural succession.
- F. When an At-Large vacancy on the Board exists mid-term, the Secretary or designee must receive nominations for new members from present Board Members two weeks in advance of the regular meeting. Vacancy nominations shall be sent out to all members with the biannual meeting announcement, to be voted upon at the next regular meeting. Vacancies will be filled only to the end of the particular Board Members' term.

Section VII – Board Resignations, Absences, and Removal

- A. Resignation from the Board must be in writing and received by the Secretary or designee.
- B. A Board Member may be terminated from the Board due to more than three absences from Board meetings during one year of service.
- C. A Board Member may be removed for reasons other than absences by a three-fourths vote of the remaining officers/directors.
- D. Any violations of the Board of Directors code of conduct may be reported to the President, or any officer in order of succession as needed or applicable. Any criminal activity will be reported immediately to the authorities. Any Association violations shall be presented to the remaining Board Members with a possibility of a vote for removal.
 1. Accused Board Members shall be given an opportunity to defend themselves.
 2. Discussion, attempts and terms for a positive resolution may be made, prior to a vote for removal.
 3. Record of the accusation, discussion and any resulting vote will be made in the meeting minutes.

4. A copy of meeting minutes shall be available upon request to the Secretary or designee.

ARTICLE V MEETINGS AND ANNUAL CONFERENCE

Section I – Membership Meetings

- A. Regular meetings of the members shall be held biannually, at a time to be designated by the Chair. Meetings may be held via web meeting portal, teleconference or in person.
- B. Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board.
- C. Notice of meetings shall be provided to each voting member electronically not less than two weeks prior to the scheduled meeting.
- D. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section II – Board Meetings

- A. Regular Board meetings shall be held at a time to be designated by the Board. Meetings may be held via web meeting portal, teleconference, or in person.
- B. Notice of regular board meetings shall be provided to each Board member electronically not less than two weeks prior to the scheduled meeting.
- C. Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board.

Section III – Annual Conference

A meeting/conference shall take place annually. The specific time, date, and location of which, will be designated by the Board of Directors. At the annual meeting/conference, the annual Association election shall take place.

ARTICLE VI VOTING

Section I - Voting and quorum requirements shall be determined by category.

- A. Membership votes. Each Associate member is eligible to cast a vote in Association elections for members of the Board of Directors or issues as presented and appropriate. A quorum shall be a simple majority of members responding by voting in person, by teleconference, by video conference or absentee ballot. No response from an Associate member indicates forfeiting a vote in that election.
- B. Board of Directors votes. The Board of Directors shall vote on items properly noticed and placed on the meeting agenda, not relating to removing an officer, bylaw changes or an emergency circumstance. A quorum shall be a simple majority of Board Members participating in person, by teleconference or by video conference. An absentee ballot may be accepted.
- C. Vote to remove a Board Member. For this vote to take place, every Board Member eligible to vote must participate. A three-fourths majority vote is required to remove a Board Member.

- D. Amendment to the bylaws vote. This requires a two-thirds majority vote of the Board.
- E. Emergency votes. An emergency vote request shall be sent to an Executive Committee member. A determination shall be made. In the event of an emergency vote, members shall be notified and given a deadline for the return of their vote. Action may be taken at the time of the deadline with a simple majority vote of those responding. The issue and action shall be reviewed at the next meeting as is reasonable.
- F. Other votes. The Board of Directors shall have the authority to establish a new voting category as needed for the good of the Association.

ARTICLE VII COMMITTEES

Section I – Committees

- A. The Executive Committee, the Budget Committee, the Communications Committee, the Conference Planning Committee, and the Membership Committee shall be standing committees.
- B. At a minimum, standing committees shall meet quarterly.
- C. The Chair, or other designee in the Chair's absence, of each standing committee and each special committee shall give a report of the committee's work, goals, and accomplishments for each Board meeting.
- D. Ad hoc committees can be established during the calendar year by either the Executive Committee or the Board of Directors.
- E. Subcommittees are ad hoc committees and are not subject to the quarterly meeting requirements of standing committees and special committees.
- F. The majority of a committee shall be comprised of Associate Members. Other members may sit on a committee but cannot chair or vote on committee issues.
- G. The goals and projects of a committee shall be considered when a non-Associate member requests to join a committee.

Section II – Executive Committee

The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

Section III – Budget Committee

The Treasurer is the Chair of the Budget Committee, which shall include a minimum of two additional Associate Members, one of whom shall be a Board Member. The Budget Committee is responsible for developing and reviewing fiscal procedures, creating and managing the annual budget, and any fundraising opportunities for the Association.

Section IV- Communications Committee

The Communications Committee is responsible for developing, maintaining, and reviewing communications with members and non-members.

Section V- Conference Planning Committee

The Conference Planning Committee is responsible for planning and implementing the annual Conference.

Section VI – Membership Committee

The Membership Committee is responsible for member outreach and membership renewals.

Section VII – Special Committee

- A. By December 31st of each calendar year, one or more special committees for the following calendar year shall be determined by a majority vote of the Board, if deemed necessary to accomplish the Association’s objectives and goals.
- B. At minimum, a special committee shall meet quarterly.

ARTICLE VIII AMENDMENTS

Section I – Adoption of Rules and Amendments

Bylaws and member benefits shall be reviewed by the Board of Directors at least once annually. The bylaws and member benefits may be amended when necessary, by two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.