

# BYLAWS

## The National Résumé Writers' Association

### ***ARTICLE I: Purpose of the Organization***

- (a) The mission of this nonprofit organization for professional résumé writers is to increase the visibility of the industry, encourage ethical practices, promote excellence, and raise industry standards through peer mentoring and training.
- (b) The NRWA shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which a nonprofit organization may be incorporated under the Act of November 15, 1972 P.L. 1063, as amended, under the provisions of which the organization is incorporated.
- (c) The NRWA shall undertake such acts as it deems necessary to fulfill its mission statement.
- (d) The NRWA will expend all of its resources in furthering its benevolent goals and no board members or officers intend to profit from it. The NRWA may not give free or discounted membership, conference registration, hotel rooms, teleseminars, certification, or other benefits to persons in consideration for past service to the NRWA, including, but not limited to, service as founder, founding member, board member, regional representative, director of industry, or other volunteer. Exceptions may be granted upon approval of the Executive Board. Bereavement and personal illness gifts limited to \$75 in value are exempt. Non-monetary recognition awards and gifts are exempt.
- (e) If the NRWA is dissolved, all assets and funds remaining after operating expenses have been paid will be passed on to other organizations devoted solely to benevolent purposes. The Executive Board will determine by vote the organization(s), which will receive the proceeds.

### ***ARTICLE II: Location***

- (a) The registered office of the NRWA shall be 3380 Sheridan Drive #263, Amherst, NY 14226, unless otherwise established by the NRWA's Executive Board.
- (b) The NRWA may also have offices located at other places that the Executive Board may appoint, or that its activities may require.

### ***ARTICLE III: Members***

- (a) All powers, obligations, and rights of members provided by law shall reside in the full NRWA Board of Directors.
- (b) Those who join the NRWA may vote for Executive Board members. Additionally, each member can vote for an Industry Representative from their primary industry sector. Industry Representatives will represent NRWA members in voting on issues as outlined in Article IV of this document.
- (c) There are three levels of membership in the NRWA, Regular, Associate, and Affiliate:
  - C-1) Regular Membership: Individuals (not companies) in the resume writing or career services field are eligible for regular membership.
  - C-2) Associate Membership: Employees or partners of a regular or affiliate member of are eligible for associate membership.

C-3) Affiliate Membership: Strategic partners in the careers industry (who provide services by which regular or associate members can save money or earn money but who do not directly compete with regular and associate members) are eligible for affiliate membership.

(d) Membership in the NRWA is subject to approval of the board of directors upon receipt of application or renewal. Membership is not automatic based on receipt of dues. Members agree to abide by the rules, regulations, and Code of Ethics of the NRWA. All grievances against a member must have been resolved with a plan of action or proof of changes showing that the member is now in compliance with the NRWA's Bylaws and Code of Ethics. If multiple grievances have been filed, the board of directors has the right to deny membership to anyone at any time.

#### ***ARTICLE IV: Conflicts of Interest***

(a) No member or non-member owner of a for-profit company offering training and/or certification for résumé writers may be selected to speak or present at conferences, webinars, or other NRWA education offerings, or participate in conferences through vendor, sponsor, or affiliate programs. Exceptions shall be considered by petition to the Board of Directors, and the resulting vote shall be deemed final.

(b) No member of the Board of Directors or any NRWA committee shall serve on the Board and/or in a leadership capacity of a competing organization or an organization that may reflect a conflict of interest, as determined by the NRWA Board. Each instance shall be decided on an individual basis.

#### ***ARTICLE V: Board of Directors***

(a) The primary business and affairs of this organization shall be managed by its Board of Directors, comprised of the President, Secretary, Treasurer, Immediate Past President, President Elect, Immediate Past Treasurer, Membership Chair, Conference Program Chair, Certification Commission Chair, Education Chair, Marketing Chair, Technology (IT) Chair, and six (6) Directors of Industry, including Higher Education, Workforce/Community, Military, Experienced Business Owners, and New Business Owners; Experienced Business Owners, New Business Owners, Military/Workforce/Community Career Services, and College/University Career Services.

A-1) The Executive Board, comprised of the President, Secretary, Treasurer, Immediate Past President, Immediate Past Treasurer, and President Elect shall be nominated and elected to serve on the Board, unless an emergency warrants an immediate replacement.

A-2) The Board of Directors shall have the authority to perform duties as described in the Bylaws and Standing Rules.

A-3) The minimum qualification of members on the Board of Directors is one year of membership in the NRWA. The minimum qualification for nomination and election to the Executive Board is one year of service as a member of the Board of Directors.

A-4) Ex-officio, non-voting members of the Board of Directors are the officers elect and directors elect (beginning in August prior to their year of service), excluding President Elect, Immediate Past President, and Immediate Past Treasurer. Ex-officio members attend meetings at the pleasure of the President.

A-5) Board of Directors members must execute a confidentiality agreement upon joining the Board.

(b) The Executive Board and Directors of Industry shall be elected to a term of one (1) year by members of

the NRWA in good standing, except Treasurer, which shall be a two-year term. Non-elected members of the Board will be nominated by the Board, approved by the Executive Board, and voted in by at least two-thirds vote of the Board of Directors.

(B-1) President Elect, Secretary, and the Directors of Industry will be elected every July to begin service in the following year. Treasurer will be elected every two years to begin service in the following year. Board of Directors-elect shall attend monthly meetings beginning in August prior to their year of service.

(c) Should a Board of Directors member resign, die, or be removed, a replacement will be nominated by the Board and approved by no less than two-thirds of the remaining Board. Should no candidate be found within the current Board of Directors, a candidate may be recruited from past Board members and approved by no less than two-thirds of the full Board. Should a member of the Executive Board resign, die, or be removed, a replacement will be elected from the full Board of Directors. The President Elect, as Ethics Chair, will request nominations from members of the full Board, who will then each cast a vote for the Executive Board replacement member.

(C-1) In the event a Board of Directors member resigns before his or her term is fulfilled, that individual is not eligible to run for any office within the NRWA for one full year from the date of resignation.

(d) Any Executive Board member may be removed for cause by a majority vote of the Board whenever in its judgment the best interests of the organization will be served.

(e) Duties of Board of Directors members:

(E-1) Carry out the duties of Executive Board members as outlined in position descriptions stated in the Standing Rules.

(E-2) Assist with budget, based on assigned responsibilities.

(E-3) Attend at least 75% board meetings and vote on issues directly affecting the direction of the NRWA and major financial and policy decisions:

E-3-1) Issues that affect membership and are published as member benefits or programs including dues and pricing for products of the NRWA (training, certification, teleseminars, webinars, etc.).

E-3-2) Expenditures outside of "normal" (pre-approved) budget that involve a dollar value in excess of \$350.00.

E-3-3) Any contract or long-term financial commitment.

E-3-4) The annual budget.

E-3-5) Actions recommended by the President Elect based on the grievance process.

E-3-6) Endorsements and Affiliate Memberships.

E-3-7) Organizational structure and long-term association policy.

(f) Directors shall not be personally liable for monetary damages for any action taken (or any failure to take any action) unless Board of Directors member has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and

justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful conduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of Directors for the payment of taxes pursuant to local, state or federal Law.

(g) No compensation shall be paid to any Board of Directors member for their services as a member of the Board of Directors, except reimbursement for expenses incurred on behalf of the NRWA.

(h) There shall be no limit on the number of terms a Director can serve.

(i) No Board of Directors member shall endorse any product or service, career services related or not, in their official capacity as a member of the NRWA's Board of Directors. In the event of an endorsement, absolutely no reference can be made to said Director's affiliation as a present or past Board member of the NRWA. This prohibition does not apply to endorsements or promotions of the Director's own products or services.

#### ***ARTICLE VI: Board Meetings***

(a) Meetings of the Board of Directors shall occur monthly at times agreed upon by the Board. Meetings may be held via teleconference, web conference, or using other remote services.

(b) The Annual Meeting of the Board shall be held annually in conjunction with the NRWA Conference.

(c) Special meetings of the Executive or full Board may be called by a majority vote of the Executive Board or President at such times they are deemed necessary.

(d) At all meetings of the Board, a majority of Board of Directors member is necessary and sufficient to constitute a quorum for the transaction of business. Any action which may be taken at a Board meeting may be taken without a meeting, if consent (in writing or via e-mail or telephone) setting forth the action is signed by the majority of all Directors.

(e) Except where inconsistent with law or these Bylaws, the NRWA's proceedings shall be governed by the latest edition of Robert's Rules of Order.

(f) Written notice of meetings (issued by the Secretary) should be given 5 days prior to the day named for the meeting. Exceptions (to 5 days prior notice) can be made by majority vote of the Executive Board (in the event an emergency meeting is necessary).

(g) The Secretary (or appointed substitute) maintains minutes of each meeting and distributes them to all Board of Directors members within 7 days after the meeting. If meetings are held electronically, the email log is a viable substitute.

#### ***ARTICLE VII: Committees***

(a) Standing committees for the NRWA will include the marketing team, the conference planning team, the communications committee, written communications committee, and the public image committee.

A-1) The marketing team will be led by the Marketing Chair and shall include each Director of Industry or their appointed representative, all working closely with the contracted association management team. Marketing team members shall be assigned to take an advisory and leadership

role in areas of marketing identified by the Marketing Chair as essential to overall marketing strategy. Examples include the following: newsletter development, public relations, social media, conference marketing, website development, new member development, and other identified special projects.

A-2) The conference planning team shall be led by the Conference Program Chair and Immediate Past Conference Program Chair, and include a marketing team representative. Conference team members shall assist with recruiting and selecting conference presentations, planning special events, developing and disseminating conference marketing materials, and leading volunteer efforts for conference planning and execution, working closely with the contracted association management team.

(A-3) The public image committee shall be led by the Immediate Past President and include member volunteers. The committee is tasked with executing strategic plans and projects in enhancing public awareness and member value. Volunteering members must execute a confidentiality agreement.

(A-4) The written communications committee shall be led by a Written Communications Chair with oversight provided by the Secretary and include member volunteers. The committee is tasked with reviewing, editing, and proofreading all association communications in accordance with the NRWA style guide. Volunteering members must execute a confidentiality agreement.

(b) The Executive Board may (by a majority vote) establish one or more ad hoc committees to report back to the Board on the matter(s) within the committee's jurisdiction.

(c) A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of the members thereof.

#### ***ARTICLE VIII: Annual Budget***

(a) An annual budget will be developed by the Treasurer in collaboration with the full Board.

(b) Budget requests must be submitted to the Treasurer by January 15.

#### ***ARTICLE IX: Standing Rules***

(a) Standing Rules are the procedures of the organization or general policy that are not included in the Bylaws. They cannot be in conflict with the Bylaws. Each administration can choose to retain or amend the Standing Rules as necessary to fit the administration's particular needs. Standing Rules make the frequent common actions simpler and provide for fairness and continuity of board decisions.

#### ***ARTICLE X: Amendments to the Bylaws***

(a) The Board may alter, amend, suspend, or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by the Nonprofit Corporation Law of 1972, as amended.

#### ***ARTICLE XI: Amendments to the Standing Rules***

(a) The Executive Board may alter, amend, suspend, or repeal the Standing Rules at any regular or special meeting called for that purpose, except as restricted by the Nonprofit Corporation Law of 1972, as amended.

## ***ARTICLE XII: Books and Records***

(a) The NRWA shall keep an original or duplicate record of the proceeding of the Board, the original or a copy of its Bylaws, including all Amendments thereto date, verified as accurate by the Secretary, and an original or a duplicate Board register, giving the names of the Directors, and showing their respective addresses. The NRWA shall also keep appropriate, complete, and accurate books or records of accounts, which shall be reviewed on an annual basis. The records provided for herein shall be kept at either the registered office of the NRWA, or at its principal place of business wherever situated.

## ***ARTICLE XIII: Fiscal Year-End Annual Report***

(a) The fiscal year of the corporation shall commence on January 1 and end on the following December 31.

(b) The Executive Board shall cause a report of the activities of the NRWA to be prepared annually and sent to such persons as the Executive Board shall determine.

## ***ARTICLE XIV: Outside Contractors***

(a) In the event that the NRWA finds it necessary to hire an administrative team to manage the daily affairs, the services should be provided by someone who is not a member of the Board of Directors. The administrative team/manager will report to the Executive Board.

## ***ARTICLE XV: Job Descriptions***

(a) President: The President of the NRWA leads the Board and the Association Management Team in facilitating short- and long-term goals, program development, and organizational planning, decision-making, and problem solving. The President should attend the NRWA's annual conference and, in the event that the President's hotel room is not complementary, then the NRWA will pay for the expense of a hotel room at the conference site. The President develops and maintains strategic relationships for the organization.

(b) Treasurer: The Treasurer oversees all financial matters for the association and maintains all financial records. The Treasurer functions as a liaison to the bookkeeper hired by the NRWA to maintain the books, to the NRWA's administrative assistant who received and deposits money, and to the public accounting firm that prepares tax returns and performs audits.

(c) Secretary: The Secretary maintains the official documents (meeting minutes, Bylaws, Standing Rules, and policies) and creates quarterly Board Bytes to be published on the association website. Coordinates communications among the Board. The Secretary will oversee the Communication Committee.

(d) Immediate Past President: Assists Executive Board in transitioning and fills gaps wherever requested by the Directors. Attends regular meetings of the Board. Coordinates the NRWA resume-writing award (ROAR) process and the Industry Hero Award process; leads the Public Image Committee; and assists with soliciting vendors as needed for annual conference.

(e) Immediate Past Treasurer: Sits as voting member of the Executive Board to provide continuity and historical financial insights. Trains and oversees incoming Treasurer to protect the organization from possible malfeasance or errors during the transition period.

(f) President Elect: Assists Executive Board in transitioning and fills gaps wherever requested by the Directors. Attends regular meetings of the Board as an ex-officio member. Serves as Ethics Chair, handling formal complaints and issues presented by the membership according to Grievance Procedure. Administers

election process each July and for special elections. Takes on special projects in collaboration with President and Immediate Past President.

(g) Membership Chair: Maintains accurate and current membership records, coordinating with the NRWA administrative team. Sets membership targets and bring membership information and materials to Board meetings. Promotes membership in collaboration with marketing team. Coordinates and works closely with Directors of Industry to engage new members and follow up with expired members who have not responded to automated renewal notices.

(h) Conference Program Chair: Works closely with the conference committee on the planning, logistics, execution, and management of the annual conference. Leads conference committee by setting and leading conference committee meetings as needed. Leads committee in identifying program content for quality training experiences. Contacts potential speakers or speaker representatives and negotiates speaking fees/other expenses within budget. Communicates speaker information to marketing representative on conference committee for website and marketing materials. Works with administrative team to coordinate speaker travel and notifies logistics chair of speaker technology needs. Coordinates gifts for speakers within budget. Coordinates volunteers to introduce speakers. Works with administrative team to disseminate speaker evaluations after event.

(i) Conference Logistics Chair: This position was eliminated in October 2017.

(j) Certification Commission Chair: Actively oversees all aspects of certification testing and standards. Oversees continuous improvement of online training program. Coordinates with Education Chair and Conference Program Chair to approve CE credits; implements system of tracking CE credits. Must be an NCRW.

(k) Marketing Chair: Implements board-approved marketing goals set for the year. Generates and presents marketing ideas to the board. Coordinates with association management team to purchase needed marketing materials and turn in receipts to the Treasurer. Orchestrates overall communication efforts for the NRWA to members, prospective members, and the general public. Oversees marketing committee comprised of (at minimum) Directors of Industry or their representatives in key areas of marketing identified as important to the NRWA's overall marketing strategy.

(l) Education Chair: Coordinates teleseminar / webinar opportunities for members, which includes scheduling, platform technology coordination with IT Chair, and recording for future sale. Works closely with marketing team to promote each educational event and the association management team for shopping cart set up. Provides input to improve online training program. Coordinates each Director of Industry or their representative to achieve these goals and expand educational offerings for each sector.

(m) Information Technology (IT) Chair: Provide maintenance and technical support for website(s), teleseminars, webinars, and other technologies that support member services and communication. Recommend new technologies and coordinate any upgrades or changes to existing technologies, working closely with association management team and any contracted webmaster.

(n) Directors of Industry: Sit on the Board of Directors and represent the members of the NRWA that fall within their sector as determined by the primary industry each member has indicated on the application for membership. Organize networking activities for members in their sector; create and send meeting announcements to participants; open meetings and lead discussion. Maintain e-mail and mailing addresses for contacting sector members in partnership with the administrative team. Help solicit new members and work to retain members. Address or escalate member inquiries. Assist with marketing projects and other projects as assigned.

N-1) Directors of Industry may be reconfigured to best represent the membership based on the industry make-up each year.

(o) Non-Voting, Ex-Officio Board Appointments:

O-1) President Emeriti: Past Presidents of the NRWA, except the Immediate Past President who sits on the Executive Board. May attend meetings of the Board at the pleasure of the President.

O-2) Directors of Industry Elect: Beginning the August following their election, the Director of Industry Elect for each position will attend Board meetings, appropriate team meetings (marketing, conference, executive, etc.), and meet separately with the outgoing director for training and information transfer.