

RESOLUTION 2020.11.XX

A resolution to establish the Director of Compliance

National Association of Graduate-Professional Students, Inc.

Date: 15 November 2020

Author(s): NAGPS Finance and Fundraising Committee, The 2020 NAGPS Board of Directors

Underlines are additions while ~~strikethroughs~~ are deletions.

Whereas, oversight is critical to any accountable government; and

Whereas, NAGPS is recovering from a history of inconsistent record-keeping and reporting;

Therefore, BE IT RESOLVED, that NAGPS establishes a Director of Compliance, who shall serve as the Association's Chief Compliance Officer (CCO);

Therefore, BE IT FURTHER RESOLVED, that the NAGPS membership shall review the office of CCO at the next membership business meeting to consider its performance and potential reforms;

Therefore, BE IT FURTHER RESOLVED, that the Bylaws are amended as follows:

Article III. Section 16. Duties of the Director of Compliance.

The Director Compliance shall have the following responsibilities:

1. To serve as the Association's Chief Compliance Officer (CCO);
2. To serve as an independent non-voting member of the Board of Directors, reporting to the membership;
3. To serve as an independent non-voting member of the Executive Committee;
4. To review that the performance of NAGPS, its officers, offices, members, and agents is in compliance with the Articles of Incorporation, Constitution, Bylaws, resolutions, and policies of NAGPS; and
5. To periodically, and no less frequently than quarterly, report to the membership on the condition of NAGPS compliance.

Article IV, Section 3.

The President, Vice President, Director of Finance, Director of Compliance, Director of Legislative Affairs, and Director of External Affairs shall be elected by the membership at the National Business Meeting. The order of election shall be: President, then Vice President, then Director of Finance, then Director of Compliance, Director of Legislative Affairs, and then Director of External Affairs.

Article X, Section 7.

1. Notwithstanding Article X, Section 1 and Section 2, the Director of Compliance is an independent member of the Board of Directors and officer of NAGPS, and as such, shall not be subject to impeachment or removal from office by the Board of Directors.

2. In the event the Board of Directors seeks the impeachment or removal of the Director of Compliance from office, the Board of Directors, by two-thirds majority vote, may report allegations of malfeasance, misfeasance, or nonfeasance to the membership.
3. The membership shall have the right to remove the Director of Compliance from office for malfeasance, misfeasance or nonfeasance.