

# National Academy of Arbitrators

THE CONSTITUTION

AND

BY-LAWS



# National Academy of Arbitrators

## THE CONSTITUTION

### Article I

**Section 1.** The name of this organization is the National Academy of Arbitrators, a non-profit corporation. (As amended January 27, 1965).

**Section 2.** The principal office and headquarters of the Academy shall be located in such place as shall be designated by the Board of Governors.

### Article II

**Section 1.** The purposes for which the Academy is formed are: To establish and foster the highest standards of integrity, competence, honor, and character among those engaged in the arbitration of labor-management disputes on a professional basis, including those who as a part of their professional practice hold hearings and issue written decisions in other types of workplace disputes; to secure the acceptance of and adherence to the Code of Professional Responsibility for Arbitrators of Labor-Management Disputes prepared by the National Academy of Arbitrators, the American Arbitration Association and the Federal Mediation and Conciliation Service, or of any amendment or changes which may be hereafter made thereto; to promote the study and understanding of the arbitration of labor-management disputes and other workplace disputes, other collectively bargained dispute resolution arrangements, and procedures used to resolve other types of workplace disputes; to encourage friendly association among the members of the profession; to cooperate with other organizations, institutions and learned societies interested in labor-management and employment relations, and to do any and all things which shall be appropriate in the furtherance of these purposes. (As amended April 29, 1975, June 1, 1993, May 24, 2008, and June 1, 2019).

**Section 2.** The Academy shall not recommend, designate or appoint arbitrators.

### Article III

(As amended January 27, 1965)

**Section 1.** The Academy is a non-profit, professional and honorary organization of arbitrators, open to membership without regard to politics, race, creed, color or sex; its membership shall be composed of those who associate themselves together and agree to further the objects and purposes here set forth in accordance with this Constitution and the By-Laws of the Academy and such other persons as may from time to time be elected to membership as hereinafter provided.

## Article IV

**Section 1.** The government and management of the Academy shall be vested in a Board of Governors consisting of twelve (12) members in addition to the ex-officio members hereinafter provided. At the Annual Meeting in January 1957, four (4) shall be elected for a three-year term, one (1) for a two-year term, and one (1) for a one-year term. At each Annual Meeting thereafter four (4) members shall be elected for a three-year term. After the election to be held January 20, 1950, no member of the Board shall be eligible for two (2) successive three-year terms. (As amended February 2, 1957).

## Article V

(As amended April 21, 1976)

**Section 1.** Members shall be elected by the Board of Governors in the manner provided in the By-Laws.

**Section 2.** The Board of Governors may at its discretion confer upon a member of the Academy or upon a former member of the Academy Honorary Life Membership status. (Adopted January 30, 1963) (As amended May 24, 2014).

## Article VI

(As amended April 5, 1978)

**Section 1.** The officers of the Academy shall consist of a President, four (4) Vice Presidents, an Executive Secretary-Treasurer, and a President-Elect, who shall serve as ex-officio members of the Board of Governors with the right to vote.

**Section 2.** The President, Vice Presidents, and President-Elect shall be elected at the 1962 Annual Meeting for one-year terms. Thereafter, the Vice Presidents and President-Elect shall be elected at each Annual Meeting for one-year terms. The Vice Presidents shall be eligible for no more than two successive terms in the same office. The President shall not be eligible for a successive term. At the expiration of a one-year term of office, the President shall automatically be succeeded by the President-Elect who had been elected at the previous Annual Meeting. The retiring President shall serve as an ex-officio member of the Board of Governors for one year with the right to vote. (As amended April 5, 1978).

**Section 3.** The Executive Secretary-Treasurer shall be elected for a three-year term, beginning with the Annual Meeting in 1962. (As amended April 5, 1978).

**Section 4.** In the event of death or the inability of the President to serve, the President-Elect shall serve as interim President for the unexpired portion of the President's term or during the period of the President's incapacity. (As Amended May 26, 1994).

**Section 5.** In the event of the inability of the Executive Secretary-Treasurer to serve, the President shall designate a member to serve as interim Executive Secretary-Treasurer, if necessary, and shall declare that a vacancy exists in the office of the Executive Secretary-Treasurer. (Added by amendment May 30, 1990).

## **Article VII**

**Section 1.** Amendments to the Constitution or By-Laws shall be made by affirmative vote of two-thirds (2/3) of those voting at any membership meeting: Provided, however, that after February 2, 1957 no proposed amendment shall be adopted unless it has been (a) approved by a majority vote of the Board of Governors, or (b) signed by ten (10) members of the Academy; and thereafter filed in writing with the Secretary-Treasurer at least ninety days prior to the membership meeting, and distributed by mail to the entire membership at least forty-five days prior to the meeting. This proviso shall not be construed to prevent the making of germane amendments to such provision at the time of the membership meeting. (As amended April 5, 1978).

## **Article VIII**

(As amended May 9, 1979)

**Section 1.** The Academy shall have regions, in a number and with territorial boundaries as designated by the Board of Governors and as amended by the Board of Governors from time to time in response to changing membership numbers, geographical distribution and interests.

**Section 2.** Regional organization and activities are intended to encourage implementation of the purposes of the Academy as set forth in Article 11, Section 1, by facilitating communication and contact among members between the Annual Meeting and their study and understanding of arbitration in matters of regional as well as general relevance.

## **Article IX**

(As amended May 26, 1982)

**Section 1.** At an Annual Meeting where there is a contest for office, the election for such contested office or offices shall be by secret ballot of the members in attendance. The candidate or candidates, as the case may be, receiving a majority of the votes cast shall be declared elected.

# THE BY-LAWS

## ARTICLE I

### *Duties of Officers*

#### **Section 1. The President**

The President or one of the Vice Presidents in the President's absence shall preside at all meetings of the Academy. At the Annual Meeting the President shall present a report of the general affairs of the Academy.

#### **Section 2. The Executive Secretary-Treasurer**

The Executive Secretary-Treasurer under the direction of the President and the Board of Governors, shall perform the customary duties of such office. The Executive Secretary-Treasurer shall conduct the correspondence of the Academy; record the proceedings of all meetings of the Academy and the proceedings of the meetings of the Board of Governors. The Executive Secretary-Treasurer shall issue all notices and other documents requiring verification; make at each Annual Meeting a report of the membership of the Academy and all other matters pertaining to the conduct of the office; and perform such other duties as may be assigned to that office by the President and by the Board of Governors. The Executive Secretary-Treasurer may be authorized by the Board of Governors to employ a paid assistant, under terms to be established by the Board of Governors. The Executive Secretary-Treasurer shall collect and deposit all moneys due the Academy; verify all bills and pay them when approved by the President or the Board of Governors; and make at each Annual Meeting, or more often if required by the Board of Governors, a report of the accounts of the Academy. (As amended April 5, 1978).

## ARTICLE II

### *Annual Meeting*

**Section 1.** The Annual Meeting of the Academy shall be held each year at such time, place, and manner as shall be designated by the Board of Governors. (As amended June 1, 1988 and November 7, 2020).

**Section 2.** Conduct of Meetings: The Annual Business Meeting shall be held in person, unless that Board of Governors decides that conditions are such that an in-person meeting will be inadvisable. In such a situation, the Board of Governors shall make arrangements for a virtual electronic meeting, taking care to ensure a fair and reasonable opportunity for members to participate in the proceedings by way of electronic attendance through use of an internet meeting service designated by the President that supports anonymous voting and supports visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These virtual electronic meetings shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for members' participation. An anonymous vote conducted through the designated Internet meeting service shall be deemed a secret ballot vote, fulfilling any requirement in the Constitution or Bylaws that a vote be

conducted by secret ballot. Participating in the meeting in person or by way of electronic participation constitutes attendance for the purpose of the Constitution in determining a quorum. Members may not vote by proxy. (Added by amendment November 7, 2020).

## ARTICLE III

### *Board of Governors*

**Section 1.** The Board of Governors shall be the governing body of this Academy.

**Section 2.** The Board of Governors shall be elected by the members, as provided in the Constitution and By-laws, and shall hold office for the term elected or until successors are elected and qualified. (As amended November 7, 2020).

**Section 3.** Vacancies on the Board of Governors occasioned by death, resignation, or other reasons, shall be filled by appointment by the President, and Governors as appointed shall serve until the next Annual Meeting of the membership.

**Section 4.** The annual meeting of the Board of Governors shall be held immediately following the Annual Meeting of the membership for the purpose of considering such matters as may be properly brought to its attention.

**Section 5.** Regular meetings of the Board of Governors shall be held semi-annually at such time, place, and manner as the President shall designate. (As amended November 7, 2020).

**Section 6.** Special meetings of the Board of Governors of this Academy may be called by the President or upon formal request in writing by a majority of its members. Such notice shall specify the objects and purposes of such special meeting and no other business shall be transacted except by unanimous consent of those present.

**Section 7.** Notice of all meetings of the Board of Governors stating time, place, and manner of the meetings shall be forwarded by the Secretary-Treasurer to each member of the Board at least ten days prior to any such meeting. (As amended November 7, 2020).

**Section 8.** Meetings of the Board of Governors and Committees may be conducted in one of the following ways under protocols that may be established by the Board of Governors:

Physical meeting;

Telephone conferencing;

Video conferencing

Meeting conducted by email;

Any other electronic system for instantaneous communication; or

Any combination of the above. (Added by amendment November 7, 2020).

**Section 9.** Five (5) or more members of the Board of Governors shall constitute a quorum.

**Section 10.** Between meetings of the Board of Governors, the authority of the Board shall be vested in an Executive Committee consisting of the President, the Executive Secretary-Treasurer and three (3) members or ex-officio members of the Board of Governors elected by the Board. Three (3) or more members of the Executive Committee shall constitute a quorum. Action of the Executive Committee shall be subject to ratification by the Board of Governors at

the next succeeding meeting of the Board. (Added by amendment January 24, 1962). (As amended April 5, 1978).

**Section 11.** Any dispute over the President's ability to serve or to resume service shall be resolved by the Board of Governors at a special meeting called under Article III, Section 6, of the By-Laws.

## ARTICLE IV

### *Standing Committees*

**Section 1.** The President shall appoint the following standing committees:

- Membership Committee
  - Committee on Professional Responsibility and Grievances
  - Committee on Law and Legislation
  - Auditing Committee
  - *The Chronicle* Committee
- (As amended May 30, 1990 and June 9, 2012).

### **Section 2. The Committee on Professional Responsibility and Grievances**

(a) It shall be a function of the Committee on Professional Responsibility and Grievances from time to time to recommend to the Board of Governors such revisions of the Code of Professional Responsibility for Arbitrators as may be deemed appropriate and to advise the membership and others by written communication signed by the Chair of the Committee concerning the application of the Code to particular situations. When the Committee decides that a formal advisory opinion interpretive of the Code should be issued, the Chair shall provide a copy to the Academy Executive Secretary-Treasurer, who shall provide copies to the Board of Governors and the Executive Committee. The opinion shall be thereafter issued by the Committee, if it is approved by the Board of Governors.

At a meeting of the Committee on Professional Responsibility and Grievances called to consider Code revisions, a two-thirds (2/3) majority of the committee present and voting, must approve any recommended change in the Code. Following a vote of the Committee to recommend a Code change, the Chair of the Committee, or designee, or both, shall meet with representatives of the American Arbitration Association and the Federal Mediation and Conciliation Service, to inform them of the recommended Code change and to clear such changes with both agencies. Following such exchange, the recommended change in the Code will be presented to the Board of Governors. Upon approval by the Board of Governors, the recommended change will be presented to the membership at the next Annual Meeting for ratification. Upon a majority vote of the membership present and voting, the Code change shall become effective and shall be promulgated by the Academy Executive Secretary-Treasurer to the full membership and the American Arbitration Association and the Federal Mediation and Conciliation Service. (As amended May 25, 1983 and May 23, 1984).

(b) It shall be a function of the Committee on Professional Responsibility and Grievances, in accordance with the procedures outlined below, to act upon written charges against a member for asserted violation of the Code of Professional Responsibility for Arbitrators, or of Article VI, Section 6 hereof. (As amended May 20, 1991 and May 22, 1997).

Charges against a member may be made by a member or any affected person. If conduct appearing to be in violation of the Code of Professional Responsibility for Arbitrators has been reported by the press or other media, in the published opinion of a court, administrative agency, or professional regulatory body, or in the final, written decision of an appointing agency, and no charges have been filed by a member or affected person, charges may be filed by the immediate past president of the Academy, or that person's predecessor if the immediate past president is unable to do so. (As amended May 22, 1997).

(c) STEP ONE. On receipt by the Academy of a written charge that a member of the Academy has violated the Code of Professional Responsibility for Arbitrators, or Article VI, Section 6 hereof, the charge shall be referred to the Chair of the Committee on Professional Responsibility and Grievances for preliminary investigation. The Chair, or a member of the Academy designated by the Chair, shall investigate the charge, using an informal and conciliatory approach where appropriate. The Chair or the designee may request the charged member to supply information relevant to the charge, and the charged member shall comply promptly and as fully as reasonably possible with such request. (As amended May 21, 1991 and May 22, 1997). At each stage of the proceedings the complaining party and the charged member may designate a personal representative.

(d) STEP TWO. Based on the investigation of the Chair or that of the designee, and after consultation with two other members of the Committee on Professional Responsibility and Grievances, the Chair shall prepare a brief written report finding either that (a) there is probable cause to proceed further, or (b) the charges have not established probable cause. Upon a finding of no probable cause, the Chair shall notify both the complainant and the charged individual. The Chair will endeavor to complete these preliminary steps within 45 days from the receipt of the complaint.

(e) STEP THREE. Upon a finding of cause to proceed, the Chair shall appoint a Hearing Officer from among the members of the Committee on Professional Responsibility and Grievances. The Hearing Officer shall supply the charged member with the written charges, specifying the particular provisions of the Code which relate to those charges, or of Article VI, Section 6 hereof. The charged member shall within twenty-one (21) days submit to the Hearing Officer a written statement responding to the charges. Should the charged member fail to respond to the request of the Hearing Officer, the presumption of the Hearing Officer shall be that the charge as presented has not been denied. (As amended May 21, 1991).

If the facts are not in dispute, the Hearing Officer may make a determination based on the written record. Under those circumstances, the Hearing Officer shall render a decision based on the evidence submitted and the relevant standards set forth in the Code.

Should the Hearing Officer find that there are factual matters in dispute, the Hearing Officer shall establish a suitable time, place, and manner for a formal hearing on the charges. The charged member and the complainant shall be given at least thirty (30) days' notice of such scheduled hearing. The hearing shall be private and need not follow formal rules of court procedure but shall be so conducted as to assure the charged member a fair hearing including the right of confrontation. A transcript or tape recording shall be made of the hearing at the expense



of the Academy. The Hearing Officer has the right to grant extensions. The charged member has the right to waive a formal hearing, if desired. (As amended November 7, 2020).

Upon completion of the hearing and the receipt of all documentary evidence, including briefs, the Hearing Officer shall make a written report, which shall include findings of fact and a decision as to the appropriate disposition of the matter, along with the discipline, if any, to be imposed. The Hearing Officer shall endeavor to complete the report within forty-five (45) days of the close of the hearing.

The Hearing Officer shall proceed as follows:

(i) If the Hearing Officer finds that the charge has not been proved by clear and convincing evidence, the complaint shall be dismissed and both the complainant and the charged member will be notified of this action by the Chair of the Committee, who shall transmit a copy of the Hearing Officer's report to both persons.

(ii) If the discipline determined to be appropriate by the Hearing Officer is either advice or reprimand, such decision shall be conveyed to both the charged member and the complainant by the Chair of the Committee together with a copy of the report. (As amended May 23, 2018).

(iii) If the Hearing Officer believes that discipline more severe than advice or reprimand may be appropriate, the Hearing Officer shall consult with two past presidents of the Academy before arriving at a decision. Following such consultation, if the Hearing Officer decides that censure, suspension or expulsion from the Academy is the proper discipline, that determination shall be transmitted to the charged member and the complainant by the Chair of the Committee together with a copy of the report. (As amended June 9, 2012).

After receiving the advice of the Committee on Professional Responsibility and Grievances, the Board of Governors shall establish rules specifying the mandatory terms of expulsion or suspension and those terms that the Hearing Officer shall have the discretion to impose. Such rules may provide for notice to appointing agencies. They shall be effective upon adoption, subject to amendment or repeal by the Board of Governors upon recommendation of the Committee on Professional Responsibility and Grievances. Nothing herein is intended to involve the Board of Governors in the consideration of individual cases.

(f) STEP FOUR. The decision of the Hearing Officer, whether to discipline or dismiss, shall be final unless an appeal is taken. Should either the complainant or the charged member appeal the decision of the Hearing Officer, that appeal shall be directed to a Tribunal of three (3) Academy members appointed by the President of the Academy with the consent of the Board of Governors. The appeal must be submitted within thirty days of receipt of the decision and shall include the rationale for the appeal. The original members of the Tribunal shall be appointed for staggered terms of two (2), three (3) and four (4) years and thereafter for three-year terms. An alternate member of the Tribunal may be designated by the President of the Academy in the event of a conflict of interest or the unavailability of a member of the Tribunal for a particular appeal.

The Tribunal shall review all material pertinent to the charge and decide whether to uphold the dismissal or discipline imposed based on the appellate record and not on a de novo proceeding. The Hearing Officer's findings of fact shall be deemed final if supported by substantial evidence. The determination of a violation of the Code, or of Article VI, Section 6 hereof, shall be based on clear and convincing evidence. (As amended May 21, 1991).

The decision of the Tribunal shall be final and conclude the proceedings. The Tribunal shall endeavor to complete its determination of the appeal within forty-five (45) days. Its written decision shall be conveyed to both the charged member and the complainant.

Where the final official action on a charge or charges is a finding that the charge has been proved and that discipline no more severe than advice or reprimand is appropriate, notice of that action shall be given only to the member and the complainant. (As amended June 9, 2012).

Where the final official action on a charge or charges is a finding that the charge has been proved and that censure, suspension or expulsion is appropriate, notice of the action shall be given to the offending member and the complainant; in addition, the Executive Secretary-Treasurer of the Academy will advise the membership of the Academy of the name of the member disciplined, the nature of the offense committed, and the discipline imposed. In any of these cases the circumstances surrounding the final action may form the basis for an Opinion by the Committee which, if issued, shall not identify any of the parties involved. (Approved by the Board of Governors, May 26, 1992) (As amended June 9, 2012)

The charged member shall have the right at any time to terminate the proceedings by resigning from the Academy. In that circumstance, a record of the matter shall be kept by the Chair of the Committee on Professional Responsibility and Grievances. In the event of a re-application by the member, the information and record shall be disclosed to Academy members considering such application. (As amended May 25, 1983, and June 4, 1986).

**Section 3.** The President shall appoint such Special Committees as may be deemed necessary and advisable from time to time by the President in the furtherance of the objects and purposes of this Academy or as voted by the membership at any Annual Meeting. Nothing herein contained shall be so construed as to limit the power of the Board of Governors to: (a) appoint such sub-committees of the Board as it may deem necessary in the furtherance of the power conferred upon it under the Constitution; and (b) designate permanent member committees to be appointed by the President in consultation with the Executive Committee in a manner consistent with applicable policy. (As amended June 9, 2012).

## ARTICLE V

### *Dues*

**Section 1.** Dues statements shall be distributed to the members as of June 10 of each year. Dues shall be returned to the Executive Secretary-Treasurer by July 15 of each year. Members who have not paid as of such date shall be notified that they are in arrears, and unless payment is made within sixty (60) days of such notification, they shall be required to pay a \$100.00 late fee. Those members who fail to pay their dues within this sixty (60) day period shall be notified that they are to pay the late fee and that if the dues and late fee are not received by the Executive Secretary-Treasurer one week prior to the mid-year meeting of the Board of Governors, they shall be subject to suspension by the Board of Governors. Any member suspended by the Board of Governors for non-payment of dues and the late fee shall be automatically reinstated upon payment of all arrears within thirty (30) days of such suspension. After the lapse of such thirty (30) days, reinstatement may occur only by vote of the Board of Governors. (As amended April 26, 1975; April 5, 1978; May 23, 1984 and May 31, 1989).

**Section 2.** The Board of Governors may at its discretion authorize the waiver of dues from members who have become inactive as arbitrators. (As amended January 29, 1960).

**Section 3.** The annual dues may be changed by resolution of the Board of Governors, subject to ratification by a majority vote of the membership of the Academy at an Annual Meeting or at a special meeting called for that purpose. (Added by amendment January 24, 1962).

**Section 4.** The dues of members upon whom membership is conferred at the Academy's National Fall Education Conference shall, for the remainder of that membership year, be one-half the amount of the regular dues for that full membership year. The time intervals and procedures in Article V, Section 1, adjusted to the period between the Fall Conference and the Annual Meeting, shall apply to their dues obligations. (Added by amendment June 1, 1988).

## ARTICLE VI

### *Membership*

**Section 1.** Application for membership shall be filed with the Chair of the Membership Committee on an approved form which shall contain a statement to the effect that the applicant is familiar with the Code of Professional Responsibility for Arbitrators, subscribes to the Code, and agrees to be bound by the provisions of the Constitution and By-Laws prescribing procedures for determining whether members have adhered to the Code. (As amended April 29, 1975).

In considering applications for membership, the National Academy of Arbitrators will apply the following standards: (1) the applicant should be of good moral character, as demonstrated by adherence to sound ethical standards in professional activities. (2) The applicant should have substantial and current experience as an impartial neutral arbitrator of labor-management disputes, so as to reflect general acceptability by the parties. (3) As an alternative to (2), the applicant with limited but current experience in arbitration should have attained general recognition through scholarly publication or other activities as an important authority on labor-management relations. (Added by Amendment May 26, 2007)

The Academy shall adopt, maintain and publish a policy on membership which shall set forth a threshold number of countable cases for consideration of an application. Meeting such threshold does not guarantee admission or that an applicant has satisfied the criterion of general acceptability. (Added by Amendment May 26, 2007) The policy on membership may provide that awards in cases involving workplace disputes other than labor-management disputes shall be counted toward the threshold requirement, provided that any change in the number of such awards beyond that provided in the resolution of the Board of Governors dated January 18, 2007 has been approved by the membership at an annual meeting. (Added by Amendment May 24, 2008.)

**Section 2.** At least thirty (30) days prior to the approval or disapproval of an application by the Membership Committee, the Committee shall send to each member a statement of the qualifications of the applicant. (As amended January 29, 1960).

**Section 3.** Upon completion of the review of an application and following a majority vote of those present at a meeting called for the consideration of such application, the Membership Committee shall submit its recommendations to the Board of Governors.

**Section 4.** The Board of Governors shall act on the recommendations of the Membership Committee at any regular meeting of the Board or at a special meeting called for that purpose. Approval of a recommendation shall require a two-thirds (2/3) vote of those present. Membership in the Academy shall be conferred upon an applicant previously approved by the Board, and who remains eligible for membership, on the occasion of the applicant's attendance and presentation at the Business Session of any succeeding Annual Meeting or, at a plenary session of any succeeding National Fall Education Conference. (As amended June 1, 1988).

**Section 5.** (Added by Amendment April 29, 1975).

(a) The Executive Secretary-Treasurer shall send written notification to each applicant whose application for membership has been denied by the Board of Governors within sixty (60) days after the meeting of the Board at which the decision for denial was made. Such notice shall include a brief statement of the reason or reasons for denial of the application.

(b) An application for membership shall not be deemed denied upon the decision of the Board (i) to table the application for action at a later regular or special meeting of the Board or (ii) to remand the application to the Membership Committee for reconsideration. The Chair of the Membership Committee shall send written notification of such action to the applicant within sixty (60) days after the meeting of the Board at which such action was taken.

(c) In the case of denial of an application for membership by the Board of Governors, the applicant who wishes to appeal said denial may elect either, but not both, of the following courses of action:

(i) Within sixty (60) days after notification by the Executive Secretary-Treasurer of said denial, an applicant may request the Membership Committee to reconsider the application. Such request shall be made in writing to the Executive Secretary-Treasurer and may include such written statements, documents or other tangible evidence as the applicant deems pertinent. The Committee shall proceed thereafter to reconsider the application for membership in the manner provided in Section 3 of this Article. Subsequent action by the Board upon the Committee's recommendations as provided in Section 4 of this Article shall be deemed conclusive.

(ii) Within sixty (60) days after notification by the Executive Secretary-Treasurer of said denial, an applicant may make a request through the President for a Hearing at which evidence may be produced and the application for membership can be reviewed. Such request shall be made in writing to the Executive Secretary-Treasurer. The President shall have sole discretion to appoint for said Hearing either a single Hearing Officer or a Hearing Committee consisting of three (3) persons to receive evidence and review the application. If a Hearing Committee is appointed, the President shall designate one of its members as chair; a quorum shall consist of two members and any findings and recommendations of the Committee need not be unanimous.

The Hearing Officer and the members of the Hearing Committee shall be members in good standing of the Academy, but none of them shall be members of the Membership Committee which acted upon the applicant's application for membership. Any one or more of them may be officers of the Academy or members of its Board of Governors.

At least thirty (30) days prior to the Hearing, the Executive Secretary-Treasurer shall send the applicant written notice of the time, place, and manner of the Hearing and shall state whether a Hearing Officer or a Hearing Committee has been appointed by the President. A copy of such notice shall be sent to the Chair of the Membership Committee. (As amended November 7, 2020).

Any Hearing held pursuant to this sub-section (ii) shall be private. The applicant may be represented by counsel and shall have the opportunity to present such evidence as may be relevant to the reconsideration of the application for membership. The Membership Committee may also appear, by counsel or by any of its members, and present relevant evidence. Evidence may be presented in written or oral form and testimony may be adduced from witnesses; however, formal rules of evidence shall not apply. The Hearing Officer or the Chair of the Hearing Committee shall make such rulings with respect to procedure and conduct of the Hearing, including the use of a transcript, continuances and postponements, as will assure a fair, orderly and impartial proceeding.

Within sixty (60) days after the Hearing has been concluded, the Hearing Officer or Hearing Committee shall send findings and recommendations to the Executive Secretary-Treasurer. Within twenty (20) days after receipt of the findings and recommendations, the Executive Secretary-Treasurer shall forward copies thereof to the applicant and the Chair of the Membership Committee. Within sixty (60) days of the mailing by the Executive Secretary-Treasurer of the findings and recommendations, the applicant may submit a written statement respecting such findings and recommendations to the Executive Secretary-Treasurer for consideration by the Board of Governors.

The Board of Governors thereafter shall act upon the applicant's request for reconsideration in accordance with Section 4 of this Article and such action by the Board shall be deemed conclusive.

(d) All notices provided to the applicant pursuant to this Section 5 shall be mailed to the applicant at the address provided in the application for membership; provided, however, that if the applicant notifies the Executive Secretary-Treasurer by registered or certified mail of a change of address, all subsequent notices shall be mailed to the applicant at the address provided. Except where otherwise indicated herein, all time periods shall commence with the date of mailing. (As amended April 5, 1978).

**Section 6.** (Added by Amendment April 21, 1976).

Pursuant to the membership policy adopted on April 21, 1976 and amended on May 24, 2008, the Academy deems it inconsistent with continued membership in the Academy:

- a) for any member who has been admitted to membership since April 21, 1976, to undertake thereafter to serve partisan interests as advocate or consultant for Labor or Management in labor-management relations or to become associated with or to become a member of a firm which performs such advocate or consultant work;
- b) for any member who has been admitted to membership since May 24, 2008, to undertake thereafter to serve partisan interests as advocate or consultant for an employee or employer in

any workplace dispute proceeding or to become associated with or to become a member of a firm which performs such advocate or consultant work; (Added by Amendment May 24, 2008.)

c) for any member to appear, from and after April 21, 1976, in any partisan role before another Academy member serving as a neutral in a labor-relations arbitration or fact-finding proceeding.

d) for any member to appear, from and after May 24, 2008, in any partisan role before another Academy member serving as a neutral in any other workplace dispute proceedings. (Added by Amendment May 24, 2008.)

Any charges or complaints alleging a violation of any of these policy statements shall be referred to the Committee on Professional Responsibility and Grievances under Article IV, Section 2. (As amended May 20, 1991).

## ARTICLE VII

### *Nominating Committee*

**Section 1.** On or before the 15th day of September preceding the Annual Meeting, the President shall designate a Nominating Committee consisting of seven (7) members. The names of the Nominating Committee shall be announced promptly to the membership. The Nominating Committee shall select one or more candidates for each vacancy, and shall report its selections to the President on or before the 15th day of November preceding the Annual Meeting. After receipt of the report of the Nominating Committee, the President shall announce promptly to the membership of the Academy the names of the candidates selected by the Nominating Committee. (As amended April 21, 1976 and May 28, 1992).

**Section 2.** (Added by amendment May 26, 1982). Other candidates for office (except for the office of President) may thereafter be nominated by members of the Academy. To be valid, a nomination must be made in writing by at least 30 (thirty) members in good standing and must be filed with the Executive Secretary-Treasurer, either as a single petition or as separate petitions, at least sixty (60) days prior to the Annual Meeting at which the election is to occur. If nominations have been made within the period specified, the President shall promptly announce to the membership of the Academy the names of said nominees.

**Section 3.** (Added by amendment May 26, 1982). Elections for President-Elect and Executive Secretary-Treasurer: Each member present shall be entitled to cast one (1) vote for each office. If no candidate receives a majority of the votes cast, a second ballot shall then be held between the two candidates who received the highest number of votes. The candidate then receiving the highest number of votes shall be declared elected.

Elections for Vice-Presidents and Board of Governors: Each member present shall be entitled to cast multiple votes on a single ballot as follows: The number of votes cast on such ballot for each office shall be no more than the number of positions being filled for that office. The candidates receiving the most votes (but not less than one-half [1/2] of the number of ballots cast) shall be deemed elected. A second ballot shall be conducted as to any positions not filled by the first ballot. The number of candidates shall be equal to twice the number of positions

remaining to be filled; the candidates shall be the un-elected candidates who received the highest votes on the first ballot. Based on the number of positions remaining, the members present shall be entitled to cast multiple votes on the second ballot; the requisite number of candidates receiving the highest votes shall be deemed elected.

**Section 4.** (Added by amendment May 26, 1982). In the event there is a contest for an office or offices, such candidates shall have the right to set forth their qualifications and views in a statement of reasonable length which is to be mailed to the membership by the Executive Secretary-Treasurer at the Academy's expense at least three (3) weeks prior to the Annual Meeting. In lieu thereof, said statement or statements may be printed in the *Chronicle*, provided, however, that said *Chronicle* is mailed to the membership within the time limit specified above.

## ARTICLE VIII

### *Regions*

(Added by amendment May 23, 1984)

**Section 1.** Members of each region shall elect their own Chair each year and report the name of the person chosen to the President-Elect of the Academy before the start of the business session at the Annual Meeting. If an election has not been held and a report communicated to the President-Elect by the start of the business session at the Annual Meeting, the President-Elect shall appoint a person in that region to serve as Chair for that year.

**Section 2.** Any region desiring to establish by-laws may do so, provided:

- (a) that the text of the proposed by-laws is sent to all members of the region and approved by a majority of the members by mail ballot;
- (b) that the proposed regional by-laws are approved by the Board of Governors as consistent with the National Constitution and By-Laws; and
- (c) that the payment of any regional dues is voluntary.

**Section 3.** Regions shall not sponsor public functions, either alone or in conjunction with other organizations, except with the prior approval of the President of the Academy. This proscription shall not preclude the inclusion of family members, personal friends, students, interns, non-member arbitrators and guest speakers in a regional meeting of Academy members. Regions may establish websites, and such websites need not contain all the content of the NAA website. Regions' websites shall not contain fee schedule information of NAA members. Regions' websites shall include a link to the NAA website. (As amended May 24, 2014).

**Section 4.** Regions shall not adopt a public policy position either as a region or in the name of the National Academy of Arbitrators. Any region may request the National Academy of Arbitrators, through a communication directed to the President and to the Executive Secretary-Treasurer, to adopt a position favored by the membership of that region.

**Section 5.** A National Coordinator of Regional Activities shall be appointed by the President annually, but the same person shall not serve longer than three (3) consecutive years. The Coordinator shall report to the Board of Governors and to the membership at the Annual Meeting on the state of regional activities.

## **ARTICLE IX**

### ***Reserve Fund***

(Added by amendment May 30, 1990)

**Section 1.** A Reserve Fund of two hundred thousand dollars (\$200,000) is hereby established and shall be maintained by the Board of Governors. No part of the principal of the Reserve Fund may be utilized for any purposes unless authorized by a two-thirds (2/3) affirmative vote of the Board of Governors.