



**BYLAWS & RULES OF THE**  
**NORTH AMERICAN YOUNG GENERATION IN**  
**NUCLEAR, INC.**

<b>Bylaws (1/2018)</b>	<b>Rules (1/2018)</b>
------------------------	-----------------------

<b>TABLE OF CONTENTS</b>		<b>TABLE OF CONTENTS</b>	
<b>ARTICLE</b>	<b>PAGE</b>	<b>ARTICLE</b>	<b>PAGE</b>
B1 NAME	2	R1 NAME	2
B2 OBJECTIVES	2	R2 OBJECTIVES	2
B3 MEMBERS	2	R3 MEMBERS	2
B4 FISCAL	3	R4 FISCAL	3
B5 MEETINGS	4	R5 MEETINGS	4
B6 CORPORATE OFFICERS	5	R6 CORPORATE OFFICERS	5
B7 BOARD OF DIRECTORS	8	R7 BOARD OF DIRECTORS	8
B8 STANDING & SPECIAL COMMITTEES	9	R8 STANDING & SPECIAL COMMITTEES	9
B9 CONSTITUENT UNITS	13	R9 CONSTITUENT UNITS	13
B10 EXPRESSION OF CORPORATE POSITION	13	R10 EXPRESSION OF CORPORATE POSITION	13
B11 INDEMNIFICATION	14	R11 INDEMNIFICATION (None relate to Bylaw 11)	
B12 AMENDMENT	14	R12 AMENDMENT	14
B13 RULES OF CONDUCT	15	R13 RULES OF CONDUCT (None relate to Bylaw 13)	
B14 DISSOLUTION	15	R14 DISSOLUTION (None relate to Bylaw 14)	
		Note that Rules listed below do not correspond to specific Bylaws.	
		R15 STANDARDS OF PRACTICE	16

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p><b>B1 – CORPORATE NAME</b></p> <p>1. The corporate name of this organization is the "North American Young Generation in Nuclear, Inc.," hereinafter referred to as "the Corporation." The abbreviated title of the Corporation shall be "Corporation."</p>	<p><b>R1 – CORPORATE NAME</b></p> <p>1. The corporate name of this organization is the "North American Young Generation in Nuclear, Inc.," hereinafter referred to as "the Corporation." The abbreviated title of the Corporation shall be "Corporation."</p>
<p><b>B2 – OBJECTIVES</b></p> <p>1. The objectives of the Corporation shall be:</p> <ul style="list-style-type: none"> <li>a. To provide a forum for the professional development of its membership;</li> <li>b. To inform and educate the general population about nuclear science and technology; and</li> <li>c. To contribute to the exchange of information among generations of nuclear professionals.</li> </ul>	<p><b>R2 - OBJECTIVES</b></p> <p>1. For the more active furtherance of the objectives, the Corporation shall undertake:</p> <ul style="list-style-type: none"> <li>a. To encourage the public understanding of nuclear science and engineering;</li> <li>b. To foster closer professional and personal relations among the members;</li> <li>c. To cooperate with other scientific and professional groups having similar objectives;</li> <li>d. To engage in such other activities as may be appropriate for the fulfillment of the objectives of the Corporation; and</li> <li>e. To stimulate membership growth and participation by encouraging the creation of Chapters at locations throughout North America.</li> </ul>
<p><b>B3 - MEMBERSHIP</b></p> <p>1. Membership Grades</p> <ul style="list-style-type: none"> <li>a. The membership of the Corporation shall consist of YG Members.</li> </ul> <p>2. Qualifications for Membership Grades</p> <ul style="list-style-type: none"> <li>a. YG Members – persons who have a professional interest in one or more fields of nuclear science and technology or allied fields.</li> </ul> <p>3. Voting Members</p> <ul style="list-style-type: none"> <li>a. A voting member is defined as a YG Member who is a member in good standing.</li> </ul>	<p><b>R3 – MEMBERSHIP</b></p> <p>1. Enrollment</p> <ul style="list-style-type: none"> <li>a. A person may become a member of the Corporation by completing an application form on the NAYGN website.</li> <li>b. Members of the Corporation are not required to be a part of a local chapter.</li> <li>c. Local Chapter Membership is subject to the rules of the local chapter.</li> </ul> <p>2. Dues</p> <ul style="list-style-type: none"> <li>a. The annual dues for NAYGN membership shall be determined by the Board of Directors.</li> <li>b. The Board of Directors may elect to charge no dues for NAYGN membership.</li> <li>c. The annual dues for NAYGN membership shall be \$0; this amount may be changed by official amendment of these Rules as indicated in B12.2(a).</li> </ul> <p>3. Membership Status</p>

# NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<p>a. Members in good standing are those who have updated their membership information and are up-to-date in the payment of their dues, if dues are collected as established in R3.2(c).</p>
--	--

<p><b>B4 – FISCAL</b></p> <ol style="list-style-type: none"> <li>1. Contracts             <ol style="list-style-type: none"> <li>a. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.</li> </ol> </li> <li>2. Loans             <ol style="list-style-type: none"> <li>a. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.</li> </ol> </li> <li>3. Checks, Drafts or Orders             <ol style="list-style-type: none"> <li>a. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.</li> </ol> </li> <li>4. Deposits             <ol style="list-style-type: none"> <li>a. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors shall select.</li> </ol> </li> <li>5. Fiscal Year             <ol style="list-style-type: none"> <li>a. The fiscal year of the Corporation shall coincide with the calendar year.</li> </ol> </li> <li>6. Payments             <ol style="list-style-type: none"> <li>a. Payments for Corporation operating expenses shall be as prescribed in the Rules and Procedures.</li> </ol> </li> <li>7. The Corporation may also accept non-compulsory financial contributions, but solicitation and acceptance of such contributions shall be limited to solicitation for those activities consistent with the objectives of the Corporation.</li> <li>8. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its</li> </ol>	<p><b>R4 – FISCAL</b></p> <ol style="list-style-type: none"> <li>1. Tax Reports             <ol style="list-style-type: none"> <li>a. The Treasurer of the Corporation shall file Form 990 tax reports annually in May of each year (or other date if approval is received for extension of time to file).</li> <li>b. By April 1 of each even-numbered year, the Treasurer shall file a Biennial Report with the DC Department of Consumer and Regulatory Affairs, reaffirming the status of the Corporation as a not-for-profit organization (District of Columbia Government Form BRA-25 or online).</li> </ol> </li> <li>2. Compensation Restrictions             <ol style="list-style-type: none"> <li>a. Compensation Committee                 <ol style="list-style-type: none"> <li>i. When traveling on official business of the NAYGN Corporation, Directors may request, from the President, the formation of a Compensation Committee for the reimbursement of travel costs.</li> <li>ii. This committee shall be responsible for approval of travel reimbursement.</li> <li>iii. This committee shall be comprised of three members: the Treasurer and two Officers appointed by the President, the Vice-President or the Past President of the Corporation.                     <ol style="list-style-type: none"> <li>1. In the case where the President is submitting a request for travel compensation the Vice President shall appoint the committee members.</li> <li>2. In the case where the President and Vice President are both submitting requests for travel compensation the Past President shall appoint the committee members.</li> <li>3. In the case where the Treasurer is submitting a request for travel compensation a third member of the committee shall be appointed by the President, Vice President or Past President, as previously described.                         <ol style="list-style-type: none"> <li>a. The Treasurer will remain a non-voting member of the committee to ensure that all monetary requirements are met with the compensations granted.</li> </ol> </li> </ol> </li> <li>iv. An estimate of travel expenses shall be provided to the Compensation Committee</li> </ol> </li> </ol> </li> </ol>
---	--

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.</p> <p>9. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).</p>	<p>for their consideration prior to approving travel requests.</p> <p>v. The committee shall accept and approve travel requests for reimbursement prior to member and/or officer travel. Requests made after the travel has occurred will not be considered.</p> <p>3. Board of Directors meetings</p> <p>a. The Board of Directors are permitted to use Corporation funds for expenses associated with the logistics and hosting of Board of Directors meetings.</p> <p>4. Operating Expenses</p> <p>a. All yearly operating expenditures shall abide by the Treasurer Guidance Document.</p>
<p><b>B5 – MEETINGS</b></p> <p>1. Annual Meeting</p> <p>a. The Annual Meeting shall be held for the transition of the corporate officers and the support of the annual program. This meeting may be held in conjunction with the meeting of a supporting technical or professional society.</p> <p>b. At least one full day will be allocated for a meeting of the Board of Directors, which will include reports from each Officer and each of the Standing and Special Committees.</p>	<p><b>R5 - MEETINGS</b></p> <p>1. Meetings</p> <p>a. The Board of Directors shall meet at regular intervals, whether in person or not, to discuss and manage the business of the Corporation.</p> <p>b. The Board of Directors shall hold a Conference Call at least once a month.</p> <p>1. Directors are expected to submit a monthly report and agenda items.</p> <p>2. The President is responsible for preparing an agenda prior to the Conference Call and making it available to the Directors.</p> <p>1. Annual Meeting and Report</p> <p>a. An Annual Report shall be issued by the Board of Directors prior to the Annual Meeting. The Annual Report shall be made available to the membership by publication on the Corporation website.</p> <p>b. The Annual Report shall be compiled by the Communications Officer with the direct support of each Country Operating Officer.</p> <p>c. Each elected Officer shall provide an individual report to the Communications Officer for inclusion in the Annual Report prior to the Annual Meeting.</p> <p>d. The Annual Meeting shall be held each calendar year.</p>

# NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<ul style="list-style-type: none"> <li>e. Out-going Directors shall prepare transition reports and other items to be transferred to the incoming Directors at the Annual meeting.</li> </ul> <p>3. Supported Meetings The NAYGN seeks to hold meetings, activities, events, etc. in conjunction with, or to have a presence at, various technical and professional meetings including, but not limited to:</p> <ul style="list-style-type: none"> <li>a. American Nuclear Society             <ul style="list-style-type: none"> <li>● Annual Meeting</li> <li>● Winter Meeting</li> <li>● Student Conference</li> <li>● Local Chapter Meetings</li> </ul> </li> <li>b. Canadian Nuclear Society             <ul style="list-style-type: none"> <li>● Annual Meeting</li> </ul> </li> <li>c. Mexican Nuclear Society             <ul style="list-style-type: none"> <li>● Annual Meeting</li> </ul> </li> <li>d. Nuclear Energy Institute             <ul style="list-style-type: none"> <li>● Nuclear Energy Assembly</li> </ul> </li> <li>e. International Youth Nuclear Congress             <ul style="list-style-type: none"> <li>● Bi-annual International Meeting</li> </ul> </li> <li>f. Other NAYGN events not affiliated with a technical or professional society or organization.</li> </ul>
<p><b>B6 – CORPORATE OFFICERS</b></p> <p>1. Elected Officers</p> <ul style="list-style-type: none"> <li>a. The affairs of the Corporation shall be administered by the Officers under these Bylaws and Rules. The elected Officers of the Corporation shall include President, Vice-President, Treasurer, Past President, Communications Chair, Public Information (PI) Chair, Professional Development (PD) Chair, and National Chairs.</li> <li>b. Candidates for elected Officer positions must be YG Members of the Corporation at the time of election, and must be under the age of 36 at the time of nomination.</li> <li>c. The Officers shall be elected by secret ballot cast by eligible voting members of the Corporation as specified in these Bylaws and Rules. The candidate for each office receiving the highest number of votes shall be elected.</li> <li>d. The elected Officers shall comprise the Board of Directors of the Corporation.</li> </ul> <p>2. Terms of Office</p>	<p><b>R6 – CORPORATE OFFICERS</b></p> <p>1. The elected officers of the Corporation shall include President, Vice-President, Treasurer, Past President, Communications Chair, Public Information Chair, Professional Development Chair, and National Chairs. The duties of each Officer are prescribed below:</p> <ul style="list-style-type: none"> <li>a. Duties of the President</li> </ul>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>a. The offices of Vice-President, President and Past-President shall each be held for one (1) year. These three offices create a sequence through which each individual elected as Vice-President will progress over three years.</p> <p>b. The Treasurer, Communications, PI, PD and National Chairs shall hold office for two (2) years, or until a successor has been installed.</p> <p>c. The terms of office shall be such that half of the Officers having 2-year terms (Treasurer, Communications, PI, and PD) are elected each year. The National Representatives shall be elected in alternating years per the guidelines established in the Rules of the Corporation.</p> <p>d. Each year in a term of office shall begin at the close of the meeting of the outgoing Board of Directors (held at the Annual Meeting) and shall terminate at the end of the corresponding meeting the following year.</p> <p>3. Eligibility for Re-election</p> <p>a. The President shall not be eligible for election to two (2) consecutive full terms. The Vice President, at the time of his/her election, shall be designated President-elect and at the expiration of his/her term as Vice President will automatically succeed to the office of President. At the expiration of the term as President, he/she will automatically succeed to the office of Past President.</p> <p>b. No individual may be an Officer for more than seven (7) consecutive years.</p> <p>c. No individual shall hold a single Office for more than four (4) consecutive years.</p> <p>d. If no qualified candidates are presented for a specific Office, an existing Officer may fill the position until the subsequent election, even if he/she is ineligible to hold the Office per B3.a-c.</p> <p>4. Vacancies</p> <p>a. All vacancies among the elected corporate officers shall be filled by election by the Board of Directors for the unexpired term, except that a vacancy in the office of President shall be filled by the Vice President. In the event that the office of the President and/or Vice President is filled by an election by the Board of Directors, the appointment shall be a pro-tem appointment for the unexpired term. An election, by the voting members of the Corporation, may be called at the discretion of the Board of Directors for the purpose of filling any vacancy that may occur among the corporate Officers. Such election by the Board of Directors to fill a vacancy shall not render an</p>	<p>i. The President shall have general supervision over the affairs of the Corporation. He/she shall be the regular presiding officer at meetings of the Board of Directors and of the Corporation. At the annual meeting, the President will facilitate the discussion on setting the organization's priorities with the Board of Directors.</p> <p>ii. The President may assign to another member of the Board of Directors part of the executive authority, administrative responsibilities, and other duties of his/her office. Such transfer shall be established by mutual agreement between the two officers, subject to approval by a majority of the Board of Directors. In the absence or disability of the President, her/his duties shall be performed by the Vice President, or in the absence of the Vice President, by any member of the Board of Directors designated by the Board of Directors.</p> <p>iii. The President shall submit the Board of Directors for the annual report a report to the members on the condition of the Corporation.</p> <p>iv. The President shall be responsible for managing the relationship of the Corporation with technical and professional societies.</p> <p>v. The President shall be responsible for managing the relations of the Corporation with the Executive Advisory Committee. This includes, but it not limited to, conducting at least two meetings with the Executive Advisory Committee.</p> <p>b. Duties of the Vice-President</p> <p>i. The Vice-President shall be responsible for all programs related to the recruitment, retention and tracking of membership in the Corporation, including but not limited to:</p> <ol style="list-style-type: none"> <li>1. Identifying groups of potential members.</li> <li>2. Creating targeted campaigns to attract members.</li> <li>3. Designing and promoting an annual membership drive.</li> <li>4. Identifying opportunities for current members to assist in the recruiting effort.</li> </ol> <p>ii. In coordination with the National Representatives, the Vice-President shall be responsible for promoting chapter and local section development, including by not limited to:</p>
---	--

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>officer ineligible for re-election under the limitations imposed in B6.3.</p> <p>5. Compensation Restrictions</p> <p style="padding-left: 20px;">a. No elected Officer shall receive, directly or indirectly, any salary, compensation, emolument, or traveling expenses from the Corporation, unless authorized under the Rules or by the Board of Directors.</p> <p>6. Removal of Officer</p> <p style="padding-left: 20px;">a. Any member of the Board of Directors may be removed with or without cause, at any time if the best interest of the Corporation would be served thereby.</p>	<ol style="list-style-type: none"> <li>1. Identifying opportunities for university, local, regional, corporate and organization-specific chapters</li> <li>2. Maintaining an updated database of all the Local Sections and their contacts.</li> <li>3. Interacting on a continuous basis with the local sections.</li> </ol> <p>c. Duties of the Treasurer</p> <ol style="list-style-type: none"> <li>i. The Treasurer shall exercise supervisory control over the books and accounts of the Corporation and the collection and deposit of all dues, fees, charges, and other obligations owed to the Corporation. All funds received by the Corporation shall be deposited in accounts established in the name of the Corporation.</li> <li>ii. The Treasurer shall be responsible for coordinating the fundraising activities of the Corporation.</li> <li>iii. The Treasurer shall be responsible for approving such expenditures as are authorized by the Board of Directors or by the Corporation.</li> <li>iv. The Treasurer shall submit an annual report, a budget, and such other financial reports as may be prescribed by these Bylaws and by the Board of Directors.</li> <li>v. The Treasurer shall receive and distribute financial statements and reports as may be stipulated by the Board of Directors.</li> <li>vi. If required by the Board, the Treasurer shall give a surety bond for the faithful discharge of his duties, the cost of such a bond to be paid by the Corporation.</li> </ol> <p>d. Duties of the Communications Officer</p> <ol style="list-style-type: none"> <li>i. The Communications Officer shall be responsible for all internal communications of the Corporation including but not limited to:             <ul style="list-style-type: none"> <li>- the recording and distribution of minutes of all meetings of the Board of Directors,</li> <li>- the editing and publishing of a regular newsletter to the membership,</li> <li>- the compilation and distribution of announcements to the membership, and</li> <li>- the maintenance of the NAYGN website.</li> </ul> </li> <li>ii. The Communications Officer shall assist other officers in the preparation of publications.</li> <li>iii. All official communications of the Corporation shall be conducted in English.</li> </ol>
--	--

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<p>While not a requirement for candidates for the Communications Chair position, fluency in English is strongly recommended.</p> <ul style="list-style-type: none"><li>e. Duties of the Public Information Officer<ul style="list-style-type: none"><li>i. The Public Information Officer shall be responsible for establishing and implementing the public information and education program of the Corporation, including but not limited to:<ul style="list-style-type: none"><li>- Annual Drawing Contest.</li><li>- Student Education Activities and Programs..</li><li>- Public Outreach Efforts and Education.</li><li>- Liaising with PI activities sponsored and organized by other Technical and Professional Societies.</li><li>- Providing content for the PI section of the Corporation website.</li></ul></li></ul></li><li>f. Duties of the Professional Development Officer<ul style="list-style-type: none"><li>i. The Professional Development Officer shall be responsible for establishing and implementing the professional development program of the Corporation, including but not limited to:<ul style="list-style-type: none"><li>- Supporting activities related to Annual Meeting and industry conferences.</li><li>- Encouraging membership to participate in Professional Development opportunities offered by the industry.</li><li>- Provide content for the PD section of the website.</li></ul></li></ul></li><li>g. Duties of the National Chairs<ul style="list-style-type: none"><li>i. For a country to have a National Chair on the Board of Directors, they country must have at least 30 members in good standing, and at least three active local chapters.</li><li>ii. If a country does not meet these membership requirements, they will instead be treated as a region with a regional lead that reports up to the US Operating Officer.</li><li>iii. Each National Representative (e.g., Canada, national and the US) shall be responsible for acting as a liaison between the Core and the regional chapters in his/her country.</li><li>iv. Each National Representative shall relay important news from the local/national chapters to NAYGN core meetings/conference calls, relay important</li></ul></li></ul>
--	--



# NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<p>news from the NAYGN core meetings/conference calls to the local/national chapters, maintain a current list of local chapters and their leads, collect local chapter metrics, and promote the formation, growth and activity of local chapters.</p> <ul style="list-style-type: none"><li>v. Each National Representative shall have regular communication with the Vice-President with regard to local chapter activities.</li><li>h. Duties of the Past President<ul style="list-style-type: none"><li>i. The Past President shall be responsible for assessing and promoting the sustainability of the Corporation. In this role, the Past President is responsible for:<ul style="list-style-type: none"><li>- Interacting with alumni Board of Director officers on Corporation sustainability issues, upon request of the current Board of Directors.</li><li>- Knowledge transfer and retention activities to support the sustainability of the Corporation as well as the broader nuclear science and technology industry.</li></ul></li><li>ii. The Past President shall be responsible for planning and executing the annual elections of the Board of Directors of the Corporation, including but not limited to:<ul style="list-style-type: none"><li>- Soliciting candidates for open positions</li><li>- Executing the elections in coordination with the webmaster and the membership chair</li></ul></li><li>iii. The Past President is responsible for performing an annual review of the rules and bylaws, and performing updates as required.</li></ul></li></ul> <p>2. Terms of Office</p> <ul style="list-style-type: none"><li>a. Elections</li></ul>
--	---

NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<ul style="list-style-type: none"> <li>i. To ensure that the number of Directors satisfies the composition and term of office requirements expressed in Bylaws B6.1 and B6.2, the Treasurer and Professional Development Officer shall be elected in even years (e.g. 2012, 2014, 2016), and the Communications and Public Information Officers shall be elected in alternate years (e.g. 2013, 2015, 2017).</li> <li>ii. The Vice President shall be elected annually.</li> <li>iii. The U.S. Operating Officer is elected in odd years. Other National Chairs as necessary, are elected in even years. Any country with insufficient YG Members to support an elected national chair (less than 30 members) may have a representative appointed by the President.</li> <li>iv. The Elections shall be held in the first quarter of each year, at least one month prior to the Annual Meeting.</li> </ul> <p>3. Removal of Officer</p> <ul style="list-style-type: none"> <li>a. A Board of Directors may be removed by a vote of two-thirds of the members of the Board of Directors.</li> <li>b. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.</li> <li>c. An officer who has been removed as an officer of the Board of Directors shall automatically be removed from office and the Board of Directors may fill the vacancy for the unexpired term in accordance with B6.4.</li> </ul>
<p><b>B7 – BOARD OF DIRECTORS</b></p> <ul style="list-style-type: none"> <li>1. Delegation of Powers <ul style="list-style-type: none"> <li>a. The Corporation shall be managed by a Board of Directors under these Bylaws and in accord with the provisions of the laws under which the Corporation is incorporated. The Board of Directors shall, except as otherwise provided in these Bylaws, be responsible for management of the business of the Corporation, acting itself or through the officers and committees.</li> </ul> </li> <li>2. Composition <ul style="list-style-type: none"> <li>a. The Board of Directors shall consist of the elected corporate officers and the President most recently retired from office.</li> </ul> </li> <li>3. Duties of the Board of Directors</li> </ul>	<p><b>R7 – BOARD OF DIRECTORS</b></p> <ul style="list-style-type: none"> <li>1. Representation on Board of Directors <ul style="list-style-type: none"> <li>a. The Board of Directors shall in principle be so constituted as to give appropriate representation to the voting membership.</li> </ul> </li> <li>2. Quorum <ul style="list-style-type: none"> <li>a. A quorum of the Board of Directors shall be defined as greater than 50% of Directors. The President shall not cast a vote except to resolve a tie.</li> </ul> </li> <li>3. Minutes <ul style="list-style-type: none"> <li>a. Minutes of all meetings of the Board of Directors shall be taken by the Communications Officer or his/her delegate and made available to members upon request.</li> </ul> </li> </ul>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>a. The Board of Directors may delegate any or all operational duties to the Officers and to appropriate committees that are composed of Directors and Officers elected by the voting members of the Corporation, except on matters concerning censure or expulsion of members in good standing.</p> <p>b. The Board of Directors shall be responsible for instituting a set of Rules under these Bylaws, to govern the operation of the Corporation. Such Rules shall be adopted by affirmative vote of not fewer than three-fourths (3/4) of the Directors present at the meeting assembled, or by not fewer than two-thirds (2/3) of all Directors if balloting is by mail. The text of the proposed Rules shall be furnished to each member of the Board of Directors at least ten (10) days before the meeting at which such vote is to be taken, or twenty (20) days before the time limit specified for returning ballots by mail.</p> <p>c. The Board of Directors may authorize the creation of an annual budget.</p> <p>d. The Board of Directors shall make an annual report of the activities and finances of the Corporation, and of other matters as required by law, to the members of the Corporation per the approved Rules. This report shall be published to coincide with the Annual Meeting and presented to the membership at that time (B5.1(b)).</p> <p>2. Quorum</p> <p>a. A quorum of the Board of Directors shall be defined by the Rules of the Corporation.</p> <p>3. Minutes and Records</p> <p>a. Minutes of all meetings of the Board of Directors shall be recorded and maintained as described in the Rules of the Corporation.</p>	<p>b. All minutes of the Corporation meetings shall be maintained by the Communications Officer and shall be available on the secure portion of the Corporation website. Secure files shall be available only to members of the Board of Directors.</p> <p>4. Meetings</p> <p>a. The Board of Directors shall meet at regular intervals, whether in person or not, to discuss and manage the business of the Corporation, as detailed in R5.1.</p>
<p><b>B8 – STANDING AND SPECIAL COMMITTEES</b></p> <p>1. Standing Committees</p> <p>a. Standing Committees shall be established to further the aims of the Corporation. Chairs of these committees shall be appointed by the Board of Directors. These Chairs shall have the power to determine the members for their committees under the guidelines for scope and composition set forth in the Rules.</p> <p>b. If a standing committee does not have an appointed lead, then continuing the committee and its related activities is up to the discretion of the Board of Directors.</p>	<p><b>R8 – STANDING AND SPECIAL COMMITTEES</b></p> <p>1. Standing Committees</p> <p>a. Composition</p> <p>i. All committees shall be made up of YG Members chosen by the Chair of the committee.</p> <p>b. At least one half (1/2) of the membership of each committee shall be members-at-large; that is, not Directors of the Corporation.</p> <p>c. The Board of Directors shall review and approve Committee Charters.</p> <p>2. Special Committees</p> <p>a. Executive Advisory Council (EAC)</p>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>2. Special Committees</p> <p>a. Special Committees may be established by the President for the purpose of advancing the objectives of the Corporation. Special Committees appointed by the President may be abolished by the President or by action of the Board of Directors.</p> <p>3. Minutes</p> <p>a. Minutes of the meetings of committees of the Corporation shall be recorded. Copies of these minutes shall be filed with the President.</p>	<p>i. The Executive Advisory Council shall serve as an advisory body to the Board of Directors of the Corporation. The EAC shall review annual strategic plans and provide recommendations to help ensure that the Corporation continues to address the most pressing needs of the industry’s young professionals.</p> <p>ii. The EAC shall be composed of no fewer than 10 persons of executive status working within the nuclear science and technology industry (for the purpose of the EAC, heads of university departments serving the industry shall be considered to have executive status). The President, Vice President and Past President shall also be members of the EAC.</p> <p>b. Bylaws and Rules Committee</p> <p>i. The Bylaws and Rules Committee shall review the Corporation’s bylaws and rules, on an as needed basis, to ensure the Corporation continues to run effectively.</p> <p>ii. The Past President shall chair the committee.</p> <p>iii.</p>
<p><b>B9 – CONSTITUENT UNITS</b></p> <p>1. Definition</p> <p>a. The NAYGN shall support informal regional coalitions of YG Members. These shall be referred to as “Chapters”.</p> <p>2. Purpose</p> <p>a. The purpose of NAYGN “Chapters” is for the interaction and co-ordination of individual members to facilitate the carrying out of the national program. As such, they will not be recognized as legal entities.</p>	<p><b>R9 – CONSTITUENT UNITS</b></p> <p>1. Formation</p> <p>a. Local NAYGN Chapters will be informally created, without incorporation or associated legalities.</p>
<p><b>B10 – EXPRESSION OF CORPORATION POSITION</b></p> <p>1. Limitations</p>	<p><b>R10 – EXPRESSION OF CORPORATION POSITION</b></p> <p>1. Authorization for Officers</p> <p>a. Officers and Directors may submit a petition requesting the authority to speak on behalf of the Corporation directly to the Board of Directors at any time.</p> <p>b. Petitions for spokesperson authority may be approved by simple majority vote of the Board of Directors of the Corporation.</p> <p>2. Authorization for Members, Alumni Members</p> <p>a. Members and Alumni Members may submit a petition to the Board of Directors requesting authority to speak on behalf of the Corporation.</p>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>a. Neither the Corporation, its officers and Directors, nor individual members (whatever their status or position in the Corporation) shall represent any opinion or position in any matter technical or non-technical as being the official position of the Corporation or any of its subdivisions without the prior approval of the Board of Directors.</p> <p>b. The Board of Directors may authorize any officer of the Corporation to issue public statements on behalf of the Corporation for a period of up to one (1) year. Such authority, granted by not fewer than two-thirds (2/3) of the Board of Directors, may be revoked at any time by subsequent vote of the Board of Directors.</p>	<p>b. Petitions for spokesperson authority must be submitted to the Communications Chair.</p> <p>c. Petitions for spokesperson authority must contain:</p> <ul style="list-style-type: none"> <li>i. a description of the circumstances that define the need for spokesperson authority,</li> <li>ii. a written transcript or, if appropriate, a detailed outline of the statement(s) to be made on behalf of the Corporation, and</li> <li>iii. the start and end date defining the period for which such authority shall be granted.</li> </ul> <p>d. The completeness of all petitions shall be judged by the Communications Chair prior to presentation of said petitions to the Board of Directors at large. Only complete petitions shall be brought before the Board of Directors for a vote.</p> <p>e. Petitions for spokesperson authority may be approved by simple majority vote of the Board of Directors of the Corporation.</p>
<p><b>B11 - INDEMNIFICATION</b></p> <p>1. Any person or his heirs, executors, administrators or assigns, made a party to any action, suit, or proceeding by reason of the fact that such person was an officer, Director, or employee of the Corporation shall be indemnified by the Corporation against reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, so long as, in the opinion of a majority of the Board of Directors, such person's actions were made in good faith, for purposes reasonably believed to be in the best interests of the Corporation and reasonably not believed to be unlawful. If such is the opinion of a majority of the Board of Directors, it shall not be a bar to indemnification that such person settled the matter or case, pled nolo contendere, had judgement entered against him or was convicted.</p>	<p><b>R11 – INDEMNIFICATION</b></p> <p>No rules related to B11.</p>
<p><b>B12 – AMENDMENT</b></p> <p>1. Bylaws</p> <ul style="list-style-type: none"> <li>a. Amendments to these Bylaws may be proposed by the Board of Directors, in session or by mail, or by petition to the Board and signed by not fewer than ten (10) percent of the voting members of the Corporation. Amendments may also be initiated by the Board of Directors. Such proposed amendments shall be referred to the <b>Bylaws and Rules Committee</b>, which shall submit recommendations thereon to the Board of Directors, including consultation with legal counsel, if deemed necessary. If the Board finds the amendment(s) in accord with the</li> </ul>	<p><b>B12 – AMENDMENT</b></p> <p>1. Publication of Amendments</p> <ul style="list-style-type: none"> <li>a. Approved amendments to these Bylaws and Rules shall be published on the Corporation website. Notification of these publications shall be made to the membership via email.</li> </ul>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>objectives of the Corporation and of the laws under which the Corporation is organized, the amendment(s) shall be distributed with a ballot to each voting member. The adoption of an amendment shall require the affirmative votes of not fewer than two-thirds (2/3) of the members voting, and the total vote shall not be less than twenty (20) percent of the total voting membership of the Corporation. The counting and reporting of votes shall be delegated to the Inspector(s) of Election appointed by the Past President, and shall be announced in a publication of the Corporation.</p> <p>2. Rules</p> <p>a. Proposed amendments to the Rules shall be reviewed by the Board of Directors, including consultation with legal counsel, if deemed necessary. If the Board finds the amendment(s) in accord with the objectives of the Corporation and of the laws under which the Corporation is organized, the Rule(s) may be amended as prescribed for their adoption in B7.3(b).</p> <p>3. Procedures</p> <p>a. Changes to the Procedures shall be referred to the Board of Directors for the consideration and approval.</p> <p>4. Publication and Distribution</p> <p>a. The Corporation shall be responsible for printing copies of all amendments to the Bylaws and Rules and Procedures within one hundred and twenty (120) days following their adoption, and for distributing them to all members of the Board of Directors, to committee members, and to any voting member of the Corporation upon request.</p>	
<p><b>B13 – RULES OF CONDUCT</b></p> <p>1. Operation of the Corporation and its constituent units shall be governed by the laws of incorporation of the Corporation and their respective Bylaws, Rules, and Procedures. In procedural matters not governed by the above Bylaws, Rules, and Procedures, Roberts Rules of Order, latest edition, shall be used as the authority for parliamentary procedures.</p>	<p><b>R13 – RULES OF CONDUCT</b></p> <p>No rules related to B13.</p>
<p><b>B14 – DISSOLUTION</b></p>	<p><b>R14 – DISSOLUTION</b></p> <p>No rules related to B14.</p>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

<p>1. In the event of dissolution of the North American Young Generation in Nuclear, the Board of Directors shall designate a scientific or engineering society, with aims similar to those of the Corporation, and holding non-profit tax-exempt status, as the recipient for the funds of the Corporation.</p>	
	<p><b>R15 – STANDARDS OF PRACTICE</b></p> <ol style="list-style-type: none"> <li>1. Email notifications to members shall be distributed by the Communications Officer no less than once per quarter and no more than once per week, unless approved by a vote of the Board of Directors.</li> <li>2. Member information shall not be distributed for any purpose to a third party (member or non-member) outside of the Board of Directors without prior approval of that member.             <ol style="list-style-type: none"> <li>a. Member information (name, company, email, phone) may be made available on a member roster, distributed only to NAYGN members, if approval is granted on the membership application form or by electronic written communication.</li> </ol> </li> <li>3. Requests by a third party to contact NAYGN members shall be made to the NAYGN Communications Officer, and distribution of appropriate information made via standard communications with the membership (e.g., email distribution, web notification, quarterly newsletter announcement, etc.) at the discretion of the Communications Officer. "Appropriate" communications will be determined by the Communications Officer, but shall prohibit:             <ol style="list-style-type: none"> <li>a. Direct employment solicitations (either those seeking new employees or seeking open positions).</li> <li>b. Solicitations of support for For-Profit organizations.</li> </ol> </li> <li>4. Publications             <ol style="list-style-type: none"> <li>a. Corporate publications shall include all items published on the Corporate web site, emailed to members as attached documents, or printed for distribution to members and the general public.</li> <li>b. All Corporate publications shall be reviewed by the Communications Chair prior to distribution.</li> <li>c. Any use of the Corporate name, written either as "North American Young Generation in Nuclear" or as "NAYGN", or any logo or emblem associated with the corporation shall be in accordance with the Branding Manual.</li> </ol> </li> <li>5. Partnerships</li> </ol>

## NORTH AMERICAN YOUNG GENERATION IN NUCLEAR

	<p>a. Requests to partner with NAYGN will be evaluated to ensure that requests support the mission and objectives of NAYGN and are beneficial to the NAYGN membership.</p>
--	--