

## BYLAWS

Amended and Restated July 12, 2024

### ARTICLE I – GENERAL PROVISIONS

**Section 1: Mission.** As the worldwide authority on strength and conditioning, the National Strength and Conditioning Association (NSCA) supports and disseminates research-based knowledge, and its practical application to improve athletic performance and fitness.

**Section 2: Registered Office.** The registered office of the NSCA required by the Colorado Revised Nonprofit Corporation Act, as amended (the "Act") to be maintained in the State of Colorado may be, but need not be, identical with the principal office in the State of Colorado and the Board of Directors may change the address of the registered office from time to time.

### ARTICLE II - BOARD OF DIRECTORS

**Section 1: General Powers.** A Board of Directors shall govern NSCA. All corporate powers shall be exercised by and under the authority of, and the business and affairs of NSCA managed under the direction of, the Board of Directors. The Board of Directors shall establish the policies and procedures by which NSCA shall operate in accordance with these Bylaws and Articles of Incorporation of the NSCA.

**Section 2: Number of Directors, Composition, and Term.** The Board of Directors shall be comprised of nine Directors: eight members of the NSCA and one Public Member elected by the Board of Directors. All such Directors will have voting privileges. In addition, the President-Elect, as elected in accordance with the provisions of Article III, Section 2 of these Bylaws, will serve as an *ex-officio* member of the Board of Directors for the one-year period preceding the commencement of their term as President, and shall have voice but no voting privileges.

- a) The Board may accept nominations for the Public Member from the Board of Directors, Executive Director, Special Interest Groups or other sources. The option of re-electing the Public Member for a consecutive term is at the discretion of the Board.
- b) The eight NSCA members will include the President, three Members, and four Representative members elected by a majority vote (of those voting) of the NSCA membership entitled to vote. The designation of the Representative member seats shall be reviewed by the Board of Directors every five years and adjusted as necessary based on membership demographic. The current designation of Representative member seats shall be: Educational/Institutional Strength and Conditioning Professional, Personal Trainer, Academician/Researcher, and Sports Medicine Professional. Election results shall be announced at the NSCA Annual Conference.
- c) A Director shall hold office for a term of three years or until their successor is elected. The election of the Board of Directors will have a three-year rotation with staggered terms. Newly elected Board members will take office at the conclusion of the election and announcement of the election results.
- d) Board member may not serve more than two (2) full terms. Individuals elected to serve as President shall be allowed to serve a third term, provided they meet all other eligibility requirements.

### **Section 3: Qualifications:**

- a) A Board member may not also be an employee of the NSCA.
- b) A Board member must, 1) be a member in good standing of the NSCA, and 2) hold an active NSCA certification or be a Fellow of the NSCA, except that:
  - i. The Public Member shall not hold NSCA certification or be a Fellow.
- c) The President-Elect candidate shall have served at least one full term on the Board of Directors.
- d) An individual is ineligible to be a Board member if they have:
  - i. Been convicted of a felony involving:
    - harm to a member of a vulnerable population such as children, elderly or individuals with a disability;
    - sexual abuse or assault of any kind; or
    - a hate crime.
  - ii. Served a period of ineligibility for an anti-doping rule violation as determined by a signatory of the World Anti-Doping Code, or other similar organization governing anti-doping in sport.
  - iii. Served a period of ineligibility for a violation of the policies of the U.S. Center for SafeSport, or other similar organization governing bullying, harassment, hazing, physical abuse, emotional abuse, or sexual misconduct and abuse in sport.
- e) An individual may be ineligible to be a Board member if they have any misdemeanor conviction, sanctioned for academic misconduct, suspension from a place of employment, or period of ineligibility from a sport or sport organization.
- f) Any potential Board member will be subject to a background check. If the background check reports felony convictions or misappropriation of funds, this will be disclosed to the Nomination Committee.
- g) Potential and existing Board member's duty to disclose:
  - i. A potential Board member has a duty in the application process to disclose any of the infractions listed above in the Board Member Qualifications section, which will be considered by the Nomination Committee.
  - ii. Existing Board members have an ongoing duty to immediately disclose any of the infractions above to the NSCA Ethics Committee.
  - iii. A potential or existing Board member's duty to disclose also applies if they are under investigation for, or have been formally accused of, any of the above infractions.
- h) A potential or existing Board member may be asked to suspend their candidacy or leadership role until the investigation or accusation has been resolved.
- i) The NSCA Ethics Committee shall resolve questions and disputes in eligibility and the application of these qualifications for service. Should the Ethics Committee resolve to remove the candidacy of a potential Board member, it shall be made in the form of a recommendation to the Nomination Committee for final decision. Should the Ethics Committee resolve to remove an existing Board member, it shall be made in the form of a recommendation to the Board for final decision according to the Removal provisions of these Bylaws.
- j) If the NSCA learns of any information that could impact the good standing of a Board member, or reputation of the NSCA, it shall be reported to the Ethics Committee for resolution.

**Section 4: Action upon Changes.** The Board of Directors shall have the authority to evaluate and act upon any change in the Bylaws and Articles of Incorporation, as it deems necessary in accordance with the Act and in accordance with Article XIII of these Bylaws.

**Section 5: Budget.** The Board will approve an annual budget in March of each year. A certified audit of the financial affairs of the NSCA will be conducted by a certified public accounting firm selected by the Board of Directors and shall be presented for acceptance to the Board of Directors at the Annual Conference.

**Section 6: Strategic Planning.** The Board shall continually evaluate and revise, as necessary, the goals and objectives of the NSCA, as well as the role and function of all committees.

**Section 7: Nomination Committee.** There will be a NSCA Nomination Committee that will serve the interest of the membership by selecting a slate of candidates for the Board of Directors to be elected by a majority vote (of those voting) of the NSCA membership eligible to vote in NSCA elections.

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- a) The Nomination Committee will consist of five Professional Members of the NSCA, elected by the NSCA membership that is eligible to vote in NSCA elections. The Nomination Committee will select candidates for the Nomination Committee from a call for nominations from the membership. Each member of the Nomination Committee will serve a three-year term. New member(s) of the Nomination Committee will be elected each year and announced at the NSCA Annual Conference, to replace the member(s) rotating off the Committee. The Nomination Committee members will have a three-year rotation of election: two members in one year, two members the next year and one member the following year. The chair of the Nomination Committee shall be a senior member who has served at least one year on the Nomination Committee and will serve a one-year term as chair. A person may serve two terms as chair but not in succession. At each Annual Conference the Nomination Committee will elect a new chair.
  - b) The Nomination Committee will prepare a list of two candidates for each Board of Directors position that will represent the diversity of the NSCA membership. The Nomination Committee will advocate for the NSCA membership by recruiting and selecting candidates that have the background, experience, and qualifications to be highly effective for the position they are seeking. The Nomination Committee will use objective and subjective criteria to select candidates. The Nomination Committee must coordinate with the Ethics Committee regarding candidate disclosures and resolutions of any questions or disputes regarding candidate eligibility.

**Section 8: Compensation.** Board members shall not receive any direct compensation for their services. Board members shall be reimbursed for their direct and related expenses of attendance at meetings of the Board and for travel to conduct NSCA business as authorized by the Board.

**Section 9: Executive Director Appointment.** The Board of Directors by resolution, adopted by a majority of the Board members, may designate and appoint an Executive Director subject in all respects to the authority and discretion of the Board of Directors. The Executive Director shall have and exercise all powers and authority extended to them by the Board of Directors in the management of the NSCA.

**Section 10: Liaisons.** The President shall appoint all Board members to serve as a liaison to one or more Committees. A Board member may be rotated on different Committees during their tenure.

**Section 11: Resignations.** Any Director may resign at any time by notifying the President in writing.

**Section 12: Removal.** Members of the Board of Directors of the NSCA may be removed from office, a) for cause, by a majority vote (of those voting) of the members of the NSCA, and b) shall automatically be deemed removed from the Board of Director if the member becomes ineligible to serve on the Board as outlined in Article II, Section 3.

**Section 13: Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board of Directors. A person appointed by the Board to fill a vacancy shall serve such for the scheduled remainder of the term. If the time thus served does not exceed one-half of a full term of office the member may be re-nominated by the Nomination Committee for an additional term, and the time served shall not constitute a term as presented in Article II, Section 2.

**Section 14: Meetings.** The Board of Directors shall conduct a regularly scheduled meeting in conjunction with the Annual Conference and one in January of each year. A special meeting may be convened at any reasonable time upon the request of the president or a majority of the Board of Directors, according to the procedures outlined in this section. In addition, the Board shall have the power to transact business by mail, electronic-mail, telephone, or facsimile. In addition, the Board shall have the power to transact business by mail, electronic-mail, remote communication, or facsimile.

- a) Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior to the scheduled meeting by written notice delivered personally, sent by mail, facsimile, electronic-mail, telephone, electronic means or any other forms of wire or wireless communication or private carrier to each at their address as shown by the records of the NSCA. Each Board member will be notified by the most commonly practiced means of notification for that member. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall

constitute a waiver of notice of such meeting, except where a Board member attends a meeting that is not lawfully called or convened. Business not specified in the notice of any such meeting shall not be acted upon.

- b) A majority of the Board of Directors shall constitute a quorum for the transaction of business. If less than a majority of the Board members are present at said meeting, a majority of the Board members present may adjourn the meeting. If a quorum is present when a vote is taken, the prevailing vote of a majority of the Directors present shall be the act of the Board of Directors.
- c) Any actions that may be taken at a regular or special meeting of members may be taken without a meeting so long as the requirements and limitations put forth by the Act are followed.
- d) Any meeting of the Board may be conducted by remote communication (i.e., telecommunication or electronic communication) upon direction by the President.
  - (i) If a meeting of the Board is to be held by remote communication, the President, in consultation with the Executive Director, will determine the form of remote communication to be used. Such method of remote communication must allow for verification that each Director participating remotely is a Director eligible to vote and provide the Directors a reasonable opportunity to participate in the meeting and vote on matters submitted to the Directors, including an opportunity for all persons participating in the meeting to hear each other during the meeting, to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with the proceedings.
  - (ii) The notice of a meeting to be conducted in this manner shall provide the Directors with information about the method of conducting the meeting and the means of connecting to the proceedings (for example, dial-in numbers, access codes, and web links, as applicable).
  - (iii) A Director participating in a duly called meeting of the Board of Directors in this manner is deemed to be present in person at the meeting for determination of a quorum and for purposes of casting votes.

### ARTICLE III – OFFICERS AND DUTIES

**Section 1: General.** The officers of the NSCA shall be the President, Vice President and Secretary/Treasurer. No one person may simultaneously hold more than one office. The President, Vice President, and Secretary/Treasurer will comprise the Executive Council of the Board of Directors.

**Section 2: Election and Terms of Office.** The President shall be elected by a majority vote (of those voting) of the NSCA membership entitled to vote, which election will be held during the second year of the then-sitting President's term. The person elected will serve as President-Elect for one year during the third and final year of the then-sitting President's term. The President shall serve a three-year term and may only serve one term as President. The Board of Directors shall elect a Vice-President at each Annual Conference. A person may serve a maximum of two terms in the office of Vice-President, but not in succeeding years during their term of service on the Board of Directors. The Board of Directors shall elect a Secretary/Treasurer at each Annual Conference when the office is open. The term of Secretary/Treasurer is 2 years. The Secretary/Treasurer may only serve 1 term regardless of their length of service on the Board of Directors.

**Section 3:** The President's duties shall include the following:

- a) The President shall preside at all Board functions and shall act as Chairman of the Board;
- b) The President shall request nominations from the membership, committees, and the Board of Directors for committee positions;
- c) The President, or their designee, serves as an official spokesman of the NSCA;

- d) The President will be responsible for the performance evaluation of the Executive Director. The Executive Director's performance evaluations shall include input from the members of the Board of Directors and the NSCA staff. The President will apprise the members of the Board of Directors of the performance evaluation;
- e) The President shall be an ex officio member of all committees except the Nomination Committee.

**Section 4:** The Vice-President duties shall include the following:

- a) In the absence of the President, assume duties of the President;
- b) Perform duties assigned by the President;
- c) Fill a vacancy in the office of President for the unexpired term, if the President is unable to complete the term of office.

**Section 5:** The Secretary/Treasurer's duties shall include the following:

- a) Ensure all meetings of the Board of Directors are properly recorded;
- b) Ensures proper collection and accounting for NSCA funds;
- c) Ensures proper banking transactions for the NSCA are performed;
- d) Has responsibility for reporting at the Board meetings on the financial status of the NSCA;
- e) Any other duties as the Board may direct from time to time.

## **ARTICLE IV – MEMBERS**

**Section 1: Classes and Qualifications.** The NSCA shall have different membership options available. The Board of Directors shall set and adjust the classifications of memberships, dues, qualifications and voting privileges for each classification as deemed necessary.

**Section 2: Rights.** Each member shall be allowed one vote in the election of each Board position up for vote, or on any other matters that are put to a vote of the membership entitled to vote. For purposes of action to be taken by the membership, a quorum shall consist of the members entitled to vote who are present at a meeting of the members. Any action of the membership shall be approved by a majority vote of those voting.

**Section 3: Limitations.** Membership in NSCA is not transferable.

**Section 4: Meetings of Members.** An Annual Conference for the members shall be held at a time and location designated by the Board of Directors for the purpose of transacting NSCA business and providing the members with information, education, and the opportunity to interact with each other.

## **ARTICLE V – EXECUTIVE COUNCIL**

**Section 1:** The Executive Council (President, Vice-President, and Secretary/Treasurer) shall be empowered by the Board of Directors from time to time to deal with NSCA business issues, which arise between regular meetings of the Board; provided, however, that as stated in the Act, the Executive Council may not: (i) authorize distributions; (ii) approve or propose to members action that the Act requires to be approved by members; (iii) elect, appoint, or remove any director; (iv) amend the NSCA Articles of Incorporation; (v) adopt, amend or repeal the NSCA Bylaws; (vi) approve a plan of merger not requiring member approval; or (vii) approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by the members. The Board of Directors must ratify any action of the Executive Council.

## **ARTICLE VI - EXECUTIVE DIRECTOR**

**Section 1: Responsibility.** The Executive Director shall, subject to the direction and supervision of the Board of Directors, be responsible for the: administration of all policies and procedures, general and active control of its affairs and business, and



general supervision of its employees. The President shall provide a complete job description for the Executive Director, which may be altered as needed, and is incorporated by reference herein.

**Section 2: Authority.** The Executive Director shall be designated as an authorized representative of the NSCA for the purpose of negotiating and executing contracts, legal documents, and necessary business matters.

**Section 3: Compensation.** The Executive Director shall be a salaried position.

## **ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Section 1: Contracts.** The Board of Directors may authorize in writing the President or Executive Director, in the name of and on behalf of the NSCA to enter into any contract or execute and deliver any instrument. Such authority may be general or confined to specific instances. Unless authorized in writing by the Executive Council, or authorized expressly by the NSCA Bylaws, no other Board member or employee shall have any power or authority to bind the NSCA for any contract, agreement, or pledge its credit or render it liable financially for any purpose or in any amount.

**Section 2: Checks.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the NSCA, shall be signed by such officer or officers, agent or agents of the NSCA in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3: Funds.** All funds of the NSCA shall be deposited to the credit of the NSCA in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII - BOOKS AND RECORDS**

**Section 1:** The NSCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members and the dues payment status of each. Any voting member may inspect the books and records of the NSCA at any reasonable time provided, however, that such inspection shall be subject to the limitations set forth in the Act.

## **ARTICLE IX - SEAL**


**Section 1:** The NSCA shall have a corporate seal, which shall be in the form of a circle with the name of the Association, and "Corporate Seal" inscribed thereon.

## **ARTICLE X - DISSOLUTION AND LIQUIDATION**

**Section 1:** Upon the dissolution of the NSCA, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for charitable, educational, or scientific purposes as the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the NSCA is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI - NET EARNINGS**

**Section 1:** No part of the net earnings of the NSCA shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons except that the NSCA shall be authorized and empowered to pay reasonable compensation for services rendered.



## ARTICLE XII - ACTIVITIES

**Section 1:** No substantial part of the activities of the NSCA shall be the carrying on of propaganda or otherwise attempting to influence legislation and the NSCA shall not participate in or intervene in, including the publishing or distribution of statements, a political campaign on behalf of any candidate for public affairs.

## ARTICLE XIII - AMENDMENT TO BYLAWS

**Section 1: Proposed Amendments.** Amendments to these Bylaws may be proposed at any regularly scheduled meeting of the Board of Directors. Such proposed amendments shall be considered at such initial meeting only relative to their worthiness for full consideration at the next regularly scheduled meeting of the Board. If, by consensus, the majority of the Board Members present at the meeting in which the amendment is proposed deem the amendment appropriate for full consideration, such amendment shall automatically be placed on the agenda of the next regularly scheduled meeting of the Board of Directors. All proposed amendments by the Board of Directors to the Bylaws must be posted in NSCA regularly printed or electronic media on two separate occasions prior to further action by the Board.

**Section 2: Approval by the Board.** Amendments duly placed on the agenda of a regularly scheduled meeting of the Board of Directors, in accordance with Section 1 of this Article, shall only be considered if there is at least a two-thirds (2/3) majority of the Board present at the Board meeting. Further, if such a two-thirds (2/3) quorum exists, a motion and a second for adoption of the amendment shall be required before the proposed amendment can be fully discussed and considered by the Board. In the event a two-thirds (2/3) quorum is not present or a motion and second for adoption are not forthcoming, consideration of the proposed amendment must be postponed until the subsequent regularly scheduled meeting of the Board of Directors at which a two-thirds (2/3) majority are present. If a two-thirds (2/3) quorum exists and a motion for adoption of the amendment is adopted by a two-thirds (2/3) vote of the entire board, the Board shall submit the Bylaw changes to the NSCA membership for a vote.

**Section 3: Ratification by the Membership.** Changes to the Bylaws of the NSCA dealing with minor grammar or clerical errors, not altering the principal meaning, may be changed by a two-thirds (2/3) vote of the Board of Directors, without ratification by the membership. Clarification, addition, deletion, or substitution, that would alter the principal meaning must be ratified by a majority vote of the NSCA membership voting, before said change is accepted and entered into the active Bylaws of the NSCA.