

**BYLAWS  
OF  
THE NATIONAL-INTERSTATE  
COUNCIL  
OF  
STATE BOARDS OF COSMETOLOGY, INC.**

**As of October 2, 2022**

## **BYLAWS**

### **ARTICLE I**

#### **Name**

The name of the organization shall be "The National-Interstate Council of State Boards of Cosmetology, Inc." (Referred to hereinafter as the "Council").

### **ARTICLE II**

#### **Office Location**

The registered office of the Council shall be located at such place or places as shall be designated by the Executive Board.

### **ARTICLE III**

#### **Mission Statement and Objectives**

The mission of the Council is to promote the protection of the health, safety, and welfare of the public and the professional workforce by actively pursuing excellence in cosmetology and related fields.

The objectives of the Council shall be to:

1. provide a forum for the exchange of state regulatory ideas to promote the highest standards for consumer safety;
2. offer a standardized, valid, and legally defensible National Examination Program based on the highest standards and requirements for entrance into the profession of cosmetology and related fields;
3. promote national endorsement and standardization of regulations affecting the practice of cosmetology and related fields within all jurisdictions;
4. encourage competency in the practice of cosmetology and related fields; and
5. cultivate professional relationships with industry partners to achieve common goals.

## ARTICLE IV

### Membership

#### SECTION 1. CLASSIFICATION

A state licensing board, or other official state entity or individual, charged with the regulation of cosmetology, may become an official member of the Council by payment of annual dues. There shall be three classes of membership: Active, Associate and Honorary.

#### SECTION 2. DEFINITIONS

- A. Active members shall be the entity or individual(s) provided for by statute, charged with the responsibility of enforcing the terms thereof, or advising on enforcing the terms thereof, and regulating or advising on the regulation of the practice of cosmetology, which state board is an official member of the Council. Each Member shall be considered an Active member.
- B. An Associate member shall be (1) One who is a board member of his or her respective state, district or territory but which state board has not become officially a member of the Council, (2) One who is an executive director who is not otherwise a state board member and who shall be closely allied to the state board and who shall be responsible thereto, which state board shall be a member of the Council, or (3) One who is a past state board member of his or her respective state, district, or territory; provided, however, that, except as authorized in Article VI, Section 6 hereof, an Associate member shall have no voting privileges and shall not be permitted to make motions or nominations from the floor.
- C. An Honorary member shall be one who is a past member of the Council and who has rendered distinguished service and has been elected, by written ballot, to such honorary membership by a two-thirds majority of those present at an annual conference. Each past president of the Council, who is not an Active member, will automatically become an Honorary member of the Council and will be eligible to serve in an advisory capacity to the Council. Honorary members shall have no voting privileges and shall not be permitted to make motions or nominations from the floor.

#### SECTION 3. REMOVAL OR WITHDRAWAL

Membership may be withdrawn from the Council upon written notice thereof transmitted to the president setting forth the effective date upon which such withdrawal is requested. Any and all property belonging to the Council which may be in the possession of individual board members of the resigning member state shall be transmitted to the person and at the address designated by the president.

## ARTICLE V

### Officers, Executive Board, Terms of Office, Vacancies and Contracts, Etc.

#### SECTION 1. OFFICERS

- A. The officers of the Council shall be a president, the immediate past president, a first vice president, a second vice president, a secretary/treasurer, four regional directors and two executive directors, all of whom, except the immediate past president, shall be elected by the general membership during the annual conference.
- B. The states comprising the regions from which the four regional directors shall be elected shall be determined by the Executive Board.
- C. Only Active members in good standing are eligible to be elected to an office, except that the executive directors elected as members of the Executive Board shall be Associate members, as defined in Article IV, Section 2(B)(2) hereof.
- D. No person shall hold more than one elective office simultaneously.
- E. Any member of the Executive Board whose membership on their state board is terminated will be allowed to complete their elected term of office.

#### SECTION 2. EXECUTIVE BOARD

- A. Management. The management of the Council shall be exercised by an Executive Board composed of all officers. The president shall be chairman of the Executive Board.
- B. Eligibility. Any Executive Board officer is eligible to be elected, appointed, or serve on the Executive Board provided:
  - 1. The jurisdiction from which that potential officer or officer derives its membership does not utilize a national examination program developed by any other entity than the Council (“Competing Examination Program.”)
  - 2. If the jurisdiction from which that candidate for an officer position on the Executive Board derives its membership at the time of elections utilizes a Competing Examination Program, that candidate is not eligible to be elected to the Executive Board.
  - 3. If the jurisdiction from which that an officer on the Executive Board derives its membership elects to move to a Competing Examination Program while the officer is serving, that officer must resign or be removed from the Executive Board effective the date that the jurisdiction selects or awards a

contract for the administration of the Competing Examination Program, even if that jurisdiction is at that point, then administering the Council's National Examinations Program.

4. If a jurisdiction that utilizes a Competing Examinations Program selects or awards a contract for the administration of the Council's National Examinations Program, a member becomes eligible on that date to be on the Executive Board (provided the member meets all other eligibility requirements.)
5. The Executive Board may in extraordinary circumstances waive any of the eligibility requirements in this Article V, Section 2, Subsection B by unanimous vote.

### SECTION 3. TERMS OF OFFICE: VACANCIES

- A. Terms of Office. Officers, except the immediate past president, and the executive director Executive Board officers, shall be elected for a term, which shall constitute two years, beginning at the end of each annual conference, or until the newly elected successors thereto shall be installed into office. The officers, except the immediate past president, shall be elected at the annual conference and be installed and assume office at the close thereof. Each officer, except the immediate past president and the executive director Executive Board officers, shall be permitted to succeed herself/himself in a particular office for a two-year term only once.
- B. Staggering of Terms. Beginning at the 2021 Conference, the President, the Second Vice President, the Region One Director, and the Region Three Director shall be elected to a two-year term. These shall be known as "odd year terms." Beginning at the 2022 Annual Conference, the First-Vice President, Secretary-Treasurer, the Region Two Director, and the Region Four Director shall be elected to a two-year term. These shall be known as "even year terms."
- C. No Candidate. In the event there is not a candidate for a Region Director from a Region for that Region's Director seat at the Annual Conference, the members may elect a director for that seat with no restrictions by Region, i.e. until the next election, that seat becomes at-large.
- D. Executive Directors. Executive Directors shall be elected for one-year terms each conference and shall be permitted to succeed herself/himself twice. In each election cycle, of the two executive directors elected, at least one shall be a current member of the Executive Board unless both executive director seats become vacant at the same time.
- E. Vacancies. In the event of the failure of any officer to accept office within thirty days after election thereto, or in the event of a vacancy being created for any other reason, with the exception of the president, the president may declare such office

vacant and fill same by appointment until the next Executive Board meeting at which time the vacancy shall be filled by the Executive Board for the remainder of said term. In the event that the office of the president shall be declared vacant for any reason whatsoever, the order of succession to the office of the president shall be as follows:

1. The first vice president,
2. The second vice president
3. The secretary/treasurer

The officer succeeding to the office of the president shall assume that office until the next annual conference at which time a president shall be elected.

#### SECTION 4. CONTRACTS, AGREEMENTS AND DOCUMENTS

Contracts, agreements and other documents proposed to be entered into by, or on behalf of, the Council, shall be of no force and effect and shall not be binding upon the Council unless such contracts, agreements or other documents shall have been reviewed and approved, in writing, by the Council, the Executive Board, the president or such other persons authorized by the Executive Board.

#### SECTION 5. REMOVAL FROM OFFICE

The Executive Board may remove, for cause, a member of the Executive Board, the National Examinations Committee, and all committees appointed by the President, by a majority vote of no less than six affirmative votes of the members of the Executive Board. Final conviction for a felony or other offense of moral turpitude that adversely affects the individual's ability to perform the duties of his or her office, or may have an adverse effect on NIC if permitted to continue in his or her office, or other causes as may be specified in procedures adopted by the Executive Board that are causes for removal.

### **ARTICLE VI**

#### **Duties of Officers**

##### SECTION 1. PRESIDENT

A. The president shall:

1. upon taking oath of office, subscribe to and uphold with diligence and honor all objectives of the Council;
2. be the senior officer of the Council and shall be entitled to all the courtesies and privileges of such;

3. preside at all regular and special meetings of the Council and Executive Board;
4. be responsible to the Executive Board for the daily operation of the business of the Council;
5. shall be an ex-officio member of all committees and as such shall have the right to vote, except as a member of the National Examinations Committee;
6. appoint all committees, which shall consist of an uneven number of appointees including the chairman; and
7. perform such other duties as are usual and incidental to such office, and such as are duly requested of her/him by the Council or the Executive Board.

B. The retiring president, whether or not an Active member, shall automatically become the immediate past president and, as such, a member of the National Examinations Committee until the next president retires.

## SECTION 2. FIRST VICE PRESIDENT

A. The First Vice President shall:

1. in the event of the absence of the president, or of the refusal of the president to act, shall be vested with the full powers, duties and obligations of the office of the president;
2. serve as a member of the National Examinations Committee; and
3. serve as National Chair of the Aurie J. Gosnell Scholarship Committee.

## SECTION 3. SECOND VICE PRESIDENT

A. The Second Vice President shall:

1. upon request of the president, shall represent the Council at such meetings as may be necessary and desirable and shall be, while acting in this capacity, entitled to all the courtesies of the chair.

## SECTION 4. REGIONAL DIRECTORS

A. The Regional Directors shall:

1. serve as members of the Executive Board and shall be responsible to all members of their region for dissemination of information and help as needed and requested;

2. serve as Chair of their region for Aurie J. Gosnell Scholarship Committee;
3. be responsible for regional meetings, if, regional meetings are authorized by the Executive Board;
4. be the contact liaison for each state in their region and provide information;
5. be under the supervision and direction of the president or the individual the president assigns; and
6. perform any other duty as the president deems necessary.

#### SECTION 5. SECRETARY/TREASURER

A. The Secretary/Treasurer shall:

1. keep the minutes of all meetings of the Council in the absence of the Administration Services Coordinator;
2. provide each Executive Board member with one copy of minutes in the absence of the Administration Services Coordinator;
3. perform any other such duties assigned by the president or the Executive Board;
4. consult with and advise the comptroller of the Council's fiscal policies;
5. serve as internal auditor for the Council with duties and responsibilities that the Executive Board shall prescribe; and
6. present to the Executive Board written quarterly and annual financial reports of the Council prepared by the comptroller in the absence of the comptroller.

#### SECTION 6. EXECUTIVE DIRECTORS

The executive directors elected as members of the Executive Board shall, in addition to their duties and responsibilities as members of the Executive Board, be responsible to all Associate members, as defined in Article IV, Section 2.B.2, for dissemination of information and help as needed and requested.

#### SECTION 7. EXECUTIVE BOARD

A. The Executive Board shall:

1. formulate the programs of the Council and shall have charge of all business affairs during the interim between regular meetings;

2. prepare and adopt a financial budget for the operation of the Council prior to the beginning of each fiscal year;
  3. from time to time adopt such policies and procedures and create such additional committees, as it shall deem necessary and proper;
  4. meet annually at the time and place of the annual conference. Special meetings of the Executive Board may be called by the president and shall be called by the president upon the written request to the president by a majority of the members of the Executive Board; and
  5. prepare and present to the annual meeting a full and complete report of its activities during the past year, together with any recommendations for the progress and welfare of the Council.
- B. The Executive Board is authorized to employ and terminate such personnel in such positions and prescribe their duties and determine such compensation as they determine to be in the interest of the Council, provided that, the Executive Board may employ an Executive Director to manage the day to day activities of the Council and once employed, the Executive Director retains the authority to employ and terminate other employees and independent contractors utilized by the Council, except the General Counsel, who reports to the President and the Executive Board.

## ARTICLE VII

### Meetings

#### SECTION 1. CONFERENCE

- A. Regular: There shall be an annual conference or meeting in each calendar year, the time and place of which shall be decided no later than the time of adjournment of the previous annual conference. In default thereof, the time and place shall be decided by the Executive Board. In case of emergency, the Executive Board may change the time for, and the place of, such meeting.
- B. Special: Special meetings of the Council may be called at a time and place designated by the president and shall be called by a majority vote of the Executive Board or all Active members upon thirty (30) days' notice to all members. Such notice shall specify the purpose of the said special meeting, and only such business as shall be specified in such notice shall be transacted.
- C. Electronic Ballots:
  1. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Council delivers a written or

electronic ballot to every member entitled to vote on the matter as provided in Article VIII, Section 2. The written or electronic ballots shall be delivered to each state or territory qualified to cast a ballot through a person designated to accept such ballots by that state or territory to the Council in writing.

2. A written or electronic ballot shall:
  - (a) set forth each proposed action; and
  - (b) provide an opportunity to vote for or against each proposed action.
3. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
4. All solicitations for votes by written or electronic ballot shall:
  - (a) indicate the number of responses needed to meet the quorum requirements;
  - (b) state the percentage of approvals necessary to approve each matter other than election of directors; and
  - (c) specify the time by which a ballot must be received by the Council in order to be counted.
5. A written or electronic ballot may not be revoked less than 24 hours before the vote is scheduled.
6. An initiative by electronic ballot may be initiated in the same manner as a Special Meeting.

## SECTION 2. EXECUTIVE BOARD

- A. Regular: There shall be at least two regular meetings in each calendar year of the Executive Board, which meetings shall be called by the president. In the event that the president shall fail to call such meetings in any one calendar year, such meetings shall be called by a majority of the members of the Executive Board.
- B. Special: Special meetings of the Executive Board shall be held on the call of the president, or on the written request of a majority of the members of the Executive Board.
- C. Form of Meeting: Any meeting of the Executive Board may be held telephonically or by videoconference.

### SECTION 3. REGIONAL MEETINGS

Regional Meetings of the council may be called to be held at a location and date to be determined by the Executive Board.

## ARTICLE VIII

### Voting

#### SECTION 1.

Unless otherwise specifically stated in these bylaws, all matters shall be decided by a majority vote of those voting members present at a meeting, provided a quorum is present.

#### SECTION 2. CONFERENCE MEETINGS

- A. All Active members present from each state shall compose the Active membership of such state, district or territory and shall be entitled to one vote in total, provided the current membership dues are paid.
- B. Associate members shall have no voting privileges except when the state from which such Associate members represent shall have no Active members present, in which case the Associate member shall cast by proxy that state's vote, provided such proxy shall be authorized in writing by said board chairman.

#### SECTION 3. EXECUTIVE BOARD MEETINGS

Each member of the Executive Board shall be entitled to one vote.

## ARTICLE IX

### Quorum

#### SECTION 1. OF THE COUNCIL

One-third (1/3) of the voting members shall constitute a quorum at any conference or meeting of the Council.

#### SECTION 2. OF THE EXECUTIVE BOARD

A majority of the members shall constitute a quorum at any meeting thereof.

### SECTION 3.

If, at any meeting of the Active membership, a quorum shall fail to appear, the presiding officer shall adjourn such meeting and designate a time and place for the reconvening thereof, and such officer shall notify all members of such reconvened meeting. One-third (1/3) of the voting members shall constitute a quorum at such reconvened meeting.

## **ARTICLE X**

### **Committees**

#### SECTION 1.

The president shall appoint all such committees as are necessary to fulfill the functions of the Council.

#### SECTION 2.

- A. There shall be a committee designated the National Examinations Committee. The National Examinations Committee under the direction of the President, serves as an Advisory Committee to the Executive Board. The National Examinations Committee shall be composed of the immediate past president, the first vice president, and three members to be appointed by the president, among which total membership shall include no more than two elected officers. The National Examinations Committee shall elect from its membership at the post conference meeting, a chairman, vice chairman and a secretary. Appointment by the president shall be for a term of three years; provided, however, if the appointment shall be for an unexpired term, the appointment shall be for the unexpired portion of the term only.
- B. The National Examinations Committee will advise the Executive Board upon request to ensure the testing program is kept current with the state of the art within the industry and shall encourage all states to participate in the Council's testing.

#### SECTION 3.

The president shall appoint at the annual conference a nominating committee, not to exceed a total of seven, to be composed of at least one member from each of the Regions. No member shall serve if they are a member of the Executive Board or if their name is to be placed in nomination by the nominating committee. The president shall appoint a chairman of the committee.

## **ARTICLE XI**

### **Insignia Seal**

#### SECTION 1.

The Council shall adopt a corporate seal and an insignia, which shall be used at the discretion of the president for official purposes.

## **ARTICLE XII**

### **Dues**

Dues of Active and Associate members shall be determined by the Executive Board. Honorary members shall pay no dues.

## **ARTICLE XIII**

### **Compensation**

The officers and committee members shall serve without compensation except as follows: a) The president and/or his designees shall receive a stipend when conducting meetings or traveling on behalf of Council; b) All members of the National Examinations Committee shall receive a stipend when meeting or working on behalf of the National Examinations Committee of the Council; c) Officers and other committee members shall receive a stipend when working on behalf of the National Examinations Committee of the Council. No stipend shall exceed \$300 per day. Only one stipend will be paid per person per day as applicable. All officers and committee members shall receive such allowance for expenses as determined by the procedures of the Executive Board.

## **ARTICLE XIV**

### **Fiscal Year**

The fiscal year shall begin on July First and shall end June Thirtieth of the following year.

## **ARTICLE XV**

### **Amendments**

#### SECTION 1.

Amendments to these bylaws may be proposed at the annual conference or at a special meeting of the Council called for that purpose, or by electronic ballot initiative. Proposed amendments shall be submitted to the membership at least thirty days prior to such annual or special

meeting; provided, however, this requirement may be waived by a majority vote of those present and voting. A two-thirds vote of those present shall be required for such amendments. In the event of an emergency a majority of the Executive Board may amend these bylaws. An amendment by the Executive Board will have full force and effect until the next annual conference at which time such amendment must be ratified by the general membership of the Council. If such amendment is not ratified by the general membership of the Council at the next ensuing annual conference then such amendment will cease to be effective.

## SECTION 2.

Each amendment shall become effective immediately upon adoption unless otherwise provided in such amendment.

## **ARTICLE XVI**

### **Robert's "Rules of Order," Newly Revised**

Robert's (Newly Revised) "Rules of Order" shall govern parliamentary procedure of the Council for all membership meetings, Executive Board meetings and committee meetings, except in such cases where the bylaws are in contradiction or when the bylaws fall silent.