



## National Association of State Chief Administrators (NASCA)

### ORGANIZATIONAL STRUCTURE AND BYLAWS

#### I. NAME

The name of the association shall be the National Association of State Chief Administrators, Inc. (NASCA).

#### II. PURPOSE

The purpose of the Association is to provide a continuing mechanism through which administration and general services agencies of the states, by whatever name, can exchange information of common interest, thereby increasing the effectiveness and efficiency of individual state efforts through educational programs or publication, or any other charitable or scientific means under the provisions of section 501(c) (3) of the Internal Revenue Code of 1954.

#### III. ORGANIZATIONAL STRUCTURE

The following organizational structure is adopted:

- A. **State Membership.** The official member shall be the principal designee directly charged to deliver administration or general services.

**Associate Membership.** Members shall be deputy directors or administrators charged with the delivery of administration and general services. There can be an unlimited number of state designees recommended by the official member. The Administrator of the General Services Administration of the federal government is automatically an Associate Member without payment of dues.

**Corporate Membership.** Corporate membership is offered to any organization or business interested in cooperatively working with state leaders to improve state administration and general services. Corporate members may serve on duly constituted committees when such service will benefit the association. Corporate members will not be eligible to vote or hold office in the association.

- B. **Voting Privilege.** Each dues paying state may cast only one vote.

- C. **Dues.** Each state member will be assessed a membership fee on an annual basis to cover necessary operating expenses. Dues may be changed for the ensuing year upon recommendation of the Executive Committee and a two-thirds affirmative vote of member states. Voting will occur at the annual business meeting or through electronic or telephonic polling. Each corporate member will be assessed a membership fee set by the Executive Committee of NASCA.

- D. **Executive Committee.** The Association shall be governed by an eleven-member Executive Committee consisting of the President, Vice President, Secretary-Treasurer, Immediate Past President and seven At-Large Directors. The principal, deputy or program director of each member state shall be eligible to serve on the Executive Committee. Four Alternate Members may be added to the Executive Committee and invited to routine meetings but will not serve as a voting member and will not count towards a quorum. Alternates may assume a full-time Executive

Committee role if a vacancy occurs in an At-Large Director position with a majority vote of the remaining Executive Committee members. All Executive Committee Members and Alternates will be voted upon by membership-at-large during a normal election cycle.

1. **Quorum.** A majority of official members on the roster (50% plus one) shall constitute a quorum for the transaction of business at any given meeting of the Executive Committee. For annual business meeting actions, a majority of members present (50% plus one) will constitute a quorum. No formal business action may occur at any meeting of which a quorum is not present.
2. **Vacancies.** Vacancies of At-Large Directors arising from any cause shall be filled by majority vote of the remaining Executive Committee members, maintaining regional representation. The vote of the Executive Committee Members may be accomplished at the initiation of the President through electronic or telephonic voting. If a vacancy occurs in an officer position, a formal succession plan will include the Vice President assuming the role of President and Secretary/Treasurer assuming the role of Vice President. Both will preside and otherwise exercise all the powers and duties of office. The Secretary/Treasurer role will be filled through majority vote of Executive Committee members and will be filled by an At-Large Director. Any current member of the Executive Committee who subsequently becomes ineligible to serve by virtue of a change in his

or her employment may, subject to approval by majority vote of the remainder of the Executive Committee, continue to serve until the end of the term for which he or she was elected so long as the member remains in state government operations in some capacity. The member must remain employed by the same state as he/she originally represented and must have a continued connection to state government operations with approval from the sitting state Chief Administrator.

**Officers.** The officers of the Executive Committee are the President, Vice President, Secretary-Treasurer and the Immediate Past President. The Executive Committee shall meet at least once annually to transact such business as necessary for the effective operation of the Association. Officers begin on January 1 of the first year of a two-year term beginning in the even year. It is also the responsibility of the Executive Committee to determine the location of any in-person events.

3. **Elections and Terms of Offices of At-Large Directors.** The seven At-Large Directors of the Executive Committee shall be elected by the membership-at-large to serve a two-year term ending on December 31 at the conclusion of their term. At-Large Directors may run for re-election for two additional two-year terms for a total of six years. The Executive Committee shall have representation from all regions. A majority vote of members is required for election.

4. **Additions to Executive Committee.** The President, with consent of a majority of the existing Executive Committee, may ask chairpersons of committees to serve on the Executive Committee during the President's term. These members are non-voting and will not count towards a quorum.

**Elections and Terms of Offices.** The President, Vice President, and Secretary-Treasurer shall be elected by the membership to serve a two-year term ending on December 31 of their ending term year.. Officers may run for re-election for two additional two-year terms for a total of six years. A majority vote of members is required for election. The members shall elect Officers the year prior to beginning of the term in office on January 1 of their first term year. (Amended, 2017)

A. **Term Limits.** A member serving as an At-Large Director and/or an Officer shall be eligible to serve for a total not to exceed six consecutive years. A member may be eligible to serve again after a one-year hiatus. The Immediate Past President shall serve as an Officer one additional year after his/her presidency regardless of term limit.

5. **Compensation.** Executive Committee Members shall receive no compensation for carrying out their duties during their defined term. Reasonable reimbursement for expenses incurred in conjunction with carrying out Executive Committee responsibilities, such as necessary travel expenses to attend committee meetings, may be provided by the Association.

6. **Duties of President.** The President shall perform the usual duties of a presiding officer at meetings of the Association and of the Executive Committee and shall

perform other duties as contained in the Bylaws or as directed by the Association or the Executive Committee.

7. **Duties of Secretary-Treasurer.** The Secretary-Treasurer shall oversee reports of the meetings by the staff, the members and the Executive Committee, as well as the reports on revenues and expenditures.
  8. **Committee.** The Executive Committee may appoint one or more standing committees to assist with Association business and programming. Members will be invited to serve on standing committees with a two-thirds state member to one-third Corporate Council ratio. Consensus will guide actions of the standing committees. If a formal vote is required, only state members participate in the vote.
  9. **Majority Vote.** Except by otherwise required by the Articles of Incorporation, a majority vote of the Executive Committee Members present at a meeting where quorum is present shall constitute an act of the Executive Committee.
- E. **NASCA Corporate Council (NCC).** The NCC is the representative body for NASCA's corporate members, comprising of corporate member primary contacts. Each corporate member may appoint one or more representatives to the NCC.
1. The NCC will elect from its membership two co-chairs who will serve a two-year term on a staggered basis. Individual nominees must be NASCA corporate members in good standing, with two years of active participation with NASCA. The NCC will elect one co-chair on an annual basis through in-person, electronic or telephonic voting to serve a two-year term. If an individual leaves their role as NCC co-chair, the full NCC will elect a replacement to fulfill the vacant term.
  2. The co-chairs will represent the NCC as non-voting, ex officio members of the NASCA Executive Committee and will not count towards quorum.
  3. The NCC may meet quarterly by conference call. The purpose of the calls is to engage NCC members, learn more about NASCA and hear from state guest speakers.

#### IV. MEETINGS OF THE ASSOCIATION

- A. **Annual Meetings.** Regular annual meetings of the Association shall be held at such time and places as determined by the Executive Committee. The location and time of the annual meetings shall be announced in advance. Efforts shall be made to rotate the locations of meetings by regions. The host state member and staff will be requested to aid the Association staff in making arrangements for annual meetings.
- B. **Attendance at Annual Meetings.** Attendance at annual meetings is open to the head, the deputy or the program director of the state agency directly charged with administration or general services, and corporate members. In addition, the agency head, the deputy or the program director may be accompanied by staff members as observers of the conference.

C. **Actions of the Association.** Resolutions may be adopted by the Association upon recommendation of the Executive Committee and a two-thirds vote of all members of the Association present at the time of consideration or upon a two-thirds vote of all members of the Association polled by the Executive Committee.

V. **BYLAWS**

- A. **Purpose.** The Bylaws of the Association are established to give general and consistent guidance to the continued purpose for which the Association was formed.
- B. **Amendment.** The Bylaws may be amended at any meeting of the membership by a two-thirds affirmative vote of members present at the time of voting or at any other time by a two-thirds affirmative vote of all members through electronic or telephonic polling. Amendments may be proposed by any member of the Association but must be considered by the Executive Committee and recommended either for or against to the membership no less than 24 hours prior to a vote on the amendment

*Bylaws amended April 2020 by the Executive Committee and NASCA members. Reviewed by an attorney.*