



Constitution & By-Laws

Amended: November 2009

CONSTITUTION

ARTICLE 1 NAME

The name of this Association shall be the National Association of College Auxiliary Services and shall herein be referred to as the National Association, Association or NACAS.

ARTICLE II PURPOSES

The purpose of the National Association shall be:

Section 1: to promote high standards of business practices and ethical conduct among its members.

Section 2: to unite into one organization those persons whose major responsibility is providing auxiliary services to the students, faculty, staff and guests of their respective colleges and universities.

Section 3: to provide for the collection, dissemination, and interchange of information among the members.

Section 4: to foster a cooperative spirit with other college and university professional organizations.

Section 5: to provide opportunities for training, career development, skill development and other forms of professional growth, and to promote auxiliary services as a valid component of the total educational process.

Section 6: to foster cooperation, support, and growth of the regional, state and local associations of college auxiliary services.

Section 7: to maintain a high percentage of the institutions of higher education as members.

Section 8: to promote auxiliaries as an asset to higher education.

Section 9: to foster international goodwill through cooperation and liaison with kindred associations throughout the world.

Section 10: to represent the interests of college and university auxiliary services to local, state and federal legislative bodies and agencies.

ARTICLE III MEMBERS

Section 1: Regular Membership

- a. Regular membership is by institution only. The institution must be either a degree granting accredited college, junior college, or university.
- b. Member institutions are represented by a designated full-time employee. The designated employee may be from an affiliated corporation.
- c. Regular members have voting rights, with each institution having one vote.

Section 2: Individual Members

Persons having an interest in the purposes and activities of the Association may become Individual members and may include active professionals, students or retired professionals. Individual members shall not be eligible to vote during official meetings or to hold office within the Association.

Section 3: Honorary Members

Honorary members (individuals) may be elected to the membership of the Association upon recommendation of the Board of Directors. Honorary members shall not be eligible to vote or hold office in the Association.

Section 4: Business Partner Members

Businesses, individuals and organizations having an interest in the purposes and activities of the Association may become Business Partner Members. Business Partner Members shall not be eligible to vote or hold office in the Association.

Section 5: Membership Year

The Board of Directors shall have authority to determine the membership year and the fiscal year of the Association.

**ARTICLE IV
ORGANIZATION**

Section 1: NACAS shall be governed by a Board of Directors elected by the membership.

Section 2: The United States is to be divided into four geographical regions titled Western, Central, Southern, and Eastern.

Section 3: Membership from international institutions is encouraged. The Board of Directors shall assign international members to one of the regions.

Section 4: The Board of Directors will appoint a CEO (Chief Executive Officer) to administer the affairs of the Association. The CEO will organize an administrative office with staffing and compensation approved by the Board of Directors.

**ARTICLE V
AMENDMENTS**

Section 1: This Constitution and any Article or Section thereof can only be amended by the affirmative vote of at least three-quarters (75 percent) of the members present and voting at the business session of an Annual Conference.

Section 2: Proposed amendments may be submitted by the written petition of any member and must be submitted to the President of the National Association.

Section 3: A majority vote of the Board of Directors at the next scheduled Board Meeting will be required to place the proposed amendment before the members at the business session at the next Annual Conference.

Section 4: The President shall cause the distribution of all proposed amendments approved by the Board of Directors to all members of the National Association at least 30 days prior to the Annual Conference at which the amendments are to be considered.

Section 5: Amendments approved by three-quarters (75 percent) of the members present and voting at the business session at the Annual Conference shall take effect immediately.

BY-LAWS

ARTICLE I. GOVERNANCE

The National Association shall be governed by the Board of Directors which will be responsible for the maintenance of the Constitution and By-Laws.

ARTICLE II. ORGANIZATION

Regions

The National Association shall be divided into four (4) regions. The regions are composed of the following geographical areas:

NACAS CENTRAL	NACAS EAST	NACAS SOUTH	NACAS WEST
North Dakota	New York	Texas	Washington
South Dakota	New Jersey	Oklahoma	Oregon
Nebraska	Pennsylvania	Arkansas	California
Kansas	Delaware	Louisiana	Idaho
Minnesota	Maine	Kentucky	Nevada
Iowa	Vermont	Tennessee	Arizona
Missouri	New Hampshire	Mississippi	Montana
Wisconsin	Massachusetts	Alabama	Wyoming
Illinois	Connecticut	North Carolina	Colorado
Michigan	Rhode Island	South Carolina	Utah
Indiana	West Virginia	Georgia	New Mexico
Ohio	Virginia	Florida	Alaska
	Maryland		Hawaii
	District of Columbia		Alberta
	Ontario		British Columbia
	Quebec		Guam
	Atlantic Provinces		El Paso, TX
	Puerto Rico		Saskatchewan
			Manitoba
			New Zealand
			Australia

A change in the regional membership designation of an individual member institution can be approved by the Board of Directors if the individual member institution has sought and received approval of the Board of Directors of both regions that will be affected. Such approval by the National Board of Directors will put the change in regional designation in effect with the first day of the following fiscal year.

ARTICLE III. OFFICERS

A. The officers of the National Association shall consist of the following:

- President
- President-Elect
- Vice President
- Treasurer
- Secretary
- Immediate Past President

B. Nomination of Officers

1. The Immediate Past President shall chair the Nominating Committee.
2. The remaining four members shall be appointed by the regional boards, one from each region.
3. It shall be the duty of this committee to nominate candidates for the offices to be filled at the next annual meeting of the membership.
4. The Nominating Committee shall report their recommendations to the Board of Directors at its regularly scheduled summer meeting.
5. Before the election at the annual membership meeting, additional nominations from the floor shall be permitted.

C. Terms of Office

1. The term of office of the President, President-Elect, Vice President and Immediate Past President, shall be for one year and shall commence upon their election or installation at the Annual Conference.
 - a. The position of Vice President of the Association shall be elected by the general membership each year at the Annual Business Meeting and shall be from the Region of the Association identified through the Regional Rotation Schedule.
 - b. Regional Rotation Schedule: Each year the Vice President of the Association shall be elected from a Region of the Association based on the Rotation Schedule: Eastern, Central, Western and Southern to ensure equal representation by all Regions of the Association every four years. Only the position of Vice President shall be based on the Rotation Schedule.
2. The term of the Treasurer shall be for three years and shall commence upon installation at the Annual Conference. The Treasurer can serve a maximum of two consecutive terms.
3. The Secretary shall be the CEO of the National Association. When the CEO ceases to hold the administrative office, the duly appointed successor shall become the Secretary in the place and stead of the predecessor.

D. Tenure

None of the officers, with the exception of the Treasurer, shall be eligible to succeed himself or herself, except in cases where the individual was appointed to fill an unexpired term or vacancy. Any member may serve as an officer multiple times, providing at least a one year lapse for the same position.

E. Office Holder Combinations

No two offices of the Association may be held by the same person.

F. Appointments to Fill Officer Vacancies

1. In the event the position of President becomes vacant, the President-Elect shall assume the office of the President. Further, the Vice President shall assume the office of President-Elect. To fill the vacated Vice President position, the region next in rotation to select the Vice President shall, as soon as practical through the Regional Board, propose a candidate to fill the vacated position.

2. In the event the position of President-Elect becomes vacant, the Vice President shall assume the office of President-Elect. To fill the vacated Vice President Position, the region next in rotation to select the Vice President shall, as soon as practical through the Regional Board, propose a candidate to fill the vacated position.
3. In the event the position of Vice President becomes vacant, the region from which the Vice President was elected shall, as soon as practical through the Regional Board, propose a candidate to fill the vacated position.
4. In the event the position of Treasurer becomes vacant, the President shall appoint an Acting Treasurer.
5. All proposed candidates and proposed Presidential appointments for the positions listed above (1-4) are subject to the approval of the Board of Directors.
6. In the event the position of Immediate Past President becomes vacant the most recent Past President, still eligible to serve, shall assume the office of Immediate Past President.
7. If the President-Elect and/or Vice President move forward to fill a vacant post, they shall continue in those assumed roles at the next Annual Conference, ensuring at least one year of service in each position.

ARTICLE IV. MEETINGS

A. Annual Conference of the National Association

1. There shall be an Annual Conference of the National Association which shall be announced in writing to all members at least 90 days in advance.
2. During each Annual Conference there shall be a business meeting, open to all voting members, for the following purposes:
 - a. Conducting the business of the National Association
 - b. Electing Officers
 - c. Voting on amendments to the Constitution and/or By-Laws
 - d. Reviewing and considering the Treasurer's Report
 - e. Reviewing and approving a budget for the National Association for the next Fiscal Year
3. Ten percent of the eligible to vote members will constitute a quorum at the Annual Conference.
4. Voting Rights
 - a. The right to vote is strictly reserved to member institutions.
 - b. There shall be no more than one vote cast per member institution on any ballot. In the event of a tie vote during a business meeting, the President (or any other officer presiding in the President's place) shall be required to cast a single vote so as to break the tie.
 - c. Any member institution may be represented by any number of individuals who are themselves full-time employees of the member institution or of its wholly owned subsidiary.
 - d. No institution may split its vote among its representatives, but shall be required to cast a whole vote or to abstain.

B. Board of Director Meetings

1. Regular Meetings

The time and place of regular meetings of the Board of Directors shall be set by the President.
2. Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and place to be fixed by the President and/or the Board of Directors, provided that such meeting shall be held during the months of October or November of each calendar year.
3. Special Meetings

Special meetings of the Board of Directors may be called by the President, or at the request of six or more of the directors, to be held on such date and at such time as shall be designated in the notice of meeting.

4. Notice of Meeting
Notice of any meeting of the Board of Directors, other than special meetings, shall be given not less than seven (7) days prior thereto by written notice delivered personally or sent by mail, facsimile, or electronic mail to each director at his/her address or facsimile number as shown in the records of the Association. Notice of special meetings shall be delivered at least twenty-four (24) hours before the date and time thereof. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of such meeting.
5. Quorum and Manner of Acting
One-half of the number of voting Directors in office shall constitute a quorum of the Board of Directors for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director or Directors, if any action is approved by at least a majority of the required quorum for that meeting.
6. Proxy voting by directors is not permitted.

ARTICLE V. BOARD OF DIRECTORS

- A. The members of the Board of Directors shall consist of the following officers and directors:

- President
- President-Elect
- Vice President
- Treasurer
- Immediate Past President
- Four Regional Directors
- Two At-Large Members
- CEO (Ex-Officio)/Secretary

- B. Board Duties and Powers (Amended Nov. 2009)

The Board of Directors shall have full power and authority over the affairs of the National Association.

The Board of Directors shall have the authority to set the amount of dues for membership and the authority to collect dues.

- C. Nomination of Board Members

The process for nominating Board Members who are not officers of the National Association shall be the same as the process for nominating officers (see Article III. B.).

- D. Term of Board Members

In addition to the terms of the officers listed in Article III., Section C., the term of office of the Regional Directors and At-Large Members shall be for three years and shall commence upon installation at the Annual Conference.

- E. Tenure

None of the members of the Board of Directors, with the exception of the Treasurer, shall be eligible to succeed himself or herself, except in cases where the Board Member was appointed to fill an unexpired term or vacancy. The members of the Board shall serve until the installation of the new members at the Annual Conference. Any member may serve the Board multiple times, providing at least a one year lapse for the same position.

F. Eligibility

1. Full-time employees of any member institution of the National Association are eligible to hold elected office of the National Association.
2. The Board of Directors shall be individuals directly engaged in the administration of auxiliary services at a member institution of the National Association.
3. It shall be the intent of all nominating committees to seek adequate representation from all types of institutions qualified for membership in the National Association.

G. Office Holder Combinations

No two offices of the Association may be held by the same person.

H. Resignation and Removal from Office

1. Any Director may resign from the Board at any time by giving written notice to the President and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.
2. In order to remove a Board Member from office, for cause, a written request signed by three Board Members must be presented in writing to the CEO.
3. The CEO must provide a copy of the request for removal to all Board Members including the member subject to removal within 10 days of the receipt of the request and must cause the item to be placed on the agenda of the next scheduled board meeting.
4. On receipt of the request for removal, six or more Board Members may request, in writing to the President, that a special board meeting be held to address the issue. If such a request is made the President must call a special meeting within 40 days to consider the removal.
5. The Board Member in question will be allowed due process at the meeting.
6. Removal can only be accomplished through a vote of two-thirds of the Board Members present.

I. Compensation

Directors shall receive no compensation for their services.

J. Vacancies

Any position of the Board of Directors shall be declared vacant whenever any of the following occur:

1. The incumbent is no longer eligible by virtue of employment (i.e., no longer employed by a member institution, or no longer employed within the elected region for the Regional Directors).
2. The member institution is no longer eligible by virtue of accreditation or failure to pay dues.
3. The Board Member has been removed from office by board action.

K. Appointments to Fill Board Vacancies

1. In addition to the process for the appointment of vacant officer positions listed in Article III., Section F., the following shall apply to the remaining Board positions:
 - a. In the event of a vacancy of a Regional Director, after consultation with the Regional President, the President shall appoint an Acting Director from the appropriate region.
 - b. In the event of a vacancy of an At-Large Director, the President shall appoint an Acting Director.
2. All proposed candidates and proposed Presidential appointments for the positions listed above are subject to the approval of the Board of Directors.

L. Indemnification of Directors and Officers

1. Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors and Officers made or threatened to be made, a party to an action or proceeding against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees actually and necessarily incurred as a result of such action or proceeding.

2. Advancement of Expenses

To the fullest extent permitted by law, expenses incurred by a Director or Officer in defending an action or proceeding shall be paid by this Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount.

3. Insurance

This Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation it incurs as a result of the indemnification of Directors and Officers, subject to the applicable provisions of the law.

M. Conflict of Interests

1. It is the intent of the Association that each Board Member avoid a conflict of interest in the execution of Board duties.
2. Should a Board Member believe that such a conflict exists on a particular issue before the Board, the Board Member should make that conflict known to the other members and should refrain from participation in the discussion or voting on the issue.
3. In the event there is a question of conflict, the President shall request an opinion from legal counsel.
4. If, in the opinion of legal counsel, a conflict exists, the Board Member with the conflict will be required to either eliminate the conflict or refrain from participation in Board action related to the conflict.

ARTICLE VI. DUTIES OF BOARD MEMBERS

A. President

It shall be the duty of the President to preside at all meetings and enforce all rules and regulations relating to the administration of the National Association. The President shall appoint all Chairs to the Standing Committees and to the Special Committees and also those members as required and specified in the Constitution and By-Laws, subject to the approval of the Board of Directors. The President shall set the date and place of necessary Board of Directors meetings which are limited to not more than five per fiscal year, one of which shall be held at the site of the National Association Annual Conference.

B. President-Elect

The President-Elect shall serve on the Board of Directors and shall assume such duties as may be assigned by the President. The President-Elect shall prepare to assume the office of the President upon election to that office, and shall select Chairs of Standing Committees for his/her term of office as President prior to the Annual Conference when the office is assumed, subject to the approval of the Board of Directors. Upon the death, resignation, removal from office, or inability to act, of the President, the President-Elect shall assume the office of the President.

C. Vice President

The Vice President shall be deemed to be the President-Elect for the following year. The Vice President shall serve as a member of the Annual Conference Program Committee and assume such duties as the President or Board of Directors may assign.

D. Treasurer

The Treasurer shall, when necessary, attest to the official acts of any officer and the Board of Directors of the Association and to such other acts as may be directed by resolution of the Board of Directors. The Treasurer shall be responsible for reviewing the fiscal policies of the Association, and shall submit, with the assistance of the CEO, a report, verified by the Audit Committee, showing in appropriate detail the receipts and expenditures of the Association together with such additional information as may be required by the Board of Directors from time to time for the purpose of demonstrating the fiscal condition of the Association and to be used for such legislative and other purposes as may be necessary. The Treasurer shall, with the assistance of the Finance Committee and CEO, prepare and submit a proposed budget for the ensuing fiscal year to be reviewed, amended and acted upon by the Board of Directors for presentation to the membership at the Annual Conference of the Association. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors.

E. Regional Directors

Each region will be represented on the Board of Directors by one (1) Regional Director elected by the region at its Annual Conference.

F. At-Large Board Members (2)

At-Large Board members will be elected by the general membership for terms that are staggered such that their terms expire in different years. Each of the two At-Large positions on the Board of Directors will focus on strategic initiatives and Association priorities identified by the Board. Each will work with the appropriate NACAS group(s) addressing those initiatives and priorities.

G. Immediate Past President

The Immediate Past President shall serve on the Board of Directors, shall chair the Nominating Committee and shall assume duties as directed by the President or Board of Directors.

H. CEO/Secretary (Amended Nov. 2009)

The CEO shall be the Secretary of the Board. The Secretary shall act, or designate one or more persons to act, as the clerk to the Board of Directors and the Executive Committee of the Board. The Secretary shall keep, or cause to be kept, a book of Minutes of all meetings and all actions taken by the Board and the Executive Committee. Such Minutes shall set forth the time and place of any such meetings, the names of those present, and the notice thereof given, whether regular or special. The Secretary shall have the authority to sign any and all documents on behalf of the Association. Documents relating to the purchase or sale of real property shall also require the signature of the President of the Board.

ARTICLE VII. BOARD EXECUTIVE COMMITTEE

1. An Executive Committee of the Board shall be established to function on the Board's behalf between meetings of the full Board.
2. The Executive Committee shall have the same power and authority as the Board of Directors.
3. The Executive Committee shall consist of the following:
 - a. President
 - b. President-Elect
 - c. Vice President
 - d. Treasurer
 - e. Secretary
 - f. Past President

4. The time and place of meetings of the Executive Committee shall be set by the President, or at the request of three or more committee members.

ARTICLE VIII. COMMITTEES

A. Standing Committees

The Board may appoint one or more standing committees and delegate to such committees any of the authority of the Board, except with respect to:

1. The filling of vacancies on the Board or on any committee;
2. The appointment of other committees of the Board or the members thereof.

Any such committee must be created by resolution adopted by a majority of the Directors then in office, provided a quorum is present.

The makeup and specific duties of the Standing Committees shall be governed by the Board of Directors by stated policy or amendments to the existing Policy Manual.

B. Special Committees

The President may appoint Special (or Technical) committees at any time in any number for any purpose consistent with realizing or seeking to realize any purpose of the National Association. These committees shall be constituted to a term of relatively short duration to accomplish a single task and are not continuous or Standing Committees.

ARTICLE IX. CONTROL OF FUNDS

- A. The principal address shall be the office of the National Association.
- B. The Board of Directors may engage a full-time CEO at an annual salary, to be included in the budget.
- C. The CEO shall open and maintain necessary bank accounts in the name of the National Association.
- D. The CEO shall be responsible for all receipts and disbursements of all National Association funds and shall render an annual accounting of funds to the Treasurer for presentation to the membership at the Annual Conference.
- E. The Treasurer, under the supervision and with the approval of the Board of Directors, shall prepare a proposed annual budget for the ensuing fiscal year for submission to the membership at the annual business session of the Annual Conference.
- F. National Association funds shall be used to defray the direct and normal expenses of the National Association, including clerical expenses, postage, stationery, office supplies and the collection and transcription of minutes of the Annual Conference. Other uses of National Association funds shall be made only to clearly implement the general objectives and purposes of the National Association and only with prior approval of the Board of Directors for the National Association. All such expenditures shall be clearly and individually recorded in the Annual Report and in such other reports as may be required by the Board of Directors.
- G. After the close of the books each fiscal year, all moneys and remaining current funds will be lapsed and the residual moneys and funds will be transferred into the General Reserve Fund. The moneys of the General Reserve Fund may be invested, or may be re-allocated through the regular budgeting procedure so as to contribute to the funding of the current or subsequent budgets.

- H. No part of the net earnings of the National Association shall be distributed to the Board Members, or paid staff members, nor shall the Board Members be paid salaries, nor shall the operation of the National Office be for individual gratification or support of any Board member personally, or the personal expenses of the paid members of the staff.
- I. Members of the Board of Directors, the CEO, and committee members may be reimbursed for reasonable expenses incurred in the performance of official duties on behalf of the National Association.

ARTICLE X. OTHER PROVISIONS

A. Parliamentary Authority

The current edition of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these By-Laws. The Immediate Past President will act as Parliamentarian.

B. Assessments

There will be no special assessments made upon the membership.

ARTICLE XI. AMENDMENTS TO BY-LAWS

1. These By-Laws or any section thereof can only be amended by the affirmative vote of at least two-thirds (2/3) of the members present and voting at the business session of an Annual Conference.
2. Proposed amendments may be submitted by the written petition of any member and must be submitted to the President of the National Association.
3. A majority vote of the Board of Directors at the next scheduled Board Meeting will be required to place the proposed amendment before the members at the next Annual Conference.
4. The President shall cause the distribution of all proposed amendments approved by the Board of Directors to all members of the National Association at least 30 days prior to the Annual Conference at which the amendments are to be considered.
5. Amendments approved by two-thirds (2/3) of the members present and voting at the Annual Conference shall take effect immediately.