



NACAS

By-Laws

Amended & Approved: November 12, 2020



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ARTICLE I - Name, Legal Status, and Office

Section 1: Name

The Name of the Corporation shall be the National Association of College Auxiliary Services ("NACAS" or "National Association").

Section 2: Legal Status

- (a) NACAS shall be incorporated as a non-stock corporation pursuant to the Commonwealth of Virginia's Non-stock Corporation Act (Chapter 10 of Title 13.1 of the Code of Virginia), as may be amended from time to time.
- (b) Subject to applicable law, the Corporation may "do business as" or file with the appropriate governmental agency to use the fictitious name, "NACAS."

Section 3: Office

NACAS shall maintain in the Commonwealth of Virginia a registered agent and may have offices within or without the Commonwealth of Virginia as the Board of Directors may determine or as the business of NACAS may require from time to time.

ARTICLE II - Purpose

Section 1: The purposes of the National Association shall be: to promote high standards of business practices and ethical conduct among its members; 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; to provide for the collection, dissemination, and interchange of information among the members; to foster a cooperative spirit with other college and university professional organizations; 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; to foster cooperation, support, and growth of the regional, state and local associations of college auxiliary services; to maintain a high percentage of the institutions of higher education as members; to promote auxiliaries as an asset to higher education; to foster international goodwill through cooperation and liaison with kindred associations throughout the world; to represent the interests of college and university auxiliary services to local, state and federal legislative bodies and agencies; and, to undertake any activities permitted by applicable law.



ARTICLE III - [Membership](#)

Section 1: Regular Members

- (a) "Regular Members" are institutions only. The institution must be either a degree granting accredited college, university, or other type of post-secondary institution.
- (b) Member institutions are represented by a designated full-time employee. The designated full-time employee may be from the institution itself or from a wholly-owned subsidiary of the institution.
- (c) Member institutions can have more than one (1) participant in NACAS; however, only one (1) delegate from each member institution shall have the one (1) vote allocated to each institution during official meetings of the National Association.

Section 2: Individual Members

Persons having an interest in the purposes and activities of NACAS, including without limitation active professionals, students and/or retired professionals, may become "Individual Members." Individual Members are not eligible to vote during official meetings or to hold office in the National Association.

Section 3: Honorary Members

"Honorary Members" are individuals elected to membership in NACAS upon the recommendation of the Board of Directors. Honorary Members are not eligible to vote during official meetings or to hold office in the National Association.

Section 4: Business Partner Members

Businesses, individuals and organizations having an interest in the purposes and activities of NACAS may become "Business Partner Members." Business Partner Members are not eligible to vote during official meetings or to hold office in the National Association.

Section 5: Application Process; Membership Year



- (a) The Board of Directors shall have the authority to prescribe from time to time the application form and procedures, including any application fees, to become a member of NACAS.
- (b) The Board of Directors shall have authority to determine the National Association's membership year and fiscal year.

ARTICLE IV - Organization

Section 1: Governance

The affairs of the National Association shall be governed by the Board of Directors, elected by the Regular Members , as set forth in these By-Laws and applicable laws.

Section 2: Regions

NACAS shall be divided into four geographical regions titled West, Central, South, and East. The Board of Directors shall have the authority to assign States, Territories, and Countries to a particular region. The current regional assignments are set forth in Attachment A attached to these By-Laws, which may be amended and updated from time to time by the Board of Directors . The Board of Directors can approve a change in a particular member's regional designation, subject to the concurrence of both regions' board of directors.

(a) Region Formation

Regions shall be approved by the Board of Directors.

(b) Structure and Function

Regions shall be separately incorporated as a non-stock, tax-exempt corporation (or equivalent) organized under the laws of the Commonwealth of Virginia. All Regions formed within the United States must qualify for exemption under Section 501(c) (6) of the Internal Revenue Code. Regions shall fulfill the mission and purposes of NACAS at the regional level, pursuant to and in accordance with NACAS' mission and purposes as set forth in NACAS' Articles of Incorporation and Bylaws, or as otherwise established by NACAS' Board of Directors. However, Regions may elect officers for longer terms than those stated in these Bylaws. A Region may adopt such policies, rules, and regulations for the governance of the Region as do not conflict with the Articles of Incorporation, and all Rules and Regulations incorporated therein, and other governing documents of NACAS.



(c) Membership

All Region members must be NACAS members in good standing. Regions may not join or affiliate with any other organization without the prior approval of the NACAS Board of Directors.

(d) Debts and Interests in Assets

NACAS shall not be liable for any debts of any Region unless such debt is authorized by the Board of Directors of NACAS. Regions shall conversely not be liable for any debts of the National Association unless such debt is authorized by the Board of Directors of the Region(s) . If a Region has its charter revoked or otherwise disaffiliates from NACAS, the Region shall have no right or interest in the assets of NACAS.

Section 3: International Membership

Membership from international institutions in NACAS is encouraged. The Board of Directors shall have the authority to assign international members to one of the four regions.

Section 4: Staff

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

ARTICLE V - Membership Meetings

Section 1: Annual Conference

There shall be an Annual Conference of the National Association, with the time and place announced to members electronically (email and/or eblast) and by NACAS marketing materials at least ninety (90) days in advance.

Section 2: Business Meeting

- (a) During each Annual Conference of the National Association, there shall be a business meeting, which shall be open to all Regular Members, for purposes of (i) conducting the business of the National Association; (ii) electing and installing



Officers and Directors in accordance with these By-Laws and applicable laws; (iii) voting on amendments to the By-Laws; (iv) reviewing and considering the Treasurer's Report; (v) reviewing and approving a budget for the National Association for the next Fiscal Year; and/or (vi) considering any other matter before the voting members.

(b) Ten percent (10%) of the voting members eligible to vote shall constitute a quorum at the business meeting at the Annual Conference.

(c) Voting

- i. The right to vote at each business meeting is strictly reserved to Regular Members.
- ii. There shall be no more than one vote cast per Regular Member on any ballot or item put to a vote. In the event of a tie vote during a business meeting, the President (or any other officer presiding in the President's place) shall cast a single vote to break the tie.
- iii. Any Regular Member may be represented at the business meeting by any number of individuals who themselves are full-time employees of the member institution or of its wholly-owned subsidiary; however, no Regular Member may split its vote among its representatives. The Regular Member shall designate one of its representatives to cast its vote. There shall be no voting by proxy allowed at the business meeting.

ARTICLE VI - Board of Directors and Officers

Section 1: Board Composition

The Board of Directors of the National Association shall consist of the following Officers and Directors: President; President-Elect; Vice President; Treasurer; Immediate Past President; Four (4) Regional Directors; Two (2) At-Large Members; the President of the Education Foundation; and CEO/Secretary (Ex-Officio, non-voting).

Section 2: Board Powers; Compensation

- (a) The Board of Directors shall have full power and authority over the affairs of the National Association as set forth in these By-Laws and subject to applicable laws.



- (b) The Board of Directors shall have the authority to set the amount and the collection of annual membership dues.
- (c) Members of the Board of Directors shall receive no compensation for their services; however, members of the Board of Directors may be reimbursed for their reasonable out-of-pocket expenses in accordance with policies adopted by the Board of Directors from time to time.

Section 3: Officers

- (a) The Officers of the National Association shall consist of the following: (i) President; (ii) President-Elect; (iii) Vice President; (iv) Treasurer; (v) Secretary; and, (vi) Immediate Past President.
- (b) No one individual may hold more than one (1) office at any given time.

Section 4: Nomination and Election of Officers and Directors

- (a) The process for nominating Officers and Directors of the National Association shall be as follows:
 - i. There shall be a five (5) member Nominating Committee consisting of the Immediate Past President and one member appointed by the board of each region. The Immediate Past President shall chair the Nominating Committee.
 - ii. The Nominating Committee shall nominate candidates for the offices to be filled at the next business meeting at the Annual Conference. The Nominating Committee shall report its recommendations of candidates for election to the Board of Directors at its regularly-scheduled summer meeting.
- (b) The process for electing Officers and Directors at the business meeting at the Annual Conference is as follows:
 - i. At the business meeting, the Nominating Committee's slate of candidates shall be announced. Before the nominations are closed, additional nominations from the floor shall be permitted.



- ii. Each Regular Member is allowed one (1) vote for each position to be elected. A member cannot aggregate its votes for one candidate.
- iii. The method of voting can be by a show of hands or voice vote. In the instance of contested election, the presiding officer may call for a paper ballot.
- iv. The candidate receiving the most votes shall be elected. In the event of a tie, there shall be a runoff election. If the runoff ends in a tie vote, the election shall be decided by a vote of the Board of Directors.

Section 5: Term

- (a) The term of the President, President-Elect, and Immediate Past President shall be for one (1) year and shall commence upon installation at the Annual Conference.
- (b) The term of the Vice President shall be one (1) year and shall commence upon installation at the Annual Conference at which the Vice President is elected. The Vice President shall be elected by the Regular Members each year at the business meeting at the Annual Conference and shall be from the region of the National Association identified through the Regional Rotation Schedule. The Regional Rotation Schedule is East, Central, West and South to ensure equal representation by all Regions of the National Association every four years. Only the position of Vice President shall be based on the Regional Rotation Schedule.
- (c) The term of the Treasurer shall be for three (3) years and shall commence upon installation at the Annual Conference at which the Treasurer is elected. The Treasurer can serve a maximum of two (2) consecutive terms.
- (d) The CEO of the National Association shall serve as the Secretary. When the CEO ceases to hold the administrative office, a duly-appointed successor by the Board of Directors shall become the Secretary in the place and stead of the predecessor.
- (e) The term of the Regional Directors shall be for three (3) years and shall commence upon installation at the Annual Conference. They are elected into office at their regional conferences.
- (f) The term of the At-Large Members shall be for three (3) years and shall commence upon installation at the Annual Conference at which they are elected.



- (g) None of the Officers and Directors, 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; provided, however, there is at least a one (1) year lapse for the same position.

Section 6: Duties of Officers and Directors

- (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 NACAS. The President shall appoint all Chairs to the Standing Committees and to Special Committees and also those members as required and specified in these 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, one of which shall be held at the site of the 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 and installation 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 President's death, resignation, removal from office, or inability to act, 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 shall 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 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 National Association, and shall submit, with the assistance of the CEO, a report, verified by the Finance Committee, showing in appropriate detail the receipts and expenditures of NACAS 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 National 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 National Association. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors.

- (e) Regional Directors -- The Regional Director elected by his/her respective Region at its annual conference will represent said Region on the Board of Directors.
- (f) At-Large Board Members -- 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 (2) At-Large positions on the Board of Directors will focus on strategic initiatives and National Association priorities identified by the Board of Directors. Each At-Large Board member 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) Secretary/CEO -- The CEO shall be the Secretary of the Board of Directors. 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, Minutes of all meetings and all actions taken by the Board of Directors 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. Actions taken by the Board of Directors shall be updated in the policy manual. The Secretary shall have the authority to sign any and all documents on behalf of the National Association. Documents relating to the purchase or sale of real property shall also require the signature of the President of the Board. The Secretary shall maintain and submit all documents required by the laws of the state in which the National Association is incorporated and shall ensure that all fees for that incorporation are paid.

Section 7: Meetings of the Board of Directors

- (a) The time and place of regular meetings of the Board of Directors shall be set by the President.



- (b) An annual meeting of the Board of Directors shall be held at a time and day to be fixed by the President and/or the Board of Directors at the site of the Annual Conference, provided that such meeting shall be held during the months of October or November of each calendar year.
- (c) Special meetings of the Board of Directors may be called by the President, or at the request of six (6) or more of the Officers and Directors, to be held on such date and at such time as shall be designated in the notice of meeting.
- (d) 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 National 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 of Directors shall be specified in the notice of such meeting.
- (e) One-half of the number of voting Officers and 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 an Officer or Director, if any action is approved by at least a majority of the required quorum for that meeting.
- (f) Proxy voting by Officers and Directors is not permitted at meetings of the Board of Directors.

Section 8: Conflicts of Interest

It is the intent of the National Association that each member of the Board of Directors avoids an actual or potential conflict of interest in the execution of his/her duties. In the event that an Officer or Director believes that such a conflict exists on a particular issue before the Board of Directors, the Officer or Director should make that conflict known to the Board of Directors and should refrain from participation in the discussion or voting on the issue. In the event there is a question of conflict, the President shall request an opinion from legal counsel. If, in the opinion of legal counsel, a conflict exists, the member of the Board of Directors with the conflict will be required to either eliminate the conflict or refrain from participation in Board action related to the conflict.



Section 9: Indemnification

- (a) To the fullest extent permitted by law, the National Association shall indemnify its Officers and Directors, affiliated Regions, staff and committee volunteers 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 attorney's fees actually and necessarily incurred as a result of such action or proceeding reasonably related to such individual's conduct as an Officer, Director, affiliated Region(s), staff or committee volunteer on behalf of NACAS; except that the indemnification provided in this Section shall not apply to those acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.
- (b) To the fullest extent permitted by law, expenses incurred by an Officer, Director, staff member or committee volunteer in defending an action or proceeding shall be paid by the National Association in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such individual to repay such amount.
- (c) The National Association shall purchase and maintain insurance to cover obligations it incurs as a result of the foregoing indemnification, subject to the applicable provisions of the law.

Section 10: Resignation and Removal; Filling of Vacancies

- (a) Any Officer or Director may resign from the Board of Directors at any time by giving written notice to the President or Secretary. Unless specified in the notice of resignation, acceptance of such resignation shall not be necessary to make it effective.
- (b) In order to remove an Officer or Director from office for cause, a written request signed by three (3) members of the Board of Directors must be presented in writing to the Secretary/CEO. The Secretary/CEO shall provide a copy of the request for removal to all members of the Board of Directors, including the member subject to removal action, within ten (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. On receipt of the request for removal, six (6) or more members of the Board of Directors 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 forty (40) days to consider the



removal. The member of the Board of Directors subject to the removal action is to be accorded due process at the meeting. Removal can only be accomplished through a vote of two-thirds (2/3) of the members of the Board of Directors present.

Section 11: Vacancies

- (a) Any position of the Board of Directors shall be declared vacant whenever any of the following occur: (i) 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); (ii) the member institution is no longer eligible by virtue of accreditation or failure to pay dues; or, (iii) the incumbent has resigned or has been removed from office by board action.
- (b) 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 for the remainder of the unexpired term.
- (c) 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.
- (d) 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.
- (e) In the event the position of Treasurer becomes vacant, the President shall appoint an Acting Treasurer for the remainder of the term.
- (f) In the event the position of Immediate Past President becomes vacant, the most recent Past President, still eligible and willing to serve, shall assume the office of Immediate Past President.



- (g) In the event the position of a Regional Director becomes vacant, the region from which the regional director was elected shall as soon as practical through the regional board, propose a candidate to fill the vacated position.
- (h) In the event of a vacancy of an At-Large Director, the President shall appoint an Acting Director for the remainder of the term.
- (i) All proposed candidates and proposed Presidential appointments for the positions listed above (a-h) are subject to the approval of the Board of Directors. 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 VII - Committees

Section 1: Executive Committee

- (a) An Executive Committee of the Board of Directors shall be established to function on the Board's behalf when necessary and the board is not available. The Executive Committee shall have the same power and authority as the Board of Directors.
- (b) The Executive Committee shall consist of the: (i) President; (ii) President-Elect; (iii) Vice President; (iv) Treasurer; (v) Secretary/CEO; and (vi) Immediate Past President.
- (c) The time and place of meetings of the Executive Committee shall be set by the President.
- (d) All Executive Committee actions are subject to ratification by the Board of Directors at its next meeting.

Section 2: Standing Committees

- (a) The Board of Directors may appoint one or more Standing Committees for the National Association and may delegate to such committees any of the authority of the Board of Directors, except (i) the filling of vacancies on the Board of Directors or any committee; and (ii) the appointment of other committees of the Board or the members thereof. Any such Standing Committee must be created by resolution adopted by a majority of the Officers and Directors then in office, provided a quorum is present.



- (b) The Board of Directors shall govern the makeup and specific duties of each Standing Committees by stated policy or amendments to the existing NACAS Policy Manual.

Section 3: Special (Technical) Committees

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

ARTICLE VIII - Control of Funds

Section 1: CEO

- (a) The Board of Directors shall engage a full-time CEO at an annual salary, to be included in the National Association's budget.
- (b) The CEO shall open and maintain necessary bank accounts in the name of the National Association.
- (c) 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.

Section 2: Treasurer

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 Regular Members at the business session of the Annual Conference of the National Association.

Section 3: General

- (a) NACAS' funds shall be used to defray the direct and normal expenses of the National Association. NACAS funds shall be expended only to clearly implement the general objectives and purposes of the National Association within the budget approved by the 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.

- (b) No part of the net earnings of the National Association shall be distributed to members of the Board of Directors, or paid staff members, nor shall the Board Members be paid salaries.
- (c) 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.
- (d) The Board of Directors is authorized to obtain fidelity bonds on behalf of any individual who handles funds on behalf of the National Association.

ARTICLE IX - Other Provisions

Section 1: Parliamentary Authority

The current edition of Robert's 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.

Section 2: Assessments

There will be no special assessments made upon the membership.

ARTICLE X - Amendments to By-Laws

Section 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 Regular Members present and voting at the Annual Conference business meeting of National Association. Proposed amendments may be submitted by the written petition of any member and must be submitted electronically to the President of the National Association. 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. 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 thirty (30) days prior to the Annual Conference at which the amendments are to be considered. Amendments approved by two-thirds (2/3) of the Regular Members present and voting at the Annual Conference business meeting- shall take effect immediately.



ADOPTED: October 7, 2014

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Amended & Approved October 11, 2016



Attachment A - Regions

NACAS CENTRAL

North Dakota
South Dakota
Nebraska
Kansas
Minnesota
Iowa
Missouri
Wisconsin
Illinois
Michigan
Indiana
Ohio

NACAS EAST

New York
New Jersey
Pennsylvania
Delaware
Maine
Vermont
New Hampshire
Massachusetts
Connecticut
Rhode Island
West Virginia
Virginia
Maryland
District of Columbia
Ontario
New Brunswick
Newfoundland & Labrador
Alberta
Prince Edward Island
Quebec
Nova Scotia
Guam
United Kingdom
Ireland
France

NACAS SOUTH

Texas
Oklahoma
Arkansas
Louisiana
Kentucky
Tennessee
Mississippi
Alabama
North Carolina
South Carolina
Georgia
Florida
Puerto Rico
US Virgin Islands

NACAS WEST

Washington
Oregon
California
Idaho
Nevada
Arizona
Montana
Wyoming
Colorado
Utah
New Mexico
Alaska
Hawaii
El Paso, TX
British Columbia
Saskatchewan
Manitoba
New Zealand
Australia
Yukon
Nunavut
Northwest Territories