



NACAS West Bylaws

NACAS West Board of Directors

Revised: November 2, 2023

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ARTICLE I – NAME

SECTION 1

The name of this Association shall be the National Association of College Auxiliary Services West (henceforth known as NACAS West).

SECTION 2

NACAS West 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 West may require from time to time.

ARTICLE II – PURPOSE

SECTION 1

The purpose of this Association shall be:

- To promote a high standard of business practices and ethics among its members.
- To unite in one organization those persons and entities 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 of the Association.
- To provide members with opportunities for career development and professional growth, and to promote auxiliary services as a valid component of the total educational process.
- To foster a cooperative spirit among our member representatives and with other college and university professional associations.
- To foster cooperation, support and growth of the national and regional associations of college auxiliary services.
- To foster international goodwill through cooperation and liaison with kindred associations throughout the world.

ARTICLE III – MEMBERS

SECTION 1 – Active Members

- a. **ADMISSIONS AND QUALIFICATIONS:** Any college or university that is a member in good standing of the National Association of College Auxiliary Services in the States of Washington, Oregon, California, Idaho, Nevada, Arizona, Montana, Wyoming, Colorado, Utah, New Mexico, Alaska, Hawaii; El Paso, Texas;

Provinces of Alberta, British Columbia, Manitoba and Saskatchewan, Northwest Territories, Nunavut, Yukon, Canada; Mexico; Australia; New Zealand; Territory of Guam or other areas as may be designated by the National Association, is a member of NACAS West.

- b. REPRESENTATIVES: Employees of those institutions or affiliated non-profit corporations whose responsibilities include supervision or responsibility for auxiliary services shall represent Member institutions.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1

The Board of Directors of this Association shall be the:

- President
- Vice President
- Secretary
- Treasurer
- Immediate Past President
- Six Coordinator Positions:
 - Membership
 - Communications & Marketing
 - Professional Development
 - Regional Conference
 - Business Partner
 - Canadian Representative
- Western Region Representative on NACAS Board of Directors
- At-large Member(s)

The directors shall be employees of member institutions in good standing.

SECTION 2 – Board of Directors

The officers shall be known collectively as the Board of Directors, and the President shall be Chair of the Board. The Board shall meet not less than once a year.

SECTION 3 – Election, Terms of Office & Duties

Election, terms of office and duties shall be as outlined in the Bylaws of this Association.

ARTICLE V – MEETINGS

SECTION 1 – Annual Meetings

A meeting will be held annually for the purpose of transacting business.

SECTION 2 – Special Meetings

The Board of Directors may call special meetings of the Association at any time.

ARTICLE VI – GOVERNANCE

SECTION 1

NACAS West shall be governed by the Board of Directors, who shall be responsible for the maintenance and implementation of the Bylaws.

SECTION 2 – Election of the Board

The Board shall be elected at the annual meeting. The President and/or Board of Directors shall make nominations for officer and director positions, and nominations may be made from the floor.

1. **TERMS OF OFFICE** of the President, Vice President and Past President shall be for one year and shall commence upon their election and installation at the annual meeting. The Vice President shall automatically assume office of President upon expiration of the President's term. No member shall be elected to the office of Vice President during the calendar year in which they/them has served as Past President.
2. **TERMS OF OFFICE** of the Secretary, Treasurer and coordinators shall be for three years and shall commence upon installation at the annual meeting. All positions may be re-elected if nominated for a maximum of two consecutive full terms in the same position.
3. The Western Region Representative to the NACAS Board of Directors shall be selected by the NACAS West Board of Directors and shall serve a term and have duties as specified by the NACAS Constitution/Bylaws and the NACAS Board of Directors. The term of office for the Regional Representative shall commence upon installation at the National Association annual meeting.
4. **TERMS OF OFFICE** of At Large Members shall be for one to three years, depending upon the purpose of the position, and shall commence upon installation at the annual meeting. Position may be re-elected if nominated for a maximum of two consecutive full terms in the same position
5. **VACANCY** in any office or coordinator position, excepting the office of the President and the Regional Representative to the NACAS Board, shall be filled by appointment by the President. The appointment shall remain in effect for the duration of the term of the individual that created the vacancy. The Vice President shall fill the vacancy of the office of the President. A vacancy in the Regional Representative to the NACAS Board position shall be filled in accordance with the Constitution/Bylaws of the National Association. Any of the officer or coordinator positions shall be declared vacant immediately when the officer filling same ceases to be affiliated with a member college or university. A member can temporarily fulfill two board positions for up to six-months at the same time at discretion of the person holding the position and in agreeance with President.

SECTION 3 - Resignation and Removal

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.

In order to remove an Officer or Director from office for cause:

1. A written request signed by three (3) members of the Board of Directors must be presented in writing to the President or Secretary. The President or Secretary 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.
2. 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.
3. 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.

ARTICLE VII – DUTIES OF THE OFFICERS & BOARD OF DIRECTORS

SECTION 1 – Board of Directors

It shall be the duty of the Board of Directors to have general supervision over the affairs of the Association and determine the policies thereof. It shall be their duty to attend the NACAS West Board of Directors meetings. The Board of Directors, by a majority vote (more than half of filled positions), may authorize the President and/or Treasurer of this Association to bind the Association in such contracts as they deem necessary to carry out the business of the Association, subject to the approved budget. The Board shall approve the annual budget for the Association.

SECTION 2 – 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 Association. The President, or designee, shall appoint all standing and special committees and chairpersons of all such committees, subject to approval by the Board of Directors. The President shall approve all expenditures of Association funds. They/them shall represent NACAS West when circumstances call for such representation. The President and Secretary/Treasurer shall jointly submit an annual budget to the Board of Directors for approval.

SECTION 3 – Vice President

The Vice President shall exercise all the powers and prerogatives of the President in the absence of the President at meetings of the Association or the Board of Directors. They/they shall assume the office of the President due to the inability of the President to perform the duties of the office. They/they shall automatically assume the office of President upon the expiration of the term of the President. The Vice President will maintain regular liaison with regional members of National Committees (Awards, Business Partner Advisory Group, C3X, Canadian, Certification, Communication Services, Membership, Professional Development, Research Advisory) to facilitate ongoing communication between the committees and the region for the purpose of reporting to the board. They/they shall assume such other duties as the President or the Board of Directors may assign from time to time. The Vice President shall chair the Nomination Committee. The Vice President shall chair the Conference Scholarship Committee. The Vice President shall select the Regional CX location with the approval of the board and work on the RFP process with the National Office for two years out.

SECTION 4 – Secretary

The Secretary shall be responsible for:

1. A true, complete and accurate recording of all the meetings of the Association and of the Board of Directors.
2. Correspondence relating to the general office of the Association and of the Board of Directors as appropriate.
3. Furnishing any other information concerning the business of the Association that the President or the Board of Directors may request from time to time.
4. On boarding of all new members.
5. Employing administrative support as necessary to the operation of they/their office when approved by the Board. Management of the rolling calendar.
6. Assuming such other duties as may be assigned by the President or the Board to promote continuity within the organization.

SECTION 5 – Treasurer

The Treasurer shall be responsible for:

1. Reconciliation of annual dues from the office of the National Association of College Auxiliary Services in accordance with the rate per member agreed upon by the National and Regional Associations.
2. A complete and accurate record of all funds received and expended by the Association.
3. Signing all checks after expenditures are approved by the President.
4. Preparing an annual budget.
5. Providing monthly operating reports to the Board.
6. Providing a detailed annual financial report to be submitted and filed at each

annual meeting.

7. Following the Financial Accounting Standards Board (FASB) guidelines for submission of all financial statements and reports.
8. Employing administrative support as necessary to the operation of his/her office when approved by the Board.
9. Assuming such other duties as may be assigned by the President or the Board.

The fiscal year of NACAS West shall be from January 1 through December 31, in order to be in accord with the National Association. NACAS West Treasurer will work with CPA Firm to file all necessary tax forms for NACAS West to remain consistent with its non profit status.

SECTION 6 – Past President

The Immediate Past President shall serve in an advisory position with full voting rights.

The Past President shall serve as Conference Chair and shall be responsible for, subject to approval of the Board of Directors, the selection of the annual conference site; the conference host school; and if appropriate, select a Host Committee Co-chair.

The Immediate Past President shall assume such other duties as directed by the President or Board of Directors.

SECTION 7 – Coordinators

The Membership Coordinator will develop and administer a consistent membership growth program for the region and coordinate regional efforts with the National Membership Committee initiatives. The Membership Coordinator will maintain a line of communication or serve on the regional liaison with the National Membership Committee.

The Communications & Marketing Coordinator will be responsible for composing and/or editing all NACAS West public correspondence including, but not limited to, newsletter/emails, website, marketing reminders. Work with the President and Past President for the call for nominations for positions and awards. The Communications & Marketing Coordinator will develop a marketing strategy for the region to enhance member communications, association effectiveness and new member recruitment. The Communications & Marketing Coordinator will maintain a line of communication or serve on the Communication Services Committee.

The Professional Development Coordinator will assist with the development and execution of the annual regional conference education program. Create a professional development opportunity at the annual board retreat on an annual basis. The coordinator will serve as the regional liaison for the National Professional Development Committee.

The Regional Annual Conference Coordinator shall serve as the Host Committee Chair or Co-Chair and shall manage all preliminary responsibilities of each West annual

conference including, but not limited to design, composition and distribution of pre-conference materials, registration materials, and all other conference related duties. Will work closely with the Past President on conference responsibilities.

The Business Partner Coordinator shall develop and coordinate the business partner sponsor relationships, handle communications, follow up on sponsor registration, and provide conference support for business partners. The coordinator shall assist with outreach and coordination related to the Business Partner of the Year Award for the regional and national level. The coordinator will maintain a line of communication or serve on the regional liaison for the Business Partner Advisory Committee.

The Canadian Representative Coordinator shall represent the interests of Canadian members of NACAS West. The coordinator will maintain a line of communication or serve on the Canadian Committee.

SECTION 8 –Western Region Director to NACAS Board of Directors

The Western Region Representative to the NACAS Board of Directors shall be selected by the NACAS West Board of Directors and shall serve a term and have duties as specified by the NACAS Bylaws and the NACAS Board of Directors. This representative shall also serve as a voting member of the NACAS West Board of Directors and shall attend meetings of both Boards. As the Western Region's representative on the NACAS Board, they/them shall represent the interest of the Western Region in addition to those of our National Association. They/them shall keep the NACAS West Board of Directors apprised of the activities of the National Association and serve as a communications channel between the two Boards.

SECTION 9 – At Large Members

At Large Members may be added to the Board in any number and for any purpose consistent with the purpose of this Association. The At-Large Members shall assume other duties as directed by the President or Board of Directors. A job description outlining the duties of each At Large Member will be maintained in an approved job description by the Board.

The Board of Directors shall recommend the appointment of Voting At Large Members, which shall be approved by majority vote of members in attendance and voting at the annual meeting.

The Board of Directors or the President may appoint non-voting At Large Members at any time.

ARTICLE VIII – Standing Committees and Special Committees

SECTION 1

The President shall recommend the establishment of standing committee(s), which shall be approved by majority vote of the Board of Directors.

SECTION 2

Special Committees may be appointed by the Board or by the President at any time, in any number, and for any purpose consistent with the purpose of this Association. Such committees shall have a term not to exceed two years.

ARTICLE IX – Voting and Quorums

SECTION 1

Each member organization of the Association in good standing shall be entitled to one vote at each meeting if a representative is present. There shall be no voting by proxy. Ten percent (10%) of the voting members eligible to vote shall constitute a quorum at the Annual Business Meeting or Regional Business Meeting.

The Board of Directors shall have the authority to distribute U.S. mail or email ballots to members when circumstances dictate that it is advisable to attempt to solicit voting responses from all member schools. Results of such ballots shall be presented to the membership for final ratification at the next annual meeting.

SECTION 2

Each member of the Board of Directors who is present shall be entitled to one vote at each meeting of the Board of Directors. There shall be no voting by proxy.

ARTICLE X - DUES

SECTION 1

Membership dues shall be those dues as established for membership in the National Association of College Auxiliary Services as determined by the National Board of Directors in accordance with the Constitution and Bylaws of the National Association.

ARTICLE XI– Emergency Powers

SECTION 1

In the event of an emergency resulting from a natural disaster, nuclear attack, widespread pandemic, or similar disaster resulting in the declaration of a state of emergency (or similar declaration) by Federal, State, or Provincial authorities for the areas mentioned in

Article III Section 1, and during the continuance of such emergency, the following Bylaws provisions shall be in effect:

1. Any officer or director may call a meeting of the Board of Directors upon sufficient notice to all persons entitled to notice who, in the sole judgment of the notifier, it is feasible to notify;
2. The director or directors in attendance at the meeting of the Board of Directors shall constitute a quorum; and
3. These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the directors attending any meeting of the Board of Directors, provided such amendment or repeal shall only be effective for the duration of such emergency.

ARTICLE XII – Amendments

SECTION 1

By recommendation of the Board of Directors, these Bylaws may be amended by a 2/3 vote of the member institutions present and voting at either the Annual Business Meeting which occurs at the Annual Regional Conference; or at the Regional Business Meeting which occurs at C3X.

Amended April 26, 1993 from version of July 15, 1990
Amended November 5, 1996 from version of April 26, 1993
Amended April 29, 2000 from version of November 5, 1996
Amended April 6, 2004 from version of April 29, 2000
Amended May 31, 2006 from version of April 6, 2004
Amended June 5, 2007 from version of May 31, 2006
Amended 29 April 2008 from version of 5 June 2007
Amended 24 April 2010 from version of 29 April 2008
Amended 14 June 2016 from version 24 April 2010
Amended 5 June 2018 from version 14 June 2016
Amended 11 June 2019 from version 5 June 2018
Amended 10 June 2021 from version 11 June 2019
Amended 29 June 2022 from version 12 June 2021