

# NACAS - Central

## Constitution & By-Laws



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#### ARTICLE I - Name

Section 1: The name of this organization shall be the National Association of College Auxiliary Services – Central and shall herein be referred to as NACAS –Central.

#### ARTICLE II - Purpose

Section 1: Support the policies and goals of the National Association of College Auxiliary Services (NACAS), herein referred to as the Association, as set forth in Article II of the Association's constitution and bylaws, and in all matters act in harmony with the principles and procedures of the Association. The purpose 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 - Members

Section 1: Any college or university that maintains membership in good standing with the Association and is located in the Central region as set forth by Article IV, Section 2 of the Association's constitution and bylaws.

- Section 2:
- (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 the Association and NACAS - Central; however, only one (1) delegate from each member institution shall have the one (1) vote allocated to that institution during official meetings of the Association and of NACAS - Central.



#### ARTICLE IV - Governance

- Section 1: The affairs of NACAS – Central shall be governed by a regional board of directors, elected by the respective regional members, as set forth in these bylaws.
- Section 2: It shall be the duty of the Regional Board of Directors to have general supervision over the affairs of NACAS - Central and determine policies thereof. The Regional Board of Directors, by majority vote, may authorize the President and/or Treasurer of the region to bind the region in such contracts as they deem necessary to carry out the business of the region, subject to approved budget.
- Section 3: The current edition of Robert’s Rules of Order shall be the parliamentary authority for any meeting held pursuant to these By-Laws.

#### ARTICLE V - Membership Meetings

- Section 1: NACAS - Central shall hold an annual business meeting in conjunction with the region’s annual conference. The region’s annual business meeting will be open to all members for the purpose of: electing officers for the ensuing year; reviewing reports of officers and committees; and reviewing and approving budget for the next fiscal year.
- (a) Non-members may attend the annual business meeting, but they shall not be permitted to vote, to petition, or to exercise any right or privilege reserved for the members.
  - (b) The meeting shall be announced in writing to all members at least sixty (60) days in advance.
- Section 2: Special meetings of NACAS - Central may be called at any time by an officer of the region’s board of directors and with the region’s board of directors’ approval.

#### ARTICLE VI - Regional Board of Directors

- Section 1: The officers of NACAS - Central shall be the:
- (a) President
  - (b) President Elect
  - (c) Treasurer
  - (d) Secretary
  - (e) Immediate Past-President
  - (f) Directors at Large (2)
  - (g) Business Partner Liaison
  - (h) Conference Coordinator
  - (i) Representative to the National Board



- Section 2: Any full-time employee responsible for auxiliary and campus support services of any member institution in good standing with the Association shall be eligible to hold any elective or appointed office as defined in this article, provided that one person may hold only one office at a time.
- Section 3: All regional board of director positions shall be held by member representatives serving voluntarily without compensation. NACAS - Central shall not employ administrative staff.
- Section 4: The officers of NACAS - Central shall be known collectively as the Regional Board of Directors.

#### ARTICLE VII - Elections, Terms of Office, & Duties

Section 1: **Elections**

The Regional Board of Directors shall be elected at the region's annual business meeting. Nominations for positions shall be made by the Nominations Committee.

Section 2: **Terms of Office**

All terms of office will begin with installation and terminate with installation of the successor at the region's annual business meeting. Terms of office are as follows:

- (a) President – 1 year then progressing to Immediate Past President
- (b) President Elect – 1 year then progressing to President
- (c) Secretary – 1 year then progressing to President Elect
- (d) Immediate Past-President – 1 year
- (e) Treasurer – 2 years and then until replaced
- (f) Directors at Large (2) – 3 years
- (g) Business Partner Liaison – 3 years
- (h) Conference Coordinator – 3 years
- (i) Representative to the National Board – 3 years

Section 3: **Vacancies**

Any office shall be declared vacant whenever: the incumbent is no longer eligible by virtue of employment or having moved to another region; the incumbent resigns from the position; the member institution no longer holds membership in the Association; the incumbent ascends to another position; the Regional Board of Directors deems that an individual has not fulfilled the obligations of the elective or appointed office satisfactorily and is dismissed by a vote of the Regional Board of Directors.

Vacancies shall be filled as follows:



In the case of a vacancy of any office, except the Office of President, the President has the power with concurrence by a majority vote of the Board of Directors to fill the vacancy until the next annual meeting. In case of the vacancy of the Office of the President, the President Elect ascends to the position of President and may fill President Elect position as prescribed above.

Section 4: **Duties**

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. The Board of Directors by a majority vote may authorize the President, officers or board members of this Association as appropriate to bind the Association in such contracts as they may deem necessary to carry out the business of the Association, subject to the approved budget.

Each Board member will serve on at least one of the National committees.

Each Board member will serve on either the region's Marketing, Communications, & Membership Committee OR the Annual Regional Conference Committee.

(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 Association. All standing and special committees and chairs shall report directly to the President.

The President shall serve as chair of the Nominations Committee.

The President shall appoint an Auditor each year prior to the annual conference to audit the financial records of the Central Region and to certify the Treasurer's Annual Financial Statement to be true, complete and accurate.

The President shall also oversee the appointment of all national committee seats.

The President shall attend the national Leadership Team Meeting, if at all possible.

The President shall sign off on all contracts, including those for the regional conference.



(b) President Elect:

The President Elect shall exercise all the powers and prerogatives of the President in the absence of the President in meetings of the Association or the Board of Directors. Upon the death, resignation, removal from office or inability of the President to act, the President Elect shall assume the office of President.

The President Elect shall oversee appointment of the Host Committee Chair of the Annual Regional Conference subject to the approval of the Board of Directors and serve as the Program Chair on the Conference Planning Committee.

The President Elect shall also serve on the Nominations Committee.

The President Elect shall attend the national Leadership Team Meeting, if at all possible.

The President Elect shall assume such other duties as the President or Board of Directors of this Association may assign.

(c) Immediate Past President

The Immediate Past President shall be retained as a member of the Board of Directors to serve as an advisor, and, as a liaison between administrations; shall also chair the By-Laws and Resolutions Committee, shall be a member of the Nominations Committee and serve as Parliamentarian at the annual business meeting.

(d) Secretary

The Secretary shall keep a true, complete and accurate record of all the meetings of the Association and of the Board of Directors; ; furnish any information concerning the business of the Association that the President and the Board of Directors may request; act in the usual capacity as secretary of the Association and take minutes at Board meetings and the Annual Business meeting; serve as Chair of the Marketing, Communications and Membership Committee; (6) attend the annual Leadership Team Meeting, if at all possible, and assume such other duties as may be assigned by the President or the Board of Directors.

(e) Treasurer

The Treasurer shall keep a complete and accurate record of all funds received and expended by the Association; prepare an annual budget to be submitted to the membership for approval at the annual meeting; sign all disbursement checks with



general approval of the Board; prepare a detailed annual financial report and submit and file it at each annual meeting, certified by the appointed Auditor; serve as a liaison with the national office's Deputy Executive Director and their Controller; attend the national Leadership Team Meeting, if at all possible.

(f) Business Partner Liaison

The Business Partner Committee member/liaison shall serve on the national Business Partner Committee and coordinate the solicitation of vendor sponsorships for the regional conference. The Term of office shall be three years followed by a one-year transition to the new Business Partner Committee member/liaison.

(g) Conference Coordinator

The Conference Coordinator shall be responsible for conference site selection up to three years out, contract negotiation, conference budget development, marketing and registration. The term of office shall be three years followed by a one-year transition to the new Conference Coordinator.

(h) Directors at Large (2)

The term of office shall be three years for Directors. The term will begin with installation at the NACAS-Central annual meeting. Directors will be assigned to serve on the regional Marketing, Communications and Membership committee.

#### ARTICLE VIII - Committees

Section 1: The Regional Board of Directors shall recommend the establishment of standing committees, which shall be approved by majority vote of members in attendance at the regional annual business meeting. Special committees may be established by the Regional Board of Directors at any time, in any number, and for any purpose consistent with the purpose of NACAS - Central.

Section 2: Standing Committees of NACAS - Central are as follows:

1. Nominations Committee

The Nominations Committee shall be comprised of the President (Chair), President Elect, and Immediate Past President. The Committee shall be responsible for submitting a slate of candidates for offices in NACAS Central to the Secretary at least 45 days prior to the Annual Regional Conference.



2. Marketing, Communications and Membership Committee

The Marketing, Communications and Membership Committee shall be comprised of the Secretary (Chair), assigned Board members and other regional member volunteers. The Committee shall convene either prior to or during the Annual Regional Conference to create an Annual Plan listing initiatives to be taken for the new year addressing membership growth, attendance at the Annual Regional Conference and marketing strategies of communications and broadcast messages to all members. The Annual Plan shall be finalized in consultation with the Board of Directors and submitted to the membership in attendance at the Annual Regional Business meeting.

3. By-Laws and Resolutions Committee

The By-Laws and Resolutions Committee shall be comprised of the Immediate Past President (Chair) and three Past Presidents. The Chair will serve as the Parliamentarian during the Annual Regional Business Meeting. The Committee shall review all change considerations for the By- laws and shall make recommendations at the Annual Regional Business meeting in the form of a resolution. A majority vote by members present shall be required to pass a resolution to revise the Constitution or By-Laws of this Association.

Committee Representation: It will be the goal to maintain a balance of Committee seats from institutions representing all states within the NACAS Central Region serving on the Standing and Special Committees.

Special Committees: The President Elect and the Conference Coordinator shall oversee the appointment of Program Chair for the Annual Regional Conference Committee and, with the assistance of the Chair, will set up a committee of a minimum of three volunteers and the Business Partner Committee member/liaison. A draft of the program will be submitted for approval by the Board of Directors and a monthly report will be made to the Board throughout the year.

Other committees shall be appointed by the President to pursue any matter or need consistent with the purpose of the Association subject to the limitations of the Constitution and By-Laws of this Association.



#### ARTICLE IX - Voting and Quorum

##### Section 1: **Voting**

Each member institution in good standing of the Association will be entitled to one vote at each meeting, if a representative is present.

Each member of the Regional Board of Directors shall be entitled to one vote at each meeting, if present

The Regional 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 institutions. Results of such ballots shall be presented to the membership for final ratification at the next regional annual business meeting.

There shall be no voting by proxy.

##### Section 2: **Quorum**

For the purposes of conducting Regional Board of Directors business, one-half of the number of voting officers and directors in office shall constitute quorum.

For the purposes of conducting the business of the regional annual business meeting, a majority of the membership in attendance shall constitute a quorum.

#### ARTICLE X - Dues

Section 1: There shall be no separate dues to NACAS - Central for those members maintaining membership in the Association.

#### ARTICLE XI - Fiscal Year

Section 1: The fiscal year of NACAS - Central shall be January 1 through December 31.

#### ARTICLE XII - Control of Funds

Section 1: The NACAS - Central Treasurer shall be bonded at the expense of the region and shall open and maintain accounts in the name of the region in FDIC insured banks. All disbursements of region funds shall be by check initiated by the Treasurer.

Section 2: NACAS - Central funds shall be used to defray the normal operating expenses of the region. Other uses of such funds shall be made only in those cases where such expenditures clearly implement the general objectives of the Association and only with approval of the Regional Board of Directors.



Section 3: No part of the funds of NACAS - Central shall be distributed to the officers, directors, or member representatives, nor shall the operation of the region be for individual gratification or support of any officer or member representative.

Section 4: NACAS - Central shall conduct an internal review/audit annually along with a full audit in conjunction with the Association every three (3) years.

#### ARTICLE XIII - Amendments

Section 1: Any amendment to the By-Laws of NACAS - Central may be proposed by any member who shall forward such proposals in writing to the President of NACAS - Central with a copy to the region's Secretary at least ninety (90) days prior to the region's annual business meeting or special meeting at which such amendments are to be considered. A majority of the members in attendance will be required to approve proposed amendment changes.

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