AGENDA
NACAS South Board of Directors Meeting
Tuesday, April 14th 2020 at 10:00 AM EST

Present | Absent | Name               | Position
--------|--------|--------------------|----------
×        |        | Glenn Loughridge   | President|
×        |        | Felecia Townsend   | President Elect|
×        |        | Donna Morris-Powell| Vice President|
×        |        | Brett Jackson      | Past President|
×        |        | Cary Wilkerson     | Treasurer|
×        |        | Cindy McClanahan   | Secretary|
×        |        | Carrie Charley     | Conference Coordinator|
×        |        | Rick Torres        | Professional Development Coordinator|
×        |        | Derrick Davis      | Communications Coordinator|
×        |        | Andy Meeks         | South Rep to NACAS National|
×        |        | Chris Fulkerson    | Membership Coordinator|
×        |        | Lilian De Lisle Stott| NACAS Home Office|
×        |        | Stephanie Edgett   | Host Committee|
×        |        | Jeff Tice          | NACAS Home Office|

1. Call to Order/Welcome/Introductions Glenn
   a. Discuss potential cancellation of Dallas Conference
      i. Facing travel freezes and budget issues
      ii. Options 1: delay to July, but will it be any better?
      iii. Option 2: cancel 2020 conference
         1. No one in favor of moving forward with 2020 conference
         2. Push out all conferences and still do Dallas next year, or make Dallas next in loop (after Savannah)
         3. How do we handle refunds?
            a. Easiest for accounting to refund all registrations
            b. Can we provide a way to provide a roll forward option
c. Business partners have already received a list of attendees – What’s the value of that? Should we retain a nominal amount to reflect that value? Could we retain an amount and then apply it to the next year or forfeit if they don’t attend next year? We don’t want to burn bridges with business partners.

1) Discuss succession or Board remaining in place for another year
   a) Option 1: keep current board in place and push new board by one year
   b) Option 2: a Zoom meeting to facilitate board succession
   c) Jeff: no region has made a final decision, does this need to be put to a membership vote?
   d) Discussion:
      i) Want to give Glenn the chance to preside over a conference
      ii) Times are too tumultuous for a change
      iii) If we change, new officers don’t have benefit of a year of experience in their new position
      iv) Rick has already extended his role but is willing to continue and have a shadow
      v) VP role is most challenging for a new board member, could we add the new VP early as a shadow?
      vi) How do we communicate with potential incoming board members? Brett reaching out.
      vii) How do the bylaws address this kind of situation? Is there an emergency clause?
      viii) Can we do a membership vote online? Essential for the membership to be consulted and involved.
      ix) Can current board members serve another year? Yes to all.

2) Discuss Corporate Status and EIN next steps
   a) See attached email

3) Vote: Cancel NACAS 2020 in Dallas
   a) All in favor, motion passes
   b) Will negotiate with Dallas Hyatt to mitigate any losses

4) Vote: Current board will stay in place with the permission of the membership
   a) All in favor, motion passes
   b) Will work with national office on consulting membership

5) Vote: NACAS South will adopt the new corporate status moving forward
   a) All in favor, motion passes

2. Secretary’s Report
   Cindy
   a. Motion to approve previous meeting minutes: Andy moved, Cary second
b. Vote: all in favor, minutes adopted

3. Treasurer’s Report  
   a. Received a list of everyone who has requested refunds by April 8th, (7 business partners have requested, but checks haven’t yet been cut)
   b. Will clarify what’s been communicated to business partners
   c. Budget update forthcoming

4. Conference Coordinator’s Report  
   Carrie
   a. Anita at Hyatt will help us mitigate losses from canceling Dallas

5. Vice President’s Report  
   Donna
   a. Will work to iron out Business Partner refunds and communication

6. President-Elect’s Report  
   Felecia
   a. Thanks to all for the work being done by the board on behalf of the membership

7. 2020 Conference Host Committee Chair  
   Stephanie
   a. Will contact vendors and communicate cancellation of 2020 conference
   b. Will communicate with Host Committee

8. South Rep to the NACAS Board  
   Andy
   a. Kelsey evaluation for the year has been completed, excellent across the board
   b. Finance committee meets this week (virtually)

9. Professional Development Coordinator  
   Rick
   a. Waiting for communication regarding 2020 conference and will then follow up with presenters

10. Communications Coordinator  
    Derrick
    a. Question for board members regarding refunds due to COVID-19

11. Membership Coordinator  
    Chris
    a. No recruiting has occurred due to COVID-19
    b. Membership committee meeting in May
       i. Will be looking at ways to reach out HBCUs
       ii. Will discuss what membership may look like post COVID-19, some small private institutions are really struggling, reduced budgets across the board

12. Immediate Past President  
    Brett
    a. Will review bylaws in light of earlier discussion about board serving an additional year
    b. Concern of how we will treat business partners in light of COVID-19
       i. Cary: need to develop a policy regarding this type of situation

13. NACAS National  
    Lillian / Jeff
a. Working to coordinate the issues we are facing on a national level so there is some consistency

b. Leadership Series will be virtual this year

14. Other business: All
15. Adjourn 10:52 a.m.

Please use the following conference call information to call into our Board Meeting.

Dial: (646) 558 8656
Meeting ID: 617 234 458
Hi Glenn,

I went ahead and drafted these based on what is common for most organizations and what I believe South is following now - see my comments in blue on my last email below.

The attached document "NACAS South - Organizing Resolutions" officially establishes the authorities for the new corporation (in line with what I've outlined in blue but can be adjusted to what South is currently doing) and allow the next step of filing for an EIN. Our attorneys will do this on your behalf and may need you or Cary to sign things in the near future - I will let you know any relevant next steps related to that.

Please review and let me know if you have any questions, and if everything looks good please include in your April 14 board meeting materials and agenda for approval by the South Board.

For reference, also attached are the Exhibits A-C that will be filed along with these resolutions:

- Articles of Incorporation
- Resolution of the Incorporator - which establishes the existing South Board as the initial board members of the corporation
- South's existing Bylaws - please confirm April 2018 (attached) are the most up to date Bylaws

Thank you!

Lillian

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On Mon, Mar 9, 2020 at 10:18 AM Lillian Stott <lillian.stott@nacas.org> wrote:

Hi Glenn,

We are preparing organizing resolutions for the South Board to adopt as a next step for filing all the appropriate paperwork with the state and also applying for a new EIN number under the new corporation.

In order to draft these I need to confirm the following:

- Which officer(s) of the South region have signing authority for the organization, including but not limited to: President and Treasurer
  - write and sign checks
  - sign tax and information returns and all tax-related statements, subject to internal controls and other...
policies

- Note: this doesn’t mean you wouldn’t need Board approval, but just who can sign on behalf of the Board?

- Which officer(s) of the South region have the following banking authority? **President and Treasurer**
  - open and maintain bank accounts
  - establish such banking and depository arrangements for the Region
  - Delegate to others the power to execute such agreements as may be necessary or desirable
  - It’s common to list both President and Treasurer for this but wanted to confirm with you first

- For any Board resolutions that need to be provided to the federal or state government or a bank indicating that a transaction was approved by the Board or the membership, it is typical for the Secretary (who keeps the minutes) signs these resolutions. It’s also common for the President. Shall I list both these positions for South? **President and Secretary**

I anticipate these resolutions being ready soon and being able to be voted on at the April South Board meeting.

Thank you!

Lillian De Lisle Stott
NACAS | Associate Executive Director
3 Boar's Head Lane, Suite B | Charlottesville, VA 22903
main. (434) 245-8425 | direct. (434) 234-8213

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ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF COLLEGE AUXILIARY SERVICES SOUTH

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia (the “Act”), states as follows:

FIRST: The name of the corporation is National Association of College Auxiliary Services South (the “Corporation”).

SECOND: A. The Corporation is incorporated as a nonstock corporation under the Act and is organized and shall be operated exclusively for the tax-exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”). Specifically and without limitation, the Corporation shall advance the profession of auxiliary and support services in higher education and carry on such other activities as are permissible for corporations exempt from federal income tax under Section 501(c)(6) of the Code.

B. In carrying out the foregoing purposes, the Corporation shall have and may exercise any and all powers conferred upon nonprofit nonstock corporations organized pursuant to the provisions of the Act; provided, however, that:

1. Notwithstanding any other provision of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code; and

2. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation and the Corporation may provide reasonable reimbursements and advances to such persons as permitted under the Act.

THIRD: Upon the dissolution of the Corporation, assets shall be distributed in accordance with applicable law.

FOURTH: The Corporation shall have one or more classes of members with such designations, qualifications, and rights as set forth in the bylaws of the Corporation (the “Bylaws”).
FIFTH: The number, qualifications, election, and the filling of vacancies of directors shall be as provided in the Bylaws. Pursuant to the Bylaws, the directors shall be elected by the members.

SIXTH: The name of the Corporation’s initial registered agent is National Registered Agents, Inc., a foreign stock corporation authorized to transact business in Virginia. The Corporation’s initial registered office address, including the street and number, which is identical to the business office of the initial registered agent, is 4701 Cox Road, Suite 301; Glen Allen, Virginia 23060-6802. The registered office is located in the County of Henrico.

SEVENTH: The name and the address, including the street and number, of the incorporator is as follows:

[Judith Kim
c/o Venable LLP
600 Massachusetts Ave, NW
Washington, DC 20001]

* * * * *

Signed by the Incorporator as of __________, 2019:

[Judith Kim], Incorporator
RESOLUTION OF THE INCORPORATOR TO
ELECT DIRECTORS

THE UNDERSIGNED, being the sole Incorporator of National Association of College Auxiliary Services South, a Virginia nonstock corporation (the “Corporation”), hereby adopts the following organizational resolutions pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, as the same may be amended or supplemented (the “Act”):

RESOLVED, that the initial number of directors of the Corporation shall be eleven, until otherwise determined by the Corporation’s Board of Directors; and

FURTHER RESOLVED, that the following persons shall be the initial directors of the Corporation, to serve until their respective successors succeed by operation of the Bylaws, or until their earlier resignation or removal:

Glenn Loughridge, President
Felecia Townsend, President Elect
Donna Morris-Powell, Vice President
Cindy McClanahan, Secretary
Cary Wilkerson, Treasurer
Rick Torres, Professional Development Coordinator
Chris Fulkerson, Membership Coordinator
Carrie Chutes, Conference Coordinator
Jackson “Andy” Meeks, South Representative to National Board
Derrick Davis, Communications/Technology Coordinator
Erica “Brett” Jackson, Past President

* * * *

THIS RESOLUTION, signed by the sole Incorporator of the Corporation, shall be effective as of the date written below, and shall be filed with the minutes of the Corporation.

NATIONAL ASSOCIATION OF COLLEGE AUXILIARY SERVICES SOUTH

By: _______________________
   Judith Kim

Date: ______________________
By-Laws of the
National Association of College Auxiliary Services – South

ARTICLE I - Name

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

ARTICLE II - Purpose

Section 1: To advance the profession of auxiliary and business services in higher education and to provide member representatives responsible for these services a means of supporting their institutions’ missions through enhanced professional development and expanded networking opportunities. Additionally, to support the policies and goals of the National Association of College Auxiliary Services, herein referred to as NACAS-National, as set forth in Article II of the NACAS-National constitution and by-laws, and in all matters act in harmony with the principles and procedures of NACAS-National.

ARTICLE III - Members

Section 1: Any college or university that maintains membership in good standing with NACAS-National and is located in the Southern region, as defined by NACAS-National, shall be automatically admitted to membership in NACAS-South.

Section 2: Each member institution shall be represented only by its own employees responsible for auxiliary service functions, with each member institution having only one vote.

Section 3: To be eligible to vote on matters before NACAS-South at the annual business meeting, a college or university must be a member thirty (30) days prior to the date on which the annual business meeting begins.

ARTICLE IV - Governance

Section 1: The affairs of NACAS-South shall be governed by a Board of Directors, elected by its regional members.

Section 2: It shall be the duty of the NACAS-South Board of Directors to have general supervision over the affairs of NACAS-South and to determine policies thereof. The Board of Directors, by majority vote, may authorize the President, President-Elect, Vice-President and/or Treasurer to bind NACAS-South in such contracts.
as they deem necessary to carry out the business of the region, subject to approved budget.

ARTICLE V - Annual Business Meeting

Section 1: NACAS-South shall hold a business meeting annually, in conjunction with the annual conference.

Section 2: The annual business meeting shall be open to all members for the purpose of:

a. electing officers for the ensuing year;
   b. reviewing reports of officers and committees; and
   c. reviewing and approving a budget for the next fiscal year.

Section 3: A majority of the member institutions in attendance at the annual conference shall constitute a quorum for the purpose of transacting the business of NACAS-South.

Section 4: Business meetings of NACAS-South shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE VI - Representation

Section 1: There may be any number of member representatives at the annual business meeting.

Section 2: Representatives of 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.

ARTICLE VII - Officers

Section 1: The officers of NACAS-South shall be: a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2: The officers shall comprise the Executive Committee.

Section 3: The officers, Membership Coordinator, Publications and Technology Coordinator, Professional Development Coordinator, Conference Coordinator, the Immediate Past President, and the Southern Representative to the NACAS Board shall be known collectively as the Board of Directors.

Section 4: Terms of Officers and Directors

a. The President shall serve for one (1) year commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new President.
b. The President-Elect shall serve for one (1) year commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new President-Elect.

c. The Vice President shall serve for one (1) year commencing upon election of and acceptance at the annual business meeting and terminating upon election and acceptance by the new Vice President.

d. The Secretary shall serve for two (2) years commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new Secretary.

e. The Treasurer shall serve for three (3) years commencing upon election and acceptance at the annual business meeting and terminating upon election and acceptance by the new Treasurer. In addition, if feasible, it is appropriate and fitting for the successor (of the current Treasurer) to participate in NACAS South Board meetings and to “shadow” the sitting Treasurer for the preceding fiscal year, as a means of acclimating to the demands of the position and learning the history of the job.

f. The President shall appoint, with the concurrence of the Executive Committee, three (3) member representatives chosen at-large from the Southern Region as defined by the National Association of College Auxiliary Services (NACAS), to be known as Membership Coordinator, Publications and Technology Coordinator, and Professional Development Coordinator. These coordinators shall serve for three (3) years commencing upon appointment and acceptance and terminating upon appointment of and acceptance by the new coordinator. Each position term will be staggered over 3 years so no more or no less than one position term is vacant in any given year. Each Coordinator position shall not be eligible for two consecutive full terms; however, a Coordinator appointed to complete an unexpired term (By-laws Article III.B.4) shall be eligible for appointment to a full term immediately following expiration of the partial term of service.

g. The Immediate Past President shall serve for one (1) year commencing upon election and acceptance at the annual business meeting and terminating upon the progression of the new Immediate Past President.

h. The Southern Representative to the NACAS Board shall serve three (3) years commencing upon election and terminating upon the election and acceptance by the new Southern Representative to the NACAS Board.

i. The Conference Coordinator shall serve a three-year term commencing upon appointment by the Board. In addition, if feasible, it is appropriate and fitting for the successor (of the current Conference Coordinator) to participate in
NACAS South Board meetings and to “shadow” the sitting Conference Coordinator for the preceding year, as a means of acclimating to the demands of the position and learning the history of the job.

Section 5: Any full-time employee responsible for auxiliary service functions of any member institution of NACAS-South shall be eligible to hold any elective or appointed office of NACAS-South as defined in the Article, provided that one person may hold only one office at a time.

Section 6: The affairs of NACAS-South shall be conducted by member representatives serving voluntarily without compensation. NACAS-South shall not employ administrative staff.

Section 7: No more than one representative of a member institution shall serve on the Board of Directors concurrently. This restriction does not apply to committee membership or the Conference Coordinator position.

ARTICLE VIII - Amendments

Section 1: These By-laws may be amended by affirmative vote of a simple majority of the voting members present at a business meeting of the annual conference voting on an amendment recommended by the By-laws and Resolutions Committee.

Section 2: Proposed amendments must be submitted in writing to the President of NACAS-South at least sixty (60) days prior to the annual business meeting. If a recommendation of the By-laws and Resolutions Committee to reject a proposed amendment is defeated by vote of the voting members, such proposed amendments may be approved by an affirmative vote of two-thirds (2/3) of the members voting on a motion to amend.

Section 3: Proposed amendments may be submitted by any member.

Section 4: The President shall distribute in writing all proposed amendments to all members at least thirty (30) days prior to the annual business meeting.

ARTICLE IX - Control of Funds

Section 1: The Treasurer shall be covered by a fidelity bond or equivalent crime insurance at the expense of NACAS-South and shall open and maintain accounts in the name of NACAS-South in FDIC insured banks. All disbursements of NACAS-South funds shall be initiated by the Treasurer.

Section 2: The Treasurer shall be responsible for the receipts and disbursements of all NACAS-South funds and shall render an audited accounting to NACAS-South annually, along with a full audit in conjunction with NACAS-National every three (3) years.
Section 3: Association funds shall be used to defray the normal operating expenses of NACAS-South including clerical expense, postage, stationery, and the collection and transcription of minutes of the annual meeting. Other uses of such funds shall be made only in those cases where such expenditures clearly implement the general objectives of NACAS-South and only with the approval of the Board of Directors.

Section 4: No part of the funds of NACAS-South shall be distributed to the officers, directors, or member representative, nor shall the officers or directors be paid salaries nor shall the operation of NACAS-South office be for individual gratification or support of any officer or member representative.

ARTICLE X - Dues

Section 1: There shall be no separate dues or special assessments for those members maintaining membership in NACAS-National.

ARTICLE XI - Miscellaneous

Section 1: Committees

a) The President shall, with the approval of the Executive Committee, create and appoint member representatives and business partner(s) (when applicable) to serve on standing and ad hoc committees. The purpose of ad hoc committees shall be to investigate, evaluate, and to report on matters consistent with the purpose of NACAS-South. While some committees may have member institution and business partner representation, no committee shall have majority business partner representation.

b) Standing Committee shall be:
   a. Nomination Committee
   b. Membership Committee
   c. Audit Committee
   d. By-laws and Resolutions Committee
   e. Awards Committee
   f. Publications Committee
   g. Finance Committee

c) Membership on the Standing Committees shall be for two (2) years, providing that, regardless of time of appointment, membership shall expire at the end of the annual meeting.
Section 2: Standing Committee Composition and Functions

A. The Nominating Committee shall be chaired by the Immediate Past President and composed of four member representatives at-large, all appointed by the President with the approval of the Executive Committee. The Committee shall submit to the Publications and Technology Coordinator at least forty-five (45) days prior to the annual conference a slate of candidates for offices in NACAS-South for announcement to the membership either in the spring issue of the NACAS South Newsletter or in a membership email.

B. The Membership Committee shall be chaired by the Membership Coordinator and comprised of four (4) member representatives at large including the NACAS South representative on the national Membership Committee, and two business partner representatives. The business partner representatives will be appointed by the President and the member representatives will be recommended by the Membership Coordinator via a selection from a member-at-large interest list gathered during the Regional and National Conferences. All will become members of the Membership Committee with the approval of the Executive Committee. Business partners may not represent the same firm, and must be selected from different product/service categories. The committee shall convene at least once during the annual conference for the purpose of reviewing the roster of members, to review membership requirements and to formulate recommendations for change to be presented during the business meeting.

C. The Audit Committee shall be comprised of three (3) member representatives, all appointed by the President with the approval of the Executive Committee, one of whom shall be designated by the President to chair the Committee. The committee should have received the Treasurer’s annual report forty-five (45) days prior to the first business meeting of the annual conference, and may require the Treasurer to submit with the report such supporting materials necessary to determine the accuracy of the report.

D. The By-laws and Resolutions Committee shall be comprised of four (4) members consisting of the Immediate Past President and three previous past presidents with Immediate Past President designated to chair the committee. The Chairperson shall serve as “Parliamentarian” during the business meeting of the annual conference. The committee shall receive all suggestions for changes in the By-laws and shall recommend to the members during a business session of the annual meeting the action they feel is warranted. The committee’s recommendation shall be considered as a motion and a second. Resolutions may be offered during the annual business meeting.

E. The Awards Committee shall be comprised of four (4) member representatives at large including the NACAS South representative(s) on the
national Awards Committee, and two (2) business partner representatives. The business partner representatives will be appointed by the President and the member representatives will be recommended by the Membership Coordinator via a selection from a member-at-large interest list gathered during the Regional and National Conferences. All will become members of the Awards Committee with the approval of the Executive Committee. The NACAS South representative for the national Awards Committee shall Chair the Committee under guidance of the Membership Coordinator. The Committee shall solicit nominations and select recipients for regional awards.

F. The Publications Committee shall be chaired by the Publications and Technology Coordinator and comprised of three (3) at-large member representatives. The committee shall solicit content for regional publications, review materials prior to publication, and ensure adherence to publication schedules. The committee will also maintain the region’s web site and publish marketing materials as needed.

G. The Finance Committee shall be chaired by the Treasurer and composed of the Treasurer, Host Conference Chair, Vice President and Conference Coordinator. The Finance Committee shall create the annual budget, review investments recommended and approved by the investment subcommittee and any other financial issues.

Section 3: Nominations and Elections

Nominations for elected positions of the Board of Directors shall be presented by the Nominating Committee. Nominations will be accepted for vacant positions only. The President and President-Elect positions are successive positions, following (respectively) the Vice President and President-Elect, i.e., the Vice President advances to President-Elect and the President-Elect advances to President. Election requires a simple majority of voting representatives present at the annual business meeting.

Section 4: Office Vacancies

A. Any office shall be declared vacant whenever:

1. The incumbent is no longer eligible by virtue of employment or having moved to another region; or
2. The member institution no longer holds membership in NACAS-National; or
3. The incumbent ascends to another position according to the process described below; or
4. A simple majority of the members at any time, or a simple majority of the members present and voting at an annual meeting, shall in written Petition so declare; or
5. If the Board of Directors deems that an individual has not fulfilled the obligations of his or her elective or appointed office satisfactorily and the individual is dismissed by a $\frac{3}{4}$ (75%) majority vote of the Board of Directors.

B. Vacant Offices shall be filled as follows:

1. In the event of a vacancy in the office of President, the President-Elect shall assume the office of President.
2. In the event of a vacancy in the office of President-Elect, the Vice President shall assume the office of President-Elect.
3. In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint a Past President of NACAS-South to serve only the unexpired term of the Vice President.
4. In the event a Coordinator position becomes vacant, the President shall appoint, with the approval of the Executive Committee, a member representative to the vacant position to fill the unexpired term.
5. In the event any other board position becomes vacant, the President shall appoint, subject to the approval of the Board of Directors, a member representative to the vacant position to fill the unexpired term.

Section 5: Annual Conference and Business Meeting

A. Sites for the annual conference and business meeting shall be recommended by the Vice President and chosen by the Board. The Board will make every effort to choose conference sites from all of the geographic areas in our region determined on a rotation basis.
B. The annual conference and business meeting shall be held between April 1st and June 30th each year.

Section 6: Duties of the Board of Directors

A. The Board of Directors shall conduct the business of NACAS-South; shall present a budget at the annual meeting for approval of the members; shall further the purposes of NACAS-South; shall have authority to invest funds remaining in the treasury at the close of the fiscal year; and may revise the approved budget by an affirmative vote of at least seven (7) Directors.
B. It shall be the duty of the President to preside at all meetings of NACAS-South, the Board of Directors and the Executive Committee; to enforce all provisions of the Constitution and By-laws; and to make all appointments required of that office by the Constitution and By-laws.
C. The President-Elect shall carry out such duties as may be assigned by the President; shall prepare to assume the office of President; shall develop preliminary plans for the upcoming annual conference; shall chair the annual conference Program Committee; shall, in the absence of the President, preside at meetings of NACAS-South, the Board of Directors, and the Executive Committee; and shall assume the office of the President should that office become vacant.

D. The Vice President shall coordinate the solicitation of vendor sponsorships; shall prepare to assume the Office of President-Elect; and shall assume the office of President-Elect should that office become vacant; and shall carry out such other duties as may be assigned by the President and/or the Board of Directors.

E. The Secretary shall provide direction to the Publications and Technology Committee; shall be the official correspondent for NACAS-South and shall carry on the required correspondence; shall maintain NACAS-South records; shall cause to be recorded, published, and distributed to the members the minutes of the annual meeting.

F. The Treasurer shall be the custodian of all NACAS-South funds and shall make all disbursements, all in accordance with the provisions of the Constitution having to do with the control of funds.

G. Three Coordinator Positions:
The Membership Coordinator, under the guidance of the President, shall serve as chair of the Membership Committee and provide guidance to the Awards Committee. The Coordinator will develop and administer a consistent membership growth program for the region and coordinate regional efforts with the National Membership Committee initiatives. Under the guidance of the Vice President, develop a regional business partner membership strategy in conjunction with the Vice President’s development efforts. Serve on the NACAS South Board as a voting member.

The Publications and Technology Coordinator, under the guidance of the Secretary, shall serve as chair of the Publications and Technology Committee and will be responsible for composing and/or editing all NACAS South public correspondence including, but not limited to, newsletter, web site, journal articles, marketing reminders, etc. The Coordinator will develop a technology strategy for the region to enhance member communications, association effectiveness, and new member recruitment. The Coordinator will serve as the regional liaison with the National Media Services Committee. Serve on the NACAS South Board as a voting member.

The Professional Development Coordinator, under the guidance of the President-Elect, will assist with the development and execution of the annual conference
education program. The coordinator will serve as a member of the programming committee and serve as the liaison for the National Professional Development offerings in the Southern Region along with an annual needs assessment survey to assist in conference program development. Serve on the NACAS South Board as a voting member.

H. The Immediate Past President shall be retained on the Board to serve as advisor and as liaison between administrations, and shall serve as chair of the Nominating Committee and the By-laws and Resolutions Committee.

I. The Southern Representative to the NACAS-National Board shall act as liaison with NACAS-South; shall represent the needs and concerns of NACAS-South members; and shall report NACAS-National news to the NACAS South Board.

J. The Conference Coordinator, in conference with the Executive Committee, shall manage all preliminary responsibilities of each annual conference including but not limited to design, composition and distribution of pre-conference materials, registration materials, receive and deposit registrations and fees, and all other conference related duties as specified in the job description.

Section 7: Awards

A. Regional Rising Star Award
The Regional Rising Star Award recognizes outstanding professionals at colleges or universities who have clearly displayed a very high level of dedication to pursuing ethics, self-improvement, job improvement, job efficiency and sound management skills. Nominees should exhibit good leadership skills as well as support skills in campus auxiliary services while showing great enthusiasm for the exchange of ideas and systems among the membership of NACAS-South. The Regional Rising Star Awardee should have spent at least three (3) years in auxiliary services.

B. Outstanding Collaboration/Partnership
The partners may be either (a) two or more higher education institutions or (b) one or more higher education institutions and one or more companies, partnerships or individual consultants who supply services to higher education institutions. The business partners shall have collaborated on some program, project or event that benefited both parties. The event, program or project shall have been completed or in effect long enough to show measurable results. The program, project or event should have required equitable effort on the part of all nominated parties and the program, project or event should have a benefit greater that that which any of the parties could have accomplished working alone. Nominations will be confined to two (2) pages and shall include names and affiliations of all parties, purpose, and description of the program, approximate cost, benefit to the nominated parties and the students at the nominated
institutions. Attachments such as brochures, photos, announcements and financial analyses may be submitted in addition to the two-page nomination.

C. Lifetime Achievement Award
The Lifetime Achievement Award shall be given to an individual who has excelled in the field of auxiliary services. The recipient should be a role model for aspiring auxiliary service professionals and the recipient’s actions must have benefited both their institution(s) and higher education. All nominees should have an extensive list of professional achievements, strong management skills and a history of providing leadership to their institution and the profession.

Section 8: Fiscal Year

The fiscal year for NACAS-South shall be from January 1 through December 31.

Section 9: Quorum

A. For purposes of conducting business, five (5) members of the Board of Directors shall constitute a quorum; a majority of the membership in attendance at the annual conference shall constitute a quorum for the purpose of transacting the business of NACAS-South.

B. Proxy votes shall neither be acknowledged nor allowed at meetings of the Board of Directors or at the annual business meeting.
THE UNDERSIGNED, the SECRETARY of National Association of College Auxiliary Services South, a Virginia nonstock corporation (the “Corporation”), does hereby affirm that the Board of Directors of the Corporation (the “Board”) duly voted upon and approved the following resolutions at a meeting of the Board duly convened on April 14, 2020 at which a quorum was present:

ORGANIZATIONAL MATTERS

RESOLVED, that on March 12, 2020, the Incorporator of the Corporation filed the Corporation’s Articles of Incorporation with the Commonwealth of Virginia State Corporation Commission, a copy of which is attached hereto as Exhibit A, and such Articles of Incorporation shall be filed with the minutes and records of the Corporation;

FURTHER RESOLVED, that the Incorporator of the Corporation, by and through the Resolution of the Incorporator to Elect Directors, a copy of which is hereby attached hereto as Exhibit B, did elect those listed in such Resolution to serve as the initial Directors of the Corporation, and such Resolution shall be filed with the minutes and records of the Corporation; and

FURTHER RESOLVED, that the Bylaws for the regulation of the affairs of the Corporation, attached hereto as Exhibit C, are hereby ratified, adopted and approved as the Bylaws of the Corporation and shall be filed with the minutes of the Corporation.

SIGNATURE POWER

RESOLVED, that the PRESIDENT and TREASURER, acting singly, shall each have signature power for the Corporation, including but not limited to the power to draw checks in accordance with said standard form of resolutions, and to sign tax and information returns and all tax-related statements, subject to internal controls and other policies which may hereafter be approved by the Board.

BANKING RESOLUTIONS

RESOLVED, that the Corporation open and maintain such bank accounts at those financial institutions (each, a “Bank”) deemed appropriate by the PRESIDENT or the TREASURER, and that the PRESIDENT and the TREASURER, acting singly, is authorized to establish, or cause the establishment of, such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements or to delegate to others the power to execute such agreements as may be necessary or desirable; and
FURTHER RESOLVED, that if any Bank requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, such resolution or resolutions shall be deemed to have been adopted as part of this consent; and upon the inclusion thereof by the SECRETARY with the minutes of the Corporation, the SECRETARY or PRESIDENT may certify such resolution or resolutions as having been adopted by the Board as part of this consent; and

FURTHER RESOLVED, that each of the officers of the Corporation is hereby authorized to deliver to the Bank a certified copy of these resolutions and the names and signatures of the persons designated as being authorized to sign for the Corporation.

EMPLOYER IDENTIFICATION NUMBER

RESOLVED, that on behalf of the Corporation, the proper officers and representatives of the Corporation are authorized and directed to execute, and Judith Y. Kim of the firm Venable LLP is hereby directed to file with the Internal Revenue Service, an Application for Employer Identification Number on Internal Revenue Service Form SS-4.

ACCOUNTING AND FINANCIAL MATTERS

RESOLVED, that the fiscal year of the Corporation shall end on December 31st, and that, with the exception of the first fiscal year, it shall be a twelve-month period ending December 31st of each and every year; and

FURTHER RESOLVED, that the proper officers be, and they hereby are, authorized to pay all accounting and legal fees and expenses incident to and necessary for the organization of the Corporation.

TAX MATTERS

RESOLVED, that whereas counsel for the Corporation has advised that the Corporation should qualify as a tax-exempt organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, each of the proper officers of the Corporation is hereby authorized and directed to execute Form 1024 of the Internal Revenue Service entitled “Application for Recognition of Exemption” and all related documents.

QUALIFICATION TO DO BUSINESS

RESOLVED, that for the purpose of authorizing the Corporation to do business in any jurisdiction in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and under the corporate seal if required, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such jurisdiction to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process and to file such certificates, reports,
revocations of appointment, or surrenders of authority as may be necessary to terminate the authority of the Corporation to do business in any such jurisdiction.

**FURTHER AUTHORIZATIONS**

**RESOLVED**, that the officers of the Corporation, or any of them, are hereby authorized, empowered and directed to take any and all necessary or appropriate action, including the expenditure of funds, to complete the organization of the Corporation fully and expeditiously; and

**FURTHER RESOLVED**, that the officers of the Corporation, or any of them, are hereby authorized to execute and deliver any document or instrument and to take any action they deem necessary, desirable or appropriate to accomplish the purposes of the foregoing resolutions.

* * * *

**WITNESSED by:**

_________________________________
Cindy McClanahan
Secretary

Dated: _______________ ____, 20__
Exhibit A
Articles of Incorporation
Exhibit B
Resolution of the Incorporator
Exhibit C
Bylaws
# NACAS South Profit and Loss Statement

**As of March 31, 2020**

## REVENUES:

### Conference Revenues:

<table>
<thead>
<tr>
<th></th>
<th>January</th>
<th>February Revenue</th>
<th>March Revenue</th>
<th>YTD Revenue</th>
<th>2020 Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conference Registrations</td>
<td>$20,045.00</td>
<td>$31,460.00</td>
<td>$51,505.00</td>
<td>$65,000.00</td>
<td>$(13,495.00)</td>
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</tr>
<tr>
<td>- Grant Recipients</td>
<td></td>
<td>$</td>
<td>$</td>
<td></td>
<td>$(3,500.00)</td>
<td>$3,500.00</td>
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<tr>
<td>Conference Registrations</td>
<td>$20,045.00</td>
<td>$31,460.00</td>
<td>$51,505.00</td>
<td>$61,500.00</td>
<td>$(9,995.00)</td>
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<tr>
<td>Business Partners</td>
<td>$50,000.00</td>
<td>$56,845.00</td>
<td>$106,845.00</td>
<td>$185,000.00</td>
<td>$(78,155.00)</td>
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<tr>
<td><strong>Sub-Total Conference Revenues:</strong></td>
<td>$70,045.00</td>
<td>$88,305.00</td>
<td>$158,350.00</td>
<td>$246,500.00</td>
<td>$(88,150.00)</td>
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</tr>
</tbody>
</table>

### Other Association Revenues:

<table>
<thead>
<tr>
<th></th>
<th>January</th>
<th>February Revenue</th>
<th>March Revenue</th>
<th>YTD Revenue</th>
<th>2020 Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transfer from EJ Investment Account</td>
<td></td>
<td>$</td>
<td>$</td>
<td></td>
<td>$4,500.00</td>
<td>$(4,500.00)</td>
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<tr>
<td><strong>Sub-Total Other Revenues:</strong></td>
<td>$</td>
<td>$</td>
<td>$</td>
<td></td>
<td>$4,500.00</td>
<td>$(4,500.00)</td>
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</tbody>
</table>

**Total Annual Revenues:**

<table>
<thead>
<tr>
<th></th>
<th>January</th>
<th>February Revenue</th>
<th>March Revenue</th>
<th>YTD Revenue</th>
<th>2020 Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Sub-Total</strong></td>
<td>$70,045.00</td>
<td>$88,305.00</td>
<td>$158,350.00</td>
<td>$251,000.00</td>
<td>$(92,650.00)</td>
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## EXPENSES:

### Regional Conference Expenses:

<table>
<thead>
<tr>
<th></th>
<th>January</th>
<th>February Expenses</th>
<th>March Expenses</th>
<th>YTD Expenses</th>
<th>Budget</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Awards</td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$1,000.00</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Promotions and Gifts</td>
<td>$560.62</td>
<td>$560.62</td>
<td>$560.62</td>
<td>$560.62</td>
<td>$7,500.00</td>
<td>$6,939.38</td>
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<tr>
<td>Miscellaneous Supplies</td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$1,000.00</td>
<td>$1,000.00</td>
</tr>
<tr>
<td><strong>Sub-Total Gifts and Awards:</strong></td>
<td>$560.62</td>
<td>$</td>
<td>$560.62</td>
<td>$9,500.00</td>
<td>$8,939.38</td>
<td></td>
</tr>
<tr>
<td>Board Meetings (F&amp;B)</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$</td>
<td>$2,400.00</td>
<td>$2,400.00</td>
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<tr>
<td>Board Dinners-Host Committee</td>
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<td>$</td>
<td>$</td>
<td>$</td>
<td>$2,800.00</td>
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<tr>
<td>Past President’s Dinner</td>
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<td>$</td>
<td>$</td>
<td>$</td>
<td>$5,700.00</td>
<td>$5,700.00</td>
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<td><strong>Sub-Total Board Activity:</strong></td>
<td>$</td>
<td>$</td>
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<td>$10,900.00</td>
<td>$10,900.00</td>
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<tr>
<td>------------------------------------------------</td>
<td>------------</td>
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<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Transportation and Campus Tours</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Saturday Outing</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Fun Run</td>
<td>$</td>
<td>$</td>
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</tr>
<tr>
<td>Events Entertainment</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Sub-Total Entertainment:</strong></td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Conference Speakers</td>
<td>$</td>
<td>$</td>
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<tr>
<td>Cvent Fees</td>
<td>$</td>
<td>$</td>
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<tr>
<td>Merchant Service Fees - Elavon &amp; Square</td>
<td>$ 1,893.23</td>
<td>$ 1,904.26</td>
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<tr>
<td>Printing and Postage</td>
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<td>$</td>
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<tr>
<td>Conference Grants - Hotel</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
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<tr>
<td>Conference Event Room Rental</td>
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<td>$</td>
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<tr>
<td>Shuttle transportation</td>
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<td>$</td>
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<tr>
<td>Conference Audio Visual &amp; Technology</td>
<td>$</td>
<td>$</td>
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<tr>
<td>Miscellaneous conference items</td>
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<td>$ 161.77</td>
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<tr>
<td><strong>Sub-Total Conference and Hotel Expenses:</strong></td>
<td>$ 2,760.85</td>
<td>$ 2,066.03</td>
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<tr>
<td>Welcome Reception Drinks</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Welcome Reception Meals</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>President’s Reception - Drinks/Apps</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Opening Event-Drinks &amp; Meals</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Opening Event - space rental</td>
<td>$</td>
<td>$</td>
<td></td>
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</tr>
<tr>
<td>Business Partners Breakfast (Monday)</td>
<td>$</td>
<td>$</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Showcase Luncheon (Monday)</td>
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<td>$</td>
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<tr>
<td>Conference Breakfast (Tuesday)</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Association Business Lunch (Tuesday)</td>
<td>$</td>
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<tr>
<td>Closing Event - Drinks</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Closing Event - Food/Table rental/Admission</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Association Breakfast (Wednesday)</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Conference Breaks (3) F&amp;B</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td>Conference Evening Hospitality (2)</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
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<tr>
<td>Office/Reg Desk/Board refreshments</td>
<td>$</td>
<td>$</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Conference Hotel Deposit-next year’s conf</td>
<td>$</td>
<td>$</td>
<td></td>
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<tr>
<td><strong>Sub-Total Conference Food Service:</strong></td>
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<td>$</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td><strong>$ 143,745.00</strong></td>
<td><strong>$ 143,745.00</strong></td>
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<td>Expense Description</td>
<td>Amount 1</td>
<td>Amount 2</td>
<td>Amount 3</td>
<td>Amount 4</td>
<td>Amount 5</td>
<td></td>
</tr>
<tr>
<td>---------------------------------------------------------</td>
<td>------------</td>
<td>------------</td>
<td>------------</td>
<td>------------</td>
<td>------------</td>
<td></td>
</tr>
<tr>
<td>Sub-Total Regional Conference Expenses:</td>
<td>$3,321.47</td>
<td>$2,066.03</td>
<td>$5,387.50</td>
<td>$235,645.00</td>
<td>$230,257.50</td>
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<tr>
<td><strong>Association Expenses:</strong></td>
<td></td>
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<tr>
<td>Fall Board Meeting - Travel</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
<td></td>
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</tr>
<tr>
<td>Fall Board Meeting - Hotel</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fall Board Meeting - Meals</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
<td></td>
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<tr>
<td>Board Travel - C/W regional conf &amp; SEI</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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<td>Site Visitations (Future Conferences)</td>
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<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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<td>CASP Exam Fee Scholarships</td>
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<td>NACAS Annual Conference (Phoenix)</td>
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<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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<td>NACAS Annual Leadership Team Meeting</td>
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<td>$2,294.35</td>
<td>$5,500.00</td>
<td>$3,205.65</td>
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<td>NACAS Membership Svcs Coord. Commitment</td>
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<td>$</td>
<td>$2,294.35</td>
<td>$5,500.00</td>
<td>$3,205.65</td>
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<tr>
<td>Association-Survey software-South's portion</td>
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<td>$</td>
<td>$2,294.35</td>
<td>$5,500.00</td>
<td>$3,205.65</td>
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<tr>
<td>Association Insurance</td>
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<td>$949.00</td>
<td>$1,070.00</td>
<td>$121.00</td>
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<tr>
<td>Association Incorporation - annual reg.</td>
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<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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<td>$</td>
<td>$1,200.00</td>
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<tr>
<td>Association Donations</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
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<td></td>
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<tr>
<td>Association Gifts and Flowers</td>
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<td>$1,200.00</td>
<td>$1,200.00</td>
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</tr>
<tr>
<td>Association Printing Postage &amp; Shipping</td>
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<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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</tr>
<tr>
<td>Association Miscellaneous Supplies</td>
<td>$</td>
<td>$</td>
<td>$1,200.00</td>
<td>$1,200.00</td>
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<tr>
<td><strong>Sub-Total Association Expenses:</strong></td>
<td>$3,243.35</td>
<td>$</td>
<td>$3,243.35</td>
<td>$35,295.00</td>
<td>$32,051.65</td>
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<tr>
<td>Total Conference and Association Expenses:</td>
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<td>$8,630.85</td>
<td>$270,940.00</td>
<td>$262,309.15</td>
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<tr>
<td><strong>Annual Surplus or Deficit:</strong></td>
<td>$63,480.18</td>
<td>$86,238.97</td>
<td>$149,719.15</td>
<td>$(19,940.00)</td>
<td>$169,659.15</td>
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Footnote: $32,758.82 exp for 2020 conf pd in 2019 (event deposits)