

THE BYLAWS OF THE NATIONAL COUNCIL OF STATE ASSOCIATION CHIEF EXECUTIVES (NCSACE)

ADOPTED: February 13, 2012

Article I – Organization and Purposes

The National Council of State Association Chief Executives is an unincorporated group organized under the auspices of the Association of Community College Trustees to:

- Initiate, review and monitor the development of the state and federal legislation affecting community colleges in the country and in their respective jurisdictions.
- Provide a forum for the exchange of ideas and information among state association chief executives.
- Establish and promote cooperation and coordination among the various state associations serving community colleges.
- Promote and advance the scope and quality of services provided by the Member state associations.

Article II – Membership

Membership in Council shall be comprised of the chief executives of state associations servicing community colleges members of the Association of Community College Trustees or the American Association of Community Colleges. Each state association is entitled to one vote by its Council Members.

Article III – Meetings

The Council shall establish the time, date, and place of its meetings as follows:

Section 1. The Council shall hold its Regular meeting in connection with the annual Association of Community College Trustees Leadership Congress.

Section 2. Special meetings may be called with five days notice by the Executive Committee or upon the request of two-thirds of the Council's Members.

Section 3. Meetings shall be held in person unless immediate action is necessary, and then electronic means as determined by the President may be used.

Section 4. At any meeting of the Council, a quorum shall constitute of majority of those present.

Section 5. Meetings shall be open to interested persons unless any meeting or portion of the meeting is declared by the Executive Committee to be an executive session open only to Council Members.

Article IV – Officers

Section 1. The Council Officers shall consist of a President, Vice-President, a Treasurer, a Secretary, and a Past President.

Section 2. Officers shall be elected at the Regular meeting of the Council and shall take office upon adjournment of the Regular meeting. If the election of these officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the Council.

Section 3. Council Officers shall serve for term of one year unless otherwise designated in the Bylaws. Each such Officer shall hold office until their successor is elected and qualified.

Section 4. Succession of Officers.

- (a) When the President's term expires, the President shall become Past President and the Vice-President shall become President.
- (b) The term of the Treasurer shall be indefinite and the Treasurer shall serve at the pleasure of the Council. A fidelity bond is required of the Treasurer. The premium of such bond shall be paid by the state association whom the Treasurer is representing
- (c) The term of the Secretary shall be indefinite and the Secretary shall serve at the pleasure of the Council.

Section 5. Vacancies.

- (a) A vacancy in the office of Past President shall be filled by the prior Past President if they are willing or by another Council Member appointed by the Executive Committee or the Council for the remainder of the term.
- (b) A vacancy in the office of President shall be filled by the Vice-President, who shall hold the office for the remainder of that term.
- (c) A vacancy in the office of the Vice-President shall be filled by appointment by the Executive Committee or the Council for the remainder of the term.
- (d) A vacancy in the office of Treasurer shall be filled by appointment by the Executive Committee and approved by the Council.
- (e) A vacancy in the office of Secretary shall be filled by appointment by the Executive Committee and approved by the Council.

Article V – Duties of the Officers

Section 1. Duties of the President:

- (a) Serve as the presiding officer of all Council meetings and activities.
- (b) Serve as official spokesperson of the Council or delegate the spokesperson role to a Council Member(s).
- (c) Appoint Council Members to Committees independently or in conjunction with Executive Committee.
- (d) Coordinate the work of the Council and perform such other duties incident to the office of President and such other duties as may be prescribed by these Bylaws, or as directed by the Executive Committee or the Council.

Section 2. Duties of the Vice-President.

- (a) Perform the duties of the President in the absence or inability/refusal of the President to serve. The Vice-President, when thus acting, shall assume the powers of and restrictions upon the President.
- (b) Act as aide to the President.
- (c) Perform such other duties as may be prescribed by these Bylaws, or as directed by the Executive Committee or the Council.

Section 3. Duties of the Treasurer.

- (a) Have custody of and be responsible for all of the Council's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Council from any source.
- (c) Pay all expenditures of the Council.
- (d) Present a statement of financial condition of the preceding year at the Regular meeting and report on the financial operations at each meeting of the Council
- (e) Reimburse Members for the following expenditure, with authorization from the President:
 - i. President's Citations;
 - ii. Plaque or Certificate for outgoing President;
 - iii. Memorial gifts for death of a Member in the amount of \$250.00; and
 - iv. Similar recognition items.
- (f) In general, perform all the duties incident to the office of Treasurer and such other duties as may be prescribed by these Bylaws, particularly in Article IX, Section 1, or as directed by Executive Committee or the Council.

Section 4. Duties of the Secretary.

- (a) Record and maintain the minutes of the proceedings of the Council and of the Committees with authority to act on behalf of the Council.
- (b) Be the Custodian of the Council's records, other than the financial records.
- (c) Maintain the directory of the Council and similar documents.
- (d) Perform such other duties as may be prescribed by these Bylaws, particularly in Article VIII, or as directed by the Executive Committee or the Council.

Article V – Executive Committee

Section 1. The Executive Committee for the Council shall be comprised of the officers of President, Vice President, Past President, Treasurer, Secretary, and others as appointed by the Council.

Section 2. The term of each Council Member on the Executive Committee shall be concurrent with the Council Member's term as an Officer.

Section 3. The Executive Committee shall:

- (a) Review Council policies and procedures, budgets and financing, Membership, and other matters of concern to Council Members and make recommendations regarding the same to the Council.
- (b) Have the authority to exercise the powers of the Council between scheduled Council meetings for items that require immediate action and such other duties as may be prescribed by these Bylaws, or directed by the Council.

Section 4. The President shall preside at all meetings of the Executive Committee and shall call meetings of the Executive Committee as needed or as directed by the Council.

Article VI – Council Committees

Section 1. The Council may designate and appoint one or more Committees, each of which shall consist of three or more Members to perform the functions outlined in these Bylaws or in charge to the Committee.

Section 2. A Committee Member may be removed by the Executive Committee or the Council whenever in their judgment the Council's best interests shall be served by such removal.

Section 3. A vacancy on a Committee may be filled by appointments made in the same manner as the original appointment.

Section 4. Each Committee may adopt rules for its own governance consistent with these Bylaws, its charge, and the meeting records of the Council.

Article V – Conflict of Interest and Conduct

Section 1. Each Council Member shall guard against and have a duty to disclose actual as well as potential conflicts of interest and conduct themselves in a manner that promotes the purposes of the Council.

Article VII – Council Membership Dues

Section 1. The Council, at its Regular meeting, will set the Member dues.

Section 2. All privileges of Membership are automatically suspended for any Council Member whose dues are unpaid at October 1. Council Members so suspended are automatically reinstated upon payment of the current year's dues.

Article VIII – Records

Section 1. The Council shall maintain the following records in accordance with the law:

- (a) Correct and complete books and records of financial accounts.
- (b) Minutes of the proceedings of the Council and Committees with authority to act on behalf of the Council.
- (c) Other records required by law or the Council.

Section 2. A Council Member may inspect and copy the books, records, and documents of the Council at reasonable times to the extent such inspection and copying is reasonably related to the performance of the Council Member's duties, including duties as a Member of a Committee. Such inspection and copying shall not be for any other purpose or in any manner that would violate the Purposes of the Council.

Article IX – Finance, Signatory and Deposit Authority

Section 1. Finance.

- (a) The Council shall operate on a fiscal year of July 1- June 30.
- (b) Council funds shall be deposited to the credit of the Council in such depositories as shall be selected by the state association whom the Treasurer is representing.
- (c) No financial obligations shall be incurred by any Officer or Committee except as authorized by the Council.
- (d) The President may approve the expenditure of funds that were approved at or arise outside the timeframe for approval at the Regular meeting, but which are in keeping with the purposes of the Council. Input from the Members may be secured through "egroups" or a similar method.
- (e) Council checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the Council's name shall be signed by the Treasurer countersigned in accordance with the policies of the state association whom the Treasurer represents.
- (f) The Council may designate others, as it determines, to sign such instruments setting such authority in general or specific terms.
- (g) The Council may reimburse registration fees and necessary travel expenses to Members, or their designee, who represent NCSACE at the following meetings:
 - i. American Legislative Exchange Council;
 - ii. Education Commission of the States;
 - iii. National Conference of State Legislatures;

- iv. National Governors Association;
- v. National Association of State Directors; or
- vi. Similar organizations' events.

Section 2. The Council may authorize another Officer or Officers, agent or agents of the Council, in addition to those authorized by these Bylaws, to enter into contracts or to execute and deliver instruments in the name of and on behalf of the Council.

Section 3. The Council may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

Article IX – Electronic Transmission.

“Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain a representation of the signature of the Member giving such written consent.

Article X – Liability.

Section 1. Nothing herein shall constitute Members of the Council as partners for any purpose. No Member, Officer, or agent of the Council shall be liable for the acts or failure to act on the part of any other Member, Officer, or agent of the Council, nor shall any Member, Officer, or agent be liable for her/his act or failure to act under these Bylaws.

Section 2. Members and Officers shall be protected and indemnified by the state association who they represent on the Council and the Council shall not indemnify any and all of its Officers, Members, former Officers, former Members, or any person who may have served at its request, against expenses actually necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Member or Officer of the Council.

Article XI – Amendments to the Bylaws.

Section 1. These Bylaws may be amended by affirmative vote of not less than two-thirds of Council Members present and voting.

Section 2. Proposed amendments must be presented to the Members no less than ten days prior to the Regular meeting with such notice being able to be waived by Members at the Regular meeting. The amendment(s) will become effective upon approval unless another effective date is included in the terms of the amendment.

Article XII – Dissolution of the Council.

Upon dissolution of the Council, the Council shall distribute all assets after payment of debts and liabilities to Association of Community College Trustees and American Association of Community Colleges in equal amounts. If such organizations no longer exist, the net assets shall be distributed to an organization which is exempt from taxation under Section 501(a) of the Internal Revenue Code as amended, are organized and operated exclusively for educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended, and have purposes similar to the Purposes of the Council.