

NATIONAL STATE AUDITORS ASSOCIATION

CONSTITUTION AND BYLAWS

Amended on the following dates:

June 4, 1980

June 4, 1981

June 8, 1983

June 6, 1984

February 6, 1995

June 7, 1996

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NATIONAL STATE AUDITORS ASSOCIATION
CONSTITUTION AND BYLAWS

ARTICLE I -- NAME AND OBJECTIVES

Section 1 - Name

The name of this organization shall be the National State Auditors Association (NSAA).

Section 2 - Objectives

The objectives of the Association are:

- a. To unite state auditors as professionals in the state government service.
- b. To affiliate with other state fiscal officials through the National Association of State Auditors, Comptrollers and Treasurers (NASACT).
- c. To encourage and provide opportunities for the free interchange of information and ideas among auditors in the state government service, and between state, federal, and local auditors.
- d. To foster improvement in state government through promotion of:
 - (1) The observance of professional auditing standards in the conduct of audits of governmental organization, programs, activities and functions;
 - (2) Audit and financial management methods and techniques to improve management control and accountability; and
 - (3) The development of generally accepted principles of accounting when they have been identified, as established by the Governmental Accounting Standards Board.
- e. To contribute to the improvement of education and training available to state government auditors.

ARTICLE II -- MEMBERSHIP

Section 1 - Classes of Membership

- a. Full Membership -- Full members shall be state auditors, elected or appointed, having external financial and/or performance post audit responsibilities on a state-wide basis, or their designated representatives who are dues paying members of NASACT.
- b. Association Membership -- Federal, local and other such government officials may be accepted as associate members as the Executive Committee may determine.

ARTICLE III -- VOTING

Section 1 - Voting Rights

Each state shall have one vote which shall be apportioned among the full members of that state who are present and voting.

Section 2 - Voting Actions

Matters requiring voting by the Association shall be approved by a majority of votes.

ARTICLE IV -- MEETINGS

Section 1 - Meetings of Members

- a. Meetings of the full membership to advance the purposes and objectives of the Association shall be held on such date and at such time and place as may be designated by the President with the approval of the Executive Committee.
- b. Notice shall be sent to each member of the Association at least 30 days before the date of each meeting.
- c. A quorum shall consist of 20 percent of the full members.

Section 2 - Rules of Procedure

In transacting official business, the rules of parliamentary procedure contained in the most recent revision of "Robert's Rules of Order" shall govern all meetings of the Association.

ARTICLE V -- ASSOCIATION ORGANIZATION

Section 1 - Officers and Directors

The Association officers shall be the President, President Elect, and Secretary/Treasurer.

- a. The President shall be the prior year's President Elect and shall serve for a one-year term in addition to any period in which he or she filled a vacancy in the Office of President.
- b. The President Elect and the Secretary/Treasurer shall be elected annually for a one-year term as provided in Article VI.

Section 2 - Executive Committee

- a. The Executive Committee shall be the governing body of the Association and shall be comprised of the following:
 - The President;
 - The President Elect;
 - The Secretary/Treasurer;
 - The Immediate Past President; and
 - Three Additional Members, at large, elected by the general membership for a one-year term.

If a vacancy occurs in the office of Additional Member, the position shall be filled by Executive Committee appointment for the unexpired term.

- b. Meetings of the Executive Committee shall be held at the call of the President or any three members of the Executive Committee. A quorum shall be four persons.
- c. The President shall preside at all meetings. In his or her absence, the Officer to preside shall be determined in the following succession: President Elect, Secretary/Treasurer.
- d. The Executive Committee shall have the authority to:
 - (1) Promulgate the policies and programs of the Association;
 - (2) Adopt an annual financial plan, receive the reports of the Secretary/Treasurer, and take such actions as are considered appropriate; and
 - (3) Establish Association dues for all members.

Section 3 - Committees, Sub-Committees and Task Forces

- a. The President, with the approval of the Executive Committee, may establish Committees, Sub-Committees and Task Forces to assist in carrying out the programs and operations of the Association.
- b. Other than the Executive and Nominating Committees, the President shall determine the number of persons to be assigned to each Committee, Sub-Committee and Task Force and designate the chair for one year.
- c. All members of a Committee, Sub-Committee or Task Force shall be members of the Association, or their designee.
- d. Each Committee shall be established to fulfill the needs of the Association's membership and shall study all substantive matters within their assigned jurisdictions. A committee shall be made up of at least 3 and no more than 9 members assigned by the President in accordance with sections (b) and (c), above. If deemed necessary, the President may increase the number of members assigned to a Committee.
- e. The Nominating committee shall consist of the President Elect, a Past President (when available) appointed by the President, and three Association members selected by the Executive Committee (four whenever a Past President is not available) to make a committee of five. The President shall appoint the Chair of the Committee from among its members.

Section 4 - Terms of Office

- a. Members of Committees shall serve at the pleasure of the President.

**ARTICLE VI -- NOMINATION, ELECTION AND FILLING OF VACANCIES
FOR OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

Section 1 - Nominations

- a. The Nominating Committee shall select from the membership one candidate for each of the offices of President Elect, and Secretary/Treasurer and three candidates for members of the Executive Committee, no later than ten days before the annual meeting. All nominees must indicate their willingness to serve if elected. Nominations for all offices will be accepted from the floor during the annual meeting after the presentation of the Nominating Committee's report.

Section 2 - Voting

When there is a contest for an elective office, voting shall be by a show of hands of those present.

Section 3 - Filling Vacancies

In the event of a vacancy occurring in any Officer position, the following succession shall occur. For the office of President, the President Elect will succeed. In the event of a vacancy in the office of President Elect, the Secretary/Treasurer will succeed, and in the event of a vacancy in the office of Secretary/Treasurer, the at large Additional Member with the most seniority on the Executive Committee will succeed. In the case of a vacancy in any other elected position, the Executive Committee shall fill the vacancy.

ARTICLE VII -- FINANCIAL ADMINISTRATION

Section 1 - Dues

Association dues may be established annually by vote of the Executive Committee.

Any member who is delinquent in the payment of dues for four months from the date shall automatically cease to be a member unless excused by the Executive Committee. Reinstatement must be approved by the Executive Committee.

Section 2 - Financial Responsibilities

- a. The Executive Committee shall have the authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls.
- b. Approval of the financial plan by the Executive Committee shall constitute authority for appropriate officials of the Association to expend funds as provided in the plan.

Section 3 - Dissolution

In case of dissolution of the Association and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed in such manner as the Executive Committee may determine and direct.

Section 4 - Fiscal Year

The fiscal year of the Association shall end at the close of business on the 30th day of June each year.

**ARTICLE VIII -- NSAA REPRESENTATION ON
NASACT EXECUTIVE COMMITTEE**

Section 1 - NASACT Executive Committee

- a. In accordance with the NASACT Constitution and Bylaws, three NSAA members will be appointed to the NASACT Executive Committee in addition to any NSAA members that are officers of NASACT.

Section 2 - Selection of NSAA Representatives

- a. The three NSAA representatives on the NASACT Executive Committee shall be the President, President Elect, and Secretary/Treasurer.
- b. If an officer of NSAA is also an officer of NASACT, the NSAA President, with approval of the NSAA Executive Committee, shall appoint an Executive Committee member to the NASACT Executive Committee.

Section 3 - Terms of Office

- a. Members shall serve in accordance with the terms of office of NASACT.

ARTICLE IX -- AMENDMENTS TO CONSTITUTION AND BYLAWS

Section 1 - Origination of Amendments

Proposed changes in the Constitution and Bylaws shall be submitted in the following manner:

- a. By proposal in writing from any chair on behalf of their committee to the President or by proposal in writing to the President signed by 20 percent of the Membership.

Section 2 - Processing Procedure

- a. Proposals shall be submitted to the President, who will appoint a Constitution and Bylaws and Procedures Committee. After review and coordination with the initiator, appropriate changes along with Committee analysis shall be submitted to the Executive Committee who shall submit Constitution and Bylaws changes to the Association membership for vote.