

CONSTITUTION AND BYLAWS OF THE
NATIONAL ASSOCIATION OF STATE AUDITORS, COMPTROLLERS AND TREASURERS

AS ADOPTED AT

NEW ORLEANS, LOUISIANA, ON NOVEMBER 15,1978

AS AMENDED AT

HOT SPRINGS, ARKANSAS, ON NOVEMBER 19,1980

AND AT

CHICAGO, ILLINOIS, ON AUGUST 12,1981

AND AT

NASHVILLE, TENNESSEE, ON NOVEMBER 16,1982

AND AT

KANSAS CITY, MISSOURI, ON AUGUST 3,1983

AND AT

WILLIAMSBURG, VIRGINIA, ON NOVEMBER 13,1984

AND AT

SALT LAKE CITY, UTAH, ON JULY 30,1985

AND AT

ASHEVILLE, NORTH CAROLINA, ON NOVEMBER 11, 1986

AND AT

PHOENIX, ARIZONA, ON NOVEMBER 13,1990

AND AT

LOUISVILLE, KENTUCKY, ON NOVEMBER 18,1992

AND AT

BALTIMORE, MARYLAND, ON AUGUST 23,1993

AND AT

MOBILE, ALABAMA, ON NOVEMBER 20,1996

AND AT

CINCINNATI, OHIO, ON AUGUST 17, 1999

CONSTITUTION OF
THE NATIONAL ASSOCIATION OF
STATE AUDITORS, COMPTROLLERS AND TREASURERS

SECTION 1. The name of the Association shall be the National Association of State Auditors, Comptrollers and Treasurers. The Association is hereby organized as a wholly owned instrumentality of each and all states within the meaning of section 115 of the Internal Revenue Code (or the corresponding provision of any future Federal Tax Code).

SECTION 2. The purpose of the Association shall be:

(a) To promote opportunities to share expertise within NASACT and to exchange ideas that promote effective management;

(b) To advance financial management through research and/or technology;

(c) To develop and promote standards of excellence;

(d) To provide information regarding financial management issues affecting states and other levels of government;

(e) To unite efforts to improve financial management practices at all levels of government;

(f) To enhance the financial management skills of members and others concerned with government finances;

(g) To utilize the external expertise, knowledge, and skills of members to offer assistance at all levels of government;

(h) To work cooperatively with members and other organizations.

SECTION 3. Members of the Association shall consist of Auditors, Comptrollers and Treasurers of the respective states of the United States, the District of Columbia and the respective territories of the United States and other elective or appointive officers of any name called or known whose duties are in common with the duties of an Auditor, Comptroller or Treasurer of a state. The term "state" in this Constitution shall be deemed to include the District of Columbia and the respective territories of the United States.

Recognition is given to an organization of State Auditors, and an organization of State Comptrollers, and an organization of State Treasurers of the respective states.

- SECTION 4. The annual dues to be assessed by the Association as membership dues shall be recommended by the Executive Committee and approved by vote of the members in good standing. Dues will remain in effect until changed in accordance with the foregoing procedures.
- SECTION 5. Any member in good standing who ceases to be a member in good standing of the Association after having been a member in good standing of the Association for a minimum of eight years, may become a life member of the Association, subject to the By-Laws of the Association. Life members shall not be required to pay Association dues. This status is not entitled to a voting privilege.
- SECTION 6. Upon termination, dissolution, or winding up of the Association, the assets if any, remaining after payment or provision of payment of all liabilities of the Association, shall be distributed to the respective jurisdictions of the members pro rata. Any assets so distributed shall be used for a public purpose.
- SECTION 7. The private property of the members, officers, and staff of the Association shall not be subject to any claims against the Association, to any extent whatever.

BYLAWS OF
THE NATIONAL ASSOCIATION OF STATE AUDITORS,
COMPTROLLERS AND TREASURERS

ARTICLE I

MEMBERSHIP

- SECTION 1. Members of the Association shall consist of Auditors, Comptrollers and Treasurers of the respective states of the United States, the District of Columbia and the respective territories of the United States, and other elective or appointive officers of any name called or known whose duties are in common with the duties of an Auditor, Comptroller, or Treasurer of a state. The term "state" in these ByLaws shall be deemed to include the District of Columbia and the respective territories of the United States.
- SECTION 2. Upon application to the Executive Committee, any individual who ceases to be a member in good standing of the Association, after having been a member in good standing for a minimum of eight years, may become a life member of the Association, subject to the approval of the Executive Committee. Life members shall not be required to pay Association dues. This status is not entitled to a voting privilege.
- SECTION 3. The payment of annual dues for the current fiscal year shall describe a member in good standing and be a prerequisite for eligibility to vote, to hold office, and to register at the annual meeting of the Association at the member rate.
- SECTION 4. Recognition is given to an organization of State Auditors, an organization of State Comptrollers and an organization of State Treasurers of the respective states.
- SECTION 5. The Executive Committee shall have final authority on all matters regarding Association membership.

ARTICLE II

MEETING OF THE MEMBERS

- SECTION 1. The Association shall meet once in each calendar year at such time and place as may be fixed by a vote of the members at the preceding annual meeting. The annual meeting shall be for the purpose of electing officers and for any other proper business purpose. The annual meeting of the Association shall have at least two separate business sessions. Special meetings of the Association as described in Section 3 of this article may have one or more business sessions.
- SECTION 2. The annual meeting shall be called to order by the President of the Association, or in the President's absence by the first Vice President or, if also absent, by the second Vice President and a program shall be presented in such manner as the President or presiding officer shall direct. Except as otherwise provided by the

Constitution of the Association or these ByLaws, Robert's Rules of Order shall govern the proceedings of all meetings of the Association and its committees.

- SECTION 3. The Association may also hold special meetings, as determined by the President or a majority of the members of the Executive Committee. Written notice of the annual meeting and of each special meeting shall be given to all members in good standing of the Association at least ten days in advance of the meeting to be held, stating the place, date, and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called.
- SECTION 4. Notice of a meeting need not be given to any member who submits a written waiver of notice signed by such member before or after the time stated therein. Attendance of a member at a meeting of members shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in any written waiver of notice.
- SECTION 5. At the annual meeting, 25 percent of the members in good standing who register for the annual meeting shall constitute a quorum for the transaction of business. At special meetings, 20 members in good standing shall constitute a quorum for the transaction of business.
- SECTION 6. Any pending motion shall be decided by a majority vote of the members in good standing and present at the business session except questions involving a change in the Constitution of the Association or the ByLaws, which shall be governed by Article VII of these ByLaws.

ARTICLE III

OFFICERS

- SECTION 1. The officers of the Association shall consist of a President, First Vice-President, Second Vice-President, a Secretary and a Treasurer.
- SECTION 2. The officers shall be chosen annually from among the members in good standing of the Association.
- SECTION 3. All officers shall be elected at the annual meeting and shall be nominated in such manner as the Executive Committee from time to time may choose.
- SECTION 4. The term of office of such officers shall be until new officers are elected at the next annual meeting. No officer shall succeed himself or herself in the same office, except for any officer who holds such office by virtue of appointment to fill a vacancy. In the event that a vacancy shall occur in any officer position of the Association, the Executive Committee, as described in Article IV, Section 8, shall be empowered to appoint any member in good standing of the Association from the same organization as the former officer to fill the unexpired term.
- SECTION 5. Any officer may resign at any time upon written notice to the Association. Any officer may be removed, with cause, by the Executive Committee acting by at least two-thirds vote of the members of such Committee.

SECTION 6. The President shall perform the usual duties of a presiding officer at all meetings of the members of the Association and shall act as Chairman of the Executive Committee. In addition, the President shall appoint members to all standing committees described in Article V and serve as Chairman of these committees. The President may appoint committees to serve during the annual meetings and such other committees as may from time to time appear necessary or desirable. In addition, the President, with the approval of the Executive Committee, may employ such employees, consultants and contractors and incur such expenses as may be necessary to the proper conduct of the business of the Association.

Each President, upon completion of his or her term, shall be given the title of President Emeritus; and he or she shall retain this title as long as he or she shall remain a member in good standing of the Association or, if approved by the Executive Committee, a life member of the Association.

SECTION 7. All other officers shall have such authority and perform such duties in the management and operation of the Association as shall be prescribed in the resolutions of the members designating and choosing such officers and prescribing their authority and duties or as shall be determined by the Executive Committee.

SECTION 8. The President shall appoint an Executive Director to carry out the administrative responsibilities for the Association, subject to the direction of the President. The Executive Director shall also perform such other functions and duties as shall be assigned by the President or the Executive Committee.

ARTICLE IV

THE EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the current officers elected at the annual meeting of the Association, the immediate past President, if a member in good standing, and three representatives from each organization of State Auditors, State Comptrollers and State Treasurers elected by such organization. However, the members of the Executive Committee serving as such at the time these ByLaws are adopted by the Association shall continue in such office until their successors are elected and qualify in accordance with these ByLaws.

SECTION 2. If any organization of State Auditors, State Comptrollers or State Treasurers fails to elect its respective Executive Committee representatives within 15 days after an annual meeting, the President shall appoint representatives to serve.

SECTION 3. Regular meetings of the Executive Committee shall be held periodically at such times, as the Executive Committee shall determine by resolution. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the Executive Committee. Meetings of the Executive Committee shall be held at such place as shall be designated in the notice of the meeting or otherwise as determined by the Executive Committee. Meetings of the Executive Committee may also be held by telephone conference call, subject to the same quorum and voting requirements as other meetings of the Executive Committee. The Executive Committee may also act upon written consent of a

majority of the members of the Executive Committee then in office provided all members of the Executive Committee shall have received notice of the proposed action.

- SECTION 4. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the Executive Committee members. Notice need not be given to any Executive Committee member who submits a written waiver of notice signed by such member before or after the time stated therein. No waiver need state the purpose of, nor the business to be transacted at, such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice unless attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- SECTION 5. A quorum for purposes of transacting official business at meetings of the Executive Committee shall be a majority of the Executive Committee members then in office. The vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee unless otherwise specified in these ByLaws.
- SECTION 6. The Executive Committee shall have charge of the funds, property and management of the Association, forming a consulting and advisory body for the direction of its policies and affairs. The Executive Committee shall adopt annual budgets governing expenditures by the Association and may appropriate funds from the net balance in the treasury of the Association for expenses in carrying on the work of the Association.
- SECTION 7. The President shall preside at all meetings of the Executive Committee. In the President's absence, the First Vice President or, if also absent, the Second Vice President shall preside.
- SECTION 8. In the event that a vacancy shall occur in any Executive Committee position, a majority of the members of the Executive Committee shall be empowered to fill the vacancy until such time as the organization from which such Executive Committee member was elected may convene to elect a successor to fill the unexpired term.

ARTICLE V

STANDING COMMITTEES

- SECTION 1. There are hereby created the following standing committees: (a) Auditing Committee; (b) Time and Place Committee; (c) Resolutions Committee; (d) Nominating Committee; (e) Constitution and ByLaws Committee; (f) Budget Committee; (g) State and Municipal Bonds Committee; (h) Personnel Committee; (i) Pension Committee; (j) Intergovernmental Relations Committee; (k) Task Force on Disclosure; and (l) FAF/GASB Relations Committee. The members of the standing committees shall be appointed by the President from among the members in good standing of the Association. The President shall serve as Chairman ex officio of each of the standing committees and of each other

committee appointed by the President in accordance with Article III, Section 6 of these By-Laws.

SECTION 2. Each standing committee shall study all substantive matters within the assigned jurisdiction of such committee. Each standing committee may make its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Executive Committee.

ARTICLE VI

FISCAL YEAR AND ANNUAL STATEMENT

The fiscal year of the Association shall be July 1 and June 30, unless otherwise provided by the Executive Committee. The financial condition of the Association shall be audited annually and a financial statement prepared and presented to the members of the Executive Committee by October 15.

ARTICLE VII

ADOPTION AND AMENDMENT OF CONSTITUTION AND BYLAWS

The Constitution and ByLaws of the Association shall not become effective until the same shall have been considered at two separate business sessions of the members of the Association and adopted by the affirmative vote of not less than two-thirds of the members in good standing present. Amendments shall be acted upon in the same manner.