

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

SECTION 1. **NAME:** The name of the Association shall be the National Association of State Auditors, Comptrollers and Treasurers, Ltd. 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). The Association is an unincorporated association within the meaning of the Kentucky Uniform Unincorporated Nonprofit Association Act of 2015 and its amendments. The duration of the Association is perpetual.

SECTION 2. **PURPOSE:** 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. **SERVICE:** The Association is located at 449 Lewis Hargett Circle, Suite 290, Lexington, KY 40503. The Association's registered agent is Executive Director R. Kinney Poynter.

SECTION 4. **MEMBERS:** 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, an organization of State Comptrollers, and an organization of State Treasurers of the respective states.

SECTION 5. **MEMBER STATUS:** Any member who ceases to be a member of the Association after having been a member of the Association for a minimum of eight years, may become a lifetime member of the Association, subject to the

Bylaws of the Association. Lifetime members shall not be required to pay Association dues. This status is not entitled to a voting privilege.

SECTION 6. **DISSOLUTION:** 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. **LIABILITY:** 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 and shall be indemnified for all claims except those where the person acted in bad faith.

SECTION 8. **AMENDMENT:** The Constitution may only be amended by a vote of not less than two-thirds of the members voting at the annual or other business meetings.

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

ARTICLE I

MEMBERSHIP

- SECTION 1. **DEFINITION:** 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. The Executive Committee may establish other classes of non-voting members.
- SECTION 2. **LIFETIME MEMBERS:** Upon application to the Executive Committee, any individual who ceases to be a member of the Association, after having been a member for a minimum of eight years, may become a lifetime member of the Association, subject to the approval of the Executive Committee. Lifetime members shall not be required to pay Association dues. This status is not entitled to a voting privilege.
- SECTION 3. **DUES:** 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. Dues will remain in effect until changed in accordance with the foregoing procedures.
- SECTION 4. **SPECIAL RECOGNITION:** 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. **FINAL AUTHORITY:** The Executive Committee shall have final authority on all matters regarding Association membership.

ARTICLE II

MEETING OF THE MEMBERS

- SECTION 1. **ANNUAL MEETING:** The Association shall meet at least once in each calendar year at such time and place as may be fixed by the Executive Committee. The annual meeting shall be for the purpose of electing officers and for any other proper business noticed for the meeting.
- SECTION 2. **CONVENOR:** 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.
- SECTION 3. **RULES:** Robert's Rules of Order shall govern the proceedings of all meetings of the Association and its committees; however, the bylaws will always hold precedence if there is a conflict.

- SECTION 4. **ADDITIONAL MEETINGS:** The Association may also hold other business 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 business meeting shall be given to all members of the Association at least 10 days in advance of the meeting to be held, stating the place, date and hour of the meeting and in the case of other business meetings, the purpose or purposes for which the meeting is called.
- SECTION 5. **NOTICE:** 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 annual or other business meeting of the members need be specified in any written waiver of notice.
- SECTION 6. **QUORUM:** At the annual meeting, 25 percent of the members who register for the annual meeting shall constitute a quorum for the transaction of business. At other business meetings, 20 members shall constitute a quorum for the transaction of business.
- SECTION 7. **VOTING AND AMENDMENTS:** Any pending motion shall be decided by a majority vote of the members present at the annual or other business meetings except questions involving a change in the Constitution of the Association or the Bylaws, which shall be governed by Article VII of these Bylaws and Section 8 of the Constitution.
- SECTION 8. **ELECTRONIC MEETINGS:** The members may meet in person or by any electronic means as long as all members can hear the proceedings and have the opportunity to speak. The members may vote by mail or email if all members are noticed of the specific resolution to be considered and if all members participate in the vote and consent to the action.
- SECTION 9. **PROXY:** A member may designate a proxy from their staff whose attendance will count towards quorum and who may vote in all matters before the membership.

ARTICLE III

OFFICERS

- SECTION 1. **TITLES:** The officers of the Association shall consist of a President, First Vice-President, Second Vice-President, a Secretary and a Treasurer.
- SECTION 2. **ELECTION:** The officers shall be chosen annually from among the members of the Association. All officers shall be elected at the annual meeting and shall be nominated in such manner as the Executive Committee may choose.
- SECTION 3. **TERM:** 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 of the Association from the same organization as the former officer to fill the unexpired term.

SECTION 4. **REMOVAL:** 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 5. **PRESIDENT:** The President shall perform the 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 committees annually and appoint the committee's chair. The President may appoint special committees in addition to the permanent committees to serve during the annual meetings and other committees as may from time to time appear necessary or desirable.

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

SECTION 6. **OTHER OFFICERS:** All other officers shall have such authority and perform such duties in the oversight of the Association as shall be prescribed in the Policy and Procedure Manual of the Association.

SECTION 7. **EXECUTIVE DIRECTOR:** The Executive Committee shall appoint an Executive Director to carry out the administrative responsibilities for the Association. The Executive Director's performance shall be reviewed annually by the Executive Committee. The Executive Director shall perform such other functions and duties as shall be assigned by the Executive Committee. The Executive Director may be terminated by the Executive Committee acting in its sole discretion.

ARTICLE IV

THE EXECUTIVE COMMITTEE

SECTION 1. **MEMBERS:** The Executive Committee shall consist of the current officers elected at the annual meeting of the Association, the immediate past President, if a member, 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. **SPECIAL APPOINTMENT:** 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. **MEETINGS:** Meetings of the Executive Committee shall be held periodically at such times as the Executive Committee shall determine by resolution. 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 any electronic means provided that all members can hear and participate in the meeting simultaneously, 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 by mail or email and all consent to the action.

SECTION 4. **NOTICE:** All meetings shall be noticed electronically or by mail with at least two days notice except for emergency meetings which may be held by unanimous consent of the Executive Committee. 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. **QUORUM AND PROXY:** 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. Executive Committee members may designate a proxy from their staff whose attendance will count towards quorum and who may vote in all matters before the committee.

SECTION 6. **ROLE:** The Executive Committee shall have oversight of the funds, property and management of the Association. The Executive Committee shall review the annual budget of the Association.

SECTION 7. **PRESIDING OFFICER:** 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. **VACANCY:** 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 members may convene at the annual or other business meeting to elect a successor to fill the unexpired term.

ARTICLE V

PERMANENT COMMITTEES

SECTION 1. **COMMITTEES:** There are hereby created the following permanent committees: (a) Audit Committee; (b) Budget Committee; (c) Governance Committee; and (d) Personnel Committee. The members of the permanent committees shall be appointed by the President from the membership of the Association.

SECTION 2. **ROLE:** Each permanent committee shall study all substantive matters within the assigned jurisdiction of such committee as assigned by the Executive Committee. The rules and procedures for each committee are the same as those for the Executive Committee.

ARTICLE VI

CONFLICT OF INTEREST

CONFLICT OF INTEREST: Executive Committee members will make an annual disclosure to the Executive Committee and the Executive Director if they have any possible conflicts of interest. The disclosure should be made available to all members of the Executive Committee. The Executive Committee and Officers recognize that a conflict of interest can violate an Executive Committee member's duty of loyalty and that conflicts should be disclosed, and an Executive Committee member with a conflict should abstain from voting if a conflict exists.

ARTICLE VII

AMENDMENT OF THE BYLAWS

PROCESS: Amendments to the Bylaws of the Association shall not become effective until adopted by a vote of the majority of members voting at the annual or other business meeting.

NOTE

The Constitution and Bylaws of the National Association of State Auditors, Comptrollers And Treasurers was adopted in New Orleans, Louisiana, on November 15, 1978, and amended in:

- Hot Springs, Arkansas, on November 19, 1980
- Chicago, Illinois, on August 12, 1981
- Nashville, Tennessee, on November 16, 1982
- Kansas City, Missouri, on August 3, 1983
- Williamsburg, Virginia, on November 13, 1984
- Salt Lake City, Utah, on July 30, 1985
- Asheville, North Carolina, on November 11, 1986
- Phoenix, Arizona, on November 13, 1990
- Louisville, Kentucky, on November 18, 1992
- Baltimore, Maryland, on August 23, 1993
- Mobile, Alabama, on November 20, 1996
- Cincinnati, Ohio, on August 17, 1999
- Virtually on November 18, 2021