

NATIONAL ASSOCIATION OF STATE COMPTROLLERS

Constitution and Bylaws

adopted August 1979,

and amended
at Williamsburg, Virginia,
on November 13, 1984,

and

at Mobile, Alabama,
on November 18, 1996,

and

at Cincinnati, Ohio,
on August 16, 1999,

and

at Las Vegas, Nevada,
on March 23, 2002,

and

at Birmingham, Alabama,
on March 22, 2007,

and

at Charleston, West Virginia,
On August 9, 2010.

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Constitution and Bylaws

ARTICLE I – NAME AND OBJECTIVES

Section 1. Name

The name of this organization shall be the National Association of State Comptrollers (NASC).

Section 2. Objectives

The objectives of the Association are:

- a. To unite state officials holding the office of or performing the functions of the State Comptroller.
- 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 interchange of information and ideas among officials in state government service; between state, federal, and local fiscal officers.
- d. To foster improvement in state government through:
 - (1) The promotion of high professional standards in financial reporting to adequately inform the taxpayer, investor, and government officials.
 - (2) The development of modern methods and procedures to accurately and efficiently process the financial transactions of state government.
 - (3) The development of generally accepted accounting principles in association with the Governmental Accounting Standards Board.
 - (4) When relevant, the development of auditing standards and federal regulations in association with the American Institute of Certified Public Accountants and with the United States Office of Management and Budget and other federal agencies as appropriate.
 - (5) The advancement of financial management through research and improvements in technology.
 - (6) Improved education and training programs in governmental accounting.
- e. To provide a national forum for the promulgation and dissemination of the State Comptrollers' position concerning financial management of state government.

ARTICLE II – MEMBERSHIP

Section 1. Membership

Members shall be Comptrollers/Controllers and other elective or appointive officers of any name known whose duties are in common with the duties a Comptroller/Controller of a state.

ARTICLE III – VOTING

Section 1. Voting Rights

Each member in good standing shall have one vote.

Section 2. Proxy Votes

Members may designate in writing another person from his or her state to vote for him or her in his or her absence.

Section 3. Voting Actions

- a. Matters requiring voting by the Association other than amendments to the Constitution and Bylaws shall be approved by a majority of votes cast.
- b. Amendments to the Constitution and Bylaws of the Association shall be approved by two-thirds of the voting membership in accordance with Article VII.

ARTICLE IV – MEETINGS

Section 1. Meetings of Members

- a. Regular meetings shall be held during each fiscal year at such time and place as may be designated by the President with the approval of the Executive Committee. The Association's annual meeting will be held in March unless the Executive Committee determines that it is necessary to change the time. A business meeting of NASC will be held in conjunction with the annual meeting. A business meeting of NASC will also be held in conjunction with the annual meeting of NASACT.
- b. Notice shall be sent to each member of the Association at least ten days prior to the date of each meeting.
- c. A quorum shall consist of 25 percent of the members in good standing (i.e. dues paying members) who register for the NASC Annual Conference or the NASACT Annual Conference. At special meetings (such as conference calls), 12 members in good standing shall constitute a quorum for the transaction of business.

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

The Association officers shall be President, Vice President, and Secretary/Treasurer, each of whom shall be a member.

- a. The President shall be the prior year's Vice President and shall serve for a one-year term in addition to any period in which he filled a vacancy in the office of President.
- b. The Vice President and the Secretary/Treasurer shall be elected for a one-year term.
- c. The president, Vice President and Secretary/Treasurer shall be the Association's representatives to NASACT's Executive Committee.

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 Vice President,
 - the Secretary/Treasurer,
 - the immediate Past President, and
 - four additional members.
- b. Members of the Executive Committee shall be members of the Association.
- c. Members of the Executive Committee shall be elected for a one-year term and shall be limited to four consecutive terms, unless serving as an officer.
- d. Meetings of the Executive Committee shall be held at the call of the President or any three (3) members of the Executive Committee. A quorum shall be four (4) persons.
- e. The President shall preside at all meetings. In his or her absence, the officer to preside shall be determined in the following succession: Vice President, Secretary/Treasurer.
- f. The Executive Committee shall:
 - (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.
 - (3) Establish Association fees for the Comptrollers' Technical Services Program.
 - (4) Review's the Association's activities as they relate to the Association's strategic plan and make recommendations as appropriate.
 - (5) Review all actions of the Association's Committees and Task Forces.
 - (6) Conduct such other business as may be deemed appropriate.

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. Except as provided in sub-section d below, the President shall determine the number of persons to be assigned to each committee, sub-committee and task force and designate the chairman for one year.
- c. All members of a committee, sub-committee, or task force shall be members of the Association or their designees.
- d. The Nominating Committee shall consist of three Past Presidents of the Association, when available.

Section 4. Terms of Office

Members of Committees shall be appointed for one year and can succeed themselves.

ARTICLE VI – NOMINATION, ELECTION AND FILLING 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 Vice President and Secretary/Treasurer and four (4) candidates for members of the Executive Committee, not later than ten (10) days before the annual meeting. All nominees must indicate their willingness to serve if elected.
- b. 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

- a. Election of officers may be held only at the regularly scheduled annual meeting.
- b. When there is a contest for an elective office, voting shall be by a secret ballot of those present.

Section 3. Filling Vacancies

- a. In the event of a vacancy occurring in any officer position, the following successions shall occur. For the office of President, the Vice President will succeed. In the event of a vacancy in the office of Vice President, the Secretary/Treasurer will succeed, and in the event of a vacancy in the office of Secretary/Treasurer, the member with the most seniority on the Executive Committee will succeed.
- b. In the event of a vacancy occurring in the office of Past President, the Executive Committee shall invite NASC's most recent past president to serve the remainder of the term.
- c. In the event of a vacancy in any other elected position, the Executive Committee shall fill the vacancy.

ARTICLE VII – 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 committee to the President; or
- b. By proposal, in writing, to the President, signed by 20 percent of the membership.

Section 2. Processing Procedure

Proposals shall be submitted to the Constitution and Bylaws Committee for review and coordination with the initiator. The report of the Constitution and Bylaws Committee will be submitted to the Executive Committee, which shall submit the proposed changes to the Association for vote.