

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,

and

at Charleston, South Carolina
on August 22, 2022.

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NATIONAL ASSOCIATION OF STATE COMPTROLLERS

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). The duration of the Association is perpetual.

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) The development, when relevant, of auditing standards and federal regulations in association with the American Institute of Certified Public Accountants, 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.

Section 3. Service

The Association is located at 449 Lewis Hargett Circle, Suite 290, Lexington, KY 40503.

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, the District of Columbia, and U.S. Territories.

ARTICLE III – VOTING

Section 1. Voting Rights

Each member shall have one vote.

Section 2. Proxy Votes

A member may designate a proxy from their staff whose attendance will count towards a quorum and who may vote in all matters before the membership.

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 IX.

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 conference 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 conference. A business meeting of NASC will also be held in conjunction with the annual conference 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 who register for the NASC Annual Conference or the NASACT Annual Conference. At other business meetings, 12 members shall constitute a quorum for the transaction of business.
- d. 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 participating in the vote consent to the action.

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. However, the bylaws will always hold precedence if there is a conflict.

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 or she 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 fees for the Comptrollers' Technical Services Program.

- (4) Review the Association's activities as they relate to NASACT's strategic plan and make recommendations as appropriate.
- (5) Review all actions of the Association's committees, task forces and information sharing groups.
- (6) Conduct such other business as may be deemed appropriate.

Section 3. Committees, Sub-Committees, Task Forces and Information Sharing Groups

- a. The President, with the approval of the Executive Committee, may establish committees, sub-committees, task forces and information sharing groups 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 Governance 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 Governance 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 Governance Committee's report.

Section 2. Voting

- a. Election of officers may be held only at the regularly scheduled annual business 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 – CONFLICT of INTEREST

Executive Committee members will make an annual disclosure to the Executive Committee if they have any possible conflicts of interest. The Executive Committee and Officers recognize that a conflict of interest can violate Executive Committee member's duty of loyalty and the member with a conflict should abstain from voting if a conflict exists.

ARTICLE VIII -- NASC REPRESENTATION ON NASACT EXECUTIVE COMMITTEE

Section 1. NASACT Executive Committee

- a. In accordance with the NASACT Constitution and Bylaws, NASC will be represented by three at-large comptroller members to be named by NASC.
- b. Comptrollers may also serve as NASACT Executive Committee officers. NASACT Executive Committee officers are nominated in a manner chosen by the NASACT Executive Committee and are elected by NASACT members.

Section 2. Selection of NASC's Three At-Large Representatives

- a. The three NASC at-large representatives on the NASACT Executive Committee shall be the President, Vice President and Secretary/Treasurer.
- b. If any of NASC's three top officers is not able or willing to serve, or is elected as an officer on NASACT's Executive Committee to represent NASC, the NASC President, with approval of the NASC Executive Committee, shall appoint another Executive Committee member to serve as one of NASC's three at-large representatives on 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 committee chair 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 President who will share the proposal with the Governance Committee for review and coordination with the initiator. The report of the Governance Committee will be submitted to the Executive Committee, which shall submit the proposed changes to the Association for vote.