

## **RECOMMENDED BY-LAW CHANGES for 2023-24**

Submitted by **By-Laws Committee:**

Donna Morris Powell, NC A&T State University, NACAS South Immediate Past President,  
Chair

Glenn Loughridge, Auburn University, NACAS South Past President

AMENDMENT DRAFT – [February 19, 2024](#)

### **By-Laws of the National Association of College Auxiliary Services – South**

#### **ARTICLE I - Name**

Section 1: The name of this organization shall be the National Association of College Auxiliary Services - South and shall herein be referred to as NACAS-South.

#### **ARTICLE II - Purpose**

Section 1: To advance the profession of auxiliary and business services in higher education and to provide member representatives responsible for these services a means of supporting their institutions' missions through enhanced professional development and expanded networking opportunities. Additionally, to support the policies and goals of the National Association of College Auxiliary Services, herein referred to as NACAS-National, as set forth in Article II of the NACAS National constitution and by-laws, and in all matters act in harmony with the principles and procedures of NACAS-National.

#### **ARTICLE III - Members**

Section 1: Any college or university that maintains membership in good standing with NACAS-National and is located in the Southern region, as defined by NACAS-National, shall be automatically admitted to membership in NACAS South.

Section 2: Each member institution shall be represented only by its own employees responsible for auxiliary service functions, with each member institution having only one vote.

Section 3: To be eligible to vote on matters before NACAS-South at the annual business meeting, a college or university must be a member thirty (30) days *prior* to the date on which the annual business meeting begins.

#### ARTICLE IV - Governance

Section 1: The affairs of NACAS-South shall be governed by a Board of Directors, elected by its regional members.

Section 2: It shall be the duty of the NACAS-South Board of Directors to have general supervision over the affairs of NACAS-South and to determine policies thereof. The Board of Directors, by majority vote, may authorize the President, President-Elect, Vice -President, and Treasurer to bind NACAS-South in such contracts as they deem necessary to carry out the business of the region, subject to approved budget.

#### ARTICLE V - Annual Business Meeting

Section 1: NACAS-South shall hold a business meeting annually, in conjunction with the annual conference.

Section 2: The annual business meeting shall be open to all members for the purpose of:

- a. electing officers for the ensuing year;
- b. reviewing reports of officers and committees; and
- c. reviewing and approving a budget for the next fiscal year.

Section 3: A majority of the member institutions in attendance at the annual conference shall constitute a quorum for the purpose of transacting the business of NACAS-South.

Section 4: Business meetings of NACAS-South shall be conducted in accordance with Roberts Rules of Order, Revised.

#### ARTICLE VI - Representation

Section 1: There may be any number of member representatives at the annual business meeting.

Section 2: Representatives of non-members may attend the annual business meeting, but they shall not be permitted to vote, to petition, or to exercise any right or privilege reserved for the members.

#### ARTICLE VII - Officers

Section 1: The ~~officers~~ Executive Committee of NACAS-South shall be: ~~a~~ President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2: The Officers of NACAS-South shall be: Membership Coordinator, Communications Coordinator, Professional Development Coordinator, Conference Coordinator, Immediate Past President, and Southern Representative South Region Representative to the NACAS Board shall be known collectively.

Section ~~23~~: The ~~officers~~ Executive Committee and Officers shall collectively be known as the Board of Directors. ~~comprise the Executive Committee.~~

~~Section 3:~~ ~~The officers, Membership Coordinator, Publications and Technology Communications Coordinator, Professional Development Coordinator, Conference Coordinator, Immediate Past President, and Southern Representative to the NACAS Board shall be known collectively as the Board of Directors.~~

Section 4: Terms of Executive Committee and Officers ~~and Directors~~

- A. The President shall serve for one (1) year commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new President.
- B. The President-Elect shall serve for one (1) year commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new President-Elect.
- C. The Vice President shall serve for one (1) year commencing upon election of and acceptance at the annual business meeting and terminating upon election and acceptance by the new Vice President.
- D. The Secretary shall serve for two (2) years commencing upon election and acceptance at the annual business meeting and terminating upon the election of and acceptance by the new Secretary.

**Commented [DEM1]:** Recommend Officers is moved under Governance.

**Commented [DEM2]:** These 5 positions make up the Executive board & officers here should be replaced with Executive Board. The EBoard & appointed positions make up the BOD.

**Formatted:** Strikethrough

**Commented [DEM3]:** The board of directors is comprised of two entities which includes elected and appointed positions

E. The Treasurer shall serve for three (3) years commencing upon election and acceptance at the annual business meeting and terminating upon election and acceptance by the new Treasurer. ~~In addition, if feasible, it is appropriate and fitting for the successor (of the current Treasurer) The succeeding Treasurer shall be elected during the commencement of the 3rd year of the current sitting Treasurer to participate in NACAS South Board meetings and to “shadow” the sitting Treasurer for the preceding fiscal year, as a means of acclimating to the demands of the position and learning the history of the job. The succeeding Treasurer’s term will commence upon being elected appointment. The succeeding Treasurer’s eligibility for per diem coverage and travel reimbursement will commence in the second year of their term. Surplus complimentary items (i.e., hotel, etcete.) may be provided should it be available. The succeeding Treasurer will serve as a voting member on the NACAS South Board commencing the 2nd year of term. The succeeding Treasurer will serve one year as the Treasurer Elect and 2 years as the Treasurer. Only the Treasurer has voting privileges.~~

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Font: 12 pt

Formatted: Font: 12 pt

Formatted: Strikethrough

F. The President shall appoint, with the concurrence of the Executive Committee, three (3) member representatives chosen at-large from the Southern Region as defined by the National Association of College Auxiliary Services (NACAS), to be known as Membership Coordinator, Communications Coordinator, and Professional Development Coordinator. These Coordinators shall serve for three (3) years commencing upon appointment and acceptance, and terminating upon appointment of and acceptance by the new Coordinator. ~~Each position~~ Coordinator terms will be staggered ~~over 3 years~~ so no more ~~or no less than one~~ two Coordinator positions ~~term is~~ become vacant in any given year. ~~Each~~ Coordinator positions shall not be eligible for two consecutive full terms; however, a Coordinator appointed to complete an unexpired term (By-laws Article III.B.4) shall be eligible for appointment to a full term immediately following expiration of the partial term of service. Additionally, the President may extend a Coordinator’s term by one year, with the concurrence of the Executive Committee, in order to facilitate term staggering and continuity.

G. The Immediate Past President shall serve for one (1) year commencing upon election ~~and~~ acceptance at the annual business meeting and terminating upon the progression of the new Immediate Past President.

Commented [DEM4]: This position then move under Officers & have voting rights as a Board of Directors member

H. The ~~Southern~~ South Region Representative to the NACAS Board shall serve three (3) years commencing upon election and terminating upon the election and acceptance by the new ~~Southern~~ South Region Representative to the NACAS Board.

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Font: (Default) Segoe UI, Subscript

I. The Conference Coordinator shall serve a three-year term commencing upon appointment by the Executive Committee Board. ~~In addition, if feasible, it is appropriate and fitting for the successor (of the current Conference Coordinator)~~ The succeeding Conference Coordinator shall be appointed at the commencement of during the 3rd year of the current sitting Conference Coordinator to participate in NACAS South Board meetings and to “shadow” the sitting Conference Coordinator ~~for the preceeding year~~ as a means of acclimating to the demands of the position and learning the history of the job. The succeeding Conference Coordinator’s term will commence upon appointment. During the first year, this position will serve as assistant to the sitting Conference Coordinator with all aspects of the conference including registration and publication notifications and will assist the Vice-President with Business Partners activities. The succeeding Conference Coordinator will serve as a voting member on the NACAS South Board commencing the 2<sup>nd</sup> year of term.

J. The South Region Representative to the NACAS Foundation Board shall serve three (3) years commencing -upon appointment and terminating upon the -appointment and acceptance by the new South Region Representative to NACAS Foundation Board.

Formatted: Normal, No bullets or numbering

Commented [DEM5]: This new is a new item

Section 5: Any full-time employee responsible for auxiliary service functions of any member institution of NACAS-South shall be eligible to hold any elective or appointed office of NACAS-South as defined in the Article, provided that one person may hold only one office at a time.

Section 6: The affairs of NACAS-South shall be conducted by member representatives serving voluntarily without compensation. NACAS-South shall not employ administrative staff.

Section 7: No more than one representative of a member institution shall serve on the Board of Directors concurrently. This restriction does not apply to committee membership or the Conference Coordinator position.

#### ARTICLE VIII - Amendments

Section 1: These By-laws may be amended by affirmative vote of a simple majority of the voting members present at a business meeting of the annual conference voting on an amendment recommended by the By-laws and Resolutions Committee.

Section 2: Proposed amendments must be submitted in writing to the President of NACAS South at least sixty (60) days prior to the annual business meeting. If a recommendation of the By-laws and Resolutions Committee to reject a proposed amendment is defeated by vote of the voting members, such proposed amendments may be approved by an affirmative vote of two-thirds (2/3) of the members voting on a motion to amend.

Section 3: Proposed amendments may be submitted by any member.

Section 4: The President shall distribute in writing all proposed amendments to all members at least thirty (30) days prior to the annual business meeting.

#### ARTICLE IX - Control of Funds

Section 1: The Treasurer shall be covered by a fidelity bond or equivalent crime insurance at the expense of NACAS-South and shall open and maintain accounts in the name of NACAS-South in FDIC insured banks. All disbursements of NACAS-South funds shall be initiated by the Treasurer.

Section 2: The Treasurer shall be responsible for the receipts and disbursements of all NACAS-South funds and shall render an audited accounting to NACAS-South annually, along with a full audit in conjunction with NACAS-National every three (3) years.

Section 3: Association funds shall be used to defray the normal operating expenses of NACAS-South including clerical expense, postage, stationery, and the collection and transcription of minutes of the annual meeting. Other uses of such funds shall be made only in those cases where such expenditures clearly implement the general objectives of NACAS-South and only with the approval of the Board of Directors.

Section 4: No part of the funds of NACAS-South shall be distributed to the officers, directors, or member representative, nor shall the officers or directors be paid salaries, nor shall the operation of NACAS-South office be for individual gratification or support of any officer or member representative.

#### ARTICLE X - Dues

Section 1: There shall be no separate dues or special assessments for those members maintaining membership in NACAS-National.

#### ARTICLE XI - Miscellaneous

Section 1: Committees

- A. The ~~President~~ Membership Coordinator shall, ~~with the approval of the Executive Committee, recommend create and appoint member~~ representatives and business partner(s) (when applicable) to serve on standing and ad hoc committees. The recommendations will be sourced from a volunteer list collected during NACAS South CX and NACAS C3X Conferences and from interested members at large. The purpose of ad hoc committees shall be to investigate, evaluate, and to report on matters consistent with the purpose of NACAS-South. While some committees may have member institution and business partner representation, no committee shall have majority business partner representation. The recommended representatives for each Committee shall be activated with the approval of the Executive Committee. Each Committee shall be functional by or before August of each year. The President may create additional standing and ad hoc committees as deemed necessary, with the approval of the Executive Committee.
- B. Standing Committee shall be:
- a. Nomination Committee
  - b. Membership Committee
  - c. Audit Committee
  - d. By-laws and Resolutions Committee
  - e. Awards Committee
  - f. Communications Committee
  - g. Finance Committee
  - h. Community Engagement Committee

- C. Membership on the Standing Committees shall be for two (2) years, providing that, regardless of time of appointment, membership shall expire at the end of the annual meeting.

Section 2: Standing Committee Composition and Functions

- A. The Nominating Committee shall be chaired by the Immediate Past President and composed of four-member representatives at-large, all recommended by the Membership Coordinator and/or appointed by the President with the approval of the Executive Committee. The Committee shall submit to the Communications Coordinator at least forty-five (45) days prior to the annual conference a slate of candidates for offices in NACAS South for announcement to the membership either in the spring issue of the NACAS South Newsletter or in a membership email.
- B. The Membership Committee shall be chaired by the Membership Coordinator and comprised of four (4) member representatives at large including the NACAS South representative on the national Membership Committee, and two business partner representatives. The business partner representatives will be appointed by the President and the member representatives will be recommended by the Membership Coordinator via a selection from a member-at-large interest list gathered during the Regional and National Conferences. All will become members of the Membership Committee with the approval of the Executive Committee. Business partners may not represent the same firm, and must be selected from different product/service categories. The committee shall meet bi-monthly and convene at least once during the annual conference for the purpose of reviewing the roster of members, strategize methods and conduct activities to increase membership, to review membership requirements and to formulate recommendations for change to be presented during the business meeting.
- C. The Audit Committee shall be comprised of three (3) member representatives, all recommended by the Membership Coordinator and/or appointed by the President with the approval of the Executive Committee, one of whom shall be designated by the President to chair the Committee. The committee should have received the Treasurer's annual report forty-five (45) days prior to the first business meeting of the annual conference, and may require the Treasurer to submit with the report such supporting materials necessary to determine the accuracy of the report.

**Commented [AD6]:** Are we following this?

**Commented [GL7R6]:** My recommendation would be to appoint the Immediate Past President to engage with the Membership Coordinator to solicit nominations from each State Representative for elected positions. That would give you the at-large feel since you will have one from every state. The other way would be for the IPP to work with the MC and solicit nominations from all membership and then provide a recommended slate with alternates to the Exec Committee.



- D. The By-laws and Resolutions Committee shall be comprised of four (4) members consisting of the Immediate Past President and three previous past presidents recommended by the Membership Coordinator and/or appointed by the President with the approval of the Executive Committee. The Immediate Past President will be designated to chair the committee. The Chairperson shall serve as “Parliamentarian” during the business meeting of the annual conference. The committee shall receive all suggestions for changes in the By-laws and shall recommend to the members during a business session of the annual meeting the action they feel is warranted. The committee’s recommendation shall be considered as a motion and a second. Resolutions may be offered during the annual business meeting.
- E. The Awards Committee shall be comprised of four (4) member representatives at large including the NACAS South representative(s) on the national Awards Committee, and two (2) business partner representatives. The business partner representatives will be appointed by the President and the member representatives will be recommended by the Membership Coordinator via a selection from a member-at-large interest list gathered during the Regional and National Conferences. All will become members of the Awards Committee with the approval of the Executive Committee. The NACAS South representative for the national Awards Committee shall Chair the Committee under guidance of the Membership Coordinator. The Committee shall solicit nominations and select recipients for regional awards.
- F. The Communications Committee shall be chaired by the Communications Coordinator and comprised of three (3) at-large member representatives recommended by the Membership Coordinator and/or appointed by the President. The committee shall solicit content for regional publications, review materials prior to publication, and ensure adherence to publication schedules. The committee will also maintain the region’s web site and publish marketing materials as needed.
- G. The Finance Committee shall be chaired by the Treasurer and composed of the Treasurer, Host Conference Chair, Vice President and Conference Coordinator. The Finance Committee shall create the annual budget, review investments recommended and approved by the investment subcommittee and any other financial issues.
- H. The Community Engagement Committee shall be chaired by the President-Elect and comprised of three (3) at-large member representatives recommended by the Membership Coordinator and/or appointed by the President. This Committee shall act as a liaison between the Board of

Directors and the members to develop opportunities for additional engagement and professional development opportunities beyond the NACAS South Annual Conference. The Community Engagement Committee shall ensure that the programmatic activities represent the desires and opinions of the members in the Association to the Board of Directors.

Section 3: Nominations and Elections

Nominations for elected positions of the Board of Directors shall be presented by the Nominating Committee. Nominations will be accepted for vacant positions only. The President and President-Elect positions are successive positions, following (respectively) the Vice President and President-Elect, i.e., the Vice President advances to President-Elect and the President-Elect advances to President. Election requires a simple majority of voting representatives present at the annual business meeting.

Section 4: Office Vacancies

A. Any office shall be declared vacant whenever:

1. The incumbent is no longer eligible by virtue of employment or having moved to another region; or
2. The member institution no longer holds membership in NACAS National; or
3. The incumbent ascends to another position according to the process described below; or
4. A simple majority of the members at any time, or a simple majority of the members present and voting at an annual meeting, shall in written Petition so declare; or
5. If the Board of Directors deems that an individual has not fulfilled the obligations of his or her elective or appointed office satisfactorily and the individual is dismissed by a  $\frac{3}{4}$  (75%) majority vote of the Board of Directors.

B. Vacant Offices shall be filled as follows:

1. In the event of a vacancy in the office of President, the President Elect shall assume the office of President.
2. In the event of a vacancy in the office of President-Elect, the Vice President shall assume the office of President-Elect.
3. In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint a Past President of NACAS-South to serve only the unexpired term of the Vice President.
4. In the event a Coordinator position becomes vacant, the President shall appoint, with the approval of the Executive Committee, a member representative to the vacant position to fill the unexpired term.
5. In the event any other board position becomes vacant, the President shall appoint, subject to the approval of the Board of Directors, a member representative to the vacant position to fill the unexpired term.

Section 5: Annual Conference and Business Meeting

- A. Sites for the annual conference and business meeting shall be recommended by the Vice President and chosen by the Board. The Board will make every effort to choose conference sites from all of the geographic areas in our region determined on a rotation basis.
- B. The annual conference and business meeting shall be held between April 1<sup>st</sup> and June 30<sup>th</sup> each year.

Section 6: Duties of the Board of Directors

- A. The Board of Directors shall conduct the business of NACAS-South; shall present a budget at the annual meeting for approval of the members; shall further the purposes of NACAS-South; shall have authority to invest funds remaining in the treasury at the close of the fiscal year; and may revise the approved budget by an affirmative vote of at least seven (7) Directors.
- B. It shall be the duty of the President to preside at all meetings of NACAS-South, the Board of Directors and the Executive Committee; to enforce all provisions of the Constitution and By-laws; and to make all appointments required of that office by the Constitution and By-laws.
- C. The President-Elect shall carry out such duties as may be assigned by the President; shall prepare to assume the office of President; shall develop

preliminary plans for the upcoming annual conference; shall chair the annual conference Program Committee; shall, in the absence of the President, preside at meetings of NACAS-South, the Board of Directors, and the Executive Committee; and shall assume the office of the President should that office become vacant.

- D. The Vice President shall coordinate the solicitation of vendor sponsorships; shall prepare to assume the Office of President-Elect; and shall assume the office of President-Elect should that office become vacant; and shall carry out such other duties as may be assigned by the President and/or the Board of Directors.
- E. The Secretary shall provide direction to the Communications Committee; shall be the official correspondent for NACAS-South and shall carry on the required correspondence; shall maintain NACAS-South records; shall cause to be recorded, published, and distributed to the members the minutes of the annual meeting.
- F. The Treasurer shall be the custodian of all NACAS-South funds and shall make all disbursements, all in accordance with the provisions of the Constitution having to do with the control of funds.
- G. Three Coordinator Positions:  
The Membership Coordinator, under the guidance of the President, shall serve as chair of the Membership Committee and provide guidance to the Awards Committee. The Coordinator will develop and administer a consistent membership growth program for the region and coordinate regional efforts with the National Membership Committee initiatives. Under the guidance of the Vice President, develop a regional business partner membership strategy in conjunction with the Vice President's development efforts. Serves on the NACAS South Board as a voting member.

The Communications Coordinator, under the guidance of the Secretary, shall serve as chair of the Communications Committee and will be responsible for composing and/or editing all NACAS South public correspondence including, but not limited to, newsletter, web site, journal articles, marketing reminders, etc. The Coordinator will develop a technology strategy for the region to enhance member communications, association effectiveness, and new member recruitment. The Coordinator will serve as the regional liaison with the National Media Services Committee. ~~Serves on the NACAS South Board as a voting member.~~

**Commented [DEM8]:** Voting rights has been established under governance

**Commented [DEM9]:** Should consider adding prepare presentation slides for meetings

**Formatted:** Strikethrough

The Professional Development Coordinator, under the guidance of the President-Elect, will assist with the development and execution of the annual -conference education program. The coordinator will serve as a member of the programming committee and serve as the liaison for the National Professional Development offerings in the Southern Region along with an annual needs assessment survey to assist in conference program development. ~~Serves on the NACAS South Board as a voting member.~~

**Formatted:** Strikethrough

**Commented [DEM10]:** Voting authority has been established under governance

**Formatted:** Strikethrough

- H. The Immediate Past President shall be retained on the Board to serve as advisor and as liaison between administrations and shall serve as chair of the Nominating Committee and the By-laws and Resolutions Committee.

- ~~I. The Southern South Region Representative to the NACAS-National Board shall act as liaison with NACAS-South; shall represent the needs and concerns of NACAS-South members; and shall report NACAS-National news to the NACAS South Board.~~

**Formatted:** Strikethrough

- ~~I.J. The South Region Representative to the NACAS Foundation Board shall act as the liaison with NACAS South; shall represent the needs and concerns of the NACAS South members; and shall report NACAS Foundation news to the NACAS South Board. This is a non-voting member of the board.~~

**Formatted:** Font: (Default) Times New Roman, Not Superscript/ Subscript

**Formatted:** List Paragraph, No bullets or numbering

- ~~I.K.~~ The Conference Coordinator, in consultation with the Executive Committee, shall manage all preliminary responsibilities of each annual conference including but not limited to design, composition and distribution of pre-conference materials, registration materials, receive and deposit registrations and fees, and all other conference related duties as specified in the job description.

## Section 7: Awards

- A. Regional Rising Star Award  
The Regional Rising Star Award recognizes outstanding professionals at colleges or universities who have clearly displayed a very high level of dedication to pursuing ethics, self-improvement, job improvement, job efficiency and sound management skills. Nominees should exhibit good leadership skills as well as support skills in campus auxiliary services while showing great enthusiasm for the exchange of ideas and systems among the membership of NACAS-South. The Regional Rising Star Awardee should have spent at least three (3) years in auxiliary services.

- B. Outstanding Collaboration/Partnership  
The partners may be either (a) two or more higher education institutions or (b) one or more higher education institutions and one or more companies, partnerships or individual consultants who supply services to higher education institutions. The business partners shall have collaborated on some program, project or event that benefited both parties. The event, program or project shall have been completed or in effect long enough to show measurable results. The program, project or event should have required equitable effort on the part of all nominated parties and the program, project or event should have a benefit greater than which any of the parties could have accomplished working alone. Nominations will be confined to two (2) pages and shall include names and affiliations of all parties, purpose, and description of the program, approximate cost, benefit to the nominated parties and the students at the nominated institutions. Attachments such as brochures, photos, announcements and financial analyses may be submitted in addition to the two-page nomination.
- C. Lifetime Achievement Award  
The Lifetime Achievement Award shall be given to an individual who has excelled in the field of auxiliary services. The recipient should be a role model for aspiring auxiliary service professionals and the recipient's actions must have benefited both their institution(s) and higher education. All nominees should have an extensive list of professional achievements, strong management skills and a history of providing leadership to their institution and the profession.

Section 8: Fiscal Year

The fiscal year for NACAS-South shall be from January 1 through December 31.

Section 9: Quorum

- A. For purposes of conducting business, five (5) members of the Board of Directors shall constitute a quorum; a majority of the membership in attendance at the annual conference shall constitute a quorum for the purpose of transacting the business of NACAS-South.
- B. Proxy votes shall neither be acknowledged nor allowed at meetings of the Board of Directors or at the annual business meeting.