

# *National Association of Consumer Agency Administrators*

## **BYLAWS**

Adopted May 20, 1980

Amend: June 9, 1981; June 18, 1982, June 13, 1983; June 24, 1985; June 6, 1986; June 3, 1988; June 9, 1990; June 12, 1991; June 17, 1992; June 8, 1993; June 7, 1994; May 24, 1996; May 22, 1998; June 11, 1999; June 30, 2000; June 29, 2001; June 30, 2004

### **ARTICLE I, NAME AND LOCATION**

#### **Section 1. Name**

The name of the organization shall be the National Association of Consumer Agency Administrators, hereinafter called the Association.

#### **Section 2. Location**

The Board shall designate the principal office of the Association.

### **ARTICLE II, MISSION OF THE ORGANIZATION**

The Association supports and promotes the role of government agencies at the local, city, county, state/provincial, territorial and national levels responsible for ensuring an honest, safe, informed marketplace, and promoting consumer and business responsibility in a competitive economy. The mission of the Association is to:

- A. Represent the interests of member consumer agencies on emerging public policy and legislative developments with particular, but not exclusive, emphasis on issues affecting consumers in the North American marketplace.
- B. Promote and initiate intergovernmental activities which enhance marketplace fairness, harmonize consumer standards towards high and effective levels, increase the efficiency and effectiveness of member agencies, and reduce barriers to cross-jurisdictional enforcement of consumer laws.
- C. Demonstrate the value of government consumer protection agencies in an ever-changing marketplace to legislators, the public, media, businesses and consumer advocacy organizations.
- D. Work cooperatively with the private sector and other associations on projects which further the goals of the Association and its members.
- E. Provide members with opportunities to exchange information on marketplace, policy, legislative and enforcement issues as well as on new developments in the delivery of services to the public and to businesses.

- F. Develop, promote and support effective consumer legislation.

## **ARTICLE III, MEMBERSHIP**

### **Section 1. Full Members**

Full membership in the Association shall be available to agencies or branch offices of agencies whose primary responsibilities fall within the scope of at least three of the following consumer activities:

- (A) Legislation
- (B) Enforcement
- (C) Education
- (D) Research
- (E) Complaint handling
- (F) Licensing
- (G) Advocacy before government units
- (H) Public policy development
- (I) Dispute settlement

Full membership shall be divided into three categories as follows:

- A. State/Local: This category includes agencies at municipal, county, state, provincial, territorial or equivalent levels of government.
- B. Federal/National: This category includes agencies at the federal or national level of government.
- C. Government Delegated Agencies: This category includes agencies having delegated authority from municipal, county, state, provincial, territorial, federal or national levels of government.

Each full member shall designate in writing a high-ranking representative of the agency to exercise the membership rights. Full members may, at their discretion, change their designated representative in writing.

### **Section 2. Associate Members**

Associate membership shall be non-voting and divided into two categories as follows:

- A. Related government associate membership is available to a branch office whose federal, state, provincial or local government department is a full member agency. Membership in this category is limited and requires prior Board approval.
- B. Non-profit associate membership is available to non-profit organizations serving individual consumers and whose primary responsibilities include at least three of the consumer activities listed in Section 1 of this Article, and whose primary activities are consistent with NACAA's mission as determined by the Board. This category of membership is not available to organizations whose membership consists of corporate or other business entities.

### **Section 3. Individual Members**

Individual membership shall be non-voting and be divided into four categories as follows:

- A. Individual membership is available to additional employees at the same location of an agency that is a full member.
- B. Educational membership is available to educators and students in non-profit institutions of higher learning who have educational programs in the consumer protection field.
- C. Alumni membership is available to any individual who previously represented a full NACAA member agency and whose current activities are consistent with NACAA's mission as determined by the Board.
- D. Emeritus membership is available to any individual previously affiliated with a full NACAA member agency and who currently is retired from remunerative employment.

### **Section 4. Corporate Subscribers**

The NACAA corporate subscriber program is a non-voting form of affiliation with NACAA. It is available to businesses understanding NACAA's mission and who are committed to NACAA's goals of ensuring an honest, safe, informed marketplace, and promoting consumer and business responsibility in a competitive economy. The corporate subscriber program is intended to promote consumer sensitive business practices and to form links with corporations that can help fulfill NACAA's mission through joint activities, resource enhancement and increased dialogue. Applications for the corporate subscriber program shall be submitted to the NACAA Board for approval. Corporate subscribers whose activities conflict with NACAA's mission and goals may be asked to leave the program after a review of the issues by the Board.

The Corporate Advisory Panel (CAP) shall consist of 5-7 members from the NACAA corporate subscribers' member list. They shall serve staggered two (or three) year terms to ensure continuity. There shall be only one member from each industry, with each appointment ideally reflecting the main consumer issues expressed by the board and membership. The CAP will act independently of the NACAA Board, selecting their own chairman and establishing their own meeting times and frequency.

The function of the CAP is to offer advice to the board and membership on salient issues. The CAP is also expected to offer assistance to the Conference Planning Committee on location and program content and assist with recruiting new corporate subscribers. CAP members should be available by phone or e-mail for interchange with the NACAA Board. Members of the CAP will not be NACAA Board members nor will they have any voting capacity. The CAP may be dissolved upon a majority vote of the NACAA board.

### **Section 5. Eligibility**

A credentials committee shall determine eligibility or removal of prospective or current members and their designated representatives, subject to ratification by the Board.

## **ARTICLE IV, DUES**

Membership dues are established by the Board and are subject to the approval of the full members.

## **ARTICLE V, OFFICERS**

### **Section 1. Election**

The officers of the Association shall be President, Vice President for Public Policy, Vice President for Conference, Secretary, and Treasurer. Their duties shall be as follows:

A. The President shall be chief executive officer of the organization and shall preside at all meetings of the Association. The President shall also be responsible for maintaining a regular flow of communications within the Association, shall ensure that the officers properly discharge their designated functions, shall appoint all committee chairpersons except as specified, and shall appoint individuals to fill non-officer vacancies on the board.

B. The Vice President for Public Policy shall act as chairperson of the Public Policy and Resolutions Committee.

C. The Vice President for Conference shall act as the chairperson of the Conference Planning and Program Committee and shall appoint members to plan and implement Association meetings.

D. The Secretary shall oversee the recording and distribution of the minutes of each Association meeting and shall provide Association members with written notice of scheduled meetings pursuant to Article X, Section 1. Minutes are to be prepared within two weeks of the meeting/conference call and circulated as a draft document for review prior to the final approved minutes.

E. The Treasurer shall collect dues and deposit all monies in the name of the Association, in depositories designated by the Board. The Treasurer shall pay or authorize payment for all official Association obligations. The Treasurer shall also maintain a list of paid members, maintain all financial records of the Association, secure an independent annual audit and present in person or in writing the financial records of the Association at every meeting. The duties of the Treasurer, under authority of the Board, may be delegated in whole or in part to the Executive Director, who shall be authorized to make payments of up to \$2,500. The Treasurer may authorize the Executive Director to make payments from \$2,500 to \$5,000. The Board may authorize payments by the Executive Director in amounts over \$5,000.

### **Section 2. Eligibility**

Only individuals currently serving, or who have served as a member of the Board, designated to represent full members of the Association, pursuant to Article III, Section 1, and whose dues are paid in full, shall be eligible for nomination and election to serve as an officer of the Association.

### **Section 3. Term of Office**

Each officer shall take office at the time of the annual meeting of the Association and shall serve for a term of two years. Officers may succeed themselves in the same office for a maximum of two consecutive terms. The President shall serve only one term. The president may not serve as an officer for at least one term following the last term served as President. Service as an officer of the organization shall be limited to a total of six consecutive years, including the President. Service as an at-large Board member is limited to four consecutive years. Individuals can serve on the Board for a total of ten consecutive years. Commencing in 2004 the President, Vice President for Public Policy and Resolutions, and the Secretary shall be elected in even numbered years; the Vice President for Conference and the Treasurer shall be elected in odd numbered years. To enable this staggering of terms the terms of office of the Vice President for Conference and the Treasurer elected in 2004 shall be one year.

### **Section 4. Vacancies During Terms of Office**

A vacancy in the office of President shall automatically be filled by a member of the Executive Board, elected by the Board. A majority vote of all Board members polled through a mail ballot or by electronic means is required to fill officer vacancies. Any person appointed to fill a vacant officer position shall serve until the next annual meeting, at which time an election will be held to complete the term or the unexpired term, if necessary.

### **Section 5. Removal From Office**

Any officer may be removed by the Board by a two-thirds vote excluding vacancies whenever, in its judgment, the best interest of the Association will be served thereby.

### **Section 6. The Executive Board**

The Executive Board shall be chaired by the President of the Association. The Executive Board shall be composed of the following officers: the President, the Secretary, the Treasurer and the Vice Presidents for Conference and Public Policy. The Executive Board may be convened by the President by telephone, conference call or e-mail in case of an emergent need for quick consultation and approval on primarily logistical or management decisions facing the Association. Decisions of the Executive Board must be ratified by a majority of the full Board at its next meeting.

## **ARTICLE VI, NACAA BOARD**

### **Section 1. Board Members and Elections**

The Board members shall be the five officers of the Association, and six at-large Board members from the full eligible membership elected at the regularly scheduled annual meeting of the Association. No more than three Board members, including officers and at-large members, may be from the Federal/ National membership.

## **Section 2. Eligibility**

Only individuals designated pursuant to Article III, Section 1, to represent full members of the Association whose dues are paid in full shall be eligible for nomination and election to serve on the NACAA Board. Officers may not serve as an at-large Board member for at least one term following the term of the last office held.

## **Section 3. Authority and Responsibility**

The Board shall supervise and direct the affairs of this Association, shall determine its policy, shall actively promote its objectives, and shall supervise the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business and may delegate its authority to appointed officers.

## **Section 4. Term of Office**

The six at-large Board members shall serve for a term of two years and may serve no longer than two consecutive terms in this capacity. Terms will be staggered so that three at-large Board members will be elected each year at the Annual Meeting. Seats One, Three and Five shall be elected in odd numbered years; seats Two, Four and Six shall be elected in even numbered years. When an at-large Board member is selected to complete the un-expired term of another at-large member, he/she may still be elected in subsequent years to complete two full terms of service at two years each.

## **Section 5. Quorum of the Board**

At any meeting of the NACAA Board a simple majority of incumbents, excluding vacancies, shall constitute a quorum.

## **Section 6. Meetings of the Board**

A regular meeting of the Board shall be held at least twice a year, once at the annual meeting and a second at such time and place as the President may determine. Special meetings of the Board may be called by the President or by a majority of the Board. Advance notice of such meetings must be given to all members of the NACAA Board. A conference call of a quorum of the Board shall constitute a regular or special meeting of the Board for purposes of this section.

## **Section 7. Vacancies**

Vacancies on the Board shall be filled by appointment of the President, with a simple majority approval of the Board obtained by polling all members of the Board by mail and/or electronic means. Any person appointed to fill a vacant at-large position shall serve until the next annual meeting at which time an election will be held to complete the full term or the unexpired term.

## **Section 8. Voting by the Board**

A majority vote of a quorum of Board members shall constitute approval or denial of business items brought up for a vote. Items designated as time sensitive, as determined by the President or a majority of Board members, may be voted upon in between regular Board meetings. The vote may take the form of a conference call, a mail vote, a faxed vote, or an e-mail vote. Results of such a vote shall be tallied and distributed by mail or

electronic means to the Board. If necessary and/or appropriate, results shall also be incorporated into the minutes of the next Board meeting.

## **ARTICLE VII, COMMITTEES**

### **Section 1. Standing Committees**

The following are the standing committees of the Association: Nominations and Credentials; Professional Standards; Bylaws; Membership; Conference and Program Planning; Budget; and Public Policy and Resolutions. Except as specifically provided, the President shall appoint individuals from the membership to chair the standing committees.

### **Section 2. Special Committees and Panels**

The Board may establish any committees and panels it deems appropriate. The President shall appoint the chairs of all such special committees and panels, except as otherwise specified.

### **Section 3. Committee Structure**

The Vice President for Public Policy shall be responsible for chairing the Public Policy and Resolutions Committee. The Vice President for Conference shall be responsible for chairing the Conference and Program Planning Committee. The chairperson of each committee, with the approval of the President, shall select committee members from the general membership in sufficient numbers to carry out the objectives of the committee. It shall be the responsibility of each chairperson to report on committee activities to the Board and the membership at the annual meeting of the Association or at other times, as requested by the Board.

## **ARTICLE VIII, STAFFING**

An Executive Director may be hired with the approval of the NACAA Board, and shall serve at the pleasure of the Board and shall be compensated at a rate established by the Board. Unless delegated, additional staff may be hired by the Executive Director only with the approval of the Board. The Board shall establish written policies and procedures for the Executive Director and staff.

## **ARTICLE IX, ELECTIONS AND BALLOTING**

### **Section 1. Annual Elections**

The election of officers and at-large members of the Board shall be held annually at the regularly scheduled annual meeting of the Association. Terms of office are specified in Article V, Section 3, and Article VI, Section 4. Eligibility is as specified in Article VI, Section 2.

## **Section 2. Voting Rights**

Full members whose dues are paid in full and whose eligibility has been verified by the Professional Standards and Credentials Committee shall be eligible to vote for officers, resolutions, or other Association business. Each full member shall be entitled to one vote. The vote of a full member may be delegated from the official designee to another high ranking representative of the agency, or, if no member of an agency is able to attend the annual meeting, the vote may be delegated to another like member in good standing. The official designee of the full member must submit a written request to the Professional Standards and Credentials Committee at least 24 hours prior to the annual meeting. Such approval of delegations of voting rights shall be effective for that annual meeting only. At any meeting of the Association called pursuant to Article X, Section 1, the business of the Association can be conducted by a simple majority vote of those full members voting.

## **Section 3. Nominations**

The Nominations Committee shall be appointed by the chair not later than 90 days prior to the annual meeting. The Nominations Committee shall solicit nominations from the full eligible membership at least 60 days before the annual meeting. No later than 30 days before the annual meeting the complete list of nominations received, including the committee's recommended slate of candidates, and any relevant biographical data on the nominees, shall be sent to the membership. Nominations may be made from the floor between the election of each officer and before election of the at-large Board members.

## **Section 4. Elections**

The election of officers shall take place at the annual meeting as provided in Section 1 of this Article. The open positions as officers of the Association shall be elected in the following order: President, Vice President for Public Policy, Vice President for Conference, Secretary, and Treasurer. The President shall select a committee to prepare, distribute and tally the written ballots. The open positions of at-large Board members shall be voted upon following the completion of the election for officers.

A vote by acclamation may be taken in the event there is only one candidate for a position. A majority vote of those present and voting shall constitute the election of the officers of the Association. The election of the open at-large Board positions shall be constituted by those persons receiving the highest number of votes from among the candidates for the open positions. The Secretary will be responsible for notifying all Association members of election results.

# **ARTICLE X, ASSOCIATION MEETINGS**

## **Section 1. Membership Meetings**

The annual meeting of the Association shall be held at such place and on such dates as may be determined by the Board, upon not less than 60 days written notice to each member. Special meetings may be held at the call of the Board upon not less than 60 days written notice to members.

## **Section 2. Rules of Order**

The meetings and proceedings of the Association shall be regulated and controlled according to *Robert's Rules of Order (Revised)* for parliamentary procedure. The President shall appoint a parliamentarian to rule on parliamentary procedure.

## **ARTICLE XI, AUDIT**

A review of the Association's accounts by a Certified Public Accountant shall take place every two years upon approval of the Board. The audit shall be included in the Treasurer's report to the general membership given at the annual meeting. The Association shall file its annual tax statements under the supervision of a Certified Public Accountant.

## **ARTICLE XII, LOCATION OF ACCOUNTS**

All funds of the Association shall be deposited in accounts designated by the Board, the records of which are maintained at the address of the Association's office as designated pursuant to Article I, Section 2. The movement of Association funds by the Treasurer between designated accounts will be reported to the Board on a quarterly basis.

## **ARTICLE XIII, RECORDS**

Official records of the Association accumulated by any member of the Association shall be turned over to the Secretary at appropriate intervals and/or at the call of the Secretary and shall be maintained at the official address of the Association as designated pursuant to Article I, Section 2.

## **ARTICLE XIV, NACAA REPRESENTATION**

Any NACAA member in good standing, other than a Board member, who desires to represent or has been requested to represent NACAA on any governing board or as a member of any other organization, shall make a request in writing to the President stating the organization they will represent on behalf of NACAA and their capacity. The Board shall review the request and determine the appropriateness of the request. The Board shall notify the member in writing of its approval or disapproval. This determination shall be based upon what the Board considers is in the best interest of NACAA. If the request to represent NACAA is approved, the member representing NACAA must report to the Executive Director a brief summary after any meeting of the organization on which they are a NACAA representative. The representative must prepare a brief written report on said organization's activities, positions, and other significant concerns on an annual basis. The annual report shall be submitted to the Executive Director. Copies of the minutes of the meetings of said organization shall be sent to the Executive Director as they are

available to the NACAA representative. The Executive Director shall report on a timely basis to the President any immediate issues of concern raised by the NACAA representative or the minutes of said organization. At each meeting of the Board, the Executive Director shall present a brief oral review of the activities of the groups on which NACAA is represented.

The Board may withdraw approval for such representation at any time and withdrawal of such representation is automatic if the membership of the member agency representing NACAA lapses. Further, any NACAA member who receives an invitation to address an organization, conduct a media interview, or represent NACAA in any manner, shall contact the President or Vice President in the President's absence to request approval or disapproval of this particular request. The President or Vice President shall review the request, determine the appropriateness of the request, and shall notify the member of his/her approval or disapproval.

## **ARTICLE XV, AMENDMENTS TO BYLAWS**

### **Section 1. Amendment Procedure**

Proposals for the amendment or repeal of these Articles may be made by the Board or by any full member of the Association by submitting a written request to the chairperson of the bylaws committee, which specifies the changes proposed. All such proposals shall be considered by the membership at the annual meeting of the full members.

If notice of such proposed changes has been sent in writing to the full members at least 30 days in advance of the meeting, these Articles may be amended or repealed by a two-thirds vote of the full members present and voting. If notice of such proposed changes has not been sent in writing to the full members 30 days in advance of the meeting, these articles may be amended or repealed only by a three-fourth's vote of full members present and voting.

### **Section 2. Effective Date of Bylaws Amendment**

These bylaws amendments shall take effect immediately upon adoption.