

## **ARTICLE 1 NAME**

1.01 The name of this organization shall be the National College Testing Association, Inc. (NCTA).

## **ARTICLE 2 PURPOSE**

2.01 The purpose of NCTA shall be to create a network of testing professionals in post-secondary institutions, companies providing service to or delivery of testing or testing-related products, and policy-making agencies. Objectives of the organization are to

- Enhance professional testing practices
- Offer opportunities for professional development
- Encourage professional support activities
- Advance collaborative efforts among testing professionals, testing companies, and other policy-making agencies

2.02 These purposes shall be realized through regular contact with the membership by means such as an annual conference, a membership directory, a website, email, or other methods determined by the NCTA Council.

## **ARTICLE 3 MEMBERSHIP**

3.01 There are three membership categories. Collegiate membership shall be open to testing professionals in post-secondary institutions; Corporate membership shall be open to companies providing services to or delivery of testing or providing test-related products; and Affiliate membership shall be open to individuals who have a professional interest in the field of testing but who do not fit into the other membership categories.

3.02 Individual memberships are available to Collegiate and Affiliate members. Aside from regular individual memberships, there shall be one sub-category of individual Collegiate membership: Emeritus Membership, a reduced-dues membership available to Collegiate NCTA members after retirement. All individual memberships carry voting privileges.

3.03 Institutional memberships are available to Collegiate and Affiliate members who wish to take advantage of reduced membership fees or provide additional financial support to the organization. Institutional members may add an unlimited number of employees to their membership. The first ten individuals are included with the Institutional membership; extra individuals may be added for an additional cost. Each individual listed on the Institutional membership has voting privileges.

3.04 Corporate memberships are open to any company providing testing services, test delivery, or test-related products. Corporations may add an unlimited number of employees to their Corporate membership. The first ten individuals are included with the membership; extra individuals may be added for an additional cost. Each individual listed on the Corporate membership has voting privileges.

3.05 All members shall submit annual dues to remain in good standing.

## **ARTICLE 4 NCTA Council**

4.01 The business of the organization shall be conducted by the NCTA Council (hereafter referred to as "Council"). The Council is also responsible for formulating and executing policy and program recommendations approved by the Council. The Council is empowered to act in the name of the organization in matters not covered by policy statements; such actions will be subject to review by NCTA members.

4.02 The Council shall consist of no fewer than ten (10) and no more than eighteen (18) members. The Council will consist of a Board of Directors (hereafter referred to as "Board"), a President, and a President-Elect/Past President.

4.03 Each member of the Council shall demonstrate a commitment to participate actively in the governing of the organization.

4.04 The Council may appoint Board members to fill vacancies (except as designated in 5.11). A Board member appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his/her predecessor. In the event that an elected board member resigns prior to the start of his/her term, the Council may also seek to fill that position with a special election, if time permits before the annual meeting.

4.05 Any member who assumes a Board seat through election or appointment will have completed one full "term" on the Board upon finishing or vacating that term. An elected Board member who resigns prior to the start of his/her term will also be considered to have completed one full term.

4.06 The Council shall meet at least three times a year. One Council meeting will be scheduled in conjunction with the NCTA conference, the others as appropriate to handle the business of the organization in a timely manner.

4.07 Special meetings of the Council may be called as business dictates. Council members shall be notified by electronic mail, at least 30 days in advance, of the date, place, and purpose of such meetings. The purpose(s) of such meetings shall be stated in the notice.

4.08 Business may be conducted electronically to facilitate decisions needing consideration prior to the next scheduled meeting.

4.09 A simple majority of the number of Council members eligible to vote shall constitute a quorum for the transaction of business.

4.10 A majority vote of Council members present at a meeting shall determine the passage of routine business matters unless a larger number is specified elsewhere in these Bylaws.

4.11 Between meetings, electronic votes on motions may be called by the President following an online discussion and comment period of at least 24 hours. For purposes of a quorum for an electronic vote, all Council members shall be considered present and a majority vote shall determine the passage of such motions.

## **ARTICLE 5 EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

5.01 At a minimum, the NCTA Executive Committee shall consist of the President, President-Elect/Past President, and Treasurer. The Council may elect or appoint other Council members to the NCTA Executive Committee as necessary.

5.02 Only Collegiate members in good standing (as defined by 3.02) are eligible to run for a seat on the Board. To be eligible to run for the Board, individuals must volunteer to serve or continue to serve on at least one additional NCTA committee. At the discretion of the Nominating Committee, other NCTA service (not committee-related) may substitute for this requirement.

5.03 Members of the Board serve staggered three-year terms.

5.04 Board members may serve a maximum of two terms. Each elected (i.e., non-appointed) term of service begins at the Council meeting immediately following the annual meeting and ends at the conclusion of the conference three years later. Appointed members shall begin their term immediately following their appointment. Their term ends at the conclusion of the conference three years from the date of the elected term that they assumed, or immediately upon vacating the position.

5.05 Only Collegiate members in good standing (as defined by 3.02) who have served a minimum of one year on the Board are eligible to run for President-Elect.

5.06 The President shall be elected for a four year term. The individual will serve as President-Elect during the first year, as President during the second and third years, and as Past President during the fourth year of the term. The President will be elected every second year, and the Past President will fulfill the duties of the President-Elect on the alternate years when there is no President-Elect. Members may serve a maximum of one term as President.

5.07 The President assumes full responsibility for the general activities of the organization. Together with the NCTA Treasurer, the President signs contracts or documents authorized by the Council unless that authority has been delegated elsewhere.

5.08 The President-Elect or Past President shall perform the duties of the President during a scheduled absence of the President or if such duties are delegated by the Council.

5.09 The chair or co-chair of the Finance Division with the most years of service in the chair or co-chair role shall serve as the NCTA Treasurer. In years in which the Treasurer is rotating out of that position, the Nominating Committee shall prepare a separate slate for Treasurer. The newly elected individual will serve as junior co-chair of the Finance Division during the first year and as Treasurer during the second and third years of the term.

5.10 The Treasurer shall have charge of, custody of, and responsibility for all funds and securities of the organization and shall report to the Council concerning the disbursement of same at each regular meeting of the Council.

5.11 A vacancy in the office of President shall be filled by the President-Elect for the unexpired portion of the term. If there is no current President-Elect (since the President-Elect's position would be filled every other year to coincide with the two year presidency), the Past President will serve as

Interim President until a special election can be held. In the event of a vacancy in the office of Treasurer, the Council shall either elevate the Finance Division's junior co-chair (if one exists) to the office of Treasurer, or appoint a replacement, as per 4.04. Should the Council elect to elevate the junior co-chair, this individual will serve as Treasurer for the duration of his/her term, and the position of junior co-chair of Finance will be filled as per 4.04.

5.12 Any Council member may be removed from his/her position by the Council by vote of two-thirds of the entire Council when the best interest of the organization will be served in the judgment of Council. Proper notice specifying the proposed removal shall be given prior to any meeting of the Council at which such removal shall be considered (See 4.07).

5.13 The Council may enter into independent contractor agreements for positions as approved by a majority of the Council.

## **ARTICLE 6 ELECTIONS**

6.01 All Council members shall be elected by the general membership from a slate of nominees compiled by the Nominating Committee and approved by the Executive Committee. In the event of a tie vote, a runoff election will be held between those candidates only. In the event of another tie vote, the Council will decide between the tied candidates.

6.02 Slates for all Council seats elected by the general membership will be produced by the Nominating Committee, following a Call for Nominations to the membership at large. The Nominating Committee will receive its charge annually from the Council. The Nominating Committee shall make every effort to ensure that each slate includes one to three members more than are able to be elected. However, on the recommendation from the Nominating Committee, the Executive Committee may approve a slate of any size.

6.03 The Nominating Committee will consist of four members. The Committee will be chaired by the Past President, if a Council member; otherwise, the President serves in that capacity. The Chair will not be a voting member of the committee. The three voting members will be elected by the Council from a slate prepared by the Executive Committee and may not be sitting Council members. Voting members will serve staggered 3-year terms, and must agree not to run for a seat on the Council while serving, or for one year after serving, on the Nominating Committee.

6.04 A sitting Board member may run for President or Treasurer without vacating his/her Board term. Should said individual win the election for President or Treasurer, at the end of the annual meeting, s/he shall assume the newly elected position and must vacate the years remaining on the original Board term. Should it be necessary to fill that member's Board seat, the Board appointment will occur at the Council meeting immediately following the conference in accordance with 4.04. Individuals are not permitted to simultaneously run for Board and President or Board and Treasurer.

6.05 In addition to preparing the slate, the Nominating Committee will be responsible for identifying an election timeline, soliciting and receiving nominations, preparing the ballots for inclusion on the website, and working with the webmaster so that the election process proceeds smoothly. The chair of the Nominations Committee will be responsible for announcing the election results.

## **ARTICLE 7 MEETINGS**

7.01 An annual membership meeting shall be held in conjunction with each conference for the transaction of organizational business and the introduction of new Council members.

## **ARTICLE 8 COMMITTEES AND APPOINTED POSITIONS**

8.01 To assist the Council, Committees and appointed positions shall be organized within Divisions to promote collaboration and management control.

8.02 Committees shall be either (1) standing committees, those of a permanent nature, or (2) ad hoc or temporary committees, those formed to work on a specific issue as needed. Ad hoc committees may report to the Council through the President, President-Elect/Past President, or NCTA Division head.

8.03 Each Division shall be led by a Board member. Except for individuals elected through a Treasurer election, new Board members shall be assigned to a Division by the individual who will be serving as President at the start of the Board member's term.

8.04 Committee chairs are proposed by the Division chair and approved by a majority of the Council.

8.05 The Council shall determine the Divisional structure including the number of committees, their specific types and functions, and their rotational schedules.

8.06 The Divisional and Committee structure shall be posted on the website.

## **ARTICLE 9 PARLIAMENTARY AUTHORITY**

9.01 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the standing rules, the special rules of order, and the policies of the Association.

## **ARTICLE 10 REMUNERATION AND REIMBURSEMENT**

10.01 No Council member or member of any committee of the organization, including Executive Committee members and committee chairs, shall be entitled to compensation for services rendered to the organization in the course of his/her duties. The Council may authorize reasonable compensation for services of value to the organization performed by an NCTA member independent of his/her office.

10.02 No Council member or committee member shall promise remuneration for services to the organization without prior approval of the Council.

10.03 Reimbursement for direct expenses relating to the operation of the organization may be made if authorized in advance. Reimbursement for travel to Council meetings will be allowed in accordance with the Travel Reimbursement Policy established by the Council.

## **ARTICLE 11 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

11.01 In addition to individuals authorized by these Bylaws, the Council may authorize individual(s) or agent(s) to enter into any contract in the name of, and on behalf of, the organization. Such authority may be general or confined to specific instances.

11.02 All checks, drafts, endorsements, notes, and evidence of indebtedness of the organization shall be signed by such individuals or agents of the organization and in such a manner as the Council from time to time may determine. Endorsements for deposits to the credit of the organization shall be made in such manner as the Council from time to time may determine.

11.03 All funds of the organization not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Council may determine.

## **ARTICLE 12 BOOKS AND RECORDS**

12.01 The organization shall keep correct and complete records of accounts and shall also keep minutes of Council meetings.

12.02 Financial records will be submitted to an accountant at the end of each calendar year for tax reporting purposes.

## **ARTICLE 13 FISCAL YEAR**

13.01 The fiscal year of the organization shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June the following year.

## **ARTICLE 14 MEMBERSHIP DUES**

14.01 The Council may establish the annual membership dues and make special assessments, but the amount of such dues or assessments and of any increases in them shall be approved by a majority of the Council. All proposals involving dues and assessments shall be accompanied by financial reports in justification of same.

## **ARTICLE 15 BYLAW AMENDMENTS**

15.01 These Bylaws may be amended by a two-thirds affirmative vote of all members participating in the voting process. Notification of proposed bylaw amendments shall be sent to members for review no later than 30 days prior to the start of the voting period.

## **ARTICLE 16 INDEMNIFICATION OF COUNCIL MEMBERS**

16.01 Each member of the Council shall be indemnified by the organization against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as Council member or by reason of an action alleged to have been taken, omitted, or neglected by him or her as Council member. The organization shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided that no such person shall be indemnified against, or be reimbursed for any expense incurred in

connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

16.02 The amount paid to any Council member by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and any additional amount fixed by the majority of the Council, and any determination so made shall be binding on the indemnified individual.

16.03 The right of indemnification provided for above shall not be exclusive of any rights to which any Council member may otherwise be entitled by law.

#### **ARTICLE 17 DISSOLUTION OF ORGANIZATION**

17.01 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of reaction 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.