

BYLAWS OF THE NATIONAL CONFERENCE OF STATE FLEET ADMINISTRATORS, INC

ARTICLE I - NAME, PURPOSE AND MEMBERSHIP

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Section 1. Name and Purpose

This organization shall be known as the National Conference of State Fleet Administrators (NCSFA). It shall be a nonprofit organization of state governmental officials. The purpose of NCSFA shall be to bring state fleet administrators into an organization through which they can become personally acquainted, exchange information and cooperate toward the more effective exercise of fleet management functions through educational programs or publications, or other charitable or scientific means under the provisions of section 501(c)(3) of the Internal Revenue Code of 1954. They shall work to attain greater efficiency and economy in state fleet administration. Further, NCSFA shall strive to promote and encourage standards for professional competence of all persons engaged in state government fleet administration and to cooperate with all entities engaged in activities designed to enhance the development and standing of fleet administration. The organization shall be governed by NCSFA member elected representatives called the Executive Committee.

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Section 2. Membership

The membership is open to representatives from public sector fleet agencies, authorities and institutions in each of the United States, Territories, Canadian provinces and the District of Columbia, hereinafter referred to as "Member Agencies".

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- a. Regular Membership within NCSFA shall be granted to any member agency fleet administrator who has responsibility and authority over a fleet of motor vehicles. Additional members from a member agency are also considered Regular members.
- b. Associate Membership shall be granted to federal, municipal or local government entities or other public sector fleet administrators with responsibility over a fleet of motor vehicles. Associate members shall be non-voting and shall not be eligible to hold office.
- c. Corporate Membership shall be granted to private sector representatives involved in providing goods or services related to fleet administration.

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d. Retired Membership shall be granted at no charge to former members in good standing upon their specific request. Retired members shall be entitled to access to member information for non-commercial purposes, newsletters and attendance at annual meetings in accordance with Article

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III, Section 6. Retired members shall be non-voting and shall not be eligible to hold office.

- d. Press Membership shall be granted to members of media who wish to provide media coverage of NCSFA activities. Press members can be offered at reduced or non-paying status at the discretion of the Executive Committee.

ARTICLE II - DUES AND VOTING PRIVILEGES

Section I. Dues

- a. All members shall pay the yearly fee established by the Executive Committee.
- b. The right to vote when allowed and the right to hold office when allowed is conditional upon the payment of the annual membership dues.
- c. Annual dues shall be due and payable each year at such time or times as designated by the Executive Committee. The Executive Committee may approve transfer of paid membership for officials within a member agency.
- d. Non-Paying status shall be granted at the discretion of the Executive Committee.

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Deleted: Additional members from a member agency shall pay one half of the full yearly membership fee. The Board shall set the yearly membership fees.¶

Section 2. Voting

All Regular members are entitled to one vote each.

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ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meetings

Regular annual meetings of NCSFA shall be held at such time and place as determined by the Executive Committee. When feasible the annual meeting shall occur between August 1st and November 1st and shall be announced approximately one year in advance. Efforts shall be made to rotate the location of the meetings by regions of the country.

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Section 2. Special Meetings

Special meetings of NCSFA may be called at any time by a majority of the Executive Committee or at the written request of a majority of Regular membership.

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Section 3. Notice of Meetings

Written notice of any meeting of the members shall be given at the direction of the President at least 45 days before such meeting to the membership.

Section 4. Quorum for Member Meetings

Regular members present at the meeting shall constitute a quorum.

Section 5. Parliamentary Procedure

All meetings shall be conducted so far as practicable in accordance with Robert's Rules of Order, Newly Revised.

Section 6. Actions at Annual Meeting

The purpose of NCSFA is set forth in Article I. Resolutions and similar public positions on extremely controversial non-fleet issues are not appropriate. At the NCSFA annual meeting, the voting attendees shall elect the members of the Executive Committee. All persons attending the annual meeting shall pay a registration fee established by the Executive Committee. Retired or inactive former members of NCSFA and their guests will be permitted to attend the annual meeting at the rates established by the Executive Committee. The Executive Committee shall coordinate the substantive agenda of the annual meeting programs.

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ARTICLE IV - EXECUTIVE COMMITTEE: SELECTION AND MEETING

Section 1. Composition

The Conference shall be governed by an Executive Committee. The Executive Committee shall consist of four Conference officers, four at-large members, the immediate past President, and a representative from the Host State, if the Host State is not otherwise represented on the Executive Committee. The officers shall be chosen from the Regular membership and shall /should consist of a President, a President-Elect, a Vice-President, and a Treasurer. The at-large members shall be drawn from the voting membership. No two members of the Executive Committee may be from the same state. NCSFA shall be governed by the Executive committee. The Executive Committee shall consist of four officers, four At-large members, the immediate-past-President, a corporate liaison, and a

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representative from the Host State appointed by the Executive Committee. The officers shall be chosen from the Regular membership and shall consist of a President, a President-Elect, a Vice-President, and a Treasurer. The four At-large members shall be drawn from the voting membership. No two members of the Executive Committee may be from the same member agency.

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Section 2. Term of Office

All Executive Committee members shall serve two-year terms, except the Treasurer who shall serve a three year term and Corporate Liaison who will serve a one-year term. All members of the Executive Committee shall hold office until the adjournment of the annual meeting marking the ends of their terms. Interim vacancies of the officers shall be filled according to ascension. The order of ascension shall be as follows: President, and President-Elect. Any remaining Executive Committee vacancy, including the office of Treasurer, shall be filled by appointment by the President subject to mail or telephone ratification by the remaining members of the Executive Committee. Appointments shall be for the duration of the current term. A regular member appointed to the office shall be required to stand for election in that position at the next annual meeting.

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Section 3. Nomination

Nominations for election to the Executive Committee shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chair, and a minimum of four Regular members. The President shall appoint the members. Any past Executive Committee member shall be eligible to serve after a one year absence from the Executive Committee.

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A nominee for Corporate Liaison shall be selected by the corporate membership.

Section 4. Election

When their term is expired the election of officers and other members of the Executive Committee, except the immediate-past-President, Host State and President, shall take place during the NCSFA annual meeting. Election shall take place at a regularly scheduled business session, and shall be determined by a simple majority of votes cast. In the event of two or more candidates for the same office, a secret ballot will be used. In the event of more than two candidates for a particular office, should a simple majority not be determined, a runoff between the two candidates who received the greatest number of votes will be conducted.

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Section 5. Removal

Any member of the Executive Committee may be removed from the Executive Committee and from any office held, with cause, by a majority vote of the NCSFA members.

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Section 6. Meetings and Quorum

The Executive Committee shall meet during the annual meeting and at least one other time between annual meetings. A majority of the total number of elected Executive Committee members shall constitute a quorum for the transaction of business. Every act or decision by a majority of the Executive Committee members present at a duly held meeting shall be regarded as the act of the Executive Committee. Each person on the Executive Committee shall be entitled to one vote or proxy vote as designated in writing.

ARTICLE V - ELECTED OFFICERS AND EXECUTIVE COMMITTEE: GENERAL DUTIES

Section 1. The Executive Committee

The Executive Committee shall adopt an annual budget and shall conduct all affairs of NCSFA, including the receipt of grants, the establishment of cooperative agreements, and contracting on behalf of NCSFA. It shall at all times have charge of the management of NCSFA, forming a consultative and advising body for the direction of its activities. The Executive Committee shall have control of all funds, dues, income and the like of NCSFA, and shall have the power to allocate by majority vote said income for worthwhile projects and undertakings for the benefit of NCSFA; provided, however, that no monies may be allocated to pay a salary to any member of the Executive Committee.

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Section 2. President

The President shall set the agenda and preside at all business meetings of NCSFA and of the Executive Committee. The President shall, with the approval of the Executive Committee, appoint all committees and designate the Chairperson of such committee(s). The President shall see that all directives and resolutions of the Executive Committee are carried out and shall sign all written instruments necessary and appropriate on behalf of NCSFA. The President shall be the spokes-person for NCSFA between meetings and shall perform such other duties as are usual for the office.

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Section 3. President-Elect

The President-Elect shall perform such duties as may be assigned by the President or the Executive Committee. The President-Elect shall complete the

President's term of office in the event the President is unable to serve. In the case of temporary disability or absence of the President, the President-Elect shall perform and be vested with all the President's powers and duties.

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Section 4. Vice-President

The Vice-President shall act in the place and stead of the President-Elect in the event the President-Elect and President are absent, or otherwise unable to serve and shall exercise and discharge such other duties as may be required by the President and/or Executive Committee.

Deleted: The Vice-President shall serve as the Chair of the permanent Membership Committee.

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Section 5. Treasurer

The Treasurer shall be responsible for overseeing the financial affairs of NCSFA in accordance with guidelines of the Executive Committee.

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Section 6. Members-At-Large

The members-at-large shall represent the NCSFA membership nationwide to make sure all member issues are addressed. Members-at-Large are members of the NCSFA Executive Committee and shall participate in all voting and NCSFA planning.

Section 7. Host State Representative

The Host State Rep shall be responsible to assist the Executive Committee with the planning of the extracurricular NCSFA activities associated with the annual conference (e.g. Guest Program activities, transportation coordination, entertainment for each activity, handouts and member packets.) The Executive Committee shall designate the Host State with funds as necessary to make these responsibilities happen

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Section 8. Corporate Liaison

The Corporate Liaison shall participate on the NCSFA Executive Committee to assist in governing the affairs relating to the administration of NCSFA. The primary responsibility of the Corporate Liaison shall be to work closely with NCSFA corporate membership and the Executive Committee to encourage corporate participation, and to solicit feedback and ideas from corporate members. The Corporate Liaison shall work closely with the Executive Committee and the NCSFA Executive Director to create an annual committee consisting of at least seven (7) corporate members to assist with annual conference planning and sponsorship activities.

Section 9 Dissolution

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No part of the net earnings of NCSFA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. Attempts to influence legislation will only be made with the approval of the Executive Committee, and the association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, NCSFA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this association.

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Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - SUPPORT AGREEMENTS

NCSFA may contract with an Executive Director to represent NCSFA on a day-to-day basis and perform administrative tasks assigned or defined by the Executive Committee. Such services provide for secretariat duties and may include assisting the Treasurer in the performance of his/her duties; assisting the Executive Committee in its planning of future annual meetings; expanding membership rosters; conducting and sharing fleet-related research; and preparing and distributing NCSFA newsletters.

The Executive Director shall oversee financial reports at the direction of the Executive Committee, and shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meeting.

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The Secretariat shall oversee financial reports at the direction of the Executive Committee, maintenance of minutes, records, membership rosters and prepare all monetary matters; notify all members of meetings and prepare and distribute the agenda for all annual and Executive Committee meetings, and the minutes of all previous meetings. The Secretariat shall record the votes of all actions and shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meeting

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ARTICLE VII - ADOPTION AND AMENDMENT OF BYLAWS

Section 1. Purpose of Bylaws

The Bylaws of NCSFA are established to give general and consistent guidance to the continued purpose for which NCSFA was formed.

Section 2. Adoption of Bylaws and Amendments

The Bylaws shall be adopted, amended or repealed by a two-thirds affirmative vote of the voting membership present at any annual or special NCSFA meeting,

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Bylaws shall be subject to vote only after being presented to the Executive Committee and recommended either for or against the proposal. Any proposed changes must be given to the Executive Committee at least 45 days prior to a vote and to the membership at least 30 days prior to a vote on the amendment.

Section 3. Interpretation

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The authority of interpreting the Articles and Bylaws shall be vested in the NCSFA Executive Committee.

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