



BYLAWS
AND
CONSTITUTION

ORIGINAL CONSTITUTION AND BYLAWS

As adopted August 16, 1939

ARTICLE ONE

Meeting of Members—The annual meeting of this association shall be held at such time and place as shall be designated by the executive committee. On the first day of the scheduled meeting, the president shall call the meeting to order at the hour of 10 o'clock a.m. The minutes of the previous meeting shall be read and approved and such business transacted as may properly come before such meeting. Annually thereafter there shall be appointed by the newly elected president an executive committee of six members, of which the incoming president shall automatically become the chairman. A member shall not be permitted to vote by proxy.

There shall be mailed to each member of this association at his seat of government, at least 60 days prior to the annual meeting, a notice setting out the time and place of the annual meeting. In case that a quorum of the membership be not present, the regularly called meeting may be adjourned to the second day of the association's scheduled meeting at such time as the members present and registered shall agree upon and such time those present and registered shall constitute a quorum for all purposes.

ARTICLE TWO

Meeting of executive committee—The executive committee of this association shall hold their meeting upon call by the president at such time and place as he shall designate.

ARTICLE THREE

Executive committee—The executive committee shall have the general management and control of the business and affairs of this association and shall exercise all the powers that may be exercised by the association under its bylaws.

ARTICLE FOUR

Quorum—Four members of the executive committee shall constitute a quorum for the transaction of business and in case a quorum be not present at any meeting called by the president, a less number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the executive committee shall attend at any such adjourned meeting.

ARTICLE FIVE

Officers—The officers of this association shall consist of a president, a vice president, a recording secretary, a corresponding secretary, and a treasurer, and such other officers as may from time to time be chosen, all of whom shall be Secretaries of State.

The president shall preside at all meetings of the association and of the executive committee and shall have general control over the affairs of the association subject to the executive committee. He shall sign all certificates and other instruments for the association.

The vice president shall perform such duties as may be assigned by the executive committee. He shall in case of death, disability or absence of the president, perform and be vested with all of the latter's duties and powers.

The recording secretary shall countersign all certificates and other instruments for the association; he shall keep a record of all votes and minutes of the proceedings of all membership and executive committee meetings, and shall give notice as required in these bylaws of all meetings of the association and of the executive committee. He shall have custody of all books, records and papers of the association, excepting those relating to the financial affairs of the association which shall be in the custody of the treasurer.

The treasurer shall keep accounts of all moneys of the association received or disbursed and shall keep a deposit thereof in such bank or depository as he may see fit. All checks for the payment of money shall be signed by the treasurer.

ARTICLE SIX

Vacancies—In case of death, disability or resignation of one or more of the officers or members of the executive committee, the remaining members of the executive committee, although less than a quorum, shall fill the vacancies for the unexpired term.

ARTICLE SEVEN

Amendments of bylaws—Any of these bylaws may be amended by majority vote of the members at any annual meeting of the association. (October 6, 1948, the Association adopted amendments eight and nine to our bylaws on a trial basis for two years, so that at the end of this time, unless the conference took further action on the same, these amendments would cease to exist.)

ARTICLE EIGHT

The Membership of the National Association of Secretaries of State shall be divided into seven districts composed of the following states:

District One—Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island and New York.

District Two—New Jersey, Pennsylvania, Delaware, Ohio, Maryland, Virginia, West Virginia and North Carolina.

District Three—South Carolina, Florida, Georgia, Alabama, Mississippi, Louisiana, Tennessee and Kentucky.

District Four—Missouri, Indiana, Illinois, Michigan, Wisconsin, Minnesota and Iowa.

District Five—North Dakota, South Dakota, Nebraska, Wyoming, Montana and Idaho.

District Six—Texas, Arkansas, Oklahoma, Kansas, New Mexico and Colorado.

District Seven—Washington, Oregon, California, Utah, Arizona and Nevada.

The members of each district shall elect annually at the meeting of the Secretaries of State a chairman and a vice chairman of their District.

ARTICLE NINE

There shall be seven standing committees of this Association and such other special committees as may be necessary in the work of the Association. The president at the annual meeting, or as soon thereafter as is convenient, shall appoint the chairman and the vice chairman and the members of each committee. The chairman and vice chairman shall be appointed from the list of chairmen and vice chairmen of the districts. The other members of each committee shall be appointed from the membership of the Association without respect to geographical location.

The standing committees are as follows:

1. Committee on Qualifications of Corporation and recordation of Charters
2. Committee on Registration of Motor Vehicles
3. Committee on Administration of Election Laws and Canvassing of Returns
4. Committee on Issuance of Commissions
5. Committee on Archives
6. Committee on Pardons and Extraditions
7. Committee on Registration and Trade Marks

Each standing committee shall have full power and authority to act or consider any matter of general or specific interest to the National Association of Secretaries (sic) of State, or to any of its individual members during the annual conference or at any time during the interim between conferences. Each standing committee shall have authority to submit recommendations to the National Association of Secretaries of State at its annual conference on any matter coming within its jurisdiction.

In addition to the above standing committees, the president is authorized to create such additional committees or subcommittees as he may deem necessary to the best interest of the Association, and to appoint the members thereof. Such action may be taken during the annual conference or during the interim between conferences.

Nothing contained in this Article or the Article Eight shall be construed as abolishing or in anywise affecting the provisions of this Constitution with respect to the executive committee or any other committee or committees heretofore authorized or provided for.

CONSTITUTION AND BYLAWS OF 1958

ARTICLE ONE

Membership—The membership of the National Association of Secretaries of State shall include the Secretaries of State of the forty-eight states and the Secretaries of State of the insular possessions and territories of the United States of America.

ARTICLE TWO

Meeting of Members—The annual meeting of the Association shall be held at such time and place as shall be designated by the Executive Committee. On the first day of the scheduled meeting the President shall call the meeting to order at the hour of 10 o'clock a. m. The minutes of the previous meeting shall be read and approved and such business transacted as may properly come before such meeting. Annually thereafter there shall be appointed by the newly elected President an Executive Committee of seven members, of which the incoming President shall automatically become the Chairman. A member shall vote in person or through a duly appointed representative from his state.

There shall be mailed to each member of this Association at his seat of government, at least sixty days prior to the annual meeting, a notice setting out the time and place of the annual meeting. In case that a quorum of the membership be not present, the regularly called meeting may be adjourned to the second day of the Association's scheduled meeting at such time as the members present and registered shall agree upon and such time those present and registered shall constitute a quorum for all purposes.

ARTICLE THREE

Annual Dues—All members of the National Association of Secretaries of State shall pay to the Treasurer of the Association \$100.00 annual dues. The fiscal year of the Association shall be July 1st to July 1st.

ARTICLE FOUR

Executive Committee—The Executive Committee shall have the general management and control of the business and affairs of this Association and shall exercise all the powers that may be exercised by the Association under its bylaws.

ARTICLE FIVE

Meeting of the Executive Committee—The Executive Committee of this Association shall hold their meetings upon call by the President at such time and place as he shall designate. Four members of the Executive Committee shall constitute a quorum for the transaction of business and in case a quorum be not present at any meeting called by the President, a less number may

adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the Executive Committee shall attend at any such adjourned meeting.

ARTICLE SIX

Officers—The officers of this Association shall consist of a President, a Vice President, a Treasurer, a Secretary and a Recording Secretary, and such other officers as may from time to time be chosen, all of whom shall be Secretaries of State.

The President shall preside at all meetings of the Association and of the Executive Committee and shall have general control over the affairs of the Association, subject to the Executive Committee. He shall sign all certificates and other instruments for the Association.

The Vice President shall perform such duties as may be assigned to him by the Executive Committee. He shall in case of death, disability, or absence of the President, perform and be vested with all of the latter's duties and powers.

The Treasurer shall keep accounts of all moneys of the Association received or disbursed and shall keep a deposit thereof in such bank or depository as he may see fit. All checks for the payment of money shall be signed by the Treasurer, and counter-signed by the President or Vice President. The Treasurer shall make a personal bond in the amount of \$5,000.00 and the premium shall be paid out of Association funds.

The Secretary shall have the responsibility of depositing in the Division of Documents, Library of Congress, Washington, D. C., copies of programs and proceedings of all meetings.

The Recording Secretary shall counter-sign all certificates and other instruments for the Association; he shall keep a record of all votes and minutes of the proceedings of all membership and Executive Committee meetings, and shall give notice as required in these bylaws of all meetings of the Association and of the Executive Committee. He shall have custody of all books, records and papers of the Association, excepting those relating to the financial affairs of the Association which shall be in the custody of the Treasurer.

ARTICLE SEVEN

Vacancies—In case of death, disability or resignation of one or more of the officers or members of the Executive Committee, the remaining members of the Executive Committee, although less than a quorum, shall fill the vacancies for the unexpired term.

ARTICLE EIGHT

Amendments of Bylaws—Any of these bylaws may be amended by majority vote of the members at any annual meeting of the Association.

AMENDED CONSTITUTION AND BYLAWS

As amended, July 10, 1985

ARTICLE ONE

Membership—The membership of the National Association of Secretaries of State shall include the dues-paying Secretaries of State and Lieutenant Governors or other state officials who act as Secretaries of State of the 50 states and the District of Columbia,²⁷ and the territories of the United States of America.² The chief elections officer and officer responsible for administrative codes and regulations³⁴ of each state, if someone other than the Secretary of State, upon recommendation of the Secretary of State of that state, shall be eligible for non-voting membership in the Association.³

Aims and purposes—The aims and purposes of the Association,²² the oldest national organization of major public officials, are to disseminate in exchange among its members their duties, responsibilities, methods of operation, suggestions and proposals for improvement in their respective offices thought mutually beneficial to themselves, their states and the nation.⁴

ARTICLE TWO

Annual conference of members—The annual conference of the Association shall be held at such place as shall be chosen by the membership present and voting and at such time as shall be designated by the executive committee. On the first day of the scheduled conference, the president shall call the conference to order at the hour designated by the president. The minutes of the previous conference of the Association and any committee meeting held since the last conference of the Association may be read and shall be approved and such business transacted as may properly come before such conference. A member shall vote in person or through a duly appointed representative from his or her state.⁵

There shall be mailed to each member of this Association at his or her seat of government, at least 60 days prior to the annual conference, a notice setting out the time and place of the annual conference.²³

ARTICLE THREE

Annual dues—All members of the National Association of Secretaries of State shall pay to the treasurer of the Association from \$350 to \$500, annual dues, as determined by the population of their state or jurisdiction, and based upon a sliding scale established by the executive committee.²⁸ The fiscal year of the Association shall be July 1 to June 30.⁷

ARTICLE FOUR

Executive committee—The executive committee shall be composed of the active past presidents, the officers of the Association, and two members at large to be elected for one year terms.²⁴ The president of the Association shall be the chairman. It shall have the general management and control of the business and affairs of this Association and shall exercise all the power that may be exercised by the Association under its bylaws and shall approve expenditures of funds.”

ARTICLE FIVE

Meetings of the executive committee—The executive committee of this Association shall hold its meetings upon call by the president or upon call by four members of the executive committee at such time and place as the president or the executive committee members shall designate.⁹ Notice of all executive committee meetings shall be given in writing as soon as practical to all Association members. All such meetings shall be open to all members as non-voting participants.¹⁰ Four members of the executive committee shall constitute a quorum for the transaction of business and in case a quorum be not present at any meeting called by the president, a less number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the executive committee shall attend any such adjourned meeting.

ARTICLE SIX

Officers—The officers of this Association shall consist of a president, a president elect, a vice president, a treasurer and secretary,²⁹ and such other officers as shall be elected at each annual conference,¹¹ all of whom shall be Secretaries of State, or Lieutenant Governors, or other state officials who act as Secretaries of State of the 50 states, the District of Columbia and territories of the United States of America.¹² All officers must come from NASS members who have paid current dues.¹³

The president shall preside at all conferences of the Association and of the executive committee and shall have general control over the affairs of the Association, subject to the executive committee. He or she shall sign all certificates and other instruments for the Association.

The president elect shall perform such duties as may be assigned to him or her by the executive committee. He or she shall in case of death, disability, or absence of the president, perform and be vested with all of the latter’s duties and powers.³⁰ The president elect shall become president at the conclusion of the president’s term of office. The president elect shall present to the membership, for its approval, during the annual conference of members at which he or she shall assume the office of president, a budget which shall enumerate revenues and expenditures anticipated during his or her term as president.³⁵

The vice president shall perform such duties as may be assigned to him or her by the executive committee. He or she shall, in case of death, disability or absence of the president and the president elect, perform and be vested with all of the latter’s duties and powers.

The treasurer shall keep accounts of all monies of the Association received or disbursed and shall keep a deposit thereof in such bank or depository as he or she may see fit. All checks for the payment of money shall be signed by the treasurer, and countersigned by the president or presi-

dent elect. The treasurer shall make a personal bond in the amount of \$25,000 and the premium shall be paid out of the Association fund.²⁵

The secretary shall have the responsibility of depositing in the Division of Documents, Library of Congress, Washington, D. C. copies of programs and proceedings of all conferences. The secretary shall sign all proclamations.¹⁴

The secretary³¹ shall counter-sign all certificates and other instruments for the Association. He or she shall keep a record of all votes and minutes of the proceedings of all membership and executive committee meetings, and shall give notice as required in these bylaws of all conferences of the Association and of the executive committee.³² The secretary,³¹ and in his or her absence, the president shall have the responsibility for the preparation of minutes of meetings of the executive committee and of the annual conference.¹⁵

ARTICLE SEVEN¹⁶

Committees—Except as maybe otherwise provided herein, all chairpersons and committee members, and all *ad hoc* committees which shall be necessary from time to time, shall be appointed by the president.

The substantive standing committees of the Association shall be: the Elections Committee; the Voter Education and Registration Committee; the Business, Government and Licensing Committee; and the Committee on Administrative Codes and Registers.³⁶

The operational standing committees of the Association shall be the committees of Publication, Programs, and Awards and Resolutions.

There shall be a nominations and credentials committee, which shall consist of not more than nine (9) members to include all past presidents of NASS present at the annual conference, who will be charged with: soliciting candidates for the offices of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

The proceedings of all committees shall be open to all members or their designated deputies.

ARTICLE EIGHT¹⁷

Roll call—At general NASS conferences there shall be a roll call by states and attendance recorded in the minutes by name and state of Association members and of associate members prior to each general session; however, any Secretary of State may designate a person to answer such roll call.

ARTICLE NINE¹⁸

Vacancies—In case of death, disability, or resignation of one or more of the members of the executive committee, the remaining members of the executive committee, although less than a quorum, shall fill the vacancies for the unexpired term.²⁶

ARTICLE TEN¹⁹

Amendments of bylaws—Any of these bylaws may be amended by majority vote of the members at any annual conference²³ of the Association.

ARTICLE ELEVEN²⁰

Dissolution—Upon dissolution of the Association, the executive committee³⁷ shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association exclusively by dividing them equally among each of the states, the District of Columbia,³³ and any territories of the United States of America represented in the Association by members in good standing at the time of the dissolution according to population and based upon the same proportions as the sliding scale established by the executive committee for the payment of dues.³⁸ No assets remaining on dissolution shall be distributed to any individual member of the Association.

NOTES

1. This paragraph amended to include the words “dues paying” by majority vote in annual meeting, 1980.
2. This paragraph amended to include: “and Lieutenant Governors or other state officials who act as Secretaries of State,” by majority vote in annual meeting, 1975.
3. This paragraph amended to include: “the Chief Elections Officer of each state if someone other than the Secretary of State, upon recommendation of the Secretary of State of that state, shall be eligible for non-voting membership in the Association” by majority vote in annual meeting, 1979.
4. This paragraph added by majority vote in annual meeting, 1975.
5. This paragraph amended by adding, after the word “meeting” in the third sentence, the following “of the Association and any committee meeting held since the last annual meeting of the Association” by majority vote in annual meeting, 1979.
6. Amended by majority vote in annual meeting, 1975.
7. Amended by majority vote in annual meeting, 1985.
8. This paragraph amended to require Executive Committee approval for the expenditure of funds by majority vote in annual meeting, 1980.
9. This section amended to allow members of the Executive Committee to call meetings and designate the place thereof by majority vote in annual meeting, 1980. Wording was clarified by majority vote in annual meeting, 1983.
10. This sentence added by majority vote in annual meeting, 1980.
11. This sentence amended to require election of officers at each annual meeting by majority vote in annual meeting, 1980. Vice President was changed to President Elect by majority vote in annual meeting, 1983.
12. This article amended to have parallel language as found in Article One to allow Lieutenant Governors who serve as Secretaries of State and other such officials to hold office in NASS by majority vote in annual meeting, 1976.
13. This sentence amended by majority vote in annual meeting, 1980.
14. This sentence was added by majority vote in annual meeting, 1980. Supervision of publication of the newsletter was added by majority vote in annual meeting, 1983. Changed again at the 1984 Annual Conference in Annapolis, Maryland taking away responsibility for publishing NASS News.
15. The responsibility of the Recording Secretary, and in his or her absence, the President, to prepare minutes of meetings of the Executive Committee and of the NASS conference was added by majority vote in annual meeting, 1980.
16. This entire article concerning committees was added by majority vote in annual meeting, 1980.
17. This article concerning roll calls and attendance was added by majority vote in annual meeting, 1980.

18. This article concerning vacancies was Article Seven prior to action taken by majority vote in annual meeting, 1980.
 19. This article concerning amendments was Article Eight prior to action taken by majority vote in annual meeting, 1980.
 20. This article concerning dissolution was Article Nine prior to action taken by majority vote in annual meeting, 1980.
 21. The material contained in this article was added by majority vote in annual meeting, 1974.
 22. Wording changed by majority vote in annual meeting, 1983.
 23. In this article: mention of the Association “meeting” was changed to “conference;” the hour of the call to order was placed at the determination of the President; and the section concerning the absence of a quorum on the first day of the conference was deleted. Approved by majority vote in annual meeting, 1983.
 24. Addition of two at-large members to the Executive Committee approved by majority vote in annual meeting, 1983.
 25. Bond increased to \$25,000 by majority vote in annual meeting, 1983.
 26. Wording clarified by majority vote in annual meeting, 1983.
 27. Wording change to include the District of Columbia, voted into membership at Annual Conference, July 1984.
 28. Changes in dues structure as approved by the membership, July 11, 1984 in Annapolis, Maryland.
 29. Wording change to show the change in NASS Officer titles, as approved by the membership, July, 1984, Annapolis, Maryland.
 30. Addition of new paragraph to show new office of Vice-President, as approved by the membership, July, 1984, Annapolis, Maryland.
 31. Deletion of “Recording” in Recording Secretary, as that office is now changed to Secretary, as approved by the membership, July, 1984, Annapolis, Maryland.
 32. Elimination of responsibilities of “Recording Secretary,” as approved by the membership, July, 1984, Annapolis, Maryland.
 33. Wording change to include the District of Columbia, voted into membership in Annapolis, Maryland, July, 1984.
 34. Wording change to place ACR officers in the same membership category as chief elections officers, July, 1985, Indianapolis, Indiana.
 35. Amended at Indianapolis, Indiana annual conference, July, 1985, to make clear the future responsibilities of the newly formed officer, President Elect.
 36. Wording change to make NASS constitution consistent with ACR Committee title, July, 1985, Indianapolis, Indiana.
 37. Wording change to eliminate “Board of Directors” and substitute “Executive Committee,” July, 1985, Indianapolis, Indiana.
 38. Addition of explanation for distribution of assets in case of dissolution, July, 1985, Indianapolis, Indiana.
- NOTE: The Constitution and bylaws were further amended by majority vote in annual meeting, 1976, to provide that wherever the words “he” or “him” appeared, it would be changed to “he/she” or “his/ her.”
- NOTE: The Constitution and bylaws were further amended by majority vote in annual meeting, 1985, to provide that wherever the words “and insular possessions” appeared, it would be changed to “the 50 states, the District of Columbia, and territories.”

CONSTITUTION OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended August, 1992

Montana Secretary of State Mike Cooney led the successful effort in 1992 to change the way NASS operated. The following is his explanation.

During the 1992 Annual Summer Conference in Portland, Maine the Association took action to change the bylaws reforming the structure used to choose the Executive Committee and leadership of NASS.

Previously, a system of “moving through the chairs” was utilized. The Nominations Committee, made up of former NASS presidents, would nominate secretaries to serve on the Executive Committee. Once on the Executive Committee a secretary would move through the chairs. Usually, only Secretaries who had long terms of service could work their way through the chairs into the Presidency of NASS.

With the advent of term limits in many states, it would become impossible for many Secretaries to serve in a leadership role in NASS. Also, Secretaries appointed by Governors or elected by Legislatures likely were often not in office long enough to assume NASS leadership.

To address this situation, NASS bylaws were changed to a system in which the Nominations Committee would be appointed by the President. Membership would no longer require being a past president. Vice Presidents from four regions (Western, Mid-Western, Southern and Eastern regions) and two At Large members were established. One of these members would also serve, at the appointment of the President as Secretary/Treasurer. Completing the Executive Committee is a President Elect, a Past President and the President.

No political party could have more than a one-person majority on the Executive Committee and there must be rotation between the two major parties in the Presidency each year.

There is also no requirement that the President Elect have previous experience on the Executive Committee before assuming office.

As was envisioned by the authors of these changes, all secretaries now have the opportunity to play a leadership role in the National Association.

ARTICLE I—NAME

The name of the organization shall be the National Association of Secretaries of State.

ARTICLE II—AIMS AND PURPOSES

The aims and purposes of the Association, the oldest national organization of major public

officials, are to disseminate in exchange among its members their duties, responsibilities, methods of operation, suggestions and proposals for improvement in their respective offices thought mutually beneficial to themselves, their states, and the nation.

ARTICLE III—MEMBERSHIP

Section 1. **VOTING MEMBER**—The membership of the National Association of Secretaries of State shall include the dues paying Secretaries of State and Lieutenant Governors or other state officials who act as Secretaries of State in the 50 states, the District of Columbia, and the territories of the United States of America.

Section 2. **ASSOCIATE MEMBERS AND ORGANIZATIONS**—The Chief Elections Officer, the officer responsible for administrative codes and registers, and other officials or organizations having responsibilities associated with the jurisdictions of the standing committees of the Association, if other than the Secretary of State, upon recommendation of the Secretary of State of that state or the Executive Committee, shall be eligible for non-voting Associate Membership in the Association.

Section 3. **EMERITUS MEMBER**—Non-voting Emeritus membership in the National Association of Secretaries of State shall also be available to those who have served in the capacity of Secretary of State in the jurisdictions belonging to this Association.

Section 4. **AFFILIATE STATUS**—An individual or corporate entity who wishes to participate in the functions of the Association may apply for affiliate membership. Provided, however, that no such affiliate may use this status for promotional purposes without the express permission of the Executive Committee.

ARTICLE IV—OFFICERS

The officers of this Association shall consist of a President, a President-Elect, and a Vice President from each NASS region, all of whom shall be Secretaries of State, or Lieutenant Governors, or other state officials who act as Secretaries of State of the 50 states, the District of Columbia, and territories of the United States of America. The President shall appoint one Vice President to serve as Secretary-Treasurer. All officers must come from NASS members who have paid current dues.

ARTICLE V—EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Immediate Past President, President, President-Elect and a Vice President from each NASS region one of whom is Secretary-Treasurer, and two at-large members. The President of the Association shall be the Chair. The Executive Committee shall have the general management and control of the business and direction of this Association under its bylaws and shall approve expenditures of funds.

ARTICLE VI—COMMITTEES

The Executive Committee shall appoint such substantive standing committees and operational

standing committees as may be required. The proceedings of all committees shall be open to all members or their designated deputies.

ARTICLE VII—REGIONS

For purposes of representation on the Executive Committee, the membership is divided into four regions. The four regions and the states and territories in each region are: Eastern Region—Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and the Virgin Islands; Southern Region—Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia, and the District of Columbia; Mid-Western Region—Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin; and the Western Region—Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, American Samoa, and Guam.

BYLAWS OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended August, 1992

SECTION I—OFFICERS

1. **PRESIDENT**—The President shall preside at all Annual Conferences and Winter Meetings of the Association and of the Executive Committee and shall have general control over the affairs of the Association, subject to ratification by the Executive Committee. The President shall sign all certificates and other instruments for the Association.
2. **PRESIDENT-ELECT**—The President-Elect shall perform such duties as may be assigned by the Executive Committee. The President-Elect shall become President at the conclusion of the President's term of office. The President-Elect shall present to the Executive Committee, for its approval, during the Annual Conference of members at which he or she shall assume the office of President, a workplan for the Association and budget which shall enumerate all revenues and expenditures of the Association anticipated during his or her term as President.
3. **VICE PRESIDENT**—A Vice President shall be elected to represent each NASS region. The President shall appoint one regional Vice President to also serve as Secretary-Treasurer. The Vice-President shall perform such duties as may be assigned to him or her by the Executive Committee.
4. **SECRETARY-TREASURER**—The Secretary-Treasurer shall perform such duties as may be assigned to him or her by the Executive Committee. In his or her capacity as Treasurer, the Treasurer shall receive the monthly financial reports prepared by the secretariat staff. The Treasurer shall make a report at both the Annual Conference and Winter Meeting on the financial condition of the Association. In his or her capacity as Secretary, the Secretary shall counter-sign all certificates and other instruments of the Association. He or she shall keep a record of all votes and minutes of the proceedings of all membership and Executive Committee meetings, and shall give notice as required in these bylaws of all conferences of the Association and of the Executive Committee. The Secretary and, in his or her absence, the President shall have the responsibility for preparation of minutes of the Annual Conference, Winter Meeting, and Executive Committee Meeting.

SECTION 2—DUES

All members of the National Association of Secretaries of State shall pay to the Association annual dues, as determined by the population of their state or jurisdiction, and based upon a slid-

ing scale established by the Executive Committee with the concurrence of the full membership of the Association. All non-voting Associate Members shall pay the Association annual dues as recommended by the Budget and Finance Committee with the concurrence of the Executive Committee. Emeritus Members shall pay dues to the Association in an amount recommended by the Budget and Finance Committee with the concurrence of the Executive Committee. Affiliate Members shall pay the Association annual dues as recommended by the Budget and Finance Committee with the concurrence of the Executive Committee.

SECTION 3—EXECUTIVE COMMITTEE

1. **MEETINGS**—The Executive Committee of this Association shall hold its meetings upon call by the President or upon call by four members of the Executive Committee at such time and place as the President or the Executive Committee members shall designate. Notice of all Executive Committee meetings shall be given in writing as soon as practical to all Association members. All such meetings shall be open to all members as non-voting participants. Four members of the Executive Committee shall constitute a quorum for the transaction of business, and, in case a quorum not be present at any meeting called by the President, a less-number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the Executive Committee shall attend any such adjourned meeting.

2. **ELECTIONS**—The Nominating Committee shall present for election during the business meeting candidates for President-Elect, the four regional Vice Presidents, and two at-large members all of whom shall serve a one-year term. When deciding on candidates for Vice President, the Nominating Committee shall give primary consideration to the nominee from each region. In the event that the nominees are not equally divided between the two political parties, one or more regions shall be asked to submit another candidate. The President and President-Elect must be from different political parties. Should a vacancy occur in either the offices of President or President-Elect, the Executive Committee shall appoint from within its own membership an individual of the same party as the departing officer to serve the remainder of the appropriate term. The vacancy thus created on the Executive Committee shall be filled by appointment by the President of a member of the same political party as the member who created the vacancy.

SECTION 4—COMMITTEES

Except as may be otherwise provided herein, all chairpersons and committee members, and all ad hoc committees which shall be necessary from time to time, shall be appointed by the President.

1. **SUBSTANTIVE STANDING COMMITTEES**—The substantive standing committees of the Association shall be: the Elections Committee; the Business, Government and Licensing Committee; the Voter Participation Committee; and the Committee on Administrative Codes and Registers.

2. **OPERATIONAL STANDING COMMITTEES**—The operational standing committees of the Association shall be the committees of Publications; Budget and Finance; Program Information; and Awards and Resolutions.

3. **NOMINATIONS AND CREDENTIALS COMMITTEE**—At the Winter Conference,

the President shall make appointments to this committee. The President-Elect shall serve as its chair. Four at-large members, one of whom shall be the Immediate Past President, shall also be appointed. Appointments shall be made in such a fashion so that two of the at-large members come from each political party. The Nominations and Credentials Committee, will be charged with: soliciting candidates for the offices of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

SECTION 5—FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30.

SECTION 6—CONFERENCES AND MEETINGS

1. **ANNUAL CONFERENCE OF MEMBERS**—The conference of the Association shall be held at such place as shall be chosen by the Membership present and voting and at such time as shall be designated by the Executive Committee. On the first day of the scheduled conference, the President shall call the conference to order at the hour designated by the President. The Minutes of the previous conference of the Association and any Executive Committee meeting held since the last conference of the Association may be read and shall be approved and such business transacted as may properly come before such conference. A member shall vote in person or through a duly appointed representative from his or her state.

2. **WINTER MEETING**—The meeting of the Association shall be held at such place as shall be chosen by the Membership present and voting and at such time as shall be designated by the Executive Committee. On the first day of the scheduled conference, the President shall call the conference to order at the hour designated by the President. The Minutes of the previous meeting of the Association and any committee meeting held since the last meeting of the Association may be read and shall be approved and such business transacted as may properly come before such meeting. A member shall vote in person or through a duly appointed representative from his or her state.

3. **NOTICE**—There shall be mailed to each member of this Association at his or her seat of government, at least sixty (60) days prior to the annual conference and Winter Meeting, a notice setting out the time and place.

4. **ROLL CALL**—At general NASS conferences and meetings, there shall be a roll call by states and attendance recorded in the minutes by name and state of Association members and of Associate Members prior to each general session; however, any Secretary of State may designate a person to answer such roll call.

SECTION 7—RESOLUTIONS

1. The members may adopt resolutions of the Association at any Annual Conference or Winter Meeting. Members wishing to propose resolutions shall submit the proposed resolution in written form to the President. The President shall assign a proposed resolution to one of the substantive standing committees for consideration. The committee shall recommend action of the proposed resolution to the Association. The Awards and Resolutions Committee may adopt appropriate pro-

cedures for submitting resolutions to the members and any procedural question regarding resolutions shall be resolved by the Awards and Resolutions Committee. A proposed resolution shall be submitted directly to the membership by the President or vote of two-thirds of the members attending.

SECTION 8—POSITIONS

1. POSITIONS OF THE ASSOCIATION—The President of the Association, in conjunction with such designees as he or she deems appropriate, and the Executive Committee shall be responsible for representation of generally held views of its members before the national government in Washington, DC between the actual meeting of the Association in regard to matters pending before the Congress and Executive Branch of the national government which, by their nature, may require timely action prior to the next regular meeting of the Association.

2. PROCEDURE FOR PRESENTATION OF POSITION—When, within the view of the President of the Association, matters are pending before the Congress or Executive Branch of the national government which, by their nature, are of significant interest to the Association and require timely response, the President may conduct or authorize the conduct of a telephone or other poll of members of the Executive Committee to determine if a majority consensus of that Committee exists as to the interim position of the Association on the pending matter or matters. Upon determining that such a majority consensus of the Executive Committee does exist, the President may authorize representation of the interim position of the Association, which shall be clearly identified as such, to the appropriate persons and institutions in the manner deemed appropriate by the President or designee(s), with due notification to members of the Association. Such positions shall come before the next regular meeting of the Association for consideration.

3. POSITION TAKING AT REGULAR MEETING—All other positions taken by the Association, other than interim position, on matters under consideration by or actions of the national government, shall be proposed in the form of a resolution. Such resolutions, to take effect, shall be approved by a majority of members present and voting.

SECTION 9—DISSOLUTION

Upon dissolution of the Association, the Executive Committee shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association exclusively by dividing them equally among each of the states, the District of Columbia, and any territories of the United States of America represented in the Association by members in good standing at the time of the dissolution according to population and based upon the same proportions as the sliding scale established by the Executive Committee for the payment of dues. No assets remaining on dissolution shall be distributed to any individual member of the Association.

SECTION 10—AMENDMENTS TO CONSTITUTION AND BYLAWS

Any of these sections of the Constitution and Bylaws may be amended by the majority vote of the members at any Annual Conference or Winter Meeting of the Association.

CONSTITUTION OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended July 2005

ARTICLE I—NAME

The name of the organization shall be the National Association of Secretaries of State.

ARTICLE II—AIMS AND PURPOSES

The aims and purposes of the Association, the oldest national organization of major public officials, are to disseminate and exchange among its members their duties, responsibilities, methods of operation, suggestions and proposals for improvement in their respective offices thought mutually beneficial to themselves, their states, and the nation.

ARTICLE III—MEMBERSHIP

Section 1. VOTING MEMBER—The membership of the National Association of Secretaries of State shall include the dues paying Secretaries of State and Lieutenant Governors or other state officials who act as Secretaries of State in the 50 states, the District of Columbia, and the territories of the United States of America.

Section 2. EMERITUS MEMBER—Non-voting Emeritus membership in the National Association of Secretaries of State shall also be available to those who have served in the capacity of Secretary of State in the jurisdictions belonging to this Association.

Section 3. AFFILIATE STATUS—An individual or corporate entity that wishes to participate in the functions of the Association may apply for affiliate status. Provided, however, that no such affiliate may use this status for promotional purposes without the express permission of the Executive Board.

ARTICLE IV—OFFICERS

The officers of this Association shall consist of a President, a President-Elect, Secretary, Treasurer, and a Vice President from each NASS region, all of whom shall be Secretaries of State, Lieutenant Governors, or other state officials who act as Secretaries of State of the 50 states, the District of Columbia, and territories of the United States of America. The NASS President shall appoint two At-Large Member. All officers must come from NASS members who have paid current dues.

ARTICLE V—EXECUTIVE BOARD

The Executive Board shall be composed of the Immediate Past President, President, President-Elect, Treasurer, Secretary, Vice President from each NASS region, and two at-large members. The President of the Association shall be the Chair. The Executive Board shall have the general management and control of the business and direction of this Association under its By-Laws and shall approve expenditures of funds. The two at-large members will function as liaisons and representatives of the two subsection of NASS: the Notary Public Administrators section (NPA) and the Administrative Codes and Registers section (ACR.)

ARTICLE VI—COMMITTEES

The Executive Board shall appoint such substantive standing committees and operational standing committees as may be required. The proceedings of all committees shall be open to all members or their designated deputies.

EXECUTIVE BOARD

STANDING COMMITTEE ON NOMINATIONS & CREDENTIALS
STANDING COMMITTEE ON AWARDS & PUBLICATIONS
STANDING CORPORATE AFFILIATE ADVISORY COMMITTEE
STANDING COMMITTEE ON BUSINESS SERVICES
STANDING COMMITTEE ON INTERNATIONAL RELATIONS
STANDING COMMITTEE ON ELECTIONS
STANDING COMMITTEE ON VOTER PARTICIPATION
STANDING COMMITTEE ON SECURITIES

ARTICLE VII—REGIONS

For purposes of representation on the Executive Board, the membership is divided into four regions. The four regions and the states and territories in each region are:
Eastern Region—Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and the Virgin Islands; Southern Region—Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia, and the District of Columbia; Mid-Western Region—Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin; and the Western Region—Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, American Samoa, and Guam.

BYLAWS OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended July 2005

SECTION I—OFFICERS

1. **PRESIDENT**—The President shall preside at all Annual Conferences and Winter Meetings of the Association and of the Executive Board; and shall have general control over the affairs of the Association, subject to ratification by the Executive Board. The President shall sign all certificates and other instruments for the Association.
2. **IMMEDIATE PAST-PRESIDENT**—The Immediate Past-President shall remain a member in good standing on the NASS Executive Board as a voting member. The Immediate Past-President shall perform such duties as may be assigned to him or her by the Executive Board.
3. **PRESIDENT-ELECT**—The President-Elect shall perform such duties as may be assigned by the Executive Board, including direct responsibility for working with the Executive Director and the membership to generate new corporate affiliate members. The President-Elect shall become President at the conclusion of the President's term of office. The President-Elect shall present to the Executive Board, for its approval, during the Annual Conference of members at which he or she shall assume the office of President, a work plan for the Association and budget which shall enumerate all revenues and expenditures of the Association anticipated during his or her term as President.
4. **VICE PRESIDENT**—A Vice President shall be elected to represent each NASS region. The Vice-Presidents shall perform such duties as may be assigned to him or her by the Executive Board.
5. **TREASURER**—The Treasurer shall perform such duties as may be assigned to him or her by the Executive Board. In his or her capacity as Treasurer, the Treasurer shall receive the monthly financial reports prepared by the secretariat staff. The Treasurer shall make a report at both the Annual Conference and Winter Meeting on the financial condition of the Association.
6. **SECRETARY**—The Secretary shall perform such duties as may be assigned to him or her by the Executive Board. In his or her capacity as Secretary, the Secretary shall keep a record of all votes and minutes of the proceedings of all membership and Executive Board meetings; maintain archival document preservation of the Association; and shall give notice as required in this By-Laws of all conferences of the Association and of the Executive Board. In his or her capacity as Secretary, the Secretary shall counter-sign all certificates and other instruments of the Association. In the absence of the Secretary, the President shall have the responsibility for preparation of minutes of the Annual, Winter and Executive Board Meetings.

7. AT-LARGE MEMBERS—There shall be two at-large members of the NASS Executive Board to assist the President with committee appointments or committee meetings, and shall perform such duties as may be assigned to him or her by the Executive Board. They each shall be of different party affiliation. They shall function as the liaison and representatives of the two subsections of NASS: the Notary Public Administrators (NPA) section and the Administrative Codes and Registers (ACR) section.

SECTION 2—DUES

All members of the National Association of Secretaries of State shall pay to the Association annual dues, as determined by the population of their state or jurisdiction, and based upon a sliding scale established by the Executive Board with the concurrence of the full membership of the Association. Emeritus Members shall pay dues to the Association in an amount established by the Executive Board. Affiliates shall pay the Association annual dues as established by the Executive Board.

SECTION 3—EXECUTIVE BOARD

1. MEETINGS—The Executive Board of this Association shall hold its meetings upon call by the President or upon call by six members of the Executive Board at such time and place as the President or the Executive Board members shall designate. Notice of all Executive Board meetings shall be given in writing as soon as practical to all Association members. All such meetings shall be open to all members as non-voting participants. Six members of the Executive Board shall constitute a quorum for the transaction of business, and, in case a quorum not be present at any meeting called by the President, a less number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the Executive Board shall attend any such adjourned meeting.

2. ELECTIONS—The Nominating Committee shall present for ratification by majority vote during the annual business meeting candidates for President-Elect, Secretary, Treasurer, the four regional Vice Presidents, and two at-large members all of whom shall serve a one-year term. If any nominee is not ratified, nominations shall be open from the floor for an election to fill that position. The immediate past-president is also a voting member on the Executive Board. When deciding on candidates for Vice President, the Nominating Committee shall give primary consideration to the nominee from each region. In the event that the nominees are not equally divided between the two political parties, one or more regions shall be asked to submit another candidate.

The President and President-Elect must be from different political parties. Should a vacancy occur in either the offices of President or President-Elect, the Executive Board shall appoint from within its own membership an individual of the same party as the departing officer to serve the remainder of the appropriate term. The vacancy thus created on the Executive Board shall be filled by appointment by the President of a member of the same political party as the departing officer.

SECTION 4—COMMITTEE

Except as may be otherwise provided herein, all chairpersons and committee members, and all ad hoc committees, which shall be necessary from time to time, shall be appointed by the President.

1. **SUBSTANTIVE STANDING COMMITTEES**—The substantive standing committees of the Association shall be: the Elections Committee, the Voter Participation Committee, the Business Services Committee, the International Relations Committee, and the Securities Committee.
2. **OPERATIONAL STANDING COMMITTEES**—The operational standing committees of the Association shall be the Executive Board, the Nominations & Credentials Committee, the Awards & Publications Committee and the Corporate Affiliate Advisory Committee.
3. **NOMINATIONS AND CREDENTIALS COMMITTEE**—The President-Elect shall serve as its chair. The committee shall consist of the President, President-Elect and the immediate Past-President of the Association. The President shall have the option of appointing other members to the committee. The Committee shall be charged with soliciting candidates for the office of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

At the Winter Meeting, the Committee Chair shall ask the regional vice-presidents to contact those within their regions for nominees for the next committee officers' appointments which shall be voted on during the upcoming annual conference business meeting.

During the Annual Conference, the President shall make appointments to this committee. The Nominations and Credentials Committee will be charged with soliciting candidates for the offices of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

SECTION 5—FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30. When the annual meeting falls after June 30, the President and Executive Board are authorized to maintain the operation of the Association at a level equivalent to the level authorized at the previous annual meeting.

SECTION 6—CONFERENCES AND MEETINGS

1. **ANNUAL CONFERENCE OF MEMBERS**—The conference of the Association shall be held at such place as shall be chosen by the Membership present and voting; and at such time as shall be designated by the Executive Board. As soon as practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The Minutes of the previous conference of the Association and any Executive Board meeting held since the last conference of the Association may be read and shall be approved and such business transacted as may properly come before such conference. A member shall vote in person or

through a duly appointed representative from his or her state. Notice of proxy designation shall be in writing from the absent member to the President. The President shall have the option of appointing a Parliamentarian to assist during meetings of the association. The Parliamentarian may not vote on issues when their service is required.

2. WINTER MEETING—The meeting of the Association shall be held at such place as shall be chosen by the Membership present and voting; and at such time as shall be designated by the Executive Board. As soon as it is practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The Minutes of the previous meeting of the Association and any committee meeting held since the last meeting of the Association may be read and shall be approved and such business transacted as may properly come before such meeting. A member shall vote in person or through a duly appointed representative from his or her state. Notice of proxy designation shall be in writing from the absent member to the President. The President shall have the option of appointing a Parliamentarian to assist during meetings of the association. The Parliamentarian may not vote on issues when their service is required.

3. NOTICE—There shall be mailed to each member of this Association at his or her seat of government, at least sixty (60) days prior to the Annual Conference and Winter Meeting, a notice setting out the time and place.

4. ROLL CALL—At general NASS conferences and meetings, there shall be a roll call by states and attendance recorded in the minutes by name and state of members prior to each business meeting; however, any Secretary of State may designate a person to answer such roll call.

SECTION 7—RESOLUTIONS

The members may adopt resolutions of the Association at any Annual Conference or Winter Meeting. Members wishing to propose resolutions shall submit the proposed resolution in written form to the President. The President shall assign a proposed resolution to one of the substantive standing committees for consideration. The committee shall recommend action of the proposed resolution to the Association. The President or vote of two-thirds of the members attending shall submit a proposed resolution directly to the membership.

SECTION 8—POSITIONS

1. POSITIONS OF THE ASSOCIATION—The President of the Association, in conjunction with such designees as he or she deems appropriate, and the Executive Board shall be responsible for representation of generally held views of its members before the national government in Washington, DC between the meetings of the Association in regard to matters pending before the Congress and the Executive Branch of the national government which, by their nature, may require timely action prior to the next regular meeting of the Association.

2. PROCEDURE FOR PRESENTATION OF POSITION—When, within the view of the President of the Association, matters are pending before the Congress or Executive Branch of the

national government which, by their nature, are of significant interest to the Association and require timely response, the President may conduct or authorize the conduct of a telephone or other poll of members of the Executive Board to determine if a majority consensus of that Committee exists as to the interim position of the Association on the pending matter or matters. Upon determining that such a majority consensus of the Executive Board does exist, the President may authorize representation of the interim position of the Association, which shall be clearly identified as such, to the appropriate persons and institutions in the manner deemed appropriate by the President or designee(s), with due notification to members of the Association. Such positions shall come before the next regular meeting of the Association for consideration.

3. POSITION TAKING AT REGULAR MEETING—All other positions taken by the Association, other than interim position, on matters under consideration by or actions of the national government, shall be proposed in the form of a resolution or statement. Such resolutions or statements to take effect, shall be approved by a majority of members present and voting.

SECTION 9—DISSOLUTION

Upon dissolution of the Association, the Executive Board shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively by dividing them equally among each of the states, the District of Columbia, and any territories of the United States of America represented in the Association by members in good standing at the time of the dissolution according to population and based upon the same proportions as the sliding scale established by the Executive Board for the payment of dues. No assets remaining on dissolution shall be distributed to any individual member of the Association.

SECTION 10—AMENDMENTS TO CONSTITUTION AND BYLAWS

Any of these sections of the Constitution and Bylaws may be amended by the majority vote of the members at any Annual Conference or Winter Meeting of the Association.

CONSTITUTION OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended February 10, 2008

ARTICLE I—NAME

ARTICLE II—AIMS AND PURPOSES

ARTICLE III—STATEMENT OF ETHICS

ARTICLE IV—MEMBERSHIP

ARTICLE V—OFFICERS

ARTICLE VI—EXECUTIVE BOARD

ARTICLE VII—COMMITTEES

ARTICLE VIII—REGIONS

ARTICLE I—NAME

The name of the organization shall be the National Association of Secretaries of State.

ARTICLE II—AIMS AND PURPOSES

The aims and purposes of the Association, the oldest national organization of major public officials, are to disseminate and exchange information among its members their duties, responsibilities, methods of operation, suggestions and proposals for improvement in their respective offices thought mutually beneficial to themselves, their states, and the nation.

ARTICLE III—STATEMENT OF ETHICS

The role of Secretary of State is a noble calling, and carries a high ethical mandate and a conscientious duty to our democracy. Accordingly, the Association members commit to the following:

1. Adhering to the highest standards of excellence that will nurture and maintain the public trust;
2. Placing loyalty to state and federal constitutions, the law, and ethical principles above private or political gain; and
3. For those Secretaries who are the chief elections officials in their state, practicing fair and unbiased election administration that recognizes each eligible citizen's right to cast his or her vote and for that vote to be counted with the highest regard to constitutional foundations.

ARTICLE IV—MEMBERSHIP

Section 1. **VOTING MEMBER**—The membership of the National Association of Secretaries of State shall include the dues paying Secretaries of State and Lieutenant Governors or other state officials who act as Secretaries of State in the 50 states, the District of Columbia, and the territories of the United States of America.

Section 2. **EMERITUS MEMBER**—Non-voting Emeritus membership in the National Association of Secretaries of State shall also be available to those who have served in the capacity of Secretary of State in the jurisdictions belonging to this Association.

Section 3. **AFFILIATE STATUS**—An individual or corporate entity that wishes to participate in the functions of the Association may apply for affiliate status. Provided, however, that no such affiliate may use this status for promotional purposes without the express permission of the Executive Board.

ARTICLE V—OFFICERS

The officers of this Association shall consist of a President, a President-Elect, Secretary, Treasurer, and a Vice President from each NASS region, all of whom shall be Secretaries of State, Lieutenant Governors, or other state officials who act as Secretaries of State of the 50 states, the District of Columbia, and territories of the United States of America. The NASS President shall appoint two At-Large Members. All officers must come from NASS members who have paid current dues.

ARTICLE VI—EXECUTIVE BOARD

The Executive Board shall be composed of the Immediate Past President, President, President-Elect, Treasurer, Secretary, Vice President from each NASS region, and two at-large members. The President of the Association shall be the Chair. The Executive Board shall have the general management and control of the business and direction of this Association under its By-Laws and shall approve expenditures of funds. The two at-large members will function as liaisons and representatives of the two subsections of NASS: the Notary Public Administrators section (NPA) and the Administrative Codes and Registers section (ACR).

ARTICLE VII—COMMITTEES

The Executive Board shall appoint such substantive standing committees and operational standing committees as may be required. The proceedings of all committees shall be open to all members or their designated deputies.

Executive Board
Standing Corporate Affiliate Advisory Committee
Standing Committee on International Relations
Standing Committee on Business Services
Standing Committee on Elections

Standing Committee on Voter Participation
Standing Committee on Awards & Publications
Standing Committee on Securities
Standing Committee on Nominations and Credentials
Standing Committee on State Heritage

ARTICLE VIII—REGIONS

For purposes of representation on the Executive Board, the membership is divided into four regions. The four regions and the states and territories in each region are:

Eastern Region: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, and the Virgin Islands;

Southern Region: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia, and the District of Columbia;

Mid-Western Region: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin; and,

Western Region: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, American Samoa, and Guam.

BYLAWS OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended, July 19, 2009

SECTION 1—OFFICERS

SECTION 2—DUES

SECTION 3—EXECUTIVE BOARD

SECTION 4—COMMITTEES

SECTION 5—FISCAL YEAR

SECTION 6—CONFERENCES & MEETINGS

SECTION 7—RESOLUTIONS

SECTION 8—POSITIONS

SECTION 9—HOLD HARMLESS

SECTION 10—DISSOLUTION

SECTION 11—AMENDMENTS TO CONSTITUTION & BYLAWS

SECTION I—OFFICERS

1. PRESIDENT

The President shall preside at all Annual Conferences and Winter Meetings of the Association and of the Executive Board; and shall have general control over the affairs of the Association, subject to ratification by the Executive Board. The President shall sign all certificates and other instruments for the Association.

2. IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall remain a member in good standing on the NASS Executive Board as a voting member. The Immediate Past-President shall perform such duties as may be assigned to him or her by the Executive Board.

3. PRESIDENT-ELECT

The President-Elect shall perform such duties as may be assigned by the Executive Board, including direct responsibility for working with the Executive Director and the membership to generate new corporate affiliate members. The President-Elect shall become President at the conclusion of the President's term of office. The President-Elect shall present to the Executive Board, for its approval, during the annual conference of members at which he or she shall assume the office of President, a workplan for the Association and budget which shall enumerate all revenues and expenditures of the Association anticipated during his or her term as President.

4. VICE PRESIDENT

A Vice President shall be elected to represent each NASS region. The Vice-Presidents shall perform such duties as may be assigned to him or her by the Executive Board.

5. TREASURER

The Treasurer shall perform such duties as may be assigned to him or her by the Executive Board. In his or her capacity as Treasurer, the Treasurer shall receive the monthly financial reports prepared by the secretariat staff. The Treasurer shall make a report at both the Annual Conference and Winter Meeting on the financial condition of the Association.

6. SECRETARY

The Secretary shall perform such duties as may be assigned to him or her by the Executive Board. In his or her capacity as Secretary, the Secretary shall keep a record of all votes and minutes of the proceedings of all membership and Executive Board meetings; maintain archival document preservation of the Association; and shall give notice as required in this By-Laws of all conferences of the Association and of the Executive Board. In his or her capacity as Secretary, the Secretary shall counter-sign all certificates and other instruments of the Association. In the absence of the Secretary, the President shall have the responsibility for preparation of minutes of the Annual, Winter and Executive Board Meetings. The Secretary may assign certain administrative duties of his/her office to be carried out by the Executive Director, including counter-signing instruments of the Association, by written request to the President and the Executive Director.

7. AT-LARGE MEMBERS

There shall be two at-large members of the NASS Executive Board to assist the President with committee appointments or committee meetings, and shall perform such duties as may be assigned to him or her by the Executive Committee. They each shall be of different party affiliation. They shall function as liaisons and representatives of the two subsections of NASS: the Notary Public Administrators (NPA) section and the Administrative Codes and Registers (ACR) section.

8. EXECUTIVE DIRECTOR

The NASS Executive Director, along with hired staff of the Association, shall perform all duties assigned to him/her by the President and Executive Board. The Executive Director has been assigned officer status to expedite and facilitate administrative functions on behalf of the organization.

SECTION 2—DUES

All members of the National Association of Secretaries of State shall pay to the Association annual dues, as determined by the population of their respective state or jurisdiction, and based upon a sliding scale established by the Executive Board with the concurrence of the full membership of the Association. Emeritus Members shall pay dues to the Association in an amount established by the Executive Board. Affiliates shall pay the Association annual dues as established by the Executive Board.

SECTION 3—EXECUTIVE BOARD

1. MEETINGS

The Executive Board of this Association shall hold its meetings upon call by the President or upon call by six members of the Executive Board at such time and place as the President or the

Executive Board members shall designate. Notice of all Executive Board meetings shall be given in writing as soon as practical to all Association members. All such meetings shall be open to all members as non-voting participants. Six members of the Executive Board shall constitute a quorum for the transaction of business, and, in case a quorum not be present at any meeting called by the President, a less number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the Executive Board shall attend any such adjourned meeting. Executive Board members may not designate proxies for voting on matters before the Board.

2. ELECTIONS

The Nominating Committee shall present for ratification by majority vote during the annual business meeting candidates for Secretary, Treasurer, the four regional Vice Presidents, and two at-large members all of whom shall serve a one-year term. If any nominee is not ratified, nominations shall be open from the floor for an election to fill that position. The immediate past-president is also a voting member on the Executive Board. When deciding on candidates for Vice President, the Nominating Committee shall give primary consideration to the nominee from each region. In the event that the nominees are not equally divided between the two political parties, one or more regions shall be asked to submit another candidate.

The President and President-Elect must be from different political parties. Should a vacancy occur in either the offices of President or President-Elect, the Executive Board shall appoint from within its own membership an individual of the same party as the departing officer to serve the remainder of the appropriate term. The vacancy thus created on the Executive Board shall be filled by appointment by the President of a member of the same political party as the departing officer.

SECTION 4—COMMITTEE

Except as may be otherwise provided herein, all chairpersons and committee members, and all ad hoc committees, which shall be necessary from time to time, shall be appointed by the President.

1. SUBSTANTIVE STANDING COMMITTEES

The substantive standing committees of the Association shall be: the Business Services Committee, the International Relations Committee, the Voter Participation Committee, the Elections Committee, the State Heritage Committee, and the Securities Committee.

2. OPERATIONAL STANDING COMMITTEES

The operational standing committees of the Association shall consist of the Executive Board, the Nominations & Credentials Committee, the Publications and Awards Committee and the Corporate Affiliate Advisory Committee.

3. NOMINATIONS AND CREDENTIALS COMMITTEE

The President-Elect shall serve as its chair. The committee shall consist of the President, President-Elect and the immediate Past-President of the Association. The President shall have the option of appointing other members to the committee. The Committee shall be charged with soliciting candidates for the office of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

At the winter meeting, the committee chair shall ask the regional vice-presidents to contact those within their regions for nominees for the next committee officers' appointments which shall be voted on during the upcoming annual conference business meeting.

During the Annual Conference, the President shall make appointments to this committee. The Nominations and Credentials Committee will be charged with soliciting candidates for the offices of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

SECTION 5—FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30. When the annual meeting falls after June 30, the President and Executive Board are authorized to maintain the operation of the Association at a level equivalent to the level authorized at the previous annual meeting.

SECTION 6—CONFERENCES AND MEETINGS

1. ANNUAL CONFERENCE OF MEMBERS

The conference of the Association shall be held at such place as shall be chosen by the membership present and voting; and at such time as shall be designated by the Executive Board. As soon as it is practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The minutes of the previous conference of the Association and any Executive Board meeting held since the last conference of the Association may be read and shall be approved and such business transacted as may properly come before such conference. A member shall vote in person or through a duly appointed representative from his or her state. Notice of proxy designation shall be in writing from the absent member and may be delivered to the President up until the roll call of the meeting. The President shall have the option of appointing a Parliamentarian to assist during meetings of the Association. The Parliamentarian may not vote on issues when their service is required.

2. WINTER MEETING

The meeting of the Association shall be held at such place as shall be chosen by the membership present and voting; and at such time as shall be designated by the Executive Board. As soon as it is practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The minutes of the previous meeting of the Association and any committee meeting held since the last meeting of the Association may be read and shall be approved and such business transacted as may properly come before such meeting. A member shall vote in person or through a duly appointed representative from his or her state. Notice of proxy designation shall be in writing from the absent member to the President. The President shall have the option of appointing a Parliamentarian to assist during meetings of the Association. The Parliamentarian may not vote on issues when their service is required.

3. NOTICE

There shall be mailed to each member of this Association at his or her seat of government, at least sixty (60) days prior to the Annual Conference and Winter Meeting, a notice setting out the time and place.

4. ROLL CALL

At general NASS conferences and meetings, there shall be a roll call by states and attendance

recorded in the minutes by name and state of members prior to the business meeting; however, a Secretary of State may designate a person to answer such roll call.

SECTION 7—RESOLUTIONS

The members may adopt resolutions of the Association at any annual conference or winter meeting. Members wishing to propose resolutions shall submit the proposed resolution in written form to the President. The President shall assign a proposed resolution to one of the substantive standing committees for consideration. The committee shall recommend action on the proposed resolution to the Association. The President or vote of two-thirds of the members attending shall submit a proposed resolution directly to the membership.

SECTION 8—POSITIONS

I. POSITIONS OF THE ASSOCIATION

The President of the Association, in conjunction with such designees as he or she deems appropriate, and the Executive Board shall be responsible for representation of generally held views of its members before the national government in Washington, DC between the meetings of the Association in regard to matters pending before the Congress and the Executive Branch of the national government which, by their nature, may require timely action prior to the next regular meeting of the Association.

2. PROCEDURE FOR PRESENTATION OF POSITION

When, within the view of the President of the Association, matters are pending before the Congress or Executive Branch of the national government which, by their nature, are of significant interest to the Association and require timely response, the President may conduct or authorize the conduct of a telephone or other poll of members of the Executive Board to determine if a majority consensus of that Board exists as to the interim position of the Association on the pending matter or matters. Upon determining that such a majority consensus of the Executive Board does exist, the President may authorize representation of the interim position of the Association, which shall be clearly identified as such, to the appropriate persons and institutions in the manner deemed appropriate by the President or designee(s), with due notification to members of the Association. Such positions shall come before the next regular meeting of the Association for consideration.

3. POSITION TAKING AT REGULAR MEETING

All other positions taken by the Association, other than interim position, on matters under consideration by or actions of the national government, shall be proposed in the form of a resolution, position statement, letter or other action item. Such resolutions or statements, to take effect, shall be approved by a majority of members present and voting.

SECTION 9—HOLD HARMLESS

All Officers, Executive Board members and the Executive Director shall be held harmless for any and all actions taken in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal proceeding, had

no reasonable cause to believe his or her conduct was unlawful. The Association shall indemnify, to the fullest extent now or hereafter permitted by law each Officer, Executive Board member or the Executive Director of the Association who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that the Officer, Executive Board member or Executive Director is or was an authorized representative of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Officer, Executive Board member or Executive Director in connection with such action, suit or proceeding if such Officer, Executive Board member or Executive Director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

SECTION IO—DISSOLUTION

Upon dissolution of the Association, the Executive Board shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively by dividing them equally among each of the states, the District of Columbia, and any territories of the United States of America represented in the Association by members in good standing at the time of the dissolution according to population and based upon the same proportions as the sliding scale established by the Executive Board for the payment of dues. No assets remaining on dissolution shall be distributed to any individual member of the Association.

SECTION II—AMENDMENTS TO CONSTITUTION AND BYLAWS

Any of these sections of the Constitution and Bylaws may be amended by the majority vote of the members at any annual conference or winter meeting of the Association.

BYLAWS OF THE NATIONAL ASSOCIATION OF SECRETARIES OF STATE

As Amended, July 10, 2017

SECTION 1—OFFICERS

SECTION 2—DUES

SECTION 3—EXECUTIVE BOARD

SECTION 4—COMMITTEES

SECTION 5—FISCAL YEAR

SECTION 6—CONFERENCES & MEETINGS

SECTION 7—RESOLUTIONS

SECTION 8—POSITIONS

SECTION 9—HOLD HARMLESS

SECTION 10—DISSOLUTION

SECTION 11—AMENDMENTS TO CONSTITUTION & BYLAWS

SECTION I—OFFICERS

1. PRESIDENT

The President shall preside at all Annual Conferences and Winter Meetings of the Association and of the Executive Board; and shall have general control over the affairs of the Association, subject to ratification by the Executive Board. The President shall sign all certificates and other instruments for the Association.

2. IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall remain a member in good standing on the NASS Executive Board as a voting member. The Immediate Past-President shall perform such duties as may be assigned to him or her by the Executive Board.

3. PRESIDENT-ELECT

The President-Elect shall perform such duties as may be assigned by the Executive Board, including direct responsibility for working with the Executive Director and the membership to generate new corporate affiliate members. The President-Elect shall become President at the conclusion of the President's term of office. The President-Elect shall present to the Executive Board, for its approval, during the annual conference of members at which he or she shall assume the office of President, a work plan for the Association and budget which shall enumerate all revenues and expenditures of the Association anticipated during his or her term as President.

4. VICE PRESIDENT

A Vice President shall be elected to represent each NASS region. The Vice-Presidents shall perform such duties as may be assigned to him or her by the Executive Board.

5. TREASURER

The Treasurer shall perform such duties as may be assigned to him or her by the Executive Board.

In his or her capacity as Treasurer, the Treasurer shall receive the monthly financial reports prepared by the secretariat staff. The Treasurer shall make a report at both the Annual Conference and Winter Meeting on the financial condition of the Association.

6. SECRETARY

The Secretary shall perform such duties as may be assigned to him or her by the Executive Board. In his or her capacity as Secretary, the Secretary shall keep a record of all votes and minutes of the proceedings of all membership and Executive Board meetings; maintain archival document preservation of the Association; and shall give notice as required in this By-Laws of all conferences of the Association and of the Executive Board. In his or her capacity as Secretary, the Secretary shall counter-sign all certificates and other instruments of the Association. In the absence of the Secretary, the President shall have the responsibility for preparation of minutes of the Annual, Winter and Executive Board Meetings. The Secretary may assign certain administrative duties of his/her office to be carried out by the Executive Director, including counter-signing instruments of the Association, by written request to the President and the Executive Director.

7. AT-LARGE MEMBERS

There shall be two at-large members of the NASS Executive Board to assist the President with committee appointments or committee meetings, and shall perform such duties as may be assigned to him or her by the Executive Committee. They each shall be of different party affiliation. They shall function as liaisons and representatives of the two subsections of NASS: the Notary Public Administrators (NPA) section and the Administrative Codes and Registers (ACR) section.

8. EXECUTIVE DIRECTOR

The NASS Executive Director, along with hired staff of the Association, shall perform all duties assigned to him/her by the President and Executive Board. The Executive Director has been assigned officer status to expedite and facilitate administrative functions on behalf of the organization.

SECTION 2—DUES

All members of the National Association of Secretaries of State shall pay to the Association annual dues, as determined by the population of their respective state or jurisdiction, and based upon a sliding scale established by the Executive Board with the concurrence of the full membership of the Association. Emeritus Members shall pay dues to the Association in an amount established by the Executive Board. Affiliates shall pay the Association annual dues as established by the Executive Board.

SECTION 3—EXECUTIVE BOARD

I. MEETINGS

The Executive Board of this Association shall hold its meetings upon call by the President or upon call by six members of the Executive Board at such time and place as the President or the Executive Board members shall designate. Notice of all Executive Board meetings shall be given in writing as soon as practical to all Association members. All such meetings shall be open to all members as non-voting participants. Six members of the Executive Board shall constitute

a quorum for the transaction of business, and, in case a quorum not be present at any meeting called by the President, a less number may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum of the Executive Board shall attend any such adjourned meeting. Executive Board members may not designate proxies for voting on matters before the Board.

2. ELECTIONS

The Nominating Committee shall present for ratification by majority vote during the annual business meeting candidates for President-Elect, Secretary, Treasurer, the four regional Vice Presidents, and two at-large members all of whom shall serve a one-year term. If any nominee is not ratified, nominations shall be open from the floor for an election to fill that position. The immediate past-president is also a voting member on the Executive Board. When deciding on candidates for Vice President, the Nominating Committee shall give primary consideration to the nominee from each region. In the event that the nominees are not equally divided between the two political parties, one or more regions shall be asked to submit another candidate.

2. VACANCIES

A vacancy on the Executive Board occurs upon the death or resignation of a Board member. When a vacancy occurs on the Executive Board, except for the offices of President or President-Elect, the President shall appoint a member of the same party as the departed officer to serve the remainder of the appropriate term.

The President and President-Elect must be from different political parties. Should a vacancy occur in either the offices of President or President-Elect, the Executive Board shall appoint from within its own membership an individual of the same party as the departing officer to serve the remainder of the appropriate term. The vacancy thus created on the Executive Board shall be filled by appointment by the President of a member of the same political party as the departing officer.

SECTION 4—COMMITTEE

Except as may be otherwise provided herein, all chairpersons and committee members, and all ad hoc committees, which shall be necessary from time to time, shall be appointed by the President.

1. SUBSTANTIVE STANDING COMMITTEES

The substantive standing committees of the Association shall be: the Business Services Committee, the International Relations Committee, the Voter Participation Committee, the Elections Committee, the State Heritage Committee, and the Securities Committee.

2. OPERATIONAL STANDING COMMITTEES

The operational standing committees of the Association shall consist of the Executive Board, the Nominations & Credentials Committee, the Awards Committee and the Corporate Affiliate Advisory Committee.

3. NOMINATIONS AND CREDENTIALS COMMITTEE

The President-Elect shall serve as its chair. The committee shall consist of the President, President-Elect and the immediate Past-President of the Association. The President shall have the option of appointing other members to the committee. The Committee shall be charged with

soliciting candidates for the office of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

At the winter meeting, the committee chair shall ask the regional vice-presidents to contact those within their regions for nominees for the next committee officers' appointments which shall be voted on during the upcoming annual conference business meeting.

During the Annual Conference, the President shall make appointments to this committee. The Nominations and Credentials Committee will be charged with soliciting candidates for the offices of this Association, certifying the eligibility of the candidates thereof and promulgating rules for the conduct of elections.

SECTION 5—FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30. When the annual meeting falls after June 30, the President and Executive Board are authorized to maintain the operation of the Association at a level equivalent to the level authorized at the previous annual meeting.

SECTION 6—CONFERENCES AND MEETINGS

1. ANNUAL CONFERENCE OF MEMBERS

The conference of the Association shall be held at such place as shall be chosen by the membership present and voting; and at such time as shall be designated by the Executive Board. As soon as it is practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The minutes of the previous conference of the Association and any Executive Board meeting held since the last conference of the Association may be read and shall be approved and such business transacted as may properly come before such conference. A member shall vote in person or through a duly appointed representative from his or her state. Notice of proxy designation shall be in writing from the absent member and may be delivered to the President up until the roll call of the meeting. The President shall have the option of appointing a Parliamentarian to assist during meetings of the Association. The Parliamentarian may not vote on issues when their service is required.

2. WINTER MEETING

The meeting of the Association shall be held at such place as shall be chosen by the membership present and voting; and at such time as shall be designated by the Executive Board. As soon as it is practical during the scheduled conference, the President shall call the conference to order at the hour designated by the President. The minutes of the previous meeting of the Association and any committee meeting held since the last meeting of the Association may be read and shall be approved and such business transacted as may properly come before such meeting. Notice of proxy designation shall be in writing from the absent member and may be delivered to the President up until the roll call of the meeting. The President shall have the option of appointing a Parliamentarian to assist during meetings of the Association. The Parliamentarian may not vote on issues when their service is required.

3. NOTICE

There shall be mailed to each member of this Association at his or her seat of government, at least sixty (60) days prior to the Annual Conference and Winter Meeting, a notice setting out the time and place.

4. ROLL CALL

At general NASS conferences and meetings, there shall be a roll call by states and attendance recorded in the minutes by name and state of members prior to the business meeting; however, a Secretary of State may designate a person to answer such roll call.

SECTION 7—RESOLUTIONS

The members may adopt resolutions of the Association at any annual conference or winter meeting. Members wishing to propose resolutions shall submit the proposed resolution in written form to the President, along with the names of two members affiliated with the Democratic Party, and two members affiliated with the Republican Party, who have agreed to sponsor the resolution. The President shall assign a proposed resolution to one of the substantive standing committees for consideration. The committee shall recommend action on the proposed resolution to the Association. The President or vote of two-thirds of the members attending shall submit a proposed resolution directly to the membership.

SECTION 8—POSITIONS

1. POSITIONS OF THE ASSOCIATION

The President of the Association, in conjunction with such designees as he or she deems appropriate, and the Executive Board shall be responsible for representation of generally held views of its members before the national government in Washington, DC between the meetings of the Association in regard to matters pending before the Congress and the Executive Branch of the national government which, by their nature, may require timely action prior to the next regular meeting of the Association.

2. PROCEDURE FOR PRESENTATION OF POSITION

When, within the view of the President of the Association, matters are pending before the Congress or Executive Branch of the national government which, by their nature, are of significant interest to the Association and require timely response, the President may conduct or authorize the conduct of a telephone or other poll of members of the Executive Board to determine if a majority consensus of that Board exists as to the interim position of the Association on the pending matter or matters. Upon determining that such a majority consensus of the Executive Board does exist, the President may authorize representation of the interim position of the Association, which shall be clearly identified as such, to the appropriate persons and institutions in the manner deemed appropriate by the President or designee(s), with due notification to members of the Association. Such positions shall come before the next regular meeting of the Association for consideration.

3. POSITION TAKING AT REGULAR MEETING

All other positions taken by the Association, other than interim position, on matters under consideration by or actions of the national government, shall be proposed in the form of a resolution, position statement, letter or other action item. Such resolutions or statements, to take effect, shall be approved by a majority of members present and voting.

SECTION 9—HOLD HARMLESS

All Officers, Executive Board members and the Executive Director shall be held harmless for any and all actions taken in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Association shall indemnify, to the fullest extent now or hereafter permitted by law each Officer, Executive Board member or the Executive Director of the Association who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that the Officer, Executive Board member or Executive Director is or was an authorized representative of the Association, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Officer, Executive Board member or Executive Director in connection with such action, suit or proceeding if such Officer, Executive Board member or Executive Director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

SECTION 10—DISSOLUTION

Upon dissolution of the Association, the Executive Board shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively by dividing them equally among each of the states, the District of Columbia, and any territories of the United States of America represented in the Association by members in good standing at the time of the dissolution according to population and based upon the same proportions as the sliding scale established by the Executive Board for the payment of dues. No assets remaining on dissolution shall be distributed to any individual member of the Association.

SECTION 11—AMENDMENTS TO CONSTITUTION AND BYLAWS

Any of these sections of the Constitution and Bylaws may be amended by the majority vote of the members at any annual conference or winter meeting of the Association.