

BYLAWS OF THE NATIONAL COLLEGE TESTING ASSOCIATION

Ratified December 12, 1989
Amended March 10, 1996
Amended August 8, 1997
Amended November 16, 1997
Amended April 25, 2000
Amended April 17, 2001
Amended May 7, 2002
Amended November 9, 2003
Amended March 20, 2010
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ARTICLE 1 NAME

1.01 The name of this organization shall be the National College Testing Association, Inc. (NCTA). The name was changed from Midwest Professional Association of College Testing Personnel (MPACT) at the time of the April 25, 2000, amendment to these bylaws.

ARTICLE 2 PURPOSE

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

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

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

ARTICLE 3 MEMBERSHIP

3.01 Membership shall be open to testing professionals in post-secondary institutions (Collegiate); individuals involved in testing in a professional capacity who neither work in a College or University nor as employees of a corporation, company or small business (Non-Collegiate); and companies providing services to or delivery of testing or providing test-related products (Corporate). These categories of membership will be described as

Collegiate

Non-Collegiate

Corporate

3.02 Individual memberships are available to Collegiate and Non-Collegiate members. Aside from regular individual memberships, there shall be two sub-categories of individual Collegiate memberships: Emeritus Membership, a reduced-dues membership available to Collegiate NCTA members after retirement; and Lifetime Membership, a no-dues membership that may be awarded to Collegiate NCTA members based on service to the organization. All individual memberships carry voting privileges.

3.03 Institutional memberships are available to Collegiate and Non-Collegiate members who wish to take advantage of reduced membership fees or provide additional financial support to the organization. Institutional members may specify up to ten individuals on their membership. Institutional members wanting to designate more than ten individual members may either add the extras at the individual membership dues rate, or they may choose to purchase another institutional membership. Each individual listed on the Institutional membership carries voting privileges.

3.04 Corporate memberships are open to any company providing testing services, test delivery, or test-related products. Corporations may specify up to ten individuals on their membership. Companies wanting to designate more than ten members may either add the extras at the individual membership dues rate, or they may choose to purchase another corporate membership. Each Corporate membership carries one vote.

3.05 All members, with the exception of those awarded "Lifetime Membership," shall submit annual dues to remain in good standing.

ARTICLE 4 GOVERNING BOARD

4.01 The business of the organization shall be conducted by its Governing Board. The Board is also responsible for formulating policy and program recommendations and for carrying them out when approved. The Governing Board is empowered to act in the name of the organization in

matters not covered by policy statements; such actions will be subject to review by NCTA members.

4.02 The Governing Board shall consist of no fewer than twelve (12) and no more than twenty (20) members.

4.03 Each member of the Governing Board shall demonstrate a commitment to participate actively in the governing of the organization. Only Collegiate Individual or Institutional dues-paying members who meet the following qualifications are eligible to run for the Board: (1) are employed as faculty or staff at a post-secondary institution and work in its testing program; (2) have held membership in NCTA for two or more years; and (3) have attended two NCTA annual conferences.

4.04 Board members shall be elected by the general membership from a slate of nominees compiled by the President-Elect or the Past President. Nominations will be solicited and received from the general membership. A simple majority of the voting membership will elect new Board members by means of an electronic ballot in the spring of each year. In the event of a tie vote that affects the election outcome, a runoff election will be held. When this occurs, each candidate who received a tie vote will be notified by e-mail before the runoff is posted.

4.05 The term of service on the Governing Board is four years. The terms of members shall be staggered by electing four to seven Board members each year. Board members may serve a maximum of two consecutive terms (See Article 5.04 for exception). Each full term of service begins at the first regular Board meeting following election and ends after the conference four years later.

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

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

4.08 Business may be conducted via e-mail to facilitate decisions needing consideration prior to the next scheduled meeting.

4.09 A simple majority of the number of Board members shall constitute a quorum for the transaction of business.

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

4.11 The Governing Board may appoint Board members to fill vacancies caused by death, resignation, removal, disqualification, or other reasons. A Board member appointed to fill a vacancy shall be appointed for the unexpired portion of the four year term of his/her predecessor. The term will be considered a full term if it covers more than one half of a full term (more than 2

years). If the unexpired term is a partial term (less than or equal to 2 years), the person may, if elected, serve two four year terms.

4.12 Any Board member may be removed by the Governing Board by vote of three-fourths of the entire Board when, in its judgment, the best interest of the organization will be served. Proper notice specifying the proposed removal shall be given prior to any meeting of the Governing Board in which such removal shall be considered. (See 4.07.)

ARTICLE 5 OFFICERS

5.01 The officers of the organization shall be a President, a President-Elect, a Past President, a Secretary, a Treasurer, and a Membership Chair. The Governing Board may elect or appoint other officers as necessary. No Board member shall hold more than one office at a time.

5.02 The officers of the organization shall be elected for two year terms unless otherwise specified. The President-Elect shall be elected for a one year term. The Past President serves on the Board for one year following his/her presidency. The President-Elect will be elected every second year, and the Past President will fulfill the duties of the President-Elect on the alternate years when there is no President-Elect.

5.03 The President-Elect or the Past President will present to the membership a slate of Board members for each vacant officer position on the Board. The membership will elect Board officers from this slate prior to each annual conference. The term of each elected officer will begin at the Board meeting at that conference.

5.04 A member of the Board may begin to serve as an officer at the beginning of any year of his/her term with the following exceptions:

- 1) A Board member may not begin to serve in an officer position (Secretary, Treasurer, or Membership Chair) beyond the third year of his/her Board term.
- 2) A Board member may not begin to serve as President-Elect beyond the second year of his/her Board term. However, at the discretion of the Board, under exceptional circumstances, an extension may be made for an individual to serve as President beyond his/her elected Board term. That extension must be approved by the Board prior to the individual running for the presidency.

5.05 The President shall serve a two year term. The President assumes full responsibility for the general activities of the organization. The President may sign, with another officer of the organization authorized by the Board, any contracts or documents which the Board has authorized except in cases where this authority has been delegated. The President's duties shall include, but not be limited to, publishing an agenda, including date, time, and place for all Board meetings; presiding over all Board meetings; assuring that Board tasks are completed in a timely manner; submitting a "Letter to the Membership" for each newsletter; and serving as the

spokesperson for NCTA. The President shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the Governing Board.

5.06 The President-Elect will serve a one year term immediately before becoming President. The President-Elect or Past President shall perform the duties of the President during a scheduled absence of the President or if such duties are delegated by the Board. The President-Elect or Past President will conduct the election of new Board members each spring and will be responsible for identifying an election timeline, soliciting and receiving nominations, preparing the ballots for inclusion on the website, working with the webmaster so that the election process proceeds smoothly, and announcing the election results. The President-Elect or Past President will be responsible for gathering a slate of candidates for Board officer positions and presenting that slate to the membership. The President-Elect or Past President will have such other powers and duties as consistent with these Bylaws as may be assigned from time to time by the Governing Board and will carry out any duties/tasks assigned by the President or Governing Board. Upon completion of the President's term of office, the President-Elect will assume the office of President for a two year term.

5.07 The Past President will serve a one year term on the Board immediately at the conclusion of his/her presidency. The Past President will generally advise the President and assist the Board as needed. In the absence of a President-Elect, the Past President will perform those duties traditionally assigned to the President-Elect. There will be no Board term extension for the office of Past President, but a Past President no longer on the Board will serve as an ex-officio board member with no voting rights and shall retain his/her title and duties as noted.

5.08 The Secretary shall serve a two year term. The Secretary records and distributes the minutes of the Board meetings and ensures that all notices are given in accordance with the Bylaws. The duties of the Secretary shall include taking minutes at each Board meeting; distributing the draft of the minutes to all Board members in a timely fashion; submitting abbreviated minutes for inclusion in the newsletter; and sending a copy of the approved minutes to the Archivist, the two most recent Past Presidents (if still NCTA members), and designated future Conference Chairs. The Secretary shall have such other powers and duties consistent with these Bylaws as may be assigned from time by the Governing Board. There shall be no extension of Board term given for Secretary.

5.09 The Treasurer shall serve a two year term. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the organization and shall report to the Board concerning the disbursement of same at each regular meeting of the Board. The duties of the Treasurer shall include serving as chair of the Budget and Financial Review Committee; preparing and submitting an annual budget report to the Board and the Archivist; receiving and depositing all the organization's income; paying the organization's bills; ensuring that proper documentation is submitted for all expenditures; preparing a financial report for each Board meeting; and maintaining all records to pass on to the next Treasurer. The Treasurer shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the Governing Board. If a Board member holding the office of Treasurer has one year remaining on his/her term on the Board at the conclusion of an office term, the Board shall have the option to extend his/her service in the office for one additional year without an election. There shall be no extension of Board term given for Treasurer.

5.10 The Membership Chair shall serve a two year term. The Membership Chair shall be responsible for recruiting members, managing membership records, receiving and recording dues paid, and reporting to the Board concerning the receipt of aforementioned at each of the regular meetings of the Board. Duties shall include but not be limited to sending recruitment information, renewal notifications, and membership applications; receiving and processing membership applications; acknowledging renewing and new members; sending checks and dues payments to the Treasurer; providing support to the members to resolve membership issues; and preparing a membership report for each Board meeting. The Membership Chair shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the Governing Board. If a Board member holding the office of Membership Chair has one year remaining on his/her term on the Board at the conclusion of an office term, the Board shall have the option to extend his/her service in the office for one additional year without an election. There shall be no extension of Board term given for the Membership Chair.

5.11 A vacancy in the office of President because of death, resignation, removal, disqualification, or otherwise shall be filled by the President-Elect for the unexpired portion of the term. If there is no current President-Elect (since the President-Elect's position would be filled every other year to coincide with the two year presidency) to fill the vacancy in the office of President, a special election will be held. A vacancy in the office of Secretary, Treasurer, or Membership Chair because of death, resignation, removal, disqualification, or otherwise shall be filled by a Board member elected by the Governing Board for the unexpired portion of the term.

5.12 Any officer may be removed from office by the Governing Board by vote of three-fourths of the entire Board when, in its judgment, the best interest of the organization will be served. Proper notice specifying the proposed removal shall be given prior to any meeting of the Governing Board at which such removal shall be considered. (See 4.07, 4.11, and 4.12.)

5.13 The Governing Board may appoint other positions, such as Archivist, Newsletter Editor, Database Manager, Mailing List Facilitator, and Conference Contract Negotiator. These are not officer positions but are responsible for specific functions of the organization and report to the Governing Board.

ARTICLE 6 MEETINGS

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

ARTICLE 7 COMMITTEES AND APPOINTED POSITIONS

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

7.02 Committees shall be either (1) standing committees – those of a permanent nature, or (2) ad hoc or temporary committees – those formed to work on a specific issue as needed.

7.03 Division heads and Committee chairs are proposed by a Board member and approved by a majority of the Board.

7.04 The Board shall determine the Divisional structure including the number of committees, and their specific types and functions.

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

ARTICLE 8 REMUNERATION AND REIMBURSEMENT

8.01 No Board member or member of any committee of the organization, including officers and committee chairs, shall be entitled to compensation for services rendered to the organization in the course of his/her duties. The Governing Board may authorize reasonable compensation for services of value to the organization performed by a Board member independent of his/her office.

8.02 No Board member or committee member shall promise remuneration for services to the organization without prior approval of the Governing Board.

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

ARTICLE 9 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

9.01 The Governing Board may authorize officer(s) or agent(s), in addition to the officers authorized by these Bylaws, to enter into any contract in the name of, and on behalf of, the organization. Such authority may be general or confined to specific instances.

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

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

ARTICLE 10 BOOKS AND RECORDS

10.01 The organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Governing Board and committee meetings.

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

ARTICLE 11 FISCAL YEAR

11.01 The fiscal year of the organization shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

ARTICLE 12 MEMBERSHIP DUES

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

ARTICLE 13 RATIFICATION

13.01 Ratification of the Bylaws shall require the vote of three-fourths of all Governing Board members.

ARTICLE 14 AMENDMENTS

14.01 Should a revision or amendment to the Bylaws be deemed substantive in nature, the Board will solicit input from the membership on the proposed change(s) prior to making its decision. Amendment and revision of the Bylaws or of any part will require the approval of three-fourths of all Board members. An effective date for amendments will be part of the amendment.

14.02 The general membership may submit to the Governing Board amendments and proposals for revision of the Bylaws.

ARTICLE 15 INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

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

indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

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

15.03 The right of indemnification provided for above shall not be exclusive of any rights to which any NCTA Governing Board member may otherwise be entitled by law.

ARTICLE 16 DISSOLUTION OF ORGANIZATION

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