

# *NCTA Bylaws*

## 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

### 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 and testing corporations. 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, but not restricted to, testing professionals in post-secondary institutions and test companies. There shall be four types of membership:

- Individual, including Emeritus and Lifetime
- Institutional
- Corporate
- Association

3.02 Individual memberships are open to any person involved in testing or related activities at a post-secondary institution. Aside from regular individual memberships, there shall be two sub-categories of individuals: Emeritus Membership, a reduced-dues membership available to NCTA members after retirement, and Lifetime Membership, a no-dues membership that may be awarded to NCTA members based on service to the organization. All individual memberships carry voting privileges.

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

3.04 Corporate memberships are open to any company involved in testing or related enterprises. 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 fee rate, or they may choose to purchase another corporate membership. Each corporate membership carries one vote.

3.05 Association memberships are open to any group with a purpose similar to that of NCTA. Association memberships must be approved by three-fourths of the Governing Board. Association memberships carry no voting privileges.

3.06 Members 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. Any individual or institutional dues-paying member who meets the following qualifications is eligible to run for the Board: (1) employed as faculty or staff at a post-secondary institution and working in its testing program; (2) two years' membership in NCTA (or MPACT or SETA); and, (3) attendance at two NCTA (or MPACT or SETA) annual conferences.

4.04 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. The only

exception allows a one-time, one-year board term extension for the office of President for someone elected President-Elect for his/her third year of a Board term. (See 5.03.) Each full term of service begins at the first regular Board meeting following election and ends after the conference three years later.

4.05 Board members shall be elected by the general membership from a slate of nominees compiled by the President-Elect. 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 a 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.

4.06 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. Such business will be held in accordance with the "Procedures for Conducting NCTA Business via E-mail," included in the Policies and Procedures Handbook. (See 10.03.)

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 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 1.5 years). If the unexpired term is a partial term (less than or equal to 1.5 years), the person may, if re-elected, serve an additional two 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 annually, for a one-year term unless otherwise specified. The President-Elect 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.

5.03 A member of the Board may run for office at the beginning of any year of his/her term. If s/he is elected President-Elect at the beginning of the third year of his/her Board term, that Board term will be extended one year. Exception: If any Board member's first term is thus extended, s/he will not be eligible to run for President-Elect at the beginning of the third year of his/her second Board term. Thus, only one extension may be made for any individual to serve as President.

5.04 The President shall assume 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.

5.05 The President-Elect 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 will conduct the election of new Board members each spring and will be responsible for soliciting and receiving nominations, preparing and distributing ballots, receiving completed ballots, tabulating votes, and announcing the results of the election. The President-Elect will be responsible for gathering a slate of candidates for Board officer positions and presenting that slate to the membership. The President-Elect will have such other powers and duties 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.

5.06 The Past President will serve a one-year term immediately at the conclusion of his/her presidency. The Past President will serve the Board as Volunteer Coordinator and will generally advise and assist the Board as needed. There will be no Board term

extension for the office of Past President, but a Past President no longer on the Board shall retain his/her title and duties, as noted.

5.07 The Secretary shall record and distribute the minutes of the Board meetings and ensure 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; 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; and maintaining the Policies and Procedures Handbook. (See 10.03.) The Secretary shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the Governing Board. The term of office for Secretary shall be one year.

5.08 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 to the Board; 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. The Treasurer's term is two years. 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.

5.09 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 letters, and membership applications; receiving and processing membership applications; acknowledging renewing members with a letter, new members with a letter and membership certificate; sending checks and fee payments to the Treasurer; 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. The Membership Chair's term is two years. 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 Membership Chair.

5.10 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. A vacancy in the office of President-Elect, 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.

5.11 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 and 4.11.)

5.12 The Governing Board may appoint other positions, such as Archivist, Newsletter Editor, Webmaster, Database Manager, and Listserv Manager. These are not officer positions but are responsible for specific functions of the organization and are responsible 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 Board members.

## ARTICLE 7 COMMITTEES

7.01 Committees shall be established to assist the Board in the performance of its duties. They 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.

### 7.02 Committee Chairs

Committee chairs are proposed by a Board member and approved by a majority of the Board. The Chair of the Budget and Financial Review Committee will be the Treasurer.

### 7.03 Committee Organization

Committee organization, including the number of committees, their specific types and functions, Board liaison, number of members to serve, qualifications, etc., shall be detailed in the Policies and Procedures Handbook.

## 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 included in the Policies and Procedures Handbook. (See 10.03.)

## 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 account and shall also keep minutes of the proceedings of its Governing Board and committee meetings.

10.02 Receipts and bank statements of the organization will be submitted to an accountant at the end of each year for the purpose of writing a formal financial statement.

10.03 The organization shall keep a "Policies and Procedures" handbook to maintain current information as to organizational policies and procedures. Material to be included is left to the discretion of the Governing Board.

## 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 FEES

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

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.

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.