

National Association of State Election Directors

Articles of Association

(As amended through January, 2011)

ARTICLE I

NAME

The name of the Association shall be the National Association of State Election Directors (NASSED).

ARTICLE II

PURPOSE

The purpose of the Association is to share among its members information about their duties, responsibilities, methods of operation, suggestions and proposals for improvement of election laws and their administration.

This Association is organized exclusively for one or more of the purposes as specified in Section 501(c) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

The members shall consist of the chief official whose primary responsibility is election administration at the state level of the fifty (50) states, American Samoa, the District of Columbia, Guam, Puerto Rico, and the U.S. Virgin Islands, who have paid their annual dues to the Association. Members who have paid annual dues for the calendar year shall have all rights and responsibilities of membership provided under these Articles of Association. Such persons shall be called Members may designate other members of their staffs to attend meetings of the Association and in the absence of the member, the member may designate in writing one staff member to cast votes on the member's behalf.

ARTICLE IV

OFFICERS

The officers of this Association shall consist of a president, a president-elect, a vice-president, a treasurer, a secretary, and such other officers as shall be elected at each annual conference. All officers must come from Association members who have paid current dues. The election of officers shall be held at the annual mid-winter meeting of the Association.

The president shall preside at all conferences of the Association and meetings 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 president's duties and powers. 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.

The vice president shall perform such duties as may be assigned him or her by the Executive Committee. He or she shall, in case of death, disability or absence of the president and president-elect, perform and be vested with all of the duties and powers of the president and president-elect.

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 directed by the Executive Committee. All checks for the payment of money shall be approved by the treasurer.

The secretary shall countersign 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 the by-laws 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 the preparation of minutes of meetings of the Executive Committee and of the annual conference.

ARTICLE V

DUES

The dues of the Association shall be four hundred dollars (\$400.00) per member per year paid to the treasurer at the beginning of the calendar year. A registration fee may also be charged for any conference.

ARTICLE VI

AMENDMENT

These Articles of Association may be amended by a vote of the majority of the members of the Association.

ARTICLE VII ADOPTION

OF BY-LAWS

The Association shall adopt by-laws in conformity with these Articles. The by-laws may be amended by a majority of the members present at any meeting.

NASED BY-LAWS

Section 1. TIME AND PLACE OF MEETING

There may be a meeting of the Association held twice a year, provided, however, that there shall be at least one meeting a year. The meeting of the Association shall be held at the time and place as may be determined at the last previous meeting, provided, however, that the time and place of the meetings may be changed at any time by unanimous vote of the executive committee. The agenda for such meeting remains the responsibility of the Executive Committee and the Executive Committee determines which portions of the agenda will be open to the public.

Former members, Members Emeritus, may attend any conference by paying the conference registration fee for members; however, a former member who has an employment, consulting or financial relationship with an election services vendor, elections equipment vendor, or other potential conflict of interest may be excluded from the closed session of the conference.

The president can authorize the member rate for individuals who have served on NASED committees or provided service for NASED.

Section 2. REFUND POLICY FOR REGISTRATION FEES FOR ALL NASED SPONSORED EVENTS

If a registrant cancels more than 2 weeks prior to the event, the registrant will be assessed a \$50 processing fee with the remaining balance of the registration fee to be a credit for registration fees for future NASED events until December 31 of the following year.

If a registration cancels within 2 weeks of the event, one-half of the registration fee will be assessed to cover the fixed costs of the event and one-half of the registration fee will be available as a credit for registration fees for future NASED events until December 31 of the following year.

Section 3. QUORUM

A quorum shall consist of a majority of the members or their designees.

Section 4. VOTING AND SEATING

Each member-*state* shall have one (1) vote. In the event a state has multiple members and the members are unable to agree on their respective state's vote, no vote will be counted for that state.

Voting Members: There shall be one voting member per state who sits at the main table (except that for those states where there are co-directors, both election directors shall be seated at the table, but only 1 vote shall be cast by the state).

If a voting member is absent, the voting member may provide a letter or email to the Executive Committee or staff designating a staff member, who will be seated at the main table, and who is authorized to vote on behalf of the state.

Member staff: Staff employed by the same agency as the member shall receive member rates for all events. The staff of members shall vote only when designated as the voting staff by an absent member. If space allows, additional state election staff can sit at the main table in a designated area on a first come first serve basis.

State agency staff providing election related services: Members can designate and provide a list to NASED staff of all state agencies whose staff can attend NASED events at the state member rate. This list could include state attorneys general, state election enforcement agency staff, campaign finance agency staff, or any other agency staff that provide support to the member state election agency. Although these state employees can be designated by the state NASED member to receive the state registration rate for events, these outside state agency staff cannot be designated to vote on behalf of the member, and cannot sit at the membership table.

Event name badges: To assist the Sergeant at Arms, Executive Committee, and NASED staff in recognizing voting members, election agency staff, and other agency staff, event name badges will be in different colors:

White for NASED Members or a staff member designated to vote on behalf of an absent member;

Light Blue for member state election agency staff;

Light Green for other state agency staff; and

Yellow for all other non-member registrants.

Section 5. THE EXECUTIVE COMMITTEE

Power to establish Association policy shall remain in the hands of the membership of the Association, provided that a majority of the Executive Committee shall have general supervision over the affairs of the Association in accordance with the policies established by vote of the membership at regular meetings. All interim policy decisions arising between regular member meetings shall be subject to change at the next regular meeting of the Association.

The executive committee shall be composed of the active immediate past president, the officers of the Association, and four regional representatives. All past Presidents who are Members of the Association shall be non-voting members of the Executive Committee. The states composition of the four NASED regions: Northeast, South, Midwest, and West, reflect the four regions of the Council of State Governments (see regional breakout attachment A). It shall have the general management and control of the business and affairs of the Association and shall exercise all the power that may be exercised by the Association under its by-laws and shall approve expenditures of funds.

Regional Representatives shall have the following responsibilities: reach out to member states within their region to encourage meeting participation; follow-up on unpaid dues; report to the membership on regional developments during winter and summer meetings; encourage and facilitate regional meetings; and attend Board and Annual Meetings. To be eligible to serve as Regional Representative, a member must have attended at least two previous NASED conferences.

The executive committee 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 participants. 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. Past Presidents, other than the Immediate Past President, shall not be considered 'members of the Executive Committee' for the purpose of establishing a quorum.

Section 6. NOMINATION AND ELECTION OF OFFICERS

The four regional representatives and the active immediate past president serve as the nominating committee for the Secretary to the Executive Committee. The active immediate past president serves as chair of the nominating committee. If there is no active immediate past president, then in December, the four regional representatives shall choose an additional member to serve as nominating committee chair.

Each of the four regional representatives shall email an invitation to all members within their region to submit an email to the regional representative expressing interest in nomination for the position of Secretary to the Executive Committee by a date certain, providing at least 2 weeks to respond.

After the deadline, the chair shall circulate all emails expressing interest in nomination as Secretary to the four regional representatives. The members of the nominating committee shall then meet by conference call or email to nominate a member to serve as Secretary, giving due consideration to regional balance of the Association officers and Executive Committee.

No later than 2 weeks before the NASED winter conference, the nominating committee chair shall notify the Executive Committee of the nomination for the slate of officers to be elected at

the annual mid-winter meeting of the Association, including the nominee for Secretary.

The nominating committee shall present its slate of nominees to the membership for election at the annual mid-winter meeting in accordance with Article IV of the Articles of Association.

In addition to the nomination of a member to be elected Secretary, the slate must provide for the nomination of the member currently serving as Secretary to be elected Treasurer; for the member currently serving as Treasurer to be elected Vice-President; and for the member currently serving as Vice-President to be elected President-Elect.

The President shall begin the election of officers by calling for a motion to elect the slate as proposed by the nominating committee. A motion to elect the slate proposed by the nominating committee having been made and seconded, the motion may then be debated, but is not subject to amendment. If a motion to elect the slate is adopted, the President shall declare the members elected to their respective offices. If the motion to elect the slate is defeated, the President shall refer the matter of election of officers to the nominating committee and direct the committee to present an alternative slate of nominees to the membership.

Section 7. STANDING COMMITTEES

There shall be five (5) standing committees:

1. Executive
2. Legislative
3. U.S. Election Assistance Commission Liaison
4. Finance
5. By-Laws

Additional ad-hoc committees may be appointed by the President as necessary. An appointed member's designee may attend the committee meeting and vote for the member. The chairperson determines the agenda items and whether the committee meeting will be open to the public.

The president shall appoint the members and chairs of the Legislative, Finance, and By-Laws committees, and the U.S. Election Assistance Commission Liaison, except as provided in the following paragraph.

The Finance Committee consists of the treasurer (who serves as chair of the committee), the secretary, and at least 1 additional member appointed by the president. The Committee shall perform the following duties:

1. Work with the president-elect to prepare the annual budget for the Association required to be presented for approval of the membership under Article IV of the Articles of Association.
2. Assist the Executive Committee with the negotiation of contracts between NASED and other entities, as requested by the president.
3. Make recommendations to the Executive Committee concerning fiscal matters, as requested by the president.

The By-Laws Committee shall review the Articles of Association and the By-Laws to determine if amendments to the Articles or By-Laws are necessary or desirable, and shall present any

recommendations to the Executive Committee.

Section 8. APPOINTMENTS

When NASED is entitled or required to appoint representatives to serve as members of an organization, the President, in consultation with Executive Board, shall appoint representatives to serve on behalf of NASED.

Section 9. 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 un-expired term.

Section 10. 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. No assets remaining on dissolution shall be distributed to any individual member of the Association.

Section 11. RULES OF ORDER

Roberts Rules of Order shall govern all meetings.

Attachment A

The four NASED regions are the Northeast, South, Midwest, and West. The regions are currently based upon the four regions of the Council of State Governments:

Northeast	Midwest	South	West
Connecticut	Illinois	Alabama	Alaska
Delaware	Indiana	Arkansas	Arizona
Maine	Iowa	Florida	California
Massachusetts	Kansas	Georgia	Colorado
New Hampshire	Michigan	Kentucky	Hawaii
New Jersey	Minnesota	Louisiana	Idaho
New York	Nebraska	Maryland	Montana
Pennsylvania	North Dakota	Mississippi	Nevada
Rhode Island	Ohio	Missouri	New Mexico
Vermont	South Dakota	North Carolina	Oregon
District of Columbia	Wisconsin	Oklahoma	Utah
Puerto Rico		South Carolina	Washington
U.S. Virgin Islands		Tennessee	Wyoming
		Texas	American Samoa
		Virginia	Guam
		West Virginia	