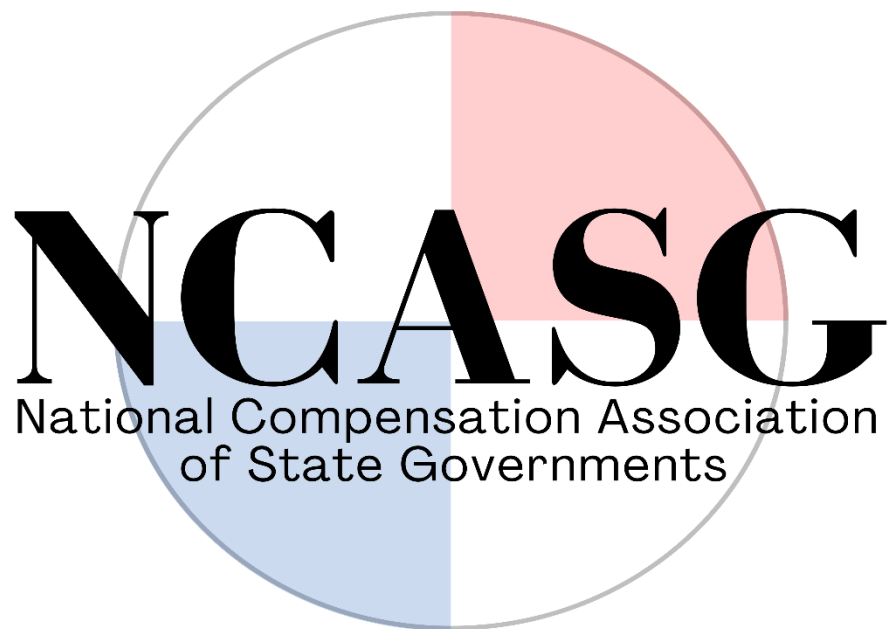


NATIONAL COMPENSATION ASSOCIATION OF STATE GOVERNMENTS



ASSOCIATION BYLAWS

Adopted: September 28, 2011
Last amended: October 2, 2024

OVERVIEW

Name

The name of the organization shall be known as the "National Compensation Association of State Governments", hereinafter referred to as NCASG or Association.

History

The Southeastern Salary Survey Conference (SSSC) was established in 1958 in order to conduct an annual salary survey and thus reduce the number of ad hoc surveys exchanged among southern states. Representatives from the central personnel agencies and highway personnel offices of eleven states initially met to discuss salary problems in the field of civil engineering. In 1962, representatives from these eleven states met again to discuss questions of a general nature in the field of classifications and pay, as well as ways and means for improving the utility of the conference. Over the years, additional states joined to total fourteen states.

The Central States Survey Conference, also known as the Central States Compensation Association (CSCA), was established in 1984 for the purpose of improving the validity of job matches and accuracy of data in salary surveys among the states, as well as reducing the number of individual surveys exchanged among the states on an annual basis. Eleven states collaborated and conducted the initial survey. The states met twice to establish benchmark classes, verify matches, and analyze survey data. Since that time, fifteen other states joined in the survey process. The CSCA held an annual conference to ensure the continued technical quality of the survey and for member states to share general information related to compensation.

Approximately every three to five years, a member state would host a joint conference of both organizations; this was especially beneficial to states that were members of both associations. Through the years, it became apparent that both associations had similar goals and similar methods of operation. Although there had been many informal discussions over the years regarding merging both organizations, it was not until 2010 that formal discussions commenced on merging both associations into a single national organization. On September 28, 2011, the SSSC and CSCA agreed to merge and form the NCASG.

Member States and Conference Sites

A full listing of active member states, as well as past and future conference sites can be viewed at www.NCASG.org.

ARTICLE I – IDENTIFICATION

Federal Registration

The NCASG is a non-profit organization registered with the Federal Department of Treasury, Internal Revenue Service, with an Employer Identification Number (EIN). The NCASG Treasurer will maintain a copy of the EIN for tax reporting purposes.

ARTICLE II – STRATEGIC VISION

Mission

The mission of the NCASG is to:

- Conduct a salary, benefits, and pay practices survey annually and provide results for member states; and
- Provide a forum for compensation professionals from member states to exchange information, professional expertise, and knowledge related to the compensation of state government employees.

ARTICLE III – MEMBERSHIP

Membership Categories

Regular Member

A regular member is the central human resource agency in the participating states. Each regular member shall designate an individual to represent that state in the organization.

Associate Member

An associate member is an agency/institution in a member state, other than the central human resource agency, which has an interest in and supports the exchange of compensation information.

Funding

Membership Fees/Dues

Funding for Association activities is provided by membership fees. The Association will charge an annual membership fee of \$450 for regular and associate members on July 1. This amount

includes attendance to virtual meetings/presentations, access to member resources, and one registration to the annual conference. Payment is due by August 1.

Revenue

The Association may acquire assets through membership dues, conference revenues as well as through survey publication sales. Upon the dissolution of the Association, any remaining assets will be equally distributed among all regular members.

New Membership

Application for Membership

A central human resource agency of a state may apply for regular membership by submitting a written request to the current President of the Association. The request must indicate the state's agreement to support the Association's mission. An agency, other than the central human resource agency of a member state may apply for associate membership by submitting a written request to the current President of the Association.

Approval of Membership Application

The Executive Committee will determine whether to accept the membership by majority vote. The Executive Committee shall consider:

- The level of commitment by the entity to support the Association's mission, and
- The orderly growth and ability of the Association to administer the added data exchange as applicable to the membership request.

Discontinuing Membership

Resignation

Any regular or associate member agency may discontinue their membership by written notification to the President.

Removal

The Association may, by majority vote at the annual conference business meeting, remove a member (regular or associate) who does not provide support for the Association mission.

ARTICLE IV – OFFICERS

General Powers and Duties

The affairs of the Association shall be managed by its Officers. The Officers, with the assistance of individuals designated to represent each regular member agency, shall be responsible for the operation and continuance of the Association. The Officers shall have the responsibility for interpretation of NCASG's bylaws.

Selection and Term of Office

The officers shall consist of a President, President-Elect, Past-President, Secretary, and Treasurer.

The President-Elect shall be elected by majority vote of the membership at the annual conference business meeting. The President-Elect shall serve a total of three years, progressing to President at the close of the next annual conference, and to Past-President at the close of the next following annual conference.

The Secretary and Treasurer shall be elected by majority vote of the membership at the annual conference business meeting biennially. The Secretary and Treasurer shall each serve two-year terms with their terms expiring at the end of the calendar year following two years in office.

President

The President shall perform the usual duties of a presiding officer at meetings of the Association. The President shall serve on or appoint committees as directed by the membership of the Association and may appoint additional members to committees or appoint special committees as deemed necessary. The President shall be the contact person for all business relating to the Association with the exception of financial matters. The President may make business proposals and make decisions based on simple majority voting.

President-Elect

The President-Elect shall perform such duties and serve on such committees as may be assigned by the President and/or the Association. The President-Elect shall succeed the President at the end of the President's term or in the event that the President resigns or is unable to serve. In the case of temporary absence of the President, the President-Elect shall serve in the place of the President.

Past-President

The Past-President shall serve as an Officer for a period of one year immediately following such year of service as President, and shall provide counsel and assistance to the President and perform special assignments and such other duties as the President may deem necessary and authorize.

Secretary

The Secretary shall oversee the preparation of all minutes, records, and membership rolls for the Association. The Secretary shall notify members of meetings, provide resources for meetings as needed, and distribute minutes of the previous meetings. The Secretary shall also serve as administrator of the NCASG website.

Treasurer

The Treasurer shall oversee any collection of dues/fees and maintain the statement of accounts and any disbursements of funds. The Treasurer shall report to the Association the financial status of the Association, and prepare financial reports for the Association as necessary. The Treasurer shall prepare and file any necessary tax forms, as well as any other forms as required by federal and state entities for the operation of the Association. In the absence of both the President and President-Elect, the Treasurer shall serve as President.

Note: The Treasurer and the President or their designees shall be authorized to deposit and withdraw funds from the checking account established for the NCASG.

Nondiscrimination

The qualifications for holding office will be defined without regard to age, sex, race, religion, national origin, sexual orientation, or other factors prohibited by law.

Qualification

A regular member is the central human resource agency in the participating states. Each regular member may designate an individual to represent that state in the organization. Only a representative designated by a regular member shall be eligible to hold office.

Resignation

An officer may resign his or her responsibilities by written notification to the remaining members of the Executive Committee.

Removal

The Executive Committee may, by majority vote, remove an officer when it is deemed in the best interest of the Association.

Vacancies

Any vacancy occurring in an Officer position by reason of death, resignation or removal shall be filled at a special or regular meeting by the Officers, or by the affirmative vote of a majority of the remaining Officers although less than a quorum may be present, or by a sole remaining Officer. The Officer selected to fill a vacancy shall hold office until the next election of officers. A vacancy that will occur at a specific later date by reason of a resignation may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.

Common Disaster

If following a vacancy in the officers there are no remaining officers, three persons who have most recently served on the Executive committee shall become officers. Those persons shall prepare a slate of proposed officers (which slate may include such persons) and the slate of nominees shall be presented to the membership for their approval at a special election. If the officers are elected at a meeting of the members, additional candidates may be nominated from the floor at such meeting.

Standard of Conduct

An officer shall discharge his or her duties, including those duties as a member of the Executive committee, and including but not limited to the duties of such member as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the NCASG. In discharging his/her duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared by a regular member designee or presented by any of the following: (i) legal counsel, public accountants, or other person as to matters the officer reasonably believes are within the person's professional or expert competence; and (ii) a committee of or appointed by the President of which the officer is not a member if the officer reasonably believes the committee merits confidence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of a committee of the Executive committee does not alone constitute compliance with an officer's standard of conduct.

ARTICLE V – COMMITTEES

Vacancies on any committee shall be filled by the President.

Executive

The Executive Committee of the Association shall consist of the President, President-Elect, Secretary, Treasurer, and immediate Past-President. A representative of the state hosting the upcoming conference shall be a sixth member of the Executive Committee if that member state's representative does not hold one of the above offices.

The Executive Committee may meet as necessary to plan Association activities and conduct any business on behalf of the Association.

The Executive Committee shall be responsible for the annual review of the mission, goals, and objectives of the Association and shall present any recommendations for discussion and resolution to the general body at its annual meeting. The Executive Committee shall also be responsible for ensuring that members are selected to host the annual conference and conduct the salary survey, the benefit survey, and the pay practices survey.

Conference

The Conference Committee shall consist of the current host state (who shall serve as chair), the immediate past host state, and the President. The Conference Committee shall be responsible for all of the arrangements for the annual conference.

Survey

The Survey Committee shall consist of the President-Elect (who shall serve as chair) and the state that conducts each of the salary, benefits, and pay practices surveys. If the state conducting one of the surveys changes, the state that last conducted that survey shall also serve on the Survey Committee.

The Survey Committee shall be responsible for administration of the surveys according to the procedures established by the Association. The Committee shall also recommend addition or modification of survey procedures to the membership at the annual conference. The states conducting the salary survey, the benefits survey, and the pay practices survey are each responsible for distribution to the survey participants.

The Survey Committee is also responsible for quality control of the surveys. Each year the Committee will review responses to benchmarks, proposed new classes to the survey, benchmark descriptions, and state responses to ensure that the data provided is the most accurate description of the state government labor market.

Audit

The Audit Committee shall consist of the immediate Past-President (who shall serve as chair), the Treasurer, and one other member appointed by the Executive Committee. The Audit Committee is responsible for auditing the finances of the Association and reporting to the Executive Committee.

Ad-Hoc

Ad Hoc Committees may be established by the President as necessary or as directed by the membership.

ARTICLE VI – MEETINGS/CONFERENCE

Annual Conference

The Association shall hold an annual conference to conduct Association business and to report and exchange compensation information. The date and location of the annual conference shall be determined by the Executive Committee and announced to the members as soon as the details are confirmed. The Executive Committee may choose to allow the members to vote on the next conference location at the annual conference.

Registration Fees - Waived

Conference registration fees shall be waived for the following members: President, President-Elect, Secretary, Treasurer, and three staff members from the state hosting the upcoming conference. Free hosting registrations shall be shared if more than one state sponsors an annual conference. The conference registration fee is also waived for each of the three survey coordinators.

Stipend – Survey Coordinators

The individual that serves as the “survey coordinator” for one of the three Association surveys – the salary survey, the benefits survey, and the pay structures and practices survey – may formally request from the Executive Committee to be provided a stipend of up to \$1,200 to be used to cover lodging and/or travel to the annual conference. The survey coordinator for each survey

shall be responsible for presenting, or arranging the presentation of, the respective survey results at the annual conference.

Pending available funds, the Executive Committee may approve revisions to the free registration/stipend policy as needed to support the annual conference.

Committee Meetings

Meetings of the Executive Committee, Conference Committee, Survey Committee, Audit Committee, and other special ad hoc committees may be held in conjunction with the annual conference, by conference call, or otherwise as necessary.

Special Meetings

Special meetings may be called by or at the request of the President or Committee chair.

Attendance by Communications Equipment

Members of the Executive Committee or any other committee of the Association may participate in and act at any meeting of such committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Quorum

A simple majority of current members present at the annual conference shall constitute a quorum for the transaction of Association business at the annual business meeting. A simple majority of current members assigned to serve on a standing or special committee shall constitute a quorum.

Parliamentary Procedure

Meetings of the members, officers and committees of the Association shall be conducted in general conformance with the rules contained in Robert's Rules of Order (Newly Revised) in all cases to which they are applicable, except as otherwise provided in the bylaws.

ARTICLE VII – ANNUAL SURVEYS AND REPORTS

The Association shall decide the scope of the annual surveys. The annual salary survey, benefits survey, and pay structures and practices survey shall each be conducted by member states on a volunteer basis as determined by the membership at the annual conference.

Member Participation

Participation in the surveys is a prerequisite to receiving the survey data and reports at no charge. Any state not participating in the survey(s) must purchase the survey reports at the price charged for non-member purchase unless the fee is waived by the Executive Committee.

Sale of Surveys

The Association shall decide the purchase price for the survey publications. All invoice and billing shall be administered by the Treasurer.

Copyright

The reports of the annual NCASG salary, benefits, and pay structures and practices surveys shall be copyrighted documents. Although individual data in the survey reports are public information, the Association intends to protect the gathering and assembly of the data into one format.

ARTICLE VIII – BYLAW AMENDMENTS

These Articles of Association and any amendments hereto may be adopted, amended, or repealed at any time by either a majority vote of the entire Executive Committee at which a quorum is present or a majority vote of regular members present at the annual meeting of the Association.

I, Janelle Haynsworth, the duly elected, qualified and acting Secretary of the Association, do hereby certify that the above and foregoing are the amended and restated bylaws of this Association as adopted by the membership effective October 2, 2024.

Revision History

October 12, 2022

- NCASG Logo updated
- Overview, History: Historical member states and conference location tables removed from the bylaws with the intention to post them on the NCASG website.
- I Identification, Federal Registration: EIN number removed from the bylaws. Verbiage added that Federal tax information will be maintained by the Secretary/Treasurer.
- III Membership, Funding: Membership dues of \$400 added to the bylaws

October 4, 2023

- Overview, History: Minor revisions, such as putting events in chronological order.
- IV Officers, Qualification: Minor revisions to use consistent terminology relative to regular members.
- IV Officers, Resignation: Revised to reflect the resignation of an officer instead of an agency.
- IV Officers, Removal: Revised to reflect removal of an officer may be done by majority vote of the Executive Committee instead of by the Association at the annual conference business meeting.
- IV Officers, Vacancies: Revised to clarify that vacancies as a result of death, resignation or removal shall be filled in a special or regular meeting.
- V Committees, Finance and Legal: This committee was removed from the bylaws since the function of the committee is fulfilled by other sections of the bylaws.
- VI Meetings/Conference, Annual Conference: Revised to reflect that the location of the annual conference shall be determined by the Executive Committee instead of by majority vote of the membership at the annual conference. However, the Executive Committee may still allow the members to vote on the location at the annual conference.
- VI Meetings/Conference, Annual Conference, Registration Stipend – States Conducting Surveys: Revised to provide a cap on the stipend of \$1,200 for each survey. Also, the sentence about free hosting registrations was moved to the relevant paragraph (see Registration Fees – Waived). In addition, a revision was made to expand authority to the Executive Committee from the President to approve revisions to the free registration/stipend policy.

October 2, 2024

- I Identification, Federal Registration: Changed “Secretary/Treasurer” to “Treasurer”.
- II Strategic Vision, Mission: Changed reference to survey “reports” to be “results”.

- III Membership, Membership Categories, Regular Member: Changed “may” to “shall” for regular member states to designate an individual to represent the state in the organization.
- III Membership, Funding, Membership Fees/Dues: Increased membership fee from \$400 to \$450 and changed member “contacts” to “resources”.
- III Membership, Funding, Revenue: Added reference to “membership dues” and updated “state members” to “regular members”.
- III Membership, New Membership, Approval of Membership Application: added “as applicable to the membership request” because the required data exchange may be different for regular and associate members.
- IV Officers, Selection and Term of Office: Separated the Secretary/Treasurer officer role and added clarification regarding applicable voting timeframes and term limits for officers since the Secretary and Treasurer will each have two-year terms.
- IV Officers, President: Added language that the President may appoint additional members to committees as needed.
- IV Officers, Secretary: Added the Secretary role and associated duties.
- IV Officers, Treasurer: Removed references to the Secretary role and duties. Added to Treasurer duties relative to tax and other forms.
- V Committees: Removed references to members of committees holding office until the adjournment of the conference. This removes conflicting language with officers that serve two-year terms also serving on committees.
- V Committees, Executive: Hyphenated reference to Past-President for consistency and changed reference from “fifth” to “sixth” member of the Executive Committee.
- V Committees, Survey: Removed language referencing a number of members for better consistency with other committees.
- V Committees, Audit: Hyphenated reference to Past-President for consistency and changed reference for “Secretary/Treasurer” to “Treasurer”.
- VI Meetings/Conference, Registration Fees – Waived: Separated Secretary/Treasurer roles. Clarified that conference registration fees are also waived for survey coordinators.
- VI Meetings/Conference, Stipend: Removed reference to “registration” from the section heading and defined the role of “survey coordinator”.
- VI Meetings/Conference, Attendance by Communication Equipment: Minor changes to capitalization and reference to other committees.
- VII Annual Surveys and Reports: Changed article heading from singular to plural since three separate surveys are prepared. Changed “pay practices survey” to “pay structures and practices survey”.
- VII Annual Surveys and Reports, Sale of Surveys: Changed reference for “Secretary/Treasurer” to “Treasurer”.
- VIII Bylaw Amendments: Changed signature from “Secretary/Treasurer” to “Secretary”.

- Revision History added to the end of the bylaws.