

**CONSTITUTION AND BY-LAWS
OF
THE NATIONAL SCHOOL PLANT MANAGEMENT ASSOCIATION (NSPMA)**

ARTICLE I

This organization shall be known as the National School Plant Management Association synonymously referred to as NSPMA.

ARTICLE II

MISSION & VISION STATEMENT:

Excellence in Education through Professional Facility Management.

OBJECTIVES:

- (1) Provide and direct the forum for stakeholders responsible for the educational environment
- (2) Provide professional development.
- (3) Promote leadership to the profession through the exchange of data information ideas and ideals.
- (4) Promote research and establish a national system for the dissemination of it's findings
- (5) Lead policy-makers to improve the educational environment for all.
- (6) Follow the above objectives in a non-sectarian, nonpartisan and non-discriminatory manner.

ARTICLE III

MEMBERSHIP

The Association shall have three classes of members: ACTIVE, VENDOR PARTNER and LIFETIME.

1. **ACTIVE:** To be an active member in NSPMA an individual must be employed by or retired from a K-12 or post-secondary educational institution, public or private, state or federal agency with educational responsibilities, or a state association involved in educational facility management. An active member's job description includes authority over, approval of, supervision of, care of, maintenance of, correction of, school plant management functions, including , but not limited to, buildings, grounds, control systems, operations and/or real property services. The broader responsibilities of school plant management embrace facility planning, maintenance, operations and custodial care of all real property, supporting infrastructure and equipment. However, more abstract responsibilities include: property acquisition, capital budgeting and procurement, warehousing, inventory control, construction, energy conservation, utilities services, facility and grounds safety and security, environmental protection, statistical research, technology and telecommunication networks/backbone, site and athletic facilities care, governmental regulation compliance and/or employment by an association responsible for any of the aforementioned services.
 - a. Retirement from a position which qualified the person to active membership will have no bearing on the person maintaining active member status, unless the person has taken employment with one of the Association's Vendor Partners, at which time they would be considered a Vendor Partner member.
 - b. No active member shall market any merchandise, equipment or services during the conference or to the membership, without the express approval by the board of directors or the purchase of a partner membership.
2. **VENDOR PARTNER:** Vendor partner membership shall be open to reputable business concerns or their owners or employees. Vendor Partner members may attend meetings of the association but may neither vote nor hold office.
3. **LIFETIME:** Any active member in the NSPMA who retires from his/her position in the school or as past president may be awarded a lifetime membership in the association by a majority vote of the board of directors at any regularly scheduled meeting of the board. Vendor Partner members, upon retirement, may apply for lifetime membership through their state representative. Lifetime members who have also been eligible for or have previously held vendor partner membership may not vote or hold office.
4. Only active members and active members who have been honored as lifetime members may vote and hold office.
5. The NSPMA shall not discriminate on the basis of race, sex, age, religion, national origin, or disability.

ARTICLE IV

DUES AND FEES

- (1) **ACTIVE MEMBER:** The annual dues of active members shall be determined by the board of directors and payment of such dues shall entitle each member to receive the proceedings of the association. Membership is for a term of one year running from July 1 through June 30.
- (2) **VENDOR PARTNER MEMBER:** The board of directors shall determine the annual dues of vendor partner members. Membership is for a term of one year running from July 1 through June 30.
- (3) **REGISTRATION AND OTHER FEES:** The board of directors shall determine all other fees.
- (4) **LIFETIME MEMBER:** No annual dues are required of lifetime members.

ARTICLE V OFFICERS

- (1) **PRINCIPAL OFFICERS:** The principal officers of the association shall be President, President-elect, Vice-President and Past President. The normal term of office shall be for approximately one (1) year. The officers shall be elected by a majority vote of those present during the business session at the association's annual meeting.
- (2) **BOARD OF DIRECTORS:** The board of directors shall consist of the four principal officers, nine members selected from and by the state representatives, six members elected at-large, historian, two vendor members representing the Vendor Partners of the Association and one representing the US Department of Education. The executive director and the executive secretary-treasurer shall serve on the board of directors as ex-officio members without voting privileges. The historian board member shall serve on the board of directors as an ex-officio member without voting privileges and be approved by the full board of directors annually, upon nomination by the Executive Director.
- (3) All officers shall take office immediately after election and serve until their successors have been selected. In case of a vacancy, the board of directors shall appoint an eligible member to fill the unexpired term. The appointment shall be confirmed by a vote of the membership at the next annual meeting.

ARTICLE VI DUTIES OF THE OFFICERS AND DIRECTORS

- (1) **PRESIDENT:** The president shall set dates for and convene all meeting of the board of directors. He/she shall preside at all meetings of the board of directors and the association and shall perform other duties as may be necessary for the conduct of this office. The president shall appoint committees, committee member and chairpersons as required. The president shall determine who, other than the Executive Director/Secretary/Treasurer traveling within the travel budget established for that position(s), shall travel at the expense of NSPMA, with concurrence of the Executive Director and within the approved budget.
- (2) **PRESIDENT-ELECT:** The president-elect shall formulate the program theme for approval by the board of directors, assist the Executive Director by providing budget information for their year as president, and act for the president in his/her absence.
- (3) **VICE-PRESIDENT:** The vice-president shall be membership chairman and promote membership in the association. He or she shall chair the state representatives meeting, including the facilitation of the board member nomination/election process from the state representatives meeting. He/she shall perform other duties that may be necessary for the conduct of this office or as assigned by the president.
- (4) **IMMEDIATE PAST PRESIDENT:** The immediate past president shall serve on the board of directors. He/she shall serve as the chairperson of the Nominating Committee and the chairperson of the Past President's Committee, which meets during the annual conference.
- (5) **BOARD OF DIRECTORS:** The board of directors is charged with the responsibility to take actions in the best interest of the association. They shall have the authority for the conducting of all business, which arises between regular meetings and shall make recommendations to be acted upon by the members of the association and to fill vacancies as they occur. In addition to these functions, the board of directors shall act as a resource group to assist in planning and securing program participants. Members of the board of directors must be available to attend meeting called by the president. Absence from three consecutive board meetings shall constitute grounds for removal from the board of directors. The board of directors shall prepare and present a report to the convention attendees.
 - **STATE REPRESENTATIVE BOARD MEMBERS:**

The board of director's members elected from the state representatives group shall serve three (3) year terms with three being elected annually. These board members are elected from the State Representative meeting during the annual conference.

- **AT-LARGE REPRESENTATIVE BOARD MEMBERS:**

Two of the at-large representatives are elected during the annual conference for a three year term. Nominations for at-large candidates shall be made from the floor at the scheduled time during the Conference. The election voting shall be by secret ballot. Should a person be nominated for the at-large election and not be in attendance, the person nominating the individual shall have written confirmation from the individual, confirming the individual's agreement to serve.

The State Representative and At-Large board member duties shall be:

- A. Attend the NSPMA Conference and participate in all called Board of Director meetings and conference call meetings.
 - B. Encourage membership in the association with all educational entities and their active participation.
 - C. Communicate with the National Executive Director, Officers, or Board members to deliver issues, needs, concerns, improvements and ideals for the board of director's consideration and action.
 - D. Assist the Executive Director/Secretary/Treasurer in maintaining a current list of persons involved in plant management.
 - E. Be knowledgeable of NSPMA by-laws and objectives of the NSPMA.
 - F. Assist the Executive Director/Secretary/Treasurer in maintaining a list of vendors and business contacts as potential vendors.
 - G. Serve on Committees as requested by the President.
- **HISTORIAN BOARD MEMBER shall:**
 - A. Archive all historical records of SSPMA and NSPMA, in a safe location at the expense of the Association.
 - B. Act as custodian of historical information and Association minutes.
 - C. Develop a plan to secure all historical records, photographs, etc. in a long-term format, usable by the Association.
 - D. Prepare a written record, which may be published, to document the history of the Southern School Plant Management Association and the National School Plant Management Association.
 - E. Work closely, under the direction of the Executive Director, to maintain statistics, etc. about the Association and other information as requested by the Executive Director.
 - F. Perform other tasks as requested by the Executive Director.
 - G. Attend the NSPMA Conference and participate in all called Board of Director meetings and conference call meetings.
 - H. Encourage membership in the association with all educational entities and their active participation.
 - I. Be knowledgeable of NSPMA by-laws and objectives of the NSPMA.
 - J. Serve on Committees as requested by the President.

- **VENDOR REPRESENTATIVE BOARD MEMBERS:**

The Vendor Rep board members shall have voting privileges and serve a two year term, with each serving staggered terms from the other. After the initial appointment of the first two vendor board reps, the Association Board of Directors shall appoint a new vendor board rep during its Board meeting at the conclusion of the annual conference, based upon the selection and recommendation of the vendor partner members conducted by the Executive Director. Should the vendor partner members fail to nominate an individual, the Executive Director shall solicit a nominee. Should a Vendor Rep be unable to serve or resign their position, the Executive Director shall solicit a replacement appointment for the Board's approval.

The Vendor Representative Board member shall:

- A. Disseminate communication from Industry members to the Association Board;
- B. Assist the Executive Director to coordinate all product displays, Sponsor participation, and industry-oriented materials for general membership meetings of the Association;
- C. Encourage and promote vendor participation and support for the Annual Association Meeting;
- D. Coordinate vendor setup and booth assignment at Annual Meeting;
- E. Solicit and secure door prizes and conduct drawing and prize program at Annual Meeting;

- F. Solicit training topics available from business and industry;
 - G. Solicit an evaluation of the vendor participants and convey those issues, needs, concern, improvements and ideas to the Board of Directors;
 - H. Plan and coordinate a recreational activity for membership participation at the Annual Meeting; and
 - I. Serve on committees as requested by the President.
- **DOE REPRESENTATIVE:**
The DOE Representative, or their designee, shall be an ex-officio board member having no voting privileges and serve a one-year term, renewable annually. The Executive Director shall make contact with the US Department of Education to solicit representation from that federal agency to serve on the Association Board.
The DOE representative shall:
 - A. Develop a working relationship between the US DOE and Association members to foster the progress and improvement of educational programs through adequate facilities, environment and operational management;
 - B. Provide to the Association, information on activities and issues of the US Congress, DOE, and other federal agencies which pertain to or impact school plant management, which may include impending new laws and regulations;
 - C. Encourage and promote participation and membership of others within the US Department of Education (DOE) and other federal agencies affecting educational facilities;
 - D. Assist in the planning of the Annual Association Meeting; and
 - E. Serve on committees as requested by the President.

**ARTICLE VII
DUTIES OF THE STATE REPRESENTATIVES**

The state representative shall be an active member elected annually by members from his/her state attending the annual meeting or through procedures established by their state associations. The state representative shall serve an annual term, beginning with the state representative meeting during the annual conference through the year and up to the start of the next annual conference's state representative meeting, unless a state association's bylaws and/or procedures have established different terms for their state's representation.

The responsibilities of the state representative are:

- A. Attend the NSPMA Conference and participate in the State Representative meeting.
- B. Be responsible, or designate this responsibility, for providing a State Gift, representative of that particular State, to be given away during the NSPMA Conference.
- C. Assemble all their state's attendees at the annual conference and facilitate election of their state's representative prior to the annual conference's state representative meeting, unless their state association provides bylaws and/or procedures for determining its state representative.
- D. Prepare and present a verbal report to the membership during the state report portion of the conference.
- E. Encourage and promote participation of any membership in the association with all educational entities within their state.
- F. Communicate with the National Executive Director, Officers, or Board members to deliver issues, needs, concerns, improvements and ideals for the board of director's consideration and action.
- G. Assist the Executive Director/Secretary/Treasurer in maintaining a current list of persons involved in plant management within their state. (NSPMA members and non-members).
- H. Be knowledgeable of NSPMA by-laws and objectives of the NSPMA.
- I. Assist the Executive Director/Secretary/Treasurer in maintaining a list of vendors and business contacts (names, addresses and phone numbers) within their state.
- J. Serve on Committees as requested by the President.

The representatives from each state are responsible to convey information between the association and members of their respective states. They shall promote membership in the association throughout their state and assist the board of directors as requested. The state representative shall provide the president with information regarding activities within their state upon request. The state representatives shall meet at the convention to elect board of director members representing the State Representatives group. The State

Representative meeting shall be chaired by the Vice President, or his/her designee. Nominations may be self made or from other state reps, with time being given each nominee to state their positions concerning goals for NSPMA and the strengths they would bring to the Association. Election voting shall be by secret ballot. Persons attending the State Rep meeting shall be limited to one state representative per state, the Vice President and designees named by the Executive Director/Secretary/Treasurer to provide for record-keeping, bylaw interpretation and sergeant-of-arms duties. Should a state association's designated state rep not be able to attend the state rep meeting, no proxy or stand-in member shall be allowed to vote or participate. Should a state rep be nominated for the board of director's election and not be in attendance, the person nominating the individual shall have written confirmation from the individual, confirming the individual's agreement to serve. Should a state rep be nominated for the office of Vice-President, an alternate state rep should be elected to fill that individual's term, should they be elected to that office. Each state rep shall present a report to the convention attendees, outlining activities within their representative states. As NSPMA extends its' membership outside the borders of the United States, "state" shall be interpreted as, state, province or country.

ARTICLE VIII DUTIES OF THE EXECUTIVE DIRECTOR AND EXECUTIVE SECRETARY-TREASURER

- (1) The positions of executive director and executive secretary-treasurer are established in order to provide a permanent office, to foster continuity of administrative duties and responsibilities, and to promote all activities of the association.
- (2) The board of directors shall establish a job description and appoint the executive director and executive secretary-treasurer on an annual basis subject to an annual review. The president shall determine and approve any additional duties and responsibilities beyond those established by job description and bylaws. The board of directors shall set compensation for these positions.
- (3) The board of directors shall comply with the following process for continuing contracts, including terms & conditions and setting of salary, for the Executive Director and Executive Secretary-Treasurer staff:
 - a. The board of directors may offer a multi-year contract, annually renewable on June 30, for a maximum of three (3) years. The contract shall contain a "Termination Clause", allowing either party to terminate the contract, with sixty (60) days written notice. The salary shall be adjusted annually, by action of the board or set by a pre-determined calculation.
 - b. The Executive Committee shall, acting as Personnel Committee, conduct the annual review prior to the end of the Annual Conference, utilizing a written evaluation document, approved by the board. The Committee shall sit down with the staff person, review the evaluation and indicate its' salary recommendation to the board of directors, giving the staff person time to review and respond, in writing, to the evaluation and salary proposal. The evaluation document shall be signed by all parties which were involved, including the staff person evaluated.
 - c. During the board of director's meeting following the Annual Conference, the Executive Committee shall present the staff evaluation(s) and salary proposal(s) recommendation to the board of directors for approval or revision. The staff salary proposal shall be two-part: COLA (cost-of-living-adjustment) and salary improvement. The minimum recommended salary adjustment shall be a COLA, equal to the percentage change in the CPI Index, based upon the residency location of the staff, per federal statistics.
 - d. The staff shall accept the terms of the new salary and contract during the board meeting following the Annual Conference or shall respond, in writing, to all board members within two weeks from the date of this board of director's meeting.
 - e. Should any staff resign or fail to accept the terms of the contract, the Executive Committee shall become a "search committee" to recommend a replacement for the given position to the board of directors. Operations of the Association shall continue under Article X, Paragraph (2) 5.
- (4) **EXECUTIVE DIRECTOR:** The executive director shall attend all meetings and serve in the advisory capacity to the board of directors. In addition, he/she shall provide assistance to the principal officers, board of directors and state representatives in the discharge of their duties. He/she shall submit quarterly reports to the president.
- (5) **EXECUTIVE SECRETARY-TREASURER:** The executive secretary-treasurer shall keep a record (minutes) of all meetings of the board of directors and the association and assist in correspondence. The executive secretary-treasurer shall mail a copy of all minutes to each member of the board of directors and all state representatives no later than thirty (30) days following such meetings. He/she shall arrange for all registration at the annual convention. He/she shall keep an accurate record of all money received and paid out and perform other duties that may be necessary for the conduct of this office and in keeping with good business practices. An account shall be established as a duly licensed bank in the name of the association subject to the approval of the president and the board of directors. He/she shall submit quarterly reports to the president.

ARTICLE IX

COMMITTEES – RESPONSIBILITIES AND FUNCTIONS

- (1) BOARD OF DIRECTORS shall be in accordance with Paragraph (2) of Article V.
 - a. The Board of Directors shall be responsible for the management of the Association and Association staff per Article VIII (2). The Board is authorized to promulgate an Operations and Procedures Manual, which will provide the rules, procedures, job descriptions and processes required to fully implement the Bylaws, in the management and operation of the Association's business. The Board shall approve the Operations and Procedures Manual and any modifications. The Executive Director shall be responsible for maintaining the Operations and Procedures Manual and making it available to each Board member and to members, upon request.
 - b. The president, subject to the approval of the board of directors, shall appoint all other committee members. The composition and duties of the various committees (except the nominating committee) shall be as recommended by the president and approved by the board of directors.
- (2) EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the president, president-elect, vice-president, past-president, executive secretary/treasurer and executive director. The president or executive director may convene meetings of the Committee for NSPMA related activities. The president shall be the chairperson and the president-elect shall be the vice chairperson. The Executive Committee shall provide direction to the executive director and executive secretary/treasurer between Board of Director meetings, providing general planning for the Association operations and oversight of the staff. The Committee shall operate as a personnel committee for any actions regarding Association staff. While meeting as the Personnel Committee, the executive director and executive secretary/treasurer shall not have voting privileges regarding his or her job description and salary, but full voting rights for all other actions of the Executive Committee. Necessary committee expenses approved by the president or executive director, within the approved budget, shall be provided by the Association.
- (3) NOMINATING COMMITTEE: The nominating committee shall be composed of at least three members of the board of directors; the past-president, president-elect and vice-president. The Past-President, or his or her designee, shall be Chairperson of the Nominating Committee. Nominations for the vacant office(s) will be made by the Nominating Committee and nominations may be made from the floor. Floor nominations shall require an acceptance of duties for the office prior to the election. Any floor nominated individual shall provide the same written documentation, acceptable to the Nominating Committee, as all other candidates are required to provide, prior to the scheduled time for the election, in order to be an approved candidate. The election shall be facilitated by the Nominating Committee chair or his or her designee with the voting being by secret ballot.

The Nominating Committee shall be charged with the task of developing a Candidate Application form for approval by the Board, which will assist them in determining if each proposed Vice President candidate is eligible and has the desire, determination, direction, and leadership ability to allow him or her to fill the position in the best interest of NSPMA.

It is anticipated that a current vice president and president-elect office will advance through the positions to president, and then from president into the past-president office. However, conditions may change over a period of years. These changes could affect the eligibility, ability, and/or suitability of a candidate to effectively occupy a given position. Therefore, the Executive Director/Secretary/Treasurer shall request each of these current officers to provide a letter from their Superintendent of schools or their college or university's Chief Executive Officer indicating the continued support of their employing organization, which includes the organization's annual commitment that the candidate will be allowed the time necessary to fulfill the requirements of the new office position. Each officer candidate shall provide this letter to the Executive Director/Secretary/Treasurer, thirty (30) days prior to the annual conference. A candidate not reaffirmed shall not be considered for advancement to the next position unless there is an overriding reason to make this exception. Each reaffirmed officer and candidate shall be interviewed by the Nominating Committee to determine if it is in the best interest of NSPMA that this candidate advance to the next officer position. If the Nominating Committee deems a reaffirmed candidate ineligible, unsuited or questionable it shall recommend for approval another candidate. The full membership shall choose between the two candidates.

Individuals interested in becoming a candidate for the position of vice-president shall request a Candidate Application form from the Executive Director/Secretary/Treasurer. All candidates must include with the Candidate Application form, a letter from their Superintendent of schools or their college or university's Chief Executive Officer indicating the support of their employing organization, which includes the organization's four year commitment that the candidate will be allowed the time necessary to fulfill the requirements of the positions. Each vice president candidate shall provide this application form and letter to the Executive Director/Secretary/Treasurer, thirty (30) days prior to the annual conference. The nominating committee shall conduct interviews of these candidates and any

candidate nominated from the floor. These interviews shall be for the purpose of determining each candidate's desire, determination, direction, and leadership ability to serve the best interests of NSPMA. The Nominating Committee shall report to the membership all candidates qualified to serve and the vice-president shall be elected from the list of qualified candidates by majority vote of the membership present.

- (4) FINANCIAL REVIEW COMMITTEE: The purpose of this committee is to provide an annual review of financial accounts. This committee shall provide its report during the annual meeting.
- (5) Members of these committees shall enter upon their duties immediately upon their appointment. Committee membership shall be for a period of approximately one year or until the next annual meeting, unless stipulated to be for a shorter period.
- (6) Other committees may be appointed, as deemed necessary, by the President.

ARTICLE X BUDGET AND FISCAL RESPONSIBILITY

The Board of Directors is responsible for budgeting and oversight of the finances of the Association.

(1.) BUDGET

1. A budget shall be prepared by the Executive Director/Secretary/Treasurer (ED/S/T) and presented for review at the pre-conference Board of Directors meeting and presented for approval at the post-conference Board of Directors meeting. The term of the budget shall be on a fiscal year basis, July 1 – June 30.
2. The Board of Directors may approve a revision to the budget during any board meeting.
3. A budgeted line item carry-forward amount for the next budget year shall be set at a minimum of \$12,000.00 for Association operations after the annual conference.
4. Expenditures outside the approved budget require the budget to be revised and approved by the Board, with the exception being emergency expenditures, approved by the Executive Committee, as outlined under Fiscal Responsibility.

(2.) FISCAL RESPONSIBILITY

1. Disbursement of Association funds shall be authorized by the ED/S/T in accordance with the Board approved annual budget or specific disbursements approved by the Board of Directors.
2. Emergency expenditures outside the approved budget of up to \$1,000.00, between Board meetings, may be approved by two members of the Executive Committee, with said approval being conveyed to the ED/S/T for action. These expenditures are subject to review by the Board of Directors at the next Board meeting. Such disbursements may include unforeseen needs and costs, unbudgeted conference planning expenses, travel, meeting expenses or expenses for the Board of Directors.
3. Prior approval of conference expenses shall be made by the Board of Directors through the budgeting process.
4. Authority to execute contracts for hotel lodging, conference space, food and beverage, speakers, travel, entertainment, committing funds for the annual conference and Board meetings, etc. shall be limited solely to the ED/S/T.
5. Should the ED/S/T be unavailable or able to perform his duties, the Executive Committee shall select one member to act on the behalf of the Association to execute contracts and approve financial expenditures. Should the Executive Committee fail to gain a majority agreement, the President shall call for a conference call Board meeting to resolve any issues.
6. The ED/S/T shall establish a checking account in a licensed bank in the name of the Association subject to the approval of the Board of Directors. The ED/S/T, subject to review by the Board of Directors, is solely responsible for the checking account and any other account containing Association monies.
7. The President shall appoint a Finance Committee of three members of the Association, plus the ED/S/T to review Association financial procedures and investment policies each year. A report of the Committee shall be made to the Board of Directors quarterly, for the Board's review and possible action, should approval be required of bylaw changes during the annual general meeting of the Association.
8. The Association shall secure and keep in effect a Treasurer's Bond for the ED/S/T, who acts as the agent for the Association.
9. The ED/S/T shall have the authority to secure any and all necessary services required for conducting the business and operations of the Association, within the budget approved by the Board of Directors.
10. With the exception of the ED/S/T, which is a salaried contract position, Directors and General Officers serve on a voluntary basis and shall not be compensated for their services, except that upon approval by ED/S/T, President or the Board of Directors, ordinary and necessary expenses incurred in the conduct of the Association business may be reimbursed to Directors, Officers or other individuals deemed appropriate.

**ARTICLE XI
MEETINGS**

- (1) Meetings of the Association shall be held annually during the month of April or May, at a time and place to be named by the Executive Director/Secretary/Treasurer with approval of the Board of Directors. The long-term Association goal is to designate several regional site locations, to be proposed by the ED/S/T and approved by the board of directors, for the annual Association meeting, which will allow the ED/S/T to secure a contract with providers on a long-term basis that is beneficial to the interests of NSPMA. The rotation between regional sites will allow those state associations and members within that particular region to become actively involved when the conference is in their region.
- (2) The quorum requirement for action(s) at a meeting of the Association shall be met by those members in attendance during the Business Session when action(s) are proposed.
- (3) Meetings of the Board of Directors shall be held at a time and place named by the President, with consensus of the Board of Directors. Meetings may occur through telephonic conferencing. A quorum for action by the Board of Directors shall be ten (10) board members. Actions by the Board of Directors require a simple majority.
- (4) Proxy voting by the Directors is allowed. A proxy ballot may be requested from the Executive Director by those Board of Director members who will be absent for a Board of Director's meeting. The ballot shall contain the motion, ballot actions, and space for signature and date.
- (5) Meetings shall be conducted in accordance with Robert's Rules of Order.
- (6) In the event action is required of the Association's full membership between annual conferences, the Executive Director may establish, with the approval of the Board of Directors, a balloting system to acquire the Association membership vote on such action. The quorum requirement for action(s) by such balloting is attained by the return of fifty percent of the ballots distributed plus one, with final action being based upon a simple majority of the responses.
- (7) To ensure compliance with all laws and articles of incorporation, the Association's annual conference shall be unilaterally organized, planned, managed, and operated for the benefit of the Association by the Executive Director and Board of Directors. Fiscal and content responsibility shall lie totally with the Association. Organizing and holding a state conference jointly with the Association at the conference site, by a state association, during the Association conference dates is prohibited. However, should a circumstance arise where the Executive Director felt it was in the best interest of the Association and the state association to allow state activities to combine with the Association conference, the Executive Director may negotiate a contract proposal with the state association, ensuring the Association's unilateral control and no laws or articles of incorporation or the Association's 501C3 status is violated or placed in jeopardy, said contract proposal shall be presented to the full Board of Directors for approval. A state association may request from the Executive Director, time during the conference program for state association business. Other state support of the Association conference program, in compliance with the intent and goals of the Association's program and mission statement may occur when approved by the Executive Director.

**ARTICLE XII
AMENDMENTS**

Any amendment to this Constitution and these By-laws shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the Association Meetings. The President or designee shall present the proposed amendments to the Association at the next meeting, with the Board of Directors' recommendation to adopt or reject the proposed amendment. The proposed amendment(s) shall require a 2/3 majority vote of those present during the Association business session for adoption.

**ARTICLE XIII
ASSOCIATION RECORDS**

The records of the NSPMA are open for public inspection upon written request during regular weekday business hours made to the Executive Director. A response will be issued within 72 hours of receiving the written request, not inclusive of weekend hours. The requesting individual shall bear the costs associated with any reproduction and mailing expenses.

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