

BYLAWS OF THE NATIONAL COLLEGE TESTING ASSOCIATION

Ratified December 12, 1989
Amended March 10, 1996
Amended August 8, 1997
Amended November 16, 1997
Amended April 25, 2000
Amended April 17, 2001
Amended May 7, 2002
Amended November 9, 2003
Amended March 20, 2010
Amended October 30, 2010
Revised January 17, 2014

ARTICLE 1 NAME

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

ARTICLE 2 PURPOSE

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

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

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

ARTICLE 3 MEMBERSHIP

3.01 Membership shall be open to testing professionals in post-secondary institutions (Collegiate); individuals or members of a group with a professional interest in the field of testing but whose primary focus or duties are not related to test delivery, administration, development, or any other aspect of testing (e.g., independent educational consultant, K-12 guidance counselor, employee of professional organizations in higher education) (Non-Collegiate); and companies providing services to, or delivery of, testing or providing test-related products (Corporate). These categories of membership will be described as

Collegiate

Non-Collegiate

Corporate

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

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

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

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

ARTICLE 4 NCTA GOVERNING COUNCIL

4.01 The business of the organization shall be conducted by the NCTA Governing Council. The Governing Council is also responsible for formulating policy and program recommendations and for carrying them out when approved. The Governing Council 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 Council shall consist of no fewer than ten (10) and no more than eighteen (18) members. The Governing Council will consist of a Board of Directors, a President, and a President-Elect/Past President. *Ex officio* members may be added to the Governing Council at the discretion of the Executive Committee (see 5.01).

4.03 Each member of the Governing Council shall demonstrate a commitment to participate actively in the governing of the organization.

4.04 The Governing Council may appoint Board members to fill vacancies caused by death, resignation (including resignation due to having been elected President), removal, disqualification, or other reasons. A Board member appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his/her predecessor. In the event that an elected board member resigns prior to the start of his/her term, the Governing Council may also seek to fill that position with a special election, if time permits before the annual meeting.

4.05 Any member who assumes, either through election or appointment, a Board seat will, upon finishing or vacating that term, have been considered to have completed one full “term” on the Board. An elected Board member who resigns prior to the start of his/her term will also be considered to have completed one full term.

4.06 The Governing Council shall meet at least three times a year. One Governing Council 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 Governing Council may be called as business dictates. Governing Council 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 electronically to facilitate decisions needing consideration prior to the next scheduled meeting.

4.09 A simple majority of the number of Governing Council members eligible to vote shall constitute a quorum for the transaction of business.

4.10 A majority vote of Governing Council 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 Between meetings, electronic votes on motions may be called by the President following an online discussion and comment period of at least 24 hours. For purposes of a quorum for an electronic vote, all Governing Council members shall be considered present, and a majority vote shall determine the passage of such motions.

ARTICLE 5 OFFICERS AND BOARD OF DIRECTORS

5.01 The officers of the organization shall be a President, a President-Elect/Past President, a Secretary, a Treasurer, and a Membership Chair. The Governing Council may elect or appoint other officers as necessary. No Governing Council member shall hold more than one office at a time. The Officers, as a collective governing body, shall be referred to as the NCTA Executive Committee.

5.02 Only Collegiate Individual or Institutional members in good standing are eligible to run for a seat on the Board of Directors. To be eligible to run for the Board, individuals must volunteer to serve or continue to serve on at least one additional NCTA committee. At the discretion of the Nominating Committee, other NCTA service (not committee-related) may substitute for this requirement.

5.03 Members of the Board of Directors serve staggered three-year terms.

5.04 Board members may serve a maximum of two terms. Each elected (i.e., non-appointed) term of service begins at the Governing Council meeting immediately following the annual meeting and ends at the conclusion of the conference three years later. Appointed members shall begin their term immediately following their appointment. Their term ends at the conclusion of the conference three years from the starting date of the elected term that they assumed.

5.05 Only Collegiate Individuals or Institutional members in good standing who have served a minimum of one term on the Board of Directors are eligible to run for President-Elect.

5.06 The President shall be elected for a four year term. The individual will serve as President-Elect during the first year, as President during the second and third years, and as Past President during the fourth year of the term. The President will be elected every second year, and the Past President will fulfill the duties of the President-Elect on the alternate years when there is no President-Elect. Members may serve a maximum of one term as President.

5.07 Except as specified in 5.05, Officers of the organization must be sitting Board members and shall be elected for one year terms, renewable for up to a total of three years.

5.08 The President assumes full responsibility for the general activities of the organization. The President may sign, with another officer of the organization authorized by the Governing Council, any contracts or documents which the Governing Council 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 Governing Council meetings; presiding over all Governing Council meetings; assuring that Governing Council tasks are completed in a timely manner; communicating with the membership regarding the state and direction of the organization; 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 NCTA Governing Council.

5.09 The President-Elect or Past President shall perform the duties of the President during a scheduled absence of the President or if such duties are delegated by the Governing Council. The President-Elect/Past President will conduct elections for Governing Council Officers (see 5.10) and will have such other powers and duties as consistent with these Bylaws as may be assigned from time to time by the NCTA Governing Council and will carry out any duties/tasks assigned by the President or Governing Council.

5.10 The President-Elect/Past President will present to the Governing Council a slate of Board members for Secretary, Treasurer, and Membership Chair. The Governing Council will elect Board Officers from this slate following the general election for Board and President, but prior to each annual conference. The term of each elected Officer will begin at the Board meeting at the conference. A member of the Board may begin to serve as an Officer at the beginning of any year of his/her term.

5.11 The Secretary records and distributes the minutes of the Governing Council meetings and ensures that all notices are given in accordance with the Bylaws. The duties of the Secretary shall include taking minutes at each Governing Council meeting; distributing the draft of the minutes to all Governing Council members in a timely fashion; and submitting abbreviated minutes for inclusion on the website. The Secretary shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the NCTA Governing Council.

5.12 The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the organization and shall report to the Governing Council concerning the disbursement of same at each regular meeting of the Governing Council. The duties of the Treasurer shall include serving as head of the Finance Division; preparing and submitting an annual budget report to the Governing Council and to the webmaster for electronic archival; 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 Governing Council 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 NCTA Governing Council.

5.13 The Membership Chair shall be responsible for managing membership records, receiving and recording dues paid, and reporting to the Governing Council concerning the receipt of the aforementioned at each of the regular meetings of the Governing Council. Duties shall include, but not be limited to, sending renewal notifications and membership applications; receiving and processing membership applications; acknowledging renewing and new members; sending checks and dues payments to the Treasurer; providing support to the members to resolve membership issues; and preparing a membership report for each Governing Council 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 NCTA Governing Council.

5.14 A vacancy in the office of President because of death, resignation, removal, disqualification, or otherwise shall be filled by the President-Elect for the unexpired portion of the term. If there is no current President-Elect (since the President-Elect's position would be filled every other year to coincide with the two year presidency) to fill the vacancy in the office of President, the Past President will serve as Interim President until a special election can be held. A vacancy in the office of Secretary, Treasurer, or Membership Chair because of death, resignation (including resignation due to having been elected President), removal, disqualification, or otherwise shall result in a new election, as per (5.09-5.10), except that the term will begin immediately following the election.

5.15 Any Governing Council member or Officer may be removed from office by the Governing Council by vote of three-fourths of the entire Governing Council 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 Council at which such removal shall be considered (See 4.07).

5.16 The NCTA Governing Council may appoint other positions, such as Webmaster, Comptroller, Database Manager, Mailing List Facilitator, and Conference Contract Negotiator. These are not officer positions but are responsible for specific functions of the organization and report to the NCTA Governing Council.

ARTICLE 6 ELECTIONS

6.01 All Governing Council members shall be elected by the general membership from a slate of nominees compiled by the Nominating Committee. In the event of a tie vote that affects the election outcome, a runoff election will be held between those candidates only. In the event of another tie vote, the Governing Council will decide between the tied candidates.

6.02 Slates for all Governing Council seats elected by the general membership will be produced by the Nominating Committee, following a Call for Nominations to the membership at large. The Nominating Committee will receive its charge annually from the Governing Council. The charge will inform the Committee about any special instructions for assembling slates. Examples of special instructions include the number of Board seats needing to be filled, earmarked seats for members meeting certain qualifications (e.g., members from 2- or 4-year institutions, HBCU, certain geographic regions, etc.), priorities regarding new versus returning members, and information on

other Board needs. Slates will be prepared so that 50% - 70% of candidates appearing on the ballot will be elected.

6.03 The Nominating Committee will consist of four members. The Committee will be chaired by the Past President, if a Governing Council member; otherwise, the Committee is chaired by the President. The Chair will not be a voting member of the committee. The three voting members will be elected by the Governing Council from a slate prepared by the Executive Committee and may not be sitting Governing Council members. Voting members will serve staggered 3-year terms and must agree to not run for a seat on the NCTA Governing Council while serving, or for one year after serving, on the Nominating Committee.

6.04 A sitting Board member shall be allowed to run for President without vacating his/her Board term. Should said individual win the election for President, at the end of the annual meeting, s/he shall assume the office of President-Elect and must vacate the years remaining on the Board term. Should it be necessary to replace that member's Board seat, the Board appointment will occur at the Governing Council meeting immediately following the conference in accordance with (4.04). Individuals are not permitted to simultaneously run for Board and President.

6.05 In addition to preparing the slate, the Nominating Committee will be responsible for identifying an election timeline, soliciting and receiving nominations, preparing the ballots for inclusion on the website, and working with the webmaster so that the election process proceeds smoothly. The chair of the Nominating Committee will be responsible for announcing the election results.

ARTICLE 7 MEETINGS

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

ARTICLE 8 COMMITTEES AND APPOINTED POSITIONS

8.01 To assist the Governing Council, Committees and appointed positions shall be organized within Divisions to promote collaboration and management control.

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

8.03 Division heads and Committee chairs are proposed by a Governing Council member and approved by a majority of the Governing Council.

8.04 The Governing Council shall determine the Divisional structure including the number of committees and their specific types and functions.

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

ARTICLE 9 REMUNERATION AND REIMBURSEMENT

9.01 No Governing Council 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 NCTA Governing Council may authorize reasonable

compensation for services of value to the organization performed by an NCTA member independent of his/her office.

9.02 No Governing Council member or committee member shall promise remuneration for services to the organization without prior approval of the NCTA Governing Council.

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

ARTICLE 10 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

10.01 The NCTA Governing Council 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.

10.02 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 Governing Council from time to time may determine. Endorsements for deposits to the credit of the organization shall be made in such manner as the Governing Council from time to time may determine.

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

ARTICLE 11 BOOKS AND RECORDS

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

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

ARTICLE 12 FISCAL YEAR

12.01 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 13 MEMBERSHIP DUES

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

ARTICLE 14 RATIFICATION

14.01 Ratification of the Bylaws shall require the vote of three-fourths of all NCTA Governing Council members.

ARTICLE 15 AMENDMENTS

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

15.02 The general membership may submit to the NCTA Governing Council amendments and proposals for revision of the Bylaws.

ARTICLE 16 INDEMNIFICATION OF GOVERNING COUNCIL MEMBERS AND OFFICERS

16.01 Each member of the NCTA Governing Council 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 an NCTA Governing Council member or by reason of an action alleged to have been taken, omitted, or neglected by him or her as an NCTA Governing Council 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.

16.02 The amount paid to any NCTA Governing Council 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 a majority of the NCTA Governing Council and any determination so made shall be binding on the indemnified individual.

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

ARTICLE 17 DISSOLUTION OF ORGANIZATION

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