

NASH

National Association of System Heads

BY-LAWS OF THE NATIONAL ASSOCIATION OF SYSTEM HEADS

Article 1 – Name

The name of the organization shall be the National Association of System Heads.

Article 2 – Membership

- 2.1 Membership shall be open to the Chief Executive Officers of Systems of Public Higher Education. A Chief Executive is defined as the person responsible for system-wide management and who reports directly to the governing board for the system. A governing board is defined as the body with the authority to appoint campus presidents or chancellors. A system is defined as an organization embracing two or more colleges, universities, or combination of each.
- 2.2 Membership in the Association may be withdrawn by giving written notice to the Secretary-Treasurer of the Association. Membership shall terminate at the time an individual shall cease to serve as a Chief Executive Officer of a system of public higher education.
- 2.3 Questions of eligibility for membership shall be resolved by the Executive Committee.

Article 3 – Purpose

The National Association of System Heads shall seek to improve the organization and governance of public systems of higher education and shall serve as a forum for the exchange of views and information among members and with other organizations interested in higher education in order to give special attention to the perspectives, problems, and opportunities of heads of systems as a unique category of higher education executives.

Article 4 – Officers

- 4.1 The officers of the Association shall be a President, Vice President, and Secretary-Treasurer.
- 4.2 The officers shall be elected from among and by the members at the annual meeting and shall serve for two-year terms. Officers shall be eligible to be elected to serve for successive two-year terms.
- 4.3 The duties and responsibilities of the President shall be to serve as the Executive Head of the Association, to preside at all meetings of the Association and of the Executive Committee, to prepare or have prepared the agenda for all such meetings and to see that notice of all meetings is duly given. With the approval of the Executive Committee, the President may appoint such standing and special committees as may be appropriate, from time-to-time, for the furtherance of the Association’s purposes. With the exception of checks and drafts drawn on Association accounts, or as might otherwise be provided by the Executive Committee, the President shall sign all documents including contracts and correspondence issued in the name, or on behalf of the Association. The President shall provide a full report on the activities of the Association at each annual meeting.
- 4.4 The duties and responsibilities of the Vice President shall be to act in the place of the President during the latter’s absence or disability and to carry out the duties of the office of the President should it become vacant prior to the expiration of the term of the incumbent for the unexpired term of the predecessor.
- 4.5 The duties and responsibilities of the Secretary-Treasurer shall be to keep or have kept an accurate record of all meetings and shall serve as the custodian of all official records and of all funds of the Association. The Secretary-Treasurer shall receive or cause to be received all monies of the Association including dues and other income and shall deposit such monies in such depositories and accounts as approved by the Executive Committee. The Secretary-Treasurer shall maintain or have maintained complete and accurate accounts of all receipts and expenditures and shall report on such matters at the annual meeting.
- 4.6 Except as otherwise provided in these by-laws, a vacancy in an office of one of the officers of the Association shall be filled by a vote of the Executive Committee for the unexpired term of the predecessor.

- 4.7 The officers of the Association shall have such other duties and responsibilities not inconsistent with these by-laws which the Executive Committee shall specifically authorize.

Article 5- Committees

- 5.1 There shall be an Executive Committee consisting of the President, the Vice-President, Secretary/Treasurer, which officers shall serve ex-officio, and three persons elected for staggered two-year terms from among and by the membership at the annual meeting. The Executive Committee shall include the Past President of the Association, if there be one. The Past President shall be that member of the Association who immediately preceded the current President in that office. The Executive Committee may also include the Executive Director or other administrative head, if there be one, as may be appointed by the Executive Committee and who shall serve ex-officio.
- 5.2 In addition to duties and responsibilities otherwise set forth in these by-laws, the Executive Committee shall be authorized to act on behalf of the membership of the Association during intervals between annual meetings.
- 5.3 A majority of the members of the Executive Committee eligible to serve shall be a quorum for the transaction of business and a vote of the majority of those present shall be sufficient for the passage of a motion or resolution. The Executive Committee may take action on any matter by mail or telephone or other telephonic means, upon due notice to all members of the Executive Committee. In that event, a vote of a majority of all members of the Executive Committee eligible to serve shall be required for the passage of a motion or resolution. Promptly upon completion of a vote by mail or telephone or other telephonic means, the Secretary shall certify the result and shall provide written notice to the members of the Executive Committee and shall record the same in the minutes of the Association.
- 5.4 There shall be a Nominating Committee, chosen by the President and on which shall serve a Past President, if there be one. The Nominating Committee shall solicit suggestions from the members of the Association and thereafter shall select a slate of nominations for officers of the Association and non-ex-officio members of the Executive Committee. The Nominating Committee shall notify the members of the Association of the slate of nominees at least thirty days before the date of the annual meeting at which the members of the Association will elect such officers and members of the Executive Committee. The Nominating Committee shall conduct and supervise the election of officers and members of the Executive Committee and report election results to the President, who shall announce the results.

Article 6 – Meetings

- 6.1 There shall be an annual meeting of all members at a time and location chosen by the Executive Committee. Special meetings of the membership may be called by the President, the Executive Committee, or upon filing with the Secretary-Treasurer of a petition signed by ten members of the Association.
- 6.2 A majority of votes cast by the members at the annual or any special meeting where a quorum is present shall be sufficient for the passage of a motion or resolution.
- 6.3 A quorum of the Association shall consist of not fewer than one-half the membership.

Article 7 – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order shall govern the Association in all cases to which they are not inconsistent with these by-laws or any special rules of order the Association may adopt.

Article 8 – Dues

A schedule of dues for membership shall be proposed annually by the Executive Committee and shall be assessed on each member after approval of the schedule by the membership at the annual meeting. Modifications to the schedule and special assessments to support extraordinary projects may be proposed by the Executive Committee and shall require ratification by a majority of the members through written ballots via mail vote.

Article 9 – Adoption and Amendment of By-Laws

- 9.1 These by-laws shall become effective upon the approval of two-thirds of the members of the Association at an annual or special meeting.
- 9.2 The by-laws may be amended at any annual or special meeting by a two-thirds vote of the members of the Association.

Article 10 – Miscellaneous

- 10.1 The Association shall maintain office facilities at One Dupont Circle, Washington, DC 20036, but the principal office shall be at the location of the then current President of the Association. Costs of maintaining offices of the Association may be reimbursed from funds of the Association upon the approval of the Executive Committee.
- 10.2 The Executive Committee may authorize the Association to enter into and maintain such affiliations with other higher education organizations as may further the purposes of the Association.
- 10.3 The Association, through the Executive Committee, may appoint and compensate an Executive Director, or otherwise provide for administrative assistance for the Association. The duties and responsibilities of an Executive Director or other person providing administrative assistance shall be as determined by the Executive Committee consistent with these by-laws.
- 10.4 Officers and members of the Association or Executive Committee shall receive no compensation for their services.
- 10.5 Business procedures shall be designated from time-to-time by the Executive Committee and be adopted by the membership.

Article 11- Founding Date

The Association was founded in 1979 as the National Council of Heads of Public Higher Education Systems.

January 25, 1992