

# NCACBSS BY-LAWS



Adopted January 15, 2021

## **BY-LAWS**

### **NORTH CAROLINA ASSOCIATION OF COUNTY BOARDS OF SOCIAL SERVICES**

#### **ARTICLE I. NAME**

The name of this association is the North Carolina Association of County Boards of Social Services (the "Association").

#### **ARTICLE II. GOALS AND PURPOSES**

The goals and purposes of the Association are:

1. To serve as an advocate for the interests of County Boards of Social Services, County Departments of Social Services, employees of County Departments of Social Services, and the clients of County Departments of Social Services at the county, state, and federal levels of government;
2. To plan, develop and provide education and training programs for members of County Boards of Social Services;
3. To provide information to members of County Boards of Social Services regarding issues affecting the administration and financing of public assistance and social services programs, and to provide a forum for the exchange of information and ideas among County Boards of Social Services;
4. To increase public understanding, acceptance and support of public assistance and social services programs in North Carolina; and
5. To promote closer working relationships between County Boards of Social Services and County Boards of Commissioners, the Social Services Commission, the Department of Human Resources, and other public and private human services agencies and associations.

#### **ARTICLE III. MEMBERSHIP AND DUES**

##### **Section 1. Membership**

- A. Membership in the Association is open to: (a) any person who is a member of a county board of social services; and (b) any person who has served as a member of a county social services board and is continuously involved in programs affiliated with NCABSS. The term "county social services board" includes a county social services board established pursuant to G.S. 108A-1 or similar legislation, a consolidated county human services board established under G.S. 153A-77, a county human services advisory committee that advises a board of county commissioners that exercises the authority of a county social services board pursuant to G.S. 153A-77, and a board of county commissioners that exercises the authority of a county social services board under G.S. 153A-77.
- B. All members of a county board of social services that has paid institutional dues to the Association on behalf of its members for the current fiscal year are members of the Association. Members of county social services boards that have not paid institutional dues to the Association and former members of county social services boards as identified in Section 1 may become members of the Association by paying individual membership dues. All members of the Association are eligible to serve as officers, directors, and members of committees.

**Section 2. Dues**

- A. The Association’s board of directors shall establish: (a) the amount of annual institutional dues payable by county social services boards on behalf of their members: (b) the amount of annual individual dues payable by other qualified members not currently members of a social services board.
- B. Annual membership dues are payable at the beginning of each fiscal year.

**ARTICLE IV. OFFICERS**

**Section 1. Titles, Election, and Term of Officers**

- A. There are six Association officers. The elected officers of the Association are the president, the vice-president, the second vice-president, the secretary, and the treasurer. Elected officers are also members of the Association’s board of directors. The immediate past-president of the Association shall serve as an officer and member of the board of directors until the current president’s tenure in office is expired.
- B. Voting for elected officers shall be in response to a slate presented by the nominating committee and any additional nominations that may be made from the floor at the time of the election.
- C. The president, vice-president, second vice-president, secretary, and treasurer will be elected by a plurality vote of the individual Association members present and voting at the Association’s annual meeting. The elected officers assume office immediately upon election and hold office until their successors are elected.
- D. The term of office of all elected officers is two years.
- E. Emergency: In the event that the yearly Associational Meeting is cancelled, the officers whose terms were up and/or who were to stand for election will continue in their positions until the next quarterly board meeting. The Nominating Committee will at that time present the slate of officers and the Board will vote on them. The new officers will be elected by plurality vote and shall assume office immediately and continue serving until their successors are elected.

**Section 2. Qualifications of Officers**

- A. Any individual member of the Association may be elected as an officer and may continue to serve as an officer during his or her term if he or she remains a member of the Association.
- B. A member may be re-elected as an officer and may continue to serve as an officer for a second term if he or she remains a member of the Association. An officer’s second term may be extended by one year if the Nominating Committee has not identified a replacement candidate and the membership votes to extend the officer’s second term. A member may not hold concurrently more than one elected office. The immediate past-president may be elected as an officer or director.

**Section 3. Duties of Officers**

- A. **President.** The president shall:
  - 1. Preside at all meetings of the Association,
  - 2. Preside at all meetings of the board of directors,
  - 3. Prepare a proposed agenda for all meetings of the Association and of the board of directors,
  - 4. Determine the time, place, and location of all meetings of the board of directors,
  - 5. Appoint all committees and committee chairs, unless otherwise provided for in these by-laws,
  - 6. Be an ex-officio member of all committees, except the nominating committee,
  - 7. Represent the Association with other agencies and organizations, including the Division of Social Services, the North Carolina Social Services Association, the Social Services Consortium, the NC

Association of County Directors of Social Services, and the NC Association of County Commissioners. He/she may delegate this responsibility as required,

8. Carry out the responsibilities of the immediate past-president if the immediate past-president is no longer a member of the Association or is otherwise unable to exercise his or her responsibilities,
9. Take such additional actions as may be necessary to carry out the programs, policies, and activities of the Association.

**B. Vice-President.** The vice-president shall:

1. Become president of the Association when a vacancy occurs in the office of the president,
2. Consult with and advise the president and, in the absence or disability of the president, exercise the duties of the president,
3. Serve as chair of the program and training committee.

**Second Vice-President.** The second vice-president shall:

1. Become Vice-President of the Association when a vacancy occurs in the office of the Vice-President,
2. Consult with and advise the President and Vice-President,
3. Manage and update the Association's Strategic Plan,
4. Serve as the chair of the Legislative Committee.

**D. Secretary.** The Secretary shall:

1. Record the minutes of all meetings of the Association and of the board of directors.
2. Provide written copies of the minutes of meetings of the board of directors to all officers and directors in a timely manner,
3. Keep accurate copies of the Association's by-laws, rules, resolutions, reports, and other papers.
4. Maintain a roll of the names and addresses of all members of the Association,
5. Mail a notice of the Association's meetings to all members of the Association at least (30) thirty days before the date of the meeting,
6. Provide timely notice of meetings of the board of directors to all officers and directors,
7. Provide such information as the treasurer may require in order to send invoices for membership dues,
8. Serve as chair of the newsletter/communication committee,
9. Perform other duties as requested by the president or board in administering the activities of the Association.

**E. Treasurer.** The treasurer shall:

1. Receive funds owned by the Association,
2. Deposit and invest funds of the Association as approved by the board of directors,
3. Issue checks and disburse Association funds as authorized by the board or in accordance with the approved operating budget of the Association,
4. Maintain complete and accurate financial records for the Association and present written reports in the Association and to the board of directors at each meeting of the Association and the board of directors concerning the financial status of the Association, including receipts, disbursements, and balances,
5. At least thirty days before the beginning of the next fiscal year, send invoices for payment of institutional membership dues to each county board of social services and to all members who paid individual dues during the current fiscal year,
6. Provide such information as the secretary may require in order to maintain a current membership list,
7. Serve as chair of the finance committee,

8. Perform other duties as requested by the president or board in administering the activities of the Association,
9. Be bonded in such amount as determined by the board (the cost of the bond will be paid by the Association and included in the Association's annual budget).

**F. Past-president.** The immediate past-president shall:

1. Consult with and advise the president and board of directors,
2. Chair the nominating committee,
3. Perform other duties as requested by the president or board in administering the activities of the Association.

**Section 4. Vacancies**

- A. If during his or her term, the president resigns, is removed from office, ceases to be a member of the Association, dies, or is otherwise unable to exercise the responsibilities of office, the vice-president will become president for the remainder of the former president's term. If the vice-president is unable or unwilling to fill the vacancy, the board shall elect another officer or director to serve as acting president until the Association's next annual meeting.
- B. If during his or her term, the vice-president, secretary, or treasurer resigns, is removed from office, ceases to be a member of the Association, dies, or is otherwise unable to exercise the responsibilities of office, the board shall elect another officer or director to serve as acting vice-president, acting secretary, or acting treasurer until the Association's next annual meeting, at which time the Association shall elect a vice-president, secretary or treasurer to serve the remainder of the former officer's term.

**Section 5. Transfer of Records**

All officers and committee chairs shall deliver essential records, files, and property of the Association to their successors within one month after leaving office.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Composition, Election, and Term**

- A. The Association's board of directors shall consist of the Association's six officers and fifteen (15) directors.
- B. Three directors must be residents of counties within Region I of the NCACBSS region, three directors must be residents of counties within Region II, three directors must be residents of counties within Region III, three directors must be residents of counties within Region IV, and three directors must be residents of counties within Region V. A director may be elected or appointed out of Region if a candidate cannot be identified within Region.
- C. Voting for directors will be in response to a slate presented by the Nominating Committee and any additional nominations that may be made from the floor at the time of the election.
- D. Directors will be elected by a plurality vote of the members present and voting at the Association's annual meeting. Each individual Association member may cast a vote for each director to be elected, regardless of whether the member and the director are from the same region. The elected directors assume office immediately upon election and hold office until their successors are elected.
- E. Directors serve staggered terms of three years (one director from each region elected each year).
- F. Emergency: in the event that the yearly Associational Meeting is cancelled, the directors whose terms were up and/or who were to stand for election will continue in their positions until the next quarterly board meeting. The Nominating Committee will at that time present the slate of directors

and the Board will vote on them. The new directors will be elected by plurality vote and shall assume office immediately and continue serving until their successors are elected.

**Section 2. Qualifications of Directors**

- A. All directors must be members of the Association at the time they are elected and throughout their terms.
- B. Unless otherwise provided in these by-laws, a director may be re-elected, but may not serve more than two full consecutive terms as a director.

**Section 3. Duties of the Board of Directors**

The board of directors shall:

- 1. Manage and direct the business and affairs of the Association and determine questions of policy that arise between meetings of the Association,
- 2. Determine the amount of institutional and individual membership dues,
- 3. Approve the annual budget for the Association,
- 4. Provide for an annual audit to be made of the financial records of the Association,
- 5. Exercise other duties and responsibilities specified in these by-laws,
- 6. Take such additional actions as may be necessary to carry out the programs, policies, and activities of the Association.

**Section 4. Vacancies**

If during his or her term, a director resigns, is removed from office, ceases to be a member of the Association, dies, or is unable to exercise the responsibilities of office, the president shall appoint another Association member from the same region to serve as an acting director until the Association's next annual meeting, at which time the Association shall elect a director from the same region to serve the former director's remaining term.

**ARTICLE VI. MEETINGS**

**Section 1. Meetings of the Association**

- A. The Association's annual meeting will be held at a time and place established by the board of directors.
- B. Additional meetings of the Association may be held during the year at the discretion of the board.
- C. Notice of meetings shall be sent to all members of the Association at least thirty (30) days before the meeting.

**Section 2. Voting at Association Meetings**

- A. All individual Association members in good standing may vote at Association meetings. Each individual Association member has one vote on all matters.
- B. A majority of the Association members present and voting at a meeting of the Association constitutes a quorum, unless otherwise stipulated in these by-laws.

**Section 3. Meetings of the Board of Directors**

- A. The board of directors shall meet at least four times during each fiscal year including the Annual Meeting, at a date, time, and location determined by the president.
- B. Additional or special meetings of the board may be called by the president, or by at least one-third of the board's membership (all officers and directors excluding unfilled vacancies).

- C. Written notice of board meetings shall be sent to each officer and director (at least two weeks before the date of the meeting whenever possible).
- D. Officers and directors are required to attend at least two board meetings annually. Each officer and director is expected to notify the secretary (before the meeting whenever possible) if he or she is unable to attend a board meeting. An officer or director's absence from a board meeting is considered unexcused unless he or she has provided adequate excuse for his or her absence to the secretary (either before the meeting or within one week after the meeting). If an officer or director fails to attend at least two board meetings each year, or has three unexcused absences from board meetings during his or her term, the board may declare his or her office vacant, and the vacancy shall be filled as provided in these by-laws.

#### **Section 4. Voting at Board Meetings**

- A. A majority of the officers and directors (excluding unfilled vacancies) constitutes a quorum for the conduct of business at a meeting of the board of directors.
- B. A majority of the officers and directors present and voting at a board meeting is necessary for a decision unless otherwise provided by these by-laws.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Standing Committees**

- A. Executive Committee. The executive committee consists of the officers of the Association. The executive Committee may act (by action of a majority of the executive committee at any meeting or by phone) on behalf of the board of directors or other committees when action is necessary and the board or committee is unable to act due to other circumstances. However, actions and decisions by the executive committee must be communicated to all officers and directors as soon as possible after an action or decision and the board may approve or disapprove the executive committee's action or decision at the next board meeting at which a quorum is present.
- B. Program and Training Committee. The vice-president will chair the program and training committee. The president will appoint at least two additional officers or directors to serve on this committee, and may appoint additional members of the Association as committee members. The committee is responsible for planning a program for the Association's annual meeting and for planning (in cooperation with the Institute of Government, the NC Division of Social Services, the North Carolina Social Services Association, or other organizations) education and training events for county social services board members.
- C. Newsletter and Communications Committee. The secretary will chair the newsletter and communication committee. The president will appoint at least two additional officers or directors to serve on this committee, and may appoint additional members of the Association as committee members. The committee is responsible for producing a quarterly newsletter (either directly, by contract, or in cooperation with other public or private human services agencies or associations) that will be sent to all Association members describing the Association's activities and other matters of interest to county social services board members.
- D. Finance Committee. The treasurer will chair the finance committee. The president will appoint at least two additional officers or directors to serve on this committee, and may appoint additional members of the Association as committee members. The finance committee is responsible for overseeing and monitoring the fiscal operations of the Association, for developing a proposed annual budget for approval by the board of directors, and for developing and implementing funding strategies for the Association.

- E. Legislative Committee. The second vice-president will chair the legislative committee. The president will appoint at least two additional officers or directors to serve on this committee, and may appoint additional members of the Association as committee members. The committee is responsible for developing recommendations, subject to approval by the board, concerning legislative and policy matters relating to social services programs, and for working with the Social Services Consortium and other organizations to further the Association’s legislative and policy goals.
- F. Nominating Committee. The immediate past-president will chair the nominating committee. Four additional members of the committee will be elected by the Association’s members at the annual meeting to serve staggered two-year terms. The board of directors will fill vacancies during the terms of members of the nominating committee until the next annual meeting. The nominating committee is responsible for recruiting and nominating candidates for all elected positions (officers, directors, and nominating committee) within the Association. Not less than forty-five (45) days before the Association’s annual meeting, the nominating committee will notify Association members listing the offices that will be elected at the next annual meeting and soliciting nominations for each office. Any member of the Association may make a nomination recommendation to the nominating committee regarding any member who is eligible for election to an office and who has expressed a willingness to serve in that office. Not less than thirty (30) days before the Association’s annual meeting, the nominating committee will prepare a slate of at least one nominee for each office for election at the next annual meeting. The slate approved by the nominating committee will be presented to the Association for election at the annual meeting. However, additional nominations for any office may be made from the floor at the annual meeting.
- G. All appointments to standing committees, except for the nominating committee, are for a term of one year, or until a new appointee replaces the member. The board of directors may assign to a standing committee any additional responsibilities that may be necessary to carry out the programs, policies, and activities of the Association. All committees shall make regular reports of their activities to the board of directors, and shall make a report of their activities during the preceding year and of their planned activities for the coming year to the Association’s members at the annual meeting.

**Section 2. Special Committees**

- A. The board of directors may establish additional special committees that may be necessary to carry out the programs, policies, and activities of the Association, and shall define the duties of special committees.
- B. The president will appoint the chairs and members of all special committees.
- C. Unless otherwise provided by the board, special committees expire at the end of each fiscal year.

**ARTICLE VIII. FISCAL**

**Section 1. Fiscal Year**

The Association’s fiscal year is July 1 through June 30.

**Section 2. Budget and Audit**

- A. The annual budget approved by the board will be submitted to the Association’s members for their information at the annual meeting.
- B. The accounts of the Association shall be audited annually.



**ARTICLE IX. AMENDMENTS**

These by-laws may be amended in whole or in part by the affirmative vote of at least two-thirds of the members of the Board of Directors present and voting at a regular, special or annual meeting of the Association. Any member of the Association may submit, in writing, a proposed amendment to the Board of Directors. Notice of a proposed amendment to these by-laws must be presented to each Board member by email or snail mail at least 30 days before the date of the meeting at which a vote will be taken to amend the by-laws. The Board of Directors present at a regular, special or annual meeting of the Association may waive the notice requirement to amend the by-laws by a unanimous vote.

**ARTICLE X. ACTIVITIES CLAUSE**

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XI. DISSOLUTION CLAUSE**

Upon the dissolution of this 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, or shall be distributed to the federal government, or to a state or local government for a public purpose.

**Adopted January 15, 2021**