NASAA NATIONAL ASSEMBLY of STATE ARTS AGENCIES

Knowledge ▲ Representation ▲ Community

Bylaws of the
National Assembly of State Arts Agencies, Inc.

REVISED October 8, 2025

Article I
Members

1. Membership Structure: Each U.S. state or U.S. jurisdictional arts agency, paying membership dues, is eligible to be a member of the organization, represented by its executive director (or chief executive) and chair upon payment of the applicable dues. A member may designate an acting executive director or an acting chair to represent it for any meeting the member cannot attend. Each member (state or U.S. jurisdictional arts agency) has one undivided vote.

2. Membership Dues: The board of directors may establish or adjust membership dues as needed with approval from the membership. Membership approval shall be by a majority vote of members present at the Annual Meeting or by a majority of votes cast in a ballot vote conducted in accordance with Section 8 of this Article. Failure to pay membership dues may result in termination of membership by a majority vote of the members.

3. Annual Meeting: The members (also referred to as the Assembly) intend to meet at least once a year at a time and place recommended by the president and CEO and approved by the Executive Committee. Meetings may be held in-person, virtually or in hybrid form, provided all participants can communicate with one another.

4. Special Meetings: A special meeting of the members may be called by the chair or at the request of a majority of the members. Special meetings are defined as meetings called outside of regularly scheduled meetings to address matters requiring member action.

5. Meeting Notices: Notice of annual and special meetings for members shall be provided at least 30 days in advance, delivered by email, mail or other electronic means. Notices shall include the date, time, and location or format of the meeting.

6. Annual Review: Each year, the Assembly intends to review the organization's strategic and action plans and may make recommendations to the board of directors.

7. Quorum: A quorum for any meeting of the Assembly consists of representatives from at least half of the members.

8. Ballot Voting: When these bylaws provide for a ballot vote of the membership, such vote may be conducted in person, electronically or by mail. The Executive Committee shall establish reasonable procedures for such votes, including deadlines for response and verification of votes, and shall ensure that all members have an opportunity to participate. A majority of the votes of the ballots that are returned shall be deemed the outcome of member ballot voting.

Article II
Directors

1. The board of directors shall include between 15 and 25 voting members. The precise number shall be determined by some clear process, such as by resolution of the board of directors.

    a. Member-Elected Directors: These directors are elected from the body of state and jurisdictional arts agency representatives during the Assembly's annual or special meetings. They serve three-year terms and may be reelected once, but do not serve more than two consecutive terms. The board shall be elected in such manner that one-third of the number of directors are elected each year. After a one-year break, they may be reelected. Each director must be always affiliated with a member state or U.S. jurisdictional arts agency during their term of office. The board reserves the right to obtain a confirmation of affiliation from the state or U.S. jurisdictional arts agency.

    b. At-Large Directors: The board may appoint up to four of its members as at-large directors. Such individuals shall be elected by majority vote of the board of directors and may serve up to three consecutive two-year terms, with eligibility for additional service thereafter, renewed after a hiatus of one year. The Governance Committee shall be responsible for recommending at-large directors for board service, including renewal of additional terms.

    c. NASAA President and CEO: The NASAA president and CEO shall be an ex officio, nonvoting member of the board.

2. Resignation: A director may resign by submitting written notice to the chair. The resignation is effective upon receipt unless otherwise specified.

3. A director may be removed only at a special meeting of the board of directors called expressly for that purpose. Removal requires a two-thirds vote of all currently filled seats on the board.

4. Vacancies: The board fills vacancies of any unexpired term by a majority vote of the total board.

5. Board Authority: The board of directors shall exercise the powers of directors of a business corporation for the immediate governance, financial oversight and direction of the organization.

6. Quorum: A quorum consists of at least one-half of the voting directors of the board.

7. Meetings: Meetings of the board, including special meetings, may be called by the chair or any five directors. Regular meetings of the board will be determined by the chair and the president and CEO and shared with board members. Meetings may be held in person or virtually, provided all participants can interact. NASAA intends to hold up to four regular meetings of the board of directors each year. Additional special meetings may be called as needed, in accordance with these bylaws.

8. Staff and Leadership: The board hires a president and CEO and authorizes the hiring of additional staff. Responsibilities may be delegated to the president and CEO as appropriate.

9. Roll Calls: Upon demand of any member of the board in attendance at a meeting thereof, and after due debate, the roll shall be called and a vote recorded of any motion, resolution or amendment thereof.

Article III
Officers

1. Officer Roles: Elected officers include the chair (elected by the Assembly), first vice chair, second vice chair, treasurer and secretary (elected by the board). The immediate past chair and the president and CEO (nonvoting) are also officers. These officers make up the Executive Committee, which may act on behalf of the board between meetings.

a. Chair: Leads meetings and appoints committee chairs and committee members subject to board or Assembly guidance. The chair is an ex officio member of all committees except the Nominating Committee.

b. Vice Chairs: First vice chair, followed by second vice chair, step in to fill the chair's role when needed.

c. Treasurer: Oversees financial management of the organization and reporting to the board of directors and members.

d. Secretary: Oversees meeting minutes and recordkeeping for meetings of the board of directors, Executive Committee and members.

2. Terms: The chair serves a two-year term. Other elected officers serve one-year terms. No officer may serve more than two consecutive terms in the same position. The immediate past chair serves for one year.

3. Vacancies: The board fills unexpired terms for the vice chairs, treasurer and secretary.

4. Nominations for elected officers may be made from the floor of the Assembly.

Article IV
Committees

The chair appoints members to standing committees, with board approval. The term of service is one year. Ad hoc committees may be formed by the chair and conclude at the end of the chair's term. The chair serves as an ex officio member of all committees except the Nominating Committee. Committees may include:

- Audit Committee: Oversees the organization's annual independent audit and engagement of the auditor; monitors internal controls and management's adherence to policies; supervises National Endowment for the Arts and other federal audits; and reviews mechanisms for reporting concerns, including the whistleblower process.

- Development Committee: Promotes awareness of NASAA's mission to inspire philanthropic support. It recommends strategies to increase and diversify contributed income; supports the Annual Fund through donor cultivation, solicitation and stewardship; and assists in building relationships with foundation and corporate funders.

- Executive Committee: Serves as NASAA's personnel committee. It is also delegated with the powers of the board in the interval between board meetings.

- Governance Committee: Supports the board in advancing NASAA's mission and strategic plan. It reviews and recommends ways to strengthen board quality, engagement and effectiveness and oversees the appointment of at-large members.

- Nominating Committee: Appointed by the Executive Committee and approved by the board within 120 days after the annual meeting. Recommends candidates for board and chair positions.

- Planning & Budget Committee: Advises the board on planning, budgeting and fiscal matters; reviews program work plans and budgets; monitors revenue and expense trends; and oversees the development, implementation and evaluation of NASAA's strategic plan.

- Task Forces and Working Groups: Accomplish specific goals and are dissolved when the work is done. Task forces and working groups may be established at the direction of the Executive Committee.

For committees other than the Executive Committee, eligibility to serve includes being a NASAA board member, state or U.S. jurisdictional arts agency executive director, deputy director, U.S. jurisdictional arts agency member, or state arts agency chair or council member. An interim executive director from a member agency may serve on a committee until a permanent executive director is appointed.

Article V
Contracts

The president and CEO may enter into contracts or sign documents on behalf of the organization when authorized by the board. (1) The president and CEO shall have the authority to expend any amounts specifically authorized in the budget; (2) the president and CEO shall seek Executive Committee guidance before expending any unbudgeted amounts greater than $100,000; and, (3) the president and CEO shall report to the Executive Committee if NASAA experiences a budget shortfall or windfall that varies more than 10% from the budgeted amount, but allowing for anticipated income high points from conference revenue, and lower points otherwise.

Article VI
Fiscal Year

The fiscal year is established from time to time by the board of directors.

Article VII
Indemnification

The board may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. This includes coverage of legal fees, settlements or penalties. The board shall authorize the purchase of liability insurance.

Article VIII
Exempt Activities

No one representing the organization may act in a way that jeopardizes its tax-exempt status under federal law.

Article IX
Revision of Bylaws

Bylaws may be amended by a majority vote of the members at any meeting, provided notice of proposed changes is given at least 30 days in advance. Between meetings, the Executive Committee may authorize a ballot vote, with results ratified at the next Assembly meeting. The process for conducting ballot votes shall be established by the Executive Committee consistent with Article I, Section 8.

Article X
Parliamentary Authority

The board of directors, the organization's committees and the Assembly engage in decision making by following parliamentary procedures, with decisions made by a motion, second, discussion and majority decision, unless a higher number is required by these bylaws or applicable law. If and when determined by the board, meetings will be held in accordance with the latest edition of Robert's Rules of Order Newly Revised, unless those rules conflict with these bylaws or other adopted procedures.