

CONSTITUTION AND BY-LAWS

Constitution and By-laws

The following is the constitution and by-laws, as presently amended.

ARTICLE I – NAME

This organization shall be known as the National Association of Credit Specialists of the USDA - Farm Service Agency.

ARTICLE II – OBJECTIVES

- A To expand, improve, and expedite the services of USDA Agencies to Rural America.
- B To promote the social, economic, professional and vocational skills, civic and personal welfare of all USDA - Farm Service Agency employees to:
 - (1) Ensure equal status and privileges with other federal and non-federal employees.
 - (2) Improve morale and efficiency by giving suitable recognition both to individual employees and to USDA - Farm Service Agency field offices whose performances are outstanding.
 - (3) To collect and disseminate information relating to items 1 and 2 listed above and to use such information for the general good without favoritism, bias, or prejudice.
- C To help organize associations in all states.
- D To cooperate and affiliate with other organizations whose objectives are similar and compatible with those to this Association

ARTICLE III – MEMBERSHIP

- A. Membership shall consist of four kinds:
 - 1. REGULAR - regular membership shall be those employees, not including political appointees, involved in agricultural credit services that have supervisory and/or program management responsibilities, which pay quarterly dues and agree to abide by the Constitution and By-Laws of this Association.
 - 2. ASSOCIATE - All individuals who have an interest in the objectives of the Association but do not qualify for regular membership, who pay dues and agree to abide by the Constitution and By-laws of this Association.
 - 3. RETIRED - All retired employees of the USDA Agencies shall be eligible for retired membership by payment of annual dues and agreeing to abide by the Constitution and By-laws of this Association.
 - 4. HONORARY - Any person who the Board of Directors shall recommend and receive a 2/3 vote from the official delegates at the annual meeting.
- B. Regular membership only, shall carry with it the privilege of holding any office to which they may be elected or appointed and can represent their state if appointed a delegate and have voting privileges on matters brought before the Association.

- C. Membership in this organization will be free of discrimination in terms of membership or treatment because of race, color, religion, sex, national origin or age.
- D. To qualify for membership in the National Association, an individual must be a member of a State Association or a duly recognized Association of Credit Specialists working in a state, regional or national office.
- E. With exception to duly recognized State Associations, all state, regional or national office associations must submit a copy of their proposed Constitution and By-Laws to the NACS-FSA Board of Directors for review and acceptance. The proposed Constitution and By-Laws must clearly define their proposed membership criteria.

ARTICLE IV – GOVERNMENT

A. OFFICERS

Officers of this Association shall be a President, Vice President, Secretary and Treasurer, who shall hold office for one year, or until their successors are duly elected and qualified.

B. BOARD OF DIRECTORS

The Board of Directors shall consist of the newly elected officers, the retiring president and the zone representatives. For the first year of the newly formed Association, the retiring president shall be the 1995/1996 president of the dissolved National Association of County Supervisors.

C. The four officers and past president shall be the executive committee.

D. Manner of Election

- 1. Each state or duly recognized association in good standing on the first day of the national convention shall be entitled to the following delegates and alternates based on the regular membership in the respective association:

Membership	Delegates	Alternates
1-10	2	2
11-25	3	3
26-40	4	4
41 - +	5	5

Membership shall be shown by the records of the National Association Treasurer as of the first day of the National Convention. Selection of each delegate and alternate shall be evidenced by a certificate signed by the President or Secretary of each state or recognized association.

- 2. Only registered delegates with certified credentials and present, shall be entitled to vote and each such delegate may cast one vote at each election and on every question submitted to the convention.
- 3. A majority of the registered delegates with credentials, present at any convention, shall constitute a quorum.
- 4. The election of the President, Vice President, Secretary, and Treasurer shall be at the annual convention with the membership in attendance and the state delegates casting votes as prescribed.

5. The Nation will be divided into zones as determined by the Board of Directors. The Board of Directors will assign each new association to a Zone. The Zone Representatives will be bound by the wishes of their zone at the Board of Directors meeting and will cast votes in keeping with the instructions given. The zone representatives shall be elected by ballot at the annual meeting by the delegates of the states or recognized associations comprising the zone.
 6. Election shall be by ballot. The candidate receiving a majority vote shall be declared elected. If no candidate receives a majority, the two candidates receiving the most votes shall be again voted on.
 7. A vacancy in any office shall be filled by a majority vote of the Board of Directors. The appointee shall serve until a successor is elected at an annual meeting.
- E. Newly elected officers and representatives shall be installed following election at the annual meeting.

ARTICLE V - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

- A. The duties of the officers shall be those normally devolved upon such positions.
- B. The President, with the advice and consent of the Board of Directors, shall appoint such standing and special committees deemed necessary, and shall be a member ex-officio of all committees.
- C. The Officers and the Board of Directors shall:
 1. Have power to transact all business of an emergency nature that may arise between annual meetings.
 2. Act as a program committee, appointing sub -committees from among the membership as necessary.

ARTICLE VI – MEETINGS

- A. Annual meetings shall be held at a time and place designated by a committee delegated this task.
- B. Committee meetings shall be held immediately prior to and during the convention, the purpose of which will be to review proposed resolutions to be presented at the annual meeting. A vote will be taken to recommend either adoption or non-adoption of each resolution. Each committee member shall be entitled to one vote on the question of recommendation. The committee members shall take a non-binding poll of the other members present. The question of recommendation shall not be considered to be a question as defined in Article IV, Section D2. Each committee shall present a report to the annual meeting. The format of the report is to be approved by the Board of Directors. This format shall include, at a minimum, a list of proposed resolutions recommended for adoption and a list of proposed resolutions not recommended for adoption. The committee shall have the authority to consolidate similar resolutions and edit resolutions without changing their original intent.
- C. Meetings of the officers and Board of Directors shall be at the call of the President or by a majority of the Directors, not less than two meetings annually. No meeting of the Board of Directors shall be held without due notice to all members thereof.

ARTICLE VII – AMENDMENTS

- A. The constitution may be amended at any membership meeting by a two thirds (2/3) vote of those present, provided notice of the proposed amendment is properly posted to the NACS FSA web site thirty (30) days prior to the meeting for review by the membership or three-fourths (3/4) vote of the active members present and three-fourths (3/4) vote of the delegates present if no notice has been given.

BY-LAWS

ARTICLE I - DUES AND FISCAL YEAR

- A. Annual dues shall be determined by the Board of Directors.
 - 1. State may pay dues either annually or quarterly. State paying dues annually, must pay in advance versus arrears
 - 2. States paying quarterly shall have their dues due and payable in alignment with the NACS fiscal year. (Dues shall be due and payable on June 1st, September 1st, December 1st and March 1st.)
- B. The fiscal year shall be June 1 to May 31.

ARTICLE II – QUORUM

- A. A majority of the registered delegates with certified credentials, present at any convention shall constitute a quorum.

ARTICLE III – FINANCES

- A. No debts shall be contracted or liabilities incurred by or on behalf of the Association in excess of cash on hand.
- B. Bills shall be paid by the Treasurer, on the approval of the Board of Directors, and the minutes shall reflect such approval. The Treasurer has the authority to pay bills within an approved budget.
- C. The Treasurer shall give financial reports at annual, special, and Board of Directors meetings.
- D. The books of the Treasurer shall be audited annually by a committee appointed for that purpose.
 - 1. The audit committee shall be composed of one representative from each zone and no representative shall be from a state with an executive committee member.
 - 2. The Treasurer's books shall be reconciled as of May 31 of each year.
- E. Net earnings shall not be distributed for the benefit of any one member.
- F. Should dissolution occur, all remaining funds in the Treasury shall be distributed as determined by a majority vote of the Board of Directors.

ARTICLE IV - AMENDMENTS OF BY-LAWS

Amendment of the By-laws shall be done in the same manner provided amending the constitution.

ARTICLE V – MEETINGS

A. Conduct of meeting - "*Robert's Rules of Order*", latest edition, shall govern the conduct of all meetings and proceedings.

B. Order of Business

Roll Call Reading, correction, approval of minutes of last meeting Reports of officers Reports of committees Old Business New Business Election of Officers and Board of Directors Miscellaneous Business Installation of new officers and board members Adjournment

Adopted: July 10, 1996

Amended June 27, 2007

Amended June 18, 2008

Amended June 23, 2010

Amended June 22, 2011