NATIONAL CONFERENCE OF STATE SOCIETIES
TAX EXEMPT INFORMATION

The National Conference of State Societies is a Federal tax-exempt organization under Section 501 (c)(4), IRS Code of 1954, as amended.

NCSS CHARITY FUND

The National Conference of State Societies ("NCSS") Charity Fund is a Federal tax-exempt organization under Section 501(c)(3), Internal Revenue Code of 1954, as amended. The District Director, Internal Revenue Service, U.S. Treasury Department, informed the NCSS Charity Fund on May 26, 1970 that:

> "Based on information supplied, we have determined that you are exempt from Federal Income tax under section 501(c)(3), of the Internal Revenue Code. Donors may deduct contributions to you, as provided in section 170 of the code. Bequests, Legacies, devises, transfers, or gifts to you or for your uses are deductible for federal estate and gifts."

Bylaws of The National Conference of State Societies
As Revised February 10, 2011

ARTICLE 1. Purpose and Authority.

Section 1. Purpose. The purpose of the National Conference of State Societies, hereafter called the "NCSS" or the "Conference", is to:

- **A.** Promote friendly and cooperative relations among the various State and Territorial Societies in the District of Columbia and environs;
- **B.** Foster, encourage, and participate in educational, cultural, charitable civic and patriotic programs;
- **C.** Act as the contact agent and liaison with State and Territorial Societies for conducting local, regional and national programs and activities; and
- **D.** Organize and conduct certain annual Cherry Blossom Festival events and other national or international activities involving the State and Territorial Societies.

Section 2. Authority. The NCSS operates under the authority granted by Public Law 82-293, as passed by the United States Congress on April 3, 1952, and as subsequently amended by Public Law 105-225 signed into law on August 12, 1998.

ARTICLE 2. Membership.

Section 1. Membership. The Membership of the Conference shall consist of the various State and Territorial Societies that are recognized as being in good standing with the Conference. State and Territorial Societies that are in good standing with the Conference shall have the rights,

benefits and privileges as set forth in the cited Statutes and NCSS Bylaws, including the right of participation in the activities and programs of the Conference as established and approved by the Governing Board.

Section 2. Certification. Membership in the Conference is exercised through membership in a State or Territorial Society that is recognized by the Conference. Certification of a State or Territorial Society by the Conference shall be granted by the Governing Board to any Society that:

- **A.** Is approved by a simple majority vote of the Governing Board;
- **B.** Agrees to uphold and maintain the purpose, objectives and integrity of the Conference;
- **C.** Pays Conference dues and assessments when due;
- **D.** Complies with the Conference membership requirements as set forth by the Governing Board; and
- **E.** Keeps the Conference informed, on a current basis, of the names, preferred addresses (including electronic mail), and telephone numbers of its President, Governing Board Delegate and Alternate Delegate (if any), Secretary, and Treasurer, and the date of its annual elections or appointment of officers.

Section 3. Good Standing. A State or Territorial Society that has been approved by the Governing Board shall be considered a member in good standing so long as it complies with the Membership requirements set forth in Article 2, Section 1, and Article 2, Section 2. A member in good standing shall not be deprived of or suspended from its membership, or have its State or Territory represented in the Conference by any other organization.

Section 4. Dues. An annual dues invoice notice shall be sent, by either electronic or U.S. mail, to the President, Governing Board Delegate, or Treasurer of each State and Territorial Society. In order to sponsor an NCSS-recognized Cherry Blossom Festival Princess, a State or Territorial Society must be in good standing with the Conference.

Section 5. Voting Rights. For all matters voted on by the Governing Board, each State and Territorial Society shall be entitled to cast one vote in-person by its authorized representative. Accordingly, proxy voting shall not be permitted.

The currently-elected President of any State and Territorial Society, or other authorized representative, may amend or correct its membership roster at any time by notifying the NCSS Secretary, by either electronic or U.S. mail, of any such changes.

ARTICLE 3. The Governing Board.

Section 1. Authority & Responsibility. The Governing Board shall:

- **A**. Have supervision, control and direction of the affairs of the Conference, its committees and publications;
- **B**. Determine its policies and/or changes therein;
- **C**. Actively pursue the Conference's objectives;

D. Establish the financial policies of the Conference; and
E. Be responsible for the interpretation of these bylaws.

F. The Governing Board may also adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain responsibilities, by a simple majority vote, to the Executive Committee and/or appointed professional staff pursuant to Article 8.

Section 2. Membership. The Governing Board shall consist of the duly authorized voting representative of each Stare and Territorial Society in good standing. Persons authorized to vote on behalf of their State or Territorial Society are defined in Article 2, Section 5.

Section 3. Governance. The Governing Board shall establish the amount of NCSS dues and any delinquency charges for such dues, elect its own officers, fill vacancies in any office, amend the bylaws, approve contract and major expenditures, and approve an annual budget.

Section 4. Quorum. Quorum shall consist of twelve (12) members of the Governing Board present.

Section 5. Majority. A simple majority of all Governing Board members present and voting shall be required to carry a motion before the body, except that the affirmative vote of two-thirds (2/3) of such members shall be required to:

A. Set the amount of State and Territorial Society dues to NCSS;
B. Amend the bylaws; and
C. Remove any elected officer for cause.

Section 6. Conduct of Business. Except as provided for in these bylaws, or by other resolution of the Governing Board, all meetings of the Governing Board and Executive Committee shall be conducted pursuant to the provisions of *Robert's Rules of Order Revised*, as interpreted by the NCSS Parliamentarian.

Section 7. Past Presidents. All past presidents of NCSS, who are members in good standing of a State or Territorial Society in good standing with NCSS, shall be entitled to the privilege and benefits of the floor at Governing Board meetings and otherwise participate on the same basis as members of the Governing Board, except that of a vote, unless otherwise qualified by their State or Territorial Society to vote on behalf of that Society. Past Presidents shall be entitled to be listed in the NCSS directory, receive all NCSS mailings and enjoy the benefits of invitations to all official Conference functions.

ARTICLE 4. Meetings.

Section 1. Meetings. The Governing Board shall meet ten (10) times per year. Regular meetings of the Governing Board shall be held on the second Thursday of each month, except for July and August when there shall be no meeting. Special meetings may be held at other times at the call of the President.

Section 2. Notice. Written notice for all meetings shall be sent to all Conference members by either electronic or U.S. mail, or posted on the official NCSS website at least seven calendar (7) days prior to the meeting date.

Section 3. Quorum. If any meeting of the Governing Board lacks a quorum, no official business shall be transacted.

ARTICLE 5. Officers & their Duties.

Section 1. Elected Officers. The elected officers of the NCSS shall be:

A. President;
B. First Vice President and Festival Chair;
C. Vice President - External Affairs;
D. Vice President - Internal Affairs;
E. Vice President - Marketing/Public Relations;
F. Treasurer; and
G. Secretary.

H. In accordance with Article 5, Section 3, the President may also appoint an Assistant Secretary, Assistant Treasurer, Historian, Parliamentarian, Executive Director, and General Counsel.

Section 2. President. The President shall be the Chief Executive Officer of the Conference and, subject to the direction and control of the Governing Board, shall have general charge and supervision of NCSS affairs and preside over meetings of the Governing Board and Executive Committee. The President shall communicate to the members of the Governing Board such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Conference.

Section 3. Authority & Responsibilities. The President, pursuant to Article 3, Section 1, and Article 3, Section 3, shall be authorized to sign, acknowledge, and deliver all contracts, orders, deeds, liens, guarantees, licenses, and other instruments of special nature that have been approved by the Governing Board, and may also perform such other duties as the Governing Board may assign. The President shall be responsible for providing administrative support and facilities, which the Governing Board, or any committee thereof, may find necessary or convenient in the performance of its duties and activities.

Pursuant to Article 5, Section 1, the President, with the concurrence of the Executive Committee and ratification by the Governing Board, may appoint an Executive Director and assign the Executive Director such duties as deemed necessary for the efficient management of Conference affairs. The President, with the concurrence of the Executive Committee and ratification by the Governing Board, may also appoint an Assistant Secretary, Assistant Treasurer, Historian, Parliamentarian, and General Counsel. The appointed Executive Director, Assistant Secretary, Assistant Treasurer, Historian, Parliamentarian, and General Counsel positions shall be non-voting, ex-officio members of the Executive Committee.

Section 4. Committees. The President shall serve as a voting member of all committees except the Nominating Committee, and shall be responsible for the appointment of all Committee Chairs except as stipulated in Article 5, Section 6. Any appointed Executive Director shall also serve on each committee as a nonvoting, ex-officio member. Committees shall consist of at least three (3) members in good standing with the Conference.

Section 5. Audit. Pursuant to provisions of Public Law 105-225, the President shall direct the Treasurer to arrange for an annual audit, which shall cover the fiscal year January 1 – December 31. The President or Treasurer shall submit copies of the annual audit report to the Executive Committee and Governing Board and forward the report to the Chairman of the Judiciary Committee of the U.S. House of Representatives or to such other officer of Congress as may be required by Public Law 105-225.

Section 6. First Vice President. The First Vice President shall preside at all official meetings of the Conference in the absence of the President and shall perform such other duties that may be delegated by the President and/or the Governing Board, or otherwise outlined in Article 5, Section 3. The First Vice President shall serve as Chair of the NCSS Cherry Blossom Festival Committee and, with the concurrence of the President and the Executive Committee, be responsible for the selection and appointment of all Festival Subcommittee Chairs. The First Vice President, in conjunction with the President, shall also maintain relations with the Japanese Embassy, Japanese organizations, and other organizations participating in the annual Washington, D.C., National Cherry Blossom Festival.

Section 7. Vice President - External Affairs. The Vice President – External Affairs shall be responsible for Conference relations with the U.S. Congress, Federal and State government agencies, local governments, foreign embassies and their National Societies, and various business, social and charitable organizations that may have business with the Conference or that the Conference wishes to establish relations with, in order to promote a better understanding of Conference activities and objectives.

Section 8. Vice President - Internal Affairs. The Vice President – Internal Affairs shall be responsible for all liaison activities with the State and Territorial Societies and, in consultation with the President and Executive Committee, may appoint Regional Directors who shall maintain liaison with the State and Territorial Societies assigned to them. The Vice President – Internal Affairs may be assigned other powers and duties by the Governing Board in addition to those stipulated in these bylaws.

Section 9. Vice President - Marketing/Public Relations. The Vice President - Marketing/Public Relations shall be responsible for all publicity and fundraising activities and disseminating information on Conference and National Cherry Blossom Festival activities to appropriate media outlets locally and nationally, and communicating Conference objectives and newsworthy information to interested parties and the public. The Vice President for Marketing/Public Relations may designate others to assist in these activities.

Section 10. Secretary. The Secretary of NCSS shall have charge of the Corporate Seal and responsibilities thereof, be custodian of all NCSS records, and be responsible for providing

notice of all meetings. The Secretary may be assigned other powers and duties by the Governing Board in addition to those stipulated in these bylaws.

The Secretary or a designee shall record and prepare written minutes of all Governing Board and Executive Committee meetings. The Secretary or a designee shall also call the roll of States and Territorial Societies and determine the presence or absence of a quorum at meetings of the Governing Board or Executive Committee.

Section 11. Treasurer. The Treasurer of NCSS shall be in charge of the Conference's funds and financial records. The Treasurer shall be responsible for all moneys, securities, and investment instruments of NCSS, shall collect all funds and/or assessments, and pursuant to Article 3, Section 1, and Article 3, Section 3, shall handle the authorized disbursement of NCSS funds. The Treasurer shall see to the establishing of proper accounting procedures for the handling of Conference funds and shall be responsible for keeping the funds in such banks, trust companies, or investments.

ARTICLE 6. Election of Officers.

Section 1. Election. The annual election of NCSS officers shall take office at the May meeting of the Governing Board and the elected officers shall take office immediately.

Section 2. Nominating Committee. Not later than the April meeting of the Governing Board, the President shall appoint a Nominating Committee consisting of five (5) members of the Governing Board, each of whom shall be from a different State or Territorial Society. The President shall designate one (1) of the five (5) members to serve as the Chair.

Section 3. Eligibility. To be eligible for nomination and election to NCSS office, candidates for the office of President shall be a member of a State or Territorial Society in good standing with the Conference and have served as a member of the Governing Board for a period of at least one (1) year prior to the election. Candidates for the office of First Vice President, Vice President - External Affairs, Vice President - Internal Affairs, Vice President – Marketing/Public Relations, Secretary, or Treasurer, shall have served as a member of the board of their State or Territorial Society, that is in good standing with the Conference, for a period of at least one (1) year prior to the election.

Two (2) persons related by blood or marriage or in communal relationship, or two (2) persons representing the same State or Territorial Society shall not be nominated or elected as an NCSS officer in any given Election Cycle. Having served as President, an individual is ineligible to serve in any other office. These restrictions shall not be waived.

Any Governing Board member shall have the right to propose a nomination from the floor for President, and First Vice President, Vice President - External Affairs, Vice President - Internal Affairs, Vice President - Marketing/Public Relations, Secretary, or Treasurer provided such nominees meet the requirements as outlined above. Nominations from the floor shall also require a second from another person also voting on behalf of a State or Territorial Society.

Section 4. Notice. The Secretary shall send the report of the Nominating Committee, by either electronic mail or U.S. mail, to all Presidents and Delegates at least ten (10) calendar days before the annual meeting in May.

Section 5. Election. Pursuant to Article 2, Section 5; Article 3, Section 3; Article 3, Section 4; Article 3, Section 5; Article 4, Section 3; Article 6, Section 1, and Article 6, Section 3, election of officers shall be by secret ballot unless there is no contest for the office, in which case a motion to elect an officer by acclamation shall be in order. The President shall appoint one (1) Judge of Elections and two (2) Tellers, if necessary, to receive and count ballots and certify the results of voting to the President.

Section 6. Service. Elected officers shall assume their duties following the election and shall serve in office until the Governing Board has duly elected their successors. The President and First Vice President are limited to one (1) term in each of those offices; however, the term limit may be waived by a two-thirds (2/3) vote of the Governing Board at a duly convened meeting. Officers serving as Vice Presidents, Secretary and Treasurer, may, if duly elected each year by a majority vote, serve additional terms in their respective offices.

ARTICLE 7. Vacancy in Office.

Section 1. Unexpired Term. In case of a vacancy in any elected office prior to the expiration of a term, the Executive Committee may recommend a candidate and the Governing Board shall elect a new officer at the next Governing Board meeting to serve for the remainder of the unexpired term. A candidate elected to fulfill an unexpired term shall be subject to the eligibility requirements as defined in Article 6, Section 3.

Section 2. Vacancy. In the event that a vacancy is created in the office of President through death, incapacity, resignation, or relocation outside of the greater Washington, D.C. area, the First Vice President shall assume the Presidency, until such vacancy can be filled as provided for in Article 7, Section 1. If the First Vice President's office becomes vacant at the same time, then the Executive Committee, by a vote of its remaining members, shall select one of the remaining Vice Presidents to assume temporary chairmanship of both the Governing Board and Executive Committee until the Governing Board can act to fill the vacancy(ies). Vacancy(ies) shall be filled as provided for in Article 7, Section 1.

ARTICLE 8. Executive Committee.

Section 1. Membership. The Executive Committee shall consist of the President, First Vice President, Vice President –External Affairs, Vice President – Internal Affairs, Vice President – Marketing/Public Relations, Secretary, and the Treasurer. The Immediate Past President, Assistant Secretary, Assistant Treasurer, Historian, Parliamentarian, General Counsel, and Executive Director shall be entitled to attend and participate in Executive Committee meetings but shall not have a vote and their presence shall not be counted for purposes of a quorum.

Section 2. Duties and Responsibilities. The Executive Committee shall act in place of the Governing Board between Board meetings and on all matters except those specifically reserved to the Governing Board by these bylaws.

The Executive Committee shall oversee the financial affairs of the Conference and can exercise all powers of NCSS which are directed, required, or permitted to be done by the Governing Board under Public Law 105-225, or by these bylaws and other applicable law; provided however, that the Executive Committee shall not have the power to dispose of NCSS assets, undertake a plan of reorganization, or dissolve the NCSS; nor shall the Executive Committee have the power to do or permit to be done, any act or omission, which would cause NCSS to lose its tax-exempt status under the Internal Revenue Code of 1954 and the statutes of the District of Columbia, as the same shall be amended from time to time.

The Executive Committee shall consider the reports from the Committees and any and all other matters relating to the property, affairs, and business of NCSS. Actions of the Executive Committee will be reported to the Governing Board by either electronic or U.S. mail or at the next Board meeting.

Section 3. Voting. Voting members of the Executive Committee may cast one (1) vote on any matter, which must be decided, by a vote. A quorum for Executive Committee meetings shall be a minimum of four (4) members. Proxy voting shall not be permitted at Executive Committee meetings.

ARTICLE 9. Committees.

Section 1. Standing Committees. The President, with the advice of the Executive Committee and concurrence of the Governing Board, may appoint such committees or task forces to meet the needs of NCSS. Such committees must have at least three (3) members and Committee terms will run concurrent with the term of the President, unless otherwise established by a majority vote of the Governing Board. Copies of any Committee reports shall be given to the President and Secretary.

Section 2. Removal. Removal of a Committee chair or member for cause shall require a two-thirds (2/3) majority vote of the Governing Board.

ARTICLE 10. Amendments and Severability.

Section 1. Amendments. Pursuant to Article 2, Section 5; Article 3, Section 3; Article 3, Section 4; Article 3, Section 5; Article 3, Section 6: and Article 4, Section 4, these bylaws may be amended as herein provided at any meeting of the Governing Board. Written notice stating language of the amendment or amendments must be sent, by either electronic mail or U.S. mail, to all Society Presidents, NCSS Delegates, NCSS Alternate Delegates, and other persons authorized to vote on behalf of a state at least ten calendar (10) days prior to the Governing Board meeting at which the adoption of the amendment or amendments shall be considered.

Section 2. Severance. If any part of these bylaws shall become obsolete or null and void by reason of changes in Federal or State law or regulations, the remaining bylaws shall remain in force until they are amended by the Governing Board to conform with changes in the law.

ARTICLE 11. Effective Date.

Section 1. Effective Date. This revision to the NCSS Bylaws shall be effective immediately upon its approval by the affirmative vote of two-thirds of the members of the Governing Board present and voting at any regularly scheduled meeting of the Governing Board which has established a quorum of at least twelve (12) members and for which proper written notice has been given.