



BYLAWS

ARTICLE I - NAME

The name of this organization shall be the National Alliance of State and Territorial AIDS Directors, Inc.

ARTICLE II - PURPOSE

The purpose of this organization shall be to:

- A. Provide a forum for technical assistance and dissemination of information about effective prevention and continuum of care programs among members of the Alliance;
- B. Assist members of the Alliance in the local and national implementation of the core public health functions of assessment, assurance and policy development related to HIV programs;
- C. Develop and implement funded programs that impact the national and global landscape of HIV; and
- D. Network or affiliate with appropriate organizations working towards comparable goals.

ARTICLE III - MEMBERSHIP

- A. Active membership shall be limited to the one person who is designated by the government of the following areas as the person who is actively engaged in directing the AIDS prevention and continuum of care program effort for that government: states; territories; trust; and Washington, D.C. In the event that AIDS prevention and continuum of care are managed by two individuals from an eligible governmental jurisdiction, either individual may represent the jurisdiction in Alliance business. However, each government represented shall be entitled to only one vote in official decisions or business of the organization. Only one jurisdictional member may serve on the Executive Committee or hold an elected office of the Alliance; and
- B. Any member or officer may be suspended or terminated after a hearing or an opportunity to be heard by a simple majority of the Executive Committee (9) for any act considered by the Executive Committee to be injurious or prejudicial to the interests of the Alliance. Indebtedness to the Alliance may also be grounds for suspension or termination. No accused or accusing member shall be entitled to vote on the question of suspension or expulsion.

ARTICLE IV - EXECUTIVE COMMITTEE

The governing body of the Alliance shall be known as the Executive Committee. The Executive Committee shall:

- A. Have authority to act for and in the name of the Alliance on matters requiring action and shall report such actions to members of the Alliance as soon as possible;
- B. Propose amendments to the by-laws for approval by the members of the Alliance and shall enforce the by-laws that are in effect;
- C. Assure that all monies of the Alliance are used solely for furthering the mission of the Alliance;
- D. Keep written records of all Executive Committee proceedings and provide a summary report to the members of the Alliance within 30 days of each Executive Committee meeting;
- E. Decide all questions before the Executive Committee by majority vote with the Chair having the deciding vote in the event of a tie;
- F. Permit any findings or actions of the Executive Committee to be subject to reconsideration, by the Alliance membership on a motion, in writing, by an active member, at the next Executive Committee meeting; or as indicated by the active member at the next annual meeting;
- G. Be composed of the four (4) elected officers and fifteen (15) members-at-large. The combined membership of the Executive Committee should reflect sensitivity to geographic balance and disease prevalence. The immediate Past-Chair and the Executive Director of the Alliance are ex-officio members of the executive committee.
- H. The outgoing NASTAD Chair will automatically be appointed to a one-year seat on the Executive Committee, to serve in an *ex officio* capacity for the purpose of continuity and communication, unless the outgoing chair is elected to a regular seat on the Executive Committee; and
- I. Have the authority to establish contracts and to set the salary of, employ or terminate an Executive Director of the Alliance.

ARTICLE V - OFFICERS AND ELECTIONS

The officers of the Alliance shall be the Chair, the Vice-Chair, the Chair-Elect, the Secretary-Treasurer, and the Alliance Executive Director as a non-voting member. The Vice-Chair, the Chair-Elect, and the Secretary-Treasurer shall be elected for a one-year term by a majority vote of the

membership at each annual meeting. These officers shall serve in their elected position from the close of the annual meeting until the close of the next annual meeting. The Chair-Elect shall serve as the Chair in the following year.

In the case of a vacancy in the office of the Chair, the Vice-Chair shall serve as the Chair. In the event of a vacancy in the Vice-Chair or Secretary-Treasurer, the elected members of the Executive Committee shall elect a successor Vice-Chair or Secretary-Treasurer from among themselves to serve the remainder of the term. An Executive Committee member elected to succeed to a vacant Vice-Chair or Secretary-Treasurer position retains their non-officer Executive Committee appointment for the full balance of their current term.

In the event of a vacancy in the office of Chair-Elect, a new Chair-Elect will be elected by the membership. The Membership Committee will present a list of candidates to the membership for this position and voting will be by secret ballot. The membership will elect a new Chair-Elect by emailing or faxing their choice to a designated NASTAD staff member. The staff member will collect and tabulate the votes and report the results back to the membership committee. The membership committee will establish a deadline for receipt of the votes. If an Executive Committee member is elected to succeed to a vacant Chair-Elect position they will not retain their non-officer Executive Committee appointment. The new Chair-Elect shall serve in this elected position until the close of the next annual meeting and shall serve as the Chair in the following year.

Election of officers and Executive Committee members shall be by secret ballot of members present at the annual meeting provided there is a quorum. Members who do not attend the annual meeting may vote by absentee ballot to be distributed 21 days prior to the meeting and cast at the annual meeting. Starting with the Chair-Elect, a secret ballot shall be held for each office requiring election. The membership committee shall prepare a slate of officers and executive committee members to serve specific periods of time. The nominations are to be presented to the members of the Alliance 21 days prior to the annual meeting. Additional names may be added prior to the ballot by nominations from the floor. A majority vote of those voting shall be required to elect officers. If more than two persons are on the ballot for any given office and none has received the majority of the votes cast, the person receiving the least number of votes on the first and each consecutive ballot shall be deleted from succeeding ballots. Members of the Executive Committee shall be elected by a single ballot and according to those receiving the most votes, i.e., if more persons are on the ballot than which positions exist, the person(s) receiving the least votes is not elected.

An office of the Alliance shall be considered vacant when the officer in question is taken by death, resigns, or becomes ineligible to continue as an active member of the Alliance.

At each annual meeting, five Executive Committee members shall be elected to serve three-year terms, replacing those members whose terms have expired, or serve specific periods of time replacing those members who have vacated their seat before their term expired. Those members will sit on the executive committee for the period of time remaining on those terms.

In the event of a vacancy in the non-officer members of the Executive Committee, the membership

committee submits a list of at least two candidates within 45 days of the announcement of the vacancy to the Executive Committee giving full consideration to maintaining the geographic, epidemiological and state composition of the Executive Committee. The Executive Committee will approve the ballot and forward it to the membership for a final vote for a successor to complete the vacant position until the remainder of that seat's term.

ARTICLE VI - DUTIES OF THE OFFICERS

The duties of the officers shall be as follows:

- A. The Chair shall preside over the annual meeting of the Alliance and all meetings of the Executive Committee, and shall supervise the affairs of the Alliance. In the absence of the Chair, the presiding officer shall be determined by order of succession.
- B. The Vice-Chair shall serve as Chair in the case of a temporary absence of the Chair. In the case of a vacancy in the office of the Chair, the Vice-Chair shall serve as the Chair for the remainder of the term.
- C. The Chair-Elect shall serve as the NASTAD chair in the following year.
- D. The Secretary-Treasurer shall insure that all resolutions and proceedings of meetings are recorded and distributed to Alliance members within 30 days of any meeting. The Secretary-Treasurer shall insure that notices of all meetings are issued; shall insure that a record is appropriately kept of all monies payable to the Alliance; shall insure that a register is kept of all members of the Alliance; and shall insure performance of all duties pertaining to the office of Secretary-Treasurer. All monies payable by the Alliance shall be paid by checks signed by the Secretary-Treasurer, Executive Director, or duly appointed senior NASTAD staff.
- E. The responsibility for administration and management of Alliance operations shall be vested in a salaried staff head, employed by and directly responsible to the Executive Committee. He/she shall have the title of Executive Director. Subject to the budget approved by the Executive Committee, he/she shall employ and may terminate the employment of staff necessary to complete the work of the Alliance.

ARTICLE VII - COMMITTEES

- A. In addition to the Executive Committee, there shall be the following committees: a Membership Committee, a Finance Committee, an Audit Committee and any special committees (e.g., federal agency interface, advocacy subcommittees or other committees), as may be authorized by the Executive Committee or as resolved by the membership of the Alliance.
- B. The respective chairs and members of the standing and special committees, other than the

Executive Committee, Audit Committee and Finance Committee , shall be jointly appointed by the Chair and Vice-Chair of the Alliance unless otherwise ordered by the Executive Committee. Members of the Finance and Audit Committees shall be appointed by the Membership Committee in consultation with the Executive Committee. Members of the Executive Committee shall be appointed through election of the general membership as outlined in these Bylaws.

- C. All committee reports shall be provided in writing to the Secretary-Treasurer within 30 days following meetings.

ARTICLE VIII - MEETINGS

There shall be an annual meeting once each calendar year at a time and place determined by the Executive Committee. The Executive Committee shall convene, at the request of the Chair no less than (4) times annually. On petition of the majority of the membership, the Chair shall convene a special meeting of the Alliance membership.

ARTICLE IX - QUORUM

For annual meetings, a quorum shall consist of, at a minimum, a simple majority of the active membership of the Alliance. For Executive Committee meetings, a quorum shall consist of a simple majority of the elected members (8) and two officers. For both types of meetings, a quorum is required before voting occurs.

ARTICLE X - DUES

The annual dues for each active member of the Alliance shall be established by the Executive Committee by the first of the first month of each fiscal year and payable within 60 days of notice. The fiscal year will begin October 1 and end September 30 of the following year.

ARTICLE XI - AFFILIATION

The Alliance shall affiliate, based on a two-thirds vote of the active membership, with any organization having comparable goals to those of the Alliance.

ARTICLE XII - RULES OF ORDER

Should a procedural dispute arise, the rules of parliamentary procedure, according to the latest edition of Robert's Rules of Order, shall govern the Alliance meetings.

ARTICLE XIII - AMENDMENTS

The By-laws may be amended by a vote of two-thirds of the active members present and voting at any regular meeting of the full Alliance, provided that such amendments shall have been submitted to the Executive Committee and distributed to the full membership 30 days in advance of the annual meeting of the Alliance. Emergency revisions to the By-laws may be submitted to the Executive Committee and they may approve such revisions on an interim basis. In such cases, changes to the By-laws must be submitted to the active membership for permanent approval at the next annual meeting.

CERTIFICATION OF SECRETARY-TREASURER

I, the undersigned, do hereby certify that I am duly elected and acting Secretary-Treasurer of the National Alliance of State and Territorial AIDS Directors, and that the foregoing Bylaws comprising 6 pages, including this page, constitute the Bylaws of said alliance as duly adopted and amended at a meeting of the membership thereof duly held on the 6nd of May, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th day of May, 2009.



Veda Latin
Secretary-Treasurer