

***CONSTITUTION
OF THE
NATIONAL CONFERENCE OF STATE
LIQUOR ADMINISTRATORS, INCORPORATED***

Article I – Name

The name of the corporation shall be the National Conference of State Liquor Administrators, Incorporated (“NCSLA”).

Article II – Purpose

The purpose of the corporation shall be to promote the enactment of the most effective and equitable types of state alcoholic beverage control laws; to devise and promote the use of methods which provide the best enforcement of the particular alcoholic beverage control laws in each state; to work for the adoption of uniform laws insofar as they may be practicable; to promote harmony with the federal government in its administration of the Federal Alcohol Administration Act; and to strive for harmony in the administration of the alcoholic beverage control laws among the several states.

Article III – Members

Eligible to be a member is any state or U.S. territory and the District of Columbia in accordance with the corporation’s bylaws. The corporation may also have any associate members deemed appropriate in accordance with the corporation’s bylaws.

Article IV – Executive Committee

The Executive Committee serves as the corporation’s Board of Directors and shall consist of nine (9) voting members and two (2) nonvoting associate members. The voting members shall be elected annually by the members and the nonvoting associate members shall be appointed by the president with one being appointed annually to serve a two-year term. The Executive Committee shall be constituted and serve as set forth in the corporation’s bylaws.

Article V – Officers

The members shall elect annually a president, a first vice-president, a second vice-president, and a third vice-president. The Executive Committee shall appoint the Executive Director to serve as secretary-treasurer. In the absence of an Executive Director, the Executive Committee shall appoint an individual to serve as secretary-treasurer. The president and each vice-president shall be from different regions of the membership of the corporation. The office of president shall be rotated among the regions.

Article VI – Meeting

The corporation shall meet annually at a time and place as decided by the members not later than the second preceding meeting. In the absence of such decision or in an emergency, the time and place for the annual meeting shall be determined by the Executive Committee. The corporation may also hold special meetings.

Article VII – Bylaws

The corporation shall adopt bylaws to implement the purpose of this Constitution.

Article VIII – Amendment of Constitution

The Constitution may be amended at an annual or a special meeting of the corporation by a two-thirds vote of those members present and voting, provided that the amendment has been submitted in writing to the members at least thirty (30) days prior to the meeting.



***BYLAWS
OF THE
NATIONAL CONFERENCE OF STATE
LIQUOR ADMINISTRATORS, INCORPORATED***

Article I – Membership

Section 1. The state, District of Columbia or U.S. territorial government agency that has primary responsibility for the administration of the alcoholic beverage control laws shall be the representative body to the corporation and is hereafter referred to as a “member.” Other government organizations exercising regulatory control over alcoholic beverages, trade associations of alcoholic beverage businesses, professional and service organizations representing alcoholic beverage businesses, and companies engaged in the alcoholic beverage industry may be “associate members” in the corporation.

Section 2. Members are entitled to voice and vote at all meetings of the corporation. Associate members may have a voice on any issue at any corporation meeting but shall not have a vote.

Section 3. A membership year is from July 1 through June 30. Membership dues shall be set by the Executive Committee and shall be payable to the corporation no later than August 31st of each year. Any member or associate member that fails to pay its dues shall become an inactive member, ineligible to attend meetings or conferences. The Executive Committee may set different level of dues for associate members based on the category the various associate members fall into and their size in relationship to their fellow associate members. The Executive Committee may establish penalties for late payment of dues.

Section 4. Application to become a member or associate member shall be submitted to the secretary-treasurer. Upon receipt of an application and dues from an eligible entity as set forth in Section 1, the applicant shall be considered a member or associate member respectively subject to a confirmation vote at the next annual meeting of the corporation.

Section 5. The following shall apply to a person retired from a member, former presidents of NCSLA and their spouses:

- A.** Subject to paragraph C of this section, a person retired from a member and his/her spouse may attend any conference or meeting of the corporation by payment of the fees normally paid by a person currently working for a member and his/her spouse.
- B.** Subject to paragraph C of this section, former presidents and their spouses may attend any conference or meeting of the corporation without payment of a registration fee; however, former presidents who are not retired from a member must pay the fees normally paid by a person currently working for the member if they can be reimbursed from the member.
- C.** Any person retired from a member or a former president of NCSLA who is employed by or represents the alcoholic beverage industry, or anyone affiliated with the industry at the national level must become an associate member in order to attend conferences and meetings and shall pay the registration fee of an associate member.

Section 6. Participation at annual, regional and special meetings shall be restricted to members and associate members or those persons invited by the host administrator, the president or the Executive Committee.

Section 7. Participation at closed sessions of the corporation shall be by voting members only unless invited by the president or Executive Committee.

Article II – Officers

Section 1. The president, first vice-president, second vice-president, and third vice-president shall be elected at the annual meeting, and shall serve for one year or until their successors are elected. The Executive Committee shall appoint the Executive Director to serve as secretary-treasurer of the corporation. In the absence of an Executive Director, the Executive Committee shall appoint an individual to serve as secretary-treasurer.

Section 2. The terms of office shall begin on July 1 immediately following the election or appointment.

Section 3. In the event of a vacancy in the office of the president, first vice-president or second vice-president, each officer in the line of succession shall automatically ascend to the vacant office. Automatic ascension to an office for a partial term does not disqualify the member from serving as that officer for a subsequent full-year term. However, if an officer in the line of succession is unable or unwilling to complete the term of office of the vacant position, and in the event of a vacancy in the office of the third vice-president, then the Executive Committee shall appoint a member to fill the vacancy.

Section 4. An officer may be removed by a 3/4 vote of the Executive Committee for cause, including gross incompetence, misappropriation of funds, repeated failure to adhere to provisions of the bylaws, or for any other valid reasons that the Executive Committee feels warrants such action for the preservation of the integrity and continuity of the corporation. If the Executive Director's contract ends or otherwise is terminated for any reason, the Executive Director's appointment as secretary-treasurer shall end on the effective date of termination.

Article III – Duties of Officers

Section 1. The president shall be the chief executive officer of the corporation and shall preside at all annual or special meetings, and all meetings of the Executive Committee. The president shall:

- A.** Appoint one of the two nonvoting associate members to the Executive Committee. Name all members of special committees, and define the duties of all special committees created by the Executive Committee.
- B.** Serve as chairman of all special committees. The president may appoint any person to serve as chairman, in which case the president shall be a member ex-officio.
- C.** Appoint a parliamentarian for the annual and special meetings.

Also, the president may honor members and/or associate members at the annual meeting based on criteria chosen by the president, including but not limited to length of service, length of attendance, outstanding presentation, and outstanding service. The president may consult with the Executive Committee if he/she chooses.

Section 2. The vice-presidents shall perform and discharge such duties as the president deems advisable. The first vice-president shall:

- A.** Perform the duties of the president in the absence or inability of the president to act.

- B.** Be responsible for the preparation of a proposed budget for the next fiscal year and shall submit the proposed budget to the Executive Committee for approval at the spring meeting of the Executive Committee. Copies of the approved budget shall be made available to each member attending the annual conference no later than the first day of the annual conference.
- C.** Present the proposed budget for the succeeding fiscal year at the annual national meeting for adoption.

Section 3. The secretary-treasurer shall:

- A.** Keep a roll of the members and associate members of the corporation.
- B.** Issue notices of annual meetings or special meetings of the corporation or of the Executive Committee.
- C.** Record the proceedings of all meetings of the corporation and maintain a record of all other matters as ordered by the Executive Committee.
- D.** Conduct general correspondence of the corporation as directed by the president and/or the Executive Committee.
- E.** Attend all meetings of the Executive Committee without a vote for the purpose of recording minutes of the meetings and distribute the minutes to the Executive Committee not later than fourteen (14) days before the next Executive Committee meeting. Said minutes shall be available to all members upon request.
- F.** Arrange for the printing and distribution of the minutes of the annual or special meetings, committee reports, resolutions and such other reports or records as may be authorized by the Executive Committee.
- G.** Distribute to each member a dues notice for membership not later than July 31 of the current billing cycle.
- H.** Receive all monies paid to the corporation and deposit the same in depositories approved by the Executive Committee.
- I.** Disburse monies as authorized in the adopted budget or as directed by the Executive Committee.
- J.** Prepare a report of financial transactions for review by the Executive Committee at each meeting.
- K.** Prepare an annual financial report to present at the annual meeting.
- L.** Attend all meetings of the Budget Committee when constituted.

Article IV – Meetings

Section 1. Special meetings of the corporation may be held at any time and place called by the Executive Committee upon fourteen (14) days written notice to the members.

Section 2. A majority of all members present at any annual or special meeting of the corporation shall constitute a quorum.

Section 3. Each member shall be entitled to one (1) vote at any meeting of the corporation.

Section 4. All official functions held in conjunction with meetings of the corporation shall be sponsored by the corporation.

Article V – Executive Committee

Section 1. The voting members of the Executive Committee shall be elected by the members at the annual meeting and shall consist of the elected officers, the immediate past president, and the chairpersons of the regions. There shall also be two non-voting members of the Executive Committee who are representatives of associate members. The two associate members' representatives shall serve staggered two-year terms with one being appointed annually by the president. The secretary-treasurer shall attend meetings of the Executive Committee without a vote.

Section 2. The immediate past president shall not serve on the Executive Committee if no longer employed by a member.

Section 3. The Executive Committee shall:

- A.** Manage the affairs of the corporation subject to its Certificate of Incorporation, General Corporation Law of the State of Delaware, the Constitution and Bylaws.
- B.** Approve the budget and authorize expenditures of funds.
- C.** Authorize the secretary-treasurer to execute any transfers of any property or securities of the corporation.
- D.** Prescribe the terms of sale or distribution of all publications issued by the corporation.
- E.** Arrange, in the absence of a decision by the members, the time and place for the annual meeting.
- F.** Direct the secretary-treasurer to issue the call to the annual meeting, arrange for the address of welcome, secure meeting room accommodations for members and guests, and prepare the program for the annual meeting.
- G.** Serve as a Conference Site Selection Committee to review proposals.
- H.** Recommend the annual national conference site selected to members.
- I.** Approve the monies to be expended for the annual national conference.
- J.** Call special meetings of the corporation as deemed necessary.
- K.** Create special committees as may be deemed necessary or requested by the president.
- L.** Induct any past or present member or associate member of the corporation into the NCSLA Hall of Fame by a vote of no less than three-quarters (3/4) of the current voting members of the Executive Committee.

Section 4. The Executive Committee shall meet at least twice each year, fall and spring, at the call of the president or a majority of the Executive Committee.

Section 5. The Executive Committee or the president shall have the authority to invite a person or organization to the meetings of the Executive Committee.

Section 6. All executive decisions will be made by the president and all policy decisions will be made by the Executive Committee. If a voting member of the Executive Committee contests the right of the president to make a decision, the decision of the president shall prevail unless overruled by a 2/3 vote of the voting members of the Executive Committee.

Section 7. The Executive Committee may employ an Executive Director and such other staff to perform duties as the Executive Committee shall deem necessary or helpful for the conduct of the corporation's business. The Executive Director shall be appointed secretary-treasurer by the Executive Committee.

Article VI – Special Committees

Special committees may be created by the Executive Committee at the request of the president or as deemed necessary by the Executive Committee. If special committees on Audit, Budget, Constitution and Bylaws, Nominating and/or Resolutions are requested by the president or deemed necessary by the Executive Committee, they shall be constituted and perform the duties as provided in this Article VI. In the absence of these special committees, the Executive Committee shall perform the functions listed in this Article VI as deemed necessary by the Executive Committee. If other special committees are requested by the president or deemed necessary by the Executive Committee, the president shall appoint members to serve on such special committees. A special committee shall perform the duties as prescribed by the president. If constituted, each special committee shall report at the annual meeting.

Section 1. Audit Committee

- A.** There shall be four (4) members of the Audit Committee appointed by the president, one from each region.
- B.** The committee shall review the receipts of the host administrator which shall be furnished to the secretary-treasurer in time for the spring planning meeting of the Executive Committee.
- C.** The accounts and records of the secretary-treasurer shall be audited by the committee prior to reporting at the annual meeting.

Section 2. Budget Committee

- A.** The committee shall consist of the president, the vice-presidents and the secretary-treasurer. The first vice-president shall serve as chairperson.
- B.** The committee shall prepare a proposed budget for the next fiscal year and shall submit the proposed budget to the Executive Committee for approval at the spring meeting of the Executive Committee.
- C.** Copies of the budget shall be approved at the spring meeting of the Executive Committee and made available to each member for review no later than the first day of the annual conference.
- D.** The committee shall present the proposed budget for the succeeding fiscal year of July 1 to June 30 at the annual meeting for adoption.

Section 3. Constitution and Bylaws Committee

- A.** There shall be four (4) members of the Constitution and Bylaws Committee appointed by the president, one from each region.

- B.** The committee shall meet and consider any suggestions to amend the Constitution or Bylaws of the corporation.

Section 4. Nominating Committee

- A.** There shall be four (4) members of the Nominating Committee appointed by the president, one from each region.
- B.** The committee shall receive nominations for those persons desiring to become officers of the corporation.
- C.** The committee shall nominate candidates for the offices to be filled at the annual meeting.

Section 5. Resolutions Committee

- A.** There shall be four (4) members of the Resolutions Committee appointed by the president, one from each region.
- B.** The committee shall review all resolutions.
- C.** All resolutions being proposed must be received in writing by the committee thirty (30) days prior to the annual meeting. The committee may waive the required notice for good cause, unless objected to by a majority of the members of the corporation.
- D.** The committee shall report all resolutions received for consideration by the members. The committee may recommend adoption, recommend a resolution be not adopted, or report no recommendation, or offer an amendment to a resolution.

Article VII – Regions

Section 1. There shall be four (4) geographic regions of the members of the corporation. The following are eligible for membership in the specified regions:

- A. Southern:** Alabama; Arkansas; Florida; Georgia; Kentucky; Louisiana; Mississippi; North Carolina; Oklahoma; Puerto Rico; South Carolina; Tennessee; and Texas.
- B. Central:** Illinois; Indiana; Iowa; Kansas; Michigan; Minnesota; Missouri; Nebraska; North Dakota; Ohio; South Dakota; West Virginia; and Wisconsin.
- C. Northern:** Connecticut; Delaware; District of Columbia; Maine; Maryland; Massachusetts; New Hampshire; New Jersey; New York; Pennsylvania; Rhode Island; Vermont; and Virginia.
- D. Western:** Alaska; Arizona; California; Colorado; Guam; Hawaii; Idaho; Montana; Nevada; New Mexico; Oregon; Utah; Washington; and Wyoming.

Section 2. The members of each region shall elect a regional chairperson and vice chairperson prior to the conclusion of the annual meeting to serve for one (1) year or until a successor is elected. The term of office shall begin the first day of July immediately following the date of election. The regional chairperson shall govern the activities of the region and shall assign such duties to the vice chairperson as deemed advisable. In the case of a vacancy in position of regional chairperson, the vice chairperson shall assume the position for the remainder of the term. In a case where both the regional chairperson and vice chairperson cannot serve, the president shall appoint an acting chairperson until the Executive Committee acts to fill the vacancy.

Section 3. The regions shall attempt to have internal dialogue in order to solve problems common to the regions.

Section 4. Regional meeting dates shall be set by the end of the annual meeting, if possible, to eliminate overlapping of regional meetings.

Article VIII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

Article IX – Amendment of Bylaws

These bylaws may be amended at any annual or special meeting of the corporation by majority vote of those members present and voting.

Article X – Financial Reporting and Controls

Section 1. All hotel and event contracts for national or regional conferences of the corporation shall be reviewed, approved, and signed by the host administrator and the president. In the event of the inability of the host administrator to sign, a second officer of the corporation will sign.

Section 2. Any expenditure from the NCSLA master account for national or regional meetings, beyond those that may be appropriated in the budget of the corporation, shall be approved in advance by a majority of the voting members of the Executive Committee.

Section 3. The following shall apply to budgets submitted for conferences of the corporation:

- A.** The host administrator for the annual conference of the corporation shall submit a proposed budget to the secretary-treasurer on or before November 1 of the year preceding the conference for review and approval by the Executive Committee at its fall meeting. The budget shall include a recommended fee structure and proposed expenses by subcategory.
- B.** The host administrator of any regional conference shall submit a proposed budget to the secretary-treasurer and the regional chairperson for review and approval at least six months prior to the meeting.

Section 4. Not later than 90 days subsequent to the conclusion of any national or regional conference, the host administrator shall submit a final report, including a financial report, to the secretary-treasurer, and, in the case of regional conferences, also to the regional chairperson at which time any residual funds must be returned to the secretary-treasurer for deposit into the corporation’s master account.

Section 5. Except as provided in this section, any expenditure of the corporation's funds for travel and related expenses by the Executive Committee members, or other members as may be approved by the president or the secretary-treasurer, shall be brought to the attention of the Executive Committee by the president to provide the opportunity for input of any Executive Committee member. This section does not apply to travel expenses related to: **(a)** attendance at regularly scheduled meetings of the Executive Committee by members of the committee, **(b)** president and secretary-treasurer travel to represent the corporation at NCSLA regional meetings, NABCA meetings, and other industry meetings and **(c)** travel approved by the president for which projected expenses do not exceed \$1,000.

Section 6. Corporation funds may not be used to pay the expenses, including those for travel and meals, for persons other than Executive Committee members, secretary-treasurer, or other members or associate members on official business of the corporation, unless said expenses have been authorized in advance by the president and approved by the majority of the voting members of the Executive Committee.

Section 7. Any single expenditure of the corporation's funds in excess of \$10,000 from the corporation's master account, even if provided for in the budget, shall only be made under the approval of at least two officers of the corporation, one of whom may be the secretary-treasurer.

Section 8. The Executive Committee shall retain an Independent Certified Public Accountant ("CPA") to provide the accounting and tax services that the Executive Committee deems necessary on a yearly basis. Such services may include, but are not limited to rendering a review of annual financial statements; CPA participation in meetings with the secretary-treasurer, Executive Committee and/or members; rendering an independent audit report of the annual financial statements according to United States generally accepted accounting principles; and completion and filing of any required government tax returns or reports as required by the federal and applicable state governments.



***Founded June 19, 1934, Chicago, Illinois
Constitution Adopted***

Amended:

May 7, 1953 Minneapolis Minnesota
May 13, 1954 San Francisco, California
May 12, 1960 New Orleans, Louisiana
1968 Denver, Colorado
1970 Hot Springs, Arkansas
May 16, 1974 Maui, Hawaii
June 16, 1976 Stateline, Nevada
June 18, 1980 Colorado Springs, Colorado
June 15, 1981 Innisbrook, Florida
June 13, 1985 Isle of Palms, South Carolina
June 10, 1987 Albuquerque, New Mexico
June 22, 1989 Tulsa, Oklahoma
June 15, 1994 Copper Mountain, Colorado
June 14, 1995 Chicago, Illinois
June 12, 1996 Kamuela, Hawaii
June 10, 1998 New Orleans, Louisiana
June 24, 1999 Atlantic City, New Jersey
June 8, 2000 Dallas, Texas
June 13, 2001 Maui, Hawaii
June 13, 2004 New Orleans, Louisiana
June 7, 2006 Boston, Massachusetts
June 27, 2013 Honolulu, Hawaii

