CONSTITUTION OF THE NATIONAL CONFERENCE OF STATE LIOUOR 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 LIOUOR ADMINISTRATORS, INCORPORATED

Article I – Membership

Section 1. Members and Associate Members. 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 National Conference of State Liquor Administrators, Incorporated (the "**corporation**") and that agency is hereafter referred to as a "**member**." Although members may have several representatives participating in the corporation's activities, each member will only be entitled to have a single representative on the Executive Committee of the corporation and each member will designate one representative to vote on the member's behalf. 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 and other persons engaged in the alcoholic beverage industry may be "**associate members**" in the corporation. Members and associate members may have multiple personal representatives (each a "**representative**").

Section 2. Member Privileges. Members are entitled to have their representatives attend all conferences. Members are entitled to vote at all annual and special member meetings of the corporation. Each member shall be entitled to a single vote. Associate members are entitled to have their representatives attend all conferences, and annual and special member meetings but associate members shall not have a vote. Retired former presidents who are no longer eligible to represent a member under Section 1 above are entitled to attend conferences and annual and special meetings but shall not be required to pay a registration fee.

Section 3. Dues. Membership dues shall be set by the Executive Committee and any change in membership dues will become effective as of July 1 for the fiscal year commencing on that date. Any member or associate member that fails to pay its dues will become an inactive member, ineligible to have any of its representatives attend meetings or conferences. The Executive Committee may set different levels of dues for associate members. The Executive Committee may establish penalties for late payment of dues.

Section 4. Admission and Removal of Members. Upon receipt of a complete application and dues from an eligible entity or person as set forth in Section 1, the applicant shall be considered a member or associate member. The Executive Committee may suspend or revoke a member or associate member or representative thereof's membership for violation of a corporation policy or prohibit a representative of a member or associate member from attending corporation events. No refund of dues will be paid in the event of a suspension or revocation.

Article II – Officers

Section 1. Executive Officers. The president, first vice-president, second vice-president, and third vice-president (the "**executive officers**") shall be elected by the members at the annual meeting of members, and shall serve for a one year term or until their successors are elected. Each region shall have one representative as an executive officer. The presidency will rotate among the regions. Vice presidents will ascend to the next highest open position on an annual basis. Each regional chairperson will, at the annual meeting, or special meeting held in lieu thereof, nominate a representative to serve as that region's applicable executive officer and the members will vote to elect such nominee in as executive officer. The executive officers may serve longer terms if the annual meeting is delayed due to emergency circumstances, in which case the executive officers shall serve until such time as a meeting may be duly called and held

and their successors are duly elected. The Executive Committee shall appoint a secretary and a treasurer who shall serve until his or her successor is duly appointed.

Section 2. Terms of Office. The terms of office for executive officers, regional chairs and regional vice-chairs (collectively "**officers**") will begin on July 1 immediately following the annual meeting or special meeting held in lieu thereof, provided however that if the annual meeting is delayed, due to emergency circumstances, beyond July 1, the terms of office will commence immediately after the annual meeting or special meeting held in lieu thereof. If an officer position is filled during the year due to a vacancy, the officer's term will commence as of the date of appointment.

Section 3. Executive Officer Vacancies. The Executive Committee will fill a vacancy in the office of the president or any vice president. All appointments will be confirmed by a vote of a majority of the Executive Committee members. An appointment for a partial term does not disqualify the executive officer from serving in his or her executive officer position for a subsequent full-year term. If an executive officer is unable to complete the term of office of the vacant position, then the next most senior executive officer will succeed to the departing executive officer's position. The empty Third Vice President position will be filled by a nominee of the region whose representative is to serve in that position. For illustrative purposes only, if the First VP position held by the Northern Region becomes vacant, the Second VP from the Southern Region shall move to First VP and the Third VP from the Central Region will move to Second VP. The Northern Region will then nominate a successor to fill the vacant seat as Third VP.

Section 4. Removal of Executive Officers. An executive 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 reasonably believes warrants such action for the preservation of the integrity and continuity of the corporation. If the Executive Director's employment is terminated for any reason, the Executive Director's appointment as secretary and treasurer shall end on the effective date of termination.

Article III – Duties of Officers

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

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

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. Vice Presidents. The vice presidents shall perform and discharge such duties as the president deems advisable. The first vice-president shall perform the duties of the president in the absence or inability of the president to act.

Section 3. Secretary. The secretary 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 August 31 of the current billing cycle.

Section 4. Treasurer. The treasurer shall:

- A. Receive all monies paid to the corporation and deposit the same in depositories approved by the Executive Committee.
- **B.** Disburse monies as authorized in the adopted budget or as directed by the Executive Committee.
- C. Prepare a report of financial transactions for review by the Executive Committee at each meeting.
- **D.** Prepare an annual financial report to present at the annual meeting.
- **E.** Attend all meetings of the Budget Committee when constituted.

Article IV – Meetings of the Members

Section 1. Annual Meetings. The members shall meet annually at such date, time and place as is determined by the members. Unless determined otherwise, the annual meeting of the members will occur at the corporation's annual conference. In the absence of a decision by the members regarding a meeting date or time, or, in an emergency, the date, time and place of the annual meeting shall be determined by the Executive Committee. If the meeting cannot, due to emergency, be held at the annual conference, because the conference is postponed or delayed, then the Executive Committee may call a meeting of the members to be held virtually or by telephonic conference.

Section 2. Special Meetings. 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. Written notice may be provided by electronically.

Section 3. Remote or Virtual Meetings. The corporation shall endeavor to have all member meetings in person, however, the members may in times of emergency need to meet virtually. The Executive Committee may call a virtual meeting of the members with no less than fourteen (14) days written notice setting forth the date, time and method of meeting. All members must have the ability to participate in any such meeting, ask questions and be heard contemporaneously and without delay. The secretary shall verify each member present at any telephonic or virtual

annual meeting, determine whether a quorum is present and maintain minutes of the meeting and a record of any votes taken at such meeting.

Section 4. Closed Meetings. The voting members of the corporation may have closed meetings which are restricted to voting members only. Non-voting members or other persons may attend such meeting only if invited by the president or Executive Committee.

Section 5. Quorum and Adjournment. A majority of all members must be present at any annual or special meeting of the corporation to constitute a quorum. If a quorum is not present, the meeting will be adjourned for a date and time no more than thirty days after the date of the original scheduled meeting. If the date and time of the adjourned meeting are announced at the meeting at which the adjournment is to be taken, no notice of the adjournment need be given to members.

Article V – Executive Committee

Section 1. Voting Members. The voting members of the Executive Committee shall consist of the following: (1) the executive officers of the corporation, (2) the chairpersons of the regions, and (3) the immediate past president. There shall also be two non-voting members of the Executive Committee who are representatives of associate members. The secretary and treasurer shall attend meetings of the Executive Committee without a vote.

Section 2. Immediate Past President. The immediate past president may continue to serve on the Executive Committee so long as the immediate past president remains employed by a member or has retired. An immediate past president may not remain on the Executive Committee if employed in any capacity, including as a representative, by any associate member of the corporation, member of the alcoholic beverage industry or by any person or business affiliated with the alcoholic beverage industry. The past president's term will be coterminous with the president's term provided the past president remains qualified to serve and, if the president's term is extended for more than a year, the past president's term will be extended for the same period as the president.

Section 3. Responsibilities of the Executive Committee. The Executive Committee shall:

- **A.** Manage the affairs of the corporation in accordance with 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 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 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 for conference venues.
- **H.** Recommend the annual national conference site selected by the Executive Committee to the members.
- **I.** Approve the monies to be expended for the annual national conference and for regional conferences.

- 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. Meetings of the Executive Committee. 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 members. In addition, the president or a majority of the Executive Committee members may call for a special meeting of the executive committee at any time. Any meeting of the Executive Committee, including the spring or fall meetings, may be conducted virtually or by teleconference. A quorum of the Executive Committee members must be present for such meeting and all members must have the ability to participate in any such meeting, ask questions and be heard contemporaneously and without delay. The president will notice a meeting held hereunder by providing written notice of the date, time and manner of such meeting with no less than seventy-two hours notice. Notice may be provided electronically. The secretary shall document the members participating and determine the presence of a quorum prior to the commencement of the meeting. The president or officer presiding over the virtual meeting shall conduct the meeting in such a manner as to ensure that all participating members may have a full opportunity to raise a point or otherwise deliberate on the matter or matters under discussion. All members must be able to hear each other and participate contemporaneously. The secretary shall keep records of any votes taken.

Section 5. Action by Written Consent. The Executive Committee may act without a vote and by written consent if the written consent sets forth in writing the action to be taken and is signed by a majority of the voting members of the Executive Committee. All written consents will be maintained with the records of the corporation. Written consents may be executed electronically and in counterparts.

Section 6. Invitees. The Executive Committee or the president shall have the authority to invite a person or organization to the meetings of the Executive Committee.

Section 7. Decision Making. 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 8. Employment of Staff. 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 and treasurer by the Executive Committee.

Article VI – Special Committees and Work Groups

Section 1. Special Committees. Special committees of the Executive Committee may be created by the president or by the Executive Committee. If a Special Committee is requested by the president or deemed necessary by the Executive Committee, the president shall appoint members of the Executive Committee to serve on such Special Committee. A Special Committee shall perform the duties as prescribed by the president or the Executive Committee. If constituted, each Special Committee will report to the Executive Committee or the president from time to time as determined by the Executive Committee or the president and may report to the members at the annual meeting in the discretion of the president or the Executive Committee. Any Special Committee may conduct its business and hold meetings electronically by way of teleconference, email, or other electronic means.

Section 2. Work Groups. The president may constitute ad hoc committees or work groups to perform such functions as are assigned to them from time to time by the president or the Executive Committee. The work groups will report to

the Executive Committee or president at such times and in such manners as is determined by the president or the Executive Committee.

Article VII – Regions

Section 1. Regions. There shall be four (4) geographic regions of the members of the corporation. The regions shall be constituted as follows:

- **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. Regional Governance.

- A. Chairperson and Vice Chairperson Election. The members of each region shall elect a regional chairperson and vice chairperson prior to the conclusion of the annual meeting to serve for a one (1) year term or until a successor is elected. If the annual meeting is delayed or postponed, the regions will hold a meeting of their respective region virtually or by telephonic conference. A quorum of the regional members must be present for such meeting and all members must have the ability to participate in any such meeting, ask questions and be heard contemporaneously and without delay. The regional chair will notice a meeting held hereunder by providing written notice of the date, time and manner of such meeting with no less than seventy-two hours notice. Notice may be provided electronically. Each region will elect a regional chairperson and vice chairperson at such meeting. The regional chairperson shall report the result of the election to the Executive Committee promptly after the vote was taken and a new chairperson or vice chairperson is elected. If a quorum is not present, then the regional chair may adjourn the meeting to a date and time at which a quorum will be present without the need for renoticing the meeting. If the region can not hold a meeting with a quorum prior to the annual meeting, then the region's officers will remain in their current position until such time as a meeting with a quorum can be held.
- **B. Duties.** The regional chairperson shall govern the activities of the region and shall assign such duties to the vice chairperson as deemed advisable.
- C. Vacancies. If there is a vacancy in the position of regional chairperson, the vice chairperson shall assume the position for the remainder of the term. If there is a vacancy in the position of regional vice chairperson, the region will meet virtually or by telephonic conference in compliance with the provisions of Subsection A above to elect a successor vice chairperson. In a case where both the regional chairperson and vice chairperson cannot serve, the members of the region shall meet virtually or telephonically to fill the vacancies in both the regional chairperson and regional vice chairperson. The regional chairperson shall report the result of the election to the Executive Committee promptly after the vote was taken and a new chairperson or vice chairperson was elected.

Section 3. Regional conference dates shall be set by the end of the annual meeting, if possible, to eliminate overlapping of regional conferences with each other and with other industry meetings.

Article IX – Amendment of Bylaws

Bylaws may be adopted, amended, or repealed by majority vote of the members of the Executive Committee. Bylaws may also be adopted, amended, or repealed at any annual or special meeting of the corporation by a majority vote of those members present and voting.

Article X – Financial Reporting and Controls

Section 1. Budget.

- **A. Preparation.** The Budget will be prepared by the person who shall ascend to the presidency in the next succeeding fiscal year, which shall be either the first vice president, or the president if the president is serving for more than one term (the "budget preparer"). The budget preparer may seek the assistance of any members of the Executive Committee, the secretary or the treasurer, as the budget preparer deems reasonable to help prepare the Budget.
- **B.** Submission to Executive Committee. The Budget will be submitted to the treasurer at least seven days prior to the annual spring meeting. The Executive Committee will review the Budget at the spring meeting and will approve the Budget or recommend revisions or corrections to the Budget. If the Budget is corrected or revised, such corrections or revisions will be made during the spring meeting so that the Budget may be approved prior to the conclusion of such meeting. If the Budget is not prepared timely or approved by the end of the spring meeting, the budget preparer will have fourteen days from the end of the spring meeting to prepare and submit the budget.
- C. Alternate Budget Preparer. If the budget is not submitted within such fourteen day period, the Executive Committee will promptly hold a special meeting to select an alternate budget preparer. That budget preparer will submit a proposed budget to the Executive Committee for approval no later than thirty days prior to the start of the annual conference. The Executive Committee will promptly hold a special meeting to review, modify and approve the budget if prepared after the spring meeting or if not finalized at the spring meeting no later than seven days prior to the annual meeting. If no budget has been approved by the Executive Committee prior to the annual meeting, then the budget for the preceding year will remain in place until a new budget is approved.
- **D.** Submission of Budget to Members. 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, provided that if the annual conference cannot proceed due to emergency circumstances, the budget shall be presented to the members no later than the first day the annual conference was scheduled to proceed, in a manner determined by the budget preparer, that ensures that each member has a reasonable opportunity to review the budget and ask questions. The members will ratify the budget at the annual meeting or any special meeting held in lieu thereof.

Section 2. Hotel Contracts and Host Administrator. All hotel contracts for national or regional conferences of the corporation shall be reviewed, approved, and signed by the executive director and the president. The president shall designate no more than one member as host administrator for each annual and each regional conference. The host administrator shall have authority, as an agent of the corporation, to negotiate terms and sign contracts, other than hotel contracts, on behalf of the corporation for goods and services incidental to and activities held in connection with the conference and consistent with the conference budget approved by the executive committee under section 3, with all such contracts subject to review and oversight by the executive director. All contracts involving a host administrator shall be in the name of the corporation and not the host administrator. The Executive Committee must approve contracts

for amounts that exceed amounts set forth in the approved budget. For purposes of this article, "host administrator" shall only include a member designated by the president to act on behalf of the corporation, as an agent, assisting with annual and regional conferences, and does not include associate members.

Section 3. Expenditures outside of the Budget. 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 4. Conference Budgets. 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 treasurer thirty days prior to the fall meeting 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 treasurer and the regional chairperson for review and approval at least one month prior to the spring meeting.

Section 5. Conference Financial Reports. 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 treasurer, and, in the case of regional conferences, also to the regional chairperson at which time any residual funds must be returned to the treasurer for deposit into the corporation's master account.

Section 6. Travel and Related Expenses. 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 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 Executive Committee, or
- (b) president and Executive Director travel to represent the corporation at NCSLA regional meetings, NABCA meetings, and other industry meetings; or
- (c) travel approved by the president for which projected expenses do not exceed \$1,000.

Section 7. Travel Expenses for Non-Members. 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, Executive Director 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 8. Large Expenditures. 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 or treasurer.

Section 9. Accounting and Tax Services. 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 or treasurer, Executive Committee and/or members; rendering an

i I	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.
	*
	11

Founded June 19, 1934, Chicago, Illinois Constitution Adopted

Amended:

May 7, 1953 Minneapolis Minnesota
May 13, 1954
May 12, 1960 New Orleans, Louisiana
1968
1970
May 16, 1974
June 16, 1976 Stateline, Nevada
June 18, 1980
June 15, 1981
June 13, 1985
June 10, 1987 Albuquerque, New Mexico
June 22, 1989
June 15, 1994 Copper Mountain, Colorado
June 14, 1995
June 12, 1996
June 10, 1998 New Orleans, Louisiana
June 24, 1999
June 8, 2000
June 13, 2001
June 13, 2004 New Orleans, Louisiana
June 7, 2006
June 27, 2013
June 28, 2016
April 24, 2020
June 5, 2020