



NACo Bylaws *proposed* May 22, 2025

Article I - Name

Name

The name of this organization is the National Association of Counties, incorporated under the laws of the state of Delaware, hereby referenced as “NACo” or the “association.”

Article II – Objects and Purpose

Section 1. Purpose of the Association

The purpose of the association is to strengthen America’s county governments in the pursuit of excellence in public service. The association is uniquely distinguished by our membership of general-purpose county governments, led by nearly 40,000 publicly elected officials and supported by a dedicated professional workforce of more than 3.6 million public servants.

The association plays a vital leadership role within the intergovernmental framework of the United States of America. This unique federalism-based system emphasizes the balance, division, and sharing of power and responsibilities among federal, state, local, and tribal government officials.

Section 2. Methods to Achieve Purpose

Founded in 1935 as an essential partner in our nation’s intergovernmental system, the association unites county officials to:

- Advocate county priorities in federal policy making
- Promote exemplary county policies and practices
- Enhance leadership skills and expand knowledge networks

- Optimize county and taxpayer resources and cost savings, and
- Enrich the public’s understanding of county government.

Section 3. Definitions and Terms

- A. The words “County” or “Counties” or “County governments” as used in these bylaws shall include equivalent units of general-purpose local government, such as parishes in Louisiana, boroughs in Alaska and consolidated city-county governments, that have been accepted as active member County Governments.
- B. Standing Committee is a permanent governance committee as established by these bylaws that assist the board of directors, executive committee and officers in the oversight and operations of the association.
- C. Policy Committee is established by the board of directors to guide the association’s policy development, member input and advocacy as part of the American County Platform.
- D. Ad Hoc Committee is established by the board of directors and/or president to address specific issues of county policies, functions and practices.
- E. Other Committees and Working Groups as defined by the board of directors and/or president.

Article III - Membership

Section 1. Active Member Counties

Active member counties shall be those county governments which contribute annually to the financial support of the association according to the schedule of dues or service fees adopted by the board of directors.

Section 2. Additional Member Counties

Separate member categories for organizations or individuals other than counties may be authorized by the board of directors.

Article IV – Officers

Section 1. Officers

- A. **Definition.** The officers of the association shall be a President, First Vice President, Second Vice President and Immediate Past President. The immediate past

president is the most recent past president who is still an elected county official of an active member county.

- B. **Qualification.** The officers of the association shall be elected officials, defined as individuals holding elected office of active member counties.
- C. **Term.** Each officer shall serve a term of office of one year subject to the provisions of Section 3 of this Article.
- D. **Election.** Officers shall be elected by the member counties with certified voting credentials at the annual business meeting each year.
- E. **General Duties.**
 - 1. Officers shall be responsible for the property, funds and business affairs of the association in the absence of the board of directors.
 - 2. Officers shall have and exercise all powers and authority granted by the board of directors.
 - 3. Officers or a designee shall make a report at each meeting of the board of directors with respect to the general state of the association, significant changes in the financial condition of the association, and actions taken in the interim period between Board meetings.

Section 2. Authority of the President

The President Shall:

- A. Be the chief elected official.
- B. Preside at all meetings of the board of directors, the executive committee, and the annual business meeting.
- C. Supervise all business of the association with the Executive Director.
- D. Appoint members of all committees except those committee members whose positions are designated by these bylaws.
- E. Consult with the other officers on all appointments.
- F. Assign and delegate to other Officers' specific areas of responsibility, as needed, to fulfill the obligations and priorities of the association.

Section 3. Vacancies and Removal

- A. In the event of a vacancy in the office of president, the first vice president shall succeed to the office and be eligible to serve as President in the succeeding term.
- B. In the event of a vacancy in the office of first vice president, the second vice president shall succeed to the office and be eligible to serve as president in the succeeding term.

- C. Should a vacancy occur in the office of second vice president prior to the normal expiration of the term, the vacancy will be filled at the next annual conference, resulting in two open positions for election at that conference.
- D. Should there be a vacancy in two or more offices prior to the normal expiration of term, the board of directors may appoint a past president who is still an elected county official of an active member county to fill the vacant office(s). These positions would then be up for election at the next annual conference.
- E. Any officer may be removed by the board of directors, through an executive session, if it is determined to be in the best interests of the association by vote of at least two-thirds of the total membership of the board. Before any removal, the officer shall have the opportunity to respond to the board of directors in writing or in person at least 15 days prior to the vote. The Executive Director and Executive Committee board shall document for the association's records only the reasons for the removal and notify the officer of its decision. Any officer so removed is not eligible to serve as a member of the board of directors or the executive committee.

Article V – Executive Committee

Section 1. Composition

There shall be an executive committee composed of the association's officers (president, first vice president, second vice president, immediate past president) and four (4) regional representatives elected at regional caucuses held pursuant to Section 3 of this Article.

The president of the association is the chair of the executive committee. In the absence of the president, the first vice president shall serve as chair.

Section 2. Powers and Duties

- A. The executive committee shall recommend to the board of directors the appointment of the executive director and, subject to budget limitations established by the board of directors, shall fix the salary and other compensation related to the position, and shall establish all other terms and conditions of employment.
- B. The executive committee shall conduct an annual performance review of the executive director, in accordance with Article VIII – Executive Director.
- C. Regional representatives of the executive committee shall:
 - 1. Provide input to the president and the other officers with respect to policy and business matters on behalf of their regions between Board meetings.

2. Promote the sharing of policy trends, best practices, and knowledge exchange within and among regions.
3. Keep member counties informed of association activities.
4. Assist in membership recruitment and retention in the regions.

Section 3. Regional Representatives

A. Eligibility

1. One (1) regional representative of the executive committee shall be elected from each of four (4) geographic Regions (Northeast, West, South and Central), as designated by the Board.
2. Regional Representative shall be an elected official of an active member county.
3. The states comprising each region shall be determined by the board of directors may be changed by the board from time to time.
4. The Board shall notify the affected member counties of the region of any approved changes at least 30 days prior to the annual business meeting.

B. Election Procedures

1. Elections of regional representatives shall occur during regional caucuses held at the annual conference each year, after the annual business meeting, and at such other times as necessary to fill vacancies.
2. Each state is allowed only one vote during each regional representative election.
3. The board of directors may establish such other rules regarding regional representative elections not in conflict with these bylaws.

C. Eligibility Restrictions

1. A past president of the association is ineligible to serve as a regional representative, yet may participate in regional caucuses in all other respects.
2. A regional representative shall not be elected from a home state of a current officer of the association.

D. Terms of Office

1. The term of office for a regional representative is two (2) years, with a limit of three (3) full consecutive terms, after which a two-year break is required before reelection, excluding a partial term of service.

E. Vacancies

1. Vacancies occurring among the regional representatives shall be filled for the unexpired term by the same regional caucus that made the previous selection.

- a. A regional caucus to fill the unexpired term of a regional representative shall be held at either the Legislative Conference or Annual Conference, consistent with rules prescribed by the board of directors.
- b. Interim appointments may be made via virtual meeting (or other electronic means) of state presidents or their designees until the election occurs.

Section 4. Meeting Notices and Participation

- A. **Meeting Notices.** Upon initiation by the president, not less than ten days' written or three days' digital notice shall be given to every member of the executive committee of the time and place of each meeting of the committee.
- B. **Quorum and Voting.** A majority of the executive committee shall constitute a quorum. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the executive committee.
- C. **Virtual and Conference Call Meetings**
 1. Interim. The president may initiate virtual meetings between in-person meetings of the executive committee.
 2. Reasonable Costs and Accommodations. Executive committee meetings may be conducted in person, virtually or a combination using technological platforms that allow all persons participating in the meeting to communicate clearly with each other and if within a reasonable level of cost and operational support by the association.

Section 5. Restrictions and Conflict of Interest

- A. No member of the executive committee shall be employed by, have a material financial interest in, or receive any compensation directly or indirectly from any person or entity providing services to NACo. Members shall disclose any potential conflicts of interest to the executive committee using the association's Conflict of Interest form.

Article VI – Board of Directors

Section 1. Membership

The board of directors are elected officials of active member counties or designated officials as follows:

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- A. Officers of the association, as specified in Article IV.
- B. One (1) elected official from each state with an active member county is eligible, provided the official represents a county whose membership dues are full paid by the close of credentials registration at the annual conference.
- C. Twelve (12) elected officials from active member counties shall be selected with:
 - 1. One (1) from each of the 12 states having the highest number of votes as certified by the Credentials Committee based upon NACo membership as of sixty (60) days prior to the first day of the annual conference. To qualify for an additional director under this provision, a state must meet one of the following criteria:
 - a) Either 50 percent of its counties shall be active member counties, or
 - b) Its active member counties shall representing fifty (50) percent of the state's population.
 - 2. If a state does not meet one of the fifty (50) percent thresholds, it shall be disqualified, and the next state in line with the highest number of votes that meets with fifty (50) percent standard shall be included instead.
- D. One (1) elected county official from each state having one-hundred (100) percent of its counties as active members.
- E. One (1) director from each affiliate organization, defined as an organization aligned with the functions and departments of county government structure), that has been authorized by the NACo board of directors and approved by the voting members. The total number of directors from this category E shall not exceed twenty-five (25) percent of the total number of elected county officials on the board.
- F. Ten (10) at-large directors may be appointed by the president prior to the first meeting of a newly elected board and there shall be no more than one at-large director from any state. Nine (9) of these appointees shall be elected officials, and appointments should aim to address inequities in representation, particularly among female, African American, Asian, Hispanic, Native American or urban/midsize/rural representatives. The President may fill any vacancies under this category throughout the appointment term.
- G. Past presidents of NACo who are serving as elected county officials of active member counties.
- H. The chair of the Large Urban County Caucus, the chair of the Mid-Size County Caucus, the chair of the Rural Action Caucus and the President of the Western Interstate Region.
- I. Each person elected to serve on the executive committee pursuant to Article V shall serve for the duration of the position term.

Section 2. Election Procedures

- A. The procedure to be followed in selecting directors in Article VI Section 1 (B), (C), and (D) is as follows:
 - 1. A state with eligible members in Article VI Section 1 (B) and (D) shall submit a nomination to the NACo President.
 - 2. Directors in Article VI Section 1 (B), (C), and (D) shall be elected annually by the voting members at the association's annual conference under Article X.
 - 3. If a state has more than one state association with eligible members, those associations must decide among themselves the nominations for each applicable category.
 - a. No additional seats will be given to states with multiple associations.
 - b. If no state association includes all counties or all county officials as eligible members, then the association(s) counties or county officials must determine the nominations for each applicable category amongst themselves.
 - c. Each nomination shall be submitted in writing by the governing body of said the respective state association.
 - d. The written submission shall also designate one or more individuals authorized to make the nomination.
- B. The appointment and nomination procedure for selecting directors in Article IV Section 1 (E) will be determined by each individual affiliate organization and elected annually by the voting members at the association's annual conference.

Section 3. Responsibilities

- A. The board of directors shall have general supervision, management and control of the business and property of the association, subject to the Articles of Incorporation, these bylaws, and the policies established by a majority vote of the voting active member counties of the association at the annual business meeting.
- B. The board of directors shall determine the dues, fees, services and benefits for each membership category. However, dues increases exceeding fifteen (15) percent annually shall be approved by a majority vote of the voting active member counties at the annual business meeting, or unless the board of directors declares an emergency.
- C. Association policy shall be determined by the voting active member counties of the association. Interim policy decisions arising between annual conferences may be

made by the board of directors on behalf of the association until the next annual conference.

Section 4. Term of Office

- A. The term of office for a member of the board of directors shall be one (1) year.
- B. Notwithstanding this section, however, a person who serves on the board of directors pursuant to Article VI, Section 1. I. is eligible to serve on the board of directors for the duration of their term on the executive committee.

Section 5. Vacancies

- A. **State Representative Vacancies.** A vacancy for a person serving on the board of directors pursuant to Article VI, Section 1, subsections B, C, and D, may be filled for the unexpired term as follows:
 - 1. The state association(s) of counties from the state where the former director resided shall provide a recommendation for a replacement.
 - 2. At the next board of directors meeting after receiving the state association's recommendation, the board may, by majority vote of the board members, choose whether or not to elect the individual recommended by the state association.
- B. **Affiliate Representative Vacancies.** A vacancy for a person serving on the board of directors pursuant to Article VI, Section 1, subsection E, may be filled for the unexpired term as follows:
 - 1. The affiliate organization associated with the former board member shall provide a recommendation for a replacement.
 - 2. At the next board of directors meeting after receiving the affiliate's recommendation, the board may, by majority vote of the board members present, choose whether or not to elect the individual recommended by the affiliate.
- C. **Presidential Appointment Vacancies.** A vacancy for a person serving on the board of directors pursuant to a presidential appointment pursuant to Article VI, Section 1, subsections F, G, and H, may be filled by appointment by the president.

Section 6. Quorum

- A. Fifty (50) directors shall constitute a quorum for the transaction of business.
- B. The board of directors may transact business by mail, email or other electronic ballot, voting on specific proposals sent with the president's approval. In such cases, a majority of directors shall respond affirmatively for the proposal to be adopted.

Section 7. Resignation and Removal

- A. Any officer or director may resign at any time upon written notice to the association's executive director, effective upon receipt or a specified date.
- B. An officer or director shall be automatically removed from the board of directors if the individual no longer holds elected county office or otherwise fails to meet the qualifications of the position.

Section 8. Indemnification and Insurance

- A. The association shall indemnify its current and former directors and executive committee members expenses reasonably incurred in defending any action, suit, or proceeding, in which they are involved due to their role as directors or executive committee members, to the fullest extent permissible under Delaware law.
- B. The association may purchase and maintain additional insurance for such indemnification to the full extent as determined from time to time by the board of directors.

Section 9. Conflicts of Interest

- A. No director or executive committee member of the association may receive any salary, compensation, or emolument from the association, either directly or indirectly, unless authorized by the bylaws of the association, or approved by a two-thirds (2/3) vote of all other directors at a duly held meeting.
- B. Each director or executive committee member of the association shall comply with agrees to abide by the association's conflict-of-interest policy as adopted and amended from time to time by the board of directors.
- C. Each director or executive committee member of the association shall complete, sign, and submit a conflict-of-interest disclosure statement each year.
- D. Submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors, except at the first meeting of each new board of directors.

Article VII – Committees

Section 1. Audit Committee

- A. **Composition.** There shall be an audit committee consisting of five (5) members, elected by the Board of Directors from its membership.

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1. Members shall serve three-year terms, with at least one member elected each year.
 2. No member may serve for more than two consecutive full terms or more than six years in any nine-year period. Filling an unexpired term does not count towards these limits.
 3. Vacancies shall be filled as follows:
 - a. The board of directors shall elect a new member at the first meeting of the new board of directors to replace a member whose term has expired.
 - b. For vacancies occurring mid-term, the board of directors shall elect a replacement to serve the unexpired term at its first meeting following the vacancy.
 4. Current or former officers of the association shall not be eligible to serve on the audit committee.
 5. The audit committee shall elect a chair from among its members at its first meeting following the annual conference.
 - a. The chair may not serve for more than two (2) consecutive one-year terms and may serve as chair for no more than two (2) years in any six-year period
- B. Purpose.** The audit committee shall assist the board of directors in overseeing:
1. The integrity of the association's financial statements through quarterly and annual reviews.
 2. Compliance with legal and regulatory requirements.
 3. The qualifications, independence and performance of the independent auditor.
 4. The qualifications and performance of the internal auditor.
- C. Charter of Operations.** The audit committee shall develop a charter of operations that details its scope of work and responsibilities.
1. The charter of operations shall be presented to the board of directors for its review and approval.
 2. Amendments to the charter of operations may be proposed by the audit committee or by any member of the board of directors.
 3. All amendments to the charter of operations require approval by the board of directors.
- D. Independent Audit.** The audit committee shall oversee an annual independent audit of the association's finances, conducted by an auditor selected by and reporting directly to the committee. The audit committee shall provide a summary

report of its annual independent audit, including key findings and recommendations, to the board of directors within sixty (60) days of completion.

- E. **Additional Duties.** The audit committee shall also perform any other duties as are assigned in these bylaws or as delegated by the board of directors.
- F. **Reporting.** The audit committee shall report to the board of directors at least once during each calendar year.

Section 2. Finance Committee

- A. **Composition.** The finance committee shall consist of fourteen (14) individuals from active member counties.
 - 1. One (1) member shall be the chair of the audit committee.
 - 2. Three (3) members shall be those members of the board of directors who represent the National Association of County Collectors, Treasurers and Finance Officers (NACCTFO), the National Association of County Civil Attorneys (NACCA) and the National Association of County Administrators (NACA).
 - 3. Nine (9) members, of whom two (2) shall be county finance officers or finance directors and one (1) shall be a state association executive director, serving staggered three-year terms.
 - 4. The President of NACo shall appoint all members to fill vacancies in July of each year.
 - 5. The First Vice President shall serve as chair of the committee.
- B. **Purpose.** The finance committee shall assist the officers by preparing reports discussing financial conditions, trends, policies and programs, along with their implications, for officers' deliberation.
- C. **Annual Budget Review.** The finance committee shall review the annual budget of the association and make recommendations to the officers before it is submitted to the board of directors.
- D. **Charter of Operations.** The finance committee shall develop a charter of operations that details its scope of work and responsibilities.
 - 1. The charter of operations and any amendments shall be presented first to the audit committee for review and then to the officers for review and approval.
 - 2. Following officers' review and approval, the charter of operations and any further amendments shall then be submitted to the board of directors for its review and approval.
 - 3. Amendments to the charter of operations may be proposed by a member of the finance committee or the board of directors. Amendments shall require

the review by the audit committee and the review and approval by the officers prior to consideration by the board of directors.

E. **Operations.** The finance committee shall operate at the direction and request of the officers.

1. The finance committee shall not direct the use of association resources.
2. Requests for funding or staff assistance for the finance committee shall be made through the officers.
3. Findings and recommendations of the finance committee shall be submitted to the officers.
4. The functions and duties of the finance committee shall not interfere with the functions and responsibilities of the audit committee.

F. **Representation.** The membership of the finance committee shall reflect the diversity of the association, to the extent reasonable and practical.

Section 3. Programs and Services Committee

A. **Composition.** The programs and services committee shall consist of representatives from active member counties or their designees including representatives of state associations of counties and national affiliates.

1. The president of NACo shall appoint the chair and members of the committee at the annual business meeting each year, to serve one-year terms.
2. The president may also fill vacancies and appoint new leadership and members throughout the appointment period.
3. The chair of the NACo membership committee is an ex-officio member of the programs and services committee.

B. **Responsibilities.** The committee works at the direction and request of the officers. Its primary purpose is to assist

1. The officers and the board of directors by preparing reports and recommendations regarding the need for and effectiveness of new or existing association member programs and services.
2. The officers or the board of directors may request the committee to survey members or report on specific programs and services.
3. The committee may not direct the use of association resources.
4. Any requests for funding or staff assistance for the committee shall be made through the officers.

C. **Representation.** The membership of the committee shall reflect the diversity of the association, to the extent reasonable and practical.

Section 4. Information Technology Committee

- A. **Composition.** The information technology committee shall consist of representatives from active member counties or their designees, including representatives of state associations of counties and national affiliates.
1. The president of NACo shall appoint the chair, vice chairs and members of the committee at the annual business meeting in July of each year to serve one-year terms.
 2. The president may also fill vacancies and appoint new leadership and members throughout the appointment period.
- B. **Responsibilities.** The committee works at the direction of the officers. Its primary purpose is to assist the officers and board of directors in understanding:
- a. Overall global trends and innovations with technology innovations
 - b. County government and public sector trends and innovations with technology, and
 - c. Advice and guidance on NACo's internal policies, systems and technology needs.
1. The information technology committee may not direct the use of association resources.
 2. Requests for funding or staff assistance for the committee shall be made through the officers.
- C. **Representation.** The membership of the information technology committee shall reflect the diversity of the association, to the extent reasonable and practical.

Section 5. Membership Committee

- A. **Composition.** The membership committee shall consist of at least one person from each state that has active member counties.
1. Members of the association and staff members of state associations of counties' are eligible to serve on the membership committee.
 2. The President of NACo shall appoint the chair, vice chairs and members of the committee at the annual business meeting in July of each year to serve one-year terms.
 3. The President may also fill vacancies and appoint new leadership and members throughout the appointment period.
 4. The chair of the programs and services committee is an ex-officio member of the membership committee.
- B. **Responsibilities.** The committee works at the direction and request of the officers.

1. The purpose of the committee is to help recruit and retain of NACo member counties, to market and promote programs and services, and provide feedback to officers and the programs and services committee that increase membership and engagement.
 2. The committee may not direct the use of association resources.
 3. Any requests for funding or staff assistance for the committee shall be made through the officers.
- C. **Representation.** The membership of the membership committee shall reflect the diversity of the association, to the extent reasonable and practical.

Section 6. Policy Steering Committees

- A. **Establishment and Purpose.** The board of directors shall establish policy steering committees to study issues, recommend policy positions and resolutions for inclusion in the American County Platform and assist in implementing the platform.
- B. **Meetings.** All steering committees shall meet at least twice a year.
- C. **Resolution Consideration.** Final consideration of all resolutions shall only take place at the legislative or annual conferences or as otherwise approved by the board of directors. All resolutions shall be germane with the mission and membership purpose of the association.

Section 7. Bylaws Committees

- A. **Composition.** At least every four years, the president shall appoint a bylaws review committee to review the bylaws and recommend any amendments to the bylaws to the board of directors, consistent with Article XI.
- B. **Representation.** The membership of the committee shall reflect the diversity of the association, to the extent reasonable and practical.

Section 8. Other Committees

- A. **Establishment by the President.** The president may establish other committees, working groups or task forces deemed proper for carrying on the business of the association, including those required for specific purposes or projects.
- B. **Establishment by Resolution.** Other committees may also be established by resolution adopted by the active member counties at the annual business meeting.
- C. **Responsibilities.** Committees, workings groups and task forces created under this section shall operate under approved charters of operation that include the objectives, timelines, budgets, and deliverables, as approved by the board of directors.

- D. **Review.** The president shall annually assess the relevance and effectiveness of all temporary committees, working groups, and task forces. The president may recommend to the board of directors the sunset of any committee, working group, or task force that has fulfilled its purpose or is no longer needed.

Article VIII – Executive Director

Section 1. Appointment

- A. The board of directors, upon recommendation of the executive committee, shall appoint the executive director.
- B. The executive committee shall establish all terms and conditions of the executive director's employment, including compensation, contract terms, and performance expectations.

Section 2. Responsibilities

- A. The executive director shall be the chief executive officer of the association.
- B. Under the general direction of the board of directors and the executive committee, the executive director shall establish, maintain, manage, and generally control the management and operations of the association.
- C. The executive director shall carry out, or cause to be performed, all actions directed by the board of directors. Furthermore, the executive director shall oversee the development and implementation of strategic initiatives and member services aligned with the association's mission and goals, subject to board approval.
- D. The executive director shall have the authority to conduct the day-to-day operations of the association, execute policies, and decisions of the board of directors and executive committee, and approve contracts and expenditures necessary for conducting the business of the association.
 - 1. Contracts, vouchers, loans or actions that involve the disbursement or commitment of association funds exceeding an amount set by the board of directors, shall require approval by the officers, with such actions promptly reported to the audit committee.

Section 3. Personnel

- A. The executive director shall have the responsibility to appoint, supervise, and dismiss personnel, subject to the personnel policies adopted by the board of directors.

- B. No NACo staff shall be employed by or receive any compensation directly or indirectly from any person or entity providing services to NACo, excluding NACo subsidiaries. Compensation includes salaries, fees, consulting payments, or other financial benefits.

Section 4. Evaluation

- A. Annually and within 45 days prior to the annual conference the executive committee shall evaluate the executive director and report to the board of directors.
- B. The annual performance evaluation shall be based on the general and specific performance goals of the association and for the executive director, such as membership engagement, strategic implementation, financial management, and organizational health.

Section 5. Record Keeping

- A. The executive director or a designee(s) shall:
 - 1. Maintain all official records of the association in secure, accessible digital formats, to the extent possible, ensuring compliance with applicable data protection policies and best practices.
 - 2. Take and preserve minutes of all meetings of the board of directors, Executive Committee and annual business meeting.
 - 3. Provide notice of such meetings as directed by the president.
 - 4. Receive all monies of the association, properly record them, and deposit funds in board-approved depositories.
 - 5. Submit a financial statement, at least four times each year, to the audit committee and a summarized report to the board of directors at least four times each year.

Section 6. Bond for Executive Director and Staff

The executive director and designated staff with fiduciary responsibilities shall be bonded or covered by appropriate insurance, as determined by the board of directors. The cost of such bond or insurance shall be paid by the association. The coverage amount shall be set by the board of directors as needed, in consultation with the audit committee, but at least every three (3) years, to ensure coverage aligns with the association's needs and risk management standards.

Article IX – Annual Budget

Section 1. Role of the Officers

- A. The officers shall prepare and recommend to the board of directors an annual budget for the association for each fiscal year, ensuring it includes sufficient detail to allow an informed evaluation of the association's proposed programs and services, and the staff and financial resources required to implement and manage those programs and services. The budget may also include a contingency reserve allocation to address unanticipated expenses or emergencies, with clearly defined guidelines for its use.
- B. The finance committee shall review the proposed budget and provide advice and comment regarding it to the officers prior to its submission to the board of directors.
- C. The budget document shall be transmitted to the members of the board of directors at least two weeks prior to the last scheduled meeting of the board in each calendar year.

Section 2. Role of the Board of Directors

- A. Prior to the beginning of the new fiscal year, the board of directors shall adopt a budget as submitted by the officers or as amended by the board.
- B. Upon adoption by the board of directors, the budget shall govern and control the expenditures of the association for the fiscal year.

Section 3. Budget Amendments During the Fiscal Year

- A. The officers may amend the budget during the fiscal year provided that:
 - 1. Such amendments are formally adopted at a meeting of the officers; and
 - 2. Such amendments are submitted to the board of directors for ratification at its next ensuing meeting.
- B. This authority does not authorize the officers to amend the budget so as to cause the total of all expenditures to exceed the total amount of the income in the budget.

Section 4. Expense Reimbursements

- A. The budget may include sums sufficient for reimbursement of actual, reasonable expenses, as follows:
 - 1. Officers and Staff: For all official duties.
 - 2. Regional Representatives and Directors: For official duties other than attending regular meetings of the association and of the board of directors.
- B. All expense reimbursements shall be reported quarterly to the audit committee by name of payee, purpose of expense, and amount of reimbursement.

C. Except as provided in subsection D of this section, funds contained in the Long-Term Sustainability Reserve Fund created on July 20, 2020 may be used only for the following purposes:

1. The rental or purchase of office space, building or land
2. Securing a loan for the purchase of land or a building
3. Consultants, counsel or real estate professionals engaged to provide advice or assistance to the association regarding the relocation of the association's headquarters offices;
4. Expenditures and investments that seek to support, enhance and protect the long-term stability, capacity, services and operations of the association; or
5. Other expenses directly associated with the same.

Section 5. Long-Term Sustainability Reserve Fund

A. **Purpose of the Fund.** The Long-term Sustainability Reserve Fund, created on July 20, 2020, is a strategic investment reserve dedicated to ensuring the associations' long-term operational stability and capacity to serve America's counties.

B. **Permissible Uses of the Fund.** Funds may only be used for the following purposes:

1. The rental or purchase of office space, a building, or land
2. Securing a loan for the purchase of land or a building
3. Consultants, legal counsel, or real estate professionals providing advice or assistance regarding the relocation of the association's offices and facilities
4. Investments or expenditures aimed at supporting, enhancing, and protecting the long-term stability, capacity, services, strategies, and operations of the association; or
5. Other related expenses directly associated with the same as determined by the board of directors.

C. **Authorization for Fund Use**

1. Use of the Long-Term Sustainability Reserve Fund requires a resolution adopted by the board of directors.
2. Such a resolution must:
 - a. Clearly declare the purpose(s) for which the funds will be used; and
 - b. State how the expenditure will sustain and enhance the immediate, intermediate, and long-term finances, member services, or operations of the association.
3. Adoption of the resolution shall require:
 - a. The affirmative vote of two-thirds (2/3) of the directors present at a meeting where a quorum is established; or

- b. If conducted by mail or electronic ballot, the affirmative vote of two-thirds (2/3) of all directors.

D. Oversight

1. The audit committee shall annually review and evaluate the performance of investments made from the Long-Term Sustainability Reserve Fund and report their findings to the board of directors. The report shall include a summary of expenditures, investments, and their impact on the association's capacity and operation.
2. The board of directors shall review the purpose, policies, and allocations of the Long-Term Sustainability Reserve Fund at least every three (3) years to ensure alignment with the association's strategic priorities.

Article X – Conferences and Meetings

Section 1. Annual Business Meeting

- A. **Meeting Details.** An annual business meeting of all active member counties shall be held at a and time determined by the Board of Directors.
 1. Notice of the meeting shall be provided at least thirty (30) days in advance to all active members entitled to vote, by using any means authorized by Delaware law.
 2. Notices sent by mail shall be considered given when deposited in the United State mail with postage prepaid and addressed to the voting member's official address on file with the association. Notices sent by email shall be considered given when sent to the voting member's official email address on file with the association.
 3. Notices of the annual business meeting shall also be published prominently on the association's website and in a major digital and/or print publication of the association.
- B. **Credentials Certification.** Prior to the meeting, the credentials committee shall officially certify the number of registered votes, in total and by state.

Section 2. Quorum at Annual Business Meeting

- A. **Quorum Requirements.** A quorum shall consist of twenty-five (25%) percent of registered votes at the annual business meeting and representation of seventy-five (75) active member counties.
- B. **Quorum Verification.** At the start of the meeting, the President shall verify that a quorum is present for business to proceed.

1. At the start of the meeting, the president shall verify that a quorum is present for business to proceed.
 2. If a question arises regarding the quorum during the session, a roll call vote may be triggered by a show of hands from at least 35% of the delegates present.
- C. **Consequences of No Quorum.** If a quorum is not present, no further business may be conducted; and unfinished business (except officer and director elections) will be referred to the board of directors for action on behalf of the membership.

Section 3. Special Meetings

A. **Calling a Special Meeting.**

1. Special meetings of the membership may be called by the president, with the written or electronic approval from a majority of the board of directors.
2. Notice of the special meeting and its agenda shall be given at least thirty (30) days in advance, in accordance with Section 1 of this Article.
3. Special meetings may address urgent issues that cannot wait until the next annual meeting and shall be limited to the agenda items specified in the notice.

Section 4. Dues and Voting Rights

A. **Voting Entitlement.**

1. Each active member county is entitled to at least one vote the annual or special meetings of the membership. An active member county is one which has paid NACo dues within twelve (12) months prior of the business meeting.
2. Dues shall align with the approved dues schedule.

B. **Delegate Selection.**

1. Each active member county shall determine their voting delegate(s), who shall be elected or appointed officials of the county, who will cast the county's vote(s), except as authorized under other sections.
2. An eligible voting delegate(s) may cast all or any portion of the active member's total authorized vote but no fraction of a whole number.
3. Votes may be cast by the state delegation of the county if authorized by the county in accordance with the Bylaws and any related election procedures.

- C. **Voting Eligibility.** Counties are eligible to vote if they are registered for the conference, have paid the association dues within the past twelve (12) months, and comply with Section 5 provisions.

Section 5. Credentials Registration and Proxy Voting

CLEAN DRAFT AS REFERRED BY THE NACo BOARD OF DIRECTORS TO THE ANNUAL
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- A. **Registration Requirements.** Delegates shall be registered for the annual conference and be qualified to vote.
 - 1. Two weeks prior to the convening of the conference, NACo staff shall post on the NACo website a list of member counties by voting credential status including those counties that are registered for the conference but for which written proxies have been filed.
- B. **Proxy Voting**
 - 1. Nonattending counties shall only cast votes by proxy if registered and paid seventy-two (72) hours before the official start of the conference and if proxy information is included in the credentials.
 - 2. Proxies shall adhere to procedures established by the credentials committee.
- C. **Proxy Delegation.** A delegate may leave a written or electronic proxy with another delegate from the same or a different county in their state, their state delegation head, or the state association president or designee.
- D. **Deadlines.** Credentials registration shall close at 5:00 p.m. local time (based on the physical location of the meeting) the day before the business meeting.
- E. **Disputes.** The credentials committee shall be responsible for resolving any disputes regarding credentials or ballots.

Section 6. Other Voting Procedures

- A. **Decision Thresholds.** General business and procedural motions require a majority of votes cast
- B. **Voting Methods**
 - 1. Voting may be by standing or vote, voice vote, or roll call. A roll call vote may be initiated at the discretion of the chair or upon the request by at least ten percent (10%) of the delegates present.
 - 2. Electronic voting via a secure app may also be utilized, provided that all delegates have access to the necessary technology and are properly credentialed.
 - 3. In any roll call vote for the election of an officer where no candidate receives a majority of the vote, the candidate with the lowest vote total shall be removed from the ballot and another roll call vote shall be conducted with the remaining candidates.
 - a. If there is a tie for the lowest vote total, no candidate shall be removed from the ballot, and another roll call vote will be conducted.

- b. If there are more than three candidates on the ballot and a tie for the lowest vote total persists after the subsequent ballot, both candidates with the lowest vote totals shall be removed.
- c. If only three candidates remain on the ballot and a tie for the lowest vote total persists, no candidate shall be removed, and roll call voting will continue until the tie is resolved or a candidate receives a majority of the votes cast.

Section 7. Special Committees

A. **Resolutions Committee.** The NACo board of directors serves as the shall act as a resolutions committee at the annual conference.

- 1. Resolutions shall relate to the association's objectives and purposes.
- 2. Resolutions shall not be discussed without prior review by the appropriate steering committee(s) unless approved as an emergency by two-thirds (2/3) vote of the board of directors.
- 3. The president may present emergency issues or matters outside the jurisdiction of any steering committee directly to the board of directors, acting as the resolutions committee.
- 4. Resolutions adopted by the board of directors, acting as the resolutions committee, shall be brought before the general membership for a final vote.
- 5. Full and free debate shall be allowed and proceed the consideration of resolutions.

B. **Nominating Committee**

- 1. **Formation and Membership.** The president of the association shall appoint a nominating committee consisting of at least five elected officials from active member counties. At least one member of the committee shall be a past president, and no candidate for NACo office may be a member.
- 2. **Responsibilities.** The nominating committee shall verify the eligibility of candidates, for officer and board of director positions by screening their credentials to ensure compliance with the association's bylaws.
- 3. **Leadership.** The chair of the nominating committee shall be appointed by the president and announced at the NACo legislative conference.
- 4. **Neutrality.** The nominating committee shall not endorse or recommend any candidates.
- 5. **Nominations on the Floor.** Nominations for qualified candidates for officers may be made from the floor during the annual business meeting of the convention. All candidates must meet the eligibility requirements established in these bylaws and supplemental policies of the board.

- C. **Credentials Committee.** The president shall appoint a five (5) member credentials committee, including the reading and tally clerks, at least thirty (30) days before the annual conference. The committee oversees the functions outlined in Article X, Sections 4 and 5 of these bylaws.
- D. **Election Rules.** The board of directors may establish additional rules and procedures governing the election of officers, consistent with the spirit of these bylaws.

Article XI – Parliamentary Authority and Amendments

Section 1. Parliamentary Authority

All meetings of NACo, including the Board of Directors, shall be governed by the current edition of Robert's Rules of Order Newly Revised in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and the laws of the state of Delaware.

Section 2. Recommendations for Amendments

- A. **Amendments by the Bylaws Review Committee.** Bylaws amendments may be recommended by the bylaws review committee.
- B. **Amendments by Resolution.** Amendments may also be recommended by a resolution submitted and signed by at least 10 active member counties. The signatory counties shall be from at least five different states.
- C. **Emergency Interim Amendments.** In exceptional cases where urgent amendments are necessary to address unforeseen legal, financial, or operational challenges, the president may call for a special meeting of the board on the proposed amendment(s). This meeting shall require a seven (7) day advance notice for the board, be posted and distributed to all member counties, and require a three-fourths (3/4) super majority vote of the board for adoption. Any amendment adopted under this section shall only be in effect until the next annual business meeting.

Section 3. Procedures for Amendment Submission and Review

- A. **Submission Timeline.** To be presented to the membership for vote, a recommended amendment shall be submitted in writing to the president at least sixty (60) days prior to the convening of the annual conference, and shall appear in a membership publication and be posted on NACo.org prior to the start of the annual conference.

- B. **Board of Directors Review.** The board of directors shall review each recommended amendment at its first scheduled meeting following submission.
- C. **Presentation and Voting.** All such recommended amendments shall be previewed during a virtual forum at least two weeks prior to the start of the annual conference and then be presented at the first general session of the annual conference and voted upon at the business session.

Section 4. Adoption of Amendments

These bylaws may be amended by a majority vote of all votes cast on the question by the voting active member counties of the association.

Section 5. Effective Date of Amendments

Amendments to the bylaws shall become effective upon adoption, unless otherwise specified.