

Bylaws of the **National Association of Counties**

Current Language as Amended on July 20, 2020 | Proposed Language for July 2025 Amendment

Red in text and/or proposed language boxes indicates a potential change.

CURRENT LANGUAGE	PROPOSED LANGUAGE	ARTICLE I COMMENTS
The name of this organization is the	The name of this organization is the	Technical changes only.
National Association of Counties,	National Association of Counties,	
incorporated under the laws of the	incorporated under the laws of the	
state of Delaware, hereby	state of Delaware, hereby	
referenced as "association."	referenced as "NACo" or the	
	"association."	

Article I - Name

CURRENT LANGUAGE	PROPOSED LANGUAGE	ARTICLE II SEC. 1 COMMENTS
Section 1	Section 1. Purpose of the	1 – Technical change. Updates
The purposes for which this	Association	language from the NACo County
association is formed are to	The purpose of the association is to	Landscape project and to use
stimulate the continuing	strengthen America's county	proper descriptions for county
improvement of county government;	governments in the pursuit of	governments.
to speak nationally for county	excellence in public service. The	
government; to contribute to the	association is uniquely	
knowledge and awareness of the	distinguished by our membership of	
heritage and future of county	general-purpose county	
government; to serve as a liaison	governments, led by nearly 40,000	
between the nation's counties and	publicly elected officials and	
other levels of government; and to	supported by a dedicated	
achieve public understanding of the	professional workforce of more than	
role of counties in the federal	3.6 million public servants.	
system.		
	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.	

Article II – Objects and Purpose

Article II

CURRENT LANGUAGE	PROPOSED LANGUAGE	ARTICLE II SEC. 2 COMMENTS
Section 2.	Section 2. Methods to Achieve	2 – Technical change to match
The association will seek to achieve	Purpose	the NACo Blueprint strategic plan
these purposes by sponsoring	Founded in 1935 as an essential	adopted by the Board of
conferences, exchanging	partner in our nation's	Directors.
information and advice, and	intergovernmental system, the	
conducting other activities that	association unites county officials	
benefit county government and	to:	
improve service to the public	 Advocate county priorities in 	
rendered by county government.	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.	
		Article II

Article II

CURRENT LANGUAGE

PROPOSED NEW LANGUAGE:

ARTICLE II SEC. 3 COMMENTS

Section 3.

The words "county" or "counties" or "county governments" when used in these bylaws to describe members or membership shall include such other equivalent units of local government as have been accepted as active member County Governments.

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

3 – Technical change. New
 header. Mostly technical changes
 to sharpen language throughout
 the section and reformat to better
 organize.

3A – Technical change. Updated language from NACo County Landscape Project and use the proper description for county governments.

3B-E – Technical changes. Expands and regroups definitions section to clarity the purpose and scope of various committees.

	county policies, functions and	3E - Substantive change to add
	practices.	adjust current language and new
E	. Other Committees and Working	language increasing transparency
	Groups as defined by the board	and adding due process regarding
	of directors and/or president.	the potential removal of an
		officer.
		Adds language specifying that
		any records kept by the
		association regarding the
		investigation or removal of an
		officer are kept confidential for
		these purposes only.

Article II

Article III – Membership

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE III SEC. 1 COMMENTS
Section 1.	Section 1. Active Member	1 – Technical change. New
Active member counties shall be	Counties	header.
those county governments which	Active member counties shall be	
contribute annually to the financial	those county governments which	
support of the association	contribute annually to the financial	
according to the schedule of dues or	support of the association	
service fees adopted by the board of	according to the schedule of dues	
directors.	or service fees adopted by the	
	board of directors.	

Article III

CURRENT LANGUAGE	CURRENT LANGUAGE PROPOSED NEW LANGUAGE:	
Section 2.	Section 2. Additional Membership	2 – Technical change. New
Separate member categories for	Categories	header.
organizations or individuals other	Separate member categories for	
than counties may be authorized by	organizations or individuals other	
the board of directors.	than counties may be authorized by	
	the board of directors.	

Article III

ARTICLE IV SEC. 1 CURRENT LANGUAGE PROPOSED NEW LANGUAGE: COMMENTS Section 1. Officers. Section 1. Officers A. **Definition.** The officers of the 1A – Technical change. New A. The officers of the association shall be a President, First Vice association shall be a President, header. President, Second Vice First Vice President, Second Vice President and Immediate Past President and Immediate Past President. President. The immediate past 1. The immediate past president president is the most recent past is the most recent past president who is still an elected president who is still an countyofficial of an active member elected countyofficial of an county. B. **Qualification.** The officers of the active member county. 1B – Technical change. B. Qualification. The officers of the association shall be elected Text rewritten to increase association shall be elected officials, defined as individuals clarity around which NACo officials of active member holding elected office of active members qualify to run and counties. member counties. serve as officers. C. Term. Each officer shall serve a C. Term. Each officer shall serve a term of office of one year subject to term of office of one year subject the provisions of Section 3 of this to the provisions of Section 3 of Article. 1D – Technical change. this Article. D. Election. Officers shall be elected Clarifies members with D. Election. Officers shall be by the member counties with certified voting credentials. elected by the member counties certified voting credentials at the at the annual business meeting annual business meeting each year. 1E – Technical change. each year. E. General Duties. Clarifying "they" and "the" E. General Duties. 1. Officers shall be responsible for 1. They shall be responsible for the property, funds and business the property, funds and affairs of the association in the

Article IV - Officers

business affairs of the association in the absence of the board of directors.

- They shall have and exercise all powers and authority granted by the board of directors.
- 3. The officers shall make a report to the board of directors at each meeting of the board 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.

absence of the board of directors.

- 2. They Officers shall have and exercise all powers and authority granted by the board of directors.
- 3. Officers or a designee shall make a report to the board of directors 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.

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IV SEC. 2 COMMENTS	
tion 2. Authority of the President	Section 2. Authority of the President		
e President shall:	The President shall:		
Be the chief elected official.	A. Be the chief elected official.		
Preside at all meetings of the	B. Preside at all meetings of the		
board of directors, the executive	board of directors, the executive		
committee, and the annual	committee, and the annual		
business meeting.	business meeting.		
Supervise all business of the	C. Supervise all business of the		
association with the Executive	association with the Executive		
Director.	Director.		
Appoint members of all	D. Appoint members of all		
	ettion 2. Authority of the President e President shall: Be the chief elected official. Preside at all meetings of the board of directors, the executive committee, and the annual business meeting. Supervise all business of the association with the Executive Director.	Attion 2. Authority of the Presidenta President shall:Be the chief elected official.Preside at all meetings of theboard of directors, the executivecommittee, and the annualbusiness meeting.Supervise all business of thebusiness of thebusiness meeting.Supervise all business of theDirector.	

	committees except those		committees except those	
	committee members whose		committee members whose	
	positions are designated by these		positions are designated by these	
	bylaws.		bylaws.	
E.	Consult with the other officers on	E.	Consult with the other officers on	
	all appointments.		all appointments.	
F.	Assign to other officers' specific	F.	Assign and delegate to other	2F – Technical change.
	areas of responsibility as needed.		Officers' specific areas of	Adds "delegate" and links
			responsibility, as needed, to fulfill	actions to "obligations and
			the obligations and priorities of	priorities of the association."
			the association.	
		L		

	CURRENT LANGUAGE		PROPOSED NEW LANGUAGE:	ARTICLE IV SEC. 3 COMMENTS
Sec	ction 3. Vacancies and Removal	Se	ction 3. Vacancies and Removal	
Α.	In the event of a vacancy in the	Α.	In the event of a vacancy in the	3A-D – Technical changes
	office of president for any reason,		office of president for any reason ,	and reformatting.
	the first vice president shall		the first vice president shall	
	succeed to the office and be		succeed to the office and be	
	eligible to serve as president in		eligible to serve as President in the	
	the succeeding term.		succeeding term.	
В.	In the event of a vacancy in the	В.	In the event of a vacancy in the	
	office of first vice president, for		office of first vice president, for any	
	any reason, the second vice		reason the second vice president	
	president shall succeed to the		shall succeed to the office , and be	
	office, and be eligible to serve as		eligible to serve as president in the	
	president in the succeeding term.		succeeding term.	
C.	Should a vacancy occur in the	C.	Should a vacancy occur in the	
	office of second vice president		office of second vice president	

prior to the normal expiration of term, the vacancy will be filled at the next annual conference.

- This would yield two open positions for which elections would need to be held at the annual 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 to fill the vacant office(s).
 - In the event of two vacancies these positions would be up for election at the next annual conference.
- E. Any officer may be removed by the board of directors with or without cause 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.
 - Any officer so removed is not eligible to serve as a member of the board of directors.

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.

- 1.—This would yield two openpositions for which electionswould need to be held at the annual 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.
 - 1.—In the event of two vacancies these positions would be up for election at the next annual conference.
- E. Any officer may be removed by the board of directors, through an executive session, with or without cause 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

3E – Substantive change. New language to increase transparency and add due process for the potential removal of an officer. Stresses that documentation will be "for the association's records only" and, if practical and reasonable,

the board of directors in writing or in	not for public consumption.
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.	
1.—Any officer so removed is not	
eligible to serve as a member of	
the board of directors.	
	Artiolo II

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE V SEC. 1 COMMENTS
Section 1. Composition	Section 1. Composition	
 A. 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 2 of this Article. 	 A. 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 2 of this Article. 	1A – Technical change.
1. The president of the association is the chair of the executive committee.	B. 1. 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.	1B – Technical change. Adds long-standing practice that first vice president shall serve as chair in the absence of the president.

Article V – Executive Committee

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE V SEC. 2 COMMENTS
Section 2. Powers and Duties	Section 2. Powers and Duties	
A. The executive committee shall	A. The executive committee shall	2A – Technical change.
recommend to the board of	recommend to the board of	
directors the appointment of the	directors the appointment of the	
executive director and, subject to	executive director and, subject to	
budget limitations established by	budget limitations established by	
the board of directors, shall fix the	the board of directors, shall fix the	
salary and other compensation	salary and other compensation	
related to the position, and shall	related to the position, and shall	
establish all other terms and	establish all other terms and	
conditions of his orher	conditions of his orher	
employment.	employment.	
B. Regional members of the executive	B. The executive committee shall	2B – Technical change.
committee shall also provide input	conduct an annual performance	Provides new details on
to the president and the other	review of the executive director, in	annual performance
officers with respect to policy and	accordance with Article VIII –	review for executive
business matters on behalf of their	Executive Director.	director
regions between board meetings,	C. Regional representatives members	2C – technical changes.
provide close contact with counties	of the executive committee shall	Clarifies language under
within their regions, keep member	also :	(3) for the specific
counties informed of association	1. Provide input to the president	responsibilities of
activities and assist in membership	and the other officers with	regional representatives.
recruitment and retention in the	respect to policy and business	
regions.	matters on behalf of their regions	
-	between Board meetings.	
	2. Provide close contact with	
	counties within their regions.	
	3. Promote the sharing of policy	
	trends, best practices, and	

	knowledge exchange within and
	among regions.
4.	Keep member counties informed
	of æsociation activities.
5.	Assist
6.	in membership recruitment and
	retention in the regions.
	Article V

	CURRENT LANGUAGE		PROPOSED NEW LANGUAGE:	ARTICLE V SEC. 3 COMMENTS
	ction 3. Regional Representatives;	60	ction 3. Regional Representatives ;	3 – Technical change.
	gibility, Election Procedures,		gibility, Election Procedures,	5 – rechnicat change.
	rms of Office and Vacancies		ms of Office and Vacancies	
	One (1) regional member of the		gibility	3A – Technical change.
	executive committee shall be		One (1) regional member of the	Formatting change and
	elected from each of four (4)		executive committee shall be	breaks out sections into
	geographic Regions (Northeast,		elected from each of four (4)	clearer headers and
	West, South and Central – as		geographic Regions (Northeast,	bullets.
	designated by the Board), from		West, South and Central), as	
	among those elected officials of		designated by the Board. from	
	member counties of the states in		among those elected officials of	
	each region.		member counties of the states in-	
1			each region.	
	shall be determined by the board	В.	-	3B – Technical change.
	of directors prior to the regional	5.	an elected official of an active	Breaks out from (A)
	caucuses and may be changed by		member county.	
	the board from time to time.	C.	-	
В.	Elections of regional executive		shall be determined by the board	
	committee representatives shall		of directors prior to the regional	
	occur during regional caucuses		caucuses and may be changed by	
	held at the annual conference each		the board from time to time.	
	year, after the annual business	D.	The Board shall notify the affected	OD Cubatanting
	meeting, and at such other times as		member counties of the region of	3D - Substantive
	necessary to fill vacancies.		any approved changes at least 30	change. Adds a new timeline for member
C.	Each state is allowed only one vote		days prior to the annual business	
	during each regional representative		meeting.	notification.
	election.	Ele	ction Procedures	New header.
D.	The board of directors may	E.	Elections of regional executive	
	establish such other rules regarding		committee representatives shall	

regional representative elections not in conflict with these bylaws.

- E. A past president of the association is ineligible to serve as a regional representative; however, he or she may participate in regional caucuses in all other respects.
- F. A regional representative may not be elected from a state that is the home of a current officer of the association.
- G. The term of office for a regional representative is two years.
- There shall be a limit of three consecutive two-year terms for the office of regional representative.
- H. Vacancies occurring among the regional representatives shall be filled for the unexpired term by the same regional caucus that made the previous selection.
 - A regional caucus to fill the unexpired term of a regional representative shall be held at either the Legislative or Annual Conference, under such rules as the board of directors may prescribe.
 - Interim appointments may be made until said election by a conference call of state

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.

- F. Each state is allowed only one vote during each regional representative election.
- G. The board of directors may establish such other rules regarding regional representative elections not in conflict with these bylaws.

Eligibility Restrictions

- H. A past president of the association is ineligible to serve as a regional representative, yet however, he or she may participate in regional caucuses in all other respects.
- A regional representative shall may not be elected from a home state that is the home of a current officer of the association.

Terms of Office

J. 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.

Technical change. New header.

3I – Technical change. Replaces "may" with "shall" for clarity.

3J – Technical change.

Simplifies formatting and language. Also adds clarification of current practice that partial terms do not count toward limitation of terms of

presidents ortheir designee.	1.—There shall be a limit of three	service.
	consecutive two-year terms for	
	the office of regional	
	representative.	
	Vacancies	Technical Change.
	K. Vacancies occurring among the	New header.
	regional representatives shall be	
	filled for the unexpired term by the	
	same regional caucus that made	
	the previous selection.	
	1. 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. under	3K1 – Technical change.
	such rules as the board of	
	directors may prescribe .	
	2. Interim appointments may be	
	made via virtual meeting (or other	3K2 – Technical change.
	electronic means) of state	Updates with modern
	presidents or their designees	language around virtual
	until the election occurs. until	meetings.
	said election by a conference call	
	of state presidents ortheir-	
	designee.	
		Articla

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE V SEC. 4 COMMENTS
Section 4. Meeting Notices and	Section 4. Meeting Notices and	4 – Technical changes with
 Participation A. Upon initiation by the president, not less than ten days' written or three days' digital or electronic notice shall be given to every member of the executive committee of the time and place of each meeting of the 	 Participation A. Meeting Notices. Upon initiation by the president, not less than ten days' written or three days' digital or electronic notice shall be given to every member of the executive committee of the time and place of each meeting of the committee. 	headers and style. 4A – Technical change to remove redundant language
committee. B. A majority of the executive committee shall constitute a quorum at all meetings thereof and the vote of a majority of the members of the executive committee present at a meeting	 B. Quorum and Voting. A majority of the executive committee shall constitute a quorum. at all meetings thereof and The vote of a majority of the members of the executive committee present at a meeting at which a quorum is 	4B – Technical change to clean up language
 at which a quorum is present shall be the act of the executive committee. C. The president may initiate conference calls between meetings of the executive committee. D. Members of the executive committee may participate in any 	 present shall be the act of the executive committee. C. Virtual and Conference Call Meetings. 1. Interim. The president may initiate virtual meetings conference calls between in-person meetings of the executive committee. 	4C – Technical and substantive changes. Clarifies language with style and also adds that the use of virtual meetings should be held if practical and at a
meeting by means of telephone conference calls or similar communications equipment, provided that all persons	 Reasonable Costs and Accommodations. Members of the executive committee may participate in any meeting by 	reasonable cost.

participating in such a meeting	means of telephone conference	
can hear each other.	calls or similar communications	
	equipment, provided that all	
	persons participating in such a	
	meetingcan hear each other.	
	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.	
		Artial

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE V SEC. 5 COMMENTS
Section 5. Restrictions	Section 5. Restrictions and Conflict	5 – Technical change.
A. No member of the executive	of Interest	
committee shall be employed by	A. No member of the executive	5A – Substantive change.
or receive any compensation	committee shall be employed by,	Adds clarification on the
directly or indirectly from any	have a material financial interest	process for declaring a real
person or entity providing services	in, or receive any compensation	or potential conflict of
to NACo.	directly or indirectly from any	interest using the
	person or entity providing services	association's Conflict of
	to NACo. Members shall disclose	Interest form.
	any potential conflicts of interest	
	to the executive committee using	
	the association's Conflict of	
	Interest form.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 1
		COMMENTS
Section 1. Membership	Section 1. Membership	1 –Technical change with
The board of directors are elected	The board of directors are elected	formatting and style.
officials of active member counties or	officials of active member counties or	
designated officials as follows:	designated officials as follows:	
A. Officers of the association, as	A. Officers of the association, as	
specified in Article IV.	specified in Article IV.	
B. One (1) elected official from each	B. One (1) elected official from each	
state which has an active member	state with which has an active	1B – Technical changes to
county.	member county is eligible,	use more precise language and remove 1-B(1).
1. Such official must be from a	provided the official represents a	
county whose membership dues	county whose membership dues	
are fully paid at the time of the	are full paid by the close of	
closeof credentials registration	credentials registration at the	
at the annual conference.	annual conference.	
C. Twelve (12) elected officials from	1.—Such official must be from a	
active member counties;	county whose membership dues	
1. One (1) from each of the 12	are fully paid at the time of the	
states having the highest	closeof credentials registration	
number of votes as certified by	at the annual conference.	
the Credentials Committee	C. Twelve (12) elected officials from	
based upon NACo membership	active member counties <mark>shall be</mark>	1C – Technical change to
as of 60 days before the first day	selected with:	use more precise language
of the annual conference.	1. One (1) from each of the 12	
a. Provided that such state has	states having the highest number	
either 50 percent of its	ofvotes as certified by the	
counties as active member	Credentials Committee based	
counties orhas active member	upon NACo membership as of	
	<mark>sixty (</mark> 60) days <mark>prior to before the</mark>	

Article VI – Board of Directors

counties representing 50 percent of the state's population.

- b. A state, otherwise qualified, must meet one of the 50 percent standards in subsection a, in order to be eligible for an additional director under this paragraph; the state having the next highest number of votes will be elevated to the list, provided that such state meets either 50 percent standard.
- D. One elected county official from each state having 100 percent of its counties as active members.
- E. One director from each affiliate organization (defined as an organization aligned with departments of county government structure) that has been authorized by the NACo board of directors and approved by the voting members.
 - The number of directors from category E shall not exceed 25 percent of the total number of elected county officials on the board.
- F. Ten (10) at-large directors shall be appointed by the president.

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. Provided that such state has
 Either 50 percent of its counties
 shall be as active member
 counties, or
- b. Has-Its active member counties shall representing fifty (50) percent of the state's population.
- 2. If a state, otherwise qualified, must 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. standards in subsection a, in order to be eligible for an additional director under this paragraph; the state having the next highest number of votes will be elevated to the list, provided that such state meets either 50 percent standard.
- D. One (1) elected county official from each state having onehundred (100) percent of its

1D – Technical change to use more precise language

- Prior to the first meeting of a newly elected board, the president may appoint up to ten (10) at-large directors from active member counties, nine of whom must be elected officials, to addressinequities in representation (especially female, African American, Asian, Hispanic, Native American or urban/rural).
- There shall be no more than one at-large director from any state.
- 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
 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 for the duration of hisor her term.

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.
 - 1.—The number of directors from category E shall not exceed 25 percent of the total number of elected county officials on the board.
- F. Ten (10) at-large directors may shall 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 must be elected officials, and appointments should aim to addressinequities in representation, particularly among female, African American, Asian, Hispanic, Native American or

1E – Technical change removing subsection (1)

1F – Substantive change.

Adds midsize counties to list for consideration of adequate representation.

urban/midsize/rural	
representatives. The President	
may fill any vacancies under this	
category throughout the	
appointment term.	
The president may appoint u	p
to ten (10) at-large directors	
from active member countie	s,
nine of whom must be elected	ed
officials, to addressinequitie	33
in representation (especially	-
female, African American,	
Asian, Hispanic, Native	
American or urban/rural).	
1.—There shall be no more than on	e
at-large director from any state	
G. Past presidents of NACo who are	
serving as elected county officials	3
of active member counties.	
H. The chair of the Large Urban Cour	nty 1H - Substantive change.
Caucus, the chair of the Mid-Size	Adds board slot for chair of
County Caucus, the chair of the	new midsize county caucus.
Rural Action Caucus and the	
President of the Western Interstat	e
Region.	
I. Each person elected to serve on t	he 1I – Technical change for
executive committee pursuant to	style.
Article V shall serve for the duration	on
of his or her the <mark>position</mark> term.	
	Article VI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 2
		COMMENTS
Section 2. Election Procedures	Section 2. Election Procedures	2 – Technical changes.
A. The procedure to be followed in	A. The procedure to be followed in	Cleans up repetitive
selecting directors in categories	selecting directors in categories VI	language for style.
B, C, and D is as follows:	B, C, and D is as follows:	
1. A state whose eligible members	1. A state with whose eligible	
include all counties or all county	members in categories VI(B) and	
officials in the state shall submit	(D) include all counties or all	
a nomination to the NACo	county officials in the state shall	
president.	submita nomination to the NACo	
2. Directors in categories B, C, and	President.	
D shall be elected annually by	2. Directors in categories VI (B), (C),	
the voting members at the	and (D) shall be elected annually	
association's annual	by the voting members at the	
conference.	association's annual conference	
3. If there is more than one state	under Article X.	
association in a state whose	3. If there is a state has more than	
eligible members include all	one state association in a state	
counties or all county officials,	with whose eligible members	
then those associations must	include all counties or all county	
determine amongst themselves	officials, then those associations	
the nominations foreach	must <mark>decide among determine</mark>	
applicable category.	amongst themselves the	
a. No additional seats will be	nomination s foreach applicable	
given to states with multiple	category.	
associations.	a. No additional seats will be	
b. If there is no state association	given to states with multiple	
whose eligible members	associations.	
include all counties or all	b. If there is no state association	
countyofficials in the state,	whose eligible members	

then the association or associations that have member counties or county officials must determine amongst themselves the nominations for each applicable category.

- c. Each nomination shall be submitted in writing by the governing body of said state association.
- d. The written submission shall also designate one or more persons authorized to make the nomination.
- B. The procedure to be followed in selecting directors in category E is as follows:
 - The directors in category E will be nominated by their affiliate organizations and elected annuallyby the voting members at the association's annual conference.

includes all counties or all countyofficials as eligible members in the state, then the association(s) or associations that have member counties or county officials must determine amongst themselves 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 persons authorized to make the nomination.
- B. The appointment and nomination procedure for to be followed in selecting directors in category IV
 (E) is as follows:
 - The directors in category E will be determined nominated by each individual their affiliate organizations. and elected annually by the voting members at the association's annual conference.

	CURRENT LANGUAGE		PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 3 COMMENTS
Sou	ction 3. Responsibilities	Se	ction 3. Responsibilities	3 – Technical changes for
A.	The board of directors shall have	A.	The board of directors shall have	style.
	general supervision, management		general supervision, management	
	and control of the business and		and control of the business and	
			property of the association, subject	
	property of the association,		to the Articles of Incorporation, these	
	subject to the Articles of		bylaws, and the policies established	
	Incorporation, these bylaws, and		by a majority vote of the voting active	
	the policies established by a		member counties of the association	
	majority vote of the voting active		at the annual business meeting.	
	member counties of the	В.	The board of directors shall	
	association at the annual business		determine the dues, fees, services	
	meeting.		and benefits for each membership	
В.			category of membership . However,	
	determine the dues, fees, services		the board of directors shall not	
	and benefits for each category of		increase dues increases exceeding in-	
	membership. However, the board		excess of fifteen (15) percent	
	of directors shall not increase			
	dues in excess of 15 percent		annually shall be unless and until	
	annually unless and until such		such increases are approved by a	
	increases are approved by		majority vote of the voting active	
	majority vote of the voting active		member counties at the annual	
	member counties at the annual		business meeting, or unless an	
	business meeting, or unless an		emergency is declared by the board	
	emergency is declared by the	C.	of directors declares an emergency.	
	board of directors.		Association policy shall be	
С.	Association policy shall be		determined decided by the voting	
	decided by the voting active		active member counties of the	
1	member counties of the		association. Interim policy decisions	
	association. Interim policy		arising between annual conferences	

decisions arising between annual	may be made by the board of	
conferences may be made bythe	directors <mark>on behalf of in the name of</mark>	
board of directors in the name of	the association until the next annual	
the association until the next	conference of the association .	
annual conference of the		
association.		

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 4 COMMENTS
 Section 4. Term of Office A. The term of office for a member of the board of directors shall be one 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 his or her term on the executive committee and for so long as he or she continues to serve as an elected official of an active member county. (Past presidents who remain elected officials of active member counties to serve on the board of directors until otherwise ineligible.) 	 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 his or her term on the executive committee. and for so long as he or she continues to serve as an elected official of an active member county: (Past presidents who remain elected officials of active member counties may continue to serve on the board of directors until otherwise ineligible.) 	 4 - Technical changes to standardize language with other sections of the bylaws 1B - Technical Change: Aligns NACo bylaws with longstanding practice. Redundant with Article VI, Section 1(G) with executive committee eligibility for the board of directors.

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 5 COMMENTS	
Section 5. Vacancies	Section 5. Vacancies		
A. Vacancies occurring in the board	A. State Representative Vacancies	5A – Technical changes	
of directors, except for officers	A vacancy for a person serving on the	for style.	
and those directors serving	board of directors pursuant to Article		
pursuant to Article VI, Section 1.	VI, Section 1, subsections B, C, and D,		
subsections F., G., or H., may be	may be filled for the unexpired term as		
filled for the unexpired term by the	follows:		
remaining directors, after	1. The state association(s) of counties		
receiving a recommendation from	from the state where the former		
the state association of counties	director resided shall provide a		
of the state where the former	recommendation for a		
member of the board of directors	replacement.		
resided consistent with	2. At the next board of directors	5A2 – Technical change.	
subsections B., C., or D., and	meeting after receiving the state	Clarifies long-standing	
under subsection E. for affiliates.	association's recommendation, the	practice and intent that	
1. The board of directors may, by	board may, by majority vote of the	nominations by state	
majority vote of the full	board members present full	associations to fill	
membership of the board,	membership of the board , choose	vacancies are subject to	
choose whether or not to elect	whether or not to elect the	review and approval by	
the individual recommended by	individual recommended by the	the Board of Directors.	
the state association or affiliate.	state association.		
B. A vacancy in an at-large position	B. Affiliate Representative Vacancies	5B – Technical change.	
shall be filled by the president.	A vacancy for a person serving on the	Clarifies long-standing	
	board of directors pursuant to Article	practice and intent that	
	VI, Section 1, subsection E, may be	nominations by affiliates	
	filled for the unexpired term as	to fill vacancies are	
	follows:	subject to review and	
	1. The affiliate organization	approval by the Board of	
	associated with the former board	Directors.	

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 full	
membership of the board , 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.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 6 COMMENTS	
Section 6. Quorum	Section 6. Quorum		
A. Fifty (50) directors shall constitute	A. Fifty (50) directors shall constitute a		
a quorum for the transaction of	quorum for the transaction of		
business.	business.		
B. The board of directors may	B. The board of directors may transact	6B – Technical change	
transact business by mail or	business by mail, <mark>email</mark> or other	with style and clarity of	
electronic ballot by voting upon	electronic ballot, voting on specific	process.	
specificproposals mailed or sent	proposals sent with the president's		
electronically to them with the	approval. In such cases, a majority of		
approval of the president.	directors shall respond affirmatively		
1. Under such circumstances, the	for the proposal to be adopted. by		
affirmative response of a	voting upon specific proposals mailed		
majorityof the directors shall be	or sent electronically to them with		
required for adoption.	the approval of the president.		
	1.—Under such circumstances, the		
	affirmative response of a majorityof		
	the directors shall be required for		
	adoption.		
		Article VI	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 7 COMMENTS
Section 7. Resignation and Ren	val Section 7. Resignation and Removal	
 A. Any officer or director may reat any time upon written not the association. B. Resignation will become efferent of the letter of resignation unless the letter specifies a different date. C. Any officer or director shall be automatically removed from board of directors if the office director no longer holds elected county office or otherwise farmeet the qualifications of the position. 	e toany time upon written notice to the association's executive director, effective upon receipt or a specified date.tiveeffective upon receipt or a specified 	7A - Technical changewith more conciselanguage.7C - Technical changewith style.

ARTICLE VI SEC. 8 CURRENT LANGUAGE PROPOSED NEW LANGUAGE: COMMENTS Section 8. Indemnification and Section 8. Indemnification and Insurance Insurance 8A – Substantive A. The association may provide for A. The association shall may indemnify change. Changes "may" its current and former directors and indemnification by the to "shall" for making sure association of any and all of its executive committee members leaders of the association directors, executive committee expenses reasonably actually and are indemnified and members or former directors. necessarily incurred in defending by covered by liability against expenses actually and them in connection with the defenseinsurance. Consist with necessarily incurred by them in of any action, suit, or proceeding, in longstanding practice. connection with the defense of which they are involved due to their any action, suit, or proceeding, in role as or any of them are made which they or any of them are parties or a party, by reason of having made parties or a party, by reason been directors or executive committee members of the of having been directors or executive committee members of association, to the fullest extent the association, to the fullest permissible under Delaware law. 8B – Technical change. B. The association may be entitled to extent permissible under Clarifies that the purchase and maintain additional Delaware law. association "may" B. The association shall also be insurance for such indemnification to purchase additional,

- entitled to purchase and maintain insurance for such indemnification to the full extent as determined from time to time by the board of directors.
- the full extent as determined from

time to time by the board of directors.

Article VI

supplemental insurance

coverage with consent of

the board.

Section 9. Conflicts of InterestSection 9. Conflicts of Interest9 - Technical changes withA. A director or executive committeeA. A No director or executivestyle.member of the association may not receive, directly or indirectly,any salary, compensation, orassociation may not receive, directly or indirectly, any salary, compensation, or emolument from the associationgeneralized and the salaryunless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.association, or by the affirmative vote of approved by a two-thirdsB. Each director or executive comflict-of-interest policy as adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B. Each directors.C. Each director or executive committee member of the association shall comply with association functor interest adopted and from time to time by the board of directors.adopted and from time to time by the board of directors.C. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.C. Each director or executive committee member of the association funct to functors.D. Except at the first meeting of each a prerequisite to service on the board of directors.C. Each director -interest committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure the board of directors.C. Each director executive committee member of the association funct to finterest committee member of the association funct t		CURRENT LANGUAGE		PROPOSED NEW LANGUAGE:	ARTICLE VI SEC. 9
A.A director or executive committee member of the association may not receive, directly or indirectly, any salary, compensation, or emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.A. A No director or executive compensation, or emolument from the association, either directly or indirectly, unless authorized by the bylaws of the association agrees to abide by the comflict-of-interest policy as adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.A. A No director or executive committee member of the association, or by the affirmative the board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.A. No director or executive committee from time to time by the board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.A. No director or executive committee from time to from time to time board of directors, submission complete, sign, and submita conflict-of-interest disclosure statement each year.S. Each director or executive committee member of the association must complete, sign, a prerequisite to service on the board of directors.A. No director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of board of directors.D. Except at the first meeting of board of directors.				ROPOSED NEW LANGUAGE.	COMMENTS
A.A director or executive committee member of the association may not receive, directly or indirectly, any salary, compensation, or emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.A. A No director or executive compensation, or emolument from the association, either directly or indirectly, unless authorized by the bylaws of the association agrees to abide by the comflict-of-interest policy as adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.A. A No director or executive committee member of the association, or by the affirmative the board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.A. No director or executive committee from time to time by the board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.A. No director or executive committee from time to from time to time board of directors, submission complete, sign, and submita conflict-of-interest disclosure statement each year.S. Each director or executive committee member of the association must complete, sign, a prerequisite to service on the board of directors.A. No director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of board of directors.D. Except at the first meeting of board of directors.					
member of the association may not receive, directly or indirectly, any salary, compensation, or emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.compensation, or by the directly or indirectly, unless authorized by the bylaws of the association, or by the affirmative vote of approved by a two-thirdsB.Each director or executive committee member of the adopted and from time-to-time adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B.Each director or executive committee member of the association shall comply with amended from time to time by the board of directors.B.Each director or executive comflict-of-interest policy as adopted and signed conflict- of all conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must complete, sign, association must complete, sign, association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.D.Except at the first meeting of statement each year. <th>Sec</th> <th>ction 9. Conflicts of Interest</th> <th>Sect</th> <th>tion 9. Conflicts of Interest</th> <th>9 – Technical changes with</th>	Sec	ction 9. Conflicts of Interest	Sect	tion 9. Conflicts of Interest	9 – Technical changes with
receive, directly or indirectly, any salary, compensation, or emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.association authorized by the bylaws of the association, or by the authorized by the bylaws of the association, or by the affirmative wete of approved by a two-thirdsB.Each director or executive committee member of the adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B.Each director or executive comfittee member of the adopted and signed conflict- of a completed and signed conflict- of a prerequisite to service on the board of directors.C.Each director or executive comfittee member of the adopted and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C.Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest committee member of the association must complete, sign, and submita conflict-of-interest committee member of the association must statement each year.C.Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.	Α.	A director or executive committee	Α.	A No director or executive	style.
salary, compensation, or emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.directly or indirectly, unless authorized by the bylaws of the association, or by the affirmative wote of approved by a two-thirdsB.Each director or executive committee member of the adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B.Each director or executive comfittee member of the adopted and first meeting of each committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement is a prerequisite to service on the board of directors.C.Each director or executive committee member of the adopted and first meeting of each committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement is a prerequisite to service on the board of directors.C.Each director or executive committee member of the association must complete, sign, and submita complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.D.Except at the first meeting of each prequisite to service on the board of directors.D.Except at the first meeting of complete, sign, and submita conflict-of-interest disclosu		member of the association may not		committee member of the	
emolument from the association unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.compensation, or emolument from the association, either directly or indirectly, unless authorized by the bylaws of the association, or by the affirmative wote of approved by a two-thirdsB. Each director or executive committee member of the adopted and from time-to-time amended by the board of directors.(2/3) vote of all other directors at a duly held meeting.B. Each director or executive comflict-of-interest policy as adopted and from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B. Each director or executive committee member of the adopted and first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of each perequisite to service on the board of directors.D. Except at the first meeting of		receive, directly or indirectly, any		association may not receive ,	
unless authorized by the bylaws of the association, or by the affirmative vote of two-thirds (2/3) of all other directors at a duly held meeting.from the association, either directly or indirectly, unless authorized by the bylaws of the association, or by the affirmative wote of approved by a two-thirdsB.Each director or executive committee member of the association agrees to abide by the conflict-of-interest policy as adopted and from time-to-time amended by the board of directors.B.Each director or executive committee member of the association shall comply with agrees to abide by the adopted and from time to time adopted and from time tach year.B.Each director or executive committee member of the adopted and from time to time the board of directors.C.Each director or executive committee member of the adsociation must complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must shall completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C.Each director or executive committee member of the association must shall conflict-of-interest disclosure statement each year.D.Except at the first meeting of a board of directors.D.Except at the first meeting of		salary, compensation, or		directly or indirectly, any salary,	
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of all other directors at a duly held meeting.association, or by the affirmative vote of approved by a two-thirdsB.Each director or executive committee member of the association agrees to abide by the conflict-of-interest policy as adopted and from time-to-time amended by the board of directors.B.Each director or executive committee member of the association shall comply with agrees to abide by the association'sC.Each director or executive committee member of the association shall comply with agrees to abide by the association'sc.Each director or executive committee member of the adopted and from time-to-time adopted and from time to time by the board of directors.c.Each director or executive committee member of the adopted and from time to time by the board of directors.disclosure statement each year.C.D.Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C.board of directors.D.Except at the first meeting of each new board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.board of directors.D.Except at the first meeting of a prerequisite to service on the board of directors.D.		the association, or by the		directly or indirectly, unless	
meeting.vote of approved by a two-thirdsB.Each director or executive(2/3) vote of all other directors at a duly held meeting.association agrees to abide by the conflict-of-interest policy asB.Each director or executive committee member of the association shall comply with agrees to abide by the board of directors.B.Each director or executive committee member of the adopted and from time-to-time adopted and from time-to-timeagrees to abide by the association's conflict-of-interest policy as adopted and from time to time by the board of directors.C.Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.C.Each director or executive committee member of the association must complete, sign, association must complete, sign, and submita conflict-of-interestC.Each director or executive committee member of the association must submission f a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C.Each director or executive complete, sign, and submita conflict-of-interest disclosure statement each year.D.Except at the first meeting of a prerequisite to service on the board of directors.D.Except at the first meeting of statement each year.		affirmative vote of two-thirds (2/3)		authorized by the bylaws of the	
B. Each director or executive committee member of the association agrees to abide by the conflict-of-interest policy as adopted and from time-to-time amended by the board of directors.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 from time to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.C. Each director or executive conflict-of-interest committee member of the adopted and from time to time by the board of directors.D. Except at the first meeting of each of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest committee member of the association must complete, sign, and submita conflict- of interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of board of directors.D. Except at the first meeting of-		of all other directors at a duly held		association, or by the affirmative	
committee member of the association agrees to abide by the conflict-of-interest policy as adopted and from time-to-time amended by the board of directors.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 from time-to-time association must complete, sign, and submita conflict-of-interest disclosure statement each year.B. Each director or executive committee member of the adopted and from time to time by the board of directors.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Except at the first meeting to service on the statement each year.D. Except at of directors, submission a prerequisite to service on the board of directors.C. Each director or executive complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meetingC. Each director or executive complete, sign, and submita conflict-of-interest disclosure		meeting.		vote of approved by a two-thirds	
association agrees to abide by the conflict-of-interest policy as adopted and from time-to-time amended by the board of directors.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 from time to time by the board of directors.C. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.B. Each director or executive comflict-of-interest policy as adopted and from time to time by the board of directors.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Except at the first meeting of association must statement is conflict-of-interest disclosure statement each year.D. Except at the first construction of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.D. Except at the first meeting of- interest disclosure statement is statement each year.D. Except at the first construction the a prerequisite to service on the board of directors.D. Except at the first meeting of- interest disclosure statement each year.D. Except at the first construction the board of directors.D. Except at the first meeting of-	В.	Each director or executive		(2/3) vote of all other directors at	
conflict-of-interest policy ascommittee member of theadopted and from time-to-timeassociation shall comply withamended by the board of directors.agrees to abide by the association'sC. Each director or executiveconflict-of-interest policy ascommittee member of theadopted and from time-to-timeassociation must complete, sign,amended from time to time byand submita conflict-of-interestthe board of directors.D. Except at the first meeting of eachcommittee member of thenew board of directors, submissionassociation must shallof a completed and signed conflict-complete, sign, and submitaof-interest disclosure statement isconflict-of-interest disclosurea prerequisite to service on theboard of directors.D. Except at the first meeting of thecomplete, sign, and submitaof a completed and signed conflict-complete, sign, and submitaof-interest disclosure statement isaconflict-of-interest disclosurea prerequisite to service on theboard of directors.board of directors.D. Except at the first meeting of-		committee member of the		a duly held meeting.	
adopted and from time-to-time amended by the board of directors.association shall comply with agrees to abide by the association'sC. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.comflict-of-interest policy as adopted and from time to time by the board of directors.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of of directors.D. Except at the first meeting of-		association agrees to abide by the	В.	Each director or executive	
amended by the board of directors.agrees to abide by the association'sC. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.amended from time to time by the board of directors.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive committee member of the association must shall conflict-of-interest disclosure statement each year.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of of directors.D. Except at the first meeting of-		conflict-of-interest policy as		committee member of the	
C. Each director or executive committee member of the association must complete, sign, and submita conflict-of-interest disclosure statement each year.conflict-of-interest amended from time to time by the board of directors.D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Except at the first meeting of complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.D. Except at the first meeting of-		adopted and from time-to-time		association shall comply with	
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association must complete, sign, and submita conflict-of-interestamended from time to time by the board of directors.disclosure statement each year.C. Each director or executiveD. Except at the first meeting of each new board of directors, submissioncommittee member of theof a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.conflict-of-interest disclosureboard of directors.D. Except at the first meeting of-	C.	Each director or executive		conflict-of-interest policy as	
and submita conflict-of-interestthe board of directors.disclosure statement each year.C. Each director or executiveD. Except at the first meeting of eachcommittee member of thenew board of directors, submissionassociation must shallof a completed and signed conflict-complete, sign, and submitaof-interest disclosure statement isconflict-of-interest disclosurea prerequisite to service on thestatement each year.board of directors.D. Except at the first meeting of		committee member of the		adopted and from time-to-time	
disclosure statement each year.C. Each director or executive committee member of the association must shallD. Except at the first meeting of each new board of directors, submission of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.C. Each director or executive committee member of the association must shall complete, sign, and submita conflict-of-interest disclosure statement each year.board of directors.D. Except at the first meeting of		association must complete, sign,		amended from time to time by	
D. Except at the first meeting of each new board of directors, submissioncommittee member of theof a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submitaboard of directors.D. Except at the first meeting of-		and submita conflict-of-interest		the board of directors.	
new board of directors, submissionassociation must shallof a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of		disclosure statement each year.	C.	Each director or executive	
of a completed and signed conflict- of-interest disclosure statement is a prerequisite to service on the board of directors.complete, sign, and submita conflict-of-interest disclosure statement each year.D. Except at the first meeting of	D.	Except at the first meeting of each		committee member of the	
of-interest disclosure statement isconflict-of-interest disclosurea prerequisite to service on thestatement each year.board of directors.D. Except at the first meeting of		new board of directors, submission		association must shall	
a prerequisite to service on thestatement each year.board of directors.D. Except at the first meeting of		of a completed and signed conflict-		complete, sign, and submita	
board of directors. D. Except at the first meeting of		of-interest disclosure statement is		conflict-of-interest disclosure	
		a prerequisite to service on the		statement each year.	
each new board of directors.		board of directors.	D.	Except at the first meeting of	
				each new board of directors,	

Submission of a completed and
signed conflict- of-interest
disclosure statement is a
prerequisite to service on the
board of directors, <mark>except at the</mark>
first meeting of each new board
of directors.

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 1 COMMENTS	
CURRENT LANGUAGESection 1. Audit CommitteeA. There shall be an audit committeeconsisting of five (5) members,elected by the board of directorsfrom its membership.1. The term of office shall be forthree years, with at least onemember being elected each year.2. A member may not serve for morethan two consecutive full terms,and may not serve for more thansix years in any nine-year period,except for a member who fills anunexpired term of a previousmember. Partial terms filling avacancy shall not count towardsthe two full terms or yearly limiton service on the audit	 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. Members The term of office shall serve be for three-years terms, with at least one member being elected each year. No A member may not serve for more than two consecutive full terms or, and may not serve for more than six years in any nine-year period., except for a member who fills Filling an 		
 committee. 3. The board of directors shall fill a vacant position of an audit committee member whose term has expired through an election at the first meeting of each new board of directors. a. In the event of a vacancy 	 unexpired term does of a- previous member. Partial terms filling a vacancy shall not count towards these limits the two full terms or yearly limit on service on the audit committee. 3. Vacancies shall be filled as follows: The board of directors 		
occurring during the year, the	shall fill a vacant position of an- audit committee member-		

Article VII – Committees

board of directors shall, at its first meeting following the vacancy, elect a person to serve the unexpired term.

- No present or former officer of the association shall be eligible to serve.
- Members of the audit committee shall annually elect a chair from among its members at itsfirst meeting following the annual conference.
 - a. The chair may not serve for more than two consecutive one-year terms, and may only serve as chair for a maximum of two years in any six-year period.
- B. The purpose of the audit committee is to assist the board of directors in association oversight of:
 - The integrity of the financial statements through quarterly and annual reviews
 - 2. Compliance with legal and regulatory requirements
 - The independent auditor's qualifications, independence and performance
 - 4. The internal auditor's qualifications and performance.

whose term has expired through an election at the firstmeeting of each new board of directors.

- 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 midterm In the event of a vacancy-occurring during the year, the board of directors shall, at its first meeting following the vacancy, elect a replacement a person to serve the unexpired term at its first meeting following the vacancy.
- No present Current or former officers of the association shall not be eligible to serve on the audit committee.
- 5. Members of The audit committee shall annually elect a chair from among its members at itsfirst meeting following the annual conference.
- a. The chair may not serve for

- C. The audit committee shall develop

 a charter of operations that details
 the scope of work and
 responsibility of the committee.
 - The charter of operations for the audit committee shall be presented to the board of directors for its review and approval.
 - 2. Amendments to the audit committee charter of operations may be proposed either by the audit committee itself or by a member of the board of directors.
 - Amendments to the charter of operations require approval by the board of directors.
- D. The audit committee shall direct an annual independent audit of the association's finances with an auditor selected by and reporting to the committee.
- E. The audit committee shall also perform such other duties as are assigned in these bylaws or as may be assigned by the board of directors.
- F. The audit committee shall report to the board of directors at least once during each calendar year.

more than two (2) consecutive one-year terms, and may only serve as chair for a maximum of no more than two (2) years in any six-year period

- B. Purpose. The purpose of the audit committee is to shall assist the board of directors in overseeing: association oversight of:
 - The integrity of the association's financial statements through quarterly and annual reviews.
 - 2. Compliance with legal and regulatory requirements.
 - The independent auditor's qualifications, independence and performance of the independent auditor.
 - The internal auditor's qualifications and performance of the internal auditor.
- C. Charter of Operations. The audit committee shall develop a charter of operations that details the its scope of work and responsibilityies. of the committee.
 - The charter of operations for the audit committee shall be presented to the board of

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directors for its review and	
approval.	
2. Amendments to the audit	
committee charter of	
operations may be proposed	
either by the audit committee	
itself or by a <mark>ny</mark> 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 <mark>oversee direct</mark>	
an annual independent audit of	
the association's finances,	Clarifies timeline for audit
conducted by with an auditor	committee to report to the
selected by and reporting directly	board regarding the findings
to the committee. The audit	of the annual 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	
<mark>any such other duties as are</mark>	
assigned in these bylaws or as	
delegated maybe assigned by the	
board of directors.	
F. Reporting. The audit committee	
shall report to the board of	

directors at least once during	
each calendaryear.	

CURRENT LANGUAGE

PROPOSED NEW LANGUAGE:

ARTICLE VII SEC. 2 COMMENTS

Section 2. Finance Committee

- A. There shall be a finance committee consisting of fourteen (14) persons from active member counties.
 - One member shall be the chair of the audit committee.
 - 2. Three 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).
 - Nine members, of whom two shall be county finance officers or finance directors and one shall be a state association executive director, to serve staggered three-year terms.
 - The President of NACo shall appoint all members to fill these vacancies in July of each year.
 - 5. The First Vice President shall serve as chair of the committee.
- B. The purpose of the finance committee is to assist the officers

Section 2. Finance Committee

- A. Composition. There shall be a finance committee shall consisting of fourteen (14) persons individuals from active member counties.
 - 1. One (1) member shall be the chair of the audit committee.
 - 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).
 - 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,
 to serve serving staggered
 three-year terms.
 - The President of NACo shall appoint all members to fill these vacancies in July of each year.

2 – Technical changes with style and clarification.

by preparing reports discussing financial conditions, trends, policies and programs and financial policy alternatives and their implications for officers' deliberation.

- C. The finance committee shall review and make recommendations to the officers regarding the annual budget of the association prior to its submission to the board of directors.
- D. The finance committee shall develop a charter of operations that details the scope of work and responsibility of the committee.
 - The charter of operations and any amendments shall be presented first to the audit committee for its review and then to the officers for its review and approval.
 - 2. The charter of operations and any further amendments shall then be submitted to the board of directors for its review and approval. Amendments to the finance committee charter of operations may be proposed from time to time, either by a member of the finance committee or by a member of the board of directors.
 - 3. Amendments to the charter of

- 5. The First Vice President shall serve as chair of the committee.
- B. Purpose. The purpose of the finance committee is to shall assist the officers by preparing reports discussingfinancial conditions, trends, policies and programs, and along with financial policy alternatives and their implications, for officers' deliberation.
- C. Annual Budget Review. The finance committee shall review and make recommendations to the officers regarding the annual budget of the association and make recommendations to the officers before it is submitted regarding prior to its submission to the board of directors.
- D. Charter of Operations. The finance committee shall develop a charter of operations that details the its scope of work and responsibilityies of the committee.
 - The charter of operations and any amendments shall be presented first to the audit committee for its review and then to the officers for its review

2D - Technical Change with

style and clarification of process.

operations require the review of the audit committee and the approval of the officers.

- E. The finance committee works at the direction and request of the officers.
 - The finance committee may not direct the use of association resources.
 - 2. Requests for funding or staff assistance for the finance committee shall be made through the officers.
 - Findings and recommendations of the finance committee shall be made to the officers.
 - The functions and duties of the finance committee shall not interfere with the functions and responsibilities of the audit committee.
- F. The membership of the finance committee shall reflect the diversity of the association.

and approval.

- 2: Following officers' review and approval, tThe charter of operations and any further amendments shall then be submitted to the board of directors for its review and approval. Amendments to the finance committee charter of operations may be proposed from time to time, either by a member of the finance committee or by a member of the board of directors.
- 3. Amendments to the charter of operations require the review of the audit committee and the approval of the officers. 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 works at the direction and request of the officers.

1. The finance committee may
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 made 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.

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 3 COMMENTS
Section 3. Programs and Services	Section 3. Programs and Services	3 – Blend of technical and
Committee	Committee	substantive changes.
A. There shall be a programs and	A. Composition. There shall be a	Clarifies longstanding
services committee consisting of	programs and services	practice that representatives
representatives from active	committee <mark>shall</mark> consist ing of	of state associations and
member counties or their	representatives from active	affiliates may serve on the
designees.	member counties or their	programs and services
1. The president of NACo shall	designees including	committee. Also updates like
appoint the chair of the	representatives of state	with current style.
committee and shall appoint	associations of counties and	
members to fill vacancies on the	national affiliates.	
committee in July of each year, to	1. The president of NACo shall	
serve one-year terms.	appoint the chair <mark>and members</mark>	
2. The chair and vice chairs of the	of the committee <mark>at the annual</mark>	
NACo membership committee	business meeting and shall	
are ex-officio members of the	appoint members to fill	
programs and services	vacancies on the committee in	
committee.	July of each year, to serve one-	
B. The programs and services	year terms.	
committee works at the direction	2. The president may also fill	
and request of the officers.	vacancies and appoint new	
1. The purpose of the programs and	leadership and members	
services committee is to help the	throughout the appointment	
officers and the board of	period.	
directors by preparing reports	3. The chair and vice chairs of the	3A3 – Substantive Change
and recommendations about the	NACo membership committee	Eliminates vices chairs as
need for and effectiveness of new	are is an ex-officio member s of	ex-officio since we currently
or existing association member	the programs and services	have a significant number of
J		

vice chairs.

committee.

programs and services.

- The officers or the board of directors may, request the programs and services committee to survey members or to report about specific member programs and services.
- The programs and services committee may not direct the use of association resources.
- Requests for funding or staff assistance for the programs and services committee shall be made through the officers.
- The membership of the programs and services committee shall reflect the diversity of the association.

- B. Responsibilities. The programs and services committee works at the direction and request of the officers. Its primary purpose is to assist
 - The purpose of the programsand services committee is to help the officers and the board of directors by preparing reports and recommendations about regarding the need for and effectiveness of new or existing association member programs and services.
 - The officers or the board of directors may; request the programs and services committee to survey members or to report on about specific member programs and services.
 - The programs and services committee may not direct the use of association resources.
- Any requests for funding or staff
 assistance for the programs and services committee shall
 be made through the officers.
- C. **Representation.** The membership of the programs and services committee shall reflect the diversity of the association, to

the extent reasonable and	
practical.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 4 COMMENTS
Section 4. Information Technology	Section 4. Information Technology	1 – Technical change with
		headers, style and clarity of
A. There shall be an information	A. Composition. The re shall be an	the committee's purpose
technology committee consisting	information technology	
of representatives from active	committee <mark>shall</mark> consist ing of	
member counties or their	representatives from active	
designees.	member counties or their	
1. The president of NACo shall	designees, including	
appoint the members and the	representatives of state	
chair and vice chairs of the	associations of counties and	
committee in July of each year to	national affiliates.	
serve one-year terms.	1. The president of NACo shall	
B. The information technology	appoint the members and the	
committee works at the direction	chair, and vice chairs <mark>and</mark>	
and request of the officers.	members of the committee at	
1. The purpose of the information	the annual business meeting in	
technology committee is to help	July of each year to serve one-	
the officers and the board of	year terms.	
directors understand:	2. The president may also fill	
a. County government and public	vacancies and appoint new	
sector trends and innovations	leadership and members	
and	throughout the appointment	
b. NACo internal policies, systems	period.	
and technology needs.	B. Responsibilities. The	
2. The information technology	information technology	

committee may not direct the use of association resources.

- Requests for funding or staff assistance for the information technology committee shall be made through the officers.
- C. The membership of the information technology committee shall reflect the diversity of the association.

committee works at the direction and request of the officers. Its primary purpose is to assist the officers and board of directors in understanding:

- 1.—The purpose of the information technology committee is to help the officers and the board ofdirectors understand:
 - 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.
- 2. The information technology committee may not direct the use of association resources.
- Requests for funding or staff
 assistance for the information technology 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 a	nd pract	ical.
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CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 5 COMMENTS
CURRENT LANGUAGE Section 5. Membership Committee Committee consisting of at least one person from each state that has active member counties. 1. Members of NACo and state associations of counties' staff members are eligible to serve on the membership committee. 2. The President of NACo shall appoint the chair and vice-chairs of the committee. 3. The President of NACo shall appoint members to fill vacancies on the committee in July of each year, to serve one- year terms. The chair and vice fill vices committee are ex- officio committee. 8. The membership committee works at the direction and request of the officers. 1. The purpose of the membership committee is to help recruit and	 PROPOSED NEW LANGUAGE: Section 5. Membership Committee A. Composition. There shall be a membership committee shall consisting of at least one person from each state that hasactive member counties. Members of NACo the association and staff members of state associations of counties' staff members are eligible to serve on the membership committee. The President of NACo shall appoint the chair, and vice chairs and members of the committee at the annual business meeting in July of each year to serve one-year terms. The President of NACo shall appoint members to fill vacancies on the committee in July of each year, to serve one- year terms. The President may also fill vacancies and appoint new leadership and members 	

retain members of NACo and to develop programs and services designed to increase membership.

- The membership committee may not direct the use of association resources.
- Requests for funding or staff assistance for the membership committee shall be made through the officers.
- C. The membership of the membership committee shall reflect the diversity of the association.

throughout the appointment period.

- The chair and vice chair(s) of the programs and services committee are is an ex-officio members of the membership committee.
- B. Responsibilities. The membership committee works at the direction and request of the officers.
 - The purpose of the membership committee is to help recruit and retain members of NACo member counties, to develop market and promote programs and services, and provide feedback to officers and the programs and services committee designed to that increase membership and engagement.
 - The membership committee may not direct the use of association resources.
 - Any requests for funding or staff assistance for the membership committee shall be made through the officers.
- C. **Representation.** The membership of the membership committee shall reflect the

5A(4) – Eliminates vice chairs as ex-officio since we currently have a significant number of vice chairs.

5B1 – Technical change. Clarifies the role of the membership committee compared to the programs and services committee.

diversity of the association, to	
the extent reasonable and	
practical.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 6 COMMENTS
 Section 6. Policy Steering Committees A. The board of directors shall establish policy steering committees to study issues, make recommendations on policy positions for the American County Platform and carry out the platform. B. All steering committees shall meet at least twice a year. 1. Final consideration of all resolutions shall only take place at the legislative or annual conferencesor as otherwise approved by the board of directors. 	 Section 6. Policy Steering Committees A. Establishment and Purpose. The Board of Directors shall establish policy steering committees to study issues, makerecommendations on policy positions and resolutions for inclusion in the American County Platform and assist in implementing carry out 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 	6 - Technical changes with header, format and style. 6C - Substantive change. Includes language consist with the American County Platform that policy resolutions "shall be germane with the mission
	shall be germane with the mission and membership purpose of the association.	and membership purpose of the association."
L	1	Article VII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 7 COMMENTS
Section 7. Bylaws Committees	Section 7. Bylaws Committees	7 – Blend of technical and
At least every four years, the president	A. Composition. At least every four	substantive changes:
shall appoint a bylaws review	years, the president shall appoint	Header, style and reference
committee whose responsibility is to	a bylaws review committee	to related section. Also adds
review the bylaws and to recommend	whose responsibility is to review	language consistent with the
any amendments to the bylaws.	the bylaws and to recommend	spirit of other sections to
	any amendments to the bylaws <mark>to</mark>	encourage committees to
	the Board of Directors, consistent	represent the broad interests
	with Article XI.	and membership of the
	B. Representation. The	association, to the extent
	membership of the committee	reasonable and practical.
	shall reflect the diversity of the	
	association, to the extent	
	reasonable and practical.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 8
CORRENT LANGUAGE	PROPOSED NEW LANGUAGE.	COMMENTS
Section 8. Other Committees	Section 8. Other Committees	8 – Substantive changes.
A. The president shall establish such	A. Establishment by the President.	Adds new clarity on the
other committees, working groups	The president shall may establish	process, scope and focus of
or task forces deemed proper for	such other committees, working	other committees, as
carrying on the business of the	groups or task forces deemed	established by the president.
association.	proper for carrying on the	
1. Other committees shall also be	business of the association,	
established according to any	including those required for	

resolution adopted by the active	specific purposes or projects.
member counties at the annual	B. Establishment by Resolution.
conference.	Other committees shall may also
	be established <mark>by according to</mark>
	any resolution adopted by the
	activemember 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.

	CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 1 COMMENTS
Se	ction 1. Appointment	Section 1. Appointment	
Α.	The board of directors, upon	A. The board of directors, upon	
	recommendation of the executive	recommendation of the executive	
	committee, shall appoint the	committee, shall appoint the	
	executive director.	executive director.	
В.	The executive committee shall	B. The executive committee shall	1B – Technical change with
	establish all other terms and	establish all other terms and	more clarity and standards
	conditions of the employment of	conditions of the employment of	consistent with current and
	the executive director.	the executive director's	best practices.
		employment, including	
		compensation, contract terms,	
		and performance expectations.	

Article VIII – Executive Director

	CURRENT LANGUAGE		PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 2 COMMENTS
Sec	ction 2. Responsibilities	See	ction 2. Responsibilities	
Α.	The executive director shall be the	Α.	The executive director shall be	
	chief executive officer of the		the chief executive officer of the	
	association.		association.	
В.	Under the general direction of the	В.	Under the general direction of the	
	board of directors and the		board of directors and the	
	executive committee, he or she		executive committee, he or she	
	shall establish, maintain, manage,		the executive director shall	
	and generally control the executive		establish, maintain, manage, and	

office or offices of theassociation.

- C. He or she will do or cause to be performed on behalf of the association all actions directed by the board of directors.
- D. He or she shall have authority generally to carry on the business of the association and to execute necessary or appropriate policies, decisions, and instructions of the board, including the approval of all contracts, vouchers, and other documents involving in any manner the disbursement of associationfunds.
 - However, all contracts, vouchers, loans and other actions involving in any manner the disbursement or commitment of association funds in excess of an amount to be determined by the board of directors, shall be approved by the officers and such information shall be promptly forwarded to the audit committee.

generally control the executive office or offices daily management and operations of the æssociation.

- C. The executive director He or she will do or cause to be performed on behalf of the association 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 He or she shall have the authority generally to carry on the business to conduct the day-to-day operations of the association, and to execute necessary or appropriate policies; and decisions; and instructions of the board of directors and executive committee, including the approval of all contracts, vouchers, and other documents involving in any manner the disbursement of association

2C – Technical changes

with style and consistency with longstanding practices.

2D – Technical changes with style and consistency with longstanding practices.

funde and approve contracts	
funds. and approve contracts	
and expenditures necessary for	
conducting the business of the	
association.	
1. However, all Contracts,	
vouchers, loans and other or	
actions involving in any manner	
that involve the disbursement or	
commitment of association	
funds in excess of <mark>exceeding</mark> an	
amount to be determined <mark>set</mark> by	
the board of directors, shall be	
approved require approval by	
the officers, with and such-	
information actions shall be	
promptly forwarded reported to	
the audit committee.	

	CURRENT LANGUAGE		PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 3 COMMENTS
Sec	ction 3. Personnel	Se	ction 3. Personnel	3 – Technical changes
Α.	Appointment or dismissal of	Α.	Appointment or dismissal of	including clarity on the
	personnel shall be the		personnel shall be the	definition of compensation.
	responsibility of the executive		responsibility of The Executive	
	director, subject to the personnel		Director shall have the	
	policies adopted by the board of		responsibility to appoint,	
	directors.		supervise, and dismiss	
В.	No member of the NACo staff shall		personnel, subject to the	
	be employed by or receive any		personnel policies adopted by	

compensation directly or indirectly	the board of directors.	
from any person or entity providing	B. No member of the NACo staff	
services to NACo, excluding NACo	shall be employed by or receive	
subsidiaries.	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.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 4 COMMENTS
Section 4. Evaluation. 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.	 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. 	4B – Technical changes. Clarifies the performance review process, making consistent with longstanding practices.

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 5 COMMENTS
Section 5. Record Keeping	Section 5. Record Keeping	
A. The executive director or his or her	A. The executive director or his or	5A – Technical changes.
designee shall:	her a designee <mark>(s)</mark> shall:	Updates with style,
1. Keep all records of the	1. Keep Maintain all official	longstanding practices, and
association	records of the association in	intent of best practices.
2. Take and keep minutes of all	secure, accessible digital	
meetings of the board of	formats, to the extent possible,	
directors, executive committee	ensuring compliance with	
and annual business meeting.	applicable data protection	
3. Give notice of such meetings at	policies and best practices.	
the direction of the president.	2. Take and keep preserve	
4. Receive all monies of the	minutes of all meetings of the	
association.	board of directors, Executive	
5. Record and deposit the same in	Committee and annual	
approved depositories.	business meeting.	
B. At the close of the quarter, he or	3. Give Provide notice of such	
she shall submit a financial	meetings at the direction of as	
statement to the audit committee.	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.	
	6.—Record and deposit the same in-	

approved depositories.	
B:—At the close of the quarter, he or-	
she shall submit a financial	
statement to the audit	
committee.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 6 COMMENTS
Section 6. Bond for Executive	Section 6. Bond for Executive	6 – Technical changes.
Director and Staff	Director and Staff	Aligns with other amended
The executive director and	The executive director and designated	section regarding liability
designated staff shall provide a bond,	staff with fiduciary responsibilities	protections and insurance
at a cost to be paid by the	shall <mark>be provide a bond<mark>ed or covered</mark></mark>	coverage for the board and
association, payable to the	by appropriate insurance, as	officers.
association, in such amount as	determined by the board of directors.	
required 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. at a cost to be	
	paid by the association, payable to the	
	association, in such amount as	
	required by the board of directors.	
1		Article VIII

		ARTICLE IX SEC. 1
CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	COMMENTS
		COMMENTS
Section 1. Role of the Officers	Section 1. Role of the Officers	
A. The officers shall prepare and	A. The officers shall prepare and	1A – Substantive change.
recommend to the board of	recommend to the board of	Adds more specificity of the
directors an annual budget for the	directors an annual budget for the	budget as well as allows
association for each fiscal year.	association for each fiscal year,	board to include allocations
1. This budget shall be presented	ensuring it includes sufficient	from a contingency reserve.
in sufficient detail to permit an	detail to allow an informed	
informed evaluation of the	evaluation of the association's	
association's proposed	proposed programs and services,	
programs and the staff and	and the staff and financial	
financial resources necessary to	resources required to implement	
conduct these programs.	and manage those programs and	
B. The finance committee shall	services. The budget may also	
review the proposed budget and	include a contingency reserve	
provide advice and comment	allocation to address	
regarding it to the officers prior to	unanticipated expenses or	
its submission to the board of	emergencies, with clearly defined	
directors.	guidelines for its use.	
C. The budget document shall be	1.—This budget shall be presented in	
transmitted to the members of the	sufficient detail to permit an-	
board of directors at least two	informed evaluation of the	
weeks prior to the last scheduled	association's proposed	
meeting of the board in each	programs and the staff and	
calendar year.	financial resources necessary to-	
	conduct these programs.	
	B. The finance committee shall	
	review the proposed budget and	

Article IX – Annual Budget

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.

Article IX

CURRENT LANGUAGE			PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 2 COMMENTS
Section 2. Role of the Board of Directors			ction 2. Role of the Board of rectors	2 – Technical change.
Α.	Prior to the beginning of the new	Α.	Prior to the beginning of the new	
	fiscal year, the board of directors		fiscal year, the board of directors	
	shall adopt a budget as submitted		shall adopt a budget as submitted	
	by the officers or as amended by		by the officers or as amended by	
	the board.		the board.	
В.	Upon adoption bythe board of	В.	Upon adoption bythe board of	
	directors, the budget shall control		directors, the budget shall govern	
	the expenditures of the		and control the expenditures of the	
	association for the fiscal year.		association for the fiscal year.	
L				Article IX

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 3 COMMENTS
Section 3. Budget Amendments	Section 3. Budget Amendments	3 – Technical change with
During the Fiscal Year	During the Fiscal Year	style.
A. During the fiscal year, the officers	A. During the fiscal year, The officers	
may amend the budget	may amend the budget <mark>during the</mark>	
1. Provided that such	fiscal year provided that:	
amendments are formally	1. Provided that Such amendments	
adopted at a meeting of the	are formally adopted at a	
officers; and	meeting of the officers; and	
2. Such amendments are	2. Such amendments are	
submitted to the board of	submitted to the board of	
directors for ratification at its	directors for ratification at its	
next ensuingmeeting.	next ensuing meeting.	
B. This authority does not authorize	B. This authority does not authorize	
the officers to amend the budget	the officers to amend the budget	
so as to cause the total of all	so as to cause the total of all	
expenditures to exceed the total	expenditures to exceed the total	
amount of the income in the	amount of the income in the	
budget.	budget.	
	1	Article I

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 4 COMMENTS
Section 4. Expense Reimbursements for Officers, Executive Committee	Section 4. Expense Reimbursements for Officers, Executive Committee	4 – Technical change with simplified header and also
Members, Directors and Staff	Members, Directors and Staff	separates expense
A. The budget may include sums	A. The budget may include sums	reimbursements from the
sufficient for reimbursement of	sufficient for reimbursement of	important long-term
actual, reasonable expenses, as	actual, reasonable expenses, as	sustainability reserve fund.
follows:	follows:	
1. Officers and Staff: For all official	1. Officers and Staff: For all official	
duties.	duties.	
2. Regional Representatives and	2. Regional Representatives and	
Directors: For official duties	Directors: For official duties other	
other than attending regular	than attending regular meetings of	
meetings of the association and	the association and of the board	
of the board of directors.	of directors.	
B. All expense reimbursements shall	B. All expense reimbursements shall	
be reported quarterly to the audit	be reported quarterly to the audit	
committee by name of payee,	committee by name of payee,	
purpose of expense, and amount	purpose of expense, and amount of	
of reimbursement.	reimbursement.	
C. Except as provided in subsection	C. Except as provided in subsection D	
D of this section, funds contained	of this section, funds contained in	
in the Long-Term Sustainability	the Long-Term Sustainability	
Reserve Fund created on July 20,	Reserve Fund created on July 20,	
2020 may be used only for the	2020 may be used only for the	
following purposes:	following purposes:	
1. The rental or purchase of office	1. The rental or purchase of office	
space, building or land;	space, building or land	
2. Securing a loan for the purchase	2. Securing a loan for the purchase	
of land or a building;	of land or a building	

3.	Consultants, counsel or real	3.	Consultants, counsel or real	
	estate professionals engaged to		estate professionals engaged to	
	provide advice or assistance to		provide advice or assistance to	
	the association regarding the		the association regarding the	
	relocation of the association's		relocation of the association's	
	headquarters offices or		headquarters offices;	
4.	Expenditures and investments	4.	Expenditures and investments	
	that seek to support, enhance		that seek to support, enhance and	
	and protect the long-term		protect the long-term stability,	
	stability, capacity, services and		capacity, services and operations	
	operations of the association, or		of the association; or	
5.	Other expenses directly	5.	Other expenses directly	
	associated with the same.		associated with the same.	

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 5 COMMENTS
4D. Funds contained in the Long- Term Sustainability Reserve Fund,	Section 5. Long-Term Sustainability Reserve Fund	5 – Substantive change with new headers,
 created on July 20, 2020, are intended as a strategic investment reserve dedicated to ensuring the lasting operational continuity and capacity of the association to serve America's counties if authorized by resolution of the board of directors. 1. Such a resolution must declare and state the purpose or purposes for which the funds are to be used to sustain and enhance the 	 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: 	consistent formatting and creating a new section for the current language under Section 4 today.
immediate, intermediate and long- term finances, member services	1. The rental or purchase of office space, a building, or land	

and operations of the association.

- 2. The affirmative vote of two-thirds of the directors present at a meeting at which a quorum is present is required to adopt such a resolution.
- If such a resolution is put to the board of directors by mail or electronic ballot, the affirmative vote of two-thirds of the directors shall be required for adoption.

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

2 Adoption of the resolution shall	
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	3D1 – technical change.
annually review and evaluate the	Clarifies role of the audit
performance of investments	committee in oversight of
made from the Long-Term	the Long-Term Reserve
Sustainability Reserve Fund and	Fund.
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 IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 1 COMMENTS
Section 1. Annual Business Meeting	Section 1. Annual Business Meeting	1 – Technical changes
A. There shall be an annual business	A. Meeting Details. There shall be An	with style and clarity.
meeting of all active member	annual business meeting of all	
counties of this association at	active member counties shall be	
suchplace and time as shall be	held at a of this association at such	
determined by the board of	place and time as shall be	
directors.	determined by the <mark>B</mark> oard of	
1. Notice of the annual business	Directors.	
meeting shall be given not less	1. Notice of the annual business	
than 30 days before the date of	meeting shall be given provided	
the annual conference to each	not less than at least thirty (30)	
active member entitled to vote at	days i <mark>n advance to before the date</mark>	
such meeting by any means	of the annual conference to each	
authorized by Delaware law.	all active members entitled to	
2. If mailed, notice is considered to	vote, at such meeting by using any	
have been given when deposited	means authorized by Delaware	
in the United States mail, postage	law.	
prepaid, directed to the voting	2. Notices sent by mail shall be	
member at each member's	considered given when deposited	
address.	in the United State mail with	
3. Prior to the business meeting, a	postage prepaid and addressed to	
count of the number of registered	the voting member's official	
votes shall be made and officially	address on file with the	
certified by the credentials	association. Notices sent by email	
committee.	shall be considered given when	
	sent to the voting member's	
	official email address on file with	
	the association. If mailed, notice	

Article X – Conferences and Meetings

is considered to have been given
when deposited in the United
States mail, postage prepaid,
directed to the voting member at
each member's address.
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 business meeting, <mark>the</mark>
credentials committee shall
officially certify the number of
registered votes, in total and by
state. a count of the number of
registered votes shall be made and
officially certified by the credentials
committee.

Article X

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 2 COMMENTS
Section 2. Quorum at Annual Business Meeting	Section 2. Quorum at Annual Business Meeting	2 – Technical changes with headers, style and
 A. Twenty-five (25) percent of the votes registered at the conference and 75 active member counties shall constitute a quorum for the transaction of business. B. Upon opening the meeting, the president shall determine that the session is open for business and that a quorum is present. 1. If at any time during the session the question is raised whether or not a quorum is present, then a show of hands of 35 percent of those delegates present will be sufficient to require a roll call as to whether or not a quorum is made that a quorum is not present, no further business may be conducted; and if a quorum is not present before the close of the final business session of the election of the exception of the election of the officers and directors of the association, will be referred to 	 A. Quorum Requirements. A quorum shall consist of twenty-five (25%) percent of the votes registered votes at the annual business meeting conference and representation of seventy-five (75) active member counties shall constitute a quorum for the transaction of business. B. Quorum Verification. At the start of Upon opening the meeting, the President shall verify determine that the session is open for business and that a quorum is present for business to proceed. 1. At the start of Upon opening the meeting the meeting, the president shall verify determine that a quorum is present for business to proceed. 2. If a at any time during the session the question arises regarding the is raised whether or not a quorum during the session, a roll call vote may be triggered by a show of 	clarity of language.

the board of directors, which shall be empowered to act thereon for and on behalf of the membership.

hands from at least 35% of the delegates present is present, then a show of hands of 35 percent of those delegates present will be sufficient to require a roll call as to whether or not a quorum is present.

C. Consequences of No Quorum. If adetermination is made that a quorum is not present, no further business may be conducted,; and ifa quorum is not present before the close of the final business session of the convention, then all unfinished business (except officer and director elections), with the exception of the election of the officers and directors of the association, will be referred to the board of directors for action on behalf, which shall be empowered to act thereon for and on behalf of the membership.

2C - CLEAN VERSION:

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.

Article X

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 3 COMMENTS
Section 3. Special Meetings	Section 3. Special Meetings	3 – Technical changes
A. Special meetings of the	A. Calling a Special Meeting.	with header and clarity.
membership may be called by the	1. Special meetings of the	
president at any time, with the	membership may be called by the	
writtenor electronic concurrence	president at any time , with the	
of a majority of the board of	writtenor electronic approval from	
directors.	concurrence of a majority of the	
1. Thirty (30) days' notice of the	board of directors.	
special meeting must be given,	2. Thirty (30) days' Notice of the	
as prescribed in Section 1 of this	special meeting and its agenda	
article, and an agenda of the	<mark>shall must be given at least thirty</mark>	
business to be considered at the	(30) days in advance, in	
special meeting must	accordance with as prescribed in	
accompanythe notice.	Section 1 of this <mark>A</mark> rticle , and an	
	agenda of the business to be-	
	considered at the special meeting-	
	must accompany the notice.	
	3. Special meetings may address	3A3 – Substantive change
	urgent issues that cannot wait	clarifying that special
	until the next annual meeting and	meetings are limited to the
	shall be limited to the agenda	posted agenda.
	items specified in the notice.	
		Article

Article X

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 4 COMMENTS
Section 4. Dues and Voting Rights	Section 4. Dues and Voting Rights	4 – Technical changes
A. Each active member county is	A. Voting Entitlement.	with headers, clarity and
entitled to at least one vote on	1. Each active member county is	formatting.
every question put before the	entitled to at least one vote on	
annual business meeting or	every question put before the	
special meetings of the	annual business meeting or	
membership.	special meetings of the	
1. An active member county is one	membership. An active member	
which has paid NACo dues within	county is one which has paid	
twelve months prior to the	NACo dues within twelve (12)	
conference.	months prior tothe conference of	
2. Active member counties whose	the business meeting.	
population requires them to pay	2.—Active member counties whose	
more than \$1199 in dues are	population requires them to pay-	
entitled to one additional vote for	more than \$1199 in dues are	
each additional \$1200 or fraction	entitled to one additional vote for	
thereof paid in the year in which	each additional \$1200 or fraction	
the meeting is held.	thereof paid in the year in which	
3. Dues paid shall not be more than	the meeting is held.	
the amount specified in the	3.—Dues paid shall not be more than	
approved dues schedule.	the amount specified in the	
B. Each county shall determine the	approved dues schedule. Dues	
person or persons (delegates) who	shall align with the approved dues	
will cast the county's vote(s).	schedule.	
1. An elected or appointed county	B. Delegate Selection.	
official of a fully paid active	1.—Each county shall determine the	
member may cast all or any	person or persons (delegates)	
portion of the active member's	who will cast the county's vote(s).	

total authorized vote but no fraction of a whole number.

- Any active member may but is not required to permit its votes to be cast by its state as ablock.
- C. Counties are allowed to vote at the annual business meeting or special meetings of the membership if they have paid NACo membership dues within twelve months prior to the conference, and if they are registered for the conference and follow the provisions of Section 5.

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 elected or appointed county official of a fully paid active member 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. Any active member may but is not required to permit its votes to be cast by its state as a block. Votes may be cast by the state delegation of the county if authorized by the county <u>in</u> accordance with the Bylaws and any related election procedures.
- C. Voting Eligibility. Counties are eligible allowed to vote at the annual business meeting or specialmeetings of the membership if theyhave paid NACo membership dueswithin twelve months prior to theconference, and if they are registered for the conference, have paid the association dues within the past twelve (12) months, and

follow the provisions of comply with	
Section 5 provisions.	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 5 COMMENTS
Section 5. Credentials Registration	Section 5. Credentials Registration	5 – Technical changes
and Proxy Voting	and Proxy Voting	only
A. Delegates must register for the	A. Registration Requirements.	
annual conference and be	Delegates must shall be register <mark>ed</mark>	
qualified to vote.	for the annual conference and be	
1. Two weeks prior to the convening	qualified to vote.	
of the conference, NACo staff	1. Two weeks prior to the convening	
shall post on the NACo website a	of the conference, NACo staff	
list of member counties by voting	shall post on the NACo website a	
credential status including those	list of member counties by voting	
counties that are registered for	credential status including those	
the conference but for which	counties that are registered for	
written proxies have been filed.	the conference but for which	
B. A nonattending county wishing to	written proxies have been filed.	
cast its vote(s) by proxy must:	B. Proxy Voting. A nonattending	5B – Technical changes
1. Be registered and the annual	county wishing to cast its vote(s) by	with header, style and
conference fee must be paid at	proxy must:	clarity.
least seventy-two hours prior to	1.—Be registered and the annual	
the convening of the conference	conference fee must be paid at	
and must indicate the proxy in	least seventy-two hours prior to	
their credentials information.	the convening of the conference	
a. The convening of the	and must indicate the proxy in-	
conference shall be noon of	their credentials information.	
the first day of registration at	a.—The convening of the conference	
theconference	shall be noon of the first day of	

- 2. Conform to such other procedures established by the credentials committee.
- C. Subject to such rules as any active member may prescribe with regard to proxy voting of its delegates, a delegate who has received credentials may leave a written proxy (including electronic authorization) with a delegate from the same county, from another active member in the delegate's state, the head of the delegate's state delegation, or its state association president or president's designee.
- D. Credentials registration shall close by 5:00 p.m. local county convention time the day preceding the annual business meeting.
- E. Any dispute about the possession of credentials or ballots shall be resolved by the credentials committee.

registration at the conference 2. Conform to such other procedures established by the

credentials committee.

- 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.
- Proxies shall adhere to procedures established by the credentials committee.
- C.--Subject to such rules as any active member may prescribe with regardto proxy voting of its delegates, a delegate who has receivedcredentials may leave a written proxy (including electronicauthorization) with a delegate from the same county, from anotheractive member in the delegate'sstate, the head of the delegate'sstate delegation, or its stateassociation president orpresident's designee.
- **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, thei	r state delegation head,	
		e association president	
	or designe	-	D – Technical changes
	Deadlines		_
			with style and clarity.
		s registration shall close	
	by 5:00 p.r	n. local county	
	conventio	n time the day preceding	
	the annua	business meeting.	
	Credentia	s registration shall close	
	at 5:00 p.n	n. local time (based on	
	the physic	al location of the	
	meeting) t	he day before the	
	business r	neeting.	
E	Disputes		E – Technical changes
	Any disput	e about the possession	with style and clarity.
	of credent	ials or ballots shall be	
	resolved b	y the credentials	
	committee	 The credentials	
	committee	e shall be responsible for	
	resolving a	any disputes regarding	
	credential	s or ballots.	
			Article

Article X

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 6 COMMENTS
Section 6. Other Voting Procedures	Section 6. Other Voting Procedures	6 – Technical changes
A. General business and procedural	A. Decision Thresholds. General	with headers, style and
motions shall be decided by a	business and procedural motions	clarity.
majority of the votes cast at the	require a majority of votes cast shall	
annual business meeting or a	be decided by a majority of the	
special meeting of the	votes cast at the annual business	
membership.	meeting or a special meeting of the	
B. Voting shall be by standing or	membership .	
voice vote.	B. Voting Methods	
1. At the discretion of the chair or	1. Voting may shall be by standing or	
upon motion from the floor and	voice vote, voice vote, or roll call.	
the concurrence of at least 10	A roll call vote may be initiated at	
percent of the delegates present,	the discretion of the chair or upon	
voting shall be by roll call vote of	the request by at least ten percent	
each state delegation and shall	(10%) of the delegates present.	
be announced by a roll call of	2. Electronic voting via a secure app	
state delegations.	may also be utilized, provided that	
2. In any roll call vote for the	all delegates have access to the	
election of an officer where no	necessary technology and are	
candidate receives a majority of	properly credentialed. At the	
the vote, the candidate with the	discretion of the chair or upon-	
lowest vote total shall be	motion from the floor and the	
removed from the ballot and	concurrence of at least 10 percent	
another roll call vote held with	of the delegates present, voting	
the remaining candidates.	shall be by roll call vote of each	
a. In case there is a tie for the	state delegation and shall be	
lowest vote, then no one would		

be dropped and another ballot would be taken.

- b. If there are more than three candidates on the ballot and after that ballot there is still a tie, then both candidates with the lowest votes will be dropped.
- c. If there are only three
 candidates then no one will be
 dropped and voting will
 continue until either there is not
 a tie or until any ballot in which
 a candidate receives a majority
 of thevote.
- C. Any active member not having an elected or appointed official in attendance at an annual conferenceor special meeting of the general membership may authorize another qualified delegate from its state to register, qualify, and vote as its delegate at such annual conference or special meeting.
 - Otherwise, the president of its state association of counties, or the president's designee, may pickup and cast their votes, unless specifically prohibited by the active member and provided the active member is in

announced by a roll call of state delegations.

- 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 held with the remaining candidates.
 - a. In case If there is a tie for the lowest vote total, then no candidate shall one would be dropped and another removed from the ballot, and another roll call vote will be conducted would be taken.
 - b. If there are more than three candidates on the ballot and a tie for the lowest vote total persists after the subsequent ballot, after that ballot there is still a tie, then both candidates with the lowest votes totals shall be removed will be dropped.
 - c. If there are 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

compliance with the	cast. then no one will be	
requirements of Section 5.	dropped and voting will continue	
	until either there is not a tie or	
	until any ballot in which a	
	candidate receives a majority of	
	the vote	

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 7 COMMENTS
Section 7. Special Committees	Section 7. Special Committees	7 – Technical changes
A. The NACo board of directors shall	A. Resolutions Committee	with headers, style and
act as a resolutions committee at	The NACo board of directors <mark>serves</mark>	clarity.
the annual conference.	as the shall act as a resolutions	
1. All resolutions to be considered	committee at the annual	
shall relate to the objectives and	conference.	
purposes of the association.	1. All rResolutions to be considered	
2. Except for resolutions of	shall relate to the association's	
courtesy, commendation, or	objectives and purposes of the	
condolence, a resolution	association.	
recommending the policy	2. Except for rResolutions shall not	
position of the association may	be discussed without prior review	
not be considered or discussed	by the appropriate steering	
by the resolutions committee	committee(s) unless approved as	
unless it has been submitted to	an emergency by two-thirds (2/3)	
the appropriate steering	vote of the board of directors. of	
committee.	courtesy, commendation, or	
3. The board of directors by a two-	condolence, a resolution	
thirds (2/3) vote may initiate and	recommending the policy position	
adopt emergencyresolutions if	of the association may not be-	
the appropriate steering	considered or discussed by the -	

committee has not been able to meet.

- a. Issues which clearly do not fit within the jurisdictions of established steering committees may, at the discretion of the president, be brought before the board of directors sitting as the resolutions committee.
- b. Issues which have been addressed by the board of directors in this context may thenbe brought before the general membership.
- No resolution shall be adopted until the opportunity has been afforded for full and freedebate thereon.

resolutions committee unless it has been submitted to the appropriate steering committee.

- 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. The board
 of directors by a two-thirds (2/3)
 vote may initiate and adopt emergency resolutions if the appropriate steering committee has not been able to meet.
 - within the jurisdictions of established steering committees may, at the discretion of the president, be brought before the board of directors sitting 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.
 a. --Issues which have been
 - addressed by the board of directors in this context may then be brought before the general membership.

- B. 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.
- The nominating committee shall screen candidates', officers and board of directors' credentials to ensure that all are eligible according to the bylaws of the association.
- The chair of the nominating committee shall be appointed by the President and will be announced at the NACo legislative conference.
- The nominating committee shall not recommend candidates.
- Nominations will be accepted from the floor of the convention. The board of directors may make rules and regulations for candidates for contested offices.
- C. There shall be a five member

- Full and free debate shall be allowed and proceed the consideration of resolutions. Noresolution shall be adopted untilthe opportunity has been afforded for full and free debate thereon.
- B. Nominating Committee
 - 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.
 - Responsibilities. The nominating committee shall verify the eligibility of screen candidates¹, for officers and board of directors² positions by screening their credentials to ensure compliance with the association's that all are eligible according to the bylaws of the association.
 - Leadership. The chair of the nominating committee shall be appointed by the president and will be announced at the NACo legislative conference.

credentials committee whose
members are appointed by the
president, including the reading
clerk and tally clerk, at least thirty
days prior to the annual
conference, and whose
responsibility it is to perform those
functions described in Article X
Sections 4 and 5 of these bylaws.

4	. Neutrality. The nominating	
	committee shall not <mark>endorse or</mark>	
	recommend any candidates.	
5	. Nominations on the Floor.	
	Nominations for candidates for	
	officers will may be accepted from	
	the floor during the annual	
	business meeting of the	
	convention. The board of directors	
	may make rules and regulations	
	for candidates for contested	7C – Technical changes
	offices.	with headers, style and
C.	Credentials Committee. The	clarity.
	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 There shall be a five	
	member credentials committee	
	whose members are appointed by	
	the president, including the reading	
	clerk and tally clerk, at least thirty	
	days prior to the annual conference,	
	and whose responsibility it is to	
	perform those functions described	
	in Article X, Sections 4 and 5, of	7D – Technical changes
	these bylaws.	with headers, style and
D.	Election Rules. The board of	clarity.
	directors may establish additional	
	rules and procedures governing the	

election of officers, consistent with	
the spirit of these bylaws.	

Article X

Article XI - Parliamentary Authority and Amendments

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE XI SEC. 1 COMMENTS
All meetings of NACo, including the	Section 1. Parliamentary Authority	1 – Technical change.
board of directors, shall be governed by the current edition of Robert's	All meetings of NACo, including the Board of Directors, shall be governed by	Renumbered sections and headers.
Rules of Order Newly Revised in all cases in which they are applicable and in which they are not	the current edition of Robert's Rules of Order Newly Revised in all cases in which they are applicable and in which	
inconsistent with the bylaws and the laws of the state of Delaware.	they are not inconsistent with the Bylaws and the laws of the state of	
	Delaware.	

Article XI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE XI SEC. 2 COMMENTS
Section 1. Recommendations for	Section 2. Recommendations for	2 – Technical change.
Amendments	Amendments	Renumbered sections and
A. Bylaws amendments may be	A. Amendments by the Bylaws Review	headers.
recommended by the bylaws	Committee	
review committee.	Bylaws amendments may be	
B. Amendments may also be	recommended by the bylaws review	
recommended by a resolution	committee.	
submitted and signed by at least	B. Amendments by Resolution	
10 active member counties.	Amendments may also be	
1. The signatory counties shall be	recommended by a resolution	
drawn from at least five different	submitted and signed by at least 10	
states.	active member counties. The	
	signatory counties shall be from at	
	least five different states.	
	1.—The signatory counties shall be	
	drawn from at least five different	
	states.	
	C. Emergency Interim Amendments. In	2C – Substantive change.
	exceptional cases where urgent	Allows for emergency
	amendments are necessary to	interim amendments
	address unforeseen legal, financial,	under the next annual
	or operational challenges, the	business meeting for
	president may call for a special	emergency circumstances
	meeting of the board on the	only.
	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.	

Article XI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE XI SEC. 3 COMMENTS
Section 2. Procedures	Section 3. Procedures for Amendment	3 – Technical change.
A. To be presented to the	Submission and Review	Renumbered sections and
membership for vote, a	A. Submission Timeline. To be	headers, plus adds
recommended amendment must	presented to the membership for	requirement to post bylaw
be submitted in writingto the	vote, a recommended amendment	amendments to NACo.org
president of the association at	shall must be submitted in writing to	prior to the annual
least sixty (60) days prior to the	the president of the association at	conference.
convening of the annual	least sixty (60) days prior to the	
conference and must appear in a	convening of the annual conference,	
membership publication.	and shall appear in a membership	
B. The board of directors shall review	publication and be posted on	
each recommended amendment	NACo.org prior to the start of the	
at its first scheduled meeting	annual conference.	
following submission.	B. Board of Directors Review. The board	
C. All such recommended	of directors shall review each	
amendments shall then be	recommended amendment at its	
presented at the first general		

session of the annual conference		first scheduled meeting following	3C – Substantive change.
and voted upon at the business		submission.	Adds requirement for a
session.	C.	Presentation and Voting. All such	virtual forum at least two
		recommended amendments shall	weeks prior to the annual
		be previewed during a virtual forum	conference to review
		at least two weeks prior to the start	proposed bylaw
		of the annual conference and then	amendments.
		be presented at the first general	
		session of the annual conference	
		and voted upon at the business	
		session.	

Article XI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE XI SEC. 4 COMMENTS
Section 3. Adoption of Amendments	Section 4. Adoption of Amendments	4 – Technical change.
These bylaws may be amended by a majority vote of all votes cast on the	These bylaws may be amended by a majority vote of all votes cast on the	Renumbered section.
question by the voting active member counties of the association.	question by the voting active member counties of the association.	

Article XI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE XI SEC. 5 COMMENTS
Section 4. Effective Date of	Section 5. Effective Date of	5 – Technical change.
Amendments	Amendments	Renumbered section.
Amendments to the bylaws shall	Amendments to the bylaws shall	
become effective upon adoption,	become effective upon adoption, unless	
unless otherwise specified.	otherwise specified.	

End of Bylaws