



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.

Article I - Name

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

Article I

Article II – Objects and Purpose

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

Article II

CURRENT LANGUAGE	PROPOSED LANGUAGE	ARTICLE II SEC. 2 COMMENTS
<p>Section 2.</p> <p>The association will seek to achieve these purposes by sponsoring conferences, exchanging information and advice, and conducting other activities that benefit county government and improve service to the public rendered by county government.</p>	<p>Section 2. <i>Methods to Achieve Purpose</i></p> <p><i>Founded in 1935 as an essential partner in our nation’s intergovernmental system, the association unites county officials to:</i></p> <ul style="list-style-type: none"> – <i>Advocate county priorities in federal policy making</i> – <i>Promote exemplary county policies and practices</i> – <i>Enhance leadership skills and expand knowledge networks</i> – <i>Optimize county and taxpayer resources and cost savings, and</i> – <i>Enrich the public’s understanding of county government.</i> 	<p>2 – Technical change to match the <i>NACo Blueprint</i> strategic plan adopted by the Board of Directors.</p>

Article II

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE II SEC. 3 COMMENTS
<p>Section 3.</p> <p>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.</p>	<p>Section 3. Definitions and Terms</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>D. Ad Hoc Committee is established by the board of directors and/or president to address specific issues of</p>	<p>3 – Technical change. New header. Mostly technical changes to sharpen language throughout the section and reformat to better organize.</p> <p>3A – Technical change. Updated language from NACo County Landscape Project and use the proper description for county governments.</p> <p>3B-E – Technical changes. Expands and regroups definitions section to clarify the purpose and scope of various committees.</p>

	<p>county policies, functions and practices.</p> <p>E. Other Committees and Working Groups as defined by the board of directors and/or president.</p>	<p>3E - Substantive change to add adjust current language and new language increasing transparency and adding due process regarding the potential removal of an officer.</p> <p>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.</p>
--	---	--

Article II

Article III – Membership

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

Article III

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

Article III

Article IV - Officers

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

<p>business affairs of the association in the absence of the board of directors.</p> <p>2. They shall have and exercise all powers and authority granted by the board of directors.</p> <p>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.</p>	<p>absence of the board of directors.</p> <p>2. They Officers shall have and exercise all powers and authority granted by the board of directors.</p> <p>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.</p>	
--	--	--

Article IV

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IV SEC. 2 COMMENTS
<p>Section 2. Authority of the President</p> <p>The President shall:</p> <p>A. Be the chief elected official.</p> <p>B. Preside at all meetings of the board of directors, the executive committee, and the annual business meeting.</p> <p>C. Supervise all business of the association with the Executive Director.</p> <p>D. Appoint members of all</p>	<p>Section 2. Authority of the President</p> <p>The President shall:</p> <p>A. Be the chief elected official.</p> <p>B. Preside at all meetings of the board of directors, the executive committee, and the annual business meeting.</p> <p>C. Supervise all business of the association with the Executive Director.</p> <p>D. Appoint members of all</p>	

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

Article IV

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

<p>prior to the normal expiration of term, the vacancy will be filled at the next annual conference.</p> <p>1. This would yield two open positions for which elections would need to be held at the annual conference.</p> <p>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).</p> <p>1. In the event of two vacancies these positions would be up for election at the next annual conference.</p> <p>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.</p> <p>1. Any officer so removed is not eligible to serve as a member of the board of directors.</p>	<p>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.</p> <p>1. This would yield two open positions for which elections would need to be held at the annual conference.</p> <p>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.</p> <p>1. In the event of two vacancies these positions would be up for election at the next annual conference.</p> <p>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</p>	<p>3E – Substantive change.</p> <p>New language to increase transparency and add due process for the potential removal of an officer.</p> <p>Stresses that documentation will be “for the association’s records only” and, if practical and reasonable,</p>
---	--	--

	<p>the board of directors in writing or in person at least 15 days prior to the vote. The Executive Director and Executive Committee board shall document for the association's records only the reasons for the removal and notify the officer of its decision. Any officer so removed is not eligible to serve as a member of the board of directors or the executive committee.</p> <p>1. Any officer so removed is not eligible to serve as a member of the board of directors.</p>	<p>not for public consumption.</p>
--	---	------------------------------------

Article IV

Article V – Executive Committee

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE V SEC. 1 COMMENTS
<p>Section 1. Composition</p> <p>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.</p> <p>1. The president of the association is the chair of the executive committee.</p>	<p>Section 1. Composition</p> <p>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 3 of this Article.</p> <p>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.</p>	<p>1A – Technical change.</p> <p>1B – Technical change. Adds long-standing practice that first vice president shall serve as chair in the absence of the president.</p>

Article V

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE V SEC. 2 COMMENTS
<p>Section 2. Powers and Duties</p> <p>A. The executive committee shall recommend to the board of directors the appointment of the executive director and, subject to budget limitations established by the board of directors, shall fix the salary and other compensation related to the position, and shall establish all other terms and conditions of his or her employment.</p> <p>B. Regional members of the executive committee shall also provide input to the president and the other officers with respect to policy and business matters on behalf of their regions between board meetings, provide close contact with counties within their regions, keep member counties informed of association activities and assist in membership recruitment and retention in the regions.</p>	<p>Section 2. Powers and Duties</p> <p>A. The executive committee shall recommend to the board of directors the appointment of the executive director and, subject to budget limitations established by the board of directors, shall fix the salary and other compensation related to the position, and shall establish all other terms and conditions of his or her employment.</p> <p>B. The executive committee shall conduct an annual performance review of the executive director, in accordance with Article VIII – Executive Director.</p> <p>C. Regional representatives members of the executive committee shall also:</p> <ol style="list-style-type: none"> 1. Provide input to the president and the other officers with respect to policy and business matters on behalf of their regions between Board meetings. 2. Provide close contact with counties within their regions. 3. Promote the sharing of policy trends, best practices, and 	<p>2A – Technical change.</p> <p>2B – Technical change. Provides new details on annual performance review for executive director</p> <p>2C – technical changes. Clarifies language under (3) for the specific responsibilities of regional representatives.</p>

	<p>knowledge exchange within and among regions.</p> <p>4. Keep member counties informed of association activities.</p> <p>5. Assist</p> <p>6. in membership recruitment and retention in the regions.</p>	
--	---	--

Article V

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

<p>regional representative elections not in conflict with these bylaws.</p> <p>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.</p> <p>F. A regional representative may not be elected from a state that is the home of a current officer of the association.</p> <p>G. The term of office for a regional representative is two years.</p> <p>1. There shall be a limit of three consecutive two-year terms for the office of regional representative.</p> <p>H. Vacancies occurring among the regional representatives shall be filled for the unexpired term by the same regional caucus that made the previous selection.</p> <p>1. 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.</p> <p>2. Interim appointments may be made until said election by a conference call of state</p>	<p>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.</p> <p>F. Each state is allowed only one vote during each regional representative election.</p> <p>G. The board of directors may establish such other rules regarding regional representative elections not in conflict with these bylaws.</p> <p>Eligibility Restrictions</p> <p>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.</p> <p>I. A regional representative shall may not be elected from a home state that is the home of a current officer of the association.</p> <p>Terms of Office</p> <p>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.</p>	<p>Technical change. New header.</p> <p>3I – Technical change. Replaces “may” with “shall” for clarity.</p> <p>3J – Technical change. Simplifies formatting and language. Also adds clarification of current practice that partial terms do not count toward limitation of terms of</p>
---	--	--

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

Article V

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE V SEC. 4 COMMENTS
<p>Section 4. Meeting Notices and Participation</p> <p>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 committee.</p> <p>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 at which a quorum is present shall be the act of the executive committee.</p> <p>C. The president may initiate conference calls between meetings of the executive committee.</p> <p>D. Members of the executive committee may participate in any meeting by means of telephone conference calls or similar communications equipment, provided that all persons</p>	<p>Section 4. Meeting Notices and Participation</p> <p>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.</p> <p>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 present shall be the act of the executive committee.</p> <p>C. Virtual and Conference Call Meetings.</p> <p>1. Interim. The president may initiate virtual meetings conference calls between in-person meetings of the executive committee.</p> <p>2. Reasonable Costs and Accommodations. Members of the executive committee may participate in any meeting by</p>	<p>4 – Technical changes with headers and style.</p> <p>4A – Technical change to remove redundant language</p> <p>4B – Technical change to clean up language</p> <p>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 reasonable cost.</p>

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

Article V

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

Article V

Article VI – Board of Directors

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

<p>counties representing 50 percent of the state's population.</p> <p>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.</p> <p>D. One elected county official from each state having 100 percent of its counties as active members.</p> <p>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.</p> <p>1. The number of directors from category E shall not exceed 25 percent of the total number of elected county officials on the board.</p> <p>F. Ten (10) at-large directors shall be appointed by the president.</p>	<p>first day of the annual conference. To qualify for an additional director under this provision, a state must meet one of the following criteria:</p> <p>a. Provided that such state has Either 50 percent of its counties shall be as active member counties, or</p> <p>b. Has its active member counties shall representing fifty (50) percent of the state's population.</p> <p>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.</p> <p>D. One (1) elected county official from each state having one-hundred (100) percent of its</p>	<p>1D – Technical change to use more precise language</p>
---	--	--

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

Article VI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 2 COMMENTS
<p>Section 2. Election Procedures</p> <p>A. The procedure to be followed in selecting directors in categories B, C, and D is as follows:</p> <ol style="list-style-type: none"> 1. A state whose eligible members include all counties or all county officials in the state shall submit a nomination to the NACo president. 2. Directors in categories B, C, and D shall be elected annually by the voting members at the association's annual conference. 3. If there is more than one state association in a state whose eligible members include all counties or all county officials, then those associations must determine amongst themselves the nominations for each applicable category. <ol style="list-style-type: none"> a. No additional seats will be given to states with multiple associations. b. If there is no state association whose eligible members include all counties or all county officials in the state, 	<p>Section 2. Election Procedures</p> <p>A. The procedure to be followed in selecting directors in categories VI B, C, and D is as follows:</p> <ol style="list-style-type: none"> 1. A state with whose eligible members in categories VI(B) and (D) include all counties or all county officials in the state shall submit a nomination to the NACo President. 2. Directors in categories VI (B), (C), and (D) shall be elected annually by the voting members at the association's annual conference under Article X. 3. If there is a state has more than one state association in a state with whose eligible members include all counties or all county officials, then those associations must decide among determine amongst themselves the nominations for each applicable category. <ol style="list-style-type: none"> a. No additional seats will be given to states with multiple associations. b. If there is no state association whose eligible members 	<p>2 – Technical changes.</p> <p>Cleans up repetitive language for style.</p>

<p>then the association or associations that have member counties or county officials must determine amongst themselves the nominations for each applicable category.</p> <p>c. Each nomination shall be submitted in writing by the governing body of said state association.</p> <p>d. The written submission shall also designate one or more persons authorized to make the nomination.</p> <p>B. The procedure to be followed in selecting directors in category E is as follows:</p> <p>1. The directors in category E will be nominated by their affiliate organizations and elected annually by the voting members at the association's annual conference.</p>	<p>includes all counties or all county officials 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.</p> <p>c. Each nomination shall be submitted in writing by the governing body of said the respective state association.</p> <p>d. The written submission shall also designate one or more individuals persons authorized to make the nomination.</p> <p>B. The appointment and nomination procedure for to be followed in selecting directors in category IV (E) is as follows:</p> <p>1. 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.</p>	
--	---	--

Article VI

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

decisions arising between annual conferences may be made by the board of directors in the name of the association until the next annual conference of the association.	may be made by the board of directors on behalf of in the name of the association until the next annual conference of the association.	
--	--	--

Article VI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 4 COMMENTS
<p>Section 4. Term of Office</p> <p>A. The term of office for a member of the board of directors shall be one year.</p> <p>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 may continue to serve on the board of directors until otherwise ineligible.)</p>	<p>Section 4. Term of Office</p> <p>A. The term of office for a member of the board of directors shall be one (1) year.</p> <p>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.)</p>	<p>4 - Technical changes to standardize language with other sections of the bylaws</p> <p>1B - Technical Change: Aligns NACo bylaws with longstanding practice.</p> <p>Redundant with Article VI, Section 1(G) with executive committee eligibility for the board of directors.</p>

Article VI

	<p>member shall provide a recommendation for a replacement.</p> <p>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.</p> <p>C. Presidential Appointment Vacancies</p> <p>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.</p>	
--	---	--

Article VI

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

Article VI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE	ARTICLE VI SEC. 7 COMMENTS
<p>Section 7. Resignation and Removal</p> <p>A. Any officer or director may resign at any time upon written notice to the association.</p> <p>B. Resignation will become effective upon receipt of the letter of resignation unless the letter specifies a different date.</p> <p>C. Any officer or director shall be automatically removed from the board of directors if the officer or director no longer holds elected county office or otherwise fails to meet the qualifications of the position.</p>	<p>Section 7. Resignation and Removal</p> <p>A. Any officer or director may resign at any time upon written notice to the association's executive director, effective upon receipt or a specified date.</p> <p>B. Resignation will become effective upon receipt of the letter of resignation unless the letter specifies a different date.</p> <p>C. Any ny officer or director shall be automatically removed from the board of directors if the individual officer or director no longer holds elected county office or otherwise fails to meet the qualifications of the position.</p>	<p>7A – Technical change with more concise language.</p> <p>7C – Technical change with style.</p>

Article VI

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

Article VI

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VI SEC. 9 COMMENTS
<p>Section 9. Conflicts of Interest</p> <p>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.</p> <p>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.</p> <p>C. Each director or executive committee member of the association must complete, sign, and submit a conflict-of-interest disclosure statement each year.</p> <p>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.</p>	<p>Section 9. Conflicts of Interest</p> <p>A. A No director or executive committee member of the association may not receive, directly or indirectly, any salary, compensation, or emolument from the association, either directly or indirectly, unless authorized by the bylaws of the association, or by the affirmative vote of approved by a two-thirds (2/3) vote of all other directors at a duly held meeting.</p> <p>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 amended from time to time by the board of directors.</p> <p>C. Each director or executive committee member of the association must shall complete, sign, and submit a conflict-of-interest disclosure statement each year.</p> <p>D. Except at the first meeting of each new board of directors,</p>	<p>9 – Technical changes with style.</p>

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

Article VI

Article VII – Committees

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 1 COMMENTS
<p>Section 1. Audit Committee</p> <p>A. There shall be an audit committee consisting of five (5) members, elected by the board of directors from its membership.</p> <ol style="list-style-type: none"> 1. The term of office shall be for three years, with at least one member being elected each year. 2. A member may not serve for more than two consecutive full terms, and may not serve for more than six years in any nine-year period, except for a member who fills an unexpired term of a previous member. Partial terms filling a vacancy shall not count towards the two full terms or yearly limit on service on the audit 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. <ol style="list-style-type: none"> a. In the event of a vacancy occurring during the year, the 	<p>Section 1. Audit Committee</p> <p>A. Composition. There shall be an audit committee consisting of five (5) members, elected by the Board of Directors from its membership.</p> <ol style="list-style-type: none"> 1. Members The term of office shall serve be for three-years terms, with at least one member being elected each year. 2. 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 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 shall fill a vacant position of an audit committee member 	<p>1 – Blend of technical style changes and substantive changes for clarification.</p> <p>Creates a new section 1 with definitions of committees and technical changes.</p>

<p>board of directors shall, at its first meeting following the vacancy, elect a person to serve the unexpired term.</p> <p>4. No present or former officer of the association shall be eligible to serve.</p> <p>5. Members of the audit committee shall annually elect a chair from among its members at its first meeting following the annual conference.</p> <p>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.</p> <p>B. The purpose of the audit committee is to assist the board of directors in association oversight of:</p> <p>1. The integrity of the financial statements through quarterly and annual reviews</p> <p>2. Compliance with legal and regulatory requirements</p> <p>3. The independent auditor's qualifications, independence and performance</p> <p>4. The internal auditor's qualifications and performance.</p>	<p>whose term has expired through an election at the first meeting of each new board of directors.</p> <p>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.</p> <p>b. For vacancies occurring mid-term 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.</p> <p>4. No present Current or former officers of the association shall not be eligible to serve on the audit committee.</p> <p>5. Members of The audit committee shall annually elect a chair from among its members at its first meeting following the annual conference.</p> <p>a. The chair may not serve for</p>	
---	---	--

<p>C. The audit committee shall develop a charter of operations that details the scope of work and responsibility of the committee.</p> <ol style="list-style-type: none"> 1. 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. 3. Amendments to the charter of operations require approval by the board of directors. <p>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.</p> <p>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.</p> <p>F. The audit committee shall report to the board of directors at least once during each calendar year.</p>	<p>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</p> <p>B. Purpose. The purpose of the audit committee is to shall assist the board of directors in overseeing: association oversight of:</p> <ol style="list-style-type: none"> 1. The integrity of the association's financial statements through quarterly and annual reviews. 2. Compliance with legal and regulatory requirements. 3. The independent auditor's qualifications, independence and performance of the independent auditor. 4. The internal auditor's qualifications and performance of the internal auditor. <p>C. Charter of Operations. The audit committee shall develop a charter of operations that details the its scope of work and responsibility ies. of the committee.</p> <ol style="list-style-type: none"> 1. The charter of operations for the audit committee shall be presented to the board of 	
--	--	--

	<p>directors for its review and approval.</p> <p>2. Amendments to the audit committee charter of operations may be proposed either by the audit committee itself or by any member of the board of directors.</p> <p>3. All amendments to the charter of operations require approval by the board of directors.</p> <p>D. Independent Audit. The audit committee shall oversee direct an annual independent audit of the association's finances, conducted by with an auditor selected by and reporting directly to the committee. The audit committee shall provide a summary report of its annual independent audit, including key findings and recommendations, to the board of directors within sixty (60) days of completion.</p> <p>E. Additional Duties. The audit committee shall also perform any such other duties as are assigned in these bylaws or as delegated may be assigned by the board of directors.</p> <p>F. Reporting. The audit committee shall report to the board of</p>	<p>Clarifies timeline for audit committee to report to the board regarding the findings of the annual audit.</p>
--	--	---

	directors at least once during each calendar year.	
--	---	--

Article VII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 2 COMMENTS
<p>Section 2. Finance Committee</p> <p>A. There shall be a finance committee consisting of fourteen (14) persons from active member counties.</p> <ol style="list-style-type: none"> 1. 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). 3. 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. 4. 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. <p>B. The purpose of the finance committee is to assist the officers</p>	<p>Section 2. Finance Committee</p> <p>A. Composition. There shall be a finance committee shall consisting of fourteen (14) persons individuals from active member counties.</p> <ol style="list-style-type: none"> 1. One (1) member shall be the chair of the audit committee. 2. Three (3) members shall be those members of the board of directors who represent the National Association of County Collectors, Treasurers and Finance Officers (NACCTFO), the National Association of County Civil Attorneys (NACCA) and the National Association of County Administrators (NACA). 3. Nine (9) members, of whom two (2) shall be county finance officers or finance directors and one (1) shall be a state association executive director, to serve serving staggered three-year terms. 4. The President of NACo shall appoint all members to fill these vacancies in July of each year. 	<p>2 – Technical changes with style and clarification.</p>

<p>by preparing reports discussing financial conditions, trends, policies and programs and financial policy alternatives and their implications for officers' deliberation.</p> <p>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.</p> <p>D. The finance committee shall develop a charter of operations that details the scope of work and responsibility of the committee.</p> <p>1. 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.</p> <p>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.</p> <p>3. Amendments to the charter of</p>	<p>5. The First Vice President shall serve as chair of the committee.</p> <p>B. Purpose. The purpose of the finance committee is to shall assist the officers by preparing reports discussing financial conditions, trends, policies and programs, and along with financial policy alternatives and their implications, for officers' deliberation.</p> <p>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.</p> <p>D. Charter of Operations. The finance committee shall develop a charter of operations that details the its its scope of work and responsibility ies of the committee.</p> <p>1. 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</p>	<p>2D – Technical Change with style and clarification of process.</p>
---	---	--

<p>operations require the review of the audit committee and the approval of the officers.</p> <p>E. The finance committee works at the direction and request of the officers.</p> <ol style="list-style-type: none"> 1. 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. 3. Findings and recommendations of the finance committee shall be made to the officers. 4. The functions and duties of the finance committee shall not interfere with the functions and responsibilities of the audit committee. <p>F. The membership of the finance committee shall reflect the diversity of the association.</p>	<p>and approval.</p> <p>2. Following officers' review and approval, the 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.</p> <p>3. Amendments to the charter of operations require the review of the audit committee and the approval of the officers.</p> <p>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.</p> <p>E. Operations. The finance committee shall operate works at the direction and request of the officers.</p>	
---	--	--

	<ol style="list-style-type: none"> 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. <p>F. Representation. The membership of the finance committee shall reflect the diversity of the association, to the extent reasonable and practical.</p>	
--	---	--

Article VII

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

<ol style="list-style-type: none"> 2. 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. 3. The programs and services committee may not direct the use of association resources. 4. Requests for funding or staff assistance for the programs and services committee shall be made through the officers. 5. The membership of the programs and services committee shall reflect the diversity of the association. 	<p>B. Responsibilities. The programs and services committee works at the direction and request of the officers. Its primary purpose is to assist</p> <ol style="list-style-type: none"> 1. The purpose of the programs and 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. 2. 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. 3. The programs and services committee may not direct the use of association resources. 4. Any requests for funding or staff assistance for the programs and services committee shall be made through the officers. <p>C. Representation. The membership of the programs and services committee shall reflect the diversity of the association, to</p>	
--	--	--

	the extent reasonable and practical.	
--	--------------------------------------	--

Article VII

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

<p>committee may not direct the use of association resources.</p> <p>3. Requests for funding or staff assistance for the information technology committee shall be made through the officers.</p> <p>C. The membership of the information technology committee shall reflect the diversity of the association.</p>	<p>committee works at the direction and request of the officers. Its primary purpose is to assist the officers and board of directors in understanding:</p> <p>1. The purpose of the information technology committee is to help the officers and the board of directors understand:</p> <ul style="list-style-type: none"> 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. <p>2. The information technology committee may not direct the use of association resources.</p> <p>3. Requests for funding or staff assistance for the information technology committee shall be made through the officers.</p> <p>C. Representation. The membership of the information technology committee shall reflect the diversity of the association, to the extent</p>	
--	--	--

reasonable and practical.

Article VII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VII SEC. 5 COMMENTS
<p>Section 5. Membership Committee</p> <p>A. There shall be a membership committee consisting of at least one person from each state that has active member counties.</p> <p>1. Members of NACo and state associations of counties' staff members are eligible to serve on the membership committee.</p> <p>2. The President of NACo shall appoint the chair and vice-chairs of the committee.</p> <p>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 chair(s) of the programs and services committee are ex- officio members of the membership committee.</p> <p>B. The membership committee works at the direction and request of the officers.</p> <p>1. The purpose of the membership committee is to help recruit and</p>	<p>Section 5. Membership Committee</p> <p>A. Composition. There shall be a membership committee shall consisting ing of at least one person from each state that has active member counties.</p> <p>1. Members of NACo the association and staff members of state associations of counties' staff members are eligible to serve on the membership committee.</p> <p>2. 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.</p> <p>3. The President may also fill vacancies and appoint new leadership and members</p>	<p>5 – Technical changes with formatting and style.</p> <p>5A(2) – Substantive changes with requiring all leaders and members of the committee to reapply each year.</p>

<p>retain members of NACo and to develop programs and services designed to increase membership.</p> <p>2. The membership committee may not direct the use of association resources.</p> <p>3. Requests for funding or staff assistance for the membership committee shall be made through the officers.</p> <p>C. The membership of the membership committee shall reflect the diversity of the association.</p>	<p>throughout the appointment period.</p> <p>4. The chair and vice chair(s) of the programs and services committee are is an ex-officio members of the membership committee.</p> <p>B. Responsibilities. The membership committee works at the direction and request of the officers.</p> <p>1. 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.</p> <p>2. The membership committee may not direct the use of association resources.</p> <p>3. Any requests for funding or staff assistance for the membership committee shall be made through the officers.</p> <p>C. Representation. The membership of the membership committee shall reflect the</p>	<p>5A(4) – Eliminates vice chairs as ex-officio since we currently have a significant number of vice chairs.</p> <p>5B1 – Technical change. Clarifies the role of the membership committee compared to the programs and services committee.</p>
--	--	---

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

Article VII

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

Article VII

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

Article VII

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

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

Article VII

Article VIII – Executive Director

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

Article VIII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 2 COMMENTS
<p>Section 2. Responsibilities</p> <p>A. The executive director shall be the chief executive officer of the association.</p> <p>B. Under the general direction of the board of directors and the executive committee, he or she shall establish, maintain, manage, and generally control the executive</p>	<p>Section 2. Responsibilities</p> <p>A. The executive director shall be the chief executive officer of the association.</p> <p>B. Under the general direction of the board of directors and the executive committee, he or she the executive director shall establish, maintain, manage, and</p>	

	<p>funds. and approve contracts and expenditures necessary for conducting the business of the association.</p> <p>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 exceeding an amount to be determined set 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.</p>	
--	---	--

Article VIII

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

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

Article VIII

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.

Article VIII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 5 COMMENTS
<p>Section 5. Record Keeping</p> <p>A. The executive director or his or her designee shall:</p> <ol style="list-style-type: none"> 1. Keep all records of the association 2. Take and keep minutes of all meetings of the board of directors, executive committee and annual business meeting. 3. Give notice of such meetings at the direction of the president. 4. Receive all monies of the association. 5. Record and deposit the same in approved depositories. <p>B. At the close of the quarter, he or she shall submit a financial statement to the audit committee.</p>	<p>Section 5. Record Keeping</p> <p>A. The executive director or his or her a designee(s) shall:</p> <ol style="list-style-type: none"> 1. Keep Maintain all official records of the association in secure, accessible digital formats, to the extent possible, ensuring compliance with applicable data protection policies and best practices. 2. Take and keep preserve minutes of all meetings of the board of directors, Executive Committee and annual business meeting. 3. Give Provide notice of such meetings at the direction of as directed by the president. 4. Receive all monies of the association, properly record them, and deposit funds in board-approved depositories. 5. Submit a financial statement, at least four times each year, to the audit committee and a summarized report to the board of directors at least four times each year. 6. Record and deposit the same in 	<p>5A – Technical changes.</p> <p>Updates with style, longstanding practices, and intent of best practices.</p>

	<p>approved depositories.</p> <p>B. At the close of the quarter, he or she shall submit a financial statement to the audit committee.</p>	
--	---	--

Article VIII

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE VIII SEC. 6 COMMENTS
<p>Section 6. Bond for Executive Director and Staff</p> <p>The executive director and designated staff shall provide a bond, at a cost to be paid by the association, payable to the association, in such amount as required by the board of directors.</p>	<p>Section 6. Bond for Executive Director and Staff</p> <p>The executive director and designated staff with fiduciary responsibilities shall be provide a bonded or covered by appropriate insurance, as determined by the board of directors. The cost of such bond or insurance shall be paid by the association. The coverage amount shall be set by the board of directors as needed, in consultation with the audit committee, but at least every three (3) years, to ensure coverage aligns with the association's needs and risk management standards. at a cost to be paid by the association, payable to the association, in such amount as required by the board of directors.</p>	<p>6 – Technical changes.</p> <p>Aligns with other amended section regarding liability protections and insurance coverage for the board and officers.</p>

Article VIII

Article IX – Annual Budget

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

	<p>provide advice and comment regarding it to the officers prior to its submission to the board of directors.</p> <p>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.</p>	
--	--	--

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 2 COMMENTS
<p>Section 2. Role of the Board of Directors</p> <p>A. Prior to the beginning of the new fiscal year, the board of directors shall adopt a budget as submitted by the officers or as amended by the board.</p> <p>B. Upon adoption by the board of directors, the budget shall control the expenditures of the association for the fiscal year.</p>	<p>Section 2. Role of the Board of Directors</p> <p>A. Prior to the beginning of the new fiscal year, the board of directors shall adopt a budget as submitted by the officers or as amended by the board.</p> <p>B. Upon adoption by the board of directors, the budget shall govern and control the expenditures of the association for the fiscal year.</p>	<p>2 – Technical change.</p>

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 3 COMMENTS
<p>Section 3. Budget Amendments</p> <p>During the Fiscal Year</p> <p>A. During the fiscal year, the officers may amend the budget</p> <ol style="list-style-type: none"> 1. Provided that such amendments are formally adopted at a meeting of the officers; and 2. Such amendments are submitted to the board of directors for ratification at its next ensuing meeting. <p>B. This authority does not authorize the officers to amend the budget so as to cause the total of all expenditures to exceed the total amount of the income in the budget.</p>	<p>Section 3. Budget Amendments</p> <p>During the Fiscal Year</p> <p>A. During the fiscal year, The officers may amend the budget during the fiscal year provided that:</p> <ol style="list-style-type: none"> 1. Provided that Such amendments are formally adopted at a meeting of the officers; and 2. Such amendments are submitted to the board of directors for ratification at its next ensuing meeting. <p>B. This authority does not authorize the officers to amend the budget so as to cause the total of all expenditures to exceed the total amount of the income in the budget.</p>	<p>3 – Technical change with style.</p>

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 4 COMMENTS
<p>Section 4. Expense Reimbursements for Officers, Executive Committee Members, Directors and Staff</p> <p>A. The budget may include sums sufficient for reimbursement of actual, reasonable expenses, as follows:</p> <ol style="list-style-type: none"> 1. Officers and Staff: For all official duties. 2. Regional Representatives and Directors: For official duties other than attending regular meetings of the association and of the board of directors. <p>B. All expense reimbursements shall be reported quarterly to the audit committee by name of payee, purpose of expense, and amount of reimbursement.</p> <p>C. Except as provided in subsection D of this section, funds contained in the Long-Term Sustainability Reserve Fund created on July 20, 2020 may be used only for the following purposes:</p> <ol style="list-style-type: none"> 1. The rental or purchase of office space, building or land; 2. Securing a loan for the purchase of land or a building; 	<p>Section 4. Expense Reimbursements for Officers, Executive Committee Members, Directors and Staff</p> <p>A. The budget may include sums sufficient for reimbursement of actual, reasonable expenses, as follows:</p> <ol style="list-style-type: none"> 1. Officers and Staff: For all official duties. 2. Regional Representatives and Directors: For official duties other than attending regular meetings of the association and of the board of directors. <p>B. All expense reimbursements shall be reported quarterly to the audit committee by name of payee, purpose of expense, and amount of reimbursement.</p> <p>C. Except as provided in subsection D of this section, funds contained in the Long-Term Sustainability Reserve Fund created on July 20, 2020 may be used only for the following purposes:</p> <ol style="list-style-type: none"> 1. The rental or purchase of office space, building or land 2. Securing a loan for the purchase of land or a building 	<p>4 – Technical change with simplified header and also separates expense reimbursements from the important long-term sustainability reserve fund.</p>

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

Article IX

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE IX SEC. 5 COMMENTS
<p>4D. Funds contained in the Long-Term Sustainability Reserve Fund, 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.</p> <p>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 immediate, intermediate and long-term finances, member services</p>	<p>Section 5. Long-Term Sustainability Reserve Fund</p> <p>A. Purpose of the Fund</p> <p>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.</p> <p>B. Permissible Uses of the Fund</p> <p>Funds may only be used for the following purposes:</p> <p>1. The rental or purchase of office space, a building, or land</p>	<p>5 – Substantive change</p> <p>with new headers, consistent formatting and creating a new section for the current language under Section 4 today.</p>

<p>and operations of the association.</p> <p>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.</p> <p>3. 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.</p>	<p>2. Securing a loan for the purchase of land or a building</p> <p>3. Consultants, legal counsel, or real estate professionals providing advice or assistance regarding the relocation of the association's offices and facilitates</p> <p>4. Investments or expenditures aimed at supporting, enhancing, and protecting the long-term stability, capacity, services, strategies, and operations of the association; or</p> <p>5. Other related expenses directly associated with the same as determined by the board of directors.</p> <p>C. Authorization for Fund Use</p> <p>1. Use of the Long-Term Sustainability Reserve Fund requires a resolution adopted by the board of directors.</p> <p>2. Such a resolution must:</p> <p>a. Clearly declare the purpose(s) for which the funds will be used; and</p> <p>b. State how the expenditure will sustain and enhance the immediate, intermediate, and long-term finances, member services, or operations of the association.</p>	
---	--	--

	<p>3. Adoption of the resolution shall require:</p> <p>a. The affirmative vote of two-thirds (2/3) of the directors present at a meeting where a quorum is established; or</p> <p>b. If conducted by mail or electronic ballot, the affirmative vote of two-thirds (2/3) of all directors.</p> <p>D. Oversight</p> <p>1. The audit committee shall annually review and evaluate the performance of investments made from the Long-Term Sustainability Reserve Fund and report their findings to the board of directors. The report shall include a summary of expenditures, investments, and their impact on the association’s capacity and operation.</p> <p>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.</p>	<p>3D1 – technical change.</p> <p>Clarifies role of the audit committee in oversight of the Long-Term Reserve Fund.</p>
--	---	--

Article IX

Article X – Conferences and Meetings

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

	<p>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.</p> <p>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.</p> <p>B. Credentials Certification. Prior to the business meeting, the 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.</p>	
--	---	--

Article X

CURRENT LANGUAGE	PROPOSED NEW LANGUAGE:	ARTICLE X SEC. 2 COMMENTS
<p>Section 2. Quorum at Annual Business Meeting</p> <p>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.</p> <p>B. Upon opening the meeting, the president shall determine that the session is open for business and that a quorum is present.</p> <p>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 present.</p> <p>2. If a determination 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 convention, then all unfinished business, with the exception of the election of the officers and directors of the association, will be referred to</p>	<p>Section 2. Quorum at Annual Business Meeting</p> <p>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.</p> <p>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.</p> <p>1. 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.</p> <p>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</p>	<p>2 – Technical changes with headers, style and clarity of language.</p>

<p>the board of directors, which shall be empowered to act thereon for and on behalf of the membership.</p>	<p>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.</p> <p>C. Consequences of No Quorum. If a determination 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 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.</p>	<p>2C - CLEAN VERSION:</p> <p>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.</p>
---	--	---

Article X

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

Article X

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

<p>total authorized vote but no fraction of a whole number.</p> <p>2. Any active member may but is not required to permit its votes to be cast by its state as a block.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p>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 accordance with the Bylaws and any related election procedures.</u></p> <p>C. Voting Eligibility. Counties are eligible 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, have paid the association dues within the past twelve (12) months, and</p>	
--	---	--

	follow the provisions of comply with Section 5 provisions.	
--	---	--

Article X

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

<p>2. Conform to such other procedures established by the credentials committee.</p> <p>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.</p> <p>D. Credentials registration shall close by 5:00 p.m. local county convention time the day preceding the annual business meeting.</p> <p>E. Any dispute about the possession of credentials or ballots shall be resolved by the credentials committee.</p>	<p>registration at the conference</p> <p>2. Conform to such other procedures established by the credentials committee.</p> <p>1. Nonattending counties shall only cast votes by proxy if registered and paid seventy-two (72) hours before the official start of the conference and if proxy information is included in the credentials.</p> <p>2. Proxies shall adhere to procedures established by the credentials committee.</p> <p>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.</p> <p>C. Proxy Delegation. A delegate may leave a written or electronic proxy with another delegate from the same or a different county in their</p>	
--	--	--

	<p>state, their state delegation head, or the state association president or designee.</p> <p>D. Deadlines</p> <p>Credentials registration shall close by 5:00 p.m. local county convention time the day preceding the annual business meeting.</p> <p>Credentials registration shall close at 5:00 p.m. local time (based on the physical location of the meeting) the day before the business meeting.</p> <p>E. Disputes</p> <p>Any dispute about the possession of credentials or ballots shall be resolved by the credentials committee. The credentials committee shall be responsible for resolving any disputes regarding credentials or ballots.</p>	<p>D – Technical changes</p> <p>with style and clarity.</p> <p>E – Technical changes</p> <p>with style and clarity.</p>
--	---	---

Article X

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

<p>be dropped and another ballot would be taken.</p> <p>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.</p> <p>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 the vote.</p> <p>C. Any active member not having an elected or appointed official in attendance at an annual conference or 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.</p> <p>1. 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</p>	<p>announced by a roll call of state delegations.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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</p>	
--	--	--

compliance with the requirements of Section 5.	cast. 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 the vote	
--	--	--

Article X

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

<p>committee has not been able to meet.</p> <p>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.</p> <p>b. Issues which have been addressed by the board of directors in this context may then be brought before the general membership.</p> <p>4. No resolution shall be adopted until the opportunity has been afforded for full and free debate thereon.</p>	<p>resolutions committee unless it has been submitted to the appropriate steering committee.</p> <p>3. The president may present emergency issues or matters outside the jurisdiction of any steering committee directly to the board of directors, acting as the resolutions committee. 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.</p> <p>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.</p> <p>4. Resolutions adopted by the board of directors, acting as the resolutions committee, shall be brought before the general membership for a final vote.</p> <p>a.—Issues which have been addressed by the board of directors in this context may then be brought before the general membership.</p>	
--	---	--

<p>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.</p> <ol style="list-style-type: none"> 1. 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. 2. The chair of the nominating committee shall be appointed by the President and will be announced at the NACo legislative conference. 3. The nominating committee shall not recommend candidates. 4. Nominations will be accepted from the floor of the convention. The board of directors may make rules and regulations for candidates for contested offices. <p>C. There shall be a five member</p>	<ol style="list-style-type: none"> 5. Full and free debate shall be allowed and proceed the consideration of resolutions. No resolution shall be adopted until the opportunity has been afforded for full and free debate thereon. <p>B. Nominating Committee</p> <ol style="list-style-type: none"> 1. Formation and Membership. The president of the association shall appoint a nominating committee consisting of at least five elected officials from active member counties. At least one member of the committee shall be a past president, and no candidate for NACo office may be a member. 2. Responsibilities. The nominating committee shall verify the eligibility of screen candidates; for officerss and board of directorss² positions by screening their credentials to ensure compliance with the association's that all are eligible according to the bylaws of the association. 3. Leadership. The chair of the nominating committee shall be appointed by the president and will be announced at the NACo legislative conference. 	
---	--	--

<p>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.</p>	<p>4. Neutrality. The nominating committee shall not endorse or recommend any candidates.</p> <p>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 offices.</p> <p>C. Credentials Committee. The president shall appoint a five (5) member credentials committee, including the reading and tally clerks, at least thirty (30) days before the annual conference. The committee oversees the functions outlined 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 these bylaws.</p> <p>D. Election Rules. The board of directors may establish additional rules and procedures governing the</p>	<p>7C – Technical changes with headers, style and clarity.</p> <p>7D – Technical changes with headers, style and clarity.</p>
---	--	---

	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
<i>All meetings of NACo, including the board of directors, shall be governed by the current edition of Robert’s Rules of Order Newly Revised in all cases in which they are applicable and in which they are not inconsistent with the bylaws and the laws of the state of Delaware.</i>	Section 1. Parliamentary Authority All meetings of NACo, including the Board of Directors, shall be governed by the current edition of Robert’s Rules of Order Newly Revised in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and the laws of the state of Delaware.	1 – Technical change. Renumbered sections and headers.

Article XI

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

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

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

Article XI

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

Article XI

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

End of Bylaws