



## BYLAWS AMENDMENTS FOR CONSIDERATION AT THE 2020 ANNUAL BUSINESS MEETING

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JULY 20, 2020 | 2:00 P.M. (EDT) | VIA MS TEAMS LIVE EVENT

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### BACKGROUND:

Pursuant to Article VII, Section 7 of the association's bylaws, NACo President Mary Ann Borgeson appointed a bylaws review committee to make recommendations and updates, as needed, for consideration during the 2020 annual business meeting.

The following county officials served on the committee:

- **Hon. Greg Cox (Chair)**, Supervisor, San Diego County, Calif. (Immediate Past President)
- **Hon. Renee Couch**, Treasurer, Comal County, Texas (South)
- **Hon. Marcia Lamb**, Auditor, Billings County, N.D. (Midwest)
- **Hon. Craig Rice**, Montgomery County, Md. (East)
- **Hon. Manny Ruiz**, Supervisor, Santa Cruz County, Ariz. (West)

During its May 12, 2020 meeting, the committee voted unanimously to recommend a limited set of amendments to the association's bylaws for consideration at the 2020 annual business meeting (in accordance with Article XI, Section 1 of the association's bylaws). Proposed changes are reflected in the marked-up version that is attached.

### The summary includes:

#### 1. Article I, Name

- a. Technical amendment to reference the association's full name throughout the bylaws, as the "association"

#### 2. Article VI, Board of Directors

- a. **Section 3. Responsibilities** - Technical amendment to reference the "annual business meeting," rather than the annual conference, in delegating duties and management to the board of directors

- b. **Section 5. Vacancies** - Technical amendment to streamline referenced sections under board vacancies

**3. Article IX, Annual Budget**

- a. **Section 4. Expense Reimbursement for Officers, Executive Committee Members, Directors and Staff** - Amendment that modernizes the reserve fund policy section that was established at a time when the association was focused on purchasing a new office building. As adopted favorably by the board of directors and the bylaws review committee, the amendment renames the “Board Designated Building Options Fund,” created on February 28, 1998, as the “Long Term Sustainability Reserve Fund.” The amendment maintains the existing eligible use of funds while adding a new provision that allows “expenditures and investments that seek to support, enhance and protect the long-term stability, capacity, services, and operations of the association.” As noted in the amendment, the reserve fund is “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.”

**4. Article IX, Annual Budget**

- a. **Section 7. Special Committees** – Technical amendment that clarifies that the NACo board of directors serves as the “resolutions committee” at the annual conference.

# NATIONAL ASSOCIATION OF COUNTIES

## PROPOSED AMENDMENTS TO THE BYLAWS

### Article I, Name

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

### Article VI, Board of Directors

#### Section 3. Responsibilities

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 conference~~ **annual business meeting.**

#### Section 5. Vacancies

- A. ~~A-Vacancies~~ occurring in the board of directors, except for officers and those directors serving pursuant to Article VI, Section 1. subsections F., G., or H., may be filled for the unexpired term by the remaining directors, after receiving a recommendation from the state association of counties of the state where the former member of the board of directors resided **consistent with subsections B., C., or D., and under subsection E. for affiliates.**

### Article IX, Annual Budget

#### Section 4. Expense Reimbursements for Officers, Executive Committee Members, Directors and Staff

- C. Except as provided in subsection D of this section, funds contained in the **Long-Term Sustainability Reserve Fund created on July 20, 2020** ~~Board Designated Building Options Fund, created on February 28, 1998,~~ may be used only for the following purposes:
- The rental or purchase of office space, building or land;
  - Securing a loan for the purchase of land or a building;
  - 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~~
  - Expenditures and investments that seek to support, enhance and protect the long-term stability, capacity, services and operations of the association;** or
  - Other expenses directly associated with the same.
- D. Funds contained in the ~~Board Designated Building Options Fund, created on February 28, 1998,~~ **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 may be used for any purpose other than those stated in subsection C of this section,~~ if authorized by resolution of the board of directors.

- a. Such a resolution must declare ~~an emergency, and must specifically~~ and state the purpose or purposes for which the funds are to be used: **to sustain and enhance the immediate, intermediate and long-term structural budget finances, member services and operations of the association.**
- b. 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.
- c. 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.

## Article X

### Section 5. Credentials Registration and Proxy Voting

- A. Delegates must register for the annual conference and be qualified to vote.
  1. Two weeks prior to the convening of the conference, NACo staff shall post on the NACo website **a lists of member counties by voting credential status of those counties not registered for the conference and of including** those counties that are registered for the conference but for which written proxies have been filed.
- B. A nonattending county wishing to cast its vote(s) by proxy must:
  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.**
    - a. The convening of the conference shall be noon of the first day of registration at the conference
  2. Conform to such other procedures established by the credentials committee.
- C. Subject to such rules as any active member may prescribe with regard to proxy voting of its delegates, a delegate who has received credentials may leave a written proxy **(including electronic authorization)** with a delegate from the same county, from another active member in the delegate's state, the head of the delegate's state delegation, or its state association president or president's designee.
- D. Credentials registration shall close by 5:00 p.m. local county convention time the day preceding the annual business meeting.
- E. Any dispute about the possession of credentials or ballots shall be resolved by the credentials committee.

## **Section 6. Other Voting Procedures**

- 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**.

## **Section 7. Special Committees**

- A. The NACo board of directors shall act as a resolutions committee at the annual conference.
    - 1. All resolutions to be considered shall relate to the objectives and purposes of the association.
    - 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 **conference resolutions committee** unless it has been submitted to the appropriate steering committee.
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## **BOARD POLICY ACTION NOTICE**

During the May 14, 2020 meeting of the NACo board of directors, the board also approved unanimously a technical clarification recommended by the bylaws review committee to the board's December 7, 2013 voting credentials policy. The board policy now stipulates that the association will send the voting credentials form for each member county and all counties registered for the annual conference to the Chief Elected Official and clerk **of the county policy board**. This update was added to specify the function of the "clerk of the county policy board," rather than the title of clerk since this term has many different roles and functions depending on the state and county.