

DRAFT

NACo Bylaws

Notes on this draft

~~Strikethrough~~ = to be removed

RED = new language proposed by the NACo board of directors in Dec. 2019

GREEN = new language proposed by NACo staff (based on member feedback) and the Bylaws Committee on May 12, 2020

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 “association.”**

ARTICLE II

Objects and Purposes

Section 1. 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.

Section 2. 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.

Section 3. The words “county” or “counties” or “county governments” when used in these bylaws to describe members or membership shall include such other equivalent units of local government as have been accepted as active member County Governments.

ARTICLE III

Membership

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

ARTICLE IV

Officers

Section 1. Officers.

- A. The officers of the association shall be a President, First Vice President, Second Vice President and Immediate Past President.
 - 1. The immediate past president is the most recent past president who is still an elected county official of an active member county.
- B. Qualification. The officers of the association shall be elected officials of active member counties.
- C. Term. Each officer shall serve a term of office of one year subject to the provisions of Section 3 of this Article.
- D. Election. Officers shall be elected by the member counties at the annual business meeting each year.
- E. General Duties.
 - 1. They shall be responsible for the property, funds and business affairs of the association in the absence of the board of directors.
 - 2. They shall have and exercise all powers and authority granted by the board of directors.
 - 3. The officers shall make a report to the board of directors at each meeting of the board with respect to the general state of the association, significant changes in the financial condition of the association, and actions taken in the interim period between board meetings.

Section 2. Authority of the

President The President shall:

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

Section 3. Vacancies and Removal

- 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.
- 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.
- C. Should a vacancy occur in the office of second vice president prior to the normal expiration of term, the vacancy will be filled at the next annual conference.
 - 1. This would yield two open positions for which elections would need to be held at the annual conference.
- D. Should there be a vacancy in two or more offices prior to the normal expiration of term, the board of directors may appoint a past president to fill the vacant office(s).
 - 1. In the event of two vacancies these positions would be up for election at the next annual conference.
- E. Any officer may be removed by the board of directors 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.
 - 1. Any officer so removed is not eligible to serve as a member of the board of directors.

ARTICLE V

Executive Committee

Section 1. Composition

- A. There shall be an executive committee composed of the association's officers (president, first vice president, second vice president, immediate past president) and four (4) regional representatives elected at regional caucuses held pursuant to Section 2 of this Article.
 - 1. The president of the association is the chair of the executive committee.

Section 2. Powers and Duties

- A. The executive committee shall recommend to the board of directors the appointment of the executive director and, subject to budget limitations established by the board of directors, shall fix the salary and other compensation related to the position, and shall establish all other terms and conditions of his or her employment.
- 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.

Section 3. Regional Representatives; Eligibility, Election Procedures, Terms of Office and Vacancies

- 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.
 - 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.
- 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.
- C. Each state is allowed only one vote during each regional representative election.
- D. The board of directors may establish such other rules regarding regional representative

elections not in conflict with these bylaws.

- E. A past president of the association is ineligible to serve as a regional representative; however, he or she may participate in regional caucuses in all other respects.
- F. A regional representative may not be elected from a state that is the home of a current officer of the association.
- G. The term of office for a regional representative is two (2) years.
 - 1. There shall be a limit of 3 consecutive 2 year terms for the office of regional representative.
- H. Vacancies occurring among the regional representatives shall be filled for the unexpired term by the same regional caucus that made the previous selection.
 - 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.
 - 2. Interim appointments may be made until said election by a conference call of state presidents or their designee.

Section 4. Meeting Notices and Participation

- A. Upon initiation by the president, not less than ten days' written or three days' digital or electronic notice shall be given to every member of the executive committee of the time and place of each meeting of the committee.
- B. A majority of the executive committee shall constitute a quorum at all meetings thereof and the vote of a majority of the members of the executive committee present at a meeting at which a quorum is present shall be the act of the executive committee.
- C. The president may initiate conference calls between meetings of the executive committee.
- D. Members of the executive committee may participate in any meeting by means of telephone conference calls or similar communications equipment, provided that all persons participating in such a meeting can hear each other.

Section 5. Restrictions

- 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.

ARTICLE VI

Board of Directors

Section 1. Membership

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

- A. Officers of the association, as specified in Article IV.
- B. One (1) elected official from each state which has an active member county.
 - 1. Such official must be from a county whose membership dues are fully paid at the time of the close of credentials registration at the annual conference.
- C. Twelve (12) elected officials from active member counties;
 - 1. One (1) from each of the 12 states having the highest number of votes as certified by the Credentials Committee based upon NACo membership as of 60 days before the first day of the annual conference.
 - a. Provided that such state has either 50 percent of its counties as active member counties or has active member counties representing 50 percent of the state's population.
 - b. A state, otherwise qualified, must meet one of the 50 percent standards in subsection a, in order to be eligible for an additional director under this paragraph; the state having the next highest number of votes will be elevated to the list, provided that such state meets either 50 percent standard.
- D. One elected county official from each state having 100 percent of its counties as active members.
- E. One director from each affiliate organization (defined as an organization aligned with departments of county government structure) that has been authorized by the NACo board of directors and approved by the voting members.
 - 1. The number of directors from category E shall not exceed 25 percent of the total number of elected county officials on the board.
- F. Ten (10) at-large directors shall be appointed by the president.
 - 1. Prior to the first meeting of a newly elected board, the president may appoint up to ten (10) at-large directors from active member counties, nine of whom must be elected officials, to address inequities in representation (especially female, African American, Asian, Hispanic, Native American or urban/rural).
 - 2. There shall be no more than one at-large director from any state.

- G. Past presidents of NACo who are serving as elected county officials of active member counties.
- H. The chair of the Large Urban County Caucus, the chair of the Rural Action Caucus and the President of the Western Interstate Region.
- I. Each person elected to serve on the executive committee pursuant to Article V for the duration of his or her term.

Section 2. Election Procedures

- A. The procedure to be followed in selecting directors in categories B, C, and D is as follows:
 - 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.
 - 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, then the association or associations that have member counties or county officials must determine amongst themselves the nominations for each applicable category.
 - c. Each nomination shall be submitted in writing by the governing body of said state association.
 - d. The written submission shall also designate one or more persons authorized to make the nomination.
- B. The procedure to be followed in selecting directors in category E is as follows:
 - 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.

Section 3. Responsibilities

- A. The board of directors shall have general supervision, management and control of the business and property of the association, subject to the Articles of Incorporation, these bylaws, and the policies established by a majority vote of the voting active member counties of the association at the ~~annual conference~~ **annual business meeting.**
- 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.
- C. Association policy shall be decided by the voting active member counties of the association. Interim policy 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.

Section 4. Term of Office

- A. The term of office for a member of the board of directors shall be one year.
- B. Notwithstanding this section, however, a person who serves on the board of directors pursuant to Article VI, Section 1. I. is eligible to serve on the board of directors for the duration of his or her term on the executive committee and for so long as he or she continues to serve as an elected official of an active member county. *(Past presidents who remain elected officials of active member counties may continue to serve on the board of directors until otherwise ineligible.)*

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.**
 - 1. The board of directors may, by majority vote of the full membership of the board, choose whether or not to elect the individual recommended by the state association or affiliate.
- B. A vacancy in an at-large position shall be filled by the president.

Section 6. Quorum

- A. Fifty (50) directors shall constitute a quorum for the transaction of business.
- B. The board of directors may transact business by mail or electronic ballot by voting upon specific proposals mailed or sent electronically to them with the approval of the president.
 - 1. Under such circumstances, the affirmative response of a majority of the directors shall be required for adoption.

Section 7. Resignation and Removal

- A. Any officer or director may resign at any time upon written notice to the association.
- B. Resignation will become effective upon receipt of the letter of resignation unless the letter specifies a different date.
- 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.

Section 8. Indemnification and Insurance

- 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.
- 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.

Section 9. Conflicts of Interest

- 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.

- 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.
- C. Each director or executive committee member of the association must complete, sign, and submit a conflict-of-interest disclosure statement each year.
- D. Except at the first meeting of each new board of directors, submission of a completed and signed conflict-of-interest disclosure statement is a prerequisite to service on the board of directors.

ARTICLE VII

Committees

Section 1. Audit Committee

- A. There shall be an audit committee consisting of five (5) members, elected by the board of directors from its membership.
 - 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.
 - a. In the event of a vacancy occurring during the year, the board of directors shall, at its first meeting following the vacancy, elect a person to serve the unexpired term.
 - 4. No present or former officer of the association shall be eligible to serve.
 - 5. Members of the audit committee shall annually elect a chair from among its members at its first meeting following the annual conference.
 - a. The chair may not serve for more than two consecutive one-year terms, and may only serve as chair for a maximum of two years in any six-year period.
- B. The purpose of the audit committee is to assist the board of directors in association oversight of:
 - 1. The integrity of the financial statements through quarterly and annual reviews
 - 2. Compliance with legal and regulatory requirements

3. The independent auditor's qualifications, independence and performance
 4. The internal auditor's qualifications and performance.
- C. The audit committee shall develop a charter of operations that details the scope of work and responsibility of the committee.
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.
- D. The audit committee shall direct an annual independent audit of the association's finances with an auditor selected by and reporting to the committee.
- E. The audit committee shall also perform such other duties as are assigned in these bylaws or as may be assigned by the board of directors.
- F. The audit committee shall report to the board of directors at least once during each calendar year.

Section 2. Finance Committee

- A. There shall be a finance committee consisting of fourteen (14) persons from active member counties.
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.
- B. The purpose of the finance committee is to assist the officers by preparing reports discussing financial conditions, trends, policies and programs and financial policy alternatives and their implications for officers' deliberation.
- C. The finance committee shall review and make recommendations to the officers regarding the annual budget of the association prior to its submission to the board of directors.

- D. The finance committee shall develop a charter of operations that details the scope of work and responsibility of the committee.
 - 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.
 - 2. The charter of operations and any further amendments shall then be submitted to the board of directors for its review and approval. Amendments to the finance committee charter of operations may be proposed from time to time, either by a member of the finance committee or by a member of the board of directors.
 - 3. Amendments to the charter of operations require the review of the audit committee and the approval of the officers.
- E. The finance committee works at the direction and request of the officers.
 - 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.
- F. The membership of the finance committee shall reflect the diversity of the association.

Section 3. Programs and Services Committee

- A. There shall be a programs and services committee consisting of representatives from active member counties or their designees.
 - 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.
 - 2. The chair and vice chairs of the NACo membership committee are ex-officio members of the programs and services committee.
- B. The programs and services committee works at the direction and request of the officers.
 - 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.
 - 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.
- C. The membership of the programs and services committee shall reflect the diversity of the association.

Section 4. Information Technology Committee

- A. There shall be an information technology committee consisting of representatives from active member counties or their designees.
 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.
- B. The information technology committee works at the direction and request of the officers.
 1. The purpose of the information technology committee is to help the officers and the board of directors understand:
 - a. County government and public sector trends and innovations and
 - b. NACo internal policies, systems and technology needs.
 2. The information technology committee may not direct the use of association resources.
 3. Requests for funding or staff assistance for the information technology committee shall be made through the officers.
- C. The membership of the information technology committee shall reflect the diversity of the association.

Section 5. Membership Committee

- A. There shall be a membership committee consisting of at least one person from each state that has active member counties.
 1. Members of NACo and state associations of counties' staff members are eligible to serve on the membership committee.
 2. The President of NACo shall appoint the chair and vice-chairs of the committee.
 3. The President of NACo shall appoint members to fill vacancies on the committee in July of each year, to serve one-year terms. The chair and vice chair(s) of the programs and services committee are ex- officio members of the membership committee.
- B. The membership committee works at the direction and request of the officers.
 1. The purpose of the membership committee is to help recruit and retain members of NACo and to develop programs and services designed to increase membership.

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

Section 6. Policy Steering Committees

- A. The board of directors shall establish policy steering committees to study issues, make recommendations on policy positions for the American County Platform and carry out the platform.
- B. All steering committees shall meet at least twice a year.
 1. Final consideration of all resolutions shall only take place at the legislative or annual conferences or as otherwise approved by the board of directors.

Section 7. Bylaws Committees

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.

Section 8. Other Committees

- A. The president shall establish such other committees, working groups or task forces deemed proper for carrying on the business of the association.
 1. Other committees shall also be established according to any resolution adopted by the active member counties at the annual conference.

ARTICLE VIII

Executive Director

Section 1. Appointment

- A. The board of directors, upon recommendation of the executive committee, shall appoint the executive director.
- B. The executive committee shall establish all other terms and conditions of the employment of the executive director.

Section 2. Responsibilities

- A. The executive director shall be the chief executive officer of the association.
- B. Under the general direction of the board of directors and the executive committee, he or she shall establish, maintain, manage, and generally control the executive office or offices of the association.
- C. He or she will do or cause to be performed on behalf of the association all actions directed by the board of directors.
- D. He or she shall have authority generally to carry on the business of the association and to execute necessary or appropriate policies, decisions, and instructions of the board, including the approval of all contracts, vouchers, and other documents involving in any manner the disbursement of association funds.
 - 1. However, all contracts, vouchers, loans and other actions involving in any manner the disbursement or commitment of association funds in excess of an amount to be determined by the board of directors, shall be approved by the officers and such information shall be promptly forwarded to the audit committee.

Section 3. Personnel

- 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.
- 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.

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 5. Record Keeping

- A. The executive director or his or her designee shall:
 - 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.
- B. At the close of the quarter, he or she shall submit a financial statement to the audit committee.

Section 6. Bond for Executive Director and Staff

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.

ARTICLE IX

Annual Budget

Section 1. Role of the Officers

- A. The officers shall prepare and recommend to the board of directors an annual budget for the association for each fiscal year.
 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.
- B. The finance committee shall review the proposed budget and provide advice and comment regarding it to the officers prior to its submission to the board of directors.
- C. The budget document shall be transmitted to the members of the board of directors at least two weeks prior to the last scheduled meeting of the board in each calendar year.

Section 2. Role of the Board of Directors

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

Section 3. Budget Amendments During the Fiscal Year

- A. During the fiscal year, the officers may amend the budget
 - 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.
- B. This authority does not authorize the officers to amend the budget so as to cause the total of all expenditures to exceed the total amount of the income in the budget.

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

- A. The budget may include sums sufficient for reimbursement of actual, reasonable expenses, as follows:
 - 1. Officers and Staff: For all official duties.
 - 2. Regional Representatives and Directors: For official duties other than attending regular meetings of the association and of the board of directors.
- B. All expense reimbursements shall be reported quarterly to the audit committee by name of payee, purpose of expense, and amount of reimbursement.
- C. Except as provided in subsection D of this section, funds contained in the **Long-Term Sustainability Reserve Fund created on July 20, 2020** ~~Board Designated Building Options Fund, created on February 28, 1998,~~ may be used only for the following purposes:
 - 1. The rental or purchase of office space, building or land;
 - 2. Securing a loan for the purchase of land or a building;
 - 3. Consultants, counsel or real estate professionals engaged to provide advice or assistance to the association regarding the relocation of the association's headquarters offices; ~~or~~
 - 4. **Expenditures and investments that seek to support, enhance and protect the long-term stability, capacity, services and operations of the association;** or
 - 5. Other expenses directly associated with the same.
- 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.

1. 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.**
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.
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.

ARTICLE X

Conferences and Meetings

Section 1. Annual Business Meeting

- 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.
 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.
 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.
 3. Prior to the business meeting, a count of the number of registered votes shall be made and officially certified by the credentials committee.

Section 2. Quorum at Annual Business Meeting

- A. Twenty-five (25) percent of the votes registered at the conference and 75 active member counties shall constitute a quorum for the transaction of business.
- B. Upon opening the meeting, the president shall determine that the session is open for business and that a quorum is present.
 1. If at any time during the session the question is raised whether or not a quorum is present, then a show of hands of 35 percent of those delegates present will be sufficient to require a roll call as to whether or not a quorum is present.

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

Section 3. Special Meetings

- 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.
 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.

Section 4. Dues and Voting Rights

- 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.
 1. An active member county is one which has paid NACo dues within twelve months prior to the conference.
 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.
 3. Dues paid shall not be more than the amount specified in the approved dues schedule.
- B. Each county shall determine the person or persons (delegates) who will cast the county's vote(s).
 1. An elected or appointed county official of a fully paid active member may cast all or any portion of the active member's total authorized vote but no fraction of a whole number.
 2. Any active member may but is not required to permit its votes to be cast by its state as a block.
- 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.

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.**
- B. Voting shall be by standing or voice vote.
 - 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.
 - 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.
 - a. In case there is a tie for the lowest vote, then no one would be dropped and another ballot would be taken.

- b. If there are more than three candidates on the ballot and after that ballot there is still a tie, then both candidates with the lowest votes will be dropped.
 - c. If there are only three candidates then no one will be dropped and voting will continue until either there is not a tie or until any ballot in which a candidate receives a majority of the vote.
- 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.
- 1. Otherwise, the president of its state association of counties, or the president's designee, may pick up and cast their votes, unless specifically prohibited by the active member and provided the active member is in compliance with the requirements of Section 5.

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.
 - 3. 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.
 - a. Issues which clearly do not fit within the jurisdictions of established steering committees may, at the discretion of the president, be brought before the board of directors sitting as the resolutions committee.
 - b. Issues which have been addressed by the board of directors in this context may then be brought before the general membership.
 - 4. No resolution shall be adopted until the opportunity has been afforded for full and free debate thereon.
- 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.

1. The nominating committee shall screen candidates', officers and board of directors' credentials to insure 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.
- C. 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.

ARTICLE XI

Parliamentary Authority and Amendments

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

Section 1. Recommendations for Amendments

- A. Bylaws amendments may be recommended by the bylaws review committee.
- B. Amendments may also be recommended by a resolution submitted and signed by at least 10 active member counties.
 1. The signatory counties shall be drawn from at least five different states.

Section 2. Procedures

- 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.
- B. The board of directors shall review each recommended amendment at its first scheduled meeting following submission.

- C. All such recommended amendments shall then be presented at the first general session of the annual conference and voted upon at the business session.

Section 3. Adoption of Amendments

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

Section 4. Effective Date of Amendments

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

End of Bylaws

FOR BOARD ACTION

Date: December 7, 2013

ISSUE:

Vote to approve recommendations of the NACo Election Review Committee to make changes to the election process.

RECOMMENDATION:

The Election Review Committee asks the Board of Directors to approve its recommendations concerning the election process. The recommendations focus on four areas: the credentials process, candidate guidelines, Bylaws changes and voting at the conference.

The recommendations are:

Credentialing Process

- The committee recommends that the credentials form be sent to the Chief Elected Official and clerk of the county policy board in all member counties and to all Annual Conference registrants.
- The committee recommends that the credentials form be signed by the Chief Elected Official or a registered delegate to the Annual Conference.

Commented [MC1]: Green = new proposed language by the 2020 Bylaws Review Committee for board consideration in May 2020

Candidate Guidelines

- The committee recommends that the guidelines become rules.
- The committee recommends that the Election Review Committee should be renamed the Election Committee and continue to serve with the responsibility of enforcing the rules, and recommends adding appropriate notice to the Candidates Rules sheet.
- The committee recommends that the Election Committee be authorized to provide guidance to candidates who have questions on the rules or their applicability, with the committee determinations on such questions shared with all candidates.
- The committee recommends that it has the power, after due process, to impose remedies and sanctions up to and including disqualification of a candidate who does not follow the rules. Committee determinations are appealable to the Executive Committee, which shall be required to convene promptly to make a determination on the recommendation, and permit the candidate to respond to the allegation and the determination.
- The committee recommends that candidate materials should be submitted to the chair of the Election Committee in care of NACo, not to the NACo Executive Director.
- The committee recommends that candidates should not be permitted to campaign at steering committee meetings and that a candidate forum should be added to the schedule of the Annual Conference.

- The committee recommends that a candidate cannot travel to meetings of affiliates or affiliated organizations unless he/she is a member of that group. If the candidate does attend, he/she is forbidden to campaign. All candidates can attend the WIR Conference.
- The committee recommends requiring a report of all candidate expenses on March 31 and a week before the first day of the Annual Conference. The report should include all in-kind support as well. For state associations that previously had receptions or open houses at conferences and now has a NACo candidate, the cost difference between previous state association receptions or events and current state association events would be counted as campaign spending.
- The committee recommends that candidates are not permitted to use any trademarked, registered or copyrighted NACo digital property.
- The committee recommends that the rules should apply to the 2014 election.
- The committee recommends holding a webinar in early February to go over the rules with candidates and other interested parties.
- The committee recommends that the state association endorsement question be deleted from the candidate data form.
- The committee recommends adding a question on the candidate data form asking the candidate present his/her platform.

Voting at the Conference

- The committee recommends delaying any changes to the process of voting at the Annual Conference until the 2014 Legislative Conference to allow the committee to thoroughly review the options under consideration.

Bylaws Changes

- The committee recommends adding the following language to Article XII, Section 1 of the bylaws: "Membership shall be considered timely if dues are paid by June 30 preceding the Annual Conference or are otherwise paid by the Annual Conference."
- The committee recommends striking the sentence in Article XII, Section 2 that reads: "Every fully paid active member shall be allowed to vote."
- The committee recommends amending the first sentence of Article XII, Section 2 to read: "Each active member county is entitled to at least one vote on every question put before the annual conference or special meetings of the membership if they meet the requirements of section 3."
- The committee recommends deleting Article XII, Section 3, Paragraph C.
- The committee recommends changing Article XII, Section 3, Paragraph D to read: "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 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."

- The committee recommends changing the second paragraph of Article XII, Section 4 to read: “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 the president of its state association of counties, or the president’s designee, or other qualified delegate from its state to register, qualify, and vote as its delegate at such annual conference or special meeting.”
- The committee recommends adding language to the end of the first paragraph of Article XII, Section 4 that reads: “In any roll call vote for the election of an officer where no candidate receives 50 percent plus 1 of the vote, the candidate with the lowest vote total should be removed from the ballot and another roll call vote held with the remaining candidates.”

BACKGROUND:

NACo President Linda Langston appointed the Election Review Committee in August to examine the elections process to determine what can be improved and updated. Former NACo President and Athens County, Ohio, Commissioner Lenny Eliason was named chairman of the committee.

The areas that were reviewed by the committee are the credentials process, the guidelines for candidates for 2nd Vice President, voting at the conference and possible bylaws changes. Since its appointment, the committee has discussed the elections process by conference call, held a town hall webinar and met in Washington, D.C. on November 7.

The committee set a goal for presenting recommendations to the Board of Directors at the Fall Board meeting in Linn County, Iowa.

Other members of the committee are Ron Houseman, NACo Midwest Region Director and Commissioner, Taney County, Mo.; Joan Garner, Commissioner, Fulton County, Ga.; Cindy Bobbitt, Commissioner, Grant County, Oka.; Manny Ruiz, Supervisor, Santa Cruz County, Ariz.; Doug Hill, Executive Director, County Commissioners Association of Pennsylvania; and Todd McGee, Communications Director, North Carolina Association of County Commissioners.

FISCAL IMPACT ON NACo:

Approval of the recommendations will have a minimal fiscal impact on NACo.

PRESENTER/STAFF:

Lenny Eliason, Chair, NACo Election Review Committee
Tom Goodman, NACo Public Affairs Director