



# **Arizona Association of Counties Bylaws** **Approved by General Membership** **November 16, 2012**

## Bylaws of the Association:

### **ARTICLE I *Name***

This organization, a nonprofit, public corporation, shall be known as the Arizona Association of Counties (hereinafter referred to as the Association).

### **ARTICLE II *Purpose and Objective***

The purpose and objective of the Association shall include, but not be limited to the following:

1. The improvement of County Government in the State of Arizona;
2. Providing a permanent organization composed of county officials to serve as the united voice of all Arizona counties.

In representing all Arizona counties, the Association will:

1. Advocate practical legislation for the betterment of federal, state and county government;
2. Participate in any and all programs which may further our purposes; and
3. Promote the ideals of public service as an influence on business and civic life.

### **ARTICLE III *Membership: General, Associate, Ex-Officio and Business***

1. **General Members:** The following elected county officers are eligible to be general members of the Association:

- A. Assessors

- B. Clerks of the Superior Court
- C. County Attorneys
- D. Constables
- E. Justices of the Peace
- F. Recorders
- G. School Superintendents
- H. Sheriffs
- I. Supervisors
- J. Treasurers

**2. Associate Members:** Associate membership shall include appointed county officials. Examples of such associate members include but are not limited to the following:

- A. County Managers/Administrators
- B. Clerks of the Board of Supervisors
- C. Human Resource Directors
- D. Public Works Administrators
- E. County Engineers
- F. Planning & Zoning Directors
- G. Building Safety Directors
- H. Public Health Officers
- I. Information Technology Directors
- J. Finance & Budget Directors
- K. Election Directors

## L. Library Directors

3. **Ex-Officio Members:** General members who are current members of the National Association of Counties Board of Directors, Chairs of Regional or National Committees or Past Presidents of the Association Shall be Ex-Officio Members of the Board of Directors. An Ex-Officio Member shall be notified of all meetings of, provide information from the national level to, have input on issues before, but may not vote on any matter brought before the Board of Directors unless carrying a valid proxy as provided for in Article VI of this document.

4. **Business Members:** Business memberships to the Association shall be available to individuals, corporations and organizations outside of county government that wish to participate as business members. The annual dues assessed to each business member of the Association shall be established by the Board of Directors no later than the last Monday of November preceding the fiscal year in which the dues shall be assessed.

### **ARTICLE IV Associate Organizations; Withdrawal**

1. **Associate Organizations:** Associate organizations are organizations formed entirely of classes of Associate Members. Associate organizations shall be entitled to participate in all regular meetings of the membership and to all other appropriate privileges.

2. **Withdrawal:** Any associate organization may withdraw from the Association upon filing with the Board of Directors a notice of withdrawal.

### **ARTICLE V Executive Committee**

1. **Executive Committee:** The executive committee of the Association shall be President, First Vice President, Second Vice President, Third Vice President, and Immediate Past President. Offices may be held by any general member.

2. **Elections and Terms of Office:** With the exception of the Immediate Past President, the Executive Committee of the Association shall be elected annually at the Annual Conference, shall take office immediately following the meeting and serve through the next annual conference. The President whose elected term is expiring shall become the Immediate Past President for one year. With the exception of the Immediate Past President, no two members of the executive committee shall be from the same county.

**3. Vacancy:** Any vacancy shall be filled by the next immediate member of the executive committee in the order of succession through the Third Vice President. In the event a vacancy occurs and no member of the executive committee in the order of succession is able or willing to assume the duties of the vacant office, the President shall appoint a successor from the membership of the board of directors for the unexpired portion of the term. In the event of a vacancy in the office of President, and no member of the executive committee in the order of succession is able or willing to assume the duties of the vacant office, the immediate Past President shall appoint a successor from the membership of the board of directors for the unexpired portion of the term. In the event of a vacancy in the office of Third Vice President, the President shall appoint a member of the Board of Directors for the unexpired portion of the term. All appointments made pursuant to this section are subject to approval and ratification by the general membership. For the purpose of this section, an electronic vote of the membership is acceptable.

#### **4. Duties**

A. The President shall preside at all meetings of the Association, of the Executive Committee, and of the Board of Directors; shall be an ex-officio member of all committees of the Association; and shall perform such other duties as usual for said office, or as required or implied by this document.

B. The First Vice President shall serve in the absence of the President, and shall perform such other duties as required by this document; shall ensure that all orders for the payment of funds of the association are signed and countersigned by either two (2) executive officers or one (1) executive officer and the executive director; shall ensure an accurate record of all receipts and disbursements to be kept.

C. The Second Vice President shall serve in the absence of the First Vice President, and shall perform such other duties as required by this document.

D. The Third Vice President shall serve in the absence of the second vice president, and shall ensure minutes to be kept of the meetings of the Association and of the standing committees; shall ensure that all notices of meetings are duly given as required by the Association; and shall perform such other duties as required by the bylaws.

### **ARTICLE VI *Board of Directors***

**1. Membership:** The Board of Directors shall be composed of:

A. One general member of the association representing each county and known as the county representative;

i. The county representatives shall be elected to represent the general members from each county. Elections for the posts shall be called by the association and conducted in accordance with the procedures established by each county. Each county shall also elect one or more alternate representatives to represent their county in the absence of the elected county representative. County representative election results shall be announced at the annual meeting of the Association.

B. One representative of each category of general members established pursuant to article iii section 1 as elected by their peers, who is not also serving as a county representative pursuant to paragraph a of this section.

C. The executive committee of the Association shall serve on the Board of Directors and shall preside over all meetings of the board of directors pursuant to Article V of this document.

2. **Absences:** A director absent three consecutive Board of Directors meetings shall be notified by the President of potential dismissal from the Board. If the director fails to attend the following meeting, a notice will be sent to the general members of that county or statewide to fellow elected county office-holders and an election shall be called to elect a replacement county representative to the Board of Directors. The outcome of the election shall be published to the membership prior to the next board meeting.

3. **Voting:** Each member of the Board of Directors shall have one vote on matters brought before the Board of Directors. A simple majority of all members of the Board of Directors shall constitute a quorum. Proxies shall be permitted for votes of the board of directors. Proxies do not count toward a simple majority for the purpose of a quorum.

#### 4. **Duties**

A. The Board of Directors shall be charged with developing an annual policy statement that contains legislative goals submitted by the affiliate general and associate members.

B. The Board of Directors shall serve as a study group for all legislation affecting county government and shall make suitable recommendations to the membership of the Association.

C. The Board of Directors shall serve in an advisory capacity to the Executive Committee.

D. The Board of Directors shall meet at least once each calendar quarter, or on the call of the President or of a majority of the members of the Board of Directors.

## **5. Terms**

A. With the exception of the executive committee, directors shall serve staggered two year terms on the board of directors.

B. From and after 2013, county representatives shall serve two year terms.

C. From and after 2014, representatives of each category of general members established pursuant to Article III section 1 shall serve two year terms.

D. For the purposes of this section terms for directors begin in January.

## **ARTICLE VII Committees**

**1. Standing Committees:** There shall be six standing committees of the Association:

A. An Executive Committee which shall consist of the officers of the Board of Directors.

B. Bylaws Committee. The Committee shall be chaired by the 2nd Vice President of the Association and shall consist of at least three members of the Board of Directors. Duties of the Committee shall be the annual review and possible revision of the Association's Bylaws.

C. Conferences Committee. The Committee shall be chaired by the 3rd Vice President of the Association and shall consist of at least three members of the Board of Directors. The duties of the Committee shall be to work with the Executive Director to develop the strategic goals of the association's conferences and workshops.

D. Budget & Audit Committee. The Committee shall be chaired by the 1st Vice President of the Association and shall consist of at least three members of the Board of Directors. The duties of the Committee shall be to provide oversight of the association's resources, work with the Executive Director in the development of the

Association's annual budget and to supervise the annual audit of the association by an outside auditor.

E. Legislative Policy Committee. The Committee shall be chaired by the Immediate Past President of the Association and shall consist of the executive committee of the Association and one representative of each category of general members established pursuant to Article III section 1. The President of the Association shall serve as Vice-Chairman of the Committee. Upon Sine Die of the most recent Regular Session of the Arizona State Legislature, the Vice-Chairman of the Committee shall become the Chairman and will oversee the drafting, preparation, and research of the future county government platform and will continue to serve as chair through the conclusion of the next regular session of the Arizona State Legislature. Duties of the Committee shall be to oversee the drafting, preparation and research of the county government platform of the Association and to work with the Executive Director on county matters before a legislative body of this state or of the United States. Committee members shall be prepared to testify on legislation affecting their offices. The Committee shall meet regularly and as frequently as possible during any regular or special session of the state legislative body or of the United States. The Committee may adopt a position on behalf of the Association or authorize the Executive Director to do so regarding any issue before a legislative body of this state or of the United States that was not previously adopted by the Board of Directors.

F. Nominating Committee. The Committee shall be chaired by the Immediate Past President of the Association and shall consist of all past presidents of the Association presently holding elective county office. The duties of the Committee shall be to nominate candidates to serve on the executive committee. The Committee shall announce a slate of nominated individuals for consideration by the general membership no later than thirty (30) days prior to the annual meeting of the association.

**2. Advisory Committees & Task Forces:** The President shall appoint such advisory committees & task forces as may be needed.

**3. Limitation of Committee Powers:** All committees established under the provisions of this document shall have only such powers as are specifically provided in this document.

**4. Terms:** All members of any committee of the Association shall serve for one year, coterminous with the present term of the executive committee of the Association.

## **ARTICLE VIII Meetings**

There shall be at least one meeting of the membership each year, which shall be held at a time and place designated by the Executive Committee, and shall be designated as the annual meeting for the election of the executive committee.

1. **Notice and Quorum:** All members of the Association shall be notified of the date, time and place of each regular meeting, such notice to be delivered no later than 14 days preceding the meeting. If proper notice has been given, a majority of the general members registered for and attending the meeting shall constitute a quorum.

2. **Voting:** All general members of the Association shall be allowed a single vote. Any general member may delegate his or her vote by proxy to any other general member in writing. Such proxy may cover any matter at any regularly noticed meeting in accordance with this document. The proxy shall contain the name of the county member to whom the vote is delegated, the meeting at which the proxy is valid, the signature of the county member delegating his or her vote, and the county and elected office held by the general member delegating his or her vote. Only written proxies shall be considered as delegation or assignment of voting privileges and must be submitted to the executive director prior to start of conduct of business at the meeting to which the proxy applies. All proxies are to be uninstructed. Proxies are not permitted in the election of the executive committee of the Association.

3. **Procedures:** All meetings of the membership shall be conducted in accordance with Robert's Rules of Order, Revised.

## **ARTICLE IX Dues**

1. **County Dues:** The Association shall assess annual dues to each county within the state in amounts determined by the Executive Committee with the agreement of the individual counties. Any proposed increase in the annual dues will be presented to and approved by the Executive Committee no later than the last Monday of November preceding the fiscal year in which the dues shall be assessed. The Executive Director shall notify each county of the approved dues amount for the next fiscal year no later than the first Monday of December preceding the fiscal year in which the dues shall be assessed. In the event any county fails to pay its dues by October 1st of any year, it shall be declared delinquent and lose its seat on the Board of Directors.



**2. Individual Dues:** In the event the county is delinquent, individual elected county officials from that county may retain their membership upon payment of appropriate dues. Such payment shall be an equitable percent of the county assessment for membership.

**3. Associate and Business Dues:** The Annual dues assessed to each Associate and Business Member of the Association shall be established by the Board of Directors no later than the last Monday of November preceding the fiscal year in which dues shall be assessed.

### **ARTICLE X *Duties of the County Representative***

The County representative shall act as the liaison between the county's elected officials and the Arizona Association of Counties Executive Board. The representative is expected to bring concerns of that county to the Executive Board and report back on the Board's action to the county officials. The representative should be familiar with the overall workings of the county so that he or she may represent the county's needs during Executive Board meetings. The Association should keep the representative informed of changes that specifically affect the representative's County.

Specific duties of the representative are:

1. Attend all meetings of the Executive Board.
2. Hold regular meetings of the county members of their county to discuss Executive Board action, review agendas and poll members on issues to come before the Executive Board.
3. Distribute publications of the Association including but not limited to, the county government platform, Bylaws, Legislative Bulletin, Arizona Government Directory, conference information, and the Salary and Benefit Survey.
4. In conjunction with other directors, approve the AACo budget including a dues assessment for each county based on population and assessed valuation and approve the annual county government platform.
5. Complete a roster of elected officials, department heads, and other key personnel for inclusion in the Arizona Government Directory and advise the Association of changes in officials.

6. Return to the Association surveys, polls, questionnaires and other resource information necessary for the Association to carry out its function.

7. Acquaint new officials with the function and purpose of the Association.

8. Notify the alternate county representative when unable to attend Executive Board meetings to ensure that the county will have proper representation.

### **ARTICLE XI *Legislation***

1. **Policy:** This Association shall be permitted to advocate bills and proposals that affect county government in general, or which affect more than one category of General Members established pursuant to Article III section 1. Legislative proposals which are presented by, and affect only an individual category of General Members established pursuant to Article III section 1 may be included in the Association legislative package following review and approval by the Legislative Policy Committee and the Board of Directors.

2. **Procedure:** General and associate members shall submit to the Legislative Committee proposed legislation for inclusion in the Association's County Government Platform. Proposals should be received no later than August 1st of any year, however the executive committee has the right to accept proposals beyond the deadline as it determines necessary. No later than fifteen (15) days prior to annual conference the Legislative Committee shall forward the proposals to the Board of Directors with its recommendations for action. The Board will consider and take action on the proposals forwarded to it by the Legislative Committee during the Association's Annual Conference. The County Government Platform will consist of legislative proposals and policy statements approved by the Board of Directors and will be distributed to the membership of the Association during the annual conference. Categories of general members established pursuant to Article III section 1 shall notify the Association of any proposals that will be pursued by those members independent from the Association's County Government Platform. The legislative policy committee or board of directors may elect to adopt the legislative proposals offered by a category of general members established pursuant to Article III section 1, in whole or in part, as a component of the Association's county government platform.

### **ARTICLE XII *Association Staff***

1. **Executive Director:** The Executive Director shall conduct the daily operations of the Association and shall be in charge of implementing the purposes of the

Association. The Executive Committee shall appoint the Executive Director and shall determine salary and duties. The Executive Director shall receive direction only from the Executive Committee of the Board of Directors.

A. The Executive Director shall meet with and furnish necessary information to the Committee on Budget & Audit regarding dues, facilities, salaries and staffing. Such information shall be used to develop the annual budget recommendations to the Board of Directors.

B. The Executive Director shall maintain, manage and administer the central office of the Association.

C. The Executive Director shall manage the business of the Association, including the approval of all disbursements of funds and the appointment and supervision of personnel.

D. The Executive Director shall assist all officers and committees in their duties. This shall include the keeping of records of the Association, the taking of minutes for the meetings of the Association and of the Executive Board, the receipt, maintenance and disbursement of all Association funds and the transmittal of proper notice of meetings as required.

E. The Executive Director shall publish and distribute to the county and associate members any and all information, reports, minutes of meetings, and any other matters that may contribute to fulfilling the goals of the Association.

F. The Executive Director of the Association shall conduct the orientation for newly elected County Representatives prior to the Executive Board's meeting at the Annual Conference.

G. The Executive Director shall be responsible for researching, drafting, lobbying and tracking Association bills or bills affecting general, affiliate or associate members.

2. **Other Personnel:** Subject to the approval of the Committee on Budget & Audit and the Board of Directors, the Executive Director may appoint such additional personnel as deemed necessary.

3. **Expenses:** Association personnel shall be entitled to reimbursement for all reasonable expenses incurred in furthering the purposes of the Association, including transportation and per diem. The Executive Director shall approve such

expenditures by Association personnel and the Executive Board shall ratify the expenses of the Executive Director.

### **ARTICLE XIII Finance**

1. **Fiscal Year:** The Association shall operate on a fiscal year basis, from July 1 to June 30. The Executive Director shall cause an annual audit to be performed and prepare a financial report for each meeting of the Board of Directors. The annual audit shall be reviewed by the Executive Committee, Committee on Budget & Audit to make appropriate recommendations to the Board of Directors.

2. **Procedures:** Funds of the Association shall be received, maintained, distributed and accounted for in generally the same manner as provided by law for all public corporations.

3. **Membership in Associations:** Upon approval of the Board of Directors, the Association may join and pay dues to regional and national associations when such membership will serve to further the purposes of the Association.

4. **Travel to National Association Meetings:** The President of the Association, the Executive Director and Chairs of regional or national Committees, upon application thereof and availability of funds, shall be entitled to reimbursement for reasonable expenses incurred in attending meetings of national county organizations.

### **ARTICLE XIV Amendments**

This document may be amended at any duly noticed regular meeting by a two-thirds vote of the county members present and voting. Written notice of such meeting and a copy of the amendments to be presented shall be provided to each member at least thirty (30) days prior to said meeting.

### **ARTICLE XV Dissolution**

In the event this Association is dissolved or otherwise terminated, all of its assets of every nature shall be returned to the counties then of record as members in proportion to the amount contributed or as otherwise required by federal and state laws.

### **ARTICLE XVI Bylaws**

1. This document, the Bylaws of the Association shall govern the basic operations of the Association. The Board of Directors is authorized to adopt policies to govern the

detailed operations of the Association so long as the policies adhere to the provisions of this document.

2. The Bylaws may be amended only by a two-thirds majority vote of the county membership pursuant to Article XIV. Proposed amendments may be submitted by any general member in good standing through that member's County Representative sitting on the Board of Directors.