

ASSOCIATION OF COUNTY COMMISSIONERS BYLAWS

(As Amended 2012)

Article I

Name and Location

Section 1. The name of this organization shall be the Association of County Commissioners of Oklahoma (hereinafter referred to as ACCO or Association), a nonprofit corporation incorporated in the State of Oklahoma.

Section 2. The Office of the Association shall be located in Oklahoma City, Oklahoma and/or in such other localities as may be determined by the Board of Directors.

Article II

Objectives

The objectives of this Association shall be:

1. To assist County Commissioners in lessening the burdens of government by cooperation with federal, state, and local agencies.
2. To provide research and research support to County Government.
3. To provide assistance to County Governments in performing the functions delegated by law including, but not limited to, the erection and maintenance of public works.
4. To conduct public discussion groups, forums, panels, lectures, and other similar programs.
5. To present courses of instruction.
6. To obtain, develop and present scientific and all other types of information relative to the operation of County Government relating to central and intergovernmental relations, public facilities, public records, taxes and money management, health and safety, legal system, employment and human services, schools and libraries, agriculture and conservation.
7. Notwithstanding any other provisions of these Articles, this Corporation shall not, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Subject to prior approval of the Board of Directors, the Association may take a position and express an opinion on issues directly and generally affecting County Government as such; provided, however, that no action shall be taken on such matters that clearly fall within the purview of individual counties and do not contravene the purposes for which this Corporation was organized.

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Article III Membership

Section 1. Qualification. Membership in the Association shall be composed of County Commissioners of Oklahoma who agree to comply with the Association's Standards of Ethics, as approved by the Board of Directors.

Section 2. Regular Membership. Regular voting membership in the Association shall be limited to County Commissioners of Oklahoma.

Section 3. Non-Voting Membership. The following membership classes shall have no vote nor be eligible to hold office in the Association:

A) Associate Membership: Associate memberships may be available to educators, government officials, associations and other associates who have a special interest in County Government, to County Employees and Association management. Associate members may serve on committees other than Election, Executive or Budget and Finance Committees.

B) Affiliate Membership: Affiliate memberships may be available to any person representing a firm or corporation engaged in selling products or services to members of the Association. Bylaws and policies governing the participation of Affiliate members shall be approved by the Board of Directors.

Section 4. Lifetime and Honorary County Commissioner Membership: Life and Honorary membership, without voting rights, may be conferred upon past members of the Association and/or other associates of county government at such time and under such terms as the Board of Directors shall determine.

Section 5. Application for Membership: All applicants for membership shall complete and sign the form of application provided by the Association and shall submit the application to the Secretary-Treasurer of the Association. Such application shall include an agreement by the applicant to abide by the Association's Standards of Conduct.

Section 6. Admission of Members: Admission of all applicants for regular membership shall be effective upon receipt of dues and determination of qualification. Admission of all applicants for affiliate or associate membership shall be by majority vote of those present and voting at any meeting of the Executive Committee, or in such manner as the Executive Committee may determine.

Section 7. Removal: Members of any classification may be removed from membership by the Board of Directors, for cause, by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity for defense; and, if removed, may appeal from the decision of the Board to a Conference Meeting of the Association.

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Any member removed for any cause, other than nonpayment of dues, shall not be qualified to reapply for membership in the Association for a period of up to one year as determined by the Executive Committee.

Section 8. Reinstatement: A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying the current year's dues.

Section 9. Resignation: Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Article IV

Allied Organizations

For the mutual benefit of all, the advancement of government and in order to further the objectives of the Association, the Board of Directors may charter groups on a geographical or counterpart basis as Allied Organizations of the Association. The Board of Directors shall have the power to establish such terms and conditions of Allied Organizations as it considers desirable.

Article V

Dues

Section 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors and duly published.

Section 2. Delinquency and Cancellation: Any member of the Association who shall be delinquent in payment of dues for a period of sixty (60) days from the time dues become payable shall be notified of such delinquency and suspended from further services. If said dues are not paid within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

Section 3. Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Article VI

Meetings of Members and Voting

Section 1. Conference Meetings: The Conference meetings of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

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Section 2. Special Meetings: Special Meetings of the Association may be called by the Board of Directors at any time; or shall be called by the President upon receipt of a written request by twenty-five (25) regular members within thirty (30) days after the filing of such request with the Secretary-Treasurer. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. District Meetings: District Meetings of the Association may be held at such time and place as shall be approved by the Board of Directors. There shall not be less than one District meeting in each District annually. Districts shall be defined and numbered by the Association.

Section 4. Notice of Meetings: Written notice of any meeting of the Association shall be mailed to the last known address of each member not less than ten (10) days or more than forty (40) days before the date of the meeting. Publication in the Association newsletter or supplements will constitute such notice.

Section 5. Voting: At all meetings of the Association each member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those regular members present and voting shall govern.

Section 6. Voting by Mail: Any proposal, other than the election of officers, may be submitted to the members for a vote by mail. It shall first be approved by the Board of Directors, unless the proposal is endorsed by fifty (50) regular members of the Association, in which case Board approval shall not be necessary. On any mail vote, no less than twenty percent (20%) of all regular members shall cast a ballot to constitute a valid action and a majority of those voting shall determine the outcome.

Section 7. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of fifty percent (50%) of those regular members registered for said meeting.

Section 8. Cancellation of Meeting: The Board of Directors may cancel any Conference or Special Meeting for cause. In the event of cancellation of the last Conference Meeting in any year, the Secretary-Treasurer shall mail to the membership the ballot produced by the Election Committee to elect officers and directors and setting a deadline for said ballots return. Following said deadline, the Election Committee shall count the returned ballots and the Secretary-Treasurer shall certify the results of the election.

Section 9. Rules of order: The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

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Article VII

Executive Officers

Section 1. Elected Officers: The officers of this Association shall be a President, Vice President, and a Secretary-Treasurer to be elected by the membership at the last Conference Meeting of the Association, every other year, in odd numbered years, and to serve until their successors have been duly elected to assume their office. The Immediate Past President, if available, shall be a non-voting ex-officio officer of the Association who shall be subject to the rights and duties as set forth in these Bylaws.

Section 2. Qualifications for Office: Any regular member in good standing shall be eligible for election as an officer of this Association, providing he or she shall have served at least one (1) year as a member of the Association immediately prior to an elective term of office.

Section 3. Election of Officers: Shall be in accordance with the procedure specified in Article XI, Section 1. The Election Committee shall prepare and submit to the membership every other year, in odd numbered years, at the last Conference Meeting the candidates for each of the three (3) elective officers of the Association

Section 4. Terms of office: Each elected officer shall take office on January 1, and shall serve for a term of two (2) years or until his successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Article VIII

Duties of Officers

Section 1. President: The President shall serve as Chairman of both the Board of Directors and the Executive Committee. He / She shall also serve as a member, ex-officio, with right to vote, on all committees and boards except the Election Committee. He / She shall make all required appointments of standing and special committees with the approval of the Board of Directors.

At the Conference meetings of the Association and at such other times as he/she may deem proper, the President shall communicate to the members such matters and make any suggestions to promote the welfare and increase the usefulness of the Association. He / She shall perform duties necessary to the office of President or may be prescribed by the Board of Directors.

Section 2. Vice-President: The Vice-President shall assume the duties and responsibilities of the President during the absence of the President or as delegated to him/her by the Board of Directors.

Section 3. Immediate Past President: The Immediate Past President, if available, shall be responsible for duties assigned to him/her by the President with the approval of the Board of Directors.

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Section 4. Secretary-Treasurer: The Secretary-Treasurer shall be in charge of the Association's funds and records. As Treasurer he/she shall collect all member dues and /or assessments; shall have established proper accounting procedures for the handling of the Association funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. He / She shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President.

At the end of the fiscal year, as Treasurer, he/she shall prepare an annual report which shall include an audit of a certified public accountant. At the expiration of his/her term of office he/she shall deliver over to his/her successor all books, money, and other property in his/her charge, or, in the absence of a successor, he/she shall deliver such properties to the president.

As the Secretary of the Association he/she shall be responsible for the proper and legal mailing of notice to members. He / She shall see to the proper recording of proceedings, elections and meetings of the Association, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed.

He / She shall see that accurate records are kept of all members. He / She shall keep charge of the seal of the Association which shall be kept at the Association's corporate offices.

Duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of his/her staff.

Article IX Board of Directors

Section 1. Authority and Responsibility: The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees, boards and publications; shall determine its policies and rules or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may delegate its authority and responsibility to the Executive Committee.

Section 2. Composition: The Board of Directors shall consist of the President, Vice President, Immediate Past President, if available, who shall be a non-voting member, the Secretary-Treasurer and eight (8) regular voting members to the Association who shall be elected as District Directors.

Section 3. Manner of Election and Term: District Directors shall be elected at a District Meeting held at least thirty (30) days prior to, or during the Association's last Conference Meeting of said election year. The election shall be by a vote of

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those members present from that District to serve for a term of two (2) years or until their successors have been elected and assume office.

Directors in the odd numbered Districts shall be elected to terms beginning in odd numbered years. Directors in the even numbered Districts shall be elected to terms beginning in the even numbered years.

Section 4. Procedures of Election: The Election Committee member for each District shall request all members interested in serving as District Director to (a) submit their name prior to election or (b) submit their name at the district meeting held at the November Conference of their district election year. Ballots will be provided to all district members present to vote for their candidate of choice for district director.

The Election Committee member and an ACCO staff member shall be assigned to tally the votes. All ballot boxes will become the property of the Association. Any request to view said votes will be made through the President and Executive Director.

District Directors shall have the authority to appoint an Assistant District Director who may participate in the place of the District Director in his/her absence; however, said Assistant District Director shall not be entitled to vote on behalf of their District Director.

Two members from the same county shall not be eligible to serve on the ACCO Board simultaneously.

Section 5. Quorum of the Board: At any meeting of the Board of Directors, no less than six (6) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 6. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three (3) times during each administrative year at such time and at such place as the Board may prescribe. Reasonable notice of all meetings shall be given to the Directors. Special meetings of the Board may be called by the President or at the request of any three (3) directors. Notice of a special meeting shall be mailed, delivered, faxed, or emailed to each member of the Board of Directors. Publication in the Association newsletter or supplement may constitute such notice.

Section 7. Voting: The voting rights of a Director shall not be delegated to their assistant director in his/her absence.

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Section 8. Voting By Mail: Action taken by a mail ballot of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board and shall be reported at the next regular board meeting.

Section 9. Absence: Any elected officer or Director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws, however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 10. Vacancies and Removal: Any vacancy occurring on the Board of Directors between elections shall be filled by the Board of Directors, with said person to serve until his successor is duly elected or qualified. The Board of

Directors may in its discretion, by affirmative vote of two-thirds of the board remove any Director for cause.

Section 11. Compensation: Directors and elected officers shall not receive any compensation for their services, other than what is allowed by law, i.e. travel.

Article X

Executive Committee

Section 1. Authority and Responsibility: The Executive Committee may act in place of the Board of Directors between board meetings on all matters, except those specifically reserved to the Board by these Bylaws, Pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next board meeting.

Section 2. Composition and Election: The Executive Committee shall consist of three (3) members of the Board of Directors, including the President as Chairman, Vice President, and the Secretary-Treasurer.

Section 3. Quorum – Call of Meeting: A majority of the Executive Committee shall constitute a quorum of any called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require. In the absence of the President, a meeting may be called by the Vice President with the consent of the Secretary-Treasurer.

Section 4. Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article IX, Section 10. Any committee member so elected to fill a vacancy shall serve the unexpired term of his predecessor.

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Article XI

Special and Standing Committees

Section 1. Election Committee: An Election Committee shall consist of nine (9) regular members not holding office. Each District Director shall appoint one (1) member each, thereby constituting eight (8) members and the ninth shall be appointed by the President and shall serve as Chairman. The Election Committee shall be subject to approval by the Board of Directors except that should a member of the committee not be approved, his or her successor shall be from the same District.

The Election Committee shall, no less than sixty (60) days prior to the election of officers, give notice to the membership that those wishing to stand for election as an officer of the Association may submit their name as a candidate for President, Vice-President or Secretary-Treasurer. The Election Committee shall also establish a deadline after which no further names shall be received.

Upon receipt of all eligible names of candidates for office the Election Committee shall prepare a ballot containing all names submitted which shall be used by qualified voting members of the Association to elect officers.

No nominations for officers shall be made from the floor at the Association meeting.

The Election Committee shall be responsible for tabulating all ballots to determine those candidates receiving the most votes and announcing the winners of each office.

Should no candidate receive a majority of the votes cast for any office, a new ballot shall be prepared with the names of the top two candidates, for that office, and resubmitted to the membership until a simple majority has been achieved and a winner has been selected.

Section 2. Budget and Finance Committee: The Budget and Finance Committee shall consist of the President, Vice President, and Secretary-Treasurer. The Secretary-Treasurer shall serve as Chairman. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

Section 3. Special Committees: The President shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

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Article XII Executive and Staff

Section 1. Appointment: The Board may employ a salaried staff, and may hire a director whose title shall be Executive Director and whose terms and condition of employment shall be specified by the Board.

Section 2. Authority and Responsibility: The Executive Director shall not be a regular member of the Association or an elected official. He / She shall operate as prescribed by the Board of Directors and shall be responsible to the Board.

Article XIII Finance

Section 1. Fiscal Period: The fiscal period of the Association shall be prescribed by the Budget and Finance Committee with the approval of the Board of Directors.

Section 2. Bonding: Trust or Surety bonds shall be furnished for the President, Vice President, and Secretary-Treasurer and such other officers or employees of the Association as the Board shall direct. The amount of such bonds shall be determined by the Board and paid for by the Association.

Section 3. Budget: With recommendation of the Budget and Finance Committee, the Board may adopt, in advance of the next fiscal year, an annual operating budget governing all activities of the Association. The Secretary-Treasurer shall furnish the membership a financial report at the end of the first Conference meeting following the end of a fiscal year.

Section 4. Audit: The accounts of the Association shall be audited not less than annually by a Certified Public Accountant, or a public accounting firm, who shall be appointed by the President with the approval of the Board and who shall provide a report to the Board of Directors.

Article XIV Dissolution

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified, charitable, educational, scientific, or qualified governmental organizations to be selected by the Board of Directors or a duly qualified successor organization.

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Article XV Amendment

Section 1. These Bylaws may be amended or repealed by a two-thirds majority vote of the regular members present at any Conference Meeting of the Association duly called and regularly held or by a two-thirds vote of the members voting by mail. If a vote is conducted by mail, notice of such proposed changes shall have been sent in writing to the members thirty (30) days before such vote is taken. The Election Committee shall set a deadline for the return of ballots if conducted by mail. Amendments may be proposed by the Board of Directors and/or by an appointed Bylaws Committee. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.