

**CODE OF REGULATIONS
OF
COUNTY COMMISSIONERS' ASSOCIATION OF OHIO**



Effective December 10, 2020

ARTICLE I
Name and Location of Corporation

Section 1. Name.

The name of the corporation is County Commissioners' Association of Ohio

Section 2. Principal Office.

The principal office of the Association shall be located at or near Columbus, Franklin County, Ohio.

ARTICLE II
Purpose of Association

Section 1. Purpose of this Association.

- (a) To unite county commissioners of a county organized under the statutory form of county government and any elected executive and members of the legislative authority of a county organized under a county charter or the alternative form of county government into an Association to promote the best practices and policies in the administration of county government for the benefit of the people of the State of Ohio.
- (b) To take over and succeed to all the powers, authority, rights and property of any kind and description now exercised and held by an unincorporated Association under the name of County Commissioners' Association of Ohio which has been in existence and operating over a period of several years.
- (c) To serve as a central organization for information and research, for the collection, analysis and dissemination of data relating to county government.
- (d) To devise, promote and maintain practical and financially sound policies and programs for the efficient administration of county government.
- (e) To devise, promote and maintain workable legislation relating to the efficient administration of county government.
- (f) To cooperate and collaborate with federal, state, and local governmental agencies and other organizations in developing, promoting and maintaining practical, efficient and financially sound county government.
- (g) To publish and circulate, in written or electronic form, official publications and such bulletins and reports on behalf of this Association as may be appropriate.
- (h) To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of this Association.

This incorporated Association is organized exclusively for non-profit purposes and will operate at all times in the manner contemplated by Section 501(c)(4) of the Internal Revenue Code as it now exists or its successor, or by such other provisions of such code as will accomplish its non-profit purposes.

Authority to incorporate this County Commissioners' Association of Ohio was granted by affirmative majority vote taken in accordance with the constitution and by-laws of the unincorporated Association at a regular

meeting of the members of such Association held in Cambridge, Ohio, on the 11th day of September 1973.

ARTICLE III Membership

Section 1. Classes of Membership.

There shall be four classes of membership in this Association. The four classes or types of membership are county/active, associate, sustaining and life.

Section 2. Eligibility.

- (a) County membership shall be open to any county organized under the statutory form of county government and any county organized under a county charter or the alternative form of county government for which membership dues have been paid. Commissioners, and County Executives and Council Members of Member Counties will be active members of CCAO. The voting rights of county/active members shall be as determined under Article IV, Section 6 hereof;
- (b) Associate membership shall be open to former active members and such other public officials as may be determined by the Board of Directors;
- (c) Sustaining membership shall be open to those individuals, firms, associates or corporations interested in supporting the purposes of the Association;
- (d) Past presidents of the Association shall automatically become life members upon termination of their status as an active member;
- (e) Any former active member may, upon recommendation of the Board of Directors and approval by a majority vote of member counties present and voting at an annual or special meeting, be awarded an honorary life membership.

Section 3. Termination of Membership.

Membership in the Association shall terminate when a member of any class:

- (a) Submits a written resignation to the Board of Directors;
- (b) With respect to active members, ceases to be a county commissioner, elected executive, or member of the legislative authority of any county organized under a county charter or the alternative form of county government;
- (c) Fails to pay, by April 15th of any year, the dues, assessments or other financial commitments to the Association. Any membership terminated for this reason may be reinstated when the financial obligation to the Association has been fully discharged;
- (d) Is removed, with or without cause, by a majority vote of member counties at any annual meeting or at any special meeting called for that purpose. A Commissioner, or County Executive or Council Member from any Member County, proposed for removal; shall be given an opportunity to be heard by the Member Counties at the Annual or Special Meeting where the issue is being decided prior to such vote.

Section 4. Suspension of Membership.

Membership may be suspended with or without cause by a majority vote of member counties cast at any

annual or special meeting called for that purpose. Any member so suspended may be reinstated at such time and upon such conditions as may be determined by a majority vote of member counties at any regular or special meeting. At such meeting the Commissioner, or County Executive or Council Member facing suspension shall have the opportunity to be heard prior to such vote.

ARTICLE IV Meetings of the Association

Section 1. Place of Meetings.

Meetings of the membership shall be held at the principal office or place of business of the Association or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 2. In Person Membership Meetings Preferred with Virtual Meetings an Emergency Option

CCAO Membership Meetings should be held in person whenever possible with an exception thereto if the CCAO Executive Committee determines an emergency situation exists. An emergency situation would be defined as a weather, public health or civil emergency that would cause travel to be unsafe. In such an emergency a membership meeting may be held virtually with audio and/or video using available electronic technology. Votes in a virtual session shall be cast by a called 'roll call' or using an identifiable 'electronic roll call'. (Voting qualifications in Section 6)

Section 3. Annual Meeting.

The annual meeting of the Association shall be held on the date determined by the Board of Directors. At any annual meeting, members of the Board of Directors shall be selected pursuant to Article VI, Section 1 of this Code of Regulations. Active members also may transact such other business of the Association as may properly come before them. The notice of the annual meeting shall be given to active members not less than fourteen (14) calendar days before the meeting and shall state the time and place of the meeting and a preliminary agenda of the meeting. The notice shall also include instructions for the designation of an Official Representative and Alternate of the member county pursuant to Article IV, Section 7.

Section 4. Special Meetings.

Special meetings may be called by the President or shall be called as directed by a resolution adopted by the Board of Directors or upon written request signed by at least ten (10) active members representing ten (10) different counties. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof and shall be given to active members not less than ten (10) calendar days before such meeting. The notice shall also include instructions for the designation of an Official Representative and Alternate of the member county pursuant to Article IV, Section 7. No business, except as stated in the notice, shall be transacted at a special meeting unless by consent of two-thirds (2/3) of the Official Representatives or Alternates of the member counties present.

Section 5. Quorum.

Except as otherwise provided by statute, the Articles of Incorporation, or in this Code of Regulations, at any meeting the presence of the Official Representative or Alternate of thirty-five percent (35%) of the member counties shall constitute a quorum.

Section 6. Voting

At every annual or special meeting voting shall be accomplished by a vote of the Official Representative or Alternate of member counties on any question or issue relating to the election of officers and members of the Board of Directors; the adoption of resolutions, policy statements, legislative program; or amendments

to this Code of Regulations. The majority of votes cast by the Official Representative or Alternate of member counties shall determine any question brought up before such meeting unless the question is one upon which, by law, the Articles of Incorporation, or these Regulations, a different vote is required, in which case, such provision shall govern and control.

Section 7. Designation of Official Representative and Alternate by Member Counties

Each member county shall, for the purpose of voting at any annual or special meeting of the Association, designate an Official Representative and Alternate. The designation of the Official Representative and Alternate for a county organized under the statutory form of county government shall be by resolution of the board of county commissioners. In the case of a county organized as a charter county or an alternative form of county government where the position of elected executive has been established, the elected executive shall designate, by a letter signed by the executive, the Official Representative and an Alternate. In the case of a county organized as a charter county or an alternative form of county government where the position of appointed executive has been established, the legislative authority of the county shall, by ordinance or resolution, designate the Official Representative and Alternate.

The Association shall include instructions for the designation of the Official Representative and Alternate in any notice of a regular or special meeting sent to active members pursuant to Article IV, Sections 2 and 3, which may include a sample resolution, or ordinance for use in designating the Official Representative and Alternate. In designating the Official Representative and Alternate a member county may only name a county commissioner, elected executive, or the member of the legislative authority of any charter county or county organized under the alternative form of county government.

Section 8. Order of Business

The order of business at the annual meeting shall, include at a minimum, the following items on the agenda:

- (a) The President shall call the Association to order;
- (b) Roll call of officers;
- (c) Reading of report of Secretary and minutes of last meeting;
- (d) Reports of officers;
- (e) Reports of standing committees, special committees, and task forces, if any;
- (f) Unfinished business;
- (g) New business;
- (h) Election of officers;
- (i) Election of members of the Board of Directors.

All matters of parliamentary procedure, not inconsistent with the Articles of Incorporation, these regulations, and the laws of Ohio, shall conform to Robert's Rules of Order as revised and amended from time to time.

ARTICLE V
Dues

Section 1.

The annual dues for active membership shall be prescribed by the Board of Directors. No change in the dues schedule shall become effective until it has been announced at the annual meeting. Membership dues shall be payable annually in advance at the beginning of the fiscal year of the Association, provided that any county not paying its dues by April 15 shall cease to be a member.

ARTICLE VI
Board of Directors

Section 1. Board of Directors

The affairs of the Association shall be governed by a Board of Directors of not more than thirty-five members. Such Board shall be composed of:

- (a) The five (5) current elected officers;
- (b) The six most recent past presidents who still hold the office of county commissioner, elected executive, or member of the legislative authority of any charter county or any county organized under an alternative form of county government and who elect to serve as a member;
- (c) In any odd numbered year, eight members shall be elected for a term of two (2) years and in any even numbered year seven members elected for a term of two (2) years. Such members shall be elected at the annual meeting with terms commencing the first day of January immediately following such annual meeting and ending on the 31st day of December of the following calendar year.
- (d) Nine active members appointed by the President for a term commencing upon approval by the Board of Directors and ending at the meeting when the next president's appointments are approved by the Board of Directors;
- (e) Only one active member of a County may serve on the Board at any given time.

Section 2. Governing Powers and Duties

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Association and may do all such acts and things as are not by law or by the Articles of Incorporation or by this Code of Regulations directed to be exercised and done by the member counties.

The Executive Committee, between the meetings of the Board of Directors, shall have all the powers and exercise all the duties of the Board of Directors necessary or appropriate for the administration of the affairs of the Association which may be lawfully delegated to it by the Board of Directors and are not by law or by the Articles of Incorporation or by this Code of Regulations directed to be exercised and done by the member counties.

The Board of Directors shall employ and fix the compensation of the Executive Director who shall serve at the pleasure of the Board of Directors, provided however, that nothing in this section prohibits the Board of Directors to enter into a contract with the Executive Director specifying the terms and conditions of employment of the Executive Director.

Each Director shall attend a majority of the regular and special meetings of the Board of Directors. Any Director that does not attend a majority of the regular and special meetings of the Board of Directors during

any calendar year, except for a long-term health related absence or acceptable emergency shall be ineligible for nomination to the Board of Directors for the next year.

Section 3. Vacancies.

Vacancies of any member of the Board of Directors may be filled for the remainder of the unexpired term by the President, upon ratification of the Board of Directors.

Section 4. Removal of Directors

At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire membership of the Board of Directors. Any Director whose removal has been proposed shall be given an opportunity to be heard.

Any Directors elected to a two-year term shall attend a majority of the regular and special meetings of the Board of Directors. Any Director that does not attend a majority of the regular and special meetings of the Board of Directors, except for a long-term health absence or acceptable emergency, shall forfeit their office and their unexpired term shall be filled at the annual meeting by election after a recommendation by the Nominating Committee. Notice of the forfeiture shall be given to the Director by the President.

Section 5. Compensation

No compensation shall be paid to Director for their services or for their service in any other capacity or pursuant to any other contractual arrangement whatever. Directors and active members may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 6. Meetings May Be In-Person or in Virtual Format

Meetings of the CCAO Board of Directors may be held in person or utilizing a virtual format. Virtual board meetings are to be conducted using available audio and/or video electronic technology.

Section 7. Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place, or in specified virtual format, as shall be determined from time to time by the President, but at least four (4) such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director in writing, confirmed e-mail, or by telephone at least three (3) non-holiday weekdays prior to the day named for such meeting. Votes shall be cast by a called "roll call" or using an identifiable "electronic roll call". Any active member of the Association may attend any regular meeting of the Board of Directors.

Any Director not able to attend any regular meeting of the Board of Directors shall directly notify the Assistant Secretary that he or she shall be unable to attend the regular meeting prior to the meeting. The notification shall be in writing, e-mail, or telephone; and shall include the reason for the absence.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the President on three (3) non-holiday weekdays notice to each Director given in writing, confirmed e-mail, or by telephone, which notice shall state the time, place or specified virtual format and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least seven (7) Directors. Any active member of the Association may attend any special meeting of the Board of Directors. Votes taken during a special meeting conducted in virtual format shall be cast by a called "roll call" or using an identifiable "electronic roll call".

Any Director not able to attend any special meeting of the Board of Directors shall directly notify the

Assistant Secretary that he or she shall be unable to attend the special meeting prior to the meeting. The notification shall be in writing or by telephone and shall include the reason for the absence.

Section 9. Quorum

At all meetings of the Board of Directors, the majority of the Directors shall constitute a quorum. The acts of the majority of the Directors present at the meeting, at which a quorum is present, shall be the acts of the Board of Directors, except where a larger number is required by law, by the Articles of Incorporation, by this Code of Regulations, or pursuant to a resolution adopted by the Board, for a specific type or specific types of issues or actions. If at any meeting of the Board of Directors less than a quorum is present, those present may discuss any issue, but may not vote on any motion or resolution until a quorum is declared. A majority of those present at any meeting where less than a quorum is present may adjourn the meeting to another time. At any such adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted provided notice is provided as required by Section 7 or 8 of this Article.

Section 9. Minutes

The Secretary shall cause to be maintained minutes of the Board of Directors in a separate book and electronically, and they shall be available to any active member of the Association upon request.

Section 10. Voting

Proxy voting for a member of the Board of Directors shall not be permitted.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Designation.

The Executive Committee shall be composed of seven (7) members and shall consist of:

- (a) The five (5) elected officers of the Association;
- (b) Two (2) members of the Board of Directors recommended by the President and confirmed by the Board of Directors;
- (c) The Executive Director of the Association who shall serve in an ex - Officio capacity.

Section 2. Quorum.

At all meetings of the Executive Committee the majority of the Executive Committee shall constitute a quorum.

Section 3. Powers.

The Executive Committee, between the meetings of the Board of Directors, shall have all the powers and exercise all the duties of the Board of Directors necessary or appropriate for the administration of the affairs of the Association which may be lawfully delegated to it by the Board of Directors and are not by law or by the Articles of Incorporation or by this Code of Regulations directed to be exercised and done by the member counties.

Section 4. Minutes and Reports

The Secretary shall cause to be maintained minutes of meetings of the Executive Committee in a separate

book and electronically and they shall be available to any active member of the Association upon request. Minutes of the Executive Committee shall be made available to the members of the Board of Directors at its next meeting, provided however, if the Executive Committee meets immediately prior to the meeting of the Board of Directors and on the same day, an oral report shall be given.

Section 5. Meetings

Meetings of the Executive Committee shall be called by the President. The President shall call a meeting of the Executive Committee upon the request of any three (3) members of the Executive Committee. Notice of meetings of the Executive Committee shall be given to each member in writing or by telephone at least three (3) days prior to the date of the meeting. Any active member of the Association may attend any meeting of the Executive Committee, provided however, that the Executive Committee may go into executive session for any purpose.

Section 6. Meetings May Be In-Person or in Virtual Format

At the Discretion of the President, meetings of the Executive Committee may be held in person or utilizing a virtual format. Virtual board meetings are to be conducted using available audio and/or video electronic technology.

Section 7. Committee Responsibilities

For Audit Purposes the Executive Committee Shall:

- (A) Establish guidelines for the performance of an annual audit by a certified public accountant or a public accountant licensed by the State of Ohio.
- (b) Recommend to the Board of Directors the retention of a certified public accountant or a public accountant licensed by the state of Ohio to perform the annual audit.
- (c) Review the annual audit, make a report to the Board of Directors, and make a copy of the annual audit available to any active member upon request.

The Executive Director shall submit to the Executive Committee and, with the approval of the Executive Committee, shall employ and fix the compensation of persons selected to fill the positions of Managing Director, Operations; Managing Director, Policy; and Managing Director, Research. The compensation is subject to the established pay ranges (pay bands) established by the Boards Coordinating Council (BCC).

ARTICLE VIII Officers

Section 1. Designation

The principal officers of the Association shall be a President, First Vice President, Second Vice President, Secretary and a Treasurer, who shall be elected by the Official Representative or Alternate of member counties. No two offices may be held by the same person.

Section 2. Election of Officers

The officers of the Association shall be elected annually by the Official Representative or Alternate of member counties at its annual meeting. Officers shall serve for a term of one year with the term commencing the first day of January after the annual meeting and ending on the 31st day of December of the same year. The President shall be limited to serving not more than one consecutive year. All the officers of this Association shall be members of the Board of Directors and shall enjoy full voting rights at all meetings of the Board.

Section 3. Qualifications.

In order to be eligible to be elected as an officer of the Association, the individual must be an active member of the Association and must have served a term of at least one (1) year on the Board of Directors.

Section 4. President

The President shall preside at all meetings of the membership and of the Board of Directors. The President shall be Chair of the Executive Committee and shall have all the general powers and duties usually vested in the office of the President of a corporation, including the power to appoint members of the Board of Directors pursuant to Article IV, Section 1(D) and appoint committees and task forces as authorized in this Code of Regulations with the approval of the Board of Directors. Except as provided in Article VIII, Section 9, the office of President shall not be held by the same political party during any consecutive two (2) year period.

Section 5. First Vice President.

The First Vice President shall assist the President by coordinating the following external affairs of the Association:

- (a) Legislation
- (b) Policy development
- (c) Issue analysis
- (d) State agency relationships
- (e) Federal affairs

Section 6. Second Vice President.

The Second Vice President shall assist the President by coordinating the following internal affairs of the Association:

- (a) Personnel and staffing
- (b) Budget
- (c) Finance and business affairs
- (d) Research
- (e) Publications
- (f) Equipment
- (g) Technical assistance
- (h) Conferences and training

Section 7. Secretary

The Secretary shall keep the correct record, including attendance, of all meetings of the member counties, of the Board of Directors, and of the Executive Committee. Said Secretary shall have custody of the seal

of the Association and of such books and records of the Association as the Board of Directors may provide. The Secretary shall perform the duties and functions customarily performed by the Secretary of an Association together with such other duties as may be prescribed by these regulations or by the Board of Directors. The Board of Directors shall appoint a staff member to serve as Assistant Secretary.

Section 8. Treasurer

The Treasurer shall cause to be maintained a full and accurate account of all receipts and disbursements. The Treasurer shall cause to be deposited all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be disbursed the funds of the Association pursuant to Article XIII, Section 3, and shall render an account of all transactions as Treasurer and of the financial condition of the Association whenever called upon to do so. The Treasurer shall comply in a timely manner with any reasonable request for financial information by an active member. The Board of Directors shall appoint a staff member to serve as Assistant Treasurer.

Section 9. Vacancies.

If any office should become vacant for any reason during any year the following provisions shall apply:

- (a) If the office of President becomes vacant, the First Vice President shall assume the office of President.
- (b) If the office of First Vice President becomes vacant, the Second Vice President shall assume the office of First Vice President.
- (c) If the office of Secretary or Treasurer becomes vacant, the Executive Committee shall recommend to the Board of Directors for approval the name of an active member of the Association to fill the vacancy for the remainder of the term of office, subject to the requirement of Article VIII, Section 3.
- (d) If the office of Second Vice President becomes vacant, the office shall remain vacant until filled by election at the next annual meeting.

Section 10. Political Balance

- (a) The CCAO President position shall not be held by the same political party during a consecutive two-year period and the position shall be limited to serving not more than one consecutive year. Each year in the Nominating Committee process it is assumed the current First Vice President is to be nominated for President. While additional nominations are not sought in advance, only an active member of the same political party as the person who has been nominated for President may be nominated from the floor for the office of President at the at the Annual Meeting where the election is held. The CCAO President may serve more than one year as long as the years are not consecutive.
- (b) The CCAO First Vice President position shall not be held by the same political party during a consecutive two-year period and the position shall be limited to serving not more than one consecutive year. Each year in the Nominating Committee process it is assumed the current Second Vice President is to be nominated for First Vice President. While additional nominations are not sought in advance, only an active member of the same political party as the person who has been nominated for First Vice President may be nominated from the floor for the office of First Vice President at the at the Annual Meeting where the election is held.
- (c) The CCAO Second Vice President position shall not be held by the same political party during a consecutive two-year period and the position shall be limited to serving not more than one consecutive year. Each year in the Nominating Committee process candidates are sought for this

position with one to be elected at the Annual meeting where the election is held.

- (d) The CCAO Secretary position shall be limited to serving no more than one consecutive year. The person holding the Secretary position must be of a different political party than that of the Treasurer.
- (e) The CCAO Treasurer position shall be limited to serving no more than three consecutive years. The person holding the Treasurer position must be of a different political party than that of the Secretary.

ARTICLE IX Executive Director

The Executive Director shall manage the day-to-day affairs of the Association under the general direction of the Board of Directors. The Executive Director shall employ and fix the compensation of the staff subject to the conditions imposed by Article VII, Section 7 of this Code of Regulations with respect to the positions of Managing Director, Operations; Managing Director, Policy; and Managing Director, Research. Compensation is subject to the established pay ranges in the CCAO Compensation System Document as approved by the Board of Directors.

The Executive Director shall be responsible for the proper and efficient conduct of the work of the Association. The Executive Director shall cause to be maintained accurate records and accounts of all transactions of the Association. The Executive Director shall have the following duties:

- (a) Submit an annual report to the Board of Directors and to the active members of the Association;
- (b) Prepare and submit to the Board of Directors for its approval an annual budget covering estimated receipts and disbursements of the Association;
- (c) Conduct the correspondence of the Association;
- (d) Mail notice of meetings to all members;
- (e) Collect and receive all monies due the Association, and shall keep an accurate account thereof;
- (f) Publish the official publications of the Association.
- (g) Serve as an ex-officio member of the CCAO Executive Committee.

ARTICLE X COMMITTEES

Section 1. Nominating Committee

Each year prior to the September meeting of the Board of Directors the President shall recommend the names of five (5) active members of the Association to serve on a Nominating Committee to be ratified by the Board of Directors. However, if an active member is under consideration for a two (2) year appointment to the Board of Directors, the member may not serve on the Nominating Committee. The Nominating Committee shall:

- (a) Notify all active members through regular publications of the Association of its establishment and

its members;

- (b) Notify all active members through regular publications of the Association to be mailed out not later than the first Friday of October of each year that it will nominate candidates for the offices of President, First Vice President, Second Vice President, Secretary, Treasurer, and members of the Board of Directors including the number of Director positions to be elected and the names of existing Directors whose terms are to expire.

The notice shall state that for any active member to be considered for any office, that the active member must provide the chair with written notice of interest in a specific office no later than November 1.

- (c) Meet and recommend candidates for all offices not later than two (2) weeks prior to the annual meeting and provide notification to all active members of its report at least seven (7) days prior to the annual meeting through regular Association publications or by special notice. In making its recommendations the Committee shall give due consideration and make reasonable efforts to assure that the Board is geographically, demographically and politically balanced.

The Nominating Committee shall not re-nominate any current Director for the following year that has not attended a majority of the regular and special meetings of the Board of Directors pursuant to Article VI, Section 2, and shall nominate replacements for the unexpired term of Directors who have forfeited their office pursuant to Article VI, Section 4.

The Nominating Committee shall commence upon ratification of the President's recommended appointments and shall cease to exist after the conclusion of the annual meeting.

Section 2. Standing Committees

Not later than the first meeting of the Board of Directors after the election of the President, the President shall recommend for Board ratification:

- (a) The number and names of standing committees to be established for the year;
- (b) A description of the responsibilities and functions of the standing committees;
- (c) The names of active members of the Association to serve as chair and vice chair of each standing committee.

Section 3. Special Committees and Task Forces.

The President may also recommend to the Board of Directors for approval, such other special committees or task forces as the President deems appropriate. The recommendation shall include a description of the responsibilities and functions of the special committee or task force and shall recommend an active member of the Association to serve as the chair and may recommend the appointment of a vice chair.

Section 4. Committee Meetings May Be In-Person or in Virtual Format

At the discretion of the Chair of any CCAO Committee, meetings of the committee may be held in person or utilizing a virtual format. Virtual board meetings are to be conducted using available audio and/or video electronic technology.

**ARTICLE XI
DISTRICT ORGANIZATIONS**

Section 1. Recognition of Existing District Organizations

Existing district organizations as presently organized and functioning shall be recognized and acknowledged by the Association. The geographic boundaries of district organizations shall be determined by the Board of Directors.

Section 2. Cooperation with District Organizations

The Association, its officers, Board of Directors, and staff shall cooperate with district organizations to the extent the activities and objectives of the district organizations are consistent with the activities and objectives of the Association.

**ARTICLE XII
Amendments**

Section 1. Procedure

Except as otherwise required by law, this Code of Regulations may be amended at any regular meeting or any special meeting called for such purpose, provided that written notice of the proposed amendment shall be given in writing or electronically to all active members at least ten (10) days prior to such meeting. Such amendment shall require an affirmative vote of two-thirds (2/3) of the Official Representative or Alternate of member counties present at any meeting of the Association.

Section 2. Review of Code of Regulations

No less frequently than every five (5) years, the President, with the approval of the Board of Directors shall appoint a committee of seven (7) members to review and make recommendations for any needed changes to this Code of Regulations.

**ARTICLE XIII
Fiscal Management**

Section 1. Fiscal Year

The fiscal year of the Association shall be the calendar year except that the first fiscal year of the corporation shall begin at the date of incorporation and end December 31, 1973. The commencement of the fiscal year herein established shall be subject to change by the Board of Directors with the prior written approval of the Internal Revenue Service.

Section 2. Books and Accounts

The books and accounts of the Association shall be kept under the direction of the Treasurer by the Executive Director with full knowledge of the Executive Committee.

Section 3. Execution of Corporate Documents

The Board of Directors shall, by resolution, provide for procedures to be used for the execution of corporate documents on behalf of the Association. The resolution shall specify the procedures to be followed to authorize and execute notes, contracts, checks, and other means to disburse or pay for the obligations of the Association including a specification of the persons or positions that are authorized to approve or

execute the various classes of disbursements, transactions or functions.

Section 4. Fidelity Bonds

The Board of Directors shall require that all officers and employees of the Association having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

Section 5. Indemnity

Each officer, Director or employee of the Association shall be indemnified by the Association against expenses reasonably incurred in connection with any action, suit or proceeding to which the person may be made a party by reason of being or having been an officer, a Director or an employee of the Association, except in relation to matters as to which the person shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of a duty as officer, Director or employee.

#####