

# **Association County Commissioners of Georgia**

## **BY-LAWS**

[As Amended October 8, 2015](#)

[Proposed 2018 Amendments](#)

**PURPOSE:** As the fundamental unit of local government in the State of Georgia, county government is responsible for the provision of services necessary to the maintenance of the health, safety and welfare of all citizens of the county.

In order to meet this responsibility, the several counties recognize the necessity and importance of an organization within which all counties can work together to meet the needs they have in providing these services.

The organization to meet this purpose shall be the Association County Commissioners of Georgia.

## **ARTICLE I**

**OBJECTIVES:** The objectives of the Association shall be as follows:

(1) To develop and maintain an organizational structure within which ideas can be presented and a unified policy developed enabling the Association to speak with a unified voice in supporting the interests of county residents and taxpayers;

(2) To ensure that the legal basis of counties is such that public services may be provided in a cost effective manner;

(3) To ensure that an adequate revenue base for counties is established, maintained and defended against special interests;

(4) To provide opportunities to county government officials for the interchange of ideas and experiences and to obtain expert advice;

(5) To provide Congress and the state legislature with information necessary for the development of sound legislation of benefit to the nation, state and counties;

(6) To establish a dialog and relationship with the Governor and his or her several department and agency heads to facilitate, on an ongoing basis, the exchange of ideas on the administration of programs which involve county government;

(7) To better inform and educate county officials as to their respective powers and duties;

(8) To investigate, study, and discuss the application of more innovative, efficient and effective methods of public administration and to provide or sponsor the training programs necessary for the implementation of the foregoing;

(9) To collect, compile, and distribute to county officials, information about county government and the administration of county affairs through publications, meetings, and seminars;

(10) To develop and provide a program of direct services to counties;

(11) To serve as liaison between the state's counties and other levels of government;

(12) To achieve an increased public understanding of the role of counties in the intergovernmental system; and,

(13) To do any and all things necessary, proper and convenient for the benefit of counties in the administration of their affairs.

## **ARTICLE II**

**Section 1. DIRECT MEMBERSHIP:** County governments of the State of Georgia shall constitute the direct membership of the Association County Commissioners of Georgia. County governments may be represented at business sessions of the Association by persons designated and authorized by the governing authority of the county. Such representatives shall be officials or employees of such county.

**Section 2. OTHER MEMBERSHIP:** The Board of Managers may, from time to time, establish other classes of membership and provide the terms and conditions of such membership. Such other classes of membership shall not be entitled to vote on matters coming before the Association.

## **ARTICLE III**

**Section 1. OFFICERS:** The Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Third Vice President, and a Secretary/Treasurer.

The President and Vice Presidents shall be elected by the Association at the annual meeting in accordance with the procedure set forth in Article V of these by-laws and shall hold office for a term specified in Section 3 of this Article. The Executive Director shall serve as Secretary/Treasurer by virtue of his or her position. In addition, the Board of Managers may appoint an Assistant Secretary/Treasurer.

**Section 2. DUTIES AND POWERS OF OFFICERS:** The President shall preside at all meetings of the Association and shall perform the duties of a presiding officer at all meetings of the Board of Managers. The President shall also be an *ex officio* member of all committees except that he or she shall not serve on the nominating committee. In his or her absence the First Vice President shall preside. Should the President and First Vice President both be absent the Second Vice President shall preside and if he or she is likewise absent the Third Vice President shall preside.

The Executive Director, as Secretary/Treasurer, shall keep a record of all the meetings of the Association and the Board and a record of all matters which shall be of interest to the Association, and shall conduct the correspondence of the Association. In addition, the Executive Director shall maintain organizational documents, minutes, policies and procedures approved by the Board, and other documents specified by action of the Board, in an electronic format accessible to the Board of Managers. He or she shall keep a roll of the members, issue notices of all meetings and perform such other acts and duties as may be prescribed by the Board of Managers. The Executive Director is authorized to delegate any such administrative responsibilities as he or she deems appropriate. An Assistant Secretary/Treasurer, if appointed by the Board of Managers, shall assist the Secretary/Treasurer in the performance of his or her duties and may carry out the duties of the Secretary/Treasurer in his or her absence.

**Section 3. TERMS OF OFFICE:** The President and the Vice Presidents shall hold office for a term of one (1) year and until their successor is elected and qualified.

**Section 4. VACANCIES:** In case of a vacancy in the office of President, the First Vice President shall succeed and serve until the next annual meeting and in case of a vacancy among the Vice Presidents, the Vice President next in line shall be automatically promoted and serve

until the next annual meeting of the Association. If a vacancy in the office of President occurs at such time as there is no Vice President, the Board of Managers shall elect a member of the Board to serve as President until the next annual meeting of the Association.

#### ARTICLE IV

**Section 1. EXECUTIVE DIRECTOR:** There shall be an Executive Director employed by the Board of Managers who shall serve at the pleasure of the Board. The Board shall fix compensation and all other terms and conditions of employment and conduct an annual evaluation of the Executive Director. In addition to serving as Secretary/Treasurer, the Executive Director shall be responsible for administration and operation of the Association on behalf of the Board including the employment and direction of Association staff. The Executive Director shall determine the compensation of such staff positions. The staff will report to the Executive Director. The Executive Director, in turn, shall be responsible to and report to the Board of Managers.

**Section 2. GENERAL COUNSEL:** The Board of Managers shall contract with an attorney licensed in the State of Georgia who shall serve as General Counsel. The General Counsel shall represent the Association and render advice and legal counsel to the Board of Managers, Officers, Executive Committee, Executive Director and employees of the Association as necessary for the proper conduct of Association business and in keeping with the requirements for the practice of law in the State of Georgia. The General Counsel shall keep the Board of Directors, Executive Committee and Executive Director informed of all relevant developments of a legal nature affecting the interests of ACCG. The General Counsel shall have such other duties as may from time to time be prescribed by the Board, the Executive Committee, the Executive Director and/or these Bylaws.

#### ARTICLE V

**Section 1. BOARD OF MANAGERS-COMPOSITION:** The Board of Managers of the Association, subject to the terms of office specified in Section 7 of this Article, shall consist of one county commissioner or elected chief executive officer from each District of the Association and the Officers of the Association other than the Secretary/Treasurer and the Assistant Secretary/Treasurer if one has been appointed. In addition, the Board shall include five

(5) At-large members with leadership abilities, one (1) member of the governing authority of a Consolidated Government, and, as *ex officio* members with full voting powers, the Chairperson of the Board of Trustees of the ACCG-Interlocal Risk Management Agency, the Chairperson of the Board of Trustees of the ACCG-Group Self Insured Workers Compensation Fund, the Chairperson of the Board of Trustees of the ACCG Pension Fund, the President of the Board of Directors of the ACCG-Group Health Benefits Program, the Chairperson of the Board of Trustees of the ACCG Defined Contribution Fund, all Past Presidents of the Association who are currently holding office as county commissioners, and any current officers of the National Association of Counties (NACo). The Board shall further include, as *ex officio* members with full voting powers, any person elected to serve on the NACo Board of Directors (NACo board) but only during the time he or she serves on the NACo board. The Board shall also include, as *ex officio* non-voting members, the President of the County Managers and Administrators Section, the President of the County Clerks Section, and the President of the County Attorneys Section of the Association by virtue of their positions.

Any member of the Board shall have the authority to resign from the Board by notifying the President in writing. The Board may provide procedures for the removal of members of the Board for cause.

**Section 2. SELECTION:** The Association President shall annually appoint a nominating committee consisting of five (5) to seven (7) active Past Presidents of the Association for the purpose of selecting a slate of nominees to serve as members of the Board of Managers including the Officers of the Association on the Board. If there is an insufficient number of active Past Presidents to fill the nominating committee positions, the President shall appoint one or more other members of the Board of Managers to fill the positions on the nominating committee. The committee shall be appointed at least sixty (60) days prior to the annual meeting. The most recent active Past President of the Association shall serve as chairperson of the committee. The method and procedures for selecting the slate of nominees, including the number and location of meetings of the committee, shall be prescribed by the Board of Managers.

Each member of a county governing body, each county clerk, and each elected chief executive officer shall be notified at least thirty (30) days prior to the annual meeting of the

names of the nominating committee members and the time and place at which the committee will meet during the annual meeting.

Any member of the governing body of a member county may offer a nominee from their District for consideration for election to a District, At-large, Consolidated Government or NACo board position on the Board of Managers at a meeting of the nominating committee or in advance of the annual meeting in accordance with the procedures prescribed by the Board. A candidate for Officer may also be nominated by any such official. However, no member of the nominating committee shall be eligible to be nominated as an Officer for the slate under consideration.

At the annual meeting, the chairperson or other member of the nominating committee shall present to the membership a slate of qualified nominees to serve on the Board of Managers and as the Officers of the Association. The slate shall consist of one (1) name for each office prescribed in Article III and one (1) name for each District, At-large, Consolidated Government and NACo board position, and for each member serving *ex officio* on the Board of Managers. Voting on the slate shall take place in accordance with Article XII of these By Laws.

**Section 3. QUALIFICATIONS:** In order to be qualified as a nominee for the Board of Managers or as an Officer, a person nominated must demonstrate strong leadership skills and active participation in community and Association activities including but not limited to participation in ACCG training and policy development. Furthermore, in order to be qualified as an Officer on the Board of Managers, a candidate shall be a member of the Board at the time of nomination.

Except for the Chairperson or President of one of the subsidiary retirement or insurance service boards referenced in Section 1 of this Article, no person may serve as a member of a subsidiary service board and as a Member of the Board of Managers at the same time; however, the Chairperson or President of one of the subsidiary service boards may not serve as an Officer and a member of a subsidiary service board at the same time.

Other criteria for determining qualifications pursuant to this Section may be established by the Board of Managers.

**Section 4. DUTIES AND POWERS:** The Board of Managers shall have general control of the property and business of the Association in accordance with the duties and powers conferred upon it by these by-laws, the articles of incorporation, the charter, and as provided by law. The Board of Managers is authorized to make such expenditures as it may deem necessary to carry out the purpose and objectives of the Association and is expressly authorized to pay travel and hotel expenses of those National Association of Counties (NACo) board members selected by the ACCG Board when attending NACo board meetings other than those held in conjunction with the NACo Annual Conference or the NACo Legislative Conference. In addition, the Association shall bond the Executive Director and such other employees as the Board, following consultation with the Executive Director, shall determine necessary in such amounts as the Board of Managers shall determine.

The Board shall meet at such time and place as called by the President. A meeting shall be called by the President, or on his or her failure to do so, by the Executive Director at any time when at least three (3) members of the Board of Managers call for a meeting to be held.

The Board may establish specific duties and responsibilities for District, At-large or any other category of members on the Board of Managers including Officers.

**Section 5. VACANCIES:** In case of a vacancy among the District representatives on the Board of Managers, the Executive Director shall notify in writing each member of a county governing body, each county clerk, and each elected chief executive officer in the District notifying them of the vacancy and giving them fifteen (15) days from the date the notice is sent out to submit suggested nominees to the Board of Managers in care of the Executive Director. In case of a vacancy among the At-large representatives on the Board of Managers, the Executive Director shall notify in writing each member of a county governing body, each county clerk, and each elected chief executive officer in the state notifying them of the vacancy and giving them fifteen (15) days from the date the notice is sent out to submit suggested nominees to the Board of Managers in care of the Executive Director. In case of a vacancy in the Consolidated Government representative position on the Board of Managers, the Executive Director shall notify in writing each member of a county governing body, each county clerk, and each elected chief executive officer of a consolidated government in the state notifying them of the vacancy

and giving them fifteen (15) days from the date the notice is sent out to submit suggested nominees to the Board of Managers in care of the Executive Director.

For the purpose of filling vacancies, the Executive Committee shall serve as the nominating committee. The members of the Executive Committee shall then, at a meeting called within thirty (30) days from the date the notice is sent out for the purpose of filling the vacancy, recommend to the Board of Managers a county commissioner or elected chief executive officer to fill the vacancy, taking into consideration the nominations submitted to the Executive Director. At the next regularly scheduled meeting of the Board of Managers, or at a called meeting of the Board of Managers, a qualified nominee shall be elected to serve on the Board of Managers. In order to be a qualified nominee to fill a vacancy, the nominee must meet the same criteria established for the election of Members or Officers of the Board of Managers pursuant to Section 2 of this Article.

**Section 6. RULES OF PROCEDURE; QUORUM:** The quorum for the transaction of business in any meeting of the Board shall consist of a majority of the members of the Board then in office in person. Concurrence of a majority of a quorum shall be necessary for official action. Action may also be taken without a meeting in person by electronic transmission including telephone poll when approved by a majority of the members of the Board. Rules of procedure shall be established by the Board of Managers. Any procedure not addressed in the rules of procedure established by the Board pursuant to this Section, shall be determined in accordance with the most recent edition of Roberts Rules of Order.

**Section 7. TERMS OF OFFICE:** All members of the Board of Managers including Officers shall be elected for a term of one year, and shall be eligible for re-election for additional terms subject to the following limitations and exceptions: Beginning with the elections in 2016, no member shall be re-elected to District, At-large or Consolidated Government seats for more than five consecutive terms; except that no member elected to the NACo board shall be re-elected for more than seven consecutive terms.

**Section 8. ETHICS AND CONFLICTS OF INTEREST:** The Officers and members of the Board of Mangers shall annually disclose any financial or personal interest that represents a potential or actual conflict of interest in any matter coming before the Board. In accordance

with a conflicts of interest policy that shall be adopted by the Board, each Officer and Board member shall fully disclose the nature of any actual conflict of interest and withdraw from discussion, lobbying or voting on the matter coming before the Board. Any transaction or vote involving a potential conflict of interest may only be approved if a majority of disinterested members determines that it is in the best interest of the Association to do so. The minutes of the meeting at which such votes are taken shall include the disclosure, abstention(s), and rationale for approval, if applicable. The Board of Managers may develop additional policies governing ethics and conflicts of interest, as it deems necessary.

## **ARTICLE VI**

**EXECUTIVE COMMITTEE:** The President shall annually recommend and the Board of Managers shall elect an Executive Committee from the Board of Managers. The Committee shall have seven (7) members and shall include the President, the Vice Presidents, and the immediate Past President of the Association if currently holding office. Subject to any policy, resolution or other official action of the Board of Managers, the Executive Committee shall have the authority to direct the activities of the Association between meetings of the Board of Managers. ~~and the annual meeting and may be delegated such other responsibilities as the Board may determine.~~ In addition, the Board of Managers may adopt additional policies or resolutions regarding the Executive Committee as it deems necessary to address matters that may not reasonably be delayed until a subsequent meeting of the Board. Meetings of the Executive Committee may be conducted by electronic transmission including telephone conference call. Official action may be taken at such meetings or by telephone poll so long as any action is subsequently recorded in the official minutes of the Association. ~~Within ten (10) business days following any executive committee meeting, a summary or draft of the minutes of such meeting shall be transmitted to each of the members of the Board of Managers.~~

## **ARTICLE VII**

**DISTRICTS:** There shall be Districts of the Association the number and boundaries of which shall be determined by the Board of Managers. Before any changes are made, 30 days written notice shall be provided to the affected members followed by consultation with such members.

## **ARTICLE VIII**

**SECTIONS:** The Board of Managers is authorized to create Sections within the Association comprised of those officials and employees of county governing authorities who share a common or special interest. The Board may further adopt rules and regulations to govern the relationship of such Sections to the Association.

## **ARTICLE IX**

**EXPENSES:** The expenses of the Association and the Association office shall be paid out of the funds of the Association on authority of the Board of Managers. The Executive Director shall, in his or her capacity as Treasurer, collect and disburse all funds of the Association under the direction of the Board of Managers. He or she shall keep regular accounts and shall report to the Board of Managers as often as required by them. Said accounts shall be audited annually by a certified public accountant selected by the Board.

## **ARTICLE X**

**DUES:** The dues of the Association, which shall be fixed by the Board of Managers from time to time, shall be annually assessed against each Direct Member. A member whose dues have not been paid within sixty (60) days after the commencement of the fiscal year shall cease to be in good standing. No representative of any member not in good standing shall be eligible to hold office or serve as a member of the Board of Managers. The Board of Managers shall from time to time adopt and amend such regulations as it shall deem advisable concerning the cancellation of membership, discontinuance of services and reinstatement of members not in good standing.

In addition to the dues to be assessed against Direct Members described above, the Board of Managers shall further prescribe dues to be assessed against Other Members of the Association. The amount of said dues shall be fixed from time to time by the Board of Managers.

## **ARTICLE XI**

**MEETINGS:** There shall be an annual meeting of said Association at such place and time as may be selected by the Board of Managers. If the Board of Managers shall determine it is necessary for the Association to hold any meeting or meetings other than the annual meeting during the year, the same shall be held at such time and place as the Board of Managers shall determine.

## **ARTICLE XII**

**RULES OF PROCEDURE; VOTING AND QUORUM:** The Board of Managers shall adopt rules of procedure for conducting the business of the Association. Such procedures shall include the following: All voting at the annual meeting of the Association shall be by acclamation; provided, however, that, at any time, not less than five (5) member counties may demand a roll call vote. After the presiding officer declares that a roll call vote is in order, the vote cannot be taken for ten (10) minutes. Only member counties shall be eligible to vote and each county shall have but one (1) vote. The Board of Managers may establish further procedures related to the determination and casting of votes. Twenty-five (25) member counties shall constitute a quorum of the Association. Proxy voting shall not be permitted.

Voting, quorum and other rules of procedures for other meetings of the Association may be established by the Board.

## **ARTICLE XIII**

**COMMITTEES:** The Board of Managers shall establish the standing committees of the Association including, but not limited to, a finance committee, [a personnel committee](#), and an education committee, and shall delegate duties to such standing committees or may delegate such duties to the Executive Committee pursuant to Article VI of these By Laws, as appropriate. The President shall have the authority to appoint such other special committees as he or she deems necessary or advisable. Members of all committees, except the Executive Committee, shall be appointed annually and shall be named by the President following his or her election. Whenever a federal policy committee is appointed, it shall include, *ex officio*, any NACo board members elected to the Board of Managers.

#### **ARTICLE XIV**

**PRINCIPAL PLACE OF BUSINESS:** The principal office of the Association shall be in the City of Atlanta, Fulton County, Georgia.

#### **ARTICLE XV**

**AMENDMENTS TO BY-LAWS:** After the adoption of these by-laws the same may be amended at the annual meeting of the Association or any other meeting at which a quorum of the Association is present in the following manner: A copy of the proposed amendment to the by-laws shall be submitted, in writing, to the Executive Director and to each member of the Board of Managers at least thirty (30) days before the date set for the meeting at which the proposed amendment will be considered. It shall be the duty of the Executive Director to mail a copy of the proposed by-laws amendment to the Clerk of each member county. Said proposed by-laws amendment shall be adopted upon a vote of approval by two-thirds of the members present and voting at said meeting. Voting shall be in accordance with Article XII.

#### **ARTICLE XVI**

**DISSOLUTION OF THE ASSOCIATION:** In the event of dissolution of the Association, all property of the Association shall be distributed among counties of the State of Georgia that are members of the Association at the time of its dissolution, in accordance with a plan of distribution adopted by the Board of Managers. In no event shall any of the property of the Association inure to the benefit of any person or organization.