



Amendments Proposed: Nov. 16, 2011

Date Amended:

NACRC Bylaws

Article I: NAME

The organization shall be known as the National Association of County Recorders, Election Officials and Clerks, hereafter referred to as the association or as NACRC.

Article II: OBJECTIVES

The objective of the association shall be to:

1. Provide opportunity for members to exchange ideas on the administration of their respective offices.
2. Offer ways and means for members to better serve the public.
3. Encourage the passage of laws pertaining to the administration and duties of all members.
4. Exemplify the ideals of public service as an influence in business and civic life.
5. Work toward creating better public understanding of its respective offices.
6. Participate in formulating and helping to advance the official policies of the National Association of Counties.

Article III: MEMBERSHIP

Section 1 – Active Members

1. Any person acting as the auditor, clerk, clerk of the governing board, court clerk, election official, recorder, recorder of marriages, registrar of deeds, records manager, archivist and/or their deputies, or similar positions for a county, shall be admitted to active membership upon **approval by the board and** payment of annual dues.
2. The privilege of voting and holding an elective office in this association shall be limited to active association members.

Section 2 – Associate Members

1. Any assistant or deputy of an active member, or any other person having an interest in the purposes and programs of this association, may be admitted to associate membership upon **approval by the board and** payment of annual dues.
2. Any organization, company or association having an interest in the purposes and programs of this association may be admitted to association membership upon approval by the board and payment of annual dues.

3. Any person, who has been an active or associate member, may be admitted to alumni membership upon approval by the board and payment of annual dues. Alumni members shall be entitled to all the privileges of the association, except they shall be ineligible to hold office or to vote in the association.

Section 3 – Honorary Members

~~Any person who, in the opinion of the association, has rendered distinguished service for the betterment of county administrative practices shall be eligible for honorary membership.~~ Nomination of individuals for honorary membership may be ~~made at any meeting of the association~~ submitted to the association office and the ~~association board~~ shall elect the individuals to honorary membership. Honorary members shall be entitled to all the privileges of the association except that they shall be ineligible to hold office or to vote in the association. Membership dues will be waived for honorary members.

~~Section 4 – Alumni Members~~

~~Any person, who has been an active or associate member, may be admitted to alumni membership upon application and payment of annual dues. Alumni members shall be entitled to all the privileges of the association, except they shall be ineligible to hold office or to vote in the association.~~

Article IV: DUES

1. Dues may be changed by a majority vote of the board of directors at the annual meeting of the board. The board of directors shall set the membership year.
2. Timely payment of dues shall be defined as payment by no later than 60 days following the beginning of the membership year.
3. Timely payment of dues by members shall be a prerequisite to active membership and voting rights in the association. (See also Article III-Section 1-Subsection 2)

Article V: MEETINGS

The association shall meet at least once each year.

Article VI: OFFICERS, DIRECTORS AND ELECTIONS

Section 1 – Officers

1. The officers of the association shall be a president, a first vice president, a second vice president, a third vice president, a treasurer and a secretary who shall be elected at the annual meeting of the association by the votes of a majority of the active members present and voting.
2. The officers shall hold their offices from their election until the next annual meeting, or until their successors are elected and qualify, assuming they remain active members. No elected officer, except the treasurer, shall succeed himself/herself in office.
3. The treasurer shall be elected at every even-numbered year annual meeting and shall serve for a two-year term.

Section 2 – Board of Directors

1. The voting members of the board of directors shall be:
 - (a) The six elected officers and 15 members, five of whom shall be elected as directors at each annual meeting.
 - (b) Past presidents, who retain their voting membership, shall constitute the Advisory Council to the president and the board of directors. Council members shall have voting rights and all privileges of full membership on the board of directors.
2. The terms of office of the directors shall be three years, assuming they remain active members.
3. No director shall succeed himself/herself in office following the completion of a full term to which he/she was elected. A director may fill an unexpired term caused by a vacancy on the board of directors and then be elected to a full three-year term.
4. No state shall have more than two members serving as a director at the same time, excluding the officers and past presidents.
5. The duties of each member of the board of directors shall be to:
 - (a) Work toward stimulating interest in the association;
 - (b) Report the association's annual meeting to their next state conference;
 - (c) Notify their state membership of the next annual NACRC meeting;
 - (d) Inform the NACRC president and executive director of the time and place of their annual state conference; and
 - (e) Supply a list of the names and addresses of all of the state association members to the executive director.
6. If any elected or appointed director or officer fails to attend any annual meeting, without prior notification to the president or executive director, their position may be deemed vacant by the board or the president. Attendance at any other meeting of the board of directors, ~~except for electronic or telephonic meetings,~~ may be counted in lieu of attendance at an annual meeting, ~~but only once during their term.~~ Failure by a director to attend three consecutive meetings of the board of directors, without notification, may be considered a tender of resignation of such director. Such tender of resignation may be accepted by the board upon an affirmative vote of a majority of the directors excluding the director whose resignation is being considered.

Section 3 – Duties of Officers

1. The president shall preside at all meetings of the association and appoint all committees not otherwise provided for. The president of the association shall serve as the chair of the board of directors and of the executive board. He/she shall be an ex-officio member of all committees. Subject to the consent of the board of directors, he/she shall fill all vacancies occurring on the board of directors during the year. The president shall sign checks in the absence of the treasurer. Therefore, the president shall be bonded. The cost of the bond shall be paid by the association.

2. The first vice president shall serve in the absence of the president. He/she shall perform such other duties as may be requested of him/her by the president or board of directors.
3. The second vice-president shall serve in the absence of the president and the first vice-president. He/she shall perform such other duties as may be requested of him/her by the president or by the board of directors.
4. The third vice-president shall serve in the absence of the president and the first and second vice-presidents. He/she shall perform such other duties as may be requested by the president and the board of directors.
5. The secretary shall ensure the minutes of all meetings of the association will be taken and reported. He/she shall serve as secretary to the executive board and the board of directors.
6. The treasurer, according to the accounting policies adopted by the board, shall approve all expenditures prior to the payment by the executive director, monitor monthly reports and keep the other elected officers aware of the association's financial status between meetings of the association or executive board. The treasurer shall be bonded. The cost of the bond shall be paid by the association.
- ~~7. The historian shall be appointed by the president and shall be responsible for keeping the history of the association. Said appointee shall be an active member of the association, shall have no vote on the Board and may serve for more than one term.~~
- ~~8. A parliamentarian shall be appointed by the president and shall serve for the president's term of office. Said appointee shall be an active member of the association, shall have no vote on the Board and may serve more than one term.~~

Section 4 – Meetings

1. The board of directors shall meet at least once each year during the time of the annual meeting of the association.
2. The board of directors may meet electronically or telephonically in order to conduct business of the association

Article VII: REPRESENTATIVE ON THE BOARD OF DIRECTORS OF THE NATIONAL ASSOCIATION OF COUNTIES

The association's representative to the board of directors of the National Association of Counties shall be elected at the annual meeting by a majority vote of the active members present and voting. The term of office shall begin immediately upon election and the representative shall serve for two years.

Article VIII: COMMITTEES

Section 1 – Bylaws and Resolutions Committee

The president shall appoint a bylaws and resolution committee within 30 days after the annual meeting, consisting of at least three members of the association. The president shall notify the membership of such appointments. All bylaws and resolutions presented to the association shall be referred to the committee for

consideration and reported and voted on at any legislative or annual meeting. However, at the direction of the president and by a majority of the board of directors, any bylaw or resolution may instead be considered and reported on by the board of directors.

Section 2 – Nominating Committee

The president shall appoint the nominating committee, of which the chair shall be a past president. The committee shall contact each nominee for his/her consent to allow his/her name to appear on the slate.

Section 3 – Executive Board

1. The officers of the association and the immediate past president shall comprise the executive board, with the president serving as chair.
2. The executive board shall serve as a review board for items to be presented to the board of directors and shall meet prior to each board meeting.
3. The executive board shall be responsible for appointing the NACRC executive director, subject to board approval. The executive board shall direct that person or organization's activities, within the framework of that position's job description, which shall be approved by the board of directors. The executive board may terminate the executive director at anytime.
4. The executive board may meet electronically or telephonically to make decisions regarding the business of the association. Said decisions shall be brought before the board of directors at the next board meeting.
5. The executive board may call itself into session, without consent of the president, with the affirmative vote of four of its members.
 - (a) Such vote shall be conducted in accordance with subsection 4 of this section.
 - (b) The president shall be notified no later than the next business day after the agreement of four executive board members to call such a meeting. Said notice shall include the names of the executive board members casting an affirmative vote for such a meeting.
 - (c) The president shall have two business days to acknowledge the receipt of the notice of a vote to call such a meeting.
 - (1) If the president is unable to receive such notice for reasons other than illness, this deadline shall commence upon his/her ability to receive notice.
 - (2) If the president is unable to receive such notice due to an illness, the provisions of Article VI-Section 3-Subsection 2 shall govern.
 - (d) The president, or first vice president, if the president is incapacitated, shall call such a meeting within five business days after acknowledgement of notice under subsection (c) above.
 - (e) Such meeting may be conducted in accordance with Subsection 4 of this Section.
 - (f) The secretary shall ensure the minutes of the meeting are recorded and forwarded to the board of directors within five business days following the meeting.

- (g) Any business transaction during such meeting shall be brought before the board of directors for their ratification at the next board meeting.

Section 4 – Budget Committee

The president shall appoint a budget committee, which will consist of at least three people including the president, first vice president and treasurer. The budget committee shall prepare an annual budget for consideration by the board of directors. Further, the budget committee shall make recommendations to the executive committee for any expenditure exceeding 10% of the approved budget line item.

Section 5 – Audit Committee

The president shall appoint an audit committee, which will consist of at least three people. The audit committee will recommend to the president and the board of directors the hiring of an outside audit team to audit the financial affairs of the association at least every three years. In the intervening years, a financial review shall be conducted. The results from the financial review or audit shall be presented to the board of directors at the next available face-to-face meeting of the board.

Section 6 – Other Committees

The president shall appoint additional committees, as he/she deems necessary, for the proper transaction of the business of the association.

Section 7 – Committee Chairs

1. Only active members may be appointed as a committee chair or co-chair.
2. Committee chairs or co-chairs shall be ex-officio members of the board of directors but are not subject to Article VI-Section 2-Subsection 2-4.
3. As ex-officio members of the board of directors, committee chairs or co-chairs are limited to making or seconding motions germane to their committee.

Section 8 – Historian

The historian shall be appointed by the president and shall be responsible for keeping the history of the association. Said appointee shall have no vote on the board and may serve for more than one term.

Article IX: QUORUM

1. Those present shall constitute a quorum at any committee meeting.
2. Those present at a board of directors meeting shall constitute a quorum as long as at least six members in good standing as defined in Article IV are present.
3. For electing officers and directors, those present in good standing as defined in Article IV and voting at the annual meeting of the association constitute a quorum.

Article X: REPLACEMENT

In the case of a vacancy in any of the officer or director positions between annual meetings, the executive board will have the authority to fill such vacancy until the next annual meeting.

Article XI: OFFICIAL PUBLICATION.

1. The official publication of the association shall be known as "The NACRC Bulletin."
2. Proposed amendments to the bylaws shall be published ~~on the web and published in the pre-annual newsletter~~ at least 30 days prior to the Legislative or annual meeting.

Article XII: ANNUAL BUDGET

1. The board of directors shall adopt an annual budget prior to the beginning of each fiscal year. If it fails to adopt a budget, then the amounts appropriated for the most recent fiscal year shall be deemed adopted on a month-to-month basis with all items prorated accordingly until such time as a budget is adopted.
2. During the fiscal year, and upon the recommendation of the Budget Committee, the board of directors may amend the budget by transferring any unencumbered appropriations from one budget category to another as deemed necessary. In addition, if the treasurer certifies that there is revenue in excess of that estimated in the original budget available for appropriation, the board of directors may make supplemental appropriations up to the amount of the excess revenues so certified.

Article XIII: ETHICAL OBLIGATIONS

All members of the association are required to live up to and abide by the highest ethical principles in the conduct of their affairs as elected officials and as members of the association. Any member who is convicted of a felony or a public offense involving dishonesty, or who has violated their state or other professional association ethical principles or guidelines, may be subject to removal from any office held within the association, as well as any membership benefits at the discretion of a majority of the present and voting members of the board of directors of the association.

Article XIV: PARLIAMENTARY AUTHORITY

The parliamentary authority will be Robert Rules Revised Edition.

Article XV: AMENDMENTS

1. All bylaws and resolutions may be amended at any legislative or annual meeting by a two-thirds vote of the active members present and voting.
2. Proposed amendments to the bylaws shall be published on the NACRC website at least 30 days prior to the legislative or annual meetings where said amendments are to be reported and voted on.