



CONSTITUTION AND BYLAWS
OF THE

IDAHO ASSOCIATION OF COUNTIES, INCORPORATED (IAC)

(Adopted by the membership; amended 9/96; 2/98; 9/99; 1/01; 9/02; 9/06; 9/08; 2/12; 9/12; 9/14; 2/15)

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ARTICLE I: NAME AND OBJECTIVES

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- SECTION 1** The name of the organization shall be the Idaho Association of Counties and may be referred to as IAC, Inc. IAC shall have a readily identifiable and distinct logo, which shall be a trademark as authorized by Idaho law.
- SECTION 2** The IAC, as a non-profit corporation shall operate as a business entity. While not operating as businesses would, it will operate in a manner using sound business practices. IAC shall have the ability to grow and carry out the objectives of IAC. At all times, IAC will operate in an ethical manner.
- SECTION 3** The objectives of IAC shall be:
- A. To promote the ethical and professional conduct of county officials.
 - B. To coordinate the administrative programs of IAC by:
 - 1. Associating the counties, county officials and county officials' associations of the State of Idaho into an association for the purposes of cooperative promotion of the interests of county government in Idaho;
 - 2. Coordinating the programs of member associations;
 - 3. Collecting, compiling and distributing information about county government and the administration of counties to assist in carrying out their duties as required by law; Providing a forum for the education and training on subjects vital to the conduct of county officials and their offices;
 - 4. Establishing good lines of communication with the Executive, Judicial and Legislative branches of the State of Idaho; Idaho's Congressional Delegation; federal agencies and departments; local taxing districts of the state of Idaho; and other stakeholders with an interest in county government to provide these stakeholders with the benefit of the knowledge and experience of county officials when studying proposed legislation ordinances, policies and rules directly affecting the duties of counties and county officials as required by law; presenting and promoting legislation, policies and rules believed to be beneficial to counties, the state and the citizens thereof; and opposing legislation which county officials believe to be detrimental thereto;
 - 5. Maintaining good county government;
 - 6. Instituting litigation in the name of IAC, or any member group, for the determination of the authority, responsibilities or liabilities of county officials under any constitutional provision or statute, and to advocate in any court proceedings wherein such authority, responsibilities or liabilities are to be determined; and
 - 7. Building a closer fellowship among county officials of Idaho.
 - C. Do any and all things necessary to affect the objectives set forth herein.

ARTICLE II: MEMBERSHIP OF IAC

- SECTION 1** The members of all associations of county officials who are county elected officials as defined by the Constitution of the State of Idaho and who have, by majority vote, designated the Idaho Association of Counties as its coordinating agency, and are county officials of a county whose board of commissioners have designated the Idaho Association of Counties as its coordinating agency by becoming contributing counties with the payment of dues as set forth by the board of

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directors, with the approval of the members, are hereby members of IAC. All regular dues are payable on October 1st of each fiscal year, with the fiscal year being October 1 through September 30, and such dues become delinquent as of January 31st of that fiscal year.

SECTION 2 Should a county choose not to pay the regular dues, an individual elected official from said county may ask the IAC Board of Directors "Board" to become an individual member and be eligible to vote. The Board will have the authority to set a dues structure for each individual elected official on a case by case basis.

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SECTION 3 Elected officials from a county that chooses not to pay dues to Idaho Association of Counties will not be eligible to belong to an affiliated association. However, if a county official elects to pay individual dues according to section 2 of this Article, they will then be eligible to join their affiliate association and be eligible to vote.

SECTION 4 Any special assessments approved by the the Board or membership during the fiscal year shall be voluntary and shall have no impact on the membership status of the county.

SECTION 5 Only members as enumerated in Section 1 of this Article shall be eligible to vote and hold office.

ARTICLE III: GOVERNMENT OF IAC

SECTION 1 The government of this association shall be vested in the membership hereof, except as otherwise provided herein.

SECTION 2 The control and management of the property, finances and general supervision of all the affairs of IAC shall be under the supervision of the board of directors answerable to membership.

SECTION 3 For any matter requiring an in-person vote, proxy voting is prohibited.

SECTION 4 The Board shall be polled at times other than regular board meetings by electronic methods, email, in writing and other means approved by the Board.

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SECTION 5 The meetings of IAC and its committees shall be governed by the IAC Constitution and Bylaws, other rules adopted by the Board for the convenience of the association and the simplified *Robert's Rules of Order Newly Revised, 11th edition*.

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ARTICLE IV: BOARD OF DIRECTORS

SECTION 1 The officers of IAC shall be: President, Vice President and Secretary/Treasurer. The immediate Past President will sit on the board in an ex-officio capacity. All of the above will serve without salary.

SECTION 2 The membership and terms of office of the Board shall be as follows:

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A. The Executive Committee, consisting of a president, vice president, secretary/treasurer and immediate past president, which shall be elected for one year at the annual conference;

B. One (1) director and one (1) alternate representing the State Association of Assessors, one (1) director and one (1) alternate representing the State Association of Recorders and Clerks, one (1) director and one (1) alternate representing the State Association of Commissioners and Clerks both of whom shall be a county commissioner, one (1) director and one (1) alternate representing the State Association of Prosecuting Attorneys and one (1) director and one (1) alternate representing the State Association of Treasurers, which shall be elected

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for a two-year term on odd numbered years in a method determined by the affiliate and reported to IAC 15 days prior to the start of the IAC Annual Conference;

- C. Two (2) directors and two (2) alternates representing the State Association of Commissioners and Clerks one director and one alternate shall be a county commissioner while the other remaining positions may be either a commissioner or county clerk, one (1) director and one (1) alternate from the State Association of Coroners and one (1) director and one (1) alternate from the State Association of Sheriffs, which shall be elected for a two-year term on even numbered years in a method determined by the affiliate and reported to IAC 15 days prior to the start of the IAC Annual Conference;
- D. Six (6) representatives, one (1) from each of the six (6) regional elected officials' districts shall be elected in October or November of each even numbered year to serve for a two-year term. At this meeting, each district shall elect an alternate to its representative and certify the names of such elected representative and alternate to IAC not later than 15 days after the election;
- E. One (1) National Association of Counties representative and one (1) Western Interstate Region representative, both elected by the membership to represent IAC for a two-year term in even numbered years at the IAC Annual Conference;
- F. The chairman or designee of the Idaho Counties Risk Management Program;
- G. One (1) representative from each member county with a population of 150,000 or greater, which shall be elected in odd numbered years in the manner provided within the county entitled to the board members, shall serve for two (2) years and shall certify the name of their representative to IAC no later than October 1;
- H. Past Presidents of IAC will serve on the Board until they retire or are not reelected to the office for which they served as President of Board; and
- I. Alternate members to the Board will serve in the absence of the regular Board members with full voting rights as though he or she was regularly elected or appointed.

SECTION 3

The members of the Board shall hold office for their designated terms and until their elected or appointed successor has signified acceptance. The new members of the Board shall take office on the first day of October following the date of the meeting at which their election or appointment took place or if elected by a district in October or November, will serve immediately following election. These Board members shall serve until their successors have been duly appointed and qualified. Each member of the Board shall have one vote.

SECTION 4

Vacancies in the Board shall be filled as follows:

- A. A vacancy in the office of president shall be filled by the succession of the vice president. A vacancy in the office of vice president shall be filled by the succession of the secretary/treasurer. A vacancy in the office of secretary/treasurer shall be filled by appointment by the Board.
- B. A vacancy in the office of the WIR Representative or NACo Representative shall be filled by appointment of the President.
- C. All other vacancies shall be filled by the appointing organization for the unexpired portion of the term.

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SECTION 5 Meetings of the Board may be held at any time upon the call of the president or upon call of the majority of the members of the Board. Notice of such meetings shall be given by emailing such notices to all members of the Board at their email addresses as far in advance as possible. Any Board member unable to attend must notify his or her alternate of said meeting. A Board member, or alternate, absent for two (2) successive regular meetings may be deemed by the Board to have resigned and the vacancy shall be filled as provided in Section 4.

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SECTION 6 The Board shall:

- A. Have general supervision over the affairs of IAC, decide its policies, issue statements and direct its activities, subject to the will of the membership as expressed at any duly called special meeting or annual meeting of IAC;
- B. Appoint and fix the salary of an Executive Director and authorize a budget for the hiring of additional staff as the Executive Director may deem necessary to carry out the mission of IAC;
- C. Have the power to outline the work or duties, and specify terms of employment of the Executive Director;
- D. Have the power to enter into contracts and delegate that authority to the Executive Director;
- E. Have the power to do any and all things legally necessary to accomplish the purpose of IAC within the approved budget;
- F. Have the authority to affiliate with such national organizations or county organizations as in their judgment would be beneficial to IAC, and appoint delegates thereto;
- G. In the event of an emergency as declared by a two-thirds (2/3) vote of the voting members of the Board, such Board shall have emergency powers to deal with matters arising between regular meetings of the membership that require immediate action where a summoning of the general membership would be impractical because of the time factor involved;
- H. Be authorized to promulgate such rules, regulations and policies as are necessary for the smooth and efficient operation of IAC; such rules, regulations or policies shall be reviewed at each annual meeting;
- I. Meet at least twice per year and at other times as necessary (See Article IV. Section 5); and
- J. Be polled at times other than regular board meetings by electronic methods, email, in writing and any other means approved by the Board.

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SECTION 7 The officers of this association shall assume the responsibilities of sitting on the Board for four years, moving up each year, beginning with secretary/treasurer and ending with immediate past president and the duties shall be as follows:

- A. The President shall:
 - 1. Preside at all meetings of IAC;
 - 2. Call special meetings upon a majority vote of the Board;
 - 3. Appoint all standing committees and name the chairs thereto, except as otherwise provided herein;
 - 4. Appoint all Board subcommittees and name the chairs of the subcommittees;

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5. Cast a special ballot in case of a tie at meetings of IAC and/or ~~the Board; and~~
 6. Be an ex-officio, non-voting member of all standing and special committees;
- B. The vice president shall:
1. Be present at all IAC meetings;
 2. Perform the duties of the ~~President~~ in the absence of the ~~President~~; and
 3. In the event of a vacancy in the office of president he or she shall automatically become president.
- C. The secretary/treasurer shall:
1. Be present at all IAC meetings;
 2. Perform the duties of the vice president in the absence of the vice president;
 3. In the event of a vacancy in the office of vice president, he or she shall automatically become vice president;
 4. In the event of vacancies in the offices of both ~~President~~ and vice president, he or she shall automatically become ~~President~~;
 5. Keep, or cause to be kept, the minutes of the annual meetings and special meetings of IAC and all meetings of the board of directors and verify the presence of a quorum at said meetings; and
 6. Keep a record of the finances of IAC as prepared by the ~~Executive Director~~, as provided in Article VI, Section 1, Sub-section (E).

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SECTION 8

- The ~~Executive Director~~ (appointed by the ~~Board~~) or ~~designee~~ shall:
- A. Act as secretary of the ~~Board~~.
 - B. Act as secretary of the Legislative Committee, and such other committees as the ~~President~~ or the ~~Board~~ may determine.
 - C. Represent IAC before any federal or state legislative body or other body or hearing upon the direction of the ~~Board~~.
 - D. Prepare, or cause to be prepared, data and reports as required which shall include the publication of the official IAC newsletter.
 - E. Have general supervision over the office and employees of IAC, subject to the policies as approved by the ~~Board~~.
 - F. Receive a salary fixed by the ~~Board~~. This agreement may be terminated by either party by giving 30 ~~days' written notice~~.

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ARTICLE V: ELECTIONS

SECTION 1 An election shall be held for secretary/treasurer at each annual meeting of IAC, and all members who are in good standing and present shall be entitled to vote in such an election.

SECTION 2 The election shall result in a new secretary/treasurer, as well as the other three officers advancing through the positions commencing with secretary/treasurer and ending with immediate past president.

SECTION 3 ~~The office of secretary/treasurer shall be open to all members in good standing in a rotating order, provided that not more than one member of the Executive Committee (Article IV, Section 2, A) shall represent the same county or county elected office. The rotation shall commence on October 1, 2014 and shall be in the following order: in year one, a prosecuting attorney; in each successive year thereafter, a treasurer, a county commissioner, an assessor, a clerk, a sheriff and a coroner.~~

SECTION 4 The ~~President~~ of IAC shall conduct the election and shall:

- A. Announce the rules of the election;
- B. Provide voting by secret ballot if there is a contested race;
- C. Declare the candidates who receive a simple majority vote as the newly elected officers of IAC; and
- D. Arrange in advance for the immediate installation of the newly elected qualified officers, terms herein specified.

SECTION 5 ~~The election of a representative to the National Association of Counties (NACo) and to the Western Interstate Region (WIR) Boards shall be held at the annual conference and the term of office shall be for two (2) years with the election occurring in each even-numbered year. The second seat on the NACo Board (if Idaho qualifies) shall be held by the President of IAC or his or her designee. The foregoing elected representatives from Idaho to the NACo and WIR Boards shall also serve as ex-officio and voting members of the Board.~~

SECTION 6 Persons that wish to pursue the ~~IAC secretary/treasurer, NACo representative and WIR representative positions must complete an application, provided by IAC, to IAC by August 31, of the year of their election to indicate their interest in running for the position. If no individual from the county elected office up for rotation for the IAC secretary/treasurer position submits an application by August 31, nominations will be taken from the floor during the Annual Conference from the next county elected office in the rotation schedule (Article V, Section 3).~~

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ARTICLE VI: FINANCES

SECTION 1 The funds of IAC shall be handled as follows:

- A. The ~~Board~~ shall cause to have a budget prepared and present the same for approval by the membership at the annual meeting;
- B. All funds shall be deposited in an appropriate IAC checking or investment account in financial institutions to be selected by the ~~Board~~ and shall be disbursed by electronic funds transfer or check. Said checks shall require any two (2) of the following signatures: the ~~Executive Director, chief~~ financial officer or any other person(s) designated by the ~~Board~~.

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C. No financial obligations beyond the approved budget may be incurred for IAC without the approval of the Board.

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D. The Board may establish a requirement of bonding for conduct of the Board or staff.

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E. Not less than monthly, the Executive Director shall cause to be prepared and submit to the secretary/treasurer and Board members appropriate financials for the preceding month. Not less than quarterly, the Executive Director shall cause to be prepared and submit to the secretary/treasurer and Board members a statement of investment accounts.

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F. The Board shall have the books audited by a Certified Public Accountant annually.

SECTION 2

The officers and members of the Board will be responsible for their own transportation and hotel at the IAC Annual Conference and the IAC Midwinter Conference. IAC shall pay officers and members for the miles actually traveled at the maximum rate established by the Board and/or actual expenditures for commercial travel, whichever is less, and shall be reimbursed for subsistence expenses at the annual planning & development meeting. Reimbursements for special meetings of the IAC Board will be determined by the officers of IAC.

ARTICLE VII: COMMITTEES

SECTION 1

The Legislative Committee, a standing committee of IAC, shall have the following membership and responsibilities:

A. The Legislative Committee shall consist of:

1. A chair and vice chair appointed by the President;
2. The chair of the Legislative Committee of each elected official affiliate; and
3. One member from each of the six (6) districts, the member to be elected after the General Election in November for a two (2) year term. The name of the person elected shall be certified to IAC not later than 15 days after said election.

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B. It shall be the duty of the Legislative Committee to:

1. Formulate and promote the IAC Legislative Package from the resolutions submitted as outlined in Article VIII;
2. Coordinate the legislative activities of the affiliated elected officials' groups;
3. Coordinate the legislative activities of IAC Districts;
4. Vigorously oppose legislation detrimental to good county government or in conflict with adopted IAC policies; and
5. Render periodic reports to the general membership of IAC.

SECTION 2

A. The official steering committees of IAC are:

1. Environmental, Energy and Land Use;
2. Health & Human Services;
3. Intergovernmental Affairs;
4. Justice & Public Safety;
5. Public Lands; and
6. Transportation.

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B. The official IAC steering committees shall have the following responsibilities:

1. Create a committee mission statement to be reviewed biennially in even numbered years at the annual conference.
2. Draft committee mission statement amendments, if necessary, and submit same to the membership for consideration and adoption at the annual conference. Mission statement amendments shall require a 2/3 approval of those committee members present.
3. Consider legislative resolutions germane to the committee, either drafted by the committee or assigned to the committee and presented to the committee by affiliate associations or districts and submit recommendations to the IAC Legislative Committee at the annual conference, as provided in Article VIII. Recommendations shall require 2/3 approval of those committee members present.
4. Consider, at the discretion of the chair, other legislative or policy proposals of interest to the committee.
5. Provide education and information focused on topics germane to the committee.

SECTION 3

Other committees may be appointed by the President which in his or her discretion he or she deems necessary, or which the Board, or the membership of IAC may determine to be necessary.

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SECTION 4

The President shall appoint all committees, except as otherwise provided for herein. All committee appointments (except special committee appointments made for a lesser period of time) shall expire with the expiration of the term of the President of IAC under whose term the appointment was made.

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A. In order to participate in any steering committee, current county elected officials shall be appointed to a steering committee by the President no later than December 31. New members elected at the November general election may request appointment to a steering committee by contacting the President of appropriate IAC staff no later than the last day of February following their election to office.

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SECTION 5

The president shall appoint the chair and vice chair of all committees. All committee chair and vice chair appointments shall expire with the expiration of the term of the President under whose term the appointment was made.

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It shall be the responsibility of the committee chair to:

- A. Attend all committee meetings;
- B. Plan the meeting agenda with assistance from the IAC staff;
- C. Start committee meetings on time;
- D. Create and appoint subcommittees when appropriate;
- E. Prepare and submit a written report after each meeting for distribution to the IAC membership; and
- F. Perform other functions as set forth in the committee policy statement as set forth in policy by the Board.

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SECTION 6 Committees may refer any unresolved matter to the Board for final consideration prior to submission to the membership.

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ARTICLE VIII: LEGISLATIVE RESOLUTIONS

SECTION 1 Legislative resolutions to be incorporated in the IAC Legislative Package may be sponsored by:

- A. IAC Board of Directors;
- B. Affiliated Association of IAC;
- C. IAC Districts; or
- D. Standing or steering committees of IAC.

SECTION 2 Legislative resolutions must be submitted electronically to the IAC office no later than September 1 of each year and meet the following criteria:

- A. Address a single subject;
- B. Be prepared in the standard IAC legislative resolution format as established by the Board;
- C. List the county offices affected;
- D. List the Idaho statutes affected;
- E. Clearly state the arguments supporting the resolution including relevant background information;
- F. State the fiscal impact of the resolution on counties;
- G. Identify the sponsor as outlined in Section 1, Article VIII;
- H. List other stakeholders who will be affected by the resolution and the nature of the impact; and
- I. Identify the standing or steering committee to which the resolution is to be assigned.

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SECTION 3 Legislative resolutions shall be processed in the following manner at the Annual Conference:

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- A. All legislative resolutions received electronically by the IAC office before September 1 shall be assigned a resolution number based on its order of submission and shall be placed on the agendas of the assigned standing or steering committees as provided in Section 2, Article VIII.
- B. The sponsor, or his or her designee, shall present the resolution to the assigned steering committee. The assigned steering committee shall evaluate the resolution and submit its recommendation to the IAC Legislative Committee for final recommendation to the membership. Legislative resolutions that fail to meet steering committee voting requirements as provided in Section 2, Article VIII will not be considered by the IAC Legislative Committee. In order for a steering committee to adopt a resolution, the resolution must:

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- 1. Focus on a single issue within the general realm and scope of county government; and
- 2. Affect more than one county or more than one elected office or department; and

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- 3. Affect taxation, spending, revenue generation authority or create significant efficiencies or cost savings; and
 - 4. Be politically feasible.
- C. Following consideration by the assigned steering committees and prior to the consideration and adoption by IAC membership, the IAC Legislative Committee shall meet to review all legislative resolutions adopted by steering committees for compliance with Sections 2 and 3 of Article VIII. Legislative resolutions that are found to be noncompliant will receive no further consideration. After reviewing all legislative resolutions, the IAC Legislative Committee shall make and submit its recommendations to the membership for final consideration and adoption.
- D. Following consideration by the IAC Legislative Committee, legislative resolutions shall be considered and voted upon by the membership for adoption.

SECTION 4

The Legislative Committee, as designated in Article VII, shall process adopted legislative resolutions in the following manner:

- A. Legislative resolutions adopted by the membership shall be placed on the agenda of the first IAC Legislative Committee meeting following the Annual Conference for the purpose of prioritizing the resolutions. Adopted legislative resolutions shall be prioritized according to the standards set forth in Section 3, Article VIII.
- B. After prioritizing the legislative resolutions, the IAC Legislative Committee shall recommend a number not to exceed a total of ten (10) legislative resolutions. The chair of the IAC Legislative Committee shall submit the legislative resolutions in order of priority to the IAC Executive Director who shall prepare or cause to be prepared the IAC Legislative Package which shall be provided electronically to each IAC member by December 1.
- C. All legislative resolutions not incorporated in the IAC Legislative Package shall be the officially adopted policy of IAC and shall be the responsibility of the resolution sponsor.
- D. Any special legislation that does not significantly impact most of the counties may be included in the IAC Legislative Package or may receive conditional support with the unanimous approval of the IAC Legislative Committee, board of directors or two-thirds (2/3) vote of the IAC membership.

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SECTION 5

Rules of order for voting shall be set forth in policy by the Board and shall require a two-thirds (2/3) approval of the members voting on the issue.

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SECTION 6

The IAC Legislative Committee, on behalf of IAC, may take a position on specific legislation that impacts Idaho's counties. The position to be taken shall be consistent with IAC policy and whenever practical shall be ratified by the IAC membership.

SECTION 7

No legislation or policy shall be drafted by IAC staff unless the request has been authorized by the Board, IAC Legislative Committee, IAC District, affiliated association of IAC or IAC steering committee.

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SECTION 8

After September 1, no legislation or policy shall be drafted by IAC staff unless the request has been authorized by either the Board or the IAC Legislative Committee. Any legislation or policy authorized under this subsection must comply with the criteria for adoption as provided in Section 3(B), Article VIII of the IAC Bylaws. Additionally, legislation or policy proposed after September 1 must:

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- A. Address a policy issue that was either not know or reasonably could have been known or addressed as of September 1.
- B. Address a policy issue that requires immediate legislative action during the current legislative cycle; and
- C. Address a policy issue for which no other non-legislative alternative is available.

SECTION 9 All legislative resolutions must be submitted in compliance with Article VIII of the IAC Bylaws. Failure to comply with the provisions of any of the processes set forth in Article VIII of these bylaws shall render and resolution null and void.

ARTICLE IX: MEETINGS OF IAC

SECTION 1 The Annual Conference of IAC shall be at a time to be determined by the Board.

SECTION 2 Special meetings may be called by a majority of the Board, provided that a written notice is sent to each member at his or her email address in advance of such meeting. Only issues for the call of the special meeting may be considered.

SECTION 3 It is the expressed belief of the charter members of IAC that the meetings of IAC must be kept firm from the influence of special interest groups and their representatives.

SECTION 4 At the Annual or special meeting of IAC, after due notice of same has been given, a quorum at such meeting shall be constituted by the presence of at least a majority of the members registered, and any actions taken at such meetings will be legal and binding upon IAC if approved by a simple majority vote with the exception of the vote required by Article VIII, Section 5.

ARTICLE X: IAC DISTRICTS

SECTION 1 Each IAC District shall elect a chair, vice chair and secretary/treasurer each year in a manner agreed on. Any county that is not a member of IAC shall be denied the holding of an office on a district level, voting on IAC matters and serving on an IAC committee.

SECTION 2 Each IAC District shall have at least two (2) meetings per year, one of which shall take place in October or November. These meetings may be called by the chair at his or her pleasure. All elected officials in each of the six (6) districts shall have notice of their district meeting.

SECTION 3 Each IAC District shall elect one (1) representative and one (1) alternate to serve on the Board in October or November of each even numbered year. These two names shall be submitted to IAC within 15 days of the election.

SECTION 4 Each IAC District shall notify IAC as soon as possible as the meetings are scheduled. A copy of the agenda shall be provided to IAC as soon as it is available.

ARTICLE XI: REVIEW OF AMENDMENTS AND BYLAWS

SECTION 1 In each even-numbered year, the IAC President shall appoint a committee consisting of not less than three nor more than seven IAC Board members to review the Constitution and Bylaws and make recommendations to the Board and Membership as deemed necessary.

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SECTION 2 Any and all amendments to this Constitution and Bylaws must be approved by the majority vote of the general membership of the IAC in attendance at any regular or properly called special meeting, provided, however, that the proposed amendment, or amendments shall have been submitted in writing to the membership at least ~~thirty~~ (30) days in advance of such meetings, and shall have been read to the members at said meeting.

SECTION 3 IAC Districts and affiliate associations shall review their bylaws for compliance with the IAC Bylaws every two (2) years in even numbered years.

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