

**By-Laws
Of
The Idaho Association of Commissioners and Clerks**

ARTICLE I.

SECTION 1. Purpose: The Idaho Association of County Commissioners and Clerks (hereafter referred to as "IACC") shall be a nonprofit organization of duly elected Commissioners and Clerks of the District Court who shall meet to discuss how to discharge their duties in accordance with the Idaho Code and purposes set forth in the Articles of Incorporation.

Membership: All commissioners and the clerk of any county in the state of Idaho shall, by payment of annual dues, become a member for the year for which dues are paid, during which time such county shall be entitled to all services and privileges of the Association.

Should a county choose not to pay the regular dues, an individual elected official from said county may ask the IACC Executive Committee to become an individual member and be eligible to vote.

ARTICLE II.

SECTION 1. Dues: Any county of the state of Idaho shall be classified as a current member by paying the membership fee for the current fiscal year by February 1st. The Association's fiscal year shall begin on October 1st and end on September 30th.

The IACC Executive Committee will have the authority to set a dues structure for each individual elected official on a case-by-case basis.

ARTICLE III.

SECTION 1. Annual Membership Meeting: IACC shall conduct an annual membership meeting at the time and place determined by the Executive Committee.

SECTION 2. Business: The delegates shall consider such business approved to be on the agenda by the Executive Committee as may be presented by the Executive Committee, committees, or delegates.

SECTION 3. Voting: All voting in meetings of the entire body shall be by voice unless a rising vote, roll call, or secret ballot is otherwise ordered by the President or a majority of those voting. A majority vote of those present shall be required for decisions on all issues.

SECTION 4. Membership Voting: Every county commissioner and county clerk of a member county and IACC Executive Committee approved individual member of the Association present at the meeting shall be deemed a delegate and entitled to one vote.

SECTION 5. Quorum: For the purpose of transacting business at the annual meeting, a quorum consists of the voting delegates of the member counties represented at the annual meeting.

ARTICLE IV

SECTION 1. Organization: The Executive Committee shall conduct the affairs of the Association in a manner consistent with the objects set forth in Article II or the Articles of Incorporation of said Association, to the end

that county government may be strengthened by harmonious and cooperative action between the Association and the several agencies of government in Idaho.

SECTION 2. Meetings of the Executive Committee: All meetings of the Executive Committee shall be called by the President upon five (5) days written notice. However, a meeting of the Executive Committee may also be called by any two (2) members of the Executive Committee.

SECTION 3. The Executive Committee may meet in person or by electronic methods, including by audio or video conferencing, email, or other means approved by the Executive Committee.

Conference Calls: Conference calls may be used to conduct emergency business.

SECTION 4. Compensation: The Executive Committee shall not receive compensation for serving as an officer, but may be reimbursed for mileage, meals, and lodging.

ARTICLE V.

SECTION 1. Officers and Executive Committee: The officers of IACC are comprised of:

- A. President
- B. Vice President
- C. Secretary/Treasurer

The Executive Committee is comprised of the officers and the Immediate Past President.

SECTION 2. Qualifications: Officers shall be elected county commissioners or clerks and a member in good standing.

SECTION 3. Term of Office: Each Officer shall serve a term of one (1) year in his/her elected position starting on the date of their installation. Their term shall continue until their successors are elected and installed.

SECTION 4. Vacancies: In the event of a vacancy of the Executive Committee, the officers shall move up, filling the vacant position or positions. At the next annual meeting, officers of the Association shall be elected in accordance with the number of positions to be filled and in the representation rotation to consist of two county commissioners and one county clerk. The Immediate Past President's term shall be extended for an additional year to fill the positions of the Executive Committee. In the event that the Immediate Past President is unavailable, the position shall be filled from previous past presidents who are available to serve.

ARTICLE VI.

SECTION 1. Election of Officers and Executive Committee: The officers of the Association shall be elected at the annual membership meeting.

SECTION 2. Idaho Association of Counties Board of Directors: On even numbered years, a county commissioner delegate, other than an Executive Committee member, shall be elected to the Idaho Association of Counties (IAC) Board of Directors for a two (2) year term.

SECTION 3. Nominating Committee Report: The report of the Nominating Committee shall be read to the delegates at least twelve (12) hours prior to the annual business meeting.

SECTION 4. Further Nominations: The President shall, at the time of election of officers, repeat the report of the Nominating Committee and call for further nominations from the floor.

ARTICLE VII.

SECTION 1. Duties of Officers:

A. The *President* shall:

- i. Preside at all business meetings of IACC.
- ii. Appoint all members to committees and name the chairperson thereto including the chair of the legislative committee who shall be a county commissioner and shall serve as the representative of the IAC Legislative Committee.
- iii. Make any appointments to fill an unexpired term of the Vice President or Secretary/Treasurer, or the IAC Board Member, if he or she is unable to fulfill their term.
- iv. Serve as a member of the IAC Board of Directors.
- v. Appoint the alternate to the IACC Representative to the IAC Board of Directors.
- vi. Appoint the Legislative Representative and their alternate.

B. The *Vice-President* shall:

- i. If, for any reason, the President cannot attend any meeting, the Vice President shall preside at such meeting. If, for any reason, a vacancy exists in the presidency, the Vice President shall fill the remainder of his or her term of office.

C. The *Secretary/Treasurer* shall:

- i. Keep all minutes of business meetings, including a list of attendees, of all meetings.
- ii. Handle correspondence as directed by the President.
- iii. Transmit minutes to each member within thirty (30) days following each meeting.
- iv. Provide for the transmittal of a statement of dues to each county prior to January each year.
- v. Be responsible for all monies and account for receipts and expenditures as provided in Article VIII.
- vi. Transmit notices and supporting documentation of all meetings of IACC to the membership.
- vii. Ensure that all minutes are posted on the IAC website.
- viii. Help develop the budget and ensure that accurate financial records are maintained.

D. The *Immediate Past President* shall:

- i. Provide input and guidance to the IACC officers.
- ii. Serve as a member of the IAC Board of Directors.

SECTION 2. Committees:

The President may establish special committees, name the chairperson thereto, and appoint members as and when it is deemed in the best interest of the Association.

The President shall appoint the Chairperson of each committee. The Executive Committee shall appoint three members to each committee so that there is at least one clerk and at least two commissioners on each committee. The members of each committee shall represent the various regions of the state.

The President shall fill all vacancies on committees in accordance with the balance between commissioners and clerks outlined above.

- A. Nominating Committee: The Nominating Committee consists of a member of each IAC District to identify suitable candidates for IACC Secretary/Treasurer annually and IACC Representative to the IAC Board of Directors in even-numbered years. The Nominating Committee shall be especially concerned that counties of diverse population and geographic region be represented on the Executive Committee. The officers elected each year shall consist of two county commissioners and one county clerk.

- B. Mills Adler Committee: The Mills Adler Committee shall select a county commissioner worthy to receive this annual award. This committee should, when feasible, include commissioners and clerks who were past recipients of the Mills Adler Award from each IAC District.
- C. Legislative Committee: The Legislative Committee shall be responsible for screening proposed legislation; presentation of proposals at the annual meeting; the preparation of those proposals into bill form; and for striving to secure passage by the legislature. The chair of the Legislative Committee will serve as the Association's representative on the IAC Legislative Committee. Proposed changes to legislation shall stand for vote of the membership to move forward. The Legislative Committee shall have final authority on all legislative items not approved by the delegates at the annual meeting.
- D. Bylaws Committee: The Bylaws Committee shall be responsible for reviewing and recommending amendments to the bylaws in odd numbered years. Proposed changes to the bylaws shall be reviewed by the executive committee.

SECTION 3. Representatives:

- A. IACC Representative to the IAC Board of Directors shall:
 - i. Attend all IAC Board meetings.
 - ii. Transmit the views of the majority of the IACC membership to the IAC Board for consideration.
 - iii. Report actions of the IAC Board to the membership.
 - iv. If the IAC Board Representative is unable to fulfill these duties, the alternate shall be notified and begin assuming these duties.
 - v. This position shall be elected in even-numbered years and serve for a period of two years. The term of office for the IACC Representative to the IAC Board of Directors shall commence on October 1 in the year elected and shall end on September 30 two years later.
 - vi. The IACC Representative to the IAC Board of Directors alternate shall be appointed by the IACC President.
- B. IACC Legislative Representative on the IAC Legislative Committee shall:
 - i. Represent the membership on the IAC Legislative Committee, which meets regularly during the legislative session.
 - ii. The Legislative Representative shall, upon request, present discussion topics, questions, and relay information to the membership regarding urgent legislative matters being considered during the legislative session.
 - iii. If the Legislative Representative is unable to fulfill these duties, the alternate shall be notified and begin assuming these duties.

The Legislative Representative and alternate shall be appointed by the President.

ARTICLE VIII.

SECTION 1. Financial: The funds of IACC will be handled either by the Secretary/Treasurer pursuant to direction of the membership or by an association providing services to IACC pursuant to a written contract. IACC's fiscal year will begin on October 1 and end on September 30.

SECTION 2. Financial Budget: The Secretary/Treasurer, with assistance from any contracted service provider, shall develop an annual budget for approval by the Executive Committee and deliver to the membership at least ten (10) days prior to the annual meeting. The annual budget shall be presented to, and adopted by, the membership at the annual meeting of IACC. If the proposed budget necessitates a dues increase, that increase must be approved by the membership prior to the adoption of the budget.

Any expenditure not covered by a previously approved budget for the association must be pre-approved by the Executive Committee.

SECTION 3. Computation of Membership Dues: Upon adoption of the budget by a majority vote of the members present at the annual business meeting, the Executive Committee shall assess the membership fees for each county equally.

SECTION 4. Financial Reporting of Funds Received and Disbursed: The Secretary/Treasurer, or contracted service provider, shall maintain records as to be able to give a fund balance whenever requested by the President. A Financial Report, consisting of a Balance Sheet and a Statement of Expenditures to the Budget, shall be sent to the members no less than ten (10) days prior to the annual meeting.

SECTION 5. Professional Counsel: The Executive Committee may retain such professional counsel as it may from time to time deem necessary.

SECTION 6. Finance Audit Report: If services are provided to IACC pursuant to a written contract with another association, the financial records shall be audited every three years by an outside, independent auditor. Otherwise, all necessary financial records shall be forwarded to the IACC Budgeting/Auditing Committee for auditing purposes.

ARTICLE IX.

SECTION 1. Bylaw Amendments: These bylaws shall be reviewed by the membership in odd-numbered years. Bylaw amendments shall be considered during the annual meeting by roll call voted of two-thirds vote of the voting delegates present, provided that a written copy of the proposed bylaw amendments was distributed to all delegates at least ten (10) days prior to the annual meeting, provided that a motion can be made from the floor to further amend the bylaws in the first business meeting at the IACC. Voting on additional proposed amendments will occur at the second business meeting of the IACC Annual Conference. Such amendments shall become effective immediately upon approval by the delegates.

SECTION 2. Rules of Order: If a question arises that is not covered by these Bylaws, *Robert's Rules of Order Newly Revised, 12th Edition* shall prevail.

Historical Reference:

- Revised and adopted by IACC: June 5, 2025
- Revised and adopted by IACC: June 7, 2017