

BYLAWS
OF
THE ASSOCIATION OF INDIANA COUNTIES, INC.

ARTICLE I
MEMBERSHIP

ARTICLE 1, SECTION 1. Members. As provided in the Articles of Incorporation, members of the Association of Indiana Counties, Inc. (the "Corporation") shall be categorized in three (3) classes as follows.

(a) County Members. Any county in the State of Indiana shall be eligible for membership in the Corporation and may become a member by payment of an annual membership fee. When a county becomes a County Member, it shall be represented by its elected officials and shall be entitled to such services rendered by the Corporation as may be helpful to such officials in the performance of their governmental duties.

(b) Affiliate Members. Organizations representing active, elected county officials shall also be eligible for membership in the Corporation upon the approval of the Board of Directors. When an organization becomes an Affiliate Member, it shall be represented by its president and immediate past president and shall be entitled to such services rendered by the Corporation as may be determined by the policies established by the Board.

(c) Advisory Members. Organizations representing active, non-elected county officials which are interested in furthering the purposes of the Corporation shall be eligible for membership and may become Advisory Members upon the approval of the Board of Directors. Each Advisory Member shall designate one person to represent such Advisory Member on the Board of Directors. The terms and conditions for granting Advisory Member status shall be determined in each case by the Board of Directors.

Article I, Section 2. Membership Certificates and Identification Cards. The Corporation shall have membership certificates and membership identification cards, authorized by the Board of Directors. The form of any such certificate or identification card, shall be prescribed by the Board of Directors.

Article I, Section 3. Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary resignation. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Any such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Article I, Section 4. Expulsion, Suspension, and Termination. A membership may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation.

Article I, Section 5. Dues, Fees, and Assessments. The amount of any membership fees, dues, and assessments applicable to membership in the Corporation or to any class of such membership and the time and manner of payment thereof shall be determined by the Board of Directors. Of the total dues payment, fifteen dollars (\$15) shall be used as an annual subscription fee for *Indiana News 92* Magazine for each county elected official.

ARTICLE II **MEETINGS OF MEMBERS**

Article II, Section 1. Annual Conference Meeting. The Corporation shall hold an Annual Conference meeting, the time and place of which shall be determined by the Board of Directors. Annual Conference meetings shall be held on an annual basis.

Article II, Section 2. Special Meetings. Special meetings of the members may be called by the President, upon request of any twenty-five (25) County Members, or by a majority vote of the Board of Directors. Special membership meetings shall be held at the place specified in the notice of meeting.

Article II, Section 3. Participation. A member may participate in an Annual Conference, a ~~regular~~, or a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Article II, Section 4. Notice of Meetings. Written notice stating the place, date and time of any meeting of the members and, if the quorum of members for the meeting is less than one-third (1/3) or in the case of special meetings, or when otherwise required by law, a description of the purpose or purposes for which such meeting is called, shall be delivered or mailed (first class or registered) by the Corporation to each member of record entitled to vote at such meeting, at such address as appears on the records of the Corporation, at least ten (10) days before the date of such meeting on being notified of the place, date and time thereof by the officers or persons calling the meeting.

Article II, Section 5. Voting Rights.

- (a) Each County Member is entitled to one vote for each duly registered elected county official.
- (b) Affiliate Members, except for the Affiliate's president and immediate past president, are entitled to no votes.
- (c) Advisory Members are entitled to no votes.

Article II, Section 6. Date of Determination of Voting Rights. The President of the Board of Directors shall submit to the President of the County Commissioners of each member county a request to determine who shall have voting rights on behalf of the county. The President of the County Commissioners of each member county shall respond at least sixty (60) days prior to the meeting or action requiring a determination of members eligible to vote. The President of the County Commissioners shall include the name of the person eligible to vote, and the address to where the notice must be sent.

Article II, Section 7. Voting by Proxy. Proxies shall not be allowed at any meeting of the Corporation.

Article II, Section 8. Quorum; Voting. At any meeting of members, those County Members that are present, represented in person, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, unless at least one-third (1/3) of the voting power is present in person, the only matters that may be voted on at a meeting of the members are those matters that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Article II, Section 9. Voting List. The Corporation shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the Corporation. After fixing a record date for notice of a meeting, the Corporation shall prepare a list of the names of the Corporation's members who are entitled to notice of the members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. A member may inspect and copy, at any reasonable time and reasonable location specified by the Corporation, the Corporation's list of members if the member

gives the Corporation written notice at least five (5) days before the member desires to inspect and copy the same; provided, however, the following conditions must exist:

- (a) the member's request must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose for the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the Corporation in any event may refuse to provide names or identifying information relating to contributors.

Article II, Section 10. Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with such rules as the Board of Directors may adopt.

ARTICLE III **Board of Directors**

ARTICLE III, Section 1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

ARTICLE III, Section 2. Number, Term, and Appointment. The Board of Directors shall be composed of:

- (a) the president and immediate past president of each Affiliate Member organization;
- (b) the president and vice president of each of the six (6) geographic districts of the Corporation;
- (c) the chairman of the Legislative Committee of the Corporation;
- (d) the officers of the Corporation;
- (e) an advisory board member, without voting privileges;
- (f) the past president of the Corporation for a period of one year following the expiration of their term as president; and

- (g) past presidents serving on the Board of Directors who had the power to vote on November 17, 1986, provided that each such past president continues to hold an elective county office.

Each director shall serve for a term of one (1) year, unless sooner removed or until his or her respective successors are elected or appointed and qualified. Only elected county officials presently holding office are eligible to serve on the Board of Directors, excluding any appointed advisory board member.

ARTICLE III, Section 3. Consultative Directors. After November 17, 1986, any past president of the Corporation, provided he or she continues to hold an elective county office, shall be a consultative member of the Board of Directors for a period of one year following the expiration of his or her term as Corporation president. The consultative director shall serve on the Board of Directors and shall have the power to vote on any matter before the Board of Directors.

ARTICLE III, Section 4. Removal. Any member of the Board of Directors who ceases to be an elected county official, who ceases to hold the office of the president of his Affiliate Member organization or who ceases to hold the office of president or vice president of the Corporation geographic district he represents shall be deemed to automatically vacate his position. Any director may also be removed by amendment of the Articles of Incorporation or these Bylaws.

ARTICLE III, Section 5. Vacancies. A vacancy in a position held by a president of an Affiliate Member organization shall be filled by the Affiliate Member organization which shall promptly certify a person to fill such vacancy for the unexpired term. A vacancy in a position held by an immediate past president of an Affiliate Member organization shall be filled by the Affiliate Member organization, which shall promptly certify a person to fill such vacancy for the remainder of the term. In the event of a vacancy in a position held by a president of a Corporation geographic district, the vice president shall assume the position of president for the remainder of the term. In the event of a vacancy of a vice president of a Corporation geographic district, the President of the district shall make an appointment to fill the remainder of the term. A vacancy by the chairman of the Legislative Committee shall be filled by appointment of the President of the Corporation. **In the event that a district officer assumes the position of a president or past president of an affiliate member organization, the district officer shall vacate their district officer position on the Board of Directors.**

ARTICLE III, Section 6. Meetings. The Board of Directors shall meet at such times as the Board may determine, but at least four (4) regular meetings shall be held per year.

ARTICLE III, Section 7. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President, the

Executive Director or a majority of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. A director may waive any required notice of an annual, regular, or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

ARTICLE III, Section 8. Quorum; Voting. One-third (1/3) of the directors in office is required for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. A director may participate in any meeting of the Corporation by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

ARTICLE IV **Committees**

ARTICLE IV, Section 1. Executive Committee.

(a) There shall be, and by the adoption of these Bylaws the Board of Directors hereby creates, an Executive Committee of the Corporation, which shall consist of the officers of the Corporation. The President shall be the chairman of the Executive Committee. The Executive Director shall be a member without a right to vote. The Executive Committee shall meet at such times as it shall find necessary. The Executive Director or the President may call a meeting after adequate notice to the members of the Executive Committee.

(b) During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except where prohibited by law, including the authority to review the audit of the Corporation's records and accounts and to make a recommendation to the Board of Directors concerning its approval, to set the compensation of the Executive Director, and to review the budget proposal submitted annually by the Executive Director and to make a recommendation to the Board of Directors concerning its approval. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors, except where prohibited by law, including authority to act on

behalf of the Board of Directors in situations requiring immediate action.

ARTICLE IV, Section 2. Legislative Committee.

(a) The Legislative Committee shall consist of one (1) member from each Affiliate Member organization, plus five (5) active, elected county officials at large, one of whom shall be appointed by the President to be chairman of the Legislative Committee. The President shall give consideration to the political and geographic balance of the legislative committee, if possible.

(b) The President shall request each Affiliate Member organization to recommend an active, elected county official for membership on the Legislative Committee. Each Affiliate Member organization shall determine the process by which its recommendation shall be made. The Affiliate member serves at the pleasure of the Affiliate President.

(c) The Legislative Committee shall consider all legislation affecting county government and submit its recommendations for appropriate action to the Board of Directors.

(d) The Legislative Committee shall prepare and present to the Board of Directors its recommendations for the Corporation's legislative program. The legislative program may be adopted in policy form allowing maximum discretion to modify, amend, change or be specific in keeping with the overall goals and objectives of the Corporation.

ARTICLE IV, Section 3. Nominating Committee. The President shall appoint seven (7) members of the Board to the nominating committee, one of whom shall be designated by the President to act as chairman. None of the remaining members of the committee shall be from the same Corporation district as the other members of the committee, not including the chairman. The President shall not be an ex-officio member of the committee.

The nominating committee shall prepare a report for presentation at the Annual Conference meeting of the Board of Directors. The report shall include a recommendation of one or more nominees for the offices of President; First, Second, and Third Vice Presidents; and Treasurer. The nominating committee shall make its recommendations with due regard to the political, geographic and affiliate balance represented on the Board of Directors.

ARTICLE IV, Section 4. Other Committees. The Board of Directors may from time to time create and appoint standing, special, or other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes

of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be a member of the corporation, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE V **Officers**

ARTICLE V, Section 1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a First Vice President, a Second Vice President, a Third Vice President a Treasurer and an Executive Director. The Executive Director shall also serve as Secretary and Assistant Treasurer. All of the officers, with the exception of the Executive Director, shall be elected at the Annual Conference meeting of the Board of Directors. The Board of Directors, either directly or upon recommendation of a committee established by the Board of Directors, shall select the Executive Director to serve the Corporation.

ARTICLE V, Section 2. Terms of Office. The officers of the Corporation shall assume office on November 1 of the year of their election and shall hold office for a term of one (1) year or until their successors are elected and qualified. A district officer who becomes an officer of the Board of Directors may only serve concurrently as a district officer until the next district meeting at which elections take place. An officer may also hold the position of an affiliate officer. The affiliate president reserves the right to fill an affiliate position on the Board of Directors to ensure adequate representation.

ARTICLE V, Section 3. Vacancies. Any officer who ceases to be an elected county official shall be deemed automatically to vacate the office. A vacancy in the office of the president, first, second or third vice president shall be filled through the advancement of the next succeeding vice president or treasurer. A vacancy in the office of treasurer shall be filled by an appointment by the Board of Directors, following a recommendation of the nominating committee.

ARTICLE V, Section 4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time, by the Board of Directors.

ARTICLE V, Section 5. Compensation. Each officer of the Corporation shall receive reimbursement for services rendered in the performance of their duties, upon proper documentation.

ARTICLE VI
Powers and Duties of Officers

ARTICLE VI, Section 1. President. The President, if present, shall preside at all meetings of the members, meetings of the Board of Directors and meetings of the Executive Committee. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

ARTICLE VI, Section 2. Vice Presidents. Subject to the general control of the Board of Directors, if the President is not present, the Vice Presidents, according to their numerical order, shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

ARTICLE VI, Section 3. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. Treasurer shall be responsible for all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall cause to be deposited all funds of the Corporation with such depositories as he shall approve. The Treasurer, or the Treasurer's designee shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

ARTICLE VI, Section 4. Executive Director.

(a) The Executive Director shall be responsible to the Board of Directors for the proper and efficient operation of the Corporation, act as chief administrative officer of the Corporation, implement the programs, policies and procedures of the Corporation, act as chief lobbyist and carry out the legislative policy of the Corporation.

(b) In his capacity as Secretary, the Executive Director shall attend all meetings of the members, the Board of Directors, and of the Executive Committee, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Executive Director, as Secretary, shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Executive Director, as the Secretary, shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books and records of the Corporation, shall be responsible for

authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

(c) In his capacity as Assistant Treasurer, the Executive Director shall prepare an annual budget to be submitted to the Executive Committee for its review and recommendation to the Board of Directors, maintain custody of Corporation funds and securities, shall keep full and accurate account of all receipts and disbursements, shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation. The Executive Director, as Assistant Treasurer, shall recommend for the Board of Director's approval the depositories for Corporation funds and appropriate investments for the Corporation's idle funds and shall receive, account for and expend all Corporation monies on his own initiative, but under the general direction of the Board of Directors, according to the approved annual budget. Two signatures shall be required for the signing of all warrants. The Executive Director, as Assistant Treasurer, shall render reports to the Board of Directors setting forth fully and accurately the financial condition of the Corporation.

ARTICLE VII **Districts**

ARTICLE VII, Section 1. Geographical Grouping. There shall be six (6) districts within the territorial limits of the State of Indiana and each County Member shall be included in only one such district. The Board of Directors shall determine boundaries of the districts.

ARTICLE VII, Section 2. Meeting. Each district shall meet at least one (1) time annually, at a location determined by the district president, within its boundaries for the purpose of electing district officers. Additional meetings may be scheduled at the discretion of the Board of Directors. Adequate notice of district meetings shall be provided, which shall include a list of County Members in the district.

ARTICLE VII, Section 3. District Officers. The officers of each district shall be a president and vice president who shall be elected at the annual district meeting. The district president and vice president shall not be from the same county. The officers shall be elected for a one (1) year term and shall hold office until their successors shall be elected and qualify. The officers shall assume office on the first day of the month immediately following the meeting at which they are elected. No person shall be eligible to serve as a district officer unless he is serving as an elected county official of a Member County in the district from which he is elected.

ARTICLE VII, Section 4. District Elections. Nominations for the offices of district president and vice president shall be submitted in writing to the Corporation at least one (1) week prior to the district meeting at which officers are to be elected. Nominees' names shall be submitted to those present and eligible to vote. Nominations shall be invited from the floor before the vote is cast on any office. Each elected county official from a Member County in the district is eligible to cast one

vote for each district office. If there is more than one eligible nominee for an office, the voting shall be by secret ballot. The use of proxies shall not be allowed in the election of district officers.

ARTICLE VIII
Miscellaneous

ARTICLE VIII, Section 1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

ARTICLE VIII, Section 2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President and the Executive Director.

ARTICLE VIII, Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE IX
Amendments

ARTICLE IX, Section 1. Amendment to By-laws. Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors on an affirmative vote of two-thirds of the membership of the Board of Directors which is present. Each director eligible to vote shall be entitled to one (1) vote. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon. Such notice shall be mailed to all members of the Board of Directors at least twenty (20) days before the meeting at which the amendment will be considered and shall include the text of such amendment. Such proposed amendment or repealed, when duly adopted, shall go into effect immediately following its adoption unless otherwise provided.

APPROVED BY THE BOARD OF DIRECTORS FOR THE ASSOCIATION OF INDIANA COUNTIES, THIS DAY _____, 2000.

BY: _____, PRESIDENT
ASSOCIATION OF INDIANA COUNTIES

BY: _____, EXECUTIVE DIRECTOR
ASSOCIATION OF INDIANA COUNTIES