

By-Laws of the Iowa State Association of Counties

Article I: Purposes

The purpose of this corporation shall be to:

- a. Promote efficient and economically sound county government for the citizens of Iowa.
- b. Maintain a permanent organization to promote cooperation among the counties and officers of the counties.
- c. Study the problems of local government and assist in the application of knowledge obtained to promote the efficient delivery of local government services.
- d. Assist county officials with the exchange of ideas and experiences in providing local services.
- e. Collect, compile and distribute to county officials information about government and the administration of county services.
- f. Study the standardization of administrative practices in order to increase efficiency and reduce the cost of operations.
- g. Advise, cooperate with, and share information with the Iowa congressional delegation in Washington to promote the interests of and to seek appropriate federal assistance for the counties of Iowa.
- h. Advise, cooperate with, and share information with the Iowa General Assembly to promote the interests of county government.
- i. Seek legislation that will preserve county home rule authority and vigorously oppose legislative or other initiatives that seek to limit the citizens' right to locally determine services or governmental structure.
- j. Secure cooperation among counties in matters that affect the rights and liabilities of all counties.
- k. Initiate litigation to protect the rights and limit the liabilities of the counties under any constitutional provision or statute, appear as a friend of the court in any court proceedings where the rights or liabilities of the counties may be affected, and appoint or employ counsel for these purposes.
- l. Cooperate with the National Association of Counties, other public or private organizations, or other units of government when appropriate to research and promote improvements in the delivery of local government services.

- m. Seek financial assistance from endowments, funds established for municipal research and betterment, or from other legitimate sources to carry out the purposes of this organization.
- n. Appoint and employ counsel when required to fulfill the obligations of the corporation.
- o. Perform all other things necessary, proper and fitting to achieve the purposes of this organization or to provide appropriate services to member counties.

Article II: Membership

The membership of the Iowa State Association of Counties shall be as follows:

- a. Membership and Voting Rights. Membership and voting rights shall be as provided in the Articles of Incorporation.
- b. Membership from Member County. County officers and employees and employees of conference boards of Iowa counties are eligible to become members of the organization upon the payment by their county of the required membership dues.
- c. Membership from Non-Member County. County officers and employees and employees of conference boards of Iowa counties whose county does not join the Iowa State Association of Counties may become a member of the organization by completing an application furnished by ISAC and paying the dues set by the Board of Directors.
- d. Annual Dues and Budget. The annual membership dues of the corporation shall be determined by the Board of Directors. The Board of Directors shall submit for approval a proposed budget to the members at a business meeting of the corporation. The proposed budget shall detail the amount and sources of revenue (including the amount of revenue from membership dues) and the categories of expenditures. The proposed budget shall take effect on July 1 following its approval.

Article III: Officers

The officers of the corporation shall be elected by the Board of Directors from its members who are elected county officials and shall consist of a president, vice-president, second vice-president and third vice-president. Other provisions are as follows:

- a. Term of Office. All officers shall be elected by the Board of Directors for a term of one year. The term will commence at 12:01 a.m. central standard time on January 1st each year.
- b. Vacancies. A vacancy in office shall be filled by election in the same manner as the initial election of officers. The replacement shall be an elected county official elected from the current Board of Directors. In the event of a vacancy, the directly subordinate offices shall succeed to each vacant office in turn, and shall serve in such capacity until a new officer is elected for the balance of the unexpired term. In the event of a vacancy in the

office of third vice-president, the Board of Directors shall vote at its meeting following the vacancy to determine whether to fill the vacancy by election or leave the office vacant for the remainder of the term.

A vacancy in an officer position shall exist under the following circumstances:

- An officer's death;
- The end of an officer's tenure as a county official;
- A letter of resignation tendered by an officer to the ISAC Executive Director;
- A written notification to the ISAC Executive Director by an affiliate president that the affiliate has determined that for good cause an ISAC officer is no longer a representative of that affiliate; or
- By majority vote of a quorum of the ISAC Board of Directors to remove an officer for good cause.

Article IV: Executive Committee

The Executive Committee shall be as follows:

- a. **Membership.** The members of the Executive Committee shall be the president, first vice-president, second vice-president and third vice-president. The Executive Director shall be an ex-officio member.
- b. **Meetings.** The Executive Committee may hold meetings at any time upon the call of the President, three (3) members of the Executive Committee, or the Executive Director. A meeting may be conducted in person, telephonically or via other virtual or remote means, such as videoconferencing.
- c. **Notice of Meetings.** Adequate advance notice of the meetings shall be provided to each member.
- d. **Quorum.** Three (3) voting members of the Executive Committee shall constitute a quorum. The members may vote in person, by mail, electronically, or telephonically on any issue submitted to the committee.
- e. **Executive Director.** The Executive Committee shall have the power to appoint an Executive Director subject to the approval of the Board of Directors. The Executive Director shall represent the corporation before state, federal, congressional or legislative bodies and perform other duties as directed by the Executive Committee and authorized by the Board of Directors to fulfill the obligations of this corporation. The Executive Director shall, within the constraints of the ISAC budget, have the authority to appoint other employees as required to fulfill the obligations of the Iowa State Association of Counties. The Executive Director may remove employees as set forth in the employee handbook of the Iowa State Association of Counties.

f. Powers and Duties. The Executive Committee, between the meetings of the Board of Directors, shall have all the powers and exercise all the duties of the Board of Directors in managing the business of the Corporation that may lawfully be delegated to it by the Board of Directors. The Executive Committee shall report all of its actions to the Board of Directors. The Executive Committee shall formulate policies of the corporation and direct the activities of the Corporation subject to the approval of the Board of Directors.

g. Expenses. The Executive Committee members shall be reimbursed for travel and other expenses incurred attending any committee meetings. The expenses allowed will be the same as those received by the Board of Directors for regularly scheduled meetings and described in Article V, paragraph g.

Article V: Board of Directors

The entire control of the corporation, its affairs, and property shall be vested in the Board of Directors except as otherwise required by law or provided in these By-Laws.

a. Selection of Members. The Board of Directors shall be determined and selected as provided in the Articles of Incorporation and these By-Laws. The members of the ISAC Board of Directors shall be designated by their affiliate by December 31 of each year. New board members shall take office at 12:01 am, Central Standard Time, on January 1 of each year. The board members shall be as follows:

Iowa State Association of County Supervisors	3 Members
Iowa State Sheriffs' and Deputies' Association	1 Member
Iowa County Attorneys Association	1 Member
Iowa State Association of County Auditors	1 Member
Iowa State County Treasurers Association	1 Member
Iowa County Recorders Association, Inc.	1 Member
Iowa County Engineers Association	1 Member
Iowa State Association of Assessors	1 Member
Iowa Community Services Association	1 Member
Iowa Emergency Management Association	1 Member
County Conservation Directors Association of Iowa	1 Member
Iowa Director, National Association of Counties	1 or more Members
Iowa Environmental Health Association, Inc.	1 Member
Iowa Association of Local Public Health Agencies	1 Member
County Zoning Officials of Iowa	1 Member
Iowa Counties Information Technology Organization	1 Member
Iowa Association of County Commissioners and Veterans Service Officers, Inc.	1 Member
Immediate Past Three (3) Presidents, Iowa State Association of Counties	3 Members

b. Powers and Duties. The directors shall perform the duties which are usually performed by such officers, or such duties as may be assigned to them from time to time by the Board of Directors.

c. Resignation. The resignation of any officer or director shall be submitted in writing to the Board of Directors.

d. Vacancy on the Board. If a vacancy occurs on the Board of Directors because of death, resignation or otherwise, the affiliate association the director was representing shall within thirty (30) days appoint a replacement to fill the vacancy for the remainder of the unexpired term.

e. Quorum. One-half plus one of the total number of directors shall constitute a quorum for the purposes of transacting corporation business. If a quorum is present, a majority vote of those present (unless a higher threshold is required by law, these By-Laws or the Articles of Incorporation) shall be binding upon the Board of Directors on all matters pertaining to the business of the corporation as provided in these By-Laws and the Articles of Incorporation.

f. Meetings. The Board of Directors shall meet on a regular basis as determined by the board. The Executive Director, Executive Committee, or a majority of the board may call a meeting. Adequate advance notice of board meetings shall be provided to each member. The Board of Directors shall conduct the annual business meeting of the corporation and other meetings at times and places designated by them or as required in the By-Laws of the corporation.

g. Expenses. The Board of Directors shall be reimbursed for travel and other expenses incurred while attending board meetings, committee meetings, or participating in other association business. Expenses shall be reimbursed according to the provisions of the expense policy adopted in the Policies of the Iowa State Association of Counties Board of Directors.

h. Non-substantive Amendments: The Board of Directors is authorized to make non-substantive amendments to the ISAC Articles of Incorporation with a two-thirds vote of board members present.

i. Selection of the ISAC NACo Representative(s):

1. The ISAC NACo representative(s) term shall be three years. Representatives may serve a maximum of three terms (9 years). The members of the NACo Board of Directors serve one-year terms commencing in July of each year. Therefore, ISAC shall annually submit prior to July 1st the name(s) of the ISAC NACo representative(s) to the President of the National Association of Counties.

2. The process for selection of the ISAC NACo representative(s) shall be as follows:

- a. Notice of the opening in the ISAC NACo representative(s) position shall be posted on the ISAC website and sent to all members in ISAC's email database. Additional notice may be given via "*The Iowa County*" magazine.

b. A committee shall be appointed by the ISAC President to meet and make a recommendation to the full ISAC Board. The names of all applicants shall be submitted to the ISAC Board along with the recommendation.

c. The ISAC Board shall appoint the ISAC NACo representative(s) prior to July 1 of the selection year.

3. The ISAC Board may replace the ISAC NACo representative(s) at any time for cause upon a majority vote of the full ISAC Board.

4. If for any reason the ISAC NACo representative(s) does not serve the full 3-year term, a new representative shall be selected using the selection process outlined in this section and take office the following July. The ISAC Executive Committee shall appoint an interim representative to serve the remainder of the year.

Article VI: Conventions and Meetings

The Board of Directors shall conduct the following meetings:

a. The business meeting of the corporation shall be held in the spring of each year as determined by the Board of Directors. All members shall be notified of the meeting as required by Chapter 504, Code of Iowa. The budget for the upcoming fiscal year shall be presented to the membership for approval during this business meeting.

b. The Legislative Policy Committee shall approve its recommended legislative objectives and policy statements for each legislative session. Voting Members (as defined in the Articles of Incorporation) shall vote on the recommended legislative objectives and policy statements through electronic means. The Board of Directors shall receive the Voting Members' recommendations and adopt the final legislative package. Any changes to legislative objectives and policy statements as recommended by the Voting Members shall require approval by two-thirds (2/3rds) of the Board of Directors. The Board of Directors shall establish the top legislative priorities.

Any ISAC member, General or Voting, may present a legislative proposal or recommend a change to a legislative proposal according to the rules adopted by the ISAC Board of Directors. A schedule shall be published each year in advance of the legislative policy process. If a member wishes to propose an amendment to the legislative objectives and priorities outside of this process, such amendment must be provided in writing to the ISAC Executive Director no later than 10 days prior to a meeting of the ISAC Board of Directors and the adoption of such amendment will be dependent upon approval by the ISAC Board of Directors at such meeting. The ISAC Board of Directors retains authority to amend the legislative objectives, policy statements and priorities throughout the year, subject to the above voting threshold requirements.

c. A meeting of the members of the corporation may be called by a majority vote of the Board of Directors, the Executive Committee, or by petition of one third (1/3) of the membership. Notice of such a meeting shall be by mailing notice of the meeting to members of the association eligible to vote or by publication in “*The Iowa County*.”

d. Parliamentary Rules. All questions of parliamentary practice not determined by Iowa law, ISAC’s Articles of Incorporation, Bylaws or Board Policies shall be decided by Robert’s Rules of Order.

e. Voting and Quorum. A quorum for the transaction of corporate business shall be those Voting Members participating in a vote of the corporation, whatever that number. Member action is taken by a majority of those voting. Each Voting Member, as defined in the Articles of Incorporation, shall be entitled to one vote. No proxy voting shall be permitted. Each person that qualifies as a Voting Member has only one vote, even if that person holds multiple positions that would qualify him or her as a Voting Member.

Article VII: Affiliated Associations

a. Each affiliated association shall have power to conduct conferences or meetings. The affiliate associations shall determine their own members and their qualifications, but only county officers and county employees and employees of conference boards are eligible to become voting members of, or hold office in, the affiliate associations. Affiliate associations shall not enact or be guided by any constitution, by-laws or rules contrary to the Articles of Incorporation, By-Laws, or rules of the Iowa State Association of Counties.

b. Each affiliated association shall have the power to raise revenues for defraying the expenses of their respective bodies. No affiliate association shall have the authority to contract any debt in the name of the Iowa State Association of Counties. Affiliated associations shall make available to the Auditor of the State of Iowa upon request all books, papers and records under their control.

Article VIII: Additional Committees, National Organizations and ISAC Districts

a. The president and officers of the corporation may appoint such committees as in their opinion may be necessary or desirable.

b. The Iowa State Association of Counties may support national or regional organizations whose main purpose is to further the interests of county government by providing educational programs, seminars, or by sponsoring and working for programs at the federal legislative level. The ISAC Board of Directors recommends participation and membership in the National Association of Counties by county officials. The extent of ISAC involvement with other organizations shall be determined by the Board of Directors.

c. Member counties of the National Association of Counties who are represented at the NACo Annual Conference may authorize the ISAC President, Executive Director, ISAC NACo Representative(s) or a designee to cast proxy votes during the NACo elections and policy votes.

d. ISAC shall have six districts, with the counties divided into districts as follows:

District 1: Calhoun, Webster, Hamilton, Hardin, Grundy, Carroll, Greene, Boone, Story, Marshall, Tama, Dallas, Polk, Jasper, Poweshiek and Warren.

District 2: Emmet, Kossuth, Winnebago, Worth, Mitchell, Howard, Winneshiek, Allamakee, Hancock, Cerro Gordo, Floyd, Chickasaw, Humboldt, Wright, Franklin, Butler, Bremer and Fayette.

District 3: Lyon, Osceola, Dickinson, Sioux, O'Brien, Clay, Palo Alto, Plymouth, Cherokee, Buena Vista, Pocahontas, Woodbury, Ida, Sac, Monona, and Crawford.

District 4: Harrison, Shelby, Audubon, Guthrie, Pottawattamie, Cass, Adair, Madison, Mills, Montgomery, Adams, Union, Clarke, Fremont, Page, Taylor, Ringgold and Decatur.

District 5: Marion, Mahaska, Keokuk, Washington, Louisa, Muscatine, Lucas, Monroe, Wapello, Jefferson, Henry, Des Moines, Wayne, Appanoose, Davis, Van Buren and Lee.

District 6: Black Hawk, Buchanan, Clayton, Delaware, Dubuque, Benton, Linn, Jones, Jackson, Iowa, Johnson, Cedar, Clinton, Scott.

Article IX: Reports

a. Reports of President. The president of the corporation shall at the annual business meeting of the corporation make a report of all the business and affairs of the corporation coming within the scope of the president's office.

b. Annual Report. ISAC shall annually distribute to members copies of the Annual Report. The annual report shall contain statements of financial position for the association prepared by its independent auditors. Copies of the complete audit report shall be made available to any member upon request. The financial statement shall show the receipts and expenditures of the corporation for the most recently completed fiscal year.

Article X: Fiscal Year

The fiscal year of the corporation shall begin on the first day of July each year and end on the last day of June the following year.

Article XI: Indemnification

The corporation shall indemnify every director, officer, employee, and every person who has been such director, officer or employee, and their heirs, executors, and administrators, against any and

all liability, damages, claims or expenses incurred or sustained in connection with the defense of any action, suit or proceeding to which he or she may be made a party, or in which he or she may have been involved, including settlement or compromise of the same, by reason of his or her being, or having been, a director, officer, employee of the corporation, except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be liable for gross negligence, or gross misconduct in the performance of his or her duties.

Article XII: Amendments

These bylaws may be altered, amended, or repealed at any regular or special meeting of the Board of Directors of the corporation by a majority vote of the directors present at the meeting.

As Amended: October 4, 2018