



**Association of Counties**

# By-laws

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**Table of Contents**

**Article I: Organizational Structure.....5**  
    Section I.1 Name of Organization.....5  
    Section I.2 Place of Business .....5  
    Section I.3 Legal Structure.....5  
    Section I.4 Corporate Seal.....5

**Article II: Purpose and Objectives.....5**

**Article III: Members and Member Responsibilities.....6**  
    Section III.1. General Membership .....6  
        Section III.1.a. General Member Responsibilities  
        Section III.1.b. General Member Quorum  
        Section III.1.c. General Member Voting  
    Section III.2. Affiliate Groups .....7  
        Section III.2.a. Affiliate Responsibilities  
        Section III.2.b. Affiliate Voting  
        Section III.2.c. Limitation of Affiliate Powers  
        Section III.2.d. Requesting Affiliate Status  
    Section III.3. Associate Membership.....8  
        Section III.3.a. Associate Responsibilities  
        Section III.3.b. Associate Voting  
        Section III.3.c. Limitation of Associate Powers  
        Section III.3.d. Requesting Associate Status

**Article IV: Dues and Assessments.....8**  
    Section IV.1 Dues .....8  
    Section IV.2 Assessments .....8  
    Section IV.3 Payment of Dues/Assessments .....9  
    Section IV.4 Default and Termination of Membership .....9

**Article V: Meetings.....9**  
    Section V.1 Annual Meeting .....9  
        Section V.1.a. Quorum  
        Section V.1.b. Voting  
    Section V.2 Special Meetings.....10  
        Section V.2.a. Quorum  
        Section V.2.b. Voting

**Article VI: Executive Committee (Governing Body).....10**  
    Section VI.1 General Powers .....10  
    Section VI.2 Number .....10



New Hampshire Association of Counties

501(c)(6) Bylaws

Section VI.3	Term.....	10
Section VI.4	Nomination .....	10
Section VI.5	Confirmation.....	11
Section VI.6	Meetings.....	11
	Section VI.6.a    Regular Meetings	
	Section VI.6.b    Special Meetings	
	Section VI.6.c    Telephone meetings	
Section VI.7	Quorum .....	11
Section VI.8	Manner of Acting.....	11
Section VI.9	Termination.....	11
Section VI.10	Vacancies .....	11
Section VI.11	Action by Executive Committee Without a Meeting...	12
<b>Article VII: Officers.....</b>		<b>12</b>
Section VII.1	General Powers .....	12
Section VII.2	Number .....	12
Section VII.3	Term.....	12
Section VII.4	Nomination .....	12
Section VII.5	Election .....	12
Section VII.6	Succession.....	13
Section VII.7	Meetings.....	13
	Section VII.7.a    Regular Meetings	
	Section VII.7.b    Special Meetings	
	Section VII.7.c    Telephone Meetings	
Section VII.8	Quorum .....	12
Section VII.9	Manner of Acting.....	12
Section VII.10	Termination.....	13
Section VII.11	Vacancies .....	13
Section VII.12	Action by Officers Without a Meeting .....	13
Section VII.13	Officer Roles and Responsibilities .....	14
	Section VII.13.a    President	
	Section VII.13.b    Vice President	
	Section VII.13.c    Clerk	
	Section VII.13.d    Treasurer	
	Section VII.13.e    Officers At-Large	
	Section VII.13.f    Immediate Past President	
<b>Article VII-a: National Association of Counties (NACo) – Board of Directors.....</b>		<b>15</b>
<b>Article VIII: Standing Committees .....</b>		<b>15</b>
Section VIII.1	Committee Governance .....	15
	Section VIII.1.a    Chairperson	
	Section VIII.1.b    Committee Consultation	
	Section VIII.1.c    Committee Reports	



Section VIII.1.d. Limitation of Committee Powers	
Section VIII.1.e. Quorum	
Section VIII.2. Committee Membership .....	16
Section VIII.2.a. Nominations	
Section VIII.2.b. Confirmation	
Section VIII.2.c. Vacancy	
Section VIII.3. Audit Committee.....	16
Section VIII.4. By-law Committee .....	17
Section VIII.5. Certification Board .....	17
Section VIII.6. Finance Committee .....	18
Section VIII.7. Legislative Committee .....	18
Section VIII.8. Nominating Committee.....	19
Section VIII.9. Strategic Planning Committee .....	19
Section VIII.10. Other Committees .....	19
<b>Article IX: Political Committee Appointments.....</b>	<b>20</b>
Section IX.1. Nomination .....	18
Section IX.2. Confirmation .....	18
Section IX.3. Member Responsibilities .....	18
<b>Article X. Financial Management .....</b>	<b>20</b>
Section X.1. Financial Audit .....	20
Section X.2. Financial Year.....	21
Section X.3. Budget .....	21
Section X.4. Checks, Drafts, etc. ....	21
Section X.5. Competitive Bidding.....	21
Section X.6. Contracts .....	21
Section X.7. Deposits .....	21
Section X.8. Gifts .....	21
<b>Article XI: Amendments .....</b>	<b>22</b>
<b>Article XII: Books and Records .....</b>	<b>22</b>
<b>Article XIII: Conflicts of Interest.....</b>	<b>22</b>
<b>Article XIV: Dissolution.....</b>	<b>22</b>
<b>Article XV: Limit of Liability .....</b>	<b>23</b>
<b>Article XVI: Parliamentary Authority .....</b>	<b>23</b>



## **Article I: Organizational Structure**

### Section I.1 Name of Organization

The name of this organization shall be the "New Hampshire Association of Counties, Inc." hereinafter referred to as "the Association".

### Section I.2 Place of Business

The New Hampshire Association of Counties will have its principal place of business in Concord, New Hampshire. The Association may also have an office in such other places as the Executive Committee may direct.

### Section I.3 Legal Structure

#### Section I.3.a. Governance

The Executive Committee shall be the governing body for the Association.

#### Section I.3.b. Nonprofit Status

The Association became a duly authorized nonprofit corporation in the State of New Hampshire in October 1975.

#### Section I.3.c. Tax-exempt Status

The Association became a duly authorized tax-exempt 501(c)(6), trade association on August 1, 2005 (retroactive to October 31, 1975).

### Section I.4 Corporate Seal

The Executive Committee may authorize a corporate seal which shall have inscribed thereon the name of the corporation and the state and year of incorporation.

## **Article II: Purpose and Objectives**

The object for which this Corporation is established is to operate as a trade association of participating county governments in the State of New Hampshire that voluntarily choose to participate as members of the Corporation. The Corporation shall serve to promote the interests of county government in the State of New Hampshire pursuant to §501(c)(6) of the Internal Revenue Code of 1986 as that Code may be amended from time to time (the "Code").

In furtherance of the aforementioned purposes, the purposes for which the Corporation is organized and shall exist shall include (among others) all purposes not inconsistent with the foregoing permitted by law that are not otherwise limited by the Articles of Agreement or by the Bylaws, including, but not by way of limitation, the promotion of the common business interests of its Members which shall consist of those Counties within the State of New Hampshire that choose to participate as members. The activities and operations of the Corporation shall be limited to those functions that provide member county governments with assistance in connection with the exercise of any essential governmental function permitted to counties under



the laws of the State of New Hampshire and the United States. Such purposes may include (but shall not be limited to) the following activities among others:

- (a) To stimulate the continuing improvement of county government;
- (b) To serve as the statewide voice for county government;
- (c) To contribute to the knowledge and awareness of county government's heritage and its future;
- (d) To serve as a liaison between the state's counties and other levels of government;
- (e) To achieve public understanding of the role counties play at the local, state and federal level;
- (f) To address problems common to the counties of the State of New Hampshire;
- (g) To provide the member counties with benefits of improved service and reduced costs through cooperative efforts including (but not limited to) periodically publishing materials for county use, holding an annual convention, and conducting educational and training services for county officials;
- (h) To serve, promote, protect and advance the interests of county government in the State of New Hampshire;
- (i) To serve as a vehicle for the exchange of information among counties; and
- (j) To provide information to the State legislature for the development of sound legislation affecting county government and matters relevant to administration of government programs and services for the benefit of the public.

All the assets and income of the Corporation shall be used exclusively to accomplish the purposes of the Corporation and no part thereof shall inure to the benefit of any director, officer, or private individual; provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Corporation of salaries and expenses of its Officers and employees.

### **Article III: Members and Membership Responsibilities**

Members shall consist of the county governments of the State of New Hampshire. Only active members as defined in Article IV.4 may vote on issues before the Association. Membership in the Association is not transferable or assignable.

#### **Section III.1. General Membership**

The general membership of the Association shall consist of New Hampshire counties and currently elected county officials, currently appointed county officials and currently appointed county employees.

##### **Section III.1.a. General Member Responsibilities**

The responsibilities of the general membership shall include, but are not be limited to,

1. Amending the By-Laws; and
2. Electing Association officers.

Section III.1.b. General Member Quorum

General Members present and representing five (5) or more active member counties shall constitute a quorum of the general membership.

Section III.1.c. General Member Voting

General members shall be entitled to one vote on each matter submitted to a vote of the general membership as long as they are members in good standing. The act of the majority of general members qualified to vote shall be considered the act of the General Membership.

Section III.2 Affiliate Groups

Members of the general membership may form affiliate groups to support professional development, to promote inter-county relations and to address public policy issues related to its area of expertise. Affiliates have full power and authority to collectively associate, discuss and meet at the times and place its members so choose. Affiliates shall be governed by the Executive Committee and shall comply with all governance requirements.

Section III.2.a. Affiliate Member Responsibilities

Affiliate member responsibilities shall include, but are not limited to:

- 1) Informing and making recommendations regarding public policy in its area of expertise to, NHAC Legislative Committee, Executive Committee and Commissioners Council as appropriate.
- 2) Distributing a written report of activities to the Executive Committee on a regular basis;
- 3) Reporting on financial activities of the Affiliate;
- 4) Developing and monitoring Affiliate-specific bylaws according to standards established by the Executive Committee; and
- 5) Seeking approval for initial bylaws and amendments thereafter by the Executive Committee;

Section III.2.b. Limitation of Affiliate Powers

No Affiliate member shall be deemed to have the power, without express consent of these By-laws or the Executive Committee, to authorize expenditures of Association funds, endorse legislation or proposals in the name of the Association or in the name of the Affiliate.

Section III.2.c. Affiliate Member Voting

As members of the general membership of the Association, affiliate members are entitled to one vote on each matter submitted to a vote of the general membership as long as they are members in good standing as defined by Article IV.4.



**Section III.2.d. Request for Affiliate Membership**

Requests to establish an Affiliate must be written and directed to the President of the Association. The President shall present the request to the Executive Committee for a decision.

**Section III.3. Associate Members**

Any organization whose primary members are county employees or who receives substantial funding from counties in NH may become an Associate Member. A key criterion for Associate members is that the organization has its own nonprofit, tax-exempt status and, therefore, is not subject to governance by the Association.

**Section III.3.a. Associate Member Responsibilities**

Associate member responsibilities shall include, but are not limited to:

- 1) To promote inter-county relations; and
- 2) To distribute a written report of activities to the Executive Committee on a regular basis.

**Section III.3.b. Limitation of Associate Powers**

No Associate member shall be deemed to have the power, without express consent of these By-laws or the Executive Committee, to authorize expenditures of Association funds, endorse legislation or proposals in the name of the Association.

**Section III.3.c. Associate Voting**

Associate members do not have voting rights.

**Section III.3.d. Request for Associate Membership**

Requests to become an Associate member must be written and directed to the President of the Association. The President shall present the request to the Executive Committee for a decision.

**Article IV: Dues/Assessments**

The purpose of dues and/or assessments is to achieve the objectives and goals as set forth by the Association.

**Section IV.1 Dues**

Annual dues in an amount established by the County Commissioners Council will be assessed to each county, affiliate or associate member.

**Section IV.2 Assessments**

Special assessments in an amount established by the County Commissioners Council may, from time to time, be assessed to county, affiliate or associate members for expressly designated purposes.





#### Section IV.3 Payment of Dues/Assessments

Timely payment of dues and/or assessments shall be defined as payment no later than April 15th for counties on a calendar fiscal year and October 15th for counties on a July to June fiscal year. Late payment of dues and/or assessments shall accrue interest at the rate of 1.5% per month or portion thereof.

#### Section IV.4 Default and Termination of Membership

Timely payment of the dues and/or assessments by members shall be a prerequisite to active membership and voting rights in the Association.

### **Article V: Meetings**

#### Section V.1 Annual Meeting

The annual meeting of the Association shall be held in the fall of each year unless another time is determined by the Executive Committee.

##### Section V.1.a. Quorum

Members present and representing five (5) or more active member counties shall constitute a quorum of the general membership at the annual meeting.

##### Section V.1.b. Voting

General and Affiliate members may vote at the annual conference if they are a member in good standing as defined by Article IV.4 and they are either registered to attend the annual conference or they are a member of the Executive Committee. Members shall be entitled to one vote on each matter submitted to a vote at the annual meeting as long as they are qualified to vote. The act of the majority of members qualified to vote shall be considered the act of the General Membership.

*As amended at the Annual Meeting held on October 8, 2008 to allow members of the Executive Committee to vote at the Annual Meeting without paying a conference registration fee.*

##### Section V.1.b.1. Proxy Voting

Votes by proxy are not allowed. A member must be present and eligible to vote.

##### Section V.1.b.2. Secret Ballot

A motion must be made, one 2<sup>nd</sup> to the motion is required and the motion must be approved by a majority of members present and eligible to vote before voting by secret ballot is approved.

##### Section V.1.b.3. Moderator

The moderator of the annual meeting is the current President of the Association. Any determination made by the Moderator can be overturned by a motion, second and vote by the eligible members present at the meeting.



**Section V.2 Special Meetings**

Other meetings of the Association may be held upon call of the President or upon call of not less than five (5) members in good standing of the Executive Committee. Any such call shall be filed with the President who shall call a meeting not more than fifteen (15) days after the call is filed. The purpose of the meeting shall be set forth in the call.

**Section V.2.a. Quorum**

Members present and representing five (5) or more active member counties shall constitute a quorum at special meetings.

**Section V.2.b. Voting**

Members must be present and may vote at special meetings as long as they are qualified to vote. Members shall be entitled to one vote on each matter submitted to a vote at the special. The act of the majority of members qualified to vote shall be considered the act of the General Membership.

**Article VI: Executive Committee**

**Section VI.1 General Powers**

The Executive Committee shall be the governing body of the Association and shall be responsible for the affairs of the Association.

**Section VI.1.a. Powers of Individual Executive Committee Members**

No individual Executive Committee member shall act for or on behalf of the Executive Committee except as specifically authorized by the Committee.

**Section VI.2 Number**

The Executive Committee shall be comprised of:

- ▶ Five (5) elected or appointed county officials or their designee from an active county member as defined by Article IV.4 for a total of 50 members; (NHAC Officers or Past Presidents are not counted as part of the five members);
- ▶ Seven (7) Association Officers; and
- ▶ All currently elected or appointed members who are a past president of the Association.

**Section VI.3 Term**

Executive Committee members shall serve a term of two years.

**Section VI.4 Nomination**

Following the November general election in even numbered years, each Board of Commissioners shall submit candidates for nomination to the Executive Committee. Only nominees from active member counties may be considered for membership on the Executive Committee. There shall be at least one representative from each active member county on the Executive Committee.



## New Hampshire Association of Counties

### 501(c)(6) Bylaws

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#### Section VI.5 Confirmation

The Executive Committee shall confirm nominations as soon after the start of the odd numbered year as possible.

#### Section VI.6 Meetings

##### VI.6.1 Regular Meetings

The Executive Committee shall have regular meetings but no less than six (6) per year. Notice of regular meetings shall be distributed to each member of the Committee at least seven days in advance of such meeting.

##### VI.6.2 Special Meetings

The President or any five (5) active member counties may call a special meeting of the Executive Committee at any time by filing a call with the President and the Clerk. The President shall or the Clerk notify Executive Committee members not more than 15 days after filing and the notice of special meeting shall state the purpose of the call.

##### Section VI.6.3 Telephone Meetings

The Executive Committee or any committee appointed by the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment, if available.

#### Section VI.7 Quorum

20 members of the Executive Committee shall constitute a quorum for the transaction of business for the Association at any meeting of the Committee.

*As amended at the Annual Meeting held on November 7, 2007. Prior version stated a majority of members shall constitute a quorum.*

#### Section VI.8 Manner of Acting

The act of a majority of the Executive Committee at a meeting at which a quorum is present when a vote is taken shall be considered the act of the Executive Committee; unless the act of a greater number is required by law or by these Bylaws.

#### Section VI.9 Termination

Any member of the Executive Committee missing three or more consecutive meetings without due cause may be replaced by a vote of the Executive Committee upon recommendation of a majority of the officers of the Association.

#### Section VI.10 Vacancies

The Board of Commissioners from the county wherein the vacancy occurred shall nominate a replacement for the unexpired term.



**Section VI.11 Action by Executive Committee Without a Meeting**

Any action required by law to be taken at a meeting of the Executive Committee, or any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent, in writing setting forth the action so taken, shall be signed by all of the Executive Committee members.

**Article VII: Officers**

The officers of the Association shall be President, Vice President(s), Clerk, Treasurer, At-Large Officers (2) and Immediate Past-President.

**Section VII.1 General Powers**

Association Officers are accountable to and authorized by the Executive Committee to:

- a) Monitor the financial stability and viability of the Association, including but not limited to the annual budget as presented by Finance Committee and Staff;
- b) Serve as the Human Resources Committee
  1. Review and recommend changes to personnel policies, standards and practices, which are in keeping with applicable local, state and federal employment practices.
  2. Perform the annual evaluation of the Executive Director.
  3. In the event of a vacancy of the Executive Director position, shall interview and recommend a replacement.
4. Prepare prioritized annual/semiannual goals and objectives for the Association; and
5. Perform all other duties as may be required by the Executive Committee.

**Section VII.2 Number**

There shall be seven (7) officers who are elected or appointed county officials from active member counties as defined in Article IV.4.

**Section VII.3 Term**

The Officers of the Association shall hold office for two years. All elected officers shall assume their positions on adjournment of the Annual Meeting.

At-Large Officers shall serve a maximum of two consecutive terms (four (4) years total) without moving into a titled officer position. At-Large Officers must sit out one term (two (2) years) before becoming eligible to serve additional at-large terms.

**Section VII.4 Nomination**

Nominations shall be made by a report of the Nominating Committee. Nominations shall be accepted from the floor during the annual meeting by active members as defined by Article IV.4.

**Section VII.5 Election**

Officers shall be elected at the annual meeting held during odd numbered years. Officers shall be elected by a majority vote of eligible voters. Every officer must be from an active member county for the term of their respective office in the Association.



**Section VII.6 Succession**

In the event that the President is unable to serve, the Vice President(s) (in order of appointment) shall assume the office of President. In the event that any Vice President is unable to serve, the Clerk shall assume the office of President.

**Section VII.7. Meetings**

**Section VII.7.1 Regular Meetings**

The Officers shall have regular meetings but no less than six (6) per year. Notice of regular meetings shall be distributed to each Officer of the Committee at least seven days in advance of such meeting and will include the date, time and agenda for the meeting.

**Section VII.7.2 Special Meetings**

The President or three (3) officers shall have authority to call a special meeting of the Officers at any time. Notice of special meetings shall be given at least 48 hours in advance of the meeting. The notice will include the date, time and agenda for the special meeting.

**Section VI.7.3 Telephone Meetings**

The Officers may participate in a meeting of the Officers by means of conference telephone or similar communications equipment, if available.

**Section VII.8 Quorum**

Four (4) or more Officers present shall constitute a quorum at Officer meetings.

**Section VII.9 Manner of Acting**

The act at a meeting of the Officers at which a quorum is present when a vote is taken shall be considered the act of the Officers; unless the act of a greater number is required by law or by these Bylaws.

**Section VII.10 Termination**

Any officer of the Association missing three or more consecutive meetings of Executive Committee and/or Officers without due cause may be replaced by a vote of the Executive Committee upon recommendation of a majority of the officers of the Association.

**Section VII.11 Vacancies**

The Executive Committee shall fill the vacancy of any office for the unexpired term.

**Section VII.12 Action by Officers without a meeting**

Any action required to be taken at a meeting of the Officers, or any action which may be taken at a meeting of the Officers, may be taken without a meeting if a consent, in writing setting forth the action so taken, shall be signed by all of the Officers.



## Section VII.13 Officer Roles and Responsibilities

### Section VII.13.1 President

It shall be the duty of the President:

- a) To preside over all regular and called meetings of the Executive Committee, Officers and general membership;
- b) To appoint any special committee for any purpose consistent with the Association's Bylaws and to appoint the committee chairperson unless otherwise specified within these Bylaws;
- c) To appoint one (1) active member of the Commissioner's Council to serve on the Nominating Committee; and
- d) To perform all other duties as may be required by the Executive Committee.

The Vice President(s), followed by the Clerk, Treasurer and Immediate Past-President shall preside at any meetings in the absence of the President.

### Section VII.13.2 Vice President

It shall be the duty of the Vice President(s) to attend the regular and called meetings of the, Executive Committee, Officers and general membership. The Vice President shall assist the President and shall perform such other duties as may be assigned by the Officers or the Executive Committee.

### Section VII.13.3 Clerk

It shall be the duty of the Clerk to attend regular and called meetings of the, Executive Committee, Officers and general membership. The clerk shall perform or cause to be performed activities which ensure that accurate minutes of all meetings are maintained and to perform such other duties as may be assigned by the President or the Executive Committee.

### Section VII.13.4 Treasurer

It shall be the duty of the Treasurer to attend regular and called meetings of the Executive Committee, Officers and general membership. The Treasurer shall perform or cause to be performed activities which shall ensure that accurate financial records and financial procedures are maintained for the monies of the Association. The Treasurer shall perform such other duties as may be assigned by the President or the Executive Committee.

### Section VII.13.5 At-Large Officers

It shall be the duty of At-Large Officers to attend regular and called meetings of the Executive Committee, Officers and general membership. At-Large Officers shall perform such other duties as may be assigned by the President or the Executive Committee.

### Section VII.13.6 Immediate Past President

It shall be the duty of the Immediate Past President to attend regular and called meetings of the Executive Committee, Officers and general membership. The Immediate Past President shall



serve as the Chair of the Nominating Committee and shall perform such other duties as may be assigned by the President or the Executive Committee.

### **Article VII-a. National Association of Counties (NACo) – Board of Directors**

NACo By-laws provide the opportunity for representation on the Board of Directors through state associations whose eligible members include all counties or all county officials in the state. A state with an active NACo member county may nominate one county official and a state with 100 percent county membership in NACo may nominate a second member. Pursuant to NACo By-laws all nominated directors shall be elected county officials. Nominations shall be determined by the Association and communicated to the President of NACo on an annual basis following the Annual Meeting.

#### **Section VII.1 First member – President or other Officer.**

The first member nominated by the Association shall be the President. If the President declines to serve or is ineligible to serve under NACo By-laws the member nominated by the Association shall be selected from the eligible Officers by vote of the members of the Executive Committee at the next official meeting held following the Annual Meeting.

#### **Section VII.2 Second member**

The second member nominated shall be selected by vote of the members of the Executive Committee at the next official meeting held following the Annual Meeting.

#### **Section VII.3 Contingency**

If no Officer of the Association shall be eligible to serve under the NACo By-laws both members nominated shall be selected by vote of the members of the Executive Committee at the next official meeting held following the Annual Meeting.

*As amended at the Annual Meeting held on October 23, 2012. Prior version was silent on subject of NACo Board of Directors.*

### **Article VIII. Standing Committees**

#### **Section VIII.1. Governance**

At all times, committees of the Association are subject to the governance of the Executive Committee.

##### **Section VIII.1.a. Chairperson**

The President of the Association shall appoint each Standing Committee the chairperson, unless otherwise specified.

##### **Section VIII.1.b. Committee Consultation**

Each committee, in the course of its work and study, shall consult with appropriate affiliated organizations, appropriate individuals and county, state and federal officials and agencies.



Section VIII.1.c. Committee Reports

Each committee shall keep full, complete, and accurate reports of its proceedings and file these at the Association principal place of business. In addition, each committee shall make a summary report of its studies, work, activities and recommendations to the Association no less than annually.

Section VIII 1.d. Limitation of Committee Powers

No committee shall be deemed to have the power, without express consent of these By-laws or the Executive Committee, to authorize expenditures of Association funds, endorse legislation or proposals in the name of the Association or in the name of the committee.

Section VIII 1.e. Quorum

A majority of the members of any committee shall constitute a quorum for the transaction of committee business.

Section VIII.2. Committee Membership

Section VIII.2.a. Nominations

Nominations for members to serve on standing committees shall be requested from the Executive Committee.

Section VIII.2.b. Confirmation

The Executive Committee shall confirm members to serve on standing committees or other committees of the Association.

Section VIII 2.c. Vacancy

The Executive Committee shall fill any vacancy for the un-expired term unless expressly defined within these By-laws.

Section VIII.3. Audit Committee

Purpose	The duties of the Audit Committee shall be to: a) Solicit external audit bids; review and recommend selection to the Executive Committee. b) Monitor the audit process; and c) Review the audit report and report finding to Officers and Executive Committee.
Number of Members	Three (3)
Qualifications	Elected or appointed county officials; one member must have public account or public finance credentials.
Term of Membership	Two years





Section VIII.4. By-law Committee

Purpose	The duties of the By-law Committee shall be to: a) Review the by-laws periodically but no less than every other year; and b) Shall recommend amendments as needed.
Number of Members	Three (3)
Qualifications	Elected or appoint county officials.
Term of Membership	Two years

Section VIII.5. Certification Board

The Executive Committee, as the governing body of the Association, is authorized to promulgate rules and procedures for the initial and continuing certification of county corrections officers in accordance with RSA 100-A:1 §VII (c) (2, 3). The Executive Committee shall establish the fee schedule for Academy tuition and certification.

Purpose	The duties of the Certification Board shall be to: (a) Develop initial and continuing certification standards for county corrections officers consistent with RSA 100-A: 1 §VII (c) (3). (b) Enforce the Code of Administrative Rules and Certification Standards for County Corrections Officers. (c) Certify, renew, decertify, suspend or lapse certification for county corrections officers. (d) Convene an adjudicative hearing for contested proceedings as outlined in Section 500 of the Code of Administrative Rules. (e) Submit all certification, recertification and decertification policies and procedures to the Executive Committee for review and approval.
Number of Members	Ten (10)
Quorum & Voting	A quorum shall consist of six (6) members of the Board, and as such can operate with the same authority as the full Board. Voting a) Each Certification Board member may appoint an alternate with full voting privileges from their respective county to attend a Board meeting in their absence. b) At no time shall any county have more than one vote. c) Proxy votes are not allowed.
Term of Membership	Two Years
Vacancy	Each Board of County Commissioners shall submit, in writing, their nomination to fill a vacancy of their county representative to the Executive Committee.



Section VIII.6. Finance Committee

Purpose	The duties of the Finance Committee shall be to: a) Review fiscal policies and procedures and make recommendations to the Executive Committee; b) Periodically review the financial operations of the Association and prepare a report of findings and recommendations to the Executive Committee; and c) Review and recommend the annual budget to the Officers.
Chairperson	Treasurer
Number of Members	Four (4) plus the Executive Director ( <i>ex officio</i> )
Qualifications	Elected or appointed members from active member Counties may serve on the Committee. Other than the Treasurer, no Association Officers shall serve on the Committee.
Term of Membership	Two (2) years

Section VIII.7. Legislative Committee

Purpose	The duties of the Legislative Committee shall be to: a) Solicit input from Executive Committee and develop proactive legislative agenda and priorities. b) Monitor and investigate such federal and state legislation which may impact county government in New Hampshire; c) Assist lobbyist with a strong presence with the NH General Court; d) Prepare and present any necessary recommendations for Association action to the Commissioners Council for approval; and e) Inform Executive Committee and members through regular dissemination of information.
Number of Members	Ten (10)
Qualifications	County Commissioners (3) Affiliate President or designee (5) At-large members (2)
Term of Membership	Two years



Section VIII.8.Nominating Committee

Purpose	The duties of the Nominating Committee shall be to: a) Select a slate of nominees for the forthcoming term for the positions of President, Vice President(s), Clerk, Treasurer and Officers At-Large. b) Report slate of officers to the general membership at least 30 days in advance of the Annual Meeting for vote at said meeting in accordance with these By-laws.
Chairperson	Immediate Past President
Number of Members	Five (5)
Qualifications	a) One (1) active member of the Commissioner's Council to be appointed by the President b) The Immediate Past President who shall serve as chair. c) Three (3) active elected or appointed county officials appointed by the Executive Committee who shall be neither past presidents nor current officers.
Term of Membership	Two Years

Section VIII.9.Strategic Planning Committee

Purpose	The duties of the Strategic Planning Committee shall be to: a) Recommend strategic goals and objectives to the Executive Committee; b) Monitor and evaluate implementation of goals and objectives; c) Report no less than quarterly to the Executive Committee; and d) Meet in retreat every three to four years.
Number of Members	10 to 12
Qualifications	Officers and Affiliate Presidents or their designee.
Term of Membership	Two years.

Section VIII.10. Other Committees

The President of the Association may also appoint any special committee for any purpose consistent with the Association's Bylaws. When a committee is established, the following shall be developed:



Purpose	
Number of Members	
Qualifications	
Term of Membership	

**Article IX: Political Committee Appointments**

From time to time, the Association is named as the appointing authority for county members to serve on commissions of the governor, committees and the like.

**Section IX.1. Nomination**

Nominations according to the specifications of the enabling NH RSA for each appointment shall be solicited from the Executive Committee.

**Section IX.2. Confirmation**

The Executive Committee shall confirm appointments and shall direct the President to notify the Legislative Clerk of the appointment.

**Section IX.3. Member Responsibilities**

Members appointed to political committees shall periodically report to the Executive Committee.

**Section IX.4. County/State Finance Committee**

Purpose	Pursuant to RSA 28-B:3, the duties of the Commission shall be to oversee the financial relationship and the development of policy associated with programs for which county and state governments share funding obligations.  Further definition is contained in RSA 28-B:3 I-IV.
Number of Members	Twelve (12)
Qualifications	Six County Commissioners appointed by NHAC Six State officials: Commissioner, DHHS Director of Division of Elderly and Adult Services Three members appointed by the Commissioner of DHHS. One member appointed by Governor and Council
Term of Membership	Two years

**Article X: Financial Management**

**Section X.1. Financial Audit**

The Executive Committee shall contract with an independent, certified public accountant for periodic financial audit of the Association. The auditor's report shall be presented to the Officers



## New Hampshire Association of Counties

### 501(c)(6) Bylaws

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and Commissioners Council for approval. A copy of the report shall be distributed to each officer and the Chair of each County Board of Commissioners.

#### Section X.2. Financial Year

The financial year for the Association shall be the calendar year (January 1 through December 31).

#### Section X.3. Budget

In consultation with the Finance Committee, the Executive Director shall prepare a proposed budget. The Treasurer shall present the proposed budget to the Officers of the Association for review and revision, if necessary. The President and/or the Treasurer shall present the proposed budget at the Annual Meeting for informational purposes.

The County Commissioners Council shall approve the annual operating budget of the Association. The Commissioners Council must also approve amendments to the budget.

#### Section X.4. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer or such other officer or officers in a manner as shall be determined by resolution of the Executive Committee.

#### Section X.5. Competitive Bidding

The Association shall have a competitive bid process in alignment with RSA 28:8 for the purchase of any equipment or materials in an amount exceeding \$5,000 each or in total. The Officers may recommend a waiver of the provision to the Commissioners Council. The Council, by unanimous vote, may waive the provisions for bidding.

#### Section X.6. Contracts

The Officers shall review any contract and make a recommendation to the Executive Committee. The Executive Committee may authorize any officer, or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

#### Section X.6. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

#### Section X.7. Gifts

The Executive Committee may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.



**Article XI: Amendments**

Amendments to the constitution and By-Laws may be proposed by the Executive Committee or by written request signed by five (5) active member counties and filed with the President at least 30 days prior to a general membership meeting. Written notice of proposed amendments shall be given to all active members at least 15 days prior to a general membership meeting. Amendments must be approved by at least six (6) active member counties in order to become effective. The requirement for 15 days notice may be suspended by an affirmative vote of six (6) active member counties, but proposed amendments must be in writing to be voted upon.

**Article XII: Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Committee and committees having any of the authority of the Executive Committee, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time.

**Article XIII: Conflicts of Interest**

Any possible conflict of interest on the part of any member of the Executive Committee, Officer or employee of the Association, shall be disclosed in writing to the Executive Committee and made a matter of record through an annual procedure and also when the interest involves specific issues before the Executive Committee.

Where the transaction involving an Executive Committee or Officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested Executive Committee members is required.

Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested members of the Executive Committee and publication in the newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Executive Committee will be advised of this policy upon entering the duties of his/her office and shall sign a statement acknowledging, understanding of and agreement to this policy. The Executive Committee will comply with all requirements of New Hampshire law in this area and the NH requirements are incorporated into and made a part of this policy statement.

**Article XIV: Dissolution**

In case of the dissolution of the Corporation, the assets shall be distributed to member counties in the same proportions as dues are collected, or to political subdivision(s) thereof, or to one or more organizations substantially similar to the Corporation or its members that is exempt from federal income taxation pursuant to § 501(a) of the Code and whose income is excludable from gross income under § 115(1) of the Code.



**Article XV: Limitation of Liability**

Unless otherwise expressly authorized by the Executive Committee, the members of the Executive Committee and Officers shall serve without compensation and, pursuant to Section 508:16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage of the claim for such damages arising from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Association.

The members of the Executive Committee and Officers of the Association shall not be liable to the Association for monetary damages for breach of their fiduciary duties to the full extent permitted by NH RSA Chapter 292.

**Article XVI: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order that the Association may adopt.