

BYLAWS
OF THE
NEBRASKA ASSOCIATION
OF COUNTY OFFICIALS



Nebraska Association of County Officials
1335 H Street
Lincoln, Nebraska 68508

January 20, 2022

TABLE OF CONTENTS

ARTICLE I.....	1
Offices	1
ARTICLE II	1
Members and Membership	1
Section 1. Members and Membership.....	1
Section 2. Voting Rights.....	1
Section 3. Suspension, Expulsion and Termination.....	1
Section 4. Resignation	1
Section 5. Reinstatement.....	2
Section 6. Transfer of Membership	2
ARTICLE III.....	2
Meetings.....	2
Section 1. Annual Meeting	2
Section 2. Special Meetings.....	2
Section 3. Place of Meetings.....	2
Section 4. Notice of Meetings.....	2
Section 5. Action of Members Without a Meeting	3
Section 6. Quorum	3
Section 7. District Meetings.....	3
ARTICLE IV	3
Board of Directors	3
Section 1. General Powers	3
Section 2a. Number, Tenure and Qualifications	3
Section 2b. Board Member Tenure	5
Section 3. Regular Meetings	5
Section 4. Special Meetings.....	5
Section 5. Notice of Special Meetings	5
Section 6. Electronic Media Meeting.....	5
Section 7. Quorum	5
Section 8. Manner of Acting.....	5
Section 9. Compensation	5
Section 10. Vacancies	6
Section 11. Action by Directors Without a Meeting.....	6
Section 12. Budget.....	6
ARTICLE V	6
Officers.....	6
Section 1. Officers	6
Section 2. Election and Term of Office	6
Section 3. Removal.....	7
Section 4. Vacancies	7
Section 5. President	7
Section 6. Vice President	7
Section 7. Second Vice President	7
Section 8. Secretary-Treasurer.....	7
Section 9. Assistant Treasurers and Assistant Secretaries	8

ARTICLE VI.....	8
Executive Director.....	8
ARTICLE VII.....	8
Committees.....	8
Section 1. Committees of Directors.....	8
Section 2. Executive Committee.....	8
Section 3. Standing Committees.....	9
A. Legislative Committee.....	9
B. County Board Committee.....	9
C. Benefit Services Committee.....	10
Section 4. Other Committees.....	10
Section 5. Term of Office.....	11
Section 6. Chairman.....	11
Section 7. Vacancies.....	11
Section 8. Quorum.....	11
Section 9. Rules.....	11
ARTICLE VIII.....	11
Contracts, Checks, Deposits and Funds.....	11
Section 1. Contracts.....	11
Section 2. Checks, Drafts, Orders and Instruments.....	11
Section 3. Deposits.....	11
Section 4. Gifts.....	11
ARTICLE IX.....	12
Books and Records.....	12
ARTICLE X.....	12
Fiscal Year.....	12
ARTICLE XI.....	12
Dues.....	12
Section 1. Annual Dues.....	12
Section 2. Payment of Dues.....	12
Section 3. Default and Termination of Membership.....	12
ARTICLE XII.....	12
Seal.....	12
ARTICLE XIII.....	13
Waiver of Notice.....	13
ARTICLE XIV.....	13
Amendments to Bylaws.....	13
ARTICLE XV.....	13
Liability of Officers, Directors and Employees.....	13

ARTICLE XVI	13
Pronouns and Plurals; Captions.....	13
Section 1. Pronouns and Plurals.....	13
Section 2. Captions.....	14

ARTICLE I

Offices

The principal office of the Association in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Association may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose office is identical to such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical to the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members and Membership

Section 1. Members and Membership

This Association shall be a membership organization with no capital stock and no dividends or pecuniary profit of any character shall inure to the benefit of any individual. There shall be two classes of membership in this Association as follows: (1) Honorary membership is available to all past presidents of the Association and automatically conferred upon each such past president upon the election and qualification of his successor in the office of president. Honorary membership may also be conferred upon any person in accordance with a resolution duly adopted at any meeting of the members. (2) Voting membership shall consist of one vote for each of the ninety-three counties of the State of Nebraska who are members.

Any person eligible for membership, except honorary members, shall be accepted and enrolled upon application and payment of dues. Any member may be expelled upon a finding by the Board of Directors that membership requirements have not been met.

Section 2. Voting Rights

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Each vote shall be cast by the Chairman of the County Board of Commissioners or Supervisors (County Board) or his or her designee. There shall be no votes cast by proxy.

Section 3. Suspension, Expulsion and Termination

The Board of Directors by an affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause, provided not less than fifteen (15) days prior written notice of such suspension or expulsion stating the reason(s) therefore is given to the member, after an appropriate hearing by the Board or its designee not less than five (5) days before the effective date of the suspension or expulsion, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these Bylaws after the same notice and hearing requirements as previously set forth in this section have been satisfied.

Section 4. Resignation

Any voting member may resign by filing a written resignation with the Secretary-Treasurer of the Board of Directors, signed by the Chairman of the County Board, as the case may be, said resignation effective when notice is delivered unless the notice specifies a later effective date, but such resignation shall not relieve the member so

resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any honorary member may resign by filing a written resignation with the Secretary-Treasurer of the Board of Directors.

Section 5. Reinstatement

Upon written request signed by the Chairman of the County Board of a former voting member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate. Upon written request signed by a former honorary member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former honorary member to membership on such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE III

Meetings

Section 1. Annual Meeting

An annual meeting of the members shall be held in the month of December in each year, beginning with the year 2007 and each succeeding year thereafter, at a time as shall be set at the preceding regular meeting of the Board, unless otherwise determined by the Board of Directors, for the purpose of electing officers and installing Directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Nebraska; but if all of the members shall meet at any time and place, either within or without the State of Nebraska, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to the chairman of the County Board or the County Clerk of each County that have current membership in the Association, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary-Treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No notice need be given of adjourned meetings. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid.

Section 5. Action by Members Without a Meeting

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. District Meetings

Each District hereinafter described in Article IV may hold district meetings, either within or without the district, and conduct such business as may be necessary for the good of the district including the election of such district officers as the district members desire.

ARTICLE IV

Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of the State of Nebraska, duly elected county officials from the following offices: Commissioners or Supervisors, County Clerks or Registers of Deeds, County Treasurers, Clerks of the District Court, County Assessors, County Attorneys, County Sheriffs, and County Surveyors serving as a County Highway Superintendent or County Engineer. All Directors shall be from a county whose membership is current.

Section 2a. Number, Tenure and Qualifications

The Directors shall consist of the officers described in Article V of these Bylaws, hereinafter called Officers-Directors; one (1) County Commissioner or Supervisor from each county with more than one hundred fifty thousand (150,000) inhabitants, as determined according to U.S. Census data; hereinafter called Metropolitan Directors; one (1) County Commissioner or Supervisor from each of the following districts of the State; hereinafter called District Directors:

- Panhandle District
- Northeast District
- West Central District
- Southeast District
- Central District

and one (1) person from each of the following county officials' affiliate organization, hereinafter called Affiliate Directors:

- County Clerks and Registers of Deeds
- Clerks of the District Court
- County Treasurers
- County Assessors
- County Attorneys
- County Sheriffs
- County Surveyors serving as a County Highway Superintendent or County Engineer

There shall also be one (1) nonvoting ex officio Director: the county official appointed annually by the Directors to serve as the Nebraska representative on the National Association of Counties (NACo) Board of Directors, hereinafter called the Ex Officio Director. The Ex Officio Director shall be in addition to the above defined Directors, unless the person so appointed already serves as an Officer, Metropolitan, District, or Affiliate Director in which event there shall be no Ex Officio Director.

The Districts shall consist of the following counties:

PANHANDLE DISTRICT: Banner, Box Butte, Cheyenne, Dawes, Deuel, Garden, Kimball, Morrill, Scotts Bluff, Sheridan and Sioux.

NORTHEAST DISTRICT: Antelope, Boone, Boyd, Brown, Burt, Cedar, Colfax, Cuming, Dakota, Dixon, Dodge, Holt, Keya Paha, Knox, Madison, Nance, Pierce, Platte, Rock, Stanton, Thurston, Washington, and Wayne.

WEST CENTRAL DISTRICT: Arthur, Blaine, Chase, Cherry, Dundy, Frontier, Furnas, Gosper, Grant, Hayes, Hitchcock, Hooker, Keith, Lincoln, Logan, McPherson, Perkins, Red Willow, and Thomas.

SOUTHEAST DISTRICT: Butler, Cass, Douglas, Fillmore, Gage, Jefferson, Johnson, Lancaster, Nemaha, Otoe, Pawnee, Richardson, Saline, Sarpy, Saunders, Seward, and Thayer.

CENTRAL DISTRICT: Adams, Buffalo, Clay, Custer, Dawson, Franklin, Garfield, Greeley, Hall, Hamilton, Harlan, Howard, Kearney, Loup, Merrick, Nuckolls, Phelps, Polk, Sherman, Valley, Webster, Wheeler, and York.

Each District Director shall be elected by the district he or she represents at an official district meeting, and for the following terms:

Panhandle, West Central and Northeast Districts: Two (2) year term commencing January 1, 1969, and every two (2) years thereafter.

Southeast and Central Districts: One (1) year term commencing January 1, 1969; then for two (2) year terms commencing January 1, 1970, and every two (2) years thereafter.

Each Metropolitan Area Director shall be elected by the County Commissioners or Supervisors in their respective counties and for terms of two (2) years commencing January 1, 1971, or the ensuing January 1 following population qualification, and every two (2) years thereafter.

Each Affiliate Director shall be elected by their respective affiliate organization and for the following terms:

County Clerks/Registers of Deeds, County Treasurers and County Assessors: Two (2) year term commencing January 1, 1979 and every two (2) years thereafter.

County Sheriffs and Clerks of District Court: One (1) year term commencing January 1, 1979; then for two (2) year terms commencing January 1, 1980, and every two (2) years thereafter.

County Highway Superintendents/Surveyors/Engineers: Two (2) year term commencing January 1, 1983, and every two (2) years thereafter.

County Attorneys: Two (2) year term commencing January 1, 2010, and every two (2) years thereafter.

Each District Director and each Metropolitan Director shall take office on the respective January first that his or her term commences and shall hold office until his or her successor shall have been duly elected or appointed and qualified.

The Ex Officio Director, if any, shall take office beginning January 1, 1996, and shall hold office from that date until expiration of the appointment and until a successor shall have been duly appointed and qualified.

Section 2b. Board Member Tenure

Commencing with the newly elected directors whose term begins January 1, 1985, and all directors elected in subsequent years, the tenure of a director shall not exceed three (3) consecutive, two (2) year terms of office. Tenure shall exclude time served as a director appointed to fill a vacancy.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, at the same place and general time as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 5. Notice of Special Meetings

Notice of any special meeting of the Board by Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail to each Director at his or her address as shown by the records of the corporation, or by telecopier, facsimile, email or other electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Electronic Media Meetings

The Board of Directors, any standing committee or any committee appointed by the Board of Directors, may permit any or all directors or committee members, as the case may be, to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member, as the case may be, participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present when a vote is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any

other capacity and receiving compensation therefore.

Section 10. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A District Director vacancy shall not be filled by the Board of Directors without a recommendation from the district association wherein the vacancy occurred. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 11. Action by Directors Without a Meeting

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

Section 12. Budget

A budget shall be prepared by the Executive Director and presented to the Executive Committee. The Executive Committee shall review, modify if necessary, and present such proposed budget to the Board of Directors of the Association for the Board's consideration and adoption.

ARTICLE V

Officers

Section 1. Officers

Beginning January 1, 2013, the officers of the corporation shall be a President, a Vice President, a Second Vice President, a Secretary-Treasurer, and the immediate Past President and shall, with the exception of the immediate Past President, be elected annually by the members of the corporation; and such other officers as may be elected or appointed in accordance with provisions of the Article. All five officers' positions may be held by County Commissioners or Supervisors, or at any given time, by no more than two (2) members from the county officials' affiliate organizations enumerated in Article IV, Section 2a of these Bylaws. The Board of Directors may elect or appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall be deemed desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same persons, except the offices of President and Secretary-Treasurer. No officers, other than the President, Vice President, Second Vice President, Secretary-Treasurer, and immediate Past President, shall be members of the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually for a term of one year at the annual conference of members of the corporation, with the term commencing on January 1st following the election and then concluding December 31st. Resignation, disqualification, or removal from office shall make any officer ineligible to hold office in the corporation, and shall result in a vacancy. No President, Vice President or Second Vice President may be elected to succeed himself or herself in the same office except where such officer has served only a part of a term.

Beginning with the 2012 annual conference of members of the corporation, a qualified individual shall be nominated and elected annually for each officer position from the respective district in order of rotation. The annual rotation order for the position is:

Secretary-Treasurer: Panhandle, Northeast, West Central, Southeast, Central;
Second Vice President: Central, Panhandle, Northeast, West Central, Southeast;
Vice President: Southeast, Central, Panhandle, Northeast, West Central; and

President: West Central, Southeast, Central, Panhandle, Northeast.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Second Vice President

In the absence of the President and Vice President, or in the event of the President and Vice President's inability or refusal to act, the Second Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the absence of the Vice President, or in the event of the Vice President's inability or refusal to act, the Second Vice President shall perform the duties of the Vice President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Vice President. Any Second Vice President shall perform such other duties as from time to time may be assigned to the Second Vice President by the President or by the Board of Directors.

Section 8. Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and keep a register of the post-office address of each member which shall be furnished to the Secretary-Treasurer by such member.

If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the Secretary-Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as

shall be selected in accordance with the provisions of Article VII of these Bylaws except in cases where these various duties have been expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the corporation. The Secretary-Treasurer shall perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Executive Director

The Executive Director is responsible for planning and administering Association activities as directed by the Executive Committee and the Board of Directors. The Executive Director is responsible for planning and coordinating state and national lobbying activities; planning, establishing and supervising office procedures; preparing and proposing the annual Association budget to the Executive Committee; providing training and continuing education for county officials; administering the adopted budget; and hiring, supervising, and annually evaluating Association staff members.

When a vacancy occurs in the position of Executive Director, the Executive Committee may appoint a Search Committee. The number of persons serving on the Search Committee shall be seven (7). The Search Committee shall solicit applications from all persons being eligible for and interested in appointment to the position of Executive Director by notifying the news media and national publications to ensure that prospective applicants will have an opportunity to seek the position. After a reasonable time has elapsed, during which applications can be filed, the Search Committee shall recommend five (5) applicants deemed best qualified for the position. The Board of Directors shall interview the five (5) recommended candidates in a manner which does not allow the candidates to be known to one another. A vacancy cannot be filled with less than two-thirds vote of the Board membership.

The Executive Director may be removed from office by a majority vote of the Board membership at any regular or special meeting of the Association, provided that at least ten (10) days' notice must be given to members of the Board of Directors.

ARTICLE VII

Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation, amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee

and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

Section 2. Executive Committee

The Executive Committee shall consist of the President, Vice President, Second Vice President, Secretary/Treasurer, and Immediate Past President. The Executive Committee shall have only those powers listed herein and any additional powers granted it by the Board of Directors.

The Executive Committee shall present a proposed annual association budget to the Board of Directors of the association for the Board's consideration and adoption.

The Executive Committee shall be notified by the Executive Director of any staff resignations and of the selection of persons to fill staff vacancies.

The Executive Committee shall appoint a Search Committee for the position of Executive Director as described in Article VI.

The Executive Committee shall present to the Board of Directors any recommendations which lead to the improvement of the Association.

The Executive Committee shall annually review the audit of the Association and report to the Board of Directors their findings.

The Executive Committee shall annually inspect all real and personal property owned by the Association.

The Executive Committee shall direct the President, any other member of the Executive Committee, or the Executive Director as to the voting of shares of common stock held by the Association, and the President or such other individual so designated shall have the power to vote such common stock on behalf of the Association as directed by the Executive Committee.

Section 3. Standing Committees

A. Legislative Committee

The Association shall maintain a Legislative Committee. The sole purpose of the Legislative Committee is to formulate and promote state and federal legislation as will be beneficial to the Nebraska Counties, and to the citizens thereof, and to oppose legislation detrimental thereto. The position established by the Legislative Committee regarding state and federal legislation or rules and regulations shall be the official position of the Association.

The Board of Directors and Officers of the Association shall serve as members of the Legislative Committee.

The Legislative Committee may be increased with the approval of the Board of Directors to include a representative of any affiliate organization not represented on the Board of Directors. The representative shall be appointed by the membership of the affiliate organization. The Board of Directors shall biannually review affiliate organization membership on the Legislative Committee to determine the continuation of membership. A representative on the Legislative Committee whose affiliate group is not on the Board of Directors shall not be reimbursed by the Association for their travel and expenses.

No Legislative Committee meeting shall be conducted outside the boundaries of the state of Nebraska. The transaction of business before the Legislative Committee shall be conducted in accordance with Roberts Rules of Order. The majority of the Legislative Committee shall constitute a quorum for the transaction of business. No motion may be adopted unless supported by a number equal to the amount of members required to constitute a quorum.

A record of the Legislative Committee's action shall be maintained in the Association office for at least one

legislative session, or one (1) year, whichever is greater. Notice of a Legislative Committee meeting to Association members shall be included in the Association's publications if feasible. Directors shall be responsible for notifying their respective districts or affiliate organizations of the Legislative Committee meeting dates.

B. County Board Committee

The Association shall maintain a County Board Committee. The purpose of the County Board Committee is to assist in the communication and organization with county board members on legislative, economic and legal issues that will be beneficial to the Nebraska counties and to the citizens thereof. The County Board Committee shall assist in the planning and coordination of the annual County Board workshop and NACO Annual Conference.

The County Board Committee shall consist of all county board members serving on the NACO Board of Directors and shall be chaired by the highest ranking elected NACO officer.

The County Board Committee shall meet at least once per year each calendar year on dates established by the Committee. No County Board Committee meeting shall be conducted outside the boundaries of the state of Nebraska. The majority of the County Board Committee shall constitute a quorum for the transaction of business.

A record of the County Board Committee's actions shall be maintained in the Association office.

C. Benefit Services Committee

The Association shall maintain a Benefit Services Committee. The purpose of the Benefit Services Committee is to make recommendations to the Board about NACO's group health insurance program and related programs, including use of the NACO Health Trust Fund to limit rate increases for plan members. The Committee shall ensure that the program provides the best possible coverage for all plan subscribers.

The Benefit Services Committee shall consist of seven county officials or employees from counties that participate in the NACO group health insurance plan. The Committee shall be appointed by the NACO President. There shall be at least one official from each NACO District on the Committee. Members of the NACO Board of Directors and NACO Officers who meet the Committee's eligibility requirements may serve on the Benefit Services Committee.

If a county terminates its participation in the NACO group insurance program, its representative is no longer eligible for membership on the Benefit Services Committee and a vacancy shall be declared. The vacancy will be filled by appointment by the NACO President in advance of the next meeting of the Benefit Services Committee.

The majority of the Committee shall constitute a quorum for the transaction of business. No motion may be adopted unless supported by a number equal to or greater than the number of members required to constitute a quorum. The Benefit Services Committee shall meet at least once each calendar year on dates established by the Committee. No Benefit Services Committee meeting shall be conducted outside the boundaries of the state of Nebraska.

A record of the County Board Committee's actions shall be maintained in the Association office.

Section 4. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 5. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Chairman

One (1) member of each committee shall be appointed Chairman of the committee by the person or persons authorized to appoint the members thereof.

Section 7. Vacancies

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present when a vote is taken shall be the act of the committee.

Section 9. Rules

Each committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Orders, and Instruments

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, 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 or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall cease to be the calendar year on July 1, 1983, and shall henceforth begin on the first day of July and end on the last day of June of each year.

ARTICLE XI

Dues

Section 1. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members.

Section 2. Payment of Dues

Dues shall be due on the first day of January in each year and shall be payable in two (2) equal installments. Invoices for dues will be delivered in July and November. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the corporation.

Section 3. Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of nine (9) months from the beginning of the fiscal year, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these Bylaws.

ARTICLE XII

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal NEBRASKA ASSOCIATION OF COUNTY OFFICIALS".

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendments to Bylaws

These Bylaws may be altered, amended or repealed as permitted by the Nebraska Nonprofit Corporation Act, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XV

Liability of Officers, Directors and Employees

Each Director, Officer and Employee of the Association or former Director, Officer and Employee of the Association, shall be indemnified against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement, or in connection with the defense of any pending or threatened or completed action, suit, or proceeding, criminal or civil, administrative or investigative, to which he or she is or may be made a party by reason of being or having been such Director, Officer or Employee. Provided, however, that a determination is made by a majority of the Directors of the Association who are not parties to or threatened with such action, suit or proceeding, or if there are not such Directors, by a majority of the entire Board of Directors.

- (A) That such Director, Officer or Employee was not, and has not been adjudicated to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the Association; and
- (B) That he or she acted in good faith in what he or she reasonably believe to be the best interest of the Association; and
- (C) That in any matter the subject of a criminal action, suit, or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

A person claiming indemnification shall be presumed in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit, or proceeding by judgment, order settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

ARTICLE XVI

Pronouns and Plurals; Captions

Section 1. Pronouns and Plurals

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of the person or persons may require.

Section 2. Captions

Captions used herein are for convenience only and are not a part of these Bylaws and shall not be deemed to limit or alter any provisions hereof and shall not be deemed relevant in construing these Bylaws.