

Illinois Association of County Officials

Articles of Incorporation

ARTICLE I - NAME

The name of this association shall be the “Illinois Association of County Officials”, also known as IACO.

ARTICLE II - MEMBERS

Class 1: Membership

Membership in the association shall consist of members in good standing of the following organizations (or their successor bodies) and may include future organizations as described in the bylaws:

- Illinois Association of County Board Members and Commissioners
- Illinois Association of County Clerks and Records
- Illinois Association of Court Clerks
- Illinois County Treasurer’s Association
- Illinois Association of County Auditors
- Illinois Coroners and Medical Examiners Association
- Illinois Association of Regional Superintendents of Schools
- County Assessment Officer’s Association
- Illinois Association of County Zoning Officials
- Illinois Sheriff’s Association
- Association of Election Commission Officials of Illinois
- Illinois Association of County Engineers
- Illinois State’s Attorneys Association
- Illinois Association of County Veterans Assistance Commissions
- Illinois Emergency Services Management Association

Class 2: Associate Membership

Associate Membership shall be allowed to any person not eligible under any other class and shall not have voting rights.

Class 3: Honorary Membership

Honorary Membership shall be afforded to any person who has rendered distinguished service to the causes and objectives of IACO. Nominations for honorary membership may be made at any meeting of the Association by a Class 1 member. Upon approval of any nominee by the voting members, that person shall become an honorary member of IACO. Honorary members shall not have voting rights, nor be eligible to hold any office established by IACO.

Class 4: Retired Membership

When active members of this association retire, resign, or vacate their official office, they may, become retired members of this association. Such members shall be accorded all of the rights and privileges of the other members, with the exception of the privilege of voting and holding elective office. The dues shall be \$30.00 annually payable to the Treasurer of the Illinois Association of County Officials. \$20.00 of the \$30.00 dues will be for the subscription to *County to County* magazine. If the dues are not paid annually the past county official shall be dropped from the roles. Every year each affiliate President shall furnish a list of names and addresses of all retired members for that year to the Illinois Association of County Officials Treasurer. (Oct. 1997)

Class 5: Lifetime Membership

When a member of IACO retires, resigns or vacates elected or appointed office, that member may become a Lifetime Member of IACO. Lifetime Members shall not have voting rights, nor be eligible to hold any office established by IACO.

Dues for any of the classes of membership may be established by the Executive Board.

ARTICLE III - PURPOSE

The purpose of the organization is to provide educational materials and meetings for Illinois County Officials to promote uniform procedures in Illinois Counties in order to better serve the public.

ARTICLE IV – MANAGEMENT

Operations of the Association will be under the authority of an Executive Board. The number, officers and duties of said Board will be described in the by-laws of the organization.

ARTICLE V – PRINCIPAL OFFICE LOCATION

The principal office of the Association shall be designated by the Executive Board at the first meeting of the year.

ARTICLE VI – GENERAL PROVISIONS

1. The Association shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

2. The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

3. The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

4. The Association shall not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any later federal tax laws.

5. The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

ARTICLE VII – PAST PRESIDENTS

There shall also be established a Past Presidents Association consisting of past presidents of the Illinois Association of County Officials, which shall meet no less than two times a year and shall report to the Executive Board. The President of this Association shall be a voting member of the Executive Board.

ARTICLE VIII – LIQUIDATION

If the Association is caused to liquidate, the proceeds shall be distributed to any charitable organization recognized under Internal Revenue Code Section 501c(3) designated by the then Governor of the State of Illinois.

ADOPTION

Duly adopted at the full membership meeting of the Illinois Association of County Officials on the 23rd day of April, 1997.

Revised 2006 and adopted at the full membership meeting of the Illinois Association of County Officials on the 3rd day of May, 2006.

Illinois Association of County Officials

By-Laws

Mission Statement

The Illinois Association of County Officials, a statewide organization of affiliate county official groups, is dedicated to maintaining and improving the quality of county government through education. The IACO membership promotes responsible public policy, ethical service and high standards of performance in single and multi-county units of government. Efficient and effective government service is enhanced through the cooperative efforts of the IACO membership, staff, volunteers and associate members.

In order to promote professionalism in county governmental service, IACO conducts annual meetings, seminars and in-service training sessions. Additionally, IACO facilitates professional networking and publishes professional materials. These efforts are designed to maintain and enhance public confidence in county government.

ARTICLE I – REGISTERED OFFICE

The registered office of the Association shall be designated by the Executive Board at the first meeting of the year.

ARTICLE II – MEETINGS OF ASSOCIATION MEMBERS

Section 1: Annual Meetings. Annual Meetings for the election of Executive Board members and for such other business as may be stated in the Notice of Meeting, shall be held at such place in the State of Illinois and at such time and date as the Executive Board, by resolution, shall determine. In the event the Executive Board fails to determine a time and place of meeting, the annual meeting of association members shall be the fourth Wednesday of November, 10:00 a.m. in the lobby of the State of Illinois Building in Chicago, Illinois.

Section 2: Other Meetings. Other meetings of members for any purpose other than the election of Executive Board members may be held at such time and place within the State of Illinois as shall be stated in the Notice of the Meeting.

Section 3: Membership List. Membership classes shall be approved by majority vote at any IACO membership meeting. The Executive Board shall annually require a list from each affiliate organization of all members in good standing showing the membership class, name, title, full address and phone numbers. Said list shall be open to examination of any association member in good standing, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting and shall be available for inspection at the meeting.

Section 4: Voting. Each member in good standing of an affiliate organization shall be entitled to one vote in person. There shall not be voting by proxy. Upon demand of any affiliate organization the vote for any question before the meeting shall be by ballot. All elections for Executive Board members shall be decided by a majority or more than one-half of the members voting. Affiliate voting rights will be denied if the list of members in good standing is not delivered in ten (10) days prior to any IACO meeting.

Section 5: Quorum. A quorum may be declared by majority vote at any meeting of 100 or more in good standing of the membership present.

Section 6: Special Meetings. Special meetings of the members, for any purpose may be called by the president and shall be called by the president or secretary at the request, in writing, of a majority of the members of the Executive Board or membership entitled to vote. Such request shall state the purpose of the proposed meeting.

Section 7: Notice of Meetings. Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote at his business address as it appears on the records of the Association, not less than ten nor more than sixty days before the date of the meeting.

Section 8: Parliamentary Procedure. Procedures for meetings of Members of the Executive Board shall be governed by "Robert's Rules of Order".

ARTICLE III – EXECUTIVE BOARD

Section 1: Membership. The Executive Board shall consist of five (5) members, President, President-Elect, Vice President, Secretary/Treasurer, and Past President.

Section 2: Nominations. Nominations for the Executive Board offices of President, President-Elect, Vice President, and Past-President shall be by succession. The Board of Directors shall annually nominate an eligible member of the Board of Directors for the office of Secretary/Treasurer.

Section 3: Secretary/Treasurer Eligibility and Nomination. Members of the Board of Directors are eligible for the Secretary/Treasurer office after having served a minimum of one year on the Board of Directors and upon application to the Board of Directors. Each affiliate in good standing shall have one vote on the nomination for the office of Secretary/Treasurer. Said vote shall be placed by the affiliate member based upon the following priority:

- 1) The affiliate member serving on the Board of Directors, excluding any member that is being considered for the nomination, or
- 2) An affiliate member serving on the Executive Board with the highest ranking, or
- 3) The affiliate president.

Section 4: Annual Election and Term. The Executive Board slate of officers shall be presented and elected by the membership at the annual meeting of the membership. Each Executive Board member shall be elected to serve until his/her successor shall be elected and shall qualify.

Section 5: Quorum. A majority of the Executive Board members present shall constitute a quorum. A member may vote by written proxy. Representatives of the member (i.e. Chief Deputy or another official from the affiliate organization) may attend and shall have voting privileges and be counted for quorum requirements.

Section 4: Duties and Responsibilities. The Executive Board is responsible for the day-to-day operations of the organization, developing a financial plan, including the annual budget, monitoring the financial affairs, reviewing and approving the annual audit or audit review, planning and executing the annual conferences within the scope of the approved budget, entering into contracts on behalf of IACO, and making decisions on contractual employees regarding salary, benefits, and duties and responsibilities.

Section 5: Resignation. Any Executive Board member may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective.

Section 6: Vacancies. If the office of any Executive Board member, except Past President, becomes vacant, the offices shall be filled by succession and an eligible member of the Board of Directors shall be nominated as Secretary/Treasurer. Executive Board members shall hold office for the unexpired term and until his/her successor shall be duly chosen.

Section 7: Conference/Convention Expenditures. The President and First Vice-President, or their designee, shall represent the Association at the annual conference of the National Association of Counties or any other conference or convention composed of members dedicated to the professionalism of county government. Expenses for the President and First Vice-President, or their designee, to attend one conference per year shall be reimbursed in the amount determined by the annual budget adopted by the Board of Directors..

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Membership. The Board of Directors shall consist of the Executive Board plus one affiliate representative from each affiliate in good standing.

Section 2: Terms – Affiliate Representative. Each affiliate representative appointed to the Board of Directors by an affiliate in good standing shall serve a three-year term. In the case of a vacancy for any reason, the affiliate organization shall appoint another affiliate representative to begin a new three-year term. .

Section 3: Quorum. A majority of the Board of Director members present shall constitute a quorum. A member may vote by written proxy. Representative of the member (i.e. Chief Deputy or another official from the affiliate organization) may attend and shall have voting privileges and be counted for quorum requirements.

Section 4: Duties and Responsibilities. Members of the Board of Directors are responsible for setting the organization goals, objectives, and policies, approving the annual budget, providing support to the Executive Board in carrying out the goals and objectives of the organization and in the planning and execution of the annual conferences. **Section 5: Resignations.** Any member of the Board of Directors may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective.

Section 6: Removal. Any member of the Board of Directors may be removed either for or without just cause at any time of the affirmative vote of a majority of the association members entitled to vote at a special meeting of the Association.

Section 5: Compensation. **Members of the Board of Directors** shall not receive any stated salary for their services, but by resolution of the Board of Directors, expenses of attendance may be allowed. Nothing herein contained shall be construed to preclude any Board of Director member from serving the Association in any other capacity of any officer, agent or otherwise, and receiving compensation therefore.

Section 6: Affiliate Presidents. The President of each affiliate in good standing shall serve on the Board of Directors in an advisory capacity, and as a liaison between IACO and the affiliate organization.

Section 7: Industry Representatives. Three (3) Industry Representatives, each serving a three-year term shall serve in an advisory capacity on the Board of Directors. Appointments shall be made by the President with the advice and consent of the Board of Directors and shall be staggered so that one appointment is made each year. The Chairman of the Industry Representative Committee shall be the individual that has served on the Committee for the longest period. Industry Representatives shall be accorded all the rights and privileges of the other Board of Director members with the exception of the privilege of voting and holding elective office. Responsibilities are to act as a liaison between IACO industry partners and the Board of Directors, make recommendations that will promote the IACO mission and maximize the benefit of the industry partners that support IACO, and offer advice and assistance in planning annual conferences.

ARTICLE V – BOARD APPOINTMENTS

Section 1: Appointments. To accomplish the association's goals and objectives, the President shall, with the advice and consent of the Board of Directors, appoint members of the Board of Directors to fill the following positions. Appointees are authorized and encouraged to form a working group, including but not limited to members of the Board of Directors, to accomplish the goals and tasks as assigned.

- a) Awards. Promotes increased awareness of the organization by awarding the "County Official of the Year" award and presenting annual college scholarships; solicits nominations, oversees the selection process and presents the awards at the time and place designated by the Board of Directors.
- b) By-laws & Policies. Oversee any proposed by-law revisions submitted by an affiliate group or member and make recommendations to the Board of Directors

- regarding such proposed revisions; responsible for maintaining and making available to the members an accurate and up-to-date by-laws document; review and revise, if necessary, all written policy and procedure documents including, but not limited to, the Financial Policy and the Document Retention Policy; present said policy documents to the Board of Directors for approval annually; maintain and making available to the members accurate up-to-date policy/procedure documents.
- c) Communication. Responsible for efficiently communicating to the membership; monitors the effectiveness of various communication tools and develops and presents recommendations to the Board of Directors when necessary.
 - d) Education. Responsible for developing, recommending and implementing educational programs for the IACO conferences; assists the Executive Board with development of the conference schedule of events; facilitates all travel arrangements and classroom set-up for conference presenters.
 - e) Legislative. Works to promote the IACO mission to members of the General Assembly; responsible for selecting the “Legislator of the Year” and for duties relating to the IACO Political Action Committee (PAC).
 - f) Membership. Develop, recommend and implement strategies to recruit and retain affiliate membership.
 - g) Nominating. Coordinate and oversee the filling of vacancies on the Board of Directors and the annual selection of the Executive Board Secretary/Treasurer; coordinate the annual membership election of the Executive Board Officers.

Section 2: Advisory Committee. At any time it is deemed necessary by the President, he/she can appoint an advisory committee to analyze and make recommendations to the Board of Directors. .

ARTICLE VI – FUTURE AFFILIATE ORGANIZATIONS

Future affiliate organizations may be allowed by majority vote at an IACO membership meeting.

ARTICLE VII – AMENDMENTS

All proposed amendments to the by-laws shall be published in the *County to County* Magazine in the issue immediately preceding the Conference for which the proposal is being presented, or posted on the association website. If the proposed amendments are posted on the association website, notice of said posting shall appear in the County to County magazine in the issue immediately preceding the Conference for which the proposal is being presented. Said proposal shall receive first reading at the opening session of the

respective conference and shall be laid over until the closing session for final action. Said proposal shall then be voted upon at the closing session by the entire membership of IACO.

ARTICLE VIII – RESOLUTIONS

Resolutions to be considered at any IACO Conference shall be filed with the Board of Directors no later than 12:00 noon on the middle day of the respective Conference. Proposed resolutions shall then be read at the closing session of the conference and voted on by the entire membership of IACO.

ADOPTION

Certified by the Secretary of the Illinois Association of County Officials as true and correct.

Duly adopted by the full membership of the Illinois Association of County Officials on the 23rd day of April, 1997.

Revised 2006 and adopted at the full membership meeting of the Illinois Association of County Officials on the 3rd day of May, 2006.

Revised 2012 and adopted at the full membership meeting of the Illinois Association of County Officials on the 25th day of April, 2012.

Revised 2012 and adopted at the full membership meeting of the Illinois Association of County Officials on the 21st day of November.