

BYLAWS OF THE COUNTY SUPERVISORS
ASSOCIATION OF ARIZONA ("CSA")

ARTICLE 1
DEFINITIONS

The following definitions apply to these Bylaws unless the context requires a different meaning:

- 1.1. "Board" means the Board of Directors of CSA.
- 1.2. "Supervisor" means any duly elected or appointed and qualified county supervisor of the State of Arizona.
- 1.3. "County" means any county unit of government in the State of Arizona.
- 1.4. "Member county" means any county of the State of Arizona that pays the annual membership fee as established by the Board to CSA.

ARTICLE 2
PURPOSES AND OBJECTIVES

The purposes and objectives of CSA, as established by the Executive Committee and the Board, are as follows:

- 2.1. Promote and preserve local control of counties;
- 2.2. Resist unfunded federal or state mandates upon county governments;
- 2.3. Research matters that may affect the ability of county governments to efficiently serve their citizens and report on those issues to all supervisors of Arizona counties;
- 2.4. Provide a forum for county supervisors to exchange information and become educated on matters affecting county governments;
- 2.5. Obtain and provide expert assistance and advice to county supervisors;
- 2.6. Inform the United States Congress, the Executive Branch of the United States Government, the Governor of Arizona, the Arizona Legislature, political subdivisions, and the public regarding matters that affect or may affect county governments;
- 2.7. Propose and comment on legislation and programs that concern county government in Arizona;
- 2.8. Work cooperatively with organizations that are involved in county government, such as the Arizona Association of Counties and the

League of Arizona Cities and Towns, to maximize effective use of resources in advancing mutual interests;

- 2.9. Advocate legislation for the benefit of federal, state and county government;
- 2.10. Participate in programs that further CSA's purposes and objectives;
- 2.11. Promote public service as a positive influence on business and civic life;
- 2.12. Develop legislative policies and take positions on matters of importance to Arizona member counties; and
- 2.13. Provide the maximum benefit of county services, while maintaining the maximum efficiency, for all county residents.

ARTICLE 3

POWERS

CSA may do the following:

- 3.1. Employ personnel for the execution of powers, duties and purpose as established by these Bylaws;
- 3.2. Rent, purchase or otherwise hold real estate or other property, including beneficial interests therein, solely or jointly with other organizations;
- 3.3. Solicit and receive contributions;
- 3.4. Assess and collect dues from its members;
- 3.5. Contract with governmental units, persons, firms or other organizations to procure or provide services and pay or receive monies pursuant to such contracts;
- 3.6. Oversee the lawful business of the Arizona Counties Research Foundation, Inc.;
- 3.7. Oversee the lawful business and fiscal matters of a county affiliate or county-approved organization, association or agency, and act as the fiscal agent for approved county projects;
- 3.8. Assess and collect dues or fees from county affiliates, county-approved organizations, associations or agencies, county memberships, or for approved county projects; and
- 3.9. Perform any lawful act to further CSA's purposes and objectives.

ARTICLE 4

MEMBERSHIP, DUES AND FINANCE

- 4.1. Membership. Any county in the State of Arizona may be a member of CSA. The Board may suspend any county's membership for non-payment of annual dues upon 60 days notice. Every

supervisor of a member county shall be a member of CSA on behalf of that county.

- 4.2. Dues. The Board shall meet annually to adopt a membership dues schedule for the ensuing fiscal year.
- 4.3. Budget and Fiscal Year. CSA's fiscal year shall commence on the first day of July of each year and end on the last day of June in the succeeding calendar year. The Board shall adopt an annual budget not later than at the regularly scheduled Board meeting in the month immediately preceding the beginning month of the fiscal year or, if a quorum is not met, at the next available Board meeting of the new fiscal year.

ARTICLE 5

BOARD OF DIRECTORS

- 5.1. Powers. The Board of Directors ("Board") may perform any act that is necessary or appropriate to conduct the affairs of CSA or to affect the purposes and objectives listed in Article 2.
- 5.2. Board of Directors. The Board shall be composed of every supervisor from every member county in Arizona.
- 5.3. Term of Office. Each Director shall serve until the Director is no longer a county supervisor.
- 5.4. Board Meetings. The Board may provide by resolution the time and place for Board meetings. The Board shall meet at least once every quarter of every year. In addition, the Board shall conduct at least one annual meeting each calendar year.
- 5.5. Notices of Meeting. The Board shall send a written notice of each meeting to every member. The notice shall state the time and place of the meeting. The notice shall be delivered through any of the following methods:
 - 5.5.1. By mail to each member's county address or a county representative's address, postage prepaid and at least seven days prior to the meeting;
 - 5.5.2. By facsimile transmission to each member's county facsimile station or a county representative's facsimile station and at least seven days prior to the meeting; or
 - 5.5.3. By electronic mail ("e-mail") to each member's county e-mail address or a county representative's e-mail address and at least seven days prior to the meeting.
- 5.6. Quorum. A quorum of the Board shall consist of at least one Supervisor from two-thirds of the Arizona Member Counties.

- 5.7. Action of the Board. An act of the Board shall be the act of a majority of the Directors that are present at the meeting of which a quorum is present, unless the act of a greater number is required by law or by these Bylaws.
- 5.8. Voting on Legislative Matters. A vote of two-thirds of a quorum of the Board that is present at any regular Board meeting is required to endorse any matter that is presented to or may be presented to the Arizona Legislature from CSA's legislative program.

ARTICLE 6

OFFICERS AND COUNTY CAUCUSES

- 6.1. County Caucuses. The member counties shall be organized into the following caucuses. The composition of each caucus shall be approved by the Board and categorized as follows:
 - 6.1.1. Large County Caucus.
 - 6.1.2. Medium County Caucus.
 - 6.1.3. Small County Caucus.
- 6.2. Officers and Executive Committee. The officers of CSA shall be President, President-Elect, First-Vice-President, Second-Vice-President, Third-Vice-President and Immediate-Past-President. The officers shall constitute the Executive Committee of the Board. The Executive Committee shall act as directed by the Board.
- 6.3. Term of Office. Each officer shall serve for one year or until the next November meeting of the Board.
- 6.4. Nomination and Eligibility of Officers. For the 1999 calendar year, except for the Immediate-Past-President, who is an *ex officio* officer, each caucus shall be eligible to nominate a supervisor from its membership for the following offices:

Officer	Caucus Eligible to Nominate the Officer
President	Small County
President-Elect	Large County
First-Vice-President	Medium County
Second-Vice-President	Small County
Third-Vice-President	Large County

Nominations shall be made at the November meeting of CSA. Caucuses shall be eligible to nominate officers, except for the

Immediate-Past-President, on a rotating basis each year from the lower ranked office to the next higher office in line of succession.

This rotation shall continue from year to year.

6.5. Duties of Officers. The officers shall have the following powers and duties:

6.5.1. President. The President presides at meetings of the Board, Executive Committee, and Legislative Policy Committee. The President shall be the chief elected officer of CSA and may speak on behalf of CSA, the Board, the Executive Committee, and Legislative Policy Committee. The President, subject to consent of the Executive Committee, shall appoint the members of all committees and shall be an *ex officio* member of all committees of CSA and the Board. The President may bind CSA to any deeds, mortgages, and contracts of other instruments that the Board has authorized to be executed, unless another officer or agent has been authorized to execute the document by statute, the Board or these Bylaws. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

6.5.2. President-Elect. The President-Elect shall perform the duties of the President in the event of the President's absence, incapacity or refusal to act. When acting as President, the President-Elect shall have all powers of and shall be subject to all restrictions of the office. The President-Elect shall perform such other duties as may be prescribed by the President or the Board.

6.5.3. First-Vice-President. The First-Vice-President shall perform the duties of the President or the President-Elect in the event of the President's or President-Elect's absence, incapacity or refusal to act. When acting as President or President-Elect, the First-Vice-President shall have all powers of and shall be subject to all restrictions of the office. The First-Vice-President shall perform such other duties as may be prescribed by the President or the Board.

6.5.4. Second-Vice-President. The Second-Vice-President shall perform the duties of the President, President-Elect or the First-Vice-President in the event of their absence, incapacity or refusal to act. When acting as President, President-Elect or First-Vice-President, the Second-Vice-President shall have all powers of and shall be subject to all restrictions of the office. The Second-Vice-President shall perform such other duties as may be prescribed by the President or the Board.

- 6.5.5. Third-Vice-President. The Third-Vice-President shall perform the duties of the President, President-Elect, First-Vice-President or the Second-Vice-President in the event of their absence, incapacity or refusal to act. When acting as President, President-Elect, First-Vice-President or Second-Vice-President, the Third-Vice-President shall have all powers of and shall be subject to all restrictions of the office. The Third-Vice-President shall perform such other duties as may be prescribed by the President or the Board.
- 6.5.6. Immediate-Past-President. The Immediate-Past-President is an *ex officio* officer. The Immediate-Past-President shall perform the duties of the President, President-Elect, First-Vice-President, Second-Vice-President, or the Third-Vice-President in the event of their absence, incapacity or refusal to act. When acting as President, President-Elect, First-Vice-President, Second-Vice-President, or Third-Vice-President, the Immediate-Past-President shall have all powers of and shall be subject to all restrictions of the office. The Immediate-Past-President shall perform such other duties as may be prescribed by the President or the Board.
- 6.6. Election of Officers. Candidates that are nominated by each caucus must be elected to the office by a majority of the Board at the November meeting of the Board.
- 6.7. Executive Committee. CSA shall have an Executive Committee constituted by the officers of CSA. The Executive Committee shall serve as a steering committee for CSA staff and is empowered to act on behalf of the Board upon the delegation of authority from the Board of Directors.
- 6.8. Executive Committee; Quorum; Manner of Acting. A majority of the Executive Committee shall be a quorum of the Executive Committee. The act of a majority of the officers present at a meeting of which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws. Each officer shall have one vote on any matter before the Executive Committee, except that the Immediate-Past-President's vote shall not be counted in the event of a tied vote.
- 6.9. Election of Members to the Governing Board of National Association of Counties. CSA, at its April meeting in even-numbered years, shall elect a member supervisor to the permanent seat that is reserved for Arizona on the National Association of Counties Governing Board (the "NACo Board") and shall select other member supervisors to any other seat on the NACo Board that may become available to Arizona. The position shall be held

for a minimum of two years, with no term limit, to be affirmed on a bi-annual basis at the April Board meeting. In the event the elected member supervisor cannot complete the full term of the office or is not performing to the satisfaction of the Board, the Board shall appoint a successor member supervisor to fill the vacancy for the remainder of the term of office.

6.9.1. The elected NACo Board representative shall attend the relevant NACo conference meetings deemed required by NACo and represent Arizona in that capacity.

6.10. Election of Member to the Western Interstate Region Board. CSA, at its April meeting in even-numbered years, shall elect a member supervisor to the seat that is reserved for Arizona on the Western Interstate Region (WIR), an affiliate of the National Association of Counties, Board of Directors. The position shall be held for a minimum of two years, with no term limit, to be affirmed on a bi-annual basis at the April Board meeting.

6.10.1. The elected WIR representative shall attend the relevant WIR conference meetings deemed required by NACo and represent Arizona in that capacity.

6.10.2. In the event the elected member supervisor cannot complete the full term of the office or is not performing to the satisfaction of the Board, the Board shall appoint a successor member supervisor to fill the vacancy for the remainder of the term of office.

ARTICLE 7

STATEMENT OF POLICY

7.1. CSA shall develop strategies and protocols for working with the Arizona Association of Counties, including, but not limited to, avoiding duplication of effort, conducting joint staff and committee meetings when appropriate, and presenting a unified voice on matters of concern to the counties.

7.2. The Executive Committee, with staff as appropriate, shall meet with the board of supervisors and elected officers of each Arizona county as soon as possible after adjournment of each regular session of the Arizona Legislature to discuss matters concerning the legislative session.

7.3. CSA shall, whenever necessary, classify matters of concern to county governments as “rural” or “urban” and shall develop strategies for addressing such matters based upon those classifications.

ARTICLE 8
CODE OF CONDUCT BEFORE THE ARIZONA
LEGISLATURE

- 8.1. Member Supervisors Before the Legislature. Every member of CSA who presents a matter to any member of the Arizona Legislature shall not represent directly or indirectly that CSA has endorsed the member's position unless the Board has specifically authorized the member to represent CSA on the matter. Every member of CSA shall disclose that the member is not representing CSA's views or positions with regard to matters that have not been approved by the Board and the Legislative Policy Committee.
- 8.2. Use of CSA Resources. CSA members shall not use CSA resources to promote or further legislation or positions that have not been presented to and approved by the Board or by the county caucuses.
- 8.3. County Caucuses Before the Legislature. County caucuses may propose measures for the Board's legislative agenda. If the Board does not approve such a request, the caucus may present the matter to any member of the Legislature only on behalf of the caucus. A caucus may use CSA resources to promote the caucus' position with Board approval. In presenting the caucus' position to any member of the Legislature, the caucus must disclose that CSA has not endorsed or approved the caucus' position.

ARTICLE 9
MANAGEMENT

- 9.1. Permanent Office Facilities. The Board shall establish and maintain permanent office facilities for CSA.
- 9.2. Executive Director. The Board shall appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall be the chief administrative officer of CSA and shall be chosen solely on the basis of training, experience and other qualifications in local government management and administration. The Executive Director is not required to be a resident of Arizona upon appointment. The Executive Director shall attend all Board meetings, but shall not vote. The Executive Director shall have the following powers and duties in accordance with the policies declared by the Board:
 - 9.2.1. Maintain custody of all CSA funds and securities;
 - 9.2.2. Keep, in books and records belonging to CSA, full and accurate records of receipts and disbursements;

- 9.2.3. Deposit all monies, securities and other valuable effects in the name of CSA in such depositories as the Board shall designate for such purpose;
 - 9.2.4. Attend all Board, Executive Committee and Legislative Policy Committee meetings, unless the absence is excused by the President;
 - 9.2.5. Preserve in CSA's records and books true minutes of the proceedings of all Board meetings;
 - 9.2.6. See that all resolutions, rules, regulations and orders of the Board are performed;
 - 9.2.7. Appoint, remove and compensate on the basis of merit and fitness and in accordance with CSA's policies, regulations and budget all subordinate regular and special employees;
 - 9.2.8. Present to the Board plans, studies and reports that are prepared for Board purposes and action and recommend for adoption by the Board those measures deemed necessary to enforce or carry out the powers and duties of the Board or for the efficient administration of the affairs of CSA;
 - 9.2.9. Keep the Board fully advised as to CSA's financial condition and prepare and submit to the Board an annual budget for CSA and other financial information as the Board may request;
 - 9.2.10. Represent CSA's public policy position to the Legislature, other levels of government and the public in general;
 - 9.2.11. Organize the annual meeting/conference with Arizona Association of Counties, or such separate annual meeting/conference as may be designated by the Board;
 - 9.2.12. Educate and lobby the Legislature and Governor throughout the entire year on issues and positions that are important to counties on CSA's legislative agenda; and
 - 9.2.13. Perform such other duties as may be prescribed by the Board.
- 9.3. Legal Counsel. The Board may appoint independent legal counsel for such purposes as the Board may determine in its discretion.

ARTICLE 10

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 10.1. Contracts. The Board may authorize any officer, agent, or agents of CSA to enter into any contract or execute and deliver any instrument in the name of or on behalf of CSA, and such authority may be general or confined to specific instances.
- 10.2. Checks, Drafts and Orders. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness in the name of CSA shall be signed by such officers or agents of CSA and in such manner as may be prescribed by resolution of the Board.
- 10.3. Deposits. All funds of CSA shall be deposited from time to time to the credit of CSA in such banks, trust companies or other depositories as the Board may designate.
- 10.4. Funds. The Executive Director shall receive, disburse, control and account for any funds that CSA receives or controls for its use in furthering and promoting the aims and purposes of CSA or its policies. Such funds shall be received, disbursed, controlled and accounted for in such manner and under such conditions as may be prescribed by the Board.

ARTICLE 11

COMMITTEES

- 11.1. Committees. The Board may create and appoint such committees with authority, direction, membership and limitations as the Board may determine. All such committees shall cease to exist one year from the date the committees were created by the Board. Standing committees that are established in these Bylaws shall be exempt from this sunset provision.
- 11.2. Legislative Policy Committee. A Legislative Policy Committee ("LPC") is hereby established. The LPC shall be composed of fifteen members consisting of all CSA officers and one representative from each county that is not otherwise represented by a CSA officer.
 - 11.2.1. Meetings Open to All CSA Members. Meetings of the LPC shall be open to all members of CSA.
 - 11.2.2. Frequency of Meetings; Legislative Sessions. The LPC shall meet regularly and as frequently as necessary during any regular session of a legislative body or committee of this state or of the United States. The LPC shall meet regularly and as frequently as necessary during any special session of a legislative body or committee of this state or of the United States that concerns any matter of

interest to CSA. The meeting schedule shall be determined by the chair of the LPC.

11.2.3. Responsibilities. The LPC shall implement the legislative program that the Board has adopted for that legislative session. The LPC shall direct the legislative activities of CSA's staff during any legislative session. The LPC shall submit as frequently as possible written reports to all members of the Board. The LPC may delegate all or a portion of these responsibilities to the Executive Director of the CSA.

11.2.3.1. Two-thirds of the entire LPC may adopt a position on behalf of CSA regarding any issue before a legislative body of this state or of the United States that was not addressed in the Board's legislative program for that session.

11.3. Bylaws Committee. A Bylaws Committee is hereby established. The Bylaws Committee shall review these Bylaws every year and shall submit any recommendation regarding the Bylaws to the Board by the Annual Meeting.

11.4. Committee Recommendations. All reports and recommendations of any committee shall be in writing and shall be delivered to the Board. Each committee shall submit to the Board a written report of its activities and recommendations not less frequently than once each year.

ARTICLE 12

AMENDMENTS TO BYLAWS

12.1. Proposals. The Board may propose new Bylaws or amend existing Bylaws ("Amendments") upon a vote of two-thirds of a quorum of the Board that is present at any regular Board meeting. Amendments may be proposed by a written request that is signed by no less than twenty member county supervisors.

12.2. Adoption of Amendments. The Board may adopt any Amendments that are proposed pursuant to this section.

12.2.1. Amendments Proposed by the Board. The Board may propose an Amendment at any regular meeting of the Board so long as all member county supervisors or member counties have been given written notice of the proposed Amendment and a copy of the proposed Amendment at least thirty days in advance of the meeting.

- 12.2.2. Amendments Proposed by Member County Supervisors. At least twenty member county supervisors may propose an Amendment at any regular meeting of the Board so long as all member county supervisors or member counties have been given written notice of the proposed Amendment and a copy of the proposed Amendment at least sixty days in advance of the meeting.
- 12.3. Effective Date. An Amendment shall become effective immediately upon adoption unless otherwise provided by the Board.

ARTICLE 13

GENERAL PROVISIONS

- 13.1. Parliamentary Authority. The rules of parliamentary practice and procedure in Roberts Rules of Order, as contained in the current edition of *Roberts Rules of Order Newly Revised* (“Roberts Rules of Order”), shall supplement the rules and procedures adopted by CSA. *Roberts Rules of Order* shall govern CSA, the Board, the Executive Committee and all subordinate committees, and shall not be applied in any manner that is inconsistent with the laws of the State of Arizona, these Bylaws or any rules or procedures adopted by CSA. This incorporation by reference shall include all subsequent revisions and amendments of *Roberts Rules of Order*.
- 13.2. Vacancy in Office. A vacancy in any CSA office shall take place upon occurrence of a vacancy in a supervisor’s office as provided by Arizona law, or by resignation of a supervisor from an office.
- 13.3. Successor to Office. Successors to any CSA office shall be appointed for the remainder of the term of the officer who previously occupied the office. Successors shall be appointed as follows:
- 13.3.1. Board of Directors and Executive Committee. Any vacancy on the Board and the Executive Committee shall be filled by the caucus that nominated the officer who previously occupied the office and shall be placed into the line of succession.
- 13.3.2. Legislative Policy Committee. The Board shall appoint a successor to fill any vacancy on the Board and the Executive Committee.
- 13.3.3. Other CSA Committees. The President shall appoint a successor to fill any vacancy on a CSA committee.
- 13.4. Voting. Each member (the “Member”) of the Board and any caucus or committee established under these Bylaws shall have one vote on any issue or matter before such Board, caucus or committee.

- 13.5. Proxy Voting. Members may vote by proxy (“proxy”). A proxy must be in writing and may be hand-delivered, sent by facsimile transmission, or by e-mail to the Executive Director or presented by another Member at the Board, caucus or committee meeting. A Member from any county may present a proxy.
- 13.5.1. Rulings on Validity of Proxy. Any Member who attends a meeting may challenge the validity or scope of a proxy. The chairman of the meeting shall rule on the challenge at the meeting. The chairman’s ruling at the meeting shall be final as to the validity or the scope of the proxy.
- 13.6. Voting by Teleconferencing. A Member may attend a meeting and vote on matters before the Board by means of audio or video transmission (“Teleconferencing”).