

BY-LAWS OF THE NEVADA ASSOCIATION OF COUNTIES

Adopted November 14, 2012

ARTICLE I

NAMES AND DEFINITIONS

SECTION 1. NAME. This organization shall be known as “Nevada Association of Counties.”

SECTION 2. DEFINITIONS. The terms defined in this section shall have the meanings given unless otherwise provided or indicated by context:

Sub. 1. “Association” means the Nevada Association of Counties.

Sub. 2. “Board” means the Board of Directors of the Association.

Sub. 3. “Commissioner” means any duly elected, qualified, sitting county commissioner or Carson City supervisor.

Sub. 4. “County” means any county unit or government in the State of Nevada and includes Carson City.

Sub. 5. “Member County” means any county of the State of Nevada that pays the annual membership fee established by the Association.

Sub. 6. “Affiliate” means any organization whose membership consists predominately of county officials or employees that seek formal recognition as being associated with the Association and has been approved by the Board. Examples of “Affiliates” are Nevada Assessors Association, County Fiscal Officers Association and Nevada Association of County Human Services Administrators.

Sub. 7. “Associate Membership” means any entity, company, organization or individual that is not a member county or county official or employee that wishes to be involved with the Association with no voting rights.

Sub. 8. “Government Partner” means a non-voting affiliated organization not primarily comprised of elected officials. Examples of “Government Partner” are general improvement districts, regional water authorities, and public works associations.

ARTICLE II OBJECTIVES AND PURPOSES

SECTION 1. OBJECTIVE. The core belief of the Association is that counties, being general purpose government entities encompassing both unincorporated and incorporated areas and thereby providing services to all people within the State, should exercise initiative and leadership and assume responsibility in dealing with problems and needs requiring attention and action on a statewide basis. The Mission Statement for the Nevada Association of Counties shall be:

To encourage county government to provide services that will maximize efficiency and foster public trust in county government.

SECTION 2. PURPOSES. The purposes of the Association shall include but are not limited to the following:

Sub. 1. To enhance the working relationships within county government; to strengthen the communication with federal, state and private organizations; to identify and solve common problems; to promote effective and efficient government; and to provide a forum for determining the long range goals for county government.

Sub. 2. To provide training and educational programs for local government officials and other members of the private and public sector.

Sub. 3. To provide ways and means whereby elected and appointed county officials may interchange information, ideas and experiences and to obtain expert advice.

Sub. 4. To provide the Legislature, other units of government and the public with necessary information about county government and the means by which it may be improved.

Sub. 5. To rent, purchase, and otherwise own or hold real estate or other property, including beneficial interest therein, either solely or jointly with other organizations to house staff; to assess and collect dues; to contract with governmental units, persons, firms or other organizations to procure or provide services or to perform functions by either contracting party or jointly and to pay or receive money therefore; and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purposes of the Association.

ARTICLE III

MEMBERSHIP & DUES

SECTION 1. MEMBERSHIP. The Association shall have four classes of membership. The designation of such classes and the qualifications of the members of such classes shall be as follows:

Sub 1. County Membership. County membership in this Association is available to any county in the State of Nevada which indicates its willingness to cooperate with and support the work of the Association. The Board of Directors may suspend county membership of any county for non-payment of annual dues that are assessed under Article III, Section 2, Sub.1.

Sub. 2. Affiliate Membership. The Board may, upon written application and subject to ratification by the Board, recognize as affiliates of the Association organizations whose membership consist predominately of county officials or county employees. The general purpose of such affiliates shall be to encourage maximum cooperation between the Association and the various county functions, between administrative departments and agencies and between the counties throughout the State. The Board may require for affiliate recognition such conditions as to activities, membership, and finances, as it deems appropriate. In no event shall a recognized affiliate advocate legislation or other policies as Association policies unless such policies have been approved by the Board as being consistent with the Association's policies and programs.

Sub. 3. Associate Membership. The Board may, upon written application and subject to ratification by the Board, approve the membership. The general purpose of such memberships shall be to encourage maximum cooperation between the Association and private businesses. In no event shall an associate member be able to vote or represent the Association.

Sub. 4. Government Partner Membership: The Board may, upon written application and subject to ratification by the Board, approve the membership. The general purpose of such memberships shall be to broaden the scope of relationships with the non-elected departments of county government that are not directly associated with the formal programs of NACO. In no event shall a Government Partner member be able to vote or represent the Association.

SECTION 2. DUES. The annual membership dues for county membership, affiliate membership and associate membership shall be in accordance with the following:

Sub. 1. COUNTY MEMBERSHIP DUES. The Board of Directors shall determine dues for county membership in the Association in accordance with the formula consisting of a base assessment calculated from the audited revenues of the individual county and a per capita population assessment which is attached to the Bylaws as Appendix A.

Sub. 2. AFFILIATE DUES. The Board of Directors may, if deemed necessary, determine appropriate dues for affiliate membership in the Association.

Sub. 3. ASSOCIATE DUES. The Board of Directors may, if deemed necessary, determine appropriate dues for associate membership in the Association.

Sub. 4. GOVERNMENT PARTNER DUES. The Board of Directors may, if deemed necessary, determine appropriate dues for associate membership in the Association.

SECTION 3. ASSOCIATION BUDGET AND FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year. The Board shall adopt an annual budget for the Association prior to the beginning of the fiscal year at a date not later than December 15th.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Board shall have all powers necessary to carry out effectively the management, business and affairs of the Association and such other powers as are necessary and incidental to the performance of the Association's purposes as specified in Article II, Section 2, of these By-laws.

SECTION 2. BOARD OF DIRECTORS. There shall be organized a Board of Directors composed of the following:

Sub. 1. County Directors. One (1) commissioner from each member county of the Association appointed by their respective governing board. Another commissioner from the same county may serve as an alternate with the same voting rights as the County Director and may exercise the county's voting right in the absence of the county director.

Sub. 2. NACo Director. Any county commissioner who has been elected to the Board of Directors of the National Association of Counties.

Sub. 3. WIR-NACo Director. Any county commissioner who has been elected to the Western Interstate Region-NACo Board of Directors

Sub. 4. Association Officers. Any county commissioner who has been elected to the Office of the President, President Elect, or Vice President of the Association. The immediate past president shall also serve as an Association officer.

Sub. 5. Affiliate Director. One official from any organization who has been granted affiliate status of the Association's Board of Directors, except that such officials may, upon prior request, vote only on matters related to their affiliate membership as determined by the Association's President.

Sub.6. At Large member of the Executive Committee. Any commissioner who is chosen by a majority of the Board of Directors to serve on the Executive Committee pursuant to Section 3 of ARTICLE V of the NACO By-Laws.

Sub.7. Past President. Any county commissioner who is serving as an Association officer pursuant to Article V Section 3.

SECTION 3. TERM OF OFFICE. The term of office for each member of the Board of Directors shall be as follows:

Sub. 1. The term of office for County Directors and Association officers will begin on the first day of January of each year and shall end on December 31 of each year.

Sub. 2. The Term of office for NACo Directors shall run for two consecutive years. Each year shall run concurrently with their term of office as appointed by the National Association of Counties Board of Directors.

Sub. 3. The Term of office for WIR-NACo Directors shall run concurrently with their term of office as appointed by the National Association of Counties Western Interstate Region Board of Directors.

Sub. 4. Affiliate Directors shall serve for a period of one year or until a successor is appointed by the affiliate organization.

SECTION 4. DIRECTORSHIP VACANCIES. If for any reason, a vacancy occurs in any directorship, that directorship will remain vacant until such time as filled by the appointing authority.

SECTION 5. OFFICER VACANCIES. If for any reason an Officer of the Association is unable to complete his or her term of office, the office shall be declared vacant. Such vacancy shall be filled as specified in Article V, Section 8.

SECTION 6. VOTING. Except as provided in Article IV, Section 2, Sub. 5, and Sub. 1 of this Section all members of the Board of Directors shall be entitled to one vote.

Sub 1. If there are more than 2 members from a county on the Board of Directors, that county shall only have one vote in addition to the vote of the County Director.

SECTION 7. REGULAR MEETING. The President may call the time and place for holding regular meetings of the Board. The Board shall hold at least two regular meetings each year. A written notice of each meeting of the Board shall be required. Such notice shall be transmitted electronically to members at least 10 working days in advance of the meeting and such notice shall be accompanied by an agenda. At the request of a Board member this notification may be given by a mailed letter.

SECTION 8. QUORUM. A majority of the County Directors on the Board, which may include alternates, shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 9. MANNER OF ACTING. The act of the majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-laws.

SECTION 10. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board may be called by or at the request of the President or any nine (9) county Directors. The person or persons authorized to call special meetings of the Board may fix the place within the State of Nevada as a place for holding any special meetings of the Board called by them. Each Director shall receive at least five (5) working days notice of such special meeting.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS AND ELECTIONS. There shall be a President, President- Elect, and Vice-President of the Association. At the Annual meeting of the Association, there shall be an election to fill the office of Vice-President and any other office previously filled pursuant to Article V, Section 8 of these by-laws.

SECTION 2. TERM OF OFFICE. The term of office for Association officers will begin the first Monday in January of each year and shall end on December 31 of each year.

SECTION 3. EXECUTIVE COMMITTEE. The President, President-Elect, Vice President, and Immediate Past President shall constitute the Executive Committee of the Board of Directors. The Executive Committee may be expanded by a maximum of two at-large members with one commissioner from each of the two counties with the largest populations chosen by a majority of the Board of Directors if those counties are not otherwise represented on the Executive Committee. If the Immediate Past President is no longer eligible to serve on the Executive Committee pursuant to Article V, Section 4, Sub.1, the next Immediate Past President who is eligible may serve on the Executive Committee if approved by a majority vote of the Board of Directors. The Executive Committee shall have the authority to act in those circumstances and on those matters as directed by the Board of Directors.

SECTION 4. ELIGIBILITY OF OFFICERS.

Sub. 1. Any commissioner from any member county of the Association shall be eligible to serve as an officer of the Association.

Sub. 2. In the event that an officer is unable to serve as a commissioner, the term of office in the Association is deemed to end and the remaining officers shall ascend as provided by Article V, Section 5.

Sub. 3. Unless otherwise approved by the Board of Directors, the President of the Association shall not be from the same county in consecutive years.

Sub. 4. A former President of the Association shall not be eligible to seek election as an officer, except as Immediate Past-President, without prior approval of a majority of the Board of Directors.

SECTION 5. DUTIES AND ASCENDENCY OF OFFICERS. The officers shall have the following powers and duties and shall ascend in the following order:

Sub. 1. President. The President shall preside at all regular and special Association, Board, and Executive Committee meetings. The President shall perform the usual duties as the chief elected officer of the Association and may speak for or on behalf of the Association, Board and Executive Committee. The President, with the concurrence of the Executive Committee, shall make all standing committee appointments and shall be an ex-officio member of all standing and special committees of the Association and Board. The President may sign with any other appropriate officers or designated persons of the Association authorized by the Board, any deeds, mortgages, contracts or any other instruments which the Board wishes to be executed. 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.

Sub. 2. President Elect. The President Elect, if eligible pursuant to Article V, Section 4, shall automatically ascend to the office of President at the end of the term of President Elect. The President Elect shall automatically ascend to the office of President should a vacancy occur in the office of President. In the absence of the President or in the event of an inability or refusal to act, the President Elect shall perform the duties of the President, and, when so acting, shall have all powers of and be subject to all restrictions

upon the President. The President Elect shall, at the direction of the President, assist the Executive Director in program development for the Institute of Local Government. The President Elect shall serve as Secretary of the Association and perform such other duties as from time to time may be assigned by the President or the Board.

Sub. 3. Vice President. The Vice President, if eligible pursuant to Article V, Section 4, shall automatically ascend to the office of President Elect at the end of the term of Vice President. The Vice President shall automatically ascend to the office of President Elect should a vacancy occur in the office of President Elect. In the absence of the President and President Elect, or in the event of their disability or refusal to act, the Vice President shall have all powers of and be subject to all restrictions upon the President and President Elect. The Vice President shall, at the direction of the President, assist the Executive Director in developing the budget for the Association. The Vice President shall serve as chairperson of the Elections Committee. The Vice President shall perform such other duties from time to time as may be assigned by the President or the Board.

SECTION 6. FISCAL OFFICER. The Board of Directors shall appoint a Fiscal Officer to review the financial records of the Association monthly. The Fiscal Officer shall serve as the Association's Treasurer and be responsible for meeting with the Executive Director quarterly to discuss the financial records and report back to the Board of Directors. The Fiscal Officer shall annually review the Association's internal control policy and recommend to the Board of Directors any pertinent changes.

SECTION 7. NOMINATION AND ELECTION OF OFFICERS.

Sub. 1. Prior to each annual meeting the President shall appoint a nominating committee composed of three (3) commissioners from member counties of the Association. The Chair of the committee shall be the Vice President of the Association. The two remaining members of the committee shall be appointed from those commissioners who have exhibited a knowledge of the Association and its goals; leadership within the Association; and representation within the diverse segments and areas of the Association.

Sub. 2. The nominating committee shall recommend a slate of officers that includes a nomination for the Vice President and any other offices filled pursuant to Article V, Section 8 to the general membership 30 days prior to the annual conference. Such recommendation shall be transmitted electronically to the Board of Directors of the Association. At the request of a Board member this notification may be given by a mailed letter.

Sub. 3. Nominations for Vice President and any office filled pursuant to Article V, Section 8 can also be made during the annual business meeting of the Association. Such nominations are deemed valid even if absent from the slate proposed by the nominating committee.

SECTION 8. VACANCIES. If for any reason an office becomes vacant prior to the end of the term of office, the vacancy may be filled by a majority vote of the Board of Directors. Any office filled in this manner must be ratified through the election process at an Association meeting.

ARTICLE VI

MANAGEMENT

SECTION 1. PERMANENT OFFICES. The Board shall establish and maintain a permanent office for the Association.

SECTION 2. EXECUTIVE DIRECTOR. The Board shall appoint an Executive Director to serve at the pleasure of the Board as the chief administrative officer of the Association. The Executive Director shall be chosen solely on the basis of training, experience and other qualifications in the field of local government administration and legislative advocacy. The Executive Director is responsible to the President and Executive Committee members to ensure that the directives of the Board of Directors are carried out in accordance with the policies and procedures of the Association. The Executive Director need not be a resident of the State of Nevada when appointed. The Executive Director shall attend all meetings of the Board, but shall not vote, and shall have the following powers and duties to be exercised in accordance with the policies declared by the Board:

Sub. 1. To attend all Board and Executive Committee meetings and to preserve in books of the Association true minutes of the proceedings of all meetings.

Sub. 2. To see that all resolutions, rules, regulations and orders of the Board are carried out.

Sub. 3. To develop a staffing plan, including position descriptions, based on budgets approved by the Board of Directors.

Sub. 4. To appoint and remove, on the basis of merit and fitness in accordance with Association policies and regulations, all subordinate regular and special employees of the Association.

Sub. 5. To present to the Board plans, studies and reports prepared for Board purposes and action and recommend to the Board for adoption 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 the Association.

Sub. 6. To keep the Board fully advised as to its financial condition, and to prepare and submit to the Board an annual budget for the Association and such other financial information as it may request.

Sub. 7. To represent the Association's public policy position to the Legislature, local government and the public.

Sub. 8. To perform such duties as may be prescribed by the Board.

SECTION 3. The Board of Directors shall adopt and maintain an internal control policy to facilitate proper fiscal controls.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board may authorize any officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS AND ORDERS. All checks, drafts, or orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the Association shall be signed by officers or designated persons of the Association.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trusts companies or other depositories as the Board or Executive Director may designate.

SECTION 4. FUNDS. Any funds which may come to the Association or be subject to its control, for its use in furthering and promoting the aims and purposes of the Association or its policies, shall be received, disbursed, controlled and accounted for by the Executive Director.

SECTION 5. TRAVEL REIMBURSEMENT. Member travel for Association related business may be reimbursed in accordance with a policy approved by the Board of Directors.

ARTICLE VIII

COMMITTEES

SECTION 1. There shall be such standing and study committees as are determined by the Board. All committees shall have such authority, direction, duration and limitations as are determined by the Board.

SECTION 2. All recommendations of any standing and study committees shall be made to the Board in writing.

ARTICLE IX

ASSOCIATION MEETINGS

SECTION 1. ANNUAL MEETING. The Association shall hold an annual business meeting in conjunction with the Association's Annual Conference, the time and place of which shall be determined by the Board. Notice shall be given to the Board of Directors not less than thirty (30) days prior to the opening session. Such notice stating the time and place of the meeting shall be transmitted electronically to each member of the Board of Directors. At the request of a Board member this notification may be given by a mailed letter.

SECTION 2. SPECIAL MEETINGS OF THE ASSOCIATION. Special meetings of the Association may be called by or at the request of the President or the Board of Directors. The person or persons authorized to call special meetings of the Association may fix the place within the State of Nevada as a place for holding any special meetings of the Association called by them. Each Director shall receive at least five (5) working days notice of such special meeting.

SECTION 3. QUORUM. A quorum shall be necessary for the transaction of business at the Annual Association Business Meeting. Unless otherwise required by statute or these By-laws, a quorum shall be a majority of the member counties. The Executive Director shall determine for the record as to whether a quorum is present.

SECTION 4. MANNER OF ACTING. Every decision at a meeting of the Association shall be by a majority of votes cast provided a quorum is present. Each county may cast the same number of votes that are equal to the number of commissioners elected to their respective board of commissioners. In the event that no commissioner is present from a member county, an elected official in attendance may cast that county's votes. In the event that no elected official is present from a member county, a designated county official may cast the county's vote. The Executive Director shall cause written minutes and records of the Annual Association Business Meeting to be kept.

ARTICLE X

ELECTION OF NATIONAL ASSOCIATION OF COUNTIES OFFICERS

A Member County must adhere to ARTICLE XII, Voting, of the National Association of Counties (NACo) Bylaws, except that the vote(s) of a Member County that is entitled to vote for an officer of the National Association of Counties (NACo) must be made by an elected official from that county who is registered and qualified to vote in accordance with, ARTICLE XII, Section 3 of the NACo Bylaws, and is present at the NACo annual conference. Alternatively, a Member County that does not have an elected official in attendance but is otherwise registered to vote may leave its written proxy with the head of the Associations' delegation.

ARTICLE XI

AMENDMENTS TO BY-LAWS

SECTION 1. PROPOSALS. A new By-law or amendment to an existing By-law may be proposed by the Board by a two-thirds vote of the Board present at any regular or special meeting of the Board.

SECTION 2. ADOPTION. After a new By-law or amendment to an existing By-law has been proposed, such proposed By-law or amendment may be adopted at any properly noticed Association meeting. Each county may cast the same number of votes that are equal to the number of commissioners elected to their respective board of commissioners. In the event that no commissioner is present from a member county, an elected official in attendance may cast that county's votes. In the event that no elected official is present from a member county, a designated county official may cast the county's vote. A copy of a By-law or amendment approved by the Board pursuant to Article X Section 1 shall be electronically transmitted to each county Director at least thirty (30) days prior to the Association meeting date at which the

proposed By-law or amendment is to be voted on. At the request of a County Director this notification may be given by a mailed letter.

SECTION 3. EFFECTIVE DATE. Such proposed By-law or amendment, when duly approved, shall go into effect immediately following its adoption unless otherwise provided.

ARTICLE XII

GENERAL PROVISIONS

SECTION 1. PARLIAMENTARY AUTHORITY. The rules of parliamentary procedure and practice contained in *Roberts Rules of Order* shall supplement the rules and procedures adopted by the Association and shall govern the Association, the Board and Association committees in all cases in which *Roberts Rules of Order* is applicable and insofar as they are not inconsistent or in conflict with the statutes of the State of Nevada, these By-laws or on rules or regulations adopted by the Nevada Association of Counties.

Appendix A

NACO Dues Formula

NACO Dues = Base Assessment + Population Assessment

BASE ASSESSMENT: The base assessment is based on the most recent audited revenues submitted by each county to the tax commission.

Audited S-1 Revenues	Base Assessment
\$0 - \$5,499,999	\$4,500
\$5,500,000 - \$10,499,999	\$6,500
\$10,500,000 - \$15,499,999	\$8,500
\$15,500,000 - \$20,499,999	\$10,500
\$20,500,000 - \$35,499,999	\$13,000
\$35,500,000 - \$50,499,999	\$15,500
\$50,500,000 - \$65,499,999	\$18,000
\$65,500,000 - \$250,499,999	\$21,500
\$250,500,000 and above	\$24,500

POPULATION ASSESSMENT: The population assessment is based on the prior year's population figures certified by the Governor.

Population	Assessment per capita
0 - 5,000	0.15
5,001 - 10,000	0.12
10,001 - 25,000	0.10
25,001 - 50,000	0.08
50,001 - 100,000	0.06
100,001 - 500,000	0.04
500,001 and above	0.03