

# ASSOCIATION OF COLORADO COUNTY ADMINISTRATORS BYLAWS

## ARTICLE I. Name and Purpose

**Section 1.** The name of this organization shall be “Association of Colorado County Administrators” (“ACCA,” “Association,” or “Corporation”).

**Section 2.** The nonprofit purposes of the Association shall be as stated in the Articles of Incorporation and:

- A. To promote professional management and ethics within Colorado county government;
- B. To provide professional development, educational, and networking opportunities to its members; and
- C. To serve as a central resource for information and best practices, specific to the professional management of Colorado county government.

**Section 3.** The Association shall maintain collaborative, cooperative relationships with the Colorado City County Management Association, the International City/County Management Association, the National Association of County Administrators, and any accredited educational program in Colorado offering public administration/affairs . The Association shall also maintain appropriate relationships with Colorado C ounties, Inc., Colorado Counties Acting Together and the National Association of Counties.

## ARTICLE II. Membership, Voting Privileges, and Dues

**Section 1.** A County Administrator is defined as that staff person, regardless of official title, who is responsible to the County Board of Commissioners and whose official duties are primarily devoted to the overall management or administration of county programs.

**Section 2. Regular Members.** A Regular Member of the Association is the County Administrator employed by a county in good standing with the Association, and other employees of that county, if any, for whom dues have been paid.

**Section 3. Affiliate Members.** An Affiliate Member is an organization or individual in good standing with the Association and supportive of its purposes. Affiliate Members are non-voting members of the Association.

**Section 4. Members in Transition.** A Member in Transition may remain a member of the Association after leaving employment with a county. Dues shall be waived for any Member in Transition for the first year following the year the transition began.

**Section 5. Senior Advisors.** CCCMA/ICMA Senior Advisors will be invited to join the association free of charge. Senior Advisors may not serve on the board or vote but have all other privileges of Regular Members.

**Section 6. Retired Members.** Retired members may retain their membership indefinitely, without paying dues. Retired members may not serve on the board or vote but have all privileges of full Regular Membership.

**Section 7. Good Standing.** Good standing with the Association is obtained when Association dues have been paid in full.

**Section 8. Voting.** Each county in good standing shall be allowed to cast only one vote on any issue under consideration at meetings of the Association. The vote shall be cast by one Regular Member from that county. Proxy voting is not allowed.

**Section 9. Dues.** Changes to the Association dues structure shall be approved at the Annual Meeting of the Association and shall remain in place until changed.

**Section 10. Membership Revocation.** The Board of Directors may by majority vote revoke the membership of any member at any time, with a prorated refund of membership dues. If the County has another active member, the refund will be prorated from the Additional Member dues.

### **ARTICLE III. Districts**

**Section 1.** For convenience, and to foster professional development between its members, the Association is organized into Districts comprised of the following counties and cities and counties:

- A. **Eastern District (10):** Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma.
- B. **Front Range District (10):** Adams, Arapahoe, Boulder, City and County of Broomfield, City and County of Denver, Douglas, El Paso, Jefferson, Larimer, and Weld.
- C. **Mountain District (13):** Chaffee, Clear Creek, Custer, Eagle, Fremont, Gilpin, Grand, Jackson, Lake, Park, Pitkin, Summit, and Teller.
- D. **Southern District (15):** Alamosa, Baca, Bent, Conejos, Costilla, Crowley, Huerfano, Kiowa, Las Animas, Mineral, Otero, Prowers, Pueblo, Rio Grande, and Saguache.

E. **Western District (16):** Archuleta, Delta, Dolores, Garfield, Gunnison, Hinsdale, La Plata, Mesa, Moffat, Montezuma, Montrose, Ouray, Rio Blanco, Routt, San Juan, and San Miguel.

**Section 2.** District Representation on the Board (See Article V, Section 5).

#### **ARTICLE IV. Board of Directors**

**Section 1.** All business of the Association shall be governed by a Board of Directors (“Board”), whose members have a fiduciary duty to the Association.

**Section 2.** Except as limited by Article V, Section 8 or 9 below, or increased by Article III, Section 2 above, the Board is comprised of eight (8) voting members and the nonvoting executive director: the President, the Vice President, the Immediate Past President, and five (5) District Directors, one from each of the Association Districts, all selected in accordance with these bylaws.

**Section 3.** The Board shall meet no less frequently than quarterly, and otherwise as needed. Meetings may be called by the President provided that notice of such meeting is given to each Director no less than two business days prior to the meeting. Notice shall include the date, time, and place of the meeting, and the subject matter to be considered. One half the number of members of the Board plus one constitutes a quorum for the conduct of business, i.e., five for an eight-member Board, four for a seven-member Board. Meetings may be held in person, by conference call, by virtual platform, or any combination thereof at any location convenient to the Board. In addition, one business meeting of the membership will be held each year (see Article VII, Section 1).

**Section 4.** Members of the Board shall serve without compensation, except for reimbursement for reasonable, actual expenses incident to Association or Board duties.

**Section 5.** The Board may hire or contract for an executive director, administrative staff, legal services, financial or accounting services, and any other services necessary for the proper functioning of the Association. The executive director will be an ex officio nonvoting board member.

**Section 6.** The Board shall each year adopt a budget, ensure review of its financial statements, and hold one or more conferences for its members, and conduct strategic planning consistent with these bylaws.

**Section 7.** No part of the net earnings of the Corporation shall inure to the benefit of any Director, Trustee, Member, or Officer of the Corporation or any other private individual, except the Corporation may pay reasonable compensation for services actually performed and may make reasonable payments for expenses incurred on behalf of the Corporation, in furtherance of its purposes.

**Section 8.** Board members will be expected to provide a signed disclosure of any potential conflicts of interest annually, and to attend Board training provided by the State of Colorado<sup>1</sup> and/or by ACCA.

## **ARTICLE V. Officers and Directors**

**Section 1.** The Officers of the Association shall be a President, Vice President, Treasurer, and Secretary.

**Section 2.** The President and Vice President shall be elected by simple majority at the Annual Meeting in odd-numbered years and shall serve two-year terms commencing January 1 of the even-numbered year immediately following. If the elected President leaves his or her position and within six months does not accept a new position with a Colorado county, he or she may continue to serve at the pleasure of the Board of Directors until the next business meeting, at which time the Vice President shall assume the duties and responsibilities of the President and will have the authority to appoint a new Vice President. If the elected President chooses not to continue to serve, or if the Board deems their continued service is not in the best interest of the Association, the Vice President shall assume the duties and responsibilities of the President and have the authority to appoint a new Vice President.

If the Vice President leaves his or her position and within six months does not accept a new position with a Colorado county, then the President shall have the authority to appoint a new Vice President. If both the President and Vice President leave their positions, the Secretary may appoint a new President and Vice President or designate the Treasurer to make those appointments.

**Section 3.** The President shall preside at all meetings of the Association and the Board of Directors and perform all duties customary to the office. A President shall be a County Administrator or Deputy or Assistant Administrator, who has served at least one year on the Board of Directors within the two years immediately prior to their election.

**Section 4.** The Vice President shall be a County Administrator or other Regular or Additional Member in a position of authority with their county and shall perform the duties of the President in his or her absence, unavailability, or incapacity.

**Section 5.** The Districts will be invited to nominate a representative from their District to serve as District Director on the Board, and will be notified by email at least 30 days before nominations are due. If no nominations are received by the deadline, the President shall appoint one Regular Member from each District to serve as a District Director. If more than one nomination is received from a District, each County in the District with at least one Regular Member will be invited to submit one vote for their preferred representative.

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<sup>1</sup> Available 11/2022 through <https://www.sos.state.co.us/pubs/charities/boardTraining.html> (Note that this link is not considered part of the Bylaws and may change as needed without a vote.)

Each District Director is a member of the Board of Directors, serves a two-year term commencing January 1, and may be reappointed without limit. If a District Director leaves his or her position with the county and does not accept a new position with a Colorado county within six months, the President shall, consistent with this section, appoint a replacement to serve the remainder of the District Director's term.

**Section 6.** The President shall nominate one of the District Directors to serve as Treasurer, who shall become Treasurer by simple majority vote of the Board of Directors and shall remain Treasurer until a successor is elected. The Treasurer shall oversee the financial accounts of the Association, prepare and present a budget annually, and ensure review of the Association's financial statements.

**Section 7.** The President shall nominate one of the District Directors to serve as Secretary, who shall become Secretary by simple majority vote of the Board of Directors. The Secretary shall prepare minutes of all meetings of the Board of Directors and of the Association including therein a record of all decisions made and actions taken. This task may be delegated to an executive director or administrator.

**Section 8.** The Immediate Past President shall serve a two-year term on the Board of Directors .

**Section 9. Removal.** Removal of the President or Vice President from the board of directors requires a majority vote of the membership of the association present at a duly called membership meeting. A board member may be removed by majority vote of the board of directors. If a board member is removed, the President will appoint a replacement to fulfill the removed board member's remaining term.

## **ARTICLE VI. Committees and Appointments**

**Section 1.** The President shall appoint committees or task forces as needed to conduct the business of the Association.

**Section 2.** Each committee or task force so formed shall report regularly to the Board of Directors. Duties of each committee or task force shall be defined at the time of origination. Unless otherwise specified, terms of appointment shall be one year.

## **ARTICLE VII. Meetings and Conferences**

**Section 1.** There shall be no fewer than one scheduled business meeting of this Association, one of which shall be the Annual Meeting. The time and place shall be designated by the President. Other meetings may be held throughout the year at a time and place deemed necessary by the President or any three members of the Board of Directors. In addition, the Board will meet at least quarterly (see Article IV, Section 3).

**Section 2.** Meetings of the Association and the Board of Directors shall be conducted in an orderly manner, and decorum, due process, and an opportunity to be heard shall be preserved.

**Section 3.** The Association shall convene a meeting at least annually consistent with the purposes of the Association.

## **ARTICLE VIII. Budget and Strategic Planning**

**Section 1.** The Treasurer, with assistance from professional staff, and the Board of Directors, shall prepare an annual budget, which shall be approved by a majority vote of the member counties present at the Annual Meeting.

**Section 2.** The Board of Directors shall conduct a strategic planning session in the first quarter of every even-numbered year, and otherwise as needed.

## **ARTICLE IX. Amendments**

**Section 1.** These bylaws may be amended at any ACCA business meeting by a majority of the member counties present voting.

## **ARTICLE X. Distributions on Dissolution or Liquidation**

**Section 1.** On the liquidation, dissolution, or winding up (hereinafter collectively “dissolution”) of the Corporation, the board of directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations, which have been granted exemption from federal income tax under the provisions of Section \_\_501(c)(6) of the Code or to a local, state or federal government for exclusively public purposes, chosen by the board of directors in its sole discretion, that have purposes similar to those of the Corporation. No director or officer of the Corporation, nor any private individual, will be entitled to share in the distribution of any of the assets of the Corporation on its dissolution.

As amended at Annual Meeting December 1990, December 1997, November 2000, and November 2012; and Regular Meeting July 30, 2014. Readopted at Annual Meeting December 2, 2014. As amended at the Annual Meeting, December 1, 2015 and December 12, 2022.