

COUNTY TREASURERS ASSOCIATION OF OHIO
CONSTITUTION AND BYLAWS

ARTICLE I – NAME. This mutual benefit association shall be known as The County Treasurers Association of Ohio (“Association”).

ARTICLE II – OBJECTIVE. The objective of this Association shall be to join together the County Treasurers of the State of Ohio (“State”) to promote and protect the interest of taxpayers; to prepare and assist in the enactment of legislation for the better administration of Treasurers’ offices in the State; to cultivate friendships among the Treasurers and employees of the Treasurers’ offices in the State; and to elevate and improve the intellectual, social, and professional conditions of all workers in the Treasurers’ offices in the State.

ARTICLE III – MEMBERSHIP. The membership of this association shall include all duly elected or appointed county treasurers in Ohio or, in the case of charter counties, those officers whose duties are consistent with the duties assigned to county treasurers by the Ohio Constitution (“Member(s)”). Each Member may participate in the meetings of the Association and have the privilege of the floor when recognized by the President. When a vote is taken on any motion, each county shall have one vote which shall be cast by that county’s treasurer, or in the absence of the treasurer, by any employee of that office who is present and has been designated as a proxy for the treasurer via written instrument presented prior to the vote. The Association shall maintain updated records of its Members containing the name, address and other relevant contact information of each Member, as well as each Member’s starting date in office, and shall make such records available to all Members on an annual basis.

All former county treasurers shall be honorary members of the Association (“Honorary Member(s)”) and shall be afforded all rights and privileges of regular Members with the exception of voting and holding office. Those Honorary Members wishing to be informed of Association activities shall provide the Association with updated contact information on a regular basis.

ARTICLE IV – MEETINGS. The Association shall convene in a conference and annual meeting to be held in the spring and fall, respectively, each year at a time and place designated by the President and approved by the Executive Committee. Special statewide meetings may be called by majority vote of the Executive Committee, and may also be called upon petition or attendance of at least fifty-one percent (51%) of the Members. The Secretary of the Association (“Secretary”), the Executive Director of the Association (“Executive Director”), or their designee shall notify all Members of the annual meeting and any other conference, seminar, or meeting being held by the Association with the exception of committee meetings, pursuant to ORC 1745.22. A quorum of Treasurers (or their properly designated employee standing in as proxy) from fifty-one (51%) of counties within the State must be in attendance at any meeting to conduct business. Meetings of the Association or of any Committee of the Association may occur in person, or via telephonic or other electronic means. Roll consisting of Members must be called and recorded, and minutes of the meeting must also be taken and recorded. Voting may also be permitted by personal, telephonic or electronic means. Furthermore, the Members can also make all aforesaid decisions without a meeting via written correspondence in accordance with ORC 1745.28.

ARTICLE V – OFFICERS. To be eligible for nomination and election to an office of this Association, a Member must currently be serving as Treasurer of a county in the State for which the annual dues of the Association have been paid prior to the time of the annual meeting at which the election is to take

place. The officers of this association (“Officer(s)”) shall consist of, in descending order: President, First Vice-President, Second Vice-President, Treasurer of the Association, and Secretary. Each succeeding officer shall be a member of a different political party. Officers shall ascend to the next-highest office in order after their successful election at an annual meeting of the Association, unless otherwise stipulated below. All officers shall hold their respective offices for one (1) year, beginning the first day of January following their successful election.

ARTICLE VI – DUTIES OF OFFICERS.

- A) **President.** The President shall preside at all meetings of the Association at which he/she is in attendance, provided that the President may temporarily relinquish the chair to either the First or Second Vice-President where the President’s presiding would present a conflict of interest under the ethics laws of the State of Ohio or the standards of the Association. The President shall appoint all committees and committee chairs with majority approval of the Executive Committee. The President may execute his/her signature on all official documents necessary for the transaction of normal and reasonable business of the Association, and such signature shall serve to represent the membership as a whole where required.
- B) **Vice-Presidents.** The First Vice-President shall preside at all meetings of the Association at which the President is not in attendance and/or as required by the ethics laws of the State of Ohio or the standards of the Association, and shall perform any and all other duties as assigned by the President. The Second Vice-President shall preside at all meetings of the Association at which neither the President nor the First Vice-President are available or eligible to preside, and shall perform any and all other duties as assigned by the President. In the event it should become impossible for the President to continue in office, for any reason, the Second Vice-President shall assume the position of Acting President until such time as a new President is selected and assumes the office.
- C) **Treasurer of the Association.** The Treasurer of the Association shall receive from his/her predecessor all financial records of the Association, preserve the same in good order, and promptly deliver such records to the next succeeding Treasurer of the Association; assume custody of all funds of the Association, including invested funds; ensure the preceding Treasurer of the Association is removed as an authorized person from all accounts; promptly pay all authorized obligations of the Association; prepare and present at the annual meeting a full, complete, and accurate statement of financial activity and position; and provide accurate and up-to-date financial reports as required from time to time by the President or Executive Committee. Both the President and Treasurer of the Association shall be signers on the Association's checking account and other investments, and have electronic access to said accounts. All nonrecurring expenditures must be approved of and signed onto by both the President and Treasurer before being paid, with all major expenditures to be authorized by majority vote of the Executive Committee. The Treasurer of the Association will be responsible for investing Association funds with the advice and consent of a majority of the Executive Committee. The Treasurer of the Association shall also make his/her report to the Executive Committee at their regular meetings.
- D) **Secretary.** The Secretary, or designee, shall be present to record the complete proceedings at all meetings of the membership and the Executive Committee; shall prepare and preserve written minutes for all such meetings and shall make available a copy of such minutes to all Members

for the next Association meeting; shall notify all Members of all statewide meetings of the Association; and shall be the official correspondent of the Association.

- E) **Executive Director.** The Association may, through the majority vote of the Executive Committee, employ an Executive Director to lead the Association and serve as director for organizational, administrative, financial, and educational purposes. The Executive Committee shall enter into a written contract which details the abilities, requirements, permissions, and expectations of the position. The Executive Director shall serve at the pleasure of the Executive Committee and Members.
- F) **Legislative Advocate.** The Association may, through majority vote of the Executive Committee, employ a legislative advocate to represent the Association's interest in legislative matters and to keep the Association informed on legislative issues which may affect its Members. The Legislative Advocate shall serve at the pleasure of the Executive Committee and Members.

ARTICLE VII – COMMITTEES. Except when otherwise provided herein, the membership of all committees, including the chairpersons of said committees, shall be by appointment of the President with the majority approval of the Executive Committee. All Members shall be eligible for committee appointment.

- A) **Executive Committee.** There shall be an executive committee ("Executive Committee") comprised of the elected Officers of the Association, along with the immediate past-president and the chairman of the Legislative Committee. The President shall be chair of the Executive Committee. In the event the President appoints an elected officer as chair of the Legislative Committee, there shall be no provision for filling the vacant position on the Executive Committee and there shall be but six (6) committee members. The Executive Committee shall meet monthly, at the call of the President, or by petition of any three (3) members of the Executive Committee and shall have the full power and authority to transact any and all business of the Association at any time the full membership is not convened.
- B) **Legislative Committee.** There shall be a legislative committee ("Legislative Committee") consisting of all of the members of the Executive Committee, presidents of the Association's four districts, and any number of Members as appointed by the President on an annual basis. The total membership of the Committee shall be an odd number. The President shall appoint the chair of the Legislative Committee on an annual basis with majority approval of the Executive Committee. The chair of the Legislative Committee shall not serve as an officer of the Association during his/her tenure as chair. The Legislative Committee shall formulate legislative policy for the Association, and no proposed legislation shall either be promoted or opposed by anyone representing the Association except as directed by a majority of this committee. The Association membership convened may, by majority vote of the counties present, establish legislative policy irrespective of the policy established by the Legislative Committee.
- C) **Nominating Committee.** Prior to the Association's annual meeting, a nominating committee ("Nominating Committee") shall convene consisting of the current President and the presidents of the four (4) districts (or their designees), with the current President serving as Chair.
- D) Any Association member eligible to serve as an officer may be nominated, by him/herself or by others. Such nomination must be submitted to the Nominating Committee no later than 60 days

prior to the annual meeting. The Nominating Committee, on the basis of such nominations, shall propose and nominate a slate of Officers to be elected at the annual meeting. In so doing, the Nominating Committee shall seek to identify a diverse group of officers representing different aspects of the Association's membership, including partisan affiliation, gender, geography, race, professional experience, and other relevant factors.

The Nominating Committee shall present its recommendations to the full membership of the Association for its consideration no later than 30 days prior to the annual meeting.

Nothing in the foregoing shall preclude members from offering nominations from the floor for Association offices at the annual meeting where such offices are filled.

- E) **Miscellaneous.** The President may appoint other committees as he/she desires and as the business of the Association requires, or as directed by the Executive Committee or a majority of Members. This Association shall be a member of, and participate in, the activities of the Ohio Council of County Officials (OCCO) and, in accordance with the bylaws of that association, the delegates of this Association who are to participate directly with OCCO shall consist of the President, the immediate past-President, the Legislative Chair, and two (2) other Members appointed by the President and approved by majority vote of the Executive Committee.

ARTICLE VIII - DUES. The amount of annual dues assessed to each county Treasurer's office shall be determined as a percentage of the annual salary of the Treasurer of each county. The annual rate of assessment shall be established by the Executive Committee. Following the annual meeting of the Association, the Treasurer of the Association or his or her designee shall notify each county Treasurer of the amount of dues assessed to the county for the upcoming year. All dues are payable to the Association. Non-payment of dues shall not serve to deny members of the privileges of membership or voting rights except as provided in Article V.

ARTICLE IX – VACANCIES IN OFFICE. In the event the office of President becomes vacant, for any reason, the Second Vice-President shall become Acting President with all of the authority and duties of the President, and shall serve in such capacity until the next occurring statewide meeting at which time an election shall be held to fill the vacant position. In the event that either of the offices of First or Second Vice-President should become vacant, for any reason, the remaining Vice President may fulfill the duties of the vacant office until the next occurring statewide meeting at which time an election shall be held to fill the vacant position.

In the event the offices of Treasurer of the Association or Secretary become vacant, for any reason, the President and a majority of the Executive Committee shall appoint an Association Member who is a member of the same political party as the vacating officer as Acting Treasurer or Secretary of the Association. Said appointee will serve until the next occurring statewide meeting at which time an election shall be held to fill the vacant position. When a vacancy has occurred in any of the elected offices of this Association, the Executive Committee shall determine when an election will be held to fill the vacancy. Such special elections will be held during any previously scheduled meeting at which all counties will be afforded the opportunity to attend or at a special meeting. At any such special meeting a majority of the counties must be in attendance to conduct any Association business.

ARTICLE X – EXPENSES. The Association may reimburse any Officer or Member for expenses incurred for activities performed on behalf of the Association including, but not limited to, automobile mileage,

overnight lodging, and meals. The rate for mileage reimbursement shall be that allowed by the State Government. Statements for expenses shall be submitted to the Treasurer of the Association and paid upon majority approval by the Executive Committee. No expenditures, by cash or other means, shall be made without such approval.

ARTICLE XI – DISTRICTS. The Association shall be comprised of four (4) districts whose membership shall consist of the counties in the Northwest, Northeast, Southeast, and Southwest quadrants of the state as determined by vote of the Executive Committee. Each district shall elect a President, Vice-President, and Secretary-Treasurer and hold a district-wide meeting at least two (2) times each calendar year.

ARTICLE XII – PARLIAMENTARY AUTHORITY. All meetings of this Association, including committee meetings, shall be conducted in an orderly fashion and consistent with the rules of parliamentary procedure as prescribed in the latest publication of Robert's Rules of Order.

ARTICLE XIII – AMENDMENTS. These bylaws may be amended only at the annual meeting of the Association, and must be reviewed by a bylaws committee to be appointed by the President. Amendments may be proposed by any Member of the Association, but must be received no later than ninety (90) days prior to the Association's annual meeting. Any proposed changes approved by the bylaws committee must be communicated to each Treasurer at least thirty (30) days prior to the first day of the annual meeting. The bylaws shall be amended when two-thirds (2/3) of the counties present cast votes to approve the proposed change.

ARTICLE XIV – INDEMNIFICATION. The Association shall indemnify its officers, directors, employees, and agents to the extent permitted by Ohio's Uniform Unincorporated Nonprofit Association Act.

ARTICLE XV – MISCELLANEOUS. Any concern not within the scope of the present Constitution may be addressed in the spirit of this Constitution, as long as such resolution does not violate this Constitution, the Association's bylaws, treasurers' ethical obligations, the statutory requirements for treasurers under Ohio Revised Code Section 321, principles of law and equity, or the guiding principles of the Ohio County Treasurer's Manual.

Bylaws amended and approved by Association on: November 13, 2019
Date