



## Constitution\*

*Note: \* Official text as approved by the North Carolina Association of County Commissioners at its annual meeting in Guilford County on August 24, 2019. Amendments were previously adopted at the NCACC annual meetings in 1978, 1983, 1988, 1989, 1990, 1992, 1995, 1997, 2006, 2013 and 2019.*

### **ARTICLE I: NAME AND OBJECT**

#### **Section 1. Name.**

This Association shall be known as the North Carolina Association of County Commissioners.

#### **Section 2. Objectives.**

Counties, like individuals, cannot profitably and happily exist in isolation. Their destinies are intertwined. They must progress or fail together. Their problems are largely the same; if they are to be solved speedily and effectively, all counties must band themselves together and work for the common good. Many common problems exist among the counties of North Carolina and, where common problems exist, cooperation is necessary. The objectives of the organization shall be: to perpetuate and develop the Association as an agency for cooperation among the counties of North Carolina; to investigate, study, discuss and recommend improvements and the application of more efficient methods in county government; to provide and/or administer joint programs for counties and related entities, such programs to include, but not be limited to insurance, risk management and capital finance programs; to provide means whereby county officials may interchange ideas and experiences and obtain expert advice; to collect, compile, and distribute to county officials information about county government and the administration of county affairs; to provide the legislature and the public with information necessary for the passage of sound legislation beneficial to the administration of county affairs, and to oppose legislation injurious thereto; and to do any and all things necessary and proper for the benefit of counties in the administration of their affairs.

### **ARTICLE II COUNTY MEMBERSHIP AND FISCAL YEAR**

#### **Section 1. Membership and Fiscal Year.**

The fiscal and membership year of the Association shall begin in July 1 of each year.

#### **Section 2. County Membership.**

Any county of the State of North Carolina may become an active member of the Association upon written application to the Executive Director, payment of the annual service fee, and approval by the Board of Directors.

#### **Section 3. Honorary Membership.**

Any resident of the State of North Carolina who, in the opinion of the Association, has rendered distinguished service to the cause of better government shall be eligible for honorary membership. Nomination to honorary membership shall be made by the Board of Directors at any meeting of the Association, and the Association shall make all elections to honorary membership. Honorary members shall be entitled to all of the privileges of the Association, except that they shall not be

eligible to hold office in the Association and shall not be accorded the privilege of voting.

**Section 4. Individual Membership.**

Individual membership may be granted to any former elected or appointed county official interested in the objectives of the Association upon such conditions as determined by the Board of Directors.

**Section 5: Associate Membership.**

Associate Membership may be granted to any individual or corporation by the Board of Directors. Associate Members shall be entitled to privileges of the Association and upon such conditions as determined by the Board of Directors, except that they shall not be eligible to hold office in the Association and shall not be accorded the privilege of voting. The Board of Directors may create or designate other categories of Association membership, provided that such membership shall not include eligibility to hold office or vote.

**Section 6. Distribution of Assets.**

- (a) No part of the Association's earnings may inure to the benefit of any private interest;
- (b) Only Association members as defined under the Constitution of the North Carolina Association of County Commissioners, Article II, Section 2, "County Membership," have a proprietary interest in the assets of the Association; and
- (c) Upon distribution of any assets during the life of the Association, assets will be distributed solely to members as defined under Article II, Section 2, "County Membership," of the Association Constitution.
- (d) Upon distribution of any assets upon dissolution of the Association, assets will be distributed solely to members as defined under Article II, Section 2, "County Membership," of the Association Constitution, during the five years prior to dissolution according to a formula approved by the Board of Directors.

**ARTICLE III**

**OFFICERS, BOARD OF DIRECTORS AND ELECTIONS**

**Section 1. Officers.**

- (a) The Officers of the Association shall consist of a President, a President-Elect, a First Vice President, a Second Vice President, the Past President of the Association, and an Executive Director.
- (b) The Past President of the Association shall be the most immediate past president unless:
  - (i) that person is no longer serving as a county commissioner; or
  - (ii) that person is serving as an officer of the National Association of Counties, in which case, the office of Past President shall be occupied by the next preceding Past President of the Association.

**Section 2. Board of Directors.**

The Board of Directors of the Association shall consist of no more than fifty (50) members and shall include:

- (a) The Officers enumerated in Section 1 of this Article,
- (b) Each North Carolina county commissioner serving as a member of the Board of

Directors of the National Association of Counties,

(c) At-Large Directors appointed by the President under the provision of Section 3(d) of this Article,

(d) Past Presidents of the Association appointed by the President under the provision of Section 3(e) of this Article,

(e) A North Carolina County Commissioner serving as a member of one or more of the Association's Risk Management Boards of Trustees, appointed by the President after consultation with the chairs of the Boards of Trustees,

(f) Each steering committee chair and each Legislative Goals Committee Chair not already a member of the Board of Directors,

(g) Each North Carolina County Commissioner appointed to chair a special committee pursuant to Section 2 of Article V,

(h) A county manager appointed by the President who shall not be a voting member of the Board,

(i) One district director from each of the following multi-county districts:

District 1: Camden, Chowan, Currituck, Dare, Gates, Hyde, Pasquotank, Perquimans, Tyrrell and Washington.

District 2: Beaufort, Bertie, Hertford, Martin and Pitt.

District 3: Carteret, Craven, Duplin, Greene, Jones, Lenoir, Onslow, Pamlico and Wayne.

District 4: Brunswick, Columbus, New Hanover and Pender.

District 5: Bladen, Hoke, Robeson and Scotland.

District 6: Cumberland, Harnett and Sampson.

District 7: Edgecombe, Halifax, Nash, Northampton and Wilson.

District 8: Franklin, Granville, Person, Vance and Warren.

District 9: Chatham, Durham, Johnston, Lee, Orange and Wake.

District 10: Anson, Montgomery, Moore and Richmond.

District 11: Alamance, Caswell, Davidson, Guilford, Randolph and Rockingham.

District 12: Cabarrus, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, Stanly and Union.

District 13: Alexander, Burke, Caldwell and Catawba.

District 14: Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes and Yancey.

District 15: Cleveland, McDowell, Polk and Rutherford.

District 16: Buncombe, Henderson, Madison and Transylvania.

District 17: Cherokee, Clay, Graham, Haywood, Jackson, Macon and Swain.

District 18: Davie, Forsyth, Stokes, Surry and Yadkin.

### **Section 3. Election and Term of Office.**

(a) Officers. The President, President-Elect and Vice Presidents shall be elected at the annual meeting of the Association and shall hold office until the next succeeding annual meeting and until their successors shall be elected and shall qualify; provided, however, a President-Elect elected at the annual meeting shall automatically succeed to the office of President for the succeeding year unless that person loses in their primary election. No person shall be eligible to hold any of the offices unless that person is serving as a county commissioner in a member county. The President, President-Elect and Vice

Presidents shall assume office immediately after the close of the annual meeting at which they are elected.

(b) District Directors. District Directors shall be elected at annual meetings of the Association for two-year terms and shall hold office until their successors shall be elected and shall qualify. District Directors representing odd-numbered districts shall be elected at annual meetings of the Association held in odd-numbered years. District Directors representing even-numbered districts shall be elected at annual meetings of the Association held in even-numbered years. The District Directors shall assume office immediately after the close of the annual meeting at which they are elected. No person shall be eligible to serve as a District Director unless they are serving as a county commissioner in a member county in the district from which they are elected.

(c) North Carolina National Association of Counties (NACo) Directors. Members of the Board of Directors of the National Association of Counties representing North Carolina county government shall be selected as follows:

(i) At a caucus of the North Carolina delegates held in conjunction with the NACo Annual Conference, the President will ask for nominations for specific numbered seats, as set out below, as NACo directors and those directors shall be elected as follows:

Seat #1. The director(s) to which each state is entitled shall be elected to a one-year term in 1990 and thereafter shall be elected to a two-year term in each odd-numbered year;

Seat #2. The director(s) to which North Carolina is entitled by virtue of being one of the ten largest states shall be elected to a two-year term in each even-numbered year;

Seat #3. The director(s) to which North Carolina is entitled by virtue of the membership of all North Carolina counties in NACo shall be elected to a one-year term in 1990 and thereafter to a two-year term in each odd-numbered year; and

Seat #4. Any other director(s) to which North Carolina is entitled by virtue of the Constitution and Bylaws of NACo shall be elected to a two-year term in each even-numbered year.

(ii) Any North Carolina county commissioner from a NACo-member county is eligible for nomination and election, regardless of actual presence at the NACo Annual Conference, provided that no person shall be eligible for election to more than three successive two-year terms as a member of the Board of Directors of NACo representing North Carolina county government and this provision shall apply notwithstanding election of a person to different NACo director positions, as designated in subparagraph (i), at different times.

(iii) Each county represented shall be entitled to one vote for each of the NACo director seats in contest.

(iv) With regard to the election of each director chosen pursuant to Section 3(c),

balloting shall continue until the office has been filled by a candidate who has received a majority of the votes cast. In determining a majority, the procedure used will be the one provided for in North Carolina G.S. 163A-984 (Primary Rules).

(d) At-Large Directors. The President of the Association may appoint up to five (5) county commissioners to serve as at-large members of the Board of Directors. In determining whether to make any such appointments, the President shall consider the then-present geographic, political, racial and gender balance on the Board of Directors. The President's appointment(s) shall be final. Appointments made hereunder shall be for a term which shall expire with the term of the appointing President.

(e) Past Presidents. The President of the Association may appoint up to five (5) Past Presidents of the Association who are still serving as county commissioners to serve as members of the Board of Directors. In determining whether to make any such appointments, the President shall consider the then-present geographic, political, racial and gender balance on the Board of Directors. The President's appointment(s) shall be final. Appointments made hereunder shall be for a term which shall expire with the term of the appointing President.

(f) Executive Director. The Executive Director shall be appointed by the Board of Directors and shall hold office at its pleasure.

#### **Section 4. Nominations.**

Nominations for President-Elect and Vice Presidents shall be made from the floor at the Business Session during the annual meeting; provided, that the President-Elect elected at the previous annual meeting shall succeed to the office of President as provided in Section 3 of this Article.

Nominations for District Director shall be determined at district caucuses held at the annual meeting. At such district caucuses a quorum shall consist of a majority of the counties from the district and official action may be taken only upon receipt of a majority of the votes cast on the issue. Nominations thus determined shall be binding on the membership.

If no nomination is made at a district caucus as to the election of a District Director, no election shall be held for that office and the office shall be deemed to be vacant after the adjournment of the annual meeting. In such case, the District Director who served in that capacity prior to the convening of the annual meeting shall hold over in that office until a successor is selected pursuant to Section 5 of this Article.

#### **Section 5. Vacancies.**

(a) Officers. Any vacancy in the offices of President, President-Elect, First Vice President, Second Vice President, or NACo Director(s) shall be filled for the unexpired term by the Board of Directors. Any such vacancies shall be filled at the next Board of Directors meeting, and not later than sixty days following any vacancy, whichever shall occur first.

(b) District Directors. When there is a vacancy in the office of a District Director, the President of the Association shall designate a county commissioner or other official to call a meeting and preside at such meeting for the purpose of nominating a director. The Board of Directors shall appoint the person who receives a majority of the total votes of the counties represented at the nominating meeting to fill the unexpired term. A majority of the counties in the district must be represented for the meeting to be valid. Each county attending the district meeting shall have one vote.

**Section 6. Prohibition of Dual Office Holding.**

No person shall hold more than one office in this Association. Acceptance of a second office shall result in a resignation from the previous office.

**ARTICLE IV**  
**DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

**Section 1. President.**

The President shall preside at all business meetings of the Association but may, in the President's discretion or at the suggestion of the Board of Directors, arrange for presiding officers for any other meeting. The President shall appoint all committees unless otherwise provided, and shall perform such other duties as are usually incumbent upon that officer or as may be directed by resolution of the Association or the Board of Directors.

**Section 2. President-Elect.**

The President-Elect shall consult with, counsel and advise the President and, in the absence or disability of the President, the President-Elect shall exercise the duties of the President. The President-Elect shall generally oversee the financial affairs of the Association and shall make a report thereon to the membership at the annual meeting.

**Section 3. First and Second Vice Presidents.**

The First and Second Vice Presidents shall consult with, counsel and advise the President. In the absence or disability of the President and President-Elect, the duties of the President shall be performed successively by the First and Second Vice Presidents.

**Section 4. Board of Directors.**

Subject to the provision of this Constitution and to such action as may be taken from time to time by the Association at any annual or special meeting, the Board of Directors shall have general control and supervision over the affairs of the Association and shall be empowered to determine all questions of policy which may arise during the interval between meetings. The Board of Directors shall cause an annual audit to be made of the financial records of the Association. The Board of Directors shall meet at such time and place, after notice to each member of the Board, as may be designated by the President or by any three members thereof. A majority of the membership of the Board of Directors shall constitute a quorum thereof and any question may be decided by majority vote.

**Section 5. Executive Director.**

The Executive Director shall maintain, manage and administer the central office of the Association. The Executive Director shall do, or cause to be done, all things necessary and appropriate to execute the policies, decisions and instructions of the Association as directed by the Board of Directors, including the approval of all vouchers and other documents involving in any manner the disbursement of Association funds and the appointment and supervision of Association personnel. The Executive Director shall keep an accurate account of all financial transactions of the Association and cooperate with and aid the First Vice President in the preparation of the annual financial report of the membership. The Executive Director shall keep all records of the Association, including taking and recording the minutes of all meetings of the Board of Directors. The Executive Director shall perform such other duties as the Board of Directors may require. The Executive Director shall receive for their services such compensation as may be determined by the Board of Directors.

**ARTICLE V**  
**COMMITTEES**

**Section 1. Standing Committees.**

The standing committees shall consist of the following:

(a) Resolutions Committee. The Resolutions Committee shall consist of the Board of Directors of the Association.

(b) Executive Committee. The Executive Committee shall consist of the President, the Past President, as defined in Article III, Section 1, of this Constitution, the President-Elect and the Vice Presidents, and shall have authority to act for the Board of Directors on questions which must be decided in the interim between meetings and on such other questions as may be authorized by the Board.

**Section 2. Special Committees.**

The President shall appoint such special committees as the President may deem necessary for the proper transaction of the business of the Association.

**Section 3. Quorum; Voting; Vacancies.**

A majority of the membership of a committee shall constitute a quorum thereof and any question may be decided by majority vote. Vacancies shall be filled by the President.

**Section 4. Creation of Financial Liability by Committees.**

No committee shall be authorized to create any financial liability unless such action shall be approved by the President and Executive Director and except as limited by the Board of Directors.

**ARTICLE VI**  
**MEETINGS AND VOTING**

**Section 1. Annual Meeting; Special Meetings; Conferences.**

The annual meeting of the Association shall be held at such time and place as determined by the Board of Directors. Special meetings of the Association may be held at such times and places as may be determined by the Board of Directors. Conferences of groups of officials may be called by the President.

**Section 2. Voting.**

On all questions, including the election of officers, each county represented shall be entitled to one vote, which shall be the majority expression of the delegates of that county. The vote of any county in good standing may be cast by any one of its county commissioners who is present at the time the vote is taken; provided, if no commissioner be present, such vote may be cast by another county official, elected or appointed, who holds elective office or an appointed position in the county whose vote is being cast and who is formally designated by the board of county commissioners. These provisions shall likewise govern district meetings of the Association. A county in good standing is defined as one which has paid the current year's dues.

**ARTICLE VII**  
**RESOLUTIONS**

**Section 1. Submission of Resolutions to Resolutions Committee.**

A resolution may be submitted for consideration by the Resolutions Committee at the annual meeting of the Association in one of the following ways:

- (a) by official action of a member board of county commissioners;
- (b) by official action of a standing or special committee of the Association;
- (c) by official action of an affiliate organization of the Association; or
- (d) by motion of a member of the Resolutions Committee.

**Section 2. Processing of Resolutions at Annual Business Session.**

Resolutions may be submitted to and acted upon by the Association at its annual business session only as follows:

- (a) Resolutions recommended by the Resolutions Committee shall be adopted upon receipt of a majority of the votes cast on the issue.
- (b) Resolutions submitted to the Resolutions Committee but not recommended by the Committee may be considered by the Association upon motion of a county delegate and only upon a 2/3 affirmative vote of the total number of registered votes. After receipt of the required vote for consideration, the resolution shall be adopted upon receipt of a majority of the votes cast on the issue.
- (c) Resolutions not submitted to the Resolutions Committee may be considered by the Association upon motion of a county delegate and only upon a 2/3 affirmative vote of the total number of registered votes. After receipt of the required vote for consideration, the resolution shall be adopted upon receipt of a majority of the votes cast on the issue.

**ARTICLE VIII**  
**MISCELLANEOUS**

**Section 1. Financial Support.**

The Board of Directors shall exercise full control over the necessary expenditures of the Association. The Board of Directors shall determine the fees to be paid by the member counties to support the activities of the Association.

**Section 2. Affiliate Organizations.**

Any organization whose membership is composed predominantly of county officials or employees may become an affiliate organization of the Association subject to terms and conditions established by the Board of Directors of the Association.

**Section 3. Parliamentary Authority.**

The latest edition of Robert's Rules of Order shall be the parliamentary authority of the Association on questions not covered by this Constitution.

**Section 4. Constitutional Amendment.**

This Constitution may be amended at any annual meeting by a two-thirds vote of all counties voting, provided any such amendment shall first have been submitted in writing and read to the annual meeting at the first session thereof, and referred to the Resolutions Committee. Such vote shall not be taken until a report of each proposed amendment has been presented to the Association by the Resolutions Committee.