



Association of Minnesota Counties

Bylaws

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ARTICLE 1: NAMES & DEFINITIONS

Section 1. Name. This organization shall be known as the Association of Minnesota Counties (AMC).

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

Subd. 1. **Association** means the Association of Minnesota Counties.

Subd. 2. **Board** means the Board of Directors of the Association.

Subd. 3. **Commissioner** means a duly-elected, qualified and acting county commissioner.

Subd. 4. **Official** means a duly-elected, qualified and acting officer or a duly-appointed, qualified and acting head of a department or agency of a county on either a full-time or part-time basis.

Subd. 5. **Member County** means any county of the State of Minnesota that pays the annual membership fee established by the Association.

Subd. 6. **Affiliate** means any organization whose membership consists predominantly of county officials or employees that seek affiliate status in the Association and has been approved by the Board.

Subd. 7. **Delegate** means a county representative selected pursuant to Article XI, Section 1.

Subd. 8. **Associate** means any firm, organization or entity recognized by the Board pursuant to Article III, Section 2, Subd. 3.

ARTICLE 2: MISSION, GOALS & OBJECTIVES

Section 1. Mission. AMC unites Minnesota's counties to achieve public service excellence.

Section 2. Goals. The goals of the Association shall include but are not limited to the following:

Subd. 1. To promote, advance and represent the interests of Minnesota counties in obtaining appropriate policy responses from federal and state legislative and executive branches.

Subd. 2. To foster and encourage innovative and responsive county service delivery, policy decisions and public resource utilization.

Subd. 3. To assure public understanding and support for the choices and decisions made by counties to provide quality programs and services.

Subd. 4. To develop resources to insure the vitality of the Association of Minnesota Counties programs to county government.

Section 3. Objectives. The objectives of the Association shall include but are not limited to the following:

Subd. 1. To be on the leading edge of emerging and changing issues.

Subd. 2. To help counties maximize the use or investment in fiscal, capital, technology and personnel resources.

Subd. 3. To maximize the management capabilities and capacity of county government.

Subd. 4. To improve understanding of policies and policy development by all county officials.

Subd. 5. To encourage and develop the leadership capacity of county officials.

Subd. 6. To enhance the public understanding of county government by developing stronger media relations.

Subd. 7. To assist counties in their public relations and communications efforts.

Subd. 8. To advance the quality and quantity of contact with the state and federal legislative/executive branches by county officials.

Subd. 9. To effectively communicate county legislative policy priorities to the legislative and executive branches of the state and federal governments.

Subd. 10. To build and retain strong AMC membership support by providing effective programs and services.

Subd. 11. To develop the appropriate dues/fees mix consistent with the membership's expectations.

Subd. 12. To explore alternative revenue sources for the Association.

Subd. 13. To retain, attract and develop knowledgeable AMC staff.

Section 4 Operations. The Association may rent, purchase or otherwise own or hold real estate and other property, including beneficial interest therein, either solely or jointly with other organizations; to solicit and receive contributions; 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 partly 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 purpose of the Association.

ARTICLE 3: MEMBERSHIP, DUES & BUDGET

Section 1. Membership. The Association shall have three classes of membership. The designation of such classes and the qualifications of the members of such classes shall be as follows:

Subd. 1. **County Membership.** County membership in this Association is available to any county in the State of Minnesota which indicates its willingness to cooperate and support the work of the Association and upon payment of any annual or special membership fee or assessment as may be from time to time specified in accordance with Article III, Section 2. The term of membership shall be one year from January 1 to December 31.

Subd. 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 consists predominantly of county officials or employees. Affiliate organizations may appoint to the Board one of their officers as a non-voting, ex-officio member. 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 counties throughout the state. The Board may require for affiliate recognition such conditions as it deems appropriate. The written request for affiliation should include a letter signed by the presiding officer of the organization which requests affiliation, a copy of their bylaws, a membership list, a list of officers and directors, a description of activities, a copy of the current budget and financial statement and a copy of the affiliate association's legislative platform. Affiliates shall submit their legislative platform annually to the Board. In no event shall recognized affiliates advocate legislative or other policies as Association proposals or policies unless such proposals or policies have been approved by the Board as being consistent with the Association's policies and programs. A violation of this provision may jeopardize affiliate status.

Subd. 3. **Associate Membership.** The Board may recognize as associate members of the Association, individuals, organizations and businesses who conduct business and provide services to member counties. The general purpose of such affiliation shall be to encourage the maximum efficiency in the delivery of county services. The Board may require for associate recognition such conditions as it deems appropriate. The written request for associate status should include a letter from the requesting entity and a summary of the reasons for the request. Each request shall be considered independently. In no event shall recognized associates advocate legislative proposals or policies as Association proposals or policies, or represent products or services as being endorsed by the Association unless such proposals, policies or endorsements have been approved by the Board as being consistent with Board directives.

Section 2. Dues. The annual membership dues for county and affiliate memberships shall be in accordance with the following:

Subd. 1. **County Membership Dues.** The Board of Directors shall determine dues for membership in the Association. The Board shall allocate the cost of operating the Association to the membership in an equitable manner. Dues are payable on January 15 of each year. A county membership is considered lapsed if after a fifteen day written notice, full payment or other dues payment arrangements have not been made by February 15 of each year. Dues for the following year shall be set no later than June 30 of the previous year.

Subd. 2. **Affiliate Dues.** The Board may determine appropriate dues for affiliate membership with the Association.

Subd. 3. **Associate Dues.** The Board may determine appropriate dues for associate membership with the Association.

Section 3. Budget. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in 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 15.

ARTICLE 4: 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 defined in Article II, Section 2.

Section 2. Membership. For the purpose of this article, a member of the Board of Directors shall be referred to as Director. There shall be organized a Board consisting of:

Subd. 1. Nine (9) District Directors elected in accordance with Article 5, Section 1;

Subd. 2. Seven (7) District Directors from District 10, one selected by each of the counties that are members of District 10 in accordance with Article 5, Section 1;

Subd. 3. Chairpersons of all AMC Policy Committees;

Subd. 4. Chairpersons of all AMC Member Services Committees;

Subd. 5. One National Association of Counties (NACo) Regular Delegate;

Subd. 6. One NACo Large State Delegate;

Subd. 7. One NACo 100% Delegate;

Subd. 8. Minnesota Commissioners who are members of NACo's Board of Directors;

Subd. 9. Officers of the Executive Committee of the Association; and

Subd. 10. Affiliate, ex-officio representatives.

Section 3. Membership Limitation. Member counties may have multiple commissioners of their county board serve concurrently on the AMC Board of Directors. A county shall not have a sufficient number of commissioners serving on the AMC Board of Directors to constitute a quorum of its county board.

Section 4. Voting. Each Director on the Board shall be entitled to one (1) vote, except for Affiliate, ex-officio representatives who are non-voting Board members. There shall be no proxy voting. All motions shall carry by a simple majority unless otherwise specified in the bylaws.

Subd. 1. If a Director is unavailable for a vote, the Director's Alternate Director or Vice Chair may vote in his/her place.

Section 5. Regular Meetings. The Board may provide by resolution the time and place for holding regular meetings of the Board. The Board shall hold at least two (2) regular meetings each year. A notice of every

meeting of the Board shall be sent to members of the Board at least five (5) days in advance of the meeting and a general statement of the business to come before it.

Section 6. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at 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 bylaws.

Section 8. Special Meetings of the Board. Special meetings of the Board may be called by or at the request of the President either with concurrence of a majority of the Executive Committee or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix the place within the state of Minnesota as a place for holding any special meeting of the Board called by them. Each Director shall receive at least four (4) days notice of such special meeting.

Section 9. Compensation of the Board. Members of the Board shall not receive any stated salary for their services but, by resolution of the Board expenses of attendance, if any, may be allowed for attendance at each meeting of the Board; but nothing herein contained shall be construed to preclude any member of the Board from serving the Association in any other capacity and receiving compensation therefore. Compensation policies of the Board shall be contained in the most current AMC Meeting Reimbursement Policy.

Section 10. Special Committees and Task Forces. The President of the Board, with concurrence of a majority of the Executive Committee, shall have the authority to create necessary task forces and special committees in order to carry out the business of the Association.

Subd. 1. Board Approval. At the next scheduled board meeting following the President's creation of a special committee or task force, the Board of Directors shall vote to ratify, modify, or dissolve the committee or task force.

Section 11. Resignation. A Director may resign at any time upon written notice to the President and/or Executive Director, and such resignation shall become effective immediately.

Section 12. Removal. A Director may be removed from office at any time, by the affirmative vote of two-thirds of the Board, whenever the Board, in its sole discretion, deems such removal to be in the best interests of AMC.

ARTICLE 5: DISTRICT DIRECTORS AND ALTERNATE DIRECTORS

Section 1. District Director

Subd. 1. **Eligibility.** To be elected as a District Director, an individual must be a delegate from one of the District's member counties and serve on a county board of commissioners.

Subd. 2. **Election.** The delegates from the counties of each Association district shall elect a District Director to represent the counties of the district on the Board. A quorum exists if 50 percent (50%) of district member counties have at least one delegate present. Directors shall be elected at the first meeting after April 1st of the counties of the district. Each district shall be represented by one director. Directors elected from odd numbered districts shall be elected during odd numbered years and directors elected from even numbered districts shall be elected during even numbered years.

(a). The county board of commissioners in each District 10 county shall appoint a Director to the Board. Each county board of commissioners shall appoint the Director in January, at its first meeting of the year.

Subd. 3. **Term of Office.** The term of office for each District Director, except for District 10 Directors, shall be for two years and shall begin July 1 after the district election. A District Director may serve up to two (2), two-year terms, not including partial terms. A District Director is eligible to be elected again as Director one year after his/her last year of service.

(a). The term of a District 10 Director shall be for one year and shall begin the day of appointment. A Director may serve four consecutive terms. After four consecutive terms, a Director is eligible for appointment again one year after his/her last year of service.

Subd. 4. **Vacancies.** If a vacancy occurs in the office of District Director, the Alternate Director shall fill the vacancy until a new Director is elected through a special election.

(a). **Special Election After Vacancy.** When a vacancy occurs, the delegates of the district shall elect a District Director and Alternate Director at the next regularly scheduled district meeting. The newly elected District Director and Alternate Director will serve the remainder of the term with a new Director and Alternate Director elected at the district's regularly scheduled election as determined in subdivision 2 of this section.

Subd. 5. **Other Offices.** A District Director may not concurrently serve as a Policy Committee Chair, a NACo Regular Delegate, a NACo Large State Delegate, a NACo 100% Delegate, or an Officer of the Board of Directors.

Section 2. Alternate Director. Each district shall elect an Alternate Director at the same time as the District Director.

Subd. 1. **Eligibility.** To be elected as an Alternate Director, an individual must be a delegate from one of the District's member counties and serve on a county board of commissioners.

Subd. 2. **Election.** An Alternate Director shall be elected in the same manner as a District Director as described in section 1, subdivision 2.

Subd. 3. **Term of Office.** The term of office for each Alternate Director shall be for two years and shall begin on the first day following district elections. An Alternate Director may serve up to two (2), two-year terms, not including partial terms. An Alternate Director is eligible to be elected again as Alternate Director one year after his/her last year of service.

Subd. 4. **Vacancies.** If a vacancy occurs in the office of Alternate Director, the District shall fill the vacancy at the next regularly scheduled district meeting. The newly elected Alternate Director will serve the remainder of the term with a new Alternate Director elected at the district's regularly scheduled election as determined in section 1, subdivision 2.

ARTICLE 6: POLICY COMMITTEE CHAIRS AND VICE CHAIRS

Section 1. Eligibility. To be elected as a Policy Committee Chair or Vice Chair, an individual must be a delegate and serve on a county board of commissioners.

Section 2. Election. Members of a policy committee shall elect a Policy Committee Chair at the policy committee meeting during the December annual conference. Ten members of the committee constitute a quorum; each committee member shall be entitled to one vote. The Policy Committee Chairs of the Transportation and Infrastructure and Health and Human Services Committees shall be elected during even numbered years and the Policy Committee Chairs of the Public Safety, General Government, and Environment and Natural Resources Committees shall be elected during odd numbered years.

Section 3. Term of Office. The term of office for each Policy Committee Chair shall be for 2 years and shall begin at the completion of the general session at the annual conference. A Policy Committee Chair may serve up to one (1), two-year term, not including partial terms.

Subd. 1. **Former Policy Committee Chair.** A former Policy Committee Chair is eligible to be elected again as Chair four years after his/her last year of service. A former Chair may be elected to the same or a different policy committee.

Section 4. Vice Chair. The Vice Chair is elected in the same manner and at the same meeting as the Chair. In the absence of the Chair, the Vice Chair may perform the duties of the Chair.

Subd. 1. **Former Vice Chair.** A former Vice Chair is eligible to be elected again as Vice Chair four years after his/her last year of service. A former Vice Chair may be elected to the same or a different policy committee.

Section 5. Vacancies. If a vacancy occurs in the office of a Policy Committee Chair, the Committee Vice Chair shall fill the vacancy until a new Chair is elected through a special election.

Subd. 1. **Special Election After Vacancy.** When a vacancy in the office of the Chair occurs, the members of the Policy Committee shall elect a Policy Committee Chair and Vice Chair at the next regularly scheduled Policy Committee meeting. The newly elected Chair and Vice Chair will serve the remainder of the term with a new Chair and Vice Chair elected at the committee's regularly scheduled election as determined in section 2. If a vacancy occurs in the office of the Vice Chair, the policy committee shall elect a Vice Chair at the next regularly scheduled policy committee meeting to serve the remainder of the term with a new Vice Chair elected at the committee's regularly scheduled election.

Section 6. Other Offices. A Policy Committee Chair may not concurrently serve as a District Director, a NACo Regular Delegate, a NACo Large State Delegate, a NACo 100% Delegate, or an Officer of the Board of Directors.

ARTICLE 7: NATIONAL ASSOCIATION OF COUNTIES (NACO) DELEGATE(S)

Section 1. NACo Regular Delegate. The Association of Minnesota Counties shall select one individual to serve as a NACo Regular Delegate.

Subd. 1. The NACo Regular Delegate must be a delegate to AMC and a serve as a member of a county board of commissioners.

Subd. 2. The NACo Regular Delegate shall serve a two-year term to commence with each odd numbered year concurrent with the NACo Board of Directors appointment.

Subd. 3. The AMC Board of Directors shall elect the NACo Regular Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo Regular Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo Regular Delegate shall serve not more than three (3), two-year terms.

Section 2. NACo Large State Delegate. The Association of Minnesota Counties shall select one individual to serve as NACo Large State Delegate.

Subd. 1. The NACo Large State Delegate must be a delegate to AMC and a serve as a member of a county board of commissioners.

Subd. 2. The NACo Large State Delegate shall serve a two-year term to commence with each even numbered year concurrent with the NACo Board of Directors appointment.

Subd. 3. The AMC Board of Directors shall elect the NACo Large State Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo Large State Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo Large State Delegate shall serve not more than three (3), two-year terms.

Section 3. NACo 100% Delegate. In the event that all eighty-seven (87) counties are members of NACo, the Association of Minnesota Counties shall select one individual to serve as NACo 100% Delegate.

Subd. 1. The NACo 100% State Delegate must be a delegate to AMC and a serve as a member of a county board of commissioners.

Subd. 2. The NACo 100% State Delegate shall serve a two-year term if AMC achieves one hundred percent status or a one-year term if AMC does not qualify for the one hundred percent designation in an even numbered year, to commence concurrent with the NACo Board of Directors appointment.

Subd. 3. AMC Board of Directors shall elect the NACo 100% Delegate as per rules determined by the Board. In the event that the Board of Directors determines that a vacancy exists for the NACo 100% State Delegate, the AMC Board of Directors shall elect a replacement from candidates nominated by an AMC delegate(s) or through letters of interest submitted by candidates to fill the unexpired term.

Subd. 4. The NACo 100% State Delegate shall serve not more than three (3), two-year terms.

Section 4. As Members of the AMC Board of Directors. The NACo Regular Delegate, the NACo Large State Delegate, the NACo 100% State Delegate and other Minnesota County Commissioners who are members of the NACo Board of Directors shall serve as members of the AMC Board of Directors.

Section 5. Reimbursement Policy The NACo Regular Delegate, the NACo Large State Delegate, the NACo 100% State Delegate and other Minnesota County Commissioners who are members of the NACo Board of Directors shall be reimbursed for expenses as determined by the most current AMC Meeting Reimbursement Policy.

Section 6. Other Offices. A NACo Delegate may not concurrently serve as a District Director, a Policy Committee Chair, or an Officer of the Board of Directors.

Section 7. Term Limitations. An AMC delegate may serve as a NACo Regular Delegate, a NACo Large State Delegate, or a NACo 100% Delegate, but shall not hold any combination of NACo delegate positions for more than three (3), two-year terms.

ARTICLE 8: OFFICERS OF THE EXECUTIVE COMMITTEE

Section 1. Executive Committee. At the annual meeting of the Association there shall be elected from the county member delegation an Executive Committee. The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Secretary/Treasurer and Past President which shall have the authority to act in those circumstances and on those matters as directed by the Board.

Section 2. Term of Office. Each officer of the Executive Committee shall serve for a period of one (1) year or until their successor is duly elected and qualified.

Section 3. Duties of Officers. The officers of the Executive Committee shall have the following powers and duties:

Subd. 1. **President.** The President shall preside at all regular and special Association and Board 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 and the Board. The President shall make all appointments to standing committees of the Association and Board and state level committees as requested by state agencies. The President may sign, with the Secretary/Treasurer or any other proper officer of the Association authorized by the Board, any deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Association; and in general 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.

Subd. 2. **1st Vice President.** In the absence of the President or in event of an inability or refusal to act, the 1st Vice President 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 1st Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Subd. 3. **2nd Vice President.** In the absence of the President and 1st Vice President, or in the event of their disability or refusal to act, the 2nd Vice President 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 and 1st Vice President. The 2nd Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Subd. 4. **Secretary/Treasurer.** The Secretary/Treasurer with assistance of AMC staff shall be responsible for all Association funds and securities and shall direct to be kept, in records belonging to the Association, full and accurate accounts of all receipts and disbursements and report to the Board regarding the financial health of the association. The Secretary/ Treasurer will chair the Financial committee. The Secretary/Treasurer shall attend all meetings of the Board, and of the Executive Committee, and shall cause to be preserved in books of the Association true minutes of the proceedings of all meetings.

In the event of a vacancy in the position of Secretary/Treasurer, the President of the Association shall nominate a successor to fill the unexpired term, which shall be ratified by a majority vote of the Board of Directors.

The Secretary/Treasurer may serve six (6) consecutive terms.

Subd. 5. **Past President.** The Past President is the most recent President of the Association who is a delegate from a county that is a member in good standing. The Past President shall serve as a voting member of the Board of Directors and the Executive Committee.

Section 4. Nominating Process.

Subd. 1. Delegates who serve on a county board of commissioners shall be eligible to serve as an officer of the Executive Committee.

Subd. 2. Each office of the Executive Committee shall be open for nomination and election at the annual meeting.

Subd. 3. Prior to each annual meeting the President shall appoint a candidate nomination screening committee composed of three (3) delegates. The members of the committee shall be the Immediate Past President of the Association who shall serve as chair of the committee and two additional Past Presidents. In the event that there are not two additional past presidents who are available to serve, the President shall appoint delegates that have exhibited a knowledge of the Association and its goals; provided leadership within the Association; and have represented AMC within the diverse segments and areas of the Association.

Subd. 4. The nomination screening committee shall hear presentations from candidates for office prior to elections during the AMC Annual Conference. The committee shall screen the prospective candidates for knowledge of the Association's goals and objectives, involvement within the Association, and demonstrated leadership. The committee shall then consider the qualifications and report all qualified candidates for each office. The chairperson shall present the committee's report to the annual meeting prior to the nomination and election of officers.

Subd. 5. The candidate nomination screening committee's report of candidates shall serve as a nomination for each office.

Subd. 6. The President shall ask for nominations from the floor for each office and an election shall be held using the Election Rules as proposed by the AMC Governance Committee and adopted by the General Assembly.

ARTICLE 9: MANAGEMENT

Section 1. Permanent Offices. The Board shall establish and maintain a permanent office for the Association.

Section 2. Executive Director. The Board shall select and appoint an Executive Director to serve at the pleasure of the Board as the chief executive officer of the Association. The Executive Director shall manage the affairs of the Association pursuant to these bylaws and any other policies established by the Board.

Section 3. Performance Review. The Executive Committee shall review the performance of the Executive Director not less than annually.

ARTICLE 10: CONTRACTS, CHECKS, DEPOSITS & 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 such officers or agents of the Association and in such manner as shall be prescribed and determined by resolution of the Board. In the absence of such a determination by the Board such instrument shall be signed by the Secretary/Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board 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 Secretary/Treasurer in such manner and under such conditions as shall be prescribed and determined by the Board.

Section 5. Audit. The Association shall conduct a financial audit of all pertinent records to assure compliance with all state and federal regulations.

ARTICLE 11: ASSOCIATION DELEGATES & DISTRICTS

Section 1. Association Delegates Each member county shall be entitled to a number of delegates equal to three more than the number of persons on the board of county commissioners of the member county. Delegates shall be appointed annually by the county board from among the officials and employees of the county. Each delegate so appointed shall be eligible to vote at any meeting of the Association. Delegates that serve as members of the county board may be elected to the Association's Board of Directors. The right to vote at any meeting of the Association or to be elected to the Association's Board of Directors shall terminate when such person ceases to be a delegate from a member county or the county that delegate represents ceases to be a member of the Association. A vacancy in the office of delegate shall be filled by the county board for the unexpired term.

Section 2. Association Districts For the purpose of administering the affairs of the Association, the Board shall divide the counties of the state into not more than ten (10) districts consisting of two (2) or more counties. The Board shall by resolution initially designate each district by number and the member counties within each district. A county may transfer from its designated district to another contiguous district by adopting a resolution stating that it is the intention of the county to transfer to a contiguous district. The resolution shall state the district in which the county is located and the district to which the county wishes to be transferred. A certified copy of the resolution shall be mailed within ten (10) days after its adoption to each of the following: 1) the director representing the district in which the county is located; 2) the director of the district to which it

wishes to transfer; and 3) the President of the Association. The transfer of the county to the new district shall be entered on the records of the Association by the President of the Association. The effective date of such transfer shall be the first day of the month following receipt of the resolution.

Subd. 1. **District 10.** County membership for District 10 shall be restricted to member counties meeting the definition for “Metropolitan county” in Minnesota Statutes 473.121 subd. 4.

Section 3. District Organization. Each Association district may create a district board, elect district officers and hold regular district meetings in accordance to their bylaws.

ARTICLE 12: ANNUAL ASSOCIATION MEETING

Section 1. Annual Meeting. The Association shall hold an annual business meeting which may be combined with the annual convention, the time and place of which shall be determined by the Board. Notice shall be given to all county delegates not less than thirty (30) days prior to the opening session.

Section 2. Quorum. A quorum shall be necessary for the transaction of business of the annual Association meeting. Unless otherwise required by statute or these bylaws, a quorum shall not be less than five (5) percent of the delegates of all member counties. The Secretary/Treasurer shall determine from the records the delegates who are entitled to vote at the annual Association meeting.

Section 3. Manner of Acting. Every decision at a meeting of the Association shall be by majority vote of accredited delegates present, unless special rules have been adopted at the convention providing for some other voting procedure. The Secretary/Treasurer shall cause written minutes and records of the annual Association meeting to be kept.

Section 4. Special Rules. The delegate assembly shall adopt such rules as are necessary to conduct the business of the Association.

ARTICLE 13: GENERAL PROVISIONS

Section 1. Parliamentary Authority. The rules of parliamentary procedure and practice contained in the most recent revision of Roberts Rules of Order shall supplement the rules of procedure adopted by the Association and shall govern the Association, the Board and Association committees in all cases in which the said Roberts Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes of the State of Minnesota, these bylaws and any special rules or regulations adopted by the Association or by the Board.

ARTICLE 14: AMENDMENT OF BYLAWS

Upon 30 days' notice the Board, by a vote of 60 percent of the membership of the Board may from time to time adopt, amend, or repeal all or any of the Bylaws of this Association. Notice of such proposed amendments shall be provided in a regular publication of the Association transmitted to all members, with information about how to provide comment to the Board before any final action is taken by the Board.

ARTICLE 15: DISSOLUTION CLAUSE

Upon dissolution of the Association of Minnesota Counties, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Minnesota.

- ADOPTED at AMC's Annual Meeting on 11/12/78.
- AMENDED at AMC's Annual Meeting on 11/11/80
- AMENDED at AMC's Annual Meeting on 01/30/84
- AMENDED at AMC's Annual Meeting on 01/19/87
- AMENDED at AMC's Annual Meeting on 11/26/90
- AMENDED at AMC's Annual Meeting on 11/25/91
- AMENDED by AMC's Board of Directors on 07/26/96
- AMENDED by AMC's Board of Directors on 05/05/00
- AMENDED by AMC's Board of Directors on 04/11/03
- AMENDED by AMC's Board of Directors on 04/16/04
- AMENDED by AMC's Board of Directors on 12/04/05
- AMENDED by AMC's Board of Directors on 03/18/11
- AMENDED by AMC's Board of Directors on 12/7/14
- AMENDED by AMC's Board of Directors on 12/4/16
- AMENDED by AMC's Board of Directors on 12/3/17