

CONSTITUTION OF THE COUNTY COMMISSIONERS' ASSOCIATION OF WEST VIRGINIA

ARTICLE I

NAME. The name of this organization shall be the County Commissioners' Association of West Virginia.

ARTICLE II

PURPOSE AND OBJECTIVE. The general nature of the purpose and objective of this association shall be the promotion and advancement of the general and economical administration of County Government; and to accomplish such objectives as an independent organization and/or by affiliation or cooperation with other official state or national organizations having similar purposes and objectives; to do all things necessary and proper to accomplish its purposes and objectives.

ARTICLE III

MEMBERSHIP. The membership shall be classified into three groups, Active (who must be County Commissioners), Honorary, and Sustaining. The privileges, duties and responsibilities of such classes of membership shall be defined by the By-Laws. Only active members, in good standing shall be qualified to hold office or vote and voting by proxy is prohibited, except that the Executive Director of the county Commissioners' Association of West Virginia may serve as the Secretary-treasurer, but without voting privileges.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS. Section 1. The officers of this organization shall consist of a President, Vice-President, and such other officers as the ByLaws may provide from time to time. Section 2. The Board of Directors shall consist of the officers of this Association and five members from each of the three Congressional Districts as delineated and established by law with the exception of Mason and Putnam which are part of the second district and are hereby made a part of the third district for purposes of establishing an equal number of counties within the third district for the specific purpose of the election of Board members only. Section 3. The immediate past President of this Association shall be an ex-officio member of the Board of Directors.

ARTICLE V

MEETINGS. There shall be an annual meeting of the Association to be held as provided in the By-Laws. Special call meetings may be held from time to time as may be provided in the By-Laws.

ARTICLE VI

METHOD OF ELECTIONS. The Directors from each of the three Congressional Districts as set forth under article IV, Section 2 shall be nominated by active members of the Association from such respective districts and shall be confirmed by the membership at the annual meeting.

The membership shall elect at the West Virginia Association of County Officials meeting one Vice-President and four Directors to serve on the Board of Directors of the West Virginia Association

of County Officials. The Vice-President and Directors shall be nominated and elected at said annual meeting of the Association by such method as may be provided in the By-Laws.

The President and Vice-President shall be nominated and elected at the annual meeting of the Association by such method as may be provided in the By-Laws, providing however that the privilege of nominations for President and Vice-President from the floor of the annual meeting shall always be open.

Any active member of the Association in good standing shall be eligible for election as President or Vice-President. The election of officers and directors shall be the last order of business on the second day of the annual meeting. Officials elected shall assume their position upon adjournment of the annual meeting. The By-Laws shall provide the times and methods of nominations and elections to fill vacancies.

ARTICLE VII

DUES. The membership dues of this Association shall be determined by the By-Laws.

ARTICLE VIII

AMENDMENTS TO CONSTITUTION AND BY-LAWS. Amendments to the Constitution of this Association may be proposed by the board of Directors and approved by a two-thirds vote of the active membership in attendance at the annual meeting. The Constitution may be altered or amended only at the annual meeting and only after written notice of such proposed amendment or alteration is promulgated by the Board of Directors and forwarded by the Executive Director to the membership at least thirty (30) days prior to such annual meeting. Amendments or alterations in the Constitution may also be proposed by an active member of the Association upon filing of a written request containing such proposed amendment with the Executive Director at least sixty (60) days prior to the annual meeting.

ARTICLE IX

AMENDMENTS TO BY-LAWS. The manner and method of amending the By-Laws of this Association shall be set forth in the By-Laws. REVISED: July 7, 1975 REVISED: June 14, 1976 REVISED: July 30, 1991 REVISED: August 7, 1995

BY-LAWS OF THE COUNTY COMMISSIONERS' ASSOCIATION OF WEST VIRGINIA

ARTICLE I

NAME. The name of this organization shall be the County Commissioners' Association of West Virginia.

ARTICLE II

MEMBERSHIP.

Membership in this Association shall be divided into three classes; Active, Honorary, and Sustaining. Section 1. Active members of this Association shall consist only of County Commissioners and only duly qualified and acting County Commissioners shall be eligible for membership. Section 2. Honorary members shall consist of persons selected or invited to membership in the Association by its members at the annual meeting, after previous approval and recommendation by the Board of Directors. Honorary members shall not be required to be residents of the State of West Virginia. Section 3. Sustaining Members. Any former County Commissioner or any other County or State official who evidences sincere interest in the affairs of this Association shall be eligible, upon his request and approval by the Board of Directors, and the payment of annual dues, to membership in the Association as a Sustaining member. Sustaining members may participate in the aims and purposes of this Association, may speak from the floor of the Annual Meeting and at special meetings, and shall be eligible to serve upon Committees but shall not be entitled to vote.

ARTICLE III

DUES.

Section 1. The Executive Director shall propose and the Board of Directors shall approve the dues to be paid by counties for the support of the Association. Counties paying dues will be entitled to three votes upon certification of voting members prior to an annual or special meeting of the Association. Section 2. Payment of dues by a county shall entitle any duly elected County Commissioner from that county to membership in this organization. Section 3. Sustaining members shall be required to pay annual dues as proposed by the Executive Director and approved by the Board of Directors, in an amount sufficient to cover the expense of continued communication from the organization. Section 4. Honorary members shall not required to pay dues. Section 5. Any county or sustaining member who has not remitted its annual dues within ninety (90) days of the statement date shall be deemed delinquent by the Executive Director. The Executive Director shall advise said county or sustaining member by written notice that their status as a member in good standing will be rescinded within fifteen (15) days of said notice and all privileges afforded a member in good standing of this Association. Section 6. A member shall be reinstated upon payment in full of all charges assessed by this Association.

ARTICLE IV

OFFICERS.

Section 1. The business of the Association shall be conducted by the Officers of this Association, its Board of Directors, the Executive Director, and the following standing Committees: Executive Committee, Legislative Committee, Resolutions Committee, and Budget Committee. Section 2.

The Association may have any other Committees deemed necessary by its Officers and/or its Board of Directors, or by resolution of the membership of the annual meeting. Section 3. All Committees, except the Executive Committee and the Legislative Committee, shall be appointed by the President of the Association with the approval of the Board of Directors. The membership of the Executive Committee is automatic according to position, plus one appointment from the President. Section 4. Standing Committees: (A) Executive Committee: The Executive Committee shall consist of the President, Vice-President, President's appointee, and the three District Directors' Chairpersons (chairperson from each district). This committee is given the specific authority to work with the Executive Director and to give direction to the Executive Director that in the committee's best judgment will correctly carry out the policies, procedures, and wishes of the Association. The members of the are automatically members of the Legislative Committee and during the legislative session, this committee shall set the direction for the Association when time is limited and quick decisions are required. (B) Legislative Committee: A Legislative Committee Chairman shall be appointed by the President with the approval of the Board of Directors. The three Congressional Districts of the State of West Virginia shall be election districts for this Association for the purpose of selecting two Legislative Committee members per Congressional District, with the exception of Mason and Putnam counties which are part of the second congressional district and are hereby made a part of the third congressional district for the specific purposes of electing Legislative Committee members. Active members from each Congressional District shall select two nominees for Legislative Committee members from such district for one year terms and so certify same at the annual meeting for confirmation by the membership. Membership shall also include the members of the Executive Committee and ex officio members of the Board of Directors. The Legislative Committee shall study such subjects of legislation affecting the counties and shall study all bills introduced in the Legislature which affect the administration of the affairs of the counties. It shall work with the Executive Director and direct the Executive Director to lobby and take such action on each such bill as in its judgment will correctly carry out the wishes of the counties in respect thereto. It shall perform such other duties and functions as the Association may direct by resolution. (C) Resolutions Committee: A Committee on Resolutions shall be appointed by the President with the approval of the board of Directors. All resolutions presented to the Association at the Annual Meeting shall be referred to this Committee for consideration and report thereon before final adjournment. Any membership present at the Annual Meeting shall be entered in the record as the policy of the Association thereon. (D) Budget Committee: A Committee to submit a proposed yearly budget, shall be appointed by the President with the approval of the Board of Directors. This Committee will work with the Executive Director to submit a proposed budget. In addition, the Budget Committee shall be kept informed of all financial transactions of the Association by the Executive Director who shall not make, nor incur, any capital, major, nonrecurring expenditure of the Association's monies without prior approval of the Board of Directors upon the recommendation of the Budget Committee. Major, non-recurring expenses are those expenses which are not normal everyday office operating expenses, in excess of five hundred (\$500.00) dollars. Special Committees: The President with the approval of the Board of Directors may appoint such special committees as he may deem necessary for the proper transaction of the business of the Association. Expenditures: No Committee shall be authorized to create any financial liability

unless it shall have been approved as to its purpose and amount by the President and Executive Director and except as may be limited by the Board of Directors.

ARTICLE V

AFFILIATIONS.

Section 1. This Association, its officers and members collectively and individually, may participate in an affiliate with, individually or as a component part of this Association, any other organization having similar purposes or ideals, and the Officers and Board of Directors of this Association shall have the power to contribute to and aid such other organizations in the furtherance of joint purposes. Section 2. This Association shall actively affiliate with the West Virginia Association of County Officials and the officers are authorized and hereby directed to pay such dues, assume such duties and take such actions as may be required to implement such affiliation. Section 3. This Association shall actively affiliate with the National Association of Counties and the Officers are authorized and hereby directed to pay such dues, assume such duties and take such actions as may be required to implement such affiliation. Member counties of the National Association of Counties shall meet every third year to nominate a county official who will serve as West Virginia's representative to the Board of Directors of the National Association of Counties for a term of three years. The nominee's county must be a member of the County Commissioners' Association of West Virginia and the National Association of Counties. The Board of Directors of the County Commissioners' Association of WV shall accept and approve the nominee and submit the name to the National Association of Counties. The representative to the National Association of Counties' board shall provide an annual report to the membership of the County Commissioners' Association at the annual summer association meeting.

ARTICLE VI

NOMINATIONS AND ELECTIONS.

Section 1. President and Vice Presidents. Nominations for President of this Association and Vice Presidents of this Association and the West Virginia Association of County Officials shall be made from the floor. The nominees receiving the highest number of votes for each respective office shall be declared elected. Section 2. Ex officio Members to the Board. Any currently serving county commissioner who is a past president of the Board of Directors for the County Commissioners' Association of West Virginia is considered an ex officio member of the Board with voting privileges. Section 3. District Directors for County Commissioners' Association of West Virginia. The three Congressional Districts of the State of West Virginia shall be election districts for this Association for the purpose of selecting five District Directors per Congressional District, with the exception of Mason and Putnam counties which are part of the second Congressional District and are hereby made a part of the Third Congressional District for purposes of establishing an equal number of counties within the Third congressional District for the specific purpose of the election of Board of Director members only. The Active members from each Congressional District shall select five nominees for Director from such districts and so certify same at the annual meeting for confirmation by the membership. Of the five nominees for each district, active members shall select a chairperson for each district. Section 4. District Directors for West Virginia Association of County Officials. The Congressional districts of the State of West Virginia shall be election districts for this Association for the purpose of selecting one District

Director per Congressional District and one member at-large to serve on the Board of Directors of the West Virginia Association of County Officials. The active members from each Congressional District and the at-large member shall select one nominee for Director from such districts and so certify same at the West Virginia Association of County Officials annual meeting for confirmation by the membership. A Vice-President shall be selected by this same group. Said directors, representing the Association on the West Virginia Association of County Officials' board, shall be invited and strongly urged to attend the County Commissioners' Association of West Virginia's board meetings throughout the year, so as to be informed of this Association's goals and objectives. Section 5. No County shall be permitted to have more than one Congressional District Director holding office at the same time. Section 6. All directors are expected to actively participate in pursuing the objectives and goals of this Association. Any director who accumulates two consecutive unexcused absences and/or a total of three absences from regularly scheduled meetings in any twelve-month period shall receive a letter of notification of same from the President. Should the director fail to respond to the correspondence and/or fail to attend the next regularly scheduled meeting, the director is subject to termination by a simple majority vote of directors in attendance at that meeting. If a director resigns or is terminated, Article VII VACANCIES, Section 3, of said by-laws shall apply.

ARTICLE VII

VACANCIES.

Section 1. President and Vice President. In the event of a vacancy in the office of President, the Vice-President shall become the President of the Association. In the event of a vacancy in both the office of President and the office of Vice-President, the Executive Director shall, within ten (10) days, call a special meeting of the Board of Directors to be held not less than ten nor more than fifteen days after such call at the time and place therein specified, and at such meeting the Executive Director shall preside and a President and Vice-President shall be elected by the Board of Directors. Section 2. Executive Director. A vacancy in the position of Executive Director shall be filled by a Selection Committee appointed by the Board of Directors which shall direct the placing of an advertisement to run on 2 consecutive Sundays in the Charleston Newspaper or any other newspapers as the Selection Committee sees fit. The Selection Committee shall review all resume' responses for the position of Executive Director, conduct interviews of candidates, and recommend an individual on majority vote by the Selection Committee to the Board of Directors. Section 3. Board of Directors A vacancy has occurred if any board member ceases to hold an elective office by virtue of an expiration of his/her term of office, resigns or is removed from office or upon the death of such board member. Vacancies must be filled with persons from the same district that the vacating Board Member represented. The President will appoint an interim board member to serve until the next scheduled meeting of the Board of Directors. At that time the Board will appoint a member to serve the unexpired term.

ARTICLE VIII

MEETINGS.

Section 1. Annual Meetings. The Annual Meeting shall be held at the call of the State Tax Commission as provided in Section 7, Article 2, Chapter 11 and Section 5, Article 1, Chapter 7 of the Official Code of West Virginia as amended or at such other time as the Board of Directors

may set upon thirty (30) days written notice forwarded by the Executive Director to the membership. Section 2. Special call meetings of the Association. Special call meetings of the Association may be held from time to time upon call of the President, or upon call of not less than five members of the Board of Directors. Any such call shall be filed with the Executive Director, who shall call a meeting not less than 10 days nor more than 15 days after the filing thereof. The purpose of such meeting shall be set out in such call. Section 3. Board of Directors' Meeting. Meeting of the Board of Directors shall be held as soon as possible after the close of each annual meeting of the Association and at such regular times as the Board may determine from time to time. The President or any other five members of the Board of Directors may call a special meeting at any time. Such call shall be filed with the Executive Director, who shall notify the board members by mail not less than 10 nor more than 15 days after the filing of the call. The purpose of such call shall be stated therein. Section 4. Quorum for Board of Directors. A simple majority (50% + 1) of board members shall constitute a quorum.

ARTICLE IX

EXECUTIVE DIRECTOR.

Section 1. The Executive Director shall act as Secretary-Treasurer, receive and disburse all monies of the Association in accordance with the procedures as set forth in Article IV, Section 4, Subsection (D), and any guidelines approved by the Board of Directors, keep the minutes of the Association and of the Board of Directors, keep an accurate accounting of all financial transactions of the Association and submit at each annual meeting a financial statement for the preceding year. In addition, the Executive Director shall perform such duties as are usually incumbent upon the office of Secretary-Treasurer and such others as the Association, its President or the Board of Directors may by resolution direct. The Board of Directors shall cause an independent annual audit to be made of the financial records of the Association. Section 2. The Executive Director shall be paid an annual salary determined by the Board of Directors.

ARTICLE X

THE VICE-PRESIDENT.

The Vice-President shall have and perform all the powers and duties of the President in the latter's absence.

ARTICLE XI

SEAL.

The Directors of this Association are authorized and empowered to prepare a proper seal, which seal shall be a circular die having the words "County Commissioners' Association of West Virginia inscribed thereon.

ARTICLE XII

AMENDMENTS TO BY-LAWS.

Amendments to the By-Laws of this Association may be proposed by the Board of Directors and approved by a majority vote of the active membership in attendance at an Annual or Special call meeting. The By-Laws may be altered or amended only after written notice of such proposed amendment or alteration is promulgated by the Board of Director and forwarded by the

Executive Director to the membership at least thirty (30) days prior to such Annual or Special call meeting. Such proposed amendment or alteration in the By-Laws may be proposed by the Board of Directors or may be proposed upon written request containing such proposed amendment by an active member of the Association and filed with the Executive Director at least sixty (60) days prior to the Annual or Special call meeting. The By-Laws, however, may be amended at any Annual meeting without such prior notice by an affirmative vote of three-fourths of the members present.

ARTICLE XIII

Distribution of Proceeds in the Event of Sale of Property. In the event the property owned by the County Commissioners' Association of West Virginia, located at 2309 Washington Street, East, Charleston, WV 25311, should be sold and the proceeds from such sale are not reinvested in another parcel or tract of land for Association headquarters, then in that event, the proceeds from the sale of said property shall be distributed to those counties which paid a special assessment toward the purchase price of such property, in such proportion as the special assessment paid by any county bears to the total proceeds derived from the sale.

LAST REVISED: January 16, 2006