

AMENDED AND RESTATED CODE OF BY-LAWS
OF THE
INDIANA COUNTY AUDITORS' ASSOCIATION, INC.

ARTICLE I

Purpose

Section 1. The Indiana County Auditors' Association hereinafter designated "Association" is formed to provide the highest standard of excellence in assisting and representing County Auditors of the State of Indiana. In order to implement its purpose, the Association's program shall include, among other things:

- a. Dissemination and exchanges of information pertaining to the operation of the county auditor's office;
- b. Fostering of cooperation among members, including meetings, seminars and other forums to promote education, understanding and efficiency in matters relating to the county auditor's office; and
- c. To unite County Auditors of the State of Indiana to exert effectively a combined influence upon matters affecting the operation of the county auditor's office and other matters which may affect the financial stability of the county.

ARTICLE II

Membership

Section 1. There shall be four (4) categories of Association membership; Regular, Affiliate, Associate and Honorary.

- A. Regular Membership. Regular Membership shall be open to any person duly elected or appointed as a County Auditor.
- B. Affiliate Membership. Affiliate Membership shall be open to any individual employed in the office of County Auditor. Affiliate members shall have no voting rights.
- C. Associate Membership. Associate Membership shall be open to any individual, organization or business which has in its interest the advancement of the office of County Auditor. Associate members shall have no voting rights.

D. Honorary Membership. Honorary Membership shall be for those individuals who have performed distinguished service on behalf of this Association and who have made significant contributions to the aims and objectives of the organization. The individuals shall be selected by the Board of Directors, be added to the membership roster and attend all meetings of the Association as guests. Honorary members shall not be required to pay dues and shall have no voting rights.

ARTICLE III

Voting

Section 1. Only Regular Members in good standing shall be entitled to one vote on every question put before the membership. In the absence of the Regular Member, a proxy vote by the Auditor's Designee will be allowed. A Regular Member, who cannot pay the required dues, may only vote upon the approval of the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors shall consist of the President, First and Second Vice-Presidents, six (6) District Vice-Presidents, Secretary and Treasurer.

Section 2. Although the power to establish Association policy shall remain in the hands of the voting membership, the Board of Directors shall manage the affairs of Association in accordance with these By-Laws and any additional policy established by the membership.

Section 3. The Board of Directors shall appoint an Executive Committee consisting of the President, First and Second Vice Presidents, Secretary and Treasurer to manage the routine operations of the Association including the authorization of payment and all other matters consistent with the By-laws.

Section 4 The Board of Directors and the Executive Committee shall meet upon call of the President.

ARTICLE V

Officers

Section 1. The Officers of the Association shall consist of a President, a First Vice-President, a Second Vice President, six (6) District Vice-Presidents, Secretary and a Treasurer. Each elected officer shall be elected for a term of one (1) year and not to exceed two (2) consecutive terms.

Section 2. The President shall preside at all meetings, appoint all committees, perform all duties usually pertaining to the office of president and be a member ex-officio of all committees.

Section 3. The First Vice-President shall, in the absence or resignation of the President, carry out the duties of the President. The First Vice-President shall also serve as a voting member of the legislative committee and responsible for leadership of this committee with the Co-Chairpersons. In the event the President resigns or is no longer able to perform the duties of President, then the First Vice President shall serve as acting President until the next annual election of officers.

Section 4. The Second Vice-President shall, in the absence of the President and First Vice-President, carry out the duties of the President and shall also counsel and work with the District Vice-Presidents and the Auditor Continuing Education Committee in the scheduling and programming of district and regional meetings.

Section 5. The District Vice-President shall preside at all district meetings. The District Vice-President shall also serve as a mentor to newly elected Auditors, within their district, and may appoint other Auditors in their district to assist in fulfilling this role of mentorship.

Section 6. The Secretary shall be responsible for the retention of all records, minutes of regular or special meetings of the General Membership and Board of Directors and shall be a duly authorized signatory on the Association bank account, in order to serve as acting Treasurer in the event the Office of Treasurer is vacated or the Treasurer is unable to fulfill their duties.

Section 7. The Treasurer shall be a duly authorized signatory on the Association bank Account. The treasurer shall be responsible for the collection of dues and payment of all bills of the Association. The monies of the Association shall be deposited in a bank or banks approved by the Board of Directors. Expenditures will be made in accordance with a budget approved by the Board of Directors. The Treasurer shall furnish financial statements to the President and Board of Directors at the end of each calendar quarter, or at such other times as requested by the President. The treasurer shall require itemized receipts for the payment of

President, all records, receipts and supporting detail of the financial operation of the Association.

Section 8. All Officers, Directors, District Vice-Presidents and Committee members must be members in good standing of the Indiana County Auditors' Association.

ARTICLE VI

Dues

Section 1. Regular Membership dues shall be 1.50% of the annual salary paid to the County Auditor for the services performed as the Auditor of said County. Dues shall be paid annually by March 1 of each year.

Section 2. Affiliate Membership dues shall be determined by the Board of Directors at the organizational meeting of the Board of Directors. Dues shall be paid annually by May 1 of each year.

Section 3. Associate Membership dues shall be determined by the Board of Directors. Dues shall be paid annually by March 1 of each year.

Section 4. If membership dues are paid by the County employing a member, such membership shall transfer to the person duly appointed to the position should the member resign, retire, or otherwise vacate the position with his or her County.

ARTICLE VII

Election of Officers

Section 1. The annual business meeting shall be held each year at the time and place of the annual State Board of Accounts called fall meeting for all County Auditors, or as otherwise directed by the Board of Directors. At this meeting, the President, First and Second Vice-Presidents, Secretary and Treasurer shall be elected.

Section 2. The District Vice-Presidents shall be elected at a meeting to be held by each District at the annual meeting prior to the business meeting referred to in Section 1.

Section 3. The officers shall take office on January 1 succeeding their election and serve until December 31 of such succeeding year or until their successor is elected.

Section 4. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 5. Any Director may be removed , with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

Section 6. Vacancies in the office of Second Vice-President, Secretary, Treasurer or District Vice Presidents shall be filled by an election of the membership at the next general or special called meeting. Vacancies in the office of President or First Vice President shall be filled by election of the membership at the next annual meeting.

ARTICLE VIII

Committees

Section 1. The President, upon consultation with and approval of the Board of Directors shall appoint a Legislative Committee consisting of eight (8) members, one from each district, and two (2) members at large. No more than two (2) members may be from the same district. The First Vice-President shall serve as a full voting member. The President shall designate two members of the Legislative Committee as co-chairman. The President shall serve as an ex-officio member and may vote only to decide a tie vote.

Section 2. The President shall appoint a nominating committee composed of the six (6) District Vice-presidents, who shall present a slate of nominees for the offices of the President, First and Second Vice-Presidents, Secretary, and Treasurer at the annual meeting for a vote of the Regular Membership. The President, or his/her designee, shall serve as Chairperson with the right to vote only in the case of deciding an otherwise tie vote. The District Vice President may designate an elected County Auditor to serve in his/her place on the Committee. Nominations may be made from the floor at the time of election. T

Section 3. The District Vice Presidents shall appoint a Committee of four Auditors to serve as the Auditors Continuing Education Committee. Said Committee shall work with the District Vice Presidents and the Board of Directors to provide at least two meeting per year at two separate regional locations, one in the north half of the state and one in the south half of the state, on topics relevant to the position and office of Auditor. These meetings shall be held in locations centrally located to the portion of the state for convenience to the members of the Association. The Committee shall also be responsible for providing topics for the Affiliate meetings held for the Association at other affiliate conferences. There shall be no more than one member from any one of the six Auditor Districts on this committee.

Section 4. The President, upon consultation with and approval of the Board of Directors, shall make appointments to other organizations and appoint such other committees as they may deem appropriate to carry on the business of the Association.

ARTICLE IX

Meetings

Section 1. Meetings of the Board of Directors may be called at any time within two (2) days prior receipt of notice by mail, electronic mail or telephone. Meetings may be held without notice by waiver of all Directors. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 2. A quorum of the Board of Directors is considered present if six (6) or more members of the Board of Directors are present for the meeting. A majority of the members present is required to adopt an action by the Board of Directors. A majority of the duly elected members of the Board of Directors is required to establish or amend all categories of membership dues. A member of the Board of Directors is not considered present for purposes of the meeting unless such member is physically present at the meeting or is included in the meeting by telephone or conferencing communications.

ARTICLE X

Financial Affairs

Section. 1. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 2. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness for the proper operational benefit of the Association in an amount equal to less than Five Hundred Dollars (\$500.00) may be signed by the Treasurer, as an authorized signatory, without the approval of the Board of Directors. The Treasurer shall include an itemized statement of such expenses when the Treasurer furnishes its financial statement to the Board of Directors.

ARTICLE XI

Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE XII

Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE XIII

Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as authority governing meetings of the Association

ARTICLE XIV

Amendments

Section 1. These By-Laws may be amended at any called meeting of the Association by a majority vote of members in attendance, provided written notice has been given together with copies of the proposed amendments ten (10) days in advance of the meeting. A mail vote may also be taken and this shall require a majority vote of those returning their ballots within twenty (20) days of the date the ballot is mailed to the members.

Adopted _____, 2009

Attested: _____, Secretary