



# Bylaws of the County Officials Association of Tennessee Effective November 11, 2016

## **ARTICLE I**

### **NAME**

#### **Section 1.**

The name of the organization shall be the County Officials Association of Tennessee (hereinafter referred to as the Association) COAT.

## **ARTICLE II**

### **Location and Fiscal Year**

#### **Section 1.**

The physical location of the Association shall be at Nashville, Tennessee.

#### **Section 2.**

The fiscal year of the Association shall be a calendar year.

## **ARTICLE III**

### **Purpose**

#### **Section 1.**

The purpose of this Association shall be to promote more efficient county government throughout the 95 counties of the State of Tennessee.

## **ARTICLE IV**

### **Membership**

#### **Section 1.**

Members shall be limited to the members in good standing of State Court Clerk's Association, Circuit Court Clerks, Criminal Court Clerks, Clerk and Masters, Law and Equity Clerks, Sessions Court Clerks, Juvenile Court Clerks and Probate Court Clerks, Trustee's Association, County Clerks' Association, and Registers' Association.

#### **Section 2.**

Each of the Associations listed in Article IV, Section 1, or its individual members, shall pay to the County Officials Association of Tennessee dues or special assessments as approved by the Board of Directors. The State Court Clerks Association of Tennessee, because its membership is approximately twice the number of the membership of the other affiliate Associations, will be



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

assessed twice the amount of the other Associations if assessments are made to Associations.

### **ARTICLE V**

#### **Meetings**

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

The business meetings of the Association shall meet at Nashville, Tennessee on the third Monday in November or at any other time and at any other location in the State designated by the President. Written notice of the meetings shall be given each member by the President.

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

Fifty (50) members shall constitute a quorum. The acts of a majority of a quorum shall be binding on all members of the Association.

##### **Section 3.**

If a quorum is not present on the date and at the hour first appointed for a meeting, the meeting shall be adjourned and a second meeting shall be announced for the adjourned meeting, at which adjourned meeting, those then present shall constitute a quorum for the transaction of business.

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

Each member of the Association shall have one (1) vote. No votes may be cast by proxy and each member must be present to cast a vote.

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

The order of the business shall be as follows: (a) the President shall preside, if present; (b) the First Vice-President shall preside if the President is absent; (c) the Second Vice President shall serve if the President and First Vice-President are absent; (d) the Third Vice-President shall serve if the President, First Vice-President and Second Vice-President are absent; (e) the reading of the minutes of the last meeting; (f) financial report; (g) report of committees; (h) unfinished business; (i) new business; and (j) adjournment.

### **ARTICLE VI**

#### **Officers**

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

The members of the Association shall elect a President, and a President-Elect who shall be a member of the Association next in line for President. Said President-Elect shall have served as the President of the Association rotating to the Presidency in some year prior to election as the



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

President-Elect. There shall also be a First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, Secretary, and Comptroller. Each Vice-President shall be the president of the membership group. The First Vice-President shall be from the same affiliate organization as President of COAT. The position of COAT President shall be rotated among the four affiliate organizations.

- 1) There shall be an appointed Judge-Advocate of the County Officials Association of Tennessee
  - A. Said appointment will be made by the President of this Association.
  - B. Said Judge-Advocate shall serve at the pleasure of the President of this Association, not to exceed one (1) year.
  - C. Said Judge-Advocate may be a member of County Officials Association Board of Directors, and if so, shall have a vote; otherwise, shall not vote;
  - D. Said Judge-Advocate shall be an attorney, but if an attorney is not available for appointment, some other person capable of advising the President and the board of Directors on legal matters and drawing bills for proposed legislation may be appointed.
- 2) There shall be an appointed Parliamentarian of the County Officials Association of Tennessee:
  - A. Said Parliamentarian may be a member of the Board of Directors, and if so, shall have one (1) vote; otherwise, said person shall not vote:
  - B. Said Parliamentarian shall attend all meetings of the Association, regular and special meetings of the Board of Directors, and the annual meeting of the County Officials Association.
  - C. Said Parliamentarian shall advise only when requested by the President of the Association, President of any individual group, or at the request of a member of the Board of Directors on Parliamentary questions concerning this Association;
  - D. Said Parliamentarian shall be appointed for (1) year and may succeed himself if reappointed by subsequent President of County Officials Association of Tennessee;
  - E. Said Parliamentarian shall be a member of the By-Laws Committee.
- 3) There shall be appointed a Historian of the County Officials Association of Tennessee;
  - A. Said Historian shall be appointed by the President of the County Officials Association for one (1) year. Said Historian shall keep a bound book for the purpose of recording special events of the Association and keeping all pictures;
  - B. Said Historian shall give a report at each annual meeting. All events should be in order, and is to be passed onto their successor at the end of their term. Said



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

Historian may succeed himself if duty appointed by subsequent President of the Association.

- C. Said Historian shall attend all meetings of the Association, all regular and special meetings of the Board of Directors, and the meetings of the Board of Directors, and the annual meeting of the County Officials Association of Tennessee.
- 4) There shall be an appointed Executive Director of the County Officials Association of Tennessee:
- A. The President of the County Officials Association of Tennessee and the President of each association shall recommend to the Board of Directors, a nominee for the position of Executive Director. The nominee shall be selected by a majority of the voting members of the Board;
  - B. The President in conjunction with the Personnel Committee shall prepare an employment contract for the Executive Director, setting forth the duties of the Executive Director, the term of appointment, the amount of compensation to be paid, and other matters. The contract shall also provide that the Executive Director may be discharged by majority vote of voting members present at a Board of Directors meeting. The contract shall be approved in advance by the Board of Directors and shall be signed by the Executive Director as well as the President.
  - C. The Executive Director shall be the custodian of the funds of the Association. The Executive Director shall keep a separate set of books in detail recording all the financial transactions of the Association. The Executive Director shall execute a bond in an amount of \$500,000 or such other amount as set by the Board of Directors and submit verification of such bond to the Comptroller of the Association. The premium for said bond shall be paid by the Association. The Executive Director shall have the right to sign all checks or contracts on behalf of the Association without the necessity of a co-signature. In the absence or unavailability of the Executive Director, the President and Comptroller are authorized jointly to co-sign checks or execute contracts on behalf of the Association (both signatures being required).
- 5) There shall be appointed Legislative Committee Chair of the County Officials Association of Tennessee:
- A. Said Legislative Chair shall be appointed by the President of the County Officials of Tennessee for one (1) year. Said Chair shall preside over the legislative committee for the purpose of addressing legislation affecting the members of the County Officials Association of Tennessee.
  - B. Said Chair shall be a voting member of the County Officials Association of Tennessee



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

Board of Directors and shall report monthly updates on legislation to the board throughout the legislative session.

- C. Said Legislative Committee shall be comprised of all Affiliate Legislative Chairs, the four (4) Affiliate Presidents, the COAT Executive Director, the COAT Legislative Chair and the COAT President.
- 6) There shall be appointed Budget Committee Chair of the County Officials Association of Tennessee:
- A. Said Budget Chair shall be appointed by the President of the County Officials Association of Tennessee for one (1) year. Said Chair shall preside over the Budget Committee for the purpose of developing and presenting an annual budget to the Board of Directors, and as needed shall review and present all budget amendments to the Board of Directors for approval.
  - B. Said Chair shall be a voting member of the Board of Directors for the County Officials Association of Tennessee.
  - C. Said Budget Committee shall be composed of the Budget Chair, the President of COAT, the Executive Director of COAT, and one member of each Affiliate Organization appointed by the COAT President at the annual COAT Conference.

### **Section 2.**

Each officer shall serve for a term of one (1) year.

### **Section 3.**

Installation of new officers shall be held at the annual meeting on the third Monday of November or at some other time designated by the Executive Board during the month of October, November or December.

### **Section 4.**

The President shall appoint the Secretary as well as the Comptroller. No bond shall be required by the Comptroller.

## **ARTICLE VII**

### **Duties of the Officers**

#### **Section 1.**

- 1) The duties of the President shall be to preside at meetings of the Association and to perform all the duties usually connected with the office, including the naming of committees.



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

2) The President-Elect shall perform all duties assigned by the President. The President-Elect shall assume the duties of the President when said President is incapacitated by resignation or death. If the President-Elect's position becomes vacant, it shall be filled by a person selected by the Executive Board or Committee of the Association said President-Elect is serving from.

### **Section 2.**

The First Vice-President shall, in the event of the absence or disability of the President, perform the duties of the President and such other duties as the President may, from time to time, prescribe.

### **Section 3.**

The Second Vice-President shall, in the event of the absence or disability of the President and First Vice-President, perform the duties of the President and such other duties as the President shall, from time to time, prescribe.

### **Section 4.**

The Third Vice-President shall, in the event of the absence or disability of the President, First Vice-President and Second Vice-President, perform the duties of the President and such other duties as the President shall, from time to time, prescribe.

### **Section 5.**

The Fourth Vice President shall, in the event of the absence or disability of the President, First Vice-President, Second Vice-President, and Third Vice-President, perform the duties of the President and such other duties as the President shall, from time to time, prescribe.

### **Section 6.**

The Secretary shall keep accurate minutes and records of all meetings of the Association and shall perform other duties incident to the office other than those otherwise delegated.

### **Section 7.**

The Comptroller shall oversee the finances of the organization and will be promptly furnished with a copy of all bank statements and financial reports and communications. The Comptroller shall review and maintain copies of all such statements, reports, and records.

## **ARTICLE VIII**

### **Miscellaneous**

#### **Section 1.**

The Board of Directors shall consist of a President, Immediate Past President, President-Elect,



# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

(1<sup>st</sup>) First Vice-President, (2<sup>nd</sup>) Second Vice-President, (3<sup>rd</sup>) Third Vice-President, (4<sup>th</sup>) Fourth Vice-President, Two (2) members from Register's Association, Two (2) members from the County Clerk's Association, Two (2) members from the Trustees Association, Four (4) members from the State Court Clerk's Association, the COAT Legislative Committee Chair, and the COAT Budget Committee Chair. The President of each Association shall appoint one (1) member of the affiliate Association to the Board of Directors who shall serve for a term of two (2) years. Each association shall also be represented on the Board of Directors by the person appointed the previous year.

The past Presidents of this Association shall be members of the Board of Directors without a vote. The past presidents of the member Associations shall be members of the Board of Directors without a vote and shall receive board meeting notices upon request. The Board of Directors shall not exceed nineteen (19) voting members, and at no time shall any member of the Board be allowed more than one (1) vote on the board. The Board of Directors shall have control of all of the finances and expenses of this Association that are incidental to the conduct of business of this Association.

### **Section 2.**

Vacancies on the Board of Directors, including a vacancy in the position of President-Elect, shall be filled in the following manner:

- 1) The President of the Association in which there is a vacancy, at a Board meeting, shall recommend the person to fill the vacant position to the Board of Directors.
- 2) Thereafter, at the next Board meeting, the recommendation shall be voted on.

### **Section 3.**

Said appointed Director shall serve the unexpired term of the Director that they are succeeding. The willful failure of a member of the Board of Directors two (2) times a six (6) month period shall constitute a vacancy on the Board. The President of the respective Association with the concurrence of the President of this Association may excuse the said Director for good cause from attending Board Meetings or the failure in attendance at Board Meetings.

### **Section 4.**

A special committee shall be formed each year for the purpose of recommending to the Board of Directors whether to hire a paid Legislative Coordinator, who should be hired and the compensation to be paid, and any other matter requested by the President for the committee to consider and make a recommendation to the Board of Directors. The committee shall consist of the four (4) immediate past-Presidents of the County Officials Association of Tennessee. Should one or more of the four (4) past-Presidents be unable to serve, the Board of Directors of his or her Association shall appoint a person to serve on the committee.





# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

This special committee shall be appointed by the incoming President at the annual meeting each year with instructions to report its findings to the Board of Directors at the first meeting after the annual meeting.

### **ARTICLE IX**

#### **Amendments to By-Laws**

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

The Association shall have the power to change the By-Laws herein contained by amendment in the manner herein after prescribed.

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

Any proposed amendment to these By-Laws shall be presented in writing to the Chair of the By-Laws Committee. The committee shall review the proposed change(s) and submit its finding along with a recommendation to the Board of Directors at the next immediate board meeting. If the proper amendment(s) is voted on favorably by a majority of the board of directors present, the President will provide notification to the general membership 10 days prior to the Association's next general business session.

##### **Section 3.**

An amendment to the By-Laws shall become a part of these By-Laws when ratified by the affirmative vote of a two-thirds (2/3) majority of the members present.

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

It shall be the duty of the Executive Director to see that any ratified amendment is properly incorporated as a permanent part of these By-Laws.

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

The original of these By-Laws shall be made a permanent part of the record of the meeting at which they are ratified.

### **ARTICLE X**

#### **Standing Committees**

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

The Association shall have a By-Laws Committee. The By-Laws Committee shall be made up of 5 members, consisting of the Parliamentarian and one member from each affiliate association appointed by the President. The By-Laws Committee shall review all proposed bylaws amendments submitted in writing by an association member in good standing and shall





# Bylaws of the County Officials Association of Tennessee

## Effective November 11, 2016

present findings and recommendations at the next immediate meeting of the Board of Directors.

### **Section 2.**

The association shall have a Personnel Committee. The Personnel Committee shall be made up of 5 members, consisting of the Parliamentarian and one member from each affiliate association appointed by the President. The committee shall develop and review policies, procedures, and job descriptions pertaining to the Executive Director and that association's staff and shall also make recommendations to the Board of Directors for changes to the same as needed. Additionally, all personnel issues shall be submitted to the committee for review, and the committee's findings shall be submitted to the Board of Directors for any necessary action. Any actions made by or toward personnel in violation of state or federal law or that might reasonably be interpreted to be in violation shall be submitted immediately to the proper authority, and the President and Executive Director shall be notified of such action.

