

# By-Laws of the County Officials Association of Tennessee Education and Training Organization

Effective December 16<sup>th</sup>, 2022

## ARTICLE I

Name and Tax Status

### Section 1.

The name of the organization shall be the County Officials Association of Tennessee Education and Training Organization, hereinafter referred to as COTA. COTA shall operate as a 501c3 non-profit association.

## ARTICLE II

Location and Fiscal Year

### Section 1.

The physical location of COTA shall be Nashville, Tennessee.

### Section 2.

The fiscal year of COTA shall be July 1-June 30.

## ARTICLE III

Purpose

### Section 1.

The purpose of COTA shall be to promote more efficient county government throughout the 95 counties of the State of Tennessee by providing useful and relevant training and educational opportunities.

## ARTICLE IV

Meetings

### Section 1.

COTA is required to have one annual meeting. This meeting shall be held at the annual County Officials Association of Tennessee (COAT) conference or at any other time in the State designated by the Board Chairperson. Written or electronic notice of the meetings shall be given to each member by the Board Chair or his/her designee.

**Section 2.**

Four (4) members shall constitute a quorum. The acts of a majority of a quorum shall be binding on the association.

**Section 3.**

If a quorum is not present at the date and time designated, the meeting shall be adjourned. A second meeting shall be called before the current fiscal year end. Those present at the second called meeting shall be declared to constitute a quorum for the transaction of business.

**Section 4.**

Each board member of COTA shall have one (1) vote. No votes may be cast by proxy and each member must be present, either in person or by electronic means to cast a vote.

**Section 5.**

The order of business shall be as follows: approval of minutes, financial report, report of committees, unfinished business, new business, and adjournment.

**Section 6.**

All COTA business meetings shall be conducted in accordance with Robert's Rule of Order. The current edition of Robert's Rule of Order shall govern in all cases.

**ARTICLE V**

## Board of Directors

**Section 1.**

The COTA Board of Directors shall consist of the COAT President, the COAT Finance Committee, the Chairperson of the COAT Convention Committee and the COAT Executive Director, who shall serve as an ex-officio member of the Board.

The COAT Finance Committee Chair shall also serve as the Chairperson for the COTA Board of Directors. The COAT Executive Director shall serve as the Custodian of Funds. The Board of Directors of COTA shall elect a Vice-Chairperson, a Fiscal Agent, and a Secretary/Treasurer. All officers of the Board of Directors shall hold a one-year term, unless otherwise noted.

The Board of Directors shall not exceed 7 voting members, and at no time shall any member of the Board be allowed more than one vote on the Board. All votes by the Board of Directors shall be an open and public vote. A quorum for the Board of Directors shall be defined as 4 voting members, which constitutes a majority of the total number of voting Board members.

A Board member may be removed from the COTA Board of Directors for willful failure to attend two consecutive board meetings. In the event of willful failure to attend, the Secretary/Treasurer shall inform the COTA Board of such absenteeism. The COTA Board of Directors may take action

for removal. The appointment or election of a successor for a removed COTA Board Member shall be subject to approval by the COAT Board.

Vacancies on the Board of Directors shall be filled in the following manner:

- The president of COAT shall recommend a successor to the COAT Board of Directors.

## **Section 2.**

### ***Chairperson***

The duties of the Chairperson shall include, but are not limited to, the following:

- Attend and preside over all Board of Directors meetings
- Authorized to sign checks on behalf of COTA during the absence of the Executive Director
- Name all Committee members relative to COTA
- Approve annual calendar related to set Board Meetings
- Perform all duties usually connected with the position of the Chairperson

### ***Vice-Chairperson***

The duties of Vice-Chairperson shall be to preside over board meetings in the absence of the COTA Board Chairperson and fulfill the duties of the Chairperson if they are incapacitated until the Chairperson is able to resume their role or the expiration of the term, whichever comes first.

### ***Secretary/Treasurer***

The duties of the Secretary/Treasurer shall include, but are not limited to, the following:

- Keep accurate minutes and records of all Board of Directors meetings
- Record attendance at all Board of Directors meetings in order to determine whether a quorum is present
- Make all records available to the membership of COAT upon request and, at the conclusion of their term, submit those records to COAT to be retained by the Association

### ***Fiscal Agent***

The duties of the Fiscal Agent shall include, but are not limited to, the following:

- Be an authorized signer on the COTA bank account(s)
- Act as a third-party agent in the performance of all financial transactions as needed

### ***Custodian of Funds***

The duties of the Custodian of Funds shall include, but are not limited to, the following:

- Oversee the day-to-day operation within COTA designated funds and investments
- Be an authorized signer on COTA bank account(s), and other financial transactions

## **ARTICLE VI**

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

**Section 1.**

COTA 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 COTA Board who shall receive the proposed changes ten (10) days prior to being presented for a vote. The COTA Board shall then review the proposed change(s) and, if approved, submit its findings to the COAT Board of Directors at the next board meeting to which ten (10) days' notice can be given. If the proper amendment(s) is voted on favorably by a majority of the COTA Board of the Directors present, the Chairperson will provide notification to COAT Board of Directors ten (10) days prior to the next COAT Board meeting.

**Section 3.**

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

**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.