

By-Laws of the County Officials Association of Tennessee

Effective January 1, 2026

ARTICLE I

Name and Tax Status

Section 1.

The name of the organization shall be the County Officials Association of Tennessee, hereinafter referred to as COAT. COAT shall operate as a 501c6 non-profit association.

(COAT also has a companion association, County Officials Association of Tennessee Education and Training Organization, hereinafter referred to as COTA, which operates as a 501c3 nonprofit association for membership education and training.)

ARTICLE II

Location and Fiscal Year

Section 1.

The physical location of COAT shall be in the State of Tennessee.

Section 2.

The fiscal year of COAT shall be a calendar year.

ARTICLE III

Purpose

Section 1.

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

ARTICLE IV

Membership

Section 1.

Membership shall be open to all State Court Clerks, County Clerks, Registers of Deeds, and Trustees from across the State of Tennessee. COAT does encourage each member to be in good standing with their Affiliate Associations.

Section 2.

Each member listed in Article IV, Section 1, shall pay ~~to~~ COAT dues or special assessments for affiliates as approved by the Board of Directors. The State Court Clerks Association of Tennessee, because its affiliate membership is approximately twice the number of the membership of the other Affiliate Associations, will be assessed twice the amount of the other Associations if special assessments are made to COAT.

Section 3.

In the event a member has outstanding or delinquent dues or fees, that member will no longer be in good standing with the association and may be restricted from participating in future events, however, if a county has been deemed to be financially distressed by the State of Tennessee, a request may be submitted to the board of directors for reprieve.

ARTICLE V

Meetings

Section 1.

COAT is required to have one annual meeting, and this meeting shall be held at the annual COAT conference. The date and location of the annual meeting shall be determined by COAT. Written or electronic notice of the meetings shall be given to each member by the Board President or his/her designee.

Section 2.

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

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

Section 6.

All COAT 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.

Section 7.

All COAT meetings may be conducted or allowed by electronic means and members shall be allowed to vote electronically however no proxy voting shall be allowed for any COAT meeting.

ARTICLE VI

Board of Directors

Section 1.

The Board of Directors shall not exceed 21 voting members, with each member having only one vote. All votes by the Board of Directors shall be an open and public vote.

The membership of COAT shall elect a President and a President-Elect. There shall also be named a First Vice President, Second Vice President, Third Vice President, and Fourth Vice President. The order of the First through Fourth Vice Presidents is the same as the order in which the Presidency passes between the Affiliate Associations. The First Vice President serves from the same Affiliate Association as the COAT President. The order of rotation between the Affiliate Associations are as follows: Trustee, State Court Clerk, County Clerk, and Register of Deeds. The offices of Secretary, COAT Board Advocate, Legislative Committee Chair, ~~Finance Committee Chair~~, and Chaplain shall be appointed by the current President. All elected officers of the Board of Directors shall be elected annually by each respective affiliate on or before September 1st and hold a one-year term, unless otherwise noted.

~~The Board of Directors shall not exceed 21 voting members, and at no time shall any member of the Board have 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 14 voting members, which constitutes 2/3 the total number of ~~voting Board members~~ Board members voting.

All members of the Board of Directors shall be an active member of COAT and shall attend all meetings of COAT, including regular Board Meetings, the Annual Business Meeting, and any other special meetings as called by the President, unless otherwise excused.

A Board member may vacate their seat ~~by death or voluntarily, or by official retirement. voluntarily, by official retirement, or by death.~~ A board member may also be removed from the Board of Directors for willful failure to attend three or more Board Meetings. In the event of a willful failure to attend, the Secretary shall inform the Board of Directors of such absenteeism. Removal for absenteeism shall be at the discretion of the Board of Directors. The appointment or election of a successor Board Member to fill an unexpired term on the Board of Directors shall be in the same manner the seat was originally filled.

Vacancies on the Board of Directors, except for President, shall be filled in the following manner:

1. The president of the Affiliate Association in which there is a vacancy shall recommend a successor.
2. The Affiliate Association's recommendation shall be presented to the Board of Directors for approval at the next board meeting.

Section 2.

Executive Director- The position of Executive Director of COAT shall be appointed by the Board of Directors. The selection process for the Executive Director shall solely be at the discretion of the Executive Committee and any information obtained during the selection process about a candidate shall remain confidential and be used exclusively by the Executive Committee **during the selection proces-**. The President of COAT and the President of each Affiliate Association **(serving as vice-presidents)** shall recommend to the Board, a nominee for the position of Executive Director.

The President, along with the Executive Committee, shall develop an employment contract for the Executive Director, setting forth the duties of the position, the term of appointment, the amount of compensation, as well as any other relative matters. The contract shall also have a provision for the discharge of the Executive Director by majority vote of the Board of Directors at a Called meeting. The contract shall be approved in advance by the Board of Directors and shall be signed by the Executive Director and the President. The fully executed contract shall be filed with the Executive Committee by December 1 of each year.

The Executive Director of COAT shall execute a bond in the amount of \$500,000 or such amount set by the Board of Directors and shall submit verification of such bond to the Board of Directors by December 1st of each year. The premium for said bond shall be paid by COAT treasury.

The Executive Director of COAT shall participate in a performance evaluation conducted by the Executive Committee annually. Said evaluation shall be filed with the Board of Directors by December 1st of each year.

The duties of the Executive Director shall include, but not limited to the following:

- Maintain a staff of employees that can facilitate the operations of COAT and maintain ~~with an~~ Internal Controls Procedure for all employees which are approved by the Finance Committee annually.
- Provide and educate employees on procedures for an employee to report work-related abuse. Any employee may report, in writing, potential employment, financial or legal issues to the Executive Director. In the event the potential issue(s) involves the Executive Director, any employee may report, in writing, the issue to one or more members of the Executive Committee.
- Maintain all financial records of COAT and coordinate the submission of those records to the named accountant for COAT and Chairperson of the Finance Committee
- Submit proposed COAT expenditures to the COAT Finance Committee for the compilation of an annual COAT budget. Monitor and maintain the expenses of COAT within the approved annual budget
- Submit proposed COTA expenditures to the COTA Finance Committee for the compilation of an annual COTA budget
- Serve as legislative liaison for all affiliate memberships
- Coordinate date/time/location of Annual Conference
- Sign all checks or contracts on behalf of COAT. In the absence of the Executive Director, the President is authorized to sign checks on behalf of COAT.

President--The position of President is a voting member on the Board of Directors and is rotated annually among each affiliate. Eligibility for the position of COAT President requires prior service as the respective affiliate president for a period of one year.

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

- Attend and preside over all board of directors' meetings
- Attend and preside over the annual business meeting

- Authorized to sign checks on behalf of COAT during the absence of the Executive Director
- Appoint Secretary, COAT Board Advocate, Legislative Committee Chair, ~~Finance Committee Chair~~, and Chaplain for a one-year term
- Name all ~~COAT Committee members relative to COAT~~
- Review ~~the~~ annual performance evaluation of the executive director and present performance issues to the Board of Directors.
- Approve ~~the annual calendar related to set Board Meetings~~
- Perform all duties usually connected with the position of the President
- Serve on the Audit Committee for two (2) years (one during presidency and one during the following year while serving as immediate past president)

If the President is unable to fulfill the duties of the office, the First Vice-President (from the same affiliate as the president) shall assume those duties for the unexpired term.

~~The position of President is a voting member on the Board of Directors.~~

President-Elect—The position of President-Elect is a voting member on the Board of Directors

The duties of the President-Elect shall include, but are not limited to, the following:

- Attend all Board of Directors meetings to be prepared for their service as President for the following year
- Attend Annual Business Meeting to prepare for their service as President for the following year
- Perform all duties assigned by the President

~~The position of President-Elect is a voting member on the Board of Directors.~~

First Vice President— The position of First Vice President is a voting member on the Board of Directors

The duties of the First Vice President shall include, but are not limited to, the following:

- Perform duties that the President may, from time to time, prescribe
- Serve on the Legislative Committee and the Personnel Committee
- Assume the office of President if that officer is unable to fulfill the duties of the office for the unexpired term (In the event the President is unable to carry out his or her term, the requirement for the First Vice President to have served a year as their affiliate President will be waived due extreme circumstances. The board position of First Vice President is filled by the same Affiliate as the President and is held by the acting Affiliate President who could not have completed a year prior to stepping into the new role of President.)
- Serve on the Audit Committee the year following service as vice president

~~The position of First Vice President is a voting member on the Board of Directors.~~

Second Vice President— The position of Second Vice President is a voting member on the Board of Directors.

The duties of the Second Vice President shall include, but are not limited to, the following:

- Perform duties that the President may, from time to time, prescribe
- Serve on the Legislative Committee and the Personnel Committee
- Assume the office of President if both the President and First Vice President are unable to fulfill the duties of the office for the unexpired term
- Serve on the Audit Committee the year following service as vice president

~~The position of Second Vice President is a voting member on the Board of Directors.~~

Third Vice President- The position of Third Vice President is a voting member on the Board of Directors

The duties of the Third Vice President shall include, but are not limited to, the following:

- Perform duties that the President may, from time to time, prescribe
- Serve on the Legislative Committee and the Personnel Committee
- Assume the office of President if the President, First Vice President, and Second Vice President are unable to fulfill the duties of those offices for the unexpired term
- Serve on the Audit Committee the year following service as vice president

~~The position of Third Vice President is a voting member on the Board of Directors.~~

Fourth Vice President- The position of Fourth Vice President is a voting member of the Board of Directors

The duties of the Fourth Vice President shall include, but are not limited to, the following:

- Perform duties that the President may, from time to time, prescribe
- Serve on the Legislative Committee and the Personnel Committee
- Assume the office of President if the President, First Vice President, Second Vice President, and Third Vice President are unable to fulfill the duties of those offices for the unexpired term
- Serve on the Audit Committee the year following service as vice president

~~The position of Fourth Vice President is a voting member of the Board of Directors.~~

Secretary- The position of Secretary is a non-voting member of the Board of Directors

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

- Keep accurate minutes and records of all Board of Directors Meetings and Annual Business Meeting
- Record attendance at all Board of Directors Meetings 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

~~The position of Secretary is a non-voting member of the Board of Directors.~~

COAT Board Advocate- The position of COAT Board Advocate is a non-voting member of the Board of Directors.

The duties of the COAT Board Advocate shall include, but not limited to, the following:

- Advise the President and the Board of Directors, upon request, on legal matters or parliamentary questions concerning COAT

- Serve on the By-Laws Committee and the Personnel Committee
- Serve on the Audit Committee the year following service as board advocate

~~The position of COAT Board Advocate is a non-voting member of the Board of Directors.~~

Legislative Committee Chair- The position of Legislative Committee Chair is a non-voting member of the Board of Directors.

The duties of the Legislative Committee Chair shall include, but not limited to, the following:

- Preside over Legislative Committee
- Attend stated Board of Directors meetings for the purpose of updating Board members on legislative issues that affect COAT

~~The position of Legislative Committee Chair is a non-voting member of the Board of Directors.~~

Finance Committee Chair- The position of Finance Committee Chair is a non-voting member of the Board of Directors.

The duties of the Finance Committee Chair shall include, but not limited to, the following:

- Preside over the Finance Committee for the purpose of developing and presenting an annual budget to the Board of Directors
- Review and present any budget amendments to the Board of Directors for approval as needed
- Ensure an Internal Controls Policy for COAT is adopted by all employees and annually review the Internal Controls for adjustments.
- ~~● Review the Internal Controls of COAT and appoint an audit committee when necessary to investigate potential financial issues~~
- If accounting issues arise, refer to the standing Audit Committee.
- Serve on the Audit Committee as a non-voting Ad Hoc member.

~~The position of Finance Committee Chair is a non-voting member of the Board of Directors.~~

Chaplain- The position of Chaplain is a non-voting member of the Board of Directors.

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

- Open each COAT meeting with prayer and locate a suitable substitute should absence be required
- Be available to membership as emotional support and spiritual guidance as needed

~~The position of Chaplain is a non-voting member of the Board of Directors.~~

Past President- The position of Past President is a non-voting member of the Board of Directors

The duties of the Past President shall include, but not limited to, the following:

- Serve as an advisory member to Board of Directors
- Serve on the Audit Committee to complete year two (2) of service

~~The position of Past President is a non-voting member of the Board of Directors.~~

Affiliate Appointees

Each affiliate association shall make appointments to the Board of Directors, annually, in the following manner: The County Clerks Association, Register of Deeds Association and the Trustees

Association affiliates each name one (1) one-year appointees and one (1) two-year appointee along with the remaining appointee from previous president who would be serving the second year of their term for a total of three (3) voting members for each of those respective affiliates; and the Court Clerks Association (because of the size of their membership) will name two (2) one-year appointees and two (2) two-year appointees along with the remaining two (2) appointees from previous president who would be serving the second year of their term for a total of six (6) voting members for the Court Clerk affiliate. Each appointee will serve as a voting member of the Board of Directors.

ARTICLE VII

Standing Committees

All committee members shall be appointed by the President for the term of one year, unless otherwise noted.

Section 1.

Executive Committee

The Executive Committee shall be comprised of five members consisting of the COAT Board Advocate and each Affiliate Association President.

This committee is charged with the following:

- The responsibility of reviewing and recommending policy, procedure, and job description changes for the Executive Director.
- Reviewing the contract and performance of the Executive Director annually and make recommendations as needed.
- **Appointing the Finance Committee Chairperson.**
- Promoting the events of COAT and engaging members within their Affiliate Associations while assisting COAT staff with membership recruitment and retention of County Officials to COAT.

This committee meets often to conduct the business of the association.

~~Awards Committee (awards and HOF)–THIS COMMITTEE MOVED TO COTA~~

~~The Awards Committee shall be comprised of at least five members with at least one person from each affiliate association being represented. The Awards Committee shall be charged with the selection or gathering of nominations for the following awards:~~

- ~~• Outstanding County Official of the Year~~
- ~~• Legislator of the Year (Senator)~~
- ~~• Legislator of the Year (Representative)~~
- ~~• Hall of Fame Nominees~~

~~This committee shall also preside over any policy changes related to these awards as needed.~~

By-Laws Committee

The By-Laws Committee is comprised of five members, consisting of the COAT Board Advocate and one member from each Affiliate Association. This committee shall review all proposed amendments to the By-Laws, which have been submitted in writing, by a COAT member in good standing and shall present findings and recommendations at the next immediate Board of Directors meeting.

This committee meets as needed.

~~Convention Committee (door prize and vendors)-THIS COMMITTEE MOVED TO COTA
The Convention Committee is comprised of up to ten members with at least one person from each affiliate association; one of which should be from the county in which that year's convention is held. This committee shall be charged with increasing vendor participation, solicitation of door prizes, and distribution and management of door prizes during convention.~~

Finance Committee

The Finance Committee is comprised of the Finance Committee Chair, as appointed by the Executive Committee for a two-year term, not to exceed two consecutive two-year terms; the current President of COAT; the COAT Executive Director; and one member of each Affiliate Association. This committee shall be charged with reviewing the Executive Director's proposed budget and submitting an annual budget to the Board of Directors for approval.

This committee meets periodically to monitor the finances of the association.

Legislative Committee

The Legislative Committee is comprised of the Legislative Committee Chair, as appointed by the President, the Affiliate Association Presidents, the Affiliate Association Legislative Chairs, the COAT Executive Director, and the COAT President. This committee shall serve as a policy steering body to promote the legislative needs of the County Officials Association of Tennessee. This committee meets periodically to prepare for the legislative session and often during the legislative session to monitor potential bills which would affect the membership.

Audit Committee

The audit committee shall be comprised of eight (8) members; seven (7) voting members and one (1) non-voting Ad Hoc member. The seven (7) voting members are as follows: the four (4) vice-presidents from the previous year's Executive Committee (the four affiliate presidents that served on the executive committee during the prior year), the immediate past president, ~~one from each of the four (4) affiliates,~~ the previous board advocate (from the previous year's executive committee and the current president ~~and~~ The Chairperson of the Finance Committee shall also serve on the committee as a non-voting Ad Hoc member. If a member from the previous year's executive committee is unable to serve for any reason, the vacancy shall be filled in the same manner that the seat was originally filled. This committee shall be responsible for the internal financial audit of the records of COTA and to assist in the

preparation of the records, along with employees of COAT and if necessary, for an external audit to be conducted by an independent auditor.

To accurately report to the membership at the annual conference, this committee shall meet on or before September of each year but may also meet other times as needed.

ARTICLE VIII

Amendments to By-Laws

Section 1.

COAT 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 By-Laws Committee shall, then, review the proposed change(s) and submit its findings, 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 the Directors present, the President will provide notification to the general membership ten (10) days prior to the Annual Business 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 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.