

# Association Bylaws Template



**A Customizable Template and Best Practice Guide  
for State and Regional Election Associations**



**Coalition of Election  
Association Leaders**

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# BYLAWS:

## A Template for State Associations

*This template is designed as a best-practice guide for state or regional county clerk/election official associations. Each section includes an introductory narrative that generally outlines the section and provides options for consideration.*

**Name and Purpose**

This section is to identify the organization name, and type. The purpose statement may include the organization’s strategic mission, vision, and goals.

### ARTICLE I – NAME AND PURPOSE

**Section 1. Name:** The organization shall be known as the “[State/Regional Association Name],” hereafter referred to as the 'Association.'

**Section 2. Purpose:** The Association is organized and will be operated exclusively to engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of [STATE] and which is in in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(6) of the Code. The Association is a non-partisan professional organization established to:

- Support [insert officials title] officials in fulfilling their statutory duties;
- Promote best practices, training, and professional development;
- Encourage collaboration, mentorship, and communication among jurisdictions;
- Provide a unified voice in legislative and policy matters impacting elections and local government; and
- Promote transparency and public confidence in elections and local governance.

## Membership

This section is to define eligibility for membership. It is important to address the definitions of membership by classes, if applicable, and voting rights for each level of membership. Other considerations:

- Termination of membership - associations may include a section on termination of membership due to lapse (unpaid dues), resignation, or expulsion.
- Proxy voting is a mechanism to consider, but should be limited to election of board positions, rather than executive member meeting or administrative actions.

### ARTICLE II – MEMBERSHIP

**Section 1. Eligibility:** Membership shall consist of all duly elected or appointed [official] in the state. [This section can be edited to expand to additional members if desired by the association.]

**Section 2. Voting Rights:** Each regular member shall have one vote. [Proxy and absentee voting rules shall be defined by the Association.]

**Section 3. Classes of Membership:**

- Regular Members: Active county clerks/election officials with voting rights;
- Associate Members: Election staff or others involved in administration without voting rights;
- Honorary or Lifetime Members: Individuals recognized for distinguished service, without voting rights.

**Section 4. Dues:** Membership dues shall be set by resolution and reviewed periodically to ensure operational goals and financial sustainability, with criteria such as county size considered. [This section can be edited to indicate whether the executive board or the full membership sets the dues.]

## Membership Meetings

This section is to define the time and frequency of association meetings. Consideration could be given to the following –

- Determining when in-person meetings are required, such as full membership meetings.
- Determining when virtual meetings will be allowed, such as executive board meetings, or committee meetings.
- Determining if virtual attendance will be permitted for in person meetings.
- Determining who makes these decisions, such as the President/Chair.

### ARTICLE III – MEMBERSHIP MEETINGS

**Section 1. Annual Meetings:** The Association shall convene at least twice annually (e.g., Summer and Winter Conferences).

**Section 2. Regional Meetings:** Regional meetings may be held at the discretion of the Board or regional representatives to facilitate communication, training, and networking among members within specific geographic areas. Outcomes or recommendations from regional meetings may be shared with the Board or membership at large for consideration.

**Section 3. Special Meetings:** Special meetings may be called by the Board or by petition of at least 25% of members.

**Section 4. Notice of Meetings:** Notice of all membership meetings, including the date, time, location, and agenda, shall be provided to members at least thirty (30) days in advance for annual meetings and at least ten (10) days in advance for special or regional meetings. Notice may be delivered electronically or by other means approved by the Board.

**Section 5. Quorum:** A majority of the regular members present constitute a quorum.

## Governance and Officers

The Governance section defines how decisions are made, who has the authority to make them, and how leadership transactions occur. Consider the following as you create this section –

- Clarifying roles and responsibilities
- Creating a framework for succession and elections to ensure leadership continuity.

### **ARTICLE IV – GOVERNANCE/BOARD OF DIRECTORS**

#### **Section 1. Board of Directors:**

The business and affairs of the Association shall be managed by or under the direction of the Board of Directors. The Board of Directors shall hold and exercise all corporate authority and fiduciary duties of the Association except as otherwise provided by law, the Association's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing the Association shall include, but not be limited to, the following:

- (a) To establish the mission, purposes, goals, and program priorities to be implemented by the Association's staff, through a strategic planning process;
- (b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by the Association to carry out its mission;
- (c) To determine and set overall policy;
- (d) To advocate the mission, values, accomplishments, and goals of the Association to the members and to the public at large;
- (e) To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to the Association's mission;
- (f) To establish fiscal policy, including budget authorization and oversight;
- (g) To develop adequate resources to ensure financial stability for the Association's activities;
- (h) To establish, develop, and maintain an effective and responsive corporate structure for the Association; and
- (i) To select, retain, support, evaluate the performance of, and discharge the consultants and staff to oversee the Association.

**Section 2. Qualifications:** Individuals who are representatives of Full Members in good standing, are dedicated to the effectuation of the Association's mission and purposes, and who have demonstrated leadership in the Association's activities shall be eligible for election as Directors of the Association.

**Section 3. Number:** The number of Directors of the Association shall be not less than three (3) nor more than fifteen (15) in accordance with the requirements of Section 2. The Board of Directors shall determine the size of the Board within this range for the coming year in advance of the election of Directors. Each Director may select one or more individuals who may attend meetings of the Board of Directors along with, or in lieu of, the Director and may speak at such meetings and receive a copy of any materials made available to the Board of Directors (except confidential materials) but who shall not have the right to vote as a Director.

**Section 4. Nomination:** The Board of Directors shall nominate qualified persons for election as Directors at or prior to any meeting of the Members at which an election of Directors is to be held.

**Section 5: Term of Office:** Directors shall be elected by a majority vote of the Board, except that the initial Board of Directors designated in the Association's Articles of Incorporation shall have been elected by the Incorporator. Directors shall be elected for a two (2) year term, or until their death, resignation, removal, retirement, or disqualification, whichever is earlier.

**Section 6: Resignation and Removal:** Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors of the Association. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any Director whenever in its judgment the best interests of the Association will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the persons so removed, but election or appointment of a Director shall not of itself create contract rights. The removal of any Director shall be by an affirmative vote of the majority of the entire Board of Directors.

**Section 7: Vacancies:** Any vacancy occurring in the Board of Directors may be filled by action of the Board of Directors consistent with the provisions of Section 2. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 8: Regular Meetings:** An annual meeting of the Board of Directors shall be held, without other notice than these Bylaws, at the same place as the annual meeting of the Members shall be held. The Board of Directors may provide by resolution or calendar

notice the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution or notice. The Board shall hold at least three (3) regular meetings each year. The Annual Meeting may be held at the same time and place as a regular meeting.

**Section 9: Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) other Directors. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

**Section 10: Notice of Special Meetings/Waiver of Notice:** Three (3) days' notice of any special meeting of the Board of Directors shall be given. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the Director at his or her address as shown by the records of the Association. If notice is given by facsimile or electronically (if permitted by applicable law), the notice will be deemed to be delivered upon an effective transmission of the facsimile or electronic notice. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of the Association for filing with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

**Section 11: Quorum/Informal Action:** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes. Written consents and signatures may be in electronic form to the extent permitted by applicable law.

**Section 12: Use of Electronic Meeting and Notice Resources:** Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an

in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include audio or video conference calls, or any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law. Participating in a meeting by such means constitutes presence in person at the meeting.

**Section 13: Compensation:** Directors may not be compensated for their services as Directors of the Association but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as Directors. Directors may be compensated for their personal and professional services rendered to or on behalf of the Association if approved in advance by the Board and subject to compliance with the Association’s conflicts of interest policy.

## Officers

Establishing Officers, terms, and the vacancy procedure is a key governance function. The duties of the Officers outlined in Section 4 can be modified or built out more as an association prefers or as the organization evolves.

## ARTICLE V – OFFICERS

**Section 1. Officers:** The officers of the Association shall include a President, President-Elect, Vice President, Secretary, Treasurer, and Past President. Additional officers may be established by amendment to these Bylaws as the Association’s needs evolve.

**Section 2. Nominations and Elections:** Officers shall be elected by a majority vote at the annual meeting or through another approved voting process conducted in accordance with Association policy. Proxy or absentee voting is permitted as allowed by policy. The nominations and election process shall be administered in accordance with the procedures established by the Nominations and Teller Committees under Article VII.

**Section 3. Terms of Office:** Officers shall serve two-year terms, with a planned succession structure (Vice President → President-Elect → President → Past President). Terms shall begin and end at the conclusion of the designated annual meeting (e.g. Winter or Summer) unless otherwise specified by policy.

**Section 4. Duties:** Duties of the officers shall include, but not be limited to:

- (a) Presiding over meetings and representing the Association publicly (President)
- (b) Managing contract staff, if applicable (President)
- (c) Providing leadership continuity and future planning (President-Elect and Vice President)
- (d) Maintaining accurate meeting records and correspondence (Secretary)
- (e) Overseeing fiscal management and financial reporting (Treasurer)
- (f) Advising and supporting the Executive Board as part of leadership transition (Past President)
- (g) Officers shall also appoint and oversee committees as needed to advance the Association's mission.

**Section 5. Vacancies:** In the event of a vacancy, the succession plan shall guide interim appointments. If succession is not applicable, the Executive Board shall appoint a qualified member to serve the remainder of the unexpired term.

## Regions

A regional framework allows the association to divide its membership into geographic or population-based areas to promote equitable representation and strengthen connections. Use this section to define the process for creating and/or modifying regions.

## ARTICLE VI – REGIONS

**Section 1. Structure:** The state may be divided into geographic regions for ease of communication and representation.

**Section 2. Regional Chairs:** Elected by regional members and serve on the Board.

**Section 3.** Regional Chairs shall serve two-year terms with regional elections held every odd-numbered year.

## Committees

The Committee section establishes a clear structure for how the association carries out its work beyond the Board of Directors. Use this section to ensure your committees are well defined. It is important to specify who appoints the chair of the committees and how members may participate in the committees to ensure effectiveness and efficient operations.

### ARTICLE VII – COMMITTEES

**Section 1. Standing Committees:** Standing committees of the Association shall include, but not be limited to, Audit, Bylaws/Structure, Legislation, Education/Training, Conference Planning, Nominations, and Teller. **The Board President and Executive Committee (or Executive Director) may propose and approve Association operational policies that outline and specify audit, legislative, financial, records or other operations of the association that provide guidance to the committee chairs.**

- (a) **The Executive Committee** shall be comprised of the officers of the Association and shall act on behalf of the Board between meetings as authorized by the bylaws or Board policy. The committee shall address time-sensitive matters, provide guidance on strategic issues, and support the implementation of Board decisions. All actions taken by the Executive Committee shall be reported to the full Board for review and ratification at its next meeting.
- (b) **The Finance Committee** shall be chaired by the Treasurer and assist the Board in overseeing the financial affairs of the Association, including budgeting, financial planning, and investment oversight. The committee shall review financial reports, monitor fiscal performance, and recommend policies to ensure the responsible management and sustainability of the Association's resources. The Treasurer may appoint two to three (2-3) Directors to serve on the committee.
- (c) **The Audit Committee** shall review the financial records and practices of the Association to ensure accuracy, transparency, and compliance with established policies. The committee shall report its findings and recommendations to the Board at least annually. The Board President shall appoint one Director and two members to serve on the committee.
- (d) **The Bylaws/Structure/Governance Committee** shall periodically review the Association's governing documents, including the bylaws and any related structural policies, and recommend revisions for consideration by the Board or membership. The Board President shall appoint the Chair of the committee and association members may serve on the committee.

- (e) The **Legislation Committee** shall monitor legislation, regulations, and policy developments that may affect the Association or its members and shall provide information and recommendations to the Board regarding appropriate positions or actions. The Board President shall appoint two bi-partisan members of the Legislative Committee annually. Each association member may serve on the legislative committee.
- (f) The **Education/Training Committee** shall develop and promote educational programs, workshops, and resources that support professional development and advance the Association's mission. The Board President shall appoint a Director or member as the Chair of the committee annually.
- (g) The **Conference Planning Committee** shall organize and coordinate the Association's conferences and meetings, including site selection, agenda planning, and event logistics, in cooperation with the Board and staff as applicable. The Board President shall appoint a Director or member as the chair of the committee annually.
- (h) The **Nominations Committee** shall identify and recommend a slate of qualified candidates for office, ensuring an open, fair, and inclusive process that reflects the membership's diversity and interests. The Board Secretary will serve as Chair and appoint three (3) members as the nominations committee for each election.
- (i) The **Teller Committee** shall oversee the elections process, including ballot distribution, vote counting, and certification of results. This committee may also administer proxy or absentee voting where permitted. Procedures for the Teller Committee shall be defined in a written Teller Committee Policy Document, approved by the Board.

**Section 2. Special Committees:** Special committees may be created as needed by the Board to carry out specific functions or projects consistent with the goals and objectives of the Association. The duties, membership, and duration of such committees shall be defined at the time of their creation.

**Section 3. Quorum and Reporting:** A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee shall submit written reports of its activities and recommendations to the Secretary or to the Board as directed. Committees shall operate in accordance with applicable policies and under the general supervision of the Board.

**Section 4. Membership and Appointments:** All regular and associate members are eligible to serve on committees. Committee appointments shall be made by the President, who may consider member requests to serve on specific committees.

## Finances

The finances section establishes the association's commitment to responsible stewardship, transparency, and accountability in managing its funds. Use this section to define –

- How decisions are made.
- How records are maintained.
- How budgets, dues, and expenditures are approved.

### ARTICLE VIII – FINANCES

**Section 1. Fiscal Year:** The fiscal year of the Association shall be defined as (e.g., January 1 through December 31), unless otherwise determined by the Board of Directors.

**Section 2. Budget:** The Treasurer, in consultation with the Finance Committee (or Executive Committee, if applicable), shall prepare an annual budget reflecting anticipated income and expenses for the coming fiscal year. The proposed budget shall be reviewed and approved by the Board of Directors and presented to the membership at the designated annual meeting (e.g. Winter or Summer) for adoption.

**Section 3. Financial Oversight:** All funds of the Association shall be deposited in accounts in the Association's name at financial institutions approved by the Board. Disbursements shall require authorization consistent with financial policies adopted by the Board. The Treasurer shall provide regular financial reports to the Board and an annual financial report to the membership.

**Section 4. Audit or Financial Review:** An Audit Committee (or an independent auditor, if required) shall conduct an annual financial review or audit of the Association's accounts and records. Findings and recommendations shall be reported to the Board of Directors and made available to the membership.

**Section 5. Conflict of Interest Disclosure:** Each member of the Board of Directors shall annually complete and sign a Conflict-of-Interest Disclosure Form, affirming their understanding of the Association's conflict of interest policy and disclosing any relationships, interests, or circumstances that could give rise to potential conflicts. Completed forms shall be maintained by the Secretary (or Executive Director, if applicable) as part of the Association's official records.

## Resolutions

The resolutions section of the bylaws provides a structured process for the Association to formally express its positions, priorities, or recommendations. Including this section ensures that resolutions are developed transparently, considered collectively, and adopted democratically, and reflect the will of the association.

### ARTICLE IX – RESOLUTIONS

All resolutions must be submitted in writing to the Secretary [or designated committee] prior to an annual or special meeting, within the timeframe established by the Board. Resolutions may also be introduced from the floor with approval of the presiding officer. Each resolution shall be considered and adopted by a majority vote of the membership present and voting.

Once adopted, resolutions shall be recorded in the Association’s official records and may be communicated to relevant entities or policymakers as directed by the Board.

## Executive Director

Some associations determine that it is in their best interest to hire an executive director for professional management and administrative continuity of the association. As the responsibilities of the association grow, volunteer leaders may not have the capacity or time to handle the daily operations, member support, and coordination. An executive director can provide consistent leadership between board transition, ensuring mission, programs, and operations run smoothly and effectively.

### ARTICLE X – EXECUTIVE DIRECTOR (OPTIONAL)

**Section 1. Authority:** The Board of Directors may contract or appoint an Executive Director to manage the daily operations of the Association, subject to the policies and direction of the Board. The terms and conditions of employment or contract shall be established by the Board.

**Section 2. Duties:** The Executive Director shall oversee communications, membership services, conferences, contractors, and finances, and perform other duties as assigned by the Board. The Executive Director shall prepare regular reports for the Board and ensure that Association activities align with its mission and strategic goals.

**Section 3. Status:** The Executive Director serves as a non-voting, ex-officio member of the Board of Directors and committees, providing continuity and professional support to the Association’s leadership.

**Section 4. Evaluation and Accountability (optional but recommended):** The Board shall conduct an annual review of the Executive Director’s performance to ensure alignment with organizational objectives and contract terms.

### Amendments

An amendments section ensures that the association’s bylaws remain relevant, responsive, and reflective of the organization’s growth and evolving needs.

## ARTICLE XI – AMENDMENTS

**Section 1.** Amendments to these bylaws may be proposed by the Board of Directors, any standing committee, or by written petition of at least [insert number or percentage, e.g., ten percent (10%)] of the members in good standing.

**Section 2.** Proposed amendments must be distributed to the membership in writing at least ten (10) days prior to the meeting at which they will be considered. Amendments shall be adopted upon approval by a two-thirds (2/3) vote of the members present and voting at a regular or special meeting duly called for that purpose.

**Section 3.** Approved amendments shall take effect immediately unless otherwise specified in the motion to adopt them.

## ARTICLE XII – INDEMNIFICATION

The Association shall indemnify Directors, officers, employees, or other agents of the Association to the maximum extent permitted by applicable law.

## Code of Ethics

Including a code of ethics in the bylaws affirms the association's commitment to integrity, professionalism, and public trust – the same principles that guide the work of election officials. Incorporating these in the bylaws sets the standard and offers the foundation for resolving concerns should ethical issues arise.

### ARTICLE XII – CODE OF ETHICS

**Section 1. Purpose:** The Association is committed to maintaining the highest standards of integrity, professionalism, and impartiality in the conduct of elections, the administration of Association business, and all related activities. The Code of Ethics affirms the Association's responsibility to model the same trust and accountability expected in election administration.

**Section 2. Standards of Conduct:** Members shall:

- (a) Perform all duties with honesty, transparency, and fairness;
- (b) Avoid conflicts of interest and disclose any real or perceived conflicts promptly to the appropriate authority;
- (c) Maintain the confidentiality of sensitive or nonpublic information acquired in the course of duties;
- (d) Treat colleagues, staff, and the public with respect, civility, and professionalism;
- (e) Use Association membership, position, and resources solely for the benefit of the Association and its mission, and never for personal, financial, or partisan gain.

**Section 3. Enforcement:** Alleged violations of this Code may be submitted in writing to the Executive Committee, which shall review the matter and may recommend appropriate actions, ranging from guidance or counseling to suspension or revocation of membership privileges. The Board of Directors shall make final determinations on disciplinary actions. Members shall be provided with notice of the alleged violation and an opportunity to respond before any action is taken.