

(E) Vacancies created through removal under this Section 4.5 shall be filled as prescribed in these Bylaws.

Section 4.6. Vacancy.

(A) When a director is removed or a director's seat is otherwise vacated and that director has been elected to serve on the Board through district representation as provided in this Article, the Executive Director shall notify the Chairman of the Board of County Commissioners of the county which the former director represented. The Board of County Commissioners shall select one of its members to fill the vacancy for the remainder of the unexpired term. In the event the commission does not select one of its members within thirty (30) days or in the event that county is not a County in Good Standing, the Association President shall appoint a commissioner from within the Senate district to fill the unexpired term.

(B) In the case of a vacancy on the Board of an at-large director, the Association President shall appoint a replacement at-large director to fill the vacancy for the unexpired term as provided in these Bylaws.

ARTICLE V OFFICERS

Section 5.1. Name.

The officers of this Association shall be the President, the President-Elect, the First Vice-President, and the Second Vice-President. These officers shall be elected in the manner and for the terms provided in these Bylaws.

Section 5.2. Duties of Officers.

(A) The President shall: (1) preside over every meeting in an unprejudiced manner and follow the instructions of the general membership and the Board of Directors; (2) sign contracts and evidences of indebtedness authorized by the Board of Directors; and (3) unless otherwise provided in these Bylaws, appoint committees and committee members subject to approval of the Board of Directors as provided in Article VIII, and (4) discharge all other duties as required by the Articles of Incorporation and the Bylaws of the Association.

(B) The President-Elect shall have and perform all the powers and duties of the President in the President's absence; such absence shall include temporary unavailability. In the event of a mid-term vacancy in the office of President, the President-Elect shall automatically become interim President for the remainder of the term. Upon expiration of the immediately preceding President's full term, the President-Elect shall succeed to the office of President.

(C) The First Vice-President shall have and perform all powers and duties of the President in the absence of the President and the President-Elect. In the event of a mid-term vacancy in the office of the President-Elect, the First Vice-President shall automatically become interim President-Elect for the remainder of the term.

(D) The Second Vice-President shall have and perform all powers and duties of the President in the absence of the President, President-Elect, and First Vice-President. In the event of a mid-term vacancy in the office of First Vice-President, the Second Vice-President shall automatically become interim First Vice-President for the remainder of the term. In the event that the Second Vice-President succeeds on an interim basis to the office of the First Vice-President, the office of the Second Vice-President shall remain vacant until a successor is elected at the next Annual Meeting or Legislative Conference.

(E) No Officer is permitted to participate in any meeting where official Association business is being conducted unless and until the Officer has submitted his or her Annual Conflict of Interest Disclosure Statement, as required by Board policy, as amended from time-to-time.

Section 5.3. Executive Committee.

(A) The Executive Committee shall be composed of the officers of the Association and the immediate past president of the Association, if that person holds office as a county commissioner in a county which is a County in Good Standing with the Association and if the commissioner is a Commissioner in Good Standing with the Association.

(B) Between regular meetings of the Board of Directors, the Executive Committee shall conduct the business affairs of the Association and shall carry out such additional duties as the Board of Directors shall delegate.

(C) The Executive Committee shall: oversee the administration of and provide policy guidance to the Executive Director in the operation of the Association; approve or disapprove Association personnel policies and any amendments thereto; adopt Association policies regarding the operation of the Association and the conduct of Association affairs, which it may submit to the Board for ratification or modification; and recommend an annual budget and submit the same to the Board for approval. At the close of each budget year, the Executive Committee shall, through the Finance and Audit Committee, cause an audit to be made of all books of the Association and file a copy thereof with the Executive Committee and Executive Director.

(D) When a vacancy occurs in the position of immediate past president between officer elections, the President shall appoint the next most recent past president of the Association who is from a County in Good Standing and who is a Commissioner in Good Standing to fill the vacancy. If no such past president qualifies