

BYLAWS
OF THE
SOUTHEASTERN ARIZONA GOVERNMENTS
ORGANIZATION

**Adopted at the regular
meeting of the SouthEastern
Arizona Governments Organization's
Executive Board in Nogales, Arizona
on Friday, November 20, 2015.**

**These Bylaws supersede
those in effect from
May 13, 1972, August 18, 1973,
March 23, 1991, June 16, 2001,
Feb. 28, 2004, May 19, 2007,
March 8, 2008, Oct. 24, 2009,
February 18, 2011, October 26,
2012, November 22, 2013, and
February 28, 2014**

BYLAWS
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SOUTHEASTERN ARIZONA GOVERNMENTS ORGANIZATION

ARTICLE I – ESTABLISHMENT; BOUNDARIES OF REGION; ACRONYM

- A. Basis for establishment of the SouthEastern Arizona Governments Organization occurred on July 8, 1970, with the issuance of Executive Order No. 70-2 by the Governor of the State of Arizona.
- B. Geographic limits of the SouthEastern Arizona Governments Organization are as defined by the Executive Order cited above and described as comprising the Counties of Cochise, Graham, Greenlee, and Santa Cruz, State of Arizona, and identified as State of Arizona Planning District VI.
- C. The SouthEastern Arizona Governments Organization is known also by the acronym: SEAGO.

ARTICLE II – STATEMENT OF PRINCIPLES

- A. The principles on which the SouthEastern Arizona Governments Organization (SEAGO) are founded are as follows:
 - 1. Elected public officials of towns, cities, counties, and Native American Tribal Governments should exercise basic initiative and leadership in the conduct of community governmental affairs, and these officials should have primary responsibility for dealing with the problems and needs which concern their constituencies jointly.
 - 2. A regional organization is appropriate for coordinating the mutual interests of towns, cities, counties, and Native American tribal governments in the SEAGO region.
 - 3. Constructive and workable policies and programs for dealing with intra-community affairs can be most effectively and expeditiously developed by regular meetings of governmental entity members in a region wide association designed for handling such matters.
 - 4. The SouthEastern Arizona Governments Organization’s Member Entities have equality of membership, and nothing in these Bylaws shall be construed as authority for SEAGO to intervene or to interfere in any matters which essentially are within the jurisdiction or prerogative of the individual Member Entities without the express consent of the particular member’s governing body.

5. SEAGO is not, nor is it intended to be, a substitute for local government. It is, however, an organization through which individual units of government can communicate, cooperate, and coordinate.

B. These principles are guidance for all elements of SEAGO's operations.

ARTICLE III – FUNCTIONS

A. Functions of SEAGO include:

1. Providing a forum for study and discussion of matters of mutual interest to the governments within the region.
2. Promoting, through cooperation and pooling of common resources, maximum efficiency and economy in governmental operations which will provide citizens with the utmost value of their tax monies.
3. Identifying, clarifying, and preparing comprehensive plans for reducing and eliminating regional problems which are multi-jurisdictional in scope.
4. Facilitating agreements among governmental units for specific projects for accomplishment of certain programs which interrelate or for adopting particular policies which serve the needs of Member Entities.
5. Preparing for future growth and development of SEAGO and the community interests it represents.
6. To adopt Bylaws, rules of procedure, and other rules and regulations if and as the same may appear necessary or advisable in carrying out the purposes and powers of SEAGO.

B. Other functions, which may be identified from time-to-time by the Executive Board, appropriate to the organization and operation of SEAGO.

ARTICLE IV – DEFINITIONS

A. The following definitions are provided for proper understanding of words common to the operations of SEAGO:

1. **Administrative Council:** The collective grouping for organizational and operational purposes of the managers of the cities and towns, or the clerks of incorporated municipalities; the county managers (or in any county not having a manager, the clerk of the board of supervisors), or the chief administrative officer of any other governmental unit which is a Member Entity of SEAGO.
2. **Administrative Committee:** The collective grouping for organizational and operational purposes of the officers of the Administrative Council as provided in Article VII.

3. **Chair of the Board or Council:** The individual identified as the presiding officer of the Executive Board or the Administrative Council, respectively.
4. **Executive Board:** The collective grouping for organizational and operational purposes of the publicly-elected representatives of the Member Entities and other representatives approved by the Executive Board within the categories as provided in Article V.
5. **Executive Committee:** The collective grouping for organizational and operational purposes of the officers of the Executive Board as provided in Article VI.
6. **Executive Director:** That individual who serves at the pleasure of the Executive Board as the chief administrative executive for SEAGO as provided in Article IX.
7. **Functional Committees:** Those groups whose members are appointed by the Executive Board from the public and private sector to provide advice and counsel on particular concerns within the SEAGO region as provided in Article VIII.
8. **Member Entity:** Those local government jurisdictions who have met the requirements for membership in SEAGO as provided in Article V.
9. **Member Entity Representative:** That representative of a Member Entity who shall have been properly certified as a member of the Executive Board or of the Administrative Council of SEAGO as provided in Article V.
10. **Organization:** Equal in meaning to SEAGO when used as a capitalized word herein.
11. **Private Sector Representative:** An individual who is neither an elected official of a county or municipality nor an employee of such who has been appointed to represent that government.
12. **Secretary:** That individual designated by the Executive Board as having responsibility for preparation and maintenance of records and files of the Board as provided in Article IX.
13. **Treasurer:** That individual designated by the Executive Board as an overseer of the financial books and accounts of SEAGO as provided in Article VI.

ARTICLE V – MEMBERSHIP AND REPRESENTATIVES

- A. The following jurisdictions are presently eligible for membership in SEAGO: Cochise County, Graham County, Greenlee County, and Santa Cruz County, all of the incorporated city and town governments which presently exist or may be incorporated within these counties, and all Native American Tribal Governments whose reservations occur, entirely or in part, within these counties.
- B. Upon passage of resolutions of intent to join SEAGO, an eligible governmental unit shall be admitted to membership provided that it has complied with all requirements of membership as determined by the Executive Board, including the payment of any fees or assessments. Any Member Entity Representative whose fees or assessments have not been paid within four

months after those fees or assessments have become due shall be considered delinquent and shall not be entitled to vote or participate in any subsequent meeting until such charges are paid by the Member Entity. Notice of a Member Entity's delinquency shall be mailed, faxed, and/or e-mailed to its Member Entity Representatives. Subject to approval of the Executive Board, twelve months after such delinquency, unless it be cured, such Member Entity shall cease to be a SEAGO Member Entity. Notice of the Executive Board's decision to cancel a Member Entity's membership in SEAGO shall be mailed to its Member Entity Representatives via certified or registered mail. Membership will be automatically reinstated upon the payment of the canceled Member Entity's allocated fees or assessments.

- C. Each Member Entity shall be entitled to delegate to one of its elected officials the duties of service on the Executive Board, and this Member Entity Representative is limited to an individual who has been elected by the voters of the jurisdiction which he represents.
- D. In addition to the Member Entity Representatives, the Executive Board shall appoint one (1) individual from each county area to serve as a Private Sector Representative from that county area. These Private Sector Representatives shall be appointed from the nominations submitted by the Member Entity Representatives from that county area. The Private Sector Representatives shall represent a low income or minority group, or representative organization, or represent the principal economic interests in the region, such as, but not limited to business, industry, finance, utilities, education, the professions, agriculture, or labor. Private Sector Representatives shall serve at the will of the Executive Board and shall serve a two (2) year term, with the option of being appointed to a second term.
- E. An additional Private Sector Representative, representing low income or minority groups or representative organizations, shall also be appointed by the Executive Board from each county with a population greater than 100,000. This Representative or Representatives shall be selected from nominations submitted by the Member Entity Representatives of those counties with a population greater than 100,000 within the SEAGO region.
- F. The membership of SEAGO may be augmented by a majority vote of the total Executive Board.
- G. Member Entities may designate alternates to serve as a representative on the Executive Board or on the Administrative Council, provided the alternate meets the same qualifications specified for membership on those respective bodies.

ARTICLE VI – EXECUTIVE BOARD

- A. The Executive Board shall be comprised of the Member Entity Representatives of the Member Entities of SEAGO and five Private Sector Representatives, as provided in Article V.
- B. The Executive Board's powers and functions shall include:
 - 1. Formulation of policy for the Organization.
 - 2. Adoption of a budget and the establishment of fees and/or assessments.

3. Approving or rejecting or deferring action on any matter its members determine to be properly within their purview.
 4. Employment of and dismissal of an Executive Director.
- C. The Executive Board shall elect from among its members, who are representatives of Member Entities and subject to election by the voters of their respective jurisdictions, a (1) Chair, who shall preside over meetings of the Executive Board, (2) a First Vice Chair, who shall preside over meetings of the Executive Board in the absence of the chair, (3) a Second Vice Chair, who shall preside over meetings of the Executive Board in the absence of the chair and First Vice Chair, and (4) Treasurer, who shall preside over meetings of the Executive Board in the absence of the chair, First Vice Chair and Second Vice Chair. The officers' terms shall be co-terminus for one year each. These officers of the Executive Board shall comprise the SEAGO Executive Committee. Service on the Executive Committee shall be subject to the following terms:
1. Election of officers of the Executive Board shall be held at the first regularly scheduled meeting of the Executive Board in each calendar year. Newly-elected officers shall take their seats at the conclusion of the meeting at which they were elected. The time between the seating of newly-elected officers is one year and the successive year's seating of officers shall be considered one annual term.
 2. Officers of the Executive Board shall serve a single annual term in each of the officer's position with annual advancement to the next highest seat on the Executive Committee, i.e. Treasurer to Second Vice Chair to First Vice Chair to Chair, provided said officers meet all further requirements as set forth in these Bylaws for service on the Executive Committee.
 3. Beginning with the election of Executive Board officers for calendar year 2004 not more than one officer shall represent Member Entities in one of SEAGO's member counties. The rotation for service among counties shall be as follows: Cochise, Santa Cruz, Greenlee, and Graham Counties. An exception to this would be allowed in instances where a Board member from a given county is not available to serve as an officer of the Executive Board, in which case the Executive Board shall elect a member to that seat from among their members. Such action will not impact upon the rotation order as stated here beyond the continued service of that "at large" Executive Committee member. This individual, selected "at large" for Executive Committee service, would then be considered by the members from their respective county along with their "regular" (that position coming from that county in normal rotation to the Executive Committee) in determining which should be that member county's representative after their one year of service as an "at large" Executive Committee member. This manner would allow any county to have more than one member of the Executive Committee for no more than one year.
 4. Candidates for Executive Board officers shall be chosen from among the member cities, towns, counties and Native American Tribal Governments in each county by the SEAGO members in that county.
 5. In order to be elevated to the position of Chair of the Executive Board, the member representative must have served at least one year on the Executive Board. In instances where the First Vice Chair is subject to rotation to Board Chair has not served at least one year on

the Executive Board, the Board shall elect an eligible representative from among their membership. The Board could elect from among these three options to fill the Chair's seat for that term:

- Option 1 The Board could elect to have the current Chair hold office for no more than one additional annual term.
- Option 2 The next lower officer in the rotation having at least one year of service on the Executive Board would be elevated to Chair.
- Option 3 The Board could elect a Chair from among its membership provided they have served at least one year on the Board.

Such action will not impact upon the rotation order set forth in Paragraph 3., above.

D. Officers of the Executive Board, the Chair, First Vice Chair, Second Vice Chair, and Treasurer, shall comprise the Executive Committee and shall have the following powers and such other powers as may be delegated by the Executive Board:

1. The responsibility of conducting an annual evaluation of the Executive Director. The Executive Committee may schedule a special meeting for the purpose of performing the evaluation and shall present the results of the evaluation to the Executive Board at their next regularly scheduled meeting for their consideration, input, and approval.
2. Annual budget review.
3. Conduct meetings and take action in between regularly scheduled meetings of the Executive Board, except that any actions that set or have the effect of setting SEAGO policy shall only be made by the Executive Board. All members of the Executive Board are encouraged to participate in the discussion, but only the Executive Committee is authorized to vote on the matters under consideration. Meetings may be held in a location deemed suitable by the Executive Committee or by conference call. The posting for the meeting will indicate the structure of the meeting and identify a location that will allow the public to attend and/or listen. The Secretary of the Executive Board shall report all actions taken by the Executive Committee to the Executive Board within 45 days of the date such actions were taken.

E. Quorum and Voting of the Executive Committee

1. For official action to be taken by the Executive Committee to be taken, a quorum of three members must be present and voting.
2. In the instance of a tie vote among the Executive Committee, the question will be subject to majority vote of the full Executive Board.

ARTICLE VII – ADMINISTRATIVE COUNCIL

- A. The Administrative Council shall be comprised of the managers of the cities and towns, or the clerks of incorporated municipalities, the county managers (or in any county not having a manager, the clerk of the board of supervisors), or the chief administrative officer of a Native American Tribal Government, or any other Member Entity of SEAGO.
- B. The Administrative Council’s powers and functions shall include:
1. Recommendation to the Executive Board of any matters its members deem appropriate for consideration by the Board.
 2. Coordination of Functional Committees and review of reports and recommendations of these committees without power to reject any of these committees’ recommendations, and referring to the Executive Board any Functional Committee proposals, commenting in support of or against any such proposals or passing on without comment any proposals submitted by Functional Committees.
 3. Responding to the Executive Board’s requests for recommendations, reports, studies, or other information pertinent to the operations of SEAGO.
 4. Each member shall act as liaison to their respective mayor or Member Entity representative with regard to material and information supplied by the Executive Director and shall brief their respective Mayor or Member Entity representative on upcoming action items, Bylaws’ changes, and reports that may require follow-up review.
- C. The Administrative Council shall elect from among its members a (1) Chair, (2) Vice Chair, and (3) Secretary whose terms shall be co-terminus for one year each, at the conclusion of which any or all incumbents may be re-elected, but no officer of the Administrative Council may serve more than three consecutive one-year terms; and officers of the Administrative Council shall commence their terms on July 1 of each year. The officers of the Administrative Council shall comprise the Administrative Committee, and shall have the following powers and such other powers as may be delegated by the Administrative Council subject to the approval of the Executive Board:
1. To provide recommendations as needed to the Administrative Council on pending policy decisions and actions.
 2. To serve as an advisory group to the Executive Director pertaining to programs, services, management and conflicts that may arise.
 3. Conduct meetings and take action in between regularly scheduled meetings of the Administrative Council. All members of the Administrative Council are encouraged to participate in the discussion, but only the Administrative Committee is authorized to vote on the matters under consideration. Meetings may be held in a location deemed suitable to the Administrative Committee or by conference call. The posting for the meeting will indicate the structure of the meeting and identify a location that will allow the public to attend and/or

listen. The Secretary of the Executive Board shall report all actions taken by the Administrative Committee to the Administrative Council within 45 days of the date such actions were taken.

ARTICLE VIII – COMMITTEES

A. Standing and Special Committees may be created by the Executive Board and the Administrative Council from among their respective memberships.

1. Chairs of the Executive Board and the Administrative Council shall be empowered to:

- a. Define the purpose and responsibilities of committees they create.
- b. Appoint the Chair of any committee they create.

2. Committees created by the Executive Board and Administrative Council shall have terms of service corresponding to their appointing authority and shall serve at the pleasure of their appointing authority.

3. Chairs of Standing and Special Committees may choose their own Vice Chairs.

B. Functional Committees shall be created and members appointed to these committees by the Executive Board.

1. Functional Committees shall be concerned with special and particular needs of the community of interests represented in the SEAGO region in such matters as, for example, Housing, Transportation, Aging, Social Services, and Economic Development.

2. Membership of Functional Committees shall be drawn from both the public and private sectors, and representation from the various geographic areas within the SEAGO region will be a factor for consideration by the Executive Board when appointing members.

C. Committees have no power or authority to commit SEAGO to any action, nor are they empowered to set policy for the organization, such powers being reserved to the Executive Board. All SEAGO Committee meetings shall be open to the public.

ARTICLE IX –EXECUTIVE DIRECTOR; SECRETARY

A. The Executive Board shall appoint a person or an agency to serve as the Executive Director of SEAGO and as Secretary for the Executive Board.

1. The Executive Director shall employ necessary staff support for the Organization and shall function as the principal administrative executive with duties and responsibilities involving financial and personnel management and operational authority over the programs administered by the Organization.

2. The Executive Director shall further be responsible for maintaining the archives and records of the Organization and for conducting the correspondence of the Organization.

- B. The Executive Director shall present to the Executive Committee (the officers of the Executive Board) for review and concurrence the positions to be created and salaries to be paid employees of SEAGO.

ARTICLE X – QUORUM AND VOTING; PROXIES; VACANCIES

A. Quorum

1. The number of members who must be present at any meeting of the Executive Board or the Administrative Council for the purpose of conducting business of a permanent or binding nature shall be one-third plus one of the Member Entity Representatives who are members of each respective body.
2. The number of members who must be present at any SEAGO committee meeting for the purpose of conducting business shall be those present with the exception of a committee which consists of only two members, in which case both members must be present to have a quorum, or the Executive Committee, in which case a majority must be present to have a quorum.
3. For quorum purposes only, in the event of three (3) successive absences by any Member Entity Representative, the third absence will automatically cancel its membership in SEAGO and the required quorum at such meeting will reflect the reduced membership. However, such cancellation shall not affect the payment of funds which have, prior to the time of such cancellation, been committed or allocated to such Member Entity or committed or allocated for use within the jurisdictional limits of such Member Entity. Membership will automatically be reinstated upon that Member Entity's presence at a subsequent meeting.

B. Voting

1. Each Member Entity Representative and Private Sector Representative shall be entitled to cast one vote on the Executive Board; each Member Representative on the Administrative Council shall be entitled to cast one vote; each committee member shall be entitled to cast one vote.
2. Any duly authorized member unable to be present or to have his alternate present at any meeting of the Executive Board or Administrative Council meeting may provide any other representative of his same group, i.e., the entities, with written credentials, i.e. a proxy, containing instructions as to how he wishes his representation to be expressed at the meeting.
3. Each voting Member Entity representative shall have one (1) vote, provided the Member Entity is not delinquent in paying assessments established by the Executive Board as set forth in Article V., B., above.
4. When a quorum is present at any meeting of bodies described herein, the yeas or nays of a majority of the members present, or represented by proxy, shall decide matters brought to a vote.

5. The Chairs of the Executive Board, the Administrative Council, and the committees shall have the same voting privileges as any member of their respective bodies.

C. Vacancies

1. Upon a vacancy occurring in the office of Chair of any of the bodies described herein, the next highest ranked officer of the particular body shall serve as Chair for the balance of the unexpired term. In the case of a vacancy occurring in the office of Chair of the Executive Board and the First Vice Chair has not served at least one year on the Executive Board, the First Vice Chair shall preside over meetings of the Executive Board until such time as the Board has elected an eligible representative in accordance with Article VI, C., 5., above. Such action shall not impact upon the rotation order set forth in Article VI, C., 3., above.
2. Upon a vacancy occurring in any other elected office of any of the bodies described herein, the members of the particular body shall elect a new officer from a Member Entity of the same county to serve the balance of the unexpired term.

ARTICLE XI – MEETINGS

- A. Regular meetings of the Executive Board and of the Administrative Council shall be held at least four times during the period from July 1 to June 30; and of the committees at least once each calendar year.
 1. The Executive Board’s annual meeting (which may be considered also a regular meeting) shall be held the first meeting of the calendar year, at which time officers shall be elected. They will begin their term at the conclusion of the meeting at which they were elected.
 2. The Administrative Council’s annual meeting (which may be considered also a regular meeting) shall be held within the last two months of each fiscal year, at which time officers shall be elected for the ensuing year. They will begin their term the first meeting of the fiscal year.
- B. Special meetings of the Administrative Council and Executive Board may be called at the discretion of their Chairs or at the request of the member or members required for a quorum of the respective bodies.
- C. Time, date, and location of regular meetings of the Executive Board shall be determined by a simple majority of its members present for a meeting or a simple majority of those polled by mail, e-mail or telephone, and regular meetings of other bodies provided for herein shall be held as their members determine.
- D. No regular or special meetings of the Executive Board and the Administrative Council shall be held without proper notice having been provided to all official representatives. Proper notice shall be construed as having been issued by:
 1. A written announcement being placed in the mail, faxed, or e-mailed to all official representatives at least five days in advance of the date of the meeting.

2. An agenda of the topics to be considered accompanying the mailed notice.
 3. If a condition arises that requires immediate action by the Executive Board, Executive Committee, Administrative Council, or Administrative Committee the Executive Director will notify the Chair of the appropriate body, who may call a special meeting by authorizing the posting, faxing and/or e-mailing a notice and agenda of such meeting to all members of the Administrative Council and Executive Board. Such notice will be provided at least one week in advance of the meeting whenever possible. Individuals may also request that meeting materials be sent to them via regular mail, however, timely receipt of such materials is not guaranteed.
- E. Meetings of the Administrative and Executive Committee (the Committees) shall be subject to the following requirements:
1. Meetings shall be exclusively for the purpose of taking action on program related, time sensitive business that must be taken care of in between regular meetings of the Administrative Council and Executive Board.
 2. Committee meetings may be held at regular intervals in accordance with an annual schedule approved by the Administrative Council and Executive Board. If there is no pending business that meets the criterion in Paragraph 1 above, such meetings will be cancelled by notice from the Executive Director.
 3. The Executive Director or any member of the Administrative Council or Executive Board may request an agenda item for a meeting of the Committees by providing written information to the Chairs of the respective bodies describing the nature of the proposed business. Such information shall, at a minimum, state the specific program to which the request relates, why it is considered time sensitive, and what consequences may result from delaying action on the proposed business until the next regular meeting of the Administrative Council and Executive Board. The Committee Chairs shall consider the information provided and determine if a meeting is necessary. If it is determined that the proposed business is program related, time sensitive, and therefore necessary, the Committee Chairs shall authorize the Executive Director to prepare a notice of meeting and distribute it, along with any related material, in accordance with Section D., 3., above.
 4. Any member of the Administrative Council or Executive Board may affect the postponement of business proposed for consideration by the Committees by attending the meeting and expressing their concerns to the Committees. Any member wishing to defer an action under consideration of the Committees shall, at a minimum, state the reasons the proposed business is not program related, is not time sensitive, and why no hardship will come from delaying the proposed action until the next regular meeting, or why taking the proposed action would be detrimental to the best interests of the region. If the Committees determine that the reasons for deferring the proposed business are valid, they shall, by motion and vote, table the subject business until the next regular meeting of the Administrative Council and Executive Board.

- F. Committees described herein shall adopt their own rules with respect to meetings, abiding, nonetheless, by that proviso for frequency noted above (Section A).
- G. All meetings of the SEAGO Executive Board, Executive Committee, Administrative Council, and Administrative Committee shall be held in accordance with the Arizona Open Meeting Law.

ARTICLE XII – FINANCES

- A. The fiscal year of SEAGO shall commence on July 1.
- B. The Executive Board shall have the power to receive bequests, gifts, grants, and donations, of all kinds of property, in fee simple, and to do all acts necessary to carry out the purposes of such bequests, gifts, grants, and donations, with power to manage, sell, convey, contract, lease, or otherwise dispose of the same in accordance with the terms thereof, or absolutely in case such bequest, grant, gift, or donation be unconditional.
- C. Assessment Dues
 - 1. Annual assessment dues for all Member Entities shall be established on a per capita basis, with such charges for cities and towns being based on population within their corporate limits, and assessment dues for counties being based on population of their unincorporated areas. Assessment dues assessed any Native American Tribal Government shall reduce the dues assigned the county or counties within which that Tribe's boundaries are situated.
 - 2. Any Member Entity that is more than one year delinquent in paying its assessment will lose its SEAGO membership as set forth in Article V., B., above.
- D. The Executive Board may establish a special assessment for any Member Entity of the Organization in connection with administering special projects or undertaking special studies as may be authorized by the Member Entity in accordance with any agreement the Executive Board may enter into with the governing body of the Member Entity.
- E. The Executive Board may contract with various agencies, public and private, to have certain staff services and administration performed in furtherance of programs and projects deemed suitable to the Organization's region and to receive funds into the Organization's treasury.
- F. Annual Audit
 - 1. The Executive Board shall cause an annual audit of the fiscal accounts and records of the Organization to be performed as soon after the close of the various programs' fiscal year as practicable.
 - 2. The audit report shall be presented to the Executive Board and made available to all official representatives on the Board.
- G. Emergency Funding

1. In the event of a temporary interruption of funding provided by the Federal, State or Local governments, for operation of any programs approved in the annual budget process or by other action taken by the Executive Board, the Executive Director shall perform an analysis of the essential operating costs to sustain said programs for a period of thirty (30) days. The Executive Director shall provide an estimate of the duration of the temporary funding interruption, the amount of funding needed to sustain essential program operations until the next regular meeting of the Administrative Council and Executive Board, and any other relevant information, to the Chairs of the Administrative and Executive Committees.
2. The Chairs of the Administrative and Executive Committees shall review the information received from the Executive Director, and determine if a special meeting is necessary. If it is determined that a condition exists that requires a special meeting of the Committees, the Committee Chairs shall authorize the Executive Director to prepare a notice of combined meeting of the Administrative and Executive Committees and distribute it, along with any related material, in accordance with Article XI, Section D., Paragraph 3.
3. After consideration of the information presented by the Executive Director at a special meeting called for purposes of this Section, the Administrative and Executive Committees shall have the authority, on a case by case basis, to approve the use of fund balance, if available. The amount of fund balance used shall be the minimum amount necessary to sustain essential program operations until the next regular meeting of the Administrative Council or Executive Board, and approval shall be subject to the fund balance being reimbursed by the funding source after the funding interruption has ended.

ARTICLE XIII – WITHDRAWAL

- A. Any Member Entity may withdraw from SEAGO by providing a copy of a resolution, passed by its governing body, stating the reason for the withdrawal.
- B. The withdrawal shall become effective upon receipt by the Secretary of the Executive Board and any outstanding obligations attaching to the Member Entity by the Organization shall be due and payable at the time of withdrawal.

ARTICLE XIV – AMENDMENTS

- A. Amendments to these Bylaws may be proposed by one or more official representatives on the Executive Board and may be amended by a majority vote of the total members of the Board, provided:
 1. The proposed amendment shall have been submitted in writing at least 30 days prior to the meeting at which the amending proposal is to be voted upon, and
 2. The Secretary of the Executive Board shall submit the proposed amendment to each Executive Board official representative at least 15 days prior to said meeting.

ARTICLE XV – EFFECTIVE DATE

These Bylaws shall become effective immediately upon acceptance of a majority of the official representatives of the Member Entities of the SouthEastern Arizona Governments Organization.