



PINAL COUNTY
WIDE OPEN OPPORTUNITY

Pinal County Audit Committee By-Laws

I. Committee Composition

1. The membership of the Committee shall consist of five voting members and three non-voting members. The five voting members shall be appointed by the Board of Supervisors from other government entities within Pinal County with knowledge or experience in accounting, auditing, internal control and business management. The non-voting members shall be the County's Chief Financial Officer, the County Attorney, a Deputy County Manager, or their designees.
2. The Chairperson of the Audit Committee shall be appointed by a vote of the committee voting members and shall hold a two year term. The Chairperson shall act as a liaison between the Board of Supervisors and the internal auditor or consultant selected by the Board on audits and shall preside over the meetings, schedule and call meetings to order and for the vote on any item.
3. A Vice Chair shall be appointed by a vote of the voting members. The Vice Chair shall serve a one year term. The Vice Chair shall preside over the meetings in the Chairperson's absence.
4. Voting Committee members shall hold four year terms.
5. The Clerk of the Board of Supervisors or designee shall schedule, assist in agenda creation, posting, take and retain minutes of all meetings.

II. Meetings

1. Meetings will be held quarterly or more frequently as needed and scheduled at the discretion of the Chairperson.
2. All committee members are expected to attend each meeting in person or via teleconference or video conference.
3. The committee may invite members of county management, elected offices or outside auditors/consultants to attend meetings and provide pertinent information as necessary.
4. All meetings shall be open to the public unless determined confidential by law.

III. Quorum

1. A quorum shall be achieved when a majority of the voting members are present either in person or telephonically or by video conference.
2. Where the number of voting members present at a meeting but who are unable to participate due to a conflict of interest so that the remaining members are insufficient to constitute a quorum, such remaining voting members shall constitute a quorum provided such number is not less than two.
3. If during the course of a meeting, if a quorum is lost, the Chairperson may either recess, adjourn the meeting or continue to receive information on any item but shall not take action on any item until a quorum is re-established.

IV. Voting

1. Proxy voting shall not be permitted
2. In the case of a tie vote on any item the item shall be deemed defeated.
3. A voting member shall not be excused from voting on an item unless the member claims a conflict of interest. A member claiming a conflict of interest shall not vote or engage in deliberation on such item. The failure to vote or a voluntary abstention shall be counted as an "aye" vote unless excused by a conflict of interest claim.
4. The chairperson shall be permitted to second any motion by another voting member.
5. A motion for reconsideration of an item may only be made on the date the vote was taken prior to the adjournment of the meeting and must be made by a voting member on the prevailing side.

Revised by Audit Committee: July 25, 2017, and March 7, 2022



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DATED this 4th day of May, 2022.

PINAL COUNTY BOARD OF SUPERVISORS

Jeffrey McClure, Chairman

ATTEST:

Natasha Kennedy, Clerk of the Board



State of Arizona

County of Pinal

The foregoing instrument was acknowledged before me this 4th day of May, 2022, by **Jeffrey McClure, Chairman of the Board of Supervisors of Pinal County**, a body politic and corporate of the State of Arizona, on behalf of the said County.

Notary Public

My Commission Expires:



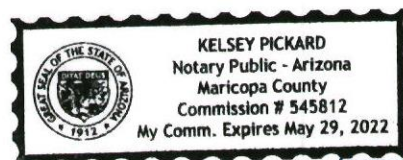
State of Arizona

County of Pinal

The foregoing instrument was acknowledged before me this 4th day of May, 2022, by **Natasha Kennedy, Clerk of the Board of Supervisors of Pinal County**, a body politic and corporate of the State of Arizona, on behalf of the said County.

Notary Public

My Commission Expires:





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APPROVED AND ADOPTED

I, **Natasha Kennedy, Clerk of the Pinal County Board of Supervisors**, hereby certify that said Board on the 4 day of May, 2022, approved and adopted the foregoing bylaws for the Pinal County Audit Committee on behalf of Pinal County, a body politic and corporate of the State of Arizona, for the purposes stated therein.

Natasha Kennedy
Clerk of the Pinal County Board of Supervisors

