

BYLAWS

North Carolina League of Municipalities

Article I. Committees

Section 1. Appointments. Appointments to all League committees, except the Executive Committee, shall be made by the President.

Section 2. Executive Committee. The Executive Committee shall consist of the officers and the immediate past president, and the president shall be chairman. The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the Board, and shall meet or confer at the call of the President. The Executive Committee shall report any actions taken to the Board of Directors at the Board meeting immediately following the Executive Committee action, and shall keep the Board fully informed of all Executive Committee activities.

Section 3. Finance Committee. There shall be a Finance Committee comprised of a chairperson and four to six members from the Board of Directors. The Committee shall advise the Board of Directors concerning the annual budget, the membership service fee schedule, the annual audit, staff personnel policies, and other matters concerning the financial affairs of the League as determined by the Board of Directors.

Section 4. Publications Review Committee. There shall be a Publications Review Committee comprised of members of the Board of Directors. The Committee shall advise the Board of Directors and the Executive Director concerning policies relating to regular League publications, Southern City and League Letter.

Section 5. Nominating Committee. There shall be a Nominating Committee comprised of a chairperson and such other members as required by Article III, Section 5 of the League Constitution, and as determined by the League President. The immediate past president shall serve as chairman of the Nominating Committee and shall not vote except to break tie votes. If there is no immediate past president, the President shall appoint any past president as chairperson. All past presidents who are active municipal officials shall be appointed to the Nominating Committee. In addition, a minimum of six elected officials representing League districts (even district representatives in even-numbered years and odd district representatives in odd-numbered years) shall be appointed. In the event that the number of past presidents (excluding the chairperson) exceeds six, the League President shall appoint an additional number of elected officials at large to equal the number of past presidents in excess of six (excluding the chairperson). The President shall appoint and announce the membership of the Nominating Committee no later than forty-five (45) days in advance of the annual business meeting each year. The Nominating Committee shall meet at least once during the Annual Conference, at a time and place announced either in the Conference program or at a general session and shall, at that meeting, conduct an open hearing for those persons who wish to address the Committee concerning nominations. The Nominating Committee shall seek to nominate a balanced slate of officers and directors by considering municipal population, geography, minority and gender representation, past representation of particular municipalities, and other factors as appropriate to represent the diversity and interests of the membership.

Section 6. Standing Legislative Action Committees. There shall be three legislative action committees to advise and assist the Board of Directors: Finance and Tax, Planning and Environment,

and General Government. The committees shall consider those matters referred to them by the Board of Directors, matters deemed by the committees to be of significance, and matters brought to the attention of the committees by members of the League, the League staff or the Regulatory Advisory Committee. The committees shall make such recommendations and reports to the Board of Directors as are deemed appropriate by the committees and their chairpersons. Each standing legislative action committee shall be composed of at least 35 but no more than 45 elected or appointed municipal officials appointed by the President. The President shall make reasonable efforts to appoint officials who express their interest in serving, provided that no member municipality shall have more than two members on any one of the committees simultaneously. The President shall seek to appoint committees that are representative of the membership and shall take into consideration the factors set out in Article I, Section 5 of these Bylaws. Each committee shall have a chairperson chosen by the President from among the members of the Board of Directors, and two vice-chairpersons, chosen by the President from among the members of the committee. Members may serve up to four consecutive years on a legislative action committee, excluding any service as chairperson. Presidents shall take appropriate steps to ensure staggering of appointments, continuity of service, and opportunities for others to serve.

Section 6.1. Regulatory Advisory Committee. The Regulatory Advisory Committee shall be a standing body of the League to advise the League staff, legislative action committees, and the Board of Directors with regard to state and federal agency administrative rulemaking and policies, and other matters of interest.

Section 7. Special Committees. Special committees authorized by the Board of Directors shall be organized and function in full compliance with Article V of the Constitution and have a designated purpose and length of time for existence, and shall automatically cease to exist at the end of that time unless the Board reauthorizes the committee.

Section 8. Joint Regional Forum. The Joint Regional Forum, as established by the League and N.C. Association of County Commissioners in 1973, shall be governed and shall function in accordance with the Bylaws of the Joint Regional Forum dated May 30, 1979, as amended or readopted from time to time.

Article II: Policy Development Procedures

Section 1. Biennial Policies. The League shall hold a Legislative Goals Conference in January of odd-numbered years. At the goals conference, the League will submit proposed policies to its membership for adoption and approval as Municipal Policy Statements. For purposes of this section, a policy shall be deemed to mean any motion, resolution or proposed policy statement other than a resolution honoring or memorializing a person or persons for service to municipal government or to the League, or a resolution expressing appreciation for courtesies or services rendered in conjunction with a League meeting or other League function. The League will inform its membership of its policy development procedures and the opportunity to submit proposed policies by June 1 of even-numbered years. . Proposed policies from individual cities must be submitted to the League in writing by August 31 of even-numbered years. Proposed policies will be referred to the appropriate standing legislative action committee for review, and this committee will make recommendations on proposed policies to the Board of Directors. The Board of Directors will recommend proposed policies for consideration by the full membership at the goals conference and distribute these proposed policies to all member cities and towns by the December 1 preceding the goals conference. Any proposed policy that is not included in the distribution to the membership may be added to the goals conference agenda upon a

favorable vote of three-fourths (3/4) of the member municipalities present and voting; provided that the proposal is submitted to the League in writing at least five days before the goals conference and the Board of Directors approves it for addition to the agenda. The League membership will be informed regarding policies approved at the goals conference, and these policies will be forwarded to appropriate individuals and organizations.

Article III: Voting Procedures at Annual Business Meeting

Section 1. Designation - Voting of Delegates. Each member municipality sending delegates to the Annual Conference shall designate one voting delegate and may designate one alternate voting delegate. Voting and alternate voting delegates shall be designated in advance of the Annual Conference if possible, but in no event later than the time of the beginning of annual meeting. The Executive Director shall establish a procedure and method of ascertaining the names of the voting delegates and alternate voting delegates so designated. In case disputes arise concerning such designations, the President shall, at the Annual Conference, appoint a credentials committee to settle any such disputes.

Section 2. Voting. If the voting delegate of a member municipality is present at the Annual Meeting at the Annual Conference, that voting delegate shall cast the vote of the municipality. If the voting delegate is not present, then the alternate voting delegate may cast the vote of the municipality. If neither the voting delegate nor the alternate voting delegate is present, then no person may cast the vote of the municipality. Only authorized voting delegates may make motions with respect to proposed policies and other matters, provided that other municipal officials may be recognized to speak at the discretion of the presiding officer.

Section 3. Roll-Call Votes. All votes at the Annual Conference on policy matters will be conducted by use of voting cards, rather than by voice votes, in keeping with Article VII of the League Constitution. On any question, one-fifth (1/5) of the voting delegates may demand the conduct of a roll-call vote.

Article IIIA: Voting Procedures at Biennial Legislative Goals Conference

Section 1. Designation - Voting of Delegates. Each member municipality sending delegates to the Legislative Goals Conference shall designate one voting delegate and may designate one alternate voting delegate. Voting and alternate voting delegates shall be designated in advance of the goals conference if possible, but in no event later than the time specified for convening of the conference. The Executive Director shall establish a procedure and method of ascertaining the names of the voting delegates and alternate voting delegates so designated. In case disputes arise concerning such designations, the President shall, at the goals conference, appoint a credentials committee to settle any such disputes.

Section 2. Voting. If the voting delegate of a member municipality is present at the goals conference, that voting delegate shall cast the vote of the municipality. If the voting delegate is not present, then the alternate voting delegate may cast the vote of the municipality. If neither the voting delegate nor the alternate voting delegate is present, then no person may cast the vote of the municipality. Only authorized voting delegates may make motions with respect to proposed policies and other matters, provided that other municipal officials may be recognized to speak at the discretion of the presiding officer.

Section 3. Roll-Call Votes. All votes at the goals conference on policy matters will be conducted by use of voting cards, rather than by voice votes, in keeping with Article VII of the League Constitution. On any question, one-fifth (1/5) of the voting delegates may demand the conduct of a roll-call vote.

Section 4. Parliamentarian. The president of the North Carolina Association of Municipal Attorneys, or his or her designee, shall serve as parliamentarian at the goals conference. Any such designee must be the attorney for a League member municipality. The parliamentarian shall advise the presiding officer on procedure and may make procedural rulings as questions arise.

Article IV: Appointments and Candidates

Section 1. Candidates to NLC Offices. No candidate for an office or membership on the Board of Directors of the National League of Cities shall receive the endorsement of the League unless such candidacy has been officially approved by the League Board of Directors.

Section 2. Reimbursement of Expenses. The League will reimburse a North Carolina municipal official who is serving as an officer or member of the Board of Directors of the National League of Cities with out-of-state travel expenses as authorized in the adopted budget, not to exceed a total of four trips in any one fiscal year. The League will reimburse steering committee members nominated by the League and appointed by NLC as authorized by the budget, for attendance at a maximum of two steering committee meetings per year, exclusive of meetings at the Congressional City Conference and the Congress of Cities. The League will reimburse a North Carolina Municipal official who serves as a member of an NLC strategic planning committee or other special NLC committee when, in the judgment of the League Executive Committee, such service is of significant benefit to the League and the membership, under the same provisions as for steering committee members. The League will reimburse a municipal official who serves as a member of the NLC Small Cities Advisory Council, under the same provisions as for steering committee members. The League will reimburse any North Carolina municipal official who is requested by the League, the National League of Cities, or a member of Congress to testify before a Congressional Committee, as authorized by the adopted budget, not to exceed three such trips during any one fiscal year for the same individual. The League will reimburse members of the League Executive Committee for travel expenses incurred for attendance at League Board and Executive Committee meetings, and National League of Cities conferences. The Board of Directors may establish policies setting maximum dollar amounts per trip and other guidelines for reimbursement. Requests for reimbursement of travel expenses shall be submitted on appropriate vouchers to the Executive Director. Travel expense reimbursements during the fiscal year shall not exceed the funds appropriated for this purpose by the Board of Directors.

Section 3. Appointments to State Bodies. In the event the President is called upon by the Governor or any other state official to make an appointment to a state board, commission, committee, agency or other body, the President shall endeavor to select the municipal official most appropriate to serve in that capacity. The President shall, with the assistance of the League staff, take into consideration interest expressed in serving by individuals, specific requests to serve on a body, and the background, qualifications and particular expertise of individuals under consideration.

Article V: Affiliate Organizations/Memorandums of Agreement

Section 1. Qualifications. An affiliate organization of the League, approved pursuant to Section V, Article 2 of the League Constitution, shall have a membership which is comprised of at least 51% individuals who are elected or appointed officials of municipalities in North Carolina. The by-laws and any amendments thereto of the organization shall be approved by the League Board of Directors and must state in the appropriate section of such bylaws that this organization is an affiliate organization of the North Carolina League of Municipalities.

Section 2. Other Conditions. The Board of Directors may impose such other restrictions, conditions and requirements concerning the affiliation and operation of affiliate organizations as it deems appropriate.

Section 3. Service Agreements and Constituency Groups. The Board of Directors may enter into service agreements or other types of agreements, with organizations of municipal officials or special groups of municipal officials under such terms and conditions as may be beneficial to the League and mutually agreed upon by the Board and such organizations or groups.

Article VI: Honorary and Complimentary Memberships

Section 1. Honorary Individual Lifetime Membership. Honorary Lifetime Membership in the League shall constitute the highest recognition by the League, and may be bestowed by the membership, upon recommendation of the Board of Directors, to those individuals who have demonstrated extraordinary dedication to the cause of municipal government in North Carolina, including individuals who have rendered over a period of years extraordinary service to the League.

Section 2. Complimentary Individual Lifetime Membership. Complimentary Individual Lifetime Membership shall be extended to all past presidents of the League who are no longer municipal officials, and those municipal officials and employees with at least 25 years of municipal service at the time of their voluntary retirement. Such members shall be entitled to all attributes of membership as member municipalities except voting privileges and that of holding office.

Article VII: Information Distribution

Section 1. Reports to the Membership. The President or the Executive Director shall prepare and make available to the membership an annual report concerning the affairs of the League. The annual budget and annual audit, as required by Section VIII of the Constitution, shall be available for inspection by any official of a member municipality at any time during regular League office hours.

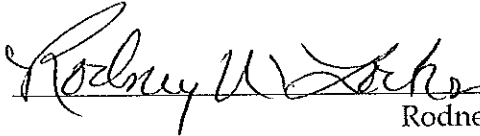
Section 2. Salary Reports. [Deleted by Board action, May 6, 2009.]

Section 3. Mailing Lists and Directories. Mailing lists maintained by the League can be made available to state offices and agencies and to other agencies, institutions, or individuals after submission of the matter to be mailed for review to the Executive Director or his designee and payment of appropriate fees as determined by the Executive Director.

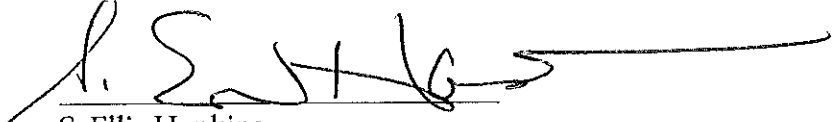
Article VIII: Financial Matters

No League funds shall inure to the benefit of any private interest, except for reasonable compensation for services rendered. Upon dissolution of the League, all remaining assets shall be distributed to League corporate members as defined in Article II, Section 1 of the League Constitution, all of which are municipalities. No League assets shall be distributed to any private interest or any profit-seeking entity.

Approved by the Board of Directors this the 4th day of September, 1985; as amended by the Board of Directors on January 21, 1987; August 2, 1989; June 22, 1992; August 11, 1993; March 30, 1994; May 27, 1997; January 29, 1998; May 12, 1998; June 23, 1998; January 27, 1999; June 26, 2002; January 30, 2004; May 20, 2004; December 8, 2005; May 6, 2009; August 18, 2009, May 12, 2010 and June 24, 2010.


Rodney W. Locks
President

Attest:


S. Ellis Hankins
Executive Director