

CONSTITUTION

THE NORTH CAROLINA LEAGUE OF MUNICIPALITIES

ARTICLE I. NAME AND OBJECTIVES

Section 1. NAME. This organization shall be known as the North Carolina League of Municipalities, which shall be a non-partisan federation of municipal governments in the State of North Carolina.

Section 2. OBJECTIVES. The objectives of the organization shall be to serve as an instrumentality of the municipal governments in North Carolina and as an agency for the cooperation of the municipalities in this State to investigate, study, discuss and recommend improvements in and the application of more efficient methods in municipal government; to provide means whereby officials may interchange ideas and experiences and obtain expert advice; to collect, compile and distribute to municipal officials information about municipal government and the administration of municipal affairs; to serve as an advocate for municipalities with regard to legislation and to oppose legislation injurious thereto; to develop, advocate and support municipal government policies; to cooperate with other levels of government and the agencies thereof in developing interlocal and intergovernmental policy and action programs; to promote, sponsor or conduct training programs designed to improve the quality of municipal government; to promote education in municipal government; and to do any and all things necessary and proper for the benefit of municipalities in the administration of their affairs in carrying out responsibilities to the public.

ARTICLE II. MEMBERSHIP

Section 1. CORPORATE MEMBERSHIP. Any incorporated city, town or village in the State of North Carolina may become an active, corporate member of the League, upon written application to the Executive Director and payment of the required annual service fee.

Section 2. INDIVIDUAL MEMBERSHIP. Individual membership may be granted to any former elected or appointed municipal officer interested in the purposes of the organization upon conditions determined by the Board of Directors.

Section 3. HONORARY MEMBERSHIP. Any resident or former resident of the State of North Carolina who, in the opinion of the organization, has rendered distinguished service to the cause of better government shall be eligible to honorary membership. Nomination to honorary membership shall be made by the officers and directors to the general convention, which shall make all elections to honorary membership.

Section 4. ASSOCIATE MEMBERSHIP. Any unit of local government, public authority or special district, as defined in the North Carolina Local Government Budget and Fiscal Control Act, other than an incorporated city, town or village, or any other organization or entity may become an associate member of the League upon written application, approval by the Executive Director and payment of the required annual service fee, provided that the unit, organization or entity has a direct and significant connection with one or more municipalities and authorized

municipal powers and functions. A unified government under the provisions of Article 24 of G.S. Chapter 153A may become an associate member upon written application, approval and payment of the required annual service fee. In addition, affiliate organizations as defined in Section 5 of this article and other organizations of local government officials or employees that have entered into written service agreements with the League shall be deemed associate members, upon payment of the service fees as provided in the respective written agreements.

Section 5. AFFILIATE ORGANIZATIONS. Organizations whose membership is composed predominantly of municipal officials or employees may become an affiliate organization of the League upon such terms and conditions as the Board of Directors and the officers of such organization shall mutually agree.

Section 6. MEMBERSHIP PRIVILEGES. Active officials and employees of corporate members shall be entitled to all the privileges of membership. Individual, honorary and associate members shall be entitled to all the privileges of membership except that they shall not be eligible to the office of President, Vice President or member of the Board of Directors and shall not be accorded the privilege of voting, provided that the Board of Directors may authorize limited service categories of membership for some or all associate members.

ARTICLE III. OFFICERS, BOARD OF DIRECTORS; ELECTION

Section 1. OFFICERS. The officers of the League shall be a President, a First Vice President, a Second Vice President, and an Executive Director.

Section 2. BOARD OF DIRECTORS. The Board of Directors shall consist of the President, the Vice Presidents, the Immediate Past President and one director from each of the twelve League districts composed of the following counties:

- (1) First District: Bertie, Camden, Chowan, Currituck, Dare, Martin, Gates, Hertford, Pasquotank, Perquimans, Tyrell and Washington.
- (2) Second District: Beaufort, Carteret, Craven, Hyde, Jones, Onslow and Pamlico.
- (3) Third District: Bladen, Brunswick, Columbus, Duplin, New Hanover, Pender and Sampson.
- (4) Fourth District: Greene, Johnston, Lenoir, Pitt, Wayne and Wilson.
- (5) Fifth District: Edgecombe, Franklin, Halifax, Nash, Northampton and Warren.
- (6) Sixth District: Alamance, Caswell, Chatham, Durham, Granville, Orange, Person, Vance and Wake.
- (7) Seventh District: Cumberland, Harnett, Hoke, Lee, Moore, Robeson and Scotland.
- (8) Eighth District: Anson, Cabarrus, Mecklenburg, Montgomery, Richmond, Stanly and Union.

- (9) Ninth District: Davidson, Davie, Forsyth, Guilford, Randolph, Rockingham, Rowan and Stokes.
- (10) Tenth District: Alexander, Alleghany, Ashe, Avery, Caldwell, Iredell, Surry, Watauga, Wilkes and Yadkin.
- (11) Eleventh District: Burke, Catawba, Cleveland, Gaston, Lincoln, McDowell and Rutherford.
- (12) Twelfth District: Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Madison, Macon, Mitchell, Polk, Swain, Transylvania, and Yancey.

And in addition, twelve directors shall be elected at-large from member municipalities, five of whom shall be elected officials, three of whom shall be city or town managers or appointed chief administrative officers of a municipality; one of whom shall be an attorney who represents a municipality; one of whom shall be a municipal clerk; and two of whom shall be representatives of affiliate organizations of the League and who are not a municipal attorney or clerk. Not more than one member of the Board of Directors, exclusive of officers and representatives of the North Carolina Metropolitan Mayors Coalition as defined in Section 5, shall be elected or appointed from the same municipality. Provided, however, that not more than two members of the Board of Directors shall be elected or appointed from the same municipality.

Section 3. DUTIES. Subject to this Constitution and such action as may be taken from time to time by the League at any annual or special meeting, the Board of Directors shall have general control and supervision over the League and be empowered to determine all questions of policy which may arise during the interval between meetings. The Board of Directors shall meet at such time and place as may be designated by the President or any three directors.

All directors shall be entitled to vote on any question coming before this body. No action shall be taken by the directors at any meeting unless a quorum be present. A quorum shall consist of fourteen¹ directors who are entitled to vote, and a majority of the directors present and voting shall be required to adopt any motion or to take any other action. The Board of Directors shall create an Executive Committee to consist of as many of its members and to perform such duties as the Board may from time to time determine.

Section 4. ELECTION; TERM OF OFFICE. With the exception of the Executive Director, all officers shall be elected at the annual meeting and shall hold their offices for a term of one year or until the succeeding annual meeting and until their successors are elected and shall qualify. All directors shall be elected at the annual meeting and shall hold their offices for a term of two years or until the second succeeding annual meeting after their respective terms begin and until their successors are elected and shall qualify. Should any officer or director of the League discontinue for any reason his official position with his municipality, his office with the League shall immediately become vacant. Provided, however, that no director, exclusive of officers, shall serve more than two consecutive terms. Except for the North Carolina Association of Municipal Attorneys, the North Carolina Association of Municipal Clerks and the North Carolina Metropolitan Mayors Coalition, an affiliate organization shall not have a representative on the

¹ In accordance with an amendment adopted by the membership on October 27, 2009, effective at the close of the 2010 annual meeting, the number of directors constituting a quorum is changed from fourteen to fifteen.

Board for more than two consecutive terms. The officers and directors shall assume office immediately after the close of the annual meeting. The Executive Director shall be appointed by the Board of Directors and shall hold office during its pleasure.

Section 5. NOMINATIONS. Nominations for officers and directors shall be made by a nominating committee of not less than seven members at least one of whom shall be an African-American and at least one of whom shall be a woman and these committee positions shall not be filled by the same person. The nominating committee shall be appointed and announced by the President not later than forty-five days prior to the first day of the annual meeting. Nominations for the three directors who are managers or chief administrative officers shall be made from a slate of six nominees submitted to the nominating committee by the municipal members of the North Carolina City and County Management Association.

Nomination for the director who is an attorney representing a municipality shall be made from a slate of two nominees submitted by the North Carolina Association of Municipal Attorneys. Nomination for the director who is a municipal clerk shall be made from a slate of two nominees submitted by the North Carolina Association of Municipal Clerks. Nominations for the directors representing affiliate organizations of the League who are not an attorney representing a municipality or a municipal clerk shall be made from names submitted by affiliate organizations. No such affiliate organization shall submit more than one name. Additional nominations for any office or the Board of Directors may be made from the floor.

If at the time of the nominating committee meeting there is no representative of the North Carolina Metropolitan Mayors Coalition serving on the Board of Directors whose term shall continue until the next annual meeting, then the nominating committee shall seek to nominate at least one representative of the North Carolina Metropolitan Mayors Coalition to serve on the Board. A representative of the North Carolina Metropolitan Mayors Coalition shall be an individual serving on the Board of Directors of that organization.

Section 6. VACANCIES. Vacancies for any cause shall be filled for the unexpired term by the Board of Directors.

Section 7. ELIGIBILITY FOR OFFICE. Any elected official or employee of a member municipality shall, during the term for which he or she is elected or appointed, be eligible for the office of President, Vice President or Director.

ARTICLE IV. DUTIES OF OFFICERS

Section 1. PRESIDENT. The President shall preside at all business meetings of the League, but may in his discretion or at the suggestion of the directors arrange for presiding officers for the other meetings. He shall appoint all committees unless otherwise provided, and shall perform such other duties as are usually incumbent upon that officer, or as may be directed by resolution of the League or by the Board of Directors. In case of absence or disability of the President, the two Vice Presidents in order named shall exercise his functions.

Section 2. EXECUTIVE DIRECTOR. The Executive Director shall attend all meetings of the Board of Directors, be responsible for the administration of all League affairs, keep the Board fully advised regarding all League activities and shall submit an annual report to the Board of

Directors, including a report of all receipts and disbursements during the preceding Fiscal Year. The Executive Director shall be responsible for implementing League policies and programs and shall perform such other duties as the Board of Directors may require. He shall receive for his services such compensation as may be determined by the Board of Directors.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. COMMITTEES. The Board of Directors shall establish such standing committees and special committees as they deem necessary and appropriate. The President shall make all appointments to committees so established.

Section 2. COMMITTEE MEETINGS; MEMBERSHIP. A majority of each committee shall constitute a quorum thereof, and any question may be decided by a majority vote of those in attendance. Vacancies shall be filled by the President. Should any member of any committee discontinue for any reason his official position with a municipality, his or her membership on any committee shall immediately become vacant. Provided, however, the President may appoint a former municipal official or employee as a non-voting member of a League committee for such term as the President may designate.

Section 3. NOTICE REQUIRED. At the time a standing or special committee is established, all member municipalities shall be so notified and informed regarding the committee's general purpose and planned procedures.

ARTICLE VI. MEETINGS

Section 1. ANNUAL, SPECIAL MEETINGS. The League shall hold at least one meeting annually at such time and place as may be determined by the Board of Directors. Special meetings of the League may be held at such times and places as may be determined by the Board of Directors. Adequate notice of any special meeting shall be determined by the Board of Directors and given to all member municipalities and only the subjects announced in such notice shall be eligible for action by the delegates assembled. Eligible issues shall be resolved in the same manner as in the annual meeting.

Section 2. RULES AND PROCEDURE. The Board of Directors shall establish and may from time to time alter reasonable rules and procedures under which member municipalities may submit policy matters for consideration at the annual or any special meeting. Member municipalities shall be notified regarding the rules and procedures so established and shall be given adequate notice of any changes therein.

ARTICLE VII. REPRESENTATION

Section 1. On all questions coming before the annual meeting, each member municipality represented shall have one vote, which shall be the majority expression of the delegates from that municipality. Vote by proxy shall not be permitted. A majority vote of those municipalities present and voting shall govern in all cases, provided that a simple plurality shall govern in

elections in which there are more than two nominees for one position. Between annual meetings the officers and directors may submit any question to the League membership by mail ballot and such question so submitted shall be resolved in the same manner as in the annual meeting.

ARTICLE VIII. FINANCIAL AFFAIRS

Section 1. For the support of the League, the Board of Directors shall establish annual service fees for League membership in such amounts as they may from time to time deem appropriate. The Board of Directors may authorize the Executive Director to establish other charges for special League services, meetings, publications or other purposes as they deem appropriate. The Board of Directors shall annually adopt a budget for the Fiscal Year and make the necessary provisions to employ a qualified accounting firm to make an annual audit of all League funds and accounts.

ARTICLE IX. AMENDMENTS

Section 1. This Constitution may be amended at any annual meeting by a two-thirds (2/3) vote of all member municipalities present and voting, provided such proposed amendment shall first have been submitted to the League membership in writing not less than forty-five days prior to the first day of the annual meeting. Such vote shall not be taken until a report on the proposed amendment has been presented to the membership by the Board of Directors.

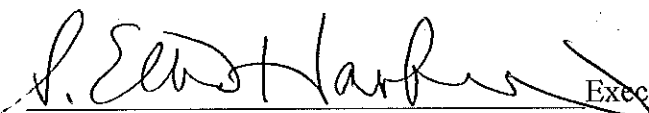
This Constitution, originally adopted on the 20th day of April, 1934; subsequently amended on the 12th day of October, 1971; further amended on the 1st day of November, 1982; further amended on the 29th day of October, 1984; further amended on the 21st day of October, 1986; further amended and readopted on the 25th day of October, 1999; further amended and readopted on the 17th day of October, 2000; further amended and readopted by the membership on the 13th day of October, 2003; further amended and readopted by the membership on the 17th day of October, 2006; and further amended and readopted by the membership of the North Carolina League of Municipalities in annual meeting assembled this 27th day of October, 2009.



President

(Signature)

ATTEST:



Executive Director

(Signature)