

BYLAWS

North Carolina League of Municipalities

Article I. Board of Directors, Board Committees, and Other League 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 eight individuals, including the officers, the immediate past president, and such other additional individuals who shall be chosen by the Board of Directors from among its own membership at the first Board meeting following the annual meeting. The Board shall take into consideration appropriate factors to represent the diversity and interests of the membership in choosing members of the Executive Committee. The President shall chair the Committee. 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 not have power to take any action that is contrary to a decision of the Board or that results in a substantial change to the structure or functions of the organization. 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. In the interim between the annual meeting and the first Board meeting subsequent to the annual meeting, the officers, the immediate past president, and any Executive Committee members still serving on the Board shall serve as the Executive Committee.

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. Presidents' Advisory Committee. There shall be a Presidents' Advisory Committee comprised of all past presidents who are active municipal officials. The President and the Board may call upon the committee to make recommendations or advise on special projects and initiatives.

Section 5. Nominating Committee. There shall be a Nominating Committee comprised of a chairperson and twelve other members appointed by the President, in compliance with Article III, Section 5 of the League Constitution. The chairperson shall not vote except to break tie votes. Excluding the chairperson, three members of the Committee shall be past presidents of the League who are active municipal officials, three shall be active municipal elected officials who are current or former League legislative action or regulatory action committee members, and the remainder shall be active municipal officials chosen at large. If there are fewer than three qualified past presidents available to serve, those seats shall be filled by municipal officials

appointed at large. In forming the committee, the President shall take into consideration appropriate factors to represent the diversity and interests of the membership. 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. In considering potential nomination of incumbent or past Board members for a second term or service as an officer, the Committee shall consider attendance at Board meetings and Board committee meetings, and shall not nominate a candidate if it appears that there were excessive or unjustified absences. Candidates who are not nominated by the Nominating Committee may be nominated from the floor at the annual business meeting, but each candidate to be nominated from the floor must submit a written form to the League voting desk at least one hour prior to the beginning of the business meeting.

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 Action 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 at least one chairperson chosen by the President from among the members of the Board of Directors, and may have up to 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. To ensure continuity in the policy development process, committee members shall serve until appointments made by the incoming President are accepted by incoming committee members. Presidents shall take appropriate steps to ensure staggering of appointments, continuity of service, and opportunities for others to serve.

Section 6.1. Standing Regulatory Action Committee. The Standing Regulatory Action Committee shall consider state and federal agency administrative rulemaking and policies, and other matters of interest referred to them by the Board of Directors, matters deemed by the committee to be of significance, and matters brought to the attention of the committee by members of the League, the League staff, or any of the Standing Legislative Action Committees.

The committee shall make such recommendations and reports to the Board of Directors as are deemed appropriate by the committee and its chairpersons. The committee shall be composed of at least 35 but no more than 45 elected or appointed municipal officials, former state agency personnel, or regulatory oriented consultants appointed by the President. There shall be no more than a combined total of 4 former state agency personnel and regulatory oriented consultants, serving as non-voting members of the committee. The President shall make reasonable efforts to appoint members who express their interest in serving. The President shall seek to appoint committee members that are representative of the membership and shall take into consideration the factors set out in Article I, Section 5 of these Bylaws. The committee shall have one co-chairperson chosen by the President from among the members of the Board of Directors and one co-chairperson chosen by the President from among the elected or appointed municipal members of the committee. To ensure continuity in the policy development process, committee members shall serve until appointments are made by the incoming President and accepted by incoming committee members. Presidents shall take appropriate steps to ensure staggering of appointments, continuity of service, and opportunities for others to serve.

Section 6.2. Risk Management Services Committee. There shall be a standing committee known as the Risk Management Services Committee, which shall have the rights, powers and authority as set forth in those certain Risk Management Services Committee Guidelines dated as of February 11, 2016 (the “Guidelines”), which Guidelines may be amended from time to time by the Board. The President shall appoint the initial League Board members of the Risk Management Services Committee and shall make all appointments to the Risk Management Services Committee in accordance with Article V, Section 1 of the Constitution and the Guidelines. This Board shall re-evaluate the purposes of the Committee in light of the Administrative Services and Sponsorship Agreement that became effective September 14, 2016, and to that end this section shall not be implemented prior to July 1, 2018.

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 . Attendance. The President and Executive Director shall provide abundant advance notice of the date, time and location of scheduled Board meetings, and appropriate reminders. Board members should make every effort to attend scheduled Board meetings, just as for city council meetings, and should reserve at least four hours for each meeting, in order to represent and serve the League membership effectively. If a Board member is unable to attend a meeting, he or she must inform the President or Executive Director in advance, state the reason and request that the President grant an excused absence. In circumstances where the request could not reasonably have been made in advance, Board members may send a request for an excused absence as soon as possible after the meeting. The President may grant an excused absence in his or her sound discretion, if the absence is attributable to an unavoidable schedule conflict related to municipal duties, illness or other significant personal hardship, or for other good reason.

Article II: Policy Development Procedures

Section 1. Biennial Policies. The League shall hold an Advocacy Goals Conference prior to the convening of the first regular session of the N.C. General Assembly's biennium. At the goals conference, the League will submit proposed policies to its membership for adoption. The League will inform its membership of its policy development procedures and the opportunity to submit proposed policies in even-numbered years. After the League gives notice members shall have at least 45 calendar days to submit proposed policies in writing from the date the noticed submission period begins. Proposed policies may be submitted by elected or appointed municipal officials, but all proposals shall indicate whether or not the governing body of the submitting official's municipality has voted to approve submission of the proposal. Proposed policies will be referred to the appropriate standing legislative or regulatory action committee for review, and such 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 no later than 30 calendar days prior to the goals conference. The governing board of a member municipality may vote to approve submission of additional goals for consideration at the Advocacy Goals Conference, as long as they are received by the League in writing at least fifteen calendar days before the scheduled date of the Advocacy Goals Conference. At least ten calendar days before the Advocacy Goals Conference, a Goals Review Committee, consisting of the members of the League Executive Committee and those persons who served as the chairs of the Standing Legislative and Regulatory Action Committees during the development of the most recent goal recommendations submitted to the League Board of Directors, shall determine whether each properly submitted additional goal shall be included for consideration at the Advocacy Goals Conference. Following the Advocacy Goals Conference, 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 Advocacy Goals Conference

Section 1. Designation - Voting of Delegates. Each member municipality sending delegates to the Advocacy 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 or electronic vote recording devices, 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. 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 IVA: Reimbursement of Expenses

Section 1. League Board of Directors. The League will reimburse members of the League Board of Directors for travel expenses incurred for attendance at League Board, Executive Committee, and Board Committee meetings.

Section 2. National League of Cities. The League will reimburse League officers for travel expenses incurred for attendance at National League of Cities conferences. 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.

Section 3. Procedure and Limitations. 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 forms 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.

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 bylaws and any amendments thereto of the organization 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. After initial approval of such agreements by the Board, the Executive Director is authorized to execute periodic renewal agreements with altered provisions about service levels, fees and other matters, so long as the revised agreements do not materially alter the contemplated relationships.

Article VI: Special Honors and Awards

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. Meritorious Individual Lifetime Membership. Meritorious Individual Lifetime Membership shall be extended to all past presidents of the League who are no longer municipal officials. The Board of Directors may award Meritorious Individual Lifetime Membership to municipal officials and employees with at least 25 years of municipal service at the time of their voluntary retirement and to such other former municipal officials and employees who have demonstrated faithful service and lasting contributions to municipal government.

Section 3. Distinguished Service Award. The Board of Directors may award a Distinguished Service Award to any individual who has rendered outstanding service to North Carolina cities and towns by making substantial contributions to the advancement of excellence in municipal government.

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. 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 or her designee and payment of appropriate fees as determined by the Executive Director.

Article VIII: Financial Matters

Section 1. Dissolution. 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; June 24, 2010; September 14, 2011; May 23, 2012; November 8, 2013; March 26, 2014; July 22, 2015; February 11, 2016; May 9, 2016 (by action of executive committee authorized by Board on April 13, 2016); November 30, 2016; and July 17, 2018.

Michael Lazzara
President

Attest:

Paul Meyer
Executive Director