

**National League of Cities (NLC)
National Black Caucus of Local Elected Officials (NBC-LEO)
Constituency Group Bylaws**

ARTICLE I

Name, Office, Mission, Purpose, and Goals

Section 1.1 Name, Office, and Fiscal Year. This organization, as established in 1970, shall be known as the National Black Caucus of Local Elected Officials, hereafter (NBC-LEO), a constituency group of the National League of Cities. The office of the National Black Caucus of Local Elected Officials shall be located at the National League of Cities, hereafter (NLC), 1301 Pennsylvania Avenue, NW, Suite 550, Washington, DC 20004. The fiscal year of NBC-LEO shall begin on the first day of October of each year.

Section 1.2 Mission. Serve as a strong and vital organization with the abilities to shape public policy and advocacy for municipalities and educate local elected officials about leadership and governance issues.

Section 1.3 Purpose and Goals. The purpose and goals of the National Black Caucus of Local Elected Officials include:

A. Encourage the full participation and active involvement of African American and other officials with interests in African American issues in the organization and policy-making and advocacy processes and programs of the National League of Cities and the state municipal leagues.

B. Serve as a primary resource and networking forum in identifying and providing names, qualifications, expertise and interests of African American officials in municipal government eligible for NLC and other nationally-appointed positions.

C. Promote issues of interest to African Americans and the status of African Americans in our cities, towns, villages and boroughs.

D. Establish partnerships with other national or state organizations and corporations concerned with municipal government or African American municipal policy and legislative issues.

ARTICLE II

Membership, Dues and Finance

Section 2.1 Classes of Membership. There shall be four classes: Regular, Associate, Supporting, and Corporate Member.

Section 2.2 Regular (Voting) Member. Any municipal elected official (mayor, council president, council vice president, councilmember, city or town commissioner, alderperson or city clerk) representing a member city of the National League of Cities and state municipal league

who has an interest in the mission, purpose, and goals of NBC-LEO and who has tendered the amount of dues required by membership is considered an eligible voting member.

Section 2.3 Associate Member. Any other elected or appointed official (municipal, county or state) who has tendered the amount of dues required by membership. Associate members are not eligible to vote on any matter being considered by the organization or serve on the NBC-LEO Board of Directors.

Section 2.4 Supporting Member. Any individual interested in supporting the goals of African Americans in local government who has tendered the amount of dues required by membership (includes former municipal, county, state officials as well as non-elected individuals). Supporting members are not eligible to vote on any matter being considered by the organization or serve on the NBC-LEO Board of Directors.

Section 2.5 Corporate Member. Any corporation or private sector organization which has an interest in the mission, purpose, and goals of NBC-LEO which has tendered the amount of dues required by the membership. Corporate members are not eligible to vote on any matter being considered by the organization or serve on the NBC-LEO Board of Directors.

Section 2.6 Dues, Fees, and Membership Terms. Annual dues and activity fees required for all classes of members shall be determined by the Board of Directors and the dues for the membership year will begin 30 days prior to the NBC-LEO General Membership Meeting at the NLC annual Congress of Cities conference. Dues and activity fees may be paid through the NLC conference registration process or by annual invoicing of renewals, in person, or by mail to NBC-LEO at NLC. All membership dues for the coming year for voting members are due in advance of the NBC-LEO Annual Membership Meeting at the NLC Congress of Cities in order for the voting member to have the right to vote at the meeting. The failure of any member to pay his/ her annual dues shall result in suspension of his/ her membership and/or voting rights and service on the Board of Directors until all dues and fees are paid in full. No member may transfer his/ her membership or another individual.

Section 2.7. Finance. NBC-LEO funds raised from membership dues, activity fees, corporate donations, or any other source shall be expended only upon approval by the NBC-LEO Board of Directors based on the annual NBC-LEO budget. NBC-LEO operating funds will be deposited and held in custody by the National League of Cities for NBC-LEO as an NLC constituency group, and managed for NBC-LEO in accordance with the National League of Cities' financial management policies and procedures.

ARTICLE III

Officers, Board of Directors, and Board Meetings

Section 3.1 Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of NBC-LEO as a constituency group of the National League of Cities in conjunction with NLC operations and procedures.

Section 3. 2 Qualifications and Selection. Each Director of NBC-LEO shall be a voting member in good standing for at least one year. All officers, regional directors, at-large members of the Board of Directors and the past presidents of NBC-LEO shall constitute the Board of Directors. In the case of vacancies, directors shall be elected by the eligible voting members.

Section 3.3 Number, Term of Office, and Nominations. The Board of Directors shall consist of not less than 23 voting Board members who shall include the following: President, the President-Elect, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Parliamentarian, Historian, and Chaplain, and at least ten (10) but not more than twenty (20) regional directors, all past presidents remaining in elected municipal office and six (6) at-large members, three of whom shall be appointed by the President of NBC-LEO and three of whom shall be elected by the eligible voting members. Each director shall hold office until the next annual meeting of the membership and until his/ her successor shall have been elected or appointed as a replacement. Each officer and director shall, at the time of his/her election at the NBC-LEO annual membership meeting, be an elected official and an NLC and state municipal league member and a voting member of NBC-LEO. Associate, Supporting, and Corporate Members are not qualified to serve on the NBC-LEO Board of Directors.

Nominations for officers and board members shall be made by an NBC-LEO Nominating Committee, which shall be chaired by the Immediate Past President of NBC-LEO. The NBC-LEO Board of Directors and general members will abide by the NBC-LEO Nominations and Elections Procedures established as criteria for NBC-LEO Board service. These procedures will also serve as guidelines for the annual Board nominations/elections process which requires submission of Board candidate applications before the NBC-LEO Nominating Committee Hearing at the annual NLC Congress of Cities.

Section 3.4 Definition of Regional Director. A region is defined as a political subdivision of state(s) of which there are fifty or more elected officials. Regional Directors shall be elected at the annual NBC-LEO membership meeting by regular (voting) members in good standing from those regions. In the areas where a Regional Director has not been elected, the President may appoint one. If the Regional Director does not serve when elected or is out of elected office, the President has the right to appoint one until the next annual membership meeting. Regions may elect an assistant regional director who can vote in the absence of the regional director at NBC-LEO Board of Directors meetings.

Section 3.5 Line of Succession, Resignation, and Vacancies. Upon the expiration of the term of President, at the annual membership meetings, the successor to that office shall be the President-Elect. The First Vice President and other officers in order of their rank and seniority shall be elected annually. Any director may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the date of receipt of such notice. An office of a Board of Directors may become vacant if the Board member has not tendered the required amount of dues/fees or has discontinued serving in municipal elected office. The Board of Directors may appoint a replacement (other than a regional director) for the remainder of a Board member's term.

Section 3.6 Removal. At any special meeting called for the purpose of removing or electing directors for just cause, the entire Board of Directors or any individual director, may be removed from office by vote of the members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Board of Directors. In such case, a new director may be elected at the same meeting.

3.7 Board of Directors Meetings. Immediately after each annual election of Directors at the NLC Congress of Cities or other meeting at which the entire Board of Directors is selected, the newly selected Board of Directors shall meet to transact business at the place where said selection of Directors was held. The NBC-LEO Board of Directors will also meet formally three times per

year – at the above referenced meeting, at the NLC Congressional City Conference in Washington, D.C., and at the NBC-LEO Annual Summer Conference and Board of Directors Meeting. Reasonable advance notice will be provided regarding the meeting. Special meetings or conference calls of the Board of Directors shall be held whenever called by the President or by five or more of the Directors. Notice of each such meeting shall be given to each Director by telephone, e-mail or in writing with reasonable advance notice.

Section 3.8 Quorum of the Board of Directors. Manner of Acting and Adjournment. Half of the Board of Directors plus one shall constitute a quorum of the Board of Directors for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. The Board members present at a duly organized meeting shall continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The Directors shall act only as a Board and the individual Directors shall have no power as a Board.

Section 3.9 Executive and Other Committees. The Board of Directors may, by resolution adopted by the majority of all Directors or directors at a meeting with a quorum, establish an Executive Committee and one or more standing committees with each committee to consist of three or more Directors of NBC-LEO. Each committee of the Board shall serve at the pleasure of the Board.

The Executive Committee shall have and exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of NBC-LEO, except that the Executive Committee shall not have any power or authority to fill vacancies on the Board, adopt, amend or repeal the Bylaws, or amend or repeal any resolution of the Board.

The Executive Committee will consist of the President, Immediate Past President, President-Elect, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Chaplin, Historian, Parliamentarian, and At-Large Board Members.

A majority of the Directors in office designated to a committee, or Directors designated to replace them as provided in this Section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Directors in office designated to a committee or their replacements shall be the acts of the committee. Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Directors.

3.10 Officer Duties. The President, or in his/her absences, the President-Elect and then the Vice Presidents in order of rank and seniority shall preside at all meetings of the members of the Board of Directors and shall perform such other duties as may from time to time be requested of him/her by the Board of Directors. The President-Elect and the Vice President, in order of their rank, shall perform the duties of the President in his/ her absence and such other duties as may from time to time be assigned to them by the Board of Directors or by the President.

The Secretary, Assistant Secretary, or his/her designee shall attend all meetings of the members and of the Board of Directors and shall record all the votes of the members and of the Directors and the minutes of the meetings to the members and of the Board of Directors and of committees of the Board for distribution to members.

The Treasurer shall have the power to authorize and review expenditures on behalf of the NBC-LEO operating account at NLC. The Treasurer provides a Treasurer's Report at each NBC-LEO Board of Directors Meeting.

ARTICLE IV

Meetings, Voting and National Policy

Section 4.1 General Membership Meetings. The general membership shall meet at least two times a year at either the NLC Congressional City Conference NBC-LEO annual membership meeting, the annual NBC-LEO summer conference Board of Directors meeting, or at the NLC Congress of Cities NBC-LEO annual membership meeting to transact business of the organization and elect new Board members. Notices of meetings shall be delivered via e-mail and regular mail along with website notices with reasonable advance notice to members.

Section 4.2 Quorum. The presence of twenty (20) regular members of good standing or a majority of those present and voting for commencing and closing of any business meeting shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Except as otherwise specified in these Bylaws, the acts, at a duly organized meeting, of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

Section 4.3 Organization and Voting Eligibility. At every meeting of the members, the President of the organization or in the case of a vacancy in the office or absence of the President of the organization, one of the following officers present in order stated shall preside: the President-Elect, First Vice President or Second Vice President of the organization in the order of their rank and seniority. In the absence of any of the above, a presiding officer shall be chosen by the members present, and entitled to cast a majority vote, which all members present and voting are entitled to cast, shall act as presiding officer, and the secretary or assistant secretary or in the absence of both the secretary and the assistant secretary, a person appointed by the presiding officers shall act as secretary. Every voting member in good standing shall be entitled to one vote. In conjunction with NLC, up-to-date membership lists will be provided to the NBC-LEO Board of Directors and NBC-LEO Nominating Committee in order to determine each year's eligible voting members for the membership meetings. Individuals who have not paid their balance of dues or activity fees will not be eligible to vote. A regular member will be entitled to vote only if his/ her dues have been paid. Nominations and voting procedures have been established are outlined within the NBC-LEO Membership Handbook.

Section 4.4. Resolutions and Policies. The NBC-LEO Board of Directors shall consider resolutions or policies from the NBC-LEO committees and membership and, upon acceptance from the NBC-LEO Board, such resolutions and policies will be submitted for consideration as part of NLC's policy development process.

ARTICLE V

NLC Support

Section 5.1 Executive, Managerial and Administrative Support. Staff of the National League of Cities shall serve as executive, managerial and administrative support for the National Black Caucus of Local Elected Officials. The amount of staff time and resources will be determined by NLC based on the group's planned activities for the year and other NLC organizational commitments and priorities.

Section 5.2 Newsletter. The National League of Cities will produce and distribute a quarterly informational constituency group newsletter containing items of particular interest to members of NBC-LEO via mail, the website and e-mail. This publication will also contain from other constituency groups. The leadership of NBC-LEO will submit articles periodically for inclusion in the newsletter.

Section 5.3 Coordination. NLC will provide staff support to NBC-LEO in developing and coordinating NBC-LEO activities during the Congress of Cities, Congressional City Conference, and the NBC-LEO Annual Summer Conference and Board of Directors Meeting. Upon request, NLC will provide meeting space and logistical support for NBC-LEO activities during these conferences. NBC-LEO will work with the National League of Cities to coordinate its events in conjunction with the overall NLC conference schedules.

Section 5.4 Leadership Meeting. At the NLC Congress of Cities, NLC will meet with the leadership of NBC-LEO, along with the other constituency group leaders, for the purpose of discussing collaborative program opportunities, leadership issues and work plans for the coming year.

Section 5.5 Membership Directory. NBC-LEO will produce an annual directory of its membership in coordination with NLC.

ARTICLE VI

Work Plan and Use of Name

Section 6.1 Work Plan. NBC-LEO's Board of Directors shall develop an annual work plan consistent with the NBC-LEO mission, purpose and goals and the National League of Cities program priorities. The work plan shall address the policy direction of NBC-LEO. The work plan will be updated annually by the NBC-LEO Board of Directors.

Section 6.2 Use of Name. NBC-LEO may only use the name of the National League of Cities in conjunction with the types of activities described within these bylaws. Should NBC-LEO engage in other activities for which a public statement of endorsement, support or acquiescence of NLC is desired, implied or intended, the explicit written consent of NLC shall be required.

ARTICLE VII

Amendments

Section 7.1 These bylaws may be amended at the NBC-LEO annual membership meeting by a two-thirds vote of all voting members present, provided that the proposed amendment(s) shall have been prepared in writing and distributed to the NBC-LEO Board of Directors for their discussion and ratification thirty (30) days in advance of the membership meeting.

Approved and adopted by the National Black Caucus of Local Elected Officials membership at the National League of Cities Congress of Cities in Reno, Nevada, December 8, 2006.

Signed by:

A handwritten signature in cursive script that reads "Felicia A. Moore".

Felicia A. Moore, President, National Black Caucus of Local Elected Officials

Councilmember, Atlanta, Georgia