



# Bylaws of the National League of Cities

Amended on November 19, 2016

## ARTICLE I.

### NAME, OBJECTS, MEANS, AND DEFINITIONS

**Section 1. NAME, OBJECTS, AND MEANS.** The name of the organization shall be the National League of Cities (NLC). It shall be a 501 (c) (4) nonprofit organization incorporated under the laws of the State of Illinois. The National League of Cities is dedicated to advancing the public interest, building democracy and community, and improving the quality of life by strengthening the capacity of local governments and advocating for the interests of local communities.

As custodians of democratic values, local government officials work together through the National League of Cities and their state municipal leagues to safeguard the authorities and improve the capabilities of general-purpose local governments to respond to the needs and aspirations of the people.

Local government officials act together through the National League of Cities and their state municipal leagues to express and advocate for their common interests and views as responsible partners in the federal system of governance.

**Section 2. DEFINITIONS.** As used herein, the words "city," "municipality," "local government," and "general-purpose local governments" shall mean any city, town or township, village, borough, or county that is a corporate entity or functions as such. The term "capacity"

references the means and ability to carry out the responsibilities of general-purpose local governments. The term "state" shall include any state, territory, or possession of the United States.

## **ARTICLE II.**

### **MEMBERS**

**Section 1. MEMBER LEAGUES.** Any state league or municipality or substantially similar organization (the dues of which are paid by municipalities and consisting of not less than ten active members) is eligible for membership in NLC and may be admitted as a member league upon filing the proper application and receiving the approval of the Board of Directors.

**Section 2. MEMBER CITIES.** Any city in the United States may, upon payment of the prescribed annual dues, become a member city and, as such, be entitled to all the services and privileges of NLC. It is herein provided that no city which is eligible to, but elects not to, hold membership in its respective state league shall be eligible for membership in NLC.

**Section 3. AFFILIATE MEMBER CITIES.** If a member state league participates in NLC's Affiliate Member Program, any city in such state, upon fulfillment of the requirements of its state league, may become an Affiliate Member City. An Affiliate Member City shall be entitled to all services and privileges provided by NLC and its member leagues. Elected Municipal officials of eligible affiliate cities shall be entitled to attend and participate in all organizational meetings of NLC, subject to rules and procedures set forth by the Board of Directors.

**Section 4. STATE LEAGUE CITY.** Any city, upon fulfillment of the requirements of its member state leagues, shall be eligible to become an NLC State League City. An NLC State League City shall be entitled to all the general services furnished to municipalities through the member state leagues. Such state league cities will not have the voting privileges of member cities and member state leagues.

## ARTICLE III.

### OFFICERS AND BOARD OF DIRECTORS

**Section 1. LEAGUE OFFICERS.** The officers of the National League of Cities shall be: a President, a First Vice President, a Second Vice President, an Immediate Past President, and an Executive Director. The Executive Director shall be appointed by the Board of Directors and shall hold office at the pleasure of that Board. The Executive Director shall be Secretary and Treasurer of NLC. The President, the First Vice President, and the Second Vice President, all of whom are elected at the annual meeting, shall hold office for one year, or until their successors are qualified. The term of office of all newly-elected and designated officers shall commence immediately upon adjournment of the annual meeting.

**Section 2. BOARD OF DIRECTORS.** The affairs of the National League of Cities shall be governed by a Board of Directors consisting of: the President, the First Vice President, the Second Vice President, the Chief Executive Officers from eight (8) member leagues, and forty (40) additional at-large members, all selected in the manner provided in Article III, Section 6 and Article IV. In addition, all Past Presidents still in elective office in a member city, and the Chair of each NLC standing Federal Advocacy Committee shall serve on the Board of Directors. The Board of Directors shall conduct the affairs of NLC when representatives of the membership are not assembled, including by a majority vote of Board of Directors members, determination or modification of national municipal policies, or adoption of resolutions on national legislation affecting cities. The Board of Directors may refer to the membership through the mail or electronically on any matter which is not otherwise provided for in these bylaws, the voting thereon to be as provided in Article IV, Section 5.

**Section 3. TERMS.** At-large members of the Board of Directors (referred to here as “Director”) shall serve a term of two (2) years from the date of their election. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than two (2) two-year terms. Fulfilling an incomplete term is not considered

part of the term limit. Director terms shall be staggered so that approximately half the number of Directors will end their term in any given year.

**Section 4: POWERS AND DUTIES OF OFFICERS.** The powers and duties of the Officers of the National League of Cities shall be indicated by the general definition of the title of their offices. The President shall establish and appoint such committees as may be necessary, provided that standing Board committees shall be established by a majority vote of the Board of Directors and their membership appointed by the President. The Executive Director shall transact the financial business of NLC and keep a complete record of all transactions and, with such assistants and staff personnel as necessary, shall perform such other duties as NLC or the Board of Directors shall direct and shall receive such compensation as the Board of Directors may prescribe.

**Section 5. EXECUTIVE COMMITTEE.** There shall be an Executive Committee composed of the following members of the Board: the President, the First Vice President, the Second Vice President, the two (2) most immediate Past Presidents still in elective office in a member city, two (2) Chief Executive Officers of member leagues recommended by the President and approved by the Board, and up to three (3) members of the Board recommended by the President and approved by the Board. NLC's Executive Director shall also serve on the Committee in an *ex officio* capacity. The Executive Committee may exercise the powers of the Board between meetings of the Board unless otherwise specified by the Board. A majority of the members of the Executive Committee shall comprise a quorum. The Executive Committee shall meet at the call of the President or of a majority of its members. All official actions taken by the Executive Committee shall be reported to the Board at its next meeting or as otherwise specified by the Board.

**Section 6. QUALIFICATIONS.** Each elected officer of the National League of Cities shall be, at the time of their election, an elected official of a member city. Each Board member shall be, at the time of their election, an elected official of a member city or a chief executive officer, or equivalent officer of a member league.

**Section 7. ELECTIONS.** The elected officers and other members of the Board of the National League of Cities shall be elected in the manner provided for in Article IV. Nominations for all officers and Board members, except Past Presidents still in elective office in a member city and the Chairs of each standing federal advocacy committee, shall be made by a nominating committee of not less than six (6) nor more than fourteen (14) members from member leagues and member cities and the most Immediate Past President, all of whom shall be appointed by the President. Nominations shall take into consideration the diversity of the membership. The Immediate Past President shall serve as Chair of the Nominating Committee. The Nominating Committee shall make its report in writing at least four hours before the scheduled election.

**Section 8. VACANCIES.** A vacancy shall occur in any office of the National League of Cities in the event that the person holding the office resigns or ceases to possess the essential qualifications for election to office as provided in Article III, Section 6. A vacancy in the office of President shall be filled by the succession of the First Vice President to that office. A vacancy in the office of the First Vice President shall be filled by the succession of the Second Vice President to that office. A vacancy in the office of the Second Vice President or other elected member of the Board of Directors shall continue until a new qualified person is elected under Article III, Section 7, unless it is filled for the unexpired term by a person selected by a majority vote of the remaining members of the Board of Directors. A vacancy which occurs for a person serving as a member of the Board of Directors as a Past President, a Federal Advocacy Committee Chair, or a Chief Executive Officer of a member league because that person ceases to possess the essential qualifications provided in Article III, Section 6 shall continue until a new, qualified Past President, Chair or Chief Executive Officer assumes such position on the Board of Directors.

**Section 9. ADVISORY COUNCIL.** The Board of Directors shall establish an Advisory Council, which shall consist of previous members of the Board of Directors who remain in elected office. The duties, responsibilities, and leadership of the Advisory Council shall be determined by the Board of Directors.

## ARTICLE IV.

### MEETINGS, VOTING, AND NATIONAL POLICIES

**Section 1. MEMBERSHIP MEETINGS.** An annual meeting of the membership shall take place during the organization's fall conference. At the annual meeting, the memberships shall elect directors and officers, receive reports on activities of the association, and adopt national municipal policies for the coming year. The President may also call a special meeting of the membership. The time, place, and program of the annual meeting shall be determined by a motion of the Board of Directors. Notices of meetings for members shall be delivered to the mailing address or electronic address designated by the members not less than thirty (30) nor more than sixty (60) days before such meetings, provided that any notices required by this section may be waived before such meetings.

**Section 2. MEMBER VOTING.** In all meetings requiring the official decision of the National League of Cities, each member league shall be entitled to twenty votes. Each member city shall be entitled to one to twenty votes based upon population as follows:

Under 50,000	1 vote
50,000- 99,999	2 votes
100,000- 199,999	4 votes
200,000 - 299,999	6 votes
300,000- 399,999	8 votes
400,000 - 499,999	10 votes
500,000-599,999	12 votes
600,000 - 699,999	14 votes
700,000 - 799,999	16 votes
800,000- 899,999	18 votes
900,000 and above	20 votes

Member cities, but not member leagues, shall be required to cast unanimous votes.

It shall be the duty of the President in advance of or at the beginning of any such meeting to appoint a credentials committee of three persons, at least one of whom shall be a representative of a member city. As soon as practicable after the naming of the credentials committee, each member league shall designate one or more voting delegates not to exceed the number of votes to which it is entitled, and may designate alternate voting delegates not to exceed the number of its voting delegates. Each member city shall designate one voting delegate and may designate one alternate voting delegate. It shall be the duty of the credentials committee to settle any dispute concerning the voting rights of members and their voting delegates and alternate voting delegates, the number of votes each is entitled to cast, and the total number of votes of all the members of NLC.

All voting shall be by voice vote unless a weighted vote is demanded by ten percent or more of the certified votes present at the meeting. When the weighted vote is taken, voting shall be limited to the duly certified voting delegates, or their alternates, each casting the total number of votes to which the voter is entitled by the certified voting roll. A majority vote of the certified votes present at the meeting shall be required for the election of any officer or member of the Board of Directors, or for passage of any matter of business brought before the business meeting. There shall be no voting by proxy.

**Section 3. MEMBER QUORUM.** A quorum at the annual business meeting or special meeting shall consist of majority of the votes certified to the meeting.

**Section 4. MEMBER RESOLUTIONS ON POLICIES.** Resolutions on national legislation affecting cities shall be submitted to the voting delegates in writing by the Board of Directors, by a resolution committee appointed therefore, or by special petition, provided that such petition is presented to the annual convention by ten (10) voting delegates with the consent of a majority vote. A two-thirds vote shall be necessary to adopt all resolutions.

**Section 5. BALLOTS BY MAIL OR ELECTRONICALLY.** Except as otherwise expressly provided by these bylaws, a matter of business may be submitted to a vote of the membership through the mail or electronically. If submitted through the mail, a response from a member league shall bear the signature of the President and the countersignature of the Chief Executive Officer of such member leagues, and the response from a member city shall bear the signature of the Mayor. If submitted electronically, the response must come from the electronic address designated by the member. Weighted voting shall be in effect in all balloting through the mail or electronically.

**Section 6. BOARD MEETINGS.** Notices of meetings of the Board of Directors shall be delivered through the mail to the mailing address or electronically to the email address designated by the members of the Board of Directors not less than five (5) nor more than forty (40) days before such meetings, unless otherwise required by law, provided that any notices required by this section may be waived before such meetings. A majority of the directors present at a meeting shall constitute a quorum, provided that a quorum consists of no less than one-third of the directors then in office. An act of the majority of the directors present at a meeting at which a quorum is present shall be considered an act of the Board of Directors, unless otherwise required by the articles of incorporation or these bylaws.

## **ARTICLE V.**

### **FINANCIAL MATTERS**

**Section 1. DUES AND CHARGES.** The annual membership dues of the National League of Cities, and the schedule of fees or systems of charges for all other services of NLC, shall be established by a resolution of the Board of Directors. Within such resolution, general limits may be set by NLC in annual meetings. Annual membership dues and annual service charges shall be due the first day of the membership year for which they are assessed.

**Section 2. FISCAL YEAR.** The fiscal year of the National League of Cities shall be from October 1 to September 30, inclusive of those dates.

**Section 3. ANNUAL BUDGET.** The revenues and expenditures of the National League of Cities shall be planned and approved through an annual budget, and financial obligations shall be incurred based on that budget. The annual budget shall be prepared by the Executive Director under the direction of the Board of Directors. The budget shall be approved by the Board of Directors.

**Section 4. ANNUAL AUDIT.** An annual audit shall be made of the financial affairs of the National League of Cities by a certified public accountant designated or approved by the Board of Directors.

## **ARTICLE VI.**

### **AMENDMENTS**

These bylaws may be repealed or amended at the annual meeting of the membership, or through the mail or electronically. In the case of an annual meeting, a two-thirds majority of the certified votes cast at the meeting shall be necessary to pass such an amendment. In the case that an amendment is submitted through the mail or electronically, a two-thirds majority of the votes cast shall be necessary to pass such an amendment. Amendments may be proposed either by initiatory petitions signed by members present at the meeting or by resolution of the Board of Directors, provided notice of such proposed amendments to be voted on at the annual meeting shall be delivered to all members not less than fifteen days prior to that annual meeting.

In the case that an amendment is submitted through the mail or electronically, not less than forty days shall elapse before the votes are canvassed by two members of the Board of Directors. Such amendments, when adopted through the mail or electronically, shall become effective ten days after the votes are canvassed and written notice of adoption is delivered to the membership.

## **ARTICLE VII.**

### **PARLIAMENTARY PROCEDURE**

Except as provided in these bylaws, and such official rules and procedures for the conduct of business meetings as may be adopted by the Board of Directors, the procedures defined in *Robert's Rules of Order* (revised edition) shall prevail in matters of parliamentary procedure.