

**BYLAWS OF THE
NORTH CAROLINA LEAGUE OF MUNICIPALITIES.**

**ARTICLE I
NAME**

The name of this organization shall be the North Carolina League of Municipalities (the “League”), which shall be a non-partisan federation of municipal governments in North Carolina.

**ARTICLE II
OBJECT**

The object of the League shall be to serve as an instrumentality of the municipal governments in North Carolina and as an association 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 III
MEMBERS**

Section 1. Membership. There shall be four categories of League membership with the following qualifications and rights, including any additional requirements in Board policy:

- (a) Corporate. Any incorporated city, town or village in 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. Active officials and employees of Corporate members shall be entitled to all privileges of membership.
- (b) Associate. Any unit of local government, public authority or special district, as defined in the NC 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 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. Associate members shall be entitled to all privileges of membership, except that they

shall not be eligible to serve as President, Vice Presidents, or on the Board of Directors, or to vote.

- (c) Limited Purpose. An NC county or county-related entity that proposes to join the Municipal Insurance Trust by entering into the requisite interlocal agreement shall be deemed a League member for the limited purpose of participating in that trust and related health programs. Limited Purpose membership shall be granted upon approval by the Executive Director and payment of required fees. For purposes of this Article, structure, funding, governance, authority, function, direct and significant connection, and other pertinent factors shall be considered in determining whether an entity is county-related. An entity must be a political subdivision of North Carolina, an instrumentality of one or more political subdivisions, a unit of local government, a body corporate and politic, a public authority, or similarly designated under state law to qualify for Limited Purpose membership. Limited Purpose members shall not be entitled to membership privileges other than the privilege of participating in the health insurance trust and related programs.
- (d) Affiliate. Organizations whose membership is composed predominantly of municipal officials or employees may become an Affiliate member upon entering into written service agreements with the League and upon payment of the service fees as provided in their respective written agreements.

Section 2. Admission to Membership. Admission to membership shall follow the process prescribed by the Board.

Section 3. Dues. The Board shall establish annual service fees for each category of membership in such amounts as it deems appropriate. The Board may authorize the Executive Director to establish other charges for special League services, meetings, publications or other purposes as it deems appropriate.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the League shall be President, First Vice President, Second Vice President, Immediate Past President, and the Executive Director.

Section 2. President. The President shall preside at all business meetings of the League, appoint all committees unless otherwise provided, and perform such other duties as are usually incumbent upon that office or as may be directed by the League or the Board.

Section 3. Vice Presidents. In case of absence or disability of the President, the First Vice President shall exercise the President's functions. In the event the First Vice President cannot fulfill that duty, the Second Vice President shall exercise the President's functions.

Section 4. Executive Director. The Executive Director shall be appointed by and shall serve at the pleasure of the Board. The Executive Director shall administer all League affairs, keep the Board fully advised regarding League activities, and submit an annual report to the Board. The Executive Director shall be responsible for implementing League policies and programs and perform such other duties as directed by the Board. The Executive Director shall attend meetings of the Board and serve as Secretary of the League and maintain its records. For

said services, the Executive Director shall receive such compensation as determined by the Board.

Section 5. Officer Eligibility for Office. Any elected official of a member municipality shall, during the term for which they are elected or appointed, be eligible to serve as an officer.

Section 6. Term of Office. With the exception of the Executive Director, officers shall be elected for a term of one year for each office or until their successors are elected, and their term of office shall begin at the close of the annual meeting following their election. Officers may serve up to four consecutive terms.

ARTICLE V BOARD OF DIRECTORS

Section 1. Board of Directors.

- (a) Composition. The Board shall consist of the following, all of whom must be active officials of member municipalities:
- (1) President.
 - (2) First Vice President.
 - (3) Second Vice President.
 - (4) Immediate Past President.
 - (5) Executive Director.
 - (6) District. One director from each of the twelve League districts as set forth in subsection (b) of this section.
 - (7) At-Large. Three directors elected at-large, all of whom shall be municipal elected officials.
 - (8) Affiliate. Five directors representing designated affiliates, three of whom shall be managers or appointed chief administrative officers of a municipality; one of whom shall be an attorney who represents a municipality; and one of whom shall be a municipal clerk.
 - (9) Large City. One director from each of the largest six municipalities above 200,000 in population, according to the most recent decennial census.
 - (10) President Appointment. Three directors appointed at-large by the President, taking into account municipal population, geography, minority and gender representation, and other factors as appropriate to represent the diversity and interests of the membership. In the event of a vacancy in the office of Immediate Past President, the President may appoint one additional director.
- (b) Districts. The League districts are 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.

(c) Excluding the officers and those directors representing affiliate organizations, not more than one member of the Board shall be from the same municipality. In no event shall more than two members of the Board be from the same municipality.

Section 2. Duties. The Board shall have general control and supervision of the League and determine all questions or issues which arise between League meetings. The Board shall adopt an annual budget and make necessary provisions to employ a qualified accountant to audit League funds and accounts annually. In addition, the Board may adopt policy to supplement or clarify the provisions of these Bylaws.

Section 3. Director Eligibility for Office. Any elected official of a member municipality shall, during the term for which they are elected or appointed, be eligible for director.

Section 4. Nomination Procedure. Nominations for office shall be made by a Nominating Committee appointed and announced by the President not later than forty-five (45) days prior to the annual business meeting. Nominations for the three Directors who are managers or chief administrative officers may be made from a slate of one or two nominees submitted to the Nominating Committee by the municipal members of the NC City and County Management Association. Nomination for the Director who is an attorney representing a municipality may be made from a slate of one or two nominees submitted by the NC Association of Municipal Attorneys. Nomination for the Director who is a municipal clerk may be made from a slate of one or two nominees submitted by the NC Association of Municipal Clerks. Nominations for Large City seats may be made by the Large City seeking representation. The Nominating Committee shall not be bound by nominations offered by affiliates and cities.

Section 5. Election and Term of Office. Election of Board members may be held in advance of the annual meeting and may be conducted electronically. Each member municipality shall designate one voting delegate for consideration of the proposed slate from the Nominating Committee, and the voting delegate shall cast the vote of the municipality. Officers shall hold their office for one year as provided in Art. IV, Sec. 6 of these Bylaws. Directors shall hold

their offices for a term of two years through the second succeeding annual meeting or until their successors are elected. Directors who are President Appointments shall hold their offices for a term that expires with the term of the appointing President. No director, exclusive of officers, shall serve more than two consecutive terms. Directors shall be sworn and assume office immediately after the close of the annual meeting, except that President Appointments shall be sworn into office at the first meeting of the Board following the annual meeting.

Section 6. Vacancies. Should any officer or director discontinue for any reason their official position with the municipality, that individual's office with the League shall immediately become vacant. Vacancies shall be filled by the Board for the unexpired portion of the term.

ARTICLE VI MEETINGS

Section 1. Board Meetings. The Board shall meet at such time and place as may be designated by the President. A quorum shall consist of a majority of the actual membership of the Board, excluding vacant seats. A majority of the directors present and voting shall be required to adopt any motion or to take any other action, except as otherwise provided in these Bylaws.

Section 2. Annual Meeting. A meeting of the League membership shall be held annually at a place, date, and time determined by the Board for the purpose of receiving reports and transacting such other business as may properly come before it.

Section 3. Special Meetings. Special meetings of the League membership may be called by the Board, the Executive Committee, or upon the request of the governing bodies of ten percent of the corporate members. The purpose of any special meeting shall be stated in the call, and only business mentioned in the call can be transacted at such a meeting.

Section 4. Notice. Not less than forty-five (45) days in advance of any League membership meeting, the Executive Director shall give written notice of the time and place to all member municipalities. Such notice may be delivered to each member municipality by U.S. Mail or electronically at the mailing or electronic address furnished by the member. If by mail, such notice will be deemed to have been given when deposited in the US Mail. If electronic, such notice will be deemed to have been given on the date sent.

Section 5. Quorum at Annual Meeting. A quorum shall be calculated based on the number of member municipalities present and voting.

Section 6. Voting at Annual Meeting. Each member municipality represented at a League membership meeting shall have one vote, which shall be the majority expression of the delegates from that municipality. A majority vote of municipalities present and voting shall govern, except as otherwise provided in these Bylaws.

Section 7. Meeting Rules. The Board may establish rules and procedures under which member municipalities may submit policy matters for consideration at any meeting.

Section 8. Proxies. There shall be no proxy voting at League meetings.

Section 9. Electronic Meetings. The Board may hold a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which directors participating may simultaneously hear and be heard by each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Board meetings may be held virtually or decisions made electronically to the fullest extent allowed by law.

Section 10. Electronic Voting. Between annual meetings, the Board may submit any question to the membership by written or electronic ballot. Such ballot shall be provided to each member municipality using the notice provisions set forth by these Bylaws and shall include voting instructions. A majority vote of those voting shall govern, except as otherwise provided in these Bylaws. In the discretion of the Board, membership meetings may be held virtually or decisions made by the membership electronically to the fullest extent allowed by law.

ARTICLE VII COMMITTEES

Section 1. Committees. In addition to committees designated in these Bylaws, the President may establish such standing and special committees as deemed necessary and appropriate.

- (a) Executive Committee. The Executive Committee shall consist of no more than eight individuals, including the officers, and such other additional individuals who shall be chosen by the Board from among its own membership at the first Board meeting following the annual meeting. In making appointments, the Board shall take into consideration appropriate factors to represent the diversity and interests of the membership. The President shall chair the Executive Committee. The Executive Committee shall meet at the call of the President or any three members. The Executive Committee is empowered to act on behalf of the Board on all matters, but shall not 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 at its next meeting and shall keep the Board 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 and any Executive Committee members still serving on the Board shall constitute the Executive Committee.
- (b) Finance Committee. There shall be a Finance Committee comprised of a chairperson and four to six members from the Board. The Committee shall advise the Board concerning the annual budget, the membership service fee schedule, the annual audit, and other matters concerning the financial affairs of the League.
- (c) Nominating Committee. There shall be a Nominating Committee comprised of a chair and a minimum of eight other members appointed by the President. Including the chair, three members of the Committee shall be past Presidents of the League who are active municipal officials, 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. The President shall appoint and

announce the membership of the Nominating Committee no later than forty-five (45) days in advance of the annual meeting each year. The Nominating Committee shall seek to nominate a balanced slate of officers and directors by considering municipal population, geography, minority, gender, and ethnicity representation, past representation of particular municipalities, and other factors as appropriate to represent the diversity and interests of the membership.

- (d) Legislative Policy Committee. There shall be a Legislative Policy Committee to advise and assist the Board as to legislative priorities for the League. The committee shall make such recommendations and reports to the Board as are deemed appropriate by the committee. The committee shall be composed of at least 50 but no more than 65 elected or appointed municipal officials appointed by the President. The committee shall have at least one chair chosen by the President from among the members of the Board, 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 the committee, excluding any service as chair. Committee members shall serve until their successors are appointed.

Section 2. Committee Members. The President shall make appointments to all committees and may fill any vacancies. In making appointments, the President shall take into consideration appropriate factors to represent the diversity and interests of the membership. Should any member of a committee discontinue their official position with a municipality, the committee position shall immediately become vacant.

Section 3. Quorum at Committee Meeting. A majority of committee members present shall constitute a quorum.

Section 4. Electronic Meetings. In the discretion of the Board, committee meetings may be held virtually or decisions made electronically to the fullest extent allowed by law.

ARTICLE VIII INDEMNIFICATION & INSURANCE

Section 1. Indemnification. The League may indemnify any and all of its officers, directors, employees, and agents against liability and reasonable litigation expenses, including attorneys' fees incurred by them, in connection with any action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been such director, officer, employee or agent excluding, however, liability or litigation expenses which any of the foregoing may incur in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of their duties.

Section 2. Insurance. The League may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the League against any liability asserted against and incurred by that person in any such capacity, or arising out of his or her status as such, whether or not the League would have the power to indemnify that person against such liability.

**ARTICLE IX
DISSOLUTION**

Upon dissolution of the League, the Board shall, after paying or making provisions for the payment of all liabilities of the League, distribute all of the net assets of the League to the Corporate members, all of which are municipalities. No assets shall be distributed to any private interest or profit entity.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the League may adopt.

**ARTICLE XI
AMENDMENT**

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors. The membership shall be notified of amendments made by the Board no later than the next subsequent annual meeting. The Board reserves the right to submit a proposed amendment to the membership for a vote with the membership's vote requiring a two-thirds majority to pass.

Enacted this day April 27, 2023 by the League membership at its annual meeting.