

**THE NEVADA LEAGUE OF CITIES
AND MUNICIPALITIES**

BYLAWS



**Last Revised
February 29, 2016**

BYLAWS OF THE NEVADA LEAGUE OF CITIES AND MUNICIPALITIES

ARTICLE I - NAME

SECTION 1. This corporation shall be known as "The Nevada League of Cities and Municipalities."

ARTICLE II - PURPOSES

SECTION 1. The purposes for which the League is formed are:

- (a) To foster periodic conferences or meetings of member municipal officials for the discussion of municipal problems and for the purpose of promoting governmental efficiency.
- (b) To foster and disseminate knowledge relating to municipal government by all appropriate means and to arouse greater interest and more active civic consciousness among the people as to its importance and significance.
- (c) To publish and circulate publications on municipal and/or technical subjects of interest to member organizations.
- (d) To promote good legislation respecting municipal affairs and to oppose such measures as seem to be against public interest. All legislative resolutions shall be sent to the individual member municipalities for formal ratification after adoption by the general membership at the annual conference. The governing body's position shall be given in writing to the Executive Director, so he may present the member municipalities' formal position to the legislature. Should the member municipalities' positions be changed, the Executive Director should be notified in writing or by fax.
- (e) To secure harmony of action among member municipalities in matters that affect the rights and liabilities of the member municipalities.
- (f) To render technical, informational and other services to member entities for their general welfare.
- (g) To engage as an agent, managing general agent, and/or broker in classes of insurance now or hereinafter permitted by statute.
- (h) To disseminate information from the National League of Cities to the member municipalities on items of interest.
- (i) To represent the member municipalities at the National League of Cities' conferences and meetings.

ARTICLE III - MEMBERSHIP

SECTION 1. Members - Any incorporated city, unincorporated town or General Improvement District in the State of Nevada may, by proper action of its legislative body, and the payment of such annual dues as may be prescribed in Section 1, Article VII hereof, become a member. Any member may withdraw from membership in the League by providing notice to the League not less 30 days prior to the new fiscal year. Additionally, the League may consider non-payment of dues to constitute withdrawal.

SECTION 2. Affiliate Groups – Associations formed by members of professional public service disciplines may be recognized by the Board of Directors as an “Affiliate Group” of the League.

SECTION 3. Honorary Members - Any person who has rendered conspicuous service for the improvement of municipal government may, by the vote of the Board of Directors, be granted an honorary membership in the League. All past-presidents of the League shall be honorary members. Honorary members as such, shall not have a voice in any of the meetings of the League, unless they continue to hold office and officially represent their city.

ARTICLE IV – OFFICERS, EXECUTIVE BOARD AND BOARD OF DIRECTORS

SECTION 1. Composition, Selection of Members, Qualifications, Terms and Powers.

(a) OFFICERS

Officers shall consist of a President, Vice President, Secretary/Treasurer and Past President. All officers must be elected officials of a member entity.

The office of Secretary/Treasurer and any vacant office are filled by election at the annual business meeting held in conjunction with the annual conference.

Terms of all officers begin on the first Monday of January and terminate on December 31.

Officers, if eligible, graduate to the next highest position on the first Monday of January.

Outgoing President becomes Past President if eligible. If the outgoing President is ineligible, unable or unwilling to serve the next preceding eligible Past President shall fill the office.

With the exception of Past President, individuals are limited to one term in any office.

(b) Executive Board

The Executive Board is comprised of the Officers and three at large members elected by the Board of Directors. At large members must be an elected member of the governing board of a member entity, a County Commissioner acting as a member of the governing board of a town without an elected or appointed advisory board or an elected or appointed member of a Town Advisory Board. At large members must be elected officials from a member entity. At large members may not be from the same member entity as an officer. One at large member shall be from a member city with a population of 75,000 or more, one from a member city with a population of 75,000 or less or from a member town with a population over 25,000 and one from a member town with a population under 25,000 or GID. At large members are elected at the business meeting held in conjunction with the annual conference. Terms of at large members of the Executive Board begin on the first Monday of January and end on December 31. At large members may serve a maximum of three one-year terms. No member entity may have more than one representative on the Executive Board.

The Executive Board will be responsible for decisions between quarterly Board of Directors meetings requiring immediate action.

(1) The Executive Board will serve as advisory members on the League's committees.

(c) Board of Directors

The NLC&M Board of Directors is comprised of the officers, at large members of the Executive Board and a Director who is an elected member of the governing board from each member entity, a County Commissioner acting as a member of the governing board of a town without an elected or appointed advisory board or an elected or appointed member of a Town Advisory Board and the President/Chair of a recognized "Affiliate Group". In addition, LOGMAN appoints one city manager to the board. No member entity may have more than three representatives on the Board of Directors. All Directors serve a one-year term beginning the first Monday of January and ending on December 31.

Members of the Board of Directors may be replaced for non-excused absences of 25% or more of the quarterly board meetings

SECTION 2. Vacancy

(a) In the event of a vacancy on the Executive Board, the Board of Directors shall elect an officer to fill such vacancy at the next meeting of the Board of Directors. The officer shall be nominated by a nominating committee, appointed by the President. The nominations shall be voted on by the board members present, and the person elected to fill the vacancy shall hold office for the remainder of the term for which his/her predecessor was elected. The officer elected to fill the vacancy shall be eligible to be re-nominated and re-elected at the annual conference to serve a full term of one (1) year.

(b) In the event of a vacancy in a directorship, the governing body of the member municipality represented by the directorship, or the Executive Committee of LOGMAN, shall appoint a member to fill the vacancy. A director chosen to fill a vacancy shall hold office for the remainder of the term for which his/her predecessor was appointed.

SECTION 3. Regulations

(a) The Board of Directors shall adopt such regulations for its government as it may deem necessary. These regulations shall make provisions for adequate notice to all members of said board of all meetings thereof, and shall provide for balloting by mail or fax when it shall not be deemed feasible to call a special meeting. If within sixty (60) days after the adoption of any regulation, one-half or more of the member municipalities protest against such regulations, the regulation shall be automatically suspended until the next annual conference when it may be taken up again for reconsideration.

(b) Copies of all regulations adopted shall be mailed to each member municipality within thirty (30) days after their adoption.

SECTION 4. Quorum - Except as herein otherwise provided, a 51% majority of the full Board of Directors shall constitute a quorum for the transaction of business. Member cities and all affiliate members may be represented by persons other than appointed board members from his/her municipality, but only one vote per member municipality will be allowed at quarterly board meetings.

SECTION 5. Compensation of Board of Directors - The Board of Directors shall not receive any

compensation for their services as such, but, by resolution of the board, shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

SECTION 6. Duties and Ascendency of Officers

(a)

President The President shall preside at all regular and special meetings of the Board of Directors and Executive Board meetings. The President shall perform the usual duties as the chief elected officer of the League and may speak for or on behalf of the League, Board of Directors and Executive Board. The President, with the concurrence of the Executive Board, shall make all committee appointments and shall be an ex-officio member of all committees. The President may sign with any other proper officers, the Executive Director or any designated persons authorized by the Board of Directors any deeds, mortgages, contracts or any other instruments which the Board of Directors wishes to be executed. The President shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

(b) **Vice President** The Vice President shall assume the duties of the President in the event the President is absent or is unable or refuses to fulfill his or her duties and shall have all powers of and be subject to all restrictions upon the President. The Vice President shall assist the President on any matter requested by the President and shall perform such other duties as assigned by the President of Board of Directors. The Vice President shall automatically ascend to the office of President should the President be unable to complete his or her term. The Vice President, if eligible, shall automatically ascend to the office of President following the completion of their term as Vice President.

(c) **Secretary/Treasurer** The Secretary/Treasurer shall serve as the Fiscal Officer of the League and shall be responsible for reviewing the financial records with the Executive Director at least quarterly. The Secretary/Treasurer shall assume the duties of the Vice President in the event the Vice President is absent or is unable or refuses to fulfill his or her duties. The Secretary/Treasurer automatically ascends to the office of Vice President if the Vice President is unable to complete his or her term. The Secretary/Treasurer, if eligible, shall automatically ascend to the office of Vice President following the completion of their term as Secretary/Treasurer.

(d) **Past President** The office of the Past President shall be filled by the Immediate Past President of the League, who shall serve for a term of one (1) year immediately succeeding his or her term as President. If the Immediate Past President is unable or unwilling to fulfill his/her duties for any reason, the next preceding active Past President will fill the remainder of the term.

SECTION 7. Bonding - The Board of Directors may require bonds to be furnished for all employees handling the finances of the League in such amounts as it shall deem desirable or necessary. Said bond(s) are to be approved by the President and the premiums to be paid by the League.

SECTION 8. Headquarters - The Board of Directors shall establish and maintain headquarters in the City of Carson City and may establish and maintain branch offices in such other cities as may be deemed necessary.

ARTICLE V - MEETINGS

- SECTION 1. Annual Conference** - One regular conference shall be held each year, at a place designated by the League membership at the annual conference. The days of such conference shall be established by the Executive Board in concurrence with the "host" municipality(ies). Proposals by prospective host municipalities are to be submitted in accordance with the League's Host City Guidelines. The President shall appoint a Site Selection Committee to approve the site and facilities for the next annual conference. The Committee shall recommend to the general membership at the annual conference the site for the (2nd year) conference. The President shall open further nominations from the floor. A plurality vote shall prevail.
- SECTION 2. Quarterly Meetings** - The President will call quarterly meetings of the Board of Directors, the last being a general membership meeting at the annual conference where voting will be conducted according to Article IX, sections 1 and 2.
- SECTION 3. Special Meetings** - Special meetings of the League may be called by the Board of Directors or the Executive Board upon notice to each member municipality by phone and by mail, e-mail, or fax.
- SECTION 4. Notice of Meetings** - Notice shall be given to all member municipalities of the time and place of all regular meetings by mailing a written or printed notice of the same at least thirty (30) days prior to the meeting; provided, however, that a failure to receive such notice shall not invalidate any proceedings at such meetings.

ARTICLE VI - FINANCES

- SECTION 1. Fiscal Year** – The Nevada League of Cities and Municipalities will operate on a July 1 through June 30 fiscal year.
- SECTION 2. Budget** - Not less than thirty (30) days prior to July 1 of each year the Executive Director shall cause to be prepared a detailed budget for the ensuing fiscal year and shall submit such a budget to the Executive Board for its consideration and approval. The Executive Board will present their formal budget to the Board of Directors for final approval. The approved budget will then be presented to the membership at the annual conference.
- SECTION 3. Limitations of Expenditures** - The Executive Board shall not incur indebtedness in the excess of the estimated or actual revenues for the ensuing fiscal year. No contract shall be made involving an expenditure of greater than \$2,000.00, nor shall any check be issued in an amount not specifically included in the budget without first having the approval of the simple majority of the Executive Board. The Executive Director must certify a phone vote.
- SECTION 4. Audit** - There shall be an annual audit or financial review of the accounts of the Nevada League of Cities and Municipalities by an audit committee or any recognized firm of accountants selected by Board of Directors. The Executive Director shall furnish the Board of Directors at each meeting a current statement of income and expenditures.

SECTION 5. Deposit of Funds

- (a) All funds, with the exception of a petty cash fund not to exceed \$250.00, shall be deposited in a recognized bank, Savings and Loan Association, Thrift Association, or in State Financial Investments. No accounts shall be opened without the knowledge and approval of the Board of Directors.
- (b) A general account will be maintained for operation and maintenance of the League business which may include payroll related expense. The President, Secretary/Treasurer, Executive Director, and an employee designated by the Executive Director and approved by the President are authorized signatures on the general account.
- (c) A trust account solely for the deposit of money for the purpose of paying necessary insurance premiums, refunds to insured, and transfer moneys to the general or investment funds may also be maintained. The President, Secretary/Treasurer, Executive Director, and an employee designated by the Executive Director and approved by the President are authorized signatures on the trust account.
- (d) A fund shall be created of combined uncommitted funds from the insurance and general funds. Such funds shall be invested in U.S. Treasury Bills, Insured Time Certificates of Deposit, Savings and Loan Associations, Thrift Associations, State Financial Investments and/or bank accounts created with the approval of the Board of Directors in accordance with these bylaws. Investment of such funds in U.S. Treasury Bills, Insured Time Certificates of Deposits and/or State Financial Investments shall require two of the authorized signatures as required for any other dispersal of funds on investment accounts. Authorized signatures will be any two (2) of the President, Secretary/Treasurer or Executive Director.
- (e) Each checking account of the League shall require at least two (2) signatures of the following; the Executive Director, President, Secretary/Treasurer or an employee designated by the Executive Director and approved by the President of the League. The staff signers shall be bonded in the minimum sum of \$10,000 and the President and the Secretary/Treasurer shall each be bonded in the minimum sum of \$5,000, the premiums of which bonds shall be paid by the League. Other League staff shall be bonded as recommended by the Executive Director as outlined in Article IV, Section 8. The Board of Directors may enact policies for the regular review of the League accounts at board meetings.
- (f) Stricter guidelines than those outlined above in this Section 4 may be established by the Executive Board.

ARTICLE VII – DUES/FEES

SECTION 1. Member Dues - The annual dues for members shall be fixed by the Board of Directors. Dues shall consist of a base assessment plus a per capita assessment. The population of the respective members will be ascertained from the State Demographer's annual report, or any state or local census accepted by the Board of Directors. Dues shall be payable after the first day of July of each year. There shall be a maximum placed on the dues assessed any member. The base assessment and maximum shall be adjusted annually based on changes to the CPI. Member entities will be provided an estimate of dues for the next fiscal year no later than March 31st of each year. Member entities may petition to the Executive Board for a temporary reduction on dues on an as-needed basis. Any petition should be made prior to May 1st to allow the Executive Board adequate time

to for consideration and for any temporary reduction to be included in the League's budget.

SECTION 2. Friends of the League Fees - The annual fees for the "Friends of the League" program shall be fixed by the Board of Directors.

ARTICLE VIII - QUALIFICATIONS TO HOLD OFFICE

SECTION 1. Excepting the office of Executive Director and the two municipal managers specified in Article IV, Section 1(a), no person shall be eligible to hold office in the League or any department thereof, unless they are officially in the municipal service at the time of his/her election or appointment. Elective officers (the Executive Board), President, Vice President and Secretary/Treasurer, and immediate past president must be elected member municipal officials. Except as designated in Article IV, Section 1 (i)(j)(k) the Board of Directors must be elected city, town or general improvement district officials of member municipalities.

SECTION 2. All committee appointments may be elected or appointed officials of member municipalities. First priority on all committee assignments will go to elected officials; then to appointed officials (staff).

ARTICLE IX - VOTING

SECTION 1. For normal business a Voice vote is satisfactory; when results are in doubt a show of hands will be required. Each city will cast one vote for each member present from that city up to and including a total of five (5) votes, unless dues have been adjusted to a lower rate, then votes will be determined by the amount or reduced dues as bears to percentage of the full share dues schedule. No proxy votes shall be allowed. A simple majority of the votes cast shall be necessary for a decision, except as otherwise provided herein. Board of Directors meetings - - A majority vote of board members present are required for approval of agenda items. For elections where there is more than one candidate, a secret ballot will be conducted. A plurality will determine the winner.

SECTION 2. Each affiliate member will be entitled to three (3) votes at the annual conference. All other provisions of Section 1 above apply to voting by affiliate members.

SECTION 3. In the event votes cast in an election pursuant to Article IV, Section 2(a), and Section 7(c), and Article X, Section 7, result in a tie, the executive board shall use the following criteria to determine the winner:

1. Number of years in office; and/or
2. Participation in NLC&M

ARTICLE X - COMMITTEES

SECTION 1. Resolutions - Before the first day of each annual conference, the President shall appoint a Committee on Resolutions, which shall consist of not less than five (5) members, preferably officials who are familiar with the objectives of the League and its history. Except resolutions of courtesy, commendation, or condolence, no resolution other than those expressing the opinion or policy of the League on any question shall be considered or discussed by said Committee on Resolutions; and no resolution shall be considered

or adopted unless it has some direct relation to municipal affairs. The Committee on Resolutions shall report, from time to time during the conference, on the various resolutions presented and as soon as possible after their submissions. No resolution shall ever be adopted until an opportunity has been afforded for full and free debate thereon.

SECTION 2. Credentials - It shall be the duty of the President before the first day of the annual conference to appoint a Credentials Committee of five (5) members. In case of dispute, it shall be the duty of this committee to determine the rights of a member to vote.

SECTION 3. Bylaws Committee - The President will appoint a Bylaws Committee of not less than five (5) members to periodically review the bylaws for any necessary changes and recommend such changes at a Quarterly Board Meeting for consideration.

SECTION 4. Conference Committee - The President will appoint a Conference Committee of not less than five (5) members to fulfill the duties as outlined in Article IV, Section 9.

SECTION 5. Site Selection Committee - The President will appoint a Site Selection Committee of not less than five (5) members to fulfill the duties as outlined in Article V, Section 1. The Committee will evaluate presentations to assure the "Host City" will have proper and sufficient accommodations for lodging, meeting rooms and other necessary facilities to host the convention, and be able to assist with financial arrangements for the conference.

SECTION 6. Nominating Committee -

(a) The President will appoint a Nominating Committee of not less than five (5) members to interview possible candidates for the vacant Executive Board position and advise candidates of the commitment to the League, required travel and other matters involving the Executive Board. Where possible, the Committee should be composed of persons very familiar with the operation of the League. The qualified candidate(s) name(s) will be placed before the membership without recommendations or endorsements from the Nominating Committee. The delegates will vote for the Executive Board candidates as outlined in Article IX - Voting.

(b) Vacancies on the Executive Board will be filled as outlined in Article IV Section 2 - Vacancy - of the League bylaws.

SECTION 7. Public Official of the Year - This committee will be made up of all past active recipients of the award. Any elected official who is a member of the Nevada League of Cities and Municipalities is eligible for nomination. A member municipality may nominate any eligible person from any member municipality for the award. The person nominated must be in office at the deadline for nominations. Votes will be counted by the Executive Director and not released, except to the Public Official of the Year Award Committee, until the annual banquet at the annual conference.

SECTION 8. Legislative Committee - One or more person will be appointed by each member municipality to assist in developing the League's strategy for each legislative year.

SECTION 9. Other Committees - The President will appoint such other committees as may be deemed necessary.

SECTION 10. The President and Executive Director will serve as Ex-officio members of all committees. The 1st, 2nd and 3rd Vice President and the Secretary/Treasurer shall serve as advisory members as per Article IV, Section b (1).

ARTICLE XI - MISCELLANEOUS

SECTION 1. Governing Rules - Subject to the provisions of these bylaws, Roberts Rules of Order shall prevail at all meetings of the League, the Board of Directors and in all departments.

ARTICLE XII - AMENDMENTS

SECTION 1. These bylaws may be amended at any Quarterly Board Meeting of the League by a two-thirds vote, provided the proposed amendment shall have first been prepared in writing and submitted to the Board of Directors prior to the meeting. Such amendments shall go into effect immediately. If, within sixty (60) days after the adoption of any amendment, one-third or more of the member municipalities protest in writing against any such amendment, that portion shall automatically be suspended until the next annual conference when it may be taken up again for reconsideration and vote as in the first instance. These bylaws shall go into effect immediately upon request.