



LEAGUE OF MINNESOTA CITIES

Constitution and Bylaws

As amended, June 2014

ARTICLE I

Name

Section 1. This organization shall be known as the League of Minnesota Cities and shall be referred to in this document as the League.

ARTICLE II

Purpose

Section 1. General. The purpose of the League is to sustain and advance the interests of its members by:

- A. Advocacy - Promoting and facilitating the development and expression of policies and positions concerning the structure and powers of local government, and represent those municipal interests before administrative, legislative, and judicial bodies at the local, state, and national levels.
- B. Training - Developing and providing—either alone or in concert with other governments, organizations or groups—conferences, seminars, workshops, and other training opportunities to help municipal officials better fulfill their responsibilities.
- C. Services - Developing and providing services and products for which individual members may not have adequate resources.
- D. Information - Encouraging the improvement of all phases of municipal government by collecting, developing, and providing information and advice on topics and issues affecting local governments, and by stimulating and fostering pertinent research projects.
- E. Facilitation - Fostering harmonious and cooperative relationships with local, state, and national organizations and agencies, as well as government entities at all levels, to explore common problems and develop mutually acceptable solutions.

ARTICLE III

Membership

Section 1. Membership. Any Minnesota city and any township having the powers of a statutory city under Minnesota Statutes Section 368.01 or other Minnesota general or special law may, by proper action of its governing body and

the payment of current member dues, become a member of the League.

Section 2. Termination of Membership. Membership in the League is terminated or suspended whenever a member withdraws by giving written notice to the League or when a member fails to pay dues, fees or assessments established and required by the League Board of Directors. Any member that has failed to pay dues within 180 days of the beginning of the League's fiscal year shall cease to be a member until such time as all dues, fees or assessments are paid.

Section 3. Delegates. Any officer or employee of a member may upon payment of applicable fees and charges, participate in League programs and services and shall be eligible to be a delegate at any official League meeting.

Section 4. Non-member Entities. In order to help cover costs of League programs and services, reduce the dues and fees charged to members, and generally help the League accomplish its purposes, the League Board of Directors may, subject to such reasonable terms and conditions as it may determine, authorize or revoke authorization for entities or organizations not otherwise eligible to be members, to participate in some or all of the League's programs and services. However, in no event shall any such entity or organization be entitled to vote on any League matter.

ARTICLE IV

Dues and Fees

Section 1. Establishment. The League Board of Directors shall set the annual dues for each member. The Board of Directors may increase the previous year's dues upon an affirmative vote of at least twelve members of the Board of Directors. Before acting on a proposed dues increase, written notice of the proposed increase shall be given to the members at least 60 days before the meeting at which the proposed increase will be considered.

Section 2. Basis of Dues. The dues for each member shall be based primarily on the population as established by the latest decennial Census, by an estimate made by the Metropolitan Council, or an estimate by the state demographer, whichever has the latest stated date.

Section 3. Special Assessments. A special assessment may be levied upon the members for League purposes upon recommendation of the Board of Directors and upon approval by a two-thirds vote of the members voting at an official member business meeting held in the manner indicated in Article VII.

ARTICLE V

Board of Directors

Section 1. Composition and Terms. A Board of Directors composed as follows shall govern the affairs of the League:

- A. Three Officers, consisting of a President, a First Vice-President, and a Second Vice-President, elected for one-year terms;
- B. Twelve Directors, elected for three-year terms (the terms shall be staggered so that at least four seats expire each year);
- C. Three ex-officio Directors, one designated by the Association of Metropolitan Municipalities, an organization serving metro-area cities; one designated by the Coalition of Greater Minnesota Cities, an organization serving greater Minnesota cities; and one designated by the Minnesota Association of Small Cities, an organization serving small cities. Such individuals shall serve one-year terms, beginning and ending at the League's annual business meeting, and shall be the President or an officer of the organization. None of these individuals shall serve more than three one-year terms. In the event any one of these individuals ceases to be the President or an officer of the designating organization, the designating organization shall designate the President or another officer to fill the remainder of the term. Filling a partial term shall be considered one of the three one-year terms that an individual may serve.
- D. The immediate Past-President of the League, provided that person continues to hold a Minnesota municipal office, ex-officio. In the event the immediate Past-President of the League can or will not serve, the Board may leave the position vacant or fill the vacancy with a Past-President who still holds a Minnesota municipal office; and
- E. The president or a vice-president of the National League of Cities, if a Minnesota city official, ex-officio.

The Board of Directors shall include an individual recommended by the City of Minneapolis and an individual recommended by the City of St. Paul. If a vacancy occurs in a seat held by a Minneapolis or St. Paul representative, then the Board shall fill the vacancy with another recommended person; or if the requirement cannot be met without the resignation of a current Board member, then the seat shall be left vacant until the next annual member meeting. Except for ex-officio seats, no city may have more than one representative on the Board. If after having been elected or appointed

to the Board, a member is appointed or elected to a position in a city that already has a representative on the Board, then the affected members may serve until the next Annual Business Meeting. If at the time of the next Annual Business Meeting the term of an affected Director is not expired or if one or more of the affected members is an Officer other than President, then one of the affected members shall resign his or her seat effective no later than the day preceding the next Annual Business Meeting and a vacancy shall be declared by the Board. If the affected members cannot agree on who is to resign, then at least 30 days prior to the Annual Business Meeting, the Board of Directors shall declare a vacancy, to become effective that day preceding the next Annual Business meeting, as to one of the seats based in order of the following considerations: 1) An Officer shall retain his or her seat over a Director; 2) An elected city official will retain his or her seat on the Board over an appointed official; 3) If the affected members are both elected officials, or are both appointed officials, then the more senior member (in terms of years of service on the Board) will be allowed to retain his or her seat, or if there is not a more senior member, the Board shall declare a vacancy as to one of the seats based on the criteria in the most recently adopted "Board and Officer Nominating Process and Selection Criteria." If the affected members cannot reach agreement on who is to resign and there is less than 30 days until the next Annual Business Meeting, then the Board shall act as soon as reasonably practical prior to the Annual Business Meeting to declare a vacancy. The members of the Board of Directors shall hold office for their designated terms, and until their elected or appointed successor has signified their acceptance. The new members of the Board of Directors shall take office immediately after the close of the annual business meeting. Officers and directors serving three-year terms shall go through the Board election process.

Section 2. Eligibility to Serve. To be eligible to be elected and to serve, or continue to serve, on the Board of Directors, a person shall be an elected official or employee of a member.

Section 3. Election of Board of Directors. Each year the President shall appoint a committee that shall evaluate prospective candidates for officer positions and the twelve members of the Board of Directors who serve three-year terms and make a recommendation to the members at the annual business meeting. All Board members except ex-officio members shall be elected at the annual business meeting.

Section 4. Vacancies. Vacancies on the Board of Directors shall be governed by the following provisions:

- A. A vacancy shall occur in a position on the Board of Directors upon the happening of any of the following events:
 1. The person ceases to be an elected official or employee of any member.
 2. The person resigns their position by written notice

to the President or the Executive Director, or otherwise becomes permanently unavailable to serve on the Board.

3. The person engages in behavior or commits an offense which is inconsistent with the role of a Board member, is deemed unbecoming of a Board member or that reflects poorly on the League as determined by two-thirds of all the remaining members of the Board.
4. The Board declares a vacancy due to prolonged absence as provided in Section 5.

B. Officers. A vacancy in the office of President shall be filled by the succession of the First Vice-President. A vacancy in the office of First Vice-President shall be filled by succession of the Second Vice-President. A vacancy in the office of Second Vice-President shall be filled by appointment by the Board of Directors from the members of the Board of Directors.

C. Directors. Any vacancy in the office of a Director shall be filled for the remainder of the term by the Board of Directors, subject to approval by the members at the next annual business meeting.

D. Vacancies of six months or less. Notwithstanding the above, if a vacancy occurs less than six months before the date of the annual business meeting, the Board of Directors may choose to leave the position vacant and have it filled by the members at the annual business meeting.

Section 5. Attendance Requirements. If a member of the Board of Directors is absent for three consecutive meetings or is absent for any four regular meetings during any consecutive 12-month period commencing July 1, the Board of Directors may declare that person's seat vacant and the vacancy shall be filled as provided in section 4.

Section 6. Meetings. The Board of Directors shall meet at such times as may be determined by the Board, the President, or by any three members, but shall assemble to meet at least four times annually. Notice of the Board meeting shall be provided in the manner established by Board resolution. At any meeting the Board of Directors may adopt further rules governing its proceedings. Otherwise, parliamentary procedure shall be according to the latest revision of Robert's Rules of Order.

Meetings shall be in person with the exception that non-assembled meetings by telephone conference or other electronic means shall be authorized if the President and Executive Director agree in advance that a non-assembled meeting is desirable. The Board may establish policies to govern Board members' attendance to assembled, in-person meetings by telephone or other electronic means.

Section 7. Quorum. A quorum of the Board of Directors is ten members and action by the Board of Directors shall require the favorable vote of a majority of those present, but not less than six members.

Section 8. Powers. The Board of Directors shall be responsible for the general management of the affairs of the League, subject to the provisions of the Constitution. It may do all things reasonable and necessary to further the purposes of the League, including but not limited to:

- A. Appoint the Executive Director and fix the rate of pay and benefits for the position.
- B. Authorize other League staff positions.
- C. Adopt a budget for League operations for each fiscal year.
- D. Determine the various committees to be appointed.
- E. Purchase, own, mortgage, lease or convey such real estate and other property in the name of the League, in the name of a non-profit corporation governed by the members of the League Board of Directors, or in the name of any member when authorized by that member, as may be necessary for the purposes of the League. This grant of authority shall include power to purchase or sell on a contract for deed or conditional sales contract or otherwise.
- F. Authorize officers, agents or employees to enter into any contract or execute and deliver any instruments or obligations in the name of and on behalf of the League.
- G. Create corporations, establish affiliate municipal organizations, or enter into appropriate partnerships with public or private entities.
- H. Unless proscribed by the terms of this Constitution, the Board of Directors may delegate the management of League affairs to the League Executive Director or the Board Executive Committee, consisting of the officers and the immediate Past-President, provided the League Board of Directors retains ultimate responsibility for management of League affairs.

Section 9. Duties of President. The President shall be chair of the Board of Directors. The President shall preside at the annual business meeting and all other meetings of the League, but may designate others to preside instead. Except as otherwise provided by this Constitution, the President shall appoint all committees established by the Board of Directors or by the Constitution and shall appoint representatives of the League to such non-League bodies as may be appropriate.

In the absence of the President, the First Vice-President shall act as President. In the absence of both the President and First Vice President, the Second Vice-President shall act as President. In the absence of all Officers, the Board of Directors shall choose a chair from among its members.

Section 10. Executive Director. The Executive Director shall be the chief administrative officer of the League, subject to the general supervision of the Board of Directors. The Executive Director shall be appointed by the Board of Directors for an indefinite period and may be removed at will by the Board of Directors. The Executive Director shall have the authority to appoint, discipline, and remove League employees; to establish terms and conditions of their employment; and to define their

duties and responsibilities. Appointment, discipline, and removal of the General Counsel shall be subject to approval by the Board of Directors.

The Executive Director shall submit to the Board of Directors and to the membership an annual report of League affairs, services, and finances which shall be communicated to members in a manner deemed appropriate by the Board of Directors. The Executive Director shall be responsible for all League records, accounts, and property. The Executive Director shall cause an official record of all meetings of the League to be made. The Executive Director and employees designated by the Executive Director shall post a fidelity bond at League expense.

ARTICLE VI

Finances

Section 1. Fiscal Year. The fiscal year of the League shall be from September 1 through August 31 of the following year.

Section 2. Duties of Secretary-Treasurer. The Executive Director shall act as the Treasurer and handle all League funds. The Executive Director shall prepare an annual budget of revenues and expenditures for consideration by the Board of Directors and shall limit expenditures to the total budget approved by the Board of Directors and any fiscal policies adopted by the Board.

Section 3. Audit. The Executive Director shall have an audit of the accounts and finances of the League conducted at the end of each fiscal year. The audit shall be conducted by a certified public accountant selected by the Board of Directors. The results of each annual audit shall be provided to the Board of Directors for its review and acceptance.

Section 4. Finance Committee. The President shall appoint a finance committee, subject to approval of the Board of Directors. The First Vice-President shall serve as chair of the committee.

The finance committee shall review League finances and services, study the League's dues structure, recommend to the Board of Directors a budget for each fiscal year, receive and review the annual audit results, confer with the auditor and perform such other financial functions as the Board of Directors may direct.

ARTICLE VII

Member Meetings

Section 1. Annual Conference. The League shall hold an Annual Conference on the dates and at a place fixed by the Board of Directors.

Section 2. Annual Business Meeting. An annual member business meeting shall be held during the Annual Conference at a time to be determined by the Board of Directors and which shall be communicated to the members. The President shall appoint a nominating committee, and such other committees as the Board of Directors may authorize, at or before the beginning of the Annual Conference to make reports at the business meeting.

Section 3. Special Business Meetings. The Board of Directors may schedule and hold other member business meetings in conjunction with other statewide League conferences upon at least 30 days prior written notice to each member.

Section 4. Quorum and Voting Requirements. At any member business meeting, delegates from at least 20 members shall be considered a quorum. Only members shall be entitled to vote at meetings, and each member is entitled to one vote on all matters (which shall be the predetermined majority expression of the delegates from that member). Each member shall determine which one of its delegates may cast a vote on its behalf, except that the mayor of a member city, if present, shall be the member city's voting delegate in the absence of a decision of the member city to the contrary.

Section 5. Other Meetings. The Board of Directors may hold other member meetings for educational, legislative or other purposes, which may be statewide or regional, and may be for special classes of officers or employees or for municipal officers generally.

Section 6. Parliamentary Rules. At any business meeting the members may adopt further rules governing its proceedings. Otherwise, parliamentary procedure shall be according to the latest revision of the Robert's Rules of Order.

ARTICLE VIII

Legislative Policy Development Process

Section 1. Board of Directors Roles. The Board of Directors shall establish policies and priorities to guide the League's legislative advocacy efforts.

Section 2. Policy Development Process. To assist in the development of legislative policies and priorities, the Board of Directors shall establish a policy development process designed to encourage and maximize member input. The process may include but is not limited to strategies such as:

- A. Creation of specific legislative policy committees or task forces.
- B. Solicitation of member input through surveys or questionnaires.
- C. Statewide and/or regional membership meetings.

Section 3. Member Notification. At least once annually, the Board of Directors shall submit a report of the proposed legislative policies and priorities to the members.

ARTICLE IX

Miscellaneous Provisions

Section 1. Amendments. This Constitution may be amended after the first day of the Annual Conference by a two-thirds vote of all members voting, provided that the proposed amendments have been prepared in writing on or before the first day of the meeting and distributed to the delegates. An amendment in writing, offered from the floor without prior notice to the delegates, shall be permissible if it is an amendment to a proposed amendment, is on the same subject as the amendment it is proposed to amend, is germane to the amendment it is proposed to amend, and is approved by a two-thirds vote of the delegates in attendance and voting.

Section 2. Dissolution. If, at any regular or special meeting, three-fourths of the members of the League vote in favor of dissolution of the League of Minnesota Cities, the League shall be dissolved within 90 days of the date approving such action.

Immediately after a vote favoring dissolution, the Board of Directors shall proceed to settle any financial obligations pending against the League and to dispose of all property held by the League. Any funds remaining after all claims have been settled and all property disposed of shall be returned to each participating member in proportion to the annual dues fee paid by the member.

Section 3. Affiliates.

Subd. 1 The Board of Directors may, on application and by resolution, recognize as affiliates of the League, organizations whose membership consists predominantly of Minnesota cities, city officials, or city employees. The general purpose of such affiliations shall be to encourage consistent legislative policies and to foster cooperation and collaboration. The Board of Directors may require for affiliate recognition such conditions as to activities, membership, and finances as it deems appropriate.

Subd. 2. The League may enter into agreements with recognized affiliates to provide goods or services as agreed to by the League and the affiliate. The League may provide these services at a fee to the affiliate. The League may also enter into agreements with affiliates to jointly and cooperatively provide information and services to each organization's respective membership.

Subd 3. As an affiliate created by the League, the Association of Metropolitan Municipalities shall provide information and services to cities within the seven county metropolitan area as specified in MS 473.121, subd. 2. Principally, the Association will provide information and services that are related to, or affected by the policies, systems and programs provided by or are within the jurisdiction of the Metropolitan Council. Should the Association of Metropolitan Municipalities or a successor affiliate dissolve the responsibility for providing the information and services will revert to the League.