



PROPOSED AMENDED AND RESTATED
BY LAWS
OF
INTERNATIONAL MUNICIPAL LAWYERS ASSOCIATION, INC.

ARTICLE I

Offices

The principal offices of the International Municipal Lawyers Association (“IMLA”) shall be located at 51 Monroe Street, Rockville, Maryland but may be changed from time to time by a majority vote of the Board of Directors to another location in the Washington, D.C. area.

ARTICLE II

Officers and Board of Directors

SECTION 1. Officers. The Officers of IMLA are as follows:

- (a) President;
- (b) President-Elect;
- (c) Secretary-Treasurer;
- (d) Immediate Past President;
- (e) At least twelve Fifteen Directors elected by the membership;
- (f) A State League Counsel Director elected by the State League Counsel membership;
- (g) Up to ~~(provided that the number of Directors may be increased by up to~~ five additional Directors appointed by ~~upon the~~ recommendation of the ~~General Counsel and Executive~~

Director ~~and~~ with consent of a majority of the Executive Committee;

- (h) General Counsel and Executive Director (the “Executive Director”);
 - (i) ~~Thirteen~~ Canadian Provincial Chairs;
 - (j) ~~Fifty~~-State Chairs;
 - (k) ~~Twelve~~-Regional Vice Presidents (subject to increase as provided in Article II, Section 7);
- and
- (l) Assistant Secretary-Treasurer, if the same be recommended by the Board ~~of Directors~~.

SECTION 2. Board of Directors. The President; President-Elect; Secretary-Treasurer; Immediate Past President; Directors; and ~~the General Counsel and~~ Executive Director shall constitute the Board of Directors (the “Board”). ~~One additional Director, being a member of the State League Counsel and State Municipal Attorney Association Department (“State League Counsel”) shall be elected to serve by the State League Counsel membership of IMLA. With the permission of the individual’s chief legal officer, an assistant or deputy municipal, county or special district attorney of a member municipality, county or special district may run for a Board position and, if elected, may serve on the Board.~~ Except for persons permitted to serve on the Board with the permission of their chief legal officer and the ~~General Counsel and~~ Executive Director, the Immediate Past President, and the State League Counsel Board Member, all other members of the Board shall be the chief legal officer of a member municipality, county or special district. For purposes of these Bylaws, “special district” shall mean a unit of local government authorized by law to perform a single function or a limited number of functions, including but not limited to water, sanitary sewer, fire protection, parks, ports, airports. regional and transportation districts or a state municipal league, association of counties or association of municipalities or special districts. No more than ~~one chief legal officer for a special district and no more than~~ one person representing the same entity other than the Immediate Past President shall serve on the Board at any time.

SECTION 3. President. The President-Elect shall become President of IMLA at the next Annual ~~business~~ Meeting after having been elected or upon a vacancy in the office of President. The President shall serve as the ceremonial head and the Chief Officer of ~~the Corporation~~ IMLA during the President’s term,

and exercise the authority incident to the office of the President and such other duties as may be prescribed by the Board of Directors except those functions which are delegated to the ~~General Counsel and Executive Director~~ by the Board of Directors. The President shall preside over all the Board of Directors meetings and the Annual Meeting. The President shall appoint all committees and shall be responsible for coordinating and reviewing the work of the ~~General Counsel and Executive Director~~. The President shall serve a term of office that extends from one Annual ~~business~~ Meeting to the next, but may, in addition, serve the uncompleted term of the previous President if a vacancy in that office occurs during the term of the President.

SECTION 4. President-Elect. In the absence of the President, the President-Elect shall have the powers and perform the duties of the President. The President-Elect shall serve a term of office for the period from one Annual ~~business~~ Meeting to the next; unless required to fill the unexpired term of the President-Elect.

SECTION 5. State Chairs. A State Chair shall be appointed by the President for each state or portion of a state and shall function in an advisory capacity to the Board of Directors on all matters of policy, programs and membership and perform such other duties as may be assigned by the President or the Board. Areas outside the United States may be assigned by the Board to a state or as a state for IMLA purposes. If an area outside the United States is assigned as a state a member from that area may be appointed and serve as a State Chair.

SECTION 6. Provincial Chairs. A Canadian Provincial Chair shall be appointed by the President for all or a part of each province ~~or~~ and territory of Canada and shall function in an advisory capacity to the Board of Directors on all matters of policy, programs and membership and perform such other duties as may be assigned by the President or the Board.

SECTION 7. Regional Vice Presidents. A Regional Vice President shall be elected by the membership of IMLA for regions that coincide with the Federal Judicial Circuits (except the District of Columbia Circuit), and one Regional Vice President for Canada shall be elected by the IMLA membership from the Canadian membership. A Regional Vice President shall be the chief legal officer of a municipality

that is a voting member or a deputy or assistant with the consent of that municipality's chief legal officer.

One Regional Vice President shall be elected for each Circuit except that when a Federal Judicial Circuit is split into two or more circuits ~~either by act of Congress or a determination by the IMLA Board of Directors~~ finds that exigent circumstances require a split of a Circuit to adequately handle the responsibilities within the Circuit. There shall be not fewer than twelve Regional Vice Presidents whose number may be increased by determination of the ~~IMLA Board~~ in accordance with the provisions of this section ~~Article II, Section 7~~. The Regional Vice Presidents shall work in an advisory capacity to the Board in all matters of policy, programs and membership, and shall perform such other duties as may be assigned by the President or the Board.

SECTION 8. Secretary-Treasurer. The Secretary-Treasurer shall be the principal financial officer of IMLA and shall maintain and have authority over all books, records, funds, securities and property of IMLA. The original financial record shall be maintained in the principal office of IMLA, under the supervision of the ~~General Counsel and~~ Executive Director, who with the approval of the Secretary-Treasurer, shall make deposits of funds in checking and interest-bearing accounts appropriately designated as to purpose. Disbursements of budgeted funds may be made (upon submission of invoices, statements of receipts to the IMLA office) by electronic payment, check or draft signed by or in the case of electronic payment approved by the ~~General Counsel and~~ Executive Director or the Deputy Director ~~and or~~ by the Secretary-Treasurer. Disbursements from trust funds may be made in similar manner, upon approval of the trustees of the funds. The Secretary-Treasurer shall make such reports and perform such other duties as the Board ~~of Directors~~ may prescribe. The Board ~~of Directors~~ may appoint an Assistant Secretary- Treasurer if deemed necessary who shall hold the office for such terms and upon such conditions and shall exercise such powers and perform such duties as shall be determined by the Board ~~of Directors~~.

SECTION 9. Directors.

(a) Fifteen Directors under Article II, Section 1(e) shall be elected by the membership of IMLA. The term of office for a Director elected by the membership shall be three years. A Director may not serve more than ~~two~~ three, consecutive, terms of office unless the first term was less than a full three

~~years. There is one additional Director, being a State League Counsel member of the State League Counsel and State Municipal Attorney Association Department (“State League Counsel”) who shall be elected to serve by the State League Counsel membership of IMLA and who shall serve for a period of two years and who may not be re-elected unless the first term was less than a full two years. The Directors shall serve personally as members of the Board of Directors and perform such additional duties as assigned by the President or the Board of Directors. The Directors may not appoint representatives or vote by proxy. For purposes of determining a “year” in the terms of office of any Director or other officer of IMLA, a year, including a “full year,” constitutes the period between one annual business meeting and the next.~~

(b) One additional Director, being a member of the State League Counsel and State Municipal Attorney Association Department (“State League Counsel”) shall be elected to serve by the State League Counsel membership of IMLA and who shall serve for a period of two years and who may not be re-elected unless the first term was less than a full two years.

(c) Upon the recommendation of the Executive Director and the consent of a majority of the Executive Committee, the Board may be increased by the appointment of additional Directors not to exceed five in number. The Executive Director may nominate a person to be a Director and upon the consent of a majority of the Executive Committee, that person shall become a member of the Board to serve a term (up to three years) as designated by the majority of the Executive Committee making that appointment. A person so nominated and appointed may thereafter be nominated and elected to the Board as other Directors, but like other members of the Board may not serve more than ~~two~~ three, consecutive, full three year terms. In making recommendations and appointments under this provision the Executive Director and the Executive Committee must consider the demographic and geographic diversity of the Board and the best interests of IMLA in achieving a Board that is representative of the IMLA membership and that ~~can~~ may help IMLA’s image and continuity. The Executive Director is not required to recommend a replacement should a vacancy occur in an unelected Board position giving due consideration to the interests of IMLA.

(d) The Directors shall serve personally as members of the Board and perform such additional duties as assigned by the President or the Board. The Directors may not appoint representatives or vote by

proxy. For purposes of determining a “year” in the terms of office of any Director or other officer of IMLA, a year, including a “full year,” constitutes the period between one Annual Meeting and the next.

(c) **Executive Committee.** There is an Executive Committee that consists of the President, President-Elect and Immediate Past President. These Bylaws provide for the Executive Committee to perform certain duties and the Board may assign additional duties to the Executive Committee.

SECTION 10. General Counsel and Executive Director. A General Counsel and Executive Director (the “Executive Director”) shall be appointed by the Board ~~of Directors~~ and shall act as the chief executive officer of IMLA and shall serve at the pleasure of the Board ~~of Directors~~. ~~The General Counsel and~~ Executive Director shall transact the day-to-day business of IMLA, supervise its hired staff, and transact such other business and perform such other duties and functions as may from time-to-time be determined by the Board ~~of Directors~~, the Executive Committee, or the President, and shall serve as a member of the Board ~~of Directors~~.

SECTION 11. Elections.

(a) ~~The General Counsel and~~ Executive Director must develop the means to provide substantial notice to the membership about openings in the positions of Director, Regional Vice President, State Chair and Provincial Chair that will have the widest distribution possible. These means shall include publicizing, in at least one issue of each magazine or newsletter that IMLA publishes in paper or electronic format after selection of the Nominating Committee and at least 30 days before the Annual ~~Business~~ Meeting the following:

- (i) The names and contact information for the members of the Nominating Committee;
- (ii) A description of the positions open for nomination and the responsibilities of those positions;
- (iii) A description of the process by which a person can apply, be nominated and be elected to one of those positions; and
- (iv) A description of the positions that are appointed positions within the structure of IMLA and the method of selection, including the names and contact information of

those who make those appointments.

The Executive Director must also post this notice conspicuously on the IMLA website or similar electronic ~~facility~~ medium during the same period. The Executive Director must review the proposed methods for notifying the membership with the Executive Committee and the Nominating Committee for their advice and approval of the methods chosen. If there is not general agreement, the views of the Executive Committee will prevail.

(b) The President, President-Elect, and Secretary-Treasurer are elected officers and the President-Elect and Secretary-Treasurer shall be elected at the Annual Meeting. These officers hold office for one year or until their successors are duly elected and qualified. To qualify for the offices of President and President-Elect, a person must have served at least two years on the Board. Directors shall be elected at the Annual Meeting (or appointed by the Executive Director and confirmed by the Executive Committee under these Bylaws) to serve a term ~~under~~ set forth in Article II, Section 9 Section 16 of these Bylaws or until their successors are duly elected and qualified.

(c) A President may hold office for one year, and is not eligible for a second term as President unless serving a previous unexpired term. The President-Elect may hold office for one year and is not eligible for a second term as President-Elect unless serving a previous unexpired term. The President-Elect shall automatically ascend to the presidency at the Annual Meeting. There is no term limit on the office of the Secretary-Treasurer. Directors may not succeed themselves following a ~~second~~ third full three year term, but are eligible to be nominated to serve the organization again as a Director if at least one year has passed since the Director's last service as a Director.

(d) The Immediate Past President shall serve a one-year term as Director, without further election and thereafter be ineligible to hold any elective office in ~~the Corporation~~ IMLA.

(e) By May 1 of each year, the President, President-Elect, Immediate Past President, and the next most Immediate Past President must each designate a person to serve on the Nominating Committee. On or before May 1 of each year, the State League Counsel must nominate someone to serve on the Nominating Committee. If any of the foregoing fail to nominate a person to serve on the nominating

committee as required, the Executive Director must notify the person or group that has failed to timely act that they have until May 15, to nominate someone to the committee and if the person or group fails to make the nomination by that date, the Executive Committee will fill any vacancy on the Nominating Committee by majority vote by June 1, and if it fails to do so, the Executive Director shall appoint a member to fill the vacancy, within 10 days thereafter. Annually, the Nominating Committee shall have the duty and responsibility to nominate and present a written slate of elective officer candidates to the representatives at the election held during the business meeting. Prior thereto, the Nominating Committee shall have received representatives' recommendations for nominees for all elective offices. The Executive Director must notify the membership as soon as practicable after the Nominating Committee has been appointed of the names and contact information for the Committee members.

(f) The Nominating Committee shall meet ~~at the Annual Meeting~~ by conference call and ~~may~~ interview candidates for office ~~and anyone interested in supporting a candidate as time allows~~ prior to the Annual Meeting. ~~The Nominating Committee must provide the candidates with the responsibilities of the office they seek.~~ The Nominating Committee may interview references and conduct such other investigation of an applicant as it believes necessary and applicants must cooperate in facilitating this review. The Nominating Committee must provide its slate of nominees to the ~~General Counsel Executive Director~~ Executive Director ~~in sufficient time for the General Counsel Executive Director to post the slate of nominees at least 36 hours in advance of the two weeks before the Annual business Meeting.~~ Failure to timely file its slate of nominees will not invalidate any slate of nominees filed by the Committee prior to the business meeting. The Nominating Committee shall seek to nominate candidates for elective office, from the representatives of IMLA membership, who can best provide effective and dynamic leadership. In that evaluation, it may consider all relevant factors, including demographic and regional representational balance, scholarship, standing in the legal community, population of the member municipality and past contributions to IMLA. Attendance at the Annual Meeting or other IMLA functions may be considered; however, nonattendance alone shall not constitute disqualification. ~~Absent extraordinary circumstances, the Nominating Committee shall nominate the President Elect as President.~~

(g) Apart from the work of the Nominating Committee, any chief legal officer of a member municipality may commence the process of nominating another chief legal officer of another member municipality for a specific elective office (other than that of President, President- Elect, Secretary Treasurer and the State League Counsel designated Director) by filing with the Executive Director a notice of intent (“Notice of Intent”) to nominate. This Notice of Intent shall be filed at least ~~24 hours~~ one week before the business meeting held for electing officers and shall include the candidate’s name, the name of the member municipality represented by such candidate, and a brief biographic profile of the candidate. Such candidate may then be nominated as set forth in Subsection (h) of this Section ~~1140~~.

(h) The Executive Director shall notify the membership of the slate of nominees promptly after receipt by posting on the IMLA website and an e-mail to the membership. If a timely Notice of Intent is filed under subsection g, the Executive Director shall promptly notify the membership by posting on the IMLA website and an e-mail to the membership.

(i) In connection with the election of officers during the Annual ~~business~~ Meeting of the membership representatives:

- (i) The Nominating Committee shall make its report and make its nominations from its written slate.
- (ii) Before submitting any name for a vote, the President or his designee shall call for nominations from the floor. Provided a Notice of Intent has been filed as set forth in Subsection (g), any of the representatives present may make or second a nomination of a person identified in the Notice of Intent for a specific elective office other than those of President, President, Secretary Treasurer or the State League Counsel designated Director. The name of any person so nominated shall be added to the list of candidates for election to that office. In the event a chief legal officer has been nominated for more than one (1) elective office, before the vote is taken or ballot cast, the name of such chief legal officer shall be stricken from the ballot for all offices except the highest elective office.

- (iii) In the event no nominations are made from the floor, the nominations shall be closed and the President or his designee shall take a vote *viva voce* or by a show of representatives' hands.
- (iv) In the event any nomination is made from the floor before nominations are closed, the President or his designee shall order the written slate prepared by the Nominating Committee to be divided into two (2) parts. One shall be for the Directors on the Board of ~~Directors~~ elected by the membership under Article II, Section 9(a) of these bylaws; and one for the Regional Vice Presidents. With respect to any of the parts, whenever all of the offices in one such part are not contested, the President, or designee, shall take a vote *viva voce* or by a show of representatives' hands. With respect to any of the two parts wherein offices are contested, the President, or ~~his~~ designee, shall order written ballots to be prepared.
- (v) A majority of all votes cast shall be necessary to determine the choice of any officer elected.

(i) For purposes of this Section 11, a “year,” including a “full year,” constitutes the period between one Annual ~~business~~ Meeting and the next.

SECTION 12. Vacancies.

(a) Except State Chairs and Provincial Chairs who shall be appointed by the President, a vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term by a majority vote of the remaining members of the Board.

(b) A vacancy in any office other than the office of President shall be deemed to exist if the incumbent retires from or terminates municipal service and has not within ninety (90) days after the effective date of the retirement or termination been appointed or elected to another position as a municipal attorney.

(c) The Board of ~~Directors~~ may, for good cause, extend the period during which an officer or Director may continue to hold office while seeking another position as a municipal attorney for no more

than sixty (60) additional days.

(d) A President who has been duly installed who subsequently retires from or terminates municipal service shall be entitled to complete the term to which elected. If a vacancy occurs in the office of President for any reason, the President-Elect shall fill the unexpired term.

(e) If a vacancy in the office of President-Elect, Secretary-Treasurer or Director occurs within 60 days prior to a ~~Semi-annual~~ the Annual Meeting, it shall be filled at the ~~next business meeting~~ Annual Meeting of the membership, following a regular nominating process; provided, however in the event of a vacancy in the office of Secretary-Treasurer, those duties shall be exercised by the President-Elect until the office of the Secretary-Treasurer is filled.

(f) Before any vacancy is filled, other than at a ~~regular Semiannual Meeting~~ the Annual Meeting, members of the Board of ~~Directors~~ shall be advised in writing of the vacancy and have not less than 15 days to make nominations to be included in any subsequent letter balloting, as provided in Article III, Section 8.

SECTION 13. Honorary Recognition. The Board of ~~Directors~~ may make appointments of an honorary character.

SECTION 14. Removal. Any officer or agent may be removed by the Board of ~~Directors~~ whenever, in its judgment, the best interests of IMLA would be served thereby. Such removal shall be without prejudice to written contract rights, if any, of the person removed.

SECTION 15. Committees. The Board of ~~Directors~~ may establish committees to carry out the purposes of IMLA and to conduct any business designated by the Board of ~~Directors~~. The President shall appoint all committee members.

SECTION 16. Compensation. The members of the Board of ~~Directors~~, excepting only the ~~General Counsel and~~ Executive Director and the Secretary-Treasurer, shall serve without compensation and shall attend the semi-annual Meetings at their own expense, provided however, that Board of ~~Directors~~ members attending special meetings may be reimbursed for their out-of-pocket travel expenses for attending such meetings, under such reasonable conditions as may be determined by the Board of ~~Directors~~.

The Secretary-Treasurer may receive a fee set by the Board of Directors not to exceed \$250 per month, unless otherwise approved by the Board of Directors.

~~SECTION 17. Terms.~~ Except the General Counsel and Executive Director, State League Counsel Director, Directors appointed under Article II, Section 8.B and Secretary Treasurer, all Directors shall serve a three year term following their election at an Annual Conference (meeting) or until their successors are elected and qualified and they may not serve more than two, consecutive, full three year terms. The State League Counsel Director serves a term of two years. Directors appointed by the Executive Committee on the recommendation of the Executive Director as provided in Article II, Section 8. B. of these Bylaws shall serve a term of up to three years as designated by the Executive Committee when they are appointed. Thereafter they may be elected to either fill the remainder of a vacant term or to a full three year term. Regional Vice Presidents and State Chairs serve one year terms or until their successors are qualified and may succeed themselves. For purposes of determining a “year” in the terms of office of any Director or other officer of IMLA, a year, including a “full year,” constitutes the period between one annual business meeting and the next.

ARTICLE III

Meeting and Voting

SECTION 1. Regular Meetings. Regular Meetings of the ~~Board of Directors~~ Board for each calendar year shall be held semiannually to coincide with the IMLA Annual Conference (~~Annual Meeting~~) and IMLA Mid-Year Seminar; collectively referred to as the Semi-annual Meetings of IMLA. The time and place of the Regular Meetings shall be determined by the Board of Directors, ~~but (unless otherwise directed by the Board of Directors)~~ shall be scheduled to coincide with the IMLA Mid Year Seminar and Annual Conferences for each calendar year.

SECTION 2. Special Meetings. Special Meetings of the Board of Directors may be called by the President and ~~General Counsel~~ Executive Director, or by any ten members of the Board of Directors. Written notice shall be given to all members of the Board of Directors of the Special Meeting, not less than

10 days prior to the meeting date. Any Board of Director member may waive notice of a meeting in writing, but the attendance of a member of the Board of Directors shall constitute a waiver of a notice of such meeting, except where the member of the Board of Directors attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Directors may attend a Special Meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other or may vote by mail, email or electronic ballot.

SECTION 3. Annual Meeting. The Annual Meeting of the membership shall occur during the IMLA Annual Conference at such time and place as shall be determined by the Board.

SECTION 4. Quorum. A quorum for the transaction of business of the Board of Directors shall be ten members of said Board of Directors. If less than such a quorum is present at a meeting, a majority of the members of the Board of Directors then present may either adjourn the meeting from time-to-time, without further notice, or may act on the business and obtain written ratification of its acts by a majority of the Board of Directors within thirty days of the said action. All actions must be decided by a majority vote of the quorum present. A tie vote defeats the proposal.

SECTION 5. Presumption of Assent. A member of the Board of Directors who is present at a meeting of the Board of Directors at which an action on any matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall personally deliver a written dissent to such action with the person acting as the secretary of the meeting, before the minutes thereof have been approved, or shall forward such dissent by registered mail to the secretary of the meeting after the adjournment of said meeting. The right of dissent shall not apply to a member of the Board of Directors who voted in favor of such action at a separated vote. To be effective, all dissents must be received prior to approval of the minutes to which they relate.

SECTION 6. Voting. In all transactions requiring official decisions of the IMLA membership, each member municipality shall be entitled to one vote. ~~No member may vote while its membership and service fees are in arrears~~ To be qualified to vote, all membership and service fees of the member municipality shall be paid in full on or before the date the Annual Meeting begins. The Executive Director

shall maintain a roster of members in good standing and qualified to vote.

SECTION 7. Place of Meeting. The members of the Board of ~~Directors~~ may designate any place, either within or outside the United States as a place for the Annual Meeting, any ~~Semiannual Regular Meeting~~ or ~~for~~ any Special Meeting.

SECTION 8. Agendas. The ~~General Counsel and~~ Executive Director, under the direction of the President, shall prepare a proposed agenda for each Regular Meeting and Special Meeting of the Board of ~~Directors~~ and forward the same to each member thereof, not later than ten days prior to the meeting. Each member of the Board of ~~Directors~~ shall be entitled to place matters on the final meeting agendas which shall be prepared and distributed not later than seventy-two hours prior to the meeting. No item adopted by the Board of ~~Directors~~ shall be void or invalid, if it was not included on a Regular Meeting agenda. A matter not calendared on the agenda of a Special Meeting may not be adopted, unless it shall receive at least a two-thirds majority vote of the total membership of the Board.

SECTION 9. Interim Voting.

(a) When members are not assembled for ~~one of the Semiannual Meetings~~ the Annual Meeting, the Board of ~~Directors~~ may conduct the affairs of IMLA, including filling Officer vacancies, by telephonic vote, electronic vote, letter ballot or by facsimile.

(b) The Board of ~~Directors~~ may refer any matter to the active membership for determination by letter ballot, by electronic ballot, by facsimile, or such other means as approved by the Board of ~~Directors~~.

(c) When filling a vacancy on the Board of ~~Directors~~ or for the office of Regional Vice President, ballots shall be proposed in written form and formulated to permit a yes or no vote. Said ballots shall be sent by mail, fax or email to each member of the Board of ~~Directors~~ no less than 10 days prior to the deadline for the voted ballot to be returned to IMLA unless exigent circumstances require a shorter time, in which event the time allowed for voting shall be clearly stated and shall be sufficient to permit receipt and return to IMLA offices.

(d) Each ballot shall be signed by the person voting thereon and shall be retained for one year following said vote. Unsigned ballots shall not be counted.

(e) The ~~General Counsel and~~ Executive Director shall tabulate and announce all interim election results to each member of the Board ~~of Directors~~; upon written request, a Board ~~of Directors~~ member may be advised of and have copies of each ballot cast in said election.

(f) If a vacancy in an office is filled under the provisions of this Section, the term of office shall be for the unexpired portion of the term. ~~only extend to the next annual business meeting.~~

ARTICLE IV

Budgeting, Staffing and Organization

SECTION 1. Fiscal Year. The fiscal year for IMLA shall begin July 1 and end June 30 of each calendar year.

SECTION 2. Annual Operating Budget. The ~~General Counsel and~~ Executive Director shall prepare a proposed annual operating budget under the general direction of the President and with the assistance of the Board's Budget and Finance Committee and shall submit the proposed budget to the Board ~~of Directors~~ not less than one week before the Mid-Year Seminar Board Regular Meeting ~~meeting~~ for approval at the ~~Mid-Year Seminar Board~~ such meeting. Once approved by the Board, the operating budget shall take effect the beginning of the new fiscal year. If necessary, the ~~General Counsel and~~ Executive Director shall present a revised and amended budget for the balance of the fiscal year to the Board ~~of Directors~~ for approval during the course of the year.

SECTION 3. Budget Expenditures. The ~~General Counsel and~~ Executive Director may transfer funds as needed between line items in the said budget, but no deficit shall be incurred without the express written authorization of the Board ~~of Directors~~. No loans between funds or fund balances may be made, except with the written approval of the Board ~~of Directors~~.

SECTION 4. Staffing Document. Concurrent with the adoption of the final budget, a staffing document shall be similarly adopted. Said document shall identify the organizational structure of IMLA's paid officers, employees and agents, with general job descriptions for each position identified. Staffing, except for temporary staff, may not exceed the adopted staffing document without authorization of the Board ~~of Directors~~.

SECTION 5. Salary and Compensation Plan. Concurrent with the tentative and final budget, the ~~General Counsel and~~ Executive Director, under the general supervision of the President, shall represent to the Board of ~~Directors~~ a Salary and Compensation Plan. Said plan shall set forth the salary and fringe benefits available for employees, including general salary ranges for each classification of employees identified in the staffing document. The ~~General Counsel and~~ Executive Director may hire, fire and pay staff within the guidelines of said Salary and Compensation Plan as adopted by the Board of ~~Directors~~.

SECTION 6. Salary of the General Counsel and Executive Director. Separate and apart from the aforesaid Salary and Compensation Plan, the Board of ~~Directors~~ shall set the salary and compensation benefit package of the ~~General Counsel and~~ Executive Director by resolution or motion.

SECTION 7. Accounting. The ~~General Counsel and~~ Executive Director shall keep records consistent with generally accepted accounting principles. The ~~General Counsel and~~ Executive Director shall provide to the Board of ~~Directors~~, at each ~~Semi-annual~~ Regular Meeting, a report on the budget and provide a financial report as to the financial condition and status of IMLA and its various funds. This section may be satisfied by an audit report or financial report of an independent auditor. Within 180 days after the close of each fiscal year, the ~~General Counsel and~~ Executive Director shall prepare and send a final annual financial report to each member of the Board of ~~Directors~~.

SECTION 8. Independent Audit. Annually the Board of ~~Directors~~ shall retain a recognized accounting firm to perform an independent financial audit in accord with generally accepted accounting principles. The firm shall make its report to the Board of ~~Directors~~.

ARTICLE V

Membership and Dues

SECTION 1. Voting Members.

(a) All municipalities, (including counties, special districts) and those municipalities situated outside of the United States, shall be eligible for voting membership, which membership shall be through the chief legal officer of each by whatever title such officer may be designated; and

(b) ~~Statewide associations~~ Associations of municipalities, including ~~statewide~~ associations of counties and ~~statewide~~ associations of special districts, ~~statewide~~ associations of municipal attorneys, and associations situated outside the United States that are the equivalent of the foregoing associations, shall be eligible for voting membership, which membership shall be through the chief legal officer of each by whatever title such officer may be designated.

(c) Such membership ~~may~~ shall be effective accomplished upon the payment of the fees established pursuant to a schedule and classifications fixed from time to time by the Board ~~of Directors~~.

SECTION 2. Non-Voting Members. Non-voting associate and library members are those persons who are interested in municipal law matters and who desire to secure IMLA publications and services, which membership may be authorized pursuant to conditions and fee schedules established by the Board ~~of Directors~~. Such members shall be entitled to receive all publications, material and information as may be approved by the Board ~~of Directors~~.

SECTION 3. Honorary Members. All Past Presidents of IMLA, who are no longer legal officers of a municipality eligible for IMLA membership, shall be honorary members of IMLA, without vote. As such, they are entitled to receive all publications, materials and information provided voting members and to attend all meetings and conferences sponsored by IMLA at their own expense, without payment of dues.

SECTION 4. Other Members. Additional classes of membership may be established, if the needs and objectives of IMLA so require which membership should be pursuant to such conditions and fee schedules as may be established from time-to-time by the Board ~~of Directors~~.

ARTICLE VI

Miscellaneous

SECTION 1. Asset Inventory. The ~~General Counsel and~~ Executive Director shall maintain a current inventory of the capital and other assets belonging to IMLA in excess of \$500. Capital assets shall be marked with appropriate identification tags, marks, or other identifying marks, or other identifying symbols. Other capital assets, kept at the business premises of IMLA but not belonging to IMLA, shall be

similarly marked to identify the owners thereof. Annually with the adoption of the final budget, the ~~General Counsel and~~ Executive Director shall provide an Asset Inventory identifying items of capital equipment and other property and assets by general category, owned by IMLA. The President may require such other information, titles or records as may be deemed prudent and appropriate to identify and keep an accurate inventory of IMLA property and assets. The ~~General Counsel and~~ Executive Director shall separately identify each capital asset and other property and assets, by general category, kept at the IMLA business premises not belonging to IMLA.

SECTION 2. Resolutions, Motion and Minutes. Proceeding of meetings or portions thereof may be electronically recorded and transcribed in summary form upon a majority vote of the Board of ~~Directors~~. Minutes of all Board of ~~Directors~~ meetings shall be kept; they shall be approved by the Board of ~~Directors~~ at its next Regular Meeting. All official actions of the Board of ~~Directors~~ shall be made by motion or resolution and reduced to writing. Such actions shall, upon adoption, be signed by the President. Their form shall include a summary title, identifying the subject matter and shall contain an identifying number, indicating the years of adoption. A copy of the Articles of Incorporation, the Bylaws and each such drafted motion and resolution shall be provided to each member of the Board of ~~Directors~~, within sixty days of adoption by email or posting on the IMLA website.

SECTION 3. Rules of Order. Except as otherwise specified by these bylaws or voted by a majority of the Directors voting, the Board of ~~Directors~~' meetings shall be conducted under the provisions of the *Robert's Rules of Order*, latest edition.

SECTION 4. Indemnification. All of the members of the Board of ~~Directors~~ and its officers, agents, and employees, jointly and severally, shall be indemnified, defended and held harmless by IMLA from all liability for their acts, failures to act or omissions to act causing any claim injury or damage occurring during, as a result of or within the scope or under color of authority of his responsibilities, provided that the acts, failures to act or omissions to act were not the result of fraud or malice on the part of the indemnified party. Said indemnification shall include all costs and attorney's fees, but is conditioned on the indemnified party providing reasonable notice of any claim or suit having been filed against the

indemnified party and upon faithful and reasonable cooperation in the defense of any such action.

SECTION 5. Execution of Instruments. All documents, notes or other evidences of indebtedness issued in the name of IMLA shall be signed by an Officer or Officers of IMLA in such a manner as shall, from time to time, be determined by resolution or motion of the Board ~~of Directors~~.

SECTION 6. Special Awards. The Board ~~of Directors~~ annually may grant public service awards to municipal attorneys, and on occasion may grant The Charles S. Rhyne Lifetime Achievement in Municipal Law Award to a municipal attorney. Eligibility for each award and the procedures and criteria used for bestowal of each award shall be determined by the Board ~~of Directors~~ and published to the membership. For all awards except the Charles S. Rhyne Lifetime Achievement Award an Awards Committee shall nominate and approve the awards.

SECTION 7. Mailing Lists. IMLA mailing and membership lists are not for sale, rent or use by or to any other party or organization, without a majority vote of the total membership of the Board ~~of Directors~~.

SECTION 8. InterAgency Relationships. It is the policy of IMLA to assist and cooperate with agencies, non-member municipal governments and entities to further member interests; however, absent a written agreement, IMLA must allocate its resources to serve its membership. Outside requests for legal research or advice are, therefore, to be denied unless there is a written agreement or it clearly appears to the President or the Board ~~of Directors~~ to be in IMLA's direct interest to do otherwise.

SECTION 9. Reserved

SECTION 9. Amicus Briefs. The President shall appoint a Legal Advocacy Committee comprised of an uneven number of not less than 3 nor more than 7 members which shall screen all requests for IMLA's active involvement in pending litigation including filing *amicus* briefs. A majority vote of the Committee is required for IMLA participation. If the Committee recommends participation, the ~~General Counsel~~ Executive Director will determine if there are resources available to support participation. The ~~General Counsel~~ Executive Director may ask the Board to review the Committee's recommendation when in the Executive Director's opinion doing so would serve the interests of IMLA or decline to participate if

there are insufficient resources available.

ARTICLE VII

Amendments

~~SECTION 1.~~ The Articles of Incorporation or the Bylaws may be amended or repealed at any Annual Meeting by a vote of two-thirds of the membership present and voting, provided that written notice to each chief legal officer of each municipality who is a member, of any proposed amendment or repeal has been given by mail, email, or by publication in any official document or website of the organization distributed among the membership, at least 30 days prior to the Annual Meeting at which the amendment or repeal is to be considered. The vote shall be taken by ballot and each municipality shall be entitled to one vote. Each proposition shall be stated on a separate ballot in the affirmative or negative.

Amended: October 17, 1995.

Amended: October 8, 1996.

Amended: November 11, 1998.

Amended: September 29, 1999.

Amended: August 30, 2000.

Amended: October 6, 2004.

Amended: September 20, 2006.

Amended: October 31, 2007.

Amended: October 21, 2009.

Amended: October 18, 2013.

Amended: October 7, 2015.

Amended: October 18, 2017.

Amended: _____