BYLAWS
of the
Iowa League of Cities

ARTICLE I

Members

Section 1. MEMBERS, AFFILIATES, PARTNERS, ASSOCIATES AND ENDED Programs Defined.

A. Members. Any city of the state of Iowa shall be eligible for membership in the League upon payment of the current membership fee. Such membership shall be in the name of the city. Each city holding membership shall be equally privileged with every other city holding membership with regards to its vote, the conduct of organizational business, and the distribution of assets upon dissolution of the League as provided in the League Constitution.

B. Affiliates. An organization which shares a common and mutual interest in improving and supporting city government and has a membership consisting primarily of city officials. Such an organization is established and governed independently of the League and may receive contracted services from the League for the organization’s management. Affiliates are not members, shall not vote and shall not be entitled to distribution of League assets upon dissolution, but shall be entitled to certain League services as determined by the Executive Board.

C. Partners. A commercial enterprise, professional association, private group, public agency, association of public agencies, association of public officials or individual may become a partner of the League upon approval of its application by the Executive Board and payment of fees in an amount determined by the Executive Board. Partners are not members, shall not vote and shall not be entitled to distribution of League assets upon dissolution, but shall be entitled to certain League services, greater than the services and benefits provided to public and private associates, determined by the Executive Board.

D. Public Associates. Any public agency, association of public agencies, or association of public officials may become a public associate of the League upon approval of its application by the Executive Board and payment of fees in an amount determined by the Executive Board. Public associates are not members, shall not vote and shall not be entitled to distribution of League assets upon dissolution, but shall be entitled to certain League services as shall be determined by the Executive Board.

E. Private Associates. A commercial enterprise, professional association, private group or individual may become a private associate of the League upon approval of its application by the Executive Board and payment of fees in an amount determined by the Executive Board. Private associates are not members, shall not vote and shall not be entitled to distribution of League assets upon dissolution, but shall be entitled to certain League services as shall be determined by the Executive Board.

F. Endorsed Organizations. The League Executive Board may endorse organizations that offer unique, essential and reliable services to the benefit of League members. The League will exclusively endorse the services these organizations offer and provide on-going oversight to ensure quality service to League members in exchange for royalties or fees. These endorsed programs are not members, shall not vote and shall not be entitled to distribution of League assets upon dissolution.
Section 2. **PUBLICATIONS SUBSCRIPTION.** In compliance with postal regulations, a portion of the annual membership dues paid by any member, or the annual fee paid by any associate, partner or endorsed program, shall be considered part of the subscription cost for the League magazine and other publications.

Section 3. **SUSPENSION.**

A. The Executive Director shall give notice in writing to any member city that is at least two months in arrears in the payment of annual dues that membership could lapse. If a member city is in arrears for six months in the payment of annual dues, the city’s membership will be terminated. The Executive Director shall notify the Executive Board at the next regular meeting of all cancellations. If a member city is terminated, the member city may request re-instatement upon payment of the annual dues in full for the current fiscal year of the League.

B. The Executive Director shall give notice in writing to any associate or partner that is in arrears for two months in the payment of fees that its status as an associate or partner shall be terminated. The associate or partner may be re-instated by payment of the fees in full for the current fiscal year. Any associate or partner’s status as such may be terminated by action of the Executive Board and such decision shall be final. Any associate or partner may discontinue its status as such upon written notification to the League office.

**ARTICLE II**

**Annual Conference and Meeting**

Section 1. **SCHEDULING.** The League shall hold a general statewide conference each year at such time and place as the Executive Board may determine. The Executive Board shall specify a time during the annual conference for an annual meeting to elect Officers and Directors and to conduct the business of the League.

Section 2. **MAYOR TO CAST VOTE.** The Mayor of any city shall cast the vote for the Mayor’s city on each matter submitted to a vote at the annual or special meeting. If the Mayor of the member city is not present at the annual or special meeting, the vote of the member city may be cast by a designated alternate.

Section 3. **DESIGNATED ALTERNATE.** The Mayor may appoint any elected or appointed official of the Mayor’s city as a designated alternate and shall provide written notice of the appointment to the Executive Director of the League at least ten (10) days prior to the meeting. If the Mayor has failed to make such an appointment and if the Mayor is not present for the annual or special meeting, or if the Mayor has appointed a designated alternate and neither the Mayor nor the designated alternate is present for the annual or special meeting, the elected or appointed officials from that city who are present at the annual or special meeting may select that designated alternate subject to the approval of the presiding officer.

Section 4. **RULES OF PROCEDURE.** The Executive Board shall establish Rules of Procedure and the order of business for the annual or special meeting. The Rules shall be in writing and made available on the first day of the annual conference or other special meeting. Any procedures not covered by the Rules shall be settled by Parliamentary practice as prescribed in *Robert’s Rules of Order.*

**ARTICLE III**
Executive Board

Section 1. GENERAL POWERS. The business and affairs of the League shall be managed by its Executive Board selected in accordance with the Constitution of the Iowa League of Cities.

Section 2. MEETINGS. The Executive Board shall hold at least four (4) regular meetings in each calendar year, to be scheduled by the President immediately upon assuming office. Special meetings may be called by the President, by the Executive Director, or by any three (3) members of the Executive Board.

Section 3. NOTICE. Notice of each meeting shall be given to each member of the Executive Board at least twenty-four (24) hours prior thereto. The notice shall state the time and place of the meeting and shall include a tentative agenda of the matters to be considered at the meeting. When it is necessary to hold a meeting on less than twenty-four (24) hours' notice, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

Section 4. MEETINGS AND PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS. The President, or the Executive Director in the absence of the President, may direct that any regular or special meeting of the Executive Board be held by electronic means. Any member of the Executive Board may determine to participate in any regular or special meeting by electronic means, provided that the member requests arrangements for electronic participation not less than two (2) hours before the meeting. For purposes of this provision, a meeting by electronic means is a meeting conducted by any medium that provides real-time, simultaneous participation by Board members, and allows all Board members in attendance at the meeting to hear or observe the participation of, and interact with, all other Board members present at the meeting. The President or the Executive Director may impose such reasonable rules as are necessary to assure orderly proceedings and accurate minute taking and record keeping for meetings held by electronic means. For purposes of Section 5 of this Article, a Board member's participation in a meeting by electronic means shall be considered attendance at the meeting and shall not be counted as an absence.

Section 5. REMOVAL. Any member of the Executive Board can be removed for cause following a hearing and two-thirds vote of the entire Executive Board. Cause shall be defined as a Board member engaged in behavior or committing 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 2/3 of all the remaining members of the Board. In addition, if any member of the Executive Board is absent from three (3) consecutive Executive Board meetings, and if any absence is not excused by the Executive Board, the Executive Board may act to remove that member following a hearing and a two-thirds vote of the entire board.

Section 6. QUORUM AND ACTION. A majority of the whole number of members of the Executive Board shall constitute a quorum for the transaction of business, but if less than such a majority is present at a meeting, either in person or by electronic means, the majority of the members of the Executive Board present may adjourn the meeting from time to time without further notice. The act of the majority of the members of the Executive Board at which a quorum is present, either in person or by electronic means, shall be the act of the Executive Board, unless the act of a greater number is required by the Constitution or the Bylaws.

Section 7. VOTING. Each member of the Executive Board is entitled to one vote on each matter coming before the Executive Board. Voting by proxy is prohibited.
Section 8. **VACANCY.** Any vacancy in the position of Director on the Executive Board shall be filled by the affirmative vote of a majority of the remaining members of the Executive Board though less than a quorum of the Executive Board. A Director elected to fill a vacancy shall serve the remainder of the term of the Director who vacated the position. A Director elected to fill a vacancy is not deemed to have been elected to a two-year term for purposes of Article IV, Section 1 of the Constitution.

Section 9. **PRESUMPTION OF ASSENT.** A member of the Executive Board who is present at a meeting of the Executive Board at which action on any matter is taken shall be presumed to have assented to the action taken unless the member's dissent shall be entered in the minutes of the meeting or unless the member shall file a written dissent to such action with the Executive Director within 72 hours following the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE IV**

**Executive Board Participation and Reimbursement**

Section 1. **PARTICIPATION IN STATE LEAGUE FUNCTIONS.** It is the expectation of the Executive Board that Directors and Officers attend specified League functions. In addition to meetings of the Executive Board, attendance is expected at the League’s Annual Conference & Exhibit, the League’s Legislative Conference and one workshop from each series of the Municipal Leadership Academy. The Board may specify other functions for which participation is expected. At such events, Board members may serve as greeters, offer welcoming remarks, assist in answering questions, or provide other meeting assistance as required.

Section 2. **EXPENSE REIMBURSEMENT FOR STATE LEAGUE FUNCTIONS.** Registration fees for functions specified in Section 1 are waived for Directors and Officers although submission of a registration form is required. Reimbursement requests for mileage associated with attendance at meetings of the Executive Board will be paid at the rate established by the Internal Revenue Service. Notice of any mileage reimbursement paid directly to a Director or Officer will be provided to the city served by the Director or Officer. There is no reimbursement for mileage for travel to state league functions if no official meeting of the Executive Board is conducted.

Section 3. **PARTICIPATION IN NATIONAL LEAGUE FUNCTIONS.** Directors and Officers are encouraged to attend either the annual National League of Cities City Summit or the Congressional City Conference.

Section 4. **MEMBERSHIP ENRICHMENT.** It is the expectation of the Executive Board that Directors and Officers will contact officials from other cities to urge participation in the Annual Conference & Exhibit. It is also expected that each Director and Officer will promote the benefits of League membership at regional meetings of city officials and encourage non-members to join the League.

Section 5. **BOARD RECRUITMENT.** Directors and Officers are encouraged to provide names of city officials who appear to have attributes that would enhance League committees or the Executive Board.

**ARTICLE V**

**Officers Duties**
Section 1. **PRESIDENT.** The President shall preside at the annual meeting of the League and at meetings of the Executive Board and shall perform such other duties and have such powers as are customarily incident to the office of President.

Section 2. **PRESIDENT-ELECT.** The President-Elect shall have the powers and shall perform the duties of the President during the President's absence or inability to act, and shall perform such other duties as may be assigned to the President-Elect from time to time by the President or the Executive Board.

Section 3. **IMMEDIATE PAST-PRESIDENT.** The Immediate Past-President shall have the powers and shall perform the duties of the President during the President and President-Elect's absence or inability to act and shall perform such other duties as may be assigned to the Immediate Past-President from time to time by the President or the Executive Board.

**ARTICLE VI**

**Executive Director**

Section 1. **APPOINTMENT.** The Executive Director shall be employed by the Executive Board which shall establish the salary and qualifications for the position and the Executive Director shall serve at the pleasure of the Executive Board.

Section 2. **DUTIES.** The Executive Director shall:

A. Appoint the League employees and administer the League office and the League services;

B. Prepare and submit for approval by July 1 a proposed annual budget of anticipated revenues and expenditures for consideration by the Executive Board;

C. Submit to the Executive Board and to the membership within six months of the end of the fiscal year an annual report of League activities, services, and finances and publish a summary of the annual report in a subsequent issue of the League magazine as soon as practicable;

D. Act as treasurer and handle all League funds;

E. Have active charge of the League records, accounts, and property and shall enter into contracts on behalf of the League provided, however, that no contract shall exceed one year unless approved by the Executive Board;

F. Make available to the designated auditor all records of the League’s financial transactions so the same may be audited;

G. Summarize the minutes and actions of each Executive Board meeting, which summary shall be published in the next regular issue of the League magazine,

H. Provide a written summary of the expectations and reimbursement policies specified in Article IV to prospective members of the Executive Board.

Section 3. **TERMINATION AND NOTICE.** In the event the Executive Director is terminated by the Executive Board during such time that the Executive Director is willing and able to perform the duties of the Executive Director, the League will pay the Executive Director a cash payment equal to twenty-four (24) weeks’ aggregate salary, unless termination is for “good cause”, in which event the
payment of severance pay would not be required to be made. Such payment can be made in one payment or by alternative payments as agreed to by the Executive Director and the Executive Board. In the event the Executive Director voluntarily resigns from the League, the Executive Director shall give the Executive Board at least ninety (90) days’ notice in advance of the effective date of the resignation. For purposes of this provision, “good cause” means and includes conviction of a felony, aggravated misdemeanor, or any public offense involving corruption or extortion; willful misconduct; maladministration in office; willful or habitual neglect; or refusal to perform the duties of office.

ARTICLE VII

Committees

Section 1. NOMINATING COMMITTEE.

A. Pursuant to Article V, Section 8 of the League Constitution, (a) the Nominating Committee is to be appointed as provided in these Bylaws. Accordingly, the Nominating Committee shall be composed of (a) the Immediate Past-President and (b) four (4) elected or appointed officials of League member cities with at least one member from each of the four (4) congressional districts in the state. No two members of the Committee, exclusive of the Immediate Past-President, shall reside in the same congressional district. Two members shall be elected to the Nominating Committee at each annual meeting. Following the annual meeting, the President shall appoint the remaining members of the committee. Members elected or appointed to the Committee shall serve until the next annual meeting, provided that members shall be eligible to serve only as long as they are holding office or employment with a League member city and for no more than two (2) consecutive years. The Immediate Past-President shall serve as chair of the Committee. If the Immediate Past-President resigns or becomes ineligible to serve in that capacity, the President shall appoint a Past President to serve in that capacity. If at any time there is a vacancy among the remaining members of the Committee, the President shall appoint, with the consent of the Executive Board, an eligible person to fill the vacancy, provided that the person appointed must reside in the same congressional district in which the vacancy occurred.

B. The Nominating Committee shall prepare a slate of recommended candidates for the positions of President, President-Elect and Directors of the League. The Nominating Committee shall also recommend candidates to be elected from the membership for service on the subsequent Nominating Committee. The Committee shall make information available on the positions to be filled at the annual meeting including eligibility requirements.

Section 2. PRESIDENT TO APPOINT. The President shall appoint such other committees as may be deemed necessary by the Executive Board for the proper conduct of work by the League. The President shall also fill vacancies on committees including those members of the Nominating Committee elected by the membership. In making appointments to League committees, the President shall consider all segments of the membership. Representation on committees by city officials that are not members of the Executive Board is desirable.

Section 3. LIMITATION ON COMMITTEES. No committee shall create any financial liability for the League unless authorized by the Executive Director and unless specific appropriations have been made by the Executive Board for the expenditure.

Section 4. POLICY COMMITTEE. The President shall appoint a Policy Committee consisting of at least ten (10) members. The purpose of the Policy Committee is to recommend legislative and intergovernmental policy to the Executive Board. The Policy Committee may also recommend policy resolutions to the Executive Board. The Executive Board shall review the recommendations and may submit the recommendations with or without amendment to the membership at the annual meeting.
Section 5. CONFERENCE SITE SELECTION COMMITTEE. The President shall appoint a Conference Site Selection Committee consisting of at least five (5) members. An Official from a city under consideration to be a conference host city is not eligible to serve on the Conference Committee. The purpose of the Conference Committee is to review proposals for conference sites and recommend a site for specific years to the Executive Board. The committee may review the program for the annual conference and advise the Executive Director on conference planning. The Committee may make recommendations to the Executive Board on other matters related to the annual conference.

Section 6. EDUCATION COMMITTEE. The President shall appoint an Education Committee consisting of at least eight (8) members. The purpose of the Education Committee is to provide input for League member education and training programs.

Section 7. STEERING COMMITTEE. The Steering Committee shall consist of the President, the President-Elect, the Immediate Past-President, and a Director and up to two Past-Directors appointed by the President. A Past-Director appointed to the Steering Committee must be an official of a member city at all times while serving on the Steering Committee, but shall not be considered a member of or have voting rights on the Executive Board. The Steering Committee annually shall meet with the Executive Director to discuss performance and report results of the meeting to the Executive Board. The Steering Committee shall also provide the President and Executive Director with guidance on governance issues in between regularly scheduled meetings of the Executive Board.

Section 8. AUDIT COMMITTEE. The Audit Committee shall consist of the President-Elect, who shall act as Chair of the Audit Committee; one Director from the Executive Board; and three other persons selected by the Executive Board from League member cities with experience in budget, finance and accrual accounting, such as finance directors or finance officers. The purpose of the Audit Committee is to review the audited financial statements prepared by the League’s auditor, meet with the auditor to discuss the audit, and submit a recommendation regarding the audit to the League Executive Board.

Section 9. AWARDS COMMITTEE. The Awards Committee reviews applications and recommends to the Executive Board candidates for the Hall of Fame award, the Rhonda Wood-Smith award and other awards as delegated by the Executive Board. The Awards Committee is comprised of three League Officers plus previous recipients of the League Hall of Fame award.

Section 10. ASSOCIATE ADVISORY COMMITTEE. The Associate Advisory Committee is intended to formalize input from League Associates on League programs with a particular focus on the Annual Conference & Exhibit.

Section 11. FINANCE AND BUDGET COMMITTEE. The Finance and Budget committee assists the Executive Board and staff in the development of a long-term financial stability plan to ensure the sustainability of the League.

Section 12. ENVIRONMENTAL COORDINATION COMMITTEE. The Environmental Coordination Committee assists the Executive Board and staff in reviewing, prioritizing and strategizing on the wide variety of environmental regulatory issues that emerge from the Iowa Department of Natural Resources, the U.S. Environmental Protection Agency and other state and federal regulatory agencies.

ARTICLE VIII

Indemnification

Section 1. The League shall indemnify a Director, Officer, employee, agent or volunteer of the League to the fullest extent possible against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person with respect to any proceeding
against such person relating to the person’s conduct as a Director, Officer, employee, agent or volunteer, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such person’s duty of loyalty to the League, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit, or (iv) against judgments, penalties, fines and settlements arising from any proceedings by the League, or against expenses in any such case where such person shall be adjudged liable to the League.

Section 2. The Executive Board may indemnify a Director, Officer, employee, agent or volunteer of the League in those instances which are excluded from mandatory indemnification under Section 1, as it deems appropriate, so long as such indemnification is not inconsistent with law, and so long as such indemnification is authorized by specific resolution of the Executive Board.

Section 3. No amendment to or repeal of the Article shall apply to or have any effect on the indemnification hereunder of any Director, Officer, employee, agent, or volunteer of the League for or with respect to any act or omission of such person occurring prior to such amendment or repeal.

ARTICLE IX

Other Provisions

Section 1. FISCAL YEAR. The fiscal year of the League shall begin on the first day of July and shall end on the 30th day of June in each year.

Section 2. SEAL. The League shall have no seal.

ARTICLE X

Amendments

Section 1. PROCEDURE. An amendment of any Bylaw may be proposed by any member of the Executive Board at any meeting of the Executive Board. If authorized by a majority vote of the members, the Executive Director shall prepare for the next regular or special meeting of the Executive Board a memorandum setting out the Bylaw as it exists currently and the proposed amendment as authorized for discussion and a majority of Executive Board members may adopt the proposed amendment at that meeting. Each amendment of the Bylaws shall be reported at the Annual Conference.

Section 2. EFFECTIVE DATE. An amendment becomes effective immediately upon passage unless the amendment provides for a later effective date.
CONSTITUTION
of the
Iowa League of Cities

ARTICLE I

Name and Purposes

Section 1. NAME. This organization shall be known as the Iowa League of Cities, hereinafter referred to as the League.

Section 2. PURPOSES. The purposes of the League shall be the improvement of city government and administration thereof through cooperative effort and the promotion of the general welfare of the cities of Iowa by appropriate means, including but not limited to the following:

a. by the maintenance of a central bureau of information and research for the collection, analysis, and dissemination of city information;

b. by the holding of an annual conference and other meetings for the discussion of city issues;

c. by the publication of a League magazine and newsletter and such bulletins and reports on city subjects as may be compiled from time to time;

d. by fostering the enactment of state and federal legislation beneficial to cities and by opposing legislation detrimental thereto;

e. by cooperating with the Institute of Public Affairs, the University of Iowa, Iowa State University, and any other educational institution of higher learning to promote improvement in the practice of local government;

f. by promoting and providing education for city government and by doing any and all things necessary and proper for the benefit of cities in the administration of their affairs;

g. by safeguarding the rights of local government and opposing any encroachment and pre-emption thereon.

ARTICLE II

Membership and Rights

Section 1. MEMBERSHIP. Any city of the State of Iowa shall be eligible for membership in the League upon payment of the current membership dues. Such membership shall be in the name of the city.

Section 2. WITHDRAWAL. Any member may withdraw from membership by notifying the League office in writing.

Section 3. RIGHTS AND PRIVILEGES. Member cities shall be entitled to receive all the services which the League renders and to attend its meetings and
conferences. All officials and employees of a member city are eligible to attend the annual conference.

Section 4. ANNUAL CONFERENCE AND MEETING. The League shall hold a general statewide conference each year. During the annual conference, there shall be an annual meeting. Twenty percent of the member cities registered at the annual conference shall constitute a quorum at the annual meeting. The act of a majority of the cities present at the annual meeting at which a quorum is present shall be the act of the League unless the act of a greater number is required by the Constitution or Bylaws.

Section 5. VOTING. Each member city shall be entitled to one vote on each matter submitted to a vote at the annual meeting. Voting by proxy is prohibited.

Section 6. VOTING METHODS. Voting at the annual meeting may be by voice. The election of members of the Executive Board may be by paper ballot or such other methods as prescribed by the Executive Board consistent with the Bylaws. The President may at any time order a roll call vote. Any voting delegate present may request a roll call vote and when the same is requested, if supported by a voting delegate from another member city, it shall be ordered by the presiding officer.

Section 7. SPECIAL MEETING. A Special Meeting of member cities can be called upon approval of at least nine (9) members of the Executive Board. Written notice of the time, date and place of the Special Meeting, and the purpose for which the meeting was called, shall be communicated to all member cities at least ten (10) days prior to the Special Meeting. The presence of fifty of the member cities at a Special Meeting shall constitute a quorum. The vote of a majority of the cities present at a Special Meeting at which a quorum is present shall be the act of the League. If less than a quorum is present at a Special Meeting, the vote of a majority of cities present may adjourn the meeting from time to time without further notice. Voting methods shall follow the provisions of Section 6 above.

ARTICLE III

Dues

Section 1. DUES SCHEDULE. The annual membership dues for each member city shall be established each year by the Executive Board based on population so far as is practicable to do so. If the Executive Board fails to establish the annual dues for any year, the dues then in effect shall continue to be in force until changed by the Executive Board. Annual dues shall be payable on July 1 of each year unless the League has previously authorized a different payment schedule for a specific city.

ARTICLE IV

Executive Board, Duties; Directors, Election

Section 1. EXECUTIVE BOARD. The Executive Board shall consist of the President, the President-Elect, three Past Presidents, and 14 Directors. The term Past Presidents is defined as the Immediate Past-President, and the two immediate predecessors of the Immediate Past President of the League. If there is a vacancy in the position of one of the Past Presidents, that vacancy may be filled as set out in Article V, Section 6. The Executive Director of the League shall not be a member of the Executive Board.
Section 2. QUALIFICATIONS. Every member of the Executive Board must be an official of a member city at all times while serving on the board. The President, the President-Elect, and the three Past Presidents must each be an elected official of a member city at all times while serving on the board. A majority of the Executive Board members must be elected officials of member cities.

Section 3. POPULATION AND GEOGRAPHICAL DISTRIBUTION. No less than two (2) members of the Executive Board shall come from member cities having the population of 2,000 or less, no less than two (2) shall come from cities of between 2,000 and 10,000 population, no less than two (2) shall come from cities of between 10,000 and 50,000 population, and no less than two (2) shall come from cities of 50,000 population or more. At least two (2) Executive Board members must reside in each congressional district.

Section 4. EXECUTIVE BOARD DUTIES. The Executive Board shall be responsible for the general management of the affairs of the League. The Executive Board shall:

(a) Appoint an Executive Director;
(b) Set the salary of the Executive Director;
(c) Supervise the administration of the League by the Executive Director;
(d) Adopt a budget covering League expenses for the ensuing fiscal year;
(e) Set the time and place for holding of the annual conference and the annual meeting; and
(f) Develop and maintain Bylaws.

Section 5. ELECTIONS. The election of the President, the President-Elect and Past Presidents is set forth in Article V entitled Officers and Past Presidents. A Director shall be elected for a term of two full years and may be re-elected for one additional consecutive two-year term.

Section 6. VACANCY. A vacancy occurs when a Director is no longer serving as an official of a member city, or when the Director resigns, dies, or is removed from the Executive Board. A vacancy occurring in the position of Director shall be filled by the President with the consent of the Executive Board.

ARTICLE V

Officers, Past Presidents and Committees

Section 1. OFFICERS. The officers of the League shall be the President, the President-Elect, the immediate Past President, and the Executive Director.

Section 2. ELECTION OF OFFICERS. The President and the President-Elect shall be elected at the annual meeting of the League and shall hold office until the conclusion of the next annual meeting. The immediate Past President is an officer by virtue of position and is not elected. The Executive Director is an officer by virtue of position and is not elected.
Section 3. QUALIFICATIONS. No person shall be eligible to be President or President-Elect unless the individual is a member of the Executive Board at the time of the election.

Section 4. VACANCY. The position of President or President-Elect shall become vacant at such time as the person holding the office is no longer serving as an elected official of a member city. A vacancy also occurs if such an officer dies, resigns, or is removed from the Executive Board. If the office of President is vacant, the President-Elect becomes President. A vacancy in the office of President-Elect shall be filled by the President with the consent of the Executive Board.

Section 5. SUCCESSION PROHIBITED. A President or President-Elect shall serve in such office for a term of one full year and shall not be eligible to succeed himself or herself in such office. If a President-Elect becomes President by assuming a vacancy in that office, the individual may also be elected to serve a term of one full year as President.

Section 6. PAST PRESIDENT INELIGIBILITY AND VACANCY. No Past President serving on the Executive Board by virtue of his or her position as a Past President shall be eligible for election as the President or the President-Elect, but may be selected to fill a vacancy in such offices. A vacancy occurs when a person serving as a Past President no longer serves as an elected official of a member city, or dies, resigns, or is removed from the Executive Board. If the position of a Past President becomes vacant, the President with the consent of the Executive Board shall fill the vacancy with an individual who has previously served as President of the League, and is at that time an elected official of a member city.

Section 7. EXECUTIVE DIRECTOR. The Executive Director shall be the Secretary of the Executive Board and shall be responsible for the administrative affairs of the League, subject to the general supervision of the Executive Board.

Section 8. COMMITTEES. The President shall appoint all committees except the Nominating Committee. The Nominating Committee shall be appointed as provided in the Bylaws, but at least two (2) members of the Committee shall be elected at the annual meeting. No member of the Nominating Committee can serve more than two (2) consecutive years.

ARTICLE VI

Other Provisions

Section 1. AMENDMENT. This constitution may be amended or repealed at any annual or special meeting, at which a quorum is present, by a two-thirds vote of the cities voting, provided that any proposed amendment is submitted in writing to the membership at least ten days prior to the first day of the meeting. An amendment becomes effective immediately upon passage unless the amendment provides for a later effective date.

Section 2. DISTRIBUTION UPON DISSOLUTION. Upon the dissolution of the League, whether such dissolution shall result from voluntary action, court order, or lapse of time, no part of the remaining assets of the League, after the discharge of all liabilities, shall inure to the private benefit or advantage of any individual, but the whole of such remaining assets shall be distributed in cash or in kind, in fee absolute and without return consideration, direct or indirect, to each member municipality in proportion to the dues that each municipality paid to the League during the final full year of operation, to be used for a public purpose.
Section 3. NET EARNINGS NOT TO INURE TO ANY INDIVIDUAL. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, any individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article I.