

NC City & County Management Association Constitution

(Amended December 2021)

ARTICLE I. NAME AND CREATION

Section 1. The name of this organization shall be the North Carolina City and County Management Association. The Association shall be an unincorporated nonprofit association incorporated as an IRS 501(c)6.

The NC City & County Management Association was preceded by the North Carolina City Managers Association, which organized on March 25, 1938 to function as a part of the North Carolina League of Municipalities. On May 3, 1964 the North Carolina City Managers Association extended an invitation to county managers to join the Association and the North Carolina City Managers Association amended their constitution to change the name of the Association to the NC City & County Management Association and to extend membership to county managers. The three objectives of the new Association were as follows:

1. To contribute to the continuing improvement of city and county government in North Carolina.
2. To maintain and develop the professional competence of its members, and
3. To maintain and develop relationships with organizations devoted to improvement of local government...particularly with the League of Municipalities, the Association of County Commissioners, and the Institute of Government (now the School of Government).

In May 1976, the requirement for all Association members to be governed by the ICMA Code of Ethics was incorporated in the Association's constitution.

ARTICLE II. PURPOSE & ETHICS

Section 1. The purpose of this Association shall be to contribute to the continuing improvement of city and county government in North Carolina; to maintain and develop the professional competence and personal development of its members through discussion and exchange of information, ideas and experience; to maintain and develop relations with organizations devoted to the improvement of local government; and to encourage and support professional general management forms of government in North Carolina.

Section 2. The professional conduct of all members of the Association shall be governed by the "Code of Ethics" of ICMA. The Executive Committee shall be responsible for enforcing the Code through the Professional Conduct Committee. In the event the member is an ICMA member, the complaint shall be referred, in accordance with NCCCMA's Rules of Procedure, to ICMA for investigation and for ICMA to take any disciplinary action deemed appropriate and necessary based on the results of their investigation. In the event of a complaint regarding the professional conduct of a

NCCCMA member who is not a member of ICMA, the Professional Conduct Committee shall conduct an investigation, make findings, and make recommendations to the Executive Committee to take such disciplinary action consistent with the ICMA Code of Ethics and the NCCCMA Rules of Procedure for Enforcement as adopted and as may be amended by the voting members.

ARTICLE III. MEMBERS

Section 1. ACTIVE MEMBERS. Any full-time appointed chief administrator of a North Carolina city, town, or county or council of governments holding or eligible to hold full Corporate Membership in the International City/County Management Association may become an active member of the Association upon payment of dues. This includes any Assistant/Deputy Manager reporting directly to the CEO of an above listed organization. Any member ceasing to meet these qualifications shall there by forfeit active membership in the Association.

Section 2. LIFE MEMBERS - Any active member who has completed twenty-five years of membership, upon retiring from active service with a municipality, county, or council of governments may become a Life Member with the approval of the Executive Committee. Any member who has been an active member for at least fifteen years upon retirement at age sixty-five or later may become Life Member with the approval of the Executive Committee.

Any member who has retired from active service with a municipality, county, or councils of government who in the opinion of the Executive Committee has made an outstanding contribution to the development of the profession may be granted a Life Membership by vote of a majority of the Executive Committee.

Life Members are ineligible to hold office, however, shall retain voting privileges and retain the ability to serve on committees. Life Members shall apply to the Executive Committee for designation after being notified by the Association for eligibility and shall abide by the ICMA Code of Ethics once approved.

Section 3. ASSOCIATE MEMBERS. Any person who is employed in the top administrative position by a special purpose unit of local government, or individuals holding the top administrative position of a state or federal agency, or a faculty member public administration/public policy program, may become an Associate Member of the Association upon payment of their annual dues. Associate members may not vote or hold office. Any Associate Members as of July 1, 2021 whose membership is not provided for in this section may continue their Associate Membership. Associate Members may serve on committees, with the exception of the Professional Conduct Committee and Executive Committee, at the discretion of the President.

Section 4. EMERGING LOCAL GOVERNMENT MANAGERS MEMBERS. Local government employees who have strong interest in the local government management profession may apply for Association membership with the written endorsement of the applicant's local government CEO and upon payment of their annual dues. It is the responsibility of the local government CEO to ensure the applicant has the commitment

and skills necessary to advance to a local government management position. Emerging Local Government Managers Members may serve on committees, except for the Professional Conduct Committee and Executive Committee, at the discretion of the President.

Section 5. STUDENT MEMBERS. Students enrolled in an undergraduate or graduate program may become a member of the Association upon payment of their annual dues. Student members may not hold office. Student Members may serve on committees, except for the Professional Conduct Committee and Executive Committee, at the discretion of the President. Permanent full-time local government employees are not eligible for the student member category.

Section 6. HONORARY MEMBERS. The Association may, from time to time upon the recommendation of its Executive Committee elect to bestow membership in the Association to persons who have rendered distinguished service to the profession and to local government and who are neither active nor associate members of the Association. Honorary membership is intended to be highly selective and limited, and shall be determined only upon the unanimous consent of those active members present and voting thereon. Honorary members shall be ineligible to vote or to hold office; Honorary Members shall receive complimentary membership.

Section 7. VOTING RIGHTS. The right to vote upon matters coming before the Association shall be extended to only Active Members and Life Members, and each Active Member and Life Member shall have one equal vote upon each matter submitted for vote to the membership.

Section 8. MEMBERS IN TRANSITION. Membership is not transferable; it shall be in the name of the individual and shall not attach to the individual's respective position. Any Active Member of the Association who has resigned or has been removed from this position with a city, town, county or council of governments may retain status as an Active Member by submitting a written request to the Executive Committee. Upon approval of the written request by the Executive Committee Members in Transition shall be eligible for Member in Transition membership status for a maximum of two years from the date of their separation or until reemployed, whichever comes first. Members in Transition shall retain their voting rights and, if a member of the Executive Committee, shall complete the term of office to which they were elected but shall be ineligible to hold any additional office in the Association. Members in Transition are eligible to serve on committees at the discretion of the President.

Section 9. DUES. The dues of Active Members shall be based on the annual salary of the member. The dues of other membership categories and the dues of Members in Transition shall be determined by majority vote of the membership. The dues of members shall be payable July 1 of each year and shall be prorated for portions of a year for new members. The Executive Committee may seek approval of changes in dues through an electronic vote of the entire membership or by simple majority of members present at a regular business meeting. A simple majority of the responses to the electronic vote shall be sufficient for approval. Any proposed changes in the dues shall be presented electronically to the membership at least ten (10) day prior voting.

ARTICLE IV. EXECUTIVE COMMITTEE, OFFICERS, AND DIRECTORS

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall be the governing body of the Association and shall consist of the officers and directors of the Association.

Section 2. OFFICERS. The officers of the Association shall be a President, First Vice President, Second Vice President, Immediate Past President and a Secretary-Treasurer, all of whom shall be elected from the active members for one-year terms, in the manner provided in Article V. The Immediate Past President shall automatically serve as an officer, if still an Active Member of the Association.

Section 3. DIRECTORS. There shall be six directors elected from the Active membership for two-year, staggered terms in the manner provided for in Article V.

ARTICLE V. ELECTION OF OFFICERS AND DIRECTORS

Section 1. The election of officers and directors shall be held at each annual winter meeting. The President shall, for each annual winter business meeting, appoint a nominating committee consisting of the three (3) most recent past presidents of the Association at least sixty (60) days prior to the annual winter meeting. The names of the nominating committee shall be made known to the entire membership by the Association newsletter, by direct mail, electronic communication, or by announcement during the annual winter business meeting. The nominating committee shall, on the first (1st) day of the annual winter meeting, submit its report of nominees during the opening general session of the winter meeting for the association officers and directorships to be filled by election, when called for by the President.

During the business meeting, additional nominations may be made from the floor following the report of the nominating committee. The election to fill these offices shall be held during the business session at the annual winter business meeting. In the event that the winter business meeting cannot be held in-person, the Executive Committee shall make accommodations to conduct nominations and hold the elections via electronic means. The nominees receiving the highest number of votes cast for the respective office or directorship for which nominated shall be declared elected thereto. Officers and directors so elected shall be installed and begin their term of office immediately preceding adjournment of the next annual summer meeting following their election. Officers shall serve for a term of one (1) year or until their successors are duly elected and qualified. Directors shall serve for a term of two (2) years or until their successors are duly elected and qualified. If the Association is unable to conduct the annual summer meeting, officers and directors shall be installed via electronic means during the last week of June.

ARTICLE VI. DUTIES OF OFFICERS AND DIRECTORS

Section 1. PRESIDENT. The President shall be the chief executive officer of the Association; shall preside, when present, at all meetings of the Association; shall be the Chair of the Executive Committee; shall appoint the members of all committees established by the Executive Committee; shall issue the call for all regular or special meetings of the Association and the Executive Committee as provided in Article VII; and shall perform such other duties as may be assigned by the Association or the Executive Committee.

Section 2. FIRST VICE PRESIDENT. The First Vice President shall perform such duties as may be assigned by the President, the Executive Committee, or the Association. Upon the absence or inability of the President to perform, the First Vice President shall occupy the position and perform the duties of the President so long as such absence or inability shall continue. The First Vice President shall be responsible for overseeing the adopted strategic priorities as approved by the Executive Committee.

Section 3. SECOND VICE PRESIDENT. The Second Vice President shall perform such duties as may be assigned by the President, the Executive committee or the Association. Should the First Vice President have succeeded to the office of President, the Second Vice President shall succeed to the Office of First Vice President and assume the duties and responsibilities. The Second Vice President shall serve as chair and liaison to the Professional Conduct Committee

Section 4. SECRETARY-TREASURER. The Secretary-Treasurer shall oversee the records and proceedings of the Association. An accurate record shall be kept of all monies are received and disbursed by the Association and shall report at least annually and at such other times as required by the Executive Committee the status of all financial accounts to the Association or its Executive Committee. The records and proceedings of the Association shall be made available to the membership by electronic or other means as determined by the Executive Committee. The Association may contract for administrative and financial services subject to approval of the Executive Committee.

Section 5. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as the chair of the Nominating Committee for the purpose of recommending candidates to serve on the Association's Executive Committee and prepare and communicate the Nominating Committee's report of nominees to be considered by the membership in accordance with Article 5. In the event the most recent past president is unable to serve or ineligible to serve, the Executive Committee shall select a former past president who is an Active Member of the Association.

Section 6. EXECUTIVE COMMITTEE. The Executive Committee shall govern the affairs of the Association during the period between annual meetings; shall from time to time make recommendations to the Association concerning the conduct of the business of the Association; may fill, by appointments, any vacancies occurring in any Association office or directorship not otherwise provided for herein, for the balance of the unexpired term of such positions; and may create and establish such standing or ad hoc committees as may be required for the orderly conduct of the business of the Association.

The Executive Committee shall meet as soon as practicable upon call of the President to develop a program of work for the Association. The program of work should delineate and satisfy so far as practical the needs of the Association during that year. The committee chairs of standing committees and ad hoc committees may be invited to participate in the Executive Committee meetings so that the programs to be conducted during the year will be coordinated and reflect the fulfillment of needs outlined by the Executive Committee.

ARTICLE VII. MEETINGS

Section 1. The Association shall meet in-person or electronically at least annually at such time and place as may be determined by the Executive Committee.

Section 2. There may be such other regular or special meetings of the Association as may be determined by the Executive Committee.

Section 3. Regular and special meetings of the Executive Committee may be held at such times and places and in such manner as may be determined by a majority of the committee or call of the President.

ARTICLE VIII. COMMITTEES

Section 1. COMMITTEES

The work of the Association is conducted by various committees. Standing committees which are permanent in nature are established by the Executive Committee. The responsibilities of each standing committee shall be defined in the NCCCMA Officers Manual. Standing committees may be added or eliminated at the discretion of the Executive Committee.

The President and/or Executive Committee may, at their discretion, appoint ad hoc committees to work on temporary assignments and projects related to the Strategic Plan, goals or other matters of the Association. Any member of the North Carolina City and County Association shall have the right to serve on any committee of the Association with the exception of the Executive and Professional Conduct Committees. The Executive and Professional Conduct Committees shall consist of only Active members and Life Members. Committee chair and vice chair positions for all committees are reserved for Active members of the Association.

Section 2. APPOINTMENT

The President assigns standing committee appointments and contacts prospective committee chairs. Each committee has a chair, vice chair, or two co-chairs appointed by the incoming President.

Section 3. COMMITTEE CHARGE

The general charge of each committee is established by the Executive Committee; however, the incoming President will typically establish an annual platform that directs goals more specifically for the year. It is each committee chair's responsibility to call

meetings and lead the committee toward accomplishing the assigned charge. Each committee is expected to present an interim report at the winter seminar and final report at the summer seminar; or as requested.

Section 4. NOMINATING COMMITTEE

The Nominating Committee shall be comprised of the three most recent past presidents. The Chair of the Committee shall be the recent Immediate Past President. The Nominating Committee advertises vacant Executive Committee positions, receives, and evaluates nominations for the purpose of recommending candidates to serve on the Association's Executive Committee and prepare and communicate the Nominating Committee's report of nominees to be considered by the membership.

If one or more of the most recent past presidents are not Active or Life Members, the President shall appoint another Active Member or Life Member with preference to a former President. No member of the Nominating Committee, except for the Immediate Past President may be a current member of the Executive Committee.

ARTICLE IX. VOTING

Section 1. Voting on the Business of the Association may be conducted at the discretion of the Executive Committee by electronic means or in-person during a regular in-person Business Meeting. The Executive Committee and all committees of the Association may conduct its business and take action through electronic means at each committee's discretion.

ARTICLE X. AMENDMENTS

Section 1. Any voting member, standing committee, or the Executive Committee may propose amendments to the Constitution. A proposed Constitutional amendment shall be submitted to the Executive Committee for its consideration prior to consideration by the voting members of the Association. Constitutional amendments shall be electronically transmitted to all voting members of the Association within 6 months of receipt of a valid petition unless the Executive Committee determines an ad hoc committee is necessary to further study the issue. The Executive Committee shall transmit a notice to all members concerning the proposed amendment(s) to the Constitution, including the proposed text, at least 45 days prior to the commencement of voting. The notice may also include descriptions of the changes and a recommendation from the Executive Committee. The Executive Committee shall determine if electronic voting or in-person voting shall be employed.

If electronic voting is employed, the ballot shall be electronically transmitted to all voting members. Voting shall occur via electronic means and the voting period shall be 30 days. After the end of the voting period, the Executive Committee shall cause the counting of the ballots and the results shall be electronically published to the Association members. A simple majority of returned electronic ballots shall be required for approval of any amendment(s) to the Constitution.

If in-person voting is employed, the vote shall occur at a winter or summer business meeting. Written ballots may be used but are not required for in-person voting. A simple majority of voting members at the business meeting shall be required for adoption of any amendment(s) to the Constitution.

Amended December 2021