# Vermont League of Cities and Towns Bylaws

## BYLAWS OF THE

## VERMONT LEAGUE OF CITIES AND TOWNS

## ARTICLE I

## NAME

SECTION 1. The name of this organization shall be the Vermont League of Cities and Towns, an unincorporated association of municipal corporations, created, organized and existing under the laws of the State of Vermont.

## ARTICLE II

## PURPOSES

SECTION 1. The purposes of the League, operating as an instrumentality of its member municipalities under the provisions of the general law of this State relating to the formation and operation of interlocal agreements, shall be the improvement of municipal government and administration and the promotion of the general welfare of the political subdivisions of the State of Vermont by appropriate means, including but not limited to the following:

(a) maintaining a central bureau of information and research for the collection, analysis, and dissemination of municipal information;

(b) promoting improvement and efficiency in municipal government and in the administration of municipal affairs through provision of direct or contract technical services and consulting arrangements;

(c) fostering conferences, schools and courses of municipal officials for the discussion and study of municipal problems and the techniques involved in their solution; rendering such special and general services as may be deemed advisable; and circulating such publications, bulletins and reports on municipal government as may be compiled from time to time;

(d) securing the cooperation of institutions of learning to promote education in municipal government; furnishing the services of the faculty and students in assembling and analyzing information concerning municipal government; and conducting schools and courses in the field of municipal administration;

(e) securing harmony of action among the municipalities of Vermont and other agencies of government in all matters which affect the citizens of Vermont;

(f) creating awareness at all levels of government of the problems of municipal government in Vermont by presenting the facts and experiences upon which to formulate sound municipal policies and state and federal policies as they affect municipalities;

(g) acting as a liaison with the general assembly, the executive branch, and other state and federal agencies;

(h) promoting efficient municipal purchasing of goods and services, including establishing of joint purchasing options and other alternatives for the provision of goods and services to League members;

(i) sponsoring, promoting and endorsing cooperative programs for the provision of risk management and insurance services and common municipal employee benefit programs;

(k) providing a vehicle and forum for the discussion and resolution of issues affecting municipalities; and

(l) within the above described actions, to continually enhance the power of local government to carry out its responsibilities.

## ARTICLE III
## MEMBERSHIP

SECTION 1. Any town or city in Vermont by resolution of its legislative body, and the payment of the annual dues prescribed in Article IV, may become a full member of the Vermont League of Cities and Towns.

SECTION 2. Each town and city holding full membership in the Vermont League of Cities and Towns shall be equally privileged with every other town and city holding membership therein in its voice and vote in the election of officers and upon any proposition presented for discussion or decision at any meeting of the members. In no case shall any member or municipal official of a member be permitted to represent its views in public as those of the League without the prior

express permission of the Board of Directors.

SECTION 3. Such other classes of membership of municipal corporations, other than towns and cities, and other interested individuals and corporations may be established as the Board of Directors may from time to time determine, but such membership shall carry no voting privileges, nor shall any financial charges be levied except for annual dues and as could normally accrue from products purchased and/or special services performed.

## ARTICLE IV
## DUES

SECTION 1. The annual dues for each class of membership shall be prescribed by the Board of Directors and the annual membership dues of towns and cities shall be fixed in an equitable manner.

SECTION 2. A member whose dues have not been paid in full by December 31 in any year shall cease to be in good standing. No representative of any member not in good standing shall be eligible to hold office or serve as a member of the Board of Directors. The Board of Directors shall from time to time adopt and amend such regulations as it shall deem advisable concerning the cancellation of membership, discontinuance of services and reinstatement of members not in good standing. No municipality or other member, nor any representative thereof, not in good standing, shall be entitled to participate in or vote upon any matter.

SECTION 3. In the event the Vermont League of Cities and Towns is dissolved or otherwise terminated, any funds or other assets of the Vermont League of Cities and Towns shall be prorated and returned to the cities and towns, then of record as members, in proportion to the amount of dues paid during the current fiscal year.

SECTION 4. The League is not organized or operated for pecuniary profit. No member shall be entitled to any dividend or distribution of the net income of the League, except as provided in Section 3 with respect to dissolution. The League and its Board of Directors will take no action nor neglect to take any action which will result in a determination that it is not an instrumentality of its members within the meaning of the Internal Revenue Code of 1986, as amended, or the Regulations promulgated thereunder.

## ARTICLE V

## OFFICERS

SECTION 1. The officers of the Vermont League of Cities and Towns shall be a President, a Vice-President, and the Immediate Past President. If the office of Immediate Past President is vacant, the Board of Directors may appoint the person who held the office of Immediate Past President most recently and who is eligible to be a member of the Board of Directors as determined in Section 4 below to assume the office of Immediate Past President. The three (3) officers shall constitute the Executive Committee which will meet at any mutually agreed upon time at the request of its members or the full VLCT Board. It shall be the purpose of the Executive Committee to research and discuss in detail any issue of interest to the Vermont League of Cities and Towns and to report back to the Board of Directors its findings and recommendations for Board of Director action necessary. An Executive Director shall be appointed by the Board of Directors who shall also serve as Secretary of the League. The Board of Directors shall elect a Treasurer who must be an official or employee of a member city or town in good standing to serve the needs of the League. The Secretary and Treasurer shall perform the normal duties of these offices and such duties as directed by the Board of Directors. A person holding or elected to the office of Governor, Lieutenant Governor, Attorney General, Secretary of State, State Treasurer, or Auditor of Accounts or who is a member of or is elected to the General Assembly shall be ineligible to hold the office of President or Vice President. If such becomes the case, a vacancy in that office shall occur and shall be filled pursuant to Section 9 below.

SECTION 2. DUTIES – It shall be the duty of the Board of Directors to hold and control the property and manage the lawful business of the Vermont League of Cities and Towns and to submit an annual report it its members. The duties of all other officers shall be those prescribed by these Bylaws, and those duties customarily incident to such office, or designated by the Board of Directors.

SECTION 3. BOARD OF DIRECTORS – There shall be a Board of Directors consisting of 10 members elected at large, and the President, Immediate Past President and Vice President. The Board of Directors may refer to the membership by letter ballot any matter that is not otherwise provided for in these Bylaws. The President and Vice President shall be Chairperson and Vice-Chairperson

respectively of the Board of Directors. In the absence of both the President and Vice President, the Immediate Past President shall act as Chairperson.

SECTION 4. QUALIFICATION OF BOARD MEMBERS – Each member of the Board of Directors and each officer of the Vermont League of Cities and Towns with the exception of the Executive Director, shall be**,** at all times during his or her term of office, a qualified official of a member city or town. For the purposes of these Bylaws, a "qualified official" shall mean a person currently serving as a member of a legislative body, mayor, municipal manager, clerk, treasurer or position established in a municipal charter with responsibilities comparable to one of the aforementioned. A person holding or elected to the office of Governor, Lieutenant Governor, Attorney General, Secretary of State, State Treasurer, or Auditor of Accounts or who is a member of or is elected to the General Assembly shall be ineligible to serve as a member of the Board of Directors. If such becomes the case, a vacancy in that office shall occur and shall be filled pursuant to Section 9 below.

SECTION 5. TERMS OF OFFICE – The terms of office of the President and Vice-President shall be one (1) year, to commence following their election at the annual meeting and to continue until their successors are qualified. Members of the Board of Directors shall serve for a term of two (2) years and until their successors are elected. The term of office of all newly elected and designated officers shall commence immediately on adjournment of the annual meeting. Effective January 1, 1996, no person who has served three consecutive two-year terms as an at-large member of the Board of Directors shall be eligible for reelection; except as provided below, the Immediate Past President shall not be eligible for election as an at-large member of the board; and no person elected as President or Vice-President for two consecutive one (1) year terms shall be eligible for reelection to that office. Service as an officer shall not be considered a break in consecutive terms for at-large board membership. Qualified municipal officials disqualified from being elected due to the limitation of terms established in this section shall become eligible for election or appointment two years after their disqualification.

SECTION 6. POWERS AND DUTIES OF OFFICERS – The powers and duties of the officers of the Vermont League of Cities and Towns shall be such as by general usage are indicated by the title of their offices. The Board of Directors shall oversee that the financial business and general affairs of the Vermont League of Cities and Towns executed in a professional and timely manner.

SECTION 7. NOMINATION OF BOARD MEMBERS AND OFFICERS – Nominations for election of board members and officers shall be made by a Nominating Committee comprised of the following: the Immediate Past President who shall serve as chairperson; and between two (2) and four (4) additional qualified municipal officials appointed by the President who may or may not be current members of the Board. If the office of Immediate Past President is vacant, the President shall appoint a Board member to the Nominating Committee who shall serve and act as chair until the office of Immediate Past President is filled. No more than two members of the Nominating Committee shall hold the same or similar municipal office. The Nominating Committee shall propose to the annual meeting a slate of candidates of qualified local officials which reflects Vermont local governments' diversity of community population, geography, and form of government; and personal experience and willingness to serve. Except for the term limitations set forth in Section 5 above, officers and board members are eligible for renomination.

SECTION 8. ELECTIONS – At the annual meeting, the Nominating Committee shall place in nomination its slate of candidates; in addition, nominations may be made from the floor. The vote shall be by written ballot in each case where more than one person is nominated for any office to be filled.

SECTION 9. VACANCIES – A vacancy shall occur in any office of the Vermont League of Cities and Towns in the event the officer's city or town loses its status as a member in good standing; or that the person holding that office resigns, ceases to be a qualified official of the member town or city, or if any officer or board member misses three consecutive meetings of the Board of Directors, unless such absence shall be excused by the Board of Directors. All vacancies shall be filled by the remaining members of the Board of Directors and each person so appointed shall serve for the unexpired term of the person in whose stead he or she is appointed. If the office of President becomes vacant, the Vice-President shall assume the position of President for the remainder of the term. If the office of Vice-President becomes vacant, or if the Vice President assumes the position of President, the Board may fill the position of Vice President for the remainder of the term from among the board members elected at large.

SECTION 10. MEETINGS OF BOARD OF DIRECTORS – The Board of Directors shall meet not less than four (4) times in each calendar year, one of which meeting shall be held at the time of the annual meeting of the Vermont League of Cities and Towns. Special meetings of the Board of Directors may be called by the President, the Executive Director, or by any three members of the

Board of Directors upon three days' written notice mailed or electronically transmitted to each member of the Board of Directors stating the purpose or purposes of such a meeting. The presence of 7 members shall constitute a quorum at any meeting of the Board of Directors and the affirmative vote of a majority of the members present, but in no event less than five affirmative votes, shall be required for the adoption of any motion or resolution by the Board of Directors. Except as otherwise provided in these bylaws, board meetings shall be governed by *Robert's Rules of Order, Newly Revised*. To the extent permitted by law, meetings of the Board and any action appropriate to be taken at such meeting may be conducted by telephone or other electronic means.

## ARTICLE VI
## MEETINGS

SECTION 1. ANNUAL – The annual meeting of the VLCT shall be held at the specific time and place designated by the Board of Directors.

SECTION 2. SPECIAL – Special meetings of the Vermont League of Cities and Towns, other than as provided in Article XI, may be called by the President, by the Board of Directors, or by not less than 10% of the town and city members by legal action of their legislative bodies upon thirty (30) day written notice mailed or electronically transmitted to each member of the Vermont League of Cities and Towns stating the purpose or purposes of such meeting; and no other subject shall be there considered.

SECTION 3. QUORUM – The presence of representatives from 10% of the full member towns and cities shall constitute a quorum at any meeting of the Vermont League of Cities and Towns.

SECTION 4. RULES OF THE MEETING – Except as otherwise provided in these bylaws, meetings of the Vermont League of Cities and Towns shall be governed by *Robert's Rules of Order, Newly Revised*.

## ARTICLE VII
## VOTING

Except when otherwise provided in these Bylaws, all voting in meetings of the Vermont League of Cities and Towns shall be by voice or division unless a roll call is demanded by the representatives of seven or more full members, in which case the representative of each full member in good standing, as may be designated by the legislative body of the member, shall cast one vote. A majority of the votes cast shall be necessary for a decision, except in the case of legislative policy or bylaw amendment, when a two-thirds majority of the votes cast shall be required.

## ARTICLE VIII
## EXECUTIVE DIRECTOR

The Executive Director shall:

(a) manage the affairs of the Vermont League of Cities and Towns under the general direction of the Board of Directors;

(b) appoint the various employees of the Vermont League of Cities and Towns to the positions and at a compensation as set forth in the approved budget or other policy approved by the Board of Directors;

(c) be responsible for the proper and efficient conduct of the work of the Vermont League of Cities and Towns;

(d) transact the financial business and keep accurate records and accounts of all the transactions of the Vermont League of Cities and Towns;

(e) provide the Board of Directors with a monthly financial statement comparing the adopted budget to actual expenditures and receipts;

(f) submit his or her accounts to be audited at the end of each fiscal year by a competent accountant or accountants to be selected by the Board of Directors;

(g) submit an annual report to the Board of Directors;

(h) propose an annual budget covering the estimated receipts and disbursements of the Vermont League of Cities and Towns, and this budget shall be submitted to the Board of Directors for approval;

(i) perform, with such assistance and staff personnel as he or she may employ from time to time, such other duties as the Vermont League of Cities and Towns or the Board of Directors shall direct;

(j) cause accurate minutes to be kept of all meetings of the Vermont League of Cities and Towns and of the Board of Directors;

(k) conduct the correspondence of the Vermont League of Cities and Towns;

(l) transmit notices of meetings of all members;

(m) collect and receive all moneys due to the Vermont League of Cities and Towns and shall keep an accurate account thereof;

(n) exercise the usual and customary fiscal functions;

(o) publish the official publications of the Vermont League of Cities and Towns;

(p) be paid a salary to be fixed by the Board of Directors; and

(q) be covered by a surety bond in an amount fixed by the Board of Directors. The premium of this bond shall be paid out of the fund of the Vermont League of Cities and Towns.

## ARTICLE IX
## COMMITTEES

SECTION 1. CREATION – The Board of Directors shall create standing legislative committees of at least three (3) members each and shall determine the number and responsibilities of such committees. The Board may create standing, temporary and ad hoc committees as it deems necessary for the proper conduct of the work of the Vermont League of Cities and Towns. Additionally, the President may create temporary and ad hoc committees, as he or she deems necessary for the proper conduct of the work of the Vermont League of Cities and Towns.

SECTION 2. APPOINTMENT – The Board shall appoint the members of all committees created under Section 1, unless it delegates such authority to the President either generally or for a specific committee or committees.

SECTION 3. TENURE – All appointments to committees, unless otherwise specified, shall terminate at the next annual meeting of the Vermont League of Cities and Towns.

SECTION 4. EX-OFFICIO MEMBERS – The President and Executive Director shall be ex-officio members of all committees of the Vermont League of Cities and Towns.

SECTION 5. EXPENDITURES – No committee shall create any financial liability for the Vermont League of Cities and Towns unless the Board of Directors has made a special appropriation for such expenditure.

SECTION 6. REPORTS – It shall be the duty of the Chairperson of each appointed committee of the Vermont League of Cities and Towns to present to the President a written report covering the work done or conclusions reached by the committee.

SECTION 7. PUBLIC RELATIONS – No committee nor any member thereof shall promulgate any position, decision or policy as that of the League without the prior express approval of the Board.

## ARTICLE X
## LEGISLATIVE POLICY

SECTION 1. VERMONT MUNICIPAL POLICY – The broad outline of policies to be supported by the Vermont League of Cities and Towns during the ensuing legislative session will be developed by the legislative committees; reviewed, amended as needed and approved by the Board of Directors; and adopted at an annual or special meeting. Suggested policy amendments may also be presented by full members in writing prior to the meeting or on the floor at the meeting. The draft policy shall be presented at a duly warned meeting of the membership and shall become the legislative policy of VLCT if approved by a majority of votes cast at the meeting.

SECTION 2. SPECIFIC LEGISLATION – The legislative committees may recommend specific proposals of legislation within the adopted Vermont Municipal Policy for consideration by the Board of Directors.

SECTION 3. POLICY CHANGES – The Board of Directors may, from time to time during the legislative session, modify the Vermont League of Cities and Towns' Municipal Policy within the guidelines adopted by the membership; determine which legislative proposals are consistent or

counter to the Policy; adopt positions on issues not addressed in the Policy; resolve apparent conflicts within the Policy; and adopt positions on pieces of legislation that contain both proposals consistent with the Policy and proposals that are counter to the Policy. The Board may only take such actions when it finds that it would result in improving the ability of municipal government to serve its citizens.

## ARTICLE XI
## AMENDMENTS

SECTION 1. The Bylaws of the Vermont League of Cities and Towns may be amended at any meeting called in accordance with these Bylaws by a two-thirds majority of all the member towns and cities represented at any such meeting, a quorum being present. Notice of the proposed amendment and the language of such proposal shall be mailed or electronically transmitted to the legislative body of each member town and city not less than thirty days prior to such meeting.

## ARTICLE XII
## INDEMNIFICATION

SECTION 1. To the fullest extent permitted by law, the League shall indemnify and hold harmless its officers and employees from loss, damage or claim arising out of the discharge of any duty or responsibility; provided, however, that any act or occurrence or omission for which indemnification is sought is within the scope of such officer's duties or employee's employment, and is not the result of criminal or gross negligence.

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