

CONSTITUTION
VIRGINIA MUNICIPAL LEAGUE

ARTICLE I

NAME

The name of this organization shall be the VIRGINIA MUNICIPAL LEAGUE, hereinafter referred to as the League.

ARTICLE II

Purposes

The purposes of this organization shall be:

1. To serve as an instrumentality of the local governments in Virginia and to promote their general welfare.
2. To assist local government administration by conducting and sponsoring investigation, research, study, training and interchange and exchange of ideas with respect thereto.
3. To collect, compile and distribute information relating to local government and administration of local government affairs.
4. To study and to advocate necessary and beneficial legislation affecting cities, towns and urban counties and to oppose legislation detrimental thereto.
5. To promote intergovernmental harmony and cooperation.
6. To publish and circulate official League publications.
7. To take such other action as may be necessary or beneficial for Virginia cities, towns and urban counties.

ARTICLE III

Membership

1. Regular Members. Any Virginia city, incorporated town or county (each as defined by Virginia law) may become a regular member of the League by written application to the Executive Director, accompanied by an appropriate resolution of its governing body and payment of the first annual dues.

2. Associate Members. Any governmental unit or agency whose membership, in the sole discretion of the Board of Directors, will not be incompatible with the interests of the League or its regular members may become an associate member of the League by written application to the Executive Director, accompanied by an appropriate resolution of its governing body or board and by payment of the first annual dues, but subject in each case to approval of the Board of Directors of the League. Associate members shall be non-voting members.

3. Sustaining Members. Any individual, corporation or organization interested in the activities of the League, and whose membership, in the sole discretion of the Board of Directors, will not be incompatible with the interests of the League or its regular members may become a sustaining member of the League by written application to the Executive Director, accompanied by an appropriate resolution of its governing body or board and by payment of the first annual dues, but subject in each case to approval of the Board of Directors of the League. Sustaining members shall be non-voting members.

4. Service Contracts. The League may enter into Service Contracts with individuals, corporations, organizations or governmental units or agencies, whether or not members of the League, to provide research and other services. Contracts for which funds have been budgeted may be approved by the Executive Director; those requiring new funding shall be approved by the Board.

ARTICLE IV

Meetings of Members

1. Definitions. As used in this Constitution the term “meeting” shall include both meetings at which participants are physically assembled in one place and “virtual” meetings at which some or all participants are connected by electronic means. The term “mailed” shall include the sending of written messages by electronic mail or text messaging.

Annual Meeting. There shall be an Annual Meeting of the League for the purposes of transacting business of the League and such other purposes as determined by the Board of Directors. The Annual Meeting of the League shall be held at such venue and time in the State of Virginia as shall be determined by the Board of Directors.

New Section During a state of emergency due to public health threat, natural disaster, state of war or civil unrest or for other good cause, the Board of Directors may approve conducting annual or special meetings of the League as virtual meetings, with such adjustments or changes in voting or other parliamentary procedures as circumstances may require.

2. Special Meetings. Special Meetings of the League may be held on call by the Board of Directors, or by request of the governing bodies of not less than fifteen regular members, at a time and place within the State of Virginia and for such stated purposes set forth in the notice thereof.

3. Notice of Meetings. Notice of each meeting, Annual or Special, shall be given by writing mailed to each regular member at least ten days prior to the date thereof or, in lieu thereof, published in an issue of the official League publication circulated to members one month in advance of the date set for such meeting.

4. Quorum. A quorum in any meeting of the League's membership shall consist of not less than twenty-five percent of the regular members of the League.

5. Voting. At any meeting of the League's membership, each regular member shall be entitled to one vote on every question presented to the membership, including election of each elective officer. The vote of each regular member shall be cast by its duly authorized representative present at the time the voting is taken. Voting may not be by proxy. Any question, except a procedural or parliamentary question, may, unless a greater percentage shall otherwise be required by this Constitution, be decided by a majority of the regular members present and voting. Procedural and parliamentary questions shall be decided in accordance with parliamentary procedures specified by the officer presiding at the meeting. Voting on any questions, including the uncontested election of elective officers, shall be via voice unless prior to the taking of such vote it shall be determined by favorable action of not less than two-thirds of the regular members present and voting, that such vote shall be cast by secret written ballot; provided, however, that all contested elections for officers shall be by secret ballot.

6. Voting Representation. The Mayor or Board Chairman, as the case may be, of each regular member shall be deemed to be its official representative for the purpose of voting upon matters considered by an Annual or Special Meeting of the League. In lieu of the Mayor or Board Chairman, the governing body of a regular member may designate another official of the member to vote on behalf of the member. Such designation shall be by writing filed with the Executive Director or such other person acting as Secretary of the meeting prior to any vote. In the absence of the Mayor or Board Chairman or other officer designated by the governing body as above specified at a vote taking, a majority of the elected and appointed officials present and registered at a meeting may file with the Executive Director or Secretary of the meeting in writing designating one of the regular members' officials present and registered to vote in behalf of the member, said filing to be in advance of the taking of any vote in which such person casts a vote.

7. Order of Business. At each Annual Meeting of the League, the order of business, unless otherwise determined by resolution of the Board of Directors, shall be as follows:

- (a) Roll Call
- (b) Report of the President
- (c) Report of the Executive Director
- (d) Addresses, Papers, Discussions
- (e) Reports of Other Committees
- (f) Reports of Standing Committees
- (g) Election of Officers
- (h) Ratification of Board of Directors's Recommended Venue of Subsequent Annual Meetings
- (i) Other Business

8. Resolutions. Resolutions proposed for consideration by the League membership at any annual or special meeting thereof may be (a) proposed by the Board of Directors, or (b) in accordance with the following provisions (i) by a regular member or (ii) by the Legislative Committee or a policy committee:

(a) Any regular member desiring to submit a resolution of any nature for consideration by the League membership shall first submit the same to the Board of Directors or the appropriate committee depending on the nature of the resolution as set forth in (b), (c), and (e) below.

(b) Resolutions expressing the League's position on substantive issues of public policy, programs or procedures of state or local government, enactment, repeal or amendment of State and federal laws and similar matters shall be submitted for consideration by, or originated within, the appropriate policy committee of the League, except that matters with issues involving two or more policy committees may be retained by the legislative committee to develop a resolution.

(c) Resolutions calling for specific action by the General Assembly of Virginia or the Congress of the United States or expressing the League's position on legislation pending or expected to be pending before either body shall be submitted for consideration by, or originated within, the Legislative Committee of the League.

(d) Resolutions related to the organization, functions or programs of the League and all other resolutions not specifically referred to in (a) (b) or (c) above shall be submitted by, or originated within, the Board of Directors.

(e) Resolutions of appreciation and honorific resolutions shall be considered by, or originated within, the Board of Directors.

(f) Any proposed resolution not so submitted to or originating within the appropriate committee, or having been submitted to but not approved by that committee, shall not be considered by the League membership for action except upon the affirmative vote or not less than three-fourths of the regular members present and voting.

ARTICLE V

Dues and Finances

1. Dues. The annual dues for each membership, or class thereof, shall be fixed annually by the Board of Directors; provided, however, that if the Board of Directors takes no action to change dues in effect, such dues as are then in effect, or as prescribed for the preceding year, shall continue from year to year.

2. Payment of Dues. Dues shall be payable annually by each member in advance of or before July 31 of each year. Failure to pay dues after six months past due date or upon earlier notification by the member that such dues will not be paid will result in termination of membership.

3. Other Charges. The Board of Directors may authorize the Executive Director to establish other charges for services rendered by the League for meetings, publications, including advertising rates therein, and other appropriate purposes.

4. Fiscal Year. The fiscal year of the League shall begin on July 1 and end on the following June 30.

5. Annual Budget. Annually, the Executive Director shall prepare and present to the Board of Directors for its adoption, a budget of anticipated income and expenses for the ensuing fiscal year. Such budget shall be presented and approved not later than the beginning of each fiscal year.

6. Checks. The Executive Director, and any such other persons as may be designated by the Board of Directors, shall draw checks or authorize electronic payments or transfers from or among the bank accounts maintained by the League. The Executive Director and such other persons may be authorized by resolution of the Board of Directors to draw checks or who may have access to League monies shall be bonded for the faithful performance of their duties in such amount and with such surety as may be prescribed by the Board of Directors.

ARTICLE VI

Officers and Duties

1. Elective Officers.

(a) Titles of Officers. The elective officers of the League shall be a President, President-Elect, Vice President and six at-large Board of Directors members, all of whom shall be elected by the membership of the League. The President, President-Elect and Vice President shall serve for one year or until a successor shall be elected and qualified; provided however, that the President-Elect shall automatically succeed to the office of President at the conclusion of a preceding President's term of office. At-large members of the Board of Directors shall serve for three year terms or until successors are elected and qualified, and may be reelected. The terms of at-large members shall be staggered to provide for the election of two such members annually.

(b) Eligibility of Elective Officers. Persons elected to the offices of President, President-Elect or Vice President or membership on the Board of Directors shall at the time of election be an elected or appointed official of a regular member. The President, President-Elect and Vice Presidents must have served not less than one year on the Board of Directors immediately prior to election.

(c) Nominations. Nominations for elective officers shall be made by a Nominating Committee of not less than five members who shall be appointed and announced by the President not later than thirty days prior to the day of the opening business session of the Annual Meeting. Additional nominations may be made from the floor at the time of presentation of nominations by the Nominating Committee.

(d) The President. The President shall be the principal officer of the League and shall preside at all Annual and Special Meetings of the League and all meetings of the Board of Directors. Except as hereinafter otherwise provided, the President shall appoint all committees with the approval of the Board of Directors and shall have the powers and duties prescribed herein and by resolution of the Board of Directors.

(e) The President-Elect. Working with the staff, the President-Elect shall be responsible for the oversight and coordination of the program for the annual meeting and such other duties as shall be assigned by the Board of Directors.

(f) Vice Presidents shall have such duties as may be assigned by the Board of Directors.

(g) Absence or disability of President. In the case of the absence or disability of the President, the President-Elect shall assume the functions of the President.

(h) Re-election. Neither the President, President-Elect or the Vice President shall be eligible for any re-election to the same office for the next succeeding term; provided, however, that should such an elective officer fill, as provided in sub-paragraph (i) below, an unexpired term of another elective position then such officer shall be eligible for election to a full term to the position being so filled.

(i) Termination of Position and Filling Vacancies. In the event a member of the Board of Directors, including an elective officer and a Section Chairman serving thereon, shall terminate or be terminated as an elected or appointed official of a member, then such terminated person shall simultaneously also terminate as an elective officer and as a member of the Board of Directors. All vacancies on the Board of Directors including those resulting from termination as aforesaid shall be filled as follows:

(A) Vacancy of a Section Chairman serving on the Board of Directors shall be filled by the Vice Chairman of such Section, and if the Vice Chairman is unable to serve the Board of Directors shall appoint another official in said Section to fill such vacancy who shall serve until the next annual meeting or until such time as the Section shall select a new chairman.

(B) Vacancy in the office of President shall be filled by the President-Elect.

(C) Vacancy in the positions of President-Elect and Vice President shall be filled by the election thereto by the membership of the League.

(D) Vacancies in the position of Board of Directorsman at-large shall be filled by the election thereto by the Board of Directors of any person eligible in accordance with sub-paragraph (b) above.

2. Executive Director. The Executive Director shall be appointed by, and serve at the pleasure of the Board of Directors, which shall determine the terms of such employment, including the annual compensation therefor and the terms of any contract for the employment.

The Executive Director, under the direction and supervision of the Board of Directors, shall: manage the affairs of the League, act as Secretary of any Annual and Special Meetings of the League and at all meetings of the Board of Directors; make and maintain accurate minutes of meetings of the League and the Board of Directors which minutes shall be open to inspection at reasonable times by all active members of the League; keep accurate records of all other proceedings of the League; attend to timely notification of the members of the League of all Annual and Special Meetings thereof; collect and deposit and keep accurate accounts of all dues and other League monies; make all proper disbursements in accordance with the League's budget and the direction of the Board of Directors; at each Annual Meeting, make a written report of the Executive Director's administrative actions and of all financial transactions during the preceding fiscal year; and, submit a statement of the financial condition of the League as of a date reasonably proximate to the date of such report. The Executive Director shall also be responsible for the publication of the official publications of the League. Unless the Board of directors shall direct otherwise, the Executive Director may delegate any of the foregoing duties or functions to other staff members.

At a time determined by the Board of Directors, the Board shall annually evaluate the preceding year's performance of the Executive Director. The Board shall cause this evaluation to be shared with the Executive Director.

3. Other Personnel. The League shall employ such other staff members and personnel as shall be provided herein or as deemed necessary and proper for the conduct of the League's business. Subject to the limitations of budgeted funding, the Executive Director shall have the power to employ and discharge and to direct, supervise and assign the work duties and responsibilities and determine the compensation of such other staff members.

ARTICLE VII

Organization

1. Sections. The League shall be organized into three sections:

(a) One, titled Urban Section, for cities and counties having population in excess of 35,000;

(b) One, titled City Section, for cities and counties having population of 35,000 or under; and

(c) One, titled Town Section, for towns.

2. Section Organization. At each Annual Meeting of the League, each of such sections shall conduct an organizational meeting and shall elect a Chair and Vice Chair. The Chair of each such section upon their election shall automatically be a member of the League's Board of Directors, provided such Chair is not already a member thereof as a result of having been elected by the membership of the League as a President or a Vice President or as a member-at-large of the Board of Directors, or by reason of being immediate past President of the League.

3. Voting. Voting in each section shall be conducted as follows:

(a) In the Urban Section meeting only, each locality shall have one vote per 100,000 population in the locality, rounded to the nearest 100,000, except that each city or county shall have at least one vote.

The governing body of each locality in the Urban Section shall appoint an official delegate and alternate. The delegate, or the alternate, if the delegate is absent, shall be the voting representative of their locality in all votes of the Urban Section meeting.

(b) In the City and Town Sections, each locality shall have one vote.

The governing body of each locality in the City and Town Sections shall appoint an official delegate and alternate. The delegate, or the alternate, if the delegate is absent, shall be the voting representative of their locality in all votes of that Section meeting.

For all purposes in this constitution, population shall be based on the most recent census determined by the U.S. Census Bureau or from the Weldon Cooper Center for Public Service of the University of Virginia, whichever is more current.

ARTICLE VIII

Board of Directors and Committees

1. Board of Directors The Board of Directors shall be composed of the President, President-Elect, the Vice President, six at-large members, the three chairs of the sections, and the Past President. In the event the immediate Past President is unable or unwilling to serve, or is no longer an elected or appointed official of a regular member, the next preceding Past President who is eligible shall serve on the Board of Directors.

(b) Duties. The Board of Directors shall manage all the affairs of the League, effect the purposes of the League as set out in Article II of this Constitution, be responsible for and supervise the Executive Director and other staff and personnel of the League; and, arrange for the Annual Meeting of the League. It may appoint subcommittees of its own members and of any members of the League or officials thereof and prescribe the powers and duties of such subcommittees and make and alter bylaws for its own government not inconsistent with this Constitution.

In the event it becomes necessary to express the League's official position with respect to significant pending legislation and there is not sufficient time for the League to develop a position by utilizing normal League procedures, the Board of Directors may determine and express such position it deems to be in the League's best interest, notwithstanding Article IV § 8 (c) and (f).

(c) Meetings. The Board of Directors shall meet quarter-annually and at other times upon call of the President or any three members of the Committee, on at least ten days notice by the Executive Director to all members of the Board of Directors, such notice stating, at least in general terms, the purposes of the meeting.

(d) Quorum and Voting. A majority of the full membership of the Board of Directors shall constitute a quorum at all meetings. Any question may be decided by a majority of those participating. Voting may not be by proxy.

2. Legislative Committee.

(a) Composition. A Legislative Committee, consisting of twenty-four persons holding elective or appointed positions with regular members shall be appointed by the President to hold office for one year, twelve of whom shall be representatives of cities and counties with population in excess of 35,000, six of whom shall be representatives of the cities and counties with population of 35,000 and less, and six shall be representatives of the towns. One member of the Legislative Committee shall be designated by the President as its Chair and one as its Vice Chair.

If during the term of the Committee, one or more members shall resign or cease to be members, such reduction in membership shall not limit the functioning of the Committee.

(b) Duties. The Legislative Committee shall have the duty to consider and report upon existing or proposed State and Federal legislation or regulations as may effect the membership of the League and to urge the enactment, or amendment of, or opposition to such legislation or

regulation as the Committee shall deem appropriate. The League's legislative program as promulgated by the Legislative Committee shall be subject to the approval of the League membership.

(c) Meetings. The Legislative Committee shall meet on call of the Chair or of any six members thereof, on at least ten days notice, by the Executive Director to all members of the Committee. The notice shall state in general terms the purposes of the meeting.

(d) Quorum and Voting. A majority of the full membership of the Legislative Committee shall constitute a quorum at all meetings. Any question may be decided by a majority of those participating. Voting may not be by proxy.

3. Special Committees. The Board of Directors may establish such special committees as it deems necessary and appropriate and the President shall make all appointments to committees so established.

ARTICLE IX

Associations

1. Affiliation. Associations of local government officials such as assessors, attorneys, building inspections, fire personnel, electrical and plumbing, inspections, police officers, clerks, engineers, finance officers, health officers, municipal managers and administrators and others engaged in local government administration may be affiliated with the League as allied members thereof upon approval of the Board of Directors. Such affiliated associations and members thereof, as such, shall have no vote on questions presented to the League and shall pay such dues, fees and other charges, if any, as shall be determined and assessed by the Board of Directors upon recommendation of the Executive Director. The Board of Directors may terminate any such affiliation at any time.

2. Agreements. The Board of Directors may enter into agreements with groups or associations of local government officials or personnel for the purpose of providing services to such groups or associations under terms and conditions as set forth in the agreements and provided such agreements or the administration thereof are not inconsistent with the purposes of functioning of the League.

ARTICLE X

Amendments

This Constitution may be amended, altered or repealed upon resolution offered by the Board of Directors or a regular member in accordance with the provisions of Article IV, Section 8 hereof, at the Business Session of any Annual Meeting, or any Special Meeting called for such purpose, which need not be the sole purpose thereof, upon a favorable vote of not less than two-thirds of the regular members present and voting, provided that at least thirty days prior to such meeting a copy of the proposed amendment or alteration or repealer shall be filed with the Executive Director at the League headquarters. The Executive Director shall cause a copy of the proposed amendment, alteration or repealer to be mailed to each regular member of the League

at least fourteen days prior to such meeting, or in lieu thereof publish the same in an issue of an official League publication circulated to the membership not less than such period of fourteen days.

ARTICLE XI

Effective Date

This Constitution as amended shall become effective immediately following final adjournment of the 2020 Annual Meeting of the League.

Adopted by the
Annual Conference
Of the Virginia Municipal League
Adopted October 8, 2020

Effective date of prior versions: October 21, 2008, October 8, 1991 and October 3, 2017

Attest:

Executive Director