



BETTER COMMUNITIES THROUGH
SOUND GOVERNMENT

VML BOARD OF DIRECTORS MEETING

Thursday May 13 – 9:00am

Virtual Meeting

Agenda

- Only one person speak at a time and give the courtesy of listening to your colleague
- Start and end in a timely fashion
- Debate an item and move on, there is no need to rehash
- Stay on topic and be respectful
- Agree to disagree in a professional manner
- Seek to understand and be understood
- Know when to move on
- Don't monopolize the time
- Give everyone a chance to be heard

- I. Call to Order
 - a. Introductions
- II. Consideration of Minutes
 - a. Executive Board minutes for March
- III. Strategic Plan Update and Implementation Plan
- IV. American Rescue Plan Act Update
- V. Review of Financials and Adoption of the Budget
- VI. Reports of Subcommittees
 - a. Executive Director Evaluation Subcommittee
Tommy Smigiel (Chair), Bill Rush, Derrick Wood, Chuckie Reid
 - b.** Constitution Subcommittee
Jon Stehle (Chair), Steve Trivett, Katie Cristol and Jill Carson
 - c. Small Town Subcommittee
Bill Rush (Chair), Jill Carson, Phil Miskovic, Kelly Burk and Sean Polster
- VII. COVID / Conference Discussion
- VIII. Future Meetings:
 - a. Executive Committee May 13th
 - b. Executive Committee August 18th
 - c. 2021 Mayors Institute – TBD
 - d. Newly Elected Officials - TBD
 - e. 2021 Annual Conference – Leesburg – Oct. 3-5th
 - f. 2022 Annual Conference – Richmond – Oct. 1-4th
- IX. Adjournment

MINUTES
VML EXECUTIVE COMMITTEE
MARCH MEETING • COVID-19 VIRTUAL
March 18, 2021

In attendance virtually: Willie Greene, Bill Rush, A.D. “Chuckie” Reid, Jon Stehle, Kelly Burk, Phil Miskovic, Steve Trivett, Katie Cristol, Tommy Smigiel (arrived at 9:20), Charlie Frye (arrived at 9:29) (Michelle Gowdy, Roger Wiley and Sue Mellen were also in attendance)

Call to Order: President Greene called the meeting to order at 9:01 am.

Minutes: Minutes from the Executive Committee meetings December were approved without objection except for Ms. Cristol who abstained.

Presentation from Local Legislature: There was a brief presentation from Local Legislature Founder, David Edmondson.

Strategic Plan Update: Sue Mellon went over the proposed metric to track metrics related to the strategic plan.

Legislative Update: The VML policy team provided an update on the 2021 General Assembly regular and special session.

Financials: Sue recapped the current financials providing an update on the financial situation for this fiscal year. There was also discussion on a proposed dues increase to offset losses along with an explanation of PPP loans and Employer Retention Credits (ERC).

Subcommittees:

Executive Director Evaluation Subcommittee: Chairman Smigiel reported that no action had been taken.

Constitution Subcommittee: Chairman Stehle reported that there will be a meeting prior to the May meeting and that he and Mr. Wiley had discussed proposed changes.

Small Town Subcommittee: President Greene asked the Small Town Committee to work on guidelines for VML staff providing guidance to our localities.

COVID / Conference Discussion: There was discussion about the conference and how COVID-19 will affect the conference turnout. Other discussion included the fees and a virtual option.

George Mason Regional Elected Leaders Initiative: VML has been asked to be a partner with this group; a motion was made and it passed unanimously to be a partner.

Climate Action Plan Grant Application: Adjunct Professors from George Mason University asked VML to support their application to the Department of Environmental Quality grant application. There was no motion made.

Legislative Committee: Staff informed the Board that the proposed legislative committee members would be forthcoming in an email for them to review.

Adjournment. The meeting was adjourned at 11:55am.

Respectfully submitted,

Michelle Gowdy
Executive Director

MINUTES
VML CONSTITUTION SUBCOMMITTEE
APRIL MEETING
COVID-19 VIRTUAL
April 30, 2021

In attendance virtually: Jon Stehle (Chair), Jill Carson and Steve Trivett (Michelle Gowdy and Roger Wiley were also in attendance) Katie Cristol arrived after the meeting and was briefed on the meeting.

Call to Order: Chairman Stehle called the meeting to order at 8:32 am.

Constitution Proposed Changes: Michelle went through the proposed changes along with Roger – the major change being adding regional bodies to be eligible for membership and fixing two sentences in Article IV, 8(b) so they are no longer run on sentences.

General Discussion: There was general discussion about the proposed changes and the issue of Board of Director members term lengths and whether the Urban, City and Town Section designations are appropriate. There was consensus that these issues would be discussed further but no action was needed today.

Wrap up: Chairman Stehle made a motion to approve the changes are proposed along with the Article IV, 8(b) addition and it received unanimous approval.

Adjournment. The meeting was adjourned at 8:46am.

Respectfully submitted,

Michelle Gowdy
Executive Director

2022 Planning for VML Executive Committee

Travel Policy

President travels to both National League of Cities (“NLC”) conference and the Southern Municipal Conference (“SMC”) in April at VML expense; does not include guest travel.

President-Elect travels to both NLC conferences and the SMC conference at VML expense; does not include guest travel.

For NLC meetings, Executive Director will handle registrations to use VML freebies. Reimbursement includes registration (where applicable), transportation, accommodations and meals.

VML Conference

As a general rule, the President is a presiding officer at the opening general session, the business meeting, and Host City night.

President’s Suite – President is provided a suite at VML expense for the duration of the conference.

President-Elect Suite – President-Elect is provided a suite at VML expense for the duration of the conference.

President’s theme for 2022:

Virginia Town & City Magazine

President’s Profile, November – this requires photos, interviews and a review of the article

NLC Conferences to Attend

Congress of Cities

Date is in November – for 2021 November 18-20 (Salt Lake City); President to attend a luncheon for the Executive Directors and Presidents, VML is hosting a reception in conjunction with several other leagues.

NLC Fly-In

Date is in February; Executive Director and President attend in Washington DC

**most years this conflicts with the General Assembly and VML does not attend in 2021 we attended because it was virtual*

Congressional Cities Conference

Date is in March – Washington DC; VML will host a reception.

Executive Committee Meetings

Travel Policy: VML reimburses for travel, hotel and means for the two summer meetings. We do not pay for travel or hotel for the VML Day meeting or the meetings at the conference (we do provide lunch for those)

Future Dates:

- a. Executive Committee May 13th (Virtual)
- b. Executive Committee August 18th
- c. 2021 Mayors Institute – TBD (July most likely)
- d. Newly Elected Officials – TBD (July most likely)
- e. 2021 Annual Conference – Leesburg – Oct. 3-5th
- f. 2022 Annual Conference – Richmond – Oct. 1-4th

Regional Meetings

TBD

President is offered the opportunity to attend with mileage reimbursement

Legislative Process

Legislative Committee is appointed by the President with approval from the Board of Directors. Staff will provide recommendations.

Dates: June 3rd, September 10th and October 1st or 3rd tbd

Policy Committee dates: July 21-23, 28-30th tbd

VML Conference

Past President serves as the Chairman of the Nominating Committee

JOINING THE EXECUTIVE BOARD OF THE VIRGINIA MUNICIPAL LEAGUE

The Virginia Municipal League (VML) Nominating committee appointed by the President with approval of the Board presents a recommended slate of officers to the membership during the [VML Annual Conference](#), at the business meeting.

The 13-member VML Executive Board is made up of local officials from across the Commonwealth and manages all affairs of the League, supervises the executive director, and arranges for the annual meeting of the League pursuant to the VML [constitution](#).

The Executive Committee typically meets at least four times a year (at the VML annual conference, during VML Legislative Day, in May, and in August) in addition to an expectation of participation in Policy or Legislative Committees. VML pays travel expenses for the May and August meetings. It is expected that the locality pays for VML Day and the VML annual conference.

There are three ways to participate on the Executive Committee.

Serve as chair of the Urban, City, or Town section. Seek a position as chair of a section applicable to the locality you serve and represent that section on the VML Executive Committee. The section meeting elections will be during the Annual Conference on Monday, October 4, 2021. Nominations for chair and vice-chair are made from the floor during each section's meeting, then the membership of that section votes on the slate. The Urban Section of VML consists of those cities and counties that are regular members and have a population more than 35,000. The City Section of VML consists of those cities and counties that are regular members and have a population of 35,000 or less. The Town Section consists of all towns.

Fill an "at-large" position. Each year, the Nominating Committee considers candidates to fill two at-large seats. More at-large positions may be available if an individual serving in one becomes an officer.

Volunteer for Vice President and President-Elect. The Nominating Committee will recommend these officers. While they generally come from individuals with existing Executive Committee service, anyone may apply. By virtue of the VML Constitution, the President-Elect automatically moves into the President position.

To apply for an at-large or officer position, complete the attached application form and send, along with a letter of interest and resume. Letters of nomination should include appropriate biographical information and any other supporting documentation that would be helpful to the committee in considering potential nominees.

Application materials should be sent via email to Joni Terry at jterry@vml.org or you can mail the application materials to:

VML Nomination Committee
P.O. Box 12164
Richmond, Virginia 23241

The deadline for submitting all application materials is SEPTEMBER 10, 2021

If you have any questions about serving on the Executive Committee or the application process, please contact Michelle Gowdy at mgowdy@vml.org.

Virginia Municipal League

Nominating Committee Policy and Procedures

Purpose

To document the policy, roles and procedures necessary to carry out Article VI 1(c) of the Virginia Municipal League Constitution.

References

Virginia Municipal League Constitution Article VI 1(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.

Virginia Municipal League Constitution Article VI 1(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.

Governance

As exhaustive as the Policies and Procedures can appear, there is always the potential that they may not address every situation. When the Policies and Procedures are silent, the rules contained in the current edition of Robert's Rules of Order, Newly Revised shall apply, so long as they are not in conflict with the VML Bylaws. The rulings of the chair are subject to reconsideration with appeal, and any disagreements between the chair and the committee is to be decided by a vote of the committee members in attendance.

Policy

The Virginia Municipal League recognizes the importance and ability of its members to serve in leadership roles in the organization. The Board of Directors is committed to ensuring a proper nomination process is in place of the nomination of Board members. The Nominating committee shall serve as the vehicle to assess, select and nominate suitable candidates for consideration at the Virginia Municipal League annual meeting.

Roles and Responsibilities

Board of Directors

The Board shall set all deadlines for the nominating process more than 30 days prior to the annual business meeting and posted immediately thereafter on the VML Web site

The Board should set realistic expectations for candidates regarding the time and financial resources necessary to fulfill their responsibilities.

Nominating Committee

The Nominating Committee chair shall manage and facilitate the nominating process and lead member education related to the nominating process. The chair and the committee members should remain objective and impartial. While the chair may answer candidate questions about the Nominating Committee process, neither the chair nor Nominating Committee members will participate in candidate preparation or support.

The Nominating Committee will consider in their deliberations geography, size of locality, longevity in local government and any other factors that they deem important in ensuring that the Board of Directors is representative of the VML membership.

Each Nominating Committee member will be required to sign a pledge of understanding of the Policies and Procedures and agree to abide by them. Failure to sign this pledge will disqualify a member from further participation.

Confidentiality. By its nature, the nominating process requires a high degree of confidentiality, especially with regard to the deliberations and vote totals. All teleconferences, discussions and deliberations of the Nominating Committee must remain confidential. Public disclosure of opinions, views, comments, votes and related intermediate work of the Nominating Committee constitutes a violation of the pledge. Violations of this agreement will disqualify a member from further committee participation.

Conflicts of Interest. Once the applications have been received, committee members shall reveal to the Committee all possible conflicts of interest they may have. Conflicts of interest may include prior and/or current professional and/or personal relationships with any candidates. The committee shall determine whether such conflicts require abstention from voting for the candidates for that officer or director position.

Candidates

Eligible candidates are those candidates who are confirmed as meeting the criteria for office once applications are vetted by staff. (Members of VML)

Candidates only will be allowed to apply for one position, but may indicate on the application if they would be willing to accept a nomination for any other position from the Nominating

Committee by marking boxes for those alternate positions in which they would be willing to serve.

Sitting Board of Director members that are considering applying for a second term as a board member are asked to notify the Executive Director in advance of the date which applications are due in order to allow for other candidates to be made aware of the positions for which sitting board members intend to run. Their intent to apply, however, does not obligate them to apply, nor is the Nominating Committee in any way obligated to select them for a second term of office.

Staff

The Executive Director shall provide all documents used in the recruitment and deliberation processes (i.e., call for candidates, applications, policies, etc.) and maintain those documents at the VML offices.

Staff shall process all applications and review for eligibility and completeness.

Staff shall receive, assemble and distribute to the Nominating Committee all candidate support/comment letters

Procedure

Applications will be submitted electronically by e-mail.

The Executive Director and staff will accept delivery and time-stamp applications when they are received. All applications must be received by the staff no later than 5 p.m on the deadline date.

Staff will evaluate the application for eligibility and completeness. Candidates will be instructed to contact the staff if they have not received confirmation of receipt within two business days of submitting their application. If the application is complete, the staff will notify the candidate of this fact via email. If the application is incomplete, the staff will make a reasonable effort to contact the candidate by phone and e-mail to advise the candidate that material is missing. Additional material will be accepted only until the deadline of applications.

Once the deadline has passed, applications will be forwarded to the Nominating Committee as is. Any candidate application with eligibility issues will be referred to the Nominating Committee chair, who will share this information with the entire Nominating Committee. The Nominating Committee, in consultation with VML legal counsel will make the final determination of a candidate's eligibility by a majority vote.

The Committee's review of candidates may include not only a review of objective information provided by the candidate (e.g., biography, resume, views, record of service), but also subjective information submitted by their colleagues in the form of candidate support comment letters that may provide insight with regard to suitability, fitness, capability and related leadership and service potential. If a member of the committee feels that a fact stated in a comment letter is inaccurate, he or she must notify the chair of the Nominating Committee as soon as possible, but no later than 48 hours prior to the deliberation of the committee. If a fact is challenged, the VML

Staff, under the direction of the chair of the committee, will check the facts and advise the committee.

Candidate support/comment letters received must follow these guidelines:

- a. Anonymity. Anonymous Comment Letters will not be accepted. The name of the author of the letter must be included within each letter, and the committee may elect to verify authorship and fact check information where appropriate.
- b. Confidentiality. All submitted Comment Letters will be closely held as part of the committee's confidential deliberations.
- c. Transparency and Response. Candidates will be provided with copies of comment letters submitted to the committee, including the source, and given the opportunity to respond.

Certification of nominating process, deliberations and results.

An enumerator (typically the league attorney who is a parliamentarian familiar with VML policies and procedures) will attend all Nominating Committee meetings to ensure committee members fully understand the Policies & Procedures, to ensure those Policies and Procedures are adhered to and to serve as arbiter in case of procedural issues and/or disagreement during and at the end of the process. Both the process and voting results will be validated in writing by the enumerator.

The Nominations Committee will make its recommendations at the annual business meeting and there can be nominations from the floor. After a vote at the annual business meeting, the new members shall be announced.

ASK VML

VML's "ask" program provides direct comprehensive assistance to municipal officials on a variety of municipal issues. Assistance may range from a simple call or email to extensive research on a particular topic.

VML's team is here to provide answers to questions about municipal government. We answer hundreds of inquiries annually from local officials ranging from simple requests for a sample ordinance to complex questions requiring considerable research. VML maintains a library, research files, and information systems to help our professional staff respond promptly to requests for information and assistance. Examples include: cigarette tax questions, zoning rules, public notices and budget hearings.

Response time will depend on the complexity of the issue and the volume of other research requests received. The majority of information requests are processed and answered within 48 working hours. In general, advisory services will be provided to communities on a first come, first served basis; however, where possible, allowances will be made to expedite inquiry processing when your needs demand quick response.

The information you obtain on the League's web site and via email or telephonically is general in nature and is for informational purposes only. It is not intended as and should not be construed as legal advice. Moreover, it is not a substitute for legal advice.

Attorneys who are VML employees or who provide legal services to us as independent contractors may sometimes respond to your questions, but you should not view them as having an attorney-client relationship with you or your locality. Emails, text messages or other correspondence you have with them will not be exempt from required FOIA disclosure. If you are asking VML for information or assistance with a sensitive legal matter, it is a good idea to have your regular city, town or county attorney present the question to us.

At times localities or local officials ask VML to render opinions or "rulings" on matters involving specific local disputes. We don't have any authority to do that, and no one is ever obligated to take or act on our advice. We are especially reluctant to be involved in internal disputes between two or more members or factions on a local governing body. For some of these situations, however, we can suggest that you ask for a ruling from the Attorney General of Virginia or help you identify some other state entity with authority over the subject that is the source of the dispute.

VIRGINIA MUNICIPAL LEAGUE
FY2022 Proposed Budget

	FY2021 Budget	FY2021 Projection	FY2022 Proposed Budget	Increase/Decrease	% Increase/Decrease
Revenue					
4120 Investment Income	\$ 40,000.00	\$ 5,595.08	\$ 5,500.00	\$ (34,500.00)	-86%
4180 Miscellaneous Income	\$ 5,000.00	\$ 6,200.00	\$ 5,000.00	\$ -	0%
Advocacy					
4070 Local Government Day	\$ 15,000.00	\$ 2,340.00	\$ 15,000.00	\$ -	0%
4320 Rent Payments During GA	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ -	0%
Total Advocacy	\$ 27,500.00	\$ 14,840.00	\$ 27,500.00	\$ -	0%
Affiliated Groups					
4135 AEP Administrative Fee	\$ 5,500.00	\$ 5,000.00	\$ 7,500.00	\$ 2,000.00	36%
4136 VBCOA Administrative Fee	\$ 24,000.00	\$ 22,000.00	\$ 23,000.00	\$ (1,000.00)	-4%
4137 VLGMA Administrative Fee	\$ 13,000.00	\$ 11,750.00	\$ 13,000.00	\$ -	0%
4138 MEPAV Administrative Fee	\$ 10,000.00	\$ 10,000.00	\$ 10,300.00	\$ 300.00	3%
4145 VEPGA Administration Fee	\$ 40,000.00	\$ 39,000.00	\$ 40,200.00	\$ 200.00	1%
Total Affiliated Groups	\$ 92,500.00	\$ 87,750.00	\$ 94,000.00	\$ 1,500.00	2%
Annual Conference					
4050 Conference Registration	\$ 80,000.00	\$ 16,340.00	\$ 105,000.00	\$ 25,000.00	31%
4055 Conference Sponsorship	\$ 10,000.00	\$ -	\$ 40,000.00	\$ 30,000.00	300%
4061 Mayor's Institute	\$ 10,000.00	\$ 1,200.00	\$ 16,000.00	\$ 6,000.00	60%
Total Annual Conference	\$ 100,000.00	\$ 17,540.00	\$ 161,000.00	\$ 61,000.00	61%
Membership Dues					
4000 Regular Dues	\$ 1,081,000.00	\$ 1,082,271.00	\$ 1,167,000.00	\$ 86,000.00	8%
4010 Associate Dues	\$ 79,000.00	\$ 78,705.00	\$ 83,000.00	\$ 4,000.00	5%
4030 Sustaining Dues	\$ 50,000.00	\$ 56,500.00	\$ 50,000.00	\$ -	0%
Total Membership Dues	\$ 1,210,000.00	\$ 1,217,476.00	\$ 1,300,000.00	\$ 90,000.00	7%
Publications					
4090 VTC Advertising	\$ 30,500.00	\$ 30,000.00	\$ 30,000.00	\$ (500.00)	-2%
4185 VTC Subscriptions	\$ 1,000.00	\$ 341.33	\$ 500.00	\$ (500.00)	-50%
4290 Online Classified Advertising	\$ 11,000.00	\$ 15,700.00	\$ 17,000.00	\$ 6,000.00	55%
Total Publications	\$ 42,500.00	\$ 46,041.33	\$ 47,500.00	\$ 5,000.00	12%
Sponsorships					
4095 VML Bond/Finance Program	\$ 125,000.00	\$ 149,749.66	\$ 150,000.00	\$ 25,000.00	20%
4150 Insurance Programs	\$ 700,000.00	\$ 525,000.00	\$ 525,000.00	\$ (175,000.00)	-25%
4200 US Communities Program	\$ 45,000.00	\$ 41,353.89	\$ 30,000.00	\$ (15,000.00)	-33%
Total Sponsorships	\$ 870,000.00	\$ 716,103.55	\$ 705,000.00	\$ (165,000.00)	-19%
Workshops/Seminars					
4130 Other Workshops/Seminars	\$ 3,500.00	\$ -	\$ 3,500.00	\$ -	0%
4190 Newly Elected Officials	\$ 3,000.00	\$ -	\$ 3,000.00	\$ -	0%
4195 Finance Forum	\$ 6,000.00	\$ -	\$ 6,000.00	\$ -	0%
Total Workshops/Seminars	\$ 12,500.00	\$ -	\$ 12,500.00	\$ -	0%
Total Revenue	\$ 2,400,000.00	\$ 2,111,545.97	\$ 2,358,000.00	\$ (42,000.00)	-2%
From Reserves	\$ -	\$ -	\$ 42,000.00	\$ -	0%
Total Revenue	\$ 2,400,000.00	\$ 2,111,545.97	\$ 2,400,000.00	\$ -	0%
Expenditures					
Total Advocacy Expenses	\$ 265,700.00	\$ 210,433.71	\$ 304,200.00	\$ 38,500.00	14%
Total Annual Conference Expenses	\$ 105,000.00	\$ 38,446.42	\$ 176,000.00	\$ 71,000.00	68%
Total Compensation and Benefits	\$ 1,358,400.00	\$ 1,303,166.85	\$ 1,348,500.00	\$ (9,900.00)	-1%
Total Executive Committee	\$ 23,000.00	\$ 1,000.00	\$ 23,500.00	\$ 500.00	2%
Total General Operating Expenses	\$ 384,400.00	\$ 259,552.60	\$ 334,800.00	\$ (49,600.00)	-13%
Total Miscellaneous	\$ 170,000.00	\$ 112,277.87	\$ 119,000.00	\$ (51,000.00)	-30%
Total Publications Expenses	\$ 73,000.00	\$ 67,583.91	\$ 73,500.00	\$ 500.00	1%
Total Workshops/Seminars expenses	\$ 20,500.00	\$ -	\$ 20,500.00	\$ -	0%
Total Expenditures	\$ 2,400,000.00	\$ 1,992,461.36	\$ 2,400,000.00	\$ -	0%

FY22 VML PROPOSED BUDGET

OVERVIEW

- ▶ Overall Budget remains the same
- ▶ Includes a 5% increase to membership dues
- ▶ Reflects an In Person Annual Conference
- ▶ Includes a 3% across the board staff salary increase

REVENUE HIGHLIGHTS

- ▶ 5% membership due increase
- ▶ Decreases revenue from insurance program based on current agreement to accrual method of accounting
- ▶ Decreases Investment revenues based on market conditions
- ▶ Pulls \$42,000 from Reserves to balance budget

EXPENSE HIGHLIGHTS

- ▶ Includes a 3% salary increase for staff
- ▶ Includes a 4.5% increase in health insurance premiums
- ▶ Eliminates expense for leased space and contingency amount
- ▶ Anticipates a \$20,000 loss in annual conference
- ▶ Incorporates all Outside Contracts for Advocacy and Legal services

MINUTES
VML CONSTITUTION SUBCOMMITTEE
APRIL MEETING
COVID-19 VIRTUAL
April 30, 2021

In attendance virtually: Jon Stehle (Chair), Jill Carson and Steve Trivett (Michelle Gowdy and Roger Wiley were also in attendance) Katie Cristol arrived after the meeting and was briefed on the meeting.

Call to Order: Chairman Stehle called the meeting to order at 8:32 am.

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General Discussion: There was general discussion about the proposed changes and the issue of Board of Director members term lengths and whether the Urban, City and Town Section designations are appropriate. There was consensus that these issues would be discussed further but no action was needed today.

Wrap up: Chairman Stehle made a motion to approve the changes are proposed along with the Article IV, 8(b) addition and it received unanimous approval.

Adjournment. The meeting was adjourned at 8:46am.

Respectfully submitted,

Michelle Gowdy
Executive Director

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, agency or regional public body 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 by 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. Business. At each Annual Meeting of the League, the business unless otherwise determined by resolution of the Board of Directors, will include the following :
 - (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' 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](#). 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 [Directors man](#) at-large shall be filled by the election thereto by the Board of Directors of any person eligible in accordance with subparagraph (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 [repeal](#) shall be filed with the Executive Director at the League headquarters. The Executive Director shall cause a copy of the proposed amendment, alteration or [repeal](#) 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 [2021](#) 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