

CHARTER
of
THE LEAGUE OF ARIZONA CITIES AND TOWNS

ARTICLE I. Name and Purposes

Section 1. **Name.** This organization shall be known as

THE LEAGUE OF ARIZONA CITIES AND TOWNS. (“League”)

Section 2. **Purpose.** The purposes of this organization are:

- A. To strengthen the quality of life and common good of all citizens of Arizona municipalities through advocacy of favorable legislative and administrative policy and opposition to harmful policy proposals at the state and federal levels.
- B. To render technical, informational, and other services to cities and towns of Arizona in the conduct of their respective municipal governments and administration of their municipal affairs and for their general welfare.
- C. To promote cooperation between officials of cities and towns of Arizona and the interchange of information, experiences and best practices in the conduct of municipal government and municipal affairs through conferences, meetings, trainings, publications and educational programs and similar events.
- D. To secure collaboration and common purpose among cities and towns in matters that affects the rights and liabilities of cities and towns.
- E. To engage in programs that take advantage of savings that can be achieved through the joint purchase of goods and services.
- F. To create a greater public awareness and understanding of municipal responsibilities, services, governance and administration.
- G. To do any and all other lawful things necessary or proper for the benefit of the cities and towns of Arizona.

ARTICLE II. Membership

Section 1. **Regular Members.** All incorporated cities or towns in the State of Arizona shall be eligible for membership in the League. Any incorporated city or town in the State of Arizona may become a member of the League of Arizona Cities and Towns by paying the membership fee required in Article III, and by its governing board adopting a resolution or ordinance declaring its intent to become a member of the League of Arizona Cities and Towns.

Section 2. **Life Members.** The Executive Committee may designate individuals to be a Life Member of the League.

Section 3. **Withdrawal From Membership.** Any member may withdraw from membership by giving ninety days written notice in the form of council resolution or ordinance to the League President and Executive Director and as may be set forth in the League bylaws.

ARTICLE III. Fees and Dues

Section 1. **Annual Membership Dues.** Each city or town member of the League shall pay annually, as dues, such an amount as is in the discretion of the Executive Committee, unless otherwise ordered by the League, as may be necessary for the proper conduct of the business of the League, and said dues shall be paid at the time as may be fixed by the Executive Committee.

Section 2. **Special Assessments.** Special assessments may be levied by the Executive Committee when necessity requires and shall be payable on the date fixed by the Executive Committee. The Executive Committee may request voluntary contributions for other services and programs authorized by the Executive Committee.

ARTICLE IV. Organization

Section 1. **Officers.** The officers of the League shall consist of President, Vice President and Treasurer (“Officers”). The Officers shall be elected at the annual conference in each even-numbered year, and shall hold their office for two years or until their successors shall have been duly elected and qualified.

Section 2. **Executive Committee.** There is hereby established an Executive Committee (“Executive Committee”). The Executive Committee shall consist of 25 members which includes the Officers. The remaining 22 members of the Executive Committee shall be elected annually at the annual conference and shall hold office for staggered terms of two years each or until their successors have been duly elected and qualified, with eleven members to be elected in even-numbered years and eleven in odd-numbered years.

Section 3. **Officers’ Council.** There is hereby established an Officers’ Council (“Officers’ Council”) consisting of the Officers of the Executive Committee, and staffed by the Executive Director of the League. The President shall be the chair of the Officers’ Council.

ARTICLE V. Meetings

Section 1. **Annual Conference.** An annual conference of the League shall be held at least once each and every year at a time and place determined by the Executive Committee. The program of the annual conference shall be arranged by, or under the direction of, the Executive Committee and the Executive Director.

Section 2. **Annual Business Meeting.** The League shall hold an annual business meeting at the annual conference to elect Officers, Executive Committee members, and to otherwise conduct the business of the League as prescribed in the League bylaws. A quorum shall consist of the members present. All votes shall be decided by a majority of the members present and voting, unless a greater vote is required on any specific matter by this Charter.

Section 3. **Executive Committee Meetings.** The Executive Committee shall meet at least 4 times each year as determined by the President. The Executive Committee may meet at such other times as may be deemed necessary by the President. A meeting of the Executive Committee may also be called by the Executive Director upon the written request of a majority of the Executive Committee. Any member of the Executive Committee who misses more than 2 meetings in any year without being excused by the President shall be deemed to have vacated the member's seat. A quorum of the Executive Committee shall be a majority of the members holding a seat on the Executive Committee at the time of the meeting. A quorum is required to take any action. All actions shall be decided by a majority of the members present and voting.

Section 4. **Officers' Council Meetings.** The Officers' Council shall meet as needed upon the call of the either the President or the Executive Director. A quorum of the Officers' Council shall be two. All actions of the Officers' Council shall be decided by a majority of the members present and voting.

Section 5. **Parliamentary Procedure.** Questions of parliamentary practice shall be decided according to the latest edition of Robert's Rules of Order or other parliamentary procedures adopted by the Executive Committee.

ARTICLE VI. Elections

Section 1. **Officers and Executive Committee.** All Officers and members of the Executive Committee shall be elected during the annual conference. Nominations for elective officers and Executive Committee members shall be made by a nominating committee appointed by the President. The nominating committee shall consist of at least three members who shall be appointed not later than thirty days before the annual conference. In making nominations, the nominating committee shall follow the criteria established in the bylaws. Additional nominations for officers or Executive Committee members may be made from the floor. Officers and Executive Committee members so elected shall be immediately thereafter installed.

Section 2. **Eligibility.** No person shall be eligible to an elective office in the League unless, at the time of the election, the person is an elected official of an active municipal member of the League. Any Officer or member of the Executive Committee who shall leave office during his or her term or retire at the end of a term shall automatically vacate the office in the League. Such vacancies may be filled by the Executive Committee for the remainder of the term until the next annual conference.

ARTICLE VII. Voting

Section 1. **One Vote Per Member.** In every question which might require a vote of the entire membership, including elections, at the annual conference, each city and town shall have one vote and the delegate designated by the governing body of the city or town shall cast the vote of such city or town. The President may require any delegate to present evidence of authority to represent a city or town.

Section 2. **Authorized Voter.** Voting membership shall consist of the official delegate authorized to cast the vote for the city or town represented.

Section 3. **Suspended Member.** A city or town delegate's vote shall not be counted if the city or town membership status is suspended for non-payment of dues.

Section 4. **Proxy Voting Not Permitted.** A city or town shall not be entitled to vote by proxy, and only the authorized delegate from a city or town shall cast the ballot for that city or town.

ARTICLE VIII. Duties, Powers, and Responsibilities

Section 1. **League Membership.** The League members, meeting at the Annual Conference, may conduct any business of the League that is deemed necessary. The League shall elect the Officers and the members of the Executive Committee, and adopt Resolutions setting forth the League's legislative agenda for the following year.

Section 2. **Executive Committee.** The Executive Committee shall have the following duties and responsibilities:

- A. General supervision over the affairs of the League and the authority to make decisions binding on the League in the interim between the annual conferences.
- B. Appoint an Executive Director to serve at its pleasure. The Executive Director shall administer the policies established by the Executive Committee, and manage all staff and business functions of the organization. The Executive Director's compensation and duties shall be prescribed by the Executive Committee.

- C. May adopt bylaws that further define the policies and procedures for the operation of the League.
- D. May, at its discretion, fill any vacancies of any Officer, or Executive Committee member. The person filling such vacancy shall hold office until the next Annual Conference.
- E. Adopt an annual budget for the operation of the League.
- F. The President shall have the power to appoint such standing and special committees from time to time as may be deemed necessary for the proper transaction of business. Any duties or rules regarding such committees may be set forth in the bylaws.
- G. No officer or committee of the League shall be authorized to create any financial liability for the League unless it shall be approved both in nature and amount under the rules of the Executive Committee.
- H. The position of the League on any proposed state or federal legislative matter shall be determined by the membership through actions at the annual conference, authorization of the Executive Committee or Officer's Council or other processes as provided in the bylaws of the League.
- I. The Executive Committee shall have the power to receive from any public or private source including, but not limited to the federal, state or local governments, voluntary associations, nonprofit corporations, firms, partnerships or persons or any combination thereof, bequests, donations, devices, grants and gifts of all kinds of property including all forms of ownership interest therein, and to do all acts necessary to carry out the purposes of such bequests, gifts, grants, donations and devices with power to manage, sell, convey, contract, lease or otherwise dispose of the same in accordance with the terms of the said bequests, gifts, grants, devices or donations of trust or absolutely in case such bequests, grants, gifts, devices or donations of trust be unconditional.
- J. The League shall not expend any funds except in compliance with the overall budget adopted by the Executive Committee and in furtherance of the purposes of the League. Specific approval is not required for expenditures made by the Executive Director in compliance with the overall budget.
- K. The duties of the Officers shall be such as are usually performed by officers holding these titles and as may be prescribed by the League bylaws.

Section 3. **Officers' Council.** The Officers' Council shall have all of the authority, duties and responsibilities of the Executive Committee to be exercised between meetings of the Executive Committee, or at times when it is impossible or impractical to convene a special meeting of the Executive Committee. Actions of the Officers' Council shall be reported to the Executive Committee as soon as possible.

Section 4. **Executive Director.** The Executive Committee shall select an Executive Director who shall manage all the affairs of the League, its offices and employees. The Executive Committee shall set the salary of the Executive Director and provide for an annual performance evaluation. The Executive Director shall serve at the pleasure of the Executive Committee.

The Executive Director shall:

- A. Serve as Secretary to the Executive Committee and shall be responsible for preparing Executive Committee documents, meeting materials, minutes, financial reports and all other records.
- B. Have authority to appoint, discipline, and remove League employees; to establish salaries, benefits, duties and terms and conditions of employment.
- C. Be responsible for all property and monies belonging to the League and is authorized, subject to the budget approved by the Executive Committee and all applicable laws and regulations, to enter into any and all contracts and agreements necessary for carrying out the purposes, operations and administration of the League.
- D. Prepare, in coordination with the appropriate Executive Committee subcommittee, an annual budget in accordance with applicable budget laws and practices.

ARTICLE IX. Amendments to Charter

Section 1. **Amendment Process.** This Charter may be amended at the annual business meeting by a two-thirds vote of the members present and voting, provided the proposed amendment shall have been submitted in writing to the President or Executive Director at least thirty days prior to the Annual Conference and shall have been submitted by the President or Executive Director to each city or town member at least fifteen days prior to the annual conference and read by title to the members on the first day thereof.

ARTICLE X. Procedure on Dissolution

Section 1. **Dissolution.** In the event the League of Arizona Cities and Towns is dissolved, or otherwise terminated, all of its assets of every nature shall be returned to the cities and towns then of record as members in proportion to the then population of such cities and towns.

(Adopted by the membership on August 28, 2014 at the Annual Business Meeting.)