

BYLAWS

ARTICLE I

Name

This corporation shall be known as
THE GEORGIA MUNICIPAL ASSOCIATION, INC.

ARTICLE II

Purpose

Section 1. The mission of the Georgia Municipal Association, Inc. (hereafter GMA or Association) is to anticipate and influence the forces shaping Georgia's cities and to provide leadership, tools and services that assist municipal governments in becoming more innovative, effective and responsive.

Section 2. The purposes of this corporation are the improvement of municipal government and administration and the promotion of the general welfare of the citizens of this State by appropriate means, including but not limited to the following:

- (a) Representing the collective interests of its members with the executive, legislative, and judicial branches of state and federal government; and,
- (b) Exchanging and disseminating information and ideas for the more efficient administration and conduct of municipal government; and,
- (c) Facilitating improvements in municipal government within the State of Georgia by providing appropriate conferences, training, research, information, services and advice to municipal officials and employees; and,
- (d) Engaging and working with appropriate government agencies, institutions of higher learning, corporations, non-profit organizations and individuals to provide resources, programs and information which will assist the Association in carrying out its mission; and,

- (e) Conducting research in areas of interest to members and making the results of the research available to members and other interested parties; and,
- (f) Serving as a repository of publications, research materials, and data related to the operations of municipal government and the duties and responsibilities of municipal government officials, and making the materials available to members; and,
- (g) Developing and operating programs and services designed to promote efficient and cost effective operation of municipal government, including employee benefit programs, financing programs, fee and tax collection programs, and purchasing services; and,
- (h) Promoting constructive and cooperative intergovernmental relations by developing and maintaining relationships with groups representing local, state and regional governments; and
- (i) Promoting the general welfare of municipal governments and urban areas of this State in such a manner as may be authorized from time to time by the corporation's Board of Directors; and
- (j) Doing any and all things necessary and proper for the benefit of its members.

ARTICLE III

Membership

Section 1. Any city, town or consolidated government of Georgia, by proper action of its governing body, and the payment of the annual dues prescribed in Article IV, may become a member of GMA.

Section 2. Each city, town or consolidated government holding membership in the Association shall be entitled to one vote on each item of business voted upon at the annual business meeting or at any special called meeting of the membership.

ARTICLE IV

Dues

Section 1. The annual membership dues shall be prescribed by the Board of Directors. The dues shall be comprised of a base amount and a per capita amount established for population categories prescribed by resolution of the Board of Directors. Population figures shall be based on the most recent decennial census or federal census estimate. Consolidated governments shall receive a twenty-five percent (25%) discount on their

annual dues. For newly consolidated governments, the increased population shall be phased in equitably over a five-year period. Membership dues for any newly-created city shall be waived for the first twelve months of the city's existence.

Section 2. Membership dues shall be due on January 1 of each year. Members shall have the option of paying their dues in four equal quarterly payments. Failure by a member to pay its dues in full by April 30 shall automatically result in cancellation of membership unless the member has opted to make quarterly payments and is current with such payments. Any member that becomes 90 days delinquent on a quarterly payment shall have its membership terminated. First year membership dues shall be pro-rated on a monthly basis for any city becoming a member after the due date.

Section 3. Any member whose membership is terminated for failure to pay its dues in a timely manner may be reinstated as a member by paying the full amount owed for the current billing cycle.

ARTICLE V Officers and Board of Directors

Section 1.

(a) **Officers of the Association.** The officers of the Georgia Municipal Association shall be: (1) a president; (2) a first vice president; (3) a second vice president; (4) a third vice president; (5) the immediate past president; and (6) the Executive Director. The immediate past president shall be the most-recent past president who remains an active elected municipal official of a member city. All officers shall be chosen by the members of the Association from its membership, except the Executive Director, who shall be appointed by the Board of Directors. The Executive Director shall serve as the Secretary and Treasurer of the Association.

(b) **Board of Directors.** The Board of Directors of the Association shall consist of the following: (1) the Officers of the Association; (2) all Past Presidents of the Association who are active elected municipal officials of a member city; (3) District Officers who are active elected municipal officials of a member city holding office designated by the Board for Board membership provided, however, each district shall have at least two district officers elected to the Board; (4) fourteen (14) directors elected from the state-at-large; (5) the highest ranking officer of the Georgia City-County Management Association who is an official of a GMA member city; (6) the president of the Georgia Municipal Clerks Association; (7) the president of the GMA City Attorneys Section; (8) the chairperson of the Board of Trustees of the Georgia Municipal Employees Benefit System; (9) the chairperson of the Board of the Harold F. Holtz Municipal Training Institute; and (10) the chairpersons of the standing policy committees of the Association established by the Board.

Section 2. Qualification-Term-Vacancy.

(a) Each officer of GMA shall be, at all times during their term of office, an elected official of a member city.

(b) The terms of office of the Officers and directors at-large shall be one (1) year. The terms of office of District Officers shall be one year, unless otherwise provided by resolution of the Board. The terms of office of individuals serving on the Board by virtue of their position as the highest-ranking officer of the Georgia City-County Management Association who is an official of a GMA member city, the president of the Georgia Municipal Clerks Association, the president of the GMA City Attorneys Section, the chairperson of the Board of Trustees of the Georgia Municipal Employees Benefit System, the chairperson of the Board of the Harold F. Holtz Municipal Training Institute and the chairpersons of the standing policy committees of the Association shall run concurrently with such positions. The terms of office of the Officers, directors at-large and district officers shall commence at the close of the Annual Convention at which they were elected and installed. In the event an officer or member of the Board of Directors is not present for the installation, such person shall sign and return to the Executive Director a copy of the oath of office within 21 days of the date the installation was held.

(c) A vacancy shall occur in any office of the Association in the event the person holding that office resigns, is suspended from the municipal office, abandons the municipal office, or ceases to be an official or employee of a member city, ceases to be qualified to hold that seat on the Board of Directors, or fails to sign and return the oath of office. All district officer and at-large vacancies on the Board of Directors shall be filled by the remaining members of the Board and each such person shall serve the remainder of the unexpired term of the person in whose stead they were selected, and may, subsequently, serve a full term in that office upon appropriate election pursuant to these Bylaws. Vacancies in the office of President or any of the vice presidents shall be filled by the membership; and each person, so elected, shall serve the remainder of the unexpired term of the person in whose stead they are elected, and may, subsequently, serve a full term in that office upon election by the membership. In the absence of the President and vice presidents at any meeting, the Board of Directors shall appoint one of its members to perform the duties of President during that meeting or until the President or a vice president shall appear.

Section 3. Designation of Districts and District Officers.

(a) There shall be twelve (12) districts of the Association, except that the Board of Directors, upon thirty (30) days written notice to the membership of the Association, may change the districts at a meeting of such Board. Any such change shall become effective upon the taking of office of the Officers and Board of Directors elected at the next annual meeting of the Association.

(b) Each district of the Association shall have offices as designated by the Board.

(c) The procedures and schedule for nominating and electing district officers shall be adopted annually in January by the Board of Directors and provided to the membership. The process shall include the following steps: (1) a period of at least 21 days for city officials to express interest in serving as a district officer; (2) a subsequent deadline by which the current officers of each district are required to nominate a slate of officers for nomination; (3) a notification to the member cities in each district of the proposed slate of district officers as recommended by the current district officers acting in the capacity of the district nominating committee; (4) a period of at least 14 days for additional district officer nominations to be submitted after the notification of the proposed slate has been sent to the membership; (5) a deadline by which the distribution of a district officer election ballot, including the names of additional nominations submitted by the membership is sent to the member cities within each district; (6) a deadline for the return of the ballots to GMA no less than 21 days prior to the date of the Association's Annual Meeting; and (7) the announcement of the election results to member cities within seven days of the deadline for ballots to be returned.

(d) Nothing shall prevent the Board of Directors from amending the adopted procedures and schedule in instances when the Association's Annual Meeting is rescheduled after the initial adoption of the procedures and schedule under this paragraph.

(e) Each member city shall be entitled to cast one vote for the election of district officers. The ballot shall be submitted by an official who affirms in writing on the ballot that he or she is authorized to vote on behalf of the city. Once such ballot is submitted, it shall be considered final and no substitute ballot shall be allowed.

(f) If a candidate for a district officer position resigns, is suspended from the municipal office, abandons the municipal office, or ceases to be an official or employee of a member city, or ceases to be qualified to hold that seat on the Board of Directors, after the date by which ballots have been distributed to the member cities within each district but before the results have been transmitted to the membership, then the remaining current officers of such district shall nominate a slate of officers for nomination including at least one candidate for each district office seat which does not have a candidate within seven days of notification from the Association of such candidate being removed from the ballot. After such updated slate of officers for nomination is developed, the Association may, but is not required to, solicit additional nominations from member cities within the district. Following the creation of such a slate of nominees, new ballots would be immediately sent to the member cities in such district and the Association may be allowed to declare a new deadline for the return of such ballots, if necessary.

Section 4. Nomination of Directors and Officers. Nomination of directors and officers shall be made by a Nominating Committee provided for in Section 2 of Article IX. The Nominating Committee shall submit its nominations to the Board of Directors for approval. The nominations approved by the Board of Directors shall be presented to the

membership during the annual business meeting of the Association for final approval. Any person desiring to nominate a director or an officer from the floor at the annual business meeting or a called meeting of the membership must submit a written statement to the President and Executive Director stating his/her intent to make such a nomination. The written statement must be received no less than fourteen calendar days prior to the date of the membership meeting at which the election will occur. The statement shall include the name and title of the person to be nominated, as well as the position to which the person shall be nominated. The election of officers and directors shall be held at the annual meeting of the Association, provided, however, that should any district of this Association recommend to the Board of Directors their choice for district officers in accordance with Section 3 (c) of Article V, such action shall be binding upon the Board of Directors and the names submitted by the district shall be those submitted by the Board of Directors to the Association at its annual business meeting. District Officers shall succeed automatically to the positions for which they are alternates in case of death, resignation or failure to hold office by their principal.

Section 5. Duties.

(a) **Board of Directors.** It shall be the duty of the Board of Directors to hold and control the property and conduct the lawful business of the Association. The duties of all other officers shall be those prescribed by these Bylaws, or customarily incident to such office, or designated by the Board of Directors. The Board of Directors is authorized and empowered to receive, accept, hold and use on behalf of the Association, and for the purposes provided for in these Bylaws, gifts, grants, donations, devises and bequests of real, personal and mixed property of every kind and description.

(b) **Executive Director.** The Executive Director is also the Chief Executive Officer and shall manage the affairs of the Association under the general direction of the Board of Directors, and supervision of the President. The Executive Director shall: appoint the various employees of the Association and establish their compensation within the approved budget; be responsible for the proper and efficient management of the Association and such other duties as may be assigned by the Board of Directors; keep accurate records and accounts of all the transactions of the Association, and such accounts shall be audited at the end of each fiscal year by a competent accountant or accountants to be selected by the Board of Directors; prepare an annual budget covering the projected revenues and expenditures of the Association for approval by the Executive Committee; cause accurate minutes to be kept of all meetings of the Association, the Board of Directors and any subcommittee of the Board of Directors, the Executive Committee, the Legislative Policy Council and any other meeting of member representatives where official action is taken; notify the membership of membership meetings; collect and receive all monies due to the Association and keep an accurate account thereof; exercise the usual functions of treasurer; publish the official publication of the Association; and be paid a salary to be fixed by the Officers. The Executive Director shall furnish a satisfactory surety bond in an amount to be fixed by the Board of Directors, and the premiums on this bond shall be paid out of the funds of the Association.

(c) **President.** The GMA President shall have general supervision and charge of the affairs of the Association. The President shall give such aid and direction to the Executive Director as may be necessary to carry out the plans and policies of the Board of Directors. The President shall require from the Executive Director such reports as may be necessary to remain apprised of the affairs of the Association. The President shall preside at the Association's annual business meeting provided for in Article VII, Section 1 of these Bylaws and all meetings of the Board of Directors and Executive Committee, unless the President is unable to attend. In the absence of the President, the next highest ranking officer shall preside.

(d) **First Vice President.** The First Vice President shall assist and aid the President in carrying out the duties of the President, when required, and shall perform such other duties as may be assigned by the President or the Board of Directors. In case of death, resignation, or failure to hold office by the President, the First Vice President shall automatically succeed to the position of President.

(e) **Second Vice President.** The Second Vice President shall perform such duties as may be assigned by the President or the Board of Directors. In case of death, resignation or failure to hold office by the First Vice President, the Second Vice President shall automatically succeed to the position of First Vice President.

(f) **Third Vice President.** The Third Vice President shall perform such duties as may be assigned by the President and Board of Directors. In case of death, resignation or failure to hold office by the Second Vice President, the Third Vice President shall succeed automatically to the position of Second Vice President.

(g) **District Officers.** Duties of each District Officer shall be established by the Board.

Section 6. Meetings of the Board of Directors.

(a) **Annual Meeting.** The Board of Directors shall meet during the Association's annual convention and on at least one other occasion during the year as established by resolution of the Board of Directors.

(b) **Special Meetings.** The Board of Directors shall hold such special meetings as may be called by the President or any five (5) directors upon no fewer than ten (10) days written notice to the members of the Board stating the purpose or purposes of such meeting. The location of special meetings shall be established by the Officers of the Association. Only those matters that are within the stated purpose or purposes described in the meeting notice may be considered at a special meeting of the Board of Directors.

(c) **Quorum and Voting.** The presence of a majority of the members of the Board shall constitute a quorum necessary to conduct business at any such meeting. The affirmative

vote of a majority of the members voting shall be required for the adoption of any motion or resolution by the Board at any meeting of the Board where a quorum is present.

(d) **Meetings by Teleconference.** Meetings of the Board of Directors or any committees of the Board may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE VI Sections

Section 1. Sections of the Association may be recognized by the Board of Directors based upon specific, common municipal offices or services and shall operate in accordance with such rules and regulations as may be established by the Board.

ARTICLE VII Meetings

Section 1. Annual Meeting. The annual business meeting of the Association shall be held at the annual convention of the Association or held at such other time and place to be designated by the Board of Directors, which may include holding such annual business meeting virtually. Members shall be notified of the meeting not less than thirty (30) days and not more than sixty (60) days prior to the meeting. A list showing the name and address of each member eligible to vote at the meeting will be prepared by the Executive Director and be available for inspection by any member, beginning two days after the meeting notice is given.

Section 2. District Meetings. Each district of the Association shall conduct at least two meetings each year.

Section 3. Special Meetings. Special meetings of the Association may be called by the President, by the Board of Directors, or by not less than any twenty-five (25) member cities upon no fewer than ten (10) days and no more than 60 days written notice mailed to each member of the Association stating the purpose or purposes of such meeting. The location of any special meeting shall be established by the Officers of the Association. Only those matters that are within the purpose or purposes described in the meeting notice may be considered at a special meeting of members. A list showing the name and address of each member eligible to vote at the meeting will be prepared by the Executive Director and be available for inspection by any member beginning two days after notice is given of the meeting.

Section 4. Quorum. The presence of representatives from ten percent (10%) of the member cities shall constitute a quorum at any meeting of the membership of the Association.

ARTICLE VIII Voting

Voting at the annual business meeting or any special business meeting of the Association called in accordance with Article VII shall be by such method as declared by the President. A roll call vote may be demanded by a majority of the voting delegates present. Each member municipality shall be entitled to one vote. Each member municipality shall designate, in writing, an elected or appointed official of that municipality to cast the vote on behalf of that municipality; provided, however, that if a municipality fails to designate, in writing, such designated representative, it shall be presumed that the chief elected official of that municipality has been designated to cast the vote on behalf of the municipality. Voting by proxy is authorized, and any member city may designate, in writing, an elected official from any other member city to vote as the proxy for the designating member. A majority of the votes cast shall be necessary for approval of any motion.

ARTICLE IX Committees

Section 1. Executive Committee.

(a) The President shall appoint, subject to confirmation by the Board of Directors, an Executive Committee to consist of the Officers, all active past presidents of the Association, the chair of the Georgia Municipal Employees Benefit System Board of Trustees and not more than six additional Board members. The Board may empower the Executive Committee to carry out any of the functions of the Board except those required by these Bylaws in Section 4 of Article V.

(b) Meetings of the Executive Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 2. Nominating Committee

(a) Nomination of directors and officers shall be made by a Nominating Committee which shall be appointed by the President and composed of not less than five members of the Board of Directors of the Association.

(b) Meetings of the Audit Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 3. Audit Committee

(a) An Audit Committee shall be responsible for selecting an audit firm to conduct annual financial audits of the Association and its component units. Upon completion of

the audits, the committee shall meet to receive a presentation of the audits from the audit firm. The President, First Vice President, Second Vice President, Third Vice President, Immediate Past President and members of the executive committee of the Georgia Municipal Employees Benefit System Board of Trustees shall serve on the committee. The President shall chair the committee and at least annually provide a report to the Board of Directors on the results of the annual financial audit.

(b) Meetings of the Audit Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 4. Budget Committee

(a) A Budget Committee shall be responsible for recommending the Association's annual general fund budget to the Executive Committee for its consideration and final approval. At least ten days prior to its adoption, the proposed general fund budget shall be sent to the Board of Directors for review and comment. The committee shall be composed of the Second Vice President, Third Vice President and not less than three and not more than seven additional members of the Board of Directors appointed by the President. The Second Vice President shall chair the committee.

(b) Meetings of the Budget Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 5. Investment Committee

(a) An Investment Committee shall be responsible for annually reviewing the GMA Investment Policy and, as necessary, recommending amendments to the policy. Any amendment approved by the committee shall be presented to the Board of Directors for final approval. The committee shall be composed of the Officers of the Association.

(b) Meetings of the Investment Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 6. Pension Committee

(a) A Pension Committee shall be responsible for reviewing and taking action on any proposed amendment to the Association's defined benefit retirement plan. Any amendment approved by the committee shall be presented to the Board of Directors for final approval. The committee shall be composed of the President, two members of the Board of Directors appointed by the President, the chair of the Georgia Municipal Employees Benefit System (GMEBS) Board of Trustees, two GMEBS Board members appointed by the GMEBS Board chair and the Executive Director. The President shall chair the committee.

(b) Meetings of the Pension Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 7. Property Committee

(a) The Executive Director, in consultation with the President, shall appoint a Property Committee to provide guidance to Association staff and make recommendations for consideration by the Board of Directors related to the Association's acquisition, development, disposal and transfer of real property. In making appointments, efforts should be made to identify individuals with real estate, construction, legal, finance and accounting and other relevant knowledge and experience. Both elected and appointed city officials shall be eligible to serve on the committee.

(b) Meetings of the Property Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 8. Awards Committee

(a) An Awards Committee shall be responsible for selecting inductees for the Association's Municipal Government Hall of Fame based on criteria established by the Board of Directors. The President shall appoint not less than six and not more than nine municipal officials to serve on the committee. At least one but not more than two members of the committee shall be a city manager.

(b) Meetings of the Awards Committee may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

Section 9. Standing Policy Committees. The Board may create, dissolve or merge standing policy committees. Any elected or appointed municipal official from a member municipality may be designated as a member of up to two such committees upon request.

Section 10. Ad Hoc Committees and Task Forces. The President shall appoint ad hoc committees and task forces of the Association as may be deemed necessary for the proper work of the Association.

Section 11. Expenditures. No committee shall create any financial liability for the Association, unless authorized in writing by the Executive Director.

ARTICLE X Legislative Policy Council

(a) The Executive Director, in consultation with the President, shall appoint a Legislative Policy Council each year to guide the development of the Association's legislative policies. The Council's work program will begin each spring following adjournment of the

session of the Georgia General Assembly. The First Vice President shall chair the Council and assume the chairmanship at the start of the Annual Convention while serving as Second Vice President. Elected and appointed municipal officials may be appointed to the Council, and each of the Association's districts shall be represented by at least one member. Other than the chair of the Council, who shall be a full voting member, the Officers and chairs of the standing policy committees shall serve as ex-officio members.

(b) Meetings of the Legislative Policy Council may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE XI

Member Services Advisory Council

(a) The Executive Director, in consultation with the President, shall appoint a Member Services Advisory Council each year to provide guidance to the staff on the service needs of the membership and, as necessary, make recommendations to the Board of Directors on service-related matters. The Third Vice President shall chair the Council and assume the chairmanship upon assuming such office. Elected and appointed municipal officials, as well as city clerks, may be appointed to the Council, and each of the Association's districts shall be represented by at least one member.

(b) Meetings of the Member Services Advisory Council may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE XII

Federal Policy Council

(a) The Executive Director, in consultation with the President, shall appoint a Federal Policy Council each year to provide advocacy on the Association's major federal priorities and build relationships with the members and staff of Georgia's Senators and Congressmen. The Second Vice President shall chair the Council and assume the chairmanship at the start of the Annual Convention while serving as Third Vice President. Elected and appointed municipal officials may be appointed to the Council, and each of the Georgia Congressional districts shall be represented by at least one member. Other than the chair of the Council, who shall be a full voting member, the Officers shall serve as ex-officio members.

(b) Meetings of the Federal Policy Council may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE XIII
Children and Youth Advisory Council

(a) The Executive Director, in consultation with the President, shall appoint a Children and Youth Advisory Council each year to recommend programs, training, research and other initiatives that should be undertaken by the Association or Georgia City Solutions, Inc., (hereafter GCS) to address the needs of children and youth in Georgia's cities; to provide a forum for city officials to explore opportunities for collaboration between GMA and GCS with agencies and organizations whose mission focuses on assisting children and youth; to foster the exchange of ideas and information on programs that have proven to have had a positive impact on children and youth; and propose legislative policies, as necessary, to the appropriate GMA policy committees that would help cities address children and youth issues.

(b) The chair of the Advisory Council shall be appointed by the President and shall serve a two-year term. Elected and appointed municipal officials may be appointed to the Council, and each of the Association's twelve districts shall be represented by at least one member.

(c) Meetings of the Children and Youth Advisory Council may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE XIV
Municipal Workforce Development Advisory Council

(a) The Executive Director, in consultation with the President, shall appoint a Municipal Workforce Development Advisory Council each year to recommend initiatives should undertake to assist city officials in their efforts to recruit and retain qualified municipal government employees.

(b) The chair of the Advisory Council shall be appointed by the President and shall serve a two-year term. Elected and appointed municipal officials may be appointed to the Council, and each of the Association's twelve districts shall be represented by at least one member.

(c) Meetings of the Municipal Workforce Development Advisory Council may be conducted by teleconference, including participation in discussions and voting by those attending by teleconference.

ARTICLE XV
Equity and Inclusion Advisory Council

(a) The Executive Director, in consultation with the President, shall appoint an Equity and Inclusion Advisory Council each year to oversee the implementation of recommendations included in the January 2022 final report of the Association's Equity and Inclusion Commission, or any subsequent report created by or through the Association related to equity and inclusion issues, as well as to recommend additional programs, policies, training, research and other initiatives that can be undertaken by the Association or GCS to assist municipal officials in their efforts to promote equity and inclusion within their city government and community. The role of the Advisory Council shall also be to provide a forum for city officials to explore opportunities for collaboration between GMA, GCS, agencies and organizations whose mission focuses on equity and inclusion; foster the exchange of ideas and information on programs and initiatives that have proven to have had a positive impact on equity and inclusion; and propose legislative policies, as necessary, to the appropriate GMA policy committees that would help cities address equity and inclusion issues.

(b) The Advisory Council shall have co-chairs who will be appointed by the President and each serve a two-year term. Elected and appointed municipal officials may be appointed to the Council, and each of the Association's twelve districts shall be represented by at least one member.

(c) Meetings of the Equity and Inclusion Advisory Council may be conducted by teleconference, including participation in discussion and voting by those attending by teleconference.

ARTICLE XVI
Selection of Executive Director

Section 1.

(a) When a vacancy occurs in the position of Executive Director or when the Executive Director provides notice to the President of his or her intention to retire or resign, the Executive Committee is authorized to appoint a member of the senior staff (or a former senior staff member if needed) to serve as Interim Executive Director for a period of service not to exceed six months.

(b) The Association shall retain the services of a professional executive recruiter to assist in recruiting and hiring a new Executive Director. The Association's Director of Human Resources shall issue a request for proposals to appropriate recruiters, review the proposals, and recommend at least three finalists to the Executive Committee for consideration. The Executive Committee shall review the proposals from the finalists, may interview the finalists, and shall select the

successful professional executive recruiter and inform the Board, membership and staff of its choice.

- (c) To ensure a competitive and transparent process, any member of the Executive Committee interested in being considered for the position of Executive Director shall recuse from selection of the executive recruiter and participation on the Executive Director Search Committee. This recusal shall be formally recorded in the Executive Committee minutes. Any such individual shall proceed and be treated by the members of the Executive Committee and the Executive Director Search Committee as any other applicant and shall not be privy to information presented to the Executive Committee or the Executive Director Search Committee as part of the search process.

Section 2.

- (a) Within ten business days of execution of a contract with the executive recruiter, the President shall appoint an Executive Director Search Committee after inviting members of the Board to express interest in serving on the Committee. The Search Committee members shall include the officers of the Association and, including the officers, shall consist of a diverse group of no less than eight and no more than fifteen individuals. The Search Committee shall include at least three municipal officials from a city with a population of 5,000 or less, one from a consolidated government, and one from a city with a population of 100,000 or greater. At least one committee member shall be a city manager. No city shall have more than one member on the committee.
- (b) The President shall appoint a member of the Search Committee to serve as chair of the Search Committee.
- (c) The Search Committee may meet by conference call or in person and shall be responsible for overseeing the successful completion of the recruitment. The Committee shall timely consider and approve all recruitment materials, schedules, etc., prepared by the executive recruiter. The recruitment materials shall enumerate all necessary requirements related to the application, including work experience, education, references and communication with members of the Search Committee.
- (d) The selected executive recruiter shall recommend no less than six and not more than ten applicants to the Executive Director Search Committee for consideration as finalists. The Committee shall then select no less than three and not more than five applicants for personal interview.
- (e) After conducting personal interviews, the Search Committee shall select the candidate to be presented to the full Board for employment as Executive Director. The President and Search Committee chair shall then negotiate an employment

agreement with the recommended candidate. After the employment agreement has been finalized, the Board of Directors shall meet to take action on the recommended candidate. Should the candidate recommended by the Search Committee not be ratified by the Board, the Search Committee shall present another candidate to the Board for consideration within thirty days of the Board's decision to not ratify the original final candidate.

Section 3.

- (a) The Association's Director of Human Resources and such other Association staff as appropriate, acting under the direction of the President and Search Committee chair, shall provide administrative support as necessary to the executive search firm, as well as support the Search Committee in carrying out its duties, administer the contract with the executive recruiter, help the President and Search Committee chair negotiate a final employment agreement with the successful candidate and assist in all other material respects with the recruitment and appointment of the successful candidate.
- (b) The Association shall pay the reasonable travel expenses, if necessary, of any Committee members.

ARTICLE XVII Amendments

Section 1. These Bylaws may be amended by a two-thirds vote of all member municipalities present at any properly-noticed annual or special meeting, provided a quorum is present. Written notice stating the intent to offer an amendment, as well as the language of the proposed amendment, must be mailed to each member city not less than thirty (30) days prior to the meeting.

The Bylaws may also be altered or amended by an affirmative vote of a majority of those member cities which respond to a mail ballot, when such a mailing is authorized by the Board of Directors, upon such terms and conditions as may be prescribed by the Board. A mailing and mail ballot may be sent by hard copy or electronically.