

**CONSTITUTION OF THE
UTAH LEAGUE OF CITIES
AND TOWNS**

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The municipalities of Utah desiring to maintain an organization for their benefit hereby adopt this Constitution for its governance.

ARTICLE I
NAME

Section 1. **NAME** This organization shall be known as the Utah League of Cities and Towns (hereinafter "League").

ARTICLE II
OBJECTS AND PURPOSE

Section 1. **OBJECTS AND PURPOSES** The objects and purposes of the organization are:

- (a) To provide for the collection and dissemination of information relating to municipal matters.
- (b) To provide for an Annual Convention and other meetings of the League and its affiliates for the consideration of municipal matters.
- (c) To advocate for municipal authority and represent local government at the county, state, and federal government levels, with the business community, and with other stakeholders.
- (d) To promote training and education related to municipal government.
- (e) To assist municipalities in providing for the welfare of their employees and residents.
- (f) To function as a nonpartisan organization dedicated to promoting good municipal government through the united effort and cooperation of its members.
- (g) To accomplish any purpose necessary and proper for the benefit of Utah municipalities.

Section 2. **CONFLICTS OF INTEREST** In the event that a conflict of interest occurs between cities and towns and other political subdivisions in the pursuit of the activities of the League, the League shall sustain the interests of the cities and towns. The political subdivision may pursue its conflicting position without impairing its standing in the League.

ARTICLE III
MEMBERSHIP

Section 1. **MEMBERS** Any city or town of the State of Utah may, by payment of the prescribed annual dues, become

a voting member for the year for which the dues are paid.

Section 2. **HONORARY MEMBERS** Any person who has rendered distinguished service for municipal government may by a majority vote of the Board be granted an honorary membership in the League for life or a period of time fixed by the Board. All Past Presidents of the League shall be honorary life members. Honorary members shall not have voting privileges.

Section 3. **ASSOCIATE MEMBERS** Any person or organization not otherwise eligible for membership may apply for an associate membership in the League under such provisions as are prescribed by the Board. Any political subdivision that has purposes compatible with the League or cities and towns, organization of public officials, organization of employees, or similar entity may qualify as associate members. Associate members shall not have voting privileges.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. **DIRECTORS AND OFFICERS** The League shall be governed by a Board of Directors (hereinafter "Board"), consisting of five officers and 16 directors. One of the five officers shall be a representative from and selected by the Utah City Management Association, who must be an employee of a city or town that is a voting member in good standing of the League. The other four officers and 16 directors shall be elected officials of a municipality which is a voting member in good standing of the League. The directors shall serve for a term of two years commencing on election at the Annual Convention and continuing until the election and qualification of their successors at a subsequent Annual Convention. The terms of the directors shall be staggered so that approximately half of the directors are elected annually.

Section 2. **METHOD OF SELECTION** At least three months prior to the Annual Convention of the League, the Executive Director shall send notices to all member municipalities stating which offices are to be filled by election at the Annual Convention and inviting the member municipalities to recommend the names of elected municipal officials to fill the vacancies. The notice shall state the date by which the recommendations shall be received and the name of the person and address to which the recommendations are to be submitted. The notice shall also include a statement of the qualifications a person shall have to serve on the Board. Where there is a county-council of mayors or governments,-a multi-county council of mayors or governments, or equivalent, such an entity may recommend the names of those persons to be considered by the Nominations Committee. All recommendations by municipalities, county and multi-county councils of mayors or governments, or the equivalent shall be received by the League's Nominations Committee at least one week prior to the Annual Convention.

Section 3. **REPRESENTATION** The officers and directors shall be elected so that there is at least one representative from each of the following geographic areas:

- Area 1. Cache, Box Elder and Rich Counties
- Area 2. Davis, Weber and Morgan Counties
- Area 3. Salt Lake and Tooele Counties
- Area 4. Summit, Wasatch and Utah Counties
- Area 5. Daggett, Uintah and Duchesne Counties
- Area 6. Juab, Sevier, Sanpete, Wayne, Piute and Millard Counties
- Area 7. Washington, Beaver, Iron, Kane and Garfield Counties

Area 8. Grand, San Juan, Emery and Carbon Counties

At least one town shall be represented on the Board and the town representative may also fulfill a geographic area requirement. At least two cities of the first or second class must be represented on the Board. The two cities of the first or second class representatives are in addition to the eight geographic area requirements.

Section 4. OFFICERS The five officers of the League shall consist of a President, First Vice President, Second Vice President elected for terms of one year, a representative from and selected by the Utah City Management Association, and the Immediate Past President. The First Vice President shall succeed to the office of President and the Second Vice President to the office of First Vice President unless, by two-thirds vote of the members at the Annual Convention, they are removed from office. Except for the Immediate Past President and the Utah City Management Association representative, all officers shall be elected officials of a municipality holding voting membership in the League. The Immediate Past President serves as a member of the Board unless he or she is no longer an elected official, in which case he or she serves in an honorary capacity without a vote. The Utah City Management Association representative shall be from a municipality holding voting membership in the League.

Section 5. EXECUTIVE COMMITTEE There shall be an Executive Committee consisting of the five officers of the League. It shall have power to perform the functions and duties of the Board during the interim between meetings, subject to the ratification of the Board.

Section 6. TERMINATION OF OFFICE The office of any officer or director of this organization shall become vacant when such officer or director no longer is an elected official of a municipality, except in the case of the Immediate Past President.

Section 7. VACANCY In the event of a vacancy on the Board, the Board shall appoint a member to fill the vacancy until the next Annual Convention of the League when the position shall be filled by election of the members of the League for the unexpired term.

Section 8. QUORUM AND NOTICE Eleven members of the Board shall constitute a quorum. Business may be transacted at a meeting only when notice of the meeting has been timely given to all members of the Board. Board meetings must comply with noticing and meeting requirements in state law.

Section 9. COMPENSATION The Board members shall not receive compensation for their services.

Section 10. DUTIES The President shall preside at all business meetings of the League. He or she shall perform the duties normally performed by the President of organizations of this type and such other duties as the Board shall prescribe. The Vice Presidents shall, in their order, perform the duties of the President in case of the absence or disability of the President.

Section 11. EMPLOYEES The Board shall appoint an Executive Director who shall manage and direct the affairs of the League subject to the approval of the Board. The Board may appoint a Treasurer who shall assume the responsibility of collecting prescribed dues and fees. A bond acceptable to the Board for not less than \$5,000 shall be provided by the League. The Board may employ such persons it deems necessary. They are not required to be members of the League. They shall perform the duties and receive the compensation authorized by the Board.

Section 12. BYLAWS The Board of Directors may adopt Bylaws not inconsistent with this Constitution for

the governance of the League.

ARTICLE V
HEADQUARTERS

Section 1. **HEADQUARTERS** The Board shall establish and maintain a headquarters office in Salt Lake City and may establish and maintain branch offices in such other cities as it may deem necessary.

ARTICLE VI
MEETINGS

Section 1. **ANNUAL CONVENTION** The Board shall fix the date and place of the Annual Convention unless otherwise fixed and determined at the preceding Annual Convention.

Section 2. **MEETINGS** All meetings of the League and its Board shall be called by the President and reasonable notice given to members in accordance with state law.

Section 3. **QUORUM** The members present at any meeting except meetings of the Board shall constitute a quorum.

Section 4. **VOTE** Each member municipality shall be entitled to vote at all general meetings of the League.

ARTICLE VII
FISCAL AFFAIRS

Section 1. **FISCAL YEAR** The fiscal year of this organization shall consist of 12 calendar months, which commences July 1 and ends June 30 of each year.

Section 2. **BUDGET** The Executive Director shall at least 30 days prior to the beginning of each fiscal year prepare a detailed budget setting forth the estimated revenues and expenditures for such year. It shall be submitted to the Board for approval.

Section 3. **LIMITATION OF EXPENDITURES** Expenditures incurred shall not be in excess of the actual revenues. Expenditures from each budget item shall not exceed the amount budgeted for it without approval by the Board.

Section 4. **AUDIT** There shall be an annual audit of the accounts of the League certified by a certified public accountant in accordance with state law.

ARTICLE VIII
DUES

Section 1. **DUES** The annual dues for the member municipalities shall be determined by the Board and the notice of the amount of the annual dues shall be distributed to each member.

Section 2. **Dues Date** Annual dues of all members shall be due and payable within 30 days following the beginning of the fiscal year or at such other time as may be fixed by the Board.

ARTICLE IX
QUALIFICATION OF OFFICERS AND DIRECTORS

Section 1. **QUALIFICATION** Except for the office of Executive Director, Treasurer, the representative from and selected by the Utah City Management Association, technical advisers, and employees, no person shall be eligible to hold any elective office in the League unless such person is an elected official in the service of a voting member municipality at the time of election or appointment. In case any person holding office in the League shall leave and remain out of service of a member municipality during the period of his term of office, such office shall be deemed vacant and the vacancy shall be filled by appointment as herein provided.

ARTICLE X
VOTING

Section 1. **VOTING PROCEDURE AT CONVENTION** All voting during the business session of the Convention shall be conducted by raising of official voting delegate cards by certified voting delegates or certified alternate voting delegates. Voting shall be by member municipalities according to population categories unless a voice, roll call, standing, or secret ballot is otherwise ordered by the President or requested by a majority of those persons certified as voting delegates. A single, certified voting or alternate voting delegate may cast the total number of votes allowed the municipality on any issue voted upon during the business session of the Convention. A certified voting or alternate voting delegate registered as a representative of one municipality may not cast votes on behalf of any other municipality. A roll call vote shall be carried out by roll call of the cities and towns having at least one fully registered and qualified voting delegate to the Convention. The ayes, nays, and abstentions equal to the total number of votes allowed the municipality shall be cast only once by a single, certified voting or alternate voting delegate who was chosen to do so prior to casting of ballots on the issue for which the roll call vote was requested. The Officers and Board of Directors shall be elected by a majority vote and any changes in the Constitution shall be made by a two-thirds vote. Changes of the recommendations of the Resolutions Committee or the introduction of new resolutions shall require a two-thirds majority vote of the Convention.

Section 2. **VOTING AUTHORITY** Every member of the League shall be entitled to at least one vote which shall be cast by a representative of any such member municipality present at the meeting.

Section 3. **VOTING AT BOARD MEETING** Each Board member shall have one vote. All decisions of the Board shall be made by a majority vote.

ARTICLE XI
COMMITTEES

Section 1. **COMMITTEES** There shall be a Nominations Committee, a Resolutions Committee and a Credentials Committee.

Section 2. **APPOINTMENTS** The President with the consent of the Board shall appoint at least one month prior to the Annual Convention the members of the committees as provided in the Bylaws.

ARTICLE XII
RULES OF ORDER

Section 1. **RULES OF ORDER** Roberts' Rules of Order shall apply to all meetings of the League unless otherwise provided in the Bylaws or otherwise approved by the Board of Directors.

ARTICLE XIII
AMENDMENTS

Section 1. This Constitution may be amended by a two-thirds vote of the member municipalities participating in the voting process involving a proposed amendment pursuant to the following procedures:

- A. The proposed amendment must first be prepared in writing and submitted to the Board. If presented for consideration at a meeting of the membership, the presentation shall be made to the Board on or before the first day of the meeting. If presented for consideration by the members through the process of voting by ballot not incident to a meeting, the presentation shall be made to the Board at least five days prior to the mailing or other distribution of notice and ballots.
- B. The proposed amendment may be presented to any Annual or special meeting of members of the League.
- C. The proposed amendment may, upon direction of the Board, be presented by means of a written notice and the distribution of ballots to each of the member municipalities at least 45 days prior to the date set or the counting of the voted ballots. The notice shall inform the members that each member is invited to vote on a proposition to amend the Constitution, summarize the proposal, state the date on which voted ballots must be mailed or returned to the League for counting, and the date upon which votes will be counted and tabulated.

This Constitution shall become effective on September 14, 2018 at the Annual Convention. Amendments must be approved by a vote of at least two-thirds of the members present at the 2018 Midyear Conference of the Utah League of Cities and Towns.
