

## **Proposed Changes to the ICMA Constitution**

The four proposed amendments to the ICMA Constitution, presented to the membership for consideration in a ballot dated January 10, 2020, propose that the following amendments as shown below be made to the ICMA Constitution (underlined words would be added; words crossed out would be deleted from the present Constitution; and, all other provisions of the Constitution shall remain as currently in effect).

### **ICMA Constitution**

**The ICMA Constitution also serves as ICMA's bylaws. It outlines qualifications and election procedures for ICMA's officers, defines membership categories, and establishes the important link between membership and ICMA's Code of Ethics. Amendments to the Constitution and Code of Ethics must be approved by a majority vote of Corporate members.**

The ICMA Constitution was most recently amended in February 2011.

Article I. Name and Incorporation

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Article I. Name and Incorporation

The name of this organization is the International City/County Management Association (the "Association"). The Association is incorporated under the laws of the state of Illinois as a not-for-profit corporation. This Constitution shall serve as the Association's bylaws.

Article II. Purpose

The purposes of the Association are to increase the proficiency of city managers, county managers, and other local government administrators, and to strengthen the quality of local government through professional management.

Article III. Definition

For the purposes of this Constitution, the term "local government" shall mean any local government of general jurisdiction legally constituted, including a town, village, borough, township, city, county, legally constituted council of governments, or state/provincial association of local governments.

## Article IV. Officers

### Section 1. Officers.

The officers of the Association shall be a President, a President-elect, Regional Vice Presidents, and an Executive Director who shall act as Secretary-Treasurer. Each such officer shall be elected as provided in Article VII, except as otherwise provided below:

- a. Regional Vice Presidents-National. Three Regional Vice Presidents, ~~one or more of whom shall be a Full member who qualifies under Article VIII, Section 3.(a)ii~~, shall be elected from each of five geographical regions of the United States and its territories. One seat in each of the five regions shall be specifically designated, in accordance with regional protocols, for a Full member who qualifies under Article VIII, Section 3. (a) ii. However, a member who meets those criteria is also eligible to be elected to any Vice President position in each of the five regions. An Affiliate member who meets the criteria under Article VIII, Section 1. (a) ii, may be elected to hold the position in each region specifically designated for Full members who meet the criteria in Article VIII, Section 3. (a) ii. The number of regions and their boundaries are to be determined by the Executive Board (see Article V), and from time to time the Executive Board may change the boundaries of the regions in order that all regions may contain approximately equal numbers of Corporate Members (as defined in Article VIII, Sections ~~1-3 and 4~~).
- b. Regional Vice Presidents-International. Three Regional Vice Presidents shall be elected from a district consisting of all territory outside the limits of the United States and its territories, and the three shall be from different countries. In order to maintain three-year staggered terms, the third International Regional Vice President will be appointed by the ICMA Executive Board for a three-year term and will assume office at the 2011 annual conference.
- c. Executive Director. The Executive Director shall be appointed by vote of the Executive Board (see Article V).
- d. President-elect and President. The President-elect shall be elected by a majority vote of the Executive Board (See Article V). The President-elect shall be a former ICMA Vice President whose term in that office ended at least one year prior to the date of selection as President-elect. Immediately following the completion of the President-elect's term, he or she shall serve as President.

### Section 2. Qualifications, Terms of Office, Staggered Terms.

All officers other than the Executive Director shall be Corporate Members as defined in Article VIII and, when assuming office, shall be employed by a local government.

The President's term of office shall be one year; the President-elect's term of office shall be one year; the Vice Presidents' terms of office shall be three years; the Executive Director's tenure and compensation shall be determined by the Executive Board.

The President-elect and six Regional Vice Presidents shall be elected every year.

### Section 3. Vacancy in Office.

- a. Defining Unexpired
  - i. Change in Position. If, during the first year in office, a Regional Vice President moves to an administrative position with a local government in another vice-presidential region, he

or she will continue in office until the next annual conference of the Association (see Article XI).

- ii. **Departure from Local Government.** If the President, President-elect, or a Vice President during his or her first year in office, accepts a full-time job that is not with a local government, his or her status as an officer will terminate on the commencement of the new job.
  - iii. **Resignation from Office.** If the President, President-elect, a Vice President, or a past - President resigns from office, such resignation shall be effective upon receipt of written notice by the Executive Director or, if later, on whatever date is specified in the notice of resignation.
  - iv. **Removal from Office.** When any member who is an officer is suspended or expelled pursuant to Article IX, Suspension and Expulsion of Members, that member shall be considered to be also removed as an officer.
- b. **Filling Vacancies.**
- i. **President-elect.** When the president-elect position is vacant, a majority of the remaining eligible voting members of the Executive Board shall appoint a former Vice President to complete the unexpired term.
  - ii. **Presidency.** When the presidency is vacant, the President-elect shall become President and complete the unexpired term, following which, he or she shall serve a separate full term as President.
  - iii. **Vice Presidency.** If a vice-presidential seat becomes vacant, a majority of the remaining eligible voting members of the Executive Board shall appoint a Corporate Member to fill the vacancy.

## Article V. Executive Board

### **Section 1. Composition and Duties.**

For purposes of this Section, all references to past Presidents shall be to those serving on Executive Boards beginning 2008-2009. For Executive Boards before that time, all references to one year terms or to one past President shall mean two of the same. The Executive Board shall consist of all the officers, except that the Executive Director shall be a member ex officio, and a maximum of one instead of two past Presidents. The status of a past President as a member of the Executive Board shall terminate after one instead of two years' service on the Executive Board immediately following the year during which he or she was President. However, if at any time fewer than one instead of two past Presidents is eligible to be a member of the Executive Board, the most recent past President who is either in active service or seeking a position with a local government will become a member of the Executive Board and will remain a member of it until the close of the next annual conference (see Article XI).

The duty of the Executive Board is to act in the capacity of directors, supervising and controlling the affairs of the Association. The Executive Board also has authority to determine the fiscal year, sponsor or establish group retirement and insurance plans, and determine the classes of membership eligible for coverage under such plans.

### **Section 2. Executive Director.**

The Executive Director shall administer the affairs of the Association, subject to the provisions of the Constitution and to such policies as the Executive Board may adopt. He or she shall annually prepare a budget for the Association and, upon its approval by the Executive Board, shall have the authority to disburse the sums appropriated. He or she shall be responsible for any moneys of the Association that come into his or her possession; for the keeping of the accounting records; and for preparation of such financial statements and reports as the Executive Board may require. He or she shall have control over personnel and compensation schedules within the limits of the approved budget. On behalf of the Association, he or she may enter into agreements that will permit him or her to perform the duties entrusted to him or her. He or she shall give bond in such form and amount as the Executive Board may determine

### **Section 3. Meetings.**

The regular annual meeting of the Executive Board shall be held at the time of the annual conference (see Article XI). Other meetings of the Executive Board shall be held when called by the President or upon the written request of any six members of the Executive Board.

### **Section 4. Quorum.**

For the purpose of transacting official business, a quorum of the Executive Board shall consist of a majority of the eligible voting members of the Executive Board. Whenever the phrase "eligible voting members" is used in this Constitution in reference to the Executive Board, it shall be deemed to mean all members of the Executive Board except the Executive Director.

### **Section 5. Voting.**

Voting by proxy shall not be allowed. The Executive Director shall have no vote on any matter under consideration by the Executive Board. For the purpose of transacting official business by the Executive Board, the act of the majority of the eligible voting members which constitute the Executive Board shall be the act of the Executive Board; provided, however, that for any act of the Executive Board for which action by a smaller or larger number of eligible voting members of the Executive Board is required, the Constitution will so state

#### Article VI. Committees

The President shall appoint such advisory committees as the Executive Board may deem advisable.

#### Article VII. Nomination and Election of Officers

### **Section 1. Voting Procedure.**

Before each annual business meeting (see Article XI), in accordance with the schedule set forth in Section 4 of this Article, the Corporate Members shall elect by written ballot the officers enumerated in Article IV, except that the position of Executive Director shall be filled as provided in Section 1.c of that Article and that the position of President shall be filled as provided in Section 1.d of that Article. Any candidate receiving a majority of all votes cast for an office shall be declared elected to that office. If no candidate receives a majority, another written ballot shall be taken on the two candidates who received the largest number of votes. At the annual business meeting, the results of the election shall be announced by a Canvassing Committee consisting of three Corporate Members appointed by the President. The President shall declare the election of all new officers, and those elected shall take office at the close of the annual conference.

### **Section 2. Nomination of Officers.**

Nominations shall be made by a Nominating Committee in each of ICMA's five regions of the United States and its territories composed of (a) the President or designee on the ICMA Executive Board and (b) ~~Corporate~~ Members selected by each affiliated state organization and other affiliated organizations designated by the Executive Board. Nominating Committee

members should be in service to a local government. Nominations for the International region shall be made by a process defined by the Executive Board.

### **Section 3. Procedures of Nominating Committee.**

The ICMA Executive Board shall invite all members to submit recommendations for nominations and shall also inform all members that names may be placed in nomination by petitions signed by at least fifteen Corporate Members and presented to ICMA for verification. Recommendations and petitions must be received by ICMA by a date that the Executive Board shall establish and shall announce to the membership not less than sixty days before such deadline. The Executive Board shall establish guidelines for nominations to ensure a uniform structure and process.

### **Section 4. Ballots and Timing.**

Not less than sixty-five days before the annual business meeting, the Executive Board shall send to each Corporate Member a ballot containing the names of the candidates for each office, together with biographical information on each candidate. The manner of each candidate's nomination (whether nominated by the Nominating Committee, by petition, or both) shall be identified on the ballot. The ballots shall provide space for writing in the names of additional candidates.

Not less than thirty days shall elapse between the time the ballot is sent to all Corporate Members and the time the Canvassing Committee canvasses these ballots. In the event another written ballot is necessary, ballots shall be sent to all Corporate Members not less than thirty days before the Canvassing Committee canvasses this second set of ballots.

## Article VIII. Membership and Government Recognition

### **Section 1. Categories of Membership.**

There are Corporate and Noncorporate Members.

#### a. Corporate Members are:

i. ~~designated~~ Full Members (including Life Members)

ii. Affiliate Members, currently serving in an appointed position in local government, who have a minimum of five years of service to a local government and five years of membership in ICMA-

#### b. Noncorporate Members are:

i. ~~designated~~ Affiliate Members who do not meet the eligibility for Corporate Membership and and Honorary Members.

The privilege of voting is limited to Corporate Members.

### **Section 2. Full Corporate Membership: Eligibility.**

For the purpose of deciding eligibility for Full Corporate Membership, the Executive Board shall establish a set of standards that define whether the position held by the full-time administrative head of a local government has the level of independence, authority, and responsibility necessary to function in a professional manner.

### **Section 3. Full Corporate Membership: Full Members.**

- a. Qualifications. Any person whose professional conduct conforms to the Code of Ethics of the Association (see Article XIII) is eligible to be a Full Member if that person meets the qualifications in either subsection i or subsection ii, as follows:

- i. The person serves as the appointed full-time administrative head of a local government in a position operating in accordance with Section 2 of this Article.

- ii. The person serves as a full-time administrative assistant, assistant city/county manager, assistant director of a council of governments or a state/provincial association of local governments, or assistant administrator, however designated, having significant general administrative responsibility in a local government position operating in accordance with Section 2 of this Article, and was appointed to that position by the city or county manager or chief administrator.
- b. Application. The application for Full Membership shall be accompanied by payment of the proper dues (see Article X). Upon receipt of the application and dues, the Executive Director shall publish notice of such application in an official publication (see Article XII). If, sixty days following such publication, no written objection to the applicant's qualifications has been received from a Corporate Member, the Executive Director shall admit the applicant to membership. In the event that any Corporate Member shall file with the Executive Director a written objection to the applicant's qualifications within the sixty-day period, the application shall be submitted to the Executive Board. The affirmative vote of two-thirds of the eligible voting members of the Executive Board shall be necessary for the applicant to be admitted.
- c. Life Members. Upon retiring from active service with a local government, any Full Member who has completed twenty-five years of membership and, for those same twenty-five years, has been eligible to be an officer of the Association shall become a Life Member. Also, any Full Member who has been eligible to be an officer of the Association for at least fifteen years and retires from active service with a local government at age sixty-five or older shall become a Life Member. In addition, any Full Member who has retired from active service with a local government and who, in the opinion of the Executive Board, has made an outstanding contribution to the development of the profession may be granted a Life Membership by vote of the Executive Board.

**Section 4. ~~Corporate Full~~ Membership: Continuity.**

Any ~~Full Corporate~~ Member who leaves active service with a local government may retain his or her status as a ~~Full Corporate~~ Member provided he or she continues to pay dues, except that dues payment may be waived by the Executive Director for any ~~Full Corporate~~ Member who is unemployed as a result of resignation or removal from his or her position with a local government. General policies governing waiver of dues shall be established by the Executive Board. Nothing in this Section 4 of Article VIII, however, shall limit the rights of the Executive Board to take action as provided in Article IX, if the ~~Full Corporate~~ Member has violated the Code of Ethics.

**Section 5. ~~Noncorporate Membership: Affiliate Membership.s.~~**

Any person not eligible to apply for membership as a Corporate Member shall be eligible to apply for this classification.

**Section 6. Noncorporate Membership: Honorary Members.**

The basis for Honorary Membership is distinguished public service; however, no person who is eligible to be a ~~Full Corporate~~ Member shall be elected an Honorary Member. An Honorary Member shall be proposed by a Corporate Member and shall be elected upon a three-fourths vote of all eligible voting members of the Executive Board and a majority vote of the Corporate

Members present at an annual conference (see Article XI). The election of an Honorary Member shall be canceled if acceptance of the membership is not received within six months after the candidate has received notice of his or her election.

**Section 7. Membership: Nontransferability.**

Membership is not transferable; membership is in the name of the individual and shall not attach to the position.

**Section 8. Recognition of Council-Manager Governments.**

The Executive Board shall establish a set of standards that the Executive Director shall use to determine whether to recognize a local government as operating under the council-manager plan on behalf of the Association.

Article IX. Sanctions for Unethical Conduct

**Section 1. Executive Board.**

The Executive Board may censure, and bar, suspend, or expel from membership a member in any category for conduct that violates the Code of Ethics. The Board may censure and bar from reinstatement as a member, a former member in any category for conduct which occurred during membership that violates the Code of Ethics.

**Section 2. Standing Committee on Professional Conduct.**

The Executive Board shall establish a standing Committee on Professional Conduct and shall adopt rules of procedure for enforcement of the Code of Ethics. The rules shall provide that a member or former member shall be notified promptly of the receipt of an ethics complaint, and of the investigation and determination of the matter.

Article X. Annual Dues

**Section 1. Inside the United States and Its Territories.**

- a. For Full Members inside the United States and its territories who are still in the service of a local government, the annual dues shall not exceed 1 percent of a person's salary; the exact percentages will be established by the Executive Board.
- b. For Full Members inside the United States and its territories who are no longer in the service of a local government (see Article VIII, Section 5) and for Life Members, the annual dues shall be established by the Executive Board.
- c. For Affiliate Members inside the United States, the annual dues shall be established by the Executive Board.

**Section 2. Outside the United States and Its Territories.**

The annual dues for all members outside the United States and its territories, whether still in service or not, shall be set by the Executive Board.

**Section 3. Arrears.**

Members whose dues are three months in arrears shall be suspended from membership.

**Section 4. Waivers.**

Nothing in Sections 1, 2, and 3 of this Article X shall limit the waiver provisions in Section 4 of Article VIII.

Article XI. Conference and Members Business Meeting

A conference of the Association shall be held annually at a time and place to be determined each year by the Executive Board. There shall also be an annual business meeting of the Association's members, to be held at the time of the annual conference. At that business meeting, in addition to the election of officers, there shall be a report by the Executive Director, reports by committees, and reports on such unfinished or new business as may be presented by any Corporate Member.

Article XII. Official Publications

The official publications of the Association shall be Public Management (a magazine), a newsletter, and an annual directory of recognized local governments (see Article VIII, Section 2). These publications shall be devoted to local government administration and to the development of the public management profession.

#### Article XIII. Code of Ethics

The professional conduct of all members shall be governed by a Code of Ethics approved by the membership. A violation of the Code of Ethics is grounds for appropriate disciplinary action, as provided in Article IX.

#### Article XIV. Amendments

##### **Section 1. Initiation.**

Proposed amendments to this Constitution and to the Code of Ethics may be initiated either by a petition signed by not less than 5 percent of the Corporate Members or by a resolution of the Executive Board. The Executive Board shall determine whether an amendment submitted by petition is technically sufficient; that is, consistent with other sections of the Constitution or the Code of Ethics. If the Executive Board finds the proposed amendment technically deficient, it shall return the amendment to the petitioners, with comment. The petitioners can then resubmit the proposed amendment in a technically sufficient form.

##### **Section 2. Submission to Corporate Members.**

Any Constitutional amendment proposed by a valid petition, if technically valid, shall be submitted to the Corporate Membership for a vote within six months after it has been formally received by the Executive Board.

##### **Section 3. Adoption.**

This Constitution and the Code of Ethics may be amended by a majority of the Corporate Members voting. Not less than thirty days after written ballots are sent to all Corporate Members, three Corporate Members shall canvass the ballots. If the amendment carries, it shall become effective in accordance with the implementation timeline provided with the ballot amendment. ~~ten days after the canvass.~~

#### Article XV. Dissolution

If the Association is dissolved, its assets shall in no case revert to members but shall be distributed, in accordance with a formula established by the Executive Board for dissolving the Association, to public or nonprofit colleges or universities that have programs in public administration, for use in such programs.