

ARTICLE I

SECTION 1-1. The Oklahoma Municipal League is organized as a nonprofit corporation under the laws of Oklahoma for the benefit of cities and towns.

SECTION 1-2. When acting according policy established by the Board of Directors or by the General Members assembled in the annual business meeting, the Oklahoma Municipal League is hereby declared to be the representative of the General Members and each of them for the purpose of advancing the common goals and interests of the member municipalities through the exercise of the purposes and powers set out by these By-laws.

SECTION 1-3. The current mission statement as adopted by the Board of Directors is made a part of these By-laws

ARTICLE II PURPOSES

SECTION 2-1. **PURPOSE.** The purposes of the Oklahoma Municipal League shall include but not be limited to the following:

- (a) to promote the general welfare of the cities and towns and their citizens;
- (b) to foster or conduct, alone or in cooperation with others, programs, research and investigation, to provide technical assistance and consultative services, and to issue reports and publications and other aids for the improvement and increased efficiency of city and town government;
- (c) to endorse and support state and national policies and programs which may be beneficial to the cities and towns and to oppose such as may be injurious to them;
- (d) to hold an Annual Conference, District and other meetings of municipal officials and employees, and to foster or conduct schools, short courses, and other training sessions;
- (e) to cooperate with other levels of government in developing and conducting interlocal and intergovernmental activities with their entities involving the cities and towns, their officials, employees and citizens, and authorizing the creation by the Board of Directors of an advisory council of incumbent municipal officials and representatives of organizations and entities concerned with the affairs of city and town government;
- (f) to be authorized to accept grants or other funds, by contract or otherwise, to accomplish any of the purposes authorized by these By-laws;
- (g) to acquire, own or control property, real and personal, and to dispose or encumber same; to accept gifts or grants of money, property or other valuable things by device or bequest, and to establish trusts in furtherance of public functions as provided by 60 O.S. 1871, 176 et seq.;
- (h) to serve as the representative of cities and towns in carrying out the duties and prerogatives conferred on it by state law or otherwise;
- (i) to initiate programs to further the administration, functions and benefit municipal governments singly or acting jointly;

- (j) to be a means for collective action by cities and towns in the exercise of their governmental functions, subject to policy established by the Board of Directors or by the General Members assembled in the annual business meeting;
- (k) to do all other lawful things in the interest or welfare of the city or town governments, their officials, employees and citizens thereof;
- (l) to provide a vehicle for collective action of the member cities and towns in the regulation of multi-jurisdictional issues affecting cities and towns, under the direction of the Board of Directors or the General Members and subject to such powers, duties and policies as may be conferred by Oklahoma law; and
- (m) to develop and carry out programs of multi-jurisdictional cooperation between cities and towns to lessen the burden of government.

ARTICLE III MEMBERSHIP

SECTION 3-1. CLASSES OF MEMBERSHIP. There shall be ~~four~~ *five* classes of membership on the Oklahoma Municipal League: General, Associate, Affiliate, Honorary and Life.

SECTION 3-2. GENERAL MEMBER. Only a city or town which pays an annual service participation fee and meets any other conditions prescribed by the Board of Directors may be a General Member.

SECTION 3-3 ASSOCIATE MEMBER. Any governmental entity other than a city or town which pays an annual service fee and meets any other conditions prescribed by the Board of Directors may be an Associate Member.

SECTION 3-4 HONORARY MEMBER. The board of Directors may confer Honorary Membership on any *person* who has made an outstanding and conspicuous contribution to the betterment of municipal government.

SECTION 3-5 LIFE MEMBER. A past president of the Oklahoma Municipal League becomes a Life Member.

SECTION 3-6 AFFILIATE MEMBER Any non-governmental organization or individual interested in municipal government, that pays an annual service fee and meets any conditions prescribed by the Board of Directors, may be an Affiliate Member.

SECTION 3-7 FORFEITURE OF MEMBERSHIP. Any General Member, Associate Member or Affiliate Member which fails to pay its annual service participation fee or service fee within a time set by the Board of Directors forfeits its membership in the Oklahoma Municipal League.

SECTION 3-8. REMOVAL FROM MEMBERSHIP. The Board of Directors may expel any General, Associate, or Affiliate Member from membership and, upon such action, rebate to such member any fee or charge or portion of a fee or charge which the Member shall have paid in advance. Such expulsion shall only be for open and notorious

conduct contrary to the purposes and objectives of the Oklahoma Municipal League and shall not be invoked for improper personal or partisan reasons. Any such expulsion is subject to review by the General Members assembled at the next annual business meeting if a request for such a review is submitted in writing to the Executive Director no less than thirty days prior to such annual business meeting.

SECTION 3-9. VOTING RIGHTS. Each General Member shall have one vote on all questions or matters to come before the membership at the annual business meeting, and specially convened business meeting, or on any question submitted to the General Members by mail ballot. Such vote shall be cast by the mayor or an official of the General Member appointed by the mayor.

ARTICLE IV BUSINESS MEETING AND ANNUAL CONFERENCE

SECTION 4-1 ANNUAL BUSINESS MEETING. An annual business meeting of the Oklahoma Municipal League shall be held at least once each year for the election of members to the Board of Directors. It shall be held in conjunction with the annual conference. At least thirty (30) days prior to the annual business meeting the Executive Director shall give notice to the General Members of the date, time and place of the meeting. The notice shall include the report of the Nominating Committee provided for in Section 5-6 of these Bylaws.

SECTION 4-2. ANNUAL CONFERENCE. An annual conference shall be held each year at a site determined by the Board of Directors. Any General Member or Associate Member may send any number of delegates to such annual conference or other meetings of the Oklahoma Municipal League.

SECTION 4-3. RULES OF PROCEDURE. Questions of a parliamentary nature shall be decided according to Robert's Rules of order **Order**. ~~The Executive Director shall be the parliamentarian of the League.~~

ARTICLE V BOARD OF DIRECTORS

SECTION 5-1. BOARD OF DIRECTORS. The Board of Directors shall consist of a President, a Vice President, and the most immediate Past President meeting qualifications in section 5-2, one Director from each of the eleven districts established by these Bylaws, one Director representing the town form of government and one Director from each General Member having a population of more than one hundred thousand persons. The Director from such General Member shall be the mayor or an alternate who is designated by the mayor and who is an elected or appointed officer of the General Member.

SECTION 5-2. QUALIFICATIONS. Each member of the Board of Directors shall be an incumbent, elected or appointed official or employee of a General Member.

SECTION 5-3. TERM OF OFFICE. The terms of office of the President and Vice President shall be one year. *No person shall be eligible to serve more than two consecutive terms as President or as Vice President.* The terms of office for Director from Districts and from the town form of government shall be three years *with a maximum of three (3) consecutive three (3) year terms. A person who has served the maximum three consecutive three-year terms shall not be eligible to serve on the Board until a minimum of three years has expired.* All elective terms shall expire at the close of the annual conference of the year in which the terms expire. *The term limits provided by this Section shall begin with any term that starts on or after the approval of this Section by the General Members.*

SECTION 5-4. ELECTION OF OFFICERS. All members of the Board of Directors except members from General Members having a population of more than one hundred thousand persons, ~~and~~ the Past President *and the President Elect (Vice President) who will succeed the President* shall be elected at the annual business meeting. They shall take office at the close of the annual conference at which they were elected.

SECTION 5-5. DISTRICTS. The districts shall consist of:

District One, the cities and towns in Craig, Delaware, Mayes, Nowata, Ottawa, Rogers and Washington counties. The term of office shall end in 1992 and each third year thereafter.

District Two, the cities and towns in Adair, Cherokee, McIntosh, Muskogee, Okmulgee, Sequoyah and Wagoner Counties. The term of office shall end in 1993 and each third year thereafter.

District Three, the cities and towns in Choctaw, Haskell, Latimer, Leflore, McCurtain, Pittsburg, and Pushmataha Counties. The term of office shall end in 1992 and each third year thereafter.

District Four, the cities and towns in Atoka, Bryan, Carter, Coal, Garvin, Johnston, Love, Marshall, Murray and Pontotoc Counties. The term shall end in 1991 and each third year thereafter.

District Five, the cities and towns in Hughes, Lincoln, Okfuskee, Pawnee, Payne, Pottawatomie and Seminole Counties. The term shall end in 1992 and each third year thereafter.

District six, the cities and towns in Creek, Osage, and Tulsa Counties. The term of office shall end in 1993 and each third year thereafter.

District Seven, The cities and towns in Alfalfa, Blaine, Garfield, Grand, Kay, Kingfisher, Major, and Noble Counties. The term of office shall end in 1991 and each third year thereafter.

District Eight, the cities and towns in Canadian, Cleveland, Logan and Oklahoma Counties. The term of office shall end in 1991 and each third year thereafter.

District Nine, the cities and towns in Caddo, Comanche, Cotton, Grady, Jefferson, McClain, Stephens and Tillman Counties. The term of office shall end in 1991 and each third year thereafter.

District Ten, the cities and towns in Beckham, Custer, Greer, Harman, Jackson, Kiowa, Roger Mills, and Washita Counties. The term of office shall end in 1992 and each third year thereafter.

District Eleven, the cities and towns in Beaver, Cimarron, Dewey, Ellis, Harper, Texas, Woods and Woodward Counties. The term of office shall end in 1993 and each third year thereafter.

SECTION 5-6. NOMINATIONS TO THE BOARD OF DIRECTORS.

Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be appointed by the President *consisting of five (5) persons. The Vice President shall serve as Chair. Two of the committee members shall also be affiliated with an organization of Oklahoma local government professionals. The Nominating Committee shall be* and approved by the Board of Directors. The Nominating Committee shall make known to the delegates at the annual conference at *the opening general session* ~~least four hours~~ prior to the annual business meeting its nomination for each position to be filled on the Board of Directors. Additional nominations for each position to be filled may be made from the floor during the annual business meeting and prior to the election. A report listing each nominee for each position to be filled shall be given to the General Members at least (30) days prior to the annual business meeting. *Any Board nomination must be accompanied by an attested resolution of support from the municipality the nominee represents.*

SECTION 5-7. VACANCY ON THE BOARD OF DIRECTORS. *Notice of an elective Board vacancy will be sent to all general members of the appropriate district for nominations. Any nomination must be accompanied by an attested resolution of support from the municipality the nominee represents.* Any vacancy on the Board of Directors of an elective Director may be filled by appointment by the President with the approval of the Board. Such appointment shall be until the next annual business meeting when Director shall be elected for the remainder of the unexpired term, if any. If the office of President is vacant, the Vice President shall succeed to the office of President without appointment. If the office of Vice President is vacant, a member of the Board of Directors shall be elected to the office of Vice President by the Board of Directors.

SECTION 5-8. ATTENDANCE REQUIREMENTS. Any member of the Board of Directors including the President, the Vice President, and all Directors, unless represented by an alternate, who is absent from three consecutive regular meetings *or half or more of all regularly scheduled meetings* of the Board of Directors shall be deemed to have vacated the office to which the member was elected or appointed. Unless

otherwise provided in these By-laws, such vacancy shall be filled by the President with approval of the Board until the next annual business meeting, when a permanent member shall be elected to the office so vacated for the remainder of any unexpired term.

SECTION 5-9. QUORUM. A majority of the members of the Board of Directors in office shall constitute a quorum of the Board of Directors for the purpose of conducting business.

ARTICLE VI DUTIES OF THE BOARD OF DIRECTORS

SECTION 6-1. DUTIES OF THE BOARD OF DIRECTORS

1. subject to the provisions of law, these By-laws and the directions of the General Members at the annual business meeting, hold all of the powers of the League and shall determine its policies and programs;
2. meet at such times and places as it determines;
3. meet at the call of the President upon the giving of three days notice of such meeting;
4. function under such rules of procedure as it determines;
5. create such committees and other bodies, from time to time, as it deems necessary;
6. call meetings of the General Members at such times and places as it deems necessary;
7. approve the conducting of information sessions and workshops;
8. approve the program format for the annual conference;
9. conduct and canvass all elections held by or under the auspices of the League;
10. appoint an Executive Director who serves at the pleasure of the Board of Directors. The compensation of the Executive Director shall be prescribed by the Board;
11. direct the distribution to the General Members of funds remaining in the possession of the League at the close of each fiscal year after setting aside amounts sufficient to meet budgetary requirements for the ensuing fiscal year, future capital needs an operating reserve; and
12. establish and direct policies, to implement and carry out duties and powers imposed upon the Oklahoma Municipal League by the Oklahoma Legislature.
13. ***pursuant to each officer and director's fiduciary duty to the League, represent the entire General Membership in all matters pertaining to the welfare and interests of the League.***

~~Nine members or a majority of the members of the Board of Directors in office, whichever number is the lesser, shall constitute a quorum of the Board of Directors for the purpose of conducting business.~~

SECTION 6-2. SERVICE PARTICIPATION FEES. The Board shall establish, by formula or otherwise, the annual service participation fees for General Members. Such fees shall be equitably based upon population and other factors.

SECTION 6-3. OTHER FEES AND CHARGES. The Board shall establish other fees and charges for Associate Members and for such other services that may be provide by the League. Such fees and charges shall be fixed in such a manner as to provide fair and equitable coverage of the services that are provided.

SECTION 6-4. APPEAL OF FEES AND CHARGES. Any action of the Board which sets fees or charges is subject to review by the General Members upon the request of ten percent of the General Members. Such request shall be made to the Executive Director within thirty (30) day after the General Members have received notice of the action. The review shall be conducted by mail ballot to the General Members under rules promulgated by the Board of Directors.

SECTION 6-5. CREATION AND APPOINTMENT OF COMMITTEES. The Board shall create all standing or special committees of the League. The Board shall provide that no less than one member of the Board shall be a member of each committee. No committee shall create any financial obligation or liability against the League unless specifically authorized to do so by the Board.

SECTION 6-6. INDEMNIFICATION OF DIRECTORS. The Oklahoma Municipal shall indemnify and hold harmless the members of the Board of Directors for any act or omission in good faith as Director and for any act or omission of the Oklahoma Municipal League of any of its directors, officers or employees to the same extent and in the same manner as the immunities provided by state law for members of the board of directors of a non-profit cooperation.

ARTICLE VII DUTIES OF THE OFFICERS AND DIRECTORS

SECTION 7-1. DUTIES OF THE PRESIDENT. The president shall:

1. preside at all annual conferences and meetings of the League or designate a member of the Board to act in his stead;
2. Serve as chairman of the Board of Directors;
3. submit an annual report at the annual conference;
4. appoint the members to the committees of the League with the approval of the Board of Directors; and
5. perform such other duties as pertain to his office. The President may appoint special committees from time to time to assist him or the Board of Directors.

SECTION 7-2. DUTIES OF DIRECTORS ELECTED FROM DISTRICTS. Each Director elected from a District shall preside at all the meetings held within that District which pertain to District matters.

**ARTICLE VIII
DUTIES OF THE
EXECUTIVE DIRECTOR**

SECTION 8-1. SECRETARY OF THE LEAGUE. The Executive Director shall serve as the Secretary of the League and to the Board of Directors. In his absence, the Board of Directors may appoint another member of the League staff or one of its members to serve as secretary of the Board.

SECTION 8-2. DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall:

1. direct and administer the affairs of the League under the direction of the Board of Directors;
2. execute all policies of the Board of Directors;
3. execute all documents authorized by the Board of Directors;
4. supervise the collection of all monies due the League and authorize their disbursement;
5. make an accounting each year at the annual business meeting of the League finances and at such other times that the Board may direct;
6. make and maintain a surety bond in an amount fixed by the Board of Directors;
7. keep such records and make such reports of League activities the General Members or the Board of Directors may require;
8. authorize the appointment and removal of all employees of the League;
9. perform such other duties and functions that pertain to his office;
10. to be editor-in-chief of all publications issued by the League; and
11. to supervise and report to the Directors regarding programs of inter-local cooperation and multi-jurisdictional governmental action by municipalities pursuant to State Statutes and under the powers of the Oklahoma Municipal League.
- 12. and other duties as prescribed by the Board and/or outlined in the Executive Director's position description.**

The Executive Director may appoint task forces to advise him.

**ARTICLE IX
RESERVED
~~ADVISORY COUNCIL.~~**

~~**SECTION 9-1. ADVISORY COUNCIL.** The advisory council shall be composed of former members of the Board of Directors, who are still in municipal office, and presidents of their designees, of local government organizations as determined by the Board of Directors.~~

~~**SECTION 9-2. OFFICERS.** The most immediate Past President of the League still in municipal office shall serve as chairman to the Advisory Council. If no one qualified is able to serve, the Board of Directors shall appoint a chairman. Members of the Advisory council shall elect a Vice Chairman, and may elect other officers they deem necessary.~~

~~SECTION 9-3. TERM OF OFFICE. The term of chairman shall run until the next most immediate Past President of the League able to serve begins serving as chairman. The terms of Vice Chairman and other officers deemed necessary by the Advisory Council shall be one year but they may be elected to succeed themselves.~~

~~SECTION 9-4. DUTIES. The Advisory Council shall be responsible to the Board of Directors to conduct an annual assessment of trends and changes facing municipal governments and make recommendations regarding the League's activities based on such assessments.~~

~~Other duties may be assigned by the Board of Directors if necessary.~~

~~League staff to assist the Advisory Council shall be named by the Executive Director based on the function and the required expertise.~~

~~Any Council expenditures necessitated by its activities shall first be approved by the Board of Directors or, if authorized, by the Executive Director. The Council shall be a standing committee of the League for the purposes of Section 6-5 of these By laws.~~

~~SECTION 9-5. MEETINGS. The Advisory Council shall meet as often as it deems necessary to accomplish its functions. Meetings shall be at the expense of the Council member or the member's municipality, unless otherwise provided by the Board of Directors.~~

~~An annual organizational meeting shall be conducted during or immediately after the League's annual conference.~~

ARTICLE X AWARDS OF MERIT

SECTION 10-1. All evidences of honor, merit or length of service of municipal officials or employees sponsored by the Oklahoma Municipal League, such as service pins and buttons, shall be issued only upon order of the League Board of Directors. In such matters the Board shall make such rules and regulations as are necessary.

ARTICLE XI ADOPTION OF AMENDMENTS

SECTION 11-1. These By-laws shall be in full force and effect immediately following their approval.

SECTION 11-2. These By-laws may be amended by two thirds (2/3) majority vote of all General Members voting. Proposed amendment shall be submitted in writing to the Board of Directors or the Executive Director not less than thirty (30) day prior to the opening day of the annual conference, shall be submitted to the delegates, and be voted upon by mail not more than thirty (30) days after the adjournment of said conference. Ballots received more than sixty (60) days after adjournment shall not be counted.

SECTION 11-3. The method of amending these By-laws as set forth in section 11-2, hereof, is hereby declared to be a matter of fundamental policy. It is in the interest of the cities and towns of Oklahoma to provide the amendments hereto be submitted to all General Members whether or not represented at the annual conference.

ARTICLE XII DISSOLUTION

SECTION 12-1. The Oklahoma Municipal League may be dissolved under the procedure provided in Article 11 for amendments, except that the vote shall be by three-fourths (3/4) majority of all member cities and towns. Such dissolution shall begin within sixty (60) days following the date for counting the ballots and approval of the dissolution.

SECTION 12-2. Immediately following the vote favoring dissolution as provided in section 12-1, the Board of Directors shall proceed to settle any pension and financial obligations pending against the Oklahoma Municipal League and to dispose of all property held by it. Any funds remaining after all pension and financial obligations have been settled and all property disposed of shall be returned to each a General Member in a proportion the service participation fees paid by it bears to the total amount of service participation fees paid by General Members during the preceding fiscal year.