

League Bylaws Guidelines for Annual Conference Resolutions Process

Article V: Membership Meetings

Section 1: Annual Conference.

- (a) **Time and Place.** The League's regular Annual Conference is held at the time and place as the League Board determines. In case of any unusual conditions or extraordinary emergency, the League Board may, at its discretion, change the time or place of the meeting.
- (b) **Conference Program Planning.** The League Board shall establish an Annual Conference program planning process that provides for input from representative segments of the League's membership.

Section 2: Special Meetings.

Special meetings of the League may be called by the League Board and shall be called by the League Board upon the written request of five percent or more of the Member Cities.¹ Any written request by Member Cities shall describe the general nature of the business to be transacted and the text of any proposed resolution(s).

Section 3: City Delegates as General Assembly.

- (a) **Designation.** Each Member City may, with the approval of the city council, designate a city official as the city's designated voting delegate and, in the event that the designated voting delegate is unable to serve in that capacity, up to two alternate voting delegates.
- (b) **Membership Decision-making Body.** Designated voting delegates (or their alternates) constitute the League's General Assembly.
- (c) **Registration for Annual Conference.** For General Assemblies held in conjunction with the Annual Conference, **designated voting delegates must register to attend the Annual Conference**

¹ See Cal. Corp. Code § 7510 ("special meetings of members for any lawful purpose may be called by 5 percent or more of the members").

Section 4: Notice of Meetings. (*Mailing of Resolutions packet/with meetings*)

(a) **General.** Notice shall be given to all Member Cities of the time and place of all regular and special meetings by faxing or mailing a written notice at least fifteen days prior to each meeting, or by publishing a notice of the meeting at least two weeks prior to the meeting in an official publication of the League; provided, however, that failure to receive such notice does not invalidate any proceedings at such meeting.

(b) **Special Notice Requirements for Special Meetings.** Any notice of the calling of a special meeting shall specify the purpose of the special meeting in such detail to enable Member Cities to determine whether they should attend. In the event a special meeting is requested by five percent or more of the Member Cities, the notice shall also set forth the text of any proposed resolution(s).

Section 5: Parliamentarian.

The League President shall appoint a Parliamentarian to resolve procedural issues at the League's General Assembly and in Resolutions Committee meetings.

Section 6: Credentials.

Designated voting delegates must register with the Credentials Committee. The League President shall appoint a three-person Credentials Committee no later than the first day of the General Assembly. In case of dispute, this committee determines the right of a member to participate.

Article VI: Resolutions

Section 1: Role and Scope of Resolutions.

Resolutions adopted by the League's General Assembly and such League Board policies as are not inconsistent with such resolutions constitute League policy. All resolutions shall be germane to city issues.

Section 2: Origination.

Resolutions may originate from city officials, city councils, regional divisions², functional departments³, policy committees, or the League Board or by being included in a petition signed by designated voting delegates of ten percent of the number of Member Cities.

Section 3: Resolutions Committee for Annual Conference Resolutions.

(a) **Resolutions Committee Composition.** The League President establishes a Resolutions Committee sixty days prior to each Annual Conference, which committee shall consist of:

- (i) One elected official from each regional division, appointed by the regional division;
- (ii) One elected official from each policy committee, appointed by the policy committee;

² "Regional divisions" are defined in Article IX of these bylaws.

³ "Functional departments" are defined in Article X of these bylaws.

- (iii) One member from each functional department, appointed by the department; and
 - (iv) Up to ten additional members (at least five of whom are elected officials) as the League President deems necessary to achieve geographic and population balance, as well as recognize the multiplicity of city functions not represented by the other appointments, including, but not limited to, the perspectives of board and commission members as well as professional staff.
- (b) Presidential Appointments.** In the event a regional division, policy committee or functional department does not make its appointment to the Resolutions Committee, the League President may make the appointment on the regional division's, policy committee's or functional department's behalf.
- (c) Chair.** The League President shall also appoint to the Resolutions Committee a committee chair and vice chair.
- (d) Minimum Committee Size and Composition.** In the event the full committee is not in attendance at the Annual Conference, the League President shall appoint a sufficient number of city officials in attendance to achieve a total of thirty. No less than two-thirds of the members of the Resolutions Committee shall be elected officials.
- (e) Committee Consideration of Proposed Resolutions.** Except for resolutions of courtesy, commendation, appreciation or condolence, no resolution expressing the opinion or policy of the League on any question may be considered or discussed by the League's General Assembly, unless it has been first submitted to, and reported on, by the Resolutions Committee.

Section 4: Procedure for Resolution Review for the Annual Conference.

- (a) Timing.** Except for petitioned resolutions, all resolutions shall be submitted to the Resolutions Committee, at the League's headquarters, not later than sixty days prior to the opening session of the League's Annual Conference.
- (b) Referral to Policy Committees.**
- (i) Review and Recommendations.** Except for resolutions of courtesy, commendation, appreciation or condolence, all resolutions submitted to the Resolutions Committee shall be referred by the League President to an appropriate policy committee for review and recommendation prior to the opening general session of the Annual Conference.
 - (ii) Report to Resolutions Committee.** Policy committees shall report their recommendations on such resolutions to the Resolutions Committee. The inability of a policy committee to make a recommendation on any resolution does not preclude the Resolutions Committee from acting upon it.

Section 5: Resolutions Proposed by Petition for the Annual Conference.

- (a) Presentation by Voting Delegate.** A designated voting delegate of a city may present by petition a resolution to the League President for consideration by the Resolutions Committee

and the General Assembly at the Annual Conference. These resolutions are known as “petitioned resolutions.”

- (b) **Contents.** The petition shall contain the specific language of the resolution and a statement requesting consideration by the League’s General Assembly.
- (c) **Signature Requirements.** The petition shall be signed by designated voting delegates registered with the Credentials Committee who represent ten percent of the number of Member Cities.
- (d) **Time Limit for Presentation.** The signed petition shall be presented to the League President no later than twenty-four hours prior to the time set for convening the League’s General Assembly.
- (e) **Parliamentarian Review.** If the League President finds that the petition has been signed by designated voting delegates of ten percent of the number of Member Cities, the petition shall be reviewed by the Parliamentarian for form and substance. The Parliamentarian’s report shall then be presented to the chair of the Resolutions Committee. Among the issues that may be addressed by the Parliamentarian’s report is whether the resolution should be disqualified as being either
 - (i) Non-germane to city issues or
 - (ii) Identical or substantially similar in substance to a resolution already under consideration
- (f) **Disqualification.** The Resolutions Committee may disqualify a petitioned resolution as either being
 - (i) Non-germane to city issues or
 - (ii) Identical or substantially similar to a resolution already under consideration.
- (g) **Consideration by General Assembly.** The petitioned resolution and the action of the Resolutions Committee will be considered by the League’s General Assembly following consideration of other resolutions.
- (h) **Availability of List of Voting Delegates.** A list of voting delegates shall be made available during the Annual Conference to any designated voting delegate upon request.

Section 6. Special Meeting Resolution Procedures.

- (a) **Germane-ness.** All resolutions must be germane to the meeting purpose specified in the special meeting notice.
- (b) **Opportunity for Member Review.** All resolutions to be proposed during the General Assembly shall be available for membership review by electronic (for example, by posting on the League’s website) or other means at least 24 hours prior to the beginning of the special meeting.

- (c) Parliamentarian Review.** The Parliamentarian shall review all proposed resolutions for form and substance. The Parliamentarian's report shall be presented to the General Assembly.

Section 7: Full Debate.

The opportunity for full and free debate on each resolution brought before the General Assembly shall occur prior to consideration of a resolution.

Article XI: Voting

Section 1: Quorum.

- (a) In General.** A majority of the members of the League's Board, functional department, regional division, committee or other kind of subsidiary body constitutes a quorum for the purpose of making decisions.⁴
- (b) General Assembly.** The presence, at the General Assembly, of credentialed voting delegates (or alternates) representing a majority of Member Cities, constitutes a quorum.⁵
- (a) Failure to Achieve Quorum.** In the event that a body other than the League Board of directors lacks a quorum, all votes taken by that body will be advisory to the League Board, which shall be advised that a quorum was not present. In the event that the League's Board is unable to achieve a quorum, the League Board will adjourn until such time as a quorum can be achieved.

Section 2: Voting Methods.

- (a) General Assembly.** All voting in meetings of the General Assembly of the League, its regional divisions, functional departments, committees and other kinds of subsidiary bodies is by voice vote.
- (b) Alternative Methods.** If the presiding official cannot determine the outcome of the voice vote or three or more Member Cities request, an alternative method of voting may be used. An alternative voting method may be by any means (show of hands, written ballot, display of voting cards, etc.) which allows the presiding official to accurately determine the outcome of the vote.
- (c) Roll Call Vote.** A roll call may be demanded by representatives of ten percent or more of the voting body.⁶
- (d) Voting Cards.** A voting card will be issued to each Member City's designated voting delegate upon presentation of evidence of the delegate's designation by the Member City.
- (e) Proxy Voting.** Proxy voting is not allowed.

⁴ See Cal. Corp. Code § 7511(a)(8) (noting that a board meeting may continue to transact business after a quorum is lost as long as items approved receive a majority of the quorum, unless a higher approval threshold exists for approval of a certain type of action).

⁵ See Cal. Corp. Code § 7512(c) (noting that a membership meeting may continue to transact business after a quorum is lost as long as items approved receive a majority of the quorum, unless a higher approval threshold exists for approval of a certain type of action—for example, bylaws approval).

⁶ For the League's General Assembly, the "voting body" is all delegates registered with the Credentials Committee.

NOTE: A two-thirds vote of approval of those voting is necessary to amend these bylaws.

Article XVI: Amendments

Section 1: Consideration.

These bylaws may be amended by the League's General Assembly (see Article XVI, section 5 for procedures) or by a mail ballot to Member Cities (see Article XI, section 5 for procedures).

Section 2: Vote Threshold.

A two-thirds vote of approval of those voting is necessary to amend these bylaws.

Section 3: Who May Propose.

Amendments may be proposed by the League Board or by petition of ten percent of Member Cities. The proponent may specify whether the amendment is to be considered at the General Assembly or by mail ballot.

Section 4: Board Review.

Any amendment proposed by petition shall be submitted to the League Board in writing for its review. The League Board's recommendation and reasons following its review shall accompany all materials relating to the proposed amendment.

Section 5: Procedure for Consideration by General Assembly.

- (a) Notice.** The meeting notice required by Article V, section 4 for League meetings shall include notice of any proposal to amend the League's bylaws, along with the subject of the proposed amendment(s).
- (b) Consideration by General Assembly.** The proposed amendment, along with any action by the League Board pursuant to section 4 of this Article, shall be considered by the General Assembly along with any resolutions presented pursuant to Article VI.

Section 6: Effective Date.

After approval, amendments go into effect after the expiration of the protest period (see Article XVI, section 7) unless otherwise specified in the amendment.

Section 7: Protest and Suspension until Next Conference.

If, within sixty days after the adoption of any amendment, one-third or more of the Member Cities submit a written protest against such amendment, the amendment is automatically suspended until the next Annual Conference, when it may be taken up again for reconsideration and vote.