

**By-Laws
of the
North Carolina Black Elected Municipal Officials**

Article I
Name and Creation

Section 1.1. The name of the organization shall be the North Carolina Black Elected Municipal Officials (“NCBEMO” or “BEMO”).

Section 1.2. The Organization shall be a non-partisan federation of Black municipal elected officials in the State of North Carolina. The Organization shall be an unincorporated non-profit association. The Organization shall function as a constituency group of the North Carolina League of Municipalities (“League”). The North Carolina League of Municipalities is hereby designated as the secretariat for the Organization, and the League shall perform such services for the Organization as may from time to time be mutually agreed upon by the Organization's governing body and the League.

Article II
Mission and Goals

Section 2.1. Mission. The mission of the Organization shall be to serve as a strong and vital organization with the abilities to shape public policy and advocate for municipalities and to educate local elected officials about leadership and governance issues.

Section 2.2. Goals. The goals of the Organization shall be to:

- (a) Encourage the full participation and active involvement of Black and other officials in the policy-making and advocacy processes and programs of the National League of Cities and the North Carolina League of Municipalities.
- (b) Serve as a primary resource and networking forum in identifying and providing names, qualifications, expertise, and interests of Black officials eligible for NLC and other nationally appointed positions.
- (c) Promote the status and issues of Black Americans by providing a platform to focus on those who have been historically excluded from the election and governing process in our cities, towns, and villages.
- (d) Establish partnerships with other national, state, or local organizations and corporations concerned with municipal government or Black municipal policies and legislative issues.

Article III
Membership

Section 3.1. Full Membership. Full membership will be granted to any Black elected municipal official or other elected municipal official interested in the mission and goals of the

Organization. Full members shall be entitled to all privileges of membership upon payment of membership dues. Membership in the Organization shall continue only so long as an individual retains their elected office that qualifies that person for membership.

Section 3.2. Associate Membership. Associate membership may be granted to any former Black elected municipal official or anyone interested in the mission and goals of the organization upon payment of the required membership dues, provided Associate members shall not be eligible to serve on the Board of Directors, serve on committees, or vote.

Section 3.3. Honorary Membership. Any resident or former resident of the State of North Carolina who, in the opinion of the Organization, has rendered distinguished service to the cause of better representative government shall be eligible for an Honorary membership. Honorary members shall not be eligible to serve on the Board of Directors, serve on committees, or vote. Selection of an Honorary Membership shall be made by the Board of Directors.

Section 3.4. Right to Vote and Hold Office. The right to vote is limited to Full members, each Full member having one vote. Likewise, the right to hold office and serve on committees shall be limited to Full members.

Section 3.5. Membership Dues. Annual dues and activity fees for all classes of membership shall be determined by the Board of Directors, and the dues for the membership year will begin 30 days prior to the general Membership Meeting at its summer conference.

Article IV Governing Body

Section 4.1. Governing Body. The Board of Directors shall govern the affairs of the Organization and shall consist of the officers and directors specified herein:

- (a) Officers: The officers shall be President, First Vice President, Second Vice President, and Immediate Past President. Officers shall be elected for a one-year term. Officers shall be Full members of the Organization at the time of their election and throughout their tenure of office.
 - (1) Succession of officers shall be as follows: Upon each annual election, the President shall become the Immediate Past President, the First Vice President shall succeed to President and the Second Vice President shall succeed to First Vice President.
- (b) Directors: Five Directors, elected at-large, all of whom shall be Full members of the Organization at the time of their election and throughout their tenure of office, shall be elected for two-year staggered terms.
 - (1) The President shall appoint one Director to serve as Secretary/Historian and another Director to serve as Treasurer.

Section 4.2. Vacancies. In the event a member of the Board of Directors shall cease to be a member of the Organization or shall cease to hold elective office, his or her office shall ipso facto become vacant. Vacancies may be filled by the Board of Directors for the remainder of the unexpired term.

Article V

Election Procedure. Nomination Procedure. Term Limits

Section 5.1. Implementation of Initial Staggering. At the first election of the Organization held under these Bylaws enacted in 2025, three Directors will be elected to a two-year term and two Directors will be elected to a one-year term. Thereafter, Directors will be elected for two-year terms as the respective terms expire.

Section 5.2. Nominations. Nominations for the Board of Directors shall be made by a Nominating Committee of not less than five members appointed and announced by the President no later than thirty days prior to the first day of the annual business meeting. The Nominating Committee shall create a balanced slate that represents the diversity and interests of the Organization by considering geography, municipal population, gender, and race/ethnicity.

Section 5.3. Election. Election of the Board of Directors may be held in advance of the annual meeting and may be conducted electronically. The voting method shall be at the discretion of the Board.

- (a) The Nominating Committee may present the slate to the membership in advance of the annual meeting with the electronic vote on the slate being a single yay or nay vote on the entire slate.
- (b) Alternatively, the election may be held at the annual meeting of the organization, provided the vote shall be a single yay or nay vote on the entire slate and there shall be no nominations from the floor.
- (c) In the event a slate is voted down, the Nominating Committee shall reconvene and shall submit a new slate or shall re-submit the same slate. The second slate shall be voted on by the Board of Directors.
- (d) The Officers and Directors shall assume office immediately after the close of the annual meeting.

Section 5.4. Term Limits. Officers shall be limited to four one-year terms in accordance with the succession rule. Directors shall be limited to two two-year terms and shall be permitted to be elected as an officer immediately thereafter.

Article VI

Duties of the Officers

Section 6.1. President. The President shall serve as the chief spokesperson for the Organization and shall preside at all meetings of the Board and the Organization. The President shall appoint the members and chairs of committees, shall be authorized to execute contracts on behalf of the Organization, and shall perform such other duties as may from time to time be delegated by the

governing body of the Organization. In the case of absence or disability, the Vice Presidents in order named shall exercise said functions.

Section 6.2. Secretary/Historian. The Secretary/Historian shall take the minutes of the meetings of the Board of Directors and of the annual meeting; be the custodian of legal papers and records of the organization; and in general, perform all duties incident to the position, and perform other duties may be assigned to the position by the President. The official depository of minutes shall be at the NC League of Municipalities' office.

Section 6.3. Treasurer. The Treasurer shall have the power to authorize and review expenditures. The Treasurer shall prepare a budget for approval. The Treasurer shall provide a Treasurer's report at each Board of Directors meeting.

Article VII Committees

Section 7.1. In General. The Board may provide for such special and standing committees as it may deem appropriate for the orderly and efficient conduct of the work of the Organization.

Section 7.2. Standing Committees. The Standing Committees shall consist of:

- (a) Scholarship Committee. A committee on scholarships to consist of not less than three members shall establish and implement an awards selection process for deserving applicants.
- (b) Nominating Committee. A committee to select the slate for the Board of Directors election to consist of not less than five members. The committee shall be appointed not less than thirty days prior to the first day of the annual meeting.

Article VIII Meetings

Section 8.1. Board Meetings. The Board of Directors shall hold at least four meetings annually and may hold such other meetings as it may deem necessary for the transaction of its business. A Board meeting may be called by the President or by the consensus of any five Board members.

Section 8.2. Membership Meetings. The Organization shall hold an annual business meeting each year and may hold any additional meeting called by the President or any five Directors.

Section 8.3. Electronic Meetings. Any one or more, or all the members of the Board of Directors or any committee may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all members of the body participating may simultaneously hear one another during the meeting. The Board may adopt a policy governing the conduct of and participation in such meetings. A member of the Board or a committee participating in a meeting by electronic means is deemed to be present in person at the meeting. Meetings may be held virtually or decisions made electronically to the fullest extent allowed by law.

Section 8.4. Electronic Voting. The Board may submit any question to the membership by written or electronic ballot. Such ballots shall be provided to each member using the notice provisions set forth in these Bylaws and shall include voting instructions.

Section 8.5. Attendance. The Board shall provide ample notice of the date, time, and location of scheduled meetings. In order to represent the Organization effectively, members should make every effort to attend meetings and should reserve sufficient time for each meeting.

Section 8.6. Notice. Written notice of meetings of the Board shall be delivered to members of that body at least seven days in advance of the meeting. In the event of an urgent matter that must be addressed expeditiously, the Board may hold a special meeting with notice delivered to the members of that body at least forty-eight hours in advance of the meeting. Written notice of membership meetings shall be delivered to the membership at least fourteen days in advance of the meeting.

Section 8.7. Method of Notice. Notice of meetings may be delivered by United States postal service, by facsimile, or by electronic mail. Notices shall be sent to the address, facsimile number, or electronic mail address furnished by each member to the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed addressed envelope with postage prepaid. If by facsimile or electronic mail, notice will be deemed to have been given on the date sent.

Article IX Quorum, Voting, and Procedure

Section 9.1. Quorum. All Officers and Directors shall be entitled to vote on any matter presented. No action shall be taken unless a quorum be present. A majority of the actual membership of the Board of Directors, minus any vacancies, shall constitute a quorum for the transaction of business by the governing body. The number of members present at a meeting of the membership of the Organization shall be sufficient for the transaction of business.

Section 9.2. Voting. At Board meetings, each member of the governing body shall have one vote and any question before the Board shall be determined by a majority of those present and voting. At membership meetings, each Full member present shall have one vote and any question before the membership shall be determined by a majority of those present and voting. Proxies are not permitted for any vote of the Board or the membership.

Section 9.3. Rules of Procedure. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

Article X
Financial Affairs

Section 10.1. Fiscal Year. The Organization shall operate on a fiscal year basis from July 1 to June 30 inclusive.

Section 10.2. Budget. The Board of Directors shall annually adopt a budget for the fiscal year. Funds raised from membership dues, activity fees, corporate donations, sponsorships, or any other source shall be expended only upon approval by the Board of Directors based on the annual budget.

Section 10.3. Membership Dues. The Board of Directors shall establish annual dues for membership in such amounts as they may from time to time deem appropriate.

Article XI
Amendments

Section 11.1. These Bylaws may be amended by a majority vote of the Board of Directors. The membership shall be notified of amendments made by the Board no later than the next subsequent annual meeting. The Board reserves the right to submit a proposed Bylaw amendment to the membership with the membership's vote requiring a majority to pass.

Article XII
Dissolution

Section 12.1. Upon the dissolution of the Organization, the governing body shall, after paying or making provisions for the payment of all the liabilities of the Organization, distribute all of the net assets of the Organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or such assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws of the North Carolina Black Elected Municipal Officials are hereby adopted this 30th day of April, 2025 at Greenville, North Carolina.