



NLGA Bylaws

ARTICLE I NAME

The name of the corporation is the National Lieutenant Governors Association, Inc. (“NLGA” or Association”).

ARTICLE II PURPOSE

The purposes of the NLGA shall be as stated in the Articles of Incorporation which are as follows:

The purpose for which the Corporation is organized is to promote the efficiency and effectiveness of the Office of Lieutenant Governor; to foster interstate cooperation; to provide a medium for the exchange of views and experiences on subjects of general importance to the people of the several states and territories; generally to improve the efficiency of state and territorial administration through education on issues and leadership training; and to exercise any and all powers permitted by law within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III MEMBERSHIP AND REGIONS

Section 1 – Membership Membership in NLGA shall be restricted to the Lieutenant Governors of the several states of the United States, the Virgin Islands, Guam, American Samoa, and the Commonwealths of Puerto Rico and the Northern Mariana Islands. In any state or other jurisdiction which has no Lieutenant Governor, the officer who immediately succeeds to the governorship in the event of death or disability shall be eligible to be a member in the Association. The NLGA shall have only one member from any state or jurisdiction; each member of the NLGA shall be entitled to one vote.

Section 2 – Regions The members of the Association shall be divided into four regional groups:

Eastern Region: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virgin Islands;

Midwestern Region: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin;

Southern Region: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, West Virginia;

Western Region: Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, the Northern Mariana Islands, Oregon, Utah, Washington, Wyoming.

ARTICLE IV MEETINGS

Section 1 – Annual Meeting The membership of the NLGA shall meet at least annually (“Annual Meeting”) at a time and place selected by the Executive Committee.

Section 2 – Special Meetings Special meetings of NLGA may be held at the call of a majority of the Executive Committee.

Section 3 – Notice of Meetings Notice stating the place and day of an Association, Executive Committee, special, or other meeting shall be delivered not less than three days before the date of the meeting.

Section 4 – Voting Voting on any question at a meeting shall be by members present and no proxy shall be accepted.

ARTICLE V EXECUTIVE COMMITTEE

Section 1 – Composition The Executive Committee of the NLGA is the statutory Board of Directors. It shall consist of the officers of the Association – the Chair, Chair-Elect, and Treasurer; four Regional Chairs; and eight other Members-at-Large, two from each of the four regional groups as set forth in Article III above. The Executive Committee shall be elected by the membership at a business session on either of the last two days of the Annual Meeting. In addition to the foregoing, former Chairs of the Association shall serve as *ex officio*, voting members of the Executive Committee so long as they shall continue to be members of NLGA.

Members of the Executive Committee shall hold office until the adjournment of the succeeding Annual Meeting, or until their successors are chosen. An Executive Committee Member-at-Large may be re-elected, but shall not serve in such capacity for more than three consecutive terms. Vacancies in the Executive Committee (except for in the offices of Chair or Chair-Elect, which shall be filled as described in Article VI below) may be filled by the Chair subject to ratification by the remaining members of the Committee by mail ballot or by vote at the next subsequent meeting of the Committee.

Section 2 – General Powers The Executive Committee of NLGA is responsible for directing the administration of NLGA, the business affairs, property, programs and staff. The Executive Committee may establish contractual service for the performance of these responsibilities, and has authority to hire and dismiss the executive director (or highest ranking staff member) of the NLGA whose duties shall be in a job description established by the executive committee. The Executive Committee, upon recommendations by the Chair and Chair-Elect and in consultation with the Executive Director (or highest-ranking staff member) of NLGA, shall establish and maintain offices of the Association.

Section 3 – Meetings The Executive Committee shall meet at least twice each year. It shall also plan the agenda of the Annual Meetings as well as select the time and place of such meetings. Between Annual Meetings of the membership, the Executive Committee, by a majority vote of its whole membership at a called meeting of the Committee, may adopt a resolution or other policy expression on behalf of the Executive Committee on a matter not previously the subject of action by the Association.

Section 4 – Compensation Members of the Executive Committee shall not receive any compensation for services.

ARTICLE VI OFFICERS

Section 1 – NLGA Chair The Chair of NLGA shall be elected by the Association at a business session on either of the last two days of the Annual Meeting. The Chairship shall alternate annually between the two major political parties, and to the extent practicable, be rotated on a regional basis.

The Chair shall preside and vote at meetings of the Executive Committee and of the NLGA, and shall serve *ex officio* as a member of all committees. It shall be the duty of the Chair to bring the attention of the press, radio and television to the activities, operations and programs of NLGA.

The Chair shall hold office until the adjournment of the succeeding Annual Meeting and/or until a successor is chosen. A vacancy in the Chairship shall be filled by votes of the remaining members of the Executive Committee from among the membership of the Executive Committee, and the Chair so elected shall be of the same political party as the Chair whose term he or she is completing. (See also Article VII Committees)

Section 2- NLGA Chair Elect The Chair-Elect shall be a member of the opposite political party from the Chair and shall chair the Consensus Resolutions process. The Chair-Elect shall perform such duties as assigned to him or her by the Chair and the Executive Committee. In case of the temporary absence of the Chair, the Chair-Elect shall perform and be vested with all the powers and duties of the Chairship. In case the Chair ceases to be a member of the Association, the Chair-Elect shall call the election to fill the vacancy.

The Chair-Elect shall hold this office until the adjournment of the succeeding Annual Meeting, at which time he or she shall become Chair. A vacancy in the office of Chair-Elect shall be filled by votes of the remaining members of the Executive Committee, and the selected individual shall be a member of the same political party as the Chair-Elect whose term he or she is completing.

Section 3 – NLGA Treasurer The Treasurer shall be nominated by the Chair and Chair-Elect from among the membership, and elected by the Executive Committee. The Treasurer shall attend all meetings of the Executive Committee and the Association; chair the Finance Committee; ensure true minutes of the proceedings of all NLGA meetings are recorded and preserved; supervise the custody of all NLGA funds and securities; supervise the keeping of the books belonging to NLGA; ensure the accurate accounting of all receipts and disbursements; ensure the disbursement of funds as directed by the Executive Committee or the Association and ensure proper vouchers for such disbursements are taken; ensure submission of a semi-annual financial report which includes an accounting of all transactions and the financial condition of NLGA to the Executive Committee; and perform such other duties as may be delegated by the Chair, the Executive Committee or the Association.

ARTICLE VII COMMITTEES

As soon as practicable after the Annual Meeting, the Chair shall appoint a Nominating Committee and a Finance Committee, and such other special project or study committees as deemed necessary, to serve until the next Annual Meeting of NLGA. The Chair shall serve *ex officio* as a member of all committees so appointed. Committees composed of solely members of the Executive Committee may be delegated authority of the Executive Committee; all other committees may not act with authority of the Executive Committee but may make recommendations and findings.

ARTICLE VIII RESOLUTIONS

At meetings, any proposal for an expression of consensus by the National Lieutenant Governors Association shall be prepared in the form of a resolution. The deadline for submission of such a

resolution prior to a meeting must be circulated by the Association Director and be approximately 45 days prior to the meeting. Resolutions can be submitted for consideration by any NLGA Member or NLGA Partner in good standing according to a published process. A proposed resolution is required to be consensus. This includes, but is not necessarily limited to, covering only a single issue construed in a strict sense, being generally non-controversial and factual, being nonpartisan and not polarizing, and having no or nominal fiscal impact. A resolution may bring attention to a federal, Congressional, or international issue, but may not call for NLGA to take a position or to advocate or take action at those levels. Proposed resolutions are submitted to NLGA staff, as designated by the NLGA Executive Committee, and staff review all proposed Consensus Resolutions and must ensure all consensus criteria is met before placement on the Consensus Resolutions Docket. Resolutions may not be amended. Such testimony as accepted verbally shall occur only at the initial hearing. Only testimony from a NLGA member is heard by the Executive Committee or the Association membership. Each NLGA Member or NLGA Partner who submitted a proposed Consensus Resolution must be present at its hearing. Any resolution properly submitted in accordance with this Article and policies implemented by the Executive Committee shall be deemed adopted if it does not receive three objections to being consensus. Any resolution which is adopted is binding only on NLGA, not its individual Members, though Members may add their name to any adopted resolution, after its adoption, to show their specific support. Resolutions may be brought before the Association at meetings for consideration and action by unanimous consent provided such resolutions strictly pertain to the internal structure, governance, or policy of the Association; or the operation and function of the Office of Lieutenant Governor construed in a strict sense. Such resolutions shall require the consent of all members present and voting, where a quorum has been established.

ARTICLE IX DUES

Annual membership fees shall be established by the newly constituted Executive Committee at each Annual Meeting of the Association for the Fiscal Year to commence the following July. Changes from established annual membership fees shall be made only upon a two-thirds vote of the members of the Executive Committee where a quorum is present at this meeting.

ARTICLE X PARTNERS PROGRAM

Private sector corporations, professional associations and labor may apply to become a Partner upon payment of the annual fee, and upon approval of their application by the NLGA Executive Committee. The Executive Committee reserves the right to evaluate Partner applications or any Partner for conformity with the goals, objectives and values reflected in the Articles of Incorporation, Bylaws, or policies or statements of the National Lieutenant Governors Association. NLGA reserves the right to take appropriate action with respect to any Partner application or Partner who does not conform to such goals, objectives and values.

Acceptance of a Partner does not constitute an endorsement by NLGA. Partners are not eligible to vote or hold office in NLGA.

ARTICLE XI AMENDMENTS

The National Lieutenant Governors Association may amend these Bylaws by a two-thirds vote of the members where a quorum is present at any Annual Meeting of the Association.

--END As of December 2022