

THE COUNCIL OF STATE GOVERNMENTS
ARTICLES OF ORGANIZATION



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Table of Contents

Please choose an article below.

ARTICLE I	Name, Purpose and Membership
ARTICLE II	Functions
ARTICLE III	Governing Board
ARTICLE IV	Executive Committee
ARTICLE V	Leadership Council
ARTICLE VI	Regional Offices
ARTICLE VII	Justice Center
ARTICLE VIII	CSG Committees
ARTICLE IX	Affiliated Organizations
ARTICLE X	Associates Program
ARTICLE XI	21st Century Foundation
ARTICLE XII	Dissolution
ARTICLE XIII	Amendments

ARTICLE I

NAME, PURPOSE AND MEMBERSHIP

SECTION 1

Name, Principle Office, Registered Agent

The name of this organization is The Council of State Governments (“CSG”). CSG will maintain its headquarters office in Lexington, Kentucky. CSG’s registered agent at that address will be its executive director.

SECTION 2

Purpose

The Council of State Governments, the multi-branch organization of the states and U.S. territories, champions excellence in state government, bringing state leaders from across the nation and through its regions together to put the best ideas and solutions into practice. To this end, CSG: maintains four regions; builds leadership skills to improve decision-making; advocates multistate problem-solving and partnerships; fosters collaboration and understanding among and between the branches of government; interprets changing national and international conditions to better prepare states for the future; advances the exchange of ideas and information among state governments and their subnational counterparts in other countries; and promotes the sovereignty of the states and advocates their interests in the American federal system. CSG is organized exclusively for charitable, religious, educational, and scientific purposes as permitted under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and will be operated as such. No part of the net earnings of CSG will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that CSG will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

SECTION 3

Membership

The membership of CSG will comprise the states of the United States, District of Columbia, Commonwealth of Puerto Rico, Territory of American Samoa, Territory of Guam, Territory of the U.S. Virgin Islands, and Commonwealth of the Northern Mariana Islands, hereinafter referred to as member jurisdictions. Wherever the word “state” or “states” appears herein, it will be meant to reference a state, commonwealth, federal district and/or territory.

SECTION 4

Participation by Member Jurisdictions

CSG, as the community of the states, respects and acknowledges the authority of state leaders to determine and appoint delegates to represent their jurisdiction.

The following state leaders will be recognized as the appropriate authorities responsible for making such appointments:

- A. Executive Branch—governor of each member jurisdiction or other state-wide elected official whose jurisdiction covers the appointed participant;

- B. Legislative Branch—the highest ranking legislative leader elected by each legislative chamber from each member jurisdiction; and
- C. Judicial Branch—the highest ranking judicial official from each member jurisdiction.

SECTION 5

International Partners

Subnational state, provincial or territorial governments in other countries may, subject to the review, approval and conditions set by the Executive Committee, participate as “International Partners.” International Partners have the rights and privileges to participate with each region as determined by that region’s governing authority.

SECTION 6

Authority, Procedures and Rules

CSG and its regions must conduct business in accordance with these Articles and other authorized governance documents. In all other respects, the Governing Board, Executive Committee, Leadership Council and committees will adhere to Robert’s Rules of Order when conducting business. Relying on Robert’s Rules of Order, the general counsel or other designee of the executive director will serve as parliamentarian.

ARTICLE II

FUNCTIONS

SECTION 1

Functions

CSG will be a community of the states. Its function will be to enhance the governance of its member jurisdictions by serving as a neutral, non-partisan convener of state officials and provide forums for a diverse, civil and productive engagement among state leaders of all political parties and ideological perspectives both nationally and regionally. To that end, CSG will, to the extent its resources allow:

- A. Serve as a catalyst to express the views of the member jurisdictions on matters of major concern, including state-federal issues;
- B. Act as a coordinating agency to analyze legislation and programs of the federal government and for advancing the role of the member jurisdictions in state-federal relations;
- C. Work in concert with organizations of city, county, and state officials and with federal agencies for effective intergovernmental and interbranch cooperation;
- D. Engage in research on major issues and challenges facing state government and develop programs to enhance governance of the member jurisdictions;
- E. Study techniques of state administration in order to improve governmental processes and administrative management;
- F. Arrange and convene meetings and provide other services requested by legislators, executive officials, judicial officials, and commissions on interstate and interbranch cooperation, and their staff;

- G. Promote more effective regional cooperation, the development of programs of mutual interest to adjacent member jurisdictions, and the solution of problems common to an area;
- H. Provide programs for the training and development of state officials, legislators, and judges;
- I. Gather, analyze, and disseminate information, including data on governmental policies, innovations, practices, legislation, transformations, and other items of interest to member jurisdictions;
- J. Serve as a resource for affiliated organizations, legislative service agencies of the member jurisdictions, and the news media; and
- K. Act as a catalyst for cooperation of member jurisdictions with foreign governments and their political subdivisions.

ARTICLE III

GOVERNING BOARD

SECTION 1

Membership

The Governing Board will be composed of the 56 member jurisdictions represented by the following delegates from each member jurisdiction:

- A. Executive—the Governor.
- B. Legislative—
 - 1. the two highest ranking majority party legislative leaders and the highest ranking minority party legislative leader of each legislative chamber from each member jurisdiction or their designees; or
 - 2. the legislative leader, or their designee, plus five legislators designated by the legislative leader in member jurisdictions with a non-partisan, unicameral legislature; or
 - 3. the legislative leader, or their designee, plus two legislators designated by the legislative leader in a legislative chamber that lacks majority and/or minority parties.
- C. Judicial—the highest ranking judicial official.
- D. All other Executive Committee members entitled to vote.

SECTION 2

Term, Appointments and Vacancies

Governing Board appointments will be made biennially for a two-year term beginning January 1 of odd-numbered years. Delegates to the Governing Board serve at the pleasure of their designated appointing authority.

SECTION 3

Voting and Quorum

In any action of the Governing Board, the votes will be taken by member jurisdiction, with each member jurisdiction having one vote. A quorum will consist of 30 member jurisdictions present and voting. No member jurisdiction or delegate thereof may vote by a proxy. A member jurisdiction will be considered present for

purposes of calculating a quorum if at least one delegate of that jurisdiction is present and eligible to vote. A member jurisdiction's vote on any matter will be determined by a majority vote of that jurisdiction's delegates present and voting.

SECTION 4

Meetings

The Governing Board will be convened at the call of the Executive Committee, or upon written request from Governing Board members representing no fewer than 30 member jurisdictions. The Governing Board will not act on any motion without prior written notice to all member jurisdictions.

SECTION 5

Powers and Duties

The Governing Board will have sole jurisdiction over the dissolution of CSG or its corporate merger with another entity. The Executive Committee may refer other issues to the Governing Board for consideration. No other matters will be in order.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1

Membership

The Executive Committee will be composed of the following delegates:

- A. National Chair, National President, National Chair-Elect, National President-Elect, National Vice Chair, and National Immediate Past Chair.
- B. The chairs and immediate past chairs of each of CSG's four regions.
- C. Eight Legislators, two appointed from and by each of CSG's four regions.
- D. One Chief Justice of a member jurisdiction appointed by the National Chair.
- E. One state court administrator of a member jurisdiction appointed by the National Chair after consultation with the Conference of State Court Administrators.
- F. Two Lieutenant Governors or other official second in line of gubernatorial succession appointed by the National Chair after consultation with the National Lieutenant Governors Association.
- G. Two Secretaries of State appointed by the National Chair after consultation with the National Association of Secretaries of State.
- H. Two State Treasurers appointed by the National Chair after consultation with the National Association of State Treasurers.
- I. Two Attorneys General appointed by the National Chair after consultation with the National Association of Attorneys General.
- J. Four Legislators appointed by the National Conference of State Legislatures.
- K. The chair or co-chairs of each CSG committee.

- L. Two members of the Justice Center’s governing authority, as appointed by the chair of the Justice Center.
- M. Two representatives from affiliated organizations appointed by the National Chair.
- N. Four state legislative staff, one appointed from and by each of CSG’s four regions.
- O. All Past National Chairs and Past National Presidents, as long as they are an elected or appointed state official.
- P. The National Chair may appoint up to 10 additional elected or appointed state officials in order to enhance diversity, inclusion, geographic or partisan balance.
- Q. The National Chair may appoint up to two non-voting representatives from among International Partners.

SECTION 2
Term and Appointments

Appointments to the Executive Committee will be for a one-year term, beginning January 1. Persons, organizations or other entities responsible for appointing persons to the Executive Committee will make such appointments no later than April 1 of each year. The National Chair may extend this deadline when warranted. Delegates to the Executive Committee serve at the pleasure of their appointing authority.

SECTION 3
Officers and Authority

The officers will include the National Chair, National Chair-Elect, National Vice Chair, Immediate Past National Chair, National President, and National President-Elect. All officers will serve as officers of the Governing Board, Executive Committee, and Leadership Council.

- A. **Qualifications:** The National Chair, National Chair-Elect, National Vice Chair, and Immediate Past National Chair will be incumbent legislators representing member jurisdictions. The National President and National President-Elect will be incumbent governors or other jurisdiction-wide elected officials representing member jurisdictions.
- B. **Terms of Office:** All officers will serve one-year terms beginning on January 1.
- C. **Nominations and Elections:** The office of Immediate Past National Chair will be filled by automatic succession. All other officers will be elected annually by the Executive Committee during its annual meeting, or at such other time as designated by the Executive Committee. Written notice of any alternate date will be provided to the Executive Committee at least 30 days in advance. Candidates for election to serve as officers will be nominated by the Leadership Council, as provided herein. The Leadership Council will forward to the Executive Committee a nominee for each national office. Executive Committee members may submit other nominations with at least three calendar days prior written notice to the National Chair and National President so long as such nominees are from the same region as the nominee of the Leadership Council.

- D. **Regional Nomination and Rotation of Legislative Officers:** The regional designation of a nominee for National Chair, National Chair-Elect and National Vice Chair will rotate annually in the following order, beginning January 1, 2013: National Chair—CSG-West; National Chair-Elect—CSG-South; National Vice Chair—CSG-East; and Immediate Past National Chair—CSG-Midwest. The appropriate region will designate a qualified nominee from among its member jurisdictions to serve as the next National Vice-Chair in accordance with its own rules, provided such designation is made at least two weeks prior to the Executive Committee meeting at which consideration of such nomination is scheduled. The designated nominee will be nominated by the Leadership Council to the Executive Committee. In the event that a region fails to timely recommend a nominee, the Leadership Council will nominate a candidate from that region after consulting with that region’s officers. Officers serving in the positions of National Chair-Elect and National Vice Chair will be nominated by the Leadership Council for election to the positions of National Chair and National Chair-Elect, respectively.

- E. **Vacancies:** In the event that an officer or nominee resigns, is ineligible, or declines to serve, the office held or nomination will be vacated. In the event of a vacancy in the office of National Chair, the National Chair-Elect will act as the temporary National Chair and may exercise the powers and duties of the National Chair until the completion of the unexpired term, or the appropriate region designates a successor and the successor is ratified by the Leadership Council. In the event of a vacancy in the office of National President, the duties of National President will be performed by the officer next in line of succession. In the event of a vacancy in the office of National Chair-Elect or National Vice Chair, the Leadership Council will request that the appropriate region designate a nominee to fill the vacancy, in accordance with its own rules. A nominee designated by the region will be reported to and ratified by the Leadership Council.
- F. **Removal:** With prior written notice and an opportunity to be heard, any officer may be removed from office by a two-thirds vote of the members present and voting at any Executive Committee meeting.

SECTION 4
Duties of Officers

The National Chair will preside at all meetings of the Executive Committee and Leadership Council. The National Chair-Elect will serve as Acting National Chair in the absence of the National Chair. In the absence of the National Chair and National Chair-Elect, the National Vice Chair will serve as Acting National Chair. The National President will preside at meetings of the Governing Board, maintain general responsibility for the national conference, and represent CSG at regional or national meetings. The National President-Elect will serve as Acting National President in the absence of the National President. In the absence of the National President and National President-Elect, the National Chair, National Chair-Elect or the National Vice Chair may perform the functions of the National President. In the absence of the National Chair, National Chair-Elect or the National Vice Chair, the

National President or National President-Elect may perform the functions of the National Chair. The National officers will perform such other duties as approved by the Governing Board, Executive Committee, Leadership Council and these Articles.

SECTION 5 **Voting and Quorum**

A quorum for the purpose of conducting business will consist of those members present; except, a quorum for the purpose of adopting policy resolutions or statements, adjusting member jurisdiction dues, imposing sanctions for non-payment of dues, convening the Governing Board, reassigning a member jurisdiction from one region to another, and reversing an action of the Leadership Council will consist of 25 members of the Executive Committee. A quorum for the purpose of amending these Articles will consist of 26 member jurisdictions. No votes may be cast by proxy.

SECTION 6 **Meetings**

The Executive Committee will meet at the call of the National Chair, but at least once annually, or upon a written request from at least 25 Executive Committee members, either in person or by sanctioned electronic means. The Executive Committee will not meet without prior written notice to the members.

SECTION 7 **Powers and Duties**

Except as otherwise provided in these Articles, the Executive Committee will have general authority over the funds, property, and management of CSG, including to:

- A. Adopt "Policy Resolution Guidelines" prescribing the types and nature of policy resolutions or statements that place CSG on public record with regard to a matter of local, state or federal policy. All policy resolutions and statements not updated or renewed within three years from the date of adoption will expire, unless an earlier expiration is otherwise provided in the policy resolution or statement;
- B. Consider, approve or rescind policy resolutions or statements that represent the official policy position of CSG;
- C. Consider, approve or rescind policy resolutions or statements adopted on an interim basis by the Leadership Council;
- D. Adopt a budget and review all interim budget decisions made by the Leadership Council;
- E. Adopt "Rules for the Financial Management of The Council of State Governments" governing the submission of budget recommendations, investment of funds and financial controls;
- F. Adopt an equitable dues allocation formula for the member jurisdictions, advocate for the payment thereof and impose appropriate sanctions on any non-dues paying member jurisdiction;
- G. Appoint and assign responsibilities to the executive director;
- H. Adopt a policy governing the affiliation of organizations with CSG;
- I. Adopt a policy governing the solicitation, acceptance and use of external funds;

- J. Amend the regional structure of CSG as provided herein;
- K. Consider, approve or rescind the terms and conditions of participation by foreign nations and their political subdivisions;
- L. Consider, approve or rescind the terms and conditions of participation by external entities and their representatives;
- M. Call meetings of the Governing Board;
- N. Delegate to the Leadership Council, for a time certain, authority to exercise Executive Committee powers; and
- O. Veto any action authorized or undertaken by the Leadership Council, except as provided under Article V, Section 3.

All powers, functions, and duties not otherwise delegated herein, are reserved to the Executive Committee.

SECTION 8 **Executive Director**

A. Responsibilities: The executive director:

1. Serves as the chief executive officer of CSG responsible for all management functions. The executive director is responsible for directing the organization's activities and programs, including day-to-day operations and carrying out the organization's strategic mission under the direction of the officers, the Leadership Council, the Executive Committee and the Governing Board.
 2. Serves as the Secretary of CSG and appoints a Treasurer for CSG.
 3. Proposes a budget.
 4. Establishes, pursuant to Article IX, the terms and conditions of affiliation by and between CSG and another organization provided the mission and purpose of that organization is compatible with and advances the mission and purpose of CSG.
 5. Serves as staff liaison to other associations of state and local government officials.
 6. Serves as president of the 21st Century Foundation.
 7. Employs, discharges and establishes the terms and conditions of employment of all employees, except regional directors and directors of affiliated organizations and employees of same.
 8. Establishes, after consultation with the regional directors and the directors of affiliated organizations, the human resource policies for all employees, and establishes the financial, accounting, information technology and other administrative policies and procedures for the organization.
- B. Appointment and Compensation: The Leadership Council will establish the terms and conditions of the employment contract for the executive director. The National Chair will annually appoint a temporary committee from among current national officers and past national officers, so long as members are elected or appointed state officials, to conduct an annual performance evaluation of the executive director, and submit a summary to the Leadership Council. Any action to employ or discharge the executive director will require the affirmative

vote of at least two-thirds of the members of the Leadership Council. A Leadership Council action to employ or discharge the executive director will be conveyed in writing to the members of the Executive Committee and the Executive Committee may amend, repeal or affirm such action upon a majority vote.

SECTION 9 **Vacancies**

When an appointing authority fails to make or when a vacancy exists, the National Chair may fill that position, except as provided in Article IV, Section 3, Subsection E, 'Vacancies.'

ARTICLE V

LEADERSHIP COUNCIL

SECTION 1 **Membership**

The Leadership Council will be composed as follows:

- A. National Chair
- B. National President
- C. National Chair-Elect
- D. National Vice Chair
- E. Immediate Past National Chair
- F. Regional Chair or Co-Chair, or their designee; one from each of CSG's four (4) regions
- G. Regional Chair-Elect or Co-Chair Elect, or their designee; one from each of CSG's four (4) regions
- H. One member appointed by and representing affiliated organizations
- I. Chair of the Justice Center or designee
- J. Co-Chairs of the Finance Committee
- K. Co-Chairs of the Intergovernmental Affairs Committee
- L. Co-Chairs of the Interbranch Affairs Committee
- M. Four past National Chairs, appointed by the National Chair, so long as the past National Chair is an elected or appointed state official

SECTION 2 **Term and Appointments**

Leadership Council appointments will be made annually for a one-year term, beginning on January 1. Persons, organizations or other entities responsible for appointing persons to the Leadership Council will make such appointments no later than February 1 of each year. The National Chair may extend this deadline when warranted. Members of the Leadership Council serve at the pleasure of their appointing authority. Members of the Leadership Council will carry out their duties as leaders of the organization and exercise such duties not as a representative of their appointing authority, but in the best interests of CSG.

SECTION 3 **Exclusive Powers and Duties**

The Leadership Council will establish the terms and conditions of the employment contract for the executive director.

SECTION 4 **Provisional Powers and Duties**

The Leadership Council will:

- A. Establish the official policies, approve the acquisition, transfer or sale of any interest in real property, and confirm or cancel legal contracts or obligations referred to it by the executive director. Such actions will be reported to the Executive Committee within three business days by the executive director and the Executive Committee may, by a majority vote, reverse such a decision by the Leadership Council within 10 business days of receiving the report; and
- B. Authorize the initiation, defense or settlement of legal claims or potential legal claims. Such actions will be reported to the Executive Committee within three business days by the executive director and the Executive Committee may, by a majority vote, reverse such a decision by the Leadership Council within 10 business days of receiving the report.

SECTION 5 **Other Powers and Duties**

The Leadership Council will:

- A. Consider and adopt any interim policy resolutions or statements which will expire at the next meeting of the Executive Committee unless affirmed by the Executive Committee;
- B. Create committees as may be necessary to advance the mission of CSG;
- C. Engage in strategic planning, including approval of CSG's mission and vision. The Leadership Council will establish strategic priorities for products, programs and services, and provide a report to the Executive Committee;
- D. Consider and approve interim changes to the budget, subject to approval of the Executive Committee;
- E. Review appropriate financial reports including CSG's IRS Form 990 prior to filing and all reports of auditors; and
- F. Take other interim actions necessary to govern CSG, subject to review by the Executive Committee.

SECTION 6 **Voting**

Each member of the Leadership Council will be entitled to one vote. No vote may be cast by a proxy.

SECTION 7 **Meetings**

The Leadership Council will meet at the call of the National Chair or upon the petition of one-third of its members, either in person or by sanctioned electronic means.

SECTION 8 **Quorum**

A majority of the members will constitute a quorum for conducting business of the Leadership Council.

ARTICLE VI

REGIONAL OFFICES

SECTION 1

Regions

CSG will have four regional offices to foster a greater understanding of issues unique to each region and to provide regionally based programs and services for state officials. Each region will be governed by a governing authority established pursuant to that region's enacted governing documents. A region may exercise such duties and powers not in conflict with or otherwise prohibited in these Articles.

SECTION 2

Regional Rules

A. Each region will adopt governing rules including:

1. Purpose Statement
2. Membership
3. Officers and Elections
4. Executive Committee
5. National Leadership Nomination Process
6. Committees
7. Policy Resolution Process
8. Meetings
9. Personnel and Staff
10. Amendment Process

B. Each regional governing authority will annually adopt a budget for the region which, once approved, will be timely reported to the Finance Committee.

SECTION 3

Regional Director

The regional director is an at-will employee of CSG and serves at the pleasure of the regional governing authority as specified in that region's governing documents.

A. Responsibilities: Each region's director, consistent with that region's governing documents:

1. Is responsible for directing regional activities and programs, including day-to-day operations of that region; and
2. Employs and discharges other employees of that region.

B. Appointment, Compensation and Review: Each region must, pursuant to that region's governing documents:

1. Appoint and assign responsibilities to, and annually review the performance of, its regional director. The results of the performance review will be reported to the CSG human resources director; and
2. Establish compensation for its regional director pursuant to CSG's human resource policies.

SECTION 4

Regional Composition

CSG's regions will comprise the following member jurisdictions and additionally any international partners designated a member of that region by a region:

- A. CSG East: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, the Commonwealth of Puerto Rico, Rhode Island, Vermont, and the Territory of the U.S. Virgin Islands.
- B. CSG Midwest: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.
- C. CSG South: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia.
- D. CSG West: Alaska, the Territory of American Samoa, Arizona, California, Colorado, the Territory of Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, the Commonwealth of the Northern Mariana Islands, Oregon, Utah, Washington, and Wyoming.

SECTION 5

Amendments to Regional Composition

The regional composition defined in Article VI, Section 4 will not be amended except by the affirmative vote of two-thirds of the members present and voting at a meeting of the Executive Committee, as specified in Article IV, Section 5. A motion to reassign a member jurisdiction from one region to another will be in order only if endorsed in writing by that member jurisdiction's Governor, and the highest legislative leader elected by each legislative chamber. Written notice of any proposed amendment to Article VI, Section 4 will be provided to all Executive Committee members at least 60 days prior to the meeting during which the amendment is to be considered. The proposed amendment may not thereafter be further amended without similar written notice and endorsements, except by a vote of two-thirds of the members present and voting.

SECTION 6

Regional Annual Meetings

In order to avoid conflicts among regional annual meeting dates and with the meeting dates of other organizations that CSG's participants may attend, the dates of each regional annual meeting will be coordinated in advance between and among the regional directors.

ARTICLE VII

JUSTICE CENTER

SECTION 1

Purpose

CSG will have a Justice Center whose purpose is to provide information and assistance to member jurisdictions on criminal justice and public safety matters and to advance the mission of CSG. The Justice Center will be overseen by a governing authority established pursuant to bylaws adopted by the Justice Center with the approval of the Executive Committee. The Justice Center may exercise such duties and powers not otherwise in conflict with or prohibited herein. The Executive Committee may, after 60 days' notice to the Justice Center governing authority, amend or revise the bylaws of the Justice Center.

SECTION 2

Justice Center Rules

The Justice Center's bylaws will make provision for:

1. Purpose Statement
2. Establishment of the Justice Center governing authority, including powers and duties
3. Membership of the Justice Center governing authority, including tenure and selection criteria
4. Committees
5. Policy Resolution process and guidelines
6. Lobbying guidelines and restrictions
7. Meetings
8. Amendment process

SECTION 3

Justice Center Director Responsibilities

The Justice Center Director is:

1. Responsible for directing the activities and programs, including day-to-day operations, of the Justice Center.
2. Responsible for developing a strategic plan and staff leadership succession plan for the Justice Center.
3. Employing and discharging other employees of the Justice Center.

SECTION 4

Appointment, Compensation and Review of the Justice Center director

The Justice Center director is an at-will employee of CSG and serves at the pleasure of the executive director.

The executive director will, in consultation with the Justice Center governing authority:

1. Appoint and assign responsibilities to the Justice Center director.
2. Provide for the annual performance evaluation of the Justice Center director and provide a written review to CSG's human resources director.
3. Establish compensation for the Justice Center director pursuant to CSG's human resource policies.

ARTICLE VIII

CSG COMMITTEES

SECTION 1

Standing Committees

A. To conduct business on behalf of the organization and to fulfill its purpose, CSG will maintain the following the Standing Committees:

1. Finance Committee: The Finance Committee will monitor the fiscal affairs of CSG, review the financial implications of proposed plans before implementation, and recommend a budget and schedule of state appropriations to the Executive Committee. In its role of providing financial oversight, the Finance Committee serves as fiduciary, maintaining financial management rules for CSG. The membership of the Finance Committee will include public-sector members only and will consist of: the chair and chair elect (or vice chair in regions having no chair elect) of each region; one member from each region designated by the chair of each region; four members at large appointed by the National Chair and National Chair-Elect; up to two members of affiliated organizations represented on the Executive Committee to be appointed by the National Chair and National Chair-Elect; and two advisors (non voting), one each representing the executive and legislative branches of state government appointed by the National Chair and National Chair-Elect.
2. Intergovernmental Affairs Committee: The Intergovernmental Affairs Committee will review and monitor major intergovernmental issues and relevant court cases and decisions impacting the states. The Intergovernmental Affairs Committee will review all policy resolutions or statements approved by committees created by the Leadership Council and may recommend these and other policy resolutions or statements to the Executive Committee. The Intergovernmental Affairs Committee will periodically review and update its policy resolutions or statements and request other committees to review and update theirs as necessary. The membership of the Intergovernmental Affairs Committee will consist of two members from each region, one member from each affiliated organization; and other public-sector members from member jurisdictions or International Partners as may be appointed by the National Chair and National Chair-Elect. The membership of the Intergovernmental Affairs Committee may be augmented by the appointment of non-voting members by the National Chair and National Chair-Elect.
3. Interbranch Affairs Committee: The Interbranch Affairs Committee will review and monitor major interbranch issues and seek to foster collaboration and understanding between and among the branches of state government. The membership of the Interbranch Affairs Committee will be appointed by the National Chair and National Chair-Elect and will include public-sector members from member jurisdictions and may include non-voting members and non-voting representatives from International Partners as appointed by the National Chair.

The National Chair and the National Chair-Elect will appoint three Interbranch Affairs Committee Co-Chairs, one from each branch of state government.

4. **Shared State Legislation Committee:** With the goal of sharing innovations in state policy, the Shared State Legislation Committee will identify, curate and disseminate state legislation on topics of major interest. The consideration or dissemination of such legislation will not constitute an endorsement nor will CSG advocate for the enactment of any such legislation in any member jurisdiction. The Shared State Legislation Committee's membership will include public-sector members only and will include one member from each legislative chamber in each member jurisdiction; or two legislative members from a unicameral legislature; and one legislative staff member from each member jurisdiction appointed by the National Chair and National Chair-Elect from recommendations of the appropriate legislative appointing authorities in the member jurisdictions. The National Chair and National Chair-Elect will appoint the Shared State Legislation Committee Co-Chairs and Vice Chair. The Co-Chairs will be legislators of different political parties and the Vice Chair will be non-partisan legislative staff. Five members present and voting will constitute a quorum for conducting business of the Shared State Legislation Committee. Any replacement of a member by a member jurisdiction's legislative appointing authority or the appointment of a proxy will be made no later than two weeks prior to the date of any Shared State Legislation Committee meeting for that member to be eligible to participate at that meeting.
 5. **National Conference Committee:** The National Conference Committee will coordinate and recommend the dates and locations for the national conference. The National Conference Committee will seek bids from member jurisdictions to host the national conference at least one year, and preferably two to three years, in advance and make recommendations to the Executive Committee for future sites and dates of national conferences. The members of the National Conference Committee will be appointed annually for a one-year term beginning on January 1 by the National Chair and will include the National President and National Chair, representatives of the three past host jurisdictions, one representative from each region and other non-voting members as appointed by the National Chair. Committee members representing a member jurisdiction competing to host the national conference will not be eligible to vote on any question arising in the course of such consideration.
 6. **International Committee:** The International Committee will be responsible for coordination and development of activities in the international arena of importance to U.S. states. Those activities will include, as appropriate, coordination of exchanges and discussions between U.S. state and foreign government officials; development and oversight of research and other projects involving international issues and concerns; coordination of international activities involving more than one region or affiliated organization; and development of special meetings and symposia on appropriate international issues of importance to state governments. Membership of the International Committee will consist of representatives from member jurisdictions, as appointed by the National Chair and National Chair-Elect and must include members from all regions. The membership of the International Committee may be augmented by the appointment of non-voting members by the National Chair and National Chair-Elect. All International Partners designated by the Executive Committee will be entitled to one voting member on the International Committee as appointed by the highest elected official of that subnational government and subject to approval by the National Chair and National Chair-Elect.
 7. **Associates Advisory Committee:** The Associates Advisory Committee will work to marshal external support of CSG's mission of service to the states. The Associates Advisory Committee will be chaired by the National Chair-Elect and the Immediate Past National Chair will serve as Vice Chair. The National Chair and National Chair-Elect will appoint the members of the Associates Advisory Committee. All members of the Associates Advisory Committee will be entitled to one vote on matters coming before the Committee. A majority of the Associates Advisory Committee members will be public-sector representatives of member jurisdictions.
 8. **Legal Task Force:** CSG will have a Legal Task Force to independently review litigation in federal courts at the appellate level or above that may potentially impact the states and/or impact the fundamental tenets of American federalism. In this role the Legal Task Force will, subject to a majority vote of its members, approve CSG's participation on amicus curiae briefs to the courts and/or join such briefs as may be submitted by other organizations. The Legal Task Force will provide a regular written update to the Leadership Council. The membership of the Legal Task Force will consist of three public-sector elected members appointed by each region so long as each appointee holds a juris doctorate degree. The National Chair and National Chair-Elect will appoint a chair of the Legal Task Force from among the group's membership. CSG and its regions, excluding affiliated organizations acting in their own name, will not approve or endorse any amicus briefs without the prior approval of the Legal Task Force.
- B. **Standing Committee Leadership and Membership:** Unless otherwise noted in these Articles or provided for by the Executive Committee, the National Chair and National Chair-Elect will appoint all standing committee co-chairs and vice chairs, with all co-chairs being legislators of different political parties and all vice chairs being elected executive branch officials. Unless otherwise noted in these Articles or provided for by the Executive Committee, only representatives from member jurisdictions will be eligible to serve on standing committees. Unless otherwise noted in these Articles or provided for by the Executive Committee, appointments to standing committees will be made biennially for a two-year term beginning January 1 and all appointees will serve at the pleasure of their appointing authority. Appointments to a standing committee made during the two-

year term will expire at the conclusion of the biennium. A proxy may be recognized upon written authorization from the appropriate state appointing authority. In order to be valid, such proxy must be presented to the appropriate standing committee chair or co-chairs prior to the call to order of any meeting. CSG does not recognize proxies granted solely by standing committee members. National Officers and Past National Chairs will be ex officio, voting members of all standing committees so long as they remain an elected or appointed state official. National Officers and Past National Chairs not in attendance at a standing committee meeting will not be included when counting to determine the presence of a quorum.

- C. Standing Committee Voting and Quorum: Except as otherwise noted in this Article, each member of a standing committee will be entitled to one vote. No vote may be cast by a proxy. At any meeting of a standing committee, the presence (either physical or through sanctioned electronic means) of committee members representing greater than one-fourth of the total member jurisdictions with appointments to the committee will constitute a quorum.
- D. Standing Committee Meetings and Notice: Standing committees will meet at the call of the standing committee chair or co-chairs or the National Chair. All standing committee members will be provided two weeks' notice of any proposed policy resolutions or statements to be considered at a meeting of the committee. No standing committee may waive the two week prior notification rule.

SECTION 2

Committees

The Leadership Council, subject to the review of the Executive Committee, may create such committees as may be necessary to advance the mission of CSG.

ARTICLE IX

AFFILIATED ORGANIZATIONS

SECTION 1

Affiliated Organizations

Upon the approval of the Executive Committee, CSG is authorized to grant affiliated organization status to qualified petitioning organizations and may, as agreed, provide financial assistance, secretariat and other staff services to such affiliated organizations. CSG's relationships with such affiliated organizations will be defined, established and terminated by the Executive Committee. Pursuant to Article IV, Section 8, Subsection 4, the executive director may establish the terms and conditions of affiliation by a qualified organization with CSG.

ARTICLE X

ASSOCIATES PROGRAM

SECTION 1

Associates Program

CSG will have an Associates Program. The purpose of the program will be to establish meaningful partnerships between CSG and external partners. Members of the Associates Program will pay dues as established by the Executive Committee to support the non-profit mission of CSG.

ARTICLE XI

21ST CENTURY FOUNDATION

SECTION 1

21st Century Foundation

The 21st Century Foundation provides funding for member-designated initiatives and priorities and is governed by a Board of Trustees. The Board of Trustees will be composed of not less than 35, but not more than 50 members and will include both public-sector members and qualifying members of the Associates Program, with the majority of Trustees being public-sector members. Public-sector members will be appointed by the National Chair and National Chair-Elect biennially for a two-year term beginning January 1 of an odd numbered year. Qualifying Associates Program members, as established by the Executive Committee, will be eligible to serve for a period of one year and may be renewed. The chair of the Board of Trustees will be the National Chair-Elect. The vice chair of the Board of Trustees will be the National Vice Chair. The executive director will act as president and chief executive officer of the 21st Century Foundation. The 21st Century Foundation will submit an annual report of its activities to the Leadership Council and the Executive Committee.

ARTICLE XII

DISSOLUTION

SECTION 1

Distribution of Assets

In the event of the dissolution of The Council of State Governments, and following the satisfaction of all debts and liabilities in accordance with CSG's Rules for Financial Management as established by the Executive Committee, any assets managed by CSG will be distributed to the member jurisdictions in the proportion to which each member jurisdiction contributed to the support of CSG during the five-year period immediately preceding dissolution. Any assets so distributed to a member jurisdiction will be used for a qualified, tax exempt, public purpose.

ARTICLE XIII

AMENDMENTS

SECTION 1

Method

The Executive Committee may amend these Articles as provided herein by a majority vote of those present, but at least one affirmative vote must be cast from not less than 26 member jurisdictions. Written notice of any proposed amendment, including an explanatory statement, will be provided to all Executive Committee members at least 60 days prior to the meeting at which the amendment is to be submitted to a vote.

SECTION 2

Suspension

The provisions of Section 1 of this Article may only be suspended by unanimous consent of those present and voting.