

THE COUNCIL OF STATE GOVERNMENTS
ARTICLES OF ORGANIZATION



Adopted December 3, 2012

Table of Contents

Please choose an article below.

BACKGROUND	National Governance Working Group
ARTICLE I	Name, Purpose & Membership
ARTICLE II	Functions
ARTICLE III	CSG Governing Board
ARTICLE IV	CSG Executive Committee
ARTICLE V	CSG Leadership Council
ARTICLE VI	CSG Standing and Public Policy Committees
ARTICLE VII	Regional Organization
ARTICLE VIII	CSG Justice Center
ARTICLE IX	Related Organizations
ARTICLE X	CSG Associates Program
ARTICLE XI	CSG 21 st Century Foundation
ARTICLE XII	CSG Legal Task Force
ARTICLE XIII	Dissolution
ARTICLE XIV	Amendments

BACKGROUND

NATIONAL GOVERNANCE WORKING GROUP

The conversation about CSG's governance structure and processes began during the Executive Committee meeting in June 2011 and quickly emerged as a priority for then CSG National Chair Rep. Bob Godfrey of Connecticut.

"Since our founding in 1933, CSG has seen unprecedented change in America's states, and today's fiscal and policy challenges require us as an organization to look inward and reflect on the ways CSG can better connect with state leaders around the country as they wrestle with these tough issues," said Godfrey.

Following the June meeting, a National Governance Working Group was created to examine key ways CSG could advance its mission through enhancements to its governance structure. The National Governance Working Group was composed of members from across the broader CSG organization, including state officials from each of CSG's regions as well as representatives from CSG's Affiliate and Associate communities.

Meeting twice in late 2011, and continuing its work throughout 2012, the National Governance Working Group established broad goals for enhancing CSG's governance model, including:

- An enhanced role for the judicial branch in CSG's leadership and governance structure, affirming CSG's interbranch mission
- An expanded Governing Board whose membership would include all governors, majority and minority legislative leaders, and all chief judges in member jurisdictions
- An Executive Committee tasked with major oversight of CSG activities including budget and major policy decisions
- An agile and responsive Leadership Council charged with casting the strategic vision for CSG and acting, along with CSG's senior staff leaders, as a "quick reaction force" to urgent organizational matters
- Codification of many CSG practices into officially sanctioned processes, including the regional rotation of CSG's leadership

In early 2012 a Governance Drafting Team was developed to put pen to paper on the Working Group's broad recommendations and met several times to craft a revised set of CSG governance documents. Following these meetings – and with oversight from the larger Working Group – the Drafting Team made significant progress on adjustments to CSG's governance structure and processes. During the CSG Executive Committee meeting in May 2012, the Working Group submitted its draft revisions to the CSG leadership for review.

Following this session, Drafting Team members also met with leaders from each of CSG's regions during their annual meetings during the summer of 2012. These sessions provided valuable insights into the proposed changes and Drafting Team members made several modifications to the proposal based on this feedback.

Working Group/Drafting Team

During the CSG Executive Committee meeting in June 2011, CSG leaders authorized then CSG National Chair Rep. Bob Godfrey to create a special national working group to examine CSG's governance model and offer recommendations for enhancing CSG's engagement with state leaders.

- Chair Godfrey appointed the following members to serve on the new national working group:
- Albert Ashwood, director, Oklahoma Department of Emergency Management
- Rep. Rosie Berger, Wyoming House of Representatives
- Rep. Pat Colloton, Kansas House of Representatives
- Sen. Bart Davis, Idaho Senate Majority Leader
- Sen. Jay Emler, Kansas Senate Majority Leader
- Deputy Speaker Bob Godfrey, Connecticut House of Representatives
- Pat Hayes, The Procter & Gamble Company
- Nancy Hublar, Golden Living
- Treasurer James Lewis, State of New Mexico
- Randy Morris, Bureau Chief, Dept. of Administration, Div. of State Personnel, Montana
- Sen. Mark Norris, Tennessee Senate Majority Leader
- Sen. Curren Price, California State Senate
- Chief Justice Nancy M. Saitta, Nevada Supreme Court
- Senate President Gary Stevens, Alaska State Senate
- Paul White, 1991 CSG Chair

Recommendations from the working group were considered by a drafting team appointed over the winter of 2011–12. The drafting team is composed of:

- Rep. Pat Colloton, Kansas House of Representatives
- Sen. Bart Davis, Idaho Senate Majority Leader
- Sen. Jay Emler, Kansas Senate Majority Leader
- Deputy Speaker Bob Godfrey, Connecticut House of Representatives
- Treasurer James Lewis, State of New Mexico
- Sen. Mark Norris, Tennessee Senate Majority Leader
- Sen. Gary Stevens, Alaska Senate President

ARTICLE I

NAME, PURPOSE & MEMBERSHIP

SECTION 1

Name, Principal 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: 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; provides opportunities for public- and private-sector leaders to interact on public policy issues; 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 on the CSG Governing Board, CSG Executive Committee, CSG Leadership Council, CSG’s Standing Committees and CSG’s Public Policy Committees.

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 CSG Executive Committee, participate with CSG as “International Partners.”

SECTION 6

Authority, Procedures and Rules

CSG will conduct its business in accordance with these Articles and other authorized governance documents. In all other respects, the CSG Governing Board, the CSG Executive Committee, the CSG Leadership Council and CSG’s Standing Committees and Public Policy Committees will adhere to Robert’s Rules of Order when conducting business. Relying on Robert’s Rules of Order, CSG’s General Counsel or other designee of the CSG 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. 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, 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

CSG GOVERNING BOARD

SECTION 1

Membership

The CSG Governing Board will be composed of the fifty-six 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 CSG Executive Committee members entitled to vote.

SECTION 2

Term, Appointments and Vacancies

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

SECTION 3

Voting and Quorum

In any action of the CSG Governing Board, the votes will be taken by member jurisdiction, with each member jurisdiction having one vote. A quorum will consist of thirty 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 CSG Governing Board will be convened at the call of the CSG Executive Committee, or upon written request from CSG Governing Board members representing no fewer than thirty member jurisdictions. The CSG Governing Board will not act on any motion without prior written notice to all member jurisdictions.

SECTION 5

Powers and Duties

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

ARTICLE IV

CSG EXECUTIVE COMMITTEE

SECTION 1

Membership

The CSG Executive Committee will be composed of the following persons:

- A. CSG National Chair, CSG National President, CSG National Chair-Elect, CSG National President-Elect, CSG National Vice Chair, CSG National Vice President, CSG National Immediate Past Chair and CSG National Immediate Past President.
- B. The chairs and immediate past chairs of each of CSG's four regions.
- C. Eight Legislators, two from each of CSG's four regions, designated by the region's governing authority.
- D. One Chief Justice of a member jurisdiction.
- E. One state court administrator of a member jurisdiction.
- F. Two Lieutenant Governors or other official second in line of gubernatorial succession designated by the National Lieutenant Governors Association.
- G. Two Secretaries of State designated by the National Association of Secretaries of State.
- H. Two State Treasurers designated by the National Association of State Treasurers.

- I. Two Attorneys General designated by the National Association of Attorneys General.
- J. Four Legislators designated by the National Conference of State Legislatures.
- K. The chair or co-chairs of each CSG Standing and Public Policy Committee.
- L. Two members of the board of directors of the CSG Justice Center, as designated by the chair of the CSG Justice Center Board of Directors.
- M. Two representatives from CSG's Affiliate organizations, from among those CSG Affiliates not otherwise represented on the CSG Executive Committee, appointed by the CSG National Chair.
- N. One member of state legislative staff from each of CSG's four regions appointed by that region's governing authority.
- O. All CSG Past National Chairs and CSG Past National Presidents, so long as they are an elected or appointed state official.
- P. The CSG National Chair may appoint up to ten additional elected or appointed state officials in order to enhance diversity, inclusion, geographic or partisan balance.
- Q. The CSG National Chair may appoint up to two non-voting representatives from among CSG's International Partners.

SECTION 2

Term, Appointments and Vacancies

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

SECTION 3

Officers and Authority

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

- A. **Qualifications:** The CSG National Chair, CSG National Chair-Elect, CSG National Vice Chair, and CSG Immediate Past National Chair will be incumbent legislators representing CSG member jurisdictions. The CSG National President, CSG National President-Elect, CSG National Vice President, and CSG Immediate Past National President will be incumbent governors or other jurisdiction-wide elected officials representing CSG member jurisdictions.
- B. **Terms of Office:** All officers will serve one-year terms beginning on January 1.
- C. **Nominations and Elections:** The offices of CSG Immediate Past National Chair and CSG Immediate Past National President will be filled by automatic succession. All other CSG officers will be elected annually by the CSG Executive Committee during

the CSG National Annual Meeting, or at such other time as designated by the CSG Executive Committee. Written notice of any alternate date will be provided to the CSG Executive Committee at least thirty days in advance. Candidates for election to serve as CSG officers will be nominated by the CSG Leadership Council, as provided herein. The CSG Leadership Council will forward to the CSG Executive Committee a nominee for each national office. A CSG Executive Committee member may submit other nominations with at least three calendar days prior written notice to the CSG National Chair and CSG National President so long as such nominees are from the same CSG region as the nominee of the CSG Leadership Council.

- D. **Regional Nomination and Rotation of Legislative Officers:** The regional designation of a nominee for CSG 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 CSG region will designate a qualified nominee from among its member jurisdictions to serve as the next CSG National Vice-Chair in accordance with its own rules, provided such designation is made at least two weeks prior to the CSG Executive Committee meeting at which consideration of such nomination is scheduled. The designated nominee will be nominated by the CSG Leadership Council to the CSG Executive Committee. In the event that a CSG region fails to timely recommend a nominee, the CSG Leadership Council will nominate a candidate from that region after consulting with that region's officers. CSG officers serving in the positions of CSG National Chair-Elect and CSG National Vice Chair will be nominated by the CSG Leadership Council for election to the positions of CSG National Chair and CSG National Chair-Elect, respectively.
- E. **Vacancies:** In the event that a CSG 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 CSG National Chair, the duties of CSG National Chair will be performed by the officer next in line of succession. In the event of a vacancy in the office of CSG National President, the duties of CSG National President will be performed by the officer next in line of succession. In the event of a vacancy in the office of CSG National Chair, CSG National Chair-Elect or CSG National Vice Chair, the CSG 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 nominated by, the CSG Leadership Council.
- F. **Removal from Office:** With prior written notice and an opportunity to be heard, any CSG officer may be removed from office by a two-thirds vote of the members present and voting at any CSG Executive Committee meeting.

SECTION 4

Duties of Officers

The CSG National Chair will preside at all meetings of the CSG Executive Committee and CSG Leadership Council. The CSG National Chair-Elect will serve as CSG Acting National Chair in the absence of the CSG National Chair. In the absence of the CSG

National Chair and CSG National Chair-Elect, the CSG National Vice Chair will serve as CSG Acting National Chair. The CSG National President will preside at meetings of the CSG Governing Board, maintain general responsibility for CSG's Annual Meeting, and represent CSG at regional or national meetings. The CSG National President-Elect will serve as CSG Acting National President in the absence of the CSG National President. In the absence of the CSG National President and CSG National President-Elect, the CSG National Vice President will serve as CSG Acting National President. In the absence of the CSG National President, CSG National President-Elect, and CSG National Vice President, the CSG National Chair, CSG National Chair-Elect or the CSG National Vice Chair may perform the functions of the CSG National President. In the absence of the CSG National Chair, CSG National Chair-Elect or the CSG National Vice Chair, the CSG National President, CSG National President-Elect or the CSG National Vice President may perform the functions of the CSG National Chair. The CSG National officers will perform such other duties as approved by the CSG Governing Board, CSG Executive Committee, CSG 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, adjusting member jurisdiction dues, imposing sanctions for non-payment of dues, convening the CSG Governing Board, reassigning a member jurisdiction from one region to another and reversing an action of the CSG Leadership Council will consist of twenty-five members of the CSG Executive Committee. No votes may be cast by proxy.

SECTION 6

Meetings

The CSG Executive Committee will meet at the call of the CSG National Chair, but at least once annually, or upon a written request from at least twenty-five CSG Executive Committee members, either in person or by sanctioned electronic means. The CSG 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 CSG Executive Committee will have general authority over the funds, property, and management of CSG, including to:

- A. Establish '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 CSG policy statements and resolutions not updated or renewed within three years from the date of adoption will expire, unless an earlier expiration is otherwise provided in the policy statement or resolution;
- B. Consider, approve or rescind statements of policy that represent the official policy position of CSG;
- C. Consider, approve or rescind statements of policy adopted on an interim basis by the CSG Leadership Council;
- D. Consider, adopt or amend CSG's annual operating budget and

review and approve all interim budget decisions made by the CSG Leadership Council;

- E. Adopt financial management rules governing the submission of budget recommendations, investment of CSG funds and financial controls;
- F. Determine an equitable dues allocation formula for the member jurisdictions, advocate for the payment thereof and impose appropriate sanctions on any non-dues paying member jurisdictions;
- G. Appoint and assign responsibilities to the CSG Executive Director;
- H. Amend the regional structure of CSG as provided herein;
- I. Consider and approve the terms and conditions of participation by foreign nations and their political subdivisions;
- J. Consider and approve the terms and conditions of participation by private-sector entities and their representatives;
- K. Call meetings of the CSG Governing Board;
- L. Delegate to the CSG Leadership Council, for a time certain, authority to exercise CSG Executive Committee powers; and
- M. Veto any action authorized or undertaken by the CSG Leadership Council, except as provided under Article V, Section 3.

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

SECTION 8

CSG Executive Director

- A. Responsibilities: The CSG Executive Director:
 1. Serves as the chief executive officer of CSG responsible for all management functions. The CSG Executive Director is responsible for directing CSG activities and programs, including day-to-day operations of CSG, and carrying out CSG's strategic mission under the direction of CSG's officers, the CSG Leadership Council, the CSG Executive Committee and the CSG Governing Board.
 2. Serves as the Secretary of CSG and will designate a Treasurer for CSG.
 3. Establishes, pursuant to Article IX, the terms and conditions of an affiliation by and between CSG and another association provided the mission and purpose of that association is compatible with and advances the mission and purpose of CSG.
 4. Serves as CSG's staff liaison to other associations of state and local government officials.
 5. Serves as President of CSG's 21st Century Foundation.
 6. Employs, discharges and establishes the terms and conditions of employment of all CSG employees, except CSG Regional Directors and Affiliate Directors and employees of same.
 7. Establishes, after consultation with the Regional Directors and the directors of CSG's affiliated organizations, the human resource policies for all CSG employees, and establishes the financial, accounting, information technology and other administrative policies and procedures for CSG.

- B. Appointment and Compensation: The CSG Leadership Council will establish the terms and conditions of the employment contract for the CSG Executive Director and provide for the annual performance evaluation of the CSG Executive Director. Any action to employ or discharge a CSG Executive Director will require the affirmative vote of at least two-thirds of the members of the CSG Leadership Council. A CSG Leadership Council action to employ or discharge the CSG Executive Director will be conveyed in writing to the members of the CSG Executive Committee and the CSG Executive Committee may amend, repeal or affirm such action upon a majority vote.
- C. Deputy Executive Directors: The Regional Director of each CSG region will also serve as a Deputy Executive Director of CSG. In this role they will consult and collaborate with the CSG Executive Director in support of the mission and goals of CSG. The CSG Executive Director may appoint such other Deputy Executive Directors as appropriate.

ARTICLE V

CSG LEADERSHIP COUNCIL

SECTION 1

Membership

The CSG Leadership Council will be composed as follows:

- A. CSG National Chair
- B. CSG National President
- C. CSG National Chair-Elect
- D. CSG National Vice Chair
- E. CSG Immediate Past National Chair
- F. CSG Immediate Past National President
- G. CSG Regional Chair or their designees; one from each of CSG's four (4) regions
- H. One member appointed by the National Lieutenant Governors Association
- I. One member appointed by the National Association of State Treasurers
- J. One member appointed by and representing CSG's Affiliated organizations
- K. Chair of the CSG Justice Center Board of Directors or designee
- L. One CSG Finance Committee member appointed by the CSG National Chair
- M. One CSG Intergovernmental Affairs Committee member appointed by the CSG National Chair
- N. One CSG Interbranch Affairs Committee member appointed by the CSG National Chair

SECTION 2

Term, Appointments and Vacancies

CSG 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 CSG Leadership Council will make such appointments no later than February 1 of each year. The CSG National Chair may extend this deadline when warranted. Members of CSG's Leadership Council serve at the pleasure of their appointing authority. Members of CSG's Leadership Council shall carry out their duties as leaders of CSG 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 CSG Leadership Council will establish the terms and conditions of the employment contract for the CSG Executive Director and provide for the annual performance evaluation of the CSG Executive Director.

SECTION 4

Provisional Powers and Duties

The CSG 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 CSG Executive Director. Such actions will be reported to the CSG Executive Committee within three business days by the CSG Executive Director and the CSG Executive Committee may, by a majority vote, reverse such a decision by the CSG Leadership Council within ten 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 CSG Executive Committee within three business days by the CSG Executive Director and the CSG Executive Committee may, by a majority vote, reverse such a decision by the CSG Leadership Council within ten business days of receiving the report;

SECTION 5

Other Powers and Duties

The CSG Leadership Council will:

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

SECTION 6

Voting

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

SECTION 7

Meetings

The CSG Leadership Council will meet at the call of the CSG 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 CSG Leadership Council.

ARTICLE VI

CSG STANDING AND PUBLIC POLICY 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 an annual budget and schedule of state appropriations to the CSG 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 CSG region; one member from each region designated by the chair of each region; four members at large designated by the CSG National Chair; up to four members of CSG Affiliate organizations represented on the CSG Executive Committee to be designated by the CSG National Chair; two advisors (non voting), one each representing the executive and legislative branches of state government; and a chair and vice chair of the Finance Committee to be designated by the CSG National Chair and CSG 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 positions or resolutions approved by CSG's Public Policy Committees and may recommend these and other resolutions and policy statements to the CSG Executive Committee. The Intergovernmental Affairs Committee will periodically review and update its resolutions and policy statements and request other committees to review and update theirs as necessary. The membership of the Intergovernmental Affairs Committee will be appointed bi-annually by the CSG National Chair, and will include two members from each CSG region and one member from each CSG affiliate organization. Membership may include non-voting private-sector representatives from CSG's Associates Program and non-voting representatives from CSG International Partners as designated by the CSG National Chair. The CSG National Chair, in consultation with the CSG National Chair-Elect, will appoint two Intergovernmental Affairs Committee Co-Chairs or a Chair and Vice Chair.
 3. Interbranch Affairs Committee: the Interbranch Affairs Committee will review and monitor major interbranch issues and seek to foster collaboration and understanding among and between the branches of state government. The membership of the Interbranch Affairs Committee will be appointed bi-annually by the CSG National Chair in consultation with the CSG Leadership Council and will include public-sector members from CSG member jurisdictions and may include non-voting representatives from International Partners as designated by the CSG National Chair. The CSG National Chair, in consultation with the CSG National Chair-Elect, will appoint three Interbranch Affairs Committee Co-Chairs, one from each branch of state government.
 4. Suggested State Legislation (SSL) Committee: With the goal of sharing innovations in state governance, the SSL Committee will identify, review 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 jurisdictions. The SSL 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 CSG National Chair from recommendations of the appropriate legislative appointing authorities in the member jurisdictions. The CSG National Chair and CSG National Chair-Elect will appoint the SSL Committee Co-Chairs or one Chair and Vice Chair. The Chair or Co-Chairs will be legislators and the Vice Chair will be legislative staff. Five members present and voting will constitute a quorum for conducting business of the SSL Committee. Any replacement of a SSL Committee 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 SSL Committee meeting for that member to be eligible to participate at that meeting.
 5. National Meetings Committee: The National Meetings Committee will coordinate and recommend the dates and locations for CSG's national meetings. The National Meetings Committee will seek bids from member jurisdictions to host a meeting at least one year, and preferably two to three years, in advance and make recommendations to the CSG Executive Committee

for future sites and dates of CSG national meetings. The membership of the National Meetings Committee will be appointed by the CSG National Chair and will include, but is not limited to, the CSG National President and CSG National Chair, representatives of the three past host jurisdictions, one representative from each of CSG's four regions and non-voting representation from CSG's Associates Program. The CSG National Chair, in consultation with the CSG National Chair-Elect, will appoint the National Meetings Committee Co-Chairs or Chair and Vice Chair. Committee members representing a member jurisdiction competing for selection 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 CSG region or affiliate; and development of special meetings and symposia on appropriate international issues of importance to state governments. Membership of the International Committee will consist of legislators and other elected and appointed state officials from all areas of the United States, appointed by the CSG National Chair and to include members from all CSG regions. Membership may also include non-voting representatives from CSG's Associates Program. All CSG International Partners designated by the CSG 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 CSG National Chair. The CSG National Chair, in consultation with the CSG National Chair-Elect, will appoint the International Committee Co-Chairs or Chair and Vice Chair. Members of the CSG Global Associates Program will serve as non-voting members.

7. CSG Associates Advisory Committee: The CSG Associates Advisory Committee will work to marshal private-sector support of CSG's mission of service to the states. It will cultivate meaningful partnerships between CSG and private-sector entities and promote excellence in state government and sound public policy. The Committee will be chaired by the CSG National Chair-Elect and the CSG Immediate Past National Chair will serve as Vice Chair. The CSG National Chair, in consultation with the CSG National Chair-Elect, will appoint the members of the committee. All members of the committee will be entitled to one vote on matters coming before the committee. A majority of the committee members will be public-sector representatives of member jurisdictions.

B. Standing Committee Membership: Unless otherwise noted or provided for by the CSG Executive Committee, only representatives from CSG member jurisdictions will be eligible to serve on CSG Standing Committees. Appoint-

ments to CSG Standing Committees will be made biennially for a two-year term beginning January 1, and, provided all appointees serve at the pleasure of their appointing authority. Appointments to a CSG 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. CSG's National Officers, Past National Chairs and CSG Past National Presidents will be ex officio, voting members of all CSG Standing Committees so long as they remain a state official. CSG's National Officers, CSG Past National Chairs and CSG Past National Presidents not in attendance at a CSG 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 CSG Standing Committee will be entitled to one vote. No vote may be cast by a proxy. At any meeting of a CSG Standing Committee the presence (either physical or through sanctioned electronic means) of Committee members representing greater than one-fourth of the total CSG member jurisdictions with appointments to the Committee will constitute a quorum.

D. Standing Committee Meetings and Notice: CSG Standing Committees will meet on the call of the Standing Committee Chair or Co-Chairs or the CSG National Chair. All Standing Committee members will be provided two-weeks notice of any proposed policy positions or resolutions to be considered at a meeting of the committee. No Standing Committee may waive the two week prior notification rule.

SECTION 2

Public Policy Committees

The CSG Leadership Council, subject to the review of the CSG Executive Committee, will create such Public Policy Committees and designate such members to committees as may be necessary to advance the mission of CSG. Public Policy Committees will exist for the biennium, unless renewed.

A. Public Policy Committee Membership: CSG Public Policy Committee membership may include both public-sector representatives from CSG's member jurisdictions, non-voting representatives from CSG's International Partners and private-sector, non-voting representatives from CSG's Associates Program. Public-sector appointments to CSG Public Policy Committees will be made biennially for a two-year term provided all appointees serve at the pleasure of the appropriate state appointing authority. Appointments to a CSG Public Policy Committee made during the two-year term will expire at the conclusion of the biennium. Terms of private-sector members will be for one-year. Private-sector membership on any Public Policy Committee may not exceed twenty-five percent of the total committee membership roster. A public-sector member's proxy may be recognized upon written authorization from the appropriate state appointing authority. In order to be valid, such a proxy must be presented to the appropriate Public Policy

Committee Chair or Co-Chairs prior to the call to order of any meeting. CSG does not recognize proxies granted solely by Public Policy Committee members. Private-sector non-voting representatives to Public Policy Committees will be appointed by the CSG National Chair from among the members in good standing of CSG's Associates Program. CSG's National Officers, Past National Chairs and CSG Past National Presidents will be ex officio, voting members of all CSG Standing Committees so long as they remain a state official. CSG's National Officers, CSG Past National Chairs and CSG Past National Presidents not in attendance at a CSG Standing Committee meeting will not be included when counting to determine the presence of a quorum.

- B. Policy Committee Voting and Quorum: Except as otherwise noted in this Article, each public-sector member of a CSG Public Policy Committee will be entitled to one vote. At any meeting of a CSG Public Policy Committee the presence (either physical or through sanctioned electronic means) of public-sector committee members representing greater than one-fourth of the total CSG member jurisdictions with appointments to the committee will constitute a quorum.
- C. Public Policy Committee Meetings and Notice: CSG Public Policy Committees will meet at the call of the Public Policy Committee Chair or Co-Chairs or the CSG National Chair. All Public Policy Committee members will be provided two-weeks notice of any proposed policy positions or resolutions to be considered at a meeting of the committee. No Public Policy Committee may waive the two week notification rule.

ARTICLE VII

REGIONAL ORGANIZATION

SECTION 1

CSG Regions

CSG will have four regions to foster a greater understanding of issues unique to each region and to provide a regionally based forum 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 CSG 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. Regional Director, Staff and Annual Evaluations

10. Amendment Process

- B. Each CSG regional governing authority will annually approve a budget for the region which will be timely submitted to the CSG Executive Director.

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 Regional Director:

- 1. Is responsible for directing regional activities and programs, including day-to-day operations of that region.
- 2. Will serve as a Deputy Executive Director of CSG.
- 3. Employs and discharges other CSG employees of that region.

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

- 1. Appoint and assign responsibilities to a Regional Director.
- 2. Annually review the performance of a Regional Director and provide its written review to CSG's human resources director.
- 3. Establish compensation for a Regional Director pursuant to CSG's human resource policies.

SECTION 4

Regional Composition

Regions of CSG will comprise the following member jurisdictions:

- 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, Wisconsin.
- C. CSG South: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia.
- D. CSG West: Alaska, the Territory of American Samoa, Arizona, California, Colorado, the Territory of Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and the Commonwealth of the Northern Mariana Islands.

SECTION 5

Amendments to Regional Structure

The regional structure defined in Article VII, 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 CSG 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 VII, Section 4 will be provided to all CSG Executive Committee members at least thirty 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 Organization and Services

The regions may render assistance to regionally focused organizations in partnership with CSG, be of assistance to individual member jurisdictions comprising the regions, and perform such other duties to advance the mission of CSG. The enumeration of member jurisdictions by regions in Article VII, Section 4 will not preclude cooperation among member jurisdictions in different regions, and regional office support to such groups of member jurisdictions will be allowed.

SECTION 7

Regional Annual Meetings

With the goal of avoiding conflicting regional annual meeting dates, the dates of each regional annual meeting will be coordinated in advance with the CSG Executive Director.

ARTICLE VIII

CSG 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 CSG Justice Center will be governed by a governing authority established pursuant to governing documents enacted by the CSG Justice Center with the approval of CSG's Executive Committee. The CSG Justice Center may exercise such duties and powers not otherwise in conflict with or prohibited herein.

ARTICLE IX

RELATED ORGANIZATIONS

SECTION 1

Affiliated Organizations

Upon the approval of the CSG Executive Committee, CSG is authorized to grant affiliate 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 CSG Executive Committee.

ARTICLE X

CSG 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 private-sector or non-governmental entities. Members of the Associates Program will pay dues in an amount established by the CSG Leadership Council to support the non-profit mission of CSG and may participate in CSG activities as provided herein or as approved by the CSG Executive Committee, so long as such approval is not in conflict with these Articles.

ARTICLE XI

CSG 21ST CENTURY FOUNDATION

SECTION 1

21st Century Foundation

The 21st Century Foundation provides funding for CSG initiatives and priorities overseen by a Board of Trustees. The 21st Century Foundation will be governed by a Board of Trustees and administered by CSG staff. The Board of Trustees will be composed of not less than thirty-five, but no more than fifty members and will include both public- and private-sector participants of which the majority will be public-sector officials. Private-sector members making qualifying contributions to the 21st Century Foundation as established by the Board of Trustees will be entitled to serve as trustees for a five-year term. The Chair of the Board of Trustees will be the CSG National Chair-Elect. The Vice Chair of the Board of Trustees will be the CSG National Vice Chair. The CSG 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 CSG Leadership Council and the CSG Executive Committee.

ARTICLE XII

CSG LEGAL TASK FORCE

SECTION 1

Legal Task Force

CSG will have an independent Legal Task Force to review litigation in federal courts that may potentially impact the states and/or impact the fundamental tenets of the American federalism system. 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, upon the submission or endorsement of an amicus brief, provide written notice to the CSG Leadership Council and will provide a regular written update to the CSG Leadership Council. The membership of the Legal Task Force will consist of three public-sector

members designated by each region. The CSG National Chair will appoint a chair of the Legal Task Force from among the group's membership. All appointments to the Legal Task Force will be for a two-year term beginning on January 1 of odd-numbered years. CSG, excluding CSG affiliates acting in their own name, will not approve or endorse any amicus briefs without the prior approval of the CSG Legal Task Force.

ARTICLE XIII

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 CSG 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 XIV

AMENDMENTS

SECTION 1

Method

The CSG Executive Committee at any meeting may amend these Articles, unless otherwise provided herein, by a majority vote of those present, but at least one affirmative vote must be cast from not less than twenty-six member jurisdictions. Article VII, Section 4 may only be amended as provided in Article VII, Section 5. Written notice of any proposed amendment, including an explanatory statement, will be provided to all CSG Executive Committee members at least thirty days prior to the meeting at which the amendment is to be submitted to a vote. The proposed amendment may not thereafter be further amended without similar written notice, except by a vote of two-thirds of the members present and voting.

SECTION 2

Suspension

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