

NATIONAL COUNCIL OF LEGISLATORS FROM GAMING STATES

(NCLGS)

Articles of Organization

and

Bylaws

ARTICLES OF ORGANIZATION

Preamble

We, duly elected representatives of the People to the Legislatures of our individual sovereign States, being concerned with the economic and social importance of the regulation of gaming to our constituents, to the peoples of our respective States, and to all Americans, seek to provide a forum for legislators for the exchange of information on gaming legislation and for the communication and resolution of gaming and related issues, and do hereby proclaim the need for creating and maintaining the resources and capacity of State legislatures to deal with gaming legislation and regulation.

I. Name

The name of the organization shall be the National Council of Legislators from Gaming States (hereinafter either "NCLGS" or "the Council").

II. Purpose

The general purpose of the Council is to advance the knowledge and effectiveness of legislators and legislatures when dealing with matters pertaining to gaming law, participate in the formulation of model legislation for the resolution of gaming issues, serve as a clearing house for information, prepare special studies on gaming or gaming legislation, disseminate educational materials, advocate positions adopted by the Council, and any other activities that will promote the general purposes of the Council.

III. Membership

- A. General membership shall be afforded to the several States and territories of the United States and the Commonwealth of Puerto Rico.
- B. Contributing Membership shall be afforded to General Members who remit to the Council annual dues (which shall not be prorated) in an amount fixed by the Executive Committee. In order to remain in good standing as a Contributing Member, a member State must pay dues previously billed as set forth by the Officers. First year's dues for a new Contributing Member State shall be commensurate with the portion of the year spent in Council membership.
- C. Each General Member State shall be represented by its legislators who attend meetings of the Council.
- D. The Executive Committee of NCLGS may, in accord with the "Purpose" as stated in section II of the Articles of Organization, offer associate, non-voting memberships to state executive branch agencies, including, but not limited to, attorneys general, all state lottery commissions, and racing commissions or offices, etc.

IV. Meetings/Voting

- A. The Council shall meet and hold educational conferences at times and places designated by the Executive Committee upon not less than 60 days' notice. The Council shall have at least two regularly scheduled meetings each year, and the Summer Meeting shall be its Annual meeting for Elections and other purposes. Special meetings may be called by the President after consultation with the Officers upon not less than five days' notice. The Officers may cancel any scheduled Council meeting by a 2/3 vote of the Officers in case of emergency.
- B. At any meeting of the Council, each Contributing Member State represented in good standing shall be entitled to one (1) vote, which shall be cast as a majority of its representatives then present shall determine. In the event legislators representing a Contributing Member state shall not be in agreement on a matter to be voted on, fractional voting shall be permitted.
- C. A majority vote of those Contributing Member States present and voting shall constitute the requisite vote necessary to decide any proposition except as otherwise specified in these Articles of Organization.
- D. In addition to holding its educational conferences, the Council shall vote to elect the Officers of the Council. The Executive Committee of the Council shall conduct all elections for the Council, ratify all Model Bills, Resolutions, and other actions taken by the Officers or NCLGS Committees where the Officers or Committees are setting forth policy decisions on behalf of the Council.

V. Officers/Executive Committee

- A. The officers of the Council shall be a President, President-Elect, Vice President, Secretary and Treasurer. No person shall be elected as an officer of the Council who is not a member of the Executive Committee, except that if any Past President of NCLGS has attended at least 12 meetings after their Presidency has ended, they shall be considered an officer of NCLGS, whether a current Legislator or not.
- B. The Executive Committee shall consist of the officers, the immediate Past President and at least one (1) and not more than five (5) representatives of each Contributing Member State of the Council. Officers shall be elected for a one-year term. There is no prohibition against Officers being re-elected to their positions. Other Past Presidents (whether current legislators or not) shall be voting, ex-officio members of the Executive Committee but shall not constitute a representative of a member State. Notwithstanding any other provision of the NCLGS Articles of Organization or Bylaws, the chair of the committee responsible for gaming legislation in each legislative house of each Contributing Member state shall automatically, by the nature of his or her office, be a voting member of the Executive Committee at his or her first meeting. The President shall not constitute a representative of his state during his term.
- C. The officers of the Executive Committee shall be elected at the annual (Summer) Meeting of the Council. Members of the Executive Committee shall be elected at any meeting of the Executive Committee.

- D. Persons elected as officers or members of the Executive Committee must be representatives of Contributing Member States in good standing at the time of their election. The office of the officer or of an Executive Committee member shall be vacant if the person shall no longer serve in the Legislature.
- E. A majority vote of those present and voting at a meeting of the Executive Committee shall constitute the requisite vote necessary to decide any proposition except as otherwise specified in these Articles of Organization or the bylaws.
- F. A representative of a Contributing Member state must attend two meetings prior to being considered for membership on the Executive Committee at their third or subsequent meeting.

VI. Duties of Officers and the Executive Committee and the Executive Director

- A. The President shall be the Chief Executive Officer of the Council and shall work in consultation with the Executive Director to exercise direct charge and general supervision of the business and affairs of the Council, see that all orders and resolutions of the Executive Committee are carried into effect, perform all duties incident to the office of the Chief Executive Officer, perform the usual duties of the presiding officer at the meetings of the Council, preside over meetings of the Executive Committee, appoint Chairs and all the members of all committees and perform such other duties as are provided in the By-Laws.
- B. The President-Elect of the Council shall perform the duties of the President upon the absence of the President, shall assist the President on his duties as requested by the President, and shall learn the duties of the President in order to ensure a smooth and seamless transition between the President and the President-Elect. In the event the President is unable to serve or resigns following the annual meeting, the President-Elect shall automatically succeed to the office of President if otherwise qualified under these Articles and shall serve until the next succeeding annual meeting of the Council. It is anticipated although not required that the President-Elect shall succeed the President at an Election at the Annual meeting.
- C. The Vice President shall perform the duties of the President upon the absence of both the President and the President-Elect, and shall perform such other duties as are assigned them by the By-Laws, President or the Executive Committee
- D. The Secretary shall have charge of all correspondence to and from the Council, manage records of meetings including preparation of the minutes, provided, however, that if the Executive Committee shall appoint an Executive Director, the Secretary shall supervise the Executive Director in those duties.
- E. The Treasurer shall be entrusted with the receipt, care and disbursement of funds of the Council, provided however, that if the Executive Committee shall appoint an Executive Director, the Treasurer shall supervise the Executive Director in those duties.
- F. All Officers of the Council are charged with Fundraising and Membership Recruitment for the Council, except to the extent that any of these are prohibited by Ethics laws, rules, or regulations

in their home states. Officers may be requested to speak on behalf of the Council at Conferences, to State Legislatures, to Congressional Committees, etc.

- G. The Executive Committee shall have charge of the management of the Council, and the direction of its activities. Officers may recommend any individual or organization to function as Executive Director or Secretariat which recommendation shall be ratified by the Executive Committee at its next meeting. Pursuant to these duties, the Officers, in consultation with appropriate committee chairs as needed, shall have, between meetings of the Council, the authority to make policy decisions on behalf of the Council, which authority may not be delegated. If a member of the Executive Committee is absent from three consecutive annual and/or seminar meetings, that person may be removed from the Executive Committee at the discretion of the President.
- H. The Executive Director shall handle the day-to-day affairs of the Council, including planning the logistics and program of each meeting, the accounting of the Council and Foundation, the social media and website platforms, and all special projects that may arise. The Executive Director shall manage member states, including securing new state members, maintaining state member relations and enhancing benefits for current member states. All actions of the Executive Director are subject to direction by the Executive Board.

VII. Amendments

- A. These Articles of Organization may be amended or repealed at any meeting of the Executive Committee by a favorable vote of two-thirds of the members present and voting provided, however, that notice of any proposed amendments shall be given in summary form to the Executive Director at least thirty (30) days prior to the date of the next Executive Committee meeting. Amendments shall become effective immediately upon adoption unless otherwise provided therein.

BY-LAWS

I. Quorum

- A. A quorum for any meeting of the Council at which at least 60 days' notice was given consists of those member States present. A quorum for any meeting of the Officers at which at least 5 days' notice was given shall be a majority of the Officers. Quorum requirements for meetings of the Officers during a meeting of the Council shall be set forth in article III below.
- B. In the event such notice was not given, a quorum for any meeting of the Council shall consist of at least one representative of 75 percent of the member states.
- C. At a properly noticed Conference of the Council at which at least 24 hours' notice was given, a quorum for any meeting of any Committee of the Council consists of those members of the committee present.

II. Voting

- A. Voting at meetings of the Council shall be by voice vote except that a roll call vote shall be taken upon the request of five member States.
- B. Voting at meetings of the Executive Committee shall be by voice vote except that a roll call vote shall be taken upon the request of five members of the Executive Committee.

III. Committee Meetings

- A. The Executive Committee shall meet at the call of the President or upon the written request of one-fifth of the members thereof. Notice shall be given to each member of the Executive Committee setting forth the date and place of such meeting at least 30 days in advance of date. In the event that an Executive Committee Meeting is held during a meeting of the Council, at least 24-hour notice is required. The Executive Committee shall meet at least once in person at each meeting of the Council.
- B. There shall be Standing Committees, and such Special Committees, as may be established in the manner provided for by these By-Laws.
- C. The President shall, in consultation with the Officers, appoint all Committees, Sub-Committees, and Committee and Sub-Committee Chairs and Members as the President deems appropriate. The Chair of each Committee appointed by the President must be a member of the Executive Committee.
 - 1. All Standing Committees, except the Nominating Committee, shall serve at the pleasure of the President. There shall be a Nominating Committee which shall be appointed no later than 30 days preceding the annual meeting of the Council and shall continue in existence until adjournment of the annual meeting of the Council. The Nominating Committee shall be appointed by the President, and Chaired by the President Elect.

2. Special Committees may be created by the Council at the annual meeting of the Council, by the Executive Committee at any meeting of the Executive Committee or by the President between meetings of the Executive Committee and of the Council. Any action creating a Special Committee shall specify its size and duties and may specify the manner of appointment of members thereof. A Special Committee shall continue in existence until it has accomplished the purposes for which it was created or until the next annual meeting of the Council, whichever occurs earlier.

IV. Model Bills, Resolutions, and other documents submitted to NCLGS for Approval

- A. Any resolution, motion, or document, including any model legislation or expression of the will of the Council to Congress, shall be submitted and sponsored by a legislator to the Council at least 30 days prior to the next scheduled meeting of that Committee, except that this rule may be waived by a two-thirds vote of that Committee, with approval from the President. The President shall refer the resolution, model legislation, or other document to a Standing or Special Committee. Notwithstanding the existence of the requirement that any resolution or document be submitted to the Council at least 30 days prior to a scheduled committee meeting, such documents may pass through committees to the Executive Committee at a meeting duly called by the Executive Committee, if approved by the President. In addition, amendments to such resolutions and documents as presented to a committee may also be made, subject to a two-thirds vote of the committee.
- B. The Executive Director of NCLGS shall be responsible for sending the document to the Committee Members of the Committee which the President has appointed to hear this bill at least 20 days prior to the meeting of NCLGS at which the document is to be heard.
- C. At the Conclusion of the Hearing (which may be continued until the next NCLGS Conference, if necessary, in order to ensure adequate debate), the Chair of the Committee shall call for a vote on the proposed document. If the proposed document receives a simple majority vote, the document shall be referred to the Executive Committee with a favorable recommendation. If the vote receives less than a majority vote (including a tie), it shall be considered defeated, and any action on the same or similar document must begin the process again, no earlier than the next meeting; except that the President may, in their discretion, appoint a Committee to review or study the action prior to the next meeting.
- D. Upon receiving a recommendation of a Committee on a document, the Executive Committee shall take up the recommendation of the Committee at the next Conference of NCLGS. At the direction of the President, this hearing shall either be a de novo hearing, or a summary hearing at which only the Executive Board members may speak. A majority vote of the Executive Committee Members present and voting shall be required to approve the document.
- E. The documents referred to in this section may be amended at the Committee level, by a majority vote, or at the Executive Committee level by a 2/3 vote of those present and voting at any level.

- F. All time frames referred to in this section (the 30-day notice, the 20-day sending by the Executive Director, and the hearing at the next NCLGS Conference instead of the current NCLGS Conference) may be waived by a 2/3 vote of the Executive Committee.

V. Finances

- A. The fiscal year of the Council shall commence on January 1 of each year and end on December 31 of the same year.
- B. The Executive Director shall submit to the Executive Committee a proposed budget for the ensuing fiscal year 30 days before the annual meeting of the Council. The Executive Committee shall have the power to approve, modify or reject, in whole or in part, the budget.
- C. The Executive Committee at the annual meeting of the Council shall adopt a budget for the ensuing fiscal year.
- D. During the fiscal year, the Executive Committee may provide for an increase or decrease of an appropriation. Such an increase or decrease shall only be upon the certification by the Executive Committee of the need thereof.
- E. The moneys budgeted pursuant to these By-Laws may include money for the retention of staff, the reimbursement of expenses of staff and the expenses of Legislators for activities on behalf of the Council other than expense of attending regularly scheduled Council meetings.
- F. The Executive Director shall distribute quarterly to the Officers the bank reconciliations or check register of NCLGS and the NCLGS Foundation, along with other financials as deemed appropriate by the Executive Director. At least 10 days before each NCLGS conference, the Executive Director shall present full financial reports to the Officers. At each NCLGS conference, the Officers shall review the financials submitted by the Executive Director, and shall vote to approve them, approve them with recommendations or modifications, or vote to reject the financial reports. The Executive Director shall present audited financial statements of NCLGS and the NCLGS Foundation to the Officers every three years. The Executive Director shall submit to the Officers at each NCLGS Conference meeting a list of all Outside services contracted for, as well as all sponsorships of NCLGS.
- G. Expenditures of less than two thousand five hundred (\$2,500) dollars shall be authorized by the Executive Director who shall submit a quarterly report of all such expenditures to the Officers of the Council. All unbudgeted transactions greater than two thousand five hundred dollars (\$2,500) upon the funds of the Council shall be approved by both the Executive Director and the President. If the President is unavailable to authorize the expenditure, the President-Elect or Treasurer may also approve the expenditure, provided that the President is first given written notice of the expenditure, and doesn't object within 24 hours.
- H. The Executive Committee shall, at the Winter Meeting of the Council, select an internal audit committee or appoint the treasurer to review the Council's books and accounts for the current

fiscal year. The Audit Committee or the treasurer shall submit its report at the next succeeding annual meeting of the Executive Committee.

- I. In the event that the Council shall, for any reason, discontinue its activities and cease to function, any monies remaining in its possession or to its credit after the payment of outstanding debts and obligations shall be distributed in equal shares to the Contributing Member States of the Council in good standing at the time of distribution.

VI. Rules of Procedure

On any issue not covered by the Articles or By-Laws, Robert's Rules of Order shall be the standard authority.

VII. Amendments

These By-Laws and additions thereto may be amended or repealed by a majority vote of the Executive Committee at any meeting of the Executive Committee, provided that at least 30 days' notice is given of the proposed amendments. If such notice has not been given, then the motion may be adopted without notice by a 2/3 vote of the Membership of the Executive Committee.

Amended January 8, 2006

Amended June 4, 2006

Amended June 14, 2008

Amended January 9, 2010

Amended June 16, 2012

Amended June 8, 2013

Amended July 12, 2023