

BYLAWS OF
METROPOLITAN AREA MANAGEMENT ASSOCIATION

This version includes all amendments and updates through January 25, 2024.

ARTICLE I.: OBJECTIVES AND LIMITATION OF ACTIVITIES

Section 1.1. Objectives. The objectives of this corporation are as follows:

Section 1.1.1. To facilitate the dissemination of information of interest and importance to members, and the governmental bodies which they represent, through regular business meetings, personal contact and other such meetings as may be desirable.

Section 1.1.2. To identify and study areas of metropolitan management concern, and to encourage members to advise their governing bodies of issues involved in order to aid and form decision-making.

Section 1.1.3. To assist members in the areas of any areas of mutual interest to the members.

Section 1.1.4. To provide professional development opportunities relating to metropolitan area management problems, and to advise the International and State Associations of needed professional development programs, which are more appropriately conducted by those organizations.

Section 1.1.5. To further professional development of members by encouraging member involvement in the International City/County Management Association (ICMA) and the Minnesota City/County Management Association (MCMA).

Section 1.2. Limitation of Activities.

Section 1.2.1. This corporation shall have only those powers afforded to it by the Minnesota Non-Profit Corporation Act, Minnesota Statutes Ch. 317, and laws amendatory thereto; provided that all activities of the corporation shall be exclusively those of a non-profit, tax exempt organization within a contemplation of Section 501(c) (3) of the Internal Revenue Code of 1954, as now enacted or hereinafter amended, and of Minnesota Statutes 290.05, as now enacted or hereinafter amended.

Section 1.2.2. The corporation shall not afford financial gain, incidentally or otherwise, to its members. No part of the net earnings of this corporation shall ensure to the benefit of any member or officer of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation for the purpose of effecting one or more of the corporation's purposes or objectives).

Section 1.2.3. The corporation shall be non-partisan, non-sectional, non-sectarian, and shall take no part in or lend its support to, either directly or indirectly, the election or appointment of any candidate for public office.

ARTICLE II: MEMBERSHIP

Section 2.1. Qualification for Membership. Full membership shall be limited to those individuals employed or appointed and currently serving as the chief administrative officer, or assistant to the chief administrative officer, of any municipal, county or regional governmental agency or body, located wholly or partially within the nine (9) county metropolitan area. Such an individual (hereinafter referred to as a “member”) must re-qualify on an annual basis.

Section 2.2. Qualification for Associate Members. Associate membership shall be limited to those individuals who qualify under any of the following subparagraphs:

- a. Members who, during their membership year and for a period of thirty (30) or more consecutive days, no longer possess the qualifications for membership set forth in Section 2.1 shall automatically be reclassified as an associate member for the remainder of their membership;
- b. Those individuals who were at one time members, according to the qualifications contained in Section 2.1, but who no longer possess those qualifications for the period of one year; or
- c. Any interested individual who does not qualify under subparagraphs (a) and (b) above may apply for an associate membership. Interested individuals shall serve in a capacity that supports the field of city management and the individual shall not solicit for profit business that he/she may provide. Applicants for associate membership must first be recommended to the membership by a majority vote of the Board of Directors, and then approved by a two-thirds (2/3) vote of the membership present and voting at any regular or other membership meeting.

An individual who qualifies under any of the provisions set forth in this section shall be known as an associate member, and must re-qualify on an annual basis; provided, however, that an associate member who initially qualifies under subparagraph (c) above, and who has kept his or her associate membership current and continuous, need not be reapproved by a vote of the board or membership to re-qualify annually.

Section 2.3. Participation in Corporation. Members shall be authorized to participate in all activities of the corporation, and shall be entitled to cast one (1) vote in any membership election. Associate members shall also be authorized to participate in all activities of the corporation, except that associate members shall not be entitled to vote, nor shall they be eligible to hold a position as a corporate director or officer.

Section 2.4. Application for Membership or Associate Membership. Applications for membership or associate membership shall be made by said applicant filling out an application card as prescribed by the Board of Directors, and by submitting the same to the Board of Directors. The application shall be regarded as a guaranty on the part of the applicant for the

applicant's interest in and sympathy with the purposes of this corporation, and of the applicant's adherence, if admitted, to its Bylaws, rules and regulations.

Section 2.5. Membership Dues and Fees. Members and associate members shall pay an initial membership fee and annual dues in accordance with a schedule established by the Board of Directors, as amended from time to time.

Section 2.6. Resignation. Any member or associate member of this corporation may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice, or at the time received by the President if no time is specified.

Section 2.7. Removal. Members and associate members may be removed and expelled from this corporation by the Board of Directors for cause or for non-payment of dues or other fees as established by the Board of Directors from time to time within a reasonable time as fixed by the Board of Directors. No member or associate member may be expelled without the opportunity for a hearing before the Board of Directors at a proposed time and place, and after reasonable notice. A three-fourths (3/4) vote of all Directors present shall be necessary to expel a member or associate member. An expelled member shall have the additional right to appeal to the entire membership, and upon such member's written request, the member shall be allowed to make such an appeal at the next annual or other meeting of the membership, which shall be held within thirty (30) days of such a request.

Section 2.8. Property Rights. No member or associate member shall have any right, title or interest in or to any of the property of this corporation.

ARTICLE III: MEMBERSHIP MEETINGS

Section 3.1. Annual Meeting. The annual membership meeting of this corporation shall be held in the month of January, to elect Directors and to conduct such other business as may come before the meeting.

Section 3.2. Regular Meetings. All regular monthly meetings are open to individuals who are not members of MAMA that would otherwise be eligible to be a member. Members may bring guests to regular monthly meetings. Members are recommended to limit guests to one per meeting. The non-member lunch rate is 150% of the member rate. Attendance rates are set by the Board of Directors.

Section 3.3. Other Meetings. The Board of Directors may provide for membership meetings whenever they consider such necessary or desirable. The President shall call a membership meeting upon the written request of any two (2) Board members or upon receipt of a Petition signed by not less than ten (10%) percent of the members.

Section 3.4. Notice. Notice of both regular and other membership meetings shall be given to each member by mailing such notice to his or her last known post office address at least five (5) days prior to but not more than thirty (30) days in advance of the day of the meeting. Notices may also be sent via electronic mail to those members who request such notification in lieu of

notification via U.S. Mail. Additionally, electronic notice shall be sent to all the seven-county City management professionals.

Section 3.5. Quorum. Except as otherwise provided by statute or by these Bylaws, thirty (30%) percent of the total number of members is required to constitute a quorum for the transaction of business at any meeting. Unless otherwise provided in the Articles or Bylaws of this corporation, the acts of the majority of the members present at any meeting at which a quorum is present shall be the acts of the membership. In the absence of a quorum, a majority of the members present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

ARTICLE IV: DIRECTORS AND OFFICERS

Section 4.1. Board of Directors. The governing body of this corporation, the direction of its work, and the control of its property shall be vested in a Board of Directors having seven (7) members. The Board of Directors shall be constituted as follows:

- a. Six (6) members chosen by election, one-third (1/3) of whom shall be elected annually by the membership at their annual meeting and all of whom shall serve for a term of three (3) years; and
- b. The Past President of the corporation as set forth in Section 4.12 below. The Past President's term as Director shall be limited to one (1) year regardless of the term remaining for the position as Director, which the Past President was holding at the time, he or she became Past President.

Section 4.2. Qualification of Board Members. To be elected to the Board of Directors, and to serve on the Board, an individual must be and remain at all times a member according to the provisions of Section 2.1 above, and in addition, must be and remain at all times a member of the International City Management Association or its successor; provided, however, that the failure to qualify as a member under Section 2.1 above, or as a member of the International City management Association or its successors for a period of less than thirty (30) consecutive days shall not disqualify an individual from being a Director.

Section 4.3. Nominating Committee and Notice. The President shall appoint a nominating committee of not less than three (3) members of the corporation at least thirty (30) days prior to the election of the Board of Directors. It shall be the duty of the nominating committee to nominate from the members of this corporation a slate of members to be voted on for each position on the Board to be filled. Such committee shall file a list of nominees recommended with the Secretary not less than fifteen (15) days prior to the election. Any member may make nominations other than the ones recommended by the committee by filing the name of the nominee with the Secretary not less than fifteen (15) days prior to the election. The Secretary shall mail (U.S. or electronic) to all members of this corporation, at least five (5) days prior to the election, a list of the nominees recommended by the nominating committee, and any other nominee as filed with the Secretary.

Section 4.4. Voting. The Directors shall be elected at the annual meeting or at any other meeting of the members called for that purpose. All voting for Directors shall be by voice vote at the annual meeting.

Section 4.5. Vacancies. The Directors shall have the power to fill all vacancies of the Board of Directors until the next annual meeting when the members shall elect a Director to fill the vacancy for the remainder of the unexpired term; provided, however, that if the position of Past President comes vacant, the Board of Directors shall fill the vacancy by appointing a member not presently a Director or officer who has previously served as an officer or Director unless none are available, and then the Board of Directors shall appoint a member, not presently a Director or officer, who shall serve until the next annual meeting when the position shall be filled as provided herein.

Section 4.6 Reelection of Board Members. No member shall be eligible for reelection to the Board of Directors until the lapse of one (1) year from the conclusion of that Director's second term, except that any Director that serves as President in the third year of his or her second term shall be eligible to serve on the Board of Directors as Past President despite this provision; provided, however, that such Director shall not be eligible for reelection until after the lapse of one (1) year from the conclusion of that Director's term on the Board of Directors as Past President.

Section 4.7 Annual Board Meetings. The annual meeting of the Board of Directors shall be held during the month of January. At that meeting, the Board of Directors shall select the date, time and place for the next annual meeting of the Board, as well as the next annual meeting of the membership.

Section 4.8 Other Meetings. Other meetings of the Board of Directors shall be held whenever called by the President or by any two (2) members of the Board of Directors.

Section 4.9 Notice. Notice of both regular and other Board of Director meetings shall be given to each Board member by mailing notice to such Board member at his or her last known post office address at least five (5) days prior to or not more than thirty (30) days in advance of the meeting, or via electronic mail to those members who request such notification in lieu of notification via U.S. Mail. Such notice shall state the time, place and in the case of a meeting other than the annual meeting, the purpose of the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice having been given if each member of the Board of Directors is either present or waives notice of such meeting in writing prior to, at or after the meeting.

Section 4.10 Quorum. Except as otherwise provided by statute or by these Bylaws, a majority of the total number of the Board of Directors is required to constitute a quorum for the transaction of business at any Board meeting. Unless otherwise provided in the Articles or Bylaws of the corporation or by statute, the acts of a majority of the members present at any meeting at which a quorum is present shall be acts of the Board of Directors as a whole. In the absence of a quorum, a majority of the Board members present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

Section 4.11 Election of Officers. At the annual meeting of the Board of Directors, the Directors shall meet and elect from their own number a President, Vice-President, Secretary and Treasurer for the ensuing year. The Past President shall preside at this meeting. No individual shall hold more than one (1) office at the same time. The Past President shall also be deemed an officer. If the position of Past President becomes vacant, the individual appointed by the Board of Directors to fill the Past President's directorship shall also serve as an officer until the next annual meeting when the position shall be filled as provided herein.

Section 4.12 President. The President shall preside at all meetings of the Board of Directors and the membership, and shall perform all duties incident to this office. The President shall appoint all committee members, subject to approval of the Board of Directors where appropriate. The President shall have the general supervision over all employees of the corporation, if any. The President shall be limited to a one (1) year term except as provided herein. Upon completing the term as President, the outgoing President shall automatically become the Past President, and shall serve on the Board of Directors and as an officer as provided herein. No outgoing President shall be eligible for reelection as an officer until after the lapse of one (1) year from the conclusion of that individual's term as Past President.

Section 4.13 Vice-President. The Vice-President shall act in the absence or disability of the President; and in the absence or disability of the President and Vice-President; and in the absence or disability of the President and Vice-President, a member of the Board of Directors shall be chosen to act temporarily. The Vice-President shall be the chairperson of the finance committee, and shall be responsible to perform whatever other reasonable duties and responsibilities delegated to the Vice-President by the President.

Section 4.14 Secretary. The Secretary shall be the chief administrative officer of this corporation. The Secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain accurate records of the proceedings of this corporation, the Board of Directors, and all committees. The Secretary shall perform such other duties as may be incident to the office, subject to the direction of the President and of the Board of Directors.

Section 4.15 Treasurer. The Treasurer shall receive and disburse the funds of this corporation as provided herein. The Treasurer shall keep books of account, and keep all monies of this corporation deposited in its name. At each meeting, as requested by the Board of Directors, the Treasurer shall report to the Board of Directors. The Treasurer shall submit to the membership a financial statement at each annual meeting of the members. The Board of Directors may require the Treasurer to provide a surety bond in such amounts the Board of Directors shall deem necessary, the cost to be paid by the corporation.

Section 4.16 Other Reports at the Annual Membership Meeting. Each officer shall submit in writing a final report of the work of this corporation at the members' annual meeting.

Section 4.17 Resignation of Officers and Directors. Any Director or officer may resign at any time by giving written notice to the President, or in the case of the President, the Vice-President.

Any resignation shall take effect at the time specified or at the time the President or Vice-President receives it.

Section 4.18 Removal of Officers. Any officer may be removed either with or without cause by a vote of the majority of the Board of Director members at any meeting called for that purpose.

Section 4.19 Vacancy. A vacancy in any office because of the death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by the Board of Directors as a whole.

Section 4.20 Compensation. The Board of Directors and officers of this corporation shall receive no compensation. Upon resolution, the Board of Directors may hire one (1) staff person to assist in the performance of the duties of the Directors and officers upon such terms and conditions as the Board may decide.

ARTICLE V: COMMITTEES

Section 5.1 Committee Formations and Membership. The Board of Directors shall authorize and define the powers and duties of all committees; provided, however, that a finance committee as provided herein shall be permanently authorized with the powers and duties provided herein. Unless otherwise provided, the President shall appoint all committee members, subject to confirmation by the Board of Directors.

Section 5.2 Finance Committee. A finance committee shall be appointed at the annual Board of Directors meeting. The finance committee shall consist of the newly elected Vice-President and two (2) members of the corporation appointed by the outgoing President, and approved by the newly elected Board of Directors. Said members appointed by the outgoing President and approved by the Board shall not be Directors or officers of the corporation unless no other members are available. The members of the finance committee shall serve for one (1) year and until their successors are appointed and approved as provided herein. In the absence or disability of the Vice-President, the Board member chosen to act as Vice-President shall also serve on the finance committee. The President shall have the power to fill the two (2) appointed vacancies, subject to confirmation from the Board of Directors for the remainder of the unexpired term by appointing a member not currently serving as a Director or officer unless no other members are available.

Section 5.2.1 At least thirty (30) days prior to the annual meeting of the members, the finance committee shall compile a budget of estimated expenses, including stated amounts for each committee for the coming fiscal year, and submit it to the Board of Directors. The Board of Directors may meet to review the proposed budget. The committee's budget or such budget as passed by the Board of Directors; if the Board meets to review such budget shall be submitted to the members at the annual meeting. The budget, as passed by the members, shall be the appropriation measure of the corporation. No officer or committee individual may exceed its appropriation under the terms of the adopted budget without the prior consent of the Board of Directors, except as herein provided.

Section 5.2.2 In addition to compiling a budget, the finance committee shall, from time to time, review proposals to expend funds of the corporation in excess of \$250.00, which were not included in the budget for the fiscal year. The finance committee shall indicate its approval or disapproval to the Board of Directors, and identify a source from which the funds may be expended. If the finance committee approves the proposed expenditure, the Board of Directors may approve such expenditure by a majority vote of the directors. If the finance committee disapproves the proposed expenditure, the Board of Directors may authorize the proposed expenditure; provided, however, that the expenditure be approved by a two-thirds (2/3) majority of the Board of Directors.

Section 5.2.3 The finance committee shall also review the books and records of the Treasurer prior to the annual meeting of the members, and the Vice-President shall present its findings to the members at the annual membership meeting.

ARTICLE VI.: MISCELLANEOUS

Section 6.1 Disbursements. No disbursement of the funds of this corporation shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors, except as provided herein. Upon approval of the budget, any two (2) officers of this corporation, one (1) of whom shall be the Treasurer, may be authorized by the Board of Directors to make disbursements on account of expenses provided for in the budget, and for additional expenses equal to or less than \$250.00 without presentation to the finance committee and approval by the Board of Directors as provided herein. All other checks shall require the signature of any three (3) officers of the corporation, one (1) of whom shall be the Treasurer.

Section 6.2 Fiscal Year. The fiscal year of this corporation shall end on the 30th day of December.

Section 6.3 Parliamentary Procedures. The proceedings of this corporation's meetings shall be governed by the conducted according to the latest edition of Robert's manual of parliamentary rules.

Section 6.4 Amendments. These Bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or other membership meeting of this corporation, provided notice of the proposed change shall have been mailed (US or electronic) by the Secretary to each member not less than five (5) but not more than thirty (30) days prior to such meeting.

Dated: _____

Secretary

Approved by:

President