



# Michigan Municipal Treasurers Association BYLAWS

## ARTICLE I

### Name

The name of the Association shall be Michigan Municipal Treasurers Association.

## ARTICLE II

### Purpose

The purpose of the Association shall be to provide for discussion and education of professional treasury practices of municipal treasurers, and the mutual exchange of ideas and matters related to the proper understanding and cooperation among treasurers of public funds and public officials and to inform membership on legislation which is in the interest of treasurers and the public at large.

## ARTICLE III

### Members

This Association shall be comprised of Active Members, Associate Members, Sustaining Members and Life Members as hereinafter defined. All members shall abide by the Michigan Municipal Treasurers Association Code of Professional Ethics and Conduct.

#### Section 1. Active Members

Governmental entities (authorities, cities, counties, townships and villages) of the State of Michigan, whose representatives may be duly elected or appointed Treasurers, Deputy or Assistant Treasurers or other officers charged with the performance or supervision of one or more of the following fiscal responsibilities: the collection, receipt, tabulation, custody, deposit, investment, or disbursement of municipal funds, shall be eligible for Active membership in the Association. And upon payment of dues as prescribed in these bylaws, shall be a member in good standing and entitled to all rights and privileges accorded by these bylaws.

#### Section 2. Associate Members

Institutions and/or organizations whose operations are closely allied with the functions of the Treasurer's office, shall be eligible for Associate Membership in the Association. Associate Membership shall be in the name of the institution and/or organization. Individuals representing such associate membership shall have no vote in the affairs of the Association, other than the Associate Director and Associate Liaison positions as mentioned in Article VIII.

### Section 3. Sustaining Members

Upon written request to the board of Directors, former Active Members of the Association shall be entitled to be elected Sustaining Members by a majority vote of the Board of Directors. Sustaining members shall enjoy all privileges of the Association except the right to make motions, vote and hold office.

### Section 4. Life Members

Life membership shall be bestowed on Past Presidents of the Association who do not qualify to be an Active or Associate Member. Life Members shall enjoy all privileges of the Association except the right to make motions, vote and hold office. Life Membership may be revoked by a majority vote of the Board of Directors.

### Section 5. Dues

The annual dues of the Association's Active and Associate Members shall be determined by a vote of the Board of Directors and ratified by Active Members by a majority of votes cast. Sustaining Member dues shall be determined by the Board of Directors. Life Members shall not have to pay dues. Dues for Active and Associate members are payable on January 31<sup>st</sup> of each year. Any member who is delinquent for more than ninety (90) days in the payment of such dues shall automatically be suspended from membership.

### Section 6. Voting

All Active Members in good standing shall be accredited voting delegates.

## **ARTICLE IV**

### **Board of Directors**

#### Section 1. Composition

The Board of Directors of the Association shall be the Immediate Past President, President, President-Elect, Vice-President, Treasurer, Secretary, four Directors elected at large for one-year terms, an Associate Director and a non-voting Associate Liaison each serving a one-year term.

#### Section 2. Election of Board of Directors

Any person interested in serving on the Board of Directors shall submit an application to the Nominating Committee indicating that he or she desires to serve on the MMTA Board of Directors.

All current Officers and Directors who express, in writing, their desire to remain on the board will be included on the slate presented by the Nominating Committee for vote at the Annual Meeting. Any

member who expresses, in writing, their desire to fill an open Director position will be included on the ballot for election. Additional nominations for open Director positions may also be made from the floor at the Annual Meeting.

## **ARTICLE V**

### **Meetings**

#### Section 1. Annual Meeting

The Annual Meeting of the Association shall be held in conjunction with the Annual Conference at such time and place in the State of Michigan as shall be determined by the Board of Directors. Notice of such meeting shall be mailed or sent by electronic correspondence to the most current known contact information of each member, not less than thirty (30) days before the meeting. A majority of the Active Members registered and in attendance at the Annual Conference shall constitute a quorum for the transaction of business at the Annual Meeting.

#### Section 2. Special Membership Meetings

Special membership meetings may be held at such time and place as shall be determined by the President and a majority of the Board of Directors and shall be called by the President or Secretary upon receipt of a petition requesting such meeting filed by ten percent (10%) of the Active Members of the Association. Notice of such meetings shall be mailed or sent by electronic correspondence to the membership at least two weeks in advance of the meeting. Ten percent (10%) of Active Members shall constitute a quorum for transaction of business at a Special Membership Meeting. No other business shall be transacted, except as set forth in the call.

#### Section 3. Meetings of the Board of Directors

The Board of Directors shall meet at the Annual Conference and bimonthly with a minimum of five (5) additional meetings annually and at such times as the President and a majority of the Board of Directors direct. Meetings of the Board of Directors may be conducted in-person or electronically via phone or video conference. The Board will strive to have at least fifty percent (50%) of the meetings conducted in-person. A majority of the Board of Directors shall constitute a quorum for transacting business at any regular or special meeting of the Board of Directors. The President's vote shall always be cast last on any motion made during a meeting.

#### Section 4. Absences

Any member of the Board of Directors who is unable to attend a meeting shall give notice to the President indicating his/her absence from said meeting. Board members must participate in a minimum of four meetings per year with no more than two via electronic means.

## Section 5. Action Without a Meeting

Any action required or permitted at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting, without prior notice and without a vote as provided for in the Michigan Nonprofit Corporation Act, if all of the board members or committee members entitled to vote thereon consent thereto in writing (which includes electronic correspondence). Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

## **ARTICLE VI**

### **Officers**

The officers of the Association shall be the Immediate Past President, President, President-Elect, Vice-President, Treasurer, Secretary and Parliamentarian. The President, President-Elect, and Immediate Past President will automatically take office with ratification by the membership. The elected officers of the Association shall be the, Vice-President, Treasurer and Secretary. The appointed officer of the Association shall be the Parliamentarian, who shall be appointed by the President and ratified by the Board of Directors and shall hold office until his or her successor has been appointed and ratified; Parliamentarian is a non-voting member of the Board.

### Section 1. General

All officers shall be Active Members as identified under Article III, Section 1. Elected officers shall be elected at the Annual Meeting of the Association and all officers present at the Annual Conference shall be installed at the Annual Conference. They shall hold office until their successors have been elected and installed.

### Section 2. Immediate Past President

The current President of the Association shall automatically become the Immediate Past President of the Association upon expiration of his or her one-year term in office. The Immediate Past President shall chair the Nominating Committee and the MMTA in the UP Committee and perform other duties as may be delegated by the Board of Directors or the President. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

### Section 3. President

The current President-Elect of the Association shall automatically become the President of the Association upon expiration of his or her one-year term in office. The President shall be the Chief Executive Officer of the Association and shall have general supervision, direction and control of the business affairs of the Association. The President shall always vote last on any motion made at a meeting of the Board of Directors. The President shall preside at the Annual Meeting of the Association and at the Board of Directors meetings. The full responsibilities are defined in the Board and Committee Responsibilities Policy. The President is encouraged to attend the Annual Meeting of the Association of Public Treasurers of the United States and Canada (APT US&C) and other meetings of APT US&C. The

President or the President's designee shall represent the Association at meetings of the Michigan Municipal League and Michigan Townships Association or other associations as requested.

#### Section 4. President-Elect

The President-Elect shall perform all duties of the President in the absence or disability of the President. The President-Elect shall be the General Chairperson of the Annual Conference and be responsible for all aspects of the conference. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

#### Section 5. Vice-President

The Vice-President shall perform all of duties of the President-Elect in the absence or disability of the President-Elect. The Vice-President shall be the General Chairperson of the Winter Workshop Committee, Chairperson of the Professional Development Committee and shall assist the President-Elect with the Annual Conference as directed by the President-Elect. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

#### Section 6. Treasurer

The Treasurer shall be accountable for the handling and safekeeping of the Association funds and is responsible for collection of all dues and assessments, disbursement of funds only on the order of the President or action of the Association, budget preparation, making arrangements for the annual review of financial records and presenting such to the membership at the Annual Meeting, and maintaining an up-to-date roster of the membership. He or she shall submit a financial statement at each Board Meeting. The Treasurer is responsible for depositing the funds of the Association into a financial institution approved by the Board of Directors. The Treasurer shall also be responsible for filing all financial records with all appropriate agencies. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

#### Section 7. Secretary

The Secretary shall record the minutes of the Annual Meeting and the meetings of the Board of Directors, all special meetings and shall give notice of all meetings required in these bylaws. The Secretary shall keep the approved minutes in the official records of the Association and shall maintain the insurance records and have custody of and be responsible for updating all records and official papers of the Association. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

#### Section 8. Parliamentarian

The Parliamentarian shall be an Active Member and shall be appointed by the President and ratified by the Board of Directors. The Parliamentarian shall attend all meetings of the Board of Directors and the membership and shall rule on all issues of parliamentary procedure. In the absence of the

Parliamentarian, the President shall appoint an acting parliamentarian who may be a current board member. The full responsibilities are defined in the Board and Committee Responsibilities Policy.

#### Section 9. Terms of Office

The terms of office for Officers shall be one-year terms.

#### Section 10. Vacancies/Resignations of Officers

The Board of Directors shall fill by appointment any vacancies in any office. Such appointment shall be for the remaining term of the vacated office. Any officer resigning his or her office will do so in writing to the President of the Association. In the event the Immediate Past President is unable to complete his or her term of office, the next most recent Past President who is an Active Member of the Association and willing to fill the position shall be appointed to complete the term. Should an officer lose their Active Membership status during their time in office, they will be given up to 90 days to fulfill the Active Membership requirement to remain on the Board.

### **ARTICLE VII**

#### **Directors**

In addition to the elected officers, there shall be four (4) directors on the Board of Directors who shall have voting rights.

#### Section 1. General

The directors shall be elected at-large for one-year terms. Directors shall be nominated by the Nominating Committee as required in Article IV of these Bylaws. All directors shall be Active Members as defined in Article III, Section 1. Directors shall be elected at the Annual Meeting of the Association and shall be installed at the Annual Conference. They shall hold office until their successors have been elected and installed.

#### Section 2. Terms of Office

The terms of office for Directors shall be one-year terms beginning at the close of the Annual Conference. Directors shall be limited to four (4) consecutive years.

#### Section 3: Duties

The individual Directors shall chair the Education Committee, Legislative Committee, Membership Committee or Communications Committee, as appointed by the President. Directors may perform other duties as may be delegated by the Board of Directors or President.

#### Section 4: Vacancies/Resignations of Directors

The Board of Directors shall fill by appointment any vacancies. Such appointment shall be for the remaining term of the vacated position. Any Director resigning his or her office will do so in writing to the President of the Association. Should a Director lose their Active Membership status during their term in office they will be given up to 90 days to fulfill the Active Membership requirement to remain on the Board.

### **ARTICLE VIII**

#### **Associate Director and Associate Liaison**

The Associate Director shall be elected for a one-year term by the Associate members during the Annual Associates Meeting at the Annual Conference. The Associate Director shall be selected for appointment as required in Article IV of these Bylaws by the Associate Members and shall be an Associate Member as defined in Article III, Section 2. The Associate Liaison shall be selected by the Associate Members during the Annual Associates Meeting at the Annual Conference. The Associate Director must have served as the Associate Liaison for a one-year term preceding the appointment to the Associate Director position when practicable. The Associate Director and Associate Liaison shall be installed at the Annual Conference and shall hold office until his or her successor has been selected and installed.

The Associate Director shall advise the Board of Directors on ways to enhance the interaction of Associate and Active Members for the mutual benefit of the Associate Members and the Association.

The Associate Director shall be a voting member of the Board of Directors but may only vote on issues presented at meetings of the Board of Directors as described in Article V, Sections 3 and 5.

The Associate Liaison will shadow the Associate Director for one year as a non-voting member of the Board of Directors.

### **ARTICLE IX**

#### **Committees**

There shall be the following standing committees: Nominating, PRIME Award, Education, Legislative, Membership, Communications, Fall Conference, Winter Workshop, MMTA in the UP, and Professional Development. Additional standing or special committees may be created by the Board of Directors. The responsibilities of the standing committees shall be as hereinafter defined.

#### Section 1: Nominating Committee

The Nominating Committee shall be chaired by the Immediate Past President. At least thirty (30) days prior to the Annual Meeting of the Association, the Immediate Past President shall appoint two additional members to serve on the committee. The Nominating Committee shall nominate at least one candidate for each Officer and Director position. All current Officers and Directors who have expressed in writing their desire to remain on the Board will be included on the slate presented by the Nominating Committee for vote at the Annual Meeting. Any member who expressed in writing their

desire to fill an open Director position will also be included on the ballot for election. Further nominations for open Director positions may also be made from the floor at the Annual Meeting.

## Section 2. Professional Recognition in Municipal Excellence (PRIME) Award Committee

The past three years of PRIME recipients, if they have Active Member status, will serve on the PRIME Award Committee. If alternate members are needed, they will be appointed by the President.

## Section 3. Education Committee

This committee shall be chaired by a Director as appointed by the President and is responsible for planning and organizing the Michigan Municipal Treasurers Institute. This committee shall also support and promote collaborative efforts with APT US&C in support of state and national certifications. The full responsibilities of the Chair and Committee are defined in the Board and Committee Responsibilities Policy.

## Section 4: Legislative Committee

This committee shall be chaired by a Director as appointed by the President and shall monitor all pending or proposed legislation that pertains to responsibilities of Municipal Treasurers. The full responsibilities of the Chair and Committee are defined in the Board and Committee Responsibilities Policy.

## Section 5: Membership Committee

This committee shall be chaired by a Director as appointed by the President and will work to increase the membership of the Association through mailings and personal contacts. The full responsibilities of the Chair and Committee are defined in the Board and Committee Responsibilities Policy.

## Section 6: Communications Committee

This committee shall be chaired by a Director as appointed by the President and shall be responsible for the publication and distribution of Association news with an emphasis on articles that provide education and professional growth to the membership. The full responsibilities of the Chair and Committee are defined in the Board and Committee Responsibilities Policy.

## Section 7: Annual Conference Committee

This committee shall be chaired by the President-Elect and shall be responsible for the planning and organization of the annual conference, with an emphasis on providing educational and networking opportunities for the membership.

#### Section 8: Winter Workshop Committee

This committee shall be chaired by the Vice-President and shall be responsible for the planning and organization of a workshop to provide educational and networking opportunities for the membership.

#### Section 9: MMTA in the UP Committee

This committee shall be chaired by the Immediate Past President and shall be responsible for the planning and organization of a one-day workshop to be held in the Upper Peninsula at least once per year. The purpose of this workshop is to provide educational networking opportunities for all members and especially for members in the Upper Peninsula.

#### Section 10: Professional Development Committee

This committee shall be chaired by the Vice President. This committee shall be responsible for the planning, organization and implementation of the Advanced Institute with the support of the Education Director and any other educational programs as directed by the Board of Directors and the MiCPT Certification. These programs include, but are not limited to, day seminars and certification trainings. The Committee shall also support and promote collaborative efforts with APT US&C in support of state and national certifications.

### **ARTICLE X**

#### **Association Manager and Contractors**

The Board of Directors may hire an Association Manager or other contractors to perform operations for the Association. Hiring of contractors may be in the areas of general management, event coordination, bookkeeping, database and website management, etc. Should the Board of Directors hire an Association Manager or contractor for services, the Board Officers, Directors and committees remain responsible for the oversight of duties of their prospective position as stated in these bylaws. The duties of an Association Manager or contractor shall be determined by contract and the Board of Directors shall place policies in effect that protect the internal controls, resources, funds and property of the Association.

### **ARTICLE XI**

#### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and other rules the Association may adopt.

## **ARTICLE XII**

### **Amendment of Bylaws**

Proposed amendments to the bylaws shall be sent to all Active Members at least fifteen (15) days prior to the date of balloting. The notice shall state whether the balloting will be by mail or electronic means, at the Annual Meeting or at a Special Meeting. The bylaws may be amended by a two-thirds (2/3) vote of the ballots cast.

## **ARTICLE XIII**

### **Dedication and Dissolution**

#### Section 1:

The property of the Association is irrevocably dedicated to the purposes of the promotion of educational and professional interest of Michigan Local Governmental Treasurers and no part of the net income or assets of this organization shall ever incur for the benefit of any director, officer or member thereof or to the benefit of any private persons.

#### Section 2:

On the dissolution of the Association, assets remaining after payment of, or provision for payment of all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the promotion of educational and professional interest of Michigan Local Governmental Municipal Treasurers and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

## **ARTICLE XIV**

### **Fiscal Year**

The fiscal year of the Association shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

*Approved by MMTA Active Membership on October 20, 2020.*