

**Bylaws of the
Massachusetts Municipal Management Association
As amended June 2006**

ARTICLE I: Name

The organization shall be known as the Massachusetts Municipal Management Association.

ARTICLE II: Statement of Objectives

The primary objective of this association is to provide an effective force directed toward constant improvement of the quality, efficiency, and adequacy of service rendered by local government in Massachusetts with special concern for the efficiency and ethical standards with which these services are managed and the accountability of those who are administering the programs. The association shall endeavor to ensure diversity in local government and within its membership. This association provides an opportunity for its members to work towards these objectives through united and collective action.

ARTICLE III: Membership

All active and cooperating members of the association shall adhere to the Massachusetts Municipal Management Association (MMMA) Code of Ethics, and they shall govern their official acts as professional municipal administrators within the framework of the Code.

The membership year shall coincide with the fiscal year, July 1 to June 30.

Membership in the association, as well as reclassification of membership, will be granted by a vote of a majority of the Executive Committee thirty days (30) after prior notice has been given to the voting members by the secretary that the prospective member has made application for one of the following membership classifications:

Active membership shall be open to any person who is currently a city manager, town manager, town administrator, executive secretary, administrative assistant, other appointed chief administrative officer, or any assistant to a chief administrative officer of a municipality, provided the municipality is a full member in good standing of the Massachusetts Municipal Association (MMA), and the individual conforms to MMMA's Code of Ethics. Active members shall have the right to vote.

Cooperating membership shall be available to any person who is eligible for active membership, except that his or her municipality is not a full member in good standing of the Massachusetts Municipal Association. Cooperating members shall not have the right to vote.

Affiliate membership shall be open to any person who wishes to support the objectives of the association by cooperating with members in the advancement of professional knowledge and practice. Affiliate members shall not have the right to vote. All affiliate members shall be reviewed and approved annually for membership by the Executive Committee.

Student membership shall be open to any student who is enrolled in a Massachusetts college or university, or any Massachusetts resident who is a student at such an institution in another state, provided that the student applicant demonstrates, by his/her course selection or otherwise, an interest in a career in local government administration. Student members shall not have the right to vote.

Honorary membership shall be awarded those persons not engaged as active municipal administrators within the Commonwealth who have, through outstanding service, contributed substantially to the objectives of the association. Such membership shall be granted only upon a majority vote of the voting members present at a regular monthly meeting of the association on a recorded motion by a majority of the Executive Committee or five other active members. The

election of an honorary member shall be canceled if acceptance of the membership is not received within six months after the candidate has received notices of his or her election. Honorary members shall not have the right to vote.

Members in Transition shall continue as active members of the MMMA for one year after the individual vacated his/her current position for which no additional membership fee will be charged. After one year the individual will be classified as a cooperating member until such time as new employment in the profession has been secured.

Censure, expulsion, or membership bar The Executive Committee may censure, expel, or bar from membership a member in any category for conduct that violates the MMMA Code of Ethics. The Executive Committee may censure and bar from reinstatement as a member, a former member in any category for conduct which occurred during membership in the ICMA, MMMA or another state association that violates the MMMA Code of Ethics.

ARTICLE IV: Officers

The officers of the association shall consist of the president, the first vice president, the second vice president, and the secretary/treasurer. Only active members shall be eligible for any office. Newly elected officers of the association will assume their duties at the conclusion of the business meeting held in conjunction with the MMA Annual Meeting and shall serve until their successors are duly qualified and elected. The president, the first vice president and the second vice president shall be members of the ICMA. The association will provide scholarships for the dues for the president and vice presidents who are members of the ICMA on a needs basis.

A vacancy in the office of the president shall be filled by an appointee of the Executive Committee chosen between the vice presidents. If both vice presidents decline, the Executive Committee shall then appoint an active member of its committee. A vacancy in the office of the vice president shall be filled by the secretary/treasurer. If the secretary/treasurer declines, the Executive Committee shall then appoint an active member of its committee. A vacancy in the office of secretary/treasurer shall be filled by the Executive Committee with an active member of its committee.

The president shall be responsible for providing the necessary leadership to guide the association in reaching its objectives by planning for and conducting meetings of the Executive Committee and the association, making appropriate contracts with outside agencies, and performing other related duties.

The vice presidents will assist the president in his/her duties. During the president's absence or disability one of the vice presidents will serve in his/her place.

The president or his/her designee shall be responsible for notifying the members of the Executive Committee of meetings, supplying them with minutes of the previous meetings, keeping an up-to-date membership roster, collecting dues and/or assessments, paying bills, and performing other related duties. The secretary/treasurer shall make a detailed report of receipts and expenditures at the Executive Committee monthly meetings and present a detailed report of the full fiscal year's receipts and expenditures to the membership at the annual meeting of the MMMA.

ARTICLE V: Executive Committee

The Executive Committee shall consist of the officers of the association, i.e., the president, the first vice president, the second vice president, the secretary/treasurer, four at-large active members, and the five elected district representatives to the MMA Board of Directors. Newly elected members of the Executive Committee will assume their duties at the conclusion of the business meeting held in conjunction with the MMA Annual Meeting and shall serve until their successors are duly qualified and elected.

The Executive Committee shall have the primary responsibility for developing a strong association program, shall authorize the expenditure of the association's funds, and shall be responsible for the management of the property and business affairs of the association. The committee shall cause to be submitted to the members present at a regular meeting of the association for adopting no later than June 15

of each year their recommendations on an operating budget for the fiscal year commencing on the next July 1. Recommendations for modifications of the operating budget during the fiscal year shall be submitted by the Executive Committee to the membership for adoption in the same manner.

A majority of the members of the committee shall constitute a quorum at any meeting. The secretary/treasurer or his/her designee shall notify committee members at least two days in advance of each meeting.

The president, two vice presidents and five district representatives shall be the MMMA voting members on the Board of Directors of the Massachusetts Municipal Association and on the Governor's Local Government Advisory Commission.

A vacancy in the office of at-large members and district representatives may be filled with an appointee of the president with the approval of the Executive Committee until the next election at which time any remaining portion of the term shall be filled by ballot.

A member of the Executive Committee may be removed for cause by a majority vote of the voting members present at a regular meeting of the association provided that the secretary or his/her designee shall have given fourteen (14) days prior notice of such vote to all voting members. Removal of a member of the Executive Committee can commence only with an affirmative vote of a majority of the Executive Committee or a petition for removal signed by at least one-third of the voting members of the association. Only voting members shall be permitted to be present during discussion or action on the removal of a member of the Executive Committee.

ARTICLE VI: Nominating Committee

The Nominating Committee shall be appointed by the president, with the approval of the Executive Committee and will consist of seven active members including the immediate past president. The names of the members of the Nominating Committee will be announced at the monthly meeting of the association held in June.

ARTICLE VII: Nomination and Election Procedure

The Nominating Committee shall solicit, by mail, candidates interested in serving on the Executive Committee. In September the Nominating Committee shall present to the Executive Committee and to the membership the nominations for the position of president, first vice president, and second vice president for a term of one year, and secretary/treasurer for a term not to exceed three years; the nominations for two at-large representatives for a term of ~~one~~ two years; and, the nominations for five district representatives staggered such that two district representatives are elected one year and three district representatives are elected the next year, each for a term of two years. In order to implement the staggered election, representatives from District 2 and 4 will be elected for one-year terms (2007 – 2008) and representatives from District 1, 3 and 5 will be elected for two year terms (2007 – 2009). The Executive Committee may also receive nominations from the general membership prior to the last Thursday in September providing the nominating petition is signed by at least ten voting members of the association. The Executive Committee shall prepare a ballot, which shall be mailed to all voting members by the second Thursday in October. Ballots must be returned by the first Thursday in November after which the Nominating Committee shall be responsible for counting the ballots and certifying the results to the membership.

The Nominating Committee shall provide nominees for the position of MMA Vice President as required.

ARTICLE VIII: Ethics Committee

There shall be an Ethics Committee consisting of five members with three year staggered terms. Two alternate members, who shall also serve three-year terms, shall be appointed who will serve if there is a conflict of interest or if a member is unable to serve. The President of the MMMA shall appoint members and fill any vacancies that occur.

In considering appointments, the President shall give consideration to the geographical diversity of the Ethics Committee. The Ethics Committee shall strive to have representation from the entire state.

The mission of the Ethics Committee is to endeavor to maintain and preserve the professional integrity of the members of the MMMA as defined in the tenets of the MMMA Code of Ethics, as most recently amended.

The Ethics Committee shall be charged with the enforcement procedure for the Code of Ethics as adopted by the MMMA bylaws and with the education of the members in ethical issues. This committee shall also serve as the ICMA Confidential Fact-finding Committee as required. A complaint concerning a member of both the MMMA and ICMA will be processed by ICMA under the ICMA Rules of Procedure for Enforcement and will not be the subject of an investigation by the Ethics Committee as long as the member is also a member of ICMA.

The Executive Committee shall determine additional charges as needed.

ARTICLE IX: Other Committees

The president shall appoint all special committees as are needed. The appointment of members to such committees shall terminate at the conclusion of the business meeting held in conjunction with the MMA Annual Meeting unless such members are re-appointed by the new MMMA President. No such committee shall create any financial liability for the association unless specifically authorized by the president with the approval of a majority of the Executive Committee

ARTICLE X: Meetings

At any meeting of the association the vote of two-thirds of those voting members present on any matter, unless a different vote is specified by the articles of organization or these bylaws, shall be sufficient to decide matters.

The secretary/treasurer or his/her designee shall send meeting notices with a description of the planned program to each member at least two weeks before each meeting. In the absence of the president and vice presidents, the secretary/treasurer or, in his/her absence, the immediate past president will then preside at the meetings of the association.

Unless provided for otherwise by the Executive Committee, meetings of the association shall be held monthly except during the months of July and August. Special meetings of the association may be called by the president with the approval of a majority of the Executive Committee upon fourteen (14) days written notice thereof.

The annual meeting of the association shall be held in May/June of each year at such time and place the Executive Committee may designate in notice thereof.

ARTICLE XI: Finances

The fiscal year of the association shall commence on July 1 and end on the following June 30. The president or his/her designee and the secretary/treasurer shall have the authority to approve expenses for such items as are necessary to carry out the objectives of the association, provided funds for such purposes are available in the treasury. Except in emergency, the expenditure of the unanticipated costs in excess of \$500 will not be incurred without approval of the Executive Committee. The accounts of the association will be audited under the direction of the Executive Committee at least once annually just prior to the annual elections of officers.

The annual budget and dues for all members of the MMMA shall be established by the Executive Committee and voted upon by the membership at the annual meeting in May/June. Honorary members shall not be required to pay dues to the association.

Any supplemental assessments that are approved by a vote of the voting members present at a regular meeting will be due and payable within two months from the billing date.

Any dues or assessments that are paid by a municipality for a member who, during the membership year, ceases to occupy the position he/she held when admitted for membership in the association, shall be

credited to his/her successor in the event he/she makes application for membership in the same membership year. The member who ceases to occupy the position shall be entitled to the privileges specified under the member in transition category.

The association is authorized to accept contributions to the association from persons or corporations.

The dues and/or assessments for any member newly admitted for membership in the association during the membership year may be prorated on a monthly basis by the Executive Committee. In the event the dues and/or assessment for a member are not paid within four months of the billing date, the member shall be automatically be suspended until his/her dues and/or assessments are paid.

ARTICLE XII: Effective Date

These bylaws shall, when adopted by two-thirds vote of the voting members present at a regular meeting of the association, replace the constitution adopted on July 31, 1965, as amended.

ARTICLE XIII: Amendments

Amendments to these bylaws shall be approved by a majority vote of the voting members canvassed by written ballot, provided that a copy of the text of any proposed amendment shall have been mailed to all voting members at least 30 (thirty) days in advance. The Executive Committee shall schedule a meeting of the membership to discuss any proposed amendment(s) prior to the deadline for ballots. Amendments may only be initiated by a majority vote of the Executive Committee or by a petition of at least five voting members. An amendment shall not become effective until ten (10) days after its passage.