CONSTITUTION AND BY-LAWS

Minnesota City/County Management Association

Adopted April 15, 1953
Amended June 15, 1967
Amended June 28, 1973
Amended January 15, 1974
Amended May 12, 1978
Amended May 9, 1979
Amended May 12, 1982
Amended May 11, 1984
Amended May 8, 1992
Amended May 14, 1993
Amended February 12, 1994
Amended May 11, 1995
Amended May 7, 1998
Amended May 10, 2002
Amended May 8, 2003
Amended May 8, 2008
Amended May 2, 2013
Amended July 6, 2020
Amended May 4, 2021
Amended May 4, 2022
Amended April 26, 2023
Amended May 1, 2024
Amended April 29, 2026

ARTICLE 1. NAME:

The organization shall be incorporated as the Minnesota City/County Management Association (referred to here as the "Association").

ARTICLE 2. GOALS: The purpose of this association shall be:

1) To increase the management proficiency of its members and other local government administrators.

2) To strengthen the quality of local government through professional management and to share professional experience.

3) To maintain the high ethical standards of the profession of local government management and to recognize the historical significance of the council-manager form of local government organization.

4) To educate the citizenry and students about the merits of professional local government management with the council-manager form serving as a model.

ARTICLE 3. EXECUTIVE BOARD - OFFICERS AND DIRECTORS:

Section 1. The Executive Board: shall consist of the officers and five directors. All Board members shall be corporate members of the Association. The immediate past President shall serve as a voting ex-officio member of the Executive Board for one year after retirement as President, provided he or she continues to be a corporate member of MCMA. The current President of the Minnesota Association of Public Management Professionals (APMP) shall also serve as a voting ex-officio member of the Executive Board, provided he or she is a corporate member of MCMA.

Section 2. The officers of the Association shall be: A President, a First Vice President, a Second Vice President, and a Secretary-Treasurer. All officers shall have at least one year's experience in active service. Upon the retirement of an incumbent from active service from a position which entitles the holder to membership in this Association, the usual succession in office shall follow, and the resulting vacancy will be filled by a majority vote of the Executive Board.

Section 3. The responsibilities of the Executive Board members shall include providing leadership to the Association, active participation in regular Board meetings, liaison with standing and special committees and other activities in the interest of the organization.

Section 4. The responsibilities of the President shall include providing leadership to the Association and its Executive Board, liaison with the International City/County Management Association (referred to here as "ICMA"), the League of Minnesota Cities, the Association of Minnesota Counties, Federal and State government, and institutions of higher education, and other organizations.

Section 5. The responsibilities of the First Vice President shall include membership, and recognition. The First Vice President shall serve as Chairperson of the Recognition and Membership Committee.

Section 6. The responsibilities of the Second Vice President shall include professional development, publication and conference planning. The Second Vice President shall serve as Chairperson of the Professional Development Committee.

Section 7. The responsibilities of the Secretary-Treasurer shall include the keeping of Association minutes, records, and the responsibility for the accounting and treasury functions of the Association. The Secretary-Treasurer shall serve as Chairperson of the Annual Conference Planning Committee.

Section 8. The responsibilities of the longest tenured serving Director(s) shall include education and outreach. The longest tenured serving Director shall serve as the Chairperson(s) of the Education and Outreach Committee.

Section 9. The term of office for all elected executive board members shall be one year

commencing on the first of June and shall continue until their successors are elected and qualified. No officer shall serve more than one consecutive elected term in each office. No director shall serve more than five consecutive terms.

Section 10. A board vacancy shall automatically occur if a member of the executive board dies, is convicted of a felony, resigns, fails to qualify for office, or fails, without good cause to perform any of the duties of her or his position for a period of six months. In each such case, the executive board shall, by a majority vote of all members, declare such a vacancy to exist and shall forthwith appoint an eligible member to fill the same. A member whose office is determined to be vacant may, within thirty (30) days of the board action, appeal the decision to the executive board. The executive board decision on the appeal is final.

ARTICLE 4. AFFILIATION:

Section 1. The Executive Board shall have the authority to affiliate the Association with other professional governmental management associations in Minnesota with similar objectives as the Association.

ARTICLE 5. STANDING COMMITEES:

Section 1. The President shall appoint, with the approval of the Executive Board such standing committees as the majority of said Executive Board may deem advisable.

Section 2. There shall be appointed by the President a Recognition and Membership Committee. This committee shall consist of the First Vice President, one active past President of the Association and three active members of the Association who have not served as officers of the Association (one of these shall have served less than five years as an active member of the Association). The past President selected shall not be the immediate past President. Duties of this committee shall be to review applications for membership and to apply the criteria for position recognition of ICMA. The Executive Board shall establish procedural guidelines for the committee as to how the criteria are to be followed.

Section 3. There shall be appointed by the President a Professional Development Committee. The Second Vice President shall serve as the Chairperson of the committee. The duties of this committee shall be to provide opportunities for members and associate members in the area of professional development and training.

Section 4. Professional Conduct Committee. There shall be created a standing Professional Conduct Committee. The Committee shall consist of three active members of the Association, each of whom shall have served at least five years in a responsible local government management position. The term of office shall be for a period of three years. Appointment shall be by the President, with ratification by the Executive Board. The Second Vice President shall serve as board liaison to the Professional Conduct Committee. The purpose of this Committee shall be to promote ethical conduct among the membership and investigate any complaints of violation of the Code of Ethics. Such investigation shall be in accordance with ICMA and/or Association rules and procedures.

Section 5. There shall be appointed by the President a Annual Conference Planning Committee. The Secretary-Treasurer shall serve as the Chairperson of the committee. The duties of this committee shall be to plan and execute an Annual Conference for members and associate members.

Section 6. There shall be appointed by the President a Education and Outreach Committee. The most senior Director(s) shall serve as the Chairperson(s) of the committee. The duties of this committee shall be to engage with college undergraduate and graduate students to consider careers in local government management and monitor the inclusion of local government curriculum in Minnesota's social studies programs.

ARTICLE 6. NOMINATIONS AND ELECTIONS:

Section 1. At the annual meeting, the Association shall elect, by ballot, the officers and directors enumerated in Article 3.

Section 2. Nominations shall made by the nominating committee appointed by the President. Sixty days prior to the election, the nominating committee shall notify all members of the Association that the nomination committee will be meeting to nominate officers and directors for the Association, and that members may submit their own name to the committee for consideration for the position of director. The committee may nominate a member who has submitted his/her name for consideration or the committee may nominate other members. Election ballots shall indicate which members were nominated by the nominating committee and which members submitted their own names for the position of director.

In addition to nominations for the position of director, the nominating committee shall nominate at least one member for each position of officer of the Association.

The names of those placed on the ballot and the office they are seeking election to must be mailed to each voting member at least thirty days prior to the election.

Section 3. At the time of the election, additional nominations shall be permitted from the floor.

Section 4. When the ballots are cast for election of officers and directors, the election shall be conducted by written ballot and the nominating committee shall tally the ballots.

ARTICLE 7. MEMBERSHIP

Section 1. The membership categories, criteria, and privileges of this Association shall be the same as those currently adopted by the International City/County Management Association (ICMA), either by its constitution or by action of the ICMA Executive Board.

Section 2. HONORARY MEMBERS: In addition honorary members may be chosen because of distinguished service to the local government management profession. They shall be proposed by at least three active members, and shall be elected only upon a unanimous recommendation of the Executive Board and a majority vote of the members present at its annual

meeting. An election of the honorary members shall be canceled if an acceptance is not received within six months after the candidate has received the notice of election.

Section 3. LIFE MEMBERS: In addition to the ICMA criteria, members who have completed 25 years of membership in ICMA, MCMA, or other state city/county management affiliate association, during which during which time they were eligible to hold office, upon retiring from active service with a municipality shall become a paid-up Life Member; also, members who have been eligible to hold office for at least 15 years, upon retirement at age 65 or later shall become paid-up Life Members. Any member who has retired from active service with a municipality and who, in the opinion of the Executive Board, has made an outstanding contribution to the development of the profession may be granted a life membership by vote of a majority of the Executive Board.

Section 4. ELIGIBILITY DETERMINATION: Eligibility for any membership class shall be determined on the basis of the qualifications set forth above for the various membership categories. Members in transition may maintain their membership status in any membership class until they qualify for membership in a different membership class or until they accept employment that would require membership in a different classification.

Applications for membership and renewal applications shall reference the current qualifications for the membership classes. In signing the application or renewal, the applicant or member shall certify that the position held meets the qualifications of the particular membership class for which he or she is applying.

If the applicant is already a member of ICMA in the same membership category for which he or she is applying, the Secretariat Officer shall admit the applicant to membership. Otherwise, upon receipt of the application and dues for a corporate membership, the Secretariat officer shall publish notice of such application to the MCMA members by an appropriate means of wide distribution. If within sixty days following such publication no written objection to the applicant's qualifications has been received from a Corporate Member, the Secretariat Officer shall admit the applicant to membership. In the event that any Corporate Member shall file with the Secretariat Officer a written objection to the application within the sixty-day period, the application shall be submitted to the Membership and Recognition Committee, which will review the objection and any other relevant information. The Committee shall make a recommendation to the MCMA Board of Directors within 30 days. The Board will consider the recommendation at its next regularly scheduled meeting. The affirmative vote of two-thirds of the eligible voting members of the Executive Board shall be necessary for the applicant to be admitted.

Upon its own initiative or upon request of the Executive Board, the Recognition and Membership Committee may also review the qualifications of a position held by a current member to determine whether that position continues to meet the relevant qualifications for a particular membership class. If, after review, the Recognition and Membership Committee determines that the position does not meet such qualifications, a report indicating the reasons why the criteria are not met shall be filed with the Executive Board and with the applicant or member. The applicant or member shall be provided an opportunity to meet with the Executive Board to discuss the review.

If, by a majority vote, the Executive Board determines that a position does not meet the qualifications of a particular membership class, the applicant or member shall be advised of the membership class for which he or she is eligible.

ARTICLE 8. SUSPENSION AND EXPULSION OF MEMBERS:

Section 1. The Executive Board may censor, suspend, or expel a member of the Association for any violation of the Code of Ethics of the Association. The Executive Board shall establish procedures for handling of complaints against members. In each case the member so involved shall be notified promptly.

Section 2. RESIGNATION; Any member under any classification may resign his/her membership by a written notice to the Secretary of his/her desire to do so, after which his/her resignation will be accepted.

ARTICLE 9. DUES:

Section 1. Section 1. Membership dues in the Association shall be established and may be adjusted from time to time by the Executive Board.

Section 2. Any active or associate members whose dues are in arrears for a period of six months shall be suspended from membership and notified in writing of his/her suspension.

ARTICLE 10. MEETINGS:

Meetings of this Association shall be held at least once a year with the Annual Meeting being held at the same time and place as the Spring Conference of the Association. There shall be notice of ten days call by the President with approval of the Executive Board except that publishing of notice for the Spring Conference with the annual meeting on the agenda shall constitute notice for the annual meeting.

ARTICLE 11. AMENDMENTS:

This constitution may be amended or repealed by a two-thirds vote of the members of the Association present at a regular meeting; or three active members of this Association may, by petition to the Secretary, initiate a desired change which shall become effective upon the ratification by two-thirds of the active members present at any meeting or by a majority of active members voting thereon by a letter ballot. Such letter ballot is to be canvassed by two members of the Executive Board on the sixtieth day after the same is mailed by the Executive Secretary.

ARTICLE 12. CODE OF ETHICS:

The professional conduct of all members shall be governed by the ICMA Code of Ethics. A violation of such code will be considered reason for appropriate disciplinary action as provided in Article 8.

ARTICLE 13. ASSOCIATION OF PUBLIC MANAGEMENT PROFESSIONALS

Section 1. There is hereby created under this constitution a subsidiary organization known as the Minnesota Association of Public Management Professionals (referred to herein as "APMP").

Section 2. The purpose of this organization is to provide professional development and networking opportunities for local government professionals serving below the level of Chief Executive Officer.

Section 3. Membership in APMP shall be open to individuals as determined by the MCMA Board of Directors. Membership in MCMA shall be encouraged, but not required, for members of APMP.

Section 4. Members of APMP, regardless of membership in MCMA, are required to abide by Articles 8 and 12 of the MCMA Constitution and By-laws regarding application of the Code of Ethics.

Section 5. Revenues, expenditures, and financial reserves attributable exclusively to the activities of APMP will be separately designated in the financial documents of MCMA and used exclusively by APMP to further its organizational purpose.

Section 6. APMP shall have its own bylaws, the adoption and amendment of which is effective upon ratification by the MCMA Board of Directors.

Section 7. APMP shall have its own Executive Board as selected by the members of APMP according to their bylaws. The president of APMP shall be a voting member of the MCMA Board, provided he or she is a corporate member of MCMA.

ARTICLE 14 . ADOPTION:

This constitution shall be in full force and effect from and after its approval by a majority of those eligible to and exercising active membership.

BY-LAWS

ARTICLE 1. The duties of the officers of this Association shall be such as by general usage are indicated by the title of the office. The President shall appoint such committees as may be necessary. The Executive Board shall act in the capacity of Directors and shall supervise and control the affairs of the Association when the Association meetings are not in session.

ARTICLE 2. The Secretary-Treasurer shall transact the necessary financial business of the Association keeping a complete record of all transactions which shall be submitted for auditing at the annual meeting of the Association and shall give bond in such form and amount as may be determined by the Executive Board.

ARTICLE 3. At the annual meeting of the Association, the order of business shall be as follows; but may be suspended by a majority vote of the members present:

1. Roll Call
2. Reading of the Minutes
3. Communications
4. Report of the Executive Committee
5. Appointment of Committees
6. Report of Committee
7. Unfinished Business
8. New Business
9. Adjournment

ARTICLE 4. Voting by proxy shall not be allowed.

ARTICLE 5. The fiscal year shall be dated from January 1st to December 31st. Dues and subscriptions shall be payable annually effective January 1. A transitional period from previous dates in this Article shall be delegated to the Board of Directors.

ARTICLE 6. These by-laws may be amended by a majority vote of the members present at the annual meeting.

ARTICLE 7. The Executive Board shall cause a review to be made of the site of the Spring Conference at least every five years.