

NOTICE OF AMENDMENTS TO BYLAWS

In accordance with the Bylaws, proposed amendments to the Bylaws shall be noticed to the membership 30 days in advance of voting. The noticing period for this proposed amendment is October 30 – November 27, 2017.

Overview

On October 19, 2017, the MMANC Board of Directors voted to send a by-law amendment creating a new position of Conference Director to the membership for approval. This position is proposed in an effort to create a more efficient and effective organizational structure. Nominations for the proposed position of Conference Director will be accepted as part of the regular nomination period ending November 22, 2017 at 5 PM (see above for more information). A formal notice regarding the by-law amendment will be sent out to all full MMANC members on November 30, 2017.

Proposed Amendments to the Bylaws

See Attachment "A"

ATTACHMENT A: PROPOSED CHANGES TO BYLAWS

I. NAME

The name of this organization shall be MUNICIPAL MANAGEMENT ASSOCIATION OF NORTHERN CALIFORNIA (MMANC). It shall be comprised of the geographic area covered by Monterey, Kern, and Inyo Counties and all California counties north.

II. PURPOSE

The purpose of this organization is to provide the opportunity for professional development and the advancement of the profession of local government management through training, education, and networking.

III. NON-PROFIT STATUS

MMANC is a California non-profit corporation organized under the laws of the State of California and the United States of America.

IV. MEMBERSHIP

Membership in this organization shall be open to any person regardless of race, religion, age, national origin, sex, disability, or sexual orientation.

A. Upon payment of dues, members shall be given one of the following classifications:

1. Full Member - Any person employed at least half-time in administrative and/or management work for a local government agency in Northern California, except for the chief executive/administrative officer of an agency. This includes individuals in city government, county government, regional government, special districts and other local government agencies. Full members shall be entitled to all rights and privileges of the organization, including the right to hold office and vote, and shall share in its responsibilities.
2. Associate Member - Any person interested in promoting the purposes of the organization that does not qualify for Full member status. This includes individuals in state and federal government, colleges and universities, legislative assistant positions, management consulting firms, and other public, non-profit, and private sector organizations. Associate members shall be entitled to all rights and privileges of the organization, except the right to hold office and vote.
3. Student Member - Any person who is not working full time in public administration, but is attending a recognized college or university with interest in entering the local government profession. Student members shall be entitled to all rights and privileges of the organization, except the right to hold office and vote.

B. Executive Membership

1. Purpose - The category of Executive Membership is hereby established in recognition of the role that this organization plays in the development of chief executive/administrative officers and the role that these individuals play in MMANC.
2. Eligibility - An executive membership may be awarded annually by the MMANC Board of Directors to individuals who are appointed to the position of chief executive/administrative officer of an agency located within a region of MMANC who make a request to the MMANC Board or who are nominated by another MMANC member for Executive Membership.
3. Benefits - Executive members shall be awarded a lifetime membership in MMANC. They shall receive all pertinent MMANC information to keep them informed as to the organization's activities. Executive members shall be entitled to all rights and privileges of the organization, except the right to hold office and vote.

C. Honorary Membership

1. Purpose - The category of Honorary Membership is hereby established in recognition of MMANC members who have improved or strengthened the local government profession and/or the organization through extraordinary accomplishments.

2. Eligibility – An honorary membership may be granted by the MMANC Board of Directors to honor MMANC members who have contributed significantly to the profession and/or the organization while they are a Full member in good standing of MMANC. A MMANC member may be nominated for honorary membership by any current member of MMANC to the MMANC Board of Directors.

3. Benefits – Honorary members shall be awarded a lifetime membership in MMANC. They shall receive all pertinent MMANC information to keep them informed as to the organization's activities. Honorary members shall be entitled to all rights and privileges of the organization, except the right to hold office and vote.

IX. BOARD OF DIRECTORS

A. MMANC shall have a Board of Directors consisting of the following:

1. President, Vice-President, Conference Director, Communications Director/Secretary, Finance Director/Treasurer, Membership Services Director, and Program Director.
2. Region chairs. (If co-chairs are serving, all shall be Board members, but each region shall have only one vote.)
3. The most immediate Past President, willing and able to serve.

B. The Board of Directors shall be the policy making body for MMANC and approve all major expenditures of funds. The President and officers shall have wide latitude and authority to conduct and coordinate day-to-day MMANC activities. All major programs, projects and policy issues shall be approved by the Board.

C. Terms of office for Board Members shall be for a one-year period beginning on January 1 of each year except for the position of Finance Director/Treasurer. The term of office for the Finance Director/Treasurer shall be for a period of two years beginning on January 1. All elected Board members other than the President shall be eligible for re-election to succeeding terms. The President shall be eligible to seek one additional consecutive term.

D. Board meetings shall be held at least quarterly. Additional meetings may be called at the discretion of the President. The President shall conduct the meetings and prepare agendas as necessary. A quorum shall consist of a majority of the Board Members, counting only one member per region since each region has only one vote. A simple majority vote of the Board Members present shall determine policy.

E. All Board meetings shall be open to all members as well as guests such as corporate partners and local managers. The agendas and minutes will be communicated to MMANC members.

F. The Board shall approve an annual budget at the beginning of each calendar year and communicate it to the membership following adoption.

V. DUES

The dues of this organization shall be established annually by the Board of Directors. Any changes to the dues must be submitted to the membership for a comment period of at least 60 days before the Board of Directors can approve these changes.

VI. REGIONS

A. MMANC will be divided into five regions as listed below:

- East Bay
- North Bay/North Coast
- Peninsula/South Bay
- Sacramento Valley
- San Joaquin Valley

B. A chair or co-chairs from each region will direct regional activities throughout the year. The chair or co-chairs shall be selected by the members in each region through the MMANC elections process.

C. Region events shall be set at the discretion of each of the region chairs. The various regions shall determine their events in accordance with the professional development needs within their region relative to the general purpose of MMANC.

D. MMANC shall:

1. Use all available means of communication for the various regions to keep all MMANC members informed of their activities.
2. Maintain centralized financing in terms of dues, memberships and the annual budget.
3. Assist the regions in every way possible to make their programs successful.
4. Allocate central resources to region programs and projects based on need and MMANC's overall priorities.

VII. MEETINGS

A. There shall be at least two general membership events held annually.

B. Special meetings for the general membership may be called by the President with notification to the membership of at least fourteen (14) days prior to the meeting.

VIII. OFFICERS

The officers of the organization shall be the President, Vice-President, Conference Director, Communications Director/Secretary, Finance Director/Treasurer, Membership Director, and Program Director.

A. The President shall: preside at official meetings of the organization, Board of Directors and Executive Committee; serve as primary liaison to MMANC corporate partners; establish new, non-standing committees; appoint all committee chairs not already identified in the Bylaws; have general supervision of the work of the organization; and represent the organization in its various activities. The President shall also serve as an ex-officio member of all MMANC committees.

B. The Vice-President shall: serve as co-chair of the MMANC Annual Conference; serve as chair of the corporate partner advisory board and secondary liaison to MMANC corporate partners; serve as coordinator of MMANC representatives to the League of California Cities policy committees; handle special projects for the organization as assigned by the President; and act as President in the absence of the President.

~~B.C.~~ The Communications Director/Secretary shall: have custody of the organization's Bylaws, records and documents; keep and publish a record of meetings and activities of the organization; and direct communication activities of the organization.

~~C.D.~~ The Finance Director/Treasurer shall: receive and disburse all organizational funds and keep an accurate account of same, publish annually a year-end financial report; file the organization's tax returns; and transmit all records, accounts and undistributed funds to a successor.

~~D.E.~~ The Membership Director shall: coordinate membership information along with requests for new membership and renewal of current membership; chair the Membership Committee; and promote the benefits of MMANC activities and membership.

~~E.F.~~ The Program Director shall: coordinate and assist Region Chairs with regional programming; work with other professional organizations and educational institutions to promote MMANC programming; and help ensure high-quality programming throughout the year.

G. The Conference Director shall: serve as chair of the MMANC annual conference; establish a conference committee; and serve as primary liaison to conference sponsors.

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X. NOMINATIONS, ELECTIONS, AND APPOINTMENTS

A. An Elections Committee shall be appointed by the President with the advice and consent of the Board of Directors. The Elections Committee shall consist of at least three Full members who are not candidates for office.

B. The Elections Committee shall solicit and accept all nominations for the positions of officers and region chairs and shall present only the names of members who have consented to serve if elected. The Elections Committee shall be responsible for preparing, mailing, tabulating, and certifying the election.

C. MMANC members must be Full members to serve in an elected position and can nominate themselves for this position. Nominations may also be received from other MMANC members. By the close of nominations, candidates for office shall submit to the Elections Committee a brief statement of interest not to exceed 250 words.

D. The election schedule shall be as follows:

- Nominations Close: Last business day in October
- Ballots Distributed: First Thursday in November
- Ballots Due Back: Third Thursday in November
- Run-off Ballots Distributed: First Monday in December
- Run-off Ballots Due Back: Second Monday in December

E. Completed ballots must be submitted on or before the election deadline in order to be tabulated.

F. The candidate receiving the greatest number of ballots for each office shall be elected. If there is a tie, a run-off election shall be held between the tied candidates. The candidate receiving the greatest number of votes in the run-off shall be declared the winner.

G. Any vacancy in the office of the Vice-President, Conference Director, Communications Director/Secretary, Finance Director/Treasurer, Membership Director, or Program Director shall be filled by the President with the advice and consent of the Board of Directors. Appointments shall only be for the unexpired term. If the presidency becomes vacant, then the Vice-President shall automatically assume that office and appoint a Vice-President with the advice and consent of the Board of Directors.

H. Region chair positions which are vacated shall be filled by the President from members in the region in which the vacancy occurs. Appointments shall only be for the unexpired term.

I. If, at the close of the nomination period, only one candidate (including a slate of regional co-chairs) is nominated for each office, the election for MMANC officers shall be canceled and the candidates nominated shall be declared the elected winners of the positions for which they were nominated. In the event no candidates are nominated for an office the President may extend the filing date for up to five business days. If no candidate is nominated in the extended period, the President, with the advice and consent of the Board of Directors, shall appoint someone to fill the office. The Elections Committee shall immediately notify the President and Board of Directors of the cancellation of the election of MMANC officers. The membership shall be notified of this action following the nomination period.

J. In the event there are contested elections, only those offices that are contested shall appear on the ballot.

XI. COMMITTEES

A. The standing committees of the organization shall be the Executive, Elections, Awards, and Membership Committees. The President shall appoint other committees, as needed, to accomplish the purpose of the organization.

B. The Executive Committee shall consist of the President, Vice-President, Conference Director, Communications Director/Secretary, Finance Director/Treasurer, Membership Director, Program Director and the most immediate Past President willing and able to serve. This committee, with the President as Chair, shall have charge of the operating affairs of the organization.

C. The Elections Committee shall be responsible for executing the annual elections process.

D. The Awards Committee shall be responsible for coordinating and conducting the annual awards program as outlined in the organization's operating policies.

E. The Membership Committee shall be responsible for promoting the benefits of MMANC activities and membership for individuals eligible for Full, Associate, and Student memberships. The Membership Director shall chair this committee.

F. In addition to these standing committees, a Corporate Partners Advisory Board shall promote ongoing input and interaction between MMANC and its corporate partners. This Advisory Board will be comprised of representatives from MMANC's corporate partners and be chaired by the Vice-President ~~or their designee~~.

XII. RULES, POLICIES, AND DISSOLUTION

A. MMANC shall use Robert's Rules of Order, Revised, as the final authority as to parliamentary procedures, insofar as they do not conflict with any provisions of these Bylaws.

B. Within the provisions of these Bylaws, the MMANC Board of Directors shall have the authority to adopt operating policies and procedures on matters including but not limited to the following areas:

- Financial accounting
- Annual awards program
- Administrative management
- Region boundaries
- Ethical standards

C. The corporation shall not be voluntarily dissolved except by the affirmative vote of two-thirds (2/3) of the votes cast by Full MMANC members. In the event of the dissolution of the corporation in any manner and for any case, after the payment or adequate provision for the payment of all its debts and liabilities, all of the remaining funds, assets and properties of the corporation shall be applied or distributed as set forth in the operating policies and/or the Articles of Incorporation.

XIII. ETHICAL STANDARDS

As an organization of local government professionals, MMANC is committed to promoting the highest ethical standards in serving the public as articulated in the ICMA Code of Ethics. These standards include ensuring equity, transparency, honor, integrity, commitment, and stewardship in democratic local governance. MMANC members should uphold these ethical standards and refrain from activities that knowingly erode integrity and honesty of public service.

XIV. AMENDMENTS

A. Amendments to these Bylaws may be proposed in writing by any Full member and shall be reviewed and commented on by the Board of Directors.

B. Voting for Bylaw amendments shall take place with the annual election or in a special election noticed to the membership 30 days in advance of voting. In the event a Bylaw amendment is proposed and the election for MMANC officers is canceled, an election shall be held to consider the Bylaw amendment only. These elections shall be conducted under the MMANC Bylaws governing elections. Amendments shall become effective immediately if the amendment is supported by a majority vote of the ballots returned.

C. The Communications Director/Secretary shall be responsible for preparing, mailing, tabulating, and certifying the election.