

**MAYORS PARTNERSHIP FOR PROGRESS  
CONSTITUTION AND BY-LAWS**

**Preamble**

We, an Association of concerned Mayors and City Managers, organized for the express purpose of supporting and bettering the lives of our citizens, contend that the interests of our cities and villages can best be served in an enlightened, objective and democratic manner. As members of the Mayors Partnership for Progress, we whole-heartedly subscribe to these fundamental tenets:

**Article I**

Names and Objects

- Section 1. The name of the Organization shall be the Mayors Partnership for Progress
- Section 2. The Objects of the Organization shall be:
- (a) To encourage and promote equality of cities and villages
  - (b) To encourage members to promote their cities and villages
  - (c) To do all within our power to assure that our area of the state receives its ' fair share of state fund.
- Section 3. The members of the Mayors Partnership for Progress shall adopt, and may, from time to time, revise such by-laws as may be required to carry out these objectives

**Article II**

Membership

- Section 1. Eligibility. There shall be three types of membership; Mayors or Managers of Cities, Mayors or Managers of Villages and Associate Members (as prescribed to the Board).
- Section 2. Dues. Membership dues shall be four-tiered: \$100.00 for Cities, \$75.00 for Associate Members, \$50.00 for Villages at or over 1,000 in population and \$25 for villages under 1,000 in population, payable on or before March 31<sup>st</sup> of each year. No member may vote whose dues are not paid for the current year.
- Section 3. Election to Membership. Membership in the Mayors Partnership for Progress is open to any Mayor or Manager, interested in better government, regardless of sex, race, creed or national origin, subject to the approval of the Organization's Board of Directors, who are elected from the following 11 counties: Athens, Gallia, Hocking, Jackson, Lawrence, Meigs, Pike, Ross, Scioto, Vinton, and Washington. Associate Membership is open to any individual, group or business who has an interest in good government and whose membership is sponsored by a regular Mayors Partnership for Progress member, subject to the approval of the Organizations' Board of Directors. All Associate Member can neither vote nor hold office.
- Section 4. Termination of Membership. Membership may be terminated
- (a) By resignation. Any member in good standing may resign from the Organization upon written notice to the Secretary/Treasurer.
  - (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such a member's dues remain unpaid 30 days after the first day of the fiscal year, unless the Board waives dues under special circumstances (i.e.; Fiscal Emergency). In no case may a person be entitled to vote at any Association meeting or by mailed or e-mailed ballot whose dues are unpaid as of the date of that meeting or of the mailing of the ballot.
  - (c) By expulsion. Any membership may be terminated by expulsion as provided in Article VI of these by-laws.

**Article II**  
Meetings

- Section 1. Annual Meeting. The annual meeting of the Mayors Partnership for Progress shall be held in the month of November; a place, date and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed or e-mailed by the Secretary/Treasurer to each member at least 30 days prior to the date of the annual meeting. The quorum for the annual meeting shall be 25% of the voting members in good standing.
- Section 2. Special Organization Meetings. Special Organization Meetings may be called by the President upon a majority vote of the Board of Directors. meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or e-mailed by the Secretary/Treasurer to each member of the Board at least 14 (and not more than 30 days) prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other business may be transacted. The quorum for such a meeting shall be 25% of the voting members in good standing.
- Section 3. Board Meetings. The initial meeting of the Board shall be held immediately following the announcement of the Board of Directors' election results. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the Board. Written notification of each such meeting shall be mailed or e-mailed by the Secretary/Treasurer to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board of Directors' meeting shall be a majority of the Board voting in person, by mail, e-mail, fax, or telephone conference call.
- Section 4. At any time, the Board of Directors may conduct its' business by mail, e-mail, fax or telephone call through the President. Items voted upon and approved by the Board must be confirmed in writing by the Secretary/Treasurer within 14 days.

**Article III**  
Directors and Officers

- Section 1. Board of Directors, The Board shall be comprised of the Officers and Trustees, all of whom shall be members in good standing for a term of one year. In that year in which the outgoing President relinquishes office, he/she will assume a Trustee's position. Three Trustees will be elected thereafter for a term of one year. General management of the Organization's affairs shall be entrusted to the Board of Directors.
- Section 2. Officers. All members of the Association shall be represented at the Annual Meeting of the Association by duly elected officers. Club officers, consisting of the President, Vice-President and Secretary/Treasurer, shall serve in their respective capacities both with regard to the Organization and its meetings and the Board and its meetings,
- (a) The President shall preside at all meetings of the Organization and of the Board and shall have the duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these by-laws.
  - (b) The Vice-President shall have the duties and exercise the powers of the President in the case of the' President's death, absence, or incapacity.
  - (c) The Secretary/Treasurer shall keep a record of all meeting of the Organization and the Board and of all votes taken by mail, and of all matter of which a record shall be ordered by the Organization, have charge of their correspondence, notify members of meetings, notify new members of their acceptance into the membership, notify officers and Directors of the election to office, keep a roll of the members of the Organization with their addresses, and carry out such other duties as are prescribed in these by-laws.

The Secretary/Treasurer shall also collect and receive all monies due or belonging to the Organization. Monies shall be deposited in a bank approved by the Board in the name of the Association. The books shall, at all times, be open to inspection of the Board and a report shall be given at every meeting of the condition of the Organization's finances and every item of receipt or payment not before reported; and at the annual meeting, an accounting shall be rendered of all monies received and expended during the previous fiscal year.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority votes of all then-members of the Board; except that a vacancy in the Office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the Office of Vice-President shall be filled by the Board.

#### **Article IV**

##### The Association Year, Nominations, Elections

Section 1. Association Year. The Association's fiscal year shall begin on the first day of January, and end on the 31<sup>st</sup> day of December.

Section 2. Voting. At the Annual Meeting or at a special meeting of the Organization, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers, Directors, Delegate, Amendments to the Constitution and Bylaws. (Voting by proxy shall be permitted when accompanied by a signed letter from the member.)

Section 3. Annual Election. The election of Officers and Directors shall be conducted by a majority vote of members present in good standing at the Annual Meeting. If any nominee, at the time of the Annual Meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy created shall be filled by the Board of Directors in the manner provided by Article II, Section 3.

Section 4. Nominations. Nominations for Office and Board of Directors shall be made yearly at the Annual Meeting by members in good standing present. The President, Vice-President and Secretary/Treasurer shall be nominated for terms of one year in length.

#### **Article V**

##### Committees

Section 1. The President, upon the approval of majority of the Board, may each year appoint standing committees to advance the work of the Organization in such matters which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the President, subject to the approval of a majority of the Board, to aid the Board on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the President, subject to the approval of the majority of the Board, may appoint successors to those persons whose service has been terminated.

#### **Article VI**

##### Discipline

Section 1. Mayors Partnership for Progress Suspension. Any member who is suspended from his/her office shall automatically be suspended from the privileges of the Mayors Partnership for Progress.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct

prejudicial to the best interests of the organization. Written charges with specifications must be filed in duplicate with the Secretary/Treasurer. The Secretary/Treasurer shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the organization. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the organization, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of the hearing by the Board or a Committee of not less than 3 members of the Board, not less than 3 weeks or more than 6 weeks thereafter. The Secretary/Treasurer shall promptly send a copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The Board or committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, Board or committee may by a majority vote of those present suspend the defendant from all privileges of the organization for not more than 6 months from the date of the hearing, or until the next Annual Meeting it that will occur after 6 months. And, if it deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before follow members at the ensuing Organization's Annual Meeting which considers the recommendation of the Board or Committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary/Treasurer. The Secretary/Treasurer, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Organization may be accomplished only at the Annual Meeting of the Organization following a hearing and upon the recommendation of the Board or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their own behalf though no evidence shall be taken at this meeting. The President shall read the charges and finding and recommendations, and shall invite the defendant, if present, to speech in their own behalf. The Meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **Article VII**

### **Amendments**

Section 1. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed the Secretary/Treasurer signed by 25 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary/Treasurer for a vote within 3 months of the date when the petition was received by the Secretary/Treasurer.

Section 2. The Constitution and By-laws may be amended at any time by a favorable vote of 2/3 of the members present in good standing at any meeting.

## **Article VIII**

### **Dissolution**

Section 1. The Organization may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Organization, other than for purposes of re-organization, whether voluntary or involuntary or by operation of law, none of the

property of the Organization nor any assets of the Organization shall be distributed to any members of the Organization, but after payment of the debt of the Organization, its property and assets shall be given to a charitable organization selected by the Board of Directors.

**Article IX**  
Order of Business

Section 1. At meetings of the Organization, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Call to order
- Minutes of the last meeting
- Report of Secretary/Treasurer
- Old Business
- Report of Committees
- New business
- Presentation of annual awards (if such meeting is the Annual Meeting)
- Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Call to order
- Minutes of last meeting
- Report of Secretary/Treasurer
- Old business
- Report of Committees
- New Business
- Adjournment

**Article X**  
Parliamentary Authority

Section 1. The rules contained in the current edition of Roberts' Rules of Order. Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any other special rules or order the Club may adopt