

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.

Section 2. Dues. Membership dues shall be four-tiered: \$400.00 for Cities with populations of 10,000 or greater, \$300.00 for Cities with populations between 5,000-9,999, \$200.00 for Villages with populations between 1,000-4,999, and \$100.00 for Villages with populations up to 999, payable on or before March 31st of each year. No member may vote whose dues are not paid for the current year. Associate Member dues are \$100.00.

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 18 counties: Athens, Gallia, Highland, Hocking, Jackson, Lawrence, Meigs, Morgan, Monroe, Muskingum, Noble, Perry, Pike, Ross, Scioto, Tuscarawas, 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' Executive Board. All Associate Members 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 Executive Director.
- (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 Executive 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 at a place, date and hour designated by the Board of Officers.

Written notice of the annual meeting shall be mailed or e-mailed by the Executive Director to each member, at least 30 days prior of 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 Officers. Meetings shall be held at such place, date and hour as may be designated by the Board of Officers. Written notice of such meeting shall be mailed or e-mailed by the Executive Director to each member 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. Officer Meetings. The initial meeting of the Officers shall be held immediately following the announcement of the Officers' election results. Other meetings of the Officers shall be held at such times and places as are designated by the Executive Director or by majority vote of the Officers. Written notification of each such meeting shall be mailed or e-mailed by the Executive Director to each Officer member at least 14 days prior to the date of the meeting. The quorum for an Officers' 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 Officers 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 Executive Director within 14 days.

Article III Directors and Officers

Section 1. Executive Director, General management of the Organization's affairs shall be entrusted to the Executive Director.

(a) The Executive Director shall keep a record of all meetings of the Organization and the Officers 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 members, notify new members of their acceptance into the Organization, 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.

Section 2. Officers. All members of the Association shall be represented at the Annual Meeting of the Association by duly elected officers. The Board of Officers, consisting of the President, Vice-President and 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 Treasurer shall collect and receive all monies due or belonging to the Organization. Monies shall be deposited in a bank approved by the Organization in the name of the Partnership. The books shall, at all times, be open to inspection of the Organization 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 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 a majority vote of the Partnership's voting members.

Article IV The Organization's Fiscal Year, Nominations, Elections

Section 1. Fiscal Year. The Organization's fiscal year shall begin on the first day of January, and end on the 31st 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 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 Officers in the manner provided by Article II, Section 3.

Section 4. Nominations. Nominations for Officers shall be made yearly at the Annual Meeting by members in good standing present. The President, Vice-President and 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 Partnership members, may each year appoint standing committees to advance the work of the Organization in such matters which may well be served by committees. Special committees may also be appointed by the President, subject to the approval of a majority of the Partnership, to aid the Executive Director on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Partnership upon written notice to the appointee; and the President, subject to the approval of the majority of the Partnership, 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 their respective 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 Executive Director. The Executive Director shall promptly send a copy of the charges to each Officer or present them at an Officer Board meeting, and the Officer 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 Officers 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 Officers entertain jurisdiction of the charges, it shall fix a date of the hearing by the Executive Director or a Committee of not less than 3 members of the Partnership, not less than 3 weeks or more than 6 weeks thereafter. The Executive Director 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 their own defense and bring witnesses if the individual(s) wishes.

Section 3. Board of Officers' Hearing. The Officers 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, Officers 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 following members at the ensuing Organization's Annual Meeting which considers the recommendation of the Officers or Committee. Immediately after the Officers or committee has reached a decision, its findings shall be put in written form and filed with the Executive Director. The Executive Director, 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 Officers 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 2/3rd 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 Officers or by written petition addressed the Executive Director signed by 25 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Officers and must be submitted to the members with recommendations of the Officers by the Executive Director for a vote within 3 months of the date when the petition was received by the Executive Director.

Section 2. The Constitution and By-laws may be amended at any time by a favorable vote of 2/3rd 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 2/3rd 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 Officers.

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 Partnership may adopt.