

MAINE MUNICIPAL ASSOCIATION

BY-LAWS

(Including Amendments approved at MMA Annual Business Meeting held October 12, 2010)

ARTICLE I: Name and Purpose

Section 1. The name of this organization shall be "Maine Municipal Association."

Section 2. This Association shall be an organization dedicated to the purposes of:

- (a) Strengthening the quality of municipal government administration through advocating favorable state and federal policy;
- (b) Providing technical assistance and information analysis to aid municipal officials in decision making;
- (c) Contributing to the understanding of municipal issues through information exchange on developments and problems of municipal government;
- (d) Improving the education and training of appointed and elected municipal officials;
- (e) Taking advantage of the savings that can be achieved through the joint purchase of goods and services;
- (f) Modernizing local government to assure the more effective delivery of public services for Maine citizens;
- (g) Providing support services to affiliated professional associations; and
- (h) Creating a greater public awareness and understanding of municipal responsibilities, governance, and administration.

ARTICLE II: Membership

Section 1. Membership shall be either **Municipal** or **Associate**.

Section 2. **Municipal** membership shall be open to any Maine city, town or plantation, including any entity treated as a municipality under Maine law. Active Municipal memberships shall include all eligible Municipal members whose dues are current, in accordance with policies established by the Executive Committee. The Executive Committee shall establish annual membership dues and policies relating to payment due dates for Municipal members.

Section 3. **Associate** membership shall be open to any county, any quasi-municipal corporation, including but not limited to any utility district, school administrative unit, regional planning commission, or council of governments in the State of Maine, and to any other entity that meets the

definition of a “political subdivision” as defined in 14 M.R. S.A. §8102(3) or the definition of “State” as defined in 14 M.R.S.A §8102(4). Associate membership shall also be open to any Maine non-profit corporation which is organized and operated solely to provide essential governmental functions or services that lessen the burden of government, including organizations that (a) actually perform government services; (b) provide financial assistance or services directly to governmental units to assist such governmental unit in performing its functions; or (c) provide necessary public services that would otherwise be an expense of the government. Such organizations shall perform or fund an activity that the governmental unit considers to be its burden, and by its activity thereby lessen the burden of that governmental unit. Associate members that are Maine non-profit corporations shall at no time comprise more than Twenty percent (20%) in either, (a) the number of or (b) the revenues received from, the overall membership of the Association.

Section 4. Active Associate memberships shall include all eligible Associate members whose dues are current in accordance with policies established by the Executive Committee. The Executive Committee shall establish annual membership dues and policies relating to payment due dates for Associate members.

ARTICLE III: Affiliate and Patron Status

Section 1. **Affiliate** status shall be open to county and regional municipal associations and municipal professional organizations in the State of Maine whose purpose is to provide collaboration and specialized training for municipal officials serving in a particular role or region. The Executive Committee shall act on requests for Affiliate status. There are no annual fees for Affiliate status. However, municipal professional organizations may contract with MMA for administrative services.

Section 2. **Patron** status shall be open to individuals, students, professionals, and businesses, whether private or public, for profit or non-profit, that provides direct services to municipalities or that have a general interest in municipal government. There are three Patron status categories: Individual, Professional or Business with varying levels of benefits and annual fees. Active Patron status shall include all Patrons whose fees are current in accordance with policies established by the Executive Committee. The Executive Committee shall establish annual fees and policies relating to payment due dates for Patrons.

ARTICLE IV: Governance

Section 1. The Executive Committee shall be the governing body of the Maine Municipal Association. The President of the Association shall be the presiding officer of the Executive Committee. The Executive Committee shall have control and management of the Association and shall hold and manage all property of the Association.

Section 2. Officers: The officers of the Association shall be a President, a Vice-President, the Immediate Past President, and the Executive Director. Throughout their terms of office, each officer, with the exception of the Executive Director, shall hold the position of municipal officer, as defined in 1 M.R.S.A. §72(12), or the position of town or city manager or chief appointed administrative official, in an active Member municipality.

Section 3. Executive Committee: The Executive Committee of the Association shall consist of twelve (12) members, including the officers of the Association, with the exception of the Executive Director, and nine (9) Executive Committee members. Throughout their terms of office, each Executive Committee member shall hold the position of municipal officer, as defined in 1 M.R.S.A. §72(12), or the position of town or city manager or chief appointed administrative official, in an active Member municipality.

Section 4. Terms of Office: At the end of the current President's one-year term, the Vice President shall assume the office of President and shall serve a term of one year. No person shall hold the office of President or Vice President unless, at the time of assuming their offices, they have served as a member of the Executive Committee for at least one (1) consecutive twelve-month period during the past five years. No member of the Executive Committee may serve **more than two** consecutive terms except to serve as President, Vice President or Immediate Past President. *[Transitional Amendment: The provisions of this amendment shall apply to members of the Executive Committee taking office on or after January 1, 2011.]*

Members of the Executive Committee serving two consecutive three-year terms will be required to take three full years off from the Executive Committee before being reappointed by the MMA President or nominated for another term on the Executive Committee.

If a person has been appointed or elected to fill a vacancy pursuant to Article IV, Section 9, that term shall not be counted for purposes of this section.

Section 5. Duties & Responsibilities: The President, Vice-President, Immediate Past President, and Executive Committee members shall perform the usual duties attendant upon their respective positions. The Executive Director shall manage the affairs of the Association under the direction of the Executive Committee, and on such terms and at such salary as the Executive Committee may from time to time prescribe. The Executive Director shall receive and disburse all monies of the Association and keep an accurate account of all financial transactions of the Association. The Executive Director shall insure that the Association maintains adequate crime insurance. The Executive Committee shall select a competent auditing firm to audit the financial records of the Association at least once each year. The auditor's report shall be made available to members of the Association upon request.

Section 6. Meetings & Qualified Actions: Meetings of the Executive Committee shall be held at any time upon the call of the President or any three members of the Executive Committee. A majority of the total number of members of the Executive Committee then in office shall constitute a quorum for the transaction of business. A vote of a majority of the Executive Committee members present at a meeting, at which a quorum is present, shall be the act of the Executive Committee.

Section 7. Absences: If any member or member-elect of the Executive Committee is absent from more than three meetings of the Executive Committee called pursuant to Article IV, Section 6, within a calendar year, the position of that member shall be deemed vacant, unless declared otherwise by a majority vote of the whole Executive Committee, excepting that member, and the vacancy shall be filled in accordance with Article IV, Section 9.

Section 8. Standing/Subcommittees: The Executive Committee shall have the power to appoint standing or special committees from time to time as may be deemed necessary for the proper conduct of the affairs of the Association. No committee of the Association shall be authorized to create any financial liability unless first approved as to its purpose and amount by the Executive Committee.

Section 9. Vacancies: If a vacancy shall occur within the non-officer members of the Executive Committee, or if a member of the Executive Committee is elected as an officer, and except as provided in Article V, Section 1, the President, subject to the approval of a majority of the whole Executive Committee, shall appoint a qualified person to fill the remainder of the unexpired term. If a vacancy shall occur in the office of the President, the Vice President shall immediately assume the office of President. If a vacancy shall occur in the office of the Vice President, a qualified person shall be appointed by a majority of the whole Executive Committee to fill the remainder of the unexpired term. If a vacancy shall occur in the office of the Immediate Past President, the MMA Executive Committee may appoint a Past President who holds municipal office to fill the remainder of the term.

ARTICLE V: Annual Elections

Election Process

Section 1. The annual election for the Maine Municipal Association shall be set to occur in the month of August of each year. No later than One-Hundred-Twenty (120) days prior to each annual election, the Executive Committee shall fix the date and place of the annual election. At each annual election there shall be elected a Vice President who shall serve a term of one year and up to three Executive Committee members who shall each serve a term of three years or the remainder of a vacant term. All terms shall officially begin on January 1 of the next calendar year.

Section 2. At each annual election the Vice President and Executive Committee members shall be elected by a mail Ballot. Ballots shall be prepared and mailed by the Executive Director to the chief executive officer of each Municipal member at least Thirty (30) days prior to the day of the annual election. The mail Ballot shall contain a brief biographical sketch of each candidate. The Ballot may be cast by a majority of the municipal officers, or a municipal official designated by a majority of the municipal officers of each Municipal member. Ballots must be received by the MMA Executive Director no later than 12:00 noon on the day of the election. Ballots shall then be counted in an open process under the direction of the President of the Association.

Nomination Process

Section 3. No later than the end of February of each year, the President, with recommendations from the Executive Committee, shall appoint a five-member Nominating Committee, composed of two elected municipal officials, two Past Presidents and one member who is either the President of an affiliate organization or is a town or city manager or chief appointed administrative official. The Chair of the Nominating Committee shall be the Immediate Past President. If the Immediate Past President is unable to serve as the Chair, the MMA President shall appoint another Past President to serve as the Chair.

Section 4. No later than Ninety (90) days prior to the annual election, the Nominating Committee shall send Municipal members written notice of the Proposed Slate of Nominees for the Vice President and Executive Committee positions. In considering nominations to the Executive Committee, the Nominating Committee shall seek a representation from municipalities of various sizes which is reasonably balanced to reflect as nearly as possible the relative distribution of Maine's population among large and smaller municipalities.

Section 5. In the event that the Vice President is unable to serve as President, the Nominating Committee shall nominate a qualified person to be elected to the Presidency for a one-year term. In such event, nominations for President may also be made by petition in accordance with Section 6 of this Article.

Petition Process

Section 6. Nominations for the Vice President and Executive Committee positions may also be made by a petition signed by a majority of the municipal officers in each of at least Five (5) member municipalities and filed with the Executive Director no later than Forty (40) days prior to the day of the annual election.

ARTICLE VI: Meetings

Section 1. There shall be an annual business meeting at such time and place as may be designated by the Executive Committee. A business meeting may also be called by the Executive Committee upon petition for such meeting signed by a majority of the municipal officers, or a municipal official designated by a majority of the municipal officers of 10% of the active Municipal members. Notice of any business meeting shall be given in writing to all Municipal members at least Thirty (30) days before such meeting.

Section 2. There shall be no limit upon the number of delegates to be sent by any Municipal member to a business meeting of the Association. All delegates representing Municipal members shall be heard in debate. Only cities, towns and plantations, which are active Municipal members of the Association, shall be entitled to vote, each such Member municipality being entitled to one vote. Only those votes cast by authorized persons shall be counted. Authorization shall be in writing and signed by a majority of the municipal officers or a municipal official designated by a majority of the municipal officers of any active Municipal member entitled to vote.

ARTICLE VII: Dues, Fees and Other Charges

The Executive Committee shall establish reasonable dues, fees and other charges for services rendered and goods provided, and Members may be classified for this purpose.

ARTICLE VIII : Amendments

These Bylaws may be amended at any annual business meeting or special meeting of the membership that is called by a majority vote of the Executive Committee. Any proposed amendments to the Bylaws shall be submitted in writing to Member municipalities at least Thirty (30) days prior to such meeting. The amendment(s) shall become effective immediately upon a majority vote of all Member municipalities voting.

ARTICLE IX: Dissolution

In the event of the dissolution of the Maine Municipal Association, all of its assets are to be delivered to the Secretary of State to be held in custody for the Member municipalities of the State.