



**MICHIGAN
WOMEN**
IN MUNICIPAL
GOVERNMENT

BYLAWS

March 20, 2017

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MICHIGAN WOMEN IN MUNICIPAL GOVERNMENT MISSION STATEMENT:

Michigan Women in Municipal Government is an affiliate organization of the Michigan Municipal League (MML). The organization is intended to provide support for elected and appointed women and to offer opportunities for learning and networking with other women in order to enhance leadership abilities.

ARTICLE I – NAME, GOVERNANCE, AND PURPOSE

Section 1.1 – Name. The organization shall be known as Michigan Women in Municipal Government (MWIMG).

Section 1.2 – Purpose. The MWIMG, as an affiliate of the Michigan Municipal League (MML), is committed to encouraging elected and appointed women officials of MML members by providing educational programs and opportunities for networking with women officials throughout the State in order to promote effective leadership in local government. In the performance of its purposes, MWIMG shall take no action in conflict with the corporate Articles and By-laws of MML, nor jeopardize the tax-exempt status of MML.

Section 1.3 – Powers. The Board of Directors of the MWIMG shall have the authority to organize events which serve to fulfill the mission of MWIMG. The MWIMG Board of Directors shall specifically have the powers necessary to transact business, including the receipt and payment of money.

Section 1.4 – Office. The principal office of MWIMG shall be the principal place of business of the MML.

ARTICLE II – MEMBERSHIP

Section 2.1 – Initial. Any elected or appointed female official from an MML member city, village or urbanized township may become a member of the MWIMG by submitting a membership form and paying the annual dues amount.

Section 2.2 – Withdrawal. Any member may withdraw from the MWIMG by notifying the Secretary in writing.

Section 2.3 – Removal. Any member who is no longer an elected or appointed official, or who has not paid her annual dues, will automatically be removed from the membership of MWIMG.

Section 2.4 – Re-affiliation. Any elected or appointed female official from a MML member city, village, or urbanized township who has withdrawn or whose membership has been terminated may re-affiliate with the organization by completing the process set forth in Section 2.1.

Section 2.5 – Membership Records. Membership information will be maintained by the MML through the MWIMG Treasurer.

Section 2.6 – Honorary Membership. Former members of MWIMG who are currently serving their municipality as an elected or appointed official in county, state or federal government are eligible for honorary membership in MWIMG. They may become an Honorary Member by submitting a membership form and paying the annual dues. This honorary membership shall include voting rights. References to membership or members throughout these Bylaws are intended to include Honorary Members unless specifically indicated otherwise.

ARTICLE III – DUES

The amount of dues to be paid by each member of MWIMG shall be set by a majority vote of the members in good standing at a regular meeting of the organization. Dues shall be due and payable July 1 of each year.

ARTICLE IV – BOARD OF DIRECTORS, OFFICERS, AND DIRECTORS

Section 4.1 – Board of Directors The business and affairs of MWIMG shall be governed by a Board of Directors. The Board shall have a maximum of five (5) persons.

Section 4.2 – Officers. Members of the Board of Directors shall include the following officers: President, Vice President, and Secretary.

Section 4.3 – Directors. Members of the Board of Directors shall include two (2) At-Large Directors.

Section 4.4 – Treasurer. A treasurer shall be appointed by the Executive Director/CEO of the MML. The Treasurer shall not serve as a member of the Board.

Section 4.5 – Election and Term. The Officers, except the Treasurer, and Directors shall be elected at the meeting held during the MML Annual Convention each even numbered year for a term of two years. Nominations for Officer and Director positions shall be by the Nominating Committee and may be by nominations from the floor at the meeting at which the election is held. The Officers and Directors may serve more than one term. The terms of an Officer/Director shall run concurrently. All Officers and Directors shall assume office immediately upon election.

Section 4.6 – Duties.

- A. Board of Directors. – It shall be the duty of the Board of Directors to manage the activities of MWIMG and to promote continuing education, networking, and support of opportunities for local women officials in Michigan.
- B. President. – The President shall preside at all meetings of MWIMG and shall have the duties and powers traditional to such office. The President is responsible for overseeing all functions of MWIMG and, in particular, to work with MML staff in planning the regularly scheduled meetings at the MML Capital Conference, the MML Annual Convention, and any other events.
- C. Vice President. – The Vice President shall perform such duties as the members shall adopt on recommendations of the President. She shall succeed to the office of President in case of a vacancy in such office and shall perform the duties of the President in case the President, due to absence, illness or incapacity, is unable to act.
- D. Secretary. – The Secretary shall perform those duties traditionally performed by the secretary of an organization’s governing body. She shall take accurate minutes of MWIMG membership meetings and of MWIMG Board of Directors’ Meetings and publish them before the following meeting of MWIMG in each case.

- E. Treasurer. – The Treasurer shall perform those duties traditionally performed by the treasurer of an organization. The Treasurer shall have the authority to execute any and all checks and other negotiable instruments authorized by the Board of Directors on behalf of the organization. Funds shall be held by MML and disbursed as authorized by the Board of Directors.

Section 4.7 – Quorum. A majority of Board members at any meeting shall be a quorum.

Section 4.8 – Appointments. Members of MWIMG may be appointed to serve on special committees of MWIMG by the President.

Section 4.9 – Qualifications. Each officer of MWIMG shall be a qualified official in good standing at the time of her election or appointment to office and an active participant in MWIMG. If an officer ceases to hold her elected or appointed municipal position such office shall be deemed vacant.

Section 4.10 – Vacancies. If an Officer, except the Treasurer, or a Director ceases to hold her elected or appointed municipal position, such office shall be deemed vacant. If an Officer of an At-Large Director resigns, that office shall be deemed vacant. A vacancy that occurs in the office of President, Vice President, Secretary or of an At-Large Director, shall be filled by appointment by the remaining members of the Board of Directors for the remainder of that term.

ARTICLE V – NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the President no later than sixty (60) days before each meeting at which an election of Officers and Directors will be held. The Committee shall recommend and place into nomination at the meeting names of persons to be elected to the Board of Directors and to hold positions as Officers. The Committee shall have three (3) members: the Immediate Past President, who shall serve as its Chair, and two persons appointed by the President, who are not current At-Large Directors. The President shall have sole discretion in making appointments to the Committee. The Committee shall undertake to provide that a broad base of representation will result with respect to geographic location and size of communities, and racial and ethnic heritage.

ARTICLE VI – MEETINGS

Section 6.1 – Regular. There shall be two (2) regularly scheduled meetings a year to be held during the MML Capital Conference and the MML Annual Convention.

Section 6.2 – Special. Special meetings may be called if needed by the MWIMG President, or by any five (5) members who inform the Secretary of their request for a meeting. The Board of Directors shall determine the date, time, and location of special meetings. Written notice of the time and place of a special meeting shall be sent to each member not fewer than ten (10) days in advance of the date of the meeting. The notice shall state the purpose(s) for which the meeting is called. No other business shall be transacted at the meeting.

Section 6.3 – Quorum. The number of members of MWIMG present in person at any membership meeting of members shall be a quorum.

Section 6.4 – Votes of Members. Each member shall be entitled to one (1) vote in the election of Officers, Directors, and upon any resolution presented for decision.

Section 6.5 – Rules of Order. The proceedings of any meeting of MWIMG shall be governed by *Robert's Rules of Order, newly revised*. The President may appoint a parliamentarian to advise her on points of order at any meeting.

Section 6.6 – Absence of Officers. In the absence of the President at any meeting, the Vice President shall perform the duties of the President at that meeting or the portion of the meeting for which the President is absent. In the absence of both the President and the Vice President at any meeting, the Secretary shall conduct the meeting. Should all officers be absent, the most immediate past president in attendance shall conduct the meeting until an elected officer arrives.

ARTICLE VII – RESOLUTIONS

Section 7.1 – Submission of Resolutions. Any member of MWIMG may submit a resolution for consideration to the Board of Directors ten (10) days prior to any regular or special meeting. Resolutions properly submitted shall be placed on the agenda of the meeting for action by the membership, with a recommendation by the Board of Directors of approval or rejection.

Section 7.2 – Presentation of Resolutions. Each proposed resolution submitted by a member shall be stated in clear and concise language and shall be accompanied by a statement setting forth the reasons for recommending the proposed resolution.

Section 7.3 – Publication of Resolutions. Resolutions which are approved by MWIMG shall be published in electronic form by the MML.

ARTICLE VIII – MML STAFF.

The MML staff shall assist with communication to the members of MWIMG. MML staff shall also assist in the scheduling of speakers for the MWIMG meetings at the MML Capital Conference and Annual Convention.

ARTICLE IX– EXPENDITURES

MWIMG shall not incur any debt or expense unless it has been approved, both as to purpose and amount, by the MML Board of Trustees or by the MML Executive Director/CEO.

ARTICLE X – ADMINISTRATIVE RULES AND REGULATIONS

Members may, by resolution, pass such rules and administrative regulations as are deemed necessary to carry out the intent of these Bylaws. Such rules and regulations shall be consistent with the authority of the MML Board of Trustees regarding the governance of MWIMG.

ARTICLE XI – INDEMNIFICATION

Volunteer members of the Board of Directors, Officers, and committee members of MWIMG shall have the same indemnification, with respect to their liability for damages, costs, and expenses for acts or omissions within the scope of their authorized function for MWIMG, which they would have if they held corresponding positions in the MML.

ARTICLE XII – AMENDMENTS

Section 12.1 – Method. Amendments to the Bylaws may be made by majority vote of the members.

Section 12.2 – Notice. Any amendment shall be presented at a meeting of the members and voted on at the next meeting of the members.