

# **CONSTITUTION and BYLAWS**

## **Michigan Capital Area Chapter**

### **of the American Society for Public Administration**

#### **I. Name and Purpose**

Section 1. The name of this Chapter shall be the Michigan Capital Area Chapter of the American Society for Public Administration, hereafter referred to as the Chapter.

Section 2. This Chapter is organized for the professional and educational purposes of: exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). Without limiting the generality of the foregoing, such purposes include the following:

- a. Advancing the science, process, and art of public administration.

In furtherance of its exclusively charitable and educational purposes, the Chapter shall have all general powers of an unincorporated association under the law of the state of Michigan as now in effect or as may hereafter be amended, together with the power to solicit and accept grants and contributions for such purposes.

Section 3. The Chapter shall serve the greater mid-Michigan area.

#### **II. Membership**

Section 1. Chapter membership shall be limited to persons holding membership in the American Society for Public Administration.

Section. 2 Chapter members shall have the right to vote for Chapter officers and Board members and to participate in all Chapter activities.

Section 3. No individual shall be refused membership in the Chapter because of race, color, religion, national origin, gender, sexual orientation, marital status, physical or mental characteristics.

Section 4. Class of Membership Membership categories shall be those recognized nationally by the American Society of Public Administration. No restriction shall be made based on membership classification.

### **III. Officers and the Governing Body**

Section 1. The officers of this Chapter shall be a President, a Vice-President for Programs, a Vice-President for Membership, a Secretary, and a Treasurer.

Section 2. The governing body of the Chapter shall be the Board which shall consist of the Chapter officers, the most recent Past President, and five members at-large. If the most recent Past President is not available, a sixth at-large member shall be elected. The Board shall supervise and control the affairs of the Chapter and its actions shall follow the general policies of the Society.

Section 3. The President shall serve as presiding officer of the Board and chief executive officer of the Chapter, with the authority to represent the Chapter in all matters pertaining to its affairs, and shall:

- b. Preside at the annual chapter business meeting, at other regular meetings of the Chapter, and at regular and special board meetings.
- c. Enforce the provisions of the Chapter Constitution and bylaws and carry out the mandates of the Chapter.
- d. Appoint members of committees, as authorized in the Constitution or by the Board, and members of all special committees who shall serve at the President's pleasure.
- e. Maintain effective communications with regional and national officers and national headquarters.
- f. Authorize expenditures within the approved budget.
- g. Perform such other duties as are usually incidental to the office of President.

Section 4. The Vice-President for Programs shall be the senior vice-president and, as such, shall assist the President in the discharge of duties as directed and shall:

- a. Be prepared to serve as acting President in the temporary absence of the President.
- b. Serve as chair, program committee, and shall call meetings of the committee as required to execute its duties.
- c. Act in an advisory capacity to the President on matters of policy and procedure concerned with chapter program and education activities.

- d. Coordinate the promotion of chapter programs and special projects.
- e. Be responsible for the preparation and administration of a program of chapter activities.
- f. Perform such other duties as may be delegated by the President.

Section 5. The Vice-President for Membership shall:

- a. Serve as chair, membership committee, and shall call meetings of the committee as required to execute its duties.
- b. Act in an advisory capacity to the President on matters of policy and procedure concerned with chapter program and education activities.
- c. Coordinate the promotion of membership recruitment activity.
- d. Maintain records on chapter membership and develop necessary statistics to reflect chapter activity.
- e. Publish Chapter notices and newsletters as directed by the President and Board.
- f. Be responsible for a program designed to retain chapter membership.
- g. Perform such other duties as may be delegated by the President.

Section 6. The Secretary shall:

- a. Record the minutes of chapter business and board meetings.
- b. Maintain files of chapter correspondence and records.
- c. Upon request, make available to the chapter members constitution and bylaws passed by the Board.
- d. Mail, via post or electronically, to each chapter member a copy of the constitution, as amended, upon passage of amendments to the constitution.
- e. Perform such other duties as may be delegated by the President and the Board.

Section 7. The Treasurer shall:

- a. Serve as chair, finance committee, and shall call meetings of the committee as required to execute its duties.
- b. Receive and safely keep all monies and other securities of the Chapter and deposit them in an institution designated by the Board, to the credit of the Chapter, to be drawn therefrom for the expenses of the Chapter only with authorization of the President, or when absent, the Vice-President for Programs.

- a. Keep a true account of all receipts and disbursements in detail, and each board meeting, at each regular chapter business meeting, and at such other times as may be required, shall render the same.
- b. Report, as approved by the Board, the actual income and expenses for the fiscal year for the Chapter.
- c. Perform such other duties as may be delegated by the President and the Board.

Section 8. Powers and Duties of the Board:

- a. The Board of Directors shall have the responsibility for overseeing the overall well being of the association; including establishing necessary policy, planning and implementing the annual schedule of events, setting and managing the annual budget, maintaining communication with the membership, promoting the Association and its objectives, and other essential duties not specifically assigned to membership.
- b. The parliamentary authority for the Association shall be Roberts Rules of Order, newly revised.

Section 9. Quorum:

- a. A quorum for purposes of conducting official business of the board shall be at least 50% of the official board members.
- b. A quorum for the purposes of conducting official business at a meeting of the Association members shall be at least 15 persons.

Section 10. All persons comprising the Board shall be members of the American Society for Public Administration and shall be Chapter members in good standing. If board members are not in good standing they will be restricted from voting on Chapter business, participating in board meetings, and serving in an appointed officer capacity until their membership in the American Society for Public Administration is verified.

#### **IV. Nominations and Elections**

Section 1. At the initial election after the Chapter Constitution is adopted by the chapter members, the President, Secretary, and Treasurer and two members at-large shall be elected for two-year terms. Also, at the initial election after the Chapter Constitution is adopted, the Vice-President for Programs, Vice-President for Membership, and three members-at-large shall be elected for a one-year term, provided that at all subsequent

elections, the Vice-President for Programs, Vice-President for Membership and the three members-at-large initially elected for a one-year term, shall be elected for two-year terms. In the event that any officer or any members-at-large seat becomes vacant before the full two-year term is completed for that seat, the vacancy shall be filled for the remainder of the term, by board nomination.

Section 2. The President, Vice-President for Programs, Vice-President for Membership, Secretary, Treasurer, and members-at-large shall be elected for two-year staggered terms as provided by Section 2. Elections shall be held year prior to the June meeting of the Chapter.

Section 3. A plurality of chapter members voting shall decide elections for officers. The five persons receiving the highest number of votes for board member at large shall be elected. In case of ties, the Board shall cast the deciding ballot.

Section 4. Officers and board members elected shall take office on July 1.

## **V. Meetings**

Section 1. This Chapter shall hold up to four program activities during the designated chapter year, including the annual business meeting. Chapter members shall be given at least five business days written notice of time, place, and the agenda for the annual meeting which shall include announcing the election results.

Section 2. The annual meeting shall be held in June unless otherwise specified by the Board.

Section 3. Other meetings of the Chapter shall be held at times and places designated by the President or by the Board.

## **VI. Committees**

Section 1. The Board may establish committees for various purposes. Committee chairs and members shall be appointed by the President with the advice and consent of the Board. All such committees shall be appointed to terms effective July 1, and expiring the following June 30.

## **VII. Fees**

Section 1. That portion of the national membership dues designated for rebate to the Chapter shall constitute the fee for Chapter membership.

Section 2. Other fees as deemed necessary for continuing and special projects may be assessed by the Board.

## **VIII. Amendments**

Section 1. Amendments to this Constitution may be made in the following manner:

- a. Amendments may be proposed by the Board or by a petition signed by five or more chapter members. Amendments proposed by petition shall be submitted to the members within 45 days of receipt by the Board of a valid petition.
- b. Votes on amendments to this constitution shall be by secret ballot and shall be considered approved if favored by two-thirds of those voting.
- c. Proposed constitutional amendments shall be submitted to the membership for review at least 30 days prior to the time a vote is to be taken.

Section 2. Consistent with inclusion of this Chapter in the group federal income tax exemption ruling of the American Society for Public Administration (identified by the Internal Revenue Service as Group Exemption Number 3155), all amendments to the Chapter Constitution which may be made from time to time shall be submitted to the American Society for Public Administration for its approval.

Section 3. Revisions to the constitution shall be announced to the membership on the Association's web site and made available to members upon request.

## **IX. Ratification**

Section 1. This Constitution shall be considered ratified upon approval of the American Society for Public Administration and upon favorable vote of the organization meeting of this Chapter, who are voting on ratification.

## **X. Miscellaneous Provisions**

Section 1. No officer or board member will for reason of his/her office be entitled to receive any salary or compensation, but he or she may be reimbursed for actual expenditures incurred in the discharge of his/her duties for the Chapter.

Section 2. No substantial part of the activities of the Chapter shall be carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise

permitted by Section 501(h) of the Code, and the Chapter shall not participate in, or intervene in, including the publishing or distribution of statements concerning, any political campaign on behalf of or in opposition to any candidate for public office.

Additionally,

- a. The Chapter shall not carry on any other activities not permitted to be carried on:
  - i. By an organization exempt from federal income tax under Section 501(c)(3) of the Code, or
  - ii. By an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. In the event of dissolution or final liquidation of the Chapter, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses, all of the remaining assets and property of the Chapter shall be distributed to the American Society for Public Administration provided it remains organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and if not, to an organization which does so qualify. In no event shall any of such assets or property be distributed to any director or officer or to any private individual.

Section 4. The fiscal year of the Chapter shall end on December 31. The employer identification number assigned by the Internal Revenue Service to this Chapter is 52-1204145.

Adopted by the Board:

Adopted by the Membership: