

BYLAWS OF THE MINNESOTA CITY/COUNTY FACILITY MANAGEMENT ASSOCIATION

ARTICLE I. NAME, PURPOSE, AND GOALS

- Section 1. The name of this non-profit, membership association shall be the Minnesota City/County Facility Management Association (MCCFMA), hereinafter referred to as the Association or MCCFMA.
- Section 2. The mission of the Association shall be to support and advance the interests of county and city facility management professionals in the state of Minnesota by promoting quality education and professional development, as well as providing a central forum for the exchange of ideas.
- Section 3. The goals of the Association include:
1. To facilitate educational opportunities for facility management professionals;
 2. To increase awareness of city and county facility management concerns; and
 3. To initiate and/or support needed action on specific facility management and related concerns (e.g. regulations, education, etc.).

ARTICLE II. MEMBERSHIP AND DUES

- Section 1. Membership in the Association is open to individuals who work in the state of Minnesota, are employed by a city government, a county government, or certain government-related non-profit organizations, and who work in the field of facility management/maintenance. Private entities and representatives of private entities are not eligible for membership. The Executive Committee may make exceptions to this policy at any time for any reason.
- Section 2. Members shall, as a condition of membership, pay dues on an annual basis. Dues are payable in January of each year. The Executive Committee will develop a recommendation for the annual dues rate and present it to the General Membership for approval by vote at the Annual Meeting. Payment will entitle the member to vote and to hold office. Individuals who have not paid their dues by March 31st of each year will be dropped from the active membership and not entitled to any of the responsibilities or benefits of the Association.
- Section 3. Any member may resign their membership at any time by giving written notice to the full Association or to the Executive Committee. Such resignation shall take effect on the date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any

member who resigns membership shall not be entitled to a refund of any dues or other payments made to this Association.

- Section 4. The Executive Committee shall have the authority to establish and define non-voting categories of membership.

ARTICLE III. MEETINGS

- Section 1. The Association shall hold an Annual Meeting during each calendar year for the General Membership. At the Annual Meeting, the General Membership shall elect Officers, receive reports on the activities of the Association, vote on the proposed annual budget and dues rate recommendation, and determine the direction of the Association for the coming year. The Executive Committee may determine that a meeting of the General Membership may be held solely by means of remote or electronic communication.

All resolutions to be presented at any meeting of the full General Membership shall be distributed in writing to the Executive Committee in writing not less than 30 days prior to the meeting. The written notice may be sent via electronic communication methods. The Executive Committee shall consider the resolution and report its recommendation to the members at the meeting of the Association.

- Section 2. Notice of meetings shall be given to each voting member not less than two weeks prior to the meeting.
- Section 3. Special meetings of the Association may be called at the discretion of the Executive Committee. The meeting notice for the special meeting must state the business to be transacted, and no business shall be transacted except that stated in the meeting notice.
- Section 4. To carry an action or transact any business, at least fifty percent (50%) of the eligible voting membership of the association must participate in the vote. All issues to be voted on shall be decided by a simple majority of those who have voted. Any item that is voted on by *less* than fifty percent of the eligible voting membership is considered null, and the Executive Committee will determine how to proceed.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE

- Section 1. The governing body of MCCFMA shall be an Executive Committee comprised of the following Officers: President, Vice President, and Past President. The Officers of the Association will take office immediately following election at the Annual Meeting. The Officers of the Association shall serve without compensation from the Association.

- Section 2. The President shall preside at all meetings of the Association. The President shall be responsible for the overall direction of the organization and the conduct of the work of its officers and its committees.
- Section 3. The Vice President shall fulfill the duties of the President in the event of the President's temporary absence. In the event the President is unable to complete the term of office, the Vice President shall serve as President for the remainder of the term. The Vice President will also serve as a member of the Executive Committee.
- Section 4. The Past President shall serve as a member of the Executive Committee and advise the Executive Committee in furtherance of the Association's purposes.
- Section 5. The President, Vice President, and Past President shall serve one-year terms, or until their successor is duly elected and qualified. These roles follow a succession. The Vice President is elected each year, The Vice President becomes the President the second year, and becomes the Past President the third year. Former Officers are eligible to be re-elected three years after their final term of service.

A vacancy of the office of President will be filled by the Vice President. A vacancy of the office of Vice President will be filled for the remainder of the term by an appointment by the President for the remainder of the term. A vacancy of the office of Past President will be filled by an appointment by the President for the remainder of the term.

- Section 6. The Executive Committee shall hold regular meetings to conduct the business of the Association and plan for meetings of the Association's membership. Such plans will include setting meeting times and places as well as developing the agenda for the next meeting of the General Membership. The Executive Committee may call special meetings of the General Membership. Association staff are required to attend all Executive Committee meetings unless there is an unavoidable scheduling conflict.

The Executive Committee shall prepare an annual budget and dues rate recommendation which will be presented and voted upon by the membership at the Annual Meeting. The budget may be amended by a simple majority when there is a quorum (see Article III, Section 4). The dues rate will always be prorated for any members joining on or after June 1st through the remainder of the calendar year.

The Executive Committee will, upon majority vote, establish any committees as deemed necessary and will make all committee Chair appointments upon majority vote. Committee Chairs will serve one-year terms following their appointment. Committee Chairs are eligible to be re-

appointed two years after their last term of service. The Executive Committee shall annually review all committees and reapprove the continuation of each committee.

Section 7. The Executive Committee shall determine the timeframe for elections and communicate the timeframe to members in advance of the Annual Meeting. Candidates for Officers of the Association shall nominate themselves for election. Self-nominations must be communicated to the membership of the Association before the end of the timeframe. A candidate will be elected by a simple majority when there is a quorum (see Article III, Section 4). If there are three candidates, there will be two rounds of voting. The candidate who receives the lowest number of votes in the first round will be eliminated. The vote will then be taken again with the two remaining candidates. A simple majority will elect. Article IV, Section 5 describes that Officer positions move in succession. Unless there is a special election, each Annual Meeting shall only elect one Officer: the new Vice President.

In the case of a tie, a special election shall be conducted during the Annual Business meeting to determine a winner between the candidates. No write in candidates will be accepted.

Section 8. Any Officer may be removed at any time prior to the expiration of their term. A majority vote for removal by the Executive Committee initiates the process. The vote shall then go to all voting members of the Association and the removal will be decided by a simple majority. If an Officer is removed, they may not be re-elected as an Officer at any time in the future. If an Officer is removed, the voting membership can elect a new member to fill the role temporarily until the end of the term.

Section 9. The Executive Committee shall have the power to act on behalf of the Association if a delay in action would result in an adverse effect. Such actions will require a majority vote of the Executive Committee and a report will be made to the membership at the next regular meeting. Minutes of the Executive Committee meeting where a vote was taken shall be presented to the General Membership as a part of the agenda at the next meeting.

Section 10. The Executive Committee, upon majority vote, may suspend or deviate from the bylaws as it determines, in its sole discretion, is reasonably appropriate in certain circumstances.

Section 11. From time to time and in its sole discretion, the Executive Committee may, by majority vote, adopt and modify policies for the operation of the Association.

ARTICLE V. PROPERTY AND DEDICATED FUNDS

The Association may receive and acquire by purchase, gift, grant or devise, and may hold, use, invest, expend, convey or dispose of any real or personal property whatsoever for any of the purposes of the Association specified herein, and may lease, mortgage, or use the same in any manner conducive to its interest and prosperity and to the accomplishment of any such purposes; but it shall not divert any gift, grant, devise, or bequest from the specific purposes designed by a donor's consent; but if so authorized by a donor, the Association may expend, use or dispose of any property transferred to it, or the income thereof, in accordance with the judgment and discretion of the Executive Committee or as the bylaws of the Association shall otherwise provide. No Officer or member shall profit personally from the organization.

ARTICLE VI. AMENDMENTS

These bylaws may be amended provided the notice for the proposed amendments has been given to the Executive Committee and transmitted to members not less than 30 days prior to a meeting of the membership. The amendment shall be approved by a simple majority when there is a quorum (see Article III, Section 4).

ARTICLE VII. FISCAL YEAR

The fiscal year of the Association shall be from January 1st through December 31st.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Roberts' Rules of Order Revised shall govern the Association in all cases except when they are inconsistent with the Constitution and bylaws of the Association. The Executive Committee shall be the authority for the interpretation of the bylaws.

ARTICLE IX. DISSOLUTION

- Section 1. The organization shall use its funds only to accomplish the purpose and goals specified in these bylaws. On dissolution of MCCFMA, any funds remaining shall be distributed in the following manner and sequence:
- A. Outstanding accounts payable shall be paid in whatever sequence designated by the Executive Committee.
 - B. Remaining funds shall be used to pay expenses related to the dissolution of the organization.
 - C. Any remaining funds shall be divided by the number of members in good standing for the current fiscal year to calculate the allocation per member. The allocation per member is the same amount for each member and shall not exceed the amount of the annual fee. The organizations of the members shall receive an allocation for each member involved in MCCFMA, even if the organization has multiple members in the Association.
 - D. Any remaining funds shall be divided by the number of members in good standing for the immediate past fiscal year to calculate the allocation per member. The allocation per member is the same amount for each member

and shall not exceed the amount of the annual fee. The organizations of the members shall receive an allocation for each member involved in MCCFMA, even if the organization has multiple members in the Association.

Section 2. The Executive Committee shall conduct the dissolution process.

Section 3. The Executive Committee shall submit a report of the dissolution process and the distribution of funds and tangible properties to the organizations of members in good standing in the current and immediate past fiscal year, and to any other agency with legal interest in the funds and properties disposed.

Section 4. Any employment relationship with staff assigned to, or employed by, MCCFMA shall end when the dissolution of the association is finalized.

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- ADOPTED at MCCFMA's Annual Meeting on 11/19/2020.
 - AMENDED at MCCFMA's Annual Meeting on 11/18/2021.