

MINNESOTA ASSOCIATION FOR COURT MANAGEMENT BYLAWS

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ARTICLE I NAME OF ASSOCIATION

Section 1.

The name of the Association shall be Minnesota Association for Court Management (MACM).

ARTICLE II PURPOSES

Section 1. Purpose and Objectives

This Association is organized and shall be operated exclusively for the purpose of promoting and improving the common professional interests and working conditions of its members by providing assistance and support for the accumulation and dissemination of information, and for education relating to the advancement of court management in our respective counties, judicial districts and the State of Minnesota. All powers of the Association shall be exercised so that its operation lies exclusively within the contemplation of both Section 501 (c) (6) of the Internal Revenue Code, as now enacted or as hereafter amended, and of Section 290.05 of the Statutes of the State of Minnesota, as now enacted or as hereafter amended.

This Association strives to achieve this general objective and enhance the proficiency of court managers by:

- Improving the administration of justice through the application of modern management techniques.
- Promoting active participation in the legislative and rule making processes.
- Acting as a forum for problem solving and for sharing knowledge, information and experience among the members of the Association.
- Encouraging fellowship, networking and a sense of unity through participation in MACM activities.
- Working with the Judicial Council, Supreme Court, Court of Appeals, State Court Administration (SCAO), judicial districts, counties and other committees, workgroups and organizations for the provision to provide effective court management in Minnesota.

ARTICLE III GENERAL POWERS

Section 1.

The Minnesota Association for Court Management is not organized for profit or engaged in any activity ordinarily carried on for profit.

Section 2.

The Association shall have the power to own, accept, acquire and dispose of personal property, and to obtain, invest and retain funds in order to advance the purposes stated in Article II above.

Section 3.

The Board of Directors may contract for goods or professional services needed to carry out the functions of the Association. Such contract(s) shall be on an annual basis.

ARTICLE IV MEMBERSHIP AND DUES

Section 1. Membership

The membership of this Association shall be divided into three classes: regular, retired, and honorary. No person may concurrently hold membership in more than one class.

Regular Membership:

All supervisory or management personnel employed by any court in the State of Minnesota shall be eligible for membership upon payment of the appropriate annual dues.

Non-supervisory staff in a district office or in the state court administrator's office who participate in MACM activities in a leadership role or are otherwise determined by the Board of Directors to be essential to the effective operation of the Association are eligible for regular membership.

Regular members in good standing shall be entitled to vote, hold office and serve on committees. Regular members not in attendance at a meeting may delegate their right to vote by written proxy.

Retired Membership:

A regular member in good standing upon retirement may retain membership as a retired lifetime member without any further payment of dues. A retired member is not eligible to vote or hold office, but may serve on committees, attend conferences without payment of registration fees and otherwise enjoy the benefits of membership in MACM.

Honorary Membership:

A person who has made significant contribution to the profession of court management, or has rendered distinguished service in related fields, may be nominated to honorary membership in MACM. Any MACM member may make a nomination to the Membership Services Committee, who will review the nomination and forward it to the Board of Directors with a recommendation. After a review of the nomination and recommendation, a person may become an honorary member by a majority vote of the Board of Directors. The Membership Services Committee Chair will be responsible for purchasing and presenting awards to any honorary member. Honorary members are not eligible to vote or hold office, but may serve on committees and attend conferences. No dues are required of an honorary member.

Section 2. Annual Dues

The Board of Directors shall establish the annual dues for all classes of membership. All dues shall be paid in full or proof of payment provided prior to the annual meeting. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE V
OFFICERS AND ELECTIONS

Section 1. Officers

The officers of the Association shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer. In the event of a vacancy in office due to death, incapacity, resignation, removal, or failure to remain a good standing regular member, a majority of the Board of Directors shall appoint a successor to serve for the unexpired portion of the term.

Section 2. Elections

The President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected at the annual meeting in even-numbered years and shall serve for a term of two years. Officers are limited to two consecutive two year terms in any one office, excluding time spent in office filling a vacancy.

All contested elections of officers shall be by ballot. All other voting may be by a show of hands or voice vote. All officers shall be eligible to vote. Officers shall assume their respective duties upon adjournment of the annual meeting at which they are elected.

Section 3. Nominating Committee

An Ad hoc Nominating Committee, chaired by the immediate Past President, shall solicit and receive nominations for office. Any regular member in good standing may run for office or make nominations. The Committee shall announce the nominations to the full membership at least thirty days prior to the annual meeting. The Committee shall prepare and distribute proxy voting forms to members upon request, as proxy voting is allowed only for officer elections. The Committee shall be responsible for preparing and counting ballots for contested elections.

ARTICLE VI
DUTIES OF OFFICERS

Section 1. President

The President shall have active executive management of the operations of the Association, subject, to the control of the Board of Directors. The President shall preside at all meetings of the members and at all meetings of the Board of Directors, discharge all of the duties incumbent upon a presiding officer and perform such other duties as these bylaws provide or the Board of Directors prescribe. The President shall make a report to the Board of Directors and to the Association at the annual meeting.

Section 2. First Vice-President

The First Vice-President shall preside at all meetings of the Association in the absence of the President, shall assume the duties of the President upon resignation or death of the President, and shall serve as chairperson of the Legislative and Rules Committee.

Section 3. Second Vice-President

The Second Vice-President shall preside at all meetings of the Association in the absence of the President and First Vice-President, shall assume the duties of the First Vice-President upon resignation or death of the First Vice-President, and shall serve as chairperson of the Education Committee.

Section 4. Secretary

The Secretary shall keep and record minutes of the formal sessions of the Association, and shall carry on such correspondence and clerical work on behalf of the officers as requested.

Section 5. Treasurer

The Treasurer shall collect, receive, invest and have custody of all funds of the Association and shall deposit such funds in a bank approved by the Board of Directors. The Treasurer shall expend the funds of the Association according to the directives of the Board of Directors. Checks drawn upon the funds of the Association shall bear the signature of the Treasurer. If directed by the Board of Directors, the Treasurer may be required to provide a bond in an amount established by the Board of Directors, and any premium on said bond shall be paid from Association funds. The Treasurer shall make a financial report to the Board of Directors and to the membership at the annual meeting and to the IRS and other agencies as required, and cooperate with the audit committee for an annual financial review. The retiring Treasurer shall deliver to the newly installed Treasurer all monies, vouchers, books and papers of the Association in his/her custody at the close of the meeting at which the successor Treasurer is installed. The Treasurer shall serve as the chairperson of the Budget Committee and shall serve on the Membership Services Committee.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, the ten district chairpersons, the standing committee chairpersons, and one at-large representative who shall be elected as hereinafter provided. The Immediate Past President shall be a member of the Board of Directors for two years following a term as President.

Section 2. Meetings and Quorum

Meetings of the Board of Directors may be conducted in-person, or by electronic means including telephone conference calls, interactive video, or similar technology. Appearances at any meeting can be made by electronic means including telephone or interactive video. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3. Action of Directors at a Meeting

The act of a majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 4. Action of Directors Without a Meeting

Any action required by law or under these bylaws to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors and recorded by the Secretary in the permanent record book. Holding a vote electronically through email or other electronic means with a question posed to the Board, and Board members signifying their approval or rejection of the question satisfies this requirement so long as the Secretary maintains a record of this action in the permanent record book.

ARTICLE VIII
DUTIES OF BOARD OF DIRECTORS

Section 1. Annual Association Meeting

A regular annual meeting of the Board shall be held without other notice than this section, immediately before and at the same place as the annual meeting of the members, or at any other time and place as approved by a majority of the Board. In the event that a majority of the Board approves a change in the time and place of the annual meeting, the membership shall be provided with 30 days notice of said change.

Section 2. Management of Business

The management and government of the affairs of this Association shall be vested in the Board of Directors which body shall transact the general business of the Association in the interim between annual meetings.

Section 3. Removal of Officers

The Board shall have the power to remove any officer or Board member from office for any good cause shown, provided that such removal shall be by two-thirds majority vote of the Board with the member or officer in question not being allowed to exercise a vote.

ARTICLE IX
STANDING COMMITTEES

Section 1. Appointment of Committee Chairs

Unless otherwise provided in these bylaws, The President, as hereinafter provided, shall appoint the chairperson of each standing committee. Such appointments shall be reported to the Board of Directors and shall stand approved unless rejected by a majority of the

Board. If an appointee is rejected, the President shall so inform the individual and immediately make another appointment, reporting such action to the Board. All officers shall be *ex officio* members of all standing committees without the right to vote.

Section 2. Standing Committees

The chairperson of the following standing committees shall be appointed at or immediately after each annual meeting to serve until the next annual meeting or until their respective successors are appointed.

Executive Committee

Legislative and Rules Committee

Education Committee

Membership Services Committee

Bylaws and Parliamentary Committee

Section 3. Members

Standing committees shall be composed of members of the Association in good standing, appointed by the chairperson of each of the respective committees, subject to approval by the Board of Directors. Committees may form subcommittees to carry out their duties and increase participation of the membership.

Section 4. Executive Committee

The Executive Committee shall be composed of the Association Officers, including the Past President. The Executive Committee shall serve as the Budget Committee and shall prepare an annual budget for consideration by the Board. Other matters may be referred to the Committee by the President or the Board.

Section 5. Legislative and Rules Committee

The Legislative and Rules Committee shall be actively involved in the legislative and rule making processes, shall propose and monitor legislation and rules and proposed actions that could impact the courts and advise the Board as to policy options and their implications. The Committee shall represent the Association in legislative and rule-making activities with other groups such as the State Legislative Strategy Team. The First Vice-President shall be the chairperson of the Legislative and Rules Committee.

Section 6. Education Committee

The Education Committee shall be responsible for the planning and implementation of the Annual Meeting, and such educational and employee development programs and activities as are approved by the Board of Directors. The Committee shall be responsible for conference site selection, subject to approval by the Board of Directors. It may prepare educational articles and training manuals of interest to the membership. The Second Vice-President shall serve as the chairperson of the committee.

Section 7. Membership Services Committee

The Membership Services Committee shall monitor administrative and personnel policies and proposed actions that could impact MACM members. The Committee shall advise the Board as to policy options and their implications. This Committee shall be responsible for the recruiting of members and shall carry out decisions of the Board of Directors relative to the recruitment, maintenance and eligibility of members of the Association. It shall have the responsibility to certify that members attending the annual meeting are in good standing and eligible to vote. The Committee shall prepare appropriate resolutions for approval at the business meeting. In order to facilitate attendance at MACM events as well as promote access to advanced training opportunities for all members, the Membership Services Committee will coordinate the MACM Scholarship Program. The Committee further seeks to recognize and publicly acknowledge meritorious individuals and programs through its various award programs and publicize Association activities. This may include publicity through the local media in a court/community regarding court-related activity, honors bestowed on members and election or appointment to court or MACM positions, after consultation with the member about whom the article is to be written. The Committee shall review nominations for honorary membership and make recommendations to the Board of Directors on all nominations received. The Committee Chair will be responsible for purchasing and presenting awards to honorary members.

Section 8. Bylaws and Parliamentary Committee

The chairperson of this committee shall serve as the parliamentarian of the Association. It shall be the duty of this committee to review the bylaws of the Association as to their practicality and application. The Committee shall also review the needs of the Association for amending or adding to the bylaws. It shall make a report of its findings to the Board of Directors.

Section 9. Ad hoc Committees

The President may appoint ad hoc committees, such as Planning and Research, when necessary to promote the purposes and goals of the Association and shall advise the Board of Directors of the appointments at the next board meeting.

ARTICLE X ANNUAL MEETING

Section 1.

This Association shall hold at least one meeting per fiscal year for all members at such time and place as provided for by the Board of Directors. This meeting shall be called the annual meeting.

ARTICLE XI
QUORUM

Section 1.

A quorum at any meeting shall consist of a simple majority of the voting members present and shall be deemed sufficient to approve reports and amend the bylaws of the Association. A simple majority of the voting members present, including proxy votes, shall be deemed sufficient to elect officers.

ARTICLE XII
FISCAL YEAR AND AUDIT

Section 1. Fiscal Year

The fiscal year of the Association shall be July 1 through June 30 of the following year.

Section 2. Audit

An audit committee shall audit the accounts of the Association at least annually. The committee shall submit a report of such audit to the Board and the membership as soon as practical following the annual meeting, but no more than 90 days following the annual meeting.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1.

ROBERT'S RULES OF ORDER, Newly Revised, shall govern parliamentary procedure at meetings of the Association and of the Board of Directors.

ARTICLE XIV
AMENDMENTS

Section 1.

These bylaws may be amended at any Association meeting by a majority of the registered regular members present and voting. Any member in good standing may make a

recommendation to the Bylaws Committee and all proposed amendments shall be referred to that Committee for study and recommendations.

ARTICLE XV
ORGANIZATION

Section 1.

The membership of this Association shall be organized into districts, which districts shall coincide with the judicial districts of the state, plus at-large members.

Section 2.

The members within each district shall elect a chairperson and a vice-chairperson who shall serve for a period of two years, and who shall call and preside at all meetings of the members in that district. Elections shall be held no later than June 1 in even-numbered years in Districts 1, 3, 5, 7 and 9, and in odd-numbered years in Districts 2, 4, 6, 8 and 10. Officers-elect shall assume their duties upon the adjournment of the next meeting of the Association.

Section 3.

Each district shall hold at least two meetings annually. Other district meetings may be called by the chairperson, vice-chairperson, or by a majority of the members of a district whenever they deem it useful.

Section 4.

When a vacancy occurs in any district chair, the vice-chairperson shall fill it until election of a new chairperson in each district.

Section 5.

A district secretary may be elected by the district membership or appointed by the district chairperson in each district.

Section 6.

Non-district regular members shall elect an at-large representative and an alternate who shall serve for a period of two years and who shall call and preside at all meetings of the constituency. The elections of the representative and alternate shall be held no later than June 1 in even-numbered years. The representative and alternate shall assume their duties upon the adjournment of the next meeting of the Association.

Section 7.

In addition to calling and presiding at meetings, the district chairperson and the at-large representative shall have the following duties:

- To serve as a member of the Board of Directors; in the event he/she is unable to attend, the vice-chairperson or at-large alternate may serve
- To serve as the liaison between the Association officers and the membership
- To immediately notify the President of the Association as well as other members of the serious illness or death of any member, and the appointment of any new member
- To visit with new members within one month after the start of their membership for the purpose of acquainting them with the organization and the policies of the Association, and to make himself/herself available for further information, advice and assistance by letter, phone or visit

Section 8.

Meetings shall be for the purpose of:

- Exchanging information and ideas relating to the functions and duties of court management
- Solving common as well as individual problems arising in connection therewith
- Serving as a forum for the development of Association policies that are representative of the entire membership
- Serving as an instrument for promotion of Association policies

ARTICLE XVI DISTRIBUTION OF ASSETS UPON DISSOLUTION

This Association does not and will not afford pecuniary gain, incidentally or otherwise, to its members. No part of the property or the income of the Association or any other pecuniary gain or profit shall inure to any member of the Association except that reasonable compensation may be paid for services rendered to or for the Association.

In the event of dissolution of the Association of all the assets then in its possession shall be allocated *pro rata* amount those counties of Minnesota that were contributing members in the fiscal year immediately preceding the year of dissolution, provided, however, that the *pro rata* allocations to those counties in which the courts are funded by the state shall be paid into the state's general fund.

The Association shall not lend any of its assets to an officer, director or member of the Association nor guarantee to any other person the payment of a personal loan taken by an officer, director or member of the Association.

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