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MIDDLE MANAGEMENT ASSOCIATION CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I NAME

The name of this non-profit Minnesota organization is the Middle Management Association (MMA), which is a public employee membership organization.

ARTICLE II PURPOSE

The general purpose of MMA shall be to serve its members and:

- a. To advance the professional and economic status of supervisors in public employment.
- b. To represent supervisors in public employment before public employers in matters such as grievances, salaries, benefits, and other terms and conditions of employment as specified in Minnesota Statutes Chapter 179 and 179A (Public Employees Labor Relations Act) as may be amended.
- c. To promote high standards of supervisory practices.
- d. To encourage participation in professional associations, to provide a means of exchanging information, and expressing opinions on matters pertinent to supervisory standards.

ARTICLE III MEMBERSHIP

Section 1. MMA shall be composed of individual members who are employed by the State of Minnesota (State) as supervisors and who have fulfilled all other membership requirements.

Section 2. Members in good standing that are included in Unit (216) as established by Minnesota Statutes Chapter 179 and 179A shall participate in the election of MMA officers and representatives to the Board of Directors (Board), serve as an officer or member of the Board, attend membership meetings, and receive benefits and services as may be made available to members (excluding fair-share members).

ARTICLE IV ADMINISTRATION

Section 1. The governing body of MMA shall be the Board which shall consist of the President, Vice President, Secretary, Treasurer, and Directors elected by member supervisors.

Section 2. It shall be the responsibility of each member of the Board and Officers to faithfully administer the Constitution and Bylaws of MMA, applicable government statutes, rules and regulations, without prejudice and consistent with their expressed intent.

Section 3. The Board shall be the custodian of all properties of MMA.

Section 4. The Board shall meet as determined by the President and approved by the Executive Committee or by a majority vote of the members of the Board. All members of the Board shall be notified of the time and place of the meeting.

- a. A majority of the members of the Board shall constitute a quorum.
- b. All Board business shall be conducted by a majority vote of the attending members of the Board providing a quorum is present.
- c. The Board shall establish an Executive Committee which shall have all the powers of the Board to transact business between meetings, and such other items as delegated by the Board.

Section 5. The rules contained in Robert's Rules of Order shall govern MMA in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of MMA.

ARTICLE V OFFICERS

Section 1. The officers shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Duties of the Officers:

- a. Officers shall assume duties normally performed by such officers and as defined by the Constitution and Bylaws or the Board.
- b. The President shall be Chair of the Board and the Executive Committee. The President shall serve as ex officio member of all committees, except the committee on elections. In the event of a vacancy in an office or on the Board, the President can appoint a replacement with approval of the Executive Committee.
- c. The Vice President shall move up and shall assume all duties of the President in the event of a vacancy in the office of President, the inability or incapacity of the President to perform his/her duties, or otherwise as directed by the President.
- d. The Secretary shall be accountable for record keeping and reporting of the Board and Executive Committee meetings of MMA.
- e. The Treasurer shall be accountable for the fiscal affairs of MMA and shall provide reports and interpretation of MMA's financial condition as may be required by the Board.

ARTICLE VI TERMS OF OFFICE

Section 1. The term of office for all officers and all Board members shall be two administrative years.

Section 2. Members shall be eligible to serve in only one elective office at one time.

ARTICLE VII ELECTION OF OFFICERS AND DIRECTORS

Section 1. Qualifications.

- a. Nominees must be members as provided in Article III, Section 2.
- b. If the name of a member of the Elections Committee is submitted as a candidate for an officer position, and the member agrees to run for office, the member shall resign from the Elections Committee.

- c. Nominees for any of the Officer positions must have served a full term on the Board of Directors.
- d. Board members who have been removed from the Board for cause, shall be ineligible to run for an Officer position until they complete another full term on the Board of Directors.

Section 2. Procedure for Nominations.

- a. At least two nominees for each elective position shall be placed on the ballot. However, in the event there is only one member nominated and willing to serve, the Board shall certify that member to that office without the necessity of further procedures.
- b. Ballots shall be mailed to the members as defined in Article VII, Section 3, at least thirty days in advance of the elections.

Section 3. Procedure for Election.

- a. The Board shall establish procedures for the elections of officers and directors.
- b. Elections will be held in the fourth quarter in odd-numbered years.
- c. Elections shall be by numbered ballot.
- d. All members in good standing are eligible to vote.
- e. A majority vote by those voting in any election shall determine the winner. In the event of a tie, a runoff election shall be conducted. In the case of a second tie, the winner shall be declared by lot.
- f. All election records shall be preserved for 90 days.
- g. Terms of officers and directors shall begin January 1.
- h. Special elections may be called by a two-thirds vote of the Board.

ARTICLE VIII REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Officers, Directors. A member having a complaint against any Director or Officer shall submit to the Executive Committee a written statement of the complaint including the specific facts relied upon, the particular section or sections of the Constitution and Bylaws which allegedly have been violated, or any other basis upon which the complaint is made.

The person charged shall be allowed an opportunity to rebut the charge at a hearing before the Board. The full Board may dismiss, warn, suspend, or remove the Officer or Director upon a two-thirds vote for conduct detrimental to the best interests of MMA.

See also Bylaw 2. Section 1(b) Meetings of the Board.

Section 2. If an Officer or Director loses his supervisory unit status, the individual will be removed from membership in the Association.

ARTICLE IX AMENDMENTS

This Constitution may be amended at any regular or special meeting by two-thirds vote of the Board provided that the proposed amendments shall have been appended to the call for the meeting.

ARTICLE X BYLAWS

Bylaws and amendments to the Bylaws for the purpose of establishing rules and directions for the operation and administration of MMA shall be adopted in the same manner as amendments to the Constitution are adopted as stated in Article IX above.

Section 1. Local Associations (LAs) shall be grouped as defined by Section 2 and must be approved by the Board. Each LA shall consist of MMA members of that approved group.

Section 2. LA Boundaries. The seniority units as defined in the current Labor Agreement under Appendix A, shall serve as the initial boundaries for the formation of LAs. Disputes regarding membership in any LA or the creation of a LA will be determined by the Board. Boundaries of LAs may be revised by a two-thirds vote of the Board. LAs shall consist of one or more seniority units. A current list of active LAs is attached as Appendix A.

Section 3. Each LA shall have the right to elect its own officers and to establish a treasury. They also may write up their own constitution and bylaws to run their LA, as long as it does not conflict with the Constitution and Bylaws of MMA. The LA's constitution and bylaws shall require approval of the Board to be effective.

Section 4. Duties of the LAs shall be:

- a. To promote the policies of MMA and to carry out the directives of the Board.
- b. To submit reports to the Board regarding financial status, LA bylaws, LA activities, and such other matters at such time as may be required by the Board.

Section 5. The LA shall meet as a quorum stated in the LA bylaws at least two times in each calendar year. Failure of a LA to meet as a quorum twice in a calendar year may result in the revocation of the LA Charter.

Section 6. Requirements for the LA to receive a per capita dues rebate on a quarterly basis.

- a. The LA needs to contact and invite the MMA office to their meetings.
- b. The LA needs to forward the minutes of their meetings to the MMA office within four weeks following their meeting.
- c. If the LA does not have a meeting before June 30th the MMA office will contact the LA President and the 2nd quarter dues rebate will be held back.
- d. If the LA holds their 1st meeting of the year in the 3rd quarter the MMA office will release the 2nd quarter dues rebate.
- e. If the LA does not hold their 2nd meeting of the year before December 31st the 4th quarter dues rebate will be held back.

BYLAWS

BYLAW 1

CALENDAR

The administrative year and the fiscal year of MMA shall be from January 1 through December 31.

BYLAW 2

BOARD OF DIRECTORS

Section 1. Meetings of the Board.

- a. Meetings shall be held at least three times a year. Special meetings may be called by the President and shall be called upon the written request of no fewer than half the members of the Board.
- b. Officers and Directors may be removed from office at the discretion of the Board, after repeated absences. The member shall be given notice at least one week prior to the meeting that such a vote is being considered and given the choice to submit a statement or address the Board in person.
- c. The Executive Committee may authorize absentee or electronic voting for any meeting of the Board, including a meeting to approve or reject a tentative settlement or last offer on the Labor Agreement. The decision to allow electronic voting must be sent to all members prior to the meeting. If the voting period begins prior to the meeting and ends during the meeting, then the details about the procedure, the motions, the deadline for voting and all materials given to those attending in person, shall be sent out at least 5 business days prior to the meeting. If the voting begins at the meeting and ends after the meeting is adjourned, then the motions, the details about the procedure and all materials given to those attending in person must be sent to the full Board immediately after the meeting and voting shall remain open for at least 5 business days. Any votes made by electronic or absentee ballot shall count for a quorum.

Section 2. Duties of the Board. The Board shall:

- a. Establish administrative policies governing MMA and provide for the transaction of general business.
- b. Provide oversight for: 1) the collection, receipt, deposit, expenditure, and investment of MMA's funds; 2) the bonding of appropriate officers and staff; 3) the approval and administration of a budget; 4) the annual auditing of MMA's financial records by an independent certified public accountant (not associated with the monthly accounting procedures).
- c. Determine the portion of dues that shall be distributed to the LAs for their administrative and operating expenses.
- d. Provide for the operation and maintenance of MMA's office and for the employment, compensation, and personnel policies for MMA staff.
- e. Determine the nature and amount of compensation, benefits, and expense allowances which shall be provided for members of the Board, the Executive Committee, the Officers or others.
- f. Establish additional committees, other than the standing committees listed below, appoint chairpersons and members, and make all other appointments the Board deems necessary. Standing committees shall include elections, negotiations, grievances, and scholarship.
- g. Appointed Officers and Board members shall serve for the unexpired portion of the term they have been appointed to complete.
- h. Provide for representation at meetings of public or governmental agencies or others upon request or as deemed appropriate.
- i. Confer honorary recognition to persons who in their opinion have rendered distinguished service to the profession or MMA. Honorary recognition shall require unanimous vote of the Board.
- j. Assume such other duties as may be provided elsewhere in these Bylaws.
- k. Members of the Board shall, upon expiration of their terms, surrender all properties in their possession belonging to their respective offices to the President or Treasurer.
- l. A Board member may provide for an alternate at a Board meeting. Alternates must be members in good standing of the same department. Alternates may have full voting rights if a written proxy is provided by the regular Board member.

Section 3. Departmental Representatives. The entitled number of Board representatives from any department shall be based on the number of members in good standing in the department. Departments having fifty-one (51) to one hundred (100) members shall be entitled to one (1) representative. For each additional one hundred (100) members or part thereof, a department shall be entitled to one (1) additional position. Departments having fifty (50) or fewer members will be grouped under miscellaneous and will be entitled to proportionate positions on the Board. This determination will be made based on membership in each department on July 1 of each odd-numbered year. The current list of departments and authorized Board positions is attached as Appendix B.

BYLAW 3 DUTIES OF THE OFFICERS ON THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Officers and a number of the department representatives elected by the Board and not to exceed nine in number. All Executive Committee business not previously delegated shall be subject to approval by the Board at its next meeting. Of the non-officer Executive Committee members, no two shall be from the same department. A majority of the Executive Committee, including two Officers, shall constitute a quorum.

Section 2. The President shall preside at all Board and Executive Committee meetings. The President shall appoint all standing and special committees of MMA, and authorize persons to process grievances. The President shall also have the power to remove committee members or set

terms to their appointments. The President shall be an ex officio member of all committees except the Elections Committee, and shall call all regular meetings of MMA giving at least two weeks notice. The President shall have one vote on the Executive Committee when there is a tie.

Section 3. The Vice President shall assist the President and shall have one vote on the Executive Committee.

Section 4. The Secretary shall be accountable for record keeping and reporting of the Board and Executive Committee meetings of MMA and shall have one vote on the Executive Committee.

Section 5. The Treasurer shall be accountable for the fiscal affairs of MMA and shall provide reports and interpretation of MMA's financial condition as may be required by the Board and shall have one vote on the Executive Committee. The Treasurer shall be bonded for an amount to be determined by the Executive Committee, and said bonding fee shall be paid for by MMA.

Section 6. Each member on the Executive Committee shall have one vote.

Section 7. In addition to the duties of the Executive Committee provided elsewhere in this Constitution and Bylaws, the Executive Committee shall:

- a. Establish authority and procedures for the processing of grievances.
- b. Provide for training of contact persons.
- c. Audit or cause to be audited the financial records of MMA once each year and report the findings to the Board.
- d. Establish procedures for negotiating the MMA Labor Agreement and other related agreements.
- e. Determine appropriate and allowable reimbursements for MMA members for periods of time and expenses necessary for conducting MMA business.

BYLAW 4 EXECUTIVE DIRECTOR

- a. The Executive Director shall sit on the Executive Committee with a voice but no vote.
- b. The Executive Director shall be MMA's administrative and Executive Officer. He/she shall have the authority to act for MMA when the Executive Committee is not meeting, under direction and guidelines established by the Committee.
- c. In advance of each fiscal and administrative year, he/she shall submit to the Executive Committee a proposed budget for the coming year setting forth the anticipated income and source thereof and anticipated expenditures and their purpose. The proposed budget shall be subject to revision and approval of the Executive Committee.
- d. The Executive Director shall perform such other work and services as the Executive Committee may direct.

BYLAW 5 DUES

Section 1. The dues amount and, any increase, shall be determined and approved by the Board and payable continuously on a bi-weekly basis through State payroll deductions from all members in good standing and fair-shared supervisors.

Section 2. A refund will be provided for any dues deducted from a former member of MMA if the dues deduction has not been removed from his or her paycheck starting after the second full pay period after the MMA office has received the appropriate notice from the State.

Section 3. For each member in good standing the LA shall receive a per capita rebate on a quarterly basis. The number of members in good standing in each LA shall also be reviewed and/or adjusted on a quarterly basis.

BYLAW 6 NEGOTIATIONS AND RATIFICATION OF LABOR CONTRACTS

Section 1. The President shall appoint the negotiations committee with the advice and consent of the Board. The committee shall conduct contract negotiations with the State. Once the negotiations committee and the State have reached a tentative agreement or last offer on a new Labor Agreement, the tentative agreement or last offer shall be brought before the Board as soon as possible. The Board shall vote to recommend approval or rejection of the tentative settlement or last offer. If the tentative agreement or last offer is recommended for approval, it will then be presented for a membership vote.

Section 2. Ballots shall be prepared and sent to all members in good standing at their last known address at least seven days prior to the designated election date. Ballots must be received by the MMA elections committee by 4:30 p.m. on the designated ratification date. Terms shall be disseminated in a manner approved by the Board.

Section 3. After all eligible ballots have been received; they shall be tabulated by at least three members of the elections committee. A new contract must be ratified by a majority of all MMA members in good standing who vote.

Section 4. All supplemental agreements to the MMA Labor Agreement must be presented to the Executive Committee for approval before the President or Executive Director signs for MMA.

BYLAW 7 HIRING POLICY

Section 1. All hiring of individuals by the MMA will be approved by the Executive Committee. All MMA employees are accountable to the Board.

Section 2. No person shall be hired by MMA who is an immediate family member of any person serving in an administrative capacity or acts as an immediate supervisor over that person. An immediate family member is defined as a wife, husband, son, daughter, mother, father, brother, sister, sister-in-law, brother-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, step-parent, or step-child. Administrative capacity for purposes of this Bylaw shall be defined as anyone serving on the Executive Committee under Bylaw 3.

BYLAW 8 LOCAL ASSOCIATION FUNDS

Section 1. Any LA that dissolves or has been removed from administering its assets for any reason, shall return to the Middle Management Association office within thirty (30) days following final action all remaining monetary assets received from the State Association (MMA), including earnings there from.

Section 2. Middle Management Association shall keep an accurate account of these assets on its books. Subsequently, if the LA reorganizes or is re-established as a MMA LA, all assets so received from the previous local shall be returned.

BYLAW 9**ACTING CAPACITY**

Any member serving in an acting capacity in another bargaining unit or in the Managerial or Commissioners Plan outside of Unit (216) for more than 120 consecutive calendar days shall not be allowed to be an Officer, Director or serve on any committee.