

ACMA By-Laws

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BYLAWS OF THE ARIZONA CITY/COUNTY MANAGEMENT ASSOCIATION *With 2008 Adopted Amendments*

Section 1. Organization

- 1.1 Name. The name of the corporation is Arizona City/County Management Association, an Arizona nonprofit corporation.
- 1.2 Principal Office. The principal office of the corporation shall be 1820 West Washington, Phoenix, Arizona 85007, and additional offices may be maintained at such other places within the State of Arizona as the board of directors may from time to time designate.
- 1.3 Fiscal Year. The fiscal year of the corporation shall be the year ending June 30.
- 1.4 Purpose and Initial Business. These bylaws are adopted by the corporation to govern and facilitate its business as a nonprofit corporation in accordance with and subject to the provisions of the corporation's articles of incorporation.

Section 2. Members

- 2.1 Classification, Eligibility and Rights and Privileges. The members of this corporation shall be full, associate, retired, student, and distinguished. Full, associate, retired, and distinguished members are entitled to vote. Full members are entitled to hold office.

FULL MEMBERS

- A. Any person who is a city manager or city administrator of an Arizona city or town, or a county manager or county administrator of an Arizona county, or the full-time administrative head of a legally constituted council of governments or Indian tribe in Arizona, shall be eligible for full membership in the corporation. To apply for membership, Such a person shall file, with the corporation a signed membership application that includes a statement certifying the applicant's training, education and experience the membership application will be reviewed by the board of directors at the next scheduled board meeting following receipt of the application. Within one business day of receiving majority approval of the members of the board of directors, the secretary-treasurer of the corporation will publish electronic notice of the application to the corporation's membership. If ten business days following such publication, no written objection to the applicant's qualifications for membership has been received from a member, the applicant will become a full member of the corporation upon receipt of payment of the membership

fee for the current year. In the event that any member shall file with the President a written objection to the applicant's qualifications within the ten-day period, the application shall be submitted to the officers of the board of directors. The affirmative vote of a majority of the officers of the board of directors shall be necessary for the applicant to be admitted. Upon receiving an affirmative vote of a majority of the officers of the board of directors, the applicant will become a full member of the corporation upon receipt of payment of the membership fee for the current year.

- B. Any person who is an assistant city manager or assistant city administrator or deputy city manager or deputy city administrator of an Arizona city or town, or an assistant county manager or deputy county manager or deputy county administrator of an Arizona county, shall be eligible for full membership in the corporation. Said persons will normally be those whose experience and career interests encompass substantial management responsibilities in local government. To apply for membership, such a person shall file with the corporation a membership application that includes a signed statement certifying the applicant's training, education and experience. The membership application will be reviewed by the board of directors at the next scheduled board meeting following receipt of the application. Within one business day of receiving majority approval of the members of the board of directors, the secretary-treasurer of the corporation will publish electronic notice of the application to the corporation's membership. If ten business days following such publication, no written objection to the applicant's qualifications for membership has been received from a member, the applicant will become a full member of the corporation upon receipt of payment of the membership fee for the current year. In the event that any member shall file with the President a written objection to the applicant's qualifications within the ten-day period, the application shall be submitted to the officers of the board of directors. The affirmative vote of a majority of the officers of the board of directors shall be necessary for the applicant to be admitted. Upon receiving an affirmative vote of a majority of the officers of the board of directors, the applicant will become a full member of the corporation upon receipt of payment of the membership fee for the current year.
- C. During a term of office on the board of directors, the two associate representatives on the board of directors shall each be considered a full member.
- D. Any person who has been elected as an officer of the corporation by virtue of full membership in the corporation and who no longer meets the criteria for full membership as heretofore stated, may continue to retain full membership status as long as he/she serves in that or any subsequently elected position as an officer of the corporation, so long as he/she continues to be employed in an administrative capacity in a city, town, county, tribe, council of governments, state government or other political subdivision.

ASSOCIATE MEMBERS

Assistants to city, town or county managers or city, town or county administrative officers, other persons holding responsible administrative positions in Arizona cities, towns, counties, councils of governments, tribes, State government or political subdivisions, or employees of these organizations that are interested in supporting ACMA and Arizona local government but are not otherwise eligible for another membership category; and faculty and staff of accredited Arizona institutions of higher learning shall be eligible for associate membership. To apply for membership, such a person shall file with the corporation a signed membership application that includes the endorsement of two full members and a statement certifying the applicant's training, education and experience. The membership application will be reviewed by the board of directors at the next scheduled board meeting following receipt of the application. Within one business day of receiving majority approval of the members of the board of directors, the secretary-treasurer of the corporation will publish electronic notice of

the application to the corporation's membership. If ten business days following such publication, no written objection to the applicant's qualifications for membership has been received from a member, the applicant will become an associate member of the corporation upon receipt of payment of the membership fee for the current year. In the event that any member shall file with the President a written objection to the applicant's qualifications within the ten-day period, the application shall be submitted to the officers of the board of directors. The affirmative vote of a majority of the officers of the board of directors shall be necessary for the applicant to be admitted. Upon receiving an affirmative vote of a majority of the officers of the board of directors, the applicant will become an associate member of the corporation upon receipt of payment of the membership fee for the current year.

RETIRED MEMBERS

- A. Any individual who was previously a full or associate member of ACMA and has qualified for benefits under a bona fide retirement plan shall be eligible for retired membership. Such a person shall become a Retired Member upon (1) providing written notice to ACMA their desire to become a Retired Member; (2) payment of the membership fee for the current year. Any retired member who becomes eligible for full or associate membership in ACMA through new employment will postpone their retired membership until they meet all retired membership criteria again. The postponement requirement does not apply to retired members that serve in temporary, interim or academic positions.
- B. Any individual who was not previously a member of ACMA, but who now resides in Arizona and has had a career substantially in the field of local government management, having held position(s) during their employment with local government(s) either in Arizona or in other states or countries that would be comparable to positions held by current full or associate Members; and has now qualified for benefits under a bona fide retirement plan shall be eligible for retired membership. To apply for membership, such a person shall file with the association a signed membership application that includes endorsements from either two full members, two ICMA full corporate members or a combination thereof and a statement certifying the applicant's training, education, and experience. The membership application will be reviewed by the board of directors at the next scheduled board meeting following receipt of the application. Within one business day of receiving majority approval of the members of the board of directors, the secretary-treasurer of the corporation will publish electronic notice of the application to the corporation's membership. If ten business days following such publication, no written objection to the applicant's qualifications for membership has been received from a member, the applicant will become a retired member of the corporation upon receipt of payment of the membership fee for the current year. In the event that any member shall file with the President a written objection to the applicant's qualifications within the ten-day period, the application shall be submitted to the officers of the board of directors. The affirmative vote of a majority of the officers of the board of directors shall be necessary for the applicant to be admitted. Upon receiving an affirmative vote of a majority of the officers of the board of directors, the applicant will become a retired member of the corporation upon receipt of payment of the membership fee for the current year.

STUDENT MEMBERS

Any individual who is currently attending an accredited undergraduate or graduate program on a full-time basis for the purpose of entering the profession of local government management and who is not currently working on a full-time basis in the field of public administration shall be eligible for student membership. Such a person shall become a student member upon (1) filing a completed membership application with the association; and (2) payment of the membership fee for the current year.

DISTINGUISHED MEMBERS

There shall be two sub-categories of distinguished membership: Honorary and Life membership. All candidates for Distinguished membership must be nominated by a Full member. It shall be the function and exclusive purview of the board of directors to determine the appropriate membership sub-category and make a unanimous recommendation for individuals nominated for distinguished membership. In making this determination, the board shall consider any disciplinary actions by the ACMA, ICMA, and/or other state city/county management associations; contributions to the profession at a level greater than the organizations served by the nominee; contributions at the national level; contributions to the profession as a whole, including through teaching or publication; and any other relevant service, accomplishment, or acts of merit. Once a recommendation has been provided by the board, distinguished membership shall be conferred upon an individual only after a majority vote of the members at a regular meeting.

HONORARY MEMBERS

Honorary members shall be recommended by the board because of distinguished service to local government. Honorary members shall not pay annual membership dues, but shall pay appropriate program and event fees.

LIFE MEMBERS

Life member shall be the rarest designation of distinguished membership and shall represent the highest honor afforded to retired members. Life membership shall be recommended for nominees (1) who have provided distinguished service to local government; (2) who have made lasting and meaningful contributions to the Arizona City/County Management Association and to the profession of local government management; (3) and who are 65 years or older and have completed 15 years of active service to local government; or less than 65 years old and have completed 25 years of active service to local government. Nominees must be retired "from full-time active service to local government" to be eligible for life membership. This should be interpreted to mean that the person has completed his/her last active service to local government; he/she has stopped normal gainful employment or has turned to another field with no expectation of serving again in a position which would have made him/her eligible for full or associate membership in ACMA. This requirement would not apply to temporary interim positions. Any life member who becomes eligible for full or associate membership in ACMA through new employment will postpone their life membership until they meet all life membership criteria again. Life members shall not pay annual membership dues; or program and event fees; or for any other benefit(s) as specified by the board of directors.

- 2.2 Annual Meetings. The annual meeting of the members shall take place on such date each year as set by the board of directors.
- 2.3 Special Meetings. Special meetings of the members may be called by the president or by a majority of the board of directors.
- 2.4 Notice of Meetings. Notice of annual and special meetings of the members shall be given in writing to each member stating the date, time and place of a meeting. In the case of an annual meeting, such notice shall be mailed, delivered or transmitted by facsimile or electronic delivery not less than thirty (30) days prior to the date of the annual meeting. In the case of a

special meeting, a notice shall be mailed, delivered or transmitted by facsimile or electronic mail not less than ten (10) days before the date of the meeting.

- 2.5 Place of Meetings. Meetings of members shall be held at such place, within or without the State of Arizona, as the board of directors from time to time may determine.
- 2.6 Quorum. A majority of the members shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present will be the act of the members unless the act of a greater number is required by the articles of incorporation, these bylaws, or by law.
- 2.7 Dues. The annual dues of all members shall be the amount from time to time recommended by the board of directors and approved by majority vote of full members present at an annual meeting. Once established, the amount of annual dues shall remain the same unless changed as herein provided. Associate, full, retired, and student members shall pay annual dues. Distinguished members shall not be required to pay dues.
- 2.8 Expulsion of Members. The Officers and other members of the board of directors shall have the authority to take appropriate disciplinary action including suspension of membership or expulsion from membership against any member which, in the judgment of the board of directors, may be appropriate in order to maintain the professional standards of the corporation. Any action to suspend or expel a member shall be carried out in accordance with the ACMA Rules of Procedure for enforcement of the ICMA Code of Ethics.

Section 3. Board of Directors

- 3.1 Number, Qualification, and Election. The management of the affairs of the corporation shall be vested in a board of ten (10) directors. The members of the board of directors shall include the president, president-elect, immediate past president, five (5) persons who are full members of the corporation and who are elected by the membership, and two (2) persons who are associate members of the corporation and who are elected by the membership. At least five (5) members of the Board of Directors must be city or county managers.
- 3.2 Powers and Duties. The board of directors shall have the power and duties necessary for the administration of the affairs of the corporation and may do all such acts and things as are not prohibited by law, the articles of incorporation, or these bylaws.
- 3.3 Classes and Terms. Except as otherwise provided in these bylaws, the term of each director shall be two years. The directors shall be divided into two equal classes, with no more than one (1) associate member in each class. The terms of the directors of each such class shall be staggered so that the directors in one class are elected in one year and the directors in the other classes are elected in the following year. In the event of a change in the number of directors, the staggering of terms shall be preserved. At the first election of directors, the directors making up the first class shall be elected to serve for one year and the directors making up the second class shall be elected to serve for two years.
- 3.4 Annual Meetings. The annual meeting of the board of directors shall take place on such date each year as set by the board of directors.
- 3.5 Special Meetings. Special meetings of the board of directors may be called by the president or by a majority of the board of directors.

- 3.6 Notice of Meetings. Notice of annual and special meetings of the board of directors shall be given in writing to each director stating the date, time and place of a meeting. In the case of an annual meeting, such notice shall be mailed, delivered or transmitted by facsimile or electronic delivery not less than thirty (30) days prior to the date of the annual meeting. In the case of a special meeting, a notice shall be mailed, delivered or transmitted by facsimile or electronic mail not less than ten (10) days before the date of the meeting.
- 3.7 Place of Meetings. The directors shall hold their meetings, within or without the State of Arizona, at such places as the board of directors from time to time may determine. Unless otherwise determined, such meetings shall be held at the principal office of the corporation. Meetings of the board of directors, whether regular or special, may be held by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.
- 3.8 Quorum. A majority of the members of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by the articles of incorporation, these bylaws, or by law.
- 3.9 Chairperson. At all meetings of the board of directors, the president, the president-elect, or in both of their absence a chairperson chosen by the directors present, shall preside.
- 3.10 Action Without Meeting. Any action that maybe taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the directors.
- 3.11 Compensation. The directors of the corporation and all members of committees shall serve without salary or other compensation paid by the corporation; provided, however, they may be reimbursed by the corporation for the necessary expenses incurred in the execution of their duties.
- 3.12 Vacancies. In case of any vacancy among the directors through death, resignation, disqualification, or other cause, or in the case of a vacancy arising from the increase in the number of directors, the other directors, by affirmative vote of a majority thereof, may fill any such vacancy.

Section 4. Special Committees

From time to time, the board of directors may appoint committees for any purpose, which shall have such power as shall be specified in the resolution of appointment.

Section 5. Nominations and Elections

- 5.1 Subject to the provisions of Section 3.1, at each annual meeting of the members of the corporation, the officers and board of directors shall be elected by majority vote of members present, except that the president shall not be elected unless a vacancy exists at that time in the office of president-elect. A president-elect shall be elected annually for a three-year term. The first year following the election the person elected shall serve as president-elect, the second year he/she shall automatically succeed to the office of president, and the third year he/she shall serve as the Immediate Past President.

- 5.2 Nominations shall be made by a nominating committee of not less than three members appointed by the board of directors. At least thirty (30) days prior to the annual meeting the membership shall be notified of the names of the nominees. When considering the selection of a slate of proposed officers and directors, the nominating committee shall place the candidate's desire to serve and demonstrated dedication to the corporation above all other considerations. After establishing this as a primary concern, the nominating committee should ensure that the diverse opinions and concerns of the corporation are well represented. Several additional factors should be considered when making nominations. Included among, these considerations should be representation of all geographic areas and the size of communities represented. In addition, consideration should be given to women, minorities, and assistants.
- 5.3 Not less than five days prior to the first day of registration for the annual meeting of the members of the corporation, additional nominees may be placed on the ballot by petition signed by at least five members of the corporation and filed with the nominating committee.
- 5.4 During the annual business meeting, a written ballot of nominations made by the nominating committee and any additional names submitted by petition of five members shall be presented to those members in attendance and eligible to vote. No nominations from the floor will be accepted. Voting shall be by secret ballot. The nominating committee shall be designated as the election committee for the purpose of conducting the election and announcing the vote.

Section 6. Officers

- 6.1 Disposition. The principal officers of the corporation shall be a president, a president-elect, an Immediate Past President, a secretary-treasurer, and such other officers as may from time to time be appointed, each of whom, except the secretary-treasurer, shall be elected by the members. No individual may hold more than one office. The election of officers shall occur at the annual meeting. If an officer ceases to be a full member or a full-time employee of local government, the board of directors may call for an election by the membership to replace the officer or may fill the vacancy by appointment. The secretary-treasurer shall be non-voting and shall be provided by the League of Arizona Cities and Towns.
- 6.2 Qualification of Officers. Officers, except the secretary-treasurer, shall be full time employees of a county, city, town or council of governments and shall be full members of the corporation.
- 6.3 Tenure of Office. A president-elect shall be elected annually for a three-year term, and shall initially serve as president-elect for a period of one year and shall automatically succeed to the offices of president and Immediate Past President for the second and third year of his/her term. A president shall not be elected unless at the time a vacancy exists in the office of president-elect. A secretary-treasurer shall not be elected, but shall be provided by the League of Arizona Cities and Towns. Any other officers that may from time to time be designated, shall be elected for a term of one year. All officers shall be subject to removal at any time, with or without cause, by an affirmative vote of a majority of the board of directors.
- 6.4 President. The president shall be the chief executive officer of the corporation. The president shall preside as chairperson at all meetings of the board of directors. The president may, from time to time, call special meetings of the board of directors whenever he or she shall deem it proper to do so and shall do so when a majority of the board of directors shall request him or her in writing to do so. The president may sign and execute all authorized contracts, other instruments, or obligations in the name of the corporation. The president may sign all authorized checks in the name of the corporation. Subject to the board of directors, the president shall have general charge of the business and affairs of the corporation. The

president shall do and perform such other duties and have such other powers as from time to time may be assigned to him or her by the board of directors. If the president is unable to act, the board of directors shall appoint some other member of the board other than the secretary-treasurer to do so on an interim basis.

6.5 President-Elect. The president-elect shall perform such duties as from time to time may be authorized by the board of directors. The president-elect shall have all the powers and perform all the duties of the president in case of the absence of the president or in case the office of president is vacant.

6.6 Secretary-Treasurer. The secretary-treasurer shall keep the minutes of all proceedings of the board. The secretary-treasurer shall attend to the giving and serving of all notices for the corporation when directed by the president. The secretary-treasurer shall have the custody of all the funds and securities of the corporation which may come into such individual's hands. The secretary-treasurer may prepare checks made by the corporation and pay out and dispose of the same after the signature of the president and under the direction of the board. In the event of an emergency or urgent situation, the secretary-treasurer shall be authorized to sign checks made by the corporation. In this situation, approval shall be received from the president. When required by the board, he or she shall render a statement of the corporation's cash accounts. The secretary-treasurer shall enter regularly in books of the corporation, for the purpose of keeping full and accurate accounts of all monies received and paid on account of the corporation. The secretary-treasurer shall have charge of all such books and records as the board may direct. The secretary-treasurer shall, in general, perform all the duties incident to the office of the secretary-treasurer, subject to the control of the board.

6.7 Compensation. No compensation shall be paid to officers for their services as such. Officers may be reimbursed by the corporation for their reasonable expenses in acting as officers.

Section 7. Corporate Seal

The board of directors may provide a suitable corporate seal containing the name of the corporation, which seal shall be in charge of the secretary-treasurer. The seal shall not be required for any purpose in connection with corporate documents or acts. There shall be no obligation of the corporation to provide a seal.

Section 8. Liability and Indemnification

The personal liability of any director of the corporation to the corporation or to other persons for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

Section 9. Books and Records

All books, records, receipts, returns, minutes, and other data of the corporation, including the minutes of board meetings, shall remain the permanent property of the corporation. All such data shall be available at the principal office of the corporation for inspection at any reasonable time by any director of the corporation.

Section 10. Amendment and Repeal

These bylaws may be amended, or may be repealed and new bylaws adopted in place of these bylaws, by a two-thirds vote in favor thereof by the members of the corporation present at a meeting of the members, providing that notice of the proposed amendment has been submitted in writing to members of the corporation at least thirty (30) days prior to the meeting. Alternatively, these bylaws may be amended, or may be repealed and new bylaws adopted in place of these bylaws, by a two-thirds vote of the members of the corporation by a mail ballot, provided that notice of the proposed amendment and the form of ballot has been submitted in writing to the members at least thirty (30) days prior to the date set for the opening and tallying of ballots.

The above are the adopted bylaws of the ARIZONA CITY/COUNTY MANAGEMENT ASSOCIATION, an Arizona nonprofit corporation.