



BYLAWS OF THE ARIZONA CITY/COUNTY MANAGEMENT ASSOCIATION

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 and in support of the mission.

SECTION 2 Members

- 2.1 Classification, Eligibility and Rights and Privileges.** The members of this corporation shall be full, associate, retired, student, faculty, distinguished, subscriber and Manager In Transition. Full, associate, faculty, retired, and distinguished members are entitled to vote.

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 complete the application process as determined by the board of directors.
- 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 an assistant county administrator 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 complete the application process as determined by the board of directors.

ASSOCIATE MEMBERS

Assistants to city, town or county managers or city, town or county administrators, 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 shall be eligible for associate membership. To apply for membership, such a person shall complete the application process as determined by the board of directors.

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 of 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 complete the application process as determined by the board of directors.

STUDENT MEMBERS

Any individual who is currently attending an accredited undergraduate or graduate program for the purpose of entering the profession of local government management and who is not currently working on a full-time basis in local government or qualify in any way for membership in another category as provided in these bylaws, shall be eligible for student membership. Such a person shall become a student member upon completing the application process as determined by the board of directors.

FACULTY MEMBERS

Any individual who is currently an instructor, researcher or staff at an accredited Arizona institution of higher learning. Such a person may be a full-time or part-time employee of the educational institution, but shall not simultaneously hold employment in a local government or qualify in any way for membership in another membership category as provided in these bylaws. Such a person shall become a member upon completing the application process as determined by the board of directors.

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 nominating committee to determine the appropriate membership sub-category and make a unanimous recommendation for individuals nominated for distinguished membership. Such recommendations shall be forwarded to the full membership of ACMA for a vote prior to the annual meeting of the members. In making this determination, the board shall consider any disciplinary actions by the ACMA, ICMA, and/or other state city/county management associations; criminal actions or other behavior that negatively impacts the perception of local government or the profession of local government managers; 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 nominating committee because of their 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 with a particular focus on service within the state of Arizona; (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 55 years or older and have completed 15 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 or interim positions. Any life members who become eligible for full or associate membership in ACMA through new employment will suspend receipt of their life membership benefits 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.

SUBSCRIBER MEMBERS

Any individual who is interested in receiving all the publications and keeping in contact with ACMA. A subscriber member of ACMA cannot serve on committees. They must be former members of good standing and/or current members in good standing of any ICMA-affiliate organization, who may not live in the state of Arizona or be eligible for full, associate, faculty, retired or student membership as provided in these bylaws. Subscriber members, excluding non-government entities, may attend ACMA events at the non-member rate. Such a person shall become a member upon contacting ACMA staff.

MANAGER IN TRANSITION

- A. A full member of ACMA that is fired, forced to resign or otherwise involuntarily separated from local government service as a manager/administrator or senior staff member may apply to the Board for membership in this category. A serious life event may also satisfy this qualification for Manager In Transition membership, if the life event caused a permanent separation from employment.
- B. A person may have previously been a full member of ACMA, or have held associate membership in ACMA and served elsewhere as a City Manager for greater than two years.
- C. If a person has not been a member of ACMA or ICMA for the previous five years, they are ineligible for membership in the Manager In Transition category.
- D. To retain ACMA membership in this category, a member must maintain their primary residence in Arizona. A member must also be actively applying for new employment with local governments in Arizona.
- E. 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 through email 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 notify the applicant of the board's determination.

If the member is new to the organization (meaning they are not simply transitioning from another existing membership classification), the secretary-treasurer will also publish electronic notice of the application to the corporation's membership. If, within 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 Manager In Transition member of the corporation. 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 Manager In Transition member of the corporation.

- F. A member may remain in the Manager In Transition category for a period of up to three years. A member shall become immediately ineligible for membership under this category upon qualifying for any other

category of membership (including Full Member, Associate Member, Retired Member, or Faculty Member).

- a. A member is no longer eligible for membership in this category once hired by a government agency in the State of Arizona or elsewhere, regardless of the contractual arrangement for hiring (e.g., under a third-party contract, through an executive recruitment firm, etc.), provided such work averages more than 19 hours per week.
 - b. A Manager In Transition can only receive a maximum of three years of membership within this category for every five calendar years, unless granted specific exemption by the board of directors.
 - G. A Manager In Transition will receive complimentary membership and registration fee waivers for ACMA's annual conferences and the NextGen Leadership Conference. ACMA encourages managers in transition to also take advantage of the resources offered through the International City/County Management Association. These are most often coordinated through the Senior Advisors.
- 2.2 Annual Meetings.** The annual meeting of the members shall take place on such a 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 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 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 a 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 or through majority of electronic votes casted, 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 as determined by the board of directors. Associate, full, faculty, retired, subscriber 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 eleven (11) 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 three (3) persons who are associate members of the corporation and who are elected by the membership. The Board of Directors shall strive for balance in the levels of management among the directors. Balance is defined as geographic location, community size, number of managers (striving for at least five city, town or county managers), diversity and gender.

- 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 two (2) 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.
- Any person who has been elected as an officer of the corporation but no longer remains in the same membership classification at the time he/she was elected as an officer may continue to serve as an officer of the corporation until the end of the term so long as he/she continues to be employed in an administrative capacity in an Arizona city, town, county, tribe, council of governments, state government or other political subdivision and remains an ACMA member. The Board of Directors shall consider each "continue to serve" request based on its own merit and circumstances and render an approval or denial decision at its discretion. The board may revoke an approval at its discretion.
- In the event that the person is no longer employed by an Arizona city, town, county, tribe, council of governments, state government or other political subdivision but wishes to continue to serve the remainder of his/her term, he/she shall make a request before the Board of Directors to continue to serve the remainder of that term. The Board of Directors shall consider each "continue to serve" request based on its own merit and circumstances and render an approval or denial decision at its discretion. The board may revoke an approval at its discretion.
- 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 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 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, immediate past-president, or in all 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

Standing Committees

- A. There are five standing committees who each have their specific purpose in the association.
1. The Conference Planning Committee is responsible for assisting in the planning of the two conferences including but not limited to, session topic ideas, obtaining speakers and member hospitality at the conferences. The committee consists of one chair and one co-chair who must both be members of the association. The chair and co-chair are appointed by the previous committee chair. Any members can voluntarily join the committee.
 2. The Nominating Committee consists of the President, President-Elect, Immediate Past-President and the Associate Board Member whose term is expiring. The purpose of this committee is to nominate a slate of board candidates each year.
 3. The Scholarship Committee is responsible for reviewing and interviewing applicants for the Andrews and Esser scholarship programs and increasing participation. Members of this committee must be members of the association.
 4. Harvard Scholarship Committee is made up of two Harvard alumni, President, one member who has not attended Harvard and three rotating seats from the sponsoring corporations. The purpose of this committee is to choose the winner of the Harvard Scholarship from the pool of applicants.
 5. The Award Committee consists of the President, President-Elect, Immediate Past-President and the Associate Board Member whose term is expiring. The purpose of this committee is to select annual award recipients.
- B. The board of directors shall appoint a full or associate member in good standing to serve in the capacity of Chair for the Committee on Professional Conduct (CPC) for the benefit of the organization. The Chair will appoint four full and associate members in good standing to serve on the Committee on Professional Conduct. The CPC shall adhere to the International City/County Management Association's (ICMA) Rules of Procedure and is responsible for assisting the Board in implementing the Code of Ethics and Rules of Procedure.

SECTION 6

Nominations and Elections

- 6.1 Board of Directors.** Subject to the provisions of Section 3.1, the officers and board of directors shall be elected by majority vote of members, 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. Elections may occur at the annual meeting or via electronic means.

- 6.2 Nominations.** 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 election 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 demonstrate 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 and strive to maintain at least five city or county managers on the Board. 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 diverse populations.
- 6.3 Additional Nominees.** Not less than five days prior to the first day of registration for the annual meeting of the members of the corporation, or five days prior to the beginning of voting by electronic means, 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.
- 6.4 Election at Annual Meeting.** For elections held during the annual business meeting, the members of the corporation, the officers and board of directors shall be elected by a majority vote of members present. 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.
- 6.5 Election via Electronic Means.** For elections being conducted via electronic means, the nominating committee shall deliver ballots electronically to all members eligible to vote pursuant to the notification and nomination requirements in this section. Members shall return their ballots to the nominating committee within 14 business days or in the manner designated by the nominating committee. The nominating committee shall be designated as the election committee for the purpose of conducting the election and announcing the vote.

SECTION 7

Officers

- 7.1 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, or via electronic means. 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.
- 7.2 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.
- 7.3 Tenure of Office.** Terms of office shall commence at the start of the annual business meeting. 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.
- 7.4 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 shall serve as liaison to ICMA. 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. 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 the president-elect, or immediate past-president to do so on an interim basis.

- 7.5 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.
- 7.6 Secretary-Treasurer.** The secretary-treasurer shall not be elected, but shall be provided by the League of Arizona Cities and Towns. 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 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 under the direction of the board. When required by the board, the secretary-treasurer 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.
- 7.7 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 8

Corporate Seal

The board of directors may provide a suitable corporate seal containing the name of the corporation, which seal shall be in the 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 9

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 10

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 11

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 delivering a ballot via mail or electronic means, 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.