

# **Bylaws of the Michigan Capital Area Chapter of the American Society for Public Administration**

## **I. Name and Purpose**

Section 1. The name of this Chapter shall be the Michigan Capital Area Chapter of the American Society for Public Administration, hereafter referred to as the Chapter.

Section 2. This Chapter is organized for the professional and educational purposes of exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). Without limiting the generality of the foregoing, such purposes include the following:

- a. Advancing the science, process, and art of public administration.

In furtherance of its exclusively charitable and educational purposes, the Chapter shall have all general powers of an unincorporated association under the law of the state of Michigan as now in effect or as may hereafter be amended, together with the power to solicit and accept grants and contributions for such purposes.

Section 3. The Chapter shall serve the greater mid-Michigan area.

## **II. Membership**

Section 1. Chapter membership shall be limited to persons holding membership in the American Society for Public Administration (ASPA).

Section 2. Chapter members shall have the right to vote for Chapter officers and Board members and to participate in all Chapter activities.

Section 3. No individual shall be refused membership in the Chapter because of race, color, religion, national origin, gender, sexual orientation, marital status, physical or mental characteristics.

Section 4. Membership categories shall be those recognized nationally by ASPA. No restriction shall be made based on membership classification.

### **III. Officers and the Governing Body**

Section 1. The officers of this Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The governing body of the Chapter shall be the Board which shall consist of the Chapter officers, the most recent Past President, and up to three members at-large. The Board shall supervise and control the affairs of the Chapter and its actions shall follow the general policies of ASPA.

Section 3. The President shall serve as presiding officer of the Board and chief executive officer of the Chapter, with the authority to represent the Chapter in all matters pertaining to its affairs, and shall:

- a. Preside at the annual chapter business meeting, at other regular meetings of the Chapter, and at regular and special Board meetings.
- b. Enforce the provisions of the Chapter bylaws and carry out the mandates of the Chapter.
- c. Appoint members of committees, as authorized in the Chapter bylaws or by the Board, and members of all special committees who shall serve at the pleasure of the President.
- d. Maintain effective communications with regional and national officers and national headquarters.
- e. Authorize expenditures within the approved budget.
- f. Perform such other duties as are usually incidental to the office of President.

Section 4. The Vice-President shall assist the President in the discharge of duties as directed and shall:

- a. Be prepared to serve as acting President in the temporary absence of the President.
- b. Act in an advisory capacity to the President on matters of policy and procedure concerned with Chapter program and education activities.
- c. Coordinate the promotion of Chapter programs and special projects.
- d. Coordinate the promotion of membership recruitment activities.
- e. Perform such other duties as may be delegated by the President.

Section 5. The Secretary shall:

- a. Record the minutes of Chapter business and Board meetings.

- b. Maintain files of Chapter correspondence and records including Chapter membership.
- c. Make available to Chapter members a current copy of the Chapter bylaws.
- d. Publish Chapter notices and newsletters as directed by the President and the Board.
- e. Perform such other duties as may be delegated by the President and the Board.

Section 6. The Treasurer shall:

- a. Serve as chair of the finance committee and shall call meetings of the committee as required to execute its duties.
- b. Receive and safely keep all monies and other securities of the Chapter and deposit them in an institution designated by the Board, to the credit of the Chapter, to be drawn therefrom for the expenses of the Chapter only with authorization of the President, or when absent, the Vice-President.
- c. Keep a true account of all receipts and disbursements in detail, and each Board meeting, at each regular Chapter business meeting, and at such other times as may be required, shall render the same.
- d. Report, as requested by the Board, the actual income and expenses for the fiscal year for the Chapter.
- e. Perform such other duties as may be delegated by the President and the Board.

Section 7. Powers and Duties of the Board:

- a. The Board of Directors shall have the responsibility for overseeing the overall well-being of the Chapter; including establishing necessary policy, planning and implementing the annual schedule of events, setting and managing the annual budget, maintaining communication with the membership, promoting the Chapter and its objectives, and other essential duties not specifically assigned to membership.
- b. The parliamentary authority for the Chapter shall be Roberts Rules of Order, newly revised.

Section 8. Quorum:

- a. A quorum for purposes of conducting official business of the board shall be a majority of the Board members who have been duly elected or appointed.
- b. A quorum for the purposes of conducting official business at a meeting of the Chapter shall be a majority of Chapter members in good standing.

Section 9. All persons comprising the Board shall be members of ASPA and shall be Chapter members in good standing. If Board members are not in good standing, they will be restricted from voting on Chapter business, participating in Board meetings, and serving in an appointed officer capacity until their membership in ASPA is verified.

#### **IV. Nominations and Elections**

Section 1. The President, Secretary, and up to two members-at-large shall be elected on even-numbered years. The Vice-President, Treasurer, and one member-at-large shall be elected on odd-numbered years. Elections shall be held each year in a manner prescribed by the Board.

Section 2. A plurality of Chapter members voting shall decide elections for officers. The persons receiving the highest number of votes for Board member-at-large shall be elected. In case of ties, the Board shall cast the deciding ballot.

Section 3. Officers and Board members elected shall take office on January 1. Terms of office shall be for two years.

Section 4. In the event that any officer or any member-at-large seat becomes vacant before the full two-year term is completed for that seat, the vacancy shall be filled for the remainder of the term, by the Board.

#### **V. Meetings**

Section 1. This Chapter shall hold various programs and activities during the Chapter fiscal year, including the annual business meeting. Chapter members shall be given at least five business days written notice of time, place, and the agenda for the annual meeting.

Section 2. The annual meeting shall be held at a time and place specified by the Board.

Section 3. Other meetings of the Chapter shall be held at times and places designated by the President or by the Board.

## **VI. Committees**

Section 1. The Board may establish committees for various purposes. Committee chairs and members shall be appointed by the President with the advice and consent of the Board. All such committees shall be appointed to terms effective January 1 and expiring December 31.

## **VII. Fees**

Section 1. That portion of the national membership dues designated for rebate to the Chapter shall constitute the fee for Chapter membership.

Section 2. Other fees as deemed necessary for continuing and special projects may be assessed by the Board.

## **VIII. Amendments**

Section 1. Amendments to the bylaws may be made in the following manner:

- a. Amendments may be proposed by the Board or by a petition signed by five or more Chapter members. Amendments proposed by petition shall be submitted to the members within 45 days of receipt by the Board of a valid petition.
- b. Votes on amendments to the bylaws shall be by secret ballot and shall be considered approved if favored by two-thirds of those voting.
- c. Proposed amendments to the bylaws shall be submitted to the membership for review at least 30 days prior to the time a vote is to be taken.

Section 2. Consistent with inclusion of this Chapter in the group federal income tax exemption ruling of ASPA (identified by the Internal Revenue Service as Group Exemption Number 3155), all amendments to the Chapter bylaws which may be made from time to time shall be submitted to ASPA for its approval.

Section 3. Revisions to the bylaws shall be announced to the membership on the Chapter's web site and made available to members upon request.

## **IX. Ratification**

Section 1. These bylaws shall be considered ratified upon approval of ASPA.

## **X. Miscellaneous Provisions**

Section 1. No officer or Board member will for reason of his/her office be entitled to receive any salary or compensation, but he or she may be reimbursed for actual expenditures incurred in the discharge of his/her duties for the Chapter.

Section 2. No substantial part of the activities of the Chapter shall be carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by Section 501(h) of the Code, and the Chapter shall not participate in, or intervene in, including the publishing or distribution of statements concerning, any political campaign on behalf of or in opposition to any candidate for public office.

Additionally, the Chapter shall not carry on any other activities not permitted to be carried on:

- a. By an organization exempt from federal income tax under Section 501(c)(3) of the Code, or
- b. By an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. In the event of dissolution or final liquidation of the Chapter, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses, all of the remaining assets and property of the Chapter shall be distributed to ASPA provided it remains organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and if not, to an organization which does so qualify. In no event shall any of such assets or property be distributed to any director or officer or to any private individual.

Section 4. The fiscal year of the Chapter shall end on December 31. The employer identification number assigned by the Internal Revenue Service to this Chapter is 52-1204145.

Adopted by the Chapter Board:	September 29, 2023
Adopted by the Chapter Membership:	December 18, 2023
Ratified by ASPA:	January 5, 2024