BY-LAWS: METROPOLITAN MANAGEMENT ASSOCIATION

I. NAME OF THE ORGANIZATION

The name of this organization shall be the Metropolitan Management Association. (Hereinafter called "Association").

II. PURPOSE OF THE ORGANIZATION

The purpose of the Association shall be to strengthen and improve municipal and county management and to strengthen local government in the Chicago metropolitan area.

III. MEMBERSHIP CLASSIFICATIONS AND QUALIFICATIONS

A. FULL MEMBER: Full members shall be city, village and county managers and administrators, chief administrative officers in cities, villages and counties, executive directors or chief administrative officers in regional councils of government (COG’s), and persons who have retired from such positions and from active professional life. Full Members shall be voting members of the Association.

B. ASSISTANT MEMBER: Assistant members shall include active assistant city, county and village managers/administrators, administrative assistants and interns. Assistant members shall be non-voting members of the Association.

C. COOPERATING MEMBER: Cooperating members shall be individuals who by personal attainment, type of business or interest are eligible to cooperate with practicing managers, administrators or chief administrative officers in the advancement of professional knowledge and practice. Cooperating members shall be non-voting members of the Association.

IV. BOARD OF DIRECTORS, OFFICERS AND ELECTION OF SAME

There shall be eleven officers of the Association as follows:

<table>
<thead>
<tr>
<th>POSITION</th>
<th>NUMBER</th>
<th>TERM</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>1</td>
<td>One Year</td>
</tr>
<tr>
<td>First Vice President</td>
<td>1</td>
<td>One Year</td>
</tr>
<tr>
<td>Second Vice President</td>
<td>1</td>
<td>One Year</td>
</tr>
<tr>
<td>Secretary/Treasurer</td>
<td>1</td>
<td>One Year</td>
</tr>
<tr>
<td>Directors</td>
<td>7</td>
<td>Three Years</td>
</tr>
<tr>
<td>Past President (non-voting)</td>
<td>1</td>
<td>One Year</td>
</tr>
</tbody>
</table>
The Officers will be appointed in the following manner:

The Nominating Committee will present a slate of candidates for Officers to the Board of Directors and make the slate generally known to the membership. In the event of an uncontested election, the Officers shall be elected by unanimous consent of the membership and a mail ballot will not be required. In the event of a contested election, voting shall be conducted by mail with votes tabulated by the Secretary/Treasurer and verified by the nominating committee. All officers shall be Full Members in good standing.

The newly elected Officers of the organization shall be installed at the annual business meeting to be held no later than June 30 of each year.

Each officer shall remain in office until a successor has been selected and qualified. Vacancies shall be filled by the President with the advice and consent of the Board of Directors. For the positions of President and First and Second Vice President, advancement shall be based upon the order of the offices as listed under Roman Numeral IV, while the Secretary/Treasurer shall be appointed from among the Board of Directors. Directors shall be appointed from those Full Members (in good standing) of the Association.

V. MEETINGS

The Board of Directors shall call the annual business meeting prior to the end of the fiscal year, June 30.

VI. PARLIAMENTARY PROCEDURE

When necessary, Roberts Rules of Order shall be used.

VII. AMENDMENTS TO BY-LAWS

These by-laws may be amended at the annual business meeting or by mail ballot as may be directed by the Board of Directors. Amendments shall be made effective by a simple majority of the entire membership.

VIII. ANNUAL DUES

The Board of Directors shall establish amounts for membership dues. Dues shall be payable on July 1 of each year.

IX. ETHICS

The Association shall encourage adherence to the International City Management Association Code of Ethics.
X. DUTIES OF OFFICERS

PRESIDENT: The President shall preside at all meetings of the Association and of the Board of Directors. As stated elsewhere in the by-laws, the President shall also appoint members to committees with the advice and consent of the Board of Directors and have general supervision of the Association.

FIRST VICE PRESIDENT: In the absence of the President, the First Vice President shall preside at all meetings of the Association and Board of Directors. Further, the First Vice President will be responsible for the coordination of the monthly programs and for administration of these by-laws.

SECOND VICE PRESIDENT: The Second Vice President shall be responsible for membership services which shall include contacting new members and encouraging participation of the members in the organization.

SECRETARY/TREASURER: The Secretary/Treasurer shall be responsible for all records and documents of the Association. Additionally, all financial records, receipts, disbursements and investments shall be transacted by the Secretary/Treasurer with the periodic advice and consent of the Board of Directors.

XI. NOMINATING COMMITTEE

The nominating committee for slating the next year’s officers shall consist of the current President and two Full Members of the Association in good standing.

XII. FISCAL YEAR

The fiscal year shall begin on July 1 and end on the following June 30.