



Bylaws of Michigan Association of Township Supervisors, Inc.

Incorporated February 19, 1998

Revised March 19, 2009

Re-incorporated as a Michigan Nonprofit Corporation October 26, 2009

Approved by the membership at its annual meeting April 15, 2010.

Article 1 – Name

This Association shall be known as the Michigan Association of Township Supervisors (MATS).

Article 2 – Purposes

Section 1 Mission – The purposes for which the Association is formed are those set forth in its Articles of Incorporation, including any amendments that may from time to time be made thereto. These include, but shall not be limited to:

- A. Enhancing the professional standing of township supervisors through education and training.
- B. Fostering cooperation and communication among all township supervisors.
- C. Addressing legislative or other matters relating to the supervisors' responsibilities or township government.

Section 2 Organization – The Association is organized and operated exclusively for charitable purposes, within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). All actions and activities of the Association shall be carried on in conformance and compliance with the provisions and restrictions set forth in full in the Articles of Incorporation, including any amendments that from time to time may be made thereto.

Section 3 Funding – In accordance with the above, a further purpose of the Association shall be to coordinate the collection of funds or other assets and to disburse them in a manner consistent with the purposes set forth above.

Article 3 – Offices

The principal office of the Association in the State of Michigan shall be located at the offices of Carey & Jaskowski, LLC, Attorneys at Law, 2373 South I-75 Business Loop, PO Drawer 665, Grayling, MI 49738. The Association shall have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Michigan a registered office, and a registered agent.

Article 4 – Membership

Section 1 Types of Membership

- A. **Regular Members** – Regular membership in this Association shall consist of those persons who are elected or appointed as a township supervisor of a general law or charter township within the State of Michigan. Only regular members who have paid their dues to date may vote on issues before the Association and receive certain benefits of membership as defined by the Board of Directors.

- B. Associate Members** – Associate membership shall be available to deputy supervisors and to township managers and superintendents only if that township’s elected supervisor is also an active (paid) member of MATS. The associate member’s dues shall be half the rate of the supervisor’s. Associate members are not eligible to serve on the Board of Directors and shall not have a vote with the Association. Associate members will pay the member rate to attend Association conferences and events.
- C. Honorary Members** – Honorary membership may be bestowed upon retired supervisors upon approval by a majority of the Board of Directors. Honorary members will be able to attend MATS meetings, events and conferences, but shall not be able to vote with the Association, and will not be assessed Association dues. Honorary members will pay the member rate to attend Association conferences and events.
- D. Business Partnership** – Companies, organizations or individuals who transact business with the Association or with Michigan townships may be Business Partners. Business Partner companies or organizations will pay annual dues as set by the Board and shall enjoy certain privileges as defined by the Board. Representatives of Business Partners may attend MATS meetings, events and conferences at the invitation of the Board, but shall not have a vote with the Association. Representatives of Business Partners will pay the Business Partner rate to attend Association conferences and events.

Section 2 Membership Meetings

- A. Regular Meetings** – The Association shall hold at least one regular meeting annually to conduct Association business. This meeting will typically be held during the Association’s Spring Education Conference. Additional membership meetings, events and educational conferences may be held as deemed appropriate by the Board.
- B. Special Meetings** – Special meetings may be called by the president, by a majority of members of the Board of Directors, or by petition filed by ten percent of the paid members.
- C. Minutes of Meetings** – Minutes of regular and special meetings will be distributed to the membership at the next regular or special meeting of the Association.
- D. Meeting Locations** – All meetings shall be held at times and places as determined by the Board of Directors.
- E. Notice of Meetings** – The Association shall communicate notice of all regular and special meetings to all Association members at least ten business days prior to the meeting date.
- F. Emergency Action** – The Association’s Board of Directors shall be authorized to conduct the routine business of the Association. The Board shall be authorized to take any substantive emergency action, without prior notice and without a vote of the regular membership, only if two-thirds of the Board of Directors agree that the action must be taken prior to a date when a regular or special meeting can be scheduled with the Association members. Any such emergency action shall be reported to all members at the next regular or special meeting of the Association.
- G. Authority to Vote** – Each regular member in good standing (paid membership) shall be eligible to cast one vote on issues before the Association.
- H. Quorum at Membership Meetings** – Those members present at any regular or special membership meeting shall constitute a quorum to conduct business.

Section 3 Membership Dues – Membership dues shall apply to the calendar year, beginning on January 1 of each year. Dues statements (invoices) shall be provided to each member in December of each year. Dues shall be delinquent if unpaid by March 31. Annual Association dues shall be set by the Board of Directors.

While not a part of these adopted Bylaws, the current dues structure set by the Board, effective after March 19, 2009, is as follows:

Townships with a total population as reported in the most recent Census:	
less than 2,000	\$30.00
2,001 to 5,000	\$60.00
5,001 to 25,000	\$100.00
more than 25,000	\$150.00
associate member	half the rate of that township's supervisor, granted only if the township's supervisor is also an active member
Business Partner	\$350.00
Honorary member	no charge

Article 5 – Board of Directors

Section 1 General Powers – The affairs of the Association shall be managed by its Board of Directors, also known as “the Board” or “the officers.”

Section 2 Officers, Prerequisites, Duties – The officers of the Michigan Association of Township Supervisors shall consist of a president, vice president, secretary, treasurer, district directors, and the immediate past-president. New offices may be created and filled at any meeting of the Board of Directors. All officers must be paid members of the Association.

A. President – The president shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The president shall serve as a voting member of the Board and shall perform such duties as deemed necessary by the Board of Directors.

The president may sign, with the treasurer and/or any other proper officer or agent of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

The president shall preside over all meetings and set meeting agendas. Agendas are subject to modification by a majority vote of the Board, or by a majority vote of those regular members attending a regular or special meeting.

The president shall appoint such committees as may be necessary, with the concurrence of the Board.

1. Prerequisites – Candidates for president must have served at least two previous years on the Board, immediately prior to being elected president.

2. **Vacancy** – If the president shall vacate the office of president, the vice president shall assume the office of president. If both offices shall become vacant at the same time, the Board of Directors will appoint replacements from within their ranks to complete the term of office until the next regular election.
- B. Vice President** – The vice-president shall serve as a voting member of the Board and shall perform such duties as deemed necessary by the president. The vice president shall perform all the duties and exercise all the powers of the president in his/her absence, or in the event of the president's incapacity. If the president shall vacate the office of president, the vice president shall assume the office of president.
1. **Prerequisites** – Candidates for vice president must have served at least two previous years on the Board, immediately prior to assuming the office of vice president.
 2. **Vacancy** – If the office of vice president shall become vacant, the president shall appoint a replacement to complete the term of office until the next regular election.
- C. Secretary** – The secretary shall serve as a voting member of the Board and shall perform such duties as deemed necessary by the president. The secretary and/or staff shall maintain all the non-financial books and records of the Association and shall prepare minutes of the proceedings of all the meetings for distribution at the next meeting.
1. **Prerequisites** – Candidates for secretary must have served at least two previous years on the Board, immediately prior to assuming the office of vice president.
 2. **Vacancy** – If the office of secretary shall become vacant, the president shall appoint a replacement to complete the term of office until the next regular election.
- D. Treasurer** – The treasurer shall serve as a voting member of the Board and shall perform such duties as deemed necessary by the president. The treasurer shall maintain all the financial books and records of the Association and shall prepare financial statements for distribution at each membership and Board meeting and at the request of any Board member. The treasurer and/or staff shall act as the receiving and disbursing agent for all Association funds.
1. **Prerequisites** – Candidates for treasurer must have served at least two previous years on the Board, immediately prior to assuming the office of vice president.
 2. **Vacancy** – If the office of treasurer shall become vacant, the president shall appoint a replacement to complete the term of office until the next regular election.
 3. **Additional Duties** –
 - a. **Audit** – A regularly scheduled audit of the Association's financial records, as required by law or otherwise by the Board of the Association, shall be conducted by a qualified firm, as determined by the Board. The finished audit report of the previous year shall be available to all Association members at the annual business meeting.
 - b. **Bonding** – The treasurer shall be bonded for such an amount as determined by the Board.
 - c. **Membership Records** – The treasurer and/or staff shall maintain a current list of paid members and shall make the list available at all regular meetings. The treasurer and/or staff shall maintain a database of information about township supervisors, including current contact information.

- d. **Banking** – The treasurer and/or staff shall deposit all moneys of the Association in a financial institution which has been authorized by the Board.
- E. **Immediate Past-President** – The immediate past-president shall serve as a voting member of the Board during the two-year term following his/her term as president, only if the past-president remains the elected supervisor of his or her township. All past-presidents who remain the elected supervisor in their township will serve as an advisory committee to the Board.
- F. **District Directors** – Directors shall serve as voting members of the Board and shall perform such duties as deemed necessary by the president. One director shall represent each geographic district of the State, as established by the members of the Board. The number of districts and the boundaries of the districts shall be determined by the Board.
 - 1. **Prerequisites** – Candidates for district director must be paid regular members of the Association, and must reside in the district they represent.
 - 2. **Vacancy** – If the office of a district director shall become vacant, the president shall appoint a replacement to complete the term of office until the next regular election.
 - 3. **District Map** – A map of the State of Michigan, displaying the Association’s districts, shall be displayed at all regular Association meetings and shall be available for membership review upon request.

Section 4 Board of Director Meetings

The Board of Directors may meet as often as necessary if a meeting is called by the president or by a majority of the members of the Board. The Board will typically meet during the winter MTA education conference, at the spring MATS education conference, once during the summer and at the fall MATS education conference. Meetings may be held in person, via conference telephone call, teleconference, email or any combination of these or other methods to achieve the highest attendance at and greatest participation in each meeting.

- A. **Board of Directors Voting** – All decisions of the Board of Directors shall be by majority vote of the Board members present unless specified differently in these Bylaws.
- B. **Quorum at Board of Director Meetings** – A majority of the Board of Directors shall be present in order to conduct business at Board of Directors meetings, unless specified differently in these Bylaws.
- C. **Notice of Meetings** – The Association shall communicate notice of all regular and special Board meetings to all officers at least ten business days prior to the meeting date.

Section 5 Board, Miscellaneous

- A. **Subcommittees of the Board** – The Board may establish and convene any subcommittees as deemed necessary or as provided in these Bylaws. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- B. **Expenses Reimbursement** – Officers may be reimbursed for mileage at half of the current IRS allowable rate or at another rate determined by the Board, hotel and limited meal expenses only if the Board meeting is held at a time and location when the member would not also be attending a MATS or MTA meeting.
- C. **Conference Registration** – Members of the Board may, if they so request at the time of registration, receive a 25 percent discount off the listed registration fee for all MATS educational conferences and events.

- D. Liability Insurance** – The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, an officer, employee or agent of the Association, against any liability asserted against such person and incurred by him in any such capacity, rising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability, provided that, when and to the extent that the Association has purchased and maintained such insurance, it shall have no duty to indemnify any such person to the extent such liability is covered by such insurance, except as may be set forth in the Association’s Articles of Incorporation.
- E. Indemnification** – To the extent not inconsistent with the law of the State of Michigan, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Association shall be indemnified by the Association as provided in the Act.

Article 6 – Election of Officers

Section 1 Nominating Committee – In the fall of even numbered years, a nominating committee consisting of five regular members plus the immediate past president shall be appointed by the president. The immediate past president shall chair the nominating committee. If the immediate past-president is no longer an elected township supervisor, the president shall appoint another past-president who is still an elected supervisor or a current Board member to chair the nominating committee. The nominating committee shall deliver a recommended slate of officers to the Board at the winter Board meeting. The recommended slate of officers shall be conveyed to members of the Association with the registration materials for the Spring Education Conference, for action at the annual business meeting held during the Spring Education Conference.

Section 2 Election of Officers – The election of officers shall take place at the annual spring business meeting in odd numbered years. The new officers shall take office at the annual spring business meeting following the taking of the oath of office. To be elected, a candidate must receive a majority of the votes cast for that office by the voting members present. If no candidate receives a majority of votes on the first ballot, a runoff election shall be held between the two top candidates.

Section 3 Terms of Office – The officers of the Association shall serve in their respective offices for a term of two years, beginning and ending in the Spring of odd-numbered years. Officers may be re-elected to the same office or may be elected to a different office.

Section 4 Office Vacancies – Officers shall be appointed by the president, subject to a majority vote of the Board of Directors, to fill interim terms. Officers appointed to fill a vacancy may be elected to a full two-year term at the next regular election.

Section 5 Multiple Offices – Only in order to temporarily fill a vacancy, except for the office of President, one person may serve in two Board offices simultaneously; for example, secretary/treasurer, vice-president/director, secretary/director. The dual office may be help only until the next regular business meeting of the Association.

Section 6 Removal from Office – Any officer elected or appointed by the president, Board of Directors or membership may be removed by two-thirds vote of the full Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Members of the Board are expected to make every effort to attend Board meetings in person. Members of the Board, after missing three meetings, may be subject to dismissal from the Board.

Article 7 – Rules of Procedure

Section 1 Parliamentary Authority – *Robert's Rules of Order, as amended*, or a different set of "Rules of Procedure" adopted by the Board of Directors, shall govern the conduct of meetings of the Association in all cases in which they are applicable and which are not inconsistent with the Bylaws or the special rules of this Association.

Section 2 Simple Majority – Unless otherwise specified in these Bylaws, a simple majority of voting members present at the meeting shall constitute a valid decision at regular or special meetings of the Association members or Board of Directors.

Article 8 – Contracts, Checks and Deposits

Section 1 Contracts – The Board of Directors may authorize any officer or officers, agent or agents of the Association who are not specifically so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.

Section 2 Checks, Drafts, Etc. – All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers as provided for above or such officers or agents of the Association, and in such manner as shall from time to time be determined by the Board of Directors.

Section 3 Deposits – All funds of the Association shall be deposited from time to time to the credit of the Association, in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 Gifts – The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

Article 9 – Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses for the Board of Directors. All books and records of the Association may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

Article 10 – Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article 11 – Seal

The Board of Directors may provide a corporate seal. If a corporate seal is adopted, it shall be affixed to a secretary's certificate and filed in the corporate record book.

Article 12 – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Michigan Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 13 – Severability

Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any other section, subsection or provision.

Article 14 – Amendments to Articles of Incorporation

The Articles of Incorporation may be amended as follows: Any proposed amendment must first be submitted to the Board of Directors. If it be approved by the Board, it shall be submitted at the next annual meeting of the members for final motion, or at a special meeting so called for that purpose. Such proposed amendment shall be included in the official notices of said meeting. A two-thirds majority of all members present shall be necessary for its adoption.

Article 15 – Amendments to Bylaws

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a two-thirds majority of those members voting in person at a regular or special meeting of the Association, provided that notice of any proposal to amend shall have been communicated to the Association members at least thirty (30) days prior to the meeting at which the amendment is voted upon.

These Bylaws were first adopted by the general membership of the Michigan Association of Township Supervisors on February 19, 1998, and have been amended on the following dates.

- Revised:
1. 01/19/1999
 2. 01/27/2004
 3. 03/19/2009
 4. 04/15/2010