

# MICHIGAN PARKING ASSOCIATION

## By Laws

Constitution and Bylaws Table of Contents:	ARTICLE VI- RULES AND PARLIAMENTARY PROCEDURE	3 To organize and act as a unified force in the state of Michigan to promote the legislation of state and local laws parking that will aid and benefit the association membership.
CONSTITUTION	Section 1. Parliamentary Manual Section 2 Standing Rules Section 3. Suspension	
ARTICLE I- NAME AND ADDRESS	ARTICLE VII -INDEMNIFICATION	4. To assist and aid association members in fostering up-to-date understanding of parking principles, practices and the interaction with transportation
Section 1. Name Section 2 Address	ARTICLE VIII -AMENDMENTS	Objec5
ARTICLE II - OBJECTIVES	CONSTITUTION	ARTICLE III-.MEMBERSHIP
ARTICLE III - MEMBERSHIP	ARTICLE I- NAME AND ADDRESS	Section 1 Eligibility Membership shall be open to all individuals in parking planning, design, operations, maintenance or supply of goods and services Membership shall be limited to those interested in the promotion, improvement and a broader understanding of the profession
Section 1. Eligibility Section 2 Rights and Privileges Section 3. Admission Section 4. Resignation and Termination	Section 1. Name The name of this organization shall be: Michigan Parking Association.	Section 2. Rights and Privileges Voting and motions- members shall have the right to vote or move a proposal at official association business meetings.
BY-LAWS	Section 2. Address The official address shall be that of the association president or any other association officer or any place as designated by the Board of Directors	Officers and Board Members - any member may be elected as an officer or board member of the Michigan Parking Association except as otherwise provided in the by-laws.
ARTICLE I- OFFICERS AND BOARD MEMBERS	ARTICLE II - OBJECTIVES	Committees -any member may be appointed to a committee except as otherwise provided in the by-laws.
Section 1. General Section 2. President Section 3. Vice President Section 4. Treasurer/Secretary Section 5. Duties and Powers Section 6. Meetings and Quorum	The objectives of the Michigan Parking Association are: 1. The maintenance of a statewide organization of municipalities, public and private organizations, whether local, county or state; parking authorities, transportation departments, boards, bureaus, commissions or departments, also including universities, colleges, airports, hospitals, downtown development authorities, stadiums, and auditoriums. 2. To promote the mutual interests of the membership in the provision and operation of adequate, efficient, convenient, and economical public and private parking as a proper and necessary function for the economic and social well being of the membership.	Other privileges - any member may participate in discussions, unless ruled against for a particular item of business under consideration.
ARTICLE II ELECTION OF OFFICERS AND BOARD MEMBERS		Section 3. Admission Admission shall be subject to the approval of the chairperson of the membership committee and the chairperson shall report all accepted applications for membership at the annual business meeting.
Section 1. General Section 2. Process Section 3. Ballots Section 4 Tie Vote Section 5. Additional Items		
ARTICLE III - COMMITTEES		
Section 1. Committees in General Section 2. Standing Committees		
ARTICLE IV - MEETINGS		
Section 1. Annual Business Meeting Section 2. Informational/ Technical Meetings		
ARTICLE V- DUES		

# MICHIGAN PARKING ASSOCIATION

## By Laws

### Constitution and Bylaws (cont.) Section 4. Resignation and Termination

Any member of the association may resign by written application to the president, who shall then present the resignation to the Michigan Parking Association's Board of Directors for consideration. If and when all the member's financial obligations have been paid, the member's resignation may be accepted.

Members shall be terminated for non-payment of dues after such dues have become one (1) month in arrears. Reinstatement shall be authorized by the chairperson of the membership committee upon payment of delinquent dues.

Membership may be terminated or suspended by the Board of Directors where a member is found to have acted in such a manner as to be prejudicial to the objects of, or successful operation of the association, or in any way discredit the Michigan Parking Association. Members terminated or suspended may make written application to be reinstated. Applications must be approved by a majority vote of the Board of Directors.

## BY-LAWS

### ARTICLE I - OFFICERS AND BOARD MEMBERS

#### Section 1. General

The governing body of the Michigan Parking Association shall be the Board of Directors which shall have the full power to do any and all things necessary or desirable in conducting the business of the organization, within the limitations of the by-laws.

The Board of Directors shall consist of ten (10) members. It shall be comprised of the president, vice president, treasurer, secretary, immediate past president and five (5) members-at-large elected by the members.

#### Section 1 General (cont.)

Should a member of the Board of Directors be unable to complete a term, the position will be filled by nomination of the Board of Directors. In the event of a tie, the members-at-large will vote.

#### Section 2 President

The president shall be the chief operating officer of the association and shall preside at all meetings of the association and of the Board of Directors. The president shall appoint members to the various committees with concurrence of the Board of Directors. Other duties of the president are as set forth elsewhere in the by-laws.

The president's position requires previous experience serving on the Board as an elected official (Vice President, Secretary or Treasurer) or a Member-at-large. To be eligible to become President, candidates must have served at least two consecutive years on the Board prior to his/her nomination. If for some reason, no active Board Member has served two consecutive years, this requirement may be waived.

#### Section 3. Vice President

The Vice President shall perform such duties as may be assigned by the by-laws as well as those assigned by the president. In the absence of the President, the Vice-President shall assume the duties of President. The Vice President shall be the chairperson of the by-laws committee.

#### Section 4. Treasurer

The Treasurer shall be responsible for: collecting, and have the custody of, all monies due to the Michigan Parking Association; preparation of the financial statements and annual reports as required by the Board and by the constitution and by-laws; cont.....

paying all bills when approved by the Board of Directors. President or Vice President, sign all checks on the direction of the President (the President or Vice President may also have the authority to sign checks); forward a statement of dues to each member by November 1st each year. In the absence of the President and vice President the Treasurer shall preside.

#### Section 5. Secretary

The Secretary shall be responsible for: keeping of all MPA records including the by-laws and the amendments hereto; minutes of the official meetings of the Association and its Board of Directors; all correspondence. receiving a copy of any correspondence received or written by any member of the board written on behalf of the Association. In the absence of the President, Vice President, and Treasurer the Secretary shall preside.

#### Section 6. Duties and Powers

The Board of Directors shall, in addition to the functions designated to it in the by-laws, perform such duties as are usual and are not otherwise restricted in the by-laws.

#### Section 7. Meetings and Quorum

The Board of Directors shall conduct a meeting once a month. The meetings may be face-to-face or by way of conference calls. Special meetings may be called as desired by the President or a majority of the Board of Directors. Four (4) Board Members shall constitute a quorum but in no case shall a motion be passed unless there are at least three (3) affirmative votes.

Meetings shall be set at the first meeting after the new Board is elected and may be subject to change. Reasonable notice for all meetings shall be given by the President.

# MICHIGAN PARKING ASSOCIATION

## By Laws

### BY-LAWS (cont.)

#### ARTICLE II -ELECTION OF OFFICERS AND BOARD MEMBERS

##### Section 1 General

Officers and Board Members for the Association shall be elected annually by its members at the Annual Business Meeting.

Elected officers and Board Members shall constitute the Association's Board of Directors: All officers may be re-elected to the office or any office which they have previously held. All officers and board directors shall assume office at the close of the scheduled Annual Business Meeting as required in the by-laws. Section 2. Process

The Treasurer shall notify and provide a list of all-regular members in good standing to the chairperson of the nominating committee at least ninety (90) days in advance of elections conducted at the annual business meeting.

Twenty days before the Annual Business Meeting the Secretary shall forward to all members in good standing a list of the nominees proposed by the nominating committee. Any additional members in good standing desiring to run for any position must notify the Secretary in writing at least five days prior to the annual Business Meeting. This request must be accompanied by two (2) letters of support from current members in good standing. Upon receipt of the request and letters of support the Secretary will add the names to the ballot.

##### Section 3. Ballots

Candidates' names and resumes will be posted on the website and mailed to the members in good standing. Votes may be sent to the Secretary by mail, fax, postal service, and/or e-mail. cont...

Votes will also be accepted at the Annual Business Meeting. Membership will be verified prior to the acceptance of the vote. Membership will be verified prior to the acceptance of the vote. All votes will be retained and counted by the Secretary or a Board appointed member and available for auditing by officials appointed by the nominating committee. No announcement will be made until after the final vote is taken at the Annual Business Meeting. Members in good standing may only vote once.

##### Section 4 Tie Vote

In case of a tie vote the tie shall be broken by a vote of current Board of Directors.

##### Section 5. Additional Items

The Board of Directors may instruct the Secretary to place proposed changes to the constitution and by-laws or any such issue or issues as the Board deems advisable on the election ballot.

#### ARTICLE III- COMMITTEES

##### Section 1. Committees in General

General committees shall be established as provided in the by-laws. Additional standing committees may be established by the by-laws. Committees as deemed necessary shall be appointed by the President with the concurrence of the Board of Directors.

##### Section 2. Standing Committees

The standing committees of the Michigan Parking Association shall be the by-laws committee, newsletter committee, membership committee and the nominating committee. The nominating committee shall be composed of three (3) voting members in good standing, one of whom shall be the immediate past president and will serve as chairperson of that committee. The other two (2) persons will be appointed by the President, subject to the approval of the Board of Directors.

The membership, by-laws and newsletter committees shall consist of three (3) voting members; the chairpersons are established within the by-laws of the Association. The President shall appoint the two (2) remaining members of each committee, subject to the approval of the Board of Directors.

Additional ad-hoc committees are formed and members appointed as the Board deems necessary.

#### ARTICLE IV- MEETINGS

Meetings of the Michigan Parking Association shall be held at least twice a year or more often as determined by the Board of Directors. The membership shall receive reasonable notice by mail of the location and time of each scheduled meeting.

##### Section 2. Informational/ Technical Meetings

Informational and / or technical meetings will be scheduled by the Board of Directors. A minimum of one (1) meeting per year will be scheduled. A member of the Board of Directors will assume the responsibility of arranging said meeting.

#### ARTICLE V - DUES

Annual dues for membership shall be established by the Board of Directors. All dues shall become due and payable on January 1st of each year and shall become delinquent on the first day of February of the same year. Dues are not refundable.

#### ARTICLE VI - RULES AND PARLIAMENTARY PROCEDURE

##### Section 1. Parliamentary Manual

The rules contained in "Robert's Rules of Order, Revised" shall govern the association in all cases in which they are applicable, and in which they are not inconsistent with the by-laws or special rules of the association.

# MICHIGAN PARKING ASSOCIATION

## By Laws

### BY-LAWS (cont.)

#### Section 2 Standing Rules

Standing rules shall be adopted by a majority vote of any duly constituted business meeting. They may be reconsidered, amended or rescinded in accordance with procedures contained in "Robert's Rules of Order, Revised".

#### Section 3. Suspension

The rules may be suspended only upon an affirmative vote of two-thirds of the regular members present and voting.

### ARTICLE VII- INDEMNIFICATION

Directors, officers or employees of the Association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon them in connection with any action or proceeding which they may be made a party or in which they may become involved, by reason of their being or having been a director, officer or employee of the association, or with any settlement hereof, whether or not their term of service as a director, officer or employee has expired at the time liability for such expenses accrues, except in such cases where in the director, officer or employee is adjudged guilty of willful malfeasance in the performance or omission of such duties as give rise to the subject action or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.

### ARTICLE VIII- AMENDMENTS

The by-laws may be amended only by the affirmative vote of two-thirds of the members voting.

An amendment shall be put to vote only if it has been proposed by the Board of Directors or five voting members in good standing and provided that a draft of the proposed amendment has been circulated to the membership not at the next Annual Business Meeting.

At the Annual Business Meeting the draft of the amendment may be amended in any way that is pertinent to the proposals contained therein.

Amendments which, if passed, will affect any of the items of business to be considered at the annual business meeting, shall, if in order, be considered before other business.