

**MINNESOTA ASSOCIATION FOR COURT MANAGEMENT BYLAWS**

**TABLE OF CONTENTS**

NAME OF ASSOCIATION  
PURPOSES  
GENERAL POWERS  
MEMBERSHIP AND DUES  
OFFICERS AND ELECTIONS  
DUTIES OF OFFICERS  
BOARD OF DIRECTORS  
DUTIES OF BOARD OF DIRECTORS  
STANDING COMMITTEES  
ANNUAL MEETING  
QUORUM  
FISCAL YEAR AND AUDIT  
PARLIAMENTARY AUTHORITY  
AMENDMENTS  
ORGANIZATION  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

**ARTICLE I**  
**NAME OF ASSOCIATION**

Section 1.

The name of the Association shall be Minnesota Association for Court Management (MACM).

**ARTICLE II**  
**PURPOSES**

Section 1. Purpose and Objectives

This Association is organized and shall be operated exclusively for the purpose of promoting and improving the common professional interests and working conditions of its members by providing assistance and support for the accumulation and dissemination of information, and for education relating to the advancement of court management in our respective counties, judicial districts and the State of Minnesota. All powers of the Association shall be exercised so that its operation lies exclusively within the contemplation of both Section 501 (c) (6) of the Internal Revenue Code, as now enacted or as hereafter amended, and of Section 290.05 of the Statutes of the State of Minnesota, as now enacted or as hereafter amended.

This Association strives to achieve this general objective and enhance the proficiency of the members of the Association by:

- Improving the administration of justice through the application of modern management techniques.
- Promoting active participation in the legislative and rule making processes.
- Acting as a forum for problem solving and for sharing knowledge, information and experience among the members of the Association.
- Encouraging fellowship, networking and a sense of unity through participation in MACM activities.
- Working with the Judicial Council, Supreme Court, Court of Appeals, State Court Administration (SCAO), judicial districts, counties and other committees, workgroups and organizations for the provision to provide effective court management in Minnesota.

### ARTICLE III GENERAL POWERS

#### Section 1.

The Minnesota Association for Court Management is not organized for profit or engaged in any activity ordinarily carried on for profit.

#### Section 2.

The Association shall have the power to own, accept, acquire and dispose of personal property, and to obtain, invest and retain funds in order to advance the purposes stated in Article II above.

#### Section 3.

The Board of Directors may contract for goods or professional services needed to carry out the functions of the Association. Such contract(s) shall be on an annual basis.

### ARTICLE IV MEMBERSHIP AND DUES

#### Section 1. Membership

The membership of this Association shall be divided into three classes: regular, retired, and honorary. No person may concurrently hold membership in more than one class.

#### Regular Membership:

All supervisory or management personnel employed by any court in the State of Minnesota shall be eligible for membership upon payment of the appropriate annual dues.

Non-supervisory staff employed by any court in the State of Minnesota who participate in advanced level work that impacts management of court operations (such as but not limited to staff attorney, business process specialist, business coordinator, court operations analyst) or those who are otherwise determined by the Board of Directors to be essential to the effective operation of the Association are eligible for regular membership.

Regular members in good standing shall be entitled to vote, hold office and serve on committees. Regular members not in attendance at a meeting may delegate their right to vote by written proxy.

#### Retired Membership:

A regular member in good standing upon retirement may retain membership as a retired lifetime member without any further payment of dues. A retired member is not eligible to vote or hold office, but may serve on committees, attend conferences without payment of registration fees and otherwise enjoy the benefits of membership in MACM.

#### Honorary Membership:

A person who has made significant contribution to the profession of court management, or has rendered distinguished service in related fields, may be nominated to honorary membership in MACM. Any MACM member may make a nomination to the Membership Services Committee, who will review the nomination and forward it to the Board of Directors with a recommendation. After a review of the nomination and recommendation, a person may become an honorary member by a majority vote of the Board of Directors. The Membership Services Committee Chair will be responsible for purchasing and presenting awards to any honorary member. Honorary members are not eligible to vote or hold office, but may serve on committees and attend conferences. No dues are required of an honorary member.

### Section 2. Annual Dues

The Board of Directors shall establish the annual dues for all classes of membership. All dues shall be paid in full or proof of payment provided prior to the annual meeting. No dues shall be refunded to any member whose membership terminates for any reason.

## ARTICLE V OFFICERS AND ELECTIONS

### Section 1. Officers

The officers of the Association shall be: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Immediate Past President.

### Section 2. Elections

All officers with the exception of the Immediate Past President, shall be elected at the annual meeting in even-numbered years and shall serve for a term of two years. Officers

are limited to two consecutive two year terms in any one office, excluding time spent in office filling a vacancy.

In the event that nominations are not received for President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer, or in the event of a vacancy, resignation, removal, failure to remain a good standing regular member or the inability to perform duties, a majority of the Board of Directors shall appoint a successor to serve for the term and/or unexpired portion of the term.

In the event that the Immediate Past President is unavailable to serve due to resignation, removal, failure to remain a good standing regular member or the inability to perform duties, the previous past president, if a good standing regular member, may serve for the term and/or unexpired portion of the term.

All contested elections of officers shall be by ballot. All other voting may be by a show of hands or voice vote. All officers shall be eligible to vote. Officers shall assume their respective duties upon adjournment of the annual meeting at which they are elected.

### Section 3. Nominating Committee

An Ad hoc Nominating Committee, chaired by the immediate Past President, shall solicit and receive nominations for office. Any regular member in good standing may run for office or make nominations. The Committee shall announce the nominations to the full membership at least thirty days prior to the annual meeting. The Committee shall prepare and distribute an electronic voting form. Proxy voting forms will be made available to members upon request. The Committee shall be responsible for preparing and counting ballots for contested elections.

## ARTICLE VI DUTIES OF OFFICERS

### Section 1. President

The President shall have active executive management of the operations of the Association, subject, to the control of the Board of Directors. The President shall preside at all meetings of the members and at all meetings of the Board of Directors, discharge all of the duties incumbent upon a presiding officer and perform such other duties as these bylaws provide or the Board of Directors prescribe. The President shall make a report to the Board of Directors and to the Association at the annual meeting.

### Section 2. First Vice-President

The First Vice-President shall preside at all meetings of the Association in the absence of the President, shall assume the duties of the President upon resignation or death of the President, and shall serve as chairperson of the Legislative and Outreach Committee.

### Section 3. Second Vice-President

The Second Vice-President shall preside at all meetings of the Association in the absence of the President and First Vice-President, shall assume the duties of the First Vice-President upon resignation or death of the First Vice-President, and shall serve as chairperson of the Education Committee.

### Section 4. Third Vice-President

The Third Vice-President shall preside at all meetings of the Association in the absence of the President, First Vice-President and Second Vice-President, shall assume the duties of the Second Vice-President upon resignation or death of the Second Vice President and shall serve as chairperson of the Membership Services Committee.

### Section 5. Secretary

The Secretary shall keep and record minutes of the formal sessions of the Association, and shall carry on such correspondence and clerical work on behalf of the officers as requested.

### Section 6. Treasurer

The Treasurer shall collect, receive, invest and have custody of all funds of the Association and shall deposit such funds in a bank approved by the Board of Directors. The Treasurer shall expend the funds of the Association according to the directives of the Board of Directors. Checks drawn upon the funds of the Association shall bear the signature of the Treasurer or the designated alternate signor. The alternate signor shall be the past MACM Treasurer and shall serve for a term of two years in conjunction with the Treasurer.

If directed by the Board of Directors, the Treasurer may be required to provide a bond in an amount established by the Board of Directors, and any premium on said bond shall be paid from Association funds. The Treasurer shall make a financial report to the Board of Directors and to the membership at the annual meeting and to the IRS and other agencies as required, and cooperate with the audit committee for an annual financial review. The outgoing Treasurer shall deliver to the newly installed Treasurer all monies, vouchers, books, papers and other property of the Association in his/her custody within 60 days of the date that the successor Treasurer is installed. The Treasurer shall serve as the chairperson of the Budget Committee and shall serve on the Membership Services Committee.

### Section 7. Immediate Past President.

The Immediate Past President shall assist the President during the transition period and to serve as an advisor throughout the term of the President. The Immediate Past President shall also chair the Nominations Committee.

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the Officers, the ten district chairpersons, the standing committee chairpersons, and one at-large representative who shall be elected as hereinafter provided.

Section 2. Meetings and Quorum

Meetings of the Board of Directors may be conducted in-person, or by electronic means including telephone conference calls, interactive video, or similar technology. Appearances at any meeting can be made by electronic means including telephone or interactive video. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3. Action of Directors at a Meeting

The act of a majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 4. Action of Directors Without a Meeting

Any action required by law or under these bylaws to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors and recorded by the Secretary in the permanent record book. Holding a vote electronically through email or other electronic means with a question posed to the Board, and Board members signifying their approval or rejection of the question satisfies this requirement so long as the Secretary maintains a record of this action in the permanent record book.

ARTICLE VIII  
DUTIES OF BOARD OF DIRECTORS

Section 1. Annual Association Meeting

A regular annual meeting of the Board shall be held without other notice than this section, immediately before and at the same place as the annual meeting of the members, or at any other time and place as approved by a majority of the Board. In the event that a majority of the Board approves a change in the time and place of the annual meeting, the membership shall be provided with 30 days notice of said change.

## Section 2. Management of Business

The management and government of the affairs of this Association shall be vested in the Board of Directors which body shall transact the general business of the Association in the interim between annual meetings.

## Section 3. Removal of Officers

The Board shall have the power to remove any officer or Board member from office for any good cause shown, provided that such removal shall be by two-thirds majority vote of the Board with the member or officer in question not being allowed to exercise a vote.

# ARTICLE IX STANDING COMMITTEES

## Section 1. Appointment of Committee Chairs

Unless otherwise provided in these bylaws, The President, as hereinafter provided, shall appoint the chairperson of each standing committee. Such appointments shall be reported to the Board of Directors and shall stand approved unless rejected by a majority of the Board. If an appointee is rejected, the President shall so inform the individual and immediately make another appointment, reporting such action to the Board. All officers shall be *ex officio* members of all standing committees without the right to vote.

## Section 2. Standing Committees

The chairperson of the following standing committees shall be appointed at or immediately after each annual meeting to serve until the next annual meeting or until their respective successors are appointed.

### Bylaws and Parliamentary Committee

## Section 3. Members

Standing committees shall be composed of members of the Association in good standing, appointed by the chairperson of each of the respective committees, subject to approval by the Board of Directors. Committees may form subcommittees to carry out their duties and increase participation of the membership.

## Section 4. Executive Committee

The Executive Committee shall be composed of the Association Officers. The Executive Committee shall serve as the Budget Committee and shall prepare an annual budget for consideration by the Board. Other matters may be referred to the Committee by the President or the Board.

#### Section 5. Legislative and Outreach Committee

The Legislative and Outreach Committee shall be responsible for the planning and implementation of all community outreach activities and actively involved in the legislative processes, shall propose and monitor legislation and proposed actions that could impact the courts and advise the Board as to policy options and their implications. The Committee shall represent the Association in legislative activities with other groups such as the State Legislative Strategy Team. The First Vice-President shall be the chairperson of the Legislative and Outreach Committee.

#### Section 6. Education Committee

The Education Committee shall be responsible for the planning and implementation of the Annual Meeting, and such educational and employee development programs and activities as are approved by the Board of Directors. The Committee shall be responsible for conference site selection, subject to approval by the Board of Directors. It may prepare educational articles and training manuals of interest to the membership. The Second Vice-President shall serve as the chairperson of the committee.

#### Section 7. Membership Services Committee

The Membership Services Committee shall monitor administrative and personnel policies and proposed actions that could impact MACM members. The Committee shall advise the Board as to policy options and their implications. This Committee shall be responsible for the recruiting of members and shall carry out decisions of the Board of Directors relative to the recruitment, maintenance and eligibility of members of the Association. It shall have the responsibility to certify that members attending the annual meeting are in good standing and eligible to vote. The Committee shall prepare appropriate resolutions for approval at the business meeting. In order to facilitate attendance at MACM events as well as promote access to advanced training opportunities for all members, the Membership Services Committee will coordinate the MACM Scholarship Program. The Committee further seeks to recognize and publicly acknowledge meritorious individuals and programs through its various award programs and publicize Association activities. This may include publicity through the local media in a court/community regarding court-related activity, honors bestowed on members and election or appointment to court or MACM positions, after consultation with the member about whom the article is to be written. The Committee shall review nominations for honorary membership and make recommendations to the Board of Directors on all nominations received. The Committee Chair will be responsible for purchasing and presenting awards to honorary members.

#### Section 8. Bylaws and Parliamentary Committee

The chairperson of this committee shall serve as the parliamentarian of the Association. It shall be the duty of this committee to review the bylaws of the Association as to their practicality and application. The Committee shall also review the needs of the



Association for amending or adding to the bylaws. It shall make a report of its findings to the Board of Directors.

Section 9. Ad hoc Committees

The President may appoint ad hoc committees, such as Planning and Research, when necessary to promote the purposes and goals of the Association and shall advise the Board of Directors of the appointments at the next board meeting.

ARTICLE X  
ANNUAL MEETING

Section 1.

This Association shall hold at least one meeting per fiscal year for all members at such time and place as provided for by the Board of Directors. This meeting shall be called the annual meeting.

ARTICLE XI  
QUORUM

Section 1.

A quorum at any meeting shall consist of a simple majority of the voting members present and shall be deemed sufficient to approve reports and amend the bylaws of the Association. A simple majority of the voting members present, including proxy and electronic votes, shall be deemed sufficient to elect officers.

Electronic voting presumes that a quorum is present, regardless of the number of votes cast. The outcome of an electronic vote is therefore determined by simple majority.

ARTICLE XII  
FISCAL YEAR AND AUDIT

Section 1. Fiscal Year

The fiscal year of the Association shall be July 1 through June 30 of the following year.

Section 2. Audit

An audit committee shall audit the accounts of the Association at least annually. The committee shall submit a report of such audit to the Board and the membership as soon as practical following the end of the fiscal year, but no more than 90 days following the end of the fiscal year.

ARTICLE XIII  
PARLIAMENTARY AUTHORITY

Section 1.

ROBERT’S RULES OF ORDER, Newly Revised, shall govern parliamentary procedure at meetings of the Association and of the Board of Directors.

ARTICLE XIV  
AMENDMENTS

Section 1.

Any member in good standing may make a recommendation to the Bylaws Committee and all proposed amendments shall be referred to that committee for study and recommendations. The Bylaw Committee chairperson will present the proposed amendment and recommendations to the Executive Board for comment.

Amendments shall be voted on by a majority of the registered regular members present and voting at any Association meeting or by a majority of regular members via electronic voting if the Executive Board determines an immediate vote on the proposed amendment is necessary.

Electronic voting will be administered by the Bylaw Committee chairperson via email with three choices; “Yes”, “No”, and “Further Discussion”. If a majority of the members vote for “Further Discussion”, the proposed amendment shall be tabled until the next Association meeting.

ARTICLE XV  
ORGANIZATION

Section 1.

The membership of this Association shall be organized into districts, which districts shall coincide with the judicial districts of the state, plus at-large members.

Section 2.

The members within each district shall elect a chairperson and a vice-chairperson who shall serve for a period of two years, and who shall call and preside at all meetings of the members in that district. Elections shall be held no later than June 1 in even-numbered years in Districts 1, 3, 5, 7 and 9, and in odd-numbered years in Districts 2, 4, 6, 8 and 10. Officers-elect shall assume their duties upon the adjournment of the next meeting of the Association.

### Section 3.

Each district shall hold at least two meetings annually. Other district meetings may be called by the chairperson, vice-chairperson, or by a majority of the members of a district whenever they deem it useful.

### Section 4.

When a vacancy occurs in any district chair, the vice-chairperson shall fill it until election of a new chairperson in each district.

### Section 5.

A district secretary may be elected by the district membership or appointed by the district chairperson in each district.

### Section 6.

Non-district regular members shall elect an at-large representative and an alternate who shall serve for a period of two years and who shall call and preside at all meetings of the constituency. The elections of the representative and alternate shall be held no later than June 1 in even-numbered years. The representative and alternate shall assume their duties upon the adjournment of the next meeting of the Association.

### Section 7.

In addition to calling and presiding at meetings, the district chairperson and the at-large representative shall have the following duties:

- To serve as a member of the Board of Directors; in the event he/she is unable to attend, the vice-chairperson or at-large alternate may serve
- To serve as the liaison between the Association officers and the membership
- To immediately notify the President of the Association as well as other members of the serious illness or death of any member, and the appointment of any new member
- To visit with new members within one month after the start of their membership for the purpose of acquainting them with the organization and the policies of the Association, and to make himself/herself available for further information, advice and assistance by letter, phone or visit

### Section 8.

Meetings shall be for the purpose of:

- Exchanging information and ideas relating to the functions and duties of court management
- Solving common as well as individual problems arising in connection therewith

- Serving as a forum for the development of Association policies that are representative of the entire membership
- Serving as an instrument for promotion of Association policies

ARTICLE XVI  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

This Association does not and will not afford pecuniary gain, incidentally or otherwise, to its members. No part of the property or the income of the Association or any other pecuniary gain or profit shall inure to any member of the Association except that reasonable compensation may be paid for services rendered to or for the Association.

In the event of dissolution of the Association of all the assets then in its possession shall be allocated *pro rata* amount those counties of Minnesota that were contributing members in the fiscal year immediately preceding the year of dissolution, provided, however, that the *pro rata* allocations to those counties in which the courts are funded by the state shall be paid into the state's general fund.

The Association shall not lend any of its assets to an officer, director or member of the Association nor guarantee to any other person the payment of a personal loan taken by an officer, director or member of the Association.

###