

CONSTITUTION AND BYLAWS

ARTICLE I: NAME

This organization shall be known as Municipal Engineers Association of Ohio ("MEAO").

ARTICLE II: PURPOSES

Section 1. The purpose of this organization shall be to provide an opportunity for Public and private engineers to meet as a separate group for the discussion of municipal problems generally or the special problems, responsibilities, and experiences of public and private engineers as a special class of officials and to promote the general welfare of the cities and villages of this State by appropriate means, including but not limited to the following:

- a) the maintenance of a central bureau of information and research for collection, analysis and dissemination of information dealing with village and city engineering services;
- b) the fostering of conferences of engineering officials, schools and short courses for the discussion and study of village and city engineering problems and techniques involved in their solution; the rendering of such special and general services as may be deemed advisable; the publication and circulation of an official newsletter and such bulletins and reports on village and city engineers as may be compiled from time to time; and
- c) the securing of the cooperation of universities and institutions of higher learning in furnishing the services of members of the faculty and students in assembling and analyzing information concerning village and city engineers and in the conduct of schools and short courses in the field of village and city engineering services.
- d) the securing of harmony of action among the municipalities of Ohio and other agencies of government in all matters which affect the citizens of Ohio in creating the awareness of all levels of government of the problems and challenges of village and city engineering services in Ohio by presenting the facts and experiences upon which to formulate sound policies.

ARTICLE III: MEMBERSHIP

Section 1: MUNICIPAL MEMBERSHIP: Any city or village in Ohio by proper action of its legislative body and the payment of annual dues prescribed in Article V, may become a Municipal Member of the Municipal Engineers Association of Ohio. Municipal Members will be voting members for purposes of membership voting. Associate Members consisting of private engineers employed by municipal members shall be non-voting members.

Section 2: ASSOCIATE MEMBERSHIP: Any person actively serving as a village or city engineer by contract, or equivalent position in Ohio, by his or her own action and the payment of annual dues may become an Associate Member of the Municipal Engineers Association of Ohio, regardless of whether his/her municipality is a member. Associate Members will be non-voting members for purposes of membership voting or be eligible serve on the Executive Board of the Municipal Engineers Association of Ohio.

Section 3: VENDOR MEMBERSHIP: Any Village or City Engineering vendor, by proper action of its governing authority and payment of annual dues may become a Vendor Member of the Municipal Engineers Association of Ohio but may not serve on the Executive Board of the Municipal Engineers Association of Ohio. Vendor Members will not be voting members for purposes of membership voting.

Section 4 OTHER MEMBERSHIPS- Such other classes of membership may be established as the Board of Trustees may from time to time determine.

Section 5. MEMBERSHIP VOTING RIGHTS- Voting shall be conducted on election of officers and members of Board of Trustees, amendments of By-Laws, and on issues of importance as may be determined by the Board of Trustees. The membership shall act by majority vote of a quorum. Members may be electors in any vote authorized or required by these by laws. A quorum shall be twenty (20) percent of active membership, excluding vendor and associate members. Only voting members may cast votes in a membership vote. Officers and Trustees may vote in membership votes. When a membership vote is taken, each voting member may cast one (1) vote. A Municipal Member may cast its one vote through a proxy.

Section-6. MAIL VOTING- The Voting Membership, Executive Committee, or Board of Trustees may take action without a meeting as authorized by the general laws of Ohio for nonprofit associations or in the manner provided in these by laws, if any such provision exists. Written ballots, stating the issue(s) to be voted upon, shall be mailed or emailed to each member of the Association not less than thirty (30) days prior to the return deadline which shall be marked clearly on each ballot. Return of ballot from twenty percent (20%) of the membership shall constitute a quorum for Mail Voting.

Section 7. ANNUAL MEMBERSHIP MEETING- There shall be at least one (1) meeting(s) of the general membership in each calendar year. One of those meetings shall be designated by the Board of Trustees as the Annual Business Meeting. The time and place of the meetings as well as the business to be conducted shall be determined by the Board of Trustees.

Section 8. SPECIALMEMBERSHIP MEETINGS- Special meetings of the Association may be called by the President, the Executive Committee, Board of Trustees, or by not less than any fifteen (15) city or village members upon ten (10) days written notice mailed to each member of the Association stating the purpose or purposes of such meeting, and no other subject shall be there considered.

ARTICLE IV: BOARD OF TRUSTEES (THE BOARD)

Section 1. BOARD OF TRUSTEES- The Board of Trustees of The Municipal Engineers Association of Ohio shall have charge of setting policy for the Association. The Board of Trustees shall meet at least three (3) times each calendar year to transact any business properly brought before it. The Board of Trustees shall act by a majority of a quorum vote. A quorum shall be defined as a physically present group comprised of at least three (3) voting Board members.

- a. The Budget of the Association shall be considered and adopted by the Board during the first quarter of each calendar year.
- b. The dues of this Association to be paid by members shall be determined by the Board of Trustees.

Section 2. BOARD COMPOSITION- The Board of Trustees shall be made up of five (5) voting members of the Association

Section 3. ELECTION OF TRUSTEES- Nominations of Trustees shall be made by a Nominating Committee of three (3) members appointed by the President. Additional nominations shall be made by the membership. Each member of the Board and Executive officer shall be elected by the voting membership and serve a one-year term. Terms will commence on the first day of January following the meeting at which selected and until a successor has been chosen and qualified. There shall be automatic progression in offices.

Section 4. EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES- The Executive Committee of The Municipal Engineers Association of Ohio Board shall be made up of 6 officers, to include a

President, a First Vice President, a Secretary and a Treasurer, the Immediate Past President, and Executive Director. The Executive Director shall not be a voting member.

Section 5. *TERMS*- The positions of President, First Vice President, Secretary and Treasurer will be elected by the membership for a one-year term. Terms will commence on the first day of January following the meeting at which selected and until a successor has been chosen and qualified. There shall be automatic progression in office.

Section 6. *DUTIES OF OFFICERS*- The Executive Committee (the Committee) will have charge of all business affairs of the Association and will consider all matters concerning the welfare of the Association. The Executive Committee will meet no less than quarterly. The Committee will act by majority vote of a quorum. For purposes of the Executive Committee, a quorum shall be defined as a physically present group comprised of at least three (3) voting officers. The duties of individual officers shall be as follows:

- a. *PRESIDENT*- The President shall be a voting member of the Executive Committee and shall preside at all meetings of the Association, Board of Trustees, and the Executive Committee. The President shall be Chair of the Executive Committee and Board of Trustees. The President will appoint all committees and have general supervision of the work of the Association. The President will be an ex officio member of all committees of the Association.
- b. *FIRST VICE PRESIDENT*- The First Vice President shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of the President.
- c. *SECRETARY*- The Secretary shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of the President, First Vice President. The Secretary shall keep an accurate record of the meetings of the Association, the Board of Trustees, and the Executive Committee and will transmit the same to his/her successor. The Secretary will have charge of all correspondence and will issue all notices of meetings.
- d. *TREASURER*-. The Treasurer will receive and disburse, with approval of the Board of Trustees, all funds of the Association and will keep an accurate account of the same. The Treasurer will make a financial report to the Association, Executive Committee, and Board of Trustees-upon request.
- e. *IMMEDIATE PAST PRESIDENT*- The Immediate Past President shall be a voting member of the Executive Committee and will preside and serve in all capacities in the absence of the President, the First Vice President, the Secretary and the Treasurer.
- f. *EXECUTIVE DIRECTOR* - The Executive Director shall be a non-voting member of the Executive Committee and will perform such duties as are delegated by the President, the Executive Committee, and Board of Trustees. The Executive Director does not need to be a member of the Association.

Section 7. *QUALIFICATION*- Except as provided herein,

- a. each officer of the Municipal Engineers Association of Ohio, with the exception of the Executive Director, shall be at all times during his/her term of office an actively serving Village or City Engineer or hold an equivalent position. A Village or City contract engineer, or equivalent position holder may

only serve as an officer of the Association, when either he/she is an individual member of a municipality that he/she serves is a municipal member.

- b. no representative of any member not in good standing shall be eligible to serve as a member of the Executive Committee or the Board of Trustees. The Executive Committee and Board of Trustees may from time to time, at its own discretion, for any reason, adopt and amend regulations concerning the cancellation of membership, discontinuance of services and reinstatement of members not in good standing.

Section 8. VACANCIES- A “vacancy” shall occur in any office of the Association in the event that the person holding that office resigns, ceases to be an official of a member city, or ceases to occupy the municipal position he/she held when elected or appointed as an officer, or if the officer misses three consecutive meetings of the Board in any fiscal year of the Association unless such absences shall be excused by the Board, and the reasons therefore entered into the proceedings of the Board. All vacancies on the Board of Trustees and on the Executive Committee shall be filled by the remaining members of The Board of Trustees, and each person so elected or appointed shall serve for the unexpired term of the person in whose stead he/she is elected.

ARTICLE V: AMENDMENTS

Section 1. The Constitution and Bylaws of The Municipal Engineers Association of Ohio may be amended by Mail or electronic Vote of the voting membership or at any meeting called in accordance with this Constitution by a two-thirds vote of all the members represented at any such meeting or two thirds of the members voting to approve the amendment by mail ballot, a quorum being present or responding to the mail or electronic ballot, shall be sufficient for approval of the amendment if notice of the proposed amendment and the language of such proposal shall have been mailed to each member city not less than thirty (30) days prior to such meeting.