

**MICHIGAN PARKING ASSOCIATION - CONSTITUTION AND BYLAWS
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MICHIGAN PARKING ASSOCIATION CONSTITUTION

ARTICLE I- NAME AND ADDRESS

Section 1. Name

The name of this organization shall be: Michigan Parking Association.

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 _

ARTICLE II - OBJECTIVES

The objectives of the Michigan Parking Association are:

1. The maintenance of a statewide organization of public and private entities, collaborating to foster participation amongst its members with a focus on facilitating an environment of enrichment for those individuals and entities, engaged in the provision of parking and mobility services.
2. To provide education, analytics and information on current and future parking principles, practices and trends that enhance the professional development of the membership.
3. To organize and act as a unified force in the State of Michigan in the promotion of legislation of state and local parking laws that will aid the association membership in the delivery of parking and mobility services that meet the demands of the public and private sectors that they support.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

Membership shall be open to all individuals in parking or mobility planning, design, operations, maintenance or supply of goods and services.

Membership shall be limited to those interested in the promotion and improvement of a broader understanding of the profession

Section 2. Rights and Privileges

Voting and motions- members shall have the right to vote on or move a proposal at official association business meetings.

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.

Committees -any member may be appointed to a committee except as otherwise provided in the by-laws.

Other privileges - any member may participate in discussions, unless ruled against for a particular item of business

Section 3. Admission

Admission shall be subject to the payment of membership dues as established herein and the chairperson shall report all new applications for membership at the annual business meeting.

Section 4. Resignation and Termination

Any member of the association may resign by submitting notice to any Board member, who shall then present the resignation to the Treasurer of the Board of Directors for review. If and when the member's financial obligations have been paid, the member's resignation may be accepted. Members shall be terminated for nonpayment 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.

MICHIGAN PARKING ASSOCIATION 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 enact any and all measures 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 membership.

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, Treasurer or 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 or accepts a nomination, 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.

Section 4. Treasurer / Secretary

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; paying all bills when approved by the Board of Directors; 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.

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.

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 Executive committee at least thirty (30) days in advance of elections conducted at the annual business meeting.

Twenty (20) days before the Annual Business Meeting the Secretary shall forward to all members in good standing a list of the nominees approved by the Executive 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. Upon receipt of the request and approval of the Executive Committee the Secretary will add the names to the ballot.

Section 3. Ballots

Candidates' names will be posted on the website and e-mailed to the members in good standing. Members in good standing may only vote once. Votes must be submitted by e-mail, if in advance of, or in-person at the Annual Business Meeting. 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.

Section 4 Tie Vote

In case of a tie vote the tie shall be broken by a vote of the 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 modification of the by-laws. Ad hoc or sub-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: Executive Committee, composed exclusively of the current President and three additional members of the Board of Directors, Communications Committee, chaired by one member of the Board of Directors and open to any three additional members of the Board of Directors or general membership; and Membership Committee, chaired by one member of the Board of Directors and open to any three additional members of the Board of Directors or general membership.

The President shall appoint the chairperson and members of each committee, based upon nominations and 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

Section 1. Annual Business Meeting

An Annual Meeting of the Membership will be held to discuss developments from the previous year, share the current financial state of the Association, hold the formal election of the Board of Directors and establish objectives for the coming year. This meeting shall be held in the Spring after the determination of members-in-good standing, following confirmed payment of dues. The membership shall receive reasonable notice of the location and time of each scheduled meeting.

Section 2. Annual Conference

An Annual Conference will be held each Fall to encourage networking of members, provide for exposure to new and developing products and/or technology and to partners in the Parking and Mobility fields.

Section 3. Educational Sessions

Educational or training sessions will be scheduled to take place at a minimum of one of the two annually held meetings.

Section 4. Schedules

The schedules, as defined above, for the Annual Business Meeting and Annual Conference may be altered from year to year based upon a majority vote of the Board.

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.

Section 2 Standing Rules

Standing rules shall be adopted by a majority vote at 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 or 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, reasonably 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 wherein 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.