BYLAWS
of the
MINNESOTA ASSOCIATION OF TOWNSHIPS

ARTICLE I
NAME AND LOCATION

The name of this organization shall be the Minnesota Association of Townships (MAT), a nonprofit corporation incorporated in the State of Minnesota. The Board of Directors (Board) shall determine the location of its offices; location of its offices shall be determined by the Board of Directors (Board).

ARTICLE II
OBJECT AND PURPOSES

The objectives and purposes of MAT shall be as follows:

1. To serve as a spokesperson for township government and township officers in the State of Minnesota.

2. To conduct research and educational programs designed to foster the delivery of efficient, effective and economical public township governmental services.

3. To act as a liaison between member townships and township officials and with persons associated with other levels of government and to encourage sustained intergovernmental cooperation in matters of mutual interest.

4. To promote a public understanding of the heritage and future of township government and its role in the State of Minnesota and the federal system.

5. To resist any efforts aimed at further centralization of government by opposing any measures that would deprive the township and township officials of any rights, duties, responsibilities and privileges they now possess.

6. To provide a bond, recognizance, surety and undertaking to guarantee against a loss sustained by anyone as the result of the fraudulent and dishonest acts committed by a township clerk or township treasurer serving in their respective official capacity either alone or in collusion with others and who fails to faithfully perform his duties or to account properly for all monies and property received by virtue of his position as a township clerk or treasurer.

MAT shall accomplish these objectives and purposes by adopting and implementing policies and programs with respect to townships and township officials. The programs and policies could include sharing information, experience and methods, and furnishing assistance to assisting townships and township officers.
ARTICLE III
MEMBERSHIP

Section 1. Membership. Township governments organized by the laws of the State of Minnesota are eligible for membership in MAT. The Board may establish other eligibility criteria for membership. Townships admitted to membership are hereafter called “Members”. The benefits of membership are provided to the supervisors, clerk, treasurer, and deputies of a Member. All supervisors, clerks, and treasurers of a Member (hereafter called “Voting Officers”), are entitled to one vote on behalf of their township at the annual meeting of MAT or any special meeting of MAT. Deputy clerks and deputy treasurers, serving in the absence or disability of the person holding that respective office, may vote on behalf of the absent clerk or treasurer. Membership and participation in MAT are a privilege that may be limited, revoked, or otherwise terminated at the discretion of the Board. The Board may limit or revoke the benefits provided to any member or township officer whose behavior is deemed harmful to MAT, its members, staff, or Directors.

Section 1. Membership. All township officers of a township admitted to membership in MAT shall be considered members of MAT. Members shall be entitled to one vote at any (annual or special) meeting of MAT. A township must be a member of its county unit of township officers, if one exists, prior to being admitted as a member of MAT. For purposes of this section township officers shall mean, all duly elected and appointed town officers, deputies or interim appointees serving in the absence or disability of the person holding that respective office.

Section 2. Honorary Membership. Honorary membership may be conferred upon any individual whose activities are recognized as having contributed to the significant improvement of township government in the State of Minnesota. Nominees for honorary membership shall be considered by the Board at any regular board meeting, and election to the position of honorary member shall be by two-thirds majority vote of the Board.

Section 3. Membership Required for Insurance. A township must be a member of MAT in order to apply for and receive insurance through MATIT. A township must be a member of MAT in order to renew its insurance coverage through MATIT.

ARTICLE IV
DUES

Section 1. Establishment of Dues. Membership dues and any assessment shall be established by a two-thirds majority vote of the members Voting Officers at the annual meeting of the membershipmembers.

Section 2. Delinquency and Cancellation. Any township delinquent in the payment of dues for a period of 120 days after receipt of a statement for dues shall be notified of such delinquency and suspended from further participation in the affairs of MAT. The majority affirmative vote of the Board may waive such suspension at the request of the member's request. Such suspension at the request of the member may be waived by an affirmative vote of the Board. Dues notices shall be mailed out from the MAT office to the county association of townships secretaries/treasurers by January 1 of each year.

Section 3. Dues Required for Insurance. A township suspended due to nonpayment of dues may not apply for or renew its insurance coverage through MATIT without first being reinstated by payment in full.
of dues owing or when such suspension has been waived by an affirmative vote of the Board.

ARTICLE V
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of MAT shall be held at such place and on such dates as may be determined by the Board.

Section 2. Special Meetings. Special meetings of MAT may be called by a majority of the Board at any time. The business to be transacted by it at any special meeting shall be stated in the notice thereof, and no other business may be considered at that meeting.

Section 3. Notice of Meeting. Written notice of the annual meeting and any special meetings of the members of MAT shall be mailed to the last known address of the chairperson and clerk of each member township not less than 30 days before the date of the meeting. Publication of Notice in the official periodic publication produced by MAT, as authorized by the MAT Board of Directors, satisfies this notice provision.

Section 4. Rules of Order. The meetings and proceedings of MAT shall be regulated and controlled according to Roberts Rules of Order (revised) for parliamentary procedure, except as may be otherwise provided by these by-laws.

Section 5. Voting by Proxy. In the event a member is unable to attend an annual or special meeting of MAT, the member may authorize another member to vote on his or her behalf on all issues and matters determined by roll-call vote at any meeting of MAT. No roll-call vote shall be taken unless approved by a majority of those present and voting at any meeting of MAT. The Board of MAT shall establish the type and form of proxy that a member must sign authorizing the holder of the proxy to vote on behalf of the absent member.

Section 6. Annual District Meetings. Each district shall conduct an annual meeting within the district not less than 30 days prior to the MAT Annual Meeting.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of MAT shall be the Board of Directors (Board). The Board shall have supervision, control and direction of the affairs of MAT and its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives; and supervise the receipt and disbursement of funds. The Board may adopt such rules and regulations for the conduct of business as shall be deemed advisable and establish such committees and subcommittees, including selecting the members thereof as it deems advisable. The Board may employ such persons as an executive director, legal counsel, and other persons to carry out the objectives and purposes of MAT. The Board shall determine the compensation and terms of
employment of such persons employed. Each year, prior to approval of the budget, the executive
director shall submit a compensation plan for review and approval of the Board. The Board shall
also determine the compensation for the officers of MAT, including the members of the Board.

Section 2. Action by Officers. Notwithstanding the provisions of Article VI, Section 1, in the
event of emergency circumstances requiring prompt and immediate attention, the president, in
consultation with the first vice president, second vice president, secretary and treasurer, by any
lawful means permitted under these By-laws and the laws of the state of Minnesota, may determine
the necessary action to be taken to resolve the immediate circumstance. In the absence of an
emergency circumstance, action shall be deferred until the next successive Board of Directors
meeting as determined in accordance with these By-laws. Any emergency action taken by the
officers, as provided in this section, must be subsequently ratified by the Board of Directors at the
next successive Board of Directors meeting.

Section 3. Qualifications for Office. Except as otherwise provided, any duly elected or appointed
township officer, Voting Officer of a member of MAT shall be eligible for election to the Board of
MAT.

Section 4. Directors. The affairs of MAT shall be governed by a board of 13 directors. The Board
shall propose the establishment of 13 districts of approximately equal area and population, and one
director shall be elected from each of said districts. The boundaries of each district shall be established
or changed by resolution adopted by a majority vote at any annual meeting called.

Section 5. Election of Directors.

i. Directors shall be elected to serve on the Board of MAT at the respective annual district
meetings. Between 30 and 150 days before the annual meeting of MAT, the duly elected director with such district
shall call the Board shall convene a meeting of the members of MAT residing within each district at a time and place determined by their director. At least 30 days prior to such meeting, mailed notice of such meeting shall be given to the chairman and clerk of all member
towns within the district. The membership Voting Officers at said meeting shall elect a Voting Officer from their District as Director from its own number to serve on the Board, member
to preside at the meeting. Candidates for district director must file for the position, or be
nominated by a voting member of MAT from the respective district at the district meeting. If no
filings for candidacy are received within a district, then candidates for election may be nominated at the
district meeting.

ii. Candidates who file for the position of director must do so on a form provided by MAT.
Filings shall occur not less than sixty (60) days or more than ninety (90) days prior to the district
election. Filings must be received by MAT between 60 and 90 days before the annual district
meeting.

iii. The term of the newly elected director shall commence immediately following at the
adjournment of the annual meeting of MAT. In the event a vacancy exists at the time a
regularly scheduled election occurs, as provided in subpart 1 of this section, the term of the
newly elected director shall commence immediately upon confirmation of the election results.

iv. If a vacancy occurs during the term of office of any director, the Board may: (1) call a special
district meeting of the Members in the district where the vacancy occurred for the purpose of
selecting a director to fill the vacancy; or (2) appoint an eligible Voting Officer to fill the vacancy. The director elected or appointed shall forthwith fill the vacancy for the balance of the term of office of the director whose vacancy was filled. If the Board chooses to fill the vacancy by election, then at least 30 days prior to such meeting, mailed notice of the time, place and purpose of the meeting shall be given to the chairman and the clerk of all member townships within said district. The Voting Officers at said meeting shall elect a Voting Officer from their district as Director to the Board. If, for any reason, a district fails to elect a director to fill a vacancy in its district, then the Board may appoint an eligible Voting Officer to fill the vacancy. In the event a vacancy occurs during the term of office of any director, a meeting in the district of the township officials residing in the district where the vacancy occurred may be called at the discretion of the Board of MAT for the purpose of electing a director to fill the vacancy. At least 30 days prior to such meeting, mailed notice of the time, place and purpose of the meeting shall be given to the chairman and the clerk of all member townships within said district. The membership at said meeting shall elect from its Down number a member to preside at the meeting. The director elected shall forthwith fill the vacancy for the balance of the term of office of the director whose vacancy was filled.

v. If, for any reason, a district fails to elect a director to fill a vacancy in its district, then the Board of MAT may appoint a director to fill the vacancy for a term of office that shall expire immediately following the adjournment of the next annual meeting of MAT.

Section 6. Term of Office. All members of the Board shall be elected for a 3-year term. Commencing calendar year 2000 the respective district director terms shall expire in the following cadence and be renewed by election every three years thereafter. District 1, 2002; District 2, 2001; District 3, 2003; District 4, 2001; District 5, 2002; District 6, 2002; District 7, 2002; District 8, 2003; District 9, 2001; District 10, 2003; District 11, 2002; District 12, 2001; District 13, 2003.

Section 7. Quorum. At any meeting of the Board, a majority of the Board shall constitute a quorum for the transaction of business.

Section 8. Meetings of the Board. A regular meeting of the Board shall be held no less than once every three months at such time and place as the Board may prescribe. Notice of all such meetings shall be given to the directors not less than at least ten days before the meeting is held. Special meetings of the Board may be called by the president or at the request of four directors, and at least ten days mailed notice shall be given before the meeting is held.

Section 9. Vacancies. A vacancy shall occur at any time a member of the Board ceases to be a duly elected or appointed township officer. A vacancy shall occur if:

1. At any time a member of the Board ceases to be a duly elected or appointed township officer;
2. Upon the death or incapacity of a member of the Board;
3. Upon the removal of a member of the Board;
4. Upon the resignation of a member of the Board.

Section 10. Discipline and Removal of a Director. The Board of Directors may adopt policies providing for the discipline, including possible removal from the Board, of any board member for the following reasons:
(A) Three consecutive absences by a board member from the Board meetings without excuse or justification;
(B) Violation of any provision of the Association's By-Laws;
(C) Violation of any Board approved policy; or
(D) Other conduct determined by the other members of the Board to have been inconsistent with or detrimental to the mission, objectives, or reputation of the Association. No board member shall be removed from office except by an affirmative voter by 2/3 of the other board members.

No board member shall be subject to any discipline or removal from the Board under this Section until after findings have been made following an investigation regarding the alleged violation of any applicable by-law, or policy, fiduciary duty, or other misconduct. Before imposing any discipline, including removal from office, the Board shall consider the nature of the alleged violation and the severity of the impact of the violation on lMAT: the Association, its Board, staff, and members.

Any board member removed from office pursuant to policies adopted under this section shall be ineligible to be elected to the Board of Directors at any subsequent regular or special election conducted pursuant to this Article.

ARTICLE VII
OFFICERS

Section 1. Elected Officers. Elected Officers. The board of directors shall elect from their number a president, first vice-president, second vice-president, secretary and treasurer. The board shall adopt a policy regarding the term of office for each position and shall conduct elections at such intervals as needed to comply with the policy. No term of office shall exceed twenty-four (24) months.

Section 2. President. The president shall serve as chairman of the Board. The president shall also serve as a member ex-officio, with the right to vote, on all committees, and shall make all appointments of standing and special committees. At the annual meeting, and at such other times as may be necessary, the president shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of lMAT. The president shall perform such other duties as are necessarily incident to that office or as may be prescribed by the Board.

Section 3. Vice President. There shall be two vice presidents. The first vice president shall work in close cooperation with the president and shall perform such duties as the Board may assign to such person, or in the absence or incapacity of the president shall be vested with all powers and perform all the duties of the office of president. In addition, the first vice president shall, in case there is a resignation, death or removal of the president, become president of MAT for the unexpired term and shall serve in that capacity until his successor is duly elected. The duties of the second vice president shall be the same as those of the first vice president, and in the absence or incapacity of both the president and the first vice president, the second vice president shall be vested with all the powers of the office of president.

Section 4. Secretary. The secretary shall ensure that the proper and legal mailing of notices of meetings is provided to members and provide for the proper recording of the proceedings of all state- wide MAT business meetings and meetings of the MAT Board.
Section 5. **Treasurer.** The treasurer shall ensure that all dues and other sums of money received by MAT are accurately accounted for; shall ensure that proper accounting procedures for the handling of funds are established and followed; and shall ensure that a proper procedure for the keeping of funds in banks or investments is established subject to designation and approval by the Board. The treasurer shall report on the financial condition of MAT at all meetings of the Board, at the annual meetings of MAT and at other times when requested by the president and the Board. At the end of each fiscal year, the treasurer shall present an annual report prepared by a qualified accountant which will properly reflect the income and disbursements of all funds received and disbursed during the fiscal year. At the expiration of the term of office, the treasurer shall deliver to the successor all documents, accounts, records and other property in the treasurer’s possession. In the absence of a successor, such properties shall be delivered to the president.

Section 6. **Annual Audit.** The Board shall employ the services of certified public accountant or public accountant to audit the financial records of MAT at least once each year.

**ARTICLE VIII**

**AMENDMENT AND REPEAL OF BY-LAWS**

The Bylaws may be amended by a two-thirds vote of the Voting Officers present at and voting at any annual meeting of MAT. Bylaw amendments may be proposed by: (1) any Voting Officer of a Member presenting a proposed change to the Board; or (2) by the Board. Any proposed amendments must be approved by the Board before consideration by the Voting Officers. Proposed amendments must be approved by the Board at least 60 days before the annual meeting to be considered by the Voting Officers. Notice of the proposal to amend the Bylaws shall be included in the notice of the Meeting of MAT as provided for in Article V, Section 3, of the Bylaws.

Any proposed amendments to the By-Laws and any proposal to repeal any portion of these By-Laws must be adopted by a county unit of township officers, if one exists, at least 180 days prior to the annual meeting of the Association. Thereafter, the proposed amendment, if it is to be voted on at the annual meeting, must be approved by a majority of the Board of Directors of the Minnesota Association of Township at least 60 days prior to the date of the annual meeting of the Association.

The Board of Directors of the Minnesota Association of Townships by a majority vote of its Board of Directors may propose a By-Law amendment or repeal at least 60 days prior to the annual meeting of the Association. Notice of the proposal to amend the By-Laws or to repeal any portion of these By-Laws shall be included in the notice of the Meeting of the Association as provided for in Article V, Section 3, of the By-Laws.

The above by-laws were duly adopted by the membership at an annual meeting of MAT on December 3, 1979.