



Seattle Management Association by Laws

ARTICLE 1 NAME AND LEGAL NATURE

Section 1 The name of the organization is Seattle Management Association. Hereafter referred to as SMA.

Section 2 Legal Nature. SMA is a non-profit organization existing under the laws of the State of Washington.

Section 3 Affiliation and Relationships. SMA is a separate legal entity not affiliated with any other local or national organization. However, SMA strongly promotes maintaining effective, professional relationships with other organizations whose purpose is in alignment with our own.

Section 4 The registered office for SMA is: 700 Fifth Avenue STE 5500, PO Box 34028, Seattle, WA 98124. The mailing address for SMA is: PO BOX 34028, Seattle, WA 98124. SMA may have other places or locations where business is conducted.

ARTICLE 2 MISSION AND PURPOSE

Section 1 Our Mission is: To provide public sector employees with learning experiences, access to resources and opportunities to explore new ideas and build partnerships' to be effective community leaders.

Section 2 Our strategic priorities include:

- A. We will be good stewards of resources
- B. We will develop opportunities for member engagement
- C. We will enhance the reputation of the SMA.
- D. We will establish quality expectations consistent with our mission in all activities.

Section 3 The purposes of SMA are to:

- A. Encourage, promote and affect a positive understanding of public sector leadership as a valuable and worthy profession.
- B. Observe ethical and professional standards of leadership and to foster and encourage observance of the same for all leaders within SMA

- C. Provide an opportunity for the development of leadership and managerial skills.
- D. Provide opportunities for networking and exchanging ideas and information.
- E. Contribute positively to the communities we live in
- F. Encourage a spirit of unity and cooperation among leaders within all levels and departments.

ARTICLE 4 RESTRICTIONS

SMA should not support or oppose political candidates, positions or issues and should not engage in collective bargaining on behalf of its members or others.

ARTICLE 5 MEMBERS

Section 1 There are two types of membership, voting and non-voting. Membership in SMA is voluntary.

Section 2 Voting Membership in SMA is extended to government employees whose completed applications for membership have been approved by the Board of Directors. Membership is approved for applicants who:

- A. Lead, provide work direction or supervise others, have or have responsibility for a department, division, section, unit, program, project or a function; or
- B. Provide management support within a department or office as a part of analytical or coordination responsibilities.
- C. Serve as an advisor to department executives, officials, and/or make recommendations which help shape policies or programs, and/or represent the City in strategic arenas, without having full accountability for managing staff.

Section 3 Non-voting, associate membership may be extended to other interested individuals as approved by the Board of Directors e.g. students and non-governmental.

Section 4 Application for Membership

Any person desiring membership in SMA should submit a completed application form, accompanied by a payroll deduction authorization or, for non-City of Seattle employees, should submit the membership dues to the SMA Executive Director.

Section 5 Acknowledgment of Membership

Upon acceptance of the membership application by the Board of Directors, the chairperson of the Membership Committee or their designee should notify the applicant.

Section 6 Retired Members

- A. Any member who retired from employment and who is in good standing with SMA may be awarded an honorary membership.
- B. The retired member may attend meetings and functions of the Association as a regular member.
- C. Retired members will not be allowed to vote or hold office.
- D. Retired members will not be required to pay annual dues.

Section 7 Leaves of Absence by members

If a member in good standing takes a leave of absence from employment, he or she will be able to maintain active membership by making payment of annual dues.

Section 8 Termination of Membership

The Board of Directors, by a simple majority vote, may suspend or expel a member for actions which the Board considers to violate the purpose of SMA to the extent such violations bring discredit upon SMA and are disruptive of the relationships between members. Such expulsion should be completed only after the offending member has been accorded an opportunity to defend such actions before the Board or a committee appointed for such purpose.

No expulsion or withdrawal, either voluntary or involuntary, of any member should entitle any member to any right of repayment of any sum or sums, any portion thereof, that the member may have contributed to the funds of SMA, but all such sums however invested, should be retained by and belong to SMA

Section 9 Resignation

Any member may resign by filing a written resignation with the Secretary Treasurer, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 10 Other separation issues

If a member in good standing is separated from City employment by reorganization or other circumstances not including termination for misconduct or a similar serious violation of City or Department policy, he or she will be able to maintain active membership by payment of annual dues.

Section 11 Membership Dues

Membership dues for voting members of the Association should be established by the Board of Directors and are generally collected by payroll deduction on a pre-arranged schedule. Dues are generally collected on a monthly basis and provide membership for the month following the payment of dues. If dues are not obtainable by payroll deduction, members have responsibility to work with the President or their designee to arrange a suitable method of payment. The Board of Directors determines the amount of dues payable to SMA by members.

ARTICLE 6 MEETINGS

Section 1 Membership Meetings: Regular meetings are held on dates to be determined by the Board of Directors.

Section 2 Special Membership Meetings

A special membership meeting may be called for a specific purpose only. No other Association business may be transacted at this meeting. Special meetings may be called by the President, a majority of the Board of Directors, or two-thirds of the membership. The time and purpose of the meeting must be given to the membership at least ten (10) days in advance of the meeting.

Section 3 Board of Director Meetings

The Board should meet regularly (usually monthly), on dates determined by the Board of Directors.

Section 4 Committee Meetings

Regular committee meetings should be held on dates to be determined by the committees.

Section 5 Quorum

A quorum of the Board of Directors for the transaction of business should be five (5) Directors. Each Director should possess one (1) vote in matters coming before the Board. All meeting votes should be made by each Director in person or via email or teleconference. Voting by proxy should not be allowed.

Section 6 Meeting Procedures

Generally, Robert's Rules of Order Newly Revised may be used to conduct business except where inconsistent with the by-laws, or other rules of this Association.

ARTICLE 7 OFFICERS AND BOARD OF DIRECTORS

Section 1 General Powers. The business, property and affairs of SMA should be managed by its Board of Directors.

Section 2 The Board of directors should consist of not fewer than 7 and not more than 13 persons who are members of SMA. The officers of SMA should be a President, Vice-President, Secretary, and Treasurer.

Section 3 Voting members of the Board include all Officers and the remainder of the members of the Board of Directors. The President should vote only in case of a tie.

Section 4 Removal of an Officer or Director.

Unexcused absence from four (4) meetings of the Board of Directors in the course of one calendar year are due cause for removal of an officer or Director. An officer or Director may be removed from office by a majority vote of the Board of Directors at any regular or special meeting. Notice of the proposed removal should be given thirty (30) days prior to the date of the meeting and must state the cause for the proposed removal.

At a meeting of the Board of Directors, any Director may be removed from office with or without cause by a simple majority vote of the Directors. When any Director is removed, a new Director may be elected to fill the unexpired term of the Director removed; such unexpired term should be considered a vacancy on the Board of Directors filled by the remaining Directors.

Section 5 Terms of Office.

The terms of office for members of the Board of Directors are 2 years or 24 months. No Board member may be elected to more than three (3) consecutive terms.

Section 6 Removal.

Any Director may resign at any time by giving notice to the Board of Directors, the President or Secretary Treasurer of the Association. Unless a later date is specified in such written notice, a resignation should take effect upon delivery date thereof to the Board of Directors or the designated officer. It should not be necessary for a resignation to be accepted before it becomes effective.

Section 7 Vacancies.

Should a vacancy occur in a directorship during the year, the Board of Directors may appoint a qualified member to serve for the balance of the vacated term and should notify the membership of such appointment.

Should a vacancy occur in an office during the year, the Board of Directors should appoint a qualified Director to serve for the balance of the vacated term and should notify the membership of such appointment of the office.

In the event the office of President is vacated, the Vice President should serve as President for the remainder of the term, upon ratification by the Board of Directors.

Section 8 Qualifications.

All nominees to the Board of Directors must be members in good standing for at least one (1) year. All members of the Board of Directors are required to be SMA members.

Section 9 Compensation.

Directors should not receive any compensation or stated wages or salary for any service provided to SMA or provided on behalf of SMA.

ARTICLE 8 DUTIES OF OFFICERS and BOARD OF DIRECTORS

Section 1 The President should:

The President should be the chief executive officer of SMA, and subject to the control of the Board of Directors, should supervise and control all the business and affairs of SMA. He/she should preside at all meetings and have general supervision over the affairs of SMA; have authority, subject to rules as prescribed by the Board of Directors, to appoint agents as he/she should deem necessary, to prescribe their powers and duties and to delegate authority to them; have authority to sign, execute and acknowledge, on behalf of SMA, all deeds, membership certificates, contracts, leases, reports, and other documents or instruments necessary or proper to be executed in the course of the SMA regular business, or which should be authorized by resolution of the Board of Directors; and the President may authorize another officer or agent of SMA to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general he/she should perform all duties incident to the office of President and other duties as requested by the Board of Directors from time to time.

Section 2 The Vice-President should:

The Board of Directors should appoint a Vice President. The Vice President should have such powers and should perform other duties as assigned by the Board of Directors or President.

Section 3 The Secretary should:

Secretary should (a) record and keep the minutes of members' and Board of Directors' meetings and distribute same; (b) see that all notices are given in accordance with the provisions of these Bylaws or required by law; and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person directed by the President, or by the Directors or members upon whose written request the meeting is called as provided in these Bylaws; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4 The Treasurer should:

Should be responsible for handling and securing the finances of SMA. He or she should: (a) have charge and custody of and be responsible for all the funds and securities of SMA; receive and give receipts for moneys due and payable to SMA from any source whatsoever, and deposit all such moneys in the name of SMA in such banks or other depositories as should be selected in accordance with the these bylaws; (b) maintain accurate financial records, prepare monthly financial statements to the Board of Directors and coordinate preparation of reports to the Association; and (c) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE 9 NOMINATION AND ELECTION OF OFFICERS

Section 1 Election to the Board

Elections are generally held annually for one third of the Board of Directors. This process is overseen by the President or his/her delegate.

The list of candidates recommended and approved should be submitted to the membership at least two weeks in advance of the election.

Notification to the membership may be done electronically and ballots may be submitted electronically. Notification should include the ballot and date by which the ballot should be received / returned to the Board.

Section 2 Board of Directors

One-third of the total number of Directors should be elected each year for a two-year term of active service as a Board Member.

Section 3 Officers of the Board of Directors

Officers are elected by the Board of Directors on an annual basis according to the following schedule.

- The Office of the President and the Office of the Secretary are elected in even calendar years.
- The Office of the Vice President and Office of the Treasurer are elected in odd calendar years.

Officer terms of office are two years or 24 months, however, officers are expected to serve in an advisory capacity during a third calendar year (which would be the first year of a newly elected Officer.) This year of Ex Officio Officer Status, AKA an Advisory/ Mentorship commitment, is designed to assure successful transition between standing Officers and newly elected officers.

ARTICLE 10 AMENDMENTS TO ASSOCIATION BY-LAWS

Section 1 Amendments

- A. Amendments may be proposed by a majority of the Board of Directors, or
- B. By ten (10) members in a signed petition presented to the Board of Directors.
- C. Amendments should be adopted upon a majority of affirmative returned ballots.

Section 2 Notification

The Board of Directors should notify the entire membership, at least 30 days but not more than 60 days in advance, of a vote by the membership on a proposed amendment to the by-laws.

Notification should include the ballot and the date by which the ballot should be received. Notification to the membership may be done electronically and ballots may be submitted electronically.

ARTICLE 11 CONTRACTS, LOANS, CHECKS AND DEPOSITS; GIFTS; SPECIAL ACTS

Section 1 Entering in to or Executing Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of SMA.

Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of SMA, without specifying the executing officers, the President and the Secretary or Treasurer must execute the same.

Section 2 Loans.

No loans should be contracted on behalf of SMA and no evidences of indebtedness should be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

No loan or advance to or overdraft or withdrawal by an officer, Director or member of SMA otherwise than in the ordinary and usual course of the business of SMA and on the ordinary and usual terms of payment and security should be made or permitted.

Section 3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SMA should be signed by the President, or Treasurer.

All checks, drafts or other evidences of indebtedness issued in the name of the Association for two hundred fifty dollars (\$250.00) or less should be authorized in advance by the President and Treasurer and signed by the Treasurer.

All checks, drafts or other evidences of indebtedness issued in the name of the Association for two hundred fifty one dollars (\$251.00) or more should be authorized in advance by the President and two (2) additional Officers of the Board of Directors, before being signed by the Treasurer.

Authorization for all checks, drafts or other evidence of indebtedness may be obtained personally in writing or may be obtained electronically.

Section 4 Deposits.

All funds of the Association not otherwise employed should be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 Contracts between SMA and Known or Related Persons.

Any contract or transaction between SMA and one or more of its Directors, or between SMA and any firm of which one or more of its Directors are members or employees, or in which he, she or they have an interest, or between SMA and any association of which one or more of its Directors are shareholders, members, Directors, officers or employees, or in which they are interested, must be fully disclosed before any contract may be considered by the Board.

Failure to disclose a personal or financial interest is a violation of the Ethics Code for the City of Seattle and the Code of Ethics for SMA.

This Section should not be construed to invalidate any contract or other transaction which would otherwise be valid under common and applicable statutory law.

Section 6 Gifts and similar items.

In alignment with the Seattle Ethics Code no SMA Board member may solicit or receive any retainer, gift, loan, entertainment, favor, or other thing of monetary value from any person or entity where, to a reasonable person, it would appear to have been solicited, received or given with intent to give or obtain special consideration or influence any action in his or her official capacity.

Unless prohibited above, receipt of any of the following will not violate the Ethics Code:

- a. Unsolicited gifts with an aggregate value of less than fifty dollars from a single source in a calendar year or a single gift from multiple sources with a value of less than fifty dollars. "Single gift" includes any event, item, or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs.
- b. The value of gifts given to an officer's or board members family member or guest shall be attributed to the official or employee for the purpose of determining whether the limit has been exceeded, unless an independent business, family, or social relationship exists between the donor and the family member or guest;
- c. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy, desk item, wall memento, or similar item;
- d. Unsolicited informational material, publications, or subscriptions related to the recipient's performance of official duties;
- e. Unsolicited food and beverages consumed at hosted receptions;
- f. Unsolicited admission to, and the cost of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization.

ARTICLE 12 DISBANDMENT

In the event this Association should vote to disband, the assets or liabilities of the organization should be distributed in accordance with Washington State laws governing disbandment of non-profit agencies or organizations.

These By-laws were amended in January 2015 & approved by the Board of Directors.