

## By-Laws

### The Association of Mayors Of the Boroughs of Pennsylvania

#### ARTICLE I – NAME

The name of this Association shall be the Association of Mayors of the Boroughs of Pennsylvania, Inc.

#### ARTICLE II – PURPOSES

The purposes of the Association shall be as follows:

1. To develop a closer official and personal relationship among the mayors of the Commonwealth of Pennsylvania.
2. To promote unity of action in matters pertaining to the mayors and to their duties.
3. To exchange information among mayors in order to give better service to the borough each represents.
4. To work toward closer cooperation with borough governments and all other organizations involved in local government.
5. To preserve and promote the Office of the Mayor and support the mayor-council form of borough government.
6. To actively promote and lobby for progressive legislation in the best interests of the communities our members represent.

#### ARTICLE III – MEMBERSHIP

Section A: The mayor of any borough within the Commonwealth of Pennsylvania shall be eligible for full membership in the Association. Annual dues entitling a mayor for membership will be assessed to members in a schedule established from time to time by the Executive Committee.

Section B: Former mayors who served in the office either by election or appointment for an unexpired term shall be eligible for membership and enjoy all of the privileges of the Association with the exception of voting privileges.

#### Section C: Associate Membership

1. Any person, firm or corporation is, subject to the approval of the Executive Committee of the Association, eligible for Associate Membership. The Executive Committee will establish annual dues.
2. Associate members shall have the rights to attend all general meetings and participate in all discussions, but without the right to vote or otherwise exercise such privileges as the membership shall deem to be the privilege of active members only.

3. Associate members shall have the right to submit to the Executive Committee, any material, article, address or other information that may be of interest to local government for publication by the Associates. The Executive Committee shall have the right to edit, accept or reject anything submitted.

#### ARTICLE IV – COUNTY ASSOCIATIONS

Five member mayors in good standing in this Association, and located in the same county or in two (2) or more adjoining counties, shall have the right to organize as a County Borough Mayors Association. Such county organizations shall be recognized as affiliates of the Association of Mayors of the Boroughs of Pennsylvania, Inc.

#### ARTICLE V – EXECUTIVE COMMITTEE AND OFFICERS OF THE ORGANIZATION

Section A – Composition. The general management of the affairs of the Association of Mayors of the Boroughs of Pennsylvania, Inc., shall be vested in an Executive Committee comprised of sixteen (16) members of the organization in good standing (2 members from each of the geographic districts established under Article X of these By-Laws).

Section B – Terms of Executive Committee Members. Executive Committee members shall be selected by the sitting executive committee for a period of two years or until a successor has been appointed and seated by the executive committee. In the event of a vacancy occurring by reasons of death, incapacity, resignation, retirement from the office of Mayor of a Borough, failure to be re-elected as Mayor of the Borough he/she represents or for cause, the present sitting executive committee shall fill such vacancy by appointment for the unexpired term of the person creating said vacancy. Vacancies shall be filled, whenever possible, and when deemed to be in the best interests of the organization from the same geographic district as hereinafter defined, represented by the Mayor who created the vacancy.

#### Section – Officers of the Association of Mayors of the Boroughs of Pennsylvania, Inc.

1. The officers of the executive committee shall consist of a President, First Vice President, Second Vice President and Secretary-Treasurer and shall be elected or appointed as hereinafter provided.
2. Qualifications. The President, First Vice President and Second Vice President shall be duly elected or appointed by Mayors of the Boroughs within the Commonwealth of Pennsylvania. The Secretary-Treasurer may be any resident of the Commonwealth of Pennsylvania who possesses the qualities and skills to faithfully, competently, and efficiently carry out the duties of Secretary-Treasurer of the organization as determined within the sole discretion of the executive committee. Said Secretary-Treasurer shall be appointed by the executive committee and shall serve as the will of the said executive committee.

3. Term and Election of the President, First Vice President and Second Vice President. The President, First Vice President and Second Vice President of the organization shall be elected at the annual convention of the Pennsylvania State Association of Boroughs of which the Association of Mayors of the Boroughs of Pennsylvania, Inc. is a part, and shall serve for a period of two years or until a successor has been elected or appointed in accordance with these By-laws – said term to begin on the first day of the first month following election or appointment.
  - a. No two Vice Presidents shall be elected from the same geographic district as hereinafter defined in these By-laws.
  - b. With the exception of the Secretary-Treasurer, no officer shall be eligible to succeed himself/herself for consecutive terms, provided, however, that where any officer has been appointed to serve an unexpired term, and if such unexpired term shall be for a period of eighteen (18) months or less, then such duly appointed officers shall be eligible for election to a full term.
4. Any officer of the Association may be removed for cause at any time by the Executive Committee in its sole and absolute discretion.
5. Nominations for the officers of President, First Vice President, and Second Vice President shall be made by the Executive Committee sitting as a nominating committee and reported to the membership at the annual meeting. Additional nominations from the floor will be received prior to the vote being taken at the annual meeting.
6. If a vacancy shall occur in the office of President, First Vice President or Second Vice President by reasons of death, incapacity, resignation, retirement from the Office of Mayor of a Borough, failure to be re-elected as Mayor of the Borough he/she represents, or for cause, the Vice Presidents, senior in order, shall be advanced to fill the vacancy **until the July 1 following the event causing the vacancy. Each officer's two-year term in the position to which he/she has been advanced shall then begin on said July 1<sup>st</sup>.** A vacancy in the office of Second Vice President shall be filled by appointment by the Executive Committee.
7. Duties of Officers:
  - a. President. The president shall preside at all meetings of the Association and the Executive Committee. He may sign all legal instruments which the Executive Committee has authorized, to be executed except in cases where the signing and execution thereof has been expressly delegated by the Executive Committee or the By-Laws to some other officer or agent of the Association; or shall be required by law to be otherwise signed or executed. He shall appoint all committees and, in general, shall perform duties as may be prescribed by the Executive Committee. The President shall be paid a salary plus expenses as determined and approved by the Executive Committee.

- b. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President, in numerical order, shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the duties of the President. The Vice Presidents shall perform such other duties as assigned to them by the President or by the Executive Committee.
- c. Secretary-Treasurer. The Secretary-Treasurer shall be appointed by the Executive Committee and shall serve at the pleasure of that committee. The Secretary-Treasurer shall issue all notices of meetings, keep the minutes of the meetings, collect dues and all other monies due the Association and conduct the correspondence of the Association. He/she shall have charge of the reports and records of the Association and have custody of all monies and securities of the Association, and shall keep regular books and accounts. He/she shall disburse the funds of the Association as approved by the Executive Committee and shall render to the Association an account of all his/her transactions, together with an annual audit.

The Secretary-Treasurer shall be paid a salary and other compensation to be fixed by the Executive Committee and shall furnish a satisfactory surety bond for the faithful performance of his/her duties, in an amount to be fixed by the Executive Committee. The premium of such bond shall be paid from funds of the Association. The expenses of the Secretary-Treasurer shall be paid by the Association.

Section D – Standing Subcommittee of the Executive Committee. Standing subcommittees of the Executive Committee shall be appointed by the President for terms of two (2) years to coincide with the President's term in office as President and shall consist of a Legislative Committee, Finance and Membership Committee, Program Committee, Editing and Publications Committee, Audit Committee, Mayor of the Year Committee, and Scholarship Committee. Subcommittee members shall be members of the Executive Committee and may consist of one but not more than three members of the Executive Committee. Members of the Executive Committee may serve on more than one subcommittee. Expenses incurred by Executive Committee and/or subcommittee members shall be reimbursed by the Association after the authorization of and approval by the Executive Committee.

Section E – Special Committees. Special committees may be appointed by the President from time to time from the Executive Committee or from the general membership as needed in his/her sole discretion.

## ARTICLE VI – MEETINGS

Section A – Annual Membership Meeting. The annual meeting of the Association shall be held during the time that the Association of Mayors of the Boroughs of Pennsylvania, Inc. has its yearly convention, at which time, in the appropriate year, the officers of the Association shall be elected.

The physical presence of twenty-five (25) members shall constitute a quorum of the membership to conduct business. A simple majority of the voting quorum shall pass any resolution or other action item properly brought before the membership.

Section B – Special Membership Meetings. Special meetings of the Association may be called from time to time by the President and shall be called by the President upon the written request of ten (10) Executive Committee members or upon receipt of a written petition signed by 33% of the membership.

Section C – Notice of Annual or Special Meetings. Members of the Association shall be given at least ten (10) days notice in writing of any annual or special membership meeting.

### Section D – Meetings of the Executive Committee.

1. Meetings of the Executive Committee shall be held at least one time prior to the Association's annual meeting during the spring months, during the annual PSAB Convention and at least one time during the fall months of the calendar year at such times and places determined by the Executive Committee and at such other times as deemed necessary by the President of the Association.
2. Notice of Executive Committee meetings shall be given in writing to each member at least ten (10) days prior to a scheduled meeting.
3. A majority of all the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. A simple majority of the voting quorum shall pass any resolution or other action item properly brought before the membership.

## ARTICLE VII – SOLICITOR

The Executive Committee shall appoint and hire a solicitor to serve at the will of the committee who shall be a resident of the Commonwealth of Pennsylvania and a member in good standing of the Courts of the Commonwealth of Pennsylvania.

## ARTICLE VIII – AMENDMENT(S) TO BY-LAWS

The By-Laws may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote of a duly constituted quorum of the membership. The amendments must be read at the Annual Meeting.

ARTICLE IX – EXECUTIVE COMMITTEE ORDER OF BUSINESS

1. Roll call
2. Minutes of the previous meeting
3. Officers
4. Committee reports
5. Solicitor's report
6. Old business
7. New business
8. Payment of bills
9. Report of PSAB
10. Good of the order
11. General discussion
12. Adjournment

ARTICLE X – GEOGRAPHIC DISTRICTS

There shall be eight (8) geographic districts for the Association of Mayors of the Boroughs of Pennsylvania, Inc., as delineated on a map of the Commonwealth of Pennsylvania and made a part of these By-Laws.