

® MESA LEADERSHIP
Training and Development Program

**BYLAWS OF THE
MESA LEADERSHIP TRAINING AND DEVELOPMENT (LTD)
ALUMNI ASSOCIATION**

**ARTICLE I
NAME**

The name of this organization shall be the Mesa Leadership, Training and Development Alumni Association. Alternative and acceptable terms are Mesa Leadership Alumni Association and Mesa LTD Alumni Association. The organization shall be referred to hereafter in these bylaws as the Association.

**ARTICLE II
AFFILIATION**

The Association is closely affiliated with the Mesa Chamber of Commerce and is included in the Chamber's annual program of work. The MLTD Program sponsored by the Chamber of Commerce is protected under the Chamber's risk and liability insurance. However, the Association is not covered by the Chamber's insurance.

The Association is responsible for maintaining its own records and accounts such as meeting minutes, financial accounting and bank accounts. Administrative and clerical tasks are agreed upon by the Association Board and the Chamber of Commerce Board, and will be reflected in the Chamber's Program of Work.

**ARTICLE III
PURPOSE**

The purpose of the Association shall be to develop community leadership, to enhance awareness of community concerns, and to facilitate periodic opportunities for continual LTD alumni leadership, socialization, networking and furtherance of the organizational purposes. The organizational purpose is achieved through two sets of annual events: annual class recruitment and programming activities and annual alumni association activities geared to program graduates.

**ARTICLE IV
MEMBERS**

Classes of Membership. The Association shall have five classes of membership: members in good standing, honorary members, advisory members, ex officio members, and graduates:

- A. ***Members in Good Standing*** are individual graduates of the Mesa LTD program who have paid current annual dues, and who support the purpose and goals of the organization. Collectively, these members shall be known as the *general membership*.

- B. **Honorary Members** are non-graduates of the Mesa LTD program who are awarded special status and privileges of the general membership by meeting criteria as provided in the Association's Policies.
- C. An **Advisory Member** is any Mesa LTD graduate who volunteers expert advice to the Board of Directors upon request. Unless the Advisory Member is a member in good standing, he/she may not vote upon any action before the board or the general membership.
- D. An **Ex Officio Member** shall be any non-graduate of the Mesa LTD program who serves on any LTD Committee or in any other capacity by invitation of the Board. An *Ex officio* member may not vote upon any action before the board or the general membership.
- E. A **Graduate** is any person who has successfully completed and graduated from a year's program. Unless the graduate is a current, dues-paying member of the Association, he/she is not considered a member in good standing, and may not vote upon any action before the Board or the general membership, and may not hold an office or board position with the Association.
- F. Current Class members who are eligible to graduate may vote at the Association's Annual meeting when the meeting immediately precedes graduation.
2. **Voting Privileges.** Voting privileges shall be limited to the members in good standing who shall be entitled to one vote on each proposed action before the general membership or the board of directors.
3. **Resignation of Membership.** Any member may resign membership in the Association by filing a written resignation notice with the Association's Board of Directors. The Association Treasurer should acknowledge the resignation in writing.
4. **Transfer.** Association membership is not transferable or assignable.
5. **Dues.** The annual dues of the Association shall be proposed by the Board of Directors and ratified as board policy by a majority vote of the members in good standing in attendance at the annual meeting. The membership year for collection of dues shall extend from June 1 to May 31 annually.

ARTICLE V

OFFICERS¹

1. **Officers.** The Officers of the Association shall include a Chairperson, Chair Elect, Secretary, and a Treasurer, and other officers that may be deemed necessary by the Board of Directors.
2. **Election and Term of Office.** The election of officers for the Association shall occur by majority vote of the members in good standing in attendance at the annual meeting. The officers shall assume office June 1, upon their election.²
- A. A director in good standing who is nominated to serve as an officer shall hold no more than one office at a time.

¹ Amended & Approved 05/02/03

² Amended & Approved 06/29/06

3. Officer Duties:

A. The duties of the **Chairperson** shall be:

- i. To preside at all meetings of the Association.
- ii. To have general supervision over the affairs of the Association.
- iii. To appoint the chairpersons for all standing or *ad hoc* committees.
- iv. To appoint board vacancies for approval by the Board of Directors.
- v. To prepare an Annual Report to be accepted by the Board and by the General Membership at each Annual Meeting.
- vi. To perform other duties that may be assigned by the Board of Directors.

B. The duties of the **Secretary** shall be:

- i. To maintain accurate records of all actions taken by the Executive Council, Board of Directors, and the General Membership.
- ii. To keep the minutes of all meetings in books proper for that purpose and in a place accessible to the membership.
- iii. To see that all notices are duly given in accordance with the provisions of the Bylaws and board policies.
- iv. To be custodian of all records of the organization except those assigned to other officers and Committee Chairs and to make the records accessible to the general membership.
- v. To perform other duties that may be assigned by the Board of Directors.

C. The duties of the **Treasurer** shall be:

- i. To be the custodian of all funds and materials of the organization pertaining to the office.
- ii. To collect dues, issue payments and receipts, and deposit and withdraw funds in a financial institution approved by the Board.
- iii. To issue reimbursement to Board Members from Association funds only as authorized by the Annual Budget.
- iv. To maintain an accurate file of graduates and members in good standing that shall include addresses, zip codes and telephone numbers.
- v. To give a financial report at each meeting of the Executive Council, Board of Directors, and the General Membership.
- vi. To prepare an Annual Financial Report to be approved by the Board and accepted by the General Membership at each Annual Meeting.
- vii. To perform other duties that may be assigned by the Board of Directors.

D. Other members of the Board may be appointed by the Chairperson or majority vote of the Board to carry out such functions as are deemed necessary and appropriate.

4. Removal. Any officer, elected or appointed, may be removed by a majority vote of the Board members when, in their judgment, the best interest of the Association would be served.

ARTICLE VI
BOARD OF DIRECTORS

1. **General Powers.** Its Board of Directors shall manage the general affairs of the Association. The Board of Directors shall have general power to manage and control the activities and assets of the Association subject to the limitations and prohibitions set forth in these Bylaws.
2. **Number.** The Board of Directors shall consist of members in good standing that are elected or appointed according to Association Policies. The Board may temporarily operate to its full authority with fewer directors than designated by the Policies in the case of a Board vacancy. The Board will fill a vacancy by the next regular board meeting.
3. **Tenure and Election.**
 - A. Directors shall be elected at the Annual Meeting of the Association by a plurality of Association members in good standing who are present and voting.
 - B. Directors shall serve three (3) year terms. Members shall be eligible to serve no more than two (2) consecutive full terms, or six (6) consecutive years. Members appointed to fill an unexpired (vacant) Board term shall be eligible for election to one (1) full term following expiration of the appointed term.
 - C. Board terms shall be staggered to maximize the efficiency and continuity of the Board. The Secretary shall maintain a record of board seats and remaining years on each term.
4. **Meetings.** Regular meetings of the Board of Directors shall be conducted at least quarterly at a time and place determined by the Directors. Additional or Special meetings may be called by the Chairperson. A written request for a special meeting from any two (2) Directors will require the Chairperson to call a Special Meeting at a time and place that they designate.
5. **Notice of Meetings.** The Directors shall determine the date, time, location and frequency of their meetings at their first Board Meeting. Notices of the meeting agenda, time, place and purpose of scheduled and special meetings shall be given to each Director either by mail or in person five (5) days in advance. The Chairperson is responsible for calling the meeting and setting the agenda. The Secretary is responsible for the meeting notices.
6. **Quorum.** A quorum of the Board of Directors shall consist of fifty (50) percent plus one of the sitting directors.
7. **Voting.** A majority vote of the Directors present shall govern in all cases except where otherwise provided in these Bylaws.
8. **Attendance.** Any Director absent without cause from two (2) consecutive meetings of the Board of Directors shall forfeit membership on the Board. An absence shall be deemed unexcused unless the absent director has presented adequate cause to the Secretary. The Secretary shall properly note the status of the absence in the meeting record. The Chair shall notify the absent director in writing of the forfeiture.
9. **Resignation.** A Director may resign his or her seat at any time. A resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, the resignation shall be

considered immediate and the Chairperson will take action to fill the vacancy by the next regularly scheduled board meeting.

10. **Vacancies.** Board vacancies may be appointed by affirmation of a majority of the remaining Directors. Appointments to the Board shall take place at a regularly scheduled meeting of the Board.
11. **Removal.** Elected or appointed Directors may be removed by a majority vote of the Board members when, in their judgment, the best interest of the Association would be served.

ARTICLE VII MEETINGS

1. **Annual Meeting.** An annual meeting of the general membership shall be held regularly in May of each year at a time and place to be announced by the Board at least thirty (30) days in advance.
2. **Special Meetings.** Special meetings of the membership shall be called by the Board and upon the request of ten (10) percent of the general membership in good standing at a time and place that persons calling the meeting may designate.
3. **Notice of Meetings.** The Secretary of the Association shall be required to mail written notice of Special Meetings to the General Membership at least fifteen (15) days prior to the meeting. The notice shall state the date, place, time and purpose of the meeting.
4. **Quorum** All members in good standing present at the Annual Meeting or any other meeting shall constitute a quorum.
5. **Voting.** A majority vote of the present members in good standing shall govern in all cases except where otherwise provided by these Bylaws.

ARTICLE VIII COMMITTEES

1. **Standing Committees.** The Board shall determine the necessity for standing committees and their composition, purpose and tasks. No standing committee may assume oversight of the LTD Program or the Association. Standing Committee Chairpersons shall notify the Association Directors of meetings and shall submit committee reports to the Director responsible for their area before the next regularly scheduled Board Meeting. Standing Committee Chairpersons may be asked to provide committee reports to the Board Meetings.
2. **Special Committees.** The Chairperson, with approval of the Board, may appoint special Committees.
3. **Nominating Committee.** The Nominating Committee shall consist of five (5) members in good standing who are elected or appointed by the Board. Up to three (3) Directors of the Association may serve on the Nominating Committee. The Chairperson of the Association shall appoint the Nominating Committee chairperson.

- A. The Nominating Committee shall nominate one

candidate for each vacancy on the Board of Directors. The Nominating Committee shall announce the nomination slate with the Annual Meeting notice.

- B. Additional nominations may be submitted in writing to the Nominating Committee chairperson prior to the Annual Meeting or from the floor at the Annual Meeting.
- C. Nominating Committee procedures shall be directed by the Board Policies.

- 4. **Committee Duties.** The duties of committees other than the Nominating Committee shall be as its title implies and as directed by the Board Policies.
- 5. **Committee Memberships.** The Association Chairperson shall serve *ex-officio*, to all except the Nominating Committee. All committee notices, records and other pertinent information shall be sent to the Association Chairperson or Designee.
- 6. **Quorum.** A majority of the members of a committee shall constitute a quorum.

ARTICLE IX **FINANCES**

- 1. **Fiscal Year.** The fiscal year of the organization shall begin on the first day of July and end on the last day of June in each year.
- 2. **Contracts.** The Board of Directors must authorize any officer(s) or Director(s) to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the Association. No one may enter a contract or execute or deliver any instrument in the name of or on behalf of the Association without board authority.
- 3. **Deposits.** All funds of the Association shall be regularly and periodically deposited, in a timely manner to the credit of the Association in such banks, trust companies or other depositories as directed by the Board of Directors.

4. **Compensation.** Members of the Board of Directors shall receive no compensation. They may, however, be reimbursed for expenses directly related to a meeting, function, or activity with the approval of the Board and as directed or limited by the annual budget as approved by the board.
5. **Donations.** The Board may accept cash or in-kind contributions in accordance with the laws of the State of Arizona and federal Internal Revenue Service guidelines. Donations must be reported and accepted by the Board.
6. **Liabilities.** No Director, committee member or other person shall incur any obligation, liability or unbudgeted expense without the authorization of the Board of Directors. The Association, its officers and its directors are not liable for any unauthorized action taken in its name or on its behalf.

ARTICLE X

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by two-thirds (2/3) vote provided that notice of the proposed amendments was provided at the previous board meeting or with a minimum of fifteen (15) days' notice to all directors. All Bylaw amendments must be ratified by a majority vote of the General Membership at the Annual Meeting or a Special Meeting.

Certification

The undersigned, as Chairman of the Mesa Leadership Training & Development Alumni Association, does hereby certify that the Bylaws, as set forth above, represent a true and complete compilation of the Association's Bylaws, based upon the Bylaws adopted October 16, 1986 and subsequently amended.

Pat Esparza, Chairman, 2005-2006

Mesa Leadership Training and Development Alumni Association

Includes updates from 2000-2001 to 2005-2006 (5/22/06)

Article V updated as Amended and approved, 05/02/03/ Lin Adams, Chair, 2002-2003

Article V.2 updated as amended and approved, 06/29/06/Pat Esparza, Chair, 2005-2006

By laws Committee:

Sharon Corea/Chair, Kay Henry, Lin Adams, Honorable Dennis Kavanaugh, Pat Esparza/*Ex Officio*/Secretary
Bylaws Committee Report includes updates to be approved at a Special Meeting June 29, 2006. MLTD Alumni Association Board of Directors Approval April 17, 2006.