CHAPTER AND DEPARTMENT REFERENCE BOOK

A guide for League Chapter and Department leaders
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Foreword

During the 2016 strategic planning process, the Board of Directors approved seven strategic outcomes to lead the League. Among them was sustaining engagement in the League’s mission. Over the last three years, MML’s staff has worked closely with a Board liaison to ensure the success of this outcome.

We recognize that excitement for engagement comes from those who see the benefit of participating in chapters and departments. As a result, borne of the strategic plan work has been a focus on professionalizing affiliate operations to increase their ability to seed engagement. We began building on years of providing guidance to chapters and departments by drilling down into the processes to identify how we could help you:

- Increase attendance at your affiliate events and meetings
- Bring new voices and people to affiliate meetings

We continue to offer briefings during the annual Summer Conference. There, guest speakers are brought in to discuss matters like liability, accounting practices and other factors related to operations efficiency. Also, our MML team guides you through management practices including tips on member retention and recruitment and leadership succession.

Now, we’re excited to offer yet another tool – a reference guide designed to 1) outline the basic infrastructure all MML affiliates should share and 2) offer insight on how you can remain a viable entity to the League membership that needs you.

Affiliates are a vital component of the Maryland Municipal League. Your success is our success and we are committed to serving the needs of those who serve others. We want our affiliates to be beacons of information that elected and appointed officials view as occupational necessities and hope that you will use this manual to strengthen your chapter or department in that direction.

Sincerely,

Scott A. Hancock
MML Executive Director
SECTION 1:

BACKGROUND
May 30, 2018

TO: MML Chapter and Department Leadership

FROM: Scott A. Hancock, Executive Director

SUBJECT: Overview of the Relationship Between MML and its Affiliates

Thank you for your willingness to serve as an officer for one of the Maryland Municipal League’s (MML) highly regarded chapters/departments. It is now your task to galvanize the voices of the elected or appointed officials you lead. You are also the liaison between your state association (MML) and your chapter/department.

MML’s chapters/departments serve to promote the common interests of MML across the state and together we strive to strengthen the role and capacity of municipal government in Maryland.

The following information, in the form of FAQ’s, is designed to answer many of the questions you, or your members, may have regarding the mutually beneficial relationship that exists between the League and its affiliates. Of course, you may have other questions that are specific to YOUR leadership role. Please know that we are always here to assist you in ensuring your chapter/department remains a sustainable entity and the relationship between us remains strong.

**CAN ANY ENTITY BECOME AN MML AFFILIATE?**

No. MML has identified, through its Bylaws, very specific groups to grant the exclusive right to be known as an affiliate of the League. This includes regional chapters designed to bring elected officials from a specific county or multiple counties together, and departments for professional municipal staffers.

In turn, for that right, the chapter/department agrees to abide by the mission and non-partisan nature of MML.
As an affiliate, the chapter/department has the right to use MML’s name and any and all trademarks or service marks, which MML owns. In order to protect the good name and integrity of MML, the League regularly reviews all uses of its name and marks.

ARE WE A SUBSIDIARY OF MML?

No. Chapters and departments are autonomous, governed by their own set of bylaws. In accordance with the MML bylaws that establish the chapters and departments, you may conduct your chapter/department business and activities according to your sole judgment and discretion.

MML and its affiliates are not considered joint ventures, partners, legal representatives, or agents of each other. Essentially, neither has the right to 1) obligate the other in any manner or 2) hold the other liable for any act, omission, debt or other liability of the other.

WHAT ARE THE BASIC REQUIREMENTS OF AN MML AFFILIATE?

MML chapters and departments have served as successful networking and education outlets for over 40 years. The affiliation exists because there is an understanding that the chapters and departments share a common interest with MML to provide resources to elected and appointed municipal officials that help them to be effective leaders. There are a broad range of ways to do that under the context of our relationship. However, certain infrastructure and policies are expected of all affiliates including, but not limited to:

- Not adopting official positions in conflict with the MML legislative or regulatory goals and policies.
- Acknowledging receipt of MML’s bylaws and agreeing to adopt chapter/department bylaws consistent with the League’s.
- Assuring that MML has a copy of the chapter/department’s current bylaws.
- Maintaining a slate of officers tasked with ensuring the affiliate’s viability and operation.
- Developing procedures that ensure the interests of its members.
- Providing membership services consistent with those offered by MML (for example: networking and educational/professional development programming).
- Ensuring municipalities that are members of the chapter are also members of MML.
- Sending chapter/department representatives to MML-hosted meetings focused on affiliate operations.
WHAT SERVICES DOES MML PROVIDE ITS AFFILIATES?

The chapter/department receives assistance from the League including, but not limited to:

- Statewide legislative and regulatory information and advocacy.
- Statewide public relations activities and information.
- Provision of an MML staff member liaison for communicating chapter/department and MML needs.
- Assistance in developing and presenting educational programs at chapter meetings.
- Current information about universal municipal issues.
- Guidance with best accounting principles and rules. *
- Guidance with fidelity bonding (crime loss policy). *
- Access to contact information of elected officials that are members of MML.
- Active promotion of the chapter/department to new and veteran officials to encourage their participation in and attendance at chapter-related functions.
- Periodic meetings of the chapter/department leadership with MML staff to discuss relevant operational issues (i.e. Summer Conference and Fall Conference meetings of state leadership).

* See full Financial Recommendations/FAQ attached

DOES MML CONTROL DUES COLLECTION OF ITS AFFILIATES?

No. Chapters and departments may collect annual dues from their members and may use the proceeds in their best interests as an affiliate of MML. Please note, MML encourages all affiliates to have proper protocol in place for financial transactions that may include annual audits, two signatories and regular reporting of financial status to the chapter/department body and remains available to assist affiliates achieve that protocol.

Please reference the attached Financial Recommendations FAQ - originally circulated as a memo dated September 21, 2017 from MML Finance Director, Steve Gindes - for detailed information on finance best practices and options for managing tax status of affiliates.

WHAT IS OUR TAX STATUS AS AN MML CHAPTER/DEPARTMENT?

Even though the chapters/departments historically have been using the simplest and least expensive option (from a cost and time standpoint), there are at least four options available:

Option 1. The chapter or department uses the tax number of an incorporated town within the chapter’s area. This option has the advantage of not affecting the member city for the
chapter’s activity, and the chapter is not required to file any tax returns (towns and cities do
not have to file an income tax return).

Option 2. Incorporate as a separate “non-profit” entity under Section 501 (c) (3). This section
provides that the entity is an “instrumentality of government”, that is, it is organized as a
separate entity from the governmental unit that created it and is not an integral part of the
local government and does not possess governmental power. This option involves a lawyer to
prepare the proper incorporation papers and completing IRS form 1023 (69 pages, including
instructions) to apply for tax exempt status and, if approved, completing IRS form 990 (112
pages, including instructions) for the annual tax filing.

Option 3. Incorporate as a separate “non-profit” entity under Section 501 (c) (4). This section
provides that the entity is in the category of “civic leagues, social welfare organizations or local
associations of employees.” This option involves a lawyer to prepare the proper incorporation
papers and completing IRS form 1024 (25 pages, including instructions) to apply for tax exempt
status and, if approved, completing IRS form 990 (112 pages, including instructions) for the
annual tax filing.

Option 4. Incorporate as a regular, “for profit” corporation. This involves a lawyer to prepare
the proper incorporation papers and file IRS form 1120 (32 pages, including instructions) and
Maryland form 500 (21 pages, including instructions) for the annual tax filing. Any excess profit
would be taxes as a regular corporation.

WHAT IS THE MOST WIDELY CHOSEN TAX-EXEMPT STATUS OPTION AND WHY?

Responses received from MML chapters indicate that most use the tax ID number of a related
tax-exempt entity, usually that of a city or town within the chapter’s area, for all tax issues,
including the set-up of the chapter bank account. By using a city’s number, there is no tax
effect for the city and no filing requirement for the chapter, keeping matters as simple as
possible. Other facts noted:

1. Most chapters spend about what they take in.
2. Most chapters do not have a formal annual budget because they operate on a break-
even basis.
3. Most chapters do have a regular report during meetings detailing income and expenses.
4. Chapters have similar by-laws that do not specifically address financial and budget
   issues other than to set dues and to provide for an annual audit.
WHY CAN’T OUR CHAPTER/DEPARTMENT USE MML’S TAX ID NUMBER?

Chapters and departments are generally autonomous entities. Use of the MML number would require significant oversight and control of operations by MML including, but not limited to, MML approving and reviewing all transactions and approving an annual audit of the accounting records. We have been assured by LGIT that all liability issues would be covered as they are now through the insurance coverages with the member towns.

MML and LGIT does recommend chapter/department purchase of an employee theft policy, also known as a fidelity policy (or bond), a crime loss policy or a dishonesty policy. MML can assist with that purchase, which is nominally priced.

DOES MML HAVE ANY OTHER FINANCIAL SUGGESTIONS FOR ITS CHAPTERS/DEPARTMENTS?

1. **Income/expense reports** – all Treasurers should prepare a detailed financial report at the regular meetings that is presented to the board of the chapter and available to all who pay dues, if possible. The financial activity should be reviewed by an outside party annually.

2. **Other reports** – other regular reports would include outstanding dues and other funds owed to the chapter, such as an A/R (accounts receivable) report.

3. **Budgets** – all organizations should have annual budgets prepared prior to the new year. The regular income/expense report should track the chapter’s activity to the budget.

4. **Payments for services** – any required chapter services (for example, legal services) should be treated as a “1099” issue, that is, as a sub-contractor who is not an employee of the organization. Since the organization does not usually require “full-time” positions, any payments for services should be treated this way, NOT as a W-2 (payroll) item.

5. **Scholarship funds** - if any, should be in a separate bank account, or at least accounted for separately on the chapter’s accounting records.

6. **Excess funds** - funds which have built up should be earning interest in savings or bank “sweep” accounts until needed for chapter expenses. Excess funds should be used carefully for funding special projects or other uses, at the discretion of the chapter/department. By using a member town’s tax-exempt number, there would be no tax effect for the interest income.

7. **Accounting Procedures** - Treasurers should prepare an accounting procedure listing to provide others with an overview of receipts, disbursements and other procedures. This will provide a “back-up” to the Treasurer.
WHAT IF OUR CHAPTER/DEPARTMENT DECIDES TO DISSOLVE?

If an affiliate finds, for any reason, they are unable to sustain a governing leadership or membership, or its ability to provide services, chapters and departments have the right to terminate their existence. Should the chapter/department decide to terminate, the affiliate must provide MML with proof of disposition of any monies collected in the name of the chapter/department.

Upon dissolution, the chapter/department agrees that it will immediately and completely disaffiliate with MML. That chapter/department will no longer be permitted to represent itself as connected with MML and will cease all use of MML name, acronym, and logo.

Again, we congratulate you on your local leadership role and look forward to continuing a fruitful relationship with you and your MML affiliate group. We urge you to keep a copy of this memo along with your other essential chapter records and include this document as part of any packet provided during affiliate leadership transition.

If you have any questions, please don’t hesitate to contact our Director of Member Relations, Paula Chase Hyman, your primary contact for chapter/department-related matters, at paulah@mdmunicipal.org. Her direct line number is 410-295-9114.
SECTION 2:

ASSESSMENT QUIZ
TO: Chapter & Department Officers
FROM: Member Engagement Department
RE: Assessment Quiz

You’re about to embark on a journey that will be both fulfilling and intense. As an affiliate officer you have joined the ranks of the League’s most active and engaged officials. Serving as an officer need not be overwhelming, if you rely on your fellow officers and MML staff.

The work needed to keep an affiliate operating effectively is best done when the work is distributed evenly. We hope that the reference guide provides you the proper information to both ensure you have the infrastructure in place and are following traditional timelines for those initiatives where your affiliate and the League’s calendars intersect.

To assist me in helping you navigate the year, please take some time to complete the Assessment Quiz. It’s designed to get you thinking about who your affiliate is, what purpose it serves and what you’d like to accomplish as its leadership. Answer the questions below, talk about your answers among your board and be prepared to discuss them when we talk later, in the year, about the chapter/department’s progress.
Assessment Quiz

For Chapters
What is your chapter’s style?

- How long is your average business meeting?
- Do you have an outside speaker each time?
- Circle which term best describes your chapter’s primary focus: State Legislative Matters, Networking/Information Sharing, Non-legislative Regional Matters, Legislative Regional Matters, Education/Topical Issues (covered by guest speakers)

Is your chapter/department meeting basic markers?

- Networking is made easy Y/N
  - Affiliate has some sort of roll call or around the room introductions each meeting

- Affiliate has fiscal transparency Y/N
  - Treasurers report is given (verbal or written)
  - If report is given verbally, is there ever a written report?

- Affiliate keeps records of meetings Y/N
  - Minutes are provided to the membership

- Meetings are efficient Y/N
  - Length of business meeting excluding guest speakers (over 2 hours?)

- MML leadership and/or committee members are used as League ambassadors? Y/N
  - Committee leadership or members are used to report on MML activities/initiatives
Assessment Quiz

For Departments
Is your department still a benefit to members?

- How long is your average business meeting?
- Are meeting locations distributed geographically?
- Is there always a guest speaker offering insight into issues, topics and practices that will help members in their municipal roles?
- If there isn’t always a speaker, briefly describe below what other initiatives draws members to a meeting:

Is your chapter/department meeting basic markers? Circle Y or N

- Networking is made easy Y/N
  - Affiliate has some sort of roll call or around the room introductions each meeting

- Affiliate has fiscal transparency Y/N
  - Treasurers report is given (verbal or written)
  - If report is given verbally, is there ever a written report?

- Affiliate keeps records of meetings Y/N
  - Minutes are provided to the membership

- Meetings are efficient Y/N
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- MML leadership and/or committee members are used as League ambassadors Y/N
  - Committee leadership or members are used to report on MML activities/initiatives
SECTION 3:

OPERATIONS

CALENDAR
MML Affiliates Operations Calendar

June
MML Summer Conference (4PthP week of June except year of gubernatorial race)
- All chapter/department officers to attend MML chapter/department meeting Sunday afternoon
- Officers to attend their respective meetings/luncheons/breakfast
- Outgoing Department President plan to attend last MML Board meeting (traditionally Sunday afternoon of Summer Conference)
- Department President or Chapter DVP new to MML Board plan to attend new board member orientation (traditionally last morning of Summer Conference)
- Department President or Chapter DVP plan to attend the first board meeting of the year (traditionally the last day of Summer Conference)
- Submit names of those interested in serving on an MML committee on behalf of the Department to MML staff
  - Legislative Committee
  - Engagement & Outreach Committee
  - Conference Planning Committee
  - Hometown Preparedness Committee (HEPAC)

July
- If scheduled, send MML staff the meeting dates for the year
- Chapter Presidents, expect to hear from your respective MML staff liaison by late July/early August
- Save the Date for MML’s Fall Conference
- Consider having a board retreat with all officers to outline the year ahead (it will go quickly!)

September
- MML staff liaisons begin outreach to assess any needs of the affiliate for first meetings of the fall
- Reconcile your affiliate’s roster/membership list with MML to ensure both entities has most updated information on members
October/November
  • Attend MML’s Fall Conference
    o Chapter Presidents plan to attend DVP/President’s Meeting (traditionally first day of Fall Conference)
    o Department Presidents, Fall Conference meeting TBD based on expected attendance by officers
  • If no Department meeting at Fall Conference, Department Presidents will receive wellness check call or visit from MML membership staff. Call to include overview of:
    o Membership enrollment/numbers
    o If department is on track based on goals
    o Potential matters that require League assistance

January
  • All departments sent reminder of their respective honors and the deadline to return names to MML
  • Register for Main Street booth
  • Encourage respective memberships to register for MML Summer Conference

March
  • Employee of the Year name due to MML by Managers & Administrators department for inclusion in conference program
  • Top Cop, Clerk of the Year and CEZOA honors turned into MML for inclusion in Conference Opening Session images

April - May
  • Contact MML membership staff with new slate of officers and their contact information
  • Be on the lookout for email from MML staff regarding Summer Conference affiliate meeting
  • Plan a formal transition meeting between incoming and outgoing officers to take place before MML Summer Conference (see transition checklist p.12)
SECTION 4:

FUNDAMENTAL INFRASTRUCTURE
Bylaws Compliance

Your bylaws are how you maintain order. It’s essential that they are updated, available/accessible for the membership and that MML has a copy of the most current bylaws.

- Establish a bylaws committee to determine:
  - When were bylaws last updated?
  - Are the bylaws consistent with how the chapter/department operates i.e. meeting dates, election of officers etc.…
  - If any amendments are required.

- Changes to bylaws MUST follow the process outlined in the existing bylaws i.e. notifying chapter of changes and voting on revisions
- Once chapter/department has adopted the bylaws, the redlined version must be sent to MML (paulah@mdmunicipal.org)
- Bylaws will then be sent to the MML Board of Directors for final approval
- Bylaws showing Board approval will be sent back to chapter/department Presidents so filed copies are consistent between MML and Affiliate
- Recommend that copy of bylaws be provided to all chapter/department leadership and a copy sent to the full body, periodically and/or after revision
Chapter Meeting Tips

Every meeting should serve a purpose. Please avoid having a meeting if there is not sufficient business to attract members, this will negatively impact attendance.

- Meet as prescribed in your chapter bylaws (i.e. 3PrdP Thursday every other month).

- When possible, meet as a full advisory board to outline the full year of meetings so they can be planned accordingly.

- Plan and follow your agenda so that the meeting lasts no longer than 1-1/2 to 2 hours. Past experience shows that streamlined/focused meetings attract more attendees.

- Distribute meeting notice to chapter members 3 – 4 weeks before the meeting.

- Send all meeting dates to MML for posting in Municipal Maryland and MML website.

- If the chapter meeting includes a meal with RSVPs and pre-payment required, highlight this information in bold.

- Meet in locations that have adequate on-site parking.

- Invite only one guest speaker per meeting.

- During Agenda Item: Introductions, ask attendees to indicate if they are newly elected officials, and offer a special welcome to these officials.

- Have a sign-in sheet at every chapter meeting for attendees to list name, title, municipality and e-mail address.
Sample Agenda

Agenda
LOGO (if any)
(Name of) Chapter
Meeting Date & Time
Meeting Location (include street address and phone number)

- Approve minutes/notes from previous meeting (ask for motion to approve – do NOT read the minutes)
- Introductions/Roll Call of municipalities present
- Treasurer’s Report
- MML District Vice President Report or MML Committee Reports
- MML Chapter Staff Liaison Report
- Chapter Committee Reports (i.e. Legislative Dinner, Bylaws Review, Scholarship Committee, etc.)
- Speaker (Invite only one speaker and limit speaker’s presentation to 20 minutes)
- Other Business
- Announce date, time and location of next chapter meeting
Tips on Preventing Fraud

A few key measures serve as the foundation for fraud prevention*:

- **Segregation of duties.** No one person should be responsible for both accounts payable and receivable or for all elements of either.
- **Double signatures.** For expenses over a predetermined level, more than one authorization should be required, either from two staff executives or one staff and one board member.
- **Multiple reviewers.** Bank and credit card statements, expense reports, and other financial documents should be reviewed by more than one person, again potentially including board members.
- **Diligent background checks.** For any staff or volunteer positions that would interact with financial transactions, background checks can reveal previous criminal records.
- **Recurring fraud-risk assessments.** Periodically select certain financial processes and test them to be sure policies and procedures are being followed. Even the mere presence of such reviews can act as a deterrent.

*Associations Now April 2014

For full article:
http://associationsnow.com/2014/04/embezzlement-it-could-happen-to-you/
Transition Check List

Transferring leadership from one slate of officers to the next should include as many of those taking and leaving office, as possible to ensure information is distributed throughout the entire board. Please have a formal transition of leadership that can include the following:

- New officers should attend affiliate briefing held at MML Summer Conference
- A coffee date or meeting has been set up to turn over chapter records/documents between Outgoing and Incoming President (other officers included when possible)

- Outgoing President to give incoming President:
  - Summary of issues/accomplishments during past year
  - Copy of chapter bylaws
  - Bank information and who has check signing authority
  - Minutes and copies of relevant financial records (copies of treasurer reports and/or bank statements)**
  - Advice on chapter relevant issues, suggestions for speakers and tips on streamlining meetings
  - List of chapter members that serve on MML committees
  - Recommendations re: officials who could chair chapter committees or be approached to serve on chapter Board of Directors (if applicable)

**Or Incoming President needs to know where they can access these records if physical documents aren’t provided.
Bylaw Changes Example:
PGCMA
Constitution

Bylaws of the Prince George's County Municipal Association (PGCMA)

Prince George's County Municipal Association (PGCMA)

Bylaws

Article I. Name

The name of the organization shall be the Prince George's County Municipal Association, hereinafter called the PGCMA. The PGCMA is a Chapter of the Maryland Municipal League (MML) organized pursuant to Article III, Title 3-200 of the MML bylaws. PGCMA bylaws must be approved by the MML Board of Directors before they become effective. PGCMA is an unincorporated association.

Article I.1 Powers

The PGCMA shall have the power to receive bequests, grants, donations, and gifts of all kinds of property in fee simple, from all agencies whether public, private, federal, state, county or municipal. The PGCMA shall also have the power to act, as necessary to carry out by resolution the purpose of such bequests, gifts, grants and donations, with the power to manage, sell, convey, contract, lease, or otherwise dispose of same, in accordance with the bequest, gift, grant or donation of trust, absolutely and without condition.

Article II. PURPOSE

To consider or act upon all matters of common interest to the municipalities in Prince George's County to promote through investigation, discussion, and cooperative effort the interest and welfare of the municipalities in Prince George's County and its citizens, to enhance the powers of municipalities to improve the enforcement of local ordinances, to take positions on and work for legislation to promote and protect the interests of the municipalities, and to strive for closer relations among citizens, cities and towns, Prince George's County, the State of Maryland and other governmental bodies.

Article III. Membership

Any municipality whether city or town Prince George's County, upon payment of membership dues may become an active member of the PGCMA. All duly elected municipal officials and administrative employees of active member municipalities shall be entitled to membership in this organization. Any person who has rendered conspicuous service for the improvement of municipal government may, by vote of the executive board, be recommended for honorary membership in the PGCMA to the general membership for approval. All presidents of the PGCMA not presently holding elected municipal office shall be honorary members. Honorary members shall have a voice but not a vote in any proceedings of the PGCMA.

Section 1. Active Member – An active member of PGCMA is any Prince George's County municipality that is a member in good standing with MML (whether city or town), and current in payment of membership dues to PGCMA. The Treasurer shall maintain a roll of
Section 2. Honorary Membership – Any person who has rendered conspicuous service for the improvement of municipal government may, by vote of the Board, be recommended for honorary membership in the PGCMA to the general membership for approval. All former presidents of the PGCMA not presently holding elected municipal office shall be honorary members. Honorary members shall have a voice (but not a vote) in any proceedings of the PGCMA.

Article IV. Election of Officers and Board Members

Election of officers shall be held at the annual meeting in May of each year. Only elected officials of a municipality shall serve as president, vice president, secretary and treasurer. Term of office is (12) twelve months. The president shall be elected for only one full term of office.

The vice president shall move up to the position of president at the end of his/her term as vice president, however, his/her name must appear on the ballot and receive at least one vote for him/her to take office. An officer shall serve until a successor is duly elected and qualified. Vacancies will be filled immediately by special election. The highest-ranking official present shall cast the vote for the city or town in all elections of officers.

Section 1. PGCMA Board – The Board Members of the PGCMA shall be President, Vice-President, Secretary, Treasurer and seven (7) members-at-large.

Section 2. Election and Terms – Election of Officers and Board members shall be held at the annual meeting in May of each year. Only elected officials of an active member shall serve as Officers or Board members. Term of office is twelve (12) months. The President shall be elected for only one concurrent full term of office. An Officer shall serve until a successor is duly elected and qualified. Vacancies will be filled immediately by special election.

Section 3. Vice President becomes President – The Vice-President shall move up to the position of President at the end of his/her term as Vice-President, however, his/her name must appear on the ballot and receive at least one vote for him/her to take office.

Article V. Officers and their Duties

The Officers of the PGCMA shall be president, vice president, secretary, treasurer and seven (7) members-at-large.

Section I. President - the president shall preside at membership meetings, and the executive board meetings, exercise general supervision over the affairs of the PGCMA, appoint ad hoc committees as he or she may from time to time deem necessary to conduct the affairs of the PGCMA with the approval of the executive board, shall be ex officio member of all committees except the nominating and audit committee, and perform other
duties as are directed by the PGCMA. *The President of PGCMA serves as the District Vice President on the Maryland Municipal League’s (MML) Board of directors.*

**Section 2. District Vice-President –** The President of PGCMA serves as the District Vice-President (DVP) on the Maryland Municipal League’s (MML) Board of Directors. The immediate past PGCMA President shall continue as MML DVP until the new President is recognized by the MML Board of Directors.

**Section 23. Vice President** - the vice president shall serve in place of the president during his/her absence, incapacity or in the event of a vacancy, to perform the duties of the president as defined in article v., section 1. *The Vice-President shall assume responsibility for proposing a budget to the Board for the upcoming fiscal year, during which he or she shall serve as President.***

**Section 34. Secretary** - the secretary shall notify the membership of and take the minutes of all organization meetings and perform such duties as may be prescribed from time to time.

**Section 45. Treasurer** - the treasurer shall act as custodian of all organization funds which are received, and pay out such funds as may be required.

**Article VI. Executive Board**

The executive board shall be composed of the above named officers and the most immediate past president, who shall be an elected official of a municipality. The past president shall not have a vote. All members of the executive board shall be elected officials, except one who may preferably be a city or town administrator or a person of equal status.

The duties of the executive board shall be to assist the president, to cooperate with the Maryland Municipal League or other organizations in carrying out the directives of the PGCMA and to perform other functions as the PGCMA may direct. A majority of the board membership shall constitute a quorum for board meetings.

In an emergency situation, and where a need is justifiable, when general membership approval is not feasible, the executive board is empowered to take such action(s) as necessary for the good of PGCMA. All actions taken at such meetings shall be presented to the members for ratification at the next general meeting.

A vacancy on the board will exist when a member of the board (1) ceases to meet the qualifications of board membership as provided for in Article III of these Bylaws, (2) resigns from the board, and (3) has two unexcused absences from meetings of the board.

**Section 1. Composition –** The Board shall be composed of the President, Vice-President, Secretary, Treasurer, the seven elected Officers at large, and the most immediate Past President, who shall be an elected official of an active member. The Past President shall not have a vote. All members of the Board shall be elected officials of active members, except one who may preferably be a city or town administrator or a person of equal status, of an active member.

**Section 2. Duties –** The duties of the Board shall be to establish policy and direct all affairs of the PGCMA between membership meetings, subject to the action of the membership at general membership meetings. In an emergency situation, where a need is justifiable and when general membership approval is not feasible, the Board is empowered to take such action(s)
as necessary for the good of PGCMA. All actions taken at such meetings shall be presented to the members for ratification at the next general meeting.

Section 3. Quorum – A majority of the Board membership shall constitute a quorum for Board meetings.

Section 4. Vacancy – A vacancy on the Board will exist when a member of the Board (1) ceases to be an official of an active member, (2) resigns from the Board, or (3) has two unexcused absences from meetings of the Board.

Section 5. Meetings – The Board shall meet monthly.

Section 6. Executive Committee – The Board shall have an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer. The Executive Committee may act on behalf of the Board between meetings of the Board. However, no action of the Executive Committee is binding on the Board unless authorized in advance or later approved by the Board.

Section 7. Removal – An Officer or a member of the Board may be removed by a three-fourth (3/4) majority vote of the entire Board. A rationale for the decision shall be provided to the membership at the next general meeting.

Article VII. Standing Committees And Their Duties

A majority of each committee shall constitute a quorum and a majority vote of those in attendance and voting may decide any question. No proxies shall be allowed. Vacancies shall be filled by the president of the PGCMA. Members of the PGCMA who are not elected municipal elected officials may serve on all committees except the nominating committee.

The Standing Committees shall be appointed by the president of the PGCMA and shall consist of:

A. LEGISLATIVE COMMITTEE - It shall be the duty of this committee to consider and/or formulate county or state legislation of concern to municipalities, make recommendations to the membership for action, and further promote the legislative goals and coordinate the lobbying efforts of the PGCMA. The legislative committee shall be empowered to create such subcommittees as it deems appropriate. Legislators making significant contributions to promote the legislative goals of the PGCMA may be recommended by the legislative committee to the executive committee to receive the legislator(s) of the year award.

B. NOMINATING/ELECTIONS COMMITTEE - It shall be the duty of this committee to present a slate of nominees for office on the PGCMA executive board in April of each year. Further, this committee shall select the recipient of the "Annual Outstanding Municipal Official Plaque". It shall be the duty of this committee to recruit nominees for election as Officer and Board members. Candidates for Officer and Board member positions shall be nominated in April of each year, prior to the election in May. Members of the Elections Committee may not stand as a candidate for election while on the Elections Committee.

C. POLICY COMMITTEE - It shall be the duty of this committee to make recommendations to the general membership on resolutions concerning policies of a non-legislative nature.
Article VIII. **GENERAL MEMBERSHIP Meetings**

The regular monthly meetings will be held on the third (3) Thursday of each month. If the meeting falls on a legal holiday or for other good and sufficient reason, the president may cancel the meeting or shall designate an alternate date, time, and place, with appropriate notice given to the member municipalities.

Article IX. **Representation**

On all matters, except the election of officers and amendments to the Constitution, Bylaws, each individual member present shall be entitled to vote, and a majority vote shall govern in all cases. Those present constitute a quorum; no proxies shall be allowed.

On all matters before the general membership, each active member present shall be entitled to one vote by the senior official of the active member present. A majority vote shall govern in all cases. Those active members present constitute a quorum; no proxies shall be allowed.

Article X. **Finances**

The dues of the PGCMA shall be fixed by resolution adopted at a general membership meeting. The PGCMA shall have the power to receive from all agencies, public and private, federal, state, county and municipal bequests, grants donations and gifts of all kinds of property in fee simple. PGCMA shall also have the power to act as necessary to carry out by resolution the purpose of such bequests, gifts, grants, and donations with the power to manage, sell, convey, contract, lease or otherwise dispose of same in accordance with the terms of the bequest, gift, grant, or donation of trust absolutely and without condition.

Section 1. **Budget** – An annual budget shall be approved by the general membership. The Vice-President shall propose a budget to the Board for approval and presentation to the General membership. The budget shall be in sufficient detail to permit fiscal control.

Section 2. **Fiscal Year** – The fiscal year shall be July 1 to June 30.

Section 3. **Dues** – The dues of the PGCMA shall be fixed by resolution adopted at a general membership meeting.

Article XI. **Audit**

There shall be an annual audit of the accounts, of the PGCMA by a Certified Public Accountant (CPA). A report shall be made to the general membership for reading at the first meeting following the election of officers. A new CPA shall be selected every three years. A report shall be made to the Board no later than three months after the close of the fiscal year. The CPA shall be reviewed every three years.

Article XII. **Amendments**

Amendments to the Constitution may be made at any general membership meeting, by two-thirds (2/3) vote of active member municipalities present and voting on the same, provided that written notice of such amendments have been distributed to the membership thirty (30) days twenty-seven (27) prior to the date of that meeting. For the purpose of voting on amendments to the Constitution, each active member municipality shall have one vote.
Article XIII. Rules of Order
The rules contained in the current edition of Robert’s Rules of Order will be adhered to when conducting a meeting providing that they are not inconsistent with these Bylaws and any special rules of order the PGCMA may adopt.

First adopted 2/71

Amended this date by the Chapter Amended this date by the Chapter
Approved by MML Board of Directors on: 1/79

Amended this date by the Chapter
Approved by MML Board of Directors on: 1/26/85

Amended this date by the Chapter
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Amended this date by the Chapter 09/16/2004
Approved by MML Board of Directors on: N/A

Amended this date by the Chapter 09/20/2007
Approved by MML Board of Directors on 10/2007

Amended this date by the Chapter 5/16/2013
Approved by MML Board of Directors on

Changes voted and approved by membership in Seat Pleasant, MD: May 2005, but never sent to MML for vote and approval.

Changes were voted and approved by membership in Mount Rainier, MD: September 20, 2007 and sent to MML September 28, 2007.
Legislative Dinner Guide

Tips for planning a successful legislative dinner!
PLANNING YOUR LEGISLATIVE DINNER

Legislative dinners are vital to the success of the League’s legislative program. For most legislators, it is their first introduction to MML’s legislative issues prior to the beginning of the legislative session. It is also your opportunity to let your Delegates and Senators know how important the legislative program is to your municipality.

1. Choose your Date and Location

Legislative dinners are best if scheduled mid-November through mid-December. It becomes more difficult for legislators to attend your dinner if you schedule it too close to the beginning of the legislative session, which begins in early January. If your Legislative Dinner must be scheduled during the legislative session, it is best to choose a location in or near Annapolis.

Give your legislators the date as soon as it is confirmed. The sooner you get the date on their schedule, the more likely they are to attend. Be sure to send them an invitation as soon as possible, call to be sure they received it, and then FOLLOW UP with a reminder phone call to the legislator’s staff about five days before your dinner.

It’s also important that you give MML your legislative dinner date as soon as possible so that League staff can check for conflicts. MML will send a staff member and at least one member of the League’s leadership team to each legislative dinner, so it’s important that the date is added to the League calendar as soon as it is chosen. MML will also send out reminder postcards to the legislators in your delegation to be doubly sure they have it on their calendars.

To ensure a strong legislative presence, if possible, have the Chapter or individual cities/towns pay for the legislators’ meals. Choose a facility with a large room to accommodate your guests, with reasonable meal prices, and ample parking in a central location. League staff may bring an AV presentation; therefore, space for an unobstructed view of a screen is also preferable. A sample agenda might be structured as follows:

- 6:00 - 6:30  Open or Cash Bar
- 6:30 - 7:30  Dinner
- 7:30 - 9:00  Meeting

2. Call to Order

Start on time! It’s fine to begin the meeting after dinner while attendees are still eating their desert and drinking coffee. Try to time it so that the facility staff has cleared the dinner dishes and the desert has been served. A late start can mean a late meeting, and disgruntled members and legislators.
3. Opening remarks/introduction of guests

Have the chief elected official of the host city/town say a few words of welcome, and then have the Chapter President do general introductions and make housekeeping announcements. League staff will let you know ahead of time who is attending from MML leadership so they can be acknowledged and introduced during the meeting. If your group is not too big, it’s a good idea to go around the room and let the municipal officials give their name, title, and city or town.

If you would like the legislators in attendance to comment on the MML legislative agenda following the MML presentation, be sure to give them a “heads up” at the beginning of the meeting so they can be thinking about their responses during the presentation. You are more likely to receive meaningful responses if they know ahead of time that they will be given an opportunity to comment on MML’s issues following the presentation.

If you have a large legislative contingent at the meeting, it might be a better use of time to ask only the House and Senate Delegation Chairs to make remarks on behalf of the entire delegation, rather than having every legislator present at the meeting make comments following the presentation.

4. Presentation of Issues

Be sure you have an item on your agenda item that allows MML to conduct the legislative portion of the meeting. League staff will bring enough priority brochures for all attendees and will arrange for the presentation of issues ahead of time, so all you have to do is turn the meeting over to MML and they will take care of that portion of the program. It is much appreciated if a copy of your agenda can be shared with League legislative staff prior to the meeting so that everyone is literally on the same page on the night of the meeting!

As previously noted, following the presentation of all MML priority issues, the Chapter President can ask the legislators if they would like to comment on the League’s priority issues. League staff is also available to assist with questions at any time. The information League staff gains and the input legislators may offer can make a real difference in the success or failure of a League proposal.

5. Other topics

This may include issues of local importance, or recognition of a legislator for his or her assistance to municipalities. It may also include additional comments about the MML legislative program from members, but be sure to watch the clock - it may be time to adjourn! If your meeting begins at 6:00 or 6:30, a meeting that adjourns by 8:30 or 9:00 p.m. will be much appreciated by your attendees.

6. Adjournment

You’ve done it! It’s time to relax with the satisfaction that your efforts will benefit all of Maryland’s 157 incorporated cities and towns.
LEGISLATIVE DINNER

HELPFUL HINTS

• **ROUND TABLES WORK BEST.** They promote conversation by placing eight to ten people face to face. If you can get them, use them.

• **NEVER HAVE A HEAD TABLE.** Why? It spoils one of the most important advantages of a legislative dinner: the opportunity for legislators and city and town officials to interact during dinner.

• **MIX YOUR CROWD.** If appropriate, assign a “host” for each legislator. The host, usually an official from a town in that legislator’s district, watches for that legislator, greets him or her, introduces them to others at the meeting, and sits with them at dinner. This helps to avoid having all the legislators sit together.

• **NAME TAGS ARE NECESSARY!** Name tags help legislators and members get to know each other. Also, some municipal officials attend only a few Chapter functions – but they do often attend the legislative dinner. A name tag will help them feel welcome.

• **WATCH THE HEAT.** A room that is too hot stifles attentiveness and increases the yawns. Also, if you have music during cocktails, make sure it’s turned off when the program starts.

• **OPEN AND CASH BARS.** Serving drinks prior to a dinner allows members and guests to mingle as well as provide a buffer time for latecomers. We recommend a half-hour open or cash bar. Cash bars, where everyone pays for their drinks, result in a lower ticket price and less alcohol consumption. However, some Chapters prefer an open bar where drinks are served without charge. For an open bar, charges may be calculated per person or by the amount of consumption. Either type of bar works but be sure you are aware of all costs: do you have to pay the bartender by the hour? Is there a mandatory gratuity?

• **WHEN IT SNOWS.** Dinners in November, December, and January mean that inclement weather is always a possibility. Agree beforehand on the individual who will make the decision whether or not to cancel. Put a contact person’s name and phone number on the invitation for members and guests to call if the weather turns bad. Finally, please also remember to call the League office if you decide to cancel. MML tends to get calls when the weather turns questionable, plus League leadership and staff are likely coming from Annapolis, so some advance warning is much appreciated to avoid a long drive in bad weather for a cancelled meeting.

• **USE YOUR LEAGUE.** Call on us if we can provide any additional assistance!
Several methods can be used to avoid having the Chapter going in the red after hosting their legislative dinner. Some chapters assess each city and town an amount sufficient to cover the cost of feeding their legislators. Some municipalities pay for their own delegate or senator. Others dip into the Chapter’s treasury to cover the cost of guests (MML staff and leadership) and other fees. Again, if possible, it is preferable that the legislators are not charged for their meals, as this tends to discourage attendance.

Regardless of the method selected, it is important that the person planning the dinner be aware of all the costs. Ask about:

- tax (if you are not tax exempt) and minimum gratuity charge – is this included in the meal cost or added after the bill is totaled?
- room rental fees
- equipment rental (AV, podium, etc.)
- open bar charges
- any other fees or taxes, or other charges that a facility might add.

When the League holds a luncheon or dinner at the convention or legislative conference, we prepare a budget. Some chapters figure their costs in a similar manner. An example is included on the next page.
## Sample Budget

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>(65 members) x ($30.00 meal cost)</td>
<td>$1,950.00</td>
</tr>
<tr>
<td>(10 guests) x ($30.00 meal cost)</td>
<td>300.00</td>
</tr>
<tr>
<td>Tax (6%) (unless your Chapter is tax exempt)</td>
<td>117.00</td>
</tr>
<tr>
<td>Gratuity (22%)</td>
<td>429.00</td>
</tr>
<tr>
<td>Other costs (AV/room rental, name tags, invitations and postage)</td>
<td>100.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$2,896.00</strong></td>
</tr>
<tr>
<td>Cost per member - $2,896 ÷ 65 (est. attendance)</td>
<td>$44.55</td>
</tr>
<tr>
<td><strong>TICKET PRICE</strong></td>
<td><strong>$45.00</strong></td>
</tr>
</tbody>
</table>

If the chapter decided to offer an open bar at a cost of $15 per person plus a 22% gratuity, it would add $18.30 to the dinner cost. Cost per member would rise to $63.30.

### A WORD ON GUARANTEES:
Most restaurants will want a guarantee on the number of meals 24 to 48 hours prior to the dinner. Usually you will be charged for this number of meals regardless of how many fewer than the guaranteed number are actually consumed. If you show up with more, the restaurant can usually accommodate 5 percent over your guarantee. Be sure to ask about your facility’s policy on this matter.