

MAPC BYLAWS

PREAMBLE

These bylaws, consistent with chapter 40B, sections 24-29 of the General Laws of Massachusetts¹, further define and regulate the Metropolitan Area Planning Council.

DEFINITION

The word "Council" where appearing in these by-laws shall be construed to mean the Metropolitan Area Planning Council.

ARTICLE I – THE COUNCIL

Article I, Section 1. **Name** - the Metropolitan Area Planning Council, established pursuant to Chapter 849 of the Acts of 1970, as amended shall be known herein as the "Council".

(The Council was originally established by chapter 668 the Acts of 1963.)

Article I, Section 2. **Offices** - The Council shall establish offices within the Metropolitan Area Planning District, as defined in chapter 40B, section 26.

Article I, Section 3. **Membership** - The membership in the Council shall be in accordance with chapter 40B, section 24.

¹ All references to chapter 40B, sections 24-29 are to those sections of the General Laws of Massachusetts, as most recently amended.

Article I, Section 4. **Alternate Representatives** – Pursuant to the provisions of chapter 369 of the Acts of 2006, municipal appointing authorities may appoint alternate representatives. In the absence of the representative, alternate representatives shall have the power to vote on all matters before the full Council. Alternate representatives shall not be eligible to stand for election in a caucus to serve on the Executive Committee, but they may vote in an Executive Committee meeting pursuant to the provisions of Article 4, Section 5.

ARTICLE II – OFFICERS

Article II, Section 1. **Number** - The officers of the Council shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Article II, Section 2. **Term** - The officers shall hold office from the fourth Wednesday in May for a period of one year, or until their successors have been duly elected and qualified.

Article II, Section 3. **Nominating Committee** - At least thirty (30) days prior to the annual meeting or prior to any meeting called for the purpose of electing officers, the President shall, with the approval of the Executive Committee, appoint a Nominating Committee of at least five (5) members, none of whom shall be an officer of the Council. The President shall advise the entire Council of his appointments to the Nominating Committee. Said Nominating Committee shall have at least one (1) representative from the cities, one (1) from the towns, one (1) from the gubernatorial appointees, and one (1) from the ex-officio members.

The members of the Nominating Committee shall elect their Chairman. It shall be the responsibility of the Nominating Committee to nominate candidates for President, Vice-President, Secretary and Treasurer of the Council. The report of the Nominating Committee shall be sent to each member of the Council at least fourteen (14) days prior to the annual meeting, or any meeting called for the purpose of electing officers.

Article II, Section 4. **Election of Officers** - The officers of the Council shall be elected by a majority of the members present and voting at the annual meeting or at any meeting called for the purpose of electing officers. Notwithstanding the recommendations of the Nominating Committee, representatives may be nominated and stand for election at the time the election for officers is held.

Article II, Section 5. **Vacancies** - If any office shall become vacant for any reason, an election to fill that office shall be held at the next regular or special meeting of the Council subject to the procedures of section 3 of this Article. Any person so elected shall complete the unexpired term of the officer succeeded.

Article II, Section 6. **President** - The President shall serve as the chief officer of the Council and chairman of the Executive Committee and shall have the right to vote. The President is authorized to appoint members to all committees consistent with the requirements of the Council. The President shall perform such other duties as are incident to this office, or as may be required by the Council. The President shall be a member of all committees of the Council, ex officio.

Article II, Section 7. **Vice-President** - The Vice-President shall also serve as Vice-Chairman of the Executive Committee. In the absence of the President, or at the President's request, the Vice-President shall exercise all the powers of the President, while such absence from the chair continues.

Article II, Section 8. **Secretary** - The Secretary shall also serve as Secretary of the Executive Committee. The Secretary shall keep and preserve all minutes of the Council and of the Executive Committee and shall keep and preserve all resolutions, transactions, findings and determinations of the Council and of the Executive Committee. The Secretary shall supervise the election of officers and executive committee

members and shall preside over such elections. The Secretary shall also keep the official seal of the Council. The Secretary shall preside in the absence from the chair of the President and Vice-President and shall perform such duties as are incident to this office and required by the Council.

Article II, Section 9. Treasurer - (1) The Treasurer shall be the custodian of the funds of the Council. Upon receipt by the Treasurer of any funds from the State Treasurer or any other source, the Treasurer shall cause the same to be deposited in the name of the Council in such banks or trust companies as the Executive Committee may designate. The Treasurer shall cause accurate books of accounts to be kept which shall always be open to inspection at the Council offices. The Treasurer shall render to the Executive Committee at its regular meetings or whenever the Executive Committee may require it, a brief statement of the financial condition of the Council and the Treasurer shall annually present to the Council a report giving the receipts and disbursements of the preceding fiscal year, and the then financial condition of the Council.

(2) The Treasurer shall give the Council a bond, with a surety company authorized to transact business in the Commonwealth as surety, for the faithful performance of duties in such sum and upon such conditions as the Council may require.

(3) The Treasurer shall perform such other duties as are incident to this office and required by the Council, and shall preside in the absence from the chair of the President, Vice-President and the Secretary.

Article II, Section 10. Executive Director - There shall be an Executive Director whose powers, duties and responsibilities shall be consistent with the provisions of chapter 40B, section 28.

If any office shall become vacant for any reason, the Executive Director, with the approval of the Executive Committee, may appoint, and in a like

manner may remove, such officers on a temporary basis until a successor is elected in accordance with section 5 of this Article.

Article II, Section 11. Staff Signatories - (1) The Council's Officers shall have the authority to determine who shall be authorized to sign Council checks, drafts, or other financial instruments. The Officers may authorize staff to sign singly without limit or they may impose such conditions or limitations as they deem necessary.

(2) Such staff as have been authorized under clause (1) above shall give the Council a bond with a surety company authorized to transact business in the Commonwealth as surety for the faithful performance of their duties in such sum and upon such conditions as the Officers may require.

ARTICLE III –MEETINGS OF THE COUNCIL

Article III, Section 1. Regular Meetings - The Council shall meet three times a year at the call of the President and at such other times as the Council may determine. The annual meeting shall be held in the month of May.

Article III, Section 2. Special Meetings - Special meetings may be called at any time by the President or the Executive Committee. Special meetings shall also be called upon written request by ten (10) or more members of the Council. Business at special meetings shall be limited to the subjects stated in the call for them.

Article III, Section 3. Notice of Meetings - Each member of the Council shall be given at least five (5) days notice of the time, place and proposed agenda for each meeting.

Article III, Section 4. Quorum - One third of the members of the Council shall constitute a quorum at any meeting. In the absence of a quorum, a lesser number can adjourn meetings from time to time.

Article III, Section 5. Voting - Each member present at a meeting shall have one vote. A majority of those present and voting is required for the adoption of any motion or resolution except for the amendment of these bylaws, which is addressed under Article V.

Article III, Section 6. Conduct of Meetings - Except as otherwise required by these bylaws, the rules of order of the Council shall be in accordance with the latest revised edition of Roberts Rules of Order.

ARTICLE IV – EXECUTIVE COMMITTEE

Article IV, Section 1. Regular Meetings - The Executive Committee shall meet monthly, at the call of the Chairman, unless the Executive Committee votes at a prior meeting not to hold the next regular monthly meeting.

Article IV, Section 2. Special Meetings - Special meetings may be called at any time by the Chairman. Special meetings may also be called upon written request therefore by five (5) or more members of the Executive Committee. Business at special meetings shall be limited to the subjects stated in the call for them.

Article IV, Section 3. Notice of Meetings - Each member of the Executive Committee shall be given sufficient notice of the time, place, purpose and proposed agenda for each meeting so as to comply with chapter 30A, sections 18-25 of the Massachusetts General Laws (the “Open Meeting Law”).

Article IV, Section 4. Quorum - The majority of the members of the Executive Committee shall constitute a quorum at any meeting. In the

absence of a quorum, a lesser number can adjourn a meeting from time to time.

Article IV, Section 5. Voting - Each member present at a meeting of the Executive Committee shall have one vote. The duly appointed alternate representative of a municipal member may vote in the absence of such representative. A majority of those present and voting is required for the adoption of any motion or resolution.

Article IV, Section 6. Conduct of Meetings - Except as otherwise required by these bylaws, the rules of order of the Executive Committee shall be in accordance with the latest revised edition of Roberts Rules of Order.

Article IV, Section 7. Election of Executive Committee - The Executive Committee shall be elected in accordance with the provisions of chapter 40B, section 28. At least sixty (60) days prior to the annual meeting, the Secretary shall cause notice to be sent to each representative of the Council announcing the annual election together with a prescribed form for representatives to submit their name or another representative's name to be printed on a tally sheet for election to the Executive Committee. Completed forms must be received at the Council offices at least seven (7) days prior to the annual meeting in order for a representative's name to be printed on a tally sheet. At the annual meeting of the Council, the representatives of the cities, the representatives of the towns, the gubernatorial appointees, and the ex officio members, shall each, respectively, caucus and elect five of their members to serve on the Executive Committee. In the event of a tie vote, the representatives who are present at the caucus shall hold a run-off election. Nothing in this section shall prohibit representatives from being nominated and standing for election at the time their respective caucus is held.

Article IV, Section 8. Vacancies - If any member of the Executive Committee elected consistent with chapter 40B, section 28 can no longer

serve, a replacement shall be elected in the same manner and under the same conditions provided for in section 7 above and said chapter at the next regular meeting of the Council, except that there shall be at least 30 days notice to members of the Council of vacancies on the Executive Committee. The Secretary shall cause immediate notice to be sent to each representative of the Council that a vacancy exists in either or any combination of groups; city, town, ex-officio, or gubernatorial. Those members that represent the group(s) for which the vacancy(ies) exists shall be sent a form prescribed by the Council to submit their names to be printed on a tally sheet to fill said vacancy(ies). Said form must be received at the Council offices at least seven (7) days prior to the meeting at which an election to fill a vacancy is to be held in order for a representative to be qualified to stand for election in the appropriate caucus. At least ten (10) days prior to the meeting at which an election to fill a vacancy takes place, the Secretary shall cause a notice to be sent to all Council representatives listing the qualified candidate(s). Such replacement(s) shall complete the unexpired term(s) of the person(s) succeeded.

Article IV, Section 9. Past Presidents - The immediate Past President, if a Council member, shall serve on the Executive Committee with full voting rights so long as he or she shall remain the immediate Past President. Other Past Presidents may serve on the Executive Committee as non-voting members and shall not be counted as members of the Executive Committee for the purpose of a quorum as stated in Article IV Section 4. However, this section does not prohibit any Past President, elected in accordance with the provisions of chapter 40B, section 28 from serving as an Executive Committee member with full voting and quorum rights.

ARTICLE V – AMENDMENTS

These bylaws may be amended at any regular meeting of the Council or at any special meeting of the Council called by the President in accordance

with these bylaws for the specific purpose of amending these bylaws. The President shall provide, via first class mail or electronic mail, each member of the Council a copy of the proposed amendment to the bylaws at least ten (10) days prior to the date of the meeting. Amendment of these bylaws shall require a two-thirds (2/3) vote of the Council members present and voting, but in no event less than one-third (1/3) of the members of the Council.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Council shall be from July 1 to June 30, or such other period as the Executive Committee may determine.

ARTICLE VII – NOTICE AND WRITTEN REQUESTS

Notice in these bylaws shall mean written notice and may be provided by first class mail or electronic mail, provided that a member may choose to receive notice only by first class mail by providing written notifications of such choice to the Executive Director.

Written requests in these bylaws may be provided by first class mail or electronic mail.

ADOPTED: November 18, 1970

AMENDED: October 16, 1980

AMENDED: May 27, 1981

AMENDED: February 16, 1984

AMENDED: October 24, 2001

AMENDED: May 28, 2003

AMENDED: May 23, 2007

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