



**BYLAWS
OF
MINNESOTA COUNTY ENGINEERS ASSOCIATION**

**Approved January 21, 2000
Updated January 25, 2008
Amended and Restated January 25, 2013
Amended January 23, 2015
Amended January 19, 2022**

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AMENDED AND RESTATED
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This instrument constitutes the Bylaws of the Minnesota County Engineers Association, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE 1
CORPORATE SEAL

1.1 The corporation shall not have a seal.

ARTICLE 2
MEMBERS

2.1 The Membership of the corporation shall consist of four classes of Members. The four classes of Members and their voting rights and other rights to participate in this corporation are as follows:

2.1.1 Full Member. Any person serving as a county engineer in any county within the State of Minnesota and whose appointment had been properly and legally made may be admitted as a Full Member of this organization. Full Member membership shall be granted upon satisfactory completion of an application form and as approved by the Board of Directors. A Full Member shall have voting rights and other decision-making authority and the right to hold office, and shall pay in full the annual dues as set forth herein and other assessments as may be authorized.

2.1.2 Associate Member. Any person who is employed by a county of Minnesota and works for or supervises the appointed county engineer, and who is a licensed professional engineer in the State of Minnesota may be admitted as an Associate Member of this organization. Associate Member membership shall be granted upon satisfactory completion of an application form and as approved by the Board of Directors. An Associate Member shall have no voting rights except in the absence of the county highway engineer to whom the Associate Member works for or supervises and may not hold office but shall enjoy the privilege of expression and attendance of all meetings and events, and shall pay in full the dues as set forth herein and other assessments as may be authorized.

2.1.3 Life Member. Any person who has been an Associate Member or equivalent, Full Member or combination of Associate and Full Member for a minimum of 20 years of this organization in good standing, and upon leaving county engineering shall be known as a Life Member of this organization. Life Member membership shall be granted upon approval of the Board of Directors. A Life Member shall have no voting rights or other decision-making authority but shall have all rights, privileges and honor of expression, counsel and advise, and shall not be required to pay the usual dues and assessments.

2.1.4 Ex-officio Member. Limited individuals, including AMC Transportation Policy Analyst(s) and Minnesota Department of Transportation State Aid Director(s) may be considered for membership as an Ex-officio Member of this organization. Ex-officio Member membership shall be granted only upon approval by the Board of Directors. An Ex-officio Member shall have no voting rights or other decision-making authority, but shall have all rights, privileges, and honor of expression, and shall not be required to pay the usual dues and assessments.

2.2 Termination of membership shall automatically occur when a Member no longer fulfills the criteria of Article II of these Bylaws, or by the failure to remain current in the payment of all dues and assessments, or by two-thirds (2/3) vote of the membership present at a meeting for cause.

2.3 Dues and assessments:

2.3.1 Annual dues for Full and Associate Members shall be established at the Annual Meeting by the Full Member membership for the next year.

2.3.2 Dues shall be payable at the beginning of the year and are considered past due after March 1.

2.3.3 Assessments may be made upon the membership for any purpose and in any amount by a majority vote of the Full Member membership at an "Annual Meeting". Such assessments shall be paid as stipulated in the voted authority.

2.3.4 The failure to remain current in the payment of all dues and assessments is grounds for termination of membership.

ARTICLE 3
BOARD OF DIRECTORS

3.1 The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the Members.

3.2 Board of Directors:

3.2.1 The Board of Directors shall be directly responsible for the administration of the business of the organization, and for the planning and implementing the purposes and objectives of the organization.

3.2.2 The Membership of the Board of Directors shall consist of fourteen (14) people and shall include one (1) Full Member from each of the seven (7) rural established Minnesota Department of Transportation districts and two (2) Full Members from the Minnesota Department of Transportation metro division (one from the East Division and one from the West Division), the President, the Vice President, the Secretary, the Treasurer, and the immediate past President. All voting Members of the Board of Directors shall enjoy equal voting rights.

3.2.3 There may be from one (1) to three (3) persons appointed by the President as non-voting Members of the Board of Directors. The non-voting members shall be only those approved as Ex-officio Members.

3.2.4 Full Member representatives from the districts shall hold office for a period of two (2) years and shall be selected by Full Members of their respective districts; selection shall be made on a staggered basis. It is suggested that those representatives from even-numbered districts be selected in even years and those from odd-numbered districts be selected in odd years, Full Members from the Minnesota Department of Transportation East Metro Division be selected in the odd years while the West Metro Division representatives be selected in the even years.

3.2.5 In the event a district representative is unable to attend a meeting or meetings, the district representative shall designate a substitute from the Full Members of that district with full rights to represent that district.

3.2.6 The President shall be the chair of the Board of Directors.

3.3 At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.4 Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

3.5 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken upon written notice of the action sent to all directors and by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the

written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

3.6 The Board of Directors shall have meetings as such places and times as it shall agree upon and as otherwise required.

3.6.1 When time is of the essence for a specific issue the President may call for an email vote of the Board of Directors for that specific issue. Said action or decision shall be communicated to the Membership as soon as practical after the vote.

3.7 A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

3.8 In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of the members of that district.

3.9 Special meetings of the Board of Directors may be called at any time upon request of the President or any four (4) directors, provided that any such requests shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within ten (10) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

3.10 Committees:

3.10.1 The president may appoint such committees as the President deems necessary or as the President may be directed by the Board of Directors. All committees so appointed shall be subject to approval of, and directly responsible to, the Board of Directors.

3.10.2 Any committee duly appointed shall perform the necessary duties assigned to it and shall serve until all assignments are completed, or until the next Annual Meeting, or until dismissed by the Board of Directors.

3.10.3 Nominating Committee: The President shall appoint a Nominating Committee in advance of the Annual Conference with the following duties:

3.10.3.1 To select nominees for each of the offices to be elected.
(Nominees may be recommended to the Nominating Committee.)

3.10.3.2 To submit a slate of candidates as required to the full Membership, in accordance with Article 4, for review and discussions prior to the Annual Conference.

3.10.3.3 To submit a slate of candidates for the National Association of County Engineers (NACE) office or other positions at the request of the President.

3.10.4 Annual Conference Committee: The President shall appoint an Annual Conference Committee composed of five (5) Members one of which shall be the Secretary with the other four (4) Members to serve two-year staggered terms. The Committee shall select its own co-chairs. The Annual Conference Committee shall be responsible for the preparation of the Annual Conference.

3.11 Any director may execute a written waiver of notice of any meeting required to be given by statutes or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

3.12 Whenever under the provisions of these Bylaws notice is required to be given to any member, officer, or director, it shall be construed to require personal notice, but such notice may be given by email transmission, by emailing the written notice to the last known email address of the Member, Officer or Director; by facsimile transmission, by faxing the written notice to the last known facsimile telephone number of the Member, Officer or Director; or in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to the Member, Officer or Director at his or her last known county office address; and such notice shall be deemed to have been given at the time when thus emailed, faxed or mailed.

3.13 Directors shall not be compensated for their duties as directors.

ARTICLE 4 **OFFICERS**

4.1 The offices of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

4.2 Officers and Duties of Officers:

4.2.1 President: The President shall be the chief executive officer of the organization, shall preside at all meetings, and shall be ex-officio Member of all committees.

4.2.2 Vice President: The Vice President shall assist the President and perform the duties of the President in the President's absence.

4.2.3 Secretary: The Secretary shall be responsible for maintaining the administrative records of the organization and related duties as may be assigned or determined by the Board of Directors.

4.2.3 Treasurer: The Treasurer shall be responsible for maintaining the financial records of the organization and related duties as may be assigned or determined by the Board of Directors.

4.3 An officer may resign at any time giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

4.4 A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

4.5 Eligibility For, and Terms of Officers:

4.5.1 Only full members of more than one year and in good standing within the organization shall be eligible to hold office.

4.5.2 Except for the Treasurer, a term of office shall be for one year.

4.5.3 A term of office for the Treasurer shall be three years.

4.5.4 A member may serve two consecutive terms as Treasurer.

4.6 Elections and Appointments:

4.6.1 The election of officers (President, Vice President, Secretary, and Treasurer when the Treasurer's current term of office has been completed), shall be conducted prior to the Annual Meeting.

4.6.2 It shall be the practice to, but not restricted to, consider the succession of the President by the Vice President, and the Vice President by the Secretary. The Treasurer is not included in the order of succession.

4.6.3 Not later than two weeks prior to the annual conference each year a virtual meeting shall be held where a slate of candidates for officers are presented by the Nominating Committee, after which an electronic ranked choice voting link will be sent out to each Full

Member. Additional nominations for any office may be made as a write in candidate in the electronic voting process provided that when such nominees receive a majority of the vote they must accept the office in writing for the write in results to be valid. Said election shall be open a minimum of five calendar days for members to submit a vote. The election results shall be valid only if a majority of the Full Members vote in the election.

4.6.4 If a majority of the Full Members do not vote in the electronic election a vote will be taken at the Annual Meeting. If a quorum is not present at the Annual Meeting, a special meeting may be called within 30 days to elect officers or a vote by paper ballot shall be sent to the voting members. The Nominating Committee shall then produce nominations for no more than two candidates for each office and a final ballot shall be sent to the voting members.

4.6.5 The election of officers shall normally be by electronic vote

4.6.6 Each Full Member, or in the absence of the Full Member an eligible associate member from the same county ~~that is present~~, shall be entitled to one vote.

4.6.7 Fifty (50) percent or more of the votes cast for each office shall elect.

4.6.8 The newly elected officers shall begin their term of office as follows: President – immediately upon announcement and passing of the President’s gavel at the Annual Meeting; Vice President - after the Annual Meeting has adjourned; Secretary – after the Annual Meeting has adjourned; and Treasurer – after the Annual Meeting has adjourned with the expectation that the transfer of the books would take place on earliest available opportunity allowing the past Treasurer time to complete annual dues collection and tax preparation.

4.6.9 The newly elected President shall make the appointment of all committees as soon after his/her election as practicable.

4.6.10 The newly appointed committee shall begin their term upon appointment and conclude it at the conclusion of the Annual Meeting.

ARTICLE 5 **INDEMNIFICATION**

5.1 To the full extent permitted by the Minnesota Non-Profit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member director or officer of the corporation, or he or she was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be

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indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE 6

ANNUAL CONFERENCE, ANNUAL MEETING, SPECIAL MEETINGS

6.1 At least one general meeting of the organization shall be held each year known as the Annual Meeting.

6.2 The time, date and place of the Annual Conference and Annual Meeting shall be determined by the Board of Directors. The Annual Meeting may be held in a virtual format as determined necessary by the Board of Directors.

6.3 At the Annual Meeting, all such matters of the business as relates to the purposes and objectives of the organization, including but not limited to the following, shall be presented and heard with appropriate action taken:

6.3.1 Announcement of successors for directors, and

6.3.2 A report on the activities and financial condition of the organization.

6.4 Special meetings of the membership may be called by the Board of Directors at which business matters may be acted upon provided ten (10) days written notice has been given to the membership.

6.5 Special Meetings: Special meetings of the membership may be called if:

6.5.1 Twenty-Seven (27) Members sign, date, and deliver to the President or Treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

6.5.1.1 Notice: Within thirty (30) days after receipt of a demand for a special meeting from voting members, the board shall cause a special meeting to be called and held on notice no later than sixty (60) days after receipt of the demand at the expense of the corporation. If the board fails to cause a Special Meeting to be called and held as required by this subdivision, a voting member making the demand may call the meeting by giving at least ten

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(10) days written notice before the date of the meeting, but not more than sixty (60) days before the date of the meeting, at the expense of the organization.

6.5.1.2 Time; Place: Special Meetings of Members may be held in or out of this state at the place stated in or fixed in accordance with the articles, bylaws, or by the President or the board.

6.5.1.3 Notice requirements; business limited: The notice of a Special Meeting must contain a statement of the purposes of the meeting. The notice may also contain other information required by the Articles or Bylaws or considered necessary or desirable by the board or by another person calling the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all of the Members with voting rights have waived notice of the meeting under Minn. Stat. 317A.435.

ARTICLE 7 **RULES OF BUSINESS**

7.1 “Robert’s Rules of Order” shall govern the proceedings of all meetings of the organization and the Board of Directors except when otherwise provided.

7.2 The Board of Directors shall determine the order of the business at the Annual Meeting.

7.3 A quorum to transact business at any Special Meeting or at the Annual Meeting shall be a majority of the Full Member membership.

ARTICLE 8 **ORGANIZATIONAL MEMBERSHIP, AFFILIATION**

8.1 The Minnesota County Engineers Association, in the furtherance of one of its objectives, shall associate itself with the National Association of County Engineers (NACE) as an affiliate of NACE as provided by the NACE Constitution, and the Board of Directors shall take the necessary and appropriate action to maintain this affiliation as long as it serves the purposes and objectives of MCEA.

ARTICLE 9 **AMENDMENT OF BYLAWS**

9.1 Amendments:

9.1.1 Amendments to these Bylaws may be proposed by the Membership.

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9.1.2 A change to these Bylaws may be effected by a two-thirds (2/3) majority vote of full Membership present at an annual meeting or any special meeting.

The above Amended and Restated Bylaws hereby supersede and take the place of any and all previously adopted and/or amended Bylaws.

I hereby certify that the above Amended Bylaws were duly adopted by a two-thirds (2/3) majority of vote of the Membership present at the annual meeting held on January 19, 2022, and the Incorporators of the Corporation on _____.

Secretary