

**BYLAWS OF THE
MINNESOTA ASSOCIATION OF GOVERNMENT COMMUNICATORS, INC.
(MAGC)**

ARTICLE I. NAME AND LOCATION

The name of this association shall be the Minnesota Association of Government Communicators, Inc., hereinafter called MAGC.

The territorial jurisdiction of MAGC shall be within the State of Minnesota.

ARTICLE II. PURPOSE

The principal purpose of MAGC shall be the advancement of communications as an essential professional resource at every level of federal, state and local government. To achieve this purpose, MAGC will, among other things, seek to:

1. Unite those engaged in creating and disseminating information concerning government.
2. Establish and promote high standards of individual professionalism and public service.
3. Develop among government leaders and managers; business, professional, and other groups; and the public an awareness and understanding of the potentials, purposes and functions of professional communicators in fulfilling the public's right and need to be informed about government activities at every level. Basic to this concept is support of the professional communicator as an integral part of the decision- and policy-making process.
4. Establish, promote and sponsor opportunities for exchange of ideas and experiences through public meetings, exhibitions, conferences, workshops and formal courses of instruction.
5. Improve communication within government and between government and the public.
6. Sponsor awards recognizing achievement in providing professionalism among government communicators and in furthering the public's knowledge of government.

ARTICLE III. MEMBERSHIP

Section 1. There shall be four categories of members of MAGC: active, affiliate, student and honorary, each of which shall be subject to and bound by the MAGC Code of Ethics attached hereto as Appendix A and incorporated as if fully stated herein:

- **Active:** An individual currently employed by federal, state or local government or a public school district in a position whose principal duty is in creating or disseminating information or illustrative materials in any medium to communicate with the agency's internal or external publics or who directs or manages these activities.
- **Affiliate:** An individual currently employed by or otherwise actively involved with a non-governmental entity and who is engaged in communication or public relations functions whose professional activities enhance, further or support the objectives of MAGC.
- **Student:** An individual who is currently enrolled at a post-secondary institution of learning and who seeks a career in government communications or public relations.

- **Honorary:** Any individual who, by a majority affirmative vote of the Board of Directors, is determined to have made a significant contribution to the advancement of the objectives of MAGC.

Section 2. Any individual eligible for membership under this Article will be admitted to membership only on the approval of the Board, or committee as may be authorized by resolution by the Board to admit members. An application for membership shall be made to MAGC on a form approved by MAGC Board of Directors. The Board may, from time to time and at its discretion, charge a fee for, and payable with, the application for membership.

Section 3. The right to vote and to hold office in MAGC shall be limited to active members who have been in good standing for a minimum of one year. All other privileges and obligations of membership shall be extended to all categories of members.

Section 4. Membership dues for the calendar year shall be set by MAGC Board of Directors. Dues shall be payable to MAGC Treasurer at the time of application and membership will run January 1 to December 31 of each year. The Board may, from time to time and at its discretion, charge additional fees for programs in furtherance of MAGC's purposes. Such fees may be voluntary or compulsory and may be assessed equally or unequally based on the financial ability of members or categories of membership.

Section 5. Membership shall automatically terminate on the (i) failure to pay Dues or compulsory assessments for more than sixty (60) days after the due date established by the Board, (ii) when membership is issued for a period of time, the expiration of that period, (iii) failure to comply with state or local laws or MAGC Code of Ethics, falsification of a membership application, or for other misconduct which brings discredit to the member, MAGC or the industry; (iv) voluntary withdrawal or resignation of a member, submitted in writing, or failure to renew membership; and (v) death of a member. All rights, privileges and interest of a member in or to the Association shall cease on termination of membership.

Section 6. A member may be suspended, at the discretion of the Board, as a result of the member's violation of any of MAGC's written policies, Code of Ethics or Bylaws; for engaging in conduct prejudicial to the best interests of MAGC; or for the nonpayment of Annual Dues and/or compulsory assessments. Any and all rights of a member in MAGC and in its property cease on the suspension of membership. Suspension of membership does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, Dues, or assessments, or arising from contract or otherwise. Membership may be reinstated at the sole discretion of the Board. The Board shall consider the reason(s) for suspension, the corrective action taken by the member since suspension, and the willingness and likelihood of the member to conduct himself/herself properly in the future.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. MAGC Board of Directors shall control all business and professional activities of MAGC.

Section 2. The authorized number of directors of MAGC shall be not less than 7 and not more than 13. Collectively, the Directors will be known as the “Board of Directors” or “Board.”

Section 3. With the exception of initial Directors, all Directors must be Active members, as defined in Article III, Section 1 hereof, and be in good standing for no less than one (1) year, and whose membership has not been terminated pursuant to Article III, Section 5 nor suspended pursuant to Article III, Section 6 hereof.

Section 4. Directors shall be elected for two (2) years. In odd-numbered years, five Directors shall be elected and in even-numbered years, four directors shall be elected. The term for each director shall begin on January 1. Directors will be elected at each annual Meeting of the Members, or by mail or electronic ballot.

Section 5. Each member of MAGC Board of Directors must be notified personally or by mail or e-mail at least five (5) days prior to any meeting of the Board. A Director may participate in a Board meeting by means of conference telephone or such other means of remote communication which allows Directors participating remotely and Directors physically present at the meeting to interact with each other during the meeting. Participation in a meeting by such means constitutes presence at the meeting. An action required or permitted to be taken at a Board meeting may be taken without a meeting, by written action signed, or consented to by authenticated electronic communications, by all of the Directors.

Section 6. A quorum for all meetings of MAGC Board of Directors shall consist of a majority of the Directors.

Section 7. No elected officer of MAGC shall be entitled to any salary or other compensation for services rendered. The Board of Directors may authorize budgets for an elected or appointed official, including committee chairpersons for expenses incurred in connection with the performance of assigned duties.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS.

Section 1. Nominations for MAGC Directors shall be made by a Nominating Committee or by any member by October 1 by written notice to the Secretary, with assurance that the person or persons being nominated have agreed to such action. The President shall appoint a chairperson, with concurrence of the Board of Directors. The chairperson shall then select the nominating committee, which shall consist of three (3) active members, volunteers and the chairperson. Notice of the appointments shall appear in a letter or other notice issued in the first week of April, along with a notice that qualified members may announce for office individually and may use MAGC’s mailing list for campaign purposes at their own expense. The committee shall publish all nominations in a letter or other notice issued in the first week of October.

Section 2. Voting shall be by written ballot at the annual meeting of members or by mail or electronic ballot, at the discretion of the Board.

Section 3. MAGC Board of Directors shall appoint a tellers committee solely responsible for tallying ballots. Members of the tellers committee shall not serve on any other committee or hold any other office during their term. Members of the tellers committee may not run for office or elections while they are members of the tellers committee. They have a responsibility for tallying. Election results shall be announced at, or prior to, the annual meeting.

Section 4. In event of a tie between two or more candidates, the winner will be determined by random drawing.

ARTICLE V. OFFICERS AND THEIR DUTIES.

Section 1. The Officers of MAGC shall be a President, Vice President, Treasurer, and a Secretary.

Section 2. As soon as practicable following the election of new directors to the Board, the **Board** shall meet and elect, from among the Directors, the following Officers: President, Vice President, Treasurer and Secretary. The terms of these officers will be one year and shall begin on January 1.

Section 3. The President shall be the chief executive officer and shall preside at all meetings of MAGC and its Board of Directors. The President shall report on the status of MAGC's affairs at its meetings and shall be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Vice President shall, in the absence of the President, perform all the duties of the President, and other duties as may be assigned by the President.

Section 4. The Treasurer shall serve as MAGC's fiscal policy officer and shall: have custody of all funds, securities, valuable financial papers and other financial assets of MAGC. Sign all notes, drafts and other orders for disbursement of funds. In the event the Treasurer is unavailable, the President and/or Vice President shall have the signature authority. Provide and maintain full and complete records of all the assets and liabilities of MAGC in accordance with the forms and procedures commonly accepted as good accounting administration. Perform such other duties as customarily apply to the officer of treasurer or as may be directed to perform by the President. Make available to its membership an annual financial report.

Section 5. The Secretary shall keep the minutes of all proceedings of MAGC Board of Directors and other meetings of the general membership. The Secretary shall perform all other duties incident to this office and assigned by the President.

ARTICLE VII. COMMITTEES.

Section 1. There shall be standing committees, responsible to MAGC Board of Directors for such functions as deemed appropriate by the Board. The Board may also create special committees for limited terms. Committees shall perform duties assigned to them by the President.

Section 2. The President shall appoint the chairpersons of all committees, with the concurrence of the Board of Directors.

Section 3. The chairperson of each standing or other committee shall prepare a report outlining committee for the term of office and shall submit in writing or give orally such reports to the Board of Directors at least thirty (30) days prior to MAGC's annual meeting.

ARTICLE VIII. VACANCIES AND REMOVAL OF DIRECTORS AND OFFICERS.

Section 1. Any executive officers or director vacancy may be filled for the balance of the unexpired term by nomination and concurrence of the Board of Directors, except that the Vice President shall automatically fill a vacancy in the office of the President until the Board of Directors meets to elect a replacement for the President. Upon a vacancy in any other executive or director office, the Board of Directors shall elect from among themselves a replacement for whatever officer vacancy occurs. The Board of Directors shall then elect a replacement for the officer who was selected to fill the vacancy.

Section 2. Written petitions signed by at least twenty percent (20%) of MAGC members for removal of a Director or Officer must be submitted to MAGC Secretary. If MAGC Board of Directors, by a majority of those present for voting, vote to accept the petition for consideration, the Director or Officer named in the petition will be granted an open hearing before the Board on the proposed removal. Following this hearing, a two-thirds (2/3) vote of MAGC Board of Directors is required to remove the Director or Officer. The Director or Officer named in the petition is not eligible to vote on the petition for removal.

Section 3. All Directors are required to be current on annual membership dues by March 31 of each year they serve. Any Director not in good standing after that time will be removed **automatically**, and a replacement will be appointed.

Section 4. In the event that a Director is absent from three (3) consecutive Board meetings, whether regular or special, or who fails to attend at least 75% of the scheduled meetings in any calendar year, whether regular or special, shall be deemed to have resigned as a **Director**.

Section 5: Should a mid-term vacancy occur on the board, the board may, at its discretion, fill the vacancy until the next scheduled election.

ARTICLE IX. MEETINGS.

Section 1. There shall be an annual meeting of MAGC members in the last quarter of the calendar year at a time and place to be fixed by the Board of Directors for the purpose of reporting on MAGC's activities during the calendar year and transacting other business. Written notice of the annual meeting shall be given by the Secretary to all members of MAGC at least thirty (30) days prior to such meeting. The annual meeting will typically be held during MAGC Fall Conference.

Section 2. Special meetings of MAGC may be held upon call of the Board of Directors or by petition of twenty-five percent (25%) of the Active Members. Written notice of any special meeting shall be given by the Secretary to all MAGC members at least five (5) days prior to such meetings. A special meeting may act only on the matters for which the meeting was called.

ARTICLE X. AMENDMENTS.

Section 1. Amendments or changes to these bylaws may be proposed by a simple majority vote of MAGC Board of Directors or by written petition of twenty-five percent (25%) of the active members of MAGC. Notice of the proposed changes shall be published thirty (30) days prior to issuance of a ballot. Ratification shall require a two-third (2/3) affirmative vote by active members voting at an annual meeting or by written or electronic ballot.

ARTICLE XI. DISSOLUTION.

Section 1. Upon dissolution of MAGC, all assets remaining after payment of liabilities shall be turned over to an appropriate charity or professional association as determined by MAGC Board.

ARTICLE XII. MISCELLANEOUS.

Section 1. Loans to Directors or Officers are prohibited.

Section 1. All meetings shall be conducted according to the Roberts Rules of Order, Revised, unless otherwise specified.

Section 2. These bylaws are adopted by the membership through ballot cast by the published deadline of October 21, 2011.

Section 3. This is a true and complete copy. Upon ratification, these bylaws become effective October 27, 2011.

Section 4. These bylaws have been proposed for amendment during 2011, and, by procedures established, will be submitted for membership approval, with amendments to the bylaws adopted on October 27, 2011, and those unamended portions, taking effect October 27, 2011.

Dated: October 11, 2011

Jason Egerstrom
Secretary