



# ASSOCIATION CONSTITUTION AND BY-LAWS

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# **Municipal Treasurers' Association of Wisconsin Constitution and By-Laws**

## **ARTICLE I - IDENTITY OF THE ORGANIZATION**

The name of this organization shall be:

**MUNICIPAL TREASURERS' ASSOCIATION OF WISCONSIN INC. (MTAW)**

an organization exempt under 501 (c) (3).

## **ARTICLE II - PURPOSES**

The broad objectives of the association shall be to advance the general and professional interests of all its members and the municipalities they represent. Within the broad objectives the association has as its purpose:

- To obtain higher standards of efficiency.
- To promote service and improve relations with allied institutions.
- To promote friendly and fraternal feelings among the members.
- To provide an instrument for concerted expression of viewpoint and to facilitate communications between all members.

## **ARTICLE III – MISSION STATEMENT**

To promote the profession of Municipal Treasurers in the State of Wisconsin by providing quality education, continual professional development, mutual support, professional recognition, and to support professional conduct and integrity within the field of municipal finance.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1. Active Membership.**

Active membership shall be extended to the elected or appointed municipal treasurer, deputy or assistant treasurer, or other municipal officer or employees charged with the performance or supervision of treasury responsibilities. Municipality includes city, village, town or county within the State of Wisconsin.

### **Section 2. Associate Membership.**

Associate membership shall be available to organizations associated with or closely related to the interests of the treasurer's office. Associate members have the option of a per person associates fee or corporate fee.

### **Section 3. Life Membership.**

Life membership shall be extended to those members after their retirement, who are nominated by an Active Member and approval by a majority vote of the Board of Directors.

### **Section 4. Treasurers at Heart**

Treasurers at Heart shall be available to those former, retired, and/or transitional active members who have been in the Association for five or more years, and who remain interested in the association.

### **Section 5. Honorary Members.**

Honorary members shall be extended to those Associate Members who are nominated by an Active Member and approved by a majority vote of the Board of Directors.

### **Section 6. Classification of Members.**

The Board of Directors shall have the power to determine classification of any member and reject any application for membership.

## **ARTICLE V - VOTING RIGHTS**

Every municipality and county shall have one vote regardless of size or number of active members. Associate, Honorary, Treasurer at Heart, and Life members have no voting rights. Voting by proxy or absentee ballot is not permitted, and the right to vote can only be exercised by an active paid member, at the time the vote is held.

## **ARTICLE VI - MEMBERSHIP DUES**

Annual membership dues shall be determined by the Board of Directors at their annual meeting.

The annual nonrefundable dues for each member of the Association are outlined in the Officers and Committee Manual

## **ARTICLE VII - ELECTED OFFICERS**

### **Section 1. General.**

The elected officers of this Association shall be a President, President-Elect, Vice-President, Treasurer and Secretary. At each Annual Meeting, the President-Elect shall assume the Presidency; the Vice-President shall assume the President-Elect and there shall be elected by the membership a Vice-President, Treasurer, Deputy Treasurer, Secretary and District Directors.

### **Section 2. Qualifications.**

No person shall be elected to office or continue to hold effective office unless he/she is designated as an active member as defined in Article IV, Section 1 of the By-Laws. See the Officers and Committee Manual for other qualifications.

### **Section 3. Term of Office.**

Each elected officer shall take office at the Annual Meeting and shall serve for a term of:  
One year - President, President-Elect, Vice-President, and District Director.  
Two year – Secretary, Treasurer, and Deputy Treasurer.

#### **Section 4. Elected Officer Vacancy.**

Whenever a vacancy shall occur in an elected office for other than expiration of term of the incumbent officer, the vacancy shall be filled in the following manner:

- If the vacancy occurs in the office of President, the President-Elect shall assume the office of President and fill both positions.
- If the vacancy occurs in either the position of President-Elect or Vice President, the remaining President-Elect or Vice President shall assume the duties of both offices until the next election.
- If the vacancy occurs in either the position of Secretary, Treasurer, and/or Deputy Treasurer, the President shall appoint an active member to fill the vacancy or vacancies.
- If the vacancy occurs in the office of district director, the President shall appoint an active member from the district to fill the vacancy.

### **ARTICLE VIII - DUTIES OF ELECTED OFFICERS**

#### **Section 1. President.**

The President shall preside at meetings of the membership and the Board of Directors, and perform all the duties usually performed by Presidents of like organizations. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 2. President-Elect.**

The President-Elect shall perform all of the duties in the absence or disability of the President. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 3. Vice President.**

The Vice President shall perform all the duties of the President-Elect in the absence or disability of the President-Elect. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 4. Secretary.**

The Secretary shall make or cause to be made a record of the proceedings at regular meetings of the association and at all meetings of the Board of Directors. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 5. Treasurer.**

The Treasurer shall maintain the financial records of MTAW. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 6. Deputy Treasurer.**

The Deputy Treasurer shall perform all the duties of the Treasurer in the absence or disability of the Treasurer. See the Officers and Committee Manual for a complete list of responsibilities.

#### **Section 7. District Directors.**

The district directors shall be responsible for organizing and conducting meetings of the members within their assigned districts. See the Officers and Committee Manual for a complete list of responsibilities.

## **ARTICLE IX - APPOINTED OFFICERS**

### **Section 1. Designation of Appointed Officers.**

The president, subject to the approval by the Board of Directors, shall appoint the following positions of the association:

- Executive Secretary
- Up to three (3) Directors-at-Large, whom are Past Presidents

### **Section 2. Executive Secretary.**

The Executive Secretary shall be approved by the Board and shall carry out assignments communicated by the President. The Executive Secretary shall be an ex-officio member of the Board of Directors without vote.

The Executive Secretary is hereby authorized to handle funds on behalf of the Association. The Association shall establish one or more accounts in depository institutions mutually agreed upon by the Association and Executive Secretary. The Executive Secretary shall deposit all monies received for the Association's account into such accounts. The following persons shall be sole signatories on all accounts of the Association: All officers of the Association.

The Executive Secretary shall have authority to negotiate and enter into agreements for the purchase of goods and services reasonably necessary to and in the ordinary course of Association's business, provided that such agreements are consistent with the Association's approved budget. Executive Secretary shall not purchase any goods or services for the Association from any entity related to Executive Secretary without first disclosing to the Association the fact and nature of such relationship.

### **Section 3. Director-at-Large**

Duties of the Director-at-Large shall be as assigned by the President on an annual basis and shall be voting members of the Board of Directors. See the Officers and Committee Manual for a complete list of responsibilities.

## **ARTICLE X - BOARD OF DIRECTORS**

### **Section 1. Membership.**

The Board of Directors shall consist of the Immediate Past President, the elected and appointed officers of the association.

The Past President shall assist the President with duties as requested and serve as MTAW representative on DOR Advisory Committee. See the Officers and Committee Manual for a complete list of responsibilities.

## **Section 2. Regular Meetings.**

Prior to the annual election of officers, the Board of Directors shall meet to determine policy and adopt a budget for the ensuing year. The Board of Directors shall meet to conduct regular business at such other times as the President may direct; provided however that the members of the Board of Directors shall be notified at least ten days in advance of such meetings. The President of MTAW is authorized to conduct discussion and vote upon issues important to MTAW and its members, which may arise between scheduled meetings of the Board of Directors by means of any reliable forms of electronic communication. Any decision made in this manner shall have the same force and effect as if they had been made at a duly constituted regularly scheduled board meeting of the Board of Directors. Such decisions shall be reported by the President at the next scheduled meeting of the Board of Directors and included in the minutes of such meeting.

In accordance with the quorum requirements for meetings of the Board of Directors, a majority of the members of the Board will be required to be present in order for a vote to be binding. Every effort will be made to notify each member of the Board of the pending issue and the voting deadline, which shall be no less than 24 hours after the issue, has been transmitted to the members of the board.

Agenda at regular meetings shall be:

1. Call to order
2. Officers' reports
3. Directors' reports
4. Executive Secretary report
5. Committee reports
6. Unfinished business
7. New business
8. Closed Session
9. Open Session
10. Adjournment

## **Section 3. Special Meetings.**

Upon request of a majority of the elected officers of the association, the President shall call a special meeting of the Board of Directors. In addition, when it is impractical to convene the Board of Directors and circumstances demand that the President act for the association; the President is authorized to do so provided he/she obtains the approval from two of the following officers: President-Elect, Vice President, Secretary or Treasurer.

## **Section 4. Quorum.**

At regular meetings of the Board of Directors, a majority of the elected officers of the Board of Directors shall constitute a quorum.



## **ARTICLE XI – COMMITTEES**

### **Section 1. Standing Committees.**

The President shall appoint the following committees, which are ongoing committees established to advise upon the administrative and organizational affairs of the association, and any other committee established by the MTAW Board.

- Audit
- Constitution and By-Laws
- Education
- Election
- Membership
- Nominations
- Joseph J. Krueger Award

### **Section 2. Special Committees.**

The President may appoint committees as needed to report on various aspects of the organization's objectives rather than the administrative affairs of the association.

## **ARTICLE XII - MEETINGS OF THE ASSOCIATION**

### **Section 1. Annual Meeting.**

The annual meeting shall be held at the Annual Spring Conference at which time the officers and directors shall be elected.

Annual meeting agenda:

1. Call to Order
2. Approval of Minutes of Previous Meeting
3. Treasurer's Report
4. Presentation of Budget for Ensuing Year
5. Presentation of Certifications and/or Re-Certifications
6. Committee Reports
7. Nomination and Election of Officers and Directors
8. Oath of Office of Officers and Directors
9. Unfinished and/or Old Business
10. New Business
11. Closed Session
12. Open Session
13. Adjourn

## **Section 2. District Meetings.**

District Directors shall attempt to conduct a district business meeting bi-annually and report the proceedings to the Board of Directors. See the Officers and Committee Manual for a complete list of District Director's responsibilities.

## **Section 3. Quorum**

At the annual and district meetings, the active members as designated in Article III, Section I, present at the meeting shall constitute a quorum.

## **ARTICLE XIII - FISCAL YEAR**

The fiscal year of the association shall be from May 1<sup>st</sup> to the next succeeding April 30<sup>th</sup> inclusive.

## **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws of the association.

## **ARTICLE XV - DISCLAIMER OF ENDORSEMENTS**

No individual member or group of members representing the association shall have the authority to endorse or recommend any product or service in the name of the association.

## **ARTICLE XVI - AMENDMENTS**

This constitution may be amended by a majority vote of the active members at the annual meeting of the association; provided that notice of such proposed amendments shall be circulated at least ten (10) days in advance of said meeting; and provided such notice shall contain a copy of the amendment to be considered.

## **ARTICLE XVII - EFFECTIVE DATE**

This constitution shall take effect the day following adjournment of the meeting at which they are adopted. Revised and Approved May 2, 2019.