



CONSTITUTION AND BY-LAWS

Revised May 2011

Article I - Name, Power and Location

- Section 1** *The name of the organization shall be Professional Municipal Administrators, herein after referred to as the Association or PMA.*
- Section 2** *The Association shall have and possess exclusive jurisdiction over all the affairs of the Association and may enact articles, rules and regulations for its own management and control.*
- Section 3** *The business office and headquarters of the Association shall be at the location in the Province of Newfoundland and Labrador as approved by the Board of Directors and is currently located at 460 Torbay Road, St. John's.*
- Section 4** *The Seal, impression whereof is stamped on the margin hereof, shall be the corporate seal of the Association.*

Article II - Objects

The objects and purposes for which the Association is constituted are as follows:

- Section 1** *To improve the professional standards and promote the interests of its members in carrying out their respective municipal duties in the Province of Newfoundland and Labrador.*
- Section 2** *To provide and promote formal training and educational facilities for its members, in conjunction with the Municipal Training and Development Corporation (MTDC).*
- Section 3** *To hold conferences and meetings for the discussion of municipal affairs, interests and duties, the reading of papers, and the delivery of lectures, to issue copies of papers, lectures and professional records from time to time to members of the Association, and generally to collect, collate and publish information of service or interest to members of the Association.*
- Section 4** *To ascertain and notify the members of the laws and practices relating to all matters connected with Municipal Administration in the Province of Newfoundland and Labrador.*
- Section 5** *To secure for the members of the Association such definite professional standing as may assist them in the discharge of their duties and to enhance and promote this professional standing.*
- Section 6** *To do all such other lawful things as are incidental or conducive to the attainment of the Association's objects.*
- Section 7** *To foster and stimulate improvements in all aspects of municipal government.*
- Section 8** *To foster a better understanding of all aspects of municipal administration.*
- Section 9** *To work in conjunction with any organization having for its objectives the betterment of municipal government.*
- Section 10** *To create in the general public a greater awareness of the benefits of municipal government.*

Section 11 *To promote job security for all municipal administrators.*

- Section 12**
- a) *In conjunction with the Municipal Training and Development Corporation (MTDC), PMA will prescribe curriculum, and the courses of studies, to be pursued by students, and the subjects upon which students shall be examined, and the prescribing of the nature and extent of practical experience in municipal administration that must be possessed by students and other candidates for certification to use the Association's professional designations.*
 - b) *The appointment of examiners, for the purpose of ascertaining and reporting upon the qualifications of students and other candidates for certification to use the Association's professional designations, and the defining of duties and fixing of the remuneration of the examiners.*
 - c) *The granting of certificates to students, and to other candidates for admissions as members, or signifying the right to use the Association's professional designations.*
 - d) *The regulating and governing of the conduct of members in the practice of their profession, including the suspension or expulsion of any member for misconduct or violation of this Act, the by-laws, or Code of Ethics of the Association.*
 - e) *The fixing of the examination fees to be paid by candidates and the annual fees to be paid by students and members.*

Article III - Membership

Section 1 **MEMBERSHIP CLASSES:** *There shall be six (6) classes of membership - FULL member; ASSOCIATE member; HONOURARY member; RETIRED member, STUDENT member and CORPORATE member.*

Section 2 **FULL MEMBER** - *A FULL Member will be a Town/City Manager, Town/City Clerk, Chief Administrative Officer, or Department Head, as appointed and approved by individual municipal councils, or a person who has broad based senior administrative, management, or executive level duties within a municipality, as approved by the Board under Article III Section 8 and 9. Only FULL members shall be entitled to vote at general and annual meetings and voting privileges will be limited to a maximum of two (2) full members from any municipality.*

ASSOCIATE MEMBER - *An ASSOCIATE member shall be a person who has been admitted to membership in the Association and who is an employee of a municipal corporation who does not qualify as a FULL member.*

FULL MEMBERS & ASSOCIATE Members who have been members of the Association and employed for ten (10), fifteen (15), twenty (20), twenty - five (25), thirty (30), and thirty - five (35) years shall, upon application to the Association, be recognized at the Annual General Meeting.

Section 3 **AFFILIATE MEMBER** - *An AFFILIATE member shall be a person who has been admitted to membership in the Association and who does not qualify as a full member under Section 2 of this Article, but who*

- (1) *is Executive Director of Municipalities Newfoundland and Labrador, and his/her designate; or*
- (2) *is an employee of the Department of Municipal Affairs in the following position: Deputy Minister, Assistant Deputy Minister, Regional Manager, Director or Supervisors; or*
- (3) *has successfully completed the Municipal Administration Program of the Association, or an accredited equivalent program, or the educational program of a Canadian Institute which is recognized by the International Institute of Municipal Clerks; or*
- (4) *are members of accounting, engineering, or other professional firms that perform work on behalf of Municipalities.*

Section 4 HONOURARY MEMBER - An HONOURARY member shall be a person who either:

- (1) *has been an exemplary active member of the Association and has left the field of municipal government; or*
- (2) *through his/her knowledge of municipal government, has assisted the Association in the development and deliverance of training programs or other contributions as deemed noteworthy by the Board of Directors; and*
- (3) *has been recommended for this designation by the Board of Directors and ratified at the Annual General Meeting.*

Section 5 RETIRED MEMBER - A RETIRED member shall be a person who was a member of the Association and retired by reason of reaching retirement age, or retired prematurely for medical reasons or otherwise. This section shall not apply to members who resign from municipal work to take positions in other occupations.

Section 6 STUDENT MEMBER - A STUDENT member shall be a person who does not otherwise qualify for membership under Section 2 or 3 of this Article, and who is enrolled in the Municipal Administration Program sponsored by the Association, or who is enrolled in an accredited equivalent course.

Section 7 CORPORATE MEMBER - A CORPORATE member shall be a member representing the business community in accordance with the regulations, procedures and fees approved on an annual basis by the Board of Directors.

Section 8 CLASSIFICATION OF MEMBERS - There shall be a membership committee consisting of three (3) persons to be appointed from the Board of Directors by the President. Persons may be admitted to membership by resolution of the Board of Directors on the recommendation of the membership committee. Application for membership shall be by form as prescribed by the Board of Directors.

Section 9 REJECTION OF MEMBER - The right to reject any application for membership or the renewal of any membership is hereby reserved to the Board of Directors.

Section 10 ANNUAL MEMBERSHIP FEES - Members of the Association, other than Honorary Members and Retired Members, shall pay such annual fees for each class of member as may be determined by the Board of Directors from time to time and ratified by the members at the next succeeding annual meeting.

Section 11 **DELINQUENT MEMBERSHIP FEES** - All membership fees shall be paid annually in advance of the annual meeting. Any member failing to pay his dues after three (3) months is liable for expulsion from the Association, but such decision is left to the Executive. Should expulsion be effected, a reinstatement fee, double the original fee, may be charged before reinstatement.

Section 12 **SUBSCRIBERS** - A person who is interested in municipal administration but does not qualify as a Member under Article III, Section 2, 3 or 4, may be admitted by the Board of Directors as "subscribers", and shall be entitled, upon payment of a prescribed fee, to receive publications of the Association and to attend the annual meeting as an observer.

Section 13 Only FULL members as defined in Article III, Section 2, shall be entitled to vote at general and annual meetings.

Article IV - Board of Directors

Section 1 **RIGHT TO HOLD OFFICE** - The right to hold office is reserved for FULL members as defined in Article III, Section 2.

Section 2 **DIRECTORS** - There shall be a Board of Directors consisting of:

- | | |
|-----------------------------|----------------------|
| a. President | f. Avalon Director |
| b. Immediate Past President | g. Eastern Director |
| c. Vice-President | h. Central Director |
| d. Secretary (if required) | i. Western Director |
| e. Treasurer | j. Northern Director |

The duties/responsibilities of the Board of Directors shall be as outlined in PMA's By-Laws.

The Immediate Past President shall be a Director by virtue of his/her office for a one (1) year period and all other members of the Board of Directors shall be elected for a two (2) year term at the Annual General Meeting of the members of PMA, or until their successors shall have been duly elected.

The Board of Directors shall be elected as follows:

- a) The President, Vice-President, Secretary (if required) and Treasurer shall be elected at large by voting delegates of PMA at the Annual General Meeting.
- b) The Avalon, Eastern, Central, Western, and Northern Directors shall be elected by the voting delegates from municipalities within their respective regions at the Annual General Meeting. When vacancies occur for Regional Directors after the Annual General Meeting, positions on the Board will be filled by way of a mail in ballot for that region.
- c) Where the Association employs the services of an Executive Director, the position of Secretary will not be elected, as outlined, and the duties and responsibilities of the Secretary will be performed by the Executive Director; however, such position will not be a voting position on the Board of Directors. In

the event that the position becomes vacant during the year, the Board of Directors will appoint an existing member of the Board of Directors to carry out the duties of Secretary for the duration of the year, with the position of Secretary being filled at the next Annual General Meeting.

The election of the Board of Directors shall be by ballot. The Directors shall be elected by FULL Members from within their own regions and the President, Vice-President, Treasurer, and Secretary (if required), shall be elected by FULL Members in attendance at the Annual General Meeting.

Section 3 VACANCIES

- (1) *Where a Regional Director's seat becomes vacant on the Board of Directors between the annual meetings of the Association, the remaining members of the Board of Directors may, by resolution, appoint a qualified FULL member from the Region to fill the vacancy until the next annual election.*
- (2) *Provided further, if the office of President becomes vacant between annual meetings, because of death, resignation, or disqualification of the incumbent, the Vice-President shall automatically become the President to serve until the next annual election.*
- (3) *Provided further, that if the office of Vice-President becomes vacant due to death, resignation, disqualification, or assumption of office as President pursuant to paragraph 2 of this Section, the remaining members of the Board of Directors shall elect one of its members to serve as Vice-President until the next annual election.*
- (4) *Provided further, that in the event of simultaneous vacancies in the offices of President and Vice-President, the immediate Past President, who is a member, shall become Acting President to serve until the next annual election. In the case that no immediate Past President exists, then the Board of Directors shall elect one of its members.*
- (5) *For the purpose of declaring vacancies, any member of the Board of Directors missing two (2) meetings without informing the President in writing, with a reasonable excuse, shall have his/her position declared vacant by the Board, and the Board shall call for nominations to fill the position and use the mail in ballot process if not within 60 days of the Annual General meeting.*

Section 4 *QUORUM - For the purpose of transacting official business, a quorum of the Board of Directors shall consist of a majority of the total number of the members of the Board of Directors that may be elected.*

Section 5 *The Board may engage an Executive Director, and may authorize the employment of such a person as it may deem necessary to carry out the administration of the affairs of the Association.*

Section 6 *Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by the authorized parties designated for the purpose of the Executive from time to time, and the Executive Director shall affix the Seal of the Association to such instruments as require the same and which have been duly signed. In the absence of a Executive Director, the Secretary would affix the Seal of the Association as required.*

Section 7 *The Board may, after a hearing by the Board, dismiss for just cause by a two-thirds majority vote, any employee of the Association.*

Section 8 *No member of a municipal council shall be a member of the board of directors or employed by the Association.*

Article V - Meetings

Section 1 *The Board of Directors shall meet as often as necessary and at least four times per annum.*

Section 2 **QUORUM** - *For the purpose of transacting official business, a quorum of the Board of Directors shall consist of a majority of the total number of the members of the Board of Directors that may be elected.*

Section 3 *Special meetings of the Board of Directors shall be held at the call of the President, or as written or faxed request of any five (5) members of the Board.*

Section 4 **NOTICE OF MEETING** - *At least five days' notice of the time, place, and purpose of all special meetings of the Board of Directors shall be given to each member of the Board by the Executive Director or Secretary. Such notice may be given in person, by telephone, mail, telegram, fax, or email and sent to the member's last known address.*

Section 5 *Prior to regular meetings of the Board of Directors, the Executive Director or Secretary shall provide all members with a copy of the minutes of the previous meeting, an agenda, and copies of correspondence/written reports to be discussed.*

Section 6 *Each Committee Chairperson/member shall prepare a written report for circulation to all Board members at the meeting.*

Article VI - Allowances

Section 1 *An allowance sufficient to provide for accommodations and meals, at a per diem rate, to be determined from time to time by the Board of Directors, plus actual travelling expenses, may be paid to any member of the Board, committee member, or any employee of the Association when travelling for the purpose of carrying out the business of the Association. Damage to persons or property incurred to, or by members of the Board, its committees or employees of the Association, shall not be the responsibility of the Association.*

Section 2 *The Association may pay honoraria to any member of the Executive; the persons and amount to be determined from time to time by the Association meeting in convention.*

Article VII - Committee Structure

Section 1 **NOMINATING COMMITTEE** - *shall be composed of full-members as designated by the Board of Directors, and shall submit a report recommending nominations of persons to be elected to the Board of Directors.*

Section 2 *Additional nominations may be made by motion of any two (2) FULL members of the*

Association in attendance at any Annual General Meeting.

Section 3 **ELECTIONS** - *The manner of holding elections, including the forms to be used, the method of voting, and the rules of procedure pertaining thereto, shall be prescribed by the Board of Directors in accordance with Article IX, Section 8.*

Article VIII - Governing Authority

The convention shall be the legitimate source of all authority in the Association.

When the Association is not meeting in Convention, the Board of Directors shall be the governing body of the Association.

Article IX - Annual Meeting

Section 1 **ANNUAL MEETING** - *The annual meeting of the members of the Association shall be held at a time and place designated by the Board of Directors. At least sixty (60) days' notice shall be given in writing to the membership of such dates and places as may be designated for holding the annual meeting.*

Section 2 *There shall be an annual Convention and general meeting of the Association which shall be a meeting of the members.*

Section 3 *The annual Convention shall be held not later than June 30th of each year.*

Section 4 *Fifty-one percent (51%) of the voting members registered for the annual Convention shall constitute a quorum at Convention or general meetings, and no business shall be transacted at a Convention or general meeting unless a quorum is present.*

Section 5 *Members of the Association shall bring matters before a Convention for consideration by means of resolution submitted to the Executive at least sixty (60) days prior to the date of the annual meeting. Notice of such petition or resolution shall be mailed to all members not less than thirty (30) days prior to the annual meeting at which time such petitions or resolutions will be voted on. Resolutions will be considered from the floor only if an adequate number of copies are provided for the registered members and the membership votes and considers it an emergency at the time of the annual general meeting.*

Section 6 *The Executive may submit its own resolutions to a Convention.*

Section 7 *At the general meeting or special general meeting of the Association, unless otherwise required by Constitution, all questions shall be decided by a majority vote cast by voting members registered. All voting shall be by show of card obtained at registration (voting members' cards shall be distinguishable by colour or some other recognizable means). The election of Executive members shall be by secret ballot. In the event of a tie vote, a second ballot will be cast, and if this results in a tie, then the selection of the successful candidate will be determined by a random draw.*

Section 8 **BOARD OF DIRECTORS' MEETING** - *The Board of Directors shall hold a meeting immediately following the annual meeting of the members.*

Section 9 *No error or omission in the content of any notice calling a Convention shall affect the*

status of such Convention or invalidate anything done or passed there at.

- Section 10** *The President of the Association, upon the request of at least thirty percent (30%) of the membership of the Association, shall convene a special Convention of the Association at any time, provided thirty (30) days' prior notice of the date, time, and place of such Convention is given to the membership.*
- Section 11** *At a special Convention of the Association, the only business which may be dealt with shall be that which has been announced in the notice calling the Convention.*
- Section 12** *The President, or in his/her absence, the Vice-President, shall preside at every Convention of the Association, whether special or general provided; however, that in the absence of the President or Vice-President, or upon their refusal or failure to act, another member of the Board of Directors shall preside.*
- Section 13** *Except with the consent of the Chair, no member, who is not a delegate or a member of the Executive, shall speak to, or address the Convention.*
- Section 14** *Only FULL members of the Association in good standing shall be entitled to vote at a Convention.*
- Section 15** *All voting delegates shall be identified prior to commencement of the Annual General Meeting as determined by the Convention Committee.*

Article X - Finances and Administration

- Section 1** *The Board of Directors shall:*
- (1) *be trustees of all funds of the Association and of all other assets of the Association, and shall administer them in accordance with the Constitution of the Association;*
 - (2) *arrange that all funds received by the Association shall, as soon as possible after receipt thereof, be deposited in a registered financial institution in the Province of Newfoundland and Labrador to the credit of the Association;*
 - (3) *arrange that all bonds and other securities which are the property of the Association shall be kept in a safety deposit box in a registered financial institution to be released only on the signature and personal appearance of the Treasurer or the President, together with one other member of the Board of Directors;*
 - (4) *arrange that the report of the annual audit of books, and accounts of the Association, be presented to the annual Convention of the Association which immediately follows the audit;*
 - (5) *appoint signing officers for withdrawal of funds of the Association, and see that all officers and employees handling money are bonded.*
- Section 2** ***INCURRING DEBT*** - *The Board of Directors shall not incur any debt which exceeds twenty-five percent (25%) of the Association's annual revenue for the previous fiscal*

year.

Section 3 SURETY BONDS - *The Treasurer, or any other officer of the Association who may be designated by the Board of Directors, shall furnish a bond in such amount and with such sureties as the Board of Directors shall approve. The cost of such bonds shall be paid by the Association and they shall be kept as per Article X, Section (3).*

Section 4 FISCAL YEAR - *The fiscal year of the Association shall be from January 1st to December 31st.*

Section 5 AUDIT

(1) *There shall be an annual audit of the accounts of the Association by a qualified auditor appointed by the Board of Directors, annually and who shall not be a member of the Board of Directors.*

(2) *The remuneration, if any, of the auditor or auditors shall be approved by the Directors.*

(3) *The report of the auditor or auditors to the members shall be presented at the annual meeting and shall be open to inspection by any member.*

(4) *The auditor or auditors shall be given notice of any annual or special general meeting of the members in the same manner in which members of the Association are given notice and shall have the right to attend, at their own expense, any annual meeting or any special general meeting of the members at which any financial statement of the Association is to be discussed, for the purpose of explaining the statement or any part thereof.*

Section 6 INTERIM ACTION - *Any action, by-law or resolution, which might have been adopted by the Board of Directors, shall be valid if written memorandum of such action, by-law or resolution is served by the Executive Director or Secretary, at the direction of the President, upon all persons entitled to vote thereon, and approved in writing by a quorum of the Board of Directors. For this purpose, mailing such memorandum to the last known address of the member shall be deemed sufficient service.*

Section 7 REGIONAL MEETINGS - *In order to extend the education and professional activities of the Association, the formation of Regional meetings shall be encouraged and authorized.*

Section 8 CORPORATE SEAL - *The Seal of the Association shall be in the form impressed on the margin thereof.*

Contracts, documents, or any instruments in writing, which are required to be under Seal, shall be signed by the President, Vice-President, and the Executive Director or Secretary, or other Directors as the Board of Directors may by resolution prescribe, together with an impression of the Corporate Seal.

Article XI - Committees

Section 1 STANDING COMMITTEES

- (1) At their first meeting, the Board of Directors shall determine the number of Standing Committees they deem necessary to conduct the affairs of the Association in an efficient and cost-effective manner.
- (2) Standing Committees shall consist of three (3) persons to be appointed from the Board of Directors by the President.
- (3) The President is an ex-official member of all committees.

Section 2 SPECIAL COMMITTEES

- (1) The Board of Directors may from time to time determine such committees as they deem desirable, composed of members of the Association or of members and other persons.
- (2) A majority of the members shall constitute a quorum at a meeting of a committee.

Section 3 COMMITTEES OF THE ASSOCIATION - shall continue in office until disbanded by the Executive or until their successors are selected.

Section 4 Committees shall be responsible in all respects to the Executive, and shall submit annual reports of their activities and such recommendations as they see fit to make to the Executive, or as the Executive requires. Committees should have only an advisory role unless duly delegated authority has been approved by a majority decision of the Board of Directors.

Article XII - Professional Designation

PMA, in conjunction with the Department of Municipal Affairs, will work diligently towards Professional Designation.

Article XIII - Code of Ethics

Section 1 All members must subscribe to the code of ethics adopted by the Board of Directors.

Article XIV - Discipline

Section 1 The standing committee of Membership shall receive, investigate, and refer complaints regarding breaches of professional ethics, professional misconduct, or the Constitution and By-Laws of the Association, with the recommendations to the Board of Directors.

Section 2 Any disciplinary action taken by the Board of Directors may be appealed to the Annual General Meeting, where both representatives of the Board of Directors and the member being disciplined shall have equal opportunity to present their cases. The majority decision of the meeting shall prevail and shall be final.

Section 3 The Board of Directors may take disciplinary action within their jurisdiction including revocation of membership in the Association.

Article XV - Amendments

Section 1 Amendments to the Constitution and by-laws shall come into effect when they have been adopted by a two-thirds (2/3) majority vote by the FULL members of the Association at an annual meeting.

Section 2 Amendments to be made at the annual meeting of the members may be proposed either by resolution of the Board of Directors or by petition of any two (2) FULL members and submitted to the Executive Director or Secretary, not less than sixty (60) days prior to the date of the annual meeting. Notice of such petition or resolution shall be mailed to all members not less than thirty (30) days prior to the annual meeting at which time such proposed amendment or amendments will be voted on. Such time frames may be waived by a majority vote at the annual meeting and amendment or amendments may be voted on.

Section 3 A roster of full voting members shall be made available to all voting members upon request.

Article XVI - Procedures

Section 1 In all matters of procedure arising at any meeting not provided for by law, or by this by-law, the question shall be decided by the President, and in making such a ruling, he/she shall base his/her decision on the Rules, Forms and Forms of Procedure of the Legislative Assembly of Newfoundland and Labrador.

Article XVII - Display of Certificates

Section 1 All members shall display their certificates of professional accreditation or membership in their offices, unless specifically prohibited from doing so by their employers.

Article XVIII - Use of Designation

Section 1 All accredited members shall use their accreditation designation on all correspondence and business cards unless specifically prohibited from doing so by their employers.



Professional Municipal Administrators

CODE OF ETHICS

Having subscribed to the following principles and ethics which he/she affirms will govern his/her personal conduct as a Municipal Administrator, has been registered and admitted as an Active Member of Professional Municipal Administrators.

To uphold constitutional government and the laws of my community;

to so conduct my public and private life as to be an example to my fellow citizens;

to impart to my profession those standards of quality and integrity that the conduct of the affairs of my office shall be above reproach and to merit public confidence in our community;

to be ever mindful of my neutrality and impartiality, rendering equal service to all and to extend the same treatment i wish to receive myself;

to record that which is true and to preserve that which is entrusted to me as if it were my own; and

to strive constantly to improve the administration of the affairs of office consistent with applicable laws and through sound management practices to produce continued progress and so fulfill my responsibilities to my community and others.



Professional Municipal Administrators

**460 Torbay Road
St. John's, NF A1A 5J3
Tel: (709)726-6405
Fax: (709)726-6408
nlama@nlama.ca**

www.nlama.ca