



# **CONSTITUTION AND BY-LAWS**

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## **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.
- Section 5** Interpretation - In this Constitution/By-Laws words importing the singular shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons.

## **Article II - Objectives**

**The objectives 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) years, and every five (5) year increments thereafter 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** - Honorary membership will be considered for those members who are in good standing with the Association and who have made a significant contribution to PMA and the profession of Municipal Administration, subject to the following criteria;

1. A Full Member in good standing prior to retiring or leaving the field of Municipal Administration and was actively involved in PMA for a minimum of six (6) years;
2. Served the Association as a member of the Board of Directors for a minimum of four (4) years;
3. Has displayed outstanding commitment, dedication, and public service and is held in high regard by fellow Municipal Administrators, PMA, and his/her municipality;
4. Is an outstanding example of one who meets the criteria outlined in the PMA's Code of Ethics;
5. Nominated by two (2) members of PMA who are in good standing and who provides the rationale and Bio to support the nomination;
6. Recommended by the Membership Committee and approved by the Board of Directors at a regularly constituted meeting; and
7. More than one may be bestowed in any given year.

**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 Honourary 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 (1) 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 |

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

**(3)** 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.

**(4)** Notwithstanding the language in **Article IV - Board of Directors, Section 1 (1)**, if a member from the northern region is elected to the position of President, Vice-President or Treasurer, that member shall also serve as the Northern Director.

## **Section 2 (1) DIRECTORS**

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 a secret ballot by voting delegates of PMA at the Annual General Meeting. In the event of a tie vote then the selection of the successful candidate will be determined by a random draw by the Executive Director. (Replaces the last part of Article IX - Annual Meeting, Section 7)
- b) The Avalon, Eastern, Central, Western, and Northern Directors shall be elected by a secret ballot by the voting delegates from municipalities within their respective regions at the Annual General Meeting. In the event of a tie vote then the selection of the successful candidate will be determined by a random draw by the Executive Director.
- 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.
- d) For any Board position where only one candidate exists, that candidate shall be acclaimed and shall assume that particular position on the Board. The Board position held by an incumbent who seeks election to any other Board position shall be declared vacant.



- e) Members who are nominated for available board positions may accept the nomination in absentia by meeting the following conditions:
- Provide written notification of their acceptance to the Executive Director before the end of the call for that particular nomination;
  - Letters must be signed by the nominee and witnessed.
  - Faxed or scanned copies of letters are accepted.
  - Notification by e-mail shall not be deemed proper notification and shall not be accepted.
- f) Officers/Executive Committee - The Officers of PMA shall be President, Vice President, Treasurer and the Executive Director who shall hold the office of Secretary. The Executive Director shall not have any voting privileges. There shall be an Executive Committee of the Board consisting of the Officers.
- g) Duties of Officers
- i) President - The President shall be the Chief Executive Officer of PMA. He shall, if present, preside at all annual and special meetings of PMA and shall be Chairperson of the Board of Directors. He shall perform such further duties as are usual and customary to the office of President and the office of Chief Executive Officer.
- ii) Vice-President - During the absence or inability of the President, his duties shall be performed and his powers shall be exercised by the Vice-President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe.
- iii) Treasurer - The Treasurer shall be responsible for the general financial oversight of PMA, and duties shall include:
- oversee and present budgets, accounts and financial statements to the Executive, Board of Directors and membership.
  - Liaise with staff and auditor about financial matters.
  - Ensure that appropriate financial systems, controls, monitoring and reporting are in place.
  - Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies.
  - Ensure compliance with relevant legislation.
  - Present accounts at the AGM
- iv) Executive Director - The main responsibilities of this position are:
- Membership services, including
    - (a) Ascertaining the needs of members.

(b) Designing and undertaking initiatives to maintain membership needs.

(c) Working to keep and develop the membership base.

(d) Responding to member enquiries.

- Research activities, and development and maintenance of a computerized data base of research results
- Organizing Training and professional development workshops and regional meetings.
- Policy and program planning and development in conjunction with the Board of Directors
- Implementation of the policies and objectives as adopted by the Board of Directors and membership
- Represent the Board of Directors when required
- Administration of office, computer systems and activities
- Informing President, Executive Committee and Board of Directors as to the activities of the office and providing consultation as required
- Administration of the budget and financial management activities
- Promotion and marketing of PMA on behalf of the Board of Directors and Membership
- Organization of Annual Convention & Trade Show and Fall Forum
- Other related duties as assigned by the Board of Directors

h) Declaration of Interest - Every director or officer of PMA who is a party to a material contract or a proposed material contract or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with PMA, shall disclose in writing to the Board of Directors or request to have entered in the minutes of meetings of directors, the nature and extent of his interest. All such disclosures shall be made prior to any discussion on the matter and that director shall refrain from voting in respect of the material contract or proposed material contract. This section shall be governed by the intent of the provisions of conflict of interest in the Municipalities Act.

i) Avoidance Standards - A material contract between PMA and one or more of its directors or officers or between PMA and another person of which a director or officer of PMA is a director or officer or in which he has a material interest is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his interest in accordance with Article IV, Section 2h and the contract was approved by the directors or the members and it was reasonable and fair to PMA at the time it was approved.

- j) Protection of Directors and Officers - No director or officer of PMA shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to PMA through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of PMA or for the insufficiency or deficiency of any security in or upon which any of the monies of PMA shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of PMA shall be deposited, or for any loss occasioned by the error of judgement or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on him under any act or statute.
- k) Indemnity of Directors and Officers - PMA shall indemnify the directors or officers of the PMA, former directors or officers of PMA or any person who acts or acted at the PMA's request as a director or officer of a body corporate of which PMA is or was a member or creditor and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of such PMA or body corporate if:
  - (a) he acted honestly and in good faith with a view to the best interest of the PMA; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- l) Other Indemnity - PMA shall also indemnify such directors or officers who have been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of PMA or body corporate against all cost, charges and expenses reasonably incurred by him in respect of such action or proceeding.
- m) Insurance for Directors and Officers - PMA shall purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill.

### **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 general meeting.
- (2) Provided further, if the office of President becomes vacant between annual meetings, the Vice-President shall automatically become the President to serve until the next annual general meeting.
- (3) Provided further, that if the office of Vice-President becomes or , including the 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 general meeting.
- (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 general meeting. 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 suitable reason as determined by the Board, shall have his/her position declared vacant by the Board, and the Board shall fill the vacant position as per Article IV - Board of Directors, Section 3 - Vacancies, (1).
- (6) A leave of absence from the Board of Directors may be granted at the discretion of the Board. All requests for leave of absence shall be forwarded to the Executive Director in writing, outlining the length and reason for such requests.

**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** See Article IV - Board of Directors, Section 4 Quorum.
- 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.

**Section 7** The President, or in his absence the Vice-President, or in the absence of both the President and Vice-President a director chosen by the directors at the meeting shall be the chairperson of any meeting of directors.

**Section 8** Participation by Electronic Means - With the majority consent of the directors, a director may participate in any meeting of directors by means of telephone or other electronic means as to permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting. This section provides the Association with the ability to hold duly constituted teleconference meetings of the Board of Directors.

**Section 9** All members of the Board of Directors are subject to the direction and control of the Board and shall abide by decisions of the Board. The Board of Directors represents the interest of PMA, and does not represent the interest of nor deal with matters that may arise from individual interests'.

**Section 10** Votes to Govern - At all meetings of the Board of Directors, a two-thirds vote of the full complement of Board members is required to adopt any motion that:

- is listed in Robert's Rules of Order Newly Revised as requiring a two-thirds vote;
- involves major financial decisions including but not limited to adoption of or revision to the annual operating budget, and acquisition or disposal of major assets; or
- would have the result of hiring or dismissing the Executive Director.

All other questions shall be decided by a majority of the votes cast on the question.

**Section 11** Parliamentary Authority - The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern PMA in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order which PMA may adopt.

#### **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 Board; the persons and amount to be determined from time to time at the AGM.

#### **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. The purpose of the annual meeting is to hear and receive the financial reports and statements and any other documentation as required to be read and laid before the members at any annual meeting, electing directors, appointing, if necessary, the auditor, and for the transaction of such other business as may properly be brought before the 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 and general meeting 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.
- 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 both the President or Vice-President, or upon their refusal or failure to act, another member of the Board of Directors shall preside. In the



event no member of the Board of Directors are available or willing to act, the Executive Director 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.

**Section 16** The Annual General Meeting may be attended by all members identified in **Article III - Membership, Section 1 Membership Classes**.

#### **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 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 Robert's Rules of Order Newly Revised, 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, NL A1A 5J3**

**Tel: (709)726-6405**

**Fax: (709)726-6408**

**ex.dir@nlama.ca**

**[www.pmanl.ca](http://www.pmanl.ca)**

