



Association of Municipal Administrators, Nova Scotia BY-LAWS

The Association of Municipal Administrators was incorporated on April 14, 1971, under the Nova Scotia Societies Act.

The objective of the Association shall be:

- to improve the quality of administration in municipal government in the Province;
- to promote and advance the professionalism of persons employed in the field of Municipal Administration and Finance in the Province;
- to encourage the interchange of ideas and experience among members;
- to establish and maintain standards of performance for members; and
- to work in cooperation with Service Nova Scotia and Municipal Relations, Dalhousie University College of Continuing Education, the Union of Nova Scotia Municipalities, and other interested organizations to upgrade the quality of service of members through the course of study.

The Association shall be a not-for-profit corporation and no part of its earnings or income shall inure to the benefit of any individual, and no officer, member, or employee of the Association shall receive any monetary profit from the operation thereof, except reasonable compensation for services.

It is the mission of AMANS to be a professional, non-partisan association dedicated to excellence in municipal administration.

Index

Section I	- Interpretation
Section II	- Membership
Section III	- AMANS Regions
Section IV	- Financial and Contractual Matters
Section V	- Board of Directors
Section VI	- Nominations and Elections
Section VII	- Committees
Section VIII	- Professional Designation
Section IX	- Miscellaneous Matters

SECTION I - INTERPRETATION:

1.1 Name: The name of the organization shall be “Association of Municipal Administrators, Nova Scotia” or “AMANS”

1.2 Legislation: When interpreting these by-laws, words and expressions have the same meaning as when used in the Societies Act unless the context otherwise requires.

1.3 Definitions: The following definitions are understood:

- A) Association: Association of Municipal Administrators, Nova Scotia.
- B) Board: Board of Directors of the Association.
- C) Director: A member of the Board of Directors of the Association.
- D) Executive Committee: A committee of the Board of Directors consisting of the President, Vice-President, Secretary-Treasurer, Past-President and Executive Director who serves as a non-voting member.
- E) Regional Members: AMANS members within a particular geographical region.
- F) CMM: A member who has earned the right to use the initials CMM which stands for Certified Municipal Manager.
- G) Notice: To send notice to a member or director for any meeting, the address is the last known physical or electronic address in the Association's register. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending.
- H) Proper Notice: The time and place of the meeting shall be given to each member no less than ten (10) days before the date fixed for the meeting. All notices shall contain the time, place and proposed business of the meeting, including the text of any special resolution or by-law to be considered.
- I) Quorum: A quorum for the transaction of business at any Annual General, Special or Extraordinary meeting shall be 30 voting members in good standing on the preceding September 1st.
- J) UNSM: Union of Nova Scotia Municipalities.
- K) Municipal Manager: A Municipal Manager is a leader and decision maker who has the knowledge and understanding of governmental, political and community systems. A municipal manager is charged with responsibilities that pertain to the administration of Council policies, intergovernmental relations, and delivery of programs that are directly related to the operation and/or delivery of services at the municipal government level.
- L) Association Staff: Any employee of the Association of Municipal Administrators, Nova Scotia
- M) Registrar: Shall be appointed by the Board to maintain the records for Certification and other duties as determined by the Board.
- N) Administrator: A qualified individual to run the operations of the Association.
- O) Majority: 50 percent plus one

P) Special Resolution: a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.4 Headings: The division of these by-laws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not effect the interpretation of the by-laws.

SECTION II – MEMBERSHIP

2.1 **Categories and Conditions of Membership:** The Association has the following categories of membership, the requirements of which are set out in Board policy.

- A. **Full Member:** A Full member shall be a person who has been admitted to membership in the Association, who is employed by, or under contract with, a rural or regional municipality, town or village and is a municipal manager.
- B. **Associate Member:** An Associate Member is a person who does not qualify as a Full member, and is: employed/under contract with, a rural, regional municipality, town or village and has a sponsor letter from a Full Member in good standing; (iii) a person who is employed by the Province of Nova Scotia, an educational institute, quasi-municipal organization or professional municipal association or non-profit sector in a field relative to municipal government, and has a sponsor letter from a Full Member in good standing.
- C. **Member in Transition:** A Member in Transition is a person who meets the requirements for Member in Transition as established by the Board. A Member in Transition will receive all the rights of membership that he/she had prior to applying for “Member in Transition”.
- D. **Corporate Member:** Corporate Member means any organization that satisfies the requirements for Corporate Membership and has paid the dues established by the Board. Open to individuals not employed in municipal administration but who work closely with municipal administrators in the private sector.
- E. **Retired Member:** A Retired Member shall be an individual who is in receipt of a municipal retirement pension or equivalent; and is fully retired from the work force. If following retirement the member, takes on employment either directly or indirectly for a continuous period of more than six months they are no longer qualified as a retired member. Note: To qualify for retired member an individual must have been a member for at least 5 years prior to retirement. If the individual was a member for 15 years or more prior to retirement there is no fee for membership.

- F. **Municipal Unit:** Municipal Unit Member means any municipal unit that has paid the dues established by the Board. A Municipal Unit will be entitled to services established by the AMA Board through a person designated by the municipality.
- G. **Student Member:** A student member is an individual who does not qualify for full or associate membership and is enrolled in and attending a post-secondary institution on a full-time basis.
- H. **Honourary Membership:** Upon approval of the Board of Directors, Honourary Membership may be extended to a person who meets the requirements for Honourary Membership as outlined in the Board Policy. Nominations will be made in accordance with policy developed by the Board.

2.2 **Rights and Benefits of Membership:** Rights and benefits of membership conferred shall include the right (except as mandated in these by-laws) to vote at all duly called meetings, the right to: hold office, be on the Board, represent the Association on internal and external committees, receive notice of member meetings, attend member meetings, speak at member meetings, hold CMM designation, if qualified; and any other rights and privileges given to members in these by-laws.

- A. Full Members enjoy all rights and benefits of the Association.
- B. Associate Members enjoy all rights and benefits of membership except the right to vote at duly called meetings of the Association, to serve on the Board of Directors or to hold a CMM designation.
- C. Members in Transition will continue to receive all rights and benefits attributed to the type of membership held prior to becoming unemployed for the period allowed under these by-laws.
- D. Corporate Members will receive notice of meetings, will receive the member fee for conventions and conferences and will have their company listed on the AMA website. Corporate members do not have the benefit of the AMA Salary Survey, AMA List Serve, and can not represent AMA on outside committees, participate in Discussion Groups on the AMA Website, cannot hold a CMM designation and cannot vote at a duly called meeting of the Association.
- E. Retired Members enjoy all rights and benefits of membership except the right to vote at a duly called meeting of the Association or to serve on the Board.
- F. Student Members enjoy all rights and benefits of membership except the right to vote at a duly called meeting of the Association.
- G. Municipal Unit Members enjoy the benefit of the AMA Salary Survey, AMA List Serve and Discussion Groups but do not have the right to vote at a duly called meeting of the Association or to serve on the Board.
- H. Honourary Members are entitled to vote at members' meetings. Honourary Members cannot serve on the Board.

2.3 **Application:** The Board may establish rules and procedures for membership applications. Every application for membership shall be submitted in the form prescribed by the Board. The Board or its designate must approve all applications for membership. Where it has been designated the Board would review any challenges or appeals on the decision. A decision to refuse admission shall be communicated in writing to the applicant.

2.4 **Obligations of Members:** All members must pay the fees assessed to them to remain members in good standing. All members must comply with any Code of Ethics for the Association. The Code of Ethics sets out the conduct expected by members and may be amended by the Board.

2.5 **Standards:** All members must meet and comply with any Professional Standards established by the Association for their category of membership. The Board may amend Professional Standards.

2.6 **Fees:** Membership fees shall be set by the Board. Members shall pay fees applicable to their category of membership as determined by the Board. The Board may levy other fees for determined purposes and amounts. Voluntary or involuntary withdrawal does not entitle a member to a refund of paid fees, except at the discretion of the Board.

Membership fees shall be due and payable on April 1st of any given year. Any member who is in arrears of fees as of August 31st, in any given year, shall be suspended from membership in the Association, and may be reinstated by the Treasurer upon payment of all monies due to the Association by such member.

2.7 **Transferability of Membership:** Membership is not transferable and automatically terminates on expiry of fee or otherwise in accordance with the by-law. A Municipal Unit may designate a person from the municipality as the representative of the municipality.

2.8 **Resignation of Members:** Members may resign from the Association by providing written notice. The resignation is effective when received by the Board.

2.9 **Suspension and Cancellation:** Where fees are not paid within a time established by the Board and where notice has been sent, membership will be cancelled. A cancelled member may not apply for reinstatement until all fees are paid and any other conditions are fulfilled to the Board's satisfaction.

The Board may suspend or cancel a membership upon receipt of complaint of a breach of the Code of Ethics, Professional Standards or By-laws for the Association. The complaint will be forwarded by the Discipline and Appeals Committee for examination. A member under examination will be given notice of a meeting to address the suspension or cancellation, and the charged member may make a representation at that meeting. Upon recommendation from the Discipline and Appeals Committee the Board may suspend or cancel a membership. The Board will deliver written notice of its ruling to the member and that decision will be final.

Suspension and Cancellation of Affiliate Members: The Board may cancel an affiliate or resource membership if the objectives or activities of their organization conflicts with the objectives of the Association.

2.10 **Re-admission:** A former member may apply for re-admission by submitting a request in the form prescribed by the Board. Normally all fees payable at the time of cancellation, and any new fees assessed by the Board, must be paid in full and any other conditions imposed must be fulfilled to the satisfaction of the Board.

2.11 **Meetings of Members:** There shall be Annual General, Special and Extraordinary Meetings of Members.

A) **Annual General Meeting:** There shall be held at least one Annual General meeting a year.

ii) At the Annual General Meeting the Board shall report to the membership on its activities and shall request the adoption of financial statements for the last fiscal year, provide a recommendation for auditor(s), present a slate of nominees for election to the Board, and address any other business that may properly be brought before the meeting.

B) **Special Meeting:** A Special Meeting may be convened by the Board at any time with proper notice.

C) **Extraordinary Meeting:** An Extraordinary Meeting shall be called by the Board upon receipt of a petition in writing signed by one third of the members eligible to vote and in good standing as at the preceding September. An Extraordinary Meeting shall be held within 30 days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.

The information pertaining to the meeting may be distributed in person, by mail or through electronic means.

D) **Quorum:** If a quorum is not reached there can be no further transactions of business except to set the date of the next meeting. A new meeting must then be called, and proper notice given for the next meeting. If a quorum is not reached at the next meeting, it is recessed and recalled, business is then conducted on the basis that notice has been given and quorum reached

E) **Voting:** Resolutions at an Annual General, Special or Extraordinary Meeting may be passed by majority of the eligible votes cast. In the event of a tie, the motion is lost. At meetings of Members, questions will be decided by a show of hands unless a secret poll is demanded by five voting members.

F) **Proxies:** No member is entitled to vote by proxy on any matter.

SECTION III AMANS REGIONS:

For the purposes of AMANS regional operations, the Province of Nova Scotia is divided into ten geographic areas as follows:

- Antigonish/Guysborough Region
- Cape Breton Region
- Colchester/East Hants Region

- Cumberland Region
- Inverness/Richmond/Victoria Region
- Metro Halifax Region
- Pictou Region
- South Shore Region
- South Western Shore Region
- Valley Region

3.1 Name: The name of an AMA Region shall consist of the words, "Association of Municipal Administrators, Nova Scotia or AMANS", with the geographical area which it represents.

3.2 Establishing and Dissolving: Upon written application to the office of the Association of at least five or more voting members, from at least five separate municipalities in Nova Scotia, the Board may establish AMANS regions with powers to carry out local programs consistent with the mission and goals of the Association. Such application must be submitted in writing to the Board, together with the written approval of each AMA region whose geographical area currently includes the applicable municipalities.

In the event that a Region is dissolved, all rights, title, and interest in that Region and in its property and assets shall revert to the Association.

The Board may combine, divide, or discontinue regions as the need arises.

3.3 Operation of Regions: AMANS regions shall foster the purposes, vision, mission, goals, and Code of Ethics of the Association in a distinct geographic area. The Region shall not engage in activities that are the domain of the Association without permission of the Association Board. The Region shall not engage in activities that contravene or do not support the overall objectives of the Association.

The Board may, by policy, direct the way in which regions shall operate.

3.4 Membership in AMA Regions

Attendance at AMANS Regional meetings shall be restricted to Association members in good standing and Association staff. The region may invite non-members to attend regional meetings and events in accordance with any "Operations of AMANS Regions" policy adopted by the Association's Board.

Each AMANS region may submit written recommendations to the Board of Directors regarding the agenda of an annual general meeting or any other pertinent matters affecting the Association.

Each region is entitled to elect from its members a representative who is a full member of the Association who shall be a Director of the Association. In accordance with By-law section 1.3(H), regional members will be given proper notice of election of regional representatives.

SECTION IV – FINANCIAL AND CONTRACTUAL MATTERS

The Association may use its funds and property for the attainment of its objectives and purposes.

- 4.1 Fiscal Year: The fiscal year of the Association concludes on the 31st day of March.
- 4.2 Annual Membership Fees: The annual membership fees of the Association shall be such an amount as may be determined and prescribed, from time to time, by the Board.
- 4.3 Budget: The Association may not budget for an annual deficit.
- 4.4 Audit: The Association will conduct an audit annually and ensure that at each Annual General Meeting, members appoint two persons to review or an auditor to audit the accounts of the Association. Reviewers or the auditor will hold office until the next Annual General Meeting.
- 4.5 Cheques: All cheques and payment orders issued in the name of the Association shall be signed by two (2) persons authorized by the Board for that purpose. Any one (1) authorized person: may endorse and deposit collections on the Association's account for the credit of the Association, may arrange, settle, balance, and certify the books and accounts between the Association and its bankers and may receive and sign all related documents, in accordance with the signing authority policy.
- 4.6 Deposit of Securities for Safekeeping: The securities of the Association shall be deposited for safekeeping with one or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board. Securities so deposited may be withdrawn upon the written notice made by the Association signed by authorized persons and in a manner determined by the Board.
- 4.7 Property: The Association may acquire and take by purchase, donation, devise, bequest or otherwise, real estate and personal property, and hold, enjoy, sell, exchange, lease, let, improve, and develop the same, and erect and maintain buildings and structures.
- 4.8 Debt: The Board shall not incur any debt for which Association funds are not on hand and available without approval of the general membership.
- 4.9 Execution of other Documents: Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Association, shall be approved by the Board and signed by two officers. The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any stock, bonds, or other securities of the Association.

SECTION V – BOARD OF DIRECTORS

5.1 Powers:

The Board of Directors governs the affairs of the Association and supervises, controls, and directs all its activities. The Board actively pursues the mission and goals of the Association and may adopt rules and regulations for the conduct of its business including:

- A) making contracts, exercising powers, and carrying out actions it is authorized by its objectives to do;
- B) regulating admission of members, requirements of membership, and termination of membership;
- C) governing and regulating the operations, management, and control of the Association and all its activities;
- D) appointing committees as will benefit the Association;
- E) authorizing the spending of funds for any purpose that may tend to advance the knowledge and education of members, improve the standards of practice in municipal administration, or support and encourage public information and interest in the past and present role of municipal administrators in society; interpreting the intent of any by-law, rule, regulation, resolution, or report in connection with the Association and determining any dispute in that regard;
- F) developing and approving the Association budget;
- G) setting fees;
- H) approving wages for Association staff;
- I) without limiting its general responsibility, the Board may delegate its powers and duties to an administrator;
- J) the Board may appoint an Executive Director who shall be charged with the general administration of the affairs of the Association.

5.2 Eligibility:

- A) The right to hold office is reserved for
 - a. Full Members as defined by policy by the Board
 - b. Members in good standing
- B) The UNSM Representative and Student Representative on the Board will be granted Full Members Rights for the duration of their term

5.3 Composition of the Board of Directors : The Board of Directors consists of the executive officers and ten regional directors

- A)** Past President: The Past-President of the Association will serve by virtue of office.
- B)** Regional Directors: Ten Regional Directors one from each designated AMANS Region.
- C)** Student Representative: On the recommendation of a designated Professor/ Instructor from the Dalhousie School of Public Administration a first year student in the Masters of Public Administration Program shall be appointed to the Board. The student representative shall be appointed by the new Board subsequent to the Annual General Meeting. The Student Representative shall serve as a full voting member of the Board for a one (1) year term and shall not be eligible for reappointment to the Board.
- D)** UNSM Representative: A member of UNSM Board of Directors may be appointed by the Association Board on the recommendation of the UNSM Board to serve on the AMANS Board as a full voting member. An alternate may also be appointed to attend meetings in his/her absence.
- E)** Terms/Continuity: Directors take office immediately following the Annual General Meeting at which they are elected and shall hold office until their successors are elected at the next Annual General Meeting. With the exception of the Student Representative, any member of the Board of Directors can be reappointed or re-elected.

5.4 **Officers**

- A)** President: The President shall be Chair of the Board of Directors and preside at all meetings of the Association. He/she shall perform such duties, as may be prescribed for him/her by the Association or Board of Directors.
- B)** Vice-President: The Vice-President fulfills the role of the President in his/her absence, disability or refusal to act.
- C)** Secretary/Treasurer: Ensures that minutes of proceedings at members and directors meetings are entered in the books, ensures proper notice is served to all members and directors and is the custodian of the corporate seal. Ensures that proper accounting records are kept, and that appropriate financial controls and processes are in place.
- D)** Past President: Represents the AMANS on the UNSM, Serves as Chair of the Nominating Committee, Disciplinary Committee and other duties as may be assigned.
- E)** Executive Director: The Board may appoint an Executive Director as an employee of the Association who shall be responsible to the Board for the proper administration of the affairs of the Association in accordance with policies adopted by the Board. The Board shall provide direction on administration, plans, policies and programs of the Association to the Executive

Director. The Board shall establish the level of remuneration to be paid to the Executive Director for carrying out his or her duties as assigned by the Board. The Executive Director reports to the Board.

5.5 Vacancies of the Board:

- A)** President: If the office of President becomes vacant prior to the end of his/her term, the Vice-President shall automatically become the President to serve until the next Annual General Meeting.
- B)** Vice-President: If the office of Vice-President becomes vacant, the remaining members of the Board, so long as a quorum remains in effect, shall elect one of its members to serve as Vice-President until the next Annual General Meeting.
- C)** President and Vice-President. In the event of simultaneous vacancies in the offices of President and Vice President, the Past President who is a member, shall become President to serve until the next Annual General Meeting. If the Past President is unable to fill the interim position then the Board shall appoint a Full Member in good standing as President to serve until the next Annual General Meeting.
- D)** Past President: If the office of the Past-President becomes vacant the preceding Past-President shall fill the position until the next Annual General Meeting. If the Preceding Past-President is unable to serve then the Board may appoint a Full Member to fill the position.
- E)** Regional Directors: Vacancies for Regional Directors may be filled by the AMANS region from which the vacancy occurs provided that he or she is a Full Member in good standing from the area in which the vacancy occurs. The person so appointed shall hold office until the next Annual General Meeting of the Association. If the AMANS region does not put a name forward, the Board can appoint from that region.
- F)** Student Representative: So long as a quorum of Directors remains in office, vacancies for Student Board Member shall be appointed by the Association Board on the recommendation of a designated Professor/Instructor from the Dalhousie School of Public Administration and the person so appointed shall hold office until the next Annual General Meeting of the Association.

5.6 Removal or Resignation:

- A)** Removal: A member of the Board who, without leave of the Board, is absent from three consecutive regular meetings of the Board shall thereby vacate his/her office.
- B)** Resignation: A Director may resign in writing to the President and the resignation is effective when received by the Board.

- C) When a new Executive Officer is Elected : When the President, Vice President, Secretary/Treasurer, and Past President are elected their respective regions shall appoint another representative. The regions from where those individuals came, shall appoint an additional representative to serve as their regional representative on the Board.

5.7 Meetings of the Board:

- A) Frequency of Board Meetings: The Board shall meet at least quarterly at such times and places and using whatever communication methods as the President designates, providing the methods are acceptable to a majority of Directors.
- B) Notice of Board Meetings: Notice of Board meetings shall be given to all Directors at least seven (7) days before the meeting or as needed with the approval of the Board. If the Board sets specific days and times in any months for regular meetings, no notice is required.
- C) Board of Directors Quorum: Majority of Board of Director Members that exists at the time including one (1) member of the Executive Committee shall be present at Board meetings for the valid transaction of business. If a quorum is not reached there can be no further transactions of business except to set the date of the next meeting. A new meeting must then be called and proper notice is given for the next meeting. If a quorum is not reached at the next meeting, it is recessed and recalled. Business is then conducted on the basis that notice is given and quorum achieved.
- D) Voting at Board Meetings: All matters shall be decided by majority of the votes cast except as otherwise required by these by-laws. In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting. Voting rights are standard to all voting members.
- E) Proxies: Proxies are not accepted at Board meetings.
- F) Observers: The President may invite an observer to report on any matter of interest to the Board. An observer will not vote on any matter.

5.8 Indemnification:

- A) Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the Association. The Association does not protect any Director or officer for acts of fraud, dishonesty, or bad faith.
- B) No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an action when

acting as a Director or Officer of the Association, unless the act is fraud, dishonesty, or bad faith.

- C) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

SECTION VI – NOMINATIONS AND ELECTIONS

- 6.1 Nominating Committee: Each year the Board shall appoint a Nominating Committee chaired by the Past President. In addition, the next two preceding Past Presidents who are members in good standing will also serve on the Nominating Committee. In the absence of the Past President, the next Preceding Past President will act as Chair. In those cases where one or any of the above individuals is not available, the Board shall appoint a designate who is a member in good standing and is not seeking election to the Board.
- 6.2 President:
 - A) Biennially, the Nominating Committee will make a call for nominations for the position of President at least 60 days before the Annual General Meeting
 - B) Biennially, at the Annual General Meeting of the Association, there shall be elected a President;
- 6.3 Vice-President and Secretary-Treasurer:
 - A) Annually, the Nominating Committee will make a call for nominations for the positions of, Vice-President and Secretary-Treasurer at least 60 days before the Annual General Meeting.
 - B) Annually, at the Annual General Meeting of the Association, there shall be elected a, Vice-President, and Secretary-Treasurer.
- 6.4 Directors:
 - A) Each of the ten regions shall advise the Nominating Committee of its candidate for Regional Director 30 days prior to the Annual General Meeting.
 - B) All duly nominated candidates shall be included on the slate for election of Directors at the Annual General Meeting. In the event of a full slate, the Board will be acclaimed.
 - C) In the event of more nominees than positions, an election will be held.
 - D) In the event of an incomplete slate, the Nominating Committee at its discretion may accept nominations from the floor by motion of any two Full Members of the Association in attendance at the Annual General Meeting.

- E) Alternately, the Nominating Committee may recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period.
- F) If an election is required at the Annual General Meeting, the Nominating Committee may appoint three (3) scrutineers who are not candidates for election to the Board. The scrutineers will count the votes and report to the membership in accordance with procedures prescribed by the Board.

SECTION VII – COMMITTEES

7.1 Executive Committee: The Executive Committee shall be comprised of the President, Past President, Vice President and Secretary Treasurer. The Executive Director shall serve as advisor and non-voting member of the Board.

A) Authority: Subject to any regulations imposed by the Board between Board meetings, the Executive Committee may exercise all the powers of the Board in the management and direction of the affairs of the Association (except what must by law be performed by the Board). The Executive Committee may operate in any manner that it deems best for the interest of the Association when the Board has not given specific directions.

B) Meetings: Meetings of the Executive Committee may be held at any place and in any manner that suits the agenda. The Executive Committee shall keep minutes of its meetings, including all actions taken by it, and shall submit them as soon as practical to the Board for ratification. Subject to any regulations imposed by the Board, the Executive Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

7.2 Standing Committees: The Board of Directors shall annually appoint the following Standing Committees of the Association: Education Committee, Annual Convention Committee, Certification Equivalency and the Certification Committee. Each of these committees will consist of not less than three members to be appointed by the Board. The Board may direct by policy the way in which standing committees operate which shall include accountability and reporting requirements.

7.3 Special Purpose Committees:
The Board may direct by policy the way in which the special purpose committees operate which shall include accountability and reporting requirements.

Meetings of Committees and Task Forces may be held at any place and in any manner that suits the agenda, subject to approval of the members affected. Committees and Task Forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.

7.4 Disciplinary and Appeals Committee:

The Disciplinary and Appeals Committee shall be composed of Board members who do not sit on the Certification Committee. The Disciplinary and Appeals Committee will rule on all appeals pertaining to both the Certified Municipal Manager Designation and Membership. The Disciplinary and Appeals Committee shall be cognizant of frivolous complaints and shall, at all times, bear in mind the spirit of the Code of Ethics of the Association and observe judicial confidentiality in reviewing all charges of violation. It is not the purpose of the Disciplinary and Appeals Committee to inquire into matters which are more properly considered the affairs of a municipality.

SECTION VIII – PROFESSIONAL DESIGNATION

8.1 Certified Municipal Manager Designation: The Association shall confer the Certified Municipal Manager (CMM) designation upon individuals:

- who comply with the criteria established by the Association
- who is a Municipal Manager as defined in Section I(1.3) k.
- who is a Full Member in good standing
- who comply with the Association's Code of Conduct
- whose application has been approved by the AMA Certification Committee
- who has paid the prescribed fees.

Municipal Government Management Positions may include but are not limited to the following positions (participates as a Member of the Management Team):

- Chief Administrative Officer
- Deputy Chief Administrative Officer
- Municipal or Town Clerk/Treasurer
- Deputy Municipal or Town Clerk/Treasurer
- Municipal, Town or Regional Clerk
- Municipal Manager or Director of a full Department / Service Area (or Coordinator in the absence of Directors)

8.2 Designation Criteria

A) Experience: A person shall meet the experience requirements for certification if, in the opinion of the Certification Committee he/she has:

- had 5 (five) years employment with a municipality or municipalities as a municipal manager.

B) Education: A person shall meet the education requirements for certification if:

- a) he/she holds a National Advanced Certificate in Local Authority Administration (NACLAA Level II);
OR,

- b) in those situations where an individual believes he/she has an equivalent or greater level of education than the criteria set out in a. above, application may be made to the Equivalency Committee which will, after thorough enquiry, determine the level of equivalency (whether full, partial or none at all) which may be granted to the applicant.
- C) Certification: Certification criteria and any changes thereto must be adopted by a majority of the members at an annual, special, or extraordinary meeting in accordance with Section 2.11

8.3 Maintaining CMM Designation

- A) Renewal of CMM: The holder of the profession designation CMM must renew his/her designation every two years. To qualify for renewal a CMM must:
 - collect the required mandatory professional development points as ascribed by the AMANS Board of Directors;
 - submit the mandatory professional development check list outlining qualifying activities for the preceding 24 months to the Registrar 30 days prior to their renewal date;
 - remain a full member in good standing;
 - pay the ascribed renewal fees.
- B) Retired Members: Persons who hold a CMM designation and retire may retain their CMM designation if they:
 - meet the requirements for certification up to the point of retiring
 - pay the biennial fee prescribed by the Board of Directors for Retired CMM Renewal
 - remain a retired member in good standing
 - complete one professional development activity per year
- C) Approval: The Certification Committee will rule on all renewals
- D) Fees: Fees must be paid every two years. If fees are outstanding for more than a period of 60 days from the date of invoicing, the individual's certification will lapse until such time as the prescribed fees are paid. The payment will require a penalty fee prescribed by the Board of Directors.
- E) Application for Inactive Status: A Certified Municipal Manager may, apply to the Certification Committee for inactive status for a period of up to 12 consecutive months. Conditions for inactive status are:
 - CMM becomes inactive in certification practice area due to circumstances
 - beyond his/her control, such as extended medical leave.
 - CMM is between jobs

Inactive Status must be requested in writing within 12 months of the start of the period of inactivity.

The CMM must notify the Registrar within 30 days of a return to active status. A CMM who fails to notify the Registrar of a return to active status and whose anniversary date for mandatory professional development passes will be required to re-apply for certification according to the then current criteria.

The Certification Committee may extend the 12 month period for special circumstance.

The Certification Committee will have the ability to consider certain circumstances on a case by case basis.

8.4 Rights of Holders of CMM Designation: A person who has been granted a CMM Designation:

- shall receive a certificate signifying that they have received the designation CMM.
- shall have the right to use the professional designation “Certified Municipal Manager” and the initials CMM.

8.5 Appeals: If an applicant is not granted a CMM Designation, the Certification Committee will detail the reason(s) why. The applicant once notified will have 90 days to supply any missing information and an opportunity to appear before the Certification Committee to substantiate his/her application. If the Certification Committee still does not grant certification to the applicant, he/she may appeal the decision to the Disciplinary and Appeals Committee.

SECTION IX – MISCELLANEOUS MATTERS

- A)** Winding Up: The Association shall not be voluntarily wound up unless the members at a meeting called for that purpose pass a special resolution. If the Association is wound up, all assets remaining after payment of debts shall be distributed to one or more charitable organizations or special designator such as a trust to be determined by special resolution. Any distribution shall ensure that no direct benefit accrues to any member of the Association.
- B)** Books and Records: The Board shall ensure that all books and records of the Association required under the Societies Act or by-laws are regularly and properly maintained. The following Association records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objectives, By-laws, Minutes of Member Meetings, Register of Members, Register of Directors and Officers, Policies adopted by the Association and Audited Financial Statements.
- C)** Error or omission: No error or omission in giving notice of an Annual, General, Special Directors, or any other meeting will invalidate the meeting or make void its business.
- D)** Procedures at Meetings: At all Annual General, Special or Extraordinary and Directors’ meetings procedural matters not specifically addressed here shall be governed by Roberts Rules of Order (Vol. #10)

- E)** Dispute Resolution: Independent of the Discipline and Appeals Process, the Board may establish a dispute resolution process to assist Director-Director, Member-Board, and member-member relations. The process will be outlined in Board policy.
- F)** Amendment of By-laws: These by-laws may be amended by a special resolution of not less than 30 percent of voting members on the preceding September 1st who are in good standing and who are entitled to vote at any annual, special or extraordinary meeting of the Association, provided that proper notice of any proposed amendment or repeal shall have been sent to all members not less than thirty (30) days prior to such meeting.
- G)** Repeal of Previous By-laws: These by-laws repeal and supersede any previous by-laws of the Association.
- H)** Name Change: The Association may by a special resolution of not less than fifty percent of the voting members as of September 1, change the name of the Association or alter its objectives and purposes, as to restrict or abandon any of its objectives or the locality in which its activities are chiefly carried on.
- I)** Corporate Seal: The Seal that bears the name “Association of Municipal Administrators, Nova Scotia” is the corporate seal of the Association. Custody of the Seal is the responsibility of the Secretary/Treasurer and the Board shall determine its use.

These By-laws have been amended:

November 2, 1976
September 17, 1977
November 4, 1980
October 4, 1983
October 30, 1984
September 27, 1985
October 23, 1986
October 28, 1988
October 6, 1989
October 21, 1993
November 6, 1997
September 1998
September 2001
October 2002
October 18, 2004
September 11, 2008
October 1, 2009
October 10, 2013
June 14, 2018