

CANADIAN ASSOCIATION OF MUNICIPAL ADMINISTRATORS CONSTITUTION AND BY-LAWS

ARTICLE 1 - NAME

The name of this organization will be: Canadian Association of Municipal Administrators - L'Association canadienne des administrateurs municipaux. It shall be incorporated under federal laws as a not-for-profit organization.

ARTICLE 11 - MISSION AND GOALS

Section 1 - Mission

To develop and promote excellence in municipal administration and the role of municipal administrators in order to enhance the quality of municipal government in Canada.

Section 2 - Goals

To develop and promote professionalism and leadership in municipal administration.

To provide services that support and enhance the professional role of the municipal administrator.

To provide a network of members of the Association.

To develop and promote working relationships with organizations whose objectives lie within the realm of municipal government.

To work with the Federation of Canadian Municipalities where requested and available.

ARTICLE III - DEFINITIONS AND INTERPRETATION

Section 1 - Definitions

"Association", 'CAMA', or 'ACAM' means Canadian Association of Municipal Administrators - L'Association canadienne des administrateurs municipaux.

"Association Management Firm" means a firm or municipality contracted by the Association for administrative management services. (rev. AGM '06)

"Members" shall mean all categories of members of the Association.

"Municipal Administration" refers to the administration of a municipal government in Canada.

“Municipal Administrator” means

- (a) a City Manager, Town Manager, Chief Administrative Officer, Commissioner or such position which acts in the chief or head administrative capacity for a Canadian municipality; or
 - (b) a senior management position in the administration of a Canadian municipality which reports directly to a person as described in (a).
- (rev. AGM '98 and AGM '06)

Section 2 – Interpretation

In the By-laws of the Association the singular shall include the plural and the plural shall include the singular. Both the French and English versions of the By-laws are official.

ARTICLE IV - MEMBERSHIP

Section 1 - Application for Membership

Application for membership in the Association shall be addressed in writing to the Membership Chairperson, in such form as the Board of Directors may from time to time prescribe.

The Membership Chairperson may be a member of the Board of Directors, an Executive Director or an Association Management Firm as approved by the Board of Directors from time to time. The Membership Chairperson shall approve those who are clearly qualified for membership and shall refer those not so qualified to the Executive Committee whose decision shall be final and binding.

(rev. AGM '98)

Section 2 - Membership Categories

The categories of membership in the Association shall be:

- (a) A Regular Member employed as a Municipal Administrator or a similar senior management capacity in the administration of a Canadian municipality.
- (b) An Associate Member is not eligible to be a Regular Member though may be:
 - i. Employed in an executive capacity in a national, regional, provincial, or territorial municipal organization dealing with municipal management and administration;
 - ii. A representative of a federal, provincial or local government, agency or commission;
 - iii. Organizations or individuals that provide professional expertise, management consulting or municipal services to municipalities;or

Such other applicants approved by the Membership Chairperson.

(rev. AGM '06)

- (c) An Honoured Member for Life whom the Association wishes to honour in accordance with established criteria; (rev. AGM '99)
- (d) A Retired Member who has been a Regular member for at least ten (10) years and has retired from municipal administration;

Section 3 - Rights, Privileges and Obligations

All categories of members shall have equal rights, privileges and obligations, subject to the following exceptions:

- (a) Regular Members shall have the right to vote and to hold executive office; (rev. AGM '99)
- (b) All other categories of members shall be non-voting;
- (c) A Regular Member who ceases to be employed in a management capacity in the administration of a Canadian municipality may continue to hold regular membership, at no cost, for one additional year;
- (d) Honoured Members for Life shall pay no dues; (rev. AGM '99)

Membership is not transferable.

Section 4 - Resignation

Any member may at any time resign from membership in the Association by serving written notice to that effect upon the President and upon discharging any lawful liability which is standing upon the books of the Association at the time of such notice.

ARTICLE V - DUES AND ASSESSMENTS

Section 1 - Amount of Dues

The annual dues payable by members of the Association shall be those fixed from time to time by resolution of the Board of Directors to be adopted at the Annual General Meeting of the Association.

Section 2 - When Due

The first dues of a member shall be payable upon application and annually thereafter upon receipt of an invoice, except as set forth in Article IV, Section 3 (c) and (d). The pro rata amount of dues payable on an annual basis, if any, will be at the discretion of the Board of Directors. (rev. AGM '98)

Section 3 - Delinquency and Cancellation

A member who fails to pay annual invoiced dues within a period to be established by the Board of Directors shall cease to be a member and shall be so notified by the Association.

ARTICLE VI - SEAL AND CERTIFICATION OF DOCUMENTS

Section 1 - Seal

The seal of the Association shall be in such form as shall be prescribed by the Board of Directors and shall have the words “Canadian Association of Municipal Administrators - L'Association canadienne des administrateurs municipaux” inscribed thereon. The custody of the seal shall be entrusted to the Executive Director, an Association Management Firm or another officer whom the Board of Directors may designate. (rev. AGM '98)

Section 2 - Certification of Documents

The Executive Director, an Association Management Firm or another officer whom the Board of Directors may designate shall have the authority to certify documents. (rev. AGM '98)

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Duties and Responsibilities

The affairs of the Association shall be governed by a Board of Directors which shall supervise, control and direct all activities of the Association, its committees and publications, the disbursement of its funds, and the determination of its policies. The Board shall actively pursue the mission and goals of the Association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which may lawfully be granted.

Section 2 – Composition

The Board of Directors shall be comprised of ten (10) Regular Members who are elected annually by the Membership at the annual meeting of the Association. The Immediate Past-President shall serve on the Board of Directors and shall have voting privileges. In the event of the Immediate Past-President not being a Regular Member, the previous Past-President will assume the duties and responsibilities of the position of Immediate Past-President.

The ten (10) elected Members of the Board of Directors shall be regionally represented as follows:

British Columbia and Yukon Territory	1 Member
Alberta and Northwest Territories	1 Member
Manitoba, Saskatchewan and Nunavut	1 Member
Ontario	1 Member
Quebec	1 Member
New Brunswick	1 Member
Nova Scotia and Prince Edward Island	1 Member
Newfoundland and Labrador	1 Member
Members at large – to be determined by the Board	2 Members

The President and Vice-Presidents and Treasurer are elected by the Membership from among these ten (10) representatives. (rev. AGM '06)

Section 3 - Term of Office

Elected members of the Board of Directors shall not serve for more than four (4) consecutive years except where the member is to serve as the President, First Vice-President, Treasurer or Immediate Past President. After an absence from the Board of Directors for a period of two consecutive years, members who have previously served shall again be eligible for office. The term of office of directors shall commence immediately following the Association's annual meeting at which they are elected and shall conclude upon the election of their successors.

Section 4 - Board Vacancies

In the event that a member of the Board of Directors moves from one region to another and remains a voting member of the Association, the date of such a move shall be deemed to take place on the date of the next following election.

Should a vacancy occur on the Board of Directors by virtue of the death, resignation, removal or ineligibility of an elected director, the Board may appoint another voting member to serve the balance of the term. A director so appointed shall be eligible for re-election to the Board of Directors in accordance with Section 2 and Section 3 of this Article. (rev. AGM '02)

Section 5 - Meetings

The Board of Directors shall meet and organize as soon as practicable following the Association's annual meeting to elect the officers of the Association. It shall meet at least three times in each year at such times and places as the President may designate and one of these times may immediately precede or follow the Annual Meeting. The President may invite the Chairperson of any standing or special committee or a representative of any duly constituted organization to attend a regular or special meeting of the Board as an observer or to report on any matter of interest to the Board.

Section 6 - Special Meetings

The President shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the members of the Board of Directors. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at the meeting.

Board Members may attend special meetings by teleconference or other electronic means acceptable to the Board. (rev. AGM '06)

Section 7 - Quorum

At any meeting of the Board of Directors, a quorum shall constitute a simple majority (50% plus one) of those entitled to be present and vote.

Section 8 - Voting Rights and Procedures

Only directors in attendance at any meeting of the Board may vote. In the case of an equality of votes, the President may cast the deciding vote.

Section 9 - Remuneration

No director or member shall receive any remuneration for duties performed on behalf of the Association. Directors or officers may be reimbursed for reasonable expenses incurred while performing such duties.

Section 10 - Indemnification

All directors and officers of the Association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

- All costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices;
- All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

Section 11 – Removal

A director may be removed for cause by resolution of the Board before the expiration of his or her term or if he or she has been absent from two consecutive meetings of the Board without reason deemed by the Board to be adequate.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1 - Appointment and Composition of Nominating Committee

The Board of Directors shall annually appoint a Nominating Committee chaired by the Immediate Past President of the Board which shall include the President and two additional voting members of the Association who shall be ineligible for nomination.

Section 2 - Duties of the Nominating Committee

The duties of the Nominating Committee shall be set forth in terms of reference, which shall be established from time to time by the Board of Directors.

Such duties include:

- Nomination of a full slate of candidates for election to the Board of Directors in accordance with Article VII, Section 2; (rev. AGM '02)

- Submission of the selected nominees for President, Immediate Past-President (ratification only), First Vice-President, Second Vice-President and Treasurer to the Annual General Meeting for election. (rev. AGM '06)
- Recommendations to the Board of Directors naming candidates to fill vacancies on the Board pursuant to Article VII, Section 4. (rev. AGM '02)

Section 3 - Nominating Procedure

Nominations shall be subject to the written consent of all nominees having first been received. This does not preclude further nominations from the floor at the annual meeting provided such nominees are present, are voting members in good standing, and assent to having their names put forward.

ARTICLE IX - OFFICERS

Section 1 - Number of Officers

The Officers of the Association shall be the President, Immediate Past President, First Vice-President, Second Vice-President, and Treasurer. (rev. AGM '06)

Section 2 - Duties of Officers

The duties of President, First Vice-President, Second Vice-President, and Treasurer shall be such as their titles by general usage would indicate or as may be required by By-law, or as specified or assigned to them from time to time by the Board of Directors. (rev. AGM '06)

The President shall be responsible for the management of the Association in accordance with the policies and procedures established by the Board of Directors and shall serve as chief operating officer responsible for the national office staff or the Association Management Firm. The President shall at all times devote full effort to the fulfillment of the objectives of the Association.

The Executive Director or an Association Management Firm shall be responsible for the administrative management of the Association in accordance with the policies and procedures established by the Board of Directors and shall report to the Board of Directors. The Executive Director or an Association Management Firm shall consider and make recommendations to the Board of Directors on all matters concerning the management and administrative activities of the Association. The Executive Director or an Association Management Firm shall cause to be carried out and enforced within a reasonable time all lawful orders, resolutions and policy decisions of the Association. (rev. AGM '98)

The President shall be ex-officio a member of all standing and special committees.

Section 3 - Term of Office

The officers shall remain in office for one year or until their successors shall be elected or appointed. In no event shall an elected officer remain in the same office for more than two consecutive years, or if the elected officer ceases to be a voting member.

Section 4 - Vacancies

Should the office of President become vacant, it shall be filled by the First Vice-President. Vacancies in any elected office shall be filled on the recommendation of the Nominating Committee by the Board of Directors from amongst its members for the balance of the term.

ARTICLE X - EXECUTIVE COMMITTEE

Section 1 - Composition

The Executive Committee shall be comprised of all officers elected at the Association's Annual Meeting or appointed by the Board, according to Article VII, Section 4 – Board Vacancies, including the Immediate Past President.

(rev. AGM '02)

The Executive Committee shall be chaired by the President or, in the President's absence, by the senior vice-president in attendance.

Section 2 - Duties and Responsibilities

The duties and powers of the Executive Committee shall be those that may be delegated from time to time by the Board of Directors. Decisions of the Executive committee are subject to ratification by the Board of Directors at its next regularly scheduled meeting. The Executive Committee shall annually appraise the performance of the Executive Director or an Association Management Firm.

(rev. AGM '98)

Section 3 - Meetings

The Executive Committee shall meet at such times and places as the President may designate.

Section 4 - Quorum

At any meeting of the Executive Committee, a quorum shall constitute a simple majority (50% plus one) of those entitled to be present and vote.

ARTICLE XI - STANDING AND SPECIAL COMMITTEES

Section 1 - Standing Committees

Standing committees of the Association shall be established by the Board of Directors to conduct such business and perform such duties as may from time to time be determined and shall report annually to the Board.

Chairpersons of standing committees shall be appointed annually by the President subject to ratification by the Board of Directors. Chairpersons of standing committees shall not serve for more than two consecutive terms. Standing committees shall serve until discharged by the Board of Directors. No member of a standing committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board of Directors.

Section 2 - Special Committees

The Board of Directors may appoint special committees or task forces from time to time as required.

The President shall appoint a Chairperson for any special committee so appointed, subject to ratification by the Board of Directors, to serve for the duration of that committee's deliberations and submission of its report. The mandate and term of office of any special committee shall be determined by the Board of Directors.

No member of a special committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board of Directors.

ARTICLE XII - ANNUAL AND SPECIAL GENERAL MEETINGS

Section 1 - Annual Meeting

The annual meeting of the Association shall be held each year at such time and place as may be designated by the Board of Directors.

Section 2 - Special General Meetings

Special General Meetings of the Association may be held upon the call of the Board of Directors at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least ten per cent of the voting members within sixty days after the filing of such request with the President. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings. (rev. AGM '98)

Section 3 - Notice

At least 30 days notice of annual or special general meetings shall be given. The notice shall include the order of business, which shall govern the conduct of the meetings.

Section 4 - Quorum

At any annual or special general meeting, twenty-five members of the association or one quarter of the total voting membership, whichever is less, present in person, shall constitute a quorum. Provided a quorum is present at the beginning

of a meeting, the meeting may continue even though members leaving may reduce the number to less than a quorum. Members who have declared a conflict of interest shall be counted in determining a quorum.

Section 5 – Voting

Voting members of the association shall have one vote at meetings. Unless otherwise specifically provided a majority of members present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

Section 6 - Order of Business

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by By-laws, procedure shall be in accordance with Bourinot's Rules of Order.

ARTICLE XIII - FINANCES

Section 1 - Signing Authority

All cheques issued or endorsed in the name of the Association shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 2 - Banking

Any one of such officers, employees or agents so appointed may endorse cheques for deposit with the Association's bankers to the credit of the association or the same may be endorsed "for deposit only" with the bankers of the Association.

Any one of such officers, employees or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Association's bankers and the Association may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verifications slips. All funds paid to the Association shall be deposited from time to time to the credit of the Association in such manner as the Board of Directors may approve.

Section 3 - Surplus Funds of the Association

The Board of Directors may set aside a reserve from the surplus funds of the Association for contingencies or may invest the surplus funds of the Association in a manner as may be determined from time to time by resolution.

ARTICLE XIV - AUDITORS

An auditor shall be appointed each year at the annual meeting of members of the Association.

ARTICLE XV - FINANCIAL YEAR

The financial year of the Association shall commence on the first day of April in each year.

ARTICLE XVI - OFFICES AND RECORDS

The head office of the Association shall be located in Fredericton, New Brunswick, where all records of the Association shall be kept. (rev. AGM '98 and AGM '06)

ARTICLE XVII - DISSOLUTION

In the event that the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be distributed to publicly funded universities or colleges with a municipal administration program in accordance with a formula established by the Board of Directors.

ARTICLE XVIII – AMENDMENTS

The By-laws of the Association may be repealed or amended by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the voting members present in person at an annual meeting or special general meeting duly called for the purpose of considering the repeal or amendment of the By-laws. The repeal or amendment of the By-laws shall not be enforced or acted upon until the approval of the Minister of Corporations Canada has been obtained. (rev. AGM '98 and AGM '06)