



Association of Municipal Administrators, Nova Scotia

BY-LAWS

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Association of Municipal Administrators, Nova Scotia

By-laws

By-laws relating generally to the transaction of the business and affairs of the Association of Municipal Administrators, Nova Scotia (the “**Association**”).

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.

SECTION 1: INTERPRETATION

1.1 LEGISLATION

The Association of Municipal Administrators, Nova Scotia was incorporated on April 14, 1971, under the Nova Scotia *Societies Act*. When interpreting these By-laws, words and expressions have the same meaning as when used in the Act unless the context otherwise requires.

1.2 DEFINITIONS

In these By-laws of the Association, unless the context otherwise specifies or requires:

“Act” means the *Societies Act* (Nova Scotia);

“Administrator” means an individual qualified to run the operations of the Association;

“Annual Conferences” means the annual spring conference and the annual fall conference of the Association;

“Annual General Meeting” means the annual meeting of Members held during the annual fall Conference of the Association;

“Association or AMANS” means the Association of Municipal Administrators, Nova Scotia;

“Association Staff” means any employee of the Association;

“Board” means the Board of Directors of the Association;

“By-laws” means the by-laws of the Association from time to time in force and effect;

“Director” means a member of the Board of Directors of the Association;

“Executive Committee” means the Association’s executive committee which consists of the President, Vice-President, Secretary-Treasurer, Past-President, and the Executive Director who serves as a non-voting member;

“Executive Director” means the executive director of the Association;

“Majority” means fifty percent plus one.

“Member” means a Member of the Association, including a Full Member, an Associate Member, a Corporate Member, a Retired Member, or a Student Member.

“NSFM” means the Nova Scotia Federation of Municipalities;

“Past President” means the immediate past president of the Association;

“President” means the president of the Association;

“Region” means a particular geographical region in Nova Scotia with AMANS members representing that region;

“Secretary-Treasurer” means the secretary-treasurer of the Association;

“Special Resolution” means 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 an Annual General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

“Vice-President” means the vice-president of the Association;

1.3 NAME

The name of the organization is the “Association of Municipal Administrators, Nova Scotia” or “AMANS”.

1.4 OBJECTIVES

The objectives of the Association are to:

- a) improve the quality of administration in municipal government in Nova Scotia;
- b) promote and advance the professionalism of persons employed in the field of municipal administration and finance in Nova Scotia;
- c) encourage the interchange of ideas and experiences among members;
- d) work in cooperation with the Nova Scotia Department of Municipal Affairs and Housing, education partners, the Nova Scotia Federation of Municipalities, and other interested organizations to increase professional capacity of members; and,
- e) support our members, municipalities, and other partners with research, analysis and engagement on matters related to legislation, regulation, and municipal government services in Nova Scotia.

1.5 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 affect the interpretation of the by-laws.

SECTION 2: 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:** is 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:** is a person who does not qualify as a Full Member, including a person who is employed by a municipality but is not a municipal manager, a person who is employed by the Government of Nova Scotia, an educational institute, a 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) **Corporate Member:** means any organization that satisfies the requirements for corporate membership and has paid the dues established by the Board. Corporate membership is open to individuals not employed in municipal administration but may work closely with municipal administrators in the private sector.
- d) **Retired Member:** is person who was previously a Member, who worked for a municipal government, and who 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 as a Retired Member, an individual must have been a Member for at least five (5) years prior to retirement. If the individual was a Member for fifteen (15) years or more prior to retirement, there is no fee for membership.
- e) **Student Member:** is a person who is a student and is enrolled in and attending a post-secondary institution on a full-time basis.

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, and any other rights and privileges given to members in these by-laws.

- a) **Full Member:** a Full Member enjoys all rights and benefits of the Association.
- b) **Associate Member:** an Associate Member enjoys all rights and benefits of membership except the right to vote at duly called meetings of the Association and cannot serve on the Board.

- c) **Corporate Member:** a Corporate Member will receive notice of meetings and will receive the Member fee for conventions and Annual Conferences. Corporate members do not have access to AMANS special projects and the AMANS electronic mailing list, cannot represent AMANS on external committees, and cannot vote at duly called meetings of the Association.
- d) **Retired Member:** a Retired Member enjoys all rights and benefits of membership except the right to vote at duly called meetings of the Association and cannot serve on the Board.
- e) **Student Member:** a Student Member enjoys all rights and benefits of membership except the right to vote at duly called meetings of the Association and 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 will review any challenges or appeals on decisions that refuse admission to the membership. A decision to refuse admission shall be communicated in writing to the applicant.

2.4 OBLIGATIONS OF MEMBERS

All members must pay the membership fees 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 1 of any given year. Any Member who is in arrears of fees as of August 31, in any given year, shall be suspended from membership in the Association, and may be reinstated by the Secretary-Treasurer upon payment of all monies due to the Association by such Member.

2.7 TRANSFERABILITY OF MEMBERSHIP

Membership is transferable to a person that replaces a Member whose municipality has paid the full membership for the year. An individual who leaves the employment of a municipality, whose municipality has paid membership fees, is no longer a Member.

2.8 RESIGNATION OF MEMBERSHIP

Members may resign from the Association by providing written notice. The resignation is effective when received by the Board.

2.9 CANCELLATION AND SUSPENSION

Where fees are not paid within the timeline 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 a complaint of a breach of the Code of Ethics, Professional Standards or By-laws of the Association. The complaint will be forwarded to the Discipline and Appeals Committee for examination. A Member under examination will be given notice of a meeting to address the cancellation or suspension, and the charged Member may make a representation at that meeting. Upon recommendation from the Discipline and Appeals Committee the Board may cancel or suspend a membership. The Board will deliver written notice of its ruling to the Member and that decision will be final.

2.10 READMISSION

A former Member may apply for readmission by submitting a request in the form prescribed by the Board. Normally all fees are 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 THE MEMBERS

There shall be an Annual General Meeting, and when required, a Special Meeting, or an Extraordinary Meeting of Members.

- a) **Annual General Meeting:** each year at the fall annual conference, the Annual General Meeting will be held. 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 the 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 with at least ten (10) days notice provided to members. The information pertaining to the meeting may be distributed in person, by mail or through electronic means.
- 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 thirty (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.

2.12 NOTICE

To send notice to a Member or a 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 is deemed received.

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.

2.13 QUORUM

A quorum for the transaction of business at any Annual General, Special Meeting, or Extraordinary meeting shall be thirty (30) voting members in good standing on the preceding September 1. 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.

2.14 VOTING

Resolutions at an Annual General Meeting, a Special Meeting or an 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.

2.15 PROXIES

No member is entitled to vote by proxy on any matter.

SECTION 3: AMANS REGIONS

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

1. Antigonish/Guysborough Region
2. Cape Breton Region
3. Colchester/East Hants Region
4. Cumberland Region
5. Inverness/Richmond/Victoria Region
6. Metro Halifax Region
7. Pictou Region
8. South Shore Region
9. South Western Shore Region
10. Valley Region

3.1 NAME

The name of an AMANS 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 AMANS 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 AMANS 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 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 AMANS 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 where the topic may relate to their profession or where their attendance benefits the municipality to which they serve.

Each AMANS Region may submit written recommendations to the Board 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 **2.12**, regional members will be given proper notice of election of regional representatives.

SECTION 4: FINANCIAL AND CONTRACTUAL MATTERS

4.1 FISCAL YEAR

The fiscal year of the Association begins on April 1 and concludes on March 31.

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. The Board may approve an audit 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 (2)

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 5: OFFICERS

5.1 OFFICERS OF THE ASSOCIATION

- a) The Officers of the Association are the President, Vice-President, Past-President, and Secretary-Treasurer.
- b) The Officers are subject to the control, direction, and policies established by the Board.
- c) The President of the Association is elected by Members biennially.
- d) The Vice-President and the Secretary Treasurer are elected by Members annually.
- e) The President will serve a two-year term or until their successor is elected.
- f) The Vice-President and Secretary-Treasurer serve a one-year term or until their successors are elected.

5.2 POWERS AND DUTIES OF OFFICERS

- a) The President:
 - i) is responsible for the general direction of the affairs of the Association;
 - ii) chairs all meetings of the Board, Executive Committee, Special and Extraordinary meetings of the Association; and,
 - iii) performs such duties, as may be prescribed by the Association or the Board.
- b) The Vice-President
 - i) exercises the role of the President in the absence, disability, or refusal to act of the President; and,
 - ii) performs other duties assigned by the Board.
- c) The Secretary-Treasurer:
 - i) ensures that minutes of proceedings at members and directors' meetings are entered in the books;
 - ii) ensures proper notice is served to all members and directors and is the custodian of the corporate seal; and,
 - iii) ensures that proper accounting records are kept, and that appropriate financial controls and processes are in place.
- d) The Past President:
 - i) represents AMANS on the NSF Board of Directors,
 - ii) serves as chair of the Nominating Committee, Disciplinary Committee and other duties as may be assigned.

5.3 EXECUTIVE DIRECTOR

- a) 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.
- b) The Board shall provide direction on administration, plans, policies and programs of the Association to the Executive Director.
- c) The Board shall establish the level of remuneration to be paid to the Executive Director for carrying out duties as assigned by the Board.
- d) The Executive Director reports to the Board.
- e) Where the Board appoints an Executive Director, they shall recommend an organizational structure of staff positions to the Board for approval.

SECTION 6: BOARD OF DIRECTORS

6.1 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;
- f) interpreting the intent of any by-law, rule, regulation, resolution, or report in connection with the Association and determining any dispute in that regard;
- g) developing and approving the Association budget;
- h) setting fees;
- i) approving wage bands for Association staff;
- j) without limiting its general responsibility, the Board may delegate its powers and duties to an Administrator; and,
- k) the Board may appoint an Executive Director who shall be charged with the general administration of the affairs of the Association.

6.2 ELIGIBILITY

The right to hold office is reserved for:

- a) Full Members as defined in policy by the Board; and,
- b) Members in good standing.

6.3 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors consists of sixteen (16) members:

1. the President
 2. the Vice-President
 3. the Secretary-Treasurer
 4. the Past President
 5. one (1) representative from the Antigonish/Guysborough Region
 6. one (1) representative from the Cape Breton Region
 7. one (1) representative from the Colchester/East Hants Region
 8. one (1) representative from the Cumberland Region
 9. one (1) representative from the Inverness/Richmond/Victoria Region
 10. one (1) representative from the Metro Halifax Region
 11. one (1) representative from the Pictou Region
 12. one (1) representative from the South Shore Region
 13. one (1) representative from the South Western Shore Region
 14. one (1) representative from the Valley Region
 15. a representative from the NSFM Board of Directors
 16. a student representative from the Dalhousie School of Public Administration
- a) **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.
- b) **NSFM Representative:** a member of NSFM Board of Directors may be appointed by the AMANS Board on the recommendation of the NSFM Board to serve on the AMANS Board as a full voting member. An alternate may also be appointed to attend meetings in their absence. The NSFM Representative on the Board will be granted Full Member rights for the duration of their term.
- 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. The Student Representative on the Board will be granted Full Member rights for the duration of their term.

6.4 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the President, Vice-President, Secretary-Treasurer, and Past President. 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 by law). 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.

6.5 INDEMNIFICATION

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.

No Director or Officer is liable for the acts of any other Director, Officer, or Association Staff. 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.

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.

6.6. 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 their 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/Appointed:** when the President, Vice President, Secretary-Treasurer are elected, and the Past President is appointed, their respective regions shall appoint another regional representative. The regions from where those individuals came, shall appoint an additional representative to serve as their regional representative on the Board.

6.7 VACANCIES

- a) **President:** if the office of President becomes vacant prior to the end of their 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 the appointment is a Full Member in good standing from the area in which the vacancy occurs. The person 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 a member from that Region.
- f) **Student Representative:** so long as a quorum of Directors remains in office, vacancies for Student Representative shall be appointed by the 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.

SECTION 7: NOMINATIONS AND ELECTIONS

7.1 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.

7.2 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.

7.3 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.

7.4 DIRECTORS

- a) Each of the ten regions shall advise the Nominating Committee of its candidate for Regional Director thirty (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 (2) 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 8: COMMITTEES

8.1 STANDING COMMITTEES

The Board of Directors shall annually appoint the following Standing Committees of the Association:

- i) Education Committee
- ii) Spring Conference Committee
- iii) Fall Conference Committee

Each of these committees will consist of not less than three (3) 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.

8.2 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.

8.3 MEETINGS OF COMMITTEES

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 timelines requested by the Board.

8.4 DISCIPLINARY AND APPEALS COMMITTEE

The Disciplinary and Appeals will rule on all appeals pertaining to 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 9: MEETINGS

9.1 BOARD OF DIRECTORS

- 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:** a 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 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 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.

9.2 MODES OF UNDERTAKING MEETINGS

Any and all business of the Association to be transacted pursuant to these By-laws including, without limitation, Board, Executive Committee, AMANS Committee meetings, members' meetings, and any other meeting, may be conducted through one of the following modes:

- a) In-person meeting
- b) Virtual meeting, including through the use of telephonic, electronic or other communication facilities
- c) Hybrid of virtual and in-person meeting

provided always that any proceedings utilize such communication facilities that allow participants in attendance to communicate adequately with each other during the meetings.

A virtual meeting or hybrid meeting shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia and these by-laws.

A participant who is entitled or permitted to participate and attend any of the meetings and does so through telephonic, electronic, or other telecommunication is deemed present at the meeting, including for the purposes of establishing quorum.

SECTION 10: MISCELLANEOUS MATTERS

10.1 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.

10.2 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.

10.3 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.

10.4 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. #12)

10.5 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.

10.6 AMENDMENT OF BY-LAWS

These by-laws may be amended by a Special Resolution of not less than thirty (30) percent of voting members on the preceding September 1 who are in good standing and who are entitled to vote at any Annual, Special or Extraordinary meeting of the Association, provided that notice of any proposed amendment or repeal shall have been sent to all members not less than thirty (30) days prior to such meeting.

10.7 REPEAL OF PREVIOUS BY-LAWS

These by-laws repeal and supersede any previous by-laws of the Association.

10.8 NAME CHANGE

The Association may by a Special Resolution of not less than fifty (50) 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.

10.9 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

September 25, 2024