

# Constitution

## TABLE OF CONTENTS

1. <u>NAME and LOCATION</u>	6. <u>FINANCIAL MATTERS</u>	11. <u>COMMITTEES</u>
2. <u>INTERPRETATION</u>	7. <u>REGIONS</u>	12. <u>AMENDMENTS</u>
3. <u>MISSION</u>	8. <u>BOARD OF DIRECTORS</u>	13. <u>PROCEDURE</u>
4. <u>OBJECTIVES</u>	9. <u>INDEMNIFICATION</u>	14. <u>EFFECTIVE DATE</u>
5. <u>MEMBERSHIP</u>	10. <u>MEETINGS</u>	15. APPENDIXES

## CONSTITUTION of the ASSOCIATION OF MUNICIPAL ADMINISTRATORS OF NB/ ASSOCIATION DES ADMINISTRATEURS MUNICIPAUX DU NB

### 1. NAME and LOCATION

(1) The name of the bilingual Association shall be 'Association of Municipal Administrators of New Brunswick' or 'AMANB' in English and 'Association des Administrateurs Municipaux du Nouveau-Brunswick' or 'AAMNB' in French.

(2) The Head Office of the Association organization shall be situated in the Province of New Brunswick, at the office of the Executive Director of the Association unless otherwise designated by the Board of Directors.

### 2. INTERPRETATION

**'Association'** means 'Association of Municipal Administrators of New Brunswick' or 'Association des Administrateurs Municipaux du Nouveau-Brunswick'.

**'Board'** means the Board of Directors of the Association, duly elected in accordance with the Constitution.

**'Code of Ethics'** means the Code as adopted by the general membership of the Association that sets out the conduct expected of the Association members.

**'Director'** or **'Regional Director'** means a member of the Board of Directors of the Association, duly elected in accordance with the Constitution.

**'Executive Committee'** means a Committee of the Board of Directors consisting of the President, Vice-President, Treasurer-Secretary, Immediate Past-President and Executive Director (as administrator) of the Association.

**'Executive Director'** means the senior employee of the Association, as appointed by the Board of Directors and who shall be charged with the general administration of the Association, in accordance with the job description adopted by the Board.

**'Executive Officer'** or **'Officer'** means a duly elected officer of the Association, in accordance with the Constitution.

**'Region(s)'** means the nine (9) regions and its regular members as outlined in Appendix A hereto attached and forming a part of this Constitution.

### **3. MISSION**

To be a professional, non-partisan Association dedicated to excellence in municipal administration through professional development, the exchanging of information and ideas, and in partnership with other organizations whose objectives are working toward the betterment of local government in New Brunswick.

### **4. OBJECTIVES**

(1) The objectives of the Association shall be:

- to promote professionalism and leadership in municipal administration through education and professional development for its members
- to work toward the continuous improvement of municipal administration in New Brunswick
- to encourage members to perform their responsibilities with professionalism, diligence, ethics and integrity
- to promote the exchange of ideas and information amongst Association members through the creation of an on-line resource centre, an email listserve and through bi-annual regional meetings
- to establish relationships with municipal organizations whose objectives are for the betterment of local government

(2) The Association shall be a non-profit organization and no part of its earnings or income shall 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 rendered on behalf of the Association.

(3) The Association shall be bilingual with English and French being the official languages of the Association.

## 5. MEMBERSHIP

(1) The membership of the Association shall consist of:

(a) **REGULAR** members who are employees of a municipality, rural community, regional municipality or regional service commission and exercise general managerial responsibilities;

(b) **GOVERNMENT** members who may be any person having special knowledge, experience, or interest in any phase of municipal administration and are staff of the Province of New Brunswick;

(c) **ASSOCIATE** members who may be any person having special knowledge, experience, or interest in any phase of municipal administration or service in a non-profit organization, or an educational institution that is interested in the field of municipal administration or service and whose membership has been approved by the Board of Directors;

(d) **HONOURARY** members who are persons of renown and distinction who have made a major contribution in the field of municipal administration, and whose membership has been approved by the Board of Directors;

(e) **LIFE** members who are members that have retired from the field of municipal administration and have been members in good standing for at least ten years and whose membership has been approved by the Board of Directors or has received the Thomas L. Everett Award of Excellence.

(f) **FRIENDS** of the Association, former employees/colleagues and members who have left and pursued other careers and wish to stay in contact with AMANB. Must be approved by the Board of Directors.

The membership Classification is outlined in Appendix B hereto attached and forming a part of this Constitution.

(2) Regular members shall be approved by the Executive Director and ratified by the Board of Directors. Where it is unclear whether an applicant meets the requirements of membership, the application for membership shall be reviewed/approved by the Board of Directors.

(3) Every member, upon admission and payment of membership fees (if applicable), shall agree to comply with the Constitution and Code of Ethics of the Association.

(4) Only regular members in good standing shall have the right to vote, to hold office, and to serve on the Executive Committee or Board of Directors.

(5) The Membership Classification is outlined in Appendix B hereto attached and forming a part of this Constitution.

## 6. FINANCIAL MATTERS

(1) The fiscal year of the Association shall be from April 1st to March 31st.

(2) Annual membership fees shall be set by the Board and approved at the Annual General Meeting of the Association.

(3) Invoices for membership fees shall be sent by the Executive Director before the end of the fiscal year, March 31<sup>st</sup>.

(4) Membership fees shall be due and payable by July 1<sup>st</sup> of any given year. Any member who is in arrears as of August 1<sup>st</sup> of any given year, shall be suspended from membership in the Association and may only be reinstated by the Treasurer upon payment of all outstanding fees due to the Association.

## **7. REGIONS**

(1) For the purpose of AMANB/AAMNB the province of New Brunswick is divided into nine (9) Regions as outlined in Appendix A attached hereto and forming a part of this Constitution.

(2) Each region shall have a Regional Director elected to the Board. The Regional Director shall be elected from each region by the members of that Region, and must be a Regular member who is in good standing with the Association.

(3) As per Article 8(4)(a) of this Constitution, the term for the Regional Director shall be for three (3) years with a maximum of three (3) consecutive terms.

(4) Regional Directors shall hold at least two regional meetings or discussion sessions each year, whether in person, by conference call or through email communication amongst its members. Regional Directors shall also host an additional Regional Meeting, in person, during the Annual Conference.

(5) Regional Directors shall have the following duties/responsibilities within their region:

(a) serve as a resource for members;

(b) serve as peer support for members, especially new members;

(c) promote the benefits of AMANB to current and potential membership;

(d) ensure that members are aware of the mission, goals and objectives of the Association;

(e) share the agenda with the regional members prior to the board meeting for input and/or to bring their concerns forward;

(f) share a summary, prepared by the Executive Director, of the board meeting within a reasonable amount of time following the board meeting, and share the official minutes of the board meeting once approved;

(g) ensure that regional membership is kept informed of AMANB decisions, initiatives and educational opportunities,

(h) share information on developments in the field of municipal government;

- (i) follow conflict of interest and confidentiality policies;
- (j) convey suggestions, concerns and recommendations of the region to the Board of Directors or Executive Committee;
- (k) serve as a member of the AGM Planning Committee when their respective region is the host region for the Annual General Meeting; and
- (l) promote and attend workshops and conferences hosted by the Association as time permits.

(6) Regional Directors shall not engage in activities that are the domain of the Association without the approval of the Board. Regional Directors shall not engage in activities that contravene or do not support the overall objectives of the Association.

## **8. BOARD OF DIRECTORS**

(1) All regular members in good standing are eligible to serve on the Board. Roles and responsibilities of Regional Directors and Executive Officers shall be as outlined in the Position Descriptions as approved by the Board of Directors.

(2) 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 objectives of the Association and may adopt rules, regulations and policies for the conduct of the business of the Association, including but not limited to:

- a) making contracts, exercising powers, and carrying out actions it is authorized to do by its objectives;
- 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 to further the mission and objectives of the Association;
- e) authorizing regular members to serve as the Association representative on consultation groups, committees or other that will benefit the Association;
- f) recommending the yearly budget of the Association for approval by its members at the Annual General Meeting;
- g) recommend the yearly selection of auditors for the Association for approval by its members at the Annual General Meeting;
- h) setting fees; AND
- i) without limiting its general responsibility, the Board may appoint an Executive Director who shall be charged with the general administration of the business of the Association.

(3) The Executive Committee of the Board of Directors of the Association shall consist of:

- a) the President, whose term shall be for two years
- b) the Vice-President, whose term shall be for two years
- c) the immediate Past President, whose term shall be for two years
- d) the Treasurer, whose term shall be for two years
- e) the Secretary, whose term shall be for two years
- f) AMANB executive director (as administrator)

(4) The membership of the Board of Directors shall consist of:

- a) one Regional Director representing each region (9 total), whose term shall be for three (3) years. Regional Directors shall serve no more than three (3) consecutive terms;
- b) the Chairperson of the Education Committee, who shall serve no more than three (3) consecutive terms;
- c) one Director representing the Regional Service Commissions;
- d) one or two Directors may be added to the Board by the President in order to correct any imbalances in city, town, village or rural community representation
- e) one Director (ex-officio), from the department and portfolio responsible for local government or other resource persons as the Board of Directors deems necessary
- f) the Executive Directors of the other municipal associations may be invited to attend as ex-officio members to update the Board on the status of their association activities.

(5) The Nominating Committee shall make a comprehensive effort to ensure the President and Vice-President are representative of both linguistic groups.

(6) The Executive Committee may declare a vacancy when a Board member is absent from three or more consecutive meetings of the Board.

(7) When a vacancy exists on the Board of Directors prior to the expiry of the term of office, the President, upon approval of the Executive Committee, shall forthwith appoint a regular member in good standing to fill such vacancy until the next Annual General Meeting. If the office of President becomes vacant prior to the expiry of the term of office, the Vice-President shall immediately succeed thereof for the remainder of the term of office. If the office of Vice-President becomes vacant prior to the expiry of the term of office, the Board shall elect a Vice-President from amongst its members for the remainder of the term of office.

## **9. INDEMNIFICATION**

(1) 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.

(2) 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.

(3) 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.

## **10. MEETINGS**

### **Board of Directors**

(1) 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 the Board.

(2) 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.

(3) A simple majority of the Board of Directors including at least 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 given for the next meeting.

(4) All matters shall be decided by majority of the votes cast. 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.

### **Annual Conference and Annual General Meeting**

(1) The Annual Conference of the Association shall be held on a day or days and at a place to be agreed upon by the Board of Directors. At least four (4) months written notice of such conference shall be given to members. The agenda for the Annual Conference shall be given to members at least four (4) weeks in advance.

(2) The Board of Directors may delegate the planning of the Annual Conference and Annual General Meeting to a Planning Committee comprised of the Regional Director and Executive Director, representatives from the host community,

municipalities and rural communities located within the host region. The Planning Committee shall be accountable to the Board and shall provide regular updates. Following the closing of the conference, the planning committee shall submit a statement of Revenue and Expenses to the Board.

(3) The Annual Conference fee shall be set by the Board of Directors of the Association and notification of the amount of such fee as set by the Board of Directors shall be sent to the membership at the time of the sending of the notice of the agenda for Annual Conference. The Annual Conference fee shall be payable by all members to the Treasurer at or before the commencement of the Annual Conference each year.

(4) All regular members in good standing shall have the right to vote on any matter at the Annual General Meeting. A quorum shall consist of a simple majority of members present. If a quorum is present at the opening of the AGM, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **11. COMMITTEES**

### **Executive Committee**

(1) The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President and Executive Director (as administrator).

(2) 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.

(3) Meetings of the Executive Committee may be held at any place and in any manner that suits the agenda, including by conference call or through email communication. The Executive Committee shall keep records of any actions taken 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.

### **Nominating Committee**

(1) The Nominating Committee shall be comprised of the Immediate Past President and two (2) other regular members in good standing and who are not seeking a nomination, as appointed by the Board.

(2) The Nominating Committee shall be responsible for the preparation of nominations for the Officers and Regional Directors of the Board of Directors and other resource persons as the Board of Directors deems necessary. Members of the



Board of Directors shall hold office until the closing of the annual conference in the year which their term expires. Elections, when required, shall be held at the Annual General Meeting.

(3) The Nominating Committee shall present its nominees to the Executive Director prior to its presentation by the Immediate Past President at the Annual General Meeting. Additional nominations to any elected position on the Board of Directors may be made at the Annual General Meeting by any regular member in good standing. Where more than one qualified person is nominated for any elected office, an election shall be held by secret ballot.

### **Education Committee**

(1) The Board shall annually appoint the Education Committee which shall meet at least quarterly and whose membership shall be comprised of not fewer than five regular members and who shall be representative of both linguistic groups and all geographic regions of New Brunswick. The Vice-President shall serve as a committee member.

(2) The Terms of Reference for the Education Committee shall be determined by the Board and outlined in Appendix C attached hereto and forming part of this Constitution.

(3) The Executive Director shall assist the Education Committee in identifying the list of recipients, as identified by the Committee, for Long Service Awards, Certification awards, education certificates and the Thomas Everett Award (if applicable), for presentation at the Annual Conference banquet.

### **Certification Committee**

(1) The Board shall annually appoint the Certification Committee, whose membership shall be comprised of the Chair of the Education Committee, the Past President, one retired member and one person from the academic sector. The Executive Director shall serve as Registrar. The Certification Committee shall be responsible for reviewing applications received for professional certification and for making a recommendation to the Board for approval. The Board may direct by policy the way in which the Certification Committee shall operate, including accountability and reporting requirements.

### **Ad hoc Committees**

(1) Ad hoc committees may be appointed at the discretion of the President, with approval of the Board. The Board may direct by policy the way in which any ad hoc committee shall operate, including accountability and reporting requirements.

## **12. AMENDMENTS**

(1) Revisions to this Constitution may only be made at the Annual General Meeting or a Special General Meeting. Any member desiring a change in the constitution must submit his or her proposed amendment in writing to the Executive Director, who shall provide each member of the Association with a copy of the proposed amendment, at least four (4) weeks prior to the Annual General Meeting or the Special General Meeting.

(2) A simple majority vote of all members present and entitled to vote at such a meeting shall be necessary to carry a revision to the Constitution.

### **13. PROCEDURE**

Any question of procedure, not especially provided for, shall be decided by the President upon reference to the most contemporary edition of Roberts Rules of Order and Code Morin.

### **14. EFFECTIVE DATE**

September 17, 2020 and updaed October 7, 2021