



## **CONSTITUTION AND BY-LAWS**

**Revised June 2023**

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## **ARTICLE 1 - NAME, POWER AND LOCATION**

- Section 1 The name of the organization shall be Professional Municipal Administrators Inc., herein after referred to as the PMA.
- Section 2 The PMA shall have and possess exclusive jurisdiction over all its affairs and may enact articles, rules and regulations for its own management and control.
- Section 3 The business office and headquarters of the PMA shall be at a location in the Province of Newfoundland and Labrador as approved by the Board of Directors (sometimes referred to herein as the “**Board**”) and is currently located at 79 Mews Place, St. John’s, NL
- Section 4 The Seal, impression whereof is stamped on the margin hereof, shall be the corporate seal of the PMA.
- Section 5 Interpretation - In this Constitution/By-Laws words importing the singular shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons.

## **ARTICLE 2 - OBJECTIVES**

The objectives and purposes for which the PMA is constituted are as follows:

- Section 1 To improve the professional standards and promote the interests of its members in carrying out their respective municipal duties in the Province of Newfoundland and Labrador.
- Section 2 To provide and promote formal training and educational facilities for its members.
- Section 3 To hold conferences and meetings for the discussion of municipal affairs, interests and duties, the reading of papers, and the delivery of lectures, to issue copies of papers, lectures and professional records from time to time to members of the PMA, and generally to collect, collate and publish information of service or interest to members of the PMA.
- Section 4 To ascertain and notify the members of the laws and practices relating to all matters connected with Municipal Administration in the Province of Newfoundland and Labrador.
- Section 5 To secure for the members of the PMA such definite professional standing as may assist them in the discharge of their duties and to enhance and promote this professional standing.
- Section 6 To do all such other lawful things as are incidental or conducive to the attainment of the PMA's objects.
- Section 7 To foster and stimulate improvements in all aspects of municipal government.
- Section 8 To foster a better understanding of all aspects of municipal administration.

- Section 9 To work in conjunction with any organization having for its objectives the betterment of municipal government.
- Section 10 To create in the general public a greater awareness of the benefits of municipal government.
- Section 11 To promote job security for all municipal administrators.
- Section 12
- (a) PMA will prescribe curriculum, and the courses of studies, to be pursued by students, and the subjects upon which students shall be examined, and the prescribing of the nature and extent of practical experience in municipal administration that must be possessed by students and other candidates for certification to use the PMA's professional designations.
  - (b) The appointment of examiners, for the purpose of ascertaining and reporting upon the qualifications of students and other candidates for certification to use the PMA's professional designations, and the defining of duties and fixing of the remuneration of the examiners.
  - (c) The granting of certificates to students, and to other candidates for admissions as members, or signifying the right to use the PMA's professional designations.
  - (d) The regulating and governing of the conduct of members in the practice of their profession, including the suspension or expulsion of any member for misconduct or violation of this Act, the by-laws, or Code of Ethics of the PMA.
  - (e) The fixing of the examination fees to be paid by candidates and the annual fees to be paid by students and members.

### **ARTICLE 3 - MEMBERSHIP**

Section 1 **MEMBERSHIP CLASSES:** There shall be six (6) classes of membership:

- (1) Full Member;
- (2) Associate Member;
- (3) Honourary Member;
- (4) Retired Member;
- (5) Student Member; and
- (6) Corporate Member,

(collectively, the "**Membership**", and each member of the Membership referred to herein as "**Members**" or a "**Member**".)

Section 2 **FULL MEMBER** - A Full Member will be a Town/City Manager, Town/City Clerk, Chief Administrative Officer, or Department Head. A person with broad-based senior administrative, management, or executive level duties within a municipality

can also be admitted to Full Membership, with the approval of the individual's administrative head.

Section 3 **ASSOCIATE MEMBER** - An Associate Member shall be a person who has been admitted to Membership in the PMA and who is an employee of a municipal corporation, but is not a Full Member.

Section 4 **RECOGNITION** - Members who have been part of the Membership and employed for ten (10) years, and every five (5) year increments thereafter shall, upon application to the PMA, be recognized at the Annual General Meeting.

Section 5 **AFFILIATE MEMBER** - An Affiliate Member shall be a person who has been admitted to membership in the PMA and is not a Full Member, but who:

- (1) is Executive Director of Municipalities Newfoundland and Labrador, and their designate; or
- (2) is an employee of the Department of Municipal Affairs in the following position: Deputy Minister, Assistant Deputy Minister, Regional Manager, Director or Supervisors; or
- (3) has successfully completed the Municipal Administration Program of the PMA, or an accredited equivalent program, or the educational program of a Canadian Institute which is recognized by the International Institute of Municipal Clerks; or
- (4) are members of accounting, engineering, or other professional firms that perform work on behalf of Municipalities.

Section 6 **HONOURARY MEMBER** - Honorary Members shall be considered from those members of the Membership who are in good standing with the PMA and who have made a significant contribution to PMA and the profession of Municipal Administration, subject to the following criteria;

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

(7) More than one may be bestowed in any given year.

- Section 7 **RETIRED MEMBER** - A Retired Member shall be a person who was a member of the PMA and retired by reason of reaching retirement age, or retired prematurely for medical reasons or otherwise. This section shall not apply to members who resign from municipal work to take positions in other occupations.
- Section 8 **STUDENT MEMBER** - A Student Member shall be a person who does not otherwise qualify for membership under Section 2 or 3 of this Article, and who is enrolled in the Municipal Administration Program sponsored by the PMA, or who is enrolled in an accredited equivalent course.
- Section 9 **CORPORATE MEMBER** - A Corporate Member shall be a member representing the business community in accordance with the regulations, procedures and fees approved on an annual basis by the Board of Directors.
- Section 10 **MEMBERSHIP AND GOVERNANCE COMMITTEE** - There shall be a Membership and Governance Committee consisting of three (3) persons to be appointed from the Board of Directors by the President. Persons may only be admitted to Membership by resolution of the Board of Directors on the recommendation of the Membership and Governance Committee. Persons must apply for Membership on the application form as prescribed by the Board of Directors.
- Section 11 **REJECTION OF MEMBERSHIP** - The right to reject any application for Membership or the renewal of any Membership is hereby reserved to the Board of Directors.
- Section 12 **ANNUAL MEMBERSHIP FEES** - Members, other than Honourary Members and Retired Members, shall pay such annual fees in accordance with their class of Membership as may be determined by the Board of Directors from time to time.
- Section 13 **DELINQUENT MEMBERSHIP FEES** - All membership fees shall be paid annually in advance of the Annual General Meeting. Any Member failing to pay their membership fees after six (6) months shall no longer be eligible to receive the benefits of membership.
- Section 14 **SUBSCRIBERS** - A person who is interested in municipal administration but does not qualify as a Member under Article III, Section 2, 3 or 4, may be admitted by the Board of Directors as a "subscriber", and shall be entitled, upon payment of a prescribed fee, to receive publications of the PMA and to attend the Annual General Meeting as an observer.
- Section 15 **MEMBER IN TRANSITION** - A Full Member, previously in good standing, who ceases to be employed in the administration of a Newfoundland and Labrador municipality, may continue to hold their membership as Full Member, at no cost, for one additional year. A transitioning Full Member shall be entitled to vote at the Annual General Meeting during the year that they are in transition and thereafter their right to vote as a transitioning Full Member shall be extinguished.

## **ARTICLE 4 - BOARD OF DIRECTORS**

Section 1     **RIGHT TO HOLD OFFICE** - The right to be a director on the Board of Directors is reserved exclusively to Full Members as defined in Article III, Section 2.

Section 2     (1)     **BOARD OF DIRECTORS** – The Board of Directors shall consist of the following:

- (a)     President
- (b)     Immediate Past President
- (c)     Vice-President
- (d)     Secretary (if required)
- (e)     Treasurer
- (f)     Avalon Director
- (g)     Eastern Director
- (h)     Central Director
- (i)     Western Director
- (j)     Labrador Director

(2)     **DIRECTORS DUTIES** - The duties and responsibilities of the Board of Directors shall be as outlined in these Constitution/By-Laws.

(3)     **TERM** - The Immediate Past President, unless they are removed, shall be a Director by virtue of their office (ex officio) for a one (1) year period and all other members of the Board of Directors shall be elected for a two (2) year term at the Annual General Meeting of the Membership, or until their successors shall have been duly elected.

Section 3     **ELECTION OF BOARD OF DIRECTORS**

The Board of Directors shall be elected as follows:

- (a)     The President, Vice-President, Secretary (if required) and Treasurer shall be elected at large by a secret ballot of the Full Members in attendance at the Annual General Meeting. In the event of a tie vote then the selection of the successful candidate will be determined by a random draw by the Executive Director.
- (b)     The Avalon, Eastern, Central, Western, and Labrador Directors shall be elected by a secret ballot of the Full Members from the municipalities within their respective regions at the Annual General Meeting. In the event of a tie vote then the selection of the successful candidate will be determined by a random draw by the Executive Director.

- (c) Where the PMA employs the services of an Executive Director, the position of Secretary will not be elected, as outlined, and the duties and responsibilities of the Secretary will be performed by the Executive Director; however, such position will not be a voting position on the Board of Directors. In the event that the position becomes vacant during the year, the Board of Directors will appoint an existing member of the Board of Directors to carry out the duties of Secretary for the duration of the year, with the position of Secretary being filled at the next Annual General Meeting.
- (d) For any Board of Directors position where only one candidate exists, that candidate shall be acclaimed and shall assume that particular position on the Board of Directors. The position on the Board of Directors held by an incumbent who is elected to any other position on the Board of Directors shall be declared vacant.
- (e) Members who are nominated for available position(s) on the Board of Directors may accept their nomination in absentia by meeting the following conditions:
- Provide written notification of their acceptance to the Executive Director before the end of the call for that particular nomination; and,
  - Letters must be signed by the nominee and witnessed, which letters may be delivered electronically.

(f) Officers/Executive Committee

The Officers of PMA shall be the President, Vice President, Treasurer and the Executive Director, who shall hold the office of Secretary. The Executive Director shall not have any voting privileges. There shall be an Executive Committee of the Board consisting of the Officers.

(g) Duties of Officers:

- (i) President - The President shall be the Chief Executive Officer of the PMA. They shall, if present, preside at all annual and special meetings of the PMA and shall be Chairperson of the Board of Directors. They shall perform such further duties as are usual and customary to the office of President and the office of Chief Executive Officer.
- (ii) Vice-President - During the absence or inability of the President, the duties of the President shall be performed, and the powers of the President shall be exercised, by the Vice-President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to them or the Board may prescribe.



(iii) Treasurer - The Treasurer shall be responsible for the general financial oversight of the PMA, and the Secretary's duties shall include:

- oversee and present budgets, accounts and financial statements to the Executive, Board of Directors and Membership.
- Liaise with staff and auditor about financial matters.
- Ensure that appropriate financial systems, controls, monitoring and reporting are in place.
- Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies.
- Ensure compliance with relevant legislation.
- Present accounts at the AGM.

(iv) Executive Director - The main responsibilities of this position are:

- Membership services, including
  - (A) Ascertaining the needs of the Membership.
  - (B) Designing and undertaking initiatives to maintain Membership needs.
  - (C) Working to keep and develop the Membership base.
  - (D) Responding to Member enquiries.
- Research activities, and development and maintenance of a computerized data base of research results.
- Organizing training and professional development workshops and regional meetings.
- Policy and program planning and development in conjunction with the Board of Directors.
- Implementation of the policies and objectives as adopted by the Board of Directors and Membership.
- Represent the Board of Directors when required and as requested.
- Administration of office, computer systems and activities.
- Informing President, Executive Committee and Board of Directors as to the activities of the office and providing consultation as required.

- Administration of the budget and financial management activities.
  - Promotion and marketing of the PMA on behalf of the Board of Directors and Membership.
  - Organization of the Annual General Meeting, Trade Show and Fall Forum
  - Other related duties as assigned by the Board of Directors from time to time.
- (h) Declaration of Interest - Every director or officer of the PMA who is a party to a material contract or a proposed material contract or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with PMA, shall disclose in writing to the Board of Directors or request to have entered in the minutes of meetings of directors, the nature and extent of their interest. All such disclosures shall be made prior to any discussion on the matter and that director shall refrain from voting in respect of the material contract or proposed material contract. This section shall be governed by the intent of the provisions of conflict of interest in the Municipalities Act.
- (i) Avoidance Standards - A material contract between the PMA and one or more of its directors or officers or between the PMA and another person of which a director or officer of the PMA is a director or officer or in which he has a material interest is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed their interest in accordance with Article IV, Section 2h and the contract was approved by the Board of Directors and it was reasonable and fair to PMA at the time it was approved.
- (j) Protection of Directors and Officers - No director or officer of the PMA shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to PMA through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of PMA or for the insufficiency or deficiency of any security in or upon which any of the monies of PMA shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of PMA shall be deposited, or for any loss occasioned by the error of judgement or oversight on their part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of their office or in relation thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on them under any act or statute.
- (k) Indemnity of Directors and Officers - PMA shall indemnify the directors or officers of the PMA, former directors or officers of PMA or any person who

acts or acted at the PMA's request as a director or officer of a body corporate of which PMA is or was a member or creditor and their heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgement reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they have been made a party by reason of being or having been a director or officer of such PMA or body corporate if:

- (i) they acted honestly and in good faith with a view to the best interest of the PMA; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- (l) Other Indemnity - PMA shall also indemnify such directors or officers who have been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of PMA or body corporate against all cost, charges and expenses reasonably incurred by them in respect of such action or proceeding.
- (m) Insurance for Directors and Officers - PMA shall purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill.

#### Section 4 **VACANCIES**

- (1) Where a regional director's seat becomes vacant on the Board of Directors between the Annual General Meetings of the PMA, the remaining members of the Board of Directors may, by resolution, appoint a qualified Full Member from the Region to fill the vacancy until the next Annual General Meeting.
- (2) Provided further, if the office of President becomes vacant between Annual General Meetings, the Vice-President shall automatically become the President to serve until the next Annual General Meeting.
- (3) Provided further, that if the office of Vice-President becomes vacant, including due to the assumption of office as President pursuant to paragraph 2 of this Section, the remaining members of the Board of Directors shall elect one of its members to serve as Vice-President until the next Annual General Meeting.
- (4) Provided further, that in the event of simultaneous vacancies in the offices of President, Vice-President, and Treasurer, the immediate Past President, who is a member, shall become Acting President to serve until the next Annual General Meeting. In the case that no immediate Past President exists, then the Board of Directors shall elect one of its members.
- (5) For the purpose of declaring vacancies, any member of the Board of Directors missing two (2) meetings without informing the President in

writing, with a suitable reason as determined by the Board, shall have their position declared vacant by the Board, and the Board shall fill the vacant position as per Article IV - Board of Directors, Section 3 - Vacancies, (1).

- (6) A leave of absence from the Board of Directors may be granted at the discretion of the Board. All requests for leave of absence shall be forwarded to the Executive Director in writing, outlining the length and reason for such requests.

Section 5 **QUORUM** - For the purpose of transacting official business, a quorum of the Board of Directors shall be a majority of the directors elected or appointed in accordance with the By-Laws. If the number of directors is an even number then a majority shall include half the number of directors then elected plus one.

Section 6 The Board of Directors may engage an Executive Director, and may authorize the employment of such a person as it may deem necessary to carry out the administration of the affairs of the PMA by a contract in writing in a form approved by resolution by the Board of Directors.

Section 7 Deeds, transfers, licenses, contracts and engagements on behalf of the PMA shall be signed by such parties as may be designated for such purpose by the Executive Director from time to time, and the Executive Director shall affix the Seal of the PMA to such instruments as require the same and which have been duly signed. In the absence of an Executive Director, the Secretary shall affix the Seal of the PMA as required.

Section 8 The Board may, after a hearing by the Board of Directors, dismiss with or without cause by a two-thirds majority vote, any employee of the PMA.

Section 9 No member of a municipal council shall be employed by the PMA.

#### **ARTICLE 5 - MEETINGS**

Section 1 The Board of Directors shall meet as often as necessary and at least four times per annum.

Section 2 See Article IV - Board of Directors, Section 4, Quorum.

Section 3 Special meetings of the Board of Directors shall be held at the call of the President, or by written or faxed request of any five (5) members of the Board.

Section 4 **NOTICE OF MEETING** - At least five days' notice of the time, place, and purpose of all special meetings of the Board of Directors shall be given to each member of the Board of Directors by the Executive Director or Secretary. Such notice may be given in person, by telephone, mail, fax, or email and sent to the director's last known address. The notice may, from time to time, provide instructions regarding the time, place, and manner of the meeting of the Board of Directors, and may permit the meeting to proceed by telephone, virtually, or such other electronic means as permits all persons participating in the meeting to hear each other ("**Electronic Means**").

Section 5 Prior to regular meetings of the Board of Directors, the Executive Director or Secretary shall provide all directors with a copy of the minutes of the previous

meeting, an agenda, and copies of correspondence/written reports to be discussed.

- Section 6 Each committee of the Board of Directors shall shall prepare a written report for circulation to all Board directors at each meeting.
- Section 7 The President, or in their absence the Vice-President, or in the absence of both the President and Vice-President a director chosen by the Board of Directors at the meeting, shall be the chairperson of any meeting of Board of Directors.
- Section 8 Participation by Electronic Means - With the majority consent of the directors, a director may participate in any meeting of directors by means of telephone or other Electronic Means, and a director participating in such a meeting by such means is deemed to be present at that meeting. This section provides the PMA with the ability to hold duly constituted meetings of the Board of Directors via teleconference or other Electronic Means.
- Section 9 All member of the Board of Directors are subject to the direction and control of the Board of Directors and shall abide by decisions of the Board of Directors. The Board of Directors represents the interest of the PMA, and does not represent the interest of, nor deal with matters that may arise from, individual interests.
- Section 10 Votes to Govern - At all meetings of the Board of Directors, a majority vote of the Board of Directors is required to adopt any motion, except by a vote two-thirds of Board of Directors in office on a motion that would result in the hiring or dismissal of an Executive Director.
- Section 11 Parliamentary Authority - PMA operate under adopted Rules of Procedure as approved by resolution by the Board of Directors

#### **ARTICLE 6 - ALLOWANCES**

- Section 1 An allowance sufficient to provide for accommodations and meals, at a per diem rate, to be determined from time to time by the Board of Directors, plus actual travelling expenses, may be paid to any member of the Board, committee member, or any employee of the PMA when travelling for the purpose of carrying out the business of the PMA. Damage to persons or property incurred to, or by members of the Board, its committees or employees of the PMA, shall not be the responsibility of the PMA.
- Section 2 The PMA may pay honoraria to any member of the Board, with recipients and amount to be determined from time to time at the Annual General Meeting.

#### **ARTICLE 7 - GOVERNING AUTHORITY**

- Section 1 The Annual General Meeting shall be the overarching source of all authority in the PMA.
- Section 2 When the PMA is not meeting in Annual General Meeting, the Board of Directors shall be the governing body of the PMA.

## **ARTICLE 8 - ANNUAL GENERAL MEETING**

- Section 1     **ANNUAL GENERAL MEETING** - The Annual General Meeting of the members of the PMA shall be held at a time and place designated by the Board of Directors. At least sixty (60) days' notice, unless extenuating circumstances do not allow, shall be given in writing to the Membership of such dates and places as may be designated for holding the Annual General Meeting. The purpose of the Annual General Meeting is to hear and receive the financial reports and statements and any other documentation as required to be read and laid before the Members at any Annual General Meeting, electing directors, appointing, if necessary, the auditor, and for the transaction of such other business as may properly be brought before the meeting.
- Section 2     There shall be an Annual General Meeting of the PMA which shall be a meeting of the Members. Meeting format shall be in person or by Electronic Means, subject to instruction of the resolution calling for the meeting as determined by the Board of Directors.
- Section 3     The Annual General Meeting shall be held not later than June 30th of each year unless in the case of extenuating circumstances, as determined by the Board of Directors.
- Section 4     Fifty Full Members in attendance at the Annual General Meeting shall constitute a quorum at Annual General Meetings, and no business shall be transacted at an Annual General Meeting unless a quorum is present.
- Section 5     Members of the PMA shall bring matters before an Annual General Meeting for consideration by means of resolution submitted to the Executive at least sixty (60) days prior to the date of the Annual General Meeting. Notice of such petition or resolution shall be communicated to all Members not less than thirty (30) days prior to the Annual General Meeting at which time such petitions or resolutions will be voted on. Resolutions will be considered from the floor only if an adequate number of copies are provided for the registered Members and a majority of the Full Members vote to consider the resolution on an emergency basis at the time of the Annual General Meeting.
- Section 6     The Executive may submit its own resolutions to the Annual General Meeting.
- Section 7     At the Annual General Meeting or special general meeting of the PMA, unless otherwise required herein, all questions shall be decided by a majority vote cast by Full Members registered. All voting shall be by show of card obtained at registration or by electronic means.
- Section 8     **BOARD OF DIRECTORS' MEETING** - The Board of Directors shall hold a meeting immediately following the Annual General Meeting of the Members, which meeting may be held by Electronic Means.
- Section 9     No error or omission in the content of any notice calling an Annual General Meeting shall affect the status of such Annual General Meeting or invalidate anything done or passed thereat.
- Section 10    The President of the PMA, upon the request of at least thirty percent (30%) of the Membership of the PMA, shall convene a special Meeting of the PMA at any time,

provided thirty (30) days prior notice of the date, time, and place of such special General Meeting is given to the Membership.

- Section 11 At a special Meeting of the PMA, the only business which may be dealt with shall be that which has been announced in the notice calling the special General Meeting.
- Section 12 The President, or in their absence, the Vice-President, shall preside at every General Meeting of the PMA, whether special or general provided, however, that in the absence of both the President and Vice-President, or upon their refusal or failure to act, another member of the Board of Directors shall preside. In the event no member of the Board of Directors is available or willing to act, the Executive Director shall preside.
- Section 13 Except with the consent of the Chair, no member, who is not a delegate or a member of the Executive, shall speak to or address the Annual General Meeting
- Section 14 Only Full Members of the PMA in good standing shall be entitled to vote at an Annual General Meeting of a special General Meeting.
- Section 15 All voting delegates shall be identified prior to commencement of the Annual General Meeting as determined by the Communications, Public Awareness and Events Committee.
- Section 16 The Annual General Meeting may be attended by all Members.
- Section 17 Nominations for Elections at Annual General Meeting
- (1) The nomination period for Board of Directors positions shall open fifty (50) business days prior to the Annual General Meeting and shall close twenty-one (21) business days prior to the Annual General Meeting. No nominations will be accepted prior to the fifty (50) business day period or after the twenty-one (21) business day period. At the end of this nomination period, the Executive Director of the PMA shall forward a list of nominees to all member municipalities.
  - (2) The nomination period for sitting directors of the Board of Directors who seek nomination for a different Board position than held at the time shall open fifty (50) business days prior to the Annual General Meeting and shall close forty (40) business days prior to the Annual General Meeting. No nomination by a sitting director of the Board of Directors for a different position on the Board shall be accepted prior to the fifty (50) business day period or after the forty (40) day period.
  - (3) Should no nominations be received by the end of the nomination period for a position that is to be filled at the Annual General Meeting, nominations shall be made and received from the floor of the Annual General Meeting.
  - (4) No current Member of the House of Assembly, Member of Parliament, or elected members of any other provincial legislature, shall be eligible for nomination to the PMA Board of Directors.

## **ARTICLE 9 - FINANCES AND ADMINISTRATION**

- Section 1      The Board of Directors shall:
- (1)      be trustees of all funds of the PMA and of all other assets of the PMA, and shall administer them in accordance with the Constitution of the PMA;
  - (2)      arrange that all funds received by the PMA shall, as soon as possible after receipt thereof, be deposited in a registered financial institution in the Province of Newfoundland and Labrador to the credit of the PMA;
  - (3)      arrange that all bonds and other securities which are the property of the PMA shall be kept in a safety deposit box in a registered financial institution to be released only on the signature and personal appearance of the Treasurer or the President, together with one other member of the Board of Directors;
  - (4)      arrange that the report of the annual audit of books, and accounts of the PMA, be presented to the Annual General Meeting of the PMA which immediately follows the audit; and
  - (5)      appoint signing officers for withdrawal of funds of the PMA, and see that all officers and employees handling money are bonded.
- Section 2      **INCURRING DEBT** - The Board of Directors shall not incur any debt which exceeds twenty-five percent (25%) of the PMA's annual revenue for the previous fiscal year.
- Section 3      **SURETY BONDS** - The Treasurer, or any other officer of the PMA who may be designated by the Board of Directors, shall furnish a bond in such amount and with such sureties as the Board of Directors shall approve. The cost of such bonds shall be paid by the PMA and they shall be kept as per Article X, Section (3).
- Section 4      **FISCAL YEAR** - The fiscal year of the PMA shall be from January 1st to December 31st.
- Section 5      **AUDIT**
- (1)      There shall be an annual audit of the accounts of the PMA by a qualified auditor appointed by the Board of Directors, annually, who shall not be a member of the Board of Directors.
  - (2)      The remuneration, if any, of the auditor or auditors shall be approved by the Directors.
  - (3)      The report of the auditor or auditors to the Members shall be presented at the Annual General Meeting and shall be open to inspection by any Member.
  - (4)      The auditor or auditors shall be given notice of any annual or special general meeting of the Members in the same manner in which Members are given notice and shall have the right to attend, at their own expense, any Annual General Meeting or any special general meeting of the



Members at which any financial statement of the PMA is to be discussed, for the purpose of explaining the statement or any part thereof.

Section 6 **INTERIM ACTION** - Any action, by-law or resolution, which might have been adopted by the Board of Directors, shall be valid if written memorandum of such action, by-law or resolution is served by the Executive Director or Secretary, at the direction of the President, upon all persons entitled to vote thereon, and approved in writing by a quorum of the Board of Directors. For this purpose, communicating such memorandum to the Member shall be deemed sufficient service.

Section 7 **REGIONAL MEETINGS** - In order to extend the education and professional activities of the PMA, the formation of Regional meetings shall be encouraged and authorized.

Section 8 **CORPORATE SEAL** - The Seal of the PMA, if any, shall be in the form impressed on the margin thereof.

Contracts, documents, or any instruments in writing, which are required to be under Seal, shall be signed by the President, Vice-President, and the Executive Director or Secretary, or other Directors as the Board of Directors may by resolution prescribe, together with an impression of the Corporate Seal.

#### **ARTICLE 10 - COMMITTEES**

Section 1 **STANDING COMMITTEES**

- (1) At their first meeting, the Board of Directors shall determine the number of standing committees they deem necessary to conduct the affairs of the PMA in an efficient and cost-effective manner.
- (2) Standing committees shall consist of three (3) persons to be appointed from the Board of Directors by the President.
- (3) The President is an ex-official member of all standing committees.

Section 2 **SPECIAL COMMITTEES**

- (1) The Board of Directors may from time to time determine such committees as they deem desirable, composed of Members or of Members and other persons.
- (2) A majority of the members shall constitute a quorum at a meeting of a committee.

Section 3 **COMMITTEES OF THE PMA** – Committees shall continue in office until disbanded by the Executive or until their successors are selected.

Section 4 Committees shall be responsible in all respects to the Executive, and shall submit annual reports of their activities and such recommendations as they see fit to make to the Executive, or as the Executive requires. Committees should have only an advisory role unless duly delegated authority has been approved by a majority decision of the Board of Directors.

## **ARTICLE 11 - PROFESSIONAL DESIGNATION**

Section 1 PMA will work diligently towards Professional Designation.

## **ARTICLE 12 - CODE OF ETHICS**

Section 1 All Members, committees, directors, officers, and employees of the PMA must subscribe to any code of ethics adopted by the Board of Directors. In addition, PMA shall adopt a Code of Conduct specifically for members of the Board of Directors and staff of the organization.

## **ARTICLE 13 - DISCIPLINE**

Section 1 The Board of Directors shall receive and investigate complaints received by the Board or otherwise by the PMA regarding breaches of professional ethics, professional misconduct, or breaches of the Constitution and By-Laws of the PMA.

Section 2 Any disciplinary action taken by the Board of Directors is final.

Section 3 The Board of Directors may take disciplinary action within their jurisdiction including revocation of Membership in the PMA.

## **ARTICLE 14 - AMENDMENTS**

Section 1 Amendments to the Constitution and By-laws shall come into effect when they have been adopted by a two-thirds (2/3) majority vote by the Full Members of the PMA at an Annual General Meeting.

Section 2 Section 2 Amendments to be made at the Annual General Meeting may be proposed either by resolution of the Board of Directors or by petition of any two (2) Full Members and submitted to the Executive Director or Secretary, not less than sixty (60) days prior to the date of the Annual General Meeting. Notice of such petition or resolution shall be communicated to all members not less than thirty (30) days prior to the Annual General Meeting at which time such proposed amendment or amendments will be voted on. Such time frames may be waived by a majority vote at the Annual General Meeting and amendment or amendments may be voted on.

Section 3 A roster of Full Members shall be made available to all Full Members upon request.

## **ARTICLE 15 - PROCEDURES**

Section 1 In all matters of procedure arising at any meeting not provided for by Robert's Rules of Order Newly Revised, or by this by-law, the question shall be decided by the President, and in making such a ruling, they shall base their decision on the Rules, Forms and Forms of Procedure of the Legislative Assembly of Newfoundland and Labrador.

## **ARTICLE 16 - DISPLAY OF CERTIFICATES**

Section 1 All Members shall display their certificates of professional accreditation or membership in their offices, unless specifically prohibited from doing so by their employers.

## **ARTICLE 17 - USE OF DESIGNATION**

Section 1 All accredited Members shall use their accreditation designation on all correspondence and business cards unless specifically prohibited from doing so by their employers.

## **Professional Municipal Administrators**

### **CODE OF ETHICS**

Having been registered and admitted as a Member of Professional Municipal Administrators Inc., all Members subscribe to the following principles and ethics which they affirm will govern their personal conduct as a Municipal Administrator:

1. To uphold constitutional government and the laws of my community;
2. To so conduct my public and private life as to be an example to my fellow citizens;
3. To impart to my profession those standards of quality and integrity that the conduct of the affairs of my office shall be above reproach and to merit public confidence in our community;
4. To be ever mindful of my neutrality and impartiality, rendering equal service to all and to extend the same treatment I wish to receive myself;
5. To record that which is true and to preserve that which is entrusted to me as if it were my own; and
6. To strive constantly to improve the administration of the affairs of office consistent with applicable laws and through sound management practices to produce continued progress and so fulfill my responsibilities to my community and others.

**Professional Municipal Administrators Inc.**

**79 Mews Place**

**St. John's, A1B 4N2**

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

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

**info@pmanl.ca**

**www.pmanl.ca**

