



Tennessee City Management Association Bylaws

Adopted September 2012~~10~~

ARTICLE I. MEETINGS

Section 1. Annual Meeting. The regular annual meeting of the Tennessee City Management Association (the "Association") shall be held at the time of the annual conference of the Tennessee Municipal League, or at such time as otherwise designated by the Board of Directors.

Section 2. Meetings/Conferences. The time and place of all other Association meetings shall be as established by the Board (Constitution, Article 11). In addition to the regular annual meeting, a minimum of two other educational conferences shall be held.

Section 3. Board of Directors Meetings. The Board of Directors shall meet in conjunction with all Association meetings, as well upon call of the President or three (3) members of the Board of Directors.

Section 4. Quorum. A majority of the Corporate Membership shall constitute a quorum, with a majority vote of Corporate Members present required to approve any action, except for a Constitutional amendment which shall be controlled by Article 14 of the Constitution. When a majority of the Corporate Members are not present in sufficient numbers to constitute a quorum for action other than a constitutional amendment, action may be taken upon a majority vote of the Corporate Members voting provided that written notice of such action shall have been given to Corporate Members at least ten (10) days in advance of the meeting. Voting by proxy shall not be allowed.

Section 5. Rules of Order. Parliamentary procedure in all meetings of the Association, Board of Directors, and Committees shall be in accordance with Robert's Rules of Order.

ARTICLE II. MEMBERSHIP

Section 1. Membership Classification. The following membership classifications are established:

a. Corporate Member: Shall be designated as Full Members and Associate Members. The privilege of voting and serving as an Association officer is limited to Corporate Members as set forth in section b.i, b.iii, and c. below.

b. Full Member: A Full Member shall meet one of the following qualifications:

i. Any person who is the full-time administrative head of a municipality in Tennessee and who has served as the full-time administrative head of a municipality for at least three (3) years, two of which were continuous in the same local government, and whose professional conduct conforms to the code of ethics of this Association and the International City/County Management Association, shall be eligible for this membership. Graduation from a university of recognized standing, or two years as an Associate member, or five years in a responsible public administrative position shall be considered equivalent to one year of active service; or

ii. The full-time Executive Director or Assistant Director of the Tennessee Municipal League who has served in that capacity for at least two years, and whose professional conduct conforms to the code of ethics of this Association and the International City/County Management Association shall be eligible for this membership; or

iii. Any person appointed by a full-time administrative head of a municipality in Tennessee

and who has served for at least three years, two of which were continuous in the same local government as an administrative assistant, assistant city manager/administrator or other municipal government staff recommended for membership by a full-time administrative head and whose professional conduct conforms to the code of ethics of this Association and the International City/County Management Association shall be eligible for this membership. Graduation from a university of recognized standing, or two years as an Associate member, or five years in a responsible public administrative position shall be considered equivalent to one year of active practice.

c. Associate Member: Any person meeting the qualifications set forth for a Full Member except that he or she does not fulfill the length of service requirement as defined in Section b above, or city recorders or other appointed municipal officials who serve in the capacity of full-time administrative head of a municipality shall be eligible for this membership.

d. Academic Member: Any person enrolled in or employed by an accredited college or university who is committed to pursuing or teaching a course of study in preparation for a career in local government management, including MTAS consultants and staff, shall be eligible for this membership classification.

e. Agency Member: Any governmental or related agency wishing to enroll several members is eligible. Agency membership dues rates will vary depending upon the number of individuals covered, and will be established in accordance with these Bylaws and the organization's constitution.

f. Honorary Member: Individuals who have distinguished themselves in the field of local government in Tennessee are eligible for designation as an honorary member,, provided however, that no person eligible for corporate membership shall be eligible for honorary membership. Upon petition of a minimum of five Corporate Members, honorary membership may be granted upon a two-thirds (2/3) majority of the Board of Directors. Honorary members participating in any Association activity may not do so in a way to represent or promote a commercial product or service.

g. Member in Transition: A Corporate Member dismissed from his or her local government position without cause, or forced to resign under pressure for dismissal without cause, may retain membership for a period of up to two years provided that the member remains domiciled in Tennessee and his or her conduct conforms to the code of ethics of this Association and the International City/County Management Association.

Section 2. Application. All prospective members shall submit an application for membership in a form established by the Executive Director. The application for membership shall be accompanied by payment of the proper dues. Upon receipt of the application and dues, the Executive Director shall publish notice of such application in an official TCMA publication or otherwise provide constructive notice to the membership. If, sixty (60) days following such publication, no written objection to the applicant's qualifications has been received from a Corporate Member, the Executive Director shall admit the applicant to membership. In the event that any Corporate Member shall file with the Executive Director a written objection to the applicant's qualifications within the sixty-day period, the application shall be submitted to the Board of Directors. The affirmative vote of two-thirds of the eligible voting members of the Board shall be necessary for the applicant to be admitted. In the event that the prospective member is denied membership, the dues accompanying the application shall be refunded in full.

ARTICLE III. CODE OF ETHICS AND PROFESSIONAL CONDUCT

Section 1. Ethics Code. The professional conduct of all members shall be governed by the ICMA Code of Ethics or other code of ethical conduct approved in lieu of the ICMA Code by Corporate Members (Constitution, Article 9).

Section 2. Sanctions for Unethical Conduct. The Board of Directors may censure and bar, suspend or expel from membership a member, or censure and bar a former member seeking reinstatement, for conduct that violates the code of ethics in accordance with Article 8 of the Constitution and this Article.

Section 3. Standing Committee on Professional Conduct. A standing committee on Professional Conduct shall be established and shall adopt procedures for enforcement of the Code of Ethics (Constitution, Articles 5 and 8).

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Association shall be a President, Vice-president, and Secretary. (Constitution, Article 3).

Section 2. Eligibility. All officers shall be a Corporate Member of the Association for the three preceding years prior to taking office, and shall be a Corporate Member at time of taking office. (Constitution, Article 3).

Section 3. Duties of Officers. The duties of the officers of this Association shall be such as, by general usage, are indicated by the title of office. The President shall make appointments to committees established by the Board of Directors in accordance with Article 5 of the Constitution. The Board of Directors shall act in the capacity of directors, and shall supervise and control the affairs of the Association, subject to decisions of the Association's membership at any meeting or by mail ballot consistent with the Constitution and Bylaws. The Board shall designate authorized signatures for the Association's financial accounts as deemed appropriate.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of six (6) members including the officers, two (2) directors who shall each be a Corporate Member for a minimum of one year at the time of appointment, and the immediate past President, provided the immediate past President is a Corporate Member at time of assuming his or her board seat. If the immediate past President is not a Corporate Member at such time, the most recent active past President that is a Corporate Member shall assume a seat on the Board of Directors. In the event that no Past President is eligible to sit on the Board of Directors, the Board shall be temporarily reduced to five (5) members until such time that a Past President again becomes eligible to be seated. (Constitution, Article 4)

Section 2. Functions. The duty of the Board of Directors is to act in the capacity of directors, supervising and controlling the affairs of the Association. The Board shall:

- a. Be responsible for the appropriation of all funds of the Association in accordance with the adopted budget as may be adjusted from time to time;
- b. Be responsible for coordinating the completion of an annual audit of the Association's financial records and accounts; and
- c. Be responsible for overseeing and directing the duties of the Executive Director.

Section 3. Quorum and Votes. A majority of the Board of Directors shall constitute a quorum, with a majority vote of those present at a meeting required to approve any action. The term "present" as defined in this section shall include participation in person or via telephone/conference call or other electronic communication. Votes may be cast by voice, email, facsimile, or other electronic media.

Section 4. MTAS Assistance. The Board of Directors shall request the Executive Director of the University of Tennessee's Municipal Technical Advisory Service (MTAS) to appoint an MTAS Municipal Management Consultant to the board. Such consultant shall serve in an *ex officio* capacity and shall have no voting privileges, but shall attend all meetings of the board, when practical, and shall have the right to participate in discussions. The MTAS consultant shall also be available for assistance to the TCMA Executive Director. Such request shall not be made when MTAS is otherwise contracted to the Association to serve as Secretariat.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Executive Director. The Board of Directors shall appoint an Executive Director to administer the affairs of the Association, subject to the provisions of the Constitution and to such policies as the Board of Directors may adopt. The Executive Director shall serve at the pleasure of the Board of Directors as an at will employee for an indefinite term of office. The Executive Director's compensation and duties shall be determined from time-to-time by the Board of Directors. The Executive Director shall attend all Association meetings and participate in discussions, but shall have no vote.

Section 2. Secretariat Services. The Municipal Technical Advisory Service, or any like entity providing technical assistance and training to city officials and local government, may be contracted with to provide Secretariat services to the Association. In such capacity, the person selected from MTAS shall serve as Executive Director.

ARTICLE VII. COMMITTEES

The Board of Directors shall establish a standing committee on professional conduct comprised of Corporate Members and shall adopt rules of procedure for enforcement of the Codes of Ethics in accordance with the Article 8 of the Constitution. Persons appointed shall serve until replaced.

The President shall appoint a nominating committee (Constitution, Article 6), and such other committees as the Board of Directors shall deem advisable (Constitution, Article 5). The appointments, which shall include a chair, shall be announced at the annual meeting or as soon thereafter and be for a term of one (1) year. The duties of each committee shall be established concurrently with the appointment of the committee.

ARTICLE VIII. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Elections.

a. At each annual meeting the Association shall elect the officers to a one-year term of office and one (1) director to a two-year term of office; provided, however, that in order to stagger the terms of office of the directors, the initial election shall provide for one director to serve a one-year term of office (Constitution, Article 6).

b. If a vacancy on the Board of Directors occurs by reason of death, incapacity, resignation or removal from the state, or if an incumbent ceases to possess the qualifications for office, the office of President shall be filled by the Vice-president for the unexpired term and other vacancies shall be filled for the unexpired term by the Board of Directors (Constitution, Article 3); provided however, that a board member dismissed from his or her local government position without cause, or forced to resign under pressure of dismissal without cause, shall be allowed to maintain office until the end of his or her term (Constitution, Article 4)

c. A Nominating Committee appointed by the President shall meet to select a slate of candidates to the Board of Directors each year (Constitution, Article 6).

d. The Nominating Committee shall prepare a report giving the offices to be filled and one or more members for each office which must be presented at the annual meeting.

e. At any time after the report of the Nominating Committee and before the election of officers, nominations may be made from the floor to place the name of any eligible candidate on the ballot to be voted on by the Association.

Section 2. Balloting. The candidate receiving the majority of all votes cast shall be declared elected (Constitution, Article 6). The term of office commences upon adjournment of the annual meeting.

ARTICLE IX. ANNUAL DUES

Dues for the various classes of membership shall be established by a majority of Corporate Members present and voting during any meeting of the Association (Constitution, Article 10). The schedule of dues for membership shall be recommended by the Board of Directors. Dues shall be payable by January 31 each year and shall be paid within thirty (30) days upon receipt of an invoice. Dues unpaid by April 30 shall result in the suspension of the member. Dues from prospective members shall be paid at time of application for membership in accordance with Article II of the Bylaws

Honorary members shall be exempt from the payment of dues (Constitution, Article 10).

ARTICLE X. RESOLUTIONS AND COMMITMENTS

No resolution or motion to commit the Association on any matter shall be considered by the Association until it has first been considered by the Board of Directors. Such resolution or motion shall be referred

without discussion to the Board, which shall return its recommendations back to the Association following review.

ARTICLE XI. AMENDMENTS OF THE BYLAWS

The Bylaws may be amended by a majority vote of the Corporate Members voting at any meeting of the association after recommendation by the Board of Directors; provided, that written notice of such proposed amendments shall have been given to the Corporate Members at least ten (10) days prior to the meeting. No amendments or additions to these Bylaws shall be made which are not in conformity with the Constitution.