

# TENNESSEE CITY MANAGEMENT ASSOCIATION CONSTITUTION

## **Article 1 - Name**

The name of this organization is the Tennessee City Management Association (TCMA).

## **Article 2 - Purpose**

The purposes of TCMA (“the Association”) are to increase the proficiency of city managers and other local government administrators, and to strengthen the quality of local government through professional management.

## **Article 3 - Officers**

The officers of this Association shall be a President, Vice-president, and Secretary. An officer shall be a Corporate Member for the preceding three years prior to taking office, and shall be a Corporate Member at time of taking office.

## **Article 4 - Board of Directors**

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. 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 in accordance with these requirements; 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, or until a successor is elected and qualified.

## **Article 5 - Committees**

A nominating committee shall be established as set forth in Article 6 and a standing committee on professional conduct shall be established as set forth in Article 8.

The President shall appoint such other committees as the Board of Directors shall deem advisable.

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**Article 6 - Nominations and Elections**

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. The candidate receiving a majority of all votes cast shall be declared elected. A slate of candidates will be selected by a nominating committee as directed in the Bylaws.

**Article 7 - Membership**

Qualifications for membership in the Association shall be as prescribed by the Board of Directors and in accordance with any limitations or procedures as provided in the Bylaws.

Membership of individuals is not transferable; membership is in the name of the individual and shall not attach to the position.

**Article 8 - Sanctions for Unethical Conduct**

The Board of Directors may censure, and bar, suspend, or expel from membership a member in any category for conduct pre- or post membership that violates the Code of Ethics. The Board may censure and bar from reinstatement as a member, a former member in any category for conduct which occurred during membership that violates the Code of Ethics.

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 Code of Ethics. The rules shall provide that a member or former member shall be notified promptly of the receipt of an ethics complaint, and of the investigation and determination of the matter.

**Article 9 - Code of Ethics**

The professional conduct of all members shall be governed by the ICMA Code of Ethics or other code of ethical conduct approved by a majority of Corporate Members present and voting during any meeting of the Association. A violation of the Code of Ethics is grounds for appropriate disciplinary action as provided in Article 8.

**Article 10 – Annual Dues**

Dues for the various classes of membership shall be established by a majority of the Corporate Members present and voting during any meeting of the Association. Dues shall be payable on a schedule established by the Board of Directors. Honorary members shall be exempt from the payment of dues.

Any member whose dues have not been paid by the date established by the Board of Directors shall be suspended from membership and notified in writing of the suspension.

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**Article 11 - Meetings**

The time and place of all meetings of the Association shall be established by the Board of Directors.

**Article 12 – Executive Director**

An Executive Director shall administer the affairs of the Association, subject to the provisions of the Constitution and to such policies as the Board of Directors may adopt.

**Article 13 – Bylaws**

The Association may establish Bylaws not in conflict with the provisions of this Constitution.

**Article 14 - Amendment**

This constitution may be amended upon recommendation of the Board of Directors by a two-thirds majority vote of Corporate Members present at any meeting, provided notice has been mailed to all Corporate Members at least ten (10) days in advance of the meeting.

Five Corporate Members may, by petition to the Executive Director, initiate a proposed amendment which shall become effective upon ratification by a two-thirds majority of the Corporate Members voting thereon by mail ballot, with such proposition to be presented to eligible members within six months after it has been formally received by the Board of Directors. Sixty days after written ballots are sent to all Corporate Members, the results shall be canvassed by two members of the Board. Any amendment proposed by membership petition shall be accompanied by a recommendation from the Board of Directors which shall be provided to Corporate Members with the mail ballot. An amendment that carries shall become effective immediately upon passage.

**Article 15 – Dissolution**

If the Association is dissolved, its assets shall in no case revert to members but shall be distributed, in accordance with a formula established by the Board of Directors for dissolving the Association, to public or nonprofit colleges or universities that have programs in public administration, for use in such programs.

**Adopted – September 2012**