

# 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**



# Tennessee City Management Association Bylaws

Originally Adopted September 2012  
With Amendments Through September 2, 2021

## 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 Classifications.** The following membership classifications and eligibility requirements are established:

**a. Corporate Member:** Shall have been a Full Member of the Association for at least two (2) years. The privilege of voting and serving as an Association officer is limited to Corporate members. Their conduct shall conform to the code of ethics of this Association.

**b. Full Member:** Any person working in Tennessee city or town government who serves as a municipal manager, administrator or equivalent position with similar responsibilities and duties appointed by local elected Board or Mayor or serves as a Deputy/Assistant City Manager/Administrator or equivalent position. In addition, individuals in Tennessee local government who previously served in the above positions within the State for at least three (3) years but are currently employed in a Tennessee local government in an Associate Member position shall be designated Full Members. Their conduct shall conform to the code of ethics of this Association.

**c. Associate Member:** (1) Any person who serves in a Tennessee local government in an appointed position as a department head, mid-management or entry professional level position and is committed to professionally managed local government. A person eligible for associate membership in this subsection (1) meeting the eligibility requirements for academic membership shall be admitted to membership, upon application, as an Academic Member. Such membership classification shall be operative only during the period that the member satisfies the requirements for academic membership.

(2) A Corporate Member who has relocated outside of the state and remains in an appointed position in local government and is committed to professionally managed local government; provided however, that in the event the Corporate Member is a member of the board of directors, such board seat shall be vacated.

(3) The conduct of an Associate Member shall conform to the code of ethics of this Association. (Amended October 31, 2018 – Resolution No. 18-14).

**d. Academic Member:** Any person employed by or enrolled in an accredited college or university in Tennessee or is a native of the state enrolled at a college or university out of state who is teaching a course of study in local government management or is pursuing an educational curriculum or internship leading to a career in local government management.

**e. Agency Member:** Any governmental or related agency that provides management or technical support to Tennessee local governments and desires to enroll a significant number of its employees as members in the Association. The Board of Directors shall establish Agency member dues taking into the account the number of individuals participating and the benefit derived by the Association from having their involvement. Agency members are not eligible to become Corporate members.

**f. Alumni Member:** Any former member of the Association, having been a member in good standing for a minimum of three (3) years, who is retired or is no longer working for a Tennessee local government and is not employed by a company seeking or doing business with TCMA or its member cities and towns.

**g. Honorary Member:** Honorary Membership is the highest honor afforded to individuals not serving in municipal government. This membership category shall be granted, upon approval of the board of directors, to individuals who have made distinguished contributions supporting the TCMA mission and program or to the overall field of municipal government in Tennessee. Former full or associate members are not eligible for Honorary Membership; however, a retired Academic Member or Agency Member is eligible for this membership classification. An Honorary Member participating in any Association activity may not do so in a way to represent or promote a commercial product or service. (Amended November 4, 2020 – Resolution No. 20-03)

**h. Member-in-Transition:** A Full member dismissed from their local government position in Tennessee without cause, or forced to resign under pressure for dismissal without cause, may retain membership for up to two years without cost provided the member remains domiciled in Tennessee and their conduct conforms to the code of ethics of this Association.

**i. Life Member:** Life Membership is the highest honor afforded to retired full or associate members. Life membership shall be automatically approved, upon application of the member, to a retired full or associate member that has been a member of the Association for a minimum of 15 years, or as otherwise affirmative approved by the Board of Directors. For purposes of eligibility, retired shall mean that the individual has completed active service to municipal government or has turned to another field with no expectation of serving again in a position making the individual eligible for full or associate membership. Once designated, a temporary or interim position taken by a Life Member shall not invalidate said membership designation. However, a Life Member who becomes eligible for full or associate membership through new employment will have his/her Life Membership status suspended until all Life Membership

criteria are once again satisfied. A Life Member participating in any Association activity may not do so in a way to represent or promote a commercial product or service. (Amended November 4, 2020 – Resolution No. 20-03)

(j) **Advocacy Member**: Available to any person, not eligible for any other membership category and not serving in a popularly elected federal, state, or local government position, who supports the council-manager form of government and professional local government management in Tennessee. This membership category shall be narrowly construed and shall preclude a person employed with any organization that could seek to become a corporate sponsor of the Association. An Advocacy Member participating in any Association activity may not do so in a way to represent or promote a commercial product or service.

**Section 2. Application**: All prospective members shall submit an application for membership in a form established by the Executive Director. Upon receipt of the application, the Executive Director shall review and approve the member if the individual meets the minimum requirements in a membership classification. Payment of dues is required before membership becomes official. If the Executive Director disapproves a membership application, the individual may appeal the decision to the Board of Directors who by affirmative vote of the majority of the Board members at its next meeting may override the decision of the Executive Director and admit the individual as a member. In addition, the Executive Director may refer a membership request to the Board for consideration at its next meeting if he/she is unable to make a determination on the appropriateness of the membership. If a prospective member is denied membership, the dues payment shall be refunded in full.

### **ARTICLE III. CODE OF ETHICS AND PROFESSIONAL CONDUCT**

**Section 1. Ethics Code**. The professional conduct of all Corporate, Full, Associate, and In-Transition 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.