



## **BYLAWS**

### **Maine Town, City and County Management Association**

Adopted by the Membership August 19, 2009

Amendment Proposed by the Board of Directors on Wednesday, August 24, 2011

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# BYLAWS

## Maine Town, City and County Management Association

### Article I - Name and Purpose

- A. **Name.** The name of the Organization is the "Maine Town, City and County Management Association, Inc." (MTCMA).
- B. **Purpose.** The purposes of this Association shall be:
1. To increase the proficiency of Municipal and County Administrators and Managers and other local government Managers and Administrators;
  2. To strengthen the quality of local and county government through professional management;
  3. To recognize and promote the historical significance of the Manager forms of local and county government organization in Maine.

### Article II – Membership

- A. **Categories of Membership.** There are Corporate and Noncorporate Members. Corporate Members are designated Full Members (Active/New). The privilege of voting is limited to Corporate Members.
1. **Corporate Membership: Eligibility.** For the purpose of deciding eligibility for Corporate Membership, the Executive Board shall establish a set of standards that define whether the position held by the full-time administrative head of a local government has the level of independence, authority, and responsibility necessary to function in a professional manner.
  2. **Corporate Membership: Full Members.**
    - i. **Qualifications.** Any person whose professional and personal conduct conforms to the MTCMA Code of Ethics is eligible to be a Full Member if that person meets the qualifications in either subsection a or subsection b, as follows:

- a. The person serves as the full-time administrative head of a municipality or county recognized by the Association as operating under a manager plan as set forth in Article VII of these bylaws.
- b. The person serves as a full-time administrative assistant, assistant municipal or county manager, assistant director of a council of governments, or assistant administrator, however designated, having significant general administrative responsibility in a municipality or county recognized by the Association as operating under a manager plan as set forth in Article VII of these bylaws, and was appointed to that position by the municipal or county manager or chief administrator.

3. Noncorporate Members are designated Cooperating, Junior, Honorary/Life and Inactive members.

- a. **Cooperating Member.** Any person who has attained a position in his/her special pursuit which qualifies him/her to cooperate with Members or Associate Members in the advancement of professional knowledge and practice may be eligible for this classification upon an affirmative two-thirds (2/3) vote of the Board of Directors.
- b. **Junior Member.** A Junior Member shall be active in some branch of public administration for at least two years or shall be a graduate of, or a student in, a course in Public Administration.
- c. **Honorary/Life Member.** An Honorary/Life Member shall be chosen because of distinguished public service, and no person who is eligible for a corporate membership in this Association shall be chosen as an Honorary/Life Member. He/she may be proposed by a corporate member, and shall

be elected upon a two-thirds (2/3) vote of all members of the Board of Directors and a majority vote of the corporate members present at an annual meeting.

**B. Membership Status**

1. **Non-Transferable Membership:** Membership is not transferable; it shall be in the name of the individual and shall not be attached to the position.
2. **Termination of Membership.** In accordance with the “MTCMA Rules of Procedure for Ethics Enforcement”, the Ethics Committee may terminate the membership of a member for any violation of the Code of Ethics.
3. **Inactive Individual Membership.** Any Corporate Member of this Association who has resigned or has been removed from his/her position with a municipality or county may change his/her status as Member to Inactive Member by notifying the Membership Committee Chair provided she/he continues to pay dues, unless it shall be shown to the satisfaction of the Board of Directors that she/he is incompetent, in which case his/her membership may be terminated at once by the Board of Directors. An Inactive member, who may be retired from the profession, shall be allowed to serve on a committee at the discretion of the committee chair.

**C. Application for Membership.** Upon receipt of the application and the payment of the proper dues, the Membership Committee Chair shall cause to be published notice of such application on the MTCMA list-serve and/or website, and conduct a verification process of the information submitted by the applicant. Results of the verification process shall be submitted to the Membership Committee Chair, Ethics Committee Chair and Range Rider Committee Chair.

1. **Acceptance to Membership.** If after fourteen days following such publication no written objection to the applicant is received, and the information submitted by the applicant has been verified to the satisfaction of the Membership Committee Chair, the Ethics Committee Chair and the Range Rider Committee Chair, the applicant shall thereupon be duly elected.

2. **Objections to Membership.** In the event any Corporate Member shall file with the Membership Committee Chair written objection to any application within fourteen days after publication of such notice, then such application shall be submitted to the Board of Directors for further review. The Board of Directors shall conduct a background information investigation, with prior notice to the applicant, using an unbiased firm or methodology. Although participation in the background investigation shall be optional for the candidate, failure to do so will result in the termination of the membership process. At the completion of a background investigation the Board of Directors would review the findings, and a two-thirds affirmative vote of the Board of Directors shall be required for admission to membership of the applicant. Should membership be denied, a written explanation shall be sent to the applicant outlining the reasons for the decision to deny membership and providing the opportunity for rebuttal within a specified time period.
  
3. **Grounds for Denial.** Denial of membership is to be based on a determination that the applicant has received a public censure for violation of the International City/County Management Association (ICMA) or MTCMA Code of Ethics within the previous five years, or a private censure within the previous three years; or that the applicant has received a similar censure for violation of any code of ethics or rules of conduct of any other professional organization or of an applicant's current or previous employer or committed a violation of Federal, State or Local Law which would have triggered an ICMA violation, had the applicant been an ICMA member, subject to the time limits similarly cited above.

D. **Life Members.** Any Member who has completed twenty-five years of membership during which time the member is eligible to hold office, upon retiring from active service with a municipality or county shall become a paid-up life member; provided, however, that if that person has been a member eligible to hold office for at least fifteen years upon his/her retirement at age sixty-five or later she/he shall become a paid-up life member. In addition, any Member who has retired from active service with a municipality or county, who does not qualify for Life Member status as described above, and who in the opinion of the Board of Directors has made an outstanding contribution to the development of the

profession, may be granted a life membership by vote of a majority of the Board of Directors.

### **Article III - Officers and Board of Directors**

- A. **Officers.** The Officers of the Association shall be a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer, each of whom shall be elected at the annual meeting and hold office for one year. The office of 2<sup>nd</sup> Vice President, Secretary and Treasurer shall be held by the same person. During any absence, disability, or upon the resignation of the President, the 1<sup>st</sup> Vice President shall immediately become acting President until a President shall be elected at the annual meeting. The term of all officers shall be from October 1<sup>st</sup> to September 30<sup>th</sup>.
- B. **Directors.** The Board of Directors shall include the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, the immediate past President, Range Rider Committee Chair and eight (8) members at large, elected at the annual meeting, with geographical consideration being given for selection. The eight (8) members at large shall serve four (4) years with two Directors elected each year for three (3) years. Any vacancy in the Officers or Board of Directors but excluding the President, shall be filled until the next annual meeting of the Association by a majority vote of the Board of Directors. The Board of Directors shall meet twice annually and at such other times as deemed necessary by the President. The Board of Directors shall carry on and transact any necessary business of the Association and shall make recommendations to the membership at meetings of the Association.
- C. **Duties.** The duties of the Officers shall be the usual duties of their respective offices necessary in order to carry on the general activities of the Association, including but not limited to the following:
1. President – executive leadership of the Association.
  2. 1<sup>st</sup> Vice President – responsible for professional growth of the Association and of its members; shall serve as chair of the Professional Development Committee.
  3. 2<sup>nd</sup> Vice President – responsible for overseeing the financial and contractual affairs of the Association; serving as chair of the Finance Committee. The 2<sup>nd</sup> Vice President is also the Treasurer and Secretary of the Association.

- a. Treasurer – to implement and maintain a sound system of financial records and management and maintain budgetary control.
  - b. Secretary – to be responsible for maintaining all records and transactions of the Association including membership, member standing, meeting accounts and by-laws.
4. Range Rider Committee Chair – Responsible for making the counsel, experience and support of respected, retired managers of the profession available to local, county and COG chief administrators and to their chief assistants, and to help with personal and professional issues and not to provide any form of technical assistance nor to solve substantive problems in a local government.
  5. Ethics Committee Chair – Responsibilities as provided by Article XIII and the “MTCMA Rules of Procedure for Ethics Enforcement”.
- D. **Eligibility.** All members of the Board of Directors, including the Officers, shall be corporate members or life members.

#### **Article IV – Meetings**

- A. **Annual Meeting.** The annual meeting of the Association shall take place during the week of the New England Management Institute, unless changed by the Board of Directors.
- B. **Special Meetings.** Special meetings may be called by the President and each member shall be notified by mail or e-mail of the time and place of the meeting by the Secretary-Treasurer. E-mail notification shall require confirmation of receipt.

#### **Article V - Executive Secretary**

- A. The Board of Directors may appoint an Executive Secretary. The Executive Secretary may:
  1. be removed at any time by the Board of Directors,
  2. be part or full-time,
  3. be or not be a member of the Association.
- B. The duties and compensation of the Executive Secretary shall be set by the Board of Directors.

## **Article VI – Committees**

The President shall appoint all committee chairs deemed to be necessary for the conduct of the Association. Generally, terms of office shall be one year, except for the Ethics Committee, which shall have terms as provided below. The term of all committee members shall be from October 2st to September 30<sup>th</sup>. Standing Committees shall include, but not be limited to the following:

A. **Nominating Committee.** The Nominating Committee shall be selected by the President, and composed from members in attendance at the annual meeting as follows:

1. An active past President serving a Maine Municipality.
2. A member of the Board of Directors.
3. A member at large of the Association.

B. **Professional Development Committee.** This committee shall be under the direction of the first Vice President and shall provide for continuing education programs, development of professional affiliations and shall provide for recognition of the profession of local government administration. The Professional Development Committee shall review all certifications for approval.

C. **Ethics Committee.** This committee shall be under the direction of the Ethics Committee chair, who shall be a member of the MTCMA Board of Directors. The committee shall enforce the Code of Ethics and Guidelines as provided by the MTCMA Rules of Procedure for Ethics Enforcement and educate the membership, other public officials and the general public about the value of and need for the ethical behavior of MTCMA members.

1. The Ethics Committee Chair shall serve for a three year term. In the absence of the Chair the committee may elect a temporary Chair for the purpose of conducting business before the committee.
2. Committee membership shall consist of up to seven (7) members (including the Chair), each of whom shall be appointed by the MTCMA President for a term of office of three years, except that the President may appoint members to shorter terms as needed to maintain staggered terms as provided below .
3. Terms of office shall be staggered, with the terms of no more than three members expiring each year.
4. To assist with investigations and with other matters not including the determination of disciplinary actions, the committee may establish working groups and ap-

point other MTCMA members and non-MTCMA members of professional integrity from outside the Ethics Committee.

- D. **Range Rider Committee.** The Association shall endeavor to elect a retired or inactive member to serve as Chair of the Range Rider Committee. Only in the event that there are no retired or inactive members who wish to serve will an active member of the Association be elected to serve as Chair of the Range Rider Committee. The Chair of the Range Rider Committee shall be a member of the Board of Directors. It shall be the purpose of the Range Rider Committee to organize a group of retired, inactive and active members of the Association to serve as a source of information and support system for the membership.
- E. **Awards and Scholarship Committee.** This committee shall be under the direction of the Awards and Scholarship Committee chair and shall schedule and coordinate the nomination and selection of awards recipients for awards given at the Institute with the MMA Coordinator.
- F. **Membership Committee.** This committee shall be under the direction of the Membership Committee Chair and shall endeavor to recruit, screen, admit, encourage, promote and retain the membership of the Association.
- G. **Communications Committee.** This committee shall be under the direction of the Communications Committee Chair and shall help gather information for articles to be posted to the Association's website, assist the Webmaster in keeping the information on the website current and manage the list-serve.

## **Article VII - Recognition of Eligible Positions**

Corporate membership shall be determined upon the basis of the applicant being employed in a position as defined below:

- A. **Manager Position.** A municipality operating under a manager or administrator form of local or county government, and having established a manager or administrator position in accordance with the following criteria:
  - 1. **Appointment:** The manager or administrator shall be appointed by a majority of the council/selectmen for an indefinite term unless otherwise provided for by written agreement, and removable only for cause.

2. **Policy recommendation:** The position shall have direct responsibility for policy recommendation.
3. **Budget:** The manager or administrator shall be designated by legislation as having responsibility for preparation of the budget, presentation to the council or selectmen, and direct responsibility for the administration of the approved budget.
4. **Appointing authority:** The manager or administrator shall be delegated by legislation the full authority for the appointment with or without confirmation and sole removal of at least most of the heads of the principal departments and functions of the municipal government.
5. **Organizational relationships:** Those department heads that the manager or administrator appoints shall be designated by legislation as administratively responsible to the manager.
6. **External responsibilities:** Responsibilities of the position shall include extensive external relationships involving overall municipal operations.
7. **Qualifications required for position:** The qualifications for the position shall be based on the educational and administrative background of candidates.

B. **General Management Position.** A municipality which does not operate under a manager or administrator form of local or county government but which provides for overall general management responsibility in a designated position in accordance with the following criteria:

1. **Appointment.** The position shall be filled by appointment made by an elected representative and/or representatives and shall be responsible to an elected representative and/or representatives.
2. **Policy Recommendations.** (Same as under A).
3. **Budget.** The position shall have major responsibility for preparation and administration of the approved budget.
4. **Appointing Authority.** The position shall exercise significant influence in the appointment of key administrative personnel.

5. **Organizational Relationships.** The position shall have continuing direct relationships with operating department heads on the implementation and administration of programs.
6. **External Responsibilities.** (Same as under A).
7. **Qualifications Required For Position.** (Same as under A).

C. **Additional Criteria For Councils of Governments.** In addition to criteria shown above for "General Management Position," councils of governments must meet the following criteria:

1. **Governing body.** The council shall be legally constituted either under state legislation or by separate incorporation. The majority of the governing body should be composed of elected representatives.
2. **Functions of council.** The council shall be concerned with the majority of governmental activities of the area it serves, not just planning functions.
3. **Development control.** The council shall have at least indirect control over the general development plans of the area it serves, particularly the power to review major development projects in the area.

D. **County Manager.** A county operating under a manager or administrator form of county government, and having established a manager or administrator position in accordance with the following criteria:

1. **Appointment:** The manager or administrator shall be appointed by a majority of the commissioners for an indefinite term unless otherwise provided for by written agreement, and removable only for cause.
2. **Policy recommendation:** The position shall have direct responsibility for policy recommendation.
3. **Budget:** The manager or administrator shall be designated by legislation as having responsibility for preparation of the budget, presentation to the commissioners, and direct responsibility for the administration of the approved budget.
4. **Appointing authority:** The manager or administrator shall be delegated by legislation the full authority for the appointment with or without confirmation and sole removal of at least most of the heads of the principal departments and functions of the county government.

5. **Organizational relationships:** Those department heads that the manager or administrator appoints shall be designated by legislation as administratively responsible to the manager.
  6. **External responsibilities:** Responsibilities of the position shall include extensive external relationships involving overall county operations.
  7. **Qualifications required for position:** The qualifications for the position shall be based on the educational and administrative background of candidates.
- E. **Other Manager Municipalities (Savings Clause).** A municipality or county having been recognized by the Maine Town, City and County Management Association, Inc. as operating under a manager or administrator form of local or county government and where the individual holding the position of "manager" or "administrator" continues to hold said position, shall retain its eligibility for corporate membership.

#### **Article VIII - Withdrawal of Recognition**

- A. The Board of Directors shall conduct a continuing review of all positions recognized under the terms of Article VII. The Board shall compile and maintain records documenting the positions so recognized. Members of the Association shall submit to the Board up-to-date copies of legislation and other documents relating to the establishment and operation of the position. Within one year subsequent to the adoption of this Article, the Board of Directors shall render a report on the status of all municipalities recognized as operating under the provision of Article VII at the time to the membership.
- B. If at any time, the Board determines that a recognized position does not meet the criteria established in Article VII, it shall then inform the manager and council or board of selectmen or county commissioners involved of the areas in which the criteria are not being fulfilled. If no notice of any intent to take corrective action by a date certain is received by the Board within three (3) months thereafter, a second notification will be issued to the manager and council, selectmen or county commissioners involved indicating that the Board will be forced to withdraw recognition of the position unless corrective action is reported within one (1) year of this second notification. If no such corrective action is reported, the Board shall withdraw recognition of the position and shall so notify the municipality and the Executive Direc-

tor of the International City/County Management Association. Recognition may be withdrawn by the Board for any position that has remained vacant for more than one (1) year.

- C. In those instances where the local legislative body appears to be acting in a manner considered by reasonable people to be an affront to human and professional dignity, the Board shall inform said legislative body of its concerns, requesting information upon which to make a determination; such information to be submitted within one month. If upon review of the information submitted and such other data as the Board may wish to secure, it is determined the action was unwarranted, the Board shall notify said legislative body by certified mail advising that if corrective action is not completed within one (1) month the community will be immediately withdrawn from the list of recognized manager municipalities and that the ICMA is being so informed.

#### **Article IX – Amendments**

The bylaws may be amended at any meeting by a two-thirds vote of the Corporate members in attendance, providing that notice and a copy of proposed amendments shall be e-mailed to the membership via electronic list-serve at least one month in advance. The broadcast email will include instructions that include the members' right to comment during the ten-day open comment period.

#### **Article X– Dues**

- A. The fiscal year for the Association is January 1 to December 31.
- B. Membership dues for each year shall be established by the Board of Directors on an annual basis.
- C. Membership dues must be received before July 1 of each year. Any person not paying dues by sixty (60) days after the membership invoice date shall no longer be a member of the Association and all privileges will be suspended until such dues are paid. Reinstatement to membership is automatic upon receipt of full payment of dues, provided that membership has not lapsed more than six months and that no ethical violations have occurred.

## **Article XI- Professional Certification**

- A. The purpose of professional certification as described below will be to provide Managers or Administrators with recognition that she/he has demonstrated an ability to conduct the affairs of a municipal or county governmental jurisdiction as the Chief Administrative Officer, that she/he has completed prerequisite criteria demonstrating a potential for achievement in local government management, that she/he has attempted to improve his/her ability as a public manager, and that she/he has not received a public censure for violation of the Code of Ethics within the previous five years, nor a private censure within the previous three years.
- B. Municipal or County Managers or Administrators who apply for membership after January 1, 1977, may apply to be granted the status of Certified Municipal Manager by the Board of Directors upon completion of the following criteria. The applicant shall have:
1. Corporate Membership status in this Association.
  2. At least five (5) years experience as a Chief Administrative Officer in a municipal or county governmental jurisdiction with at least three (3) years experience in one community; or have a Bachelor's Degree in a management related field from a recognized institution of higher learning with three (3) years experience in a local government jurisdiction, two (2) years of which shall have been in one community; or have a Master's Degree in a management related field from a recognized institution of higher learning with two (2) years experience, all of which shall have been in one community; or have an Associate Degree in a management related field with four (4) years experience, two of which have been in one community.
  3. Participated in activities designed to improve or enhance his/her managerial skills in accordance with two of the following:
    - a. Active involvement in the activities of this Association through attendance at regularly scheduled events, or by involvement in another recognized Professional Association for Public Managers.
    - b. Participation in educational programs related to local government management to include technical courses on functional duties, general management courses, and personal development courses.

- c. Development and dissemination of a program prepared for a local jurisdiction that has a general application to other jurisdiction of a similar size and character.
    - d. Intergovernmental Service.
  - 4. Become certified in any duties ascribed to one's current managerial position where such duties require certification either by statute or professional organization.
- C. Any Manager or Administrator having the status of Certified Municipal Manager shall be subject to the following schedule of review for recertification
  - 1. Corporate Members having less than five (5) years experience as a Chief Administrative Officer of a local or county government jurisdiction shall apply for recertification review by the Board of Directors one (1) year after initial certification and every three years thereafter.
  - 2. Corporate Members having less than fifteen (15) years but more than five (5) years experience as a Chief Administrative Officer of a local or county government jurisdiction shall apply for recertification review by the Board of Directors two (2) years after initial certification and every three years thereafter.
  - 3. Corporate Members having more than fifteen (15) years experience as a Chief Administrative Officer of a local or county government jurisdiction shall apply for recertification review by the Board of Directors three (3) years after initial certification and every three years thereafter.
  - 4. After completing MTCMA certification, a member may renew MTCMA certification by indicating ICMA credentialed manager status. The MTCMA member will still need to demonstrate participation in the community continuing education credits as prescribed under the current MTCMA certification guidelines. Should ICMA credentialed manager status be released, the participating member would follow the MTCMA recertification process. Any fees associated with the MTCMA certification would not be waived.
- D. The Professional Development Committee shall meet as necessary to review any applicants for professional certification under these By-laws. Upon completion of their review, the Professional Development Committee will have printed the names of those applicants who have been granted the status of Certified Municipal Manager, said printing to occur

in sequence with the annual meeting of this Association. The Professional Development Committee will establish standards for professional certification and recertification and will be responsible for determining what activities will be allowed towards credits in accordance with Article XII-B. The recommendation of the Professional Development Committee will report to the Executive Board of Maine Town, City and County Management Association, Inc.

- E. If applicants for professional certification are not granted the status of Certified Municipal Manager by the Professional Development Committee, she/he may appeal the decision to the Board of Directors. The Board of Directors will conduct an appellate review of the decision of the PDC in which the Board of Directors will review the record created by the PDC and decide whether the record supports the original decision and whether the original decision is consistent with the certification and/or recertification standards.

#### **Article XII – Budget**

An annual operating budget shall be submitted by the 2<sup>nd</sup> Vice President and adopted by the Board of the Association prior to January 1 of the ensuing budget year.

#### **Article XIII – Ethics**

- A. The professional conduct of all members shall be governed by the latest edition of the ICMA “Code of Ethics” and the ICMA “Code of Ethics with Guidelines”.
- B. The Board of Directors shall establish procedures for the handling of complaints against members, for the investigation and determination thereof, and for the process of reinstatement after discipline, which procedure shall be known as the “MTCMA Rules of Procedure for Ethics Enforcement”, and be modeled upon the ICMA “Code of Ethics: Rules of Procedure for Enforcement”.
- C. Violation of the Code of Ethics or Guidelines is grounds for appropriate disciplinary action.
  - 1. In accordance with the “MTCMA Rules of Procedure for Ethics Enforcement”, the Ethics Committee may impose a private censure, public censure, expulsion and/or membership bar.

2. The Board of Directors shall hear any appeals from disciplinary action taken by the Ethics Committee and the Ethics Committee Chair shall not vote in the proceeding.
- D. To the extent allowed under State law, matters relating to the professional conduct of individual members shall be treated as confidential personnel matters.
1. Complaints, testimony, correspondence, e-mails, reports and other such records shall be treated as confidential.
  2. A public censure, expulsion and/or membership bar shall be treated as the final notice of a disciplinary action and, thus, subject to public disclosure.
  3. In the event of a private censure, a general description of the type of violation and the circumstances involved, but omitting the member's name, may be released to the membership and/or public for educational purposes.

*[end of bylaws]*