MTCMA

Maine Town, City and County Management Association

A State Affiliate of ICMA

BYLAWS

Maine Town, City and County Management Association

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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” or the “Association”).

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 Non-Corporate 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 Manager/Administrator of a local government has the level of independence, authority, and responsibility necessary to function in a professional manner.
2. Corporate Membership: Full Members.
    a. 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 i or subsection ii, as follows:

i. The person serves as the full-time Manager/Administrator of a municipality or county recognized by the Association as operating under a manager plan as set forth in Article VII of these bylaws.

ii. The person serves as a full-time administrative assistant, assistant municipal or county manager, 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. Non-Corporate Members are designated as Associate, Partner, Academic, Retired, Honorary and Life members. Non-Corporate Members shall not be allowed to hold or run for elected office or serve on the Board of Directors, shall not have access to the Managers CommUnity Listserv, and shall not be allowed to vote on any MTCMA matter. Life members shall be allowed listserv access and to serve on committees (no approval necessary). Associate members shall be allowed to serve on committees with prior board approval. Objections to membership type will first be reviewed and determined by majority vote of the Membership Committee. The Membership Committee's decision may be appealed to the Board of Directors for final determination.

   a. **Associate Member.** Any person who is employed by a municipality or county government and serves in an entry level, mid-management, or department director/head role. This membership requires an affirmative majority vote of the Membership Committee. An Associate Member candidate who had not been a full, Corporate Member of MTCMA, must be sponsored by a full, Corporate Member as part of their application process. Associate members MUST adhere to the ICMA and MTCMA Codes of Ethics.

b. **Partner Member.** Any person who, in the course of his/her professional affiliation qualifies him/her to cooperate or partner with members of MTCMA. This can include former Corporate Members who no longer meet the standards or qualifications required for Full Corporate membership and are no longer serving in the capacity of public administration. A full Corporate Member who has resigned or has been removed from his/her position within a municipality or county shall be moved to Partner Member status at the earliest of: 1) Acceptance of a position that would no longer qualify them for full Corporate Member status, or 2) Five (5) months from the date at which the action occurred that disqualified them from Full Corporate Member status. At that time, all of their Corporate Member status benefits shall cease. This Partner membership requires a two-thirds (2/3) vote of the Board of Directors. These members must adhere to Tenets 1 and 3 of the ICMA Code of Ethics.

c. **Academic Member.** An Academic Member shall either be a student enrolled in a secondary or post-secondary education program related to Public Administration, or a full-time professor at an accredited secondary or post-secondary institute of higher education This membership requires an affirmative majority vote of the Membership Committee and will be reviewed annually by the Membership Committee. These members must adhere to Tenets 1 and 3 of the ICMA Code of Ethics.

d. Retired Member. A Retired Member shall be a former professional who are at least 55 years of age and who are retired from full-time employment. These individuals would've either held Full-Corporate membership or otherwise would've qualified prior to retirement. This category may include members serving as Senior Advisors and/or Ambassadors, if not qualified to for Full-Corporate Membership, in which case they must adhere to the full Code of Ethics while acting in this capacity. Part-time and consulting work are okay within this membership category. These members, except as otherwise noted, must adhere to Tenets 1 and 3 of the ICMA Code of Ethics.

e. **Honorary Member.** An Honorary Member shall be chosen by an affirmative two-thirds (2/3) vote of the Board of Directors and will be awarded because of a special and significant affiliation to the MTCMA. Honorary memberships will be reviewed annually by the Membership Committee. These members must adhere to Tenets 1 and 3 of the ICMA Code of Ethics.

f. **Life Member.** A 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 a Life Member. Life Members must have served at least 10 years in the Public Administration profession. He/she may be proposed by a Corporate member and shall be elected upon an affirmative two-thirds (2/3) vote of all members of the Board of Directors. 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 an affirmative two-thirds (2/3) vote of the Board of Directors. Life memberships will be reviewed annually by the Membership Committee. These members must adhere to Tenets 1 and 3 of the ICMA Code of Ethics.

g. Complimentary Member. Individuals actively serving as the Executive Director of the Maine Municipal Association and the ICMA Northeast Regional Director shall receive complimentary membership. These members shall have access to the Manager's Listserv and must adhere to the full ICMA Code of Ethics.

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.

C. Application for Membership

Upon receipt of the application and the payment of the proper dues, the Membership Committee Chair or their designee 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. Disputed results of the verification process shall be submitted to the Membership Committee Chair, Ethics Committee Chair and Ambassadors Committee Chair.

1. **Acceptance to Membership.** Upon receipt of the application, the Membership chair is notified. The application is reviewed by the membership committee for ten days to ensure eligibility, determine appropriate type of membership, and accuracy of application prior to being sent to full membership. Objections by the membership committee must be filed within the review period and may be reviewed by the Board of Directors, as noted in subsection 2, below. Should the BOD find in favor of the applicant, the process will move forward. Thereafter, published notice with applicant's name and town is placed on the CommUnity listserv and website. Fourteen days after the publication with no written objective, satisfaction is verified with the Membership Committee chair, the Ethics Committee chair and the Ambassadors Committee chair, members are 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. Other reasons for denial include failure to properly disclose all information required on application, false information provided on application, enforcement of Membership Deferment per the Administrative guide, Section T., and/or failure to meet membership requirements. MTCMA members are encouraged to disclose a known violation to the Membership Ethics Committee during the applicant's listing period.

Article III – Officers and Board of Directors

A. Officers

The Officers of the Association shall be a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer, each of whom shall be elected at the annual meeting and hold office for one year. The office of 2nd Vice President, Secretary and Treasurer shall be held by the same person. During any absence, disability, or upon the resignation of the President, the 1st 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 September 1st to August 31st.

B. Directors

The Board of Directors shall include the President, 1st Vice President, 2nd Vice President, the immediate past President, Ambassadors Committee Chair and eight (8) Corporate members at large. Beginning in 2021, four of these eight members shall be

elected by the membership as outlined below. The other four shall be recommended by the Nominating Committee, approved by the Board, and then sent to the full membership for final ratification at the annual meeting.

1. **Elected Directors (4)**
    a. Beginning with the 2021-22 terms, there shall be four different regions of the state, each of which shall be represented by one elected member to the Board of Directors. These members shall be elected via ballot by the entire membership and shall serve for a three-year term. The four regions shall be:
        i. Region 1: Northeastern (Aroostook, Piscataquis, Penobscot, Washington, & Hancock counties)
        ii. Region 2: South Central (Kennebec, Waldo, Knox, Lincoln, and Androscoggin counties)
        iii. Region 3: Southern (Cumberland and Sagadahoc counties)
        iv. Region 4: Western Border (York, Somerset, Oxford, and Franklin counties)
    b. The Board of Directors shall review population data from the decennial U.S. Census when it is released to see if any adjustments should be made to these regions to ensure roughly equal population distribution. Any subsequent changes to these regions shall require an amendment to these by-laws.
    c. Between ninety (90) and one hundred twenty (120) days prior to the date of the annual meeting, the Nominating Committee Chair or Contracted Coordinator shall send notice to all MTCMA Corporate Members that nominations are open for whichever elected Director term(s) are expiring. Any member interested shall file his/her intention to run for this seat by submitting his/her name and the position sought to the Nominating Committee Chair or Contracted Coordinator no later than forty-five (45) days prior to the annual meeting. Once confirming the eligibility of each candidate, the Nominating Committee Chair or Contracted Coordinator shall then

cause to be created a ballot that will be emailed to all Corporate Members containing the names of each candidate for the various Director seat(s), no later than forty (40) days prior to the annual meeting. Candidates may campaign for these seats by contacting other Corporate Members. Members must return their completed ballots to the Nominating Committee Chair or Contracted Coordinator no later than ten (10) business days prior to the date of the annual meeting. Whichever candidate receives a plurality of the votes cast shall be deemed the winner and have their names placed on the slate of Directors to be formally approved at the Annual Meeting. In the event of a tie, the newly elected Board of Directors shall immediately select the winner.

2. **Nominated Directors (4).**
    a. For the four seats on the Board of Directors not elected by the membership, the Nominating Committee shall seek suitable candidates to fill these seats, each for three-year terms.
    b. Between one hundred twenty (120) and one hundred fifty (150) days prior to the date of the annual meeting, the Nominating Committee Chair or Contracted Coordinator shall send notice to all MTCMA Corporate Members that nominations are open for whichever nominated Director term(s) are expiring. Any member interested, including the current incumbent if eligible, shall file his/her intention to run for this seat by submitting his/her name, his/her current position and community, a statement of interest, and any other information that that Nominating Committee may require, to the Nominating Committee Chair or Contracted Coordinator no later than ninety (90) days prior to the annual meeting. The Nominating Committee shall then review all applications and make a recommendation to the full Board of Directors. The Board shall vote to select a Director(s) no later than thirty (30) days prior to the annual

meeting. Such name(s) shall be added to the slate of candidates to be approved at the annual meeting.

3. **Terms.**

    a. The initial three-year terms of these Directors shall be:

        i. 2021: One member elected from Region 1, one member at-large nominated by the Board

        ii. 2022: One member elected from Region 3, two members at-large nominated by the Board

        iii. 2023: One member elected from Region 4, one member from Region 2, and one member at-large nominated by the Board

        iv. The Board of Directors shall have the discretion to modify which Elected (regional) and Nominated (at-large) seat(s) are up for election/nomination in any of the above years. Such a decision must be made by a two-thirds (2/3s) vote of the Board no later than one hundred twenty one (121) days prior to the Annual Meeting. After the 2023 slate of members is approved at the Annual Meeting, this clause shall be annulled.

    b. Effective with the passage of this section of the by-laws, any Directors whose terms expire in 2024 shall have their terms expire in 2023. Other members shall retain their existing terms of office.

    c. A member may serve as a Director for a maximum of two consecutive three-year terms, whether elected, nominated, or a combination thereof. A member who fills a vacancy due to resignation, removal, or death may serve up to an additional two consecutive years as a Director, on top of their two full terms. After these two terms, a member may not serve again as a Director until a three (3) year period has passed. This does not preclude that member from running for an Office and serving additional years as an Officer.

4. **Vacancies.**

    a. In the event there are no candidates for a Director position, if a Director

resigns, or if for any reason a Director position becomes vacant, the Board may appoint a member to fill the remainder of that term so long as it does so prior to February 1. Any seat vacant on or after February 1 shall remain vacant and shall be filled via the normal election/nomination processes outlined in Article III, Part B, Sections 1 and 2 above. If the vacancy is for an elected position and that Region is not up for election that year, a special election shall be held via the same process and timeline as enumerated under Article III, Part B, Section 1 to fill the remainder of the term.

b. If an elected Director moves outside the region from which they were elected, they may retain their seat for the remainder of their term without the requirement to seek immediate re-election or appointment within their new region. This allowance is granted provided they continue to fulfill the responsibilities and duties of their role. The Director may seek re-election within their original region at the term's end or apply for a position as an at-large or appointed Director if otherwise eligible.

c. If there is a vacancy in an Officer position, the Board may appoint an interim to fill that vacancy until the next Annual Meeting. If the vacancy is in the President position, the Board must appoint an interim President within thirty (30) days to serve until the next Annual Meeting.

5. **Sunset Provision.** The process for electing four members to the Board of Directors may be rescinded after the 2024 annual meeting by a two-thirds (2/3's) affirmative vote of the Board of Directors, so long as such a vote is taken between September 1, 2024 and March 30, 2025. If this two-thirds (2/3's) vote is successful, then this section of the by-laws shall automatically revert to the version in place as of June 2020. However, the last paragraph of Article III, Part B, Section 3 regarding term limits shall remain.

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. **1st Vice President** – responsible for professional growth of the Association and of its members; shall serve as chair of the Professional Development Committee.
3. **2nd Vice President** – responsible for overseeing the financial and contractual affairs of the Association; serving as chair of the Finance Committee. The 2nd 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. These responsibilities may be delegated by the 2nd Vice President to paid staff with the Contracted Coordinator whose duties are to support the MTCMA.
    c. Serve as Vice Chair of the Professional Development Committee.
4. **Ambassadors Committee Chair** – Responsible for making the counsel, experience and support of respected active and 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 XII 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.

Article IV – Meetings

The Board of Directors shall meet at least 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. 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, or their designee. E-mail notification shall require confirmation of receipt. 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.

Article V – Executive Secretary/Contracted Coordinator

A. Executive Secretary

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

B. Contracted Coordinator

The Board of Directors may also enter into an agreement with an organization or individual to serve as a Contracted Coordinator for the Association. The Contracted Coordinator may provide such services to the Board and Association as deemed necessary by the Board.

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 September 1st to August 31st. 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 Corporate members as follows:

1. An active past President serving a Maine Municipality or County.
2. A member of the Board of Directors, who serves as chairman.
3. Three (3) members at large of the Association.
4. For Ambassador application review, the Ambassadors Committee Chair is an ex-

officio member.

B. Professional Development Committee

This committee shall be chaired by 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. The second Vice President shall serve as Vice Chair.

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 one year term but may be reappointed for up to two additional one-year terms by future Presidents. 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, and except that the Chair shall serve a one-year term as outlined above.
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 appoint other MTCMA members and non-MTCMA members of professional integrity from outside the Ethics Committee.

D. Ambassadors Committee

It shall be the purpose of the Ambassadors Committee to organize a group of retired,

Associate and Corporate members of the Association to serve as a source of information and support system for the membership. Each year the President shall appoint committee membership of not more than five members. The Chair of the committee shall be the Senior Advisor Coordinator. In the absence of a Senior Advisor Coordinator, the President may appoint any Senior Advisor as Chair. If there are no Senior Advisors, the President may select a retired Life Member as Chair. If there are no retired Life members who wish to serve as Chair, the President may select an Active Member of the Association to serve in that capacity. The Chair of the Ambassadors Committee shall be a member of the Board of Directors. The Board shall establish appointment requirements for Senior Advisors.

E. Scholarship Committee

This committee shall be under the direction of the Scholarship Committee chair and shall schedule and coordinate the nomination and selection of scholarship, grant, and length of service award recipients to be given at the Institute, in conjunction with the Contracted Coordinator. The board shall establish any grants or scholarships to be given and criteria for each.

Awards Committee

This committee shall schedule and coordinate the nomination and selection of award recipients for awards given at the Institute, in conjunction with the Contracted Coordinator. Members shall include the President, 1st Vice President, 2nd Vice President, and the most recent Linc Stackpole award recipient. If the most recent Linc Stackpole recipient is not available, another prior recipient may serve on the committee. The President, or his/her designee, shall chair the committee. The Board shall establish the awards to be given and criteria for each.

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 oversee the Association's communication strategies. This shall include, but is

not limited to, helping gather information for articles to be posted to the Association's website, assisting the Webmaster in keeping the information on the website current, and managing the list-serve.

H. Sponsorship Committee

This committee shall be under the direction of the Sponsorship Committee Chair and shall endeavor to recruit and retain sponsors for various MTCMA events, including but not limited to the annual Interchange, Institute, and Exchange. The committee shall review the various sponsorship levels and benefits on an annual basis and propose changes, as necessary, for consideration by the full Board. This information shall appear in the Sponsorship Committee section of the MTCMA Administrative Guide. The committee may also establish incentive programs for members to help recruit new sponsors, bring back sponsors who have not donated in a year or more, or increase the sponsorship level of existing sponsors. The details of such an incentive program must be approved by the Board and shall appear in the Sponsorship Committee section of the MTCMA Administrative Guide. Finally, the committee may also, with approval of the Board, authorize sponsorships for items outside of the formal sponsorship level benefits, such as meal subsidies for Maine managers attending the ICMA annual conference, etc. The committee shall meet at least once per year either in person or via electronic means such as conference call.

I. Professional Management Advocacy Committee

This committee shall be under the direction of the Professional Management Advocacy Committee Chair and shall endeavor to promote the value of professionally managed communities and the council-manager form of government. In specific, the committee shall educate the public – including elected officials and local government managers – as to the benefits of professional management and the ICMA and MTCMA Codes of Ethics. In addition, the committee shall assist ICMA, community stakeholders, and others to either help defeat measures aimed at eliminating or reducing the role of professionally managed forms of government or help support measures to switch a community to a professionally managed form of government (with the ideal being the council-manager form).

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 elected officials 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 elected officials, 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. 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.

D. 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. Continuing Review

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 and counties recognized as operating under the provision of Article VII at the time to the membership.

B. Notice

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 Director 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. Corrective Action

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 – Dues

A. Fiscal Year

The fiscal year for the Association is January 1 to December 31.

B. Dues Amount

Membership dues for each year shall be established by the Board of Directors on an annual basis.

C. Due Date

Membership dues must be received before August 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 X – Professional Certification

A. Purpose

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 or county 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. Requirements

Municipal or County Managers or Administrators who apply for membership after January 1, 1977, may apply to be granted the status of Certified Municipal/County 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 six (6) 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 an Associate Degree with five (5) years' experience, three (3) of which have been in one community; or have a Bachelor's Degree in a non-public management related field from a recognized institution of higher learning with four (4) years' experience in a local government jurisdiction, two (2) years of which shall have been in one community; or have a Bachelor's Degree in public management 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 non public 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 a Master's Degree in public management from a recognized institution of higher learning with two (2) years' experience in a local government jurisdiction, all of which shall 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 or county 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 or county 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. Recertification

Any Manager or Administrator having the status of Certified Municipal/County Manager shall be subject to review for recertification every three years.

1. After completing MTCMA certification, a member may renew MTCMA certification by indicating ICMA credentialed manager status. 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.
2. Certified Managers or Administrators with 25 years of experience with the Maine Town and City /County Management Association shall be granted "Lifetime Certification" until their retirement date or until 3 years after their retirement if given "Lifetime Membership Rights" to MTCMA so long as they do not commit a violation of the MTCMA Ethics Policy.

D. Role of Professional Development Committee

The Chairs of 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 Chairs will have

printed the names of those applicants who have been granted the status of Certified Municipal/County 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 X-B.

E. Appeal

If applicants for professional certification are not granted the status of Certified Municipal/County Manager by the Professional Development Committee Chairs, 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 Chairs in which the Board of Directors will review the record created by the Chairs and decide whether the record supports the original decision and whether the original decision is consistent with the certification and/or recertification standards.

Article XI – Budget

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

Article XII – Ethics

A. ICMA Code of Ethics

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. Complaint Process

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. Disciplinary Action

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. 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. Confidentiality

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.

Article XIII – Interpretation of Bylaws; Emergency Powers

A. Interpretation of Bylaws

The President shall be empowered with interpreting these bylaws, if necessary, should there be conflicting provisions and/or a lack of clarity. This interpretation shall not be used to defeat the meaning or spirit of these bylaws or to undermine the authority of the Board. The President's interpretation may be overturned by the Board with a two-thirds (2/3) vote.

B. Emergency Powers

During a declared "State of Emergency" by the Maine Governor and/or "State of National Emergency" by the United States President, the MTCMA President and/or Board may temporarily waive or modify certain provisions of these bylaws if doing so is in the demonstrable best interest of the health and safety of MTCMA Members as it relates to the state(s) of emergency. A description of each waiver must be provided to full

Corporate Members via the Listserv (or other means if more practical) within seven days of when each decision was made. Such waivers and/or modifications shall be deemed invalid upon the Governor and/or U.S. President rescinding their state(s) of emergency.

Article XIV – Amendments

A. How Proposed

Amendments to these bylaws may be proposed via two methods: 1) By majority vote of the Board of Directors, or 2) Via petition to the Board of Directors from a full Corporate Member, with said petition containing the support of at least 20% of current full Corporate Members, as verified by the Membership Committee Chair and Executive Secretary/Contracted Coordinator.

B. Ballots and Voting

1. If the amendments are proposed by majority vote of the Board, the Executive Secretary/Contracted Coordinator or MTCMA President shall create a ballot containing the proposed amendment(s) to be sent to all full Corporate Members at a time to be determined by the Board, but no later than one hundred twenty (120) days after said vote occurs.
2. If the amendments are proposed by petition, the petition must be validated by the Membership Committee Chair and Executive Secretary/Contracted Coordinator within four (14) days of receipt. A valid petition clearly shows the proposed text to be added, modified, and/or deleted in the bylaws; contains the name, job title, and email address of the full Corporate Member who is petitioning for the amendments (signature not required); and contains the names, job titles, and email addresses of the other full Corporate Members who are joining in the petition (signatures not required). Before they can declare a petition valid, the Membership chair and Executive Secretary/Contracted Coordinator must verify that the names of those on the petition are: 1) current full Corporate Members in good standing with MTCMA, 2) are supportive of the proposed amendments being brought forward for a vote, and 3) equal twenty percent (20%) or more of current full Corporate Members.

   If the petition is deemed invalid, the Membership Committee Chair and/or Executive Secretary/Contracted Coordinator shall immediately notify the

petitioner as to the defect(s) that prevented validation. Petitioner may correct the defect(s) and resubmit the petition within thirty (30) days of notification, at which time the Membership Chair and Executive Secretary/Contracted Coordinator shall review for validation within fourteen (14) days. If deemed valid, the process outlined in subsection b below shall be followed. If deemed invalid, the petitioner shall be immediately notified and may not resubmit the same or substantially same petition for a period of six (6) months from the date of this denial.

a. If the petition is deemed valid, within fourteen (14) days of validation the Executive Secretary/Contracted Coordinator or MTCMA President shall create a ballot containing the proposed amendment(s) to be sent to all full Corporate Members.

3. Ballots may be sent either via electronic mail as an attachment, as text within the body of the message, or containing a link to a fillable ballot (e.g., Google Forms) and/or via USPS mail as a paper copy. Responses shall be due back to the Executive Secretary/Contracted Coordinator or MTCMA President not later than twenty-one (21) days after the ballots were distributed. Late ballots shall not be counted. During this twenty-one (21) day period, any member may make comments for or against the proposed amendment(s) via the Managers Listserv or other forums provided by the MTCMA Board.

C. Ratification Requirements

All amendments must receive a two-thirds (2/3s) vote in favor in order to pass, provided a minimum of thirty-four percent (34%) of those who were sent a ballot have cast their vote. If less than thirty-four percent (34%) of those who were sent a ballot cast their vote, the question(s) fail. The Board may choose to allow in-person voting at one of MTCMA's scheduled events so long as: 1) such voting falls within the above timeline, 2) that members unable to attend are allowed to cast a ballot, 3) those voting in-person have not also cast a ballot, and 4) that the sum of ballots cast and in-person votes is greater than or equal to thirty-four percent (34%) of those eligible to vote.

D. Effective Date

Unless specified otherwise, all amendments shall become effective immediately upon passage.

E. "Cooling Off" Period

Any proposed amendments, whether initiated by petition or Board vote, that fail to pass shall not be eligible for reconsideration in the same or substantially the same format for a period of one (1) year following the vote at which the amendments failed. The Board of Directors shall determine what constitutes "substantially the same" as necessary.

[end of bylaws]