



BY-LAWS

ARTICLE I. MEETINGS

Section 1. Regular Meetings/Conferences: The regular meetings of this organization shall be held three times each year. Every effort will be made to schedule meetings in conjunction with the conferences normally held in the spring, fall, and at the annual conference of the Tennessee Municipal League, or as designated by the Executive Board.

Ideally, the spring conference will be held on the 2nd Wednesday of April of each year at a location to be determined, but in middle Tennessee, and the fall conference shall be held on the 1st Wednesday of November of each year in east Tennessee. Provided however, the Executive Board may elect to change the date and or location of future conferences if it determines such change is in the best interest of the membership and the success of the conference.

Section 2. Annual Meeting: The annual meeting shall be held during the annual conference of the Tennessee Municipal League each year, or as designated by the Executive Board, for the election of officers, presentation of an annual report, and transaction of other business. The term of new officers/directors shall officially begin the first of the month following the annual meeting.

Section 3. Business Meeting: The organization shall have at least four meetings of the Executive Board per year. Any such meetings may be postponed or dispensed with by the President or Executive Board who may call business meetings at other times as deemed necessary.

Section 4. Quorum: A majority of the corporate membership shall constitute a quorum at any meeting of the organization.

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

ARTICLE II. MEMBERSHIP QUALIFICATIONS

(Amended June 14, 2009)

Section 1. Corporate Members: Shall be designated as Full Members and Associate Members. Other classes of membership shall be known as Academic, Agency or Honorary Members. The privilege of voting and serving as officers of the Association is limited to Corporate Members.

Section 2. Full Member: A Full Member shall meet one of the following qualifications:

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

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

this membership.

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

Section 3. Associate Member: Any person meeting the qualifications set forth for a Full Member except that he or she does not fulfill the length of service requirement as defined in Section 2 above or city recorders or other appointed municipal officials who serve in the capacity of full-time administrative head of a municipality shall be eligible for this membership.

Section 4. Academic Member: Any person enrolled in or employed by an accredited college or university who is committed to pursuing or teaching a course of study in preparation for a career in local government management shall be eligible for this membership classification.

Section 5. Agency Membership: Any governmental or related agency wishing to enroll several members is eligible. Agency membership dues rates will vary depending upon the number of individuals covered, and will be established in accordance with these by-laws and the organization's constitution.

Section 6. Honorary Membership: Individuals who have distinguished themselves in the field of local government in Tennessee shall be eligible for designation as an honorary member. Any corporate member can nominate someone for honorary membership, provided however, that no person eligible for corporate membership shall be eligible for honorary membership. After nomination by a corporate member, honorary members shall be elected by a two-thirds (2/3) vote of the Executive Board. Honorary members participating in any Association activity may not do so in a way to represent or promote a commercial product or service.

Section 7. Directory: The Executive Director shall cause to be published at least annually a directory of current members.

ARTICLE III. OFFICERS

Section 1. Eligibility: To be an officer, candidates shall have been Corporate Members of the Association for at least one year, and must have been an active participant in two of the last three conferences.

Section 2. 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 standing committees established by the Executive Board and to such special committees as may be necessary and to authorize any disbursements on behalf of the Association. The Executive Board 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. Also, the Executive Board shall designate authorized signatures for the Association's financial accounts as deemed appropriate.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Eligibility: To be on the Executive Board of this organization, candidates must be Corporate Members of this organization, must have been an active participant in two of the last three conferences, and must have a minimum of three years in the local government management profession in Tennessee.

Section 2. Functions:

a. The Board shall be responsible for the appropriation of all funds of the organization in accordance with the organizational budget as presented by the Executive Director.

b. The Board shall vote on all projects recommended to the organization, which must be approved by two-thirds vote of the entire Board.

Section 3. Quorum: A majority of the members of the Board shall constitute a quorum.

ARTICLE V. APPOINTED OFFICERS

The Executive Board shall appoint an Executive Director to administer the affairs of the Association under direct supervision of the Board.

ARTICLE VI. COMMITTEES

Section 1. The President shall appoint the following standing committees and such other committees as may be deemed advisable by the Executive Board:

1. Awards and membership
2. Policy/Legislative
3. Newsletter/Public Information
4. Promotion of the Plan
5. Nominating
6. Audit
7. Ethics

Section 2. These standing committees may be combined or divided or sub-divided, as the Executive Board deems necessary.

ARTICLE VII. DUTIES OF COMMITTEES

Section I. Awards and Membership: This committee shall seek new members for the organization. It shall ensure that each new member is well informed as to the purpose, goals, and functions of the

organization. The committee shall work to retain existing members as well as seek new ones. This committee shall also be responsible for handling the nominations and presentation of awards each year. The criteria and type of awards shall be approved by the Executive Board.

Section 2. Policy/Legislative: This committee shall have the responsibility of monitoring legislation, including but not limited to that regarding labor/management relations, to assure that the interests of local governments in Tennessee are protected from legislation which may adversely impact the ability to manage local governments, and to lobby for changes in the enabling legislation that creates local governments to assure that professional administrative management is a key factor in the forms available to local governments. This committee shall also, from time to time, write or cause to be written, position papers which reflect the policy position of TCMA on the matters described above.

Section 3. Newsletter: This committee shall be responsible for developing and maintaining a member communication and information program which may include one or more of the following: newsletter; articles in the Tennessee Town and City newspaper, an Internet homepage, or other appropriate communication initiatives.

Section 4. Promotion of the Plan: This committee is responsible for developing strategies for promoting the Plan in the State, to assist local governments who are interested in adopting the plan, and to protecting local governments who are threatened by groups who may be interested in defeating the plan.

Section 5. Nomination: The Committee shall be responsible for the preparation of a ballot for the election of the office of the Association, and selection of members of the Executive Board.

Section 6. Audit: The Committee shall be responsible for coordinating the completion of an annual audit of the Association's financial records and account. A report on the audit findings shall be submitted to the Executive Board. This Committee shall consist of the first vice-president, a past president, and at least three corporate members appointed by the president.

Section 7. Ethics: The Committee shall be responsible for monitoring Corporate Member compliance with the ICMA Code of Ethics and may serve as the local fact-finding body for any ICMA ethics inquiry. In addition, the committee will serve as the hearing board for any ethics complaints filed against TCMA members and may recommend expulsion of members in accordance with Article 8 of the TCMA Constitution. The committee may also develop programs to educate members about the ICMA Code of Ethics and associated guidelines.

ARTICLE VIII. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Elections:

a. Officers/directors of the Association shall be elected at the annual business meeting held at the TML Annual Conference each year, or as designated by the Executive Board.

b. The Nominating Committee shall be appointed by the President, and shall meet to set a slate of officers for the coming year. The Chairman of the Nominating Committee shall be the immediate Past President (if still a Corporate Member), and the committee members shall consist of at least four past presidents.

c. 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 business meeting.

d. At any time after the report of the Nominating Committee and before the final election of officers/directors, nominations may be made from the floor to place the name of any candidate on the ballot to be voted on by the organization.

Section 2. Balloting: The nominees receiving the largest number of votes so cast for the respective offices for which they were nominated, shall be declared elected for the terms of office commencing the first of the month following the annual business meeting.

ARTICLE IX. MEMBERSHIP FEE

Amended June 14, 2009

The schedule of dues for membership into this organization shall be recommended by the Executive Board and approved by a majority vote of the membership in accordance with the organization's Constitution. Dues shall be paid before the individual can qualify as a member. Membership shall be offered for a calendar year beginning on January 1 and ending on December 31. All dues shall be payable within thirty (30) days upon receipt of an invoice and are due no later than April 30 of each year.

ARTICLE X. RESOLUTIONS AND COMMITMENTS

Section 1. No resolution or motion to commit this organization on any matter shall be considered by the organization until it has been considered by the Executive Board. Such resolutions, or motions, if offered at an organization meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter shall submit its recommendations to the organization who may then proceed to take such action as may deem proper to the majority.

Section 2. No assessment shall be permitted to be placed upon the membership of the organization unless approved in advance by the Executive Board.

ARTICLE XI. AMENDMENTS OF THE BY-LAWS

The By-Laws may be amended by a majority vote of the Corporate Members voting at any regular meeting of the organization after recommendation by the Executive Board; 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 By-Laws shall be made which are not in conformity with the organization's Constitution.

ARTICLE XII. ADOPTION OF THESE BY-LAWS

These By-Laws shall take effect and be in force upon their adoption.

APPROVED BY A VOTE OF THE ASSOCIATION MEMBERSHIP ON APRIL 15, 1999.