

# CONSTITUTION

## Vermont Town & City Management Association

### ARTICLE I - NAME PURPOSE, AFFILIATION

1. **Name:** The name of the organization shall be the Vermont Town & City Management Association.
2. **Purpose:** The purpose of the organization shall be to increase the knowledge and ability of local government managers, and to promote increased professional management of Vermont municipalities.
3. **Affiliation:** This organization shall be the Vermont State Association for the International City Management Association.

### ARTICLE II - MEMBERSHIP

1. **Classifications:** The members of this association shall be classified full, life, contributing, honorary, and student.
2. **Full Member:** Any person who is an appointed Town or City Manager, Chief Administrator, Assistant Town/City Manager, or Administrative Assistant to a Town/City Manager, or holds a position of similar title and responsibility for any municipality or municipal district in the State of Vermont, and who qualifies for membership in the International City Management Association shall be eligible for full membership.
3. **Contributing Member:** Any person who is a former full member or any person with a sincere interest in accomplishing the objectives of the association shall be eligible for contributing membership.
4. **Honorary Member:** Any person performing outstanding service to the association and with an interest in accomplishing the objectives of the association shall be eligible for honorary membership.
5. **Student Member:** Any person who is enrolled in a College or University and demonstrates through course selection an interest in a career in local government administration shall be eligible for student membership.

6. **Life Member:** Any member who has retired from active service with a municipality and who, in the opinion of the Vermont Town and City Management Association Board of Directors, has made a contribution to the development of the profession may be granted a life membership by vote of the majority of the Board of Directors.
7. **Procedure:** Applications for membership in the association shall be submitted in writing to the Vice-President for consideration at the next Directors' meeting. Membership shall be effective upon the majority vote of the Board of Directors and payment of appropriate dues for full, contributing, and student members. Honorary membership shall become effective upon nomination by a majority of the Board of Directors and confirmation by a majority of members voting at the next full association meeting.
8. **Dues:** Shall be established from time to time by vote of the Board of Directors. Dues shall be assessed on a calendar year basis. Any person not paying appropriate dues within 90 days of billing shall be dropped by association membership.
9. **Extension of Membership:** Any person who may have been a full member of the association, and who has resigned or been removed from his/her position, may retain full membership status for a period of one year upon written application to the Vice-President and approved by majority vote of the Board of Directors.

### **ARTICLE III - OFFICERS AND BOARD OF DIRECTORS**

1. **Officers:** The officers of this association shall be: a president, a vice-president, and a secretary/treasurer, each of whom shall be elected at the annual spring meeting and shall hold office for one year or until their successors are elected and qualify. During any absence, disability, or upon resignation of the president, the vice-president shall immediately become acting president and shall serve for the balance of the term or until such time as the president returns. If the office of vice-president or secretary/treasurer becomes vacant during a term, the office shall be filled for the balance of the term by majority vote of the Board of Directors.
2. **Duties:** The duties of the officers of the association shall be such as by general usage are indicated by the title of office. The president shall appoint such committees as may be necessary.

- 3. Secretary/Treasurer:** The secretary/treasurer shall transact the necessary financial business of the association, keeping a complete record of all transactions, which shall be submitted for auditing at the annual spring meeting of the association.
  
- 4. Board of Directors:** The Board of Directors shall include the president, the vice-president, the secretary-treasurer, immediate past president, and four members at-large. The four members at-large shall serve terms of two years, with two at-large members elected each year at the annual spring meeting. Any vacancy occurring in the Board of Directors, excluding the office of president, shall be filled for the remaining term by majority vote of the Board of Directors. The Board of Directors shall meet at each regular meeting of the association and at other times as deemed necessary by the president or a majority of the Board. 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. Action of the Board of Directors shall be by majority vote of the directors qualified and present at Directors' meetings.
  
- 5. Membership Requirements:** All members of the Board of Directors, including the officers but excluding the secretary/treasurer and immediate past president, shall be full members.

#### **ARTICLE IV - NOMINATIONS, ELECTIONS, VOTING**

- 1. Elections:** At each annual meeting the association shall elect the officers and Board members as required by Article III.
  
- 2. Nominations by Committee:** Nominations shall be made by a nominating committee of not less than three members appointed by the president with the approval of the Board of Directors. Announcements of members appointed to the nominating committee shall be made to all voting members of the association at least two weeks in advance of the annual election.
  
- 3. Nominations from Floor:** At the time the nominating committee makes the nominations for each elective office, additional nominations may be made from the floor.
  
- 4. Eligibility:** Full members shall be eligible to vote in elections and on other matters that come before the association.

**ARTICLE V - PROFESSIONAL CONDUCT**

1. **General:** The Board of Directors shall have the authority to take disciplinary action against any member which, in its judgement, is deemed appropriate to maintain the professional standards of the association.
2. **Code of Ethics:** The Code of Ethics of the Vermont Town and City Management Association, as from time to time may be amended, shall be the Code of Ethics of the association.

**ARTICLE VI - MEETINGS**

1. **Number, Time, Notice:** There shall be two regular meetings of the association at a time and place designated by the Board of Directors. Said meetings shall be held during the spring and fall of each year. Each member shall be notified by mail of the time and place of all meetings at least 15 days in advance. The Board of Directors may call special meetings at other times.
2. **Quorum, Eligibility:** Those full members present at a regular meeting of the association, provided all members shall have been notified of the time and place of the meeting, shall constitute a quorum. A majority vote of those full members present and voting shall be necessary for approval of any questions before the association.

**ARTICLE VII - ENACTMENT AND AMENDMENT**

1. **Enactment:** This Constitution shall become effective immediately upon an affirmative two-thirds vote of a regular association meeting.
2. **Amendment:** This constitution may be amended upon an affirmative two-thirds vote of a regular association meeting.

Adopted September 22, 1977

Amended October 5, 1979 (Code of Ethics)

Amended June 18, 1982 (Membership and Term of Office)

Amended May 15, 1987 (Membership)

Amended October 20, 2000 (Membership)

Amended September 17, 2009 (Code of Ethics)