**MUNICIPAL MANAGEMENT ASSOCIATION OF NEW HAMPSHIRE
BY-LAWS**

1. **NAME**

The Association shall be called the Municipal Management Association of New Hampshire (the
“Association”).

1. **STATEMENT OF PURPOSE**

The purposes of this Association are as follows:

1. To promote the Council/Manager and General Management forms of government in New
Hampshire municipalities;
2. To provide programs that will aid in the professional growth of individual Members;
3. To act as an affiliate of the International City/County Management Association (ICMA)
for the State of New Hampshire for the good of the municipal management profession;
4. To provide short-term professional management assistance to municipalities in need; and
5. To promote legislation of general benefit to municipal management.
6. **MEMBERSHIP**
7. **Full Membership:**

All persons who are currently employed municipal employees and who meet the following six
criteria shall be eligible for Full Membership in the Association:

1. Members must have significant input into policy making and the budget process;
2. Members must have effective control of the overall administrative function of the
municipality, either specified by statute or delegated by the Governing Body (to include
Assistant/Deputy Managers or Assistant/Deputy Administrators);
3. Members must have significant input into the hiring, promotion, and dismissal of major
department heads of the municipalities;
4. Members must occupy a position that has specified educational and skill requirements
consistent with the Council/Manager or General Management position of Chief
Administrative Officer or Assistant/Deputy Managers or Assistant/Deputy Administrators;
5. The position occupied by the Member must be filled by appointment by an elected
representative or representatives (not applicable to Assistant/Deputy Managers or
Assistant/Deputy Administrators); and
6. The position occupied by the Member must have significant external responsibilities
involving overall municipal operations.

Full Members shall have the right to vote on all matters coming before the Board. Benefits of full
membership include serving on subcommittees authorized by the Executive Board, participation
in association meetings, conferences, trainings, and programs, access to the member’s only
section of the Association web site and list serve, and any other membership benefits approved by
the Executive Board.

The Executive Board of the Association may waive any one or all of the above criteria in
determining eligibility for Full Membership. The Board shall explain its decision in writing and
the deliberation and vote shall be reflected in the minutes of a duly-noticed Board meeting.

Full Members who no longer fill the requirements of Article III A may retain Full Membership
in the Association for until the earlier of (a) a period of six months or (b) until the Member
accepts full time employment that does not qualify the individual for Full Membership. During
this period, any annual dues not previously paid may be waived by majority vote of the
Executive Board.

1. **Associate Membership (Non-Voting):**

Persons meeting the following criteria shall be eligible to be Associate Members of the
Association (“Associate Members”). Associate Members shall not have a right to vote on any
matters coming before the Board. Benefits of associate membership include serving on
subcommittees authorized by the Executive Board, attending Association meetings,
participation in conferences, trainings, and other programs, access to the member’s only
section of the Association web site and any other associate membership benefits approved by
the Executive Board.

1. Prior Full Members who are no longer employed by a municipality;
2. Persons supervised directly by a governing body and having significant administrative
responsibilities in a municipality but not meeting all of the criteria for Full Membership;
3. Full time students;
4. Any other person committed to local government service, with the consent of the majority of
the Executive Board.
5. **Emeritus Membership (Non-Voting):**

Persons meeting all of the following criteria shall be eligible to be Emeritus Members of the
Association “Emeritus Members”. Emeritus Members shall not have the right to vote on any
matters coming before the Board. Benefits of emeritus membership include serving on
subcommittees authorized by the Executive Board, attending Association meetings,
participation in conferences, training, and other programs, access to the members’ only
section of the Association web site and list serve, and any other associated membership
benefits approved by the Executive Board.

1. Retired from a position holding Full Membership, having held that status in the association for a period of at least ten (10) years, and
2. No longer employed in a municipal position, or engaged in consulting or similar work involving activities connected to or competing with services provided by municipal government, and
3. Refraining from participation as a member of an employing municipal governing body.

A transition period as Associate member, or a lapse in between full membership and retirement,
shall not preclude application to re-join the Association as an Emeritus Member.

1. **Ethics Code**

All Full and Associate Members agree to honor the ethics code attached hereto as Appendix A.

1. Enforcement: The Board is directed to prepare and distribute an enforcement procedure,
which may be changed by the Board with 30 days notice to Association members.
2. **EXECUTIVE BOARD**
3. **Officers:**

The Association shall be governed by meeting of the Full Members, which annually shall elect
an Executive Board whose purpose is to carry out the overall management of the Association's
daily activities, and to develop overall policy guidelines for adoption by the Full Membership.
The Executive Board, through the appointment of subcommittees, shall be responsible for
convening and conducting Association meetings, for managing Association finances, and for
implementing programs approved by majority vote of the Full Membership. The officers shall
be as follows:

President, Past President, First Vice-President, Second Vice-President, Secretary,
Treasurer, and Member-at-Large.

1. **Rotation of Officers:**

The members of the Executive Board shall change office annually, subject to a majority vote of
the Full Members at the annual Association meeting. Under normal circumstances, the First
Vice-President shall become President, the Second Vice-President shall become First Vice-
President, the Treasurer shall become Second Vice-President, the Secretary shall become the
Treasurer, and the Member-at-Large shall become Secretary. The President, upon leaving office,
shall serve as Past President for one year.

Any vacancy in the office of President occurring during the year shall be filled by the First Vice-
President who shall serve as Acting President until the next Annual Meeting. Vacancies in other
offices of the Executive Board occurring during the year shall be filled by appointment of the
President with majority consent of the remaining members of the Executive Board until the next
Annual Meeting.

1. **Indemnification, Fiduciary Duty, and Limitation of Liability:**
2. Members of the Executive Board (the “Board”) shall serve without compensation and

shall not be liable for bodily injury, personal injury and property damage if the claim for
such damages arises from an act committed in good faith and without willful or wanton
negligence in the course of an activity carried on to accomplish the purposes of the
Association.

1. Members of the Executive Board shall not be liable to the Association or its members for

monetary damages for breach of their fiduciary duties to the full extent permitted by New
Hampshire RSA 292.

1. The Association shall indemnify and hold harmless members of the Executive Board

from and against all suits, claims, injuries or damages asserted against them, so long as
the member to be indemnified has not acted in bad faith or engaged in intentional
misconduct, knowing violation of the law, or derived an improper personal benefit.

1. The Association, through the Board, may purchase appropriate liability and directors and

officers’ insurance coverage.

1. **MEETINGS**
2. Board Meetings: The Executive Board shall meet in person or hold a telephone

conference call at least every three months. The date and location (or conference call
information) shall be noticed to all members at least 24 hours in advance. E-mailed
notice is sufficient for the purposes of this section. Minutes of the meetings shall be
posted to the Association’s website at the earliest possible time.

1. Membership Meetings: The Association shall have an annual Meeting in conjunction with

the NHMA Annual Meeting, or at such other time as designated by the Executive Board.
Notice of the Annual Meeting shall be transmitted by the Secretary to members by e-mail
and posted on the Association’s website at least thirty days in advance. The Association
shall also meet at least every three months. The location, date and agenda shall be
determined by the President or a designee. Ten Full Members shall constitute a quorum for
transaction of Association business.

1. **DUES AND FINANCES**

Annual dues shall be assessed on an annual basis, the amount to be determined by the financial
needs of the Association, as recommended by the Executive Board and approved at the Annual
Meeting of the Association. Annual dues for Full Members may be prorated by the Executive
Board for new members who apply for membership after July 1 of any fiscal year.

The Association’s fiscal year will begin on January 1 and end on December 31.

Annual dues for Associate Members shall be fifty percent (50%) of the annual dues for Full
Members. Annual dues for Emeritus Members or full time students at an accredited college or
university shall be twenty-five percent (25%) of the annual dues for Full Members.

The Association may accept donations, gifts, grants, reimbursements, or real property in order to

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further its programs. Full disclosure of all cash and physical assets shall be made to any Member
upon request.

The Executive Board shall propose an annual budget, outlining its estimated revenues and
expense for the operation of the Association for the fiscal year. The proposed fiscal year budget
will be placed on the Association’s website ([www.mmanh.org](http://www.mmanh.org)) for the membership to review at
least fifteen days prior to the annual meeting. Comments on the budget will be solicited by the
Executive Board during this period as well as at the Annual meeting.

The Executive Board shall vote to adopt the Association’s annual budget prior to January 1.

1. **AMENDMENTS**

Notice of any proposed amendment of the Bylaws shall be transmitted to members by e-mail and
posted on the Association’s website at least thirty days in advance of the Annual Meeting.
Discussion and debate, including amendments thereto, shall occur at the Annual Meeting
immediately followed by a vote of the Full Members in attendance. An affirmative vote of a
majority of the Full Members in attendance at the Annual Meeting is required to adopt the
amendment.

1. **STANDING COMMITTEES**

The President shall annually appoint the duties of the members of the Executive Board as
follows:

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| --- | --- |
| President | Executive Director Coordination |
| First Vice President: | ICMA/MMANH Conference Planning & Programs |
| Second Vice President: | Ethics, Monthly Meetings & December multi-state meeting |
| Treasurer: | Financial Reports/IRS filings |
| Secretary | Membership/Salary Survey |
| Member-At-Large | Annual Conference Sponsorships |
| Past President | Mentorship Coordination |

With the consent of the Executive Board, members appointed duties under this section
may establish committees to assist in meeting, conference, and program planning,
sponsorships, membership and salary surveys.

1. **EXECUTIVE BOARD QUORUM**

A quorum of the Executive Board shall be a majority of seated Board members.

1. **CONFLICT OF INTEREST POLICY**

Any possible conflict of interest on the part of any member of the Executive Board, Officer or
employee of the Association shall be disclosed in writing to the Executive Board and made a
matter of record through an annual procedure and also when the interest involves a specific issue
before the Executive Board. Where the transaction involving a member of the Executive Board,
Officer or employee or exceeds five hundred dollars ($500) but is less than five thousand dollars
($5,000) in a fiscal year, a two-thirds vote of the disinterested Executive Board Members is
required. Where the transaction involved exceeds five thousand dollars ($5,000) in a fiscal year,
then a two-thirds vote of the disinterested Executive Board Members and publication in the
required newspaper is required. The minutes of the meeting shall reflect that a disclosure was
made, the abstention from voting, and the actual vote itself. Every new member of the Executive
Board will be advised of this policy upon entering the duties of his or her office, and shall sign a
statement acknowledging, understanding of and agreement to this policy. The Board will
comply with all requirements of New Hampshire law in this area and the New Hampshire
requirements are incorporated into and made a part of this policy statement.

Revised: November 15, 2023

November 13, 2019

November 15, 2017

November 16, 2016

November 16, 2011

 November 8, 2007

**Appendix A
Code of Ethics[[1]](#footnote-1)**

1. We believe professional management is essential to effective, efficient, equitable, and democratic local government.
2. Affirm the dignity and worth of local government services and maintain a deep sense of social responsibility as a trusted public servant.
3. Be dedicated to the highest ideals of honor and integrity in all public and personal relationships in order that the member may merit the respect and confidence of the elected officials, of other officials and employees, and of the public.
4. Serve the best interests of all of the community members.
5. Submit policy proposals to elected officials; provide them with facts, and technical and professional advice about policy options; and collaborate with them in setting goals for the community and organization.
6. Recognize that elected representatives of the people are accountable to their community for the decisions they make; members are responsible for implementing those decisions.
7. Refrain from all political activities which undermine public confidence in professional administrators Refrain from participation in the election of the members of the employing legislative body.
8. Make it a duty continually to improve the member's professional ability and to develop the
competence of associates in the use of management techniques.
9. Keep the community informed on local government affairs. Encourage and facilitate active engagement and constructive communication between community members and all local government officials.
10. Resist any encroachment on professional responsibilities, believing the member should be free to carry out official policies without interference, and handle each problem without discrimination on the basis of principle and justice.
11. Manage all personnel matters with fairness and impartiality.
12. Public office is a public trust. A member shall not leverage his or her position for personal gain or benefit.

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1. This Code of Ethics is based on the Code of Ethics of the International City/County Management Associationmost recently revised by the membership in April 2023. [↑](#footnote-ref-1)