

MUNICIPAL MANAGEMENT ASSOCIATION OF NEW HAMPSHIRE BY-LAWS

I. NAME

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

II. 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.

III. MEMBERSHIP

A. 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.

B. 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.

C. 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.

D. 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.

IV. EXECUTIVE BOARD

A. 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.

B. 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.

C. Indemnification, Fiduciary Duty, and Limitation of Liability:

1. 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.
2. 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.
3. 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.
4. The Association, through the Board, may purchase appropriate liability and directors and officers insurance coverage.

V. MEETINGS

- A. **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.
- B. **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.

VI. 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) 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.

VII. 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.

VIII. STANDING COMMITTEES

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

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

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.

IX. EXECUTIVE BOARD QUORUM

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

X. 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.

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November 15, 2017
November 16, 2016
November 16, 2011
November 8, 2007

Appendix A Code of Ethics¹

1. Be dedicated to the concepts of effective and democratic local government by responsible elected officials and believe that professional general management is essential to the achievement of this objective.
2. Affirm the dignity and worth of the services rendered by government and maintain a constructive, creative, and practical attitude toward local government affairs and 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. Recognize that the chief function of local government at all times is to serve the best interests of all of the people.
5. Submit policy proposals to elected officials; provide them with facts and advice on matters of policy as a basis for making decisions and setting community goals; and uphold and implement local government policies adopted by elected officials.
6. Recognize that elected representatives of the people are entitled to the credit for the establishment of local government policies; responsibility for policy execution rests with the members.
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 communication between the citizens and all local government officers; emphasize friendly and courteous service to the public; and seek to improve the quality and image of public service.
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. Handle all matters of personnel on the basis of merit so that fairness and impartiality govern a member's decisions, pertaining to appointments, pay adjustments, promotions, and discipline.
12. Seek no favor; believe that personal aggrandizement or profit secured by confidential information or by misuse of public time is dishonest.

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¹ This Code of Ethics is based on the Code of Ethics of the International City/County Management Association.