

# The Local Government Administrators of the Northwest Territories Constitution and Bylaws

1. The name of the organization shall be "The Local Government Administrators of the Northwest Territories" (the Association). The office for this organization shall be located in Yellowknife, Northwest Territories.
2. The Mission of the Association is to strive for and promote excellence and professionalism in the field of local government administration in the Northwest Territories through education and career development programs and to create awareness of the Community Officer's role in the community.
3. The objectives of the Association are:
  - (a) To provide a network for members to actively share information, ideas and expertise regarding the economical, efficient and effective administration of community governments in the Northwest Territories;
  - (b) To ensure that relevant, high quality educational and training programs are available to all members.
  - (c) To provide considered technical and administrative advice to Community Councils, the Department of Municipal and Community Affairs and other Territorial Departments and to the Northwest Territories Association of Communities when required and appropriate;
  - (d) To establish and encourage adherence to ethical and professional standards of performance for all members; and
  - (e) To promote public awareness of and confidence in local government administration as a profession and as a career.

## Bylaws

### Section 1 - Interpretation

#### 1. Defined Terms

For the purposes of these bylaws, the terms set out below shall have the following meaning.

- (a) "Association" means the Local Government Administrators of the Northwest Territories".
- (b) "Board of Directors" means the Board of Directors of the Association.
- (c) "Supportive Member" means a for-profit or non-profit organization which has been approved for membership by the Board of Directors and has paid all dues required by the Association.
- (d) "Executive Committee" means the Board of Directors of the Association.
- (e) "Charter Community" means the Municipal Corporation established or continued with a community charter as set out in the Charter Communities Act.
- (f) "Community Government" means a council, self government group or other group of persons in respect of an area where a Municipal Corporation does not exist, which carries out activities that include, but are not restricted to, the provision of services similar to those provided in or for a Municipal Corporation.
- (g) "Delegate" means a designated representative of a senior manager from a community government that may include a Finance Director, Finance Officer, Clerk, Department Head, or other senior Director.
- (h) "Hamlet" means a municipal corporation with the status of a Hamlet and is defined in the Hamlets Act.
- (i) "Regular Member" means a Municipal Corporation or Community Government that has complied with the requirements of Section 2.2 of the Bylaws.
- (j) "Municipal Corporation" means a corporation established under or continued by or under the *Cities, Towns and Villages Act, Hamlets Act, Charter Community Act, or the Settlements Act.*
- (k) "Group A" means those regular members from a Municipal Corporation that is a City Town or Village.
- (l) "Group B" means those regular members from a Municipal Corporation that is a Hamlet, Settlement, Charter Community or is a Community Government.

## **Section 2 – Membership**

### **Section 2.1 - Terms of Admission**

All applications for membership shall be submitted to the Executive Director. Upon payment of dues and subject to the written approval of the Board of Directors, an applicant who is eligible for membership shall receive a copy of the Bylaws and be enrolled as a member of the Association. Acceptance of a copy of the Bylaws of the Association by the new member shall constitute its adherence to the terms thereof.

### **2.2 Members**

The following constitutes classes of membership in the Association:

- (1) **Regular Membership** may be extended by the Board of Directors to a community government's Senior Manager in the Northwest Territories. Senior Manager shall normally mean a person holding the position of Senior Administrative Officer, Band Manager, Chief Administrative Officer, Town Manager, Council Manager, Chief Executive Officer or City Administrator. Senior Managers may designate a **Delegate** to represent them at all meetings of the Association including the Annual General Meeting. All regular members may vote and hold office.
- (2) **Associate Membership** may be extended by the Board of Directors to a person employed in a senior position in the Department of Municipal and Community Affairs or in other government departments, and any society or board with a close interest in community government or to a person employed by an educational institution or training body involved with improving the quality of Local Government in the Northwest Territories. Associate members must be situated **within** the geographic boundaries of the Northwest Territories. Associate Members may attend annual general meetings and may have the privilege of the floor, but shall have no vote, nor shall their representatives be entitled to be elected to any office in the Association.
- (3) **Affiliate membership** may be extended by the Board of Directors to a person employed in a senior management position in a community government **outside** the geographic boundaries of the Northwest Territories. Affiliate members may attend annual general meetings and may have the privilege of the floor, but shall have no vote, nor shall their representatives be entitled to be elected to any office in the Association.
- (4) The Board of Directors may extend **Honorary Life Membership** to a person of renown and distinction who has made a significant and major contribution to the field of community administration in the Northwest Territories or Canada. The contribution of this person should be such that it is clearly seen to go beyond the normal, high standards of professional conduct, dedication and ethical manner expected of all persons associated with the field of community administration. Honorary membership is considered to be a high honour and the awarding of a Certificate of Honorary Membership will normally take place at an Annual General Meeting of the Association. Honorary members may vote, but may not hold office.
- (5) A **Student Membership** in the Association is available to a student enrolled in a full-time course of studies in an accredited Canadian post-secondary educational institution. A person granted a student membership is entitled to receive a copy of the Bylaws and may attend annual general meetings as an observer, but may not have the privilege of the floor and shall have no vote.
- (6) **Supportive Members** may be admitted to membership in the Association if a supportive member application, satisfactory to Executive Director is submitted, any required membership dues are paid and the written approval of the Board of Directors is obtained. A supportive member is entitled to receive a copy of the Bylaws and may attend annual general meetings as an observer, but may not have the privilege of the floor and shall have no vote.

### **2.3 Withdrawal from Membership**

A person shall cease to be a member of the society:

- (a) by delivering his or her resignation in writing to the Executive Director of the organization or by mailing or delivering it to the address of the organization,
- (b) on his or her death or in the case of a corporation on dissolution,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.

### **2.4 Expulsion from Membership**

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of special resolution for expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **2.5 Member Status**

All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by him or her to the society and he or she is not in good standing so long as the debt remains unpaid.

## **2.6 Certificate of Membership**

Every member shall be entitled to receive a Certificate of Membership, and such a certificate shall designate if the class of membership as per Section 2.2.

## **Section 3 – Dues**

### **3.1 Time for Payment**

The fiscal year of the Association shall be from the first day of April to the thirty-first Day of March in the following calendar year.

### **3.2 Establishment of Dues**

The annual dues of all classes of members shall be determined by the Board of Directors for approval by members at the annual general meeting or any special meeting.

Membership fees shall be due and payable on April 1st of any given year. Any member who is in arrears of fees as of April 1st in any given year shall be suspended from membership in the Association, and may be reinstated by the Executive Director upon payment of all monies due the Association by such member. If such fees remain unpaid for 12 months after they fall due, the member may be deemed to have terminated his membership, and the Executive Committee may direct that person's name be removed from the directory of members.

It shall be the duty of the Executive committee to prescribe, by resolution, the method of handling receipt and disbursement of funds.

The Association may not budget for an annual deficit. Any deficit incurred is a first charge against the revenues of the immediately following fiscal year.

## **Section 4 – Board of Directors**

### **4.1 Board Composition**

The Board shall consist of an Executive Director and shall include a President, a Vice-President, a Treasurer, and three (3) Directors, and the Immediate Past President of the Association subject to Section 2.2.

Members shall elect one (1) President from either Group A or Group B and one (1) Vice President from the alternate Group A or Group B. The Treasurer may be elected from either Group A or Group B. Members shall elect one (1) Director from Group A, one (1) Director from Group B, and one (1) Director from either Group A or Group B, at an annual general meeting of the Association and shall hold office for a period of one (1) year following the annual general meeting at which he/she was elected.

In addition, the Chief Executive Officer from the NWT Association of Communities shall be entitled to attend as an Ex-Officio member and participate at all Board Meetings, except she/he shall not be entitled to vote on any matter put before the Directors.

### **4.2 Qualifications of the Board**

Except for the Executive Director and the representative of the NWT Association of Communities, only persons who comply with Section 2 of these bylaws are eligible to be a Board member.

#### **4.3 Election and Duties of Board Members**

The **President** shall be elected at the annual general meeting of the Association, and shall hold office for two (2) years following the annual general meeting at which he/she was elected. The President shall be Chairperson of the Executive Committee and preside at all meetings of the Association. He/she shall perform such duties, as may be prescribed for him/her by the Association or Executive Committee.

The **Vice President** shall be elected at the annual general meeting of the Association, and shall hold office for two (2) years following the annual general meeting at which he/she was elected. In the absence or inability to act of the President, the Vice-President shall perform the duties and have the powers of the president.

A **Treasurer** shall perform such duties and have such powers as may be assigned to him/her by the Executive committee. The Treasurer shall be elected at the annual general meeting of the Association and shall hold office for a two (2) year period.

Three (3) **Directors** shall be elected at the annual general meeting of the Association each year, and shall hold office for a period of one (1) year. The Directors shall have such powers and duties as may from time to time be assigned to them by the members.

The **Immediate Past President** of the Association at every annual general meeting, so long as he or she complies with Section 2 of these bylaws, shall be appointed as a voting member of the Board of Directors for a term of one (1) year.

The **Executive Director** will provide a full range of administrative and research services to the President and Board of Directors of the Association. He/she will be responsible for managing the Association's budget and will act as the primary contact for information for Association members and outside agencies. He/she shall issue or cause to be issued notices of meetings of the Association when directed by the Board, and shall be responsible for the preparation and custody of the Minutes of the Association and Directors, correspondence and financial records. He/she shall conform to all lawful orders given to him or her by the Board of Directors and shall at all reasonable times, give to the Board of Directors, Regular Members, and Honorary Life Members information which they may require regarding the affairs of the Association.

#### **4.4 Disqualification of a Board Member**

A Board member is disqualified and a vacancy on the Board shall exist if:

- (a) a Board member resigns in writing;
- (b) a Board member with the exception of the Executive Director and the representative of the NWT Association of Communities, ceases to hold a position as described in Section 2; and
- (c) a member of the Executive who, without the leave of the Executive of the Association, is absent from three consecutive regular meetings of the Executive shall thereby vacate his/her office, and the Executive may appoint another member of the membership to serve the term remaining of the Executive member who has vacated the office.

#### **4.5 Board Vacancies**

Whenever a vacancy occurs in any regular office, the Executive Committee, from among the membership shall fill such vacancy and the person so appointed shall hold office until the next annual general meeting of the Association.

#### **4.6 Remuneration and Expenses**

Any remuneration to be provided to the Board members shall be determined for the immediately ensuing year by the members of the Association at the annual general meeting.

Subject to this Section and the approval of the Board, except attendance at the annual general meeting and any Board meetings held in conjunction with the annual general meeting, Board members traveling on authorized Association business may be reimbursed for:

- (a) hotel room costs or per day private accommodation reimbursed as per GNWT reimbursement policy and rates in effect at that time;
- (b) economy class return airfare to the meeting attended by the Board

- member;
- (c) meals and incidentals reimbursed as per the GNWT reimbursement policy and rates in effect at that time; and
- (e) ground transportation as per the GNWT reimbursement policy and rates in effect at the time.

All claims for reimbursement of out of pocket expenses must be set out on the Association's expense form, accompanied by reasonably acceptable receipts, invoices or vouchers and submitted to the Board within thirty (30) days from the date upon which such expenses are incurred.

Notwithstanding any provision within these bylaws to the contrary, if a Board member is absent from a Board meeting without the permission of the Board, the Board member shall not be entitled to reimbursement for any expenses set forth herein relating to the day(s) of such absence. For the purposes of these bylaws, absent means absent from all or any portion of a Board meeting without the consent of the Board of Directors.

#### **4.7 Board Meeting**

The Board of Directors shall from time to time schedule meetings of the Board. Members of the Board may participate in any Board meeting by conference telephone call, videoconference or other electronic means that permits each Director to hear and be heard at such meetings. Any resolution passed by the Directors at such meeting shall have the same effect as if the members of the Board were physically present at such meeting.

#### **4.8 Voting**

At Board meetings, each Board member, including the President, shall have one (1) vote. Every matter to be voted upon shall be decided by a show of hands, or verbally voting by telephone conference call. In the case of a tie, the motion shall be lost.

### **Section 5 – Committees**

#### **5.1 Executive Committee**

The Executive Committee as appointed shall be the executive body of the Association and shall conduct the affairs of the Association between annual general meetings.

#### **5.2 Quorum**

Four (4) members including the President or Vice-President shall constitute a quorum of the Executive Committee.

#### **5.3 Appointment of Standing Committees**

The following will be the Standing Committees of the Association: the Education Committee, the Nominating Committee, the Conference Committee, and the Code of Ethics Committee. Each of these committees will consist of not less than three members.

#### **5.4 Appointment of Conference Committee and Education Committee**

At the annual general meeting of the Association a member shall be appointed as Chairperson of the Conference Committee for the following year and a member shall be appointed as Chairperson of the Education Committee for the following year by members. The Executive Committee shall appoint the remaining members of these committees within 60 days of the annual general meeting, in consultation with the Chairperson hereby appointed.

#### **5.5 Nominations for Directorship**

During the annual general meeting each year, a call for nominations for Director positions that are available on the Executive Committee will be made from the floor. Nominations may also be submitted to the Executive Director in advance of the annual general meeting by a nomination form. Members shall recommend persons for offices of the

President, Vice-President, Treasurer and Directors in accordance with the provisions in Section 2 of these Bylaws. In no case shall a member be nominated unless he or she has given their consent to act if elected.

## **5.6 Special Purpose Committees**

Special purpose committees may be appointed, from time to time, by the Executive Committee to report to the Executive and/or work with government agencies or other organizations on specific projects. Should a Special Purpose Committee, appointed pursuant to this Section, be required to continue past the next annual general meeting, the appointment shall be ratified or modified at the annual general meeting.

## **5.7 Performance and Evaluation Committee**

A committee to conduct an annual performance evaluation of the Executive Director shall be appointed by the Board of Directors. This Committee shall consist of three (3) directors of the Association.

## **Section 6 – Meetings**

### **6.1 Annual General Meeting**

The Annual Meeting of the Association shall be held at such time and place as the Executive Committee may decide. The Executive Committee shall have its initial meeting immediately following the annual meeting of the Association. Other meetings of the Executive Committee shall be held at such time and place as the President may determine.

### **6.2 Notice of Annual General Meeting**

The Executive Director shall give at least **twenty (20) days** notice in writing of the time and place of the annual meeting to all members of the Association. The Executive Director shall give notices of meetings of the Executive Committee or other Committees to all members of such Committees or by the individual committee chairperson. The notice shall be in writing and state the time, place and purpose of the meeting.

### **6.3 Quorum at the Annual General Meeting**

One-third of the voting members as of April 1st constitutes a quorum of any annual meeting of the Association.

### **6.4 Voting – Number of Votes**

At the annual general meeting or any special meeting of the Association, each voting member in good standing shall be entitled to vote on the basis of one (1) vote per community government.

One (1) Voting card shall be issued to the member or his/her designated Delegate. Votes will be cast by Delegates to the Executive Director. Where a member is entitled to vote and does not have a Delegate present to vote, the Delegates present shall be allowed to vote by proxy for absent Delegates.

### **6.5 Majority Vote**

Subject to any provisions to the contrary which may be contained in these Bylaws or may be prescribed by law, all questions arising at any meeting of the Association shall be decided by a majority of votes cast. In the case of a tie, the motion shall be declared lost. Every question shall be decided in the first instance by a show of voting card(s), but the accredited representative of any member may demand that a poll be taken. Such poll shall be taken in such a manner as the individual chairing the meeting shall direct.

### **6.6 Mail and Facsimile and Proxy Votes**

Voting may be conducted by mail or facsimile proxy or other like electronic means by which a written message may be sent. Proxy Voting may be done by a recognized representative from a member Community Government designated by the regular member from his/her community in writing.

### **6.7 Special Meetings**

A special meeting of the Association may be called by the Executive Committee at any time, or upon the failure of the Executive Committee to call a special meeting, the Executive Director shall, within three days, call such a meeting upon the petition of a majority of the membership of the Association. At least **thirty (30) days** notice in writing of the time and

place of the special meeting should be given by the Executive Director to all members of the Association. Special meetings may be held by videoconference or teleconference.

### **6.8 Quorum at a Special Meeting**

A quorum at a special meeting shall consist of fifty-one percent (51%) of the members in good standing.

### **6.9 Representation of Members**

Each member in good standing may be represented at the annual general meeting or any special meeting of the Association by as many Delegates as it may appoint for that purpose and each Delegate shall have the right to take part in all discussions at the meeting. However, Voting Rights as per Section 6.4 shall apply.

## **Section 7 – Accounts**

### **7.1 Financial Records**

All Financial records of the Association shall be maintained in a manner accepted by general accepted accounting principals in an approved manner and shall be retained for the legal period prescribed by the Income Tax Act, Canada.

### **7.2 Financial Report**

The Executive Director at the annual general meeting shall present the financial records of the Association each year.

### **7.3 Auditor**

At each annual general meeting an auditor shall be appointed for the ensuing year.

### **7.4 Financial Statement**

At each annual general meeting a financial statement for the preceding year, duly certified by the auditor, shall be available for the inspection of the members at the annual general meeting.

### **7.5 Budget**

At each annual general meeting, the Executive Director or Treasurer shall present to the Association for adoption, an operating budget for the current fiscal period.

### **7.6 Borrowing Powers**

The directors may by majority vote, borrow funds for the current operations of the Society, but the total of such funds shall not at any time exceed one-half the Society's revenues in the preceding fiscal year.

The Directors may, with the approval of a majority of the members present at a special meeting, or at the annual general meeting, borrow funds for capital expenditures.

### **7.7 Execution of Documents**

Documents shall be executed in the following manner:

- (a) cheques, drafts or orders for the payment of monies, notes, acceptances and bills of exchanges may be drawn, accepted, endorsed and signed by one (1) Director of the Executive Committee and the Executive Director;
- (b) contracts, documents or any instruments in writing requiring the signature of the Association may be signed by the President, Vice-President, or Treasurer, and the Executive Director. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have the power from time to time by resolution to appoint any other member of the Association to sign specific contracts, documents or instruments in writing generally.

## **Section 8 - General Powers of the Association**

**8.1** In addition to the powers given to the Association, its officers and members by the foregoing bylaws, the

Association may:

1. Acquire and take by purchase, donation, devise, bequest or otherwise, real estate and personal property, and hold, enjoy, sell, exchange, lease, let, improve and develop the same, and erect and maintain buildings and structures;
2. Contract and be contracted with and sue or be sued in its corporate name;
3. Use its funds and property for the attainment of its objectives and purposes;
4. By resolution of not less than fifty percent of voting members as of April 1, subscribe to or become a member of any other society or association whether incorporated or not whose objectives are in whole or in Section similar to its own objectives.

### **Section 9 - Seal**

The seal of the Association shall consist of the word "seal" in a circle formed by the words "Local Government Administrators of the Northwest Territories". The seal shall be kept at the office of the Association and shall not be affixed to any instrument or document except in the presence of two (2) members of the Board of Directors.

### **Section 10 - Fiscal Year**

The fiscal year of the Association shall run from April 1 of one year through to March 31<sup>st</sup> of the following year.

### **Section 11 - Minutes and Records**

The Executive Director, or his or her designate, shall record legibly and in writing, the Minutes of the proceedings of the annual general meeting, special meetings, and all Board meetings and shall certify them as correct. The books and records of the Association may be inspected at the offices of the Association by any Regular Member and Honorary Life Member at any time during business hours upon giving reasonable notice and arranging a time satisfactory to the Executive Director.

### **Section 12 - Altering, Rescinding or Repealing Bylaws**

The Bylaws of the Association may be made, altered, rescinded, repealed, varied, added to or amended at the annual general meeting of the Association or by extraordinary resolution as defined in the Northwest Territories Societies Act at any special meeting called for the purpose provided that notice has been given to the members of the Association in accordance with the provisions of this Bylaw. The changes are not effective until filed and approved by the Registrar.

### **Section 13 – Interpretation**

Any question or dispute relating to:

- (i) the interpretation and application of any provision contained in these Bylaws or any other documents of the Association;
- (ii) the eligibility of any applicant to become a member, Associate Member or honorary life member of the Association;
- (iii) the compliance of a member, Associate Member or Honorary Life Member with these Bylaws or any other documents of the Association, or;
- (iv) any matter related to the operation of the Association pursuant to these Bylaws shall be referred to the Board of Directors, whose written decision shall be final.

These bylaws have been reviewed and approved by the membership effective upon registration with the Registrar of Societies.

**REVISED & AMENDED – October 28, 2008**