

NSFM By-laws

Nova Scotia Federation of Municipalities

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NSFM By-laws

LEGISLATION

The Nova Scotia Federation of Municipalities, formerly the Union of Nova Scotia Municipalities, was incorporated in 1981 under the Act to Incorporate the Union of Nova Scotia Municipalities (attached as Appendix A to these by-laws). The Act was amended on May 22, 2003.

DEFINITIONS

In these by-laws:

“Act” means Chapter 103 of the Acts of 1981, An Act to Incorporate the Union of Nova Scotia Municipalities;

“Annual Conferences” means the fall annual conference and spring annual conference;

“Board” means the Board of Directors of the Federation; “Director” means a Member of the Board;

“Elected Municipal Official” means a person who holds an elected office in a Member Unit;

“Electoral Region” means a geographic area specified pursuant to the NSFM Elections Policy;

“E-Voting” refers to votes made by members of the Federation through electronic means in relation to business that would otherwise be conducted in an in-person, virtual, or hybrid meeting pursuant to Article 6.7;

“Federation” means the Nova Scotia Federation of Municipalities, formerly called the Union of Nova Scotia Municipalities;

“Good Standing” means a Member Unit's annual membership dues are paid in full;

“Local government” includes a town, a regional municipality, a municipality of a county and a municipality of a district;

“Members’ Meeting” refers to any meeting of all the members of the Federation, including but not limited to Annual General Meetings and Special Meetings;

“Member Unit” means a Municipal Unit that is a member in good standing of the Federation;

“Municipal Unit” means a regional municipality, incorporated town, a municipality of a county, or a municipality of a district;

"Past President" means the person who held the office as President prior to the most recent election of officers, and who is still an Elected Municipal Official;

"Policy" means a document, approved by the Board that is on file at the Federation office, that contains statements of principle, procedures or protocols directing how certain work of the Federation is to be performed;

"Special Meeting" means a meeting called by the Board or Member Units pursuant to Article 6.3.

ARTICLE 1 – NAME

The name of the organization is the Nova Scotia Federation of Municipalities (NSFM).

ARTICLE 2 – OBJECTIVES

The objectives of the Federation are those set out in section 4 of the Act, as amended from time to time.

ARTICLE 3 – MEMBERSHIP

3.1 Conditions of Membership

Every Nova Scotia Municipal Unit is eligible for membership in the Federation.

3.2 Fees

a) A Member Unit shall pay the annual membership fee and upon payment it becomes or remains a Member Unit.

b) Membership fees payable by Member Units shall from time to time be fixed by resolution of the Board.

3.3 Resignation

a) Member Units may apply to the Board to resign by providing written notice directed to the Chief Executive Officer (CEO).

b) A resignation by a Member Unit is not effective until accepted by a resolution of the Board.

3.4 Termination of Membership

Member Units cease to be members upon:

a) dissolution of the Member Unit;

b) failure to pay the annual membership fee in the year in which the fee is due; or

c) approval of the Member Unit's application to resign.

3.5 Reinstatement of Membership

A former Member Unit may not apply to be reinstated to membership unless it has deposited with the CEO a sum equivalent to its membership fee for the current year. This sum will be applied to the membership fees if the application is accepted.

3.6 Rights of Members

A Member Unit

a) must be sent notice of Members' Meetings by email through their municipality's Chief Administrative Officer (CAO) or Clerk;

b) may send Elected Municipal Officials from their municipal council to attend Members' Meetings;

c) may send municipal staff to Members' Meetings as advisors to Elected Municipal Officials. Staff advisors shall not have voting rights but shall be entitled to speak at such meetings;

d) may inspect the annual financial statements, minutes of Board meetings and other books and records of the Federation, that are not confidential;

e) Any request for inspection pursuant to paragraph (d) above must be in writing, addressed to the President or CEO.

3.7 Elected Municipal Officials

a) Every Elected Municipal Official:

   i. may attend any Members' Meeting of the Federation held pursuant to Art. 6.2 and 6.3;

   ii. may vote at any Members' Meeting of the Federation or participate in any E-Voting, as applicable;

   iii. shall be eligible for election to the Board in accordance with these by-laws and the Federation's "Elections Policy".

b) An Elected Municipal Official shall not be paid by or receive any personal benefit from the Federation, other than the President's stipend pursuant to section 5.9 c), and reimbursements or per diem allowances authorized by the Federation's "Travel and Expense Reimbursement Policy".

c) Only Elected Municipal Officials are eligible to be elected to the Board.

ARTICLE 4 – OFFICERS

4.1 Officers

a) The Officers of the Federation are the President, Vice President and Past President.

b) The Officers are subject to the control, direction, and policies established by the Board.

c) The President and Vice President of the Federation are elected at-large by Elected Municipal Officials annually.

d) Officers serve a one-year term or until their successors are elected.

4.2 Powers and Duties of Officers

a) The President:

   i. is responsible for the general direction of the affairs of the Federation;

   ii. chairs all meetings of the Board, Executive Committee, and Special Meetings;

   iii. performs any duty as assigned by the Board;

   iv. may vote in proceedings of the Board;

   v. serves as an ex officio non-voting member of all Federation Committees; and

   vi. exercises the powers and performs the duties of the President in accordance with these By-laws and any applicable policies established by the Board.

b) The Vice President:

   i. exercises the powers and performs the duties of the President under these By-laws and applicable policies during the absence, incapacity, or vacancy of the President;

   ii. performs other duties as assigned by the Board; and

   iii. serves as an ex officio non-voting member of all Federation Committees.

c) The Past President:

   i. chairs the Nominations Committee;

   ii. performs other duties as assigned by the Board.

4.3 Chief Executive Officer

a) The Board must appoint a Chief Executive Officer.

b) The Chief Executive Officer, under the direction of the Board, is responsible for the management and coordination of all phases of the operation, administration, finances, organization, supervision and maintenance of all activities of the Federation.

c) The duties, authority, accountability, and reporting obligations of the Chief Executive Officer are further set out in any applicable policies established by the Board and may be supplemented by resolution of the Board.

d) In the absence of a Chief Executive Officer the Board must appoint a person to serve as interim Chief Executive Officer.

4.4 Execution of Contracts

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Federation by the Chief Executive Officer where authorized by applicable policies established by the Board, and otherwise by any two (2) of the President, Vice-President, Chief Executive Officer, and Chief Financial Officer (or equivalent), or as otherwise prescribed by resolution of the Board.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Powers

a) The powers of the Board of Directors are granted by *An Act to Incorporate the Union of Nova Scotia Municipalities* (1981) as amended.

b) The Board shall exercise its powers and discharge its governance responsibilities in accordance with the Act, these By-laws, and any applicable policies established by the Board.

5.2 Composition

a) The Board of Directors consists of sixteen (16) Director positions:

i. the President,

ii. the Vice President,

iii. the Past President,

iv. two (2) Regional Representatives from the Cape Breton-Strait Electoral Region,

v. two (2) Regional Representatives from the Cumberland-Colchester-Pictou-East Hants Electoral Region,

vi. two (2) Regional Representatives from the Valley Electoral Region,

vii. two (2) Regional Representatives from the Southwestern Electoral Region,

viii. two (2) Regional Representatives from the Southern Shore Electoral Region,

ix. two (2) Regional Representatives from Halifax Regional Municipality,

x. one (1) Regional Representative from Cape Breton Regional Municipality.

b) Regional Representatives serve a two (2) year term.

c) In all Electoral Regions and Municipal Units that have two (2) Regional Representatives, the terms of the Regional Representatives will be staggered so that one (1) is elected each year. In elections in which both Regional Representatives in an Electoral Region or Municipal Unit need to be elected, the Regional Representative nominee receiving the second most votes, will serve a one (1) year term as specified in the Federation's "Elections Policy".

5.3 Elections

a) The Board shall be comprised of members elected by Elected Municipal Officials.

b) Elections shall be held in accordance with the Federation's Elections Policy.

5.4 Indemnification

a) The Federation must maintain Officers and Directors Insurance that indemnifies the Directors for actions in the normal course of their duties.

b) Directors or Officers may rely on the accuracy of any statement or report prepared by the Federation's auditor.

c) The Federation indemnifies each Director against all costs and charges resulting from any act done as a Director for the Federation, except for acts of fraud, dishonesty, or bad faith.

d) No Director is liable for:

i. the acts of any other Director, Officer or employee;

ii. any loss or damage as a result of acting on that statement or report of the Federation's Auditor;

iii. any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Federation;

iv. any loss due to an oversight or error in judgement; or

v. an action when acting as a Director or Officer, unless the act is fraud, dishonesty, or bad faith.

5.5 Executive Committee

a) The Executive Committee consists of the President, Vice President, Past President, and two Board members appointed annually by the Board.

b) The appointment of the Executive Committee members as per 5.5 (a) shall occur at the first meeting of the Board following the election held pursuant to 5.3 (b).

c) When appointing the two Regional Representatives, the Board shall give preference to interested Board members who are from Electoral Regions other than:

   i. The Electoral Regions represented by Officers of the Federation; and

   ii. Each other.

d) The mandate, authority, limitations, accountability, and reporting obligations of the Executive Committee are further set out in any applicable policies and may be supplemented by resolution of the Board.

5.6 Term Limits

a) A Board Member may serve seven (7) consecutive years on the Board.

b) A Board Member who serves seven (7) consecutive years on the Board must wait one year before being reappointed or re-elected to the Board.

c) Article 5.6 (a) and (b) does not apply if:

   i. a new member does not come forward to replace a Board member who has reached the term limit; and

   ii. a Board Member becomes Vice President in their sixth or seventh consecutive year on the Board.

5.7 Removal of a Board Member

a) A Board member, who without excuse satisfactory to the President, is absent from three (3) consecutive meetings of the Board, is deemed to have resigned from the Board.

b) If a Board member is determined by the Board to have breached the NSFM Code of Conduct, that Board member may be removed from the Board by a motion passed by two thirds (2/3) of Board members taking part in the vote.

5.8 Code of Conduct & Conflict of Interest

a) The Board of Directors Code of Conduct adopted by the Board applies to all Directors, Officers, members of Committees of the Federation, and any AMANS Designated Board Advisor.

b) All Board members and any AMANS Designated Board Advisor shall sign the Board of Directors Code of Conduct before assuming their respective responsibilities.

c) The Municipal Conflict of Interest Act applies to all Federation meetings. No Elected Municipal Official is entitled to vote or be present at the portion of a meeting where

matters being discussed or presented (as the case may be) may create a conflict of interest for that Elected Municipal Official. If such a matter arises, the affected person shall immediately declare a conflict. A conflict of interest shall be as described in the Municipal Conflict of Interest Act.

5.9 Board Expenses

a) With the exception of the President's stipend, Board members serve without remuneration and may not receive any profit from their positions, including the receipt of loans, loan guarantees or advance funds to any Director.

b) The Federation reimburses all Board members for reasonable expenses incurred while undertaking Federation business and provides a per diem allowance to each Board member. Such expense reimbursement and per diem allowances are governed by the Federation's "Travel and Expense Reimbursement Policy".

c) The President receives an annual stipend as determined by the Board in recognition of their time commitment.

5.10 Vacancies

a) A position on the Board becomes vacant if the Board member:

   i. resigns;

   ii. becomes ineligible to serve as a member of the Board;

   iii. is required to resign under subsection (b); or

   iv. otherwise ceases to hold office.

b) A Board member must resign from the Board:

   i. upon being nominated as a candidate for elected public office at the federal or provincial level; or

   ii. upon declaring their intention to seek the leadership of a provincial political party.

c) If the position of President or Vice-President becomes vacant with more than six (6) months remaining in the term, a by-election shall be held at-large by Elected Municipal Officials to fill the position for the remainder of the term. If six (6) months or less remain, the position shall remain vacant until the next regular election for that position. While the position of President is vacant, the Vice-President shall exercise the powers and perform the duties of the President. If both the President and Vice-President positions are vacant, a by-election for President shall be held regardless of the time remaining.

d) If the position of Past President becomes vacant, the position shall be assumed by the most recent Past President who is still an Elected Municipal Official in Nova Scotia and is willing to serve.

e) A by-election shall be conducted in the applicable Electoral Region where a Regional Representative position:

   i. is left vacant following completion of a regular Board election; or

   ii. becomes vacant with more than six (6) months remaining in the term of that position.

f) Where a Regional Representative position becomes vacant with six (6) months or less remaining in the term of that position, the position shall remain vacant until the next regular election for that position.

g) If a by-election conducted under this Article does not fill the position, the position shall remain vacant. The Board may, by resolution, direct that a further by-election be conducted before the next regular election for that position.

h) A Regional Representative elected in a by-election shall serve for the remainder of the term of the vacant position.

i) Service as a replacement is not considered a term for purposes of calculating term limits.

j) A by-election conducted under this Article shall be carried out in accordance with the Elections Policy.

5.11 Guiding Principles

a) The Board shall establish Guiding Principles for NSFM and review them from time to time as necessary.

5.12 AMANS Designated Board Advisor

a) The Board may, by resolution, invite the Association of Municipal Administrators of Nova Scotia (AMANS) to designate an AMANS Designated Board Advisor for a specified period, one or more specified Board meetings, or for specified portions of Board meetings. The designation takes effect only upon acceptance by resolution of the Board. No designation may exceed one (1) year.

b) The Advisor is not a Director or member of the Board and shall not count toward quorum, move, second, or vote on motions, exercise governance authority, or bind the Federation.

c) The Advisor role confers no membership on the Executive Committee or any other Committee of the Federation.

d) The eligibility, participation, renewal, replacement, access to Board materials, and other terms of the Advisor role are governed by the Governance Policy and applicable policies established by the Board.

ARTICLE 6 – MEETINGS

6.1 Board of Directors

a) The Board must meet at least six (6) times per year.

b) Immediately following the election of the Board, the Board must meet in order to set the dates for its future meetings, make any necessary appointments and conduct any matters that must be considered by the Board.

c) Notice of regular Board meetings are to be given by the CEO or their designate to all directors at least one week before the meeting.

d) The Board may establish a "Policy on Meetings" that, among other matters allows a vote on a motion via email.

6.2 Annual Conference

a) The Board shall set the time and place of the Annual Conference to be held in the fall of each year.

b) The CEO shall provide Member Units with written notice of the fall Annual Conference and the Annual General Meeting at least thirty-one (31) days before the meeting.

c) The Annual General Meeting will take place during the fall Annual Conference and must conduct the following business:

   i. Consider and approve the minutes of the previous Annual General Meeting and any Special Meetings held since the previous Annual General Meeting;

   ii. Consider and approve the audited financial statements;

   iii. Appointment of Auditors for the fiscal year;

   iv. Consider and approve any proposed amendments to the by-laws;

   v. Consider and approve any borrowing resolution proposed by the Directors; and

   vi. Any other business properly brought before the Meeting.

d) All other procedural issues relating to meetings of the Federation (Regular, Special, Board, Executive Committee, and Annual General Meeting) are outlined in the Federation's "Rules of Order Policy".

6.3 Special Meetings

a) Special Meetings of the Federation may be called by the Board or upon written request signed by Elected Municipal Officials of at least one-third of the Member Units with at least three (3) Electoral Regions represented.

b) Special Meetings must be called within thirty (30) days of such request.

c) Subject to Article 10), the CEO must give written notice to all Member Units at least seven (7) days prior to a Special Meeting specifying:

   i. the date, place and time of the meeting;

   ii. the nature of business; and

   iii. the non-receipt of such notice by any Member Unit shall not invalidate the proceedings.

d) Notice by e-mail to the address used by the Federation for communication with Members Units constitutes written notice.

e) No other business shall be conducted at Special Meeting without the unanimous consent of those present.

6.4 Quorum

a) No business may be transacted at a Board meeting or at Members' Meetings unless a quorum of Elected Municipal Officials is present.

b) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting can only be convened by those gathered for the sole purpose of setting the date for another meeting.

c) Where a meeting begins with the requisite quorum and such quorum is lost before the conclusion of the meeting, no more business may be conducted until a quorum is resumed.

d) Board of Directors: A quorum of the Board of Directors is a majority of the Board positions that are currently filled.

e) Executive Committee: A quorum of the Executive Committee is three (3) Executive members.

f) Annual General Meeting: A quorum for the Annual General Meeting is twenty- five (25) Elected Municipal Officials including at least one Elected Municipal Official, who is not a member of the Board, from three (3) of five (5) NSFM Regions as specified in the Federation's "Regional Meeting Policy".

g) Special Meeting of the Federation: A quorum for Special Meetings is the same as the Annual General Meeting.

h) Committees: The quorum of such Committees shall be a majority of the Committee members serving, from time to time.

6.5 Mode of Undertaking Business

a) Any and all business of the Federation to be transacted pursuant to these By-laws or the Act, including, without limitation, Members' Meetings, or meetings of the Board or any Committees, may be conducted through one of the following modes:

   i. In-person meeting;

   ii. Virtual meeting, including through the use of telephonic, electronic or other communication facilities;

   iii. Hybrid of virtual and in-person meeting; or

   iv. E-Voting in accordance with Art. 6.6

   provided always that any proceedings set out in Art. 6.5(a)(i), (ii) and (iii) utilize such communication facilities that allow all Elected Municipal Officials in attendance to communicate adequately with each other during the meetings.

b) A virtual meeting or hybrid meeting shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia including the Act and these by-laws.

c) An Elected Municipal Official who is entitled or permitted to participate and attend any of the meetings and does so via telephonic, electronic, or other telecommunication facility is deemed present at the meeting, including for the purposes of establishing quorum.

6.6 E-Voting

Notwithstanding any provision to the contrary herein:

a) The President or the CEO may, at the recommendation of the Board, authorize the use of E-Voting to transact any business of the Federation pursuant to these By-laws or the Act.

b) The following rules will apply to any utilization of E-Voting:

   i. A notice of motion to be decided by E-Vote will be provided no less than five (5) business days in advance of the E-Voting period for Members' Meetings and two (2) business days in advance of the E-Voting period for all other meetings;

   ii. The E-Voting period shall be no less than two (2) business days;

   iii. The identity of any voter must be verified and protected; and

   iv. The E-Voting procedures must be reliable, sufficiently safeguarded, and recorded for the purposes of an audit of results if one is requested.

c) Without limiting the generality of Art.6.6(a), and for greater clarity, E-Voting may be held:

   i. in the place of any Members' Meeting;

   ii. in place of Committee meetings;

   iii. in place of Board meetings;

   iv. for all purposes prescribed in the Federation's "Elections Policy", including the election of the Board.

d) A question or matter raised by way of E-Voting is answered affirmatively if, at the end of the E-Voting period:

   i. the number of votes cast by way of E-Voting in support of the question would suffice if such question or matter was raised in a duly constituted meeting called pursuant to these By-laws; and

   ii. the total number of votes cast by way of E-Voting satisfies the prescribed quorum requirements in respect of decisions to be undertaken at the respective meetings set out in Art. 6.4 above such that:

      1) for any matter to be considered by the Board, the number of Directors who cast a vote by E-Voting is equal to or greater than the quorum required under Article 6.4(d);

      2) for any matter to be considered by the Executive Committee, more than four (4) Executive members cast their vote by E-Voting in respect of such matter;

      3) for matters to be considered in a Members' Meeting, more than 25 Elected Municipal Officials with at least one Elected Municipal Official from three (3) of five (5) NSFM Regions as specified in the Federations "Regional Meeting Policy" cast their vote by E-Voting in respect of such matter;

4) for matters to be considered by a Committee formed pursuant to these Bylaws, more than half of the appointed Committee members cast their vote by E-Voting; and

5) for any other matters to be considered for decision pursuant to these By- laws, the number of votes cast by E-voting is equal to or greater than the number of participants that must be present to achieve quorum at the meeting of the Federation having the authority to make such decision.

ARTICLE 7 – COMMITTEES

a) The Board shall from time to time, on an as needed basis, establish, and maintain Committees as appropriate to conduct the business of the Federation. In addition to the Standing Committees referred to hereafter, the Board may, from time to time, appoint any *ad hoc* committee(s) as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit.

b) The work, mandate, and authority of each Committee shall be governed by these By-laws and any applicable policies or Terms of Reference approved by the Board.

c) Each Committee shall provide the Board with periodic reports.

d) The Chair of each Committee, or their designate, shall make themselves available to the Board for discussion of issues that arise within the scope of its mandate and, if necessary, present the Board with recommendations for resolution.

e) Subject to the specifics governing the Standing Committees set forth below, each Committee shall hold regular meetings at a time and place agreed to by the members of the Committee.

f) Attendance at Committee meetings will be limited to members of the Committee and invited guests.

g) Committee members shall serve for such term as the Board may, from time to time, determine.

h) The Standing Committees of the Federation include:

   i. Executive Committee

   ii. Nominations Committee

   iii. Audit Committee

iv. Advisory Committees on Areas of Municipal Interest, the operation of which is established in sections 6 and 7 of the NSFM “Advocacy Identification and Prioritization Policy”.

ARTICLE 8 – AUDIT OF ACCOUNTS

a) The Auditor of the Federation is appointed by resolution at the Annual General Meeting.

b) At each Annual General Meeting the Auditor must provide a written report to the Member Units of the results and conclusions of its audit.

c) At least every three (3) years the Board must review the performance of the Auditors and present the results of that review at the Annual General Meeting

ARTICLE 9 – PARLIAMENTARY AUTHORITY

The rules contained in the 12th edition of Robert's Rules of Order Newly Revised (RONR) shall govern the Federation’s proceedings, except as otherwise addressed in any special procedural rules policy that the Federation may adopt.

ARTICLE 10 – BY-LAW AMENDMENTS

a) These by-laws may be amended at the Annual General Meeting or a Special Meeting, on a motion passed by two thirds (2/3) of votes cast or, in the event of a motion proposed by way of E-Voting, on a motion passed by two thirds (2/3) of the votes cast by way of E-Voting subject to the satisfaction of the requirements of Art. 6.6 (d)(ii).

b) Notice of proposed amendments to the by-laws must be provided at least twenty-eight (28) days prior to the date on which they are to be discussed.

Approved: October 15, 2003

Amended: November 6, 2019

Amended: January 26, 2023

Amended: November 28, 2024

Amended: November 6, 2025

Amended: November 4, 2026