



NOVA SCOTIA
FEDERATION OF
MUNICIPALITIES

Motion to amend the NSFM By-laws #5: Housekeeping motion.

Be it resolved that the NSFM by-laws be improved in terms of consistency, clarity, and etiquette by making the following changes to the by-laws.

Mover:

Seconder:

Capitalize defined terms in all cases.

Turn bullet points to roman numerals where appropriate.

Use semi-colons for listed items where appropriate.

Reiterate written numbers with a bracketed numeral in all cases.

Use acronyms in all appropriate places, with the full term being used in the first instance.

And make the following changes:

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

“Federation” ~~means~~ the Nova Scotia Federation of Municipalities (“NSFM”), formerly called the Union of Nova Scotia Municipalities;

“Member Unit” means a ~~M~~municipal ~~U~~unit that is a member in good standing of the Federation;

“Policy” means a document, approved by the Board that is on file at the Federation office, that contains statements of principle, procedures or protocols ~~about~~directing how certain work of the Federation is to be ~~done~~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

- a) represent the interests of municipal governments in the pProvince, and to act as the advocate for Mmember Units on all such matters as are properly within the jurisdiction of the government of the Province;
- b) carry out, or cause to be carried out, such research activities as will assist in the betterment and encourage a higher degree of efficiency of local government in the pProvince;
- g) further municipal interests by encouraging cooperation between Mmunicipal Units;
- h) undertake such activities on its own or in concert with others as may be in the best interests of local government in the pProvince; and

ARTICLE 3 - MEMBERSHIP

3.1 Conditions of Membership

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

3.3 Resignation

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

3.4 Termination of Membership

Member Units cease to be members upon:

- a) dissolution of ~~a municipality~~ the Member Unit; ~~or~~
- 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 ~~M~~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, ~~which~~ This sum will be applied to the membership fees if the application is accepted.

3.6 Rights of Members

- d) may, ~~through an Elected Municipal Official,~~ inspect the annual financial statements, minutes of Board meetings and other books and records of the Federation, that are not confidential, ~~at the office of the Federation on one week's notice to the President or Chief Executive Officer.~~
- e) Any request for inspection pursuant to paragraph (d) above must be in writing, addressed to the President or ~~CEO~~ Chief Executive Officer and must specify the ~~proposed time and identify the name of the person who will attend for the requested inspection.~~

ARTICLE 4 – OFFICERS

4.1 Officers

- b) The Officers are subject to the control, direction, and policies established ~~by~~ policies of the Board ~~of Directors~~.
- ~~f) Specific procedures for election of Federation officers and other officials shall be governed by the "Federation Elections Policy".~~

4.2 Powers and Duties of Officers

- a) The President:
 - ii. chairs all meetings of the Board ~~of Directors~~, Executive Committee, and ~~S~~special Mmeetings;
 - v. serves as an ex officio non-voting member of all Federation ~~C~~committees.

4.4 Execution of Contracts

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

5.3 Election

- ~~e~~b) Elections ~~are~~ shall be held in accordance with the Federation's "Elections Policy", ~~which is~~ attached as Appendix B1 to these bBy-laws.

5.7 Removal of a Board Member

- a) A Board ~~m~~Member, who without excuse satisfactory to the Board, 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 ~~Federation's~~NSFM Code of ~~Ethical~~Conduct adopted by the Board applies to all Directors, Officers and members of Committees of the Federation.
- b) All Board members shall sign the NSFM "Code of Conduct Policy" in order to assume responsibilities as a Board member.

5.9 Board Expenses

- b) The Federation reimburses Board ~~M~~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 "Expenses Claim Policy".
- c) The President, in lieu of a per diem allowance, receives an annual stipend as determined by the Board ~~of Directors~~.

5.10 Vacancies

- b) If the Past President is no longer an ~~e~~Elected ~~m~~Municipal ~~e~~O~~fficial~~, the Past-President position is to be assumed by the most recent Past-President still holding elected municipal office in Nova Scotia whoand is willing to fill the position-serve.

ARTICLE 6 - MEETINGS

6.1 Board of Directors

- a) The Board must meet at least six (6) times per year.
- c) Notice of regular Board meetings are to be given by the ~~Chief Executive Officer~~CEO or designate to all directors at least one week before the meeting.
- d) Meetings of the Board and ~~C~~ommittees may be conducted in person or by teleconference, videoconference or other electronic means.

6.2 Annual Conference

- a) The Board ~~of Directors must shall~~ set the time and place of the Annual Conference to be held in the fall of each year.
- b) The CEO ~~must 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.
- e) All other procedural issues relating to meetings of the Federation (~~R~~regular, ~~S~~special, ~~B~~board, ~~E~~xecutive ~~C~~ommittee, ~~caucuses~~, and ~~A~~nnual ~~G~~eneral ~~M~~meeting) are outlined in the Federation's "Rules of Procedure Order Policy".

6.34 Special Meetings

- c) Subject to Article 10) At least seven (7) days prior to a Special Meeting, the CEO must give written notice to all members at least seven (7) days prior to a Special Meeting specifying:
 - i. the date, place and time of the meeting; ~~and~~
 - ii. the nature of business; ~~such as the intention to propose a special resolution, 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 Member Units constitutes written notice.

6.45 Quorum

- a) No business may be transacted at a Board meeting or at ~~Federation Members'~~ ~~M~~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.
- e) Executive Committee: A quorum of the Executive Committee is four (4) Executive members.
- g) Special Meeting of the Federation: A quorum for Special Meetings is the same as the Annual General Meeting.
- h) Committees: A quorum for a Committee is half the appointed membership of the Committee.

ARTICLE 7 - COMMITTEES

- c) The Standing Committees of the Federation ~~are~~include:

ARTICLE 8 - AUDIT OF ACCOUNTS

- 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

~~In all cases not specifically addressed in any special procedural rules policy that the NSFM may adopt, T~~he rules contained in the ~~current~~ 12th edition of Robert's Rules of Order Newly Revised (RONR) shall govern NSFM proceedings, except as otherwise addressed in any special procedural rules policy that the NSFM may adopt.

Renumber all subsections and references accordingly.