

# UNSM By-Laws

## LEGISLATION

The Union of Nova Scotia Municipalities was incorporated in 1981 under the *Act to Incorporate the Union of Nova Scotia Municipalities*. The Act was amended on May 22, 2003.

## DEFINITIONS

The following definitions are intended:

- a) "Act" means Chapter 103 of the Acts of 1981, An Act to Incorporate the Union of Nova Scotia Municipalities.
- b) "Caucus" means the three classifications of municipal units under the UNSM structure as follows: regional, rural, and town.
- c) "Good Standing" means annual membership dues are paid in full.
- d) "Member Unit" means the municipality - either a regional, rural or town.
- e) "Regional Municipalities" means Cape Breton Regional Municipality, Halifax Regional Municipality and the Region of Queens Municipality. For clarification on Region of Queens Municipality, see Article 3.7 (b).
- f) "Rural Municipality" means a county or district municipality.
- g) "Town" means an incorporated town.
- (e) "Voting Delegate" means an elected council member of a member unit who is issued a voting credential.

## ARTICLE 1 - NAME

The name of the organization is the Union of Nova Scotia Municipalities or UNSM for short.

## ARTICLE 2 - OBJECTIVES

The objectives of the UNSM, as outlined in the "Act" are to:

- a) represent the interests of municipal governments in the Province, and to act as the advocate for member 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 municipal government in the Province
- c) act as a clearing house for the collection, exchange and dissemination of statistical data and general information on all matters of municipal practices and procedures

- d) hold Annual Conferences for information, discussion and resolutions, and to hold a general workshop and discussion sessions at each Annual Conference to give delegates an opportunity to present problems of concern
- e) promote and strengthen what is best in municipal government and service
- f) protect the rights and privileges of responsible government in municipal affairs
- g) further municipal interests by encouraging cooperation between municipal 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 Province.

### **ARTICLE 3 - MEMBERSHIP/CAUCUSES**

#### **3.1 Conditions of Membership**

Every Nova Scotia municipality in good standing shall be eligible for membership in the UNSM.

#### **3.2 Fees**

Member municipalities shall pay an annual membership fee as determined by the Board of Directors.

#### **3.3 Resignation**

Member units may resign by providing written notice. The resignation is effective when accepted by the Board of Directors.

#### **3.4 Termination of Membership**

Membership in the organization terminates upon:

- a) dissolution of a municipality
- b) failure to pay the annual membership fee in the year in which the fee is due.

#### **3.5 Reinstatement of Membership**

A member unit whose membership has been terminated may apply to the Board of Directors for reinstatement. The Board shall only consider reinstatement when the member unit has paid its appropriate membership fee for the current year.

### **3.6 Rights of Members**

Any member unit in good standing is entitled to receive notice of member meetings, send representatives to meetings to speak on behalf of the member unit and have any other rights and privileges given to member units.

### **3.7 Caucuses - Role and Governance**

- a) The role of a caucus is to elect members to serve on the Board of Directors and to discuss and make recommendations to the UNSM on matters of interest and concern to members of the caucus. No caucus has the authority to speak on behalf of the UNSM or to bind the UNSM.
- b) For the purposes of these by-laws, the Region of Queens Municipality shall be included in the rural caucus.
- c) Caucuses may adopt procedures and terms of reference governing their operations. These documents shall be consistent with the UNSM Act and By-Laws.
- d) Caucus procedures, terms of reference and any amendments to these documents shall be filed with the UNSM Office.
- e) Every member unit of the UNSM shall be a member of the relevant caucus. No additional fees shall be imposed on members as a condition of caucus membership.
- f) No municipal unit shall be a member of a caucus unless it is a member of the UNSM.
- g) Caucuses shall operate within the framework of the UNSM and as part of the UNSM structure. They do not have an independent legal existence separate from the UNSM.
- h) Procedures on election of caucus members are outlined in the "UNSM Elections Policy".

## **ARTICLE 4 – OFFICERS**

### **4.1 Officers**

- a) The Officers of the Union shall be the President, Vice President and Past President.
- b) The President and Vice President of the Union shall be elected at large at the Annual Conference of the Union for a one-year term or until their successors are elected.
- c) Election of the Officers will rotate on a an annual election cycle. During each cycle, the positions of President, Vice President and Past President will each be filled by members representing towns, rural municipalities and regional municipalities.

- d) In 2014-15, the President shall be from a rural municipality, the Vice President from a regional municipality and the Past President from a Town. In 2015-16, the President shall be from a regional municipality, the Vice President from a town and the Past President from a rural municipality. In 2016-17, the President shall be from a town, the Vice President from a rural municipality and the Past President from a regional municipality. This cycle will continue in the previously described order.
- e) A person shall be eligible to serve as President, Vice President and Past President only while that person is a serving elected member of a council of a member unit.
- f) Specific procedures for election of UNSM officers and other officials are found in the "UNSM Elections Policy".

#### **4.2 Powers and Duties of Officers**

- a) The President shall:
  - subject to the control and direction of the Board of Directors, have general direction of the affairs of the UNSM
  - chair all meetings of the Board of Directors, Executive Committee, and special meetings
  - vote at any such meeting
  - serve as an ex officio member of all UNSM committees
- b) The Vice President shall:
  - exercise the authority of the President in the absence or incapacity of the President
  - serve as Chair of the Resolutions Committee
  - perform other duties as required.
- c) The Past President shall:
  - serve as Chair of the Nominations Committee
  - perform other duties as required.

#### **4.3 Executive Director**

- a) The UNSM has an Executive Director to oversee the day-to-day operations of the UNSM.
- b) Duties of the Executive Director are outlined in the "UNSM Executive Director Policy".

## **ARTICLE 5 - BOARD OF DIRECTORS**

### **5.1 Powers**

The powers governing the Board of Directors are outlined in *An Act to Incorporate the Union of Nova Scotia Municipalities* passed in 1981 and amended in May 2003.

### **5.2 Eligibility**

In order to be considered for election as a board member, a person must represent a member unit in good standing.

### **5.3 Composition**

The Board of Directors shall consist of thirteen (13) members: the President, Past President, Vice President, Chair and two (2) other members representing the Rural Caucus, Chair and two (2) other members representing the Towns Caucus, Chair and two (2) other members representing the Regional Caucus, and a voting representative from the Association of Municipal Administrators.

### **5.4 Indemnification**

- a) The UNSM indemnifies each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the UNSM. The UNSM does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the UNSM. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director or Officer of the UNSM, unless the act is fraud, dishonesty, or bad faith.
- c) Directors or Officers rely on the accuracy of any statement or report prepared by the UNSM's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

### **5.5 Executive Committee**

- a) The Executive Committee shall consist of the President, Vice President, Past President, and Chairs of the three caucuses.
- b) The Chair of the Regional Caucus must represent a regional municipality different than that of the President, Vice President or Past President.

## **5.6 Term Limits**

- a) No Board Member shall serve more than seven (7) consecutive years.
- b) A Board Member that serves seven (7) consecutive years on the board must wait one year before reapplying to the board.
- c) Article 5.6 (a)(b) does not apply in the event that:
  - i. a new member does not come forward to replace a Board member who has reached the term limits
  - 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 member of the Board of Directors shall be removed from holding office if without excuse satisfactory to the Board of Directors, is absent from three (3) consecutive meetings of the Board of Directors or Executive Committee.

## **5.8 Conflict of Interest**

The Municipal Conflict of Interest Act applies to all UNSM Board meetings. No member of the Board of Directors shall be entitled to vote or be present at any meeting during such time as the matters being discussed may create a conflict of interest for the member. If such a matter arises, the affected member shall immediately declare a conflict. A conflict of interest shall generally be as described in the Municipal Conflict of Interest Act.

## **5.9 Board Expenses**

- a) Board Members shall be reimbursed for reasonable expenses incurred while undertaking UNSM business. Such expense reimbursement shall be set by the Board of Directors.
- b) The President receives an annual stipend as determined by the Board of Directors.

## **5.10 Vacancies**

- a) In the event that the President or Vice President resigns or becomes ineligible to serve as a member of the Board, the Board shall elect an eligible replacement from the same caucus to serve out the term of that member.

- b) The Past President shall be the person holding office as President prior to the municipal election at the Annual Conference, and who still holds an elected municipal office in Nova Scotia. If that person is no longer an elected municipal official, the Past-President position shall be assumed by the most recent Past-President who still holds elected municipal office in Nova Scotia and who is willing to serve.
- c) In the event that any other member of the Board resigns or becomes ineligible to serve as a member, a replacement member may be elected by the relevant caucus. If a replacement is not elected within sixty (60) days of the date when the member advised of his ineligibility, the Board of Directors shall elect an eligible replacement. Service as a replacement shall not be considered a term for purposes of calculating term limits.
- d) In the event that a replacement is required as per Article 5.10(c), a Caucus is authorized to utilize available technological equipment to carry out a vote. It is anticipated that a call for nominations would proceed any such e-vote to fill a vacancy.

## **ARTICLE 6 - MEETINGS/VOTING**

### **6.1 Board of Directors**

- a) The Board shall meet at least six times per year.
- b) Notice of Board meetings shall be given to all directors at least one week before the meeting.
- c) Meetings of the Board and other committees of the UNSM may be conducted in person or by teleconference, videoconference or other electronic means and the rules for holding regular meetings shall apply. Any action taken during or as a result of such meeting is the same as if the members of the Committee were physically present at the meeting.

### **6.2 Annual Conference**

- a) The Annual Conference shall be held at such time and place as determined by the Board of Directors.
- b) Member units shall receive notice in writing of the Annual Conference at least one thirty-one (31) days before the day on which the meeting is held.
- c) The UNSM Annual General Meeting will take place during the Annual Conference.
- d) By-Law amendments (if any) are an item of business for the Annual General Meeting.

- e) Every member unit may send delegates to the Annual Conference, the caucus meeting of units representing that classification of municipal units, or any special meeting of the UNSM.
- f) All other procedural issues relating to meetings of the UNSM (regular, special, board, executive committee, caucuses, and annual general meeting) are outlined in the UNSM Rules of Procedure Policy).

### **6.3 Caucus Meetings**

- a) Each Caucus shall hold its annual meeting during the UNSM Fall Conference.
- b) Caucus meetings may be called by the Chair of the Caucus on the request of five (5) member units except for the regional caucus, in which case a caucus meeting shall be held on the request of one (1) member municipal unit.

### **6.4 Special Meetings**

- a) Special meetings of the UNSM may be called by the Board of Directors or upon written request signed by at least one-third of the member units in good standing with all three caucuses represented.
- b) Special meetings must be called within thirty (30) days of such request. Member units shall be notified of all special meetings at least fourteen (14) days before the date on which the meeting is to be held.
- c) Such notice shall set forth the items of business to come before the special meeting. No other business shall be conducted at any such special meeting without the unanimous consent of those present.

### **6.5 Quorum**

- a) No business shall be transacted at UNSM meetings unless a quorum of members is present.
- b) If within thirty minutes from the time appointed for the meeting a quorum of members 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 shall be conducted at that meeting after losing the quorum.
- d) A quorum of the Board of Directors shall consist of at least seven (7) Directors.



- e) A quorum of the Executive Committee shall consist of at least four (4) Executive members.
- f) A quorum for the Annual General Meeting or the Resolutions Session shall consist of 25 voting delegates with at least one member from each caucus.
- g) A quorum for each Caucus shall be determined by each Caucus.
- h) A quorum for Special Meetings shall be the same as the Annual General Meeting.

#### **ARTICLE 7 - COMMITTEES**

- a) The Board of Directors may establish committees to achieve its mandate.
- b) The Standing Committees of the UNSM shall be:
  - Nominations Committee
  - Resolutions Committee.

#### **ARTICLE 8 - AUDIT OF ACCOUNTS**

- a) The Auditor of the UNSM shall be appointed by the Board of Directors.
- b) The Auditor, at the Annual Conference, shall make a written report to the member units of the UNSM as to its financial position and the report shall contain a balance sheet and operating account.

#### **ARTICLE 9 - PARLIAMENTARY AUTHORITY**

In all cases not specifically addressed in any special procedural rules policy that the UNSM may adopt, the rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern UNSM proceedings.

#### **ARTICLE 10 – BY-LAW AMENDMENTS**

By-Laws of the UNSM may be passed or amended at an annual conference or special meeting, on a motion passed by *two thirds (2/3) of voting members present*. Notice of amendment must be sent out **twenty-eight (28) days** prior to the meeting at which it is to be discussed.

**Approved October 15, 2003**

**Amended: November 6, 2014**