

Constitution
of the
Tennessee Municipal Attorneys Association

Article 1
Name and Purpose

The name of this organization is the Tennessee Municipal Attorneys Association. The purposes of the Association are: (1) to unite municipal attorneys of the State of Tennessee into a permanent organization that will promote and encourage effective and efficient legal service for Tennessee municipalities, (2) to encourage and improve communication and cooperation among Tennessee's municipal attorneys, and (3) to cooperate with the Tennessee Municipal League in seeking solutions to problems of the state's municipalities.

The Association is not organized for profit, and no part of the earnings may inure to the benefit of any member or officer except as compensation for services rendered or for necessary expenses actually incurred on behalf of the Association.

Article 2
Membership and Dues

Membership may be held in the Tennessee Municipal Attorneys Association by any attorney licensed to practice law in Tennessee who has been appointed, retained, or elected as city attorney or associate or assistant city attorney for or on behalf of a Tennessee municipality. These members are the only voting members of the Association. Any attorney of a governmental agency serving Tennessee municipalities, any city judge, and other attorneys that represent municipalities may become associate non-voting members by paying the annual dues established by the membership. When the dues of any member are paid by the public agency he/she serves, these dues shall be deemed to have been paid for the office held and thus for any successor in office. Any former municipal attorney may continue or renew membership by paying his/her own dues. The membership may establish from time to time a schedule of membership dues consistent with this constitution and membership categories established by bylaw. Categories may include voting members (city attorneys and associate or assistant city attorneys) as well as non-voting adjunct, associate, or affiliate members. The bylaws may restrict certain services provided by the Association to certain membership categories. The membership year is the calendar year.

Article 3

Officers and Executive Committee

The officers of the Tennessee Municipal Attorneys Association are a President, a Vice President, a Secretary/ Treasurer, and three directors, one from each grand division of the state. If no qualified candidate is available within a grand division, the President may appoint another qualified candidate from another grand division. All officers, except the three directors, will be elected at the Association's annual meeting and hold office for one year or until their successors are elected and qualified. The President shall appoint the directors, who serve during the President's term. Terms of office, except for the directors, begin at the conclusion of the annual meeting at which the officers are elected. The directors' terms begin upon their appointment. The President is not eligible to succeed him/herself. The Executive Committee shall nominate a President, a Vice President, and a Secretary/Treasurer for consideration at the annual meeting, but additional nominations may be made from the floor. If the Executive Committee determines to change the date of the annual meeting, the Executive Committee may extend the terms of the then current officers to the next annual meeting or may provide for the election of officers for a shorter transitional term.

The current officers and the immediate past President constitute the Executive Committee.

Any vacancy in an elective office shall be filled for the unexpired term by a majority vote of the remaining members of the Executive Committee. Any vacancy in an appointive office shall be filled for the unexpired term by appointment by the President. A vacancy in office is created when the incumbent leaves the municipal service.

The powers and duties of the officers are those that by general usage are indicated by the title of the office. The directors, in addition to their duties on the Executive Committee, shall promote the association and its activities within their grand division as requested by the Executive Committee or the Executive Director.

Article 4

Meetings and Voting

The Executive Committee shall prescribe the time and place of the annual meeting. A special meeting may be called by the Executive Committee upon at least ten (10) days notice to the members of the time and place of the meeting. At any annual or called special meeting of the Association those in attendance constitute a quorum. At meetings, or when voting on any matter is by mail or electronic or telephonic transmission, the will of the Association will be determined by the majority of eligible members voting.

The rules of order and parliamentary procedure contained in Robert's Rules of Order, Revised, govern the transaction of business by and before the Association in all cases not specifically provided for in this constitution or the bylaws of the Association.

Those members whose dues are current are voting members of the Association. Each municipality has one vote, but any municipality that has more than one attorney who is a member of the Association has two votes.

Article 5 **Administration**

(a) The membership of the Association may designate an Executive Director to act as chief executive officer of the Association. General duties of the Executive Director include planning continuing legal education programs and generally supervising the financial and other activities of the association. More specific duties may be established in bylaws adopted by the membership. When the Executive Director position becomes vacant between membership meetings, the Executive Committee may designate an interim Executive Director to serve until the next membership meeting.

(b) The membership may employ, as well as terminate, a Business Manager to handle the Association's finances and keep the financial books and all minutes and other papers of the Association. The Business Manager must be bonded or insured in an amount and under terms established by the membership. More specific duties of the Business Manager may be established in bylaws adopted by the membership. When the Business Manager position becomes vacant between membership meetings, the Executive Committee may employ an interim Business Manager to serve until the next membership meeting.

Article 6 ***Amicus Curiae* Briefs**

When the Executive Committee deems it proper and expedient to enter the appearance of the Association as *amicus curiae* in any pending action, consistent with this Article and any bylaws governing the filing of *amicus* briefs., it may do so, and the Executive Committee shall designate a member or members, or another attorney or attorneys, to prepare the necessary papers and handle the matter to its conclusion. No *amicus curiae* brief may be filed in any action involving a city or town without the consent of the city attorney representing that municipality. The membership may adopt bylaws establishing general criteria to be used by the Executive Committee to determine in which cases to file *amicus* briefs and for payment of attorneys for this service. The Executive Committee may make any additional rules, consistent with this Article and bylaws governing requests for assistance by appearance *amicus curiae*, as it deems proper for the advantageous handling of these requests. When the Executive Committee authorizes the filing of an *amicus* brief, it shall report this action to the next and subsequent meetings of the membership held while the case is pending.

Article 7
Amendments

This constitution may be amended at any annual meeting of the Association by a majority vote of the members present and voting.

Article 8
Bylaws

The membership may adopt bylaws that do not conflict with this constitution.

Article 9
Dissolution

If the Tennessee Municipal Attorneys Association is dissolved, all liabilities and obligations of the Association shall be paid and discharged and any remaining assets shall be liquidated and distributed in equal shares to the incorporated Tennessee municipalities that have paid the membership dues of their attorneys who are current members of record of the Association.

(As amended at the Business Meeting on June 13, 2011)