



## **CONSTITUTION OF THE INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS**

### **PREAMBLE**

The International Institute of Municipal Clerks (IIMC) serves the needs of Municipal Clerks, City Secretaries, Treasurers, Records, and other allied associations worldwide. IIMC's primary goals are to promote education and training, professional development, certification, public service, mutual assistance and goodwill, and skill development.

### **ARTICLE I General Section**

#### **1. Name**

The corporate name is International Institute of Municipal Clerks (IIMC).

#### **Section 2. Corporate Status**

IIMC is a tax-exempt corporation in accordance with Section 501(c)(6) of the Internal Revenue Code. IIMC was founded in French Lick, Indiana in 1947, and was incorporated on May 22, 1953, in Illinois, United States of America.

#### **Section 3. Mission**

IIMC is a professional, non-profit association that promotes education and certification through university and college-based Institutes and provides networking solutions, services, and benefits to its members worldwide.

#### **Section 4. Core Values Integrity:**

We adhere to the tenets of honesty, transparency, consistency and respect.

#### **Diversity and Inclusivity:**

We embrace diversity and equality by committing to creating and maintaining an environment that is inclusive of all.

#### **Professionalism:**

We strive for excellence within the profession, to promote education and training, professional development, certification, public service, mutual assistance and goodwill, and skill development.

#### **Communication:**

We promote the connection and communication of members worldwide to share information, knowledge, and educational opportunities.

**Innovation:**

We commit to continuous improvement of services and policies through collaboration, creativity, and technology.

**Section 5. Fiscal Year**

IIMC's fiscal year begins January 1 and ends December 31.

**Section 6. Budget**

The Executive Director, in collaboration with the Budget Committee, shall present an annual balanced budget to the Board of Directors. A non-lapsing restricted reserve fund serves as a depository for budget surpluses and a resource for funding budget deficits.

**Section 7. Restrictions**

All IIMC policies and activities shall be consistent with applicable federal, state, and local laws and regulations, including the requirement that no part of its net earnings may inure to the benefit of any private individual or group.

**Section 8. Dissolution**

Should IIMC dissolve its operations, the assets will be either dedicated or transferred only in accordance with the corporation's purpose.

**Section 9. IIMC Constitution Review**

A complete review of the IIMC Constitution shall be conducted every five years. An IIMC Constitution Task Force of seven members in good standing shall be appointed by the current IIMC President, with board approval, to conduct such review and provide, if any, proposed amendments to the IIMC Board of Directors. This Task Force shall be dissolved when constitutional amendments are presented to the membership for a vote.

**ARTICLE II Membership****Section 1. Classes of Membership**

IIMC members are comprised of the following classes of membership:

- A. Full Member
- B. Additional Full Member
- C. Associate Member
- D. Honorary Member
- E. Retired Member

**Section 2. Definitions**

- A. A Full Member is a Municipal Clerk, City Secretary, Recorder, Local Government Clerk, Responsible Financial Officer, Legislative Administrator, Director of Corporate Business or Administrative Services, and/or those with similar titles who serve legislative governmental bodies in administrative capacities with management responsibilities and duties including four of the following:
  - 1. General management
  - 2. Meeting administration
  - 3. Financial management
  - 4. Stewardship of bylaws, articles of incorporation, ordinances, resolutions, and other legal instruments

5. Custody of the official seal and execution of official documents
6. Records management
7. Human resources
8. Elections administration

There may be only one Full Member from each legislative governmental body.

- B. An Additional Full Member is an individual who meets the Full Member criteria and serves in a legislative governmental body represented by a Full Member. There is no limit to the number of Additional Full Members there may be from a legislative governmental body.
- C. An Associate Member is an individual in transition or employed by a legislative body, but who does not meet the Full Member criteria.
- D. An Honorary Member is elected to this classification by the IIMC Board of Directors and meets either of the following categories:
  1. An IIMC Past President. Upon retirement or assuming a position with a legislative governmental body that does not qualify for Full Membership.
  2. A member or individual who has made significant and exemplary contributions to IIMC and the profession.
- E. A Retired Member must have been a Full Member, Additional Full Member, or Associate Member prior to retirement.

### **Section 3. Dues**

The Board of Directors establishes annual dues.

### **Section 4. Privileges of Membership**

- A. Membership privileges are reserved for members whose dues are current.
- B. All members have the right to vote, to participate in IIMC educational programs, and to have access to IIMC member services.
- C. All members, except Associate Members, have the right to participate in Certified and Master Municipal Clerk programs. When full members, who are enrolled and have been actively working on attaining certification, no longer meet the criteria to be considered a full member, they may become an Associate Member. If such Associate Members desire, they shall be allowed to complete their certification.
- D. Full Members and Additional Full Members have the right to serve on the IIMC Board of Directors.

### **Section 5. Classification Change**

Members must notify IIMC Headquarters regarding any change in job duties that would invalidate their current membership classification. Their membership classification will be changed to the appropriate classification.

### **Section 6. Officer Classification Change**

If the membership classification of an officer is changed from Full Member or Additional Full Member, the office shall then be declared vacant and filled in accordance with the provisions in Article V, Section 7, of this constitution.

## **ARTICLE III Regions**

### **Section 1. Geographic Regions**

The Board of Directors shall have authority to designate geographic regions to represent geographic interest.

### **Section 2. Reapportionment Process**

- A. Regional reapportionment shall be considered at the request of:
  - 1. The Board of Directors to the President.
  - 2. A State/Provincial/National Association submitting an adopted resolution to the President through the Executive Director.
- B. When reapportionment is requested, the President shall appoint a committee to solicit comments from the Associations within the Regions proposed to be affected. The committee's report is to be submitted to the Board of Directors, and a two-thirds vote is required for approval.
- C. Regional boundary changes shall not disqualify a serving Officer or Director.

## **ARTICLE IV Board of Directors**

### **Section 1. Composition**

The Board of Directors is comprised of the four (4) Executive Committee members and a minimum of twenty-four (24) Region Directors and a maximum of twenty-eight (28) Region Directors (two from each Region).

### **Section 2. Powers**

- A. The Board of Directors is authorized and responsible for IIMC's governance, with each member having the right to vote at Board meetings. The Board establishes and monitors the implementation of policy by IIMC staff under the direction of the Executive Director.
- B. A two-thirds vote of the Board of Directors is required to remove funds from the restricted reserve fund.
- C. The Board of Directors is also empowered to:
  - 1. Further IIMC's mission.
  - 2. Adopt and enact policies.
  - 3. Establish membership dues and other revenues.
  - 4. Authorize unbudgeted expenditures.
  - 5. Approve the annual budget and require an annual independent audit.
  - 6. Select the annual conference site.
  - 7. Establish a job description, evaluate, appoint, or remove the Executive Director.
  - 8. Perform other duties required with the administration of IIMC Policies.

## **ARTICLE V Officers**

### **Section 1. Officers**

The Officers of IIMC are a President, a President Elect, a Vice President, and the Immediate Past President. The IIMC Executive Director serves as Treasurer/Secretary.

### **Section 2. Term of Office (Annual Conference to Annual Conference)**

Each Officer serves a one-year term, except when filling a vacancy.

### **Section 3. Restriction**

No two Officers may be from the same Region

#### **Section 4. Succession**

At the Annual Conference, the President Elect succeeds to President, the Vice President succeeds to President Elect, and prior to the Annual Business Meeting, the members elect a Vice President.

#### **Section 5. Oath of Office**

The Oath or Affirmation of Office shall be administered to each Officer prior to taking office.

#### **Section 6. Powers**

The IIMC President is empowered to:

- A. Chair the meetings of the Executive Committee and the Board of Directors.
- B. Fill vacancies for standing committee members and chairs.
- C. Establish task forces, appoint the members, and designate the chair.
- D. Execute other duties delegated by the Board of Directors.

The President Elect and Vice President:

- A. Assist the President.
- B. Succeed to the office of President either upon a vacancy or if the President is unable to perform the duties of office.
- C. Appoint incoming committee members and chairs to serve during their terms as President and President Elect.

The Immediate Past President serves as an advisor to the President and performs other duties as assigned by the President.

#### **Section 7. Vacancy in Office**

- A. President or President-Elect: A vacancy in the office of President or President-Elect advances the next Officer in line to the appropriate office. The advancing Officer may remain in office for a subsequent one-year term.
- B. Immediate Past President: A vacancy in the office of Immediate Past President remains vacant until the outgoing President assumes the office.
- C. Vice President:
  - 1. When there is a vacancy in the office of Vice President, the Board of Directors has sixty (60) days to appoint a current member of the Board of Directors to complete the term. The Director must have served at least two years as a Region Director and may not be from the same Region represented by a current officer.
  - 2. If the vacancy occurs within 120 days prior to the Annual Conference, the office shall remain vacant. An election for President Elect and Vice President shall be held prior to the Annual Conference

### **ARTICLE VI Region Directors**

#### **Section 1. Region Representation**

There shall be two Region Directors elected from each IIMC Region.

#### **Section 2. Term (Annual Conference to Annual Conference)**

Region Directors are elected to staggered three-year terms so that the terms of both Region Directors do not expire the same year. No Region Director may serve two successive full terms unless no other candidate is nominated.

### **Section 3. Restriction**

No two Region Directors may be from the same legislative governmental body. No state, province, or country (as appropriate for the Region) may have a member serve as a Region Director for consecutive terms on the Board of Directors, unless no other candidate applies.

### **Section 4. Oath of office**

The Oath or Affirmation of Office shall be administered to each Region Director prior to taking office.

### **Section 5. Vacancy in Office**

- A. If the vacancy occurs 120 days or less prior to the Annual Conference, the office remains vacant for the remainder of the term.
- B. If the vacancy occurs more than 120 days prior to the Annual Conference:
  - 1. The IIMC President notifies the Board of Directors and the Presidents of the Municipal Clerks Associations within the Region in which there is a vacancy.
  - 2. The Municipal Clerks Associations may recommend one or more qualified candidates for consideration.
  - 3. Nominations are also accepted from any member in the Region.
  - 4. A new Region Director is elected to serve the remainder of the term and is eligible to be a candidate for a consecutive full three-year term.

## **ARTICLE VII Executive Committee**

### **Section 1. Members**

The Executive Committee is comprised of the President, President Elect, Vice President, and Immediate Past President.

### **Section 2. Term of Office**

Each Officer serves a one-year term, except when filling a vacancy.

### **Section 3. Powers**

The Executive Committee is not a decision-making body. All actions taken must be ratified by the Board of Directors.

## **ARTICLE VIII Qualifications, Nominations and Elections**

### **Section 1. Qualification of Candidates for Vice President To**

qualify for the office of Vice President, a candidate must:

- A. Be an IIMC member for at least three (3) years.
- B. Have served on the IIMC Board for three (3) years prior to the time of election.
- C. Have served at least three years as a Municipal Clerk or other office as defined in Article II, Membership, Section 2 A.
- D. Have attended at least two Annual Conferences. Attendance may include the conference at which the candidate's term would begin.
- E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or Additional Full Member, during the term of office, which shall include terms as Vice President, President-Elect, President and Past President.

- F. Provide written support of candidacy from the legislative governmental body they represent.

## **Section 2. Qualification of Candidates for Region Director**

To qualify for office as a Region Director, a candidate must:

- A. Be an IIMC member for at least three (3) years.
- B. Have served at least three (3) years as a Municipal Clerk or other office as defined in Article II, Membership, Section 2 A.
- C. Have attended at least two Annual Conferences. Attendance may include the conference at which the candidate's term would begin.
- D. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member, in their current position or another position that qualifies them as a Full Member or additional Full Member, during the term of office.
- E. Provide written support of candidacy from the legislative governmental body they represent.

## **Section 3. Nominations**

The Board of Directors establishes policies regarding nominating procedures for Officers and Region Directors.

## **Section 4. Elections**

The Board of Directors establishes policies not included in this Constitution regarding the conduct of elections for Officers and Region Directors.

## **Section 5. Election of Vice President**

- A. If there is only one candidate for Vice President, no election is held, and the candidate is declared elected.
- B. If there are two or more candidates, IIMC conducts an election thirty (30) or more days prior to the beginning of the Annual Conference.

## **Section 6. Election of Region Directors**

- A. If there is only one candidate for Region Director, no election is held, and the candidate is declared elected.
- B. If there are two or more candidates, IIMC conducts a Region election thirty (30) days or more prior to the beginning of the Annual Conference.

## **Section 7. Election Results**

Election results are provided to the candidates prior to the Annual Conference and are announced to the membership at the Annual Business meeting.

# **ARTICLE IX Board of Director Meetings**

## **Section 1. Regular Meetings**

- A. Five meetings of the Board of Directors will be held annually as follows:
  - 1. Two in-person meetings will take place at the Annual Conference.
  - 2. One in-person meeting will be held no later than seven months following the Annual Conference.
  - 3. One virtual meeting will be held between the Annual Conference and the meeting referred to in A2.

4. One virtual meeting will be held between the meeting referred to in A2 and the next Annual Conference.

- B. For reasons beyond the control of the Board of Directors, the Board may determine that the in-person meeting referred to Section A1 and A2 will be held virtually.

### **Section 2. Special Meetings**

The President, a majority of the members of the Executive Committee, or a majority of the Board of Directors may call a special meeting. Special meetings may be held at a specific location or may be conducted using available conferencing technologies. In either event, the time, place, and the special meeting's purpose must be provided to all Board members at least two working days in advance of the scheduled meeting.

### **Section 3. Quorum**

A majority of the members of the Board of Directors constitutes a quorum for the transaction of official business.

### **Section 4. Attendance at Board Meetings**

Board members are required to attend all Board of Directors meetings. A Board member may be excused from two regular meetings during a three-year term for a valid reason. The request to be excused must be in writing, approved by the President. The Board of Directors will excuse the absence of the President. A third absence is considered a resignation from the position unless there are mitigating circumstances.

## **ARTICLE X Annual Business Meeting**

The Annual Business Meeting is an assembly of members. The Board of Directors will establish the time and place to conduct the members' Annual Business Meeting.

## **ARTICLE XI Executive Director**

### **Section 1. Responsibilities**

The IIMC Executive Director reports to the Board of Directors and executes the Board's established policies. The Executive Director serves as the IIMC Secretary-Treasurer and is responsible for its daily administrative and financial operations. The Executive Director is empowered to hire and manage all staff, independent contractors, and resources according to established policies and the annual budget.

### **Section 2. Employment**

The Executive Director is employed at will under the terms of an employment contract.

### **Section 3. Vacancy**

In the event of a temporary vacancy in the position, the Board of Directors will name an Interim Executive Director and will determine the process in hiring a new Executive Director.

## **ARTICLE XII Ethical Standards**



## **Section 1. Code of Ethics Statement of Intent and Principles of Conduct for Members (Code of Ethics)**

IIMC members are required to carry out their duties as IIMC members to the best of their abilities, impartially and objectively to reinforce confidence in their integrity and their dedication. Furthermore, by their membership in IIMC, they commit themselves to IIMC's best interests.

This Code of Ethics clarifies IIMC's expectations of its members, reaffirms its commitment to caring for the members' needs, and is a guide for fair and consistent behavior by its members.

It is critical to IIMC that its members are committed to the highest standards of ethical behavior.

## **Section 2. Standards of Behavior**

All new IIMC members must affirm their commitment and willingness to abide by the Code of Ethics. Violations of the Code of Ethics may result in restricted membership rights, such as losing voting privileges, the right to serve on committees, or participate in membership services for specific periods of time. Grievous violations may result in expulsion from IIMC without the refund of dues.

## **Section 3. Ethical Standards Committee**

An Ethical Standards Committee is an Ad Hoc Committee that the Board appoints upon receiving a complaint against a member who has allegedly violated the Code of Ethics. The committee's primary function is to investigate and file a report with a recommendation to the IIMC Board of Directors.

Only IIMC members can submit complaints against a member for a violation of the Code of Ethics.

## **Section 4. Investigation and Report**

The Ad Hoc Ethical Standards Committee is mandated to conduct investigations, including accepting verbal or written statements from other IIMC members, witnesses, or individuals with personal knowledge of the situation and to hold teleconferences with these individuals.

The Ad Hoc Ethical Standards Committee summarizes the findings to the Board of Directors and recommends whether or not any censure to be applied against the person(s) in the alleged complaint. Given the need to protect members' right to their good name and reputation, complaints that are determined to be frivolous or without factual basis may also incur censure.

## **Section 5. Action**

Only the Board of Directors has the authority to apply sanctions for violations of the Code of Ethics.

## **ARTICLE XIII Electronic Meetings**

The annual assembly of members, the Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet through electronic means so long as all participants may simultaneously hear each other and participate in the meeting.

## **ARTICLE XIV Parliamentary Authority**

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with this constitution and any special rules of order IIMC may adopt.

## **ARTICLE XV Amendments to the Constitution**

### **Section 1. Proposed amendments**

Proposed amendments to the constitution shall be made in writing, setting forth the particular change or changes proposed and shall be filed with the Executive Director.

### **Section 2. Membership Notice and Consideration**

When filed in accordance with Section 1, the proposed amendment shall be submitted to the membership when filed under the following procedures:

- A. It is determined that if the proposed amendment is adopted, it will not have a negative impact on the Organization, or its finances, as determined by the Board.
- B. A copy of the proposed amendment, authors' names, intent and explanation are filed by February 1 in time to be published in the *March News Digest*.
- C. The proposed amendment's merit is discussed and evaluated with the attendees at the Annual Business Meeting.

### **Section 3. Membership Vote**

If the proposed amendment is approved by majority vote at the Annual Business Meeting, the proposed amendment will be distributed for a vote by the entire membership. Members will have forty-five (45) days following the Annual Business Meeting to vote on the proposed amendment.

The constitutional amendment shall be adopted if two thirds of the votes cast are in favor of the proposal. The effective date of the amendment will be the 46<sup>th</sup> day following the Annual Business Meeting, unless otherwise specified.

**Amended September 3, 2023**