

**INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS**  
**Annual Business Meeting Minutes**  
**Grand Sierra Casino, Reno, Nevada**  
**Thursday, May 27, 2010**

Call to Order	The Business Meeting of the 64 <sup>th</sup> Annual Conference of the International Institute of Municipal Clerks was called to order by President Mary Lynne Stratta, MMC, 7:45 a.m. at the Grand Sierra Casino, Reno, Nevada
Welcome to Delegates	President Stratta welcomed all delegates attending the conference
Invocation	Immediate Past President Dyanne Reese, City Clerk, City of Savannah, Georgia
Introductions	President Stratta introduced members of the Executive Committee. In Attendance at the head table were President Elect Sharon Cassler, MMC Vice President Colleen Nicol, MMC Immediate Past President Dyanne Reese, MMC Executive Director Chris Shalby Parliamentarian/Recorder Mary Johnston, MMC
Approval of Agenda	<b>Motion and Seconded</b> Motion that the agenda as presented be approved. <b>Motion Carried.</b>
Approval of Minutes	<b>Motion and Seconded</b> Motion to approve Minutes of the Annual Business Meeting held May 23, 2009 in Chicago, Illinois <b>Motion Carried.</b>
IIMC Financial Report	Budget Committee Chair Marian Karr presented the IIMC Financial Report from May 1, 2009 to April 30, 2010.
MCEF Update	MCEF Board President Dale Barstow provided an update of the Municipal Clerks Education Foundation.
IIMC Strategic Planning Report	Executive Director Chris Shalby gave a report on the Strategic Planning initiative to the membership in attendance.
Proposed Amendments to the IIMC Constitution	Elections Committee Chair Brenda Cirtin presented the following amendments to the IIMC Constitution. Chair Cirtin stated the proposed Amendments were posted on IIMC's website, sent in email blasts, published in the News Digest, and posted at the Annual Conference. The Elections Committee reviewed all of the proposed Constitutional Amendments and determined they met the criteria for forwarding to the Board of Directors for action. The Board has discussed the proposed amendments, and as per Article XIII(B), the following proposed amendments are being provided to the membership for consideration at the Annual Business Meeting.

1. New Mission Statement

**Article II**  
**Mission and Purpose**

~~The Mission of IIMC shall be "Professionalism in Local Government through Education."~~

~~The purpose shall be to enhance the professionalism, status and image of Municipal Clerks throughout the world.~~

The International Institute of Municipal Clerks (IIMC) is a professional, non-profit association that promotes continuing education and certification through university and college based institutes and provides networking solutions, services and benefits to its members worldwide.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment enhances the existing Mission Statement of IIMC, and combines both the Mission Statement and Purpose into one clear, concise definition.

**Motion and Seconded**

Motion to adopt the amendments to Article II, Mission and Purpose, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

2. Honorary Membership

**Article III**  
**Membership**

B. Definitions of Membership Classes:

5. Honorary Member:

a. Past Presidents upon retirement or upon assumption of positions with Legislative Governmental Bodies other than Municipal Clerk. All nominations for Honorary Membership from this category shall be presented to the Board of Directors for consideration of Honorary Membership status. There shall be no limit to the number of Past Presidents awarded Honorary Memberships in a given year.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment allows for the Board of Directors to approve the bestowing of Honorary Membership to Past Presidents, so that it is no longer an automatic occurrence.

**Motion and Seconded**

Motion to adopt the amendments to Article III, Membership, Honorary Member, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

3. Definition of Retired Member

**Article III**  
**Membership**

B. Definitions of Membership Classes:

6. Retired Member: ~~Full or Additional Full Member upon retirement. Individuals who were designated as Full, or Additional Full or Associate Members prior to retirement.~~

Statement of the reason the proposed change(s) is being recommended: This amendment clarifies that for a Retired Member to be classified as such, they must have been a Full, Additional Full or Associate member at the time of their retirement.

**Motion and Seconded**

Motion to adopt the amendments to Article III, Membership, Retired Member, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

4. Region Director moves outside their region

**Article IV**

**Officers and Region Directors**

B. Region Directors

There shall be two Region Directors elected from each IIMC region. Region Directors shall be elected for three-year terms and terms shall be staggered so that the terms of both Region Directors from a region shall not expire in the same year. No two Region Directors shall be from the same Legislative Governmental Body. Except in Region X and Region XI, Region Directors may not serve two successive full terms unless no other candidate put their name forward for nomination.

In the event that an IIMC Board member relocates their employment outside the region they represent, they may retain their position based upon the following conditions:

1. Written documentation of support from their state/province/country association which they moved from; and
2. Written documentation of support from at least two-thirds (2/3) of the state/province/country associations from the region which they moved from; and
3. Letter of support from the municipality (City Manager, Mayor or Council) stating the member is employed by the municipality and they are aware of the member's participation on the IIMC Board of Directors.
4. Must have no more than one year left to complete his/her term; and
5. Must be eligible to retain full or additional membership to hold office; and
6. Copies of documentation shall be filed with IIMC Headquarters.

Statement of the reason the proposed change(s) is be recommended: This proposed amendment provides for the possibility that a Region Director may move during his/her tenure on the Board. The above delineates the procedure for that Director to follow to maintain their position on the Board of Directors.

**Motion and Seconded**

Motion to adopt the amendments to Article IV, Officers and Region Directors, as presented to the membership.

After a lengthy discussion with comments made in favor and in opposition of the proposed amendments, a vote was taken by the membership. After the tabulations

of the ballots, the vote was 186 voting yea and 114 voting nay. A total of 301 ballots were cast. **Due to the lack of a 2/3 majority vote, the motion failed. The amendments were not adopted.**

5. Board of Directors Vacancy

**Article IV**  
**Officers and Region Directors**

D. Vacancies

4. ~~In the event of a~~ If a vacancy occurs in the office of Region Director, the Region shall elect a new Director to serve for the remainder of the term as described in Article XI. B. 1. ~~Notwithstanding the above, If the vacancy is~~ the term shall be for a period of 120 days or less than 120 days, the office shall remain vacant for the remainder of the term.

If the ~~unexpired term~~ vacancy is more than 120 days but is one year or less, the Region Director elected to the ~~vacancy unexpired term~~ is eligible for reelection and may serve a full three-year term. ~~may continue to serve for a full three-year term if elected.~~

If the ~~vacancy unexpired term~~ is more than one year, the Region Director can only serve ~~one year the remainder of the term~~ and is not eligible to serve another full three-year term. ~~may not be elected for a subsequent full year term.~~

Statement of the reason the proposed change(s) is being recommended: This proposed amendment clarifies that if for any reason, there is a vacancy on the Board of Directors, if the remainder of the term is 120 days or less, the office will remain vacant until the next election. If the remainder of the term is more than 120 days but is one year or less, the individual appointed to fill the unexpired term may seek election for an additional three-year term. If the unexpired term is more than one year, the individual appointed to fill that position will be deemed ineligible to serve another three-year term.

**Motion and Seconded**

Motion to adopt the amendments to Article IV, Officers and Region Directors, Vacancies, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

6. Executive Committee is not a decision making body.

**Article V**  
**Board of Directors and Executive Committee**

A. Structure

The Executive Committee shall consist of the President, President Elect, Vice President and Immediate Past President. The Executive Committee shall meet as scheduled by the President and ~~may act in place of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by this Constitution~~ provided that a schedule of such meetings shall be provided to the Board of Directors, and a written report of each meeting shall be provided to the members of the Board of Directors within five (5) business days following the meeting. The Executive Committee is not a decision-making body and all action items are to be submitted to the Board of Directors for ratification.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment stipulates that any actions taken by the Executive Board must be ratified by the Board of Directors or the actions become null and void. This establishes that the Executive Committee is not a decision-making body unto itself.

**Motion and Seconded**

Motion to adopt the amendments to Article V, Board of Directors and Executive Committee, Structure, as presented to the membership.

After a lengthy discussion with comments made in favor and in opposition of the proposed amendments, a vote was taken by the membership. After the tabulations of the ballots, the vote was 287 voting yea and 26 voting nay. A total of 313 ballots were cast.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

7. Absences

**Article V  
Board of Directors and Executive Committee**

B. Meetings

4. Attendance: Members of the Board of Directors shall be required to attend all regular meetings of the Board. When a Board member is absent unexcused from two regular meetings during a term of office, the position shall be deemed vacated and shall be filled in the manner prescribed in this constitution. Pursuant to Article VI (Powers and Duties of Board of Directors) the Board shall have the ability to allow at least one excused absence from an IIMC Board meeting within the three year term (excuse must be submitted in writing or by email, approved by the President and submitted to the Board for ratification at the meeting.) However, a Board member shall not relinquish their status during the last 12 months of their term if additional absence(s) occur due to an emergency and absence(s) are approved by the President and ratified by the Board.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment provides for a member of the Board of Directors to have one excused absence during a three year term, in addition to the allowed unexcused absence, without forfeiting their position on the Board. In addition, it stipulates that the Director does not give up their position on the Board if there are additional absences during the last twelve months of their term. These absences, however, must be approved by the President and ratified by the Board.

**Motion and Seconded**

Motion to adopt the amendments to Article V, Board of Directors and Executive Committee, Meetings, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

8. Director of Education Hired by the Executive Director and Confirmed by the Board of Directors; Vacancy in Executive Director Position; Executive Director Reports to Board of Directors

**Article VI  
Powers and Duties of Board of Directors**

In addition to powers granted elsewhere in this Constitution, the Board of Directors shall have the following powers:

1. to act to further the Mission and purpose of IIMC;
2. to establish membership dues and other revenues;
3. to authorize expenditures;
4. to approve the annual budget;
5. to require an annual independent audit;
6. to select the annual convention site;
7. to enact policies and procedures and have them organized in a Policies and Procedures Manual;
8. to establish a job description and appoint or remove the Executive Director;
9. ~~to establish a job description and appoint or remove the Director of Education, in consultation with the Executive Director, provided, however, this position shall report to the Executive Director;~~
10. to perform any other duties required in connection with the administration of IIMC Policies and Procedures.

## **ARTICLE VIII** **EXECUTIVE DIRECTOR**

The Executive Director shall be the Secretary-Treasurer of the Corporation; shall report to the Board of Directors; shall be responsible to the President for the day-to-day administrative and financial operation of IIMC; and shall be charged to carry out the policies established by the Board of Directors and Executive Committee.

The Executive Director shall be employed at will under the terms of an employment contract and shall be empowered to manage the staff, and resources of the Corporation in accordance with established policies and the annual budget.

The Executive Director will hire the Director of Education, upon confirmation by the IIMC Board of Directors. The Director of Education will report to the Executive Director.

In the event of a temporary or permanent vacancy in the office of the Executive Director, the IIMC Board of Directors shall name an Interim Executive Director and shall determine the process to be followed to hire a new Executive Director.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment establishes that the Director of Education will be hired by and report to the Executive Director, following confirmation by the Board of Directors; provides a process to address a vacancy in the position of Executive Director, requiring action by the Board of Directors to name an Interim Executive Director; and establishes that the Executive Director reports to the Board of Directors, not the President or the Executive Committee.

### **Motion and Seconded**

Motion to adopt the amendments to Article VI, Powers and Duties of Board of Directors and Article VIII, Executive Director, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

9. Removal of an Ethical Standards Committee Member (New language)

## Article X

### Ethical Standards

D. Duties of the Ethical Standards Committee. The Ethical Standards Committee shall maintain a thorough knowledge and understanding of the implications and nuances of the Comprehensive Code of Ethics and develop recommended practices and standards for both the membership and the functioning of the Committee. Allegations of unethical conduct shall be submitted to the Chairperson of this Committee, provided, however, any allegations that concern Committee members shall be submitted to the President. The Committee shall thoroughly investigate allegations made and conduct quasi-judicial hearings as appropriate, accepting sworn testimony and summoning such documents as may be required; or the President may investigate, conduct quasi-judicial hearings, accept sworn testimony and summon documents in case of allegations involving members of the Ethical Standards Committee. The Ethical Standards Committee or President shall then summarize ~~it's~~ the findings and make a recommendation to the Board of Directors on the degree of censure, if any, to be applied to the person on whom the allegations were made. Any such proceedings will cease upon the resignation of the member from IIMC. In the case of allegations made against a member of the Board of Directors, the Board member shall serve until such time as the recommendations of the Committee are brought forward before the Board. At that time said member shall recuse themselves and await the decision of the body. Nothing in this article shall prohibit accused persons from providing a defense at the Board meeting. Action taken by the Board of Directors shall require a two-thirds majority and decisions of the Board of Directors shall be final.

E. Members of the Ethical Standards Committee can be removed by a two-thirds vote of the IIMC Board of Directors. The President shall oversee any such investigation and bring findings to the Board of Directors.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment provides for the removal of a member of the Ethical Standards Committee for specific violations, if the Board of Directors, by a two-thirds majority vote, elects to do so.

#### **Motion and Seconded**

After a lengthy discussion with comments made in favor and in opposition of the proposed amendments, a vote was taken by the membership. After the tabulations of the ballots, the vote was 251 voting yea and 67 voting nay. A total of 318 ballots were cast.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

10. Waiver for Region X Members to attend 3 annual conferences to be eligible for Region Director

## Article XI

### Annual Business Meeting and Elections

B. 3. Qualifications of Candidates:

a. Region Directors: Candidates for Region Director shall meet the following qualifications:

- served at least three (3) years as a Municipal Clerk or other office as defined in Article III;
- been a member of IIMC for at least three (3) years;
- attended at least three (3) Annual Conferences for candidates from Regions I through IXX and two (2) Annual Conferences for candidates

from Regions X and XI, which attendance may include the conference at which the candidate's term would begin;

- be a Full or Additional Full Member, and if elected, remain a Full or Additional Full Member during the term of office;
- provide written endorsement of candidacy from the Legislative Governmental Body they represent.

Statement of the reason the proposed change(s) is being recommended: This proposed amendment clarifies that the Region Directors from Regions I through IX must have attended at least three annual conferences; Regions X and XI must have attended at least two annual conferences in order to be eligible for service on the Board of Directors. The conference, at which they will be sworn in, may be counted to meet this requirement.

**Motion and Seconded**

Motion to adopt the amendments to Article XI, Annual Business Meeting and Elections, Qualifications of Candidates, as presented to the membership.

**Motion carried. The amendments were adopted. This amendment will be forwarded to the entire membership for ratification.**

2010 Conference  
Resolutions

**Moved and Seconded**

Resolution of the International Institute of Municipal Clerks expressing its appreciation and gratitude to the City of Reno for its dedication and cooperation in planning and producing an outstanding 2010 IIMC Conference

**Motion carried**

**Moved and Seconded**

Resolution of the International Institute of Municipal Clerks recognizing Monica Simmons, Host Clerk, for the 64<sup>th</sup> Annual Conference of the International Institute of Municipal Clerks

**Motion carried**

**Moved and Seconded**

Resolution of the International Institute of Municipal Clerks recognizing the Nevada Municipal Clerks Association for its outstanding support of the 2010 Conference

**Motion carried**

President's Award  
Of Merit

President Stratta presented the President's Award of Merit to Nancy Vincent, MMC, City Clerk

Certificates of  
Appreciation

President Stratta presented Certificates of Appreciation to the following:

**Task Force and Committee Chairs**

Budget and Planning	Robert Pritchard, CMC
Education & Professional Development	Kathy Dornan, CMC
Elections	Brenda Cirtin, MMC
International Relations	Tom Van de Hoven
Membership	Mary Johnston, MMC
Mentoring	Mary Haynes, MMC
Program Review/Certification	Nancy Vincent, MMC

Policy Review	Frances Kersey, MMC
Public Relations/Marketing	Julie Krueger, MMC
Records Management	Shirley Gentry, MMC
Research and Resource	Sherry Mashburn, MMC
Small Cities Task Force	Debra Batliner, MMC

#### **Outgoing Board Members**

Bernice Dixon, CMC	Region I
Carol Jacobs, MMC	Region II
Stephanie Kelly, CMC	Region III
Brenda Kay Young, MMC	Region V
Monica Simmons, MMC	Region VIII
Pamela Kolacy, MMC	Region IX
Bernie White, MMC	Region X

Oaths of Office      President Stratta administered the Oath of Office to the following incoming Region Directors:

Region I	Linda Spence, MMC
Region II	Diane Fitzhenry, MMC
Region III	Tiny Washington, CMC
Region V	Debra Batliner, MMC
Region VIII	Debra Owen
Region IX	Kristie Smithers, MMC
Region X	Laurie Darcus, CMC

Oaths of Office      Oaths of Office were administered as follows to the 2010/2011 Executive Committee:

Vice President Brenda Cirtin, MMC, sworn in by Past President Tom Roberts  
President Elect Colleen Nicol, MMC, sworn in by Immediate Past President  
Dyanne Reese  
President Sharon Cassler, MMC, sworn in by Past President Tom Roberts

President's Comments      President Cassler chose to reserve her comments for the Banquet.

Invitation to the 2011 IIMC Conference      Nashville City Clerk Marilyn Swing extended an invitation to the membership to attend the 65<sup>th</sup> Annual Conference in Nashville, Tennessee in 2011 and presented a video of the city.

Adjournment      There being no further business, the Annual Business Meeting was adjourned at 9:50 a.m.

Respectfully submitted:

---

Mary J. Johnston, MMC  
Parliamentarian/Recorder