

**TELECONFERENCE MEETING MINUTES
IIMC BOARD OF DIRECTORS
MONDAY, FEBRUARY 22, 2010**

The teleconference meeting of the IIMC Board of Directors was called to order at 9:02 a.m. (Pacific Time) by President Mary Lynne Stratta, MMC.

ROLL CALL:

Board Members

Present: Executive Committee: Stratta, Cassler, Nicol and Reese
 Region I: Mullen
 Region II: Jacobs and Williams-Warren
 Region III: Small (Burns) and S. Kelly
 Region IV: Blackard and Miner
 Region V: T. Kelly and Young
 Region VI: Alexander and Moore
 Region VII: Goodwin and Lovett-Sperling
 Region VIII: Kalasz and Simmons
 Region IX Hawker and Kolacy
 Region X: Lemoine and White
 Region XI: Allers

Absent:

 Region I: Dixon
 Region XI: Randle

Others Present: Chris Shalby, IIMC Executive Director
 Brenda Cirtin, Chair, Elections Committee (EC)
 Kathy Dornan, Parliamentarian/Recording Secretary

President Stratta opened the meeting and thanked everyone for participating.

DISCUSSION AND CONSIDERATION OF PROPOSED IIMC CONSTITUTIONAL AMENDMENTS:

President Stratta advised that the purpose of today's telecon meeting was to discuss, consider and take action on the proposed Constitutional amendments being brought forward by the Policy Review Committee. She noted that some of these are "hold-overs" from last year, when because of not advertising properly, IIMC was not able to take them before the membership for a vote, and that some were new proposals. She stated that the Board needed to decide today on whether to move forward on these and present to the membership in Reno, as they must be published and advertised in the March News Digest. She advised that Director Shalby will put the advertising publication together after today's deliberations.

President Stratta commented that she had asked Registered Parliamentarian Bernie White and a local attorney who specializes in work for non-profits to review the format for the upcoming publication, and both agree the format is correct, appropriate and meets the intent of the Constitution. She advised that as a courtesy she sent the format to the IIMC member who objected to the written format and publication last year, which precluded the proposed amendments from going forward for a vote, but that she has not received any response as yet. She noted that she would attempt further follow-up with this member.

President Stratta also indicated she would like to hear any comments from Director Lemoine on these proposals, as he is one of the Board liaisons to the Elections Committee. She noted that Board member Dixon is the other liaison, but that she is on vacation and absent from this telecon meeting.

President Stratta advised that she has invited the IIMC incoming Vice President candidate, who is running unopposed, Brenda Cirtin, current Chair of the Elections Committee, to present the amendment proposals on behalf of the Elections Committee. She congratulated Chair Cirtin on her position as incoming IIMC Vice President.

Chair Cirtin thanked the Board for their congratulations and well wishes and began her presentation of the **PROPOSED CONSTITUTIONAL AMENDMENTS for 2010:**

PROPOSED AMENDMENT - DIRECTOR OF EDUCATION (HIRED BY THE EXECUTIVE DIRECTOR AND CONFIRMED BY THE BOARD OF DIRECTORS) *(Language to be removed has strike-through. Proposed language to be added is underlined.)*

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 be responsible to the President for the day-today 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.

Add: 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.

Add: 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.

SUMMARY: 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. Amendment also stipulates that the Board of Directors appoints an interim Executive Director in the case of a vacancy in the position; that the interim does not have to be the Education Director; and that the Board establishes procedures for a replacement.

Election Committee Chair Cirtin noted that this proposed revision would amend two different Articles of the Constitution, one being Article VI, Powers and Duties of Board of Directors (by removing the authority of the Board to hire the Director of Education; by specifying that the Executive Director shall hire the Education Director, upon confirmation by the Board of Directors; and that the Director of Education will report to the Executive Director) and two, Article VIII, Executive Director, by outlining the provisions for hiring the Education Director and also outlining criteria in the event of a temporary or permanent vacancy in the office of Executive Director and the naming of an Interim Executive Director.

Discussion was held on the fact that in the case of a vacancy of the Executive Director position, that it should not be “given” that this vacancy would be filled by the Director of Education; that it should be anyone the Board may want to consider as the best possible candidate at the time, etc.

Director Lemoine commented that the Elections Committee felt strongly that the vacancy of the Executive Director should be dealt with by the Board of Directors as a whole and that it not be an automatic replacement by the Education Director.

President Stratta noted that the Executive Committee had studied this proposed amendment and that it was their feeling the entire Board of Directors should determine the Interim Executive Director and outline procedures for the replacement of the person, not just the members of the Executive Committee. Discussion was held. She also advised that she had spoken with Frances Kersey, the Chair of the Policy Review Committee, who voiced no objection to the changes to the original proposal submitted, as suggested by the Executive Committee.

Director Shalby stated he agreed with President Stratta and Director Lemoine; that in the past it had been assumed that the Education Director was probably the next in line to act as an interim for this position when necessary. However, he agreed this should not be assumed to be the case and that it should be the Board of Director’s decision and that the Board should not be bound to the Education Director, that there would be lots of variables to consider at that time.

Member White suggested that perhaps the last sentence of the language proposed was not necessary. Discussion was held. It was agreed that the language as proposed clarifies the issue further and should remain as written.

Motion by T. Kelly, second by Mullen, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Article VI, Powers and Duties of Board of Directors, and Article VIII, Executive Director, as amended by the Board, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - HONORARY MEMBERSHIP *(Proposed language to be amended/added is underlined.)*

**Article III
Membership**

B.5.a. Past Presidents upon retirement or upon assumption of positions with Legislative Governmental Bodies other than Municipal Clerk, 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.

SUMMARY: 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.

Chair Cirtin summarized the proposed changes to Article III which would amend the provision that Past Presidents are automatically awarded honorary membership when they retire. This would require their name to be presented to the Board for consideration and approval by vote for this status.

There were no comments on the proposal by Board Liaison Lemoine, ED Shalby, nor any further discussion.

Motion by Jacobs, second by Williams-Warren, that the Board of Directors hereby agrees to submit Proposed Constitutional Amendment regarding Honorary Membership, Article III, Membership, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE ABSENCES-ATTENDANCE AT MEETINGS *(Proposed language to be amended/added is underlined.)*

**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.

SUMMARY: 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 one 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.

Chair Cirtin noted that this amendment is to better define what constitutes an official Board meeting and to clarify the definition of attendance and summarized the changes. She noted that attendance was clearer before the Board began holding telecon meetings; and that this is to clarify absences from regular meetings.

President Stratta reported that after discussion, it is being questioned by the Board as to why there are two separate Constitutional amendments which both change the same article. She questioned if it would make more sense to take the last sentence of this amendment as proposed and move it to Item #11, as an addition thereto. She noted that in this way, it would combine two issues within the same Article into one Constitutional amendment proposal.

Chair Cirtin advised that each of these issues were studied by the Elections Committee as they were received, and that that these two issues were received for study at different times, with reviews and recommendations made. She advised she had no issue in putting them together and that this makes sense. Board Liaison Lemoine agreed.

Director S. Kelly questioned if a telecon meeting is a regular meeting. President Stratta noted that under the definitions as presented for attendance criteria they are not. Discussion was held on whether this clarification was already included in written language, the need to further clarify meeting attendance and email meeting notifications, etc.

Director Lemoine noted that some of the meetings were labeled special meeting, some regular, some telecon, etc. and that they should all be named with the same title whatever they cover and also that telecon meetings should be labeled as special meetings, since they are not “regular” meetings for the purpose of attendance. Director White advised that under Robert’s Rules of Order, there are regulations which apply to special versus regular meetings and that caution should be exercised about calling meetings “special” meetings. He felt the language written and proposed clarified the difference between regular face to face meetings appropriately.

President Stratta asked for discussion on Proposed Amendment No. 11. No comments were made. She requested that this be approved with the addition of the sentence removed from Proposal No. 3 and included at the end of Proposal No. 11.

Motion by Nicol, second by Goodwin, to approve combining the last sentence of Proposal No. 3 with Proposal No. 11, and to approve Proposal No. 11 as amended by the Board, and that the Board of Directors hereby agrees to submit this Proposed Constitutional Amendment regarding Board of Directors and Executive Committee absences and attendance at meetings to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT – REMOVAL OF AN ETHICAL STANDARDS COMMITTEE

MEMBER (New Language) *(Proposed language to be added is underlined. Language to be removed has strike-through)*

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.

SUMMARY: 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.

Chair Curtin advised that this amendment proposes a new section to the Constitution under Article X which allows the removal of a member of the ethical Standards Committee due to a violation of certain items, a conviction of a crime, unethical conduct, etc., by a 2/3 vote of the Board of Directors.

Director Allers noted that he does not see a written procedure for the removal of a member and questioned what that might be. He suggested additional language that indicates that any allegations of unethical conduct submitted to the Committee or the President shall be thoroughly investigated. Director White noted he agrees with procedure language, suggesting any such language be added to Paragraph E. He added that he agrees there should be a procedure established for the removal process.

Discussion was held on a proposed procedure process, who would conduct the review, where the report would be made, etc. It was agreed that the President should not have the ability to remove a member, but that they should have the ability to order an investigation, report the findings to the Board, with the Board taking a vote/action to remove the Committee member themselves if they so wished, based on the findings of the investigation.

Director White noted it was the intent of the proposal for the Board to have the authority to remove a member. He noted the current powers of the President within this article of the Constitution and advised that any new language covering this should not complicate the section.

Director Lemoine also noted that if there was an actual “list” of items that covered removal and something was done by a member that was not on the list, that removal could be challenged. He felt this was too vague and that any “listing” of items should be removed. The Board members agreed.

Past President Reese stressed the importance of this issue and questioned clarification on the process to remove a member from this committee. It was further explained and outlined that this provision would allow removal of a member, upon consideration and vote by the Board, with it requiring a two-thirds majority vote for removal.

Vice President Nicol stated she agreed with the comments being made and questioned if there could be an additional sentence included in Paragraph E allowing the President to oversee any investigation of a member, with the findings to be brought to the Board. It was the consensus that the President be added in both Paragraphs E and in D where appropriate as well.

Motion by Director Alexander, second by Past President Reese, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Removal of an Ethical Standards Committee Member to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT – NEW MISSION STATEMENT *(Proposed language to be added is underlined. Language to be removed has strike-through)*

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.

SUMMARY: This proposed amendment enhances the existing Mission Statement of IIMC, and combines both the Mission Statement and Purpose into one clear, concise definition.

Chair Cirtin read the proposed new mission statement for the organization. President Stratta reminded the Board that this had been discussed and approved at the mid year meeting as recommended by the Education and Professional Development Committee; that this was part of the IIMC Constitution document; and would need to go before the members for approval and adoption in order to become effective.

Motion by Director Mullen, second by Vice President Cassler, that the Board of Directors hereby agrees to submit this Proposed Constitutional Amendment, a new Mission Statement for IIMC, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - BOARD OF DIRECTORS VACANCY *(Proposed language to be added is underlined. Language to be removed has strike-through)*

ARTICLE IV
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

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 said term shall be for a period of 120 days or less than 120 days, the office shall~~ remains 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.~~

5. When a vacancy occurs in the office of Region Director, the President shall notify the Board of Directors and the Presidents of the Municipal Clerks Associations within the region in which the vacancy has occurred. The Municipal Clerks Associations shall recommend one or more qualified nominees for consideration. Nominations shall also be accepted from any member in the region.

Summary: 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 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 one more than one year, the individual appointed to fill that position will be deemed ineligible to serve another three-year term.

Discussion was held by the Board on the length of time a person should be able to fill a vacant position and qualify to fulfill another three year term as Director versus not being able to fill an additional three year term; what the time periods should be; the pros and cons of allowing less than a year versus longer than a year, etc.

It was the consensus of the Board after discussion to allow an individual appointed to fill a vacancy to be eligible for reelection and to serve a new, full three year term on the Board if the vacancy they filled is more than 120 days but is one year or less in time.

Motion by Director T. Kelly, second by Director Young, that the Board of Directors hereby agrees to submit this Proposed Constitutional Amendment regarding Vacancies for Officers and Region Directors to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - RETIRED MEMBERS HAVING SAME PRIVILEGES AS “ASSOCIATE MEMBERS” *(Proposed language to be added is underlined. Language to be removed has strike-through)*

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.

SUMMARY: 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.

Chair Cirtin noted that this proposal clarifies the definition of Membership Classes with regards to a Retired Member and to the timeframe of the designation. Executive Director Shalby pointed out that the language should read “Full, Additional Full or Associate members” and advised this would be corrected in the copy to the members.

Motion by Director Mullen, second by Director Allers, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Membership, Article III B, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - EXECUTIVE COMMITTEE IS NOT A DECISION MAKING BODY *(Proposed language to be added is underlined. Language to be removed has strike-through)*

ARTICLE V
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

A. Structure.

1. The Board of Directors shall consist of the Officers and Region Directors. Each board member is vested with the right to vote at meetings of the Board.
2. 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.

SUMMARY: 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.

Chair Cirtin outlined that this amendment would require that any actions taken by the Executive Board must be ratified by the Board of Directors or the actions become null and void, noting the purpose is to establish that the Executive Committee is not a decision-making body unto itself. President Stratta recommended approval.

Motion by Director T. Kelly, second by Past President Reese, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Article V, Board of Directors and Executive Committee Structure, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - THE EXECUTIVE DIRECTOR REPORTS TO THE BOARD OF DIRECTORS *(Proposed language to be added is underlined. Language to be removed has strike-through)*

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.

SUMMARY: This proposed amendment establishes that the Executive Director reports to the Board of Directors, not the President or the Executive Committee.

Chair Cirtin outlined this proposed amendment, which establishes that the IIMC Executive Director reports to the entire Board of Directors, not to the President or Executive Committee. President Stratta noted that the Executive Committee also prefers to strike the wording “to the President” out of the first paragraph, second sentence, and feels the clarification of the Executive Director’s daily duties would be better suited to be included in the job description of the Executive Director, rather than in the Constitution. The Board Members concurred.

Motion by President Elect Cassler, second by Director Alexander, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Article VIII, Executive Director, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT - REGION DIRECTOR MOVES OUTSIDE THE REGION *(Proposed language to be added is underlined. Language to be removed has strike-through)*

Article IV
Officers and Region Directors

(B) 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 puts 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:

- i. Written documentation of support from their state/province/country association which they moved from; and
- ii. 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
- iii. 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.
- iv. Must have no more than one year left to complete his/her term; and
- v. Must be eligible to retain full or additional membership to hold office; and
- vi. Copies of documentation shall be filed with IIMC Headquarters.

SUMMARY: 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.

Chair Curtin stated that this amendment deals with a Region Director who moves out of their region during their term as a Director. She advised that there have been several revisions to the language in the Constitution to address this issue which outlines criteria to remain serving in the region in which they were elected.

President Stratta noted that after review of this proposal by the Executive Committee, they have one small suggestion being that written documentation of support be required from at least two-thirds of the state/provincial/national associations from the region which the Director moves from. As Board Liaison, Director Lemoine indicated he had no objections to adding that requirement. Past President Reese noted that this has actually happened, and questioned if the Board felt the Director could actually do the job of representing a region in which they no longer lived or worked. Executive Director Shalby stated that this very issue has happened in the past and confirmed that proper paperwork was never submitted. He also advised that the proposal only mentions Region Director, and suggested the language should also include Executive Committee members as well.

Discussion was held on this proposal. It was questioned if a Director retires, can they remain a Board Member. It was clarified that retired members do not have the same rights as regular members and that they cannot remain on the Board.

It was questioned if this situation were to arise with Directors from other countries and if the requirements would differ in that instance. President Stratta advised that this is why the criteria required from the Association was added; and that IIMC affiliation agreements would also apply in this case.

Director Young questioned under A of the Article, the last sentence, and the fact that there can be no two Executive Committee officers from the same region and whether allowing EC members to remain on the Board in this situation could potentially be a problem in the future. President Elect Cassler advised that this area needs attention and review and that she will have the Policy Review Committee study this next

year. She stated that there are some very large regions that contain a huge number of states and that she feels it is time to review this situation along with a few others. She noted they would also be looking at the issue of Executive Committee members who move out of the country.

Motion by Lovett-Sperling, second by Mullen, that the Board of Directors hereby agrees to submit the Proposed Constitutional Amendment regarding Article IV, Officers and Region Directors, to the membership for a vote at the annual meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

PROPOSED AMENDMENT – WAIVER FOR REGION X MEMBERS TO ATTEND THREE ANNUAL CONFERENCES TO BE ELIGIBLE FOR REGION DIRECTOR *(Proposed language to be added is underlined. Language to be removed has strike-through)*

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 ~~IX~~ and two (2) Annual Conferences for candidates from Region ~~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.

SUMMARY: This proposed amendment clarifies that the Region Directors from Regions I thorough 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.

Chair Cirtin indicated this addresses attendance at Annual Meetings for Region X and Region XI members, allowing those two region members to attend only two annual conferences in order to be eligible to serve on the Board of Directors and that the conference they will be sworn in at may be counted to meet this requirement.

Director White advised that he requested this issue be reviewed and considered due to economic reasons for those living outside the United States. He added that due to the world economy at this time, this may be a provision that should not just apply to Regions X and XI, and that perhaps this should be reviewed for all regions in the future. President Elect Cassler indicated she would add this to her list for Committee review next year.

Motion by White, second by Vice President Nicol, that the Board of Directors agrees to submit the Proposed Constitutional Amendment regarding Article XI, Annual Business Meeting

and Elections, B. 3. Qualifications of Candidates, to the membership for a vote at the annual business meeting in Reno, NV, in May, 2010.

Motion carried unanimously.

President Stratta noted that in order to meet public notice requirements, proposed amendments have to show the names of two members bringing the amendment forward. She noted that some of the amendments would name the individuals from the Policy Review Committee, but that any of which were amended by the Board, would include the name of the Board member who made the motion for approval and the member who supported the motion. The Board concurred.

Executive Director Shalby advised that he would be revising the amendments based on the discussion today; drafting the article to the members which he would forward to the Board for a final review and then he would be publishing the article, along with the proposed amendments, in the March Digest.

President Stratta stated she feels the proposed changes to the Constitution are good ones and that she looks forward to a positive vote by the membership in May. She thanked everyone for their review, study and due diligence on this important procedure, and especially thanked the members of the Election Committee and Policy Review Committee, the Committee Chairs and the Board liaisons for their hard work and efforts in bringing these forward to the membership.

With no further business to discuss, the IIMC Board telecon meeting was adjourned at 10:08 a.m. (Pacific Time).

Respectfully submitted,

Mary Lynne Stratta, President

Kathryn A. Dornan, Recording Secretary