

**INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS**  
**Annual Business Meeting**  
**Gaylord Opryland Hotel, Nashville, Tennessee**  
**Thursday, May 12, 2011**  
**Minutes**

Call to Order	The Business Meeting of the 65 <sup>th</sup> Annual Conference of the International Institute of Municipal Clerks was called to order by President Sharon Cassler, MMC, 7:45 a.m. at the Gaylord Opryland Hotel, Nashville, Tennessee
Welcome to Delegates	President Cassler welcomed all delegates attending the conference
Invocation	Past President Dyanne Reese, MMC, City Clerk, City of Savannah, Georgia
Introductions	President Cassler introduced members of the Executive Committee. In Attendance at the head table were President Elect Colleen Nicol, MMC Vice President Brenda Cirtin, 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 Thursday, May 27, 2010 in Reno, Nevada <b>Motion Carried.</b>
IIMC Financial Report	Budget Committee Chair Marian Karr presented the 2010-2011 IIMC Financial Report
Proposed Amendment to the Constitution	Elections Committee Chair Terri Kowal, MMC presented the following amendments to the IIMC Constitution. Chair Kowal stated the proposed Amendment 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 the proposed Constitutional Amendment and determined they met the criteria for forwarding to the Board of Directors for action. The Board has discussed the proposed amendment, and as per Article XIII(B), the following proposed amendment is being provided to the membership for consideration at the Annual Business Meeting.

**ARTICLE X, Ethical Standards**

**As noted above no wording changes required for Article X A. (1-4) & B**

**4. Code of Ethics Violations:**

References in this Code of Ethics to guidelines and policies reaffirm IIMC's commitment to integrity, objectivity and professionalism. Maintaining confidence and trust in IIMC is primary. The high standards of the Code of Ethics are intended to insure that the public trust is not compromised in any manner.

Every member is expected to be aware of, shall act in compliance with, and shall disclose to the Ethical Standards Committee of IIMC any conflict of interest in respect to this Code of Ethics and its related polices.

Violations of this Code of Ethics and its related policies shall be dealt with in accordance with Article X, Section B of the IIMC Constitution.

**B. Standards of Behavior.**

All new members, upon joining IIMC, or existing members, upon renewal of membership, shall affirm their commitment and willingness to abide by the Comprehensive Code of Ethics. Violations of the Code of Ethics may result in restricted membership rights such as losing the privilege to vote and the right to serve on Committees; or to participate in membership services for specific periods of time. Grievous violations may result in expulsion from the IIMC without the refund of dues.

**C. Ethical Standards Committee.** Following the adoption of a comprehensive Code of Ethics, the Board of Directors shall establish an Ethical Standards Committee as a standing committee of IIMC. The Committee shall be comprised of five members and terms shall be for three years. No two members may be from the same Region and current Officers or members of the Board of Directors shall not be eligible for appointment. Appointments to the Ethical Standards Committee shall be made by the President and confirmed by the Board of Directors.

**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 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.

**C. Ethical Standards Committee (Composition, Term Length and Duties)**

An Ethical Standards Committee is an ad hoc Committee appointed by the IIMC Board upon the receipt of a complaint against a member for a violation of the Comprehensive Code of Ethics. The primary function of the Committee is to do the necessary investigation and file a report with a recommendation with the IIMC Board.

The Board will appoint 3 members to serve on any such committee (when needed)

- No two members can be from the same Region
- No members of the IIMC Board are eligible for appointment to an ESC during their term of office
- Appointees are not eligible to be named to more than one ESC during a term  
The length of term shall be for the duration of any investigative process for a specific case. The terms are for an as needed amount of time and in all cases shall cease with the filing of a report or the expiration of two years, whatever comes first.

It is desirable that members appointed to an ad hoc ESC should maintain a thorough knowledge and understanding of the implications and nuances of the IIMC Comprehensive Code of Ethics.

- Allegations of unethical conduct against any IIMC member, including a member of an ESC shall be submitted to the President or Executive Director.
- If an allegation is against the President then the complaint shall be filed with the President Elect or the Executive Director.  
An ESC is mandated to conduct thorough and timely investigations, including quasi-judicial hearing(s) with authority to summons witnesses and take sworn statements (if necessary).

The Ethical Standards Committee shall summarize the findings and make a recommendation to the Board of Directors on the degree of censure, if any, to be applied against the person alleged in the complaint.

Any proceeding will cease upon the resignation of the member being investigated. In the case of allegations made against a member of the Board of Directors the Board member shall serve until such time as recommendation(s) of the committee are brought forward to the Board.

At that time said members shall recuse themselves and await the decision of the Board. Nothing in this Article shall prohibit accused persons from providing a defense at the Board meetings. Action taken by the Board shall require a two thirds majority and decisions of the Board are final.

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

**Moved and Seconded**

Motion to adopt the amendment to Article X, Ethical Standards, as presented to the Membership. After discussion with comments made in favor and in opposition of the proposed amendment, a vote was taken by the membership signaling yes or no.

IIMC Annual Business Meeting

Reno, Nevada

May 27, 2010

Page 4

**After the tabulations of the count of the yea and nay votes, the motion carried. The amendment was adopted. This amendment will be forwarded to the entire membership for ratification.**

Election Results

Elections Committee Chair Terri Kowal, MMC, presented the results for the Region II Director. The candidates were Vincent Buttiglieri, New Jersey and Kimberley Rau, Maryland. Chair Kowal reported 821 ballots were sent electronically to Region II members with 341 ballots returned which 24 ballots were declared invalid bringing the total valid ballots received to 323. Chair Kowal announced Vincent Buttiglieri received 198 votes and Kimberley Rau Received 125 votes. Chair Kowal declared Vincent Buttiglieri the Region II Director for a three year term.

MCEF Update

MCEF Board President Dale Barstow provided an update of the Municipal Clerks Education Foundation.

2011 Conference  
Resolutions

**Moved and Seconded**

Resolution of the International Institute of Municipal Clerks recognizing the City of Nashville , Tennessee for the 65<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 Marilyn S. Swing, MMC, Metropolitan Clerk for the Metropolitan Nashville – Davidson County are, Tennessee, Host Clerk, for the 65<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 Tennessee Association of Municipal Clerks and Recorders for its support of the 2011 Conference

**Motion carried**

President's Award  
Of Merit

President Cassler presented the President's Award of Merit to Tami Kelly, MMC, Clerk of Council, Grove City, Ohio and International Institute of Municipal Clerks Executive Director Chris Shalby

Certificates of  
Appreciation

President Cassler presented Certificates of Appreciation to the following:

**Committee Chairs**

Budget and Planning	Marian K. Karr, MMC
Conference Committee	Elisa D. Olson, MMC
Education & Professional Development	Susan M. Phillips, MMC
Elections	Terri Kowal, MMC
International Relations	Tony Russell, MMC
Membership	Susan Corbitt, MMC
Mentoring	Diane E. Collins, MMC

IIMC Annual Business Meeting

Reno, Nevada

May 27, 2010

Page 5

	Program Review/Certification	Patrice L. Fogarty, MMC
	Policy Review	Mary Kayser, MMC
	Public Relations/Marketing	Aimee Nemer, MMC
	Records Management	Lisa C. Johnston, MMC
	Research and Resource	Randy Reed, MMC
	<b>Outgoing Board Members</b>	
	Jane E. Williams-Warren	Region II
	Barbara Blackard, MMC	Region IV
	Shari Moore, CMC	Region VI
	Jerry Lovett-Sperling, MMC	Region VII
	Stephanie Kalasz, CMC	Region VIII
	Marc Lemoine, MMC	Region X
	Nick Randle	Region XI
Oaths of Office	President Cassler administered the Oath of Office to the following incoming Region Directors:	
	Region II	Vincent Buttiglieri, CMC
	Region IV	Mary Kayser, MMC
	Region VI	Roxanne L. Schneider, MMC
	Region VII	Kittie L. Kopitke, MMC
	Region VIII	Donna M. Geho, CMC
	Region X	Gail E. Pomroy, MMC
Oaths of Office Executive Committee	Oaths of Office were administered as follows to the 2011/2012 Executive Committee:	
	Vice President Marc Lemoine, MMC, sworn in by Bernie White	
	President Elect Brenda Cirtin, MMC, sworn in by Past President	
	Tom Roberts	
	President Colleen Nicol, MMC, sworn in by Past President Dianne Reese	
President's Comments	President Nicole gave her comments to the membership.	
Invitation to the 2012 Annual Conference	Oregon Association of Municipal Records President Karin Johnson extended an invitation to the membership to attend the 66 <sup>th</sup> Annual Conference in Portland, Oregon in 2012 and presented a video of the city.	
Adjournment	There being no further business, President Cassler adjourned the Annual Business Meeting at 9:12 a.m.	

Respectfully submitted:

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Mary J. Johnston, MMC  
Parliamentarian/Recorder