

BOARD TELECONFERENCE

Monday, March 5, 2012

Agenda

SWEAR IN STEPHANIE KALASZ

1. Report on Amendments to Constitution regarding voting and annual business meeting
2. Report on Code of Conduct policy for Conference -- NEW
3. Report on Executive Committee Travel -- NEW
4. Brief oral reports from Region Directors and Executive Committee
5. Brief update from Executive Director

President Nicol has requested a Board of Directors teleconference to discuss the attached reports that the first two of which will impact the 2012 Annual Conference in Portland, OR.

The times are:

8:00 am -- Alaska

9:00 am - Pacific

11:00 am - Central

Noon – Eastern

1:00 pm - Atlantic

5:00 pm – United Kingdom

6:00 pm – South Africa

The number to call is 800/944-8766 - code 12781.

Please let me know of your availability. Thank you.

Chris Shalby

IIMC Executive Director

chriss@iimc.com

## PROPOSED CONSTITUTIONAL AMENDMENT

(NOTE: Language proposed to be deleted is indicated by strike through.  
Language proposed to be added is underlined

### ARTICLE XIII AMENDMENTS TO THE CONSTITUTION

#### CURRENTLY READS:

**A. 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 and the President.

**B.** Proposed amendments filed in accordance with the provisions in Section A above shall be submitted to the membership for consideration when filed under either of the following procedures:

1. A copy of proposed amendments, with the name of the author, who shall be a voting member, and a statement of the ~~reason~~ the proposed ~~changes~~ are being recommended is filed in sufficient time to be published in the News Digest not later than the month immediately preceding the month of the Annual Conference; or
2. A copy of any proposed amendments is filed in sufficient time to be posted in a prescribed place prior to the official opening of the Annual Conference. Amendments so filed shall include the proposed amendment, the existing language being changed (if any), an explanation of the urgency of the amendment, and a statement explaining the intent of the proposed amendment. The posting shall include the name of the author, who shall be a voting member, and the name of at least one other voting member who supports the change.

**C. ~~Amendments to the Constitution shall be presented to the membership at the Annual Business Meeting. Amendments presented shall require passage by two thirds of members present and shall be submitted to the membership for ratification as outlined in the following paragraph.~~**

**~~Amendments approved during the Annual Business Meeting shall be mailed (or transmitted by electronic methods when feasible) to the entire membership for ratification.~~**—Members shall have 90 days from the adjournment of the Annual Business Meeting to return a ballot on the proposed amendment. The amendment shall be considered ~~ratified~~ if two thirds of the ballots received by 5:00 p. m. PST on the 90th day following adjournment are in favor of the proposal. The effective date of the amendment shall be the 90th day unless otherwise specified. Amendments that do not receive an affirmative vote of two-thirds of the ballots returned shall not be adopted.

## **PROPOSED AMENDMENT**

**A. 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 and the President. **The Executive Director will forward the proposed amendments to the IIMC Board of Directors so they may specifically state their reasons, in writing, on whether they would be in support or against the proposed amendment and what financial implications, if any, the new amendment will have. The proposed amendment, with the IIMC Board of Directors reasons/input, shall be returned to the Executive Director within 15 days of receipt and in time to distribute to the membership.**

**B.** Proposed amendments filed in accordance with the provisions in Section A above shall be submitted to the membership for consideration when filed under either of the following procedures:

1. A copy of proposed amendments, with the name of the author, who shall be a voting member, and a statement of the **intent** of the proposed **amendment along with a full explanation of the proposed changes shall be** filed in sufficient time to be published in the News Digest not later than the month immediately preceding the month of the Annual Conference.
2. **Ample time shall be set aside during the Annual Business Meeting to discuss and evaluate the merits of all Constitutional Amendments amongst the attendees at the Annual Business Meeting.**

**C. Upon completion of the steps outlined in Article XIII, Section B 1, amendments to the Constitution shall be mailed (or transmitted by electronic methods when feasible) to the entire membership.** Members shall have 90 days from the adjournment of the Annual Business Meeting to return a ballot on the proposed amendment. The amendment shall be considered **adopted** if two thirds of the ballots received by 5:00 p.m. PST on the 90th day following adjournment are in favor of the proposal. The effective date of the amendment shall be the 90th day unless otherwise specified. Amendments that do not receive an affirmative vote of two-thirds of the ballots returned shall not be adopted.

Moved by **Sharon K. Cassler, MMC, IIMC Immediate Past President** and seconded by **Bernie White, MMC, Chair Policy Review Committee**

Statement of the reason the proposed change is being recommended: **My recommendation is pretty simple. I would like to see us eliminate the step that allows for a vote on constitutional amendments to take place at the annual business meeting (ABM) before it is sent to the entire membership. My feeling is we have over 9,500 members with less than 1,000 attending the conference. There might be an amendment that could get stopped at the ABM by 1,000 members leaving 8,500 without a voice/vote. I feel all members should have the right to vote on all constitutional amendments just as they now have the opportunity to vote for our vice president.**

## INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS



**To:** IIMC Board of Directors

**From:** Policy Review Committee  
Bernie White, Chair

**Date:** February 22, 2012

**Subject:** Code of Conduct Policy

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### **Background**

IIMC's Executive Director brought this topic forward regarding conduct at IIMC Annual Conferences.

### **Financial**

There is no financial impact on this policy.

### **Recommendation**

That the Board of Directors approve the following Code of Conduct Policy, effective immediately with the 2012 Conference:

#### ***Code of Conduct Policy***

*Attendees, Presenters and Vendors at IIMC events are expected to comply with instructions from staff members, and are expected to conduct themselves at all times in a courteous, professional and respectful manner, refraining from language and actions that might bring discredit upon themselves, their municipalities and IIMC. Such conduct includes, but is not limited to, actions disrupting the businesslike atmosphere, harassment, discrimination, inappropriate language, failing to comply with all local, state, and federal laws, and activities that endanger self and others. Attendees, Presenters and Vendors who do not comply with this code of conduct at any event may be removed from said event and barred from attending all future IIMC sponsored or co-sponsored events.*

### **MANAGEMENT'S RECOMMENDATION:**

We appreciate the creation of the Code of Conduct Policy and recommend that the Board approve it. When approved, the policy will be printed in each Conference Program, beginning with the 2012 Conference, and it will also be a separate sheet to be included in the Delegate Packet.

Management believes that staff should not have to police attendees nor be put in the awkward position of having to discuss personal conduct matters with them. The implementation of this policy will be a huge help toward dealing with conduct complaints

## **Executive Committee Travel**

### **Chapter 2.75**

#### **Sections:**

- 2.75.010 Purpose**
- 2.75.020 Background and Objective**
- 2.75.030 General Provision**
- 2.75.040 Criteria For Selection – EC Travel Requests**
- 2.75.050 Residual for Unanticipated Opportunities**

#### **2.75.010 Purpose**

To establish a policy with formal criteria to be used to analyze/decide which travel invitations the members of the IIMC Executive Committee will accept and which will be declined. The list of criteria (outlined in Section 2.85.040) although comprehensive is not intended to be a complete list and periodically additional criteria will be established

#### **2.75.020 Background and Objective**

In recent years ongoing fiscal restraint and the need for strategic prioritization and spending of limited annual Executive Committee travel funds have formed the basis for decisions on which events will have Executive Committee representation. This has resulted in some reductions in overall expenditures in this category of the budget.

The IIMC Board has an objective to have an appropriate presence and representation at as many events as possible.

#### **2.75.030 General Provision**

In any year there are numerous requests made for either the President or a designated Executive Committee Member to travel to events and represent IIMC either regionally, nationally or internationally. Decisions on travel expenditures must be balanced on available funding and maximum return on investment for selected events. It is a reality that not all invitations will be able to be accommodated.

Direction on specific allowable expenses and protocols for expense claims already exist in other IIMC Policies i.e.

- ***Chapter 2.50 Expenses – Board Travel***
- ***Chapter 2.60 Presidential Visits***

#### **2.75.040      Criteria For Selection – EC Travel Requests**

The following criteria **in concert with the budget** will be considered during the decision making process used to identify which events EC Members will accept. The events can be the result of invitations received from stakeholders groups i.e. State Association(s) or can be initiated as strategic sites that the IIMC Board may wish to solicit an invitation from.

Invitations should be reviewed based on:

- Prior visits (how often, when)
- IIMC Board proactively seeking invitation(s) to visit regions or state associations where the Executive Committee has not visited in recent years (not all associations are aware it is possible to have the President or his/her Executive Committee designate visit)
- New Institutes
- Associations with concerns
- Events where a larger number of IIMC Members are meeting
- Where a visit would support membership recruitment plan
- Milestone events i.e. 50<sup>th</sup> Anniversary ~~and~~
- **Strategic analysis for international (outside North America) travel related to current membership, potential membership growth, affiliation agreements, etc.**

**The Board of Directors shall be kept apprised of the locations of upcoming Executive Committee travel through communications by the Executive Director. Travel outside North America shall be placed on a Board agenda for confirmation.**

#### **2.75.050      Residual for Unanticipated Opportunities**

Although the comprehensive list of considerations noted above are based on the experiences that recent Presidents and Executive Committee members have used to make decisions on what event(s) they will accept it should not be limited to only that list as other considerations not anticipated may come up and the IIMC Board must have the flexibility to address unique public relations opportunities for IIMC representation.

To that end, the Executive Committee with a comment from staff will recommend for Board approval a rationale outlining why a visit not reflective to any of the listed criteria above should be authorized.

#### **MANAGEMENT’S RECOMMENDATION:**

This policy blends in well with the recent policies related to EC Travel. We appreciate the inclusion of the budget criteria for new travels and we’ve implemented the transparency of travel to the Board in each Friday Letter. New travels outside of North America will always be presented to the Board with budget implication.