

INTERNATIONAL INSTITUTE OF MUNICIPAL CLERKS
BOARD OF DIRECTORS
ANNUAL MEETING MINUTES
MAY 18, 2009
PALMER HOUSE ~ CHICAGO, IL

President Reese called the meeting to order at 8:30 a.m.

MEMBERS PRESENT	Officers Present: Dyanne Reese, President, Mary Lynne Stratta, President-Elect, Sharon Cassler, Vice President and Chuck Tokar, Immediate Past President. Board Members: Linda Cohen, Bernice Dixon, Carol Jacobs, Jane Williams-Warren, Stephanie Kelly, Glenda Morgan, Barbara Blackard, Linda Cohen, Kathy, Dornan, Brenda Kay Young, Carolyn Brownfield, Shari Moore, Stephanie Kalasz, Rick Goeckner, Jerry Lovett-Sperling, Monica Simmons, Pam Kolacy, Colleen Nicol, Marc Lemoine, Bernie White, Nick Randle, Tom Van der Hoven.
ALSO PRESENT:	Executive Director Chris Shalby, MCEF President, Dale Barstow and Parliamentarian, Olivia Woods.
APPROVAL OF AGENDA	Colleen Nicol noted that she submitted a Supplemental Education Report. <i>Kathy Dornan moved to approve the agenda. Seconded by Carol Jacobs, the motion was adopted.</i> <u>ADOPTED</u>
CONSENT AGENDA APPROVAL	<u>ADOPTED</u>
<ul style="list-style-type: none"> • DRAFT Minutes of November 7-8, 2008 – Mid-Year Board Meeting • Executive Session Minutes-Handout • DRAFT Minutes of January 13, 2009 Board Teleconference – Approval and Ratification • DRAFT Minutes of February 10, 2009 Board Teleconference – Approval and ratification – Handout • DRAFT Minutes of March 9, 2009 Board Teleconference – approval and ratification • Executive Session Minutes-Handout • DRAFT Minutes of April 6, 2009 Board Teleconference – approval and ratification 	<i>Colleen Nicol moved to defer approval of the minutes listed on the Consent Agenda to allow for corrections to be made. Seconded by Kathy Dornan, the motion to defer approval of the minutes to allow corrections to be submitted was adopted.</i> <u>ACTION DEFERRED</u>

RECOGNITION OF GUESTS	President Reese recognized guests and asked that they introduce themselves to the Board. In attendance were: Susie Corbitt, President of Municipal Clerks of Illinois Association; Phyllis Clark, President of Illinois Institute Training Committee; John Browar, Institute Director of Illinois; Colleen Pellet, Region IX Candidate; Peggy Hawker, Incoming Region IX Director; Deborah Miner Incoming Region IV Director; Tami Kelly, Incoming Region V Director; Karen Goodwin, Incoming Region VII Director; Carol Alexander, Incoming Region VI Director; François Allers, Incoming Region XI Director; Lisa Burns, Incoming Region III Director; and Laurie Darcus, Chief Legislative Officer, Alberta, Canada (Region X).. President Reese thanked the guests for attending and excused them from the meeting during Executive Session.
EXECUTIVE SESSION	<i>Properly moved and seconded a motion to go into Executive Session to resume discussion regarding IIMC's litigation settlement was approved.</i> <u>APPROVED</u>
EDUCATION DEPARTMENT CHRIS SHALBY	Director Shalby noted that the staff prepared the report in the absence of the Education Director. It was reported that the CMC certification application process has been streamlined and there is currently no back log. College credits are being accepted at all levels. Copies of official transcripts are also being accepted. Recertification is progressing as well. Education Department staffers Jennifer Ward, Emily Maggard and Marilyn Sanzo are looking forward to making changes to expedite the certification process. The staff was complimented for their efforts to work through the process and for implementing several internal changes to improve and expedite the process. President Reese also thanked the staff.
	Staff was asked to notify the newsletter editors when certifications are awarded. During discussion of the grace period, it was noted that the number of points needed for certification will remain the same regardless of the grace period. (<i>See the entire written report in the agenda, page 41 - 43</i>).
	<u>SUPPLEMENTAL REPORT</u>

	<p><i>Colleen Nicol moved to temporarily suspend the recertification four-year deadline and to remove the six points per year minimum requirement for to remain in the Master Municipal Clerk Academy, with review at the mid-year Board meeting. 2nd by Eddie Myers. Following additional discussion, the motion was approved.</i> It was noted that the Program Review & Certification Committee also Approved the recommendation. The Board will revisit the matter at its mid-year Board meeting.</p> <p><u>ADOPTED</u></p> <p><i>Colleen Nicol moved to clarify the intent that college degree/course work qualified a member for the grace period. 2nd by Eddie Myers, the motion passed. Bernie White commented on the wording of the motion noting that only clarification was needed.</i></p> <p><u>ADOPTED</u></p>
EXECUTIVE DIRECTOR'S REPORT CHRIS SHALBY	<p>Director Shalby gave the following report noting that IIMC had been proactive in maintaining financial stability prior to the current state of the economy by increasing dues, reducing expenses (the News Digest was published on-line saving over \$90,000) and the conference is expected to be profitable. There was no issue with advertisers in changing to the on-line News Digest. Although the proposal to double the education points received for conference attendance was controversial, it helped to increase registration. In addition, there was a reduction in the registration fee for adjoining regions. To date, 862 attendees have registered which is about 15% above the average number of conference attendees in today's economy. Sponsorship was off by only one sponsor for approximately \$10,000. Shalby noted that headquarters was still short of staff but concluded that overall the health of the organization is good. Colleen Nicol asked what future staff positions would be desired. Shalby replied that the top two would be an Education Director and a Public Relations and Marketing Director. There were over 260 first-time conference attendees registered. The three previous conferences totaled between 750 - 800 attendees. In addition, the Exhibit Hall was sold out. Shalby and IIMC staff members were commended for their successful efforts. (See the entire written report in the agenda, page 43 - 46).</p>
MCEF – Dale Barstow	<p>Dale Barstow, MCEF President, gave an update on MCEF to the IIMC Board. He noted that due to the state of the economy, contributions were down this year.</p>

ANNOUNCEMENTS	<ul style="list-style-type: none"> ▪ MCEF will be joining the Board for lunch today. ▪ President Reese announced that this evening's reception would be in her suite on 23rd Floor from 5:30 – 7:00 p.m.
COMMITTEE REPORTS REQUIRING NO ACTION	
BUDGET AND PLANNING REPORT	<p>The report was given by Sharon Cassler. Mary Lynne Stratta and Sharon Cassler served on the committee and Chuck Tokar teleconferenced regarding pending issues. Efforts to present a balanced budget and a blueprint for financial stability while continuing to provide member services that meet the needs and demands of members was most challenging. Tough measures were presented to the committee for consideration. The committee explored all possibilities. Staff was commended for doing more with less. Director Shalby was recognized for his leadership during this process. Terry Tripp was also applauded for his leadership in chairing the committee. Past President Tokar complimented the staff as well as each and every Board member for their efforts in promoting the conference. (<i>See the entire written report in the agenda, page 47</i>).</p>
ELECTIONS COMMITTEE REPORT	<p>Linda Cohen gave the report. Linda and Brenda Cirtin served on the committee. Since the VP position was uncontested, there was no need for a membership wide election. Rewriting the Elections Manual is the most prominent issue pending for this committee. They plan to complete the task this summer and to prepare future articles for the News Digest. (<i>See the entire written report in the agenda, page 49</i>).</p>
MENTORING COMMITTEE	<p>Jerry Lovett-Sperling gave the report. The Committee redesigned the mentoring brochure and it was included in this year's conference bags and will be sent to all new IIMC members. A mentoring table targeting first-time delegates was set up and will be manned throughout the conference to assist in pairing up newcomers with mentors. Jan Daudt announced that there are currently 25 mentors and 26 mentees in the program. (<i>See the entire written report in the agenda, page 51</i>).</p>
PROGRAM REVIEW &	<p>Kathy Dornan gave the report. Much was accomplished by the committee this year including</p>

CERTIFICATION COMMITTEE	adding education points for the 2009 IIMC Conference. She stated that further study is needed on the Education Program Review. Colleen Nicol commented that Education Best Practices and Education Video demo Clips need to be added to the web site. The committee wrote one article for the News Digest. (<i>See the entire written report in the agenda, pages 53 - 57</i>).
RESEARCH AND RESOURCE COMMITTEE REPORT	Stephanie Kelly was on the Committee and Rick Goeckner and Tami Kelly also served on the committee. Stephanie stated that committee members processed inquiries received from IIMC members and that the clerks seemed to be pleased with their responses. Denice Cox noted that members are always grateful to receive different responses from various members regarding their issues. (<i>See the written report in the agenda, page 59</i>).
SPECIAL ANNOUNCEMENT	The Board wished Lisa Burns “Happy Birthday.” The Board recessed for lunch.
COMMITTEE REPORTS REQUIRING ACTION	
CONFERENCE EDUCATION COMMITTEE	<p>Shari Moore and Pam Kolacy provided the report. The committee recommended creating a process to streamline the components of the education guidelines to create a new set of guidelines. With the Board’s approval, staff can have revised guidelines by the Mid-year Board meeting in November 2009. Management also requests that the Board approve the following paragraph as a <i>brief news release</i> to share with the membership this week during the Region meetings and elsewhere outside the Conference.</p> <p><i>The IIMC Board of Directors has directed staff to work with the Education and Program Review and Certification Committees; and to incorporate the recent outcome from the membership survey and implement the Key Results Area findings from the on-going Board Development to revise the current guidelines and present recommendations to the Board at the mid year meeting in November. In the meantime, staff will continue to develop new internal methods of streamlining the approval process regarding certification and will continue to work with members to help the process along.</i></p>

	<p>Pam Kolacy reported that the Conference Education Committee was divided into three separate subcommittees. Subcommittee #1 was chaired by Mary Haynes to evaluate and review content and suitability of the education components for the conference. Subcommittee #2 was chaired by Carol Alexander to develop tracks and to coordinate with staff and PR&C regarding the process for assigning numeric value for education points given for attending the conference. Subcommittee #3 was chaired by Catherine Benson to make recommendations for education programs that would be beneficial to Regions X and XI. Mary Haynes led the effort to look into using scanners to verify attendance at the conference so as to increase accountability. The committee checked with vendors but did not find a suitable option for this year. Sign in sheets will be used at this conference and will be a good introduction into the use of scanners beginning in 2010. It is being recommended that next year this committee be combined with the Conference Policy Committee and that a flow chart be developed to identify each area's responsibility as it relates to the annual conference. Shalby noted that Marilyn Sanzo will continue to pursue a vendor and will develop a flow chart of responsibilities. (<i>See the entire written report in the agenda, page 61 - 64</i>).</p> <p>President-Elect Stratta moved to accept the report; 2nd by Pam Kolacy, the motion was approved.</p> <p><u>ADOPTED</u></p>
CONFERENCE POLICY COMMITTEE <i>(Agenda Pages 61 - 64)</i>	<p>Director Shalby stated that he was disappointed with the outcome of this committee because they took no action on the following proposed recommendations. He recommended that the Board accept the bullet points as Conference policy and that they be referred to newly formed Conference Committee to be approved at this meeting.</p> <ul style="list-style-type: none"> ▪ IIMC should not accept bids from known high-cost or first-tier cities; ▪ All IIMC Conferences need to generate revenue; and ▪ Future host cities must meet a financial obligation of a minimum of \$150,000 in cash (in-kind contributions are also accepted); and that the host city needs to pay at least 50 percent of its pledged financial commitment to IIMC no later than August 1 prior to the beginning of the conference year. The balance of the monies can be paid in two additional installments – January 1 and March 31 of the conference year. <p><i>Colleen Nicol moved to accept Management's recommendation; 2nd by Bernie White, the motion was adopted. (See the written report in the agenda pages 65 - 67).</i></p> <p><u>REFERRED TO CONFERENCE COMMITTEE</u></p>

INTERNATIONAL RELATIONS COMMITTEE	<p>This committee had an extensive report covering several goals/recommendations and a Technology Subcommittee report. (<i>See the written report in the agenda pages 69 - 87</i>). The report was given by Tom Van der Hoven and Nick Randle. (<i>See the entire written report in the agenda pages 69 - 87</i>).</p> <p>President Elect Stratta announced that IIMC had received an invitation from the VvG (the Netherlands) that could possibly result in a new affiliation with the organization.</p>
IMASA Certification Program	Director Shalby reported that IMASA's application for an Institute is still pending. IIMC is awaiting information from South Africa. The application will probably not happen this year; maybe in 2010.
Tech Team Report	The IIMC Technology Subcommittee was established to address Emerging Web Technologies, aka social media, new media and the next generation of the World Wide Web. These emerging tools are primarily internet based activities for sharing, collaborating, and building common communities for interaction. The team was asked to develop a vision/strategy for the use of Web technologies to enhance our virtual community so as to increase member participation, communication and learning. A lot of research was conducted and the information was shared with the Board.
IIMC Study Tour 2009	<p><i>The 2009 Study Abroad for Region XI</i> will be held in Wales, U.K. from October 17 – 25. Ten applicants have signed up to participate. Based on this number, the cost is estimated at \$1524.29 per person including SLCC conference registration (<i>flights not included</i>). A Study Tour draft Itinerary was distributed.</p> <p>The purpose of the program is to introduce IIMC to Region XI counterparts while building on established relationships. The committee recommends that the Board plan for future Study Abroad Programs and submit to the Budget and Planning Committees and/or Conference Policy Committees to develop and market at the annual conference. It was also recommended that an IIMC staffer serve as Program Coordinator. The Ohio State Association is sponsoring a scholarship for the Study Tour. Tami Kelly stated that staff will be working with Monica Simmons for the 2010 Annual Conference to develop an off-site education program for Region X and XI delegates. Carol Jacobs asked about the 2011 Study Abroad Application and Tami Kelly replied that staff was just in the preliminary planning stages for 2011 program. Director Shalby requested the Board to</p>

	<p>consider directing staff to provide education points for the Study Tour.</p> <p><i>The Exchange Program</i> – Members of IIMC outside the U.S. have been asking for an Exchange Program. Two clerks participated in the 2008 Exchange Program. The 2009 Exchange Program deadline has been extended to July 31, 2009 to generate more interest.</p> <p><i>Colleen Nicol moved to accept the International Committee's Report; properly 2nd, the motion was approved.</i></p> <p><u>ADOPTED</u></p>
MEMBERSHIP COMMITTEE	<p>The report indicated membership was this committee's top priority. In an effort to determine what could hinder membership growth and to get members' feedback on suggestions for improvement, a "Good Will Calling" program was established. An e-mail comprised of four questions was sent to members. Feedback identified problems that the staff addressed immediately. It proved to be a good PR tool. In addition, two initiatives were conducted to grow membership:</p> <ul style="list-style-type: none"> ▪ <i>IIMC Board Membership Challenge</i> - a friendly competition among the Region Directors. The Director who brought in the most new members by the deadline would receive two complimentary Delegate registrations for the 2009 IIMC Conference. This challenge resulted in 40 new members. Nick Randle, Region XI won the challenge. ▪ <i>The Recruit a New IIMC Member Campaign</i> - This program continues to be a proven success. In 2008, IIMC recruited 75 new members and as of April, 2009, 13 new members had joined. <p>It was noted that membership growth is the strongest sign of a healthy organization. President Reese thanked the committee for a fantastic job and complimented staff for their assistance with the programs.</p> <p>Sharon Cassler commented on the size of the Membership Committee and accountability for committee members' participation.</p> <p>Reference was made to the Public Relations & Marketing Subcommittee's <i>Membership Marketing</i></p>

	<p><i>Proposal which will be presented in the Public Relations & Marketing Committee report (See Page 93 – 97 of the Agenda).</i></p> <p><i>Colleen Nicol moved to accept the Committee's report; 2nd by Carol Jacobs, the Motion was Approved.</i> (See the written report in the agenda pages 89 - 91).</p> <p><u>ADOPTED</u></p>
PUBLIC RELATIONS	<p>Brenda Kay Young gave the report. This committee's priorities were as follows:</p> <ul style="list-style-type: none"> ▪ Assist in increasing IIMC membership ▪ Promote Clerks Week – develop criteria and methodology ▪ Update 5-yr Marketing Plan ▪ Articles for the IIMC News Digest <p>A target to recruit 100 new members each year was recommended for IIMC members. President-Elect Stratta commented that the new “<i>Region of the Month</i>” promotion to be started in June 2009 will be a great tool for recruiting clerks. Director Shalby reported that IIMC received 600 requests for press kits for Municipal Clerks Week, the most ever requested. This was a direct result of members providing IIMC staff with the e-mail addresses of their mayors and council members so the announcement of Municipal Clerks Week could be sent directly to them. This proved to be very successful.</p> <p>The committee prepared a <i>Membership Marketing Proposal</i> to assist the Membership Committee in recruiting new members. A question was raised regarding annual member cancellations and how it offsets new membership growth. Janice Daudt shared some insight into member cancellations as it relates to members gained. In 2004, 800 members canceled, 735 new members joined and 149 members were reinstated. In 2008, 744 members canceled, 571 new members joined and 48 members were reinstated. IIMC continues to gain new membership each year. Nick Randle noted that the industry standard for loss of members in an organization is between 6 – 9 % per year.</p> <p>The committee updated IIMC's <i>5-year Marketing Plan</i> and it is attached to the agenda for</p>

	<p>reference. (See Pages 101 – 110 of the agenda)</p> <p>Director Shalby added that this Committee did not submit as many News Digest articles as was expected.</p> <p><i>President-Elect Stratta moved to accept the Committee's report and approve the updated 5-year Marketing Plan; 2nd by Jane Williams-Warren, the motion was approved. (See Pages 53 – 58 of the agenda for the committee's report)</i></p> <p><u>ADOPTED</u></p>
POLICY REVIEW COMMITTEE REPORT	
Constitution Amendment 1 RELOCATION DURING TERM	<p><i>Proposal to amend the Constitution, Article IV – Officers and Region Directors, (B).</i></p> <p>That Article IV Officers and Region Directors, (B) be amended as follows:</p> <p>"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:</p> <ul style="list-style-type: none"> i. Written documentation of support from their state/province/country association which they moved from; <u>and</u> ii. Written documentation of support from at least 2/3 of the states/provinces/or countries from the region which they moved from; and iii. Must have no more than one year left to complete his/her term; and iv. Must be eligible to retain full or additional membership to hold office; and v. Copies of documentation shall be filed with IIMC Headquarters." <p>This recommendation is needed because over the past decade, several IIMC board members and two presiding IIMC Presidents have relocated during their term but failed to provide proper documentation that their municipal officials supported them continuing in their IIMC position.</p> <p><i>Colleen Nicol moved that this be presented on the floor at the annual business meeting. The motion was 2nd by Marc Lemoine</i> and discussion ensued. Tom Van der Hoven asked what happens if the officer failed to comply with rules. Bernie White replied that the officer would not qualify to continue to hold the position. Pam Kolacy expressed support of the proposal. President Elect Stratta noted that a Constitutional Amendment requires Notice to the IIMC Membership. Director Shalby advised that Notice was posted 21 days prior to the date of 2009 Annual Meeting. Tom Van der Hoven reminded members that 2/3 vote was required.</p>

	<p><u>ADOPTED</u></p> <p><i>Proposed amendment to previous recommendation regarding Constitutional amendment to Article IV Officers and Region Directors to add:</i></p> <p>"If a current Board member or Officer changes municipalities during their term regardless of whether that change is in the same state, out of state, province or country, IIMC requires a letter from the new municipality stating that the person is employed by that municipality and that the mayor and council are aware of their anticipation on the Board of Directors".</p> <p><i>Colleen Nicol moved to approve; 2nd by Bernie White, the motion carried.</i></p> <p><u>ADOPTED</u></p> <p>Colleen Nicol moved and it was seconded by Sharon Cassler that Policy M-4, Honorary Members, be amended to require 2/3 vote of the Board to award honorary membership. Motion carried.</p>
ENDORSEMENTS BY EXECUTIVE COMMITTEE	<p><i>Proposal to establish the following provisions governing the endorsement of candidates by the IIMC Executive Committee:</i></p> <p>Executive Committee Endorsements (Previous Recommendation #5) referred back to the Committee from IIMC Board Mid Year Meeting:</p> <ul style="list-style-type: none"> a. Candidates are allowed unlimited e-mails to discuss their candidacy. b. IIMC staff will continue to review all election materials including candidate brochures, biographies, etc., prior to distribution to the membership and, if there is any perceived impropriety with the information provided, the Executive Director will submit the information to the Election Committee for their final recommendation. Candidates can appeal the Executive Director's decision to the Election Committee. c. The Executive Committee members should neither publicly endorse nor provide assistance to any candidate. (The committee members discussed if this recommendation was specific enough to address the Boards concern. The committee decided it would not be appropriate for the Policy Committee to include a list of rules for the candidates not to do. We agreed the word "publicly" included giving any support in writing, email, speeches, or money to a candidate would violate the policy). <p><i>Bernie White moved to adopt with the deletion of words in the last sentence of Paragraph b. "to the Election Committee"; 2nd by Marc Lemoine and the motion was approved.</i></p> <p><i>Colleen Nicol abstained. (See page 113 of the agenda for the committee's report)</i></p> <p><u>ADOPTED AS AMENDED</u></p>

<p>BUDGET AND PLANNING COMMITTEE</p>	<p><i>Proposal to Amend Membership of Budget and Planning Committee as follows:</i></p> <p>Prelude: The Policy Review Committee feels it is imperative to have a check and balance between the Executive Committee and the Budget and Planning Committee. The current policy and procedures, with the EC and their appointees as members do not allow this to happen. The proposed policy changes ensure an “arms length” between the EC and the Budget and Planning Committee. The non-EC members of the committee are proposed to be phased in over time as appointees of the Board of Directors as a whole.</p> <p>Policy Manual, Policy B-1 – Committees – Creation and Appointment:</p> <p>Budget and Planning Committee</p> <p>The Budget and Planning Committee shall serve as the financial advisory committee to the Executive Committee and Board of Directors. The Committee shall, along with the Executive Director, present the annual budget to the Board, review monthly reports, review the audited financial statements and report to the Board any areas of concern.</p> <ol style="list-style-type: none"> 1. The Committee shall consist of not more than six (6) members. 2. The President and President Elect shall be voting members and fill two of the positions and the President shall serve as Board liaison. 3. Effective May 2010, the Board of Directors shall appoint four (4) members-at-large who, as far as practical, shall be from different regions with experience in financial budgeting. Committee applications will be received for the Board to consider. 4. Two appointees shall serve 3 year terms and two appointees shall serve 2 year terms; thereafter, all appointees will serve 2 year terms. 5. The Chair, Vice-Chair, and Secretary shall be appointed from the members-at-large by the Budget and Planning Committee. 6. The Chair of the Budget and Planning Committee will present the annual financial report to the membership at the annual conference. 7. The Executive Director shall attend all Committee meetings and participate as a non-voting member. <p><i>Bernie White moved to adopt the proposed amendment and the motion was 2nd by Marc Lemoine.</i> An extensive detailed discussion ensued. Sharon Cassler raised questions regarding a phase-in process for applications. President-Elect Stratta asked if the PRC Committee was to establish an application process, and also asked that this item be referred to the Budget and Planning Committee for comment, as a courtesy to the Budget and Planning Committee. Director Shalby did not support the recommendation of the committee, stating the current procedure was working well. Following extensive discussion, the <i>motion was adopted with several members voting nay.</i> (See page 113 of the agenda for the committee’s report)</p> <p><u>ADOPTED</u></p>
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CONFERENCE CANCELLATIONS	<p><i>Proposal to Amend Policy C-8 Conference Cancellations and establish a policy to address canceling membership to enjoy reduced conference rates.</i></p> <p>To establish a policy for conference cancellation and refunds. Scope: General</p> <ol style="list-style-type: none"> (1) All requests for cancellations must be made in writing to IIMC Headquarters by mail, fax (909/944-8545). Telephone cancellations will not be accepted. Cancellations received postmarked on or after (date) or e-mailed on or after (date), are non-refundable. (2) If written notice is received by (date) regardless of what is cancelled (Academy, Conference Registration or all), a full refund minus a US\$40.00 handling and processing charge will be received. If written notice is received between (date) and (date) 75% of the fee will be refunded. No refunds will be made after (date). Cash refunds are not available at the Conference. (3) Refunds will not be issued for late arrivals or early departure. No refunds will be made for skipped events. Registrants that do not attend the conference and did not cancel by the deadline, forfeit all registration fees paid, unless the inability to attend was due to verifiable personal or family medical emergency. In this instance, the postmarked deadline to receive the documented written request for a refund less US\$40.00 is (date). Regretfully, no considerations will be made after this date. (4) IIMC Headquarters will process any refund due within 30 days after the end of the Conference. (5) Any IIMC member canceling membership within 60 days of the conference and desiring to attend shall pay the non-member registration fee. Carry-over of paid conference fees to a future conference is not permitted. (6) Current IIMC members must attend the annual conference as full delegates. Current IIMC members cannot attend the annual conference as a guest or an exhibitor. <p><i>The addition of the phrase “e-mailed on or after (date) was approved by Unanimous Consent without Objection. Tom Van der Hoven moved to approve the proposed amendment; 2nd by Bernie White, the motion carried with one nay vote. (See page 114 of the agenda for the committee’s report)</i></p> <p><u>ADOPTED AS AMENDED</u></p>

QUILL AWARD***Proposal to Amend Policy M-1 – Membership – Awards regarding the Quill Award.*****ATTACHMENT #3**

Policy Manual

Policy M-1 – Membership – Awards

Quill Award Policy

The Quill Award is a prestigious award established to recognize Municipal Clerks who have distinguished themselves by making a significant and exemplary contribution to their community, their state or province, and in particular to IIMC and their peers.

1. The Quill Award is open to all members of IIMC, deceased members, retired clerks or a clerk who has change positions.
2. Nominations shall be solicited annually from the membership. The following documentation shall be submitted to Headquarters no later than April 1st:
 - a. Resume of Nominee and reason for nomination;
 - b. A written endorsement from the State/Provincial or National Association;
 - c. A written endorsement from the IIMC Region Director.
3. Those receiving the Award shall represent all of the following Criteria:
 - a. At least ten years of service as a Municipal Clerk
 - b. At least ten years of IIMC membership
 - c. Strong and extensive participation in IIMC
 - d. Service in teaching fellow Municipal Clerks
 - e. Involvement with the initiation or administration of an IIMC-approved training Institute or program or any other activity that enhances the professionalism of IIMC members
 - f. Leadership in State/Provincial/National Municipal Clerk professional organizations
 - g. Significant and exemplary contribution to their community
 - h. Significant and exemplary contribution to their State/Province/Country
 - i. Significant and exemplary contribution to IIMC; and
 - j. Significant and exemplary contribution to peers
 - k. Attainment of the CMC Designation
4. IIMC President shall appointment three past recipients of the Quill Award to review the nominations and select the recipient(s).
5. No more than three (3) Awards shall be granted in any one year.
6. The Award and lapel pin shall be presented at an appropriate ceremony during the annual conference.
7. Serving members of the Board of Directors or present and past officers of IIMC shall not be eligible for this award as that such service in itself is the membership's highest recognition, validation of worth, and statement of value to the organization.
8. The names of Quill Award winners shall be published in the conference program and a ribbon shall be provided to all past recipients in attendance at the conference denoting them as award winners.

Colleen Nicol Moved to Adopt; 2nd by Bernie White. Following discussion, the Motion Carried.
Later during the meeting, ***Eddie Myers Moved to Reconsider #27 on page 115; properly 2nd, the Motion was Adopted.*** The current language says current and past officers. ***Nicol moved to delete***

	<p><i>the words “and past”. Motion seconded by Dornan and carried.</i> <i>(See page 115 of the agenda for the committee’s report)</i></p> <p><u>ADOPTED AS AMENDED</u></p>
MEMBERSHIP AWARDS	<p><i>Proposal to request the Ethical Standards Committee</i> to develop a recommendation that would enable the IIMC Board to rescind awards/honors bestowed on an individual when membership is terminated not in good standing due to specified circumstances.</p> <p><i>Colleen Nicol moved to refer; 2nd by Stratta, the motion was approved. (See page 113 of the agenda for the committee’s entire report)</i></p> <p><u>REFERRED TO THE ETHICAL STANDARDS COMMITTEE</u></p>
HONORARY MEMBERS	<p><i>Proposal to amend Policy M-4 (Honorary Members –Standards), paragraph 2 as follows:</i> Upon retirement or assumption of positions other than Municipal Clerk, IIMC Past Presidents shall be presented to the Board of Directors for consideration of honorary membership status.</p> <p>Bernie White stated that IIMC already has an application process in place. Director Shalby agreed. He recommended that the President review the applicants and refer them to the full Board for selection.</p> <p><u>AMENDMENT NOT NEEDED – NO ACTION REQUIRED</u></p> <p><i>Proposal to amend Policy M-4 (Honorary Members –Standards), be amended to add a new paragraph 5:</i></p> <p>(5) Honorary Memberships may be terminated by recommendation of the Ethical Standards Committee and approval by the Board. If a membership is terminated, past record <i>of honorary status</i> will be stricken.</p> <p><i>The addition of the phrase “of honorary status” was Approved by Unanimous Consent without Objection. Colleen Nicol Moved to Approve the new Amendment; 2nd by President-Elect Stratta, the Motion Carried. (See page 115 of the agenda for the committee’s report)</i></p> <p><u>ADOPTED AS AMENDED</u></p>

MEMBERSHIP CANCELLATION DUE TO LATE PAYMENT OF DUES	<p><i>Proposal to amend regarding Policy M-3 (Dues) as follows:</i> To provide that memberships be cancelled when six months past due as is the current practice. Previous recommendation was three months. Director Shalby clarified that this works better for the Member Services staff. <u>NO ACTION REQUIRED</u></p>
NEW AWARDS COMMITTEE	
COMMITTEES – CREATION AND APPOINTMENT	<p><i>Proposal to amend Policy B-1- Committees – Creation and Appointment to add a new Appointment Process (All Committees except the Executive Committee and Budget and Planning.)</i> <i>During the discussion that followed, it was noted that the term “incoming President” was technically incorrect and should be replaced by “President-Elect.” Kathy Dornan moved to approve with the corrected language. The motion was 2nd by Colleen Nicol but Board members questioned the necessity for Board Committee members to be ratified by the Board. Motion by Jacobs and second by Williams-Warren to remove phrase “appointments to committee shall be ratified by the Board of Directors”. Motion carried. Motion by Dornan, second by Nicol that President may appoint ad hoc committees or task force with ratification by Board. Motion carried.</i> <u>REFERRED TO PRC WITHOUT OBJECTION</u></p>
Constitution Amendment 2 ANNUAL BUSINESS MEETING AND ELECTION	<p><i>Proposal to amend the Constitution, Article XI – Annual Business Meeting and Election so as to include Region X in waiver of requirement to have attended three IIMC Annual Conferences in order to be eligible for Region Director election:</i></p> <p style="text-align: center;">Article XI Annual Business Meeting and Election</p> <p style="text-align: center;">(3) Qualifications of Candidates for Region Director Attendance at three (3) Annual Conferences for candidates from Regions I through IX 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.</p> <p>It was noted that the above proposal was included <i>for information</i> only as it has already been approved by the Board and will be presented to the Annual General Meeting for consideration. The</p>

	<p>process for ratification by the general membership as described in the constitution will be followed if the proposed amendment is approved by the delegates at the AGM. Director Shalby confirmed that a Notice had already been published. Following discussion, <i>it was properly moved and 2nd, that the proposed Amendment be referred back to Committee, or amended to extend the provision to all IIMC regions or delete it altogether. A substitute motion to adopt as amended was approved. Colleen Nicol abstained.</i> (See page 116 of the agenda)</p> <p><u>REFERRED TO PRC</u></p>
CONFLICT OF INTEREST	<p><i>Proposal to request the Ethical Standards Committee to develop Conflict of Interest requirements for Board Members.</i></p> <p>Recommend referral to the Ethical Standards Committee development of conflict of interest requirements for Board Members – to any member with a personal interest/gain in relation to a board consideration, must so disclose and recuse themselves from any participation</p> <p><i>Colleen Nicol moved to approve; 2nd by Stephanie Kelly, the motion carried.</i> (See page 116 of the agenda)</p> <p><u>ADOPTED.</u></p>
MID-YEAR BOARD MEETING LOCATION	<p><i>Proposal to establish criteria for determining the location of the IIMC Mid-year Board Meeting.</i></p> <p>Recommend that the President work with staff to determine a viable meeting location for the IIMC Board of Directors Mid Year Meeting in the area of IIMC Headquarters (to occur at least every three years) to reduce costs, allow more IIMC staff to participate in this meeting, and board members to visit IIMC Headquarters.</p> <p><i>Colleen Nicol moved to adopt; 2nd by Monica Simmons.</i> A lengthy discussion ensued. Director Shalby reiterated management's recommendation noting that currently, the only policy pertaining to meetings states that "The times and places of these meetings shall be set by the President." There is no policy regarding how or why a location for the mid-year meeting is chosen, however, the practice has been for each President to choose a place, and for staff to negotiate the details. Management agrees that there should be criteria set for a mid-year location, taking into consideration costs, travel, accommodations, MCEF, etc. Director Shalby agreed with the recommendation that a mid-year meeting should be held in the area of IIMC Headquarters to allow board members to visit headquarters and have all of staff attend a local board meeting. The question was raised as to what would happen if a mid-year meeting could not be held at all. <i>Carol Jacobs moved to delete the last line of the provision "and board members to visit IIMC Headquarters"; 2nd by Sharon Cassler, the motion carried.</i> Following further</p>

	<p>discussion, it was <i>properly Moved and 2nd to refer back to the PRC Committee to develop the Policy. The motion carried.</i> (See page 116 of the agenda)</p> <p><u>REFERRED TO PRC</u></p>
CONSTITUTION AMENDMENT OFFICERS AND DIRECTORS	<p><i>Proposal to amend Article V – Board of Directors and Executive Committee B. Meetings</i></p> <p>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 (4) allow at least one excused absence from an IIMC Board meeting within the three year term (excuse must be submitted in writing, approved by the President and submitted to the Board for ratification at the meeting); (2)—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 arises, the emergency and absence(s) are is approved by the President and ratified by the Board, and the term expires at the annual conference.</p> <p>During the discussion that followed, it noted that it had been recommended that some criteria be developed in case of an emergency or illness. It was also noted that “regular meeting” and “special meeting” need to be defined. Linda Cohen Moved to Amend by adding the following language; “Board members’ attendance shall be defined by the policy of the Board of Directors”; 2nd by Eddie Myers. Myers made a motion to refer back to PRC; 2nd by Sharon Cassler, the Motion Carried. (See page 116 of the agenda)</p> <p><u>ADOPTED</u></p>
	<p><i>The Policy Committee has referred the following requests to next year's work program:</i></p> <ul style="list-style-type: none"> (1) Develop a comprehensive organizational chart detailing internal and external relationships (IIMC, MCEF, etc.) and reporting authorities. (2) Develop recommendation regarding succession of the President to President Elect depending upon the amount of time remaining on the Presidents' term. <p><u>NO ACTION TAKEN</u></p>
RECORDS MANAGEMENT COMMITTEE REPORT	<p>Record's Management Committee report provided. <i>Motion by Carolyn Brownfield to adopt; 2nd by Carol Jacobs, the motion carried.</i></p> <p><u>ADOPTED</u></p>

FINANCIALS	
2008 YEAR END	Director Shalby gave a report on the status of the 2008 budget. INFORMATION ONLY
2009 YEAR TO DATE FINANCIALS	Director Shalby reported on the projected 2009 budget. Colleen Nicol moved to approve the 2009 budget; properly 2 nd , the motion carried. Director Shalby stated that the Board would receive monthly financial summary statements.
IIMC AUDIT	A report was given that IIMC passed the audit performed by an outside auditor. The auditor recommended changing the method of reporting certain data. INFORMATION ONLY
STAFF REPORTS Membership – Janis Daudt	
ANNUAL CONFERENCE UPDATES 2009 - Chicago, IL – Tim Seeden/Shalby 2010 – Reno, NV – Tim Seeden/Shalby 2011 – Nashville, TN – Tim Seeden 2012 – Portland, OR – Tim Seeden 2013 – Atlantic City – Shalby	Tim Seeden gave an update on the 2009 Annual Conference noting that it was proving to be successful beyond expectation. The number of conferees had increased to almost the projected number in spite of the economy. He covered all that conferees had to look forward to this week. Tim then reviewed progress that had been made toward the 2010 Annual Conference. Monica Simmons also addressed the Board and gave a presentation on Reno/Tahoe, NV, the site for the conference. She brought the Board up to date on the progress that she and the Conference Planning Committee had made and thanked her state and region for their assistance and willingness to host the conference. Director Shalby spoke briefly about the 2013 conference that is to be held in Atlantic City and said that he would keep the Board informed as to any new developments pertaining thereto. <i>Jane Williams-Warren moved to accept the report; 2nd Sharon Cassler, the motion passed.</i> <u>ADOPTED</u>

INTERNATIONAL AFFILIATION AND ASSOCIATION ACTIVITIES	
IMASA – (South Africa) – Dyanne Reese SLCC – (England) – Dyanne Reese SOLAR- (Scotland) – Dyanne Reese Region XI Affiliations and IIMC Membership	Updates were given by Director Shalby and President Reese regarding activities with International Affiliates of IIMC. Past President Chuck Tokar was complimented for his commitment to SOLAR.
REPORT FROM DIRECTORS	Region Directors gave updates on activities in their regions. President Reese thanked all of the outgoing directors for the contributions they made while serving on the Board.
OTHER BUSINESS	President Elect Stratta recommended that the VvG (Netherlands) be added to the list of targeted efforts toward increasing participation in Region XI. Discussion followed about membership in Belgium.
ADJOURNMENT	The meeting adjourned at 5:38 p.m.

*Respectfully Submitted,
Olivia Parks Woods
Parliamentarian and Recording Secretary*