

International Institute of Municipal Clerks
Board of Directors Meeting
November 11, 2023
Mid-Year Minutes

Agenda Approval:

Consent Agenda Approval:

Executive Session – Evaluation/Miscellaneous:

CALL TO ORDER

President Mary Ann Hess called the meeting of the IIMC Board of Directors to order at 8:30 AM EST, Saturday, November 11, 2023, at the Buena Vista Suites Hotel in Orlando, Florida.

Board Members Present:

President Mary Ann Hess, MMC
President Elect Lisa Garcia, MMC
Vice President Dawn Abrahamson, MMC
Immediate Past President Pamela Smith, MMC
Region I Directors: Susan Haag, MMC; Kathleen Montejo, MMC
Region II Directors: Awilda Hernandez, MMC; Travis Morris, MMC
Region III Directors: Tory Frink, MMC; Lee Frazier, MMC
Region IV Directors: Sherri Gard, MMC; Angela Richburg, MMC
Region V Directors: Carrie Mugford, CMC
Region VI Directors: Elena Hilby, MMC; Marita Rhude, MMC
Region VII Directors: Celyn Hurtado, CMC; Leesa Ross, MMC
Region VIII East Director: Angela Johnson, MMC
Region VIII West Directors: Ida Fierro, CMC; Colleen Mulvey, MMC
Region IX Directors: Jamie Newman, MMC; Ruth Post, MMC
Region X Directors: Lana Antony, CMC; Jaylene Knight, CMC
Region XI Directors: Linda Larter, Johannes Rijs, MMC

Region VIII East Director Julie Barnett, MMC joined the meeting at 9:20 am.

Region V Director Angela Marshall was absent.

Staff Members Present:

Chris Shalby, Executive Director
Janet Pantaleon, Office Manager
Dr. Beatrice Rodriguez, Ed.D, Director of Professional Development
Dr. Jaimis “Jai” Ulrich, Ed.D, Associate Director of Professional Development
Janis Daudt, Director of Member Services
Iris Hill, Education Coordinator
Karen Lee, Communications Officer

Tammy Storrie, Assistant Director of Member Services
Shannon Kane, Finance Specialist
Marlena Hernandez, Administrative Coordinator

Others Present:

Connie Deford, Parliamentarian
Connie Parker, Finance Consultant
Mary Lynne Strata, MMC, President, IIMC Foundation
Buster Brown, CMC, Vice-President, IIMC Foundation
Colleen Nicol, MMC, Treasurer, IIMC Foundation
Vincent Buttiglieri, MMC, IIMC Foundation
Roxanne Schneider, MMC, IIMC Foundation
Sharon Cassler, MMC, IIMC Foundation
Shari Moore, MMC, IIMC Foundation
James Bonneville, IIMC Foundation
Kathryn Dornan, IIMC Foundation
Josh Fruecht, IIMC Foundation
Camilla Pitman, MMC, City of Greenville
Dawn Wright, MMC, City of Eagle Lake
Lori McWilliams, MMC, Village of Tequesta

Immediate Past President Smith moved to approve an excused absence for Region V Director Angela Marshall. Motion adopted.

Foundation Report:

President Hess introduced the IIMC Foundation members in attendance.

The report was presented verbally by Foundation President Strata. She reported as of 9/30/2023, the Foundation has funded to IIMC for clerk education \$1,318,527.29. President Strata noted the Foundation was working hard to recover from the economic loss and reported the year-to-date investments as of 9/30/23:

- Unrestricted - \$2,484,677.78; an increase of \$229,754 from 8/31/22
- Restricted (endowed scholarship funds) - \$978,979.86; an increase of \$135,706 from 8/31/22.
- Total invested funds - \$3,463,657.64; an increase of \$365,461 from 8/31/22.

She announced a new record was set for fundraising at the 2023 conference with a total of \$85,149.90 raised (including the Hawaii raffle pre-sales). She explained fundraising in Calgary would be a challenge and asked for innovative ideas on fundraising alternatives. She pointed out selling raffle tickets in Calgary would only be possible through pre-sales. The Foundation plans to host a karaoke fundraising event during the conference to help offset raffle ticket sales.

Ms. Strata affirmed that the Foundation had decided to grant the maximum allowable amount of 7% for scholarships and educational initiatives benefiting IIMC members. Additionally, President Strata recognized the reception of four new endowments: the

Wyoming Municipal Clerks Association Endowment, the Pamela Smith Endowment, the Sharon Cassler Endowment, and the Steve and Karen Wolfe Endowment.

She explained the increases to be voted on at the Foundation Board meeting included insurance costs and an increase in the cost of the independent audit. She conveyed the Foundation Board was seeking methods to streamline the donation process, noting a substantial decline in donations. She also acknowledged the recipients of the 2023 awards.

President Hess presented a challenge to board members, urging them to engage in discussions about the Foundation, disseminate information in newsletters, and inspire members to both contribute and apply for scholarships.

Executive Director Report

Executive Director Shalby provided highlights from his submitted report:

- Staffing levels
- Windfall loyalty program (value added benefit)
- Building update
 - Consolidated three rental offices into two
 - Signed a five year lease with an option for an additional five years
 - Refinanced the building in 2020
 - In 2024, the building will need roof repairs, parking lot repaving, and installation of new flooring
- 2024 Calgary conference
 - Projected 650 delegates/70 guests
 - Projected loss of \$74,475 due to high AV costs, Telus Centre rental fee, high exhibit hall fees and increase in speaker and travel costs.
 - Hotels: Marriott Hotel (host hotel) and Fairmont; both within walking distance of nearby establishments
 - 12 education points available
 - Rebates and commissions provided for a total of \$27,412 US if all parameters met
 - One-year complimentary membership to Alberta Clerks who register as first time attendees

Director Frink requested the Executive Director provide an update on delegates with a comparison column to include 2023 and 2024.

- Finance
 - Anticipated loss of \$35,988; contributing factors included holding two midyear board meetings in one year, increased AV costs and a loss of \$153,041 from the initial projection due to increased AV and food and beverage costs.

- Membership
 - 2023 membership revenue profit of \$1,425,000 was expected
 - 2023 dues increase of \$5.00; no increase expected for 2024

2023 Hotel Conference Cancellation Policy Update

Executive Director Shalby explained that prior to the 2023 conference; several members were reserving multiple rooms for their acquaintances, which led to the hotel block appearing to fill up faster than expected. To address this issue, the Board of Directors implemented a one-night hotel penalty.

Director Newman moved to adopt the Hotel Conference Cancellation Policy for 2024 and future conferences. Motion adopted.

Elimination of Purchasing and Shipping Certification Plaques

Executive Director Shalby recommended the inclusion of a link to various plaque vendor websites, allowing members to purchase their own plaque. This approach would optimize staff resources and result in cost savings. Staff would continue to be responsible for producing and mailing the official certificates.

Director Rhude moved to approve the recommendation. Following debate, the motion was adopted.

Honorary Membership – Past President Marc Lemoine, Winnipeg

Vice-President Abrahamson moved to approve Past President Marc Lemoine of Winnipeg as an Honorary Member. Motion adopted.

Education Department Report

Dr. Ulrich advised the average duration for reviewing certification applications was one to two weeks, with a total of 4,419 CMC's in the United States and 137 internationally, along with 1,388 MMC's in the United States and 29 internationally. She explained the conference design for Calgary would resemble that of the previous year and would continue the use of the app while offering contactless transcripts. Additionally, two extra activities would be introduced, allowing delegates the chance to independently explore the city and participate in a writing prompt for reflection afterward.

Dr. Rodriguez addressed the status of the institutes and mentioned they were opting not to renew their contracts due to their lack of revenue generation. She emphasized the importance of promptly aiding local associations and institute directors in revamping their educational offerings. Dr. Rodriguez pointed out the existing guidelines permitted community colleges to serve as an alternative option, if needed. She also mentioned IMC was contemplating a shift to an hourly system, similar to universities. She highlighted the success of the online professional development program and the successful launch of the Education Plus Program in 2023.

Regions X and XI Education Points Restructure

Dr. Rodriguez explained the current guidelines penalize international partners instead of encouraging them to pursue certification, given the differences in their educational settings as compared to the United States. She emphasized the need to bridge this gap and proposed a conversion of points to hours.

After receiving input from the Board, Immediate Past President Smith moved to adopt the streamlined education process for Regions X and XI and proceed with this approach, allowing Dr. Rodriguez and Dr. Ulrich to further refine the details.

Immediate Past President Smith requested that this matter be brought before the Management Board for their input, and Dr. Rodriguez inquired about the timeline. Director Rijs suggested it should commence as soon as possible and be reported back to the Board during the Calgary meeting.

Following debate, the motion was adopted. Executive Director Shalby clarified that when Regions X and XI reviewed the education program regarding hours, the education department would work to conclusion and not bring back to the Board for more discussion.

Committee Reports

The following committee reports, not requiring action, were received for information: Conference, Education and Professional Development, International Relations, Membership/Mentoring, Policy, Public Relations/Marketing, Records Management, and Research and Resource.

Election Committee

Director Montejo noted the filed report outlined the results of the Constitutional Amendments and the recommended policy changes for the election timeline. Detailed Board discussion ensued regarding the timeline, campaigning (distribution of materials), announcing/declaring intent to run, inability to regulate personal social media pages (Section 2.20.080 Item J) and email distribution (emails stop on 3/1).

Recessed at 10:25 a.m. The meeting was called back to order at 10:52 a.m.

Election Revised Campaigning Policy

2.20.030

- a. No changes identified.
- b. Director Hilby moved to amend by striking, “who are considering running” and insert “to run.” The amendment was adopted.
- c. Following Board discussion, Director Post moved to strike out the entire two-line heading at the top of the page. Following debate, motion was adopted. President Elect Garcia moved to amend by striking, “Once a member has declared his or her candidacy.” There was no objection and the amendment was adopted.

Director Newman moved to amend by striking “declared.” There was no objection and the amendment was adopted. Director Morris moved to amend by striking all occurrences of the word “declared”. There was no objection and the amendment was adopted.

Director Newman moved to approve Section 2.20.030 as amended. Motion was adopted.

2.20.040

- A. No changes identified.
- B. Remains the same.
- C. No changes identified.
- D. Remains the same.
- E. Remains the same.
- F. Immediate Past President Smith moved to amend by striking “and posted to the IIMC Website”. There was no objection and the amendment was adopted.

Section 2.20.040 A-F was unanimously adopted as amended.

2.20.060

Director Ross moved to amend by striking “30 or more days prior to the beginning of the Annual Conference”. The amendment was adopted. Director Post requested a correction in all references to the term “Region”.

2.20.060 was unanimously adopted as amended.

2.20.070

Director Ross moved to amend by striking “30 or more days prior to the beginning of the Annual Conference.” The amendment was adopted.

Director Knight moved to amend by striking “Members must cast their ballots no later than 20 days prior to the opening of the annual conference.” The amendment was adopted.

2.20.070 was adopted as amended.

2.20.080

- A. President Elect Garcia moved to amend by striking “and ballot measures.” The amendment was adopted. It was unanimously adopted to amend by changing “Twitter” to X.
- B. Director Montejo moved to amend by striking “The Campaign Period for Vice-President and Region Directors ends three days prior to the deadline for members to submit their ballot.” The amendment was adopted.
- C. Remains the same.
- D. No changes identified.

E. President Hess stated this section would be sent to the Policy Committee to review as there were new forms of social media. Director Montejo moved to amend by adding language after the word “platforms” to read “as listed in letter A.” The amendment was adopted.

Director Newman moved to amend by inserting “only” after “candidates are.” Executive Director Shalby confirmed that campaign materials encompassed websites and biographies, rather than messages such as Happy St. Patrick’s Day or reminders to vote when ballots were available. The amendment was adopted.

Director Barnett moved to amend by inserting “and approved by” after the words “submitted to.” The amendment was adopted.

F. President Hess noted “declared” would be stricken as previously agreed.

Director Newman moved to amend by adding language “either past or current” after the words “Executive Committee member.” Director Newman withdrew her motion with no objection.

Director Hernandez moved to amend by adding language “and/or Region Director” after the words “Executive Committee member.” The amendment was adopted.

Director Post moved to amend by striking “are an exception and will need to be pre-approved prior to distribution” and adding language “are prohibited”. The amendment was adopted.

G. No changes identified other than removing “declared” as previously agreed.
H. Director Antony advised the international sector does not have “states.” President Hess, with no objection, removed the word “State.”

Director Newman moved to amend by striking “encourages” and insert “requires”. Detailed debate ensued. Executive Director clarified the intent was for States to extend an invitation to all candidates, not just one candidate and does away with the exclusivity of the process.

Director Montejo moved to refer letter H, with the pending amendment, back to the Election Committee for further review and study and bring back to the Board. The motion is adopted.

I. President Hess noted “declared” would be stricken as previously agreed.

Director Montejo advised there was a conflict with the election report and noted the committee endorsed the addition of “I.”

Director Newman moved to amend by striking “during the Campaign Period” and insert “for one year prior.” President Hess noted a provision would need to be

included that this would not go into effect until 2025. Following debate, the motion failed.

Director Marshall moved to amend by striking “during the Campaign Period” and insert “for six months prior to declaring candidacy.” The motion failed.

J. No changes identified.

2.20.080 was unanimously adopted as amended.

Recessed at 12:27 p.m. The meeting was called back to order at 1:30 p.m.

President Hess announced the moratorium was lifted on election rules and the new rules were effective immediately.

Budget and Planning – 2023-2024 Budget

Budget Committee Recommendations:

2. 3% increase for Executive Director Salary - Approved unanimously.
3. 5% increase for all Staff Salaries - Approved unanimously.
4. \$40,000 in salary for a Member Services Representative - Approved unanimously.

Financials

Finance Consultant, Connie Parker, provided a presentation to the Board on the 2024 budget compared to the 2021 actual revenue expenses and net profit loss; the 2022 actual, 2023 budget, 2023 projected, and 2024 budget. She noted 2021 and 2022 concluded with a surplus; however, was projecting a loss for 2023 and 2024 was projected to have a small profit.

Parker reviewed the investments recently made this past June and the expected income.

Past President Smith moved to adopt the financial statements and 2024 budget. The motion was adopted.

Staff Reports

The following staff reports, not requiring action, were received for information: Communications, Membership, and Region XI.

Region XI Election Protocol Report

Following the Executive Director’s report and comments from Region XI Directors, Director Montejo moved to send the report to the Election Committee to vet and work with Region XI Directors and Mr. van der Hoven and incorporate it into the Elections and Campaigning Policy that currently exists. The motion was adopted.

Annual Conference Updates

The following Annual Conference reports, not requiring action, were received verbally for information: 2024 Calgary, Canada; 2025 St. Louis, MO; and 2026 Reno, NV.

2027 Annual Conference Site Selection

Three volunteers volunteered to tally the votes. The votes were as follows:

City A.	19 votes – Fort Worth, TX
City B.	3 votes – Palm Springs, CA
City C.	5 votes – Madison, WI

Executive Director Shalby announced the Conference Committee voted for City A with City C as second choice.

Other Business and Announcements

- a. **Annual Banquet Seating and Annual Business Meeting Seating**
- b. President Elect Garcia delivered a verbal report and proposed that, in future annual business meetings, all board members join the Executive Committee on stage. She emphasized the importance of showing respect for the members and suggested the board sit in the audience for the annual banquet to eliminate any perception of elitism.

Director Newman moved to approve the Board of Directors to sit on stage during the annual business meetings. The motion was adopted.

Director Antony moved for the Board of Directors to sit among the members during the banquet meal. The motion was adopted.

The Board agreed to allow staff to come back to the Board if the logistics and costs were too much and Mr. Shalby would work on renderings on how to walk into the banquet hall with a group of tables set up front.

Director Newman moved to reconsider the vote regarding the board sitting on the dais during the annual business meeting. The board majority agreed to reconsider. President Hess confirmed the current motion was for the board of directors to sit on the stage during the annual business meeting. The motion failed.

Director Post moved to reconsider the vote for the board of directors to sit among the members during the banquet meal. The motion to reconsider was approved. President Hess confirmed the current motion was for the board of directors to sit among the members during the banquet meal. The motion failed.

Director Hernandez moved to refer back to staff to provide design and logistics and to bring back at the next virtual meeting. The motion was adopted.

- c. **Region XI Study Abroad** – item addressed earlier
- d. **Region X Membership**

Director Antony moved to develop a feasibility and sustainability study to determine the need and costs for two additional directors in Region X. The motion was adopted.

e. Region Directors Update

Region Directors each provided a verbal update.

Adjourn

With no further business, the meeting adjourned at 4:40 p.m. EST.

Lori McWilliams, MPA, MMC, Recorder