



A CANDIDATE'S GUIDE
FOR IIMC BOARD OF DIRECTORS

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Why should I serve?

Making A Difference In IIMC's And Your Future!

As an IIMC member, have you ever wanted to make an impact on your Organization? Have you ever wanted to shape policies and develop strategies to help your colleagues? Can IIMC benefit from your ideas and perspectives? Do you want to convey to more than 10,000 of your colleagues that you value the efforts of your Organization and that you want to have a voice in its growth and future? Do you want your decisions, direction and vision about IIMC's future to directly impact the membership?

Of course you do. Here's your chance to help lead the Organization that is dedicated to furthering the Municipal Clerk's profession.

By joining the IIMC Board of Directors, you are **now** responsible for certain obligations of leadership and oversight. As an IIMC Board member, you will devote time, energy, and ideas to lead the Organization toward its mission and vision.

Being on the IIMC Board is an exhilarating experience and one of the most rewarding roles you will ever fill. Serving on a non-profit Board will open doors to new friendships, new knowledge about associations and provide an opportunity for you to leave an indelible impression on your Organization and colleagues.

What Does It Take For IIMC To Be A Successful Organization?

There are several key factors that play an integral role in IIMC's success. Of course, the Board establishing policies is first and foremost, along with fiduciary oversight and empowering the staff to work the daily process.

IIMC defines success by:

- Realizing that its primary basis for existence is its mission;
- Knowing decisions are made for the benefit of the Organization;
- Knowing that the Board represents the entire membership;
- Making sound financial decisions to maintain a strong operation;
- Building reserves to create new programs; and
- Effectively utilizing volunteers.

What Does It Take To Become An IIMC Director?

There are several opportunities available to you prior to making your decision

Prior to running for the Board, it would be helpful to get perspective on what it takes to become an IIMC Board of Director. You can accomplish this by attending at least one full IIMC Board meeting prior to running for a Region Director. This meeting could be one held immediately before or after the Annual Conference to keep any additional travel costs to a minimum. You can always attend a mid-year Board meeting, too.

As a prospective candidate, this will enable you to meet other Board members prior to taking office. You will also become somewhat comfortable with how a Board meeting operates, and make personal observations leading to questions that could be answered prior to your first official meeting.

Participate for at least three years in a state/provincial/national leadership position or on IIMC committees. Examples of leadership include President, Vice-President, Secretary, or Treasurer of a state/provincial/national association; chairperson of state/provincial/national or IIMC committees.

Talk to current and former Board members and to IIMC's Executive Director. Much can be learned from those who have served especially in the areas of time and travel commitments, past decisions, current issues, and Board policies. There is a huge difference between how Associations make decisions compared to municipalities.

Review Board meeting agendas, packets, and minutes. These are available to the members prior to any Board meeting. These materials will give you an historical perspective and get you up to speed on recent Board actions and upcoming issues.

What Are My Duties And Responsibilities?

Board of Directors/Executive Director

The IIMC Constitution establishes the powers and duties of the Board of Directors in Articles IV, V, and VII. Article XI details the Executive Director's responsibilities and duties.

ARTICLE IV Board of Directors

Section 1. Composition

The Board of Directors is comprised of the four (4) Executive Committee members and twenty-four (24) Region Directors (two from each Region including Regions VIII East and West).

Section 2. Powers

- A. The Board of Directors is authorized and responsible for IIMC's governance, with each member having the right to vote at Board meetings. The Board establishes and monitors implementation of policy by IIMC staff under the direction of the Executive Director.
- B. A two-thirds vote of the Board of Directors is required to remove funds from the restricted reserve fund.
- C. The Board of Directors is also empowered to:
 - 1. Further IIMC's mission.
 - 2. Adopt and enact policies.
 - 3. Establish membership dues and other revenues.
 - 4. Authorize unbudgeted expenditures.
 - 5. Approve the annual budget and require an annual independent audit.
 - 6. Select the annual conference site.
 - 7. Establish a job description, evaluate, appoint, or remove the Executive Director.
 - 8. Perform other duties required with the administration of IIMC Policies.

ARTICLE V Officers

Section 1. Officers

The Officers of IIMC are a President, a President Elect, a Vice President, and the Immediate Past President. The IIMC Executive Director serves as Treasurer/Secretary.

Section 2. Term of Office (Annual Conference to Annual Conference)

Each Officer serves a one-year term, except when filling a vacancy.

Section 3. Restriction

No two Officers may be from the same Region

Section 4. Succession

At the Annual Conference, the President Elect succeeds to President, the Vice President succeeds to President Elect, and prior to the Annual Business Meeting, the members elect a Vice President.

Section 5. Oath of Office

The Oath of Office shall be administered to each Officer prior to taking office.

Section 6. Powers

The IIMC President is empowered to:

- Chair the meetings of the Executive Committee and the Board of Directors.
- Fill vacancies for standing committee members and chairs.
- Establish task forces, appoint the members, and designate the chair.
- Execute other duties delegated by the Board of Directors.

The President Elect and Vice President:

- Assist the President.
- Succeed to the office of President either upon a vacancy or if the President is unable to perform the duties of office.
- Appoint incoming committee members and chairs to serve during their terms as President and President Elect.

The Immediate Past President serves an advisor to the President and performs other duties as assigned by the President.

Section 7. Vacancy in Office

- A. President or President Elect: A vacancy in the office of President or President Elect advances the next Officer in line to the appropriate office. The advancing Officer may remain in office for a subsequent one-year term.
- B. Immediate Past President: A vacancy in the office of Immediate Past President remains vacant until the outgoing President assumes the office.
- C. Vice President:
 1. When there is a vacancy in the office of Vice President, the Board of Directors has sixty (60) days to appoint a current member of the Board of Directors to complete the term. The Director must have served at least two years as a Region Director and may not be from the same Region represented by a current Officer.
 2. If the vacancy occurs within 120 days prior to the Annual Conference, the office shall remain vacant. An election for President Elect and Vice President shall be held prior to the Annual Conference

ARTICLE VII **Executive Committee**

Section 1. Members

The Executive Committee is comprised of the President, President Elect, Vice President, and Immediate Past President.

Section 2. Term of Office

Each Officer serves a one-year term, except when filling a vacancy.

Section 3. Powers

The Executive Committee is not a decision-making body. All actions taken must be ratified by the Board of Directors.

ARTICLE XI **Executive Director**

Section 1. Responsibilities

The IIMC Executive Director reports to the Board of Directors and executes the Board's established policies. The Executive Director serves as the IIMC Secretary-Treasurer and is responsible for its daily administrative and financial operation. The Executive Director is empowered to hire and manage all staff, independent contractors, and resources according to established policies and the annual budget.

Section 2. Employment

The Executive Director is employed at will under the terms of an employment contract.

Section 3. Vacancy

In the event of a temporary vacancy in the position, the Board of Directors will name an Interim Executive Director and will determine the process in hiring a new Executive Director.

What Is A Board Member's Financial Commitment?

Other sections of this Guide describe the number of meetings and time commitment you can expect. So, you ask, who will fund my expenses?

Mid-year Board Meetings

(Three mid-year meetings during a Director's Term)

• **IIMC will reimburse** Board members (keeping costs in mind) for their flights, accommodations and meals (as set by the President and Executive Director) to attend the mid-year Board meetings (destination to be determined by the President and Executive Director). **(NOTE: Receipts must be provided to be reimbursed).** The travel and meeting schedule for the mid-year meeting are:

- Thursday – Travel Day
- Friday – Board development - am/Board meeting – pm
- Saturday – Board meeting – all day
- Sunday – Board Travel Day

Annual Conference Board Meetings

(There are three Annual Conference meetings during a Director's Term)

• **IIMC does not reimburse** Board members for their flights, accommodations and *meals to attend the Board meeting at the Annual Conference. However, if IIMC requests the Board to arrive one day early prior to the board meeting, Board members will be reimbursed for up to two (2) night(s) accommodation, parking and meals only regarding Board Development and/or Board Meetings. If a meal is provided by IIMC no reimbursement is allowed. **(NOTE: Receipts must be provided to be reimbursed).** The travel and meeting schedule for the Annual Conference Board meetings is:

- 1st Thursday of Conference Week – Travel Day
- Friday – Board development - am/Board meeting – pm
- Saturday – Board meeting – all day
- Last Day of Conference – Board meeting/orientation -- pm

IIMC Policy Board of Directors 2.45 (Conference expenses) and 2.50 (Board travel expenses) are helpful. Both policies are attachments to this guide.

You may also wish to contact the state/province/national Associations in your Region and your own municipality for financial support, if needed.

IIMC is sensitive to the financial impact of travel and participation on committees and task forces. In this wonderful age of electronic communication, the financial burden of meeting face-to-face has been lessened as Teleconference calls and E-mail offer alternative communication avenues.

***IIMC will provide breakfast and lunch on the Friday and Saturday Board meetings.**

How Do I Get Up To Speed With The Rest of the Board?

Once the deadline has passed and you've been vetted to join the Board, there will be scheduled teleconferences for the incoming Board with the Executive Director to discuss the following: 1) initial welcome and overview of IIMC; 2) financial overview and expectations; 3) strategic planning and board development; and 4) education guideline overview. Each teleconference will last no more than one hour. Of course, current Board teleconferences are open to the incoming Board. All of this communication will help you "catch up" to what has been going on. The overall operation of IIMC, past Board decisions that may affect future Boards, how the internal process operates regarding finances, policies and your overall participation. Remember, the Board is the decision making body of this Organization.

You will also begin to receive the Executive Director's weekly Friday letter, which will keep you apprised of IIMC operations and other information.

Nomination Process -- Step-by-Step

STEP 1

Review Article VIII of the IIMC Constitution below:

Qualifications, Nominations and Elections

Section 1. Qualification of Candidates for Vice President

To qualify for the office of Vice President, a candidate must:

- A. Be an IIMC member for at least three (3) years.
- B. Have served on the IIMC Board for three (3) years prior to time of election.
- C. Have served at least three years as a Municipal Clerk or other office as defined in Article II, Membership, Section 2 A.
- D. Have attended at least two Annual Conferences. Attendance may include the conference at which the candidate's term would begin.
- E. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member during the term of office, which shall include terms as President-Elect, President and Past President.
- F. Provide written support of candidacy from the legislative governmental body they represent.

Section 2. Qualification of Candidates for Region Director

To qualify for office as a Region Director, a candidate must:

- A. Be an IIMC member for at least three (3) years.
- B. Have served at least three (3) years as a Municipal Clerk or other office as defined in Article II, Membership, Section 2 A.
- C. Have attended at least two Annual Conferences. Attendance may include the conference at which the candidate's term would begin.
- D. Be a Full Member or Additional Full Member and, if elected, remain a Full or Additional Full Member during the term of office.
- E. Provide written support of candidacy from the legislative governmental body they represent.

Section 3. Nominations

The Board of Directors establishes policies regarding nominating procedures for Officers and Region Directors.

Section 4. Elections

The Board of Directors establishes policies not included in this Constitution regarding the conduct of elections for Officers and Region Directors.

Section 5. Election of Vice President

- A. If there is only one candidate for Vice President, no election is held, and the candidate is declared elected.
- B. If there are two or more candidates, IIMC conducts an election thirty (30) or more days prior to the beginning of the Annual Conference.

Section 6. Election of Region Directors

- A. If there is only one candidate for Region Director, no election is held, and the candidate is declared elected.
- B. If there are two or more candidates, IIMC conducts a Region election thirty (30) days or more prior to the beginning of the Annual Conference.

Section 7. Election Results

Election results are provided to the candidates prior to the Annual Conference and are announced to the membership at the Annual Business meeting.

(A copy of the IIMC Constitution can be found at www.iimc.com under “About Us”)

STEP 2

Review the attached “Board of Directors Nomination Form.” Have the following required information handy:

- ✓ Years serving as a Municipal Clerk (at least 3 years required)
- ✓ Years as an IIMC member (at least 3 years required and must be a Full or Additional Full Member)
- ✓ Dates of two IIMC Annual Conferences attended
- ✓ For Vice-President candidates, dates serving on the IIMC Board of Directors (at least 3 years are required)

STEP 3

Obtain and attach the following to the Nomination Form (electronic format is preferred):

- ✓ Recent color photograph – JPG or PDF
- ✓ Letter of support from your Municipality
- ✓ Letter of support from your State/Provincial/National Association
- ✓ 200-word in Word format (maximum) biography

STEP 4

E-Mail a completed application to IIMC's Executive Director no later than 120 days (on or about the middle of January) prior to the commencement of the Annual Meeting (on or about the third week in May of each year).

STEP 5

Good luck! If elected, you will be sworn in at the Annual Conference.

International Institute of Municipal Clerks

Director Handbook

**Overview of Roles, Responsibilities
& Non-Profit Governance**

Introduction

If you are reading this handbook you are either considering or have been nominated to the position of IIMC Region Director. Congratulations on your desire in wishing to serve your Association. If elected, your next three years will be a rewarding and interesting experience, but only if you fully participate and carry out your duties and responsibilities in a diligent manner.

The following material will familiarize you with IIMC's structure, Rule of Law and the Region Director's role, duties and responsibilities and what you can expect over the next three years.

Overview of the Non Profit Sector and how it relates to IIMC

The International Institute of Municipal Clerks is a non-profit Organization with diversified revenue sources, professional staff, policies and procedures in place and with leadership that has continued beyond the Founders. IIMC was created in 1947. It is by IRS standards a 501(c)(6) non-profit corporation, incorporated under the laws of the State of Illinois. Non-profits are broader and more diverse than many people realize. Non-profits include membership organization (such as IIMC), schools, churches, foundations and other charitable organizations. A 501(c)(6) falls under the category of a trade or membership organization where membership dues are the consistent and primary source of revenue; compared to other non-profits where volunteer contributions and fundraising are the main source of revenue. A common mistake that most new Board members make is attempting to apply the laws that affect their duties as Clerk or their municipality to IIMC. **IIMC is not a public body and is not governed by any of the laws that apply to your place of work. Sunshine laws, and other public laws DO NOT APPLY TO IIMC.** There is a distinction and the Board must abide by non-profit governance and association law. Notwithstanding the above, you are expected to conduct yourself in accordance with IIMC's Code of Ethics and maintain a high degree of integrity at all times.

IIMC is governed by its Constitution and Board approved policies and; therefore, you should become familiar with those documents. If you are unclear on any matter with respect to policy or procedure please contact the Executive Director.

Structure

A 28-member Board of Directors governs IIMC. The Board consists of 24 Region Directors (two from each of IIMC's eleven Regions – Region VIII East and West) and a four (4) member Executive Committee consisting of the President, President Elect, Vice President and Immediate Past President. The Executive Committee is not a decision making body.

The Role of the Board – What is expected of me?

Basic Expectations – Each Board member is responsible for ensuring that IIMC:

- Works within the IRS-chartered tax-exempt mission; and
- Protects its assets through appropriate internal controls, educated decisions, investment management, insurance and other risk management strategies;

Individual Directors are expected to:

- Prepare for and attend all Board meetings;
- Ask questions when issues are unclear, especially in finance;
- Represent and support IIMC and its mission in your Region; and
- Work as an IIMC team member, always voicing your ideas and opinions, but then fully supporting the group's decision – whether or not you agree.

Board's Primary Role

The Board of Directors' primary role is to establish IIMC's direction and policy. This is done through the adoption of a Strategic Plan, the annual budget, Committee and Staff reports and policies. Various committees and IIMC staff carry out the majority of actual work. The Executive Director is the senior staff member and is responsible for executing Board directives and ensuring compliance with policy. The Executive Director and staff are always available to assist you.

The Separation of the Roles of Board and Staff

In established organizations that have paid staff, there are always discussions about what responsibilities belong to the board and which to the staff. Regardless of how well the details are established, there always will be gray areas that exist.

In general terms, the Board will spend most of its time on the big picture issues of defining or refining mission planning, measuring the Organization's effectiveness, and ensuring that legal and financial expectations and responsibilities are being met. This is often referred to as "making policy." The staff focuses their efforts on the Organization's daily operations.

An effective analogy is the idea that we should think of IIMC as a ship. The captain is the Executive Director and the owners are the Board.

As owners, the Board establishes the destination, hires a qualified captain, ensures that there will be adequate funds for the trip, approves the budget, monitors the journey, communicates with the captain, and plans the next voyage along with potential expansion or changes in the Association.

The captain confirms the destination, raises resources with the owners, hires and equips the crew, sets the course, sets sail and regularly updates the owners on the status of the journey.

Using this analogy, it's easy to see that board members shouldn't drop in mid-voyage to help steer the ship or spend their time in the boiler room stoking the fire under normal circumstances. And that the chief executive should not be making major organization decisions without informing and engaging the Board.

The Board's Relationship with the Executive Director

IIMC's Executive Director is the link or the bridge between the Board of Directors and staff. The Board hires and fires the Executive Director.

Communication

Communication between the Executive Director and the Board is on going. Although the Executive Director reports to the Board, he is also in regular communication with IIMC's President, regarding issues, agendas and the Organization's operations.

It is up to IIMC's Executive Director to develop relationships with each Board member to help them feel informed and comfortable with the Organization and to look for ways to become involved with IIMC beyond attendance at full board meetings. It is encouraged for all Directors to never hesitate to contact the Executive Director directly with any question

Friday Letter

The Executive Director produces a weekly Friday letter for the Board. This communiqué includes updates on Headquarter activity, conference, membership, education, Regional/Provincial/National news and provides the Board with an ongoing and clear picture of the Organization's operations. The letter is also disseminated to the IIMC Foundation and Past Presidents. *****Personnel information is strictly for the IIMC Board.**

Expectations/Evaluations

It is up to the Board to establish expectations tied to IIMC's goals and to evaluate the individual, at least annually, against those expectations. Usually, the Executive Committee evaluates the Executive Director with the Board's input. This is a two-way communication with the Executive Director soliciting feedback from the Board and vice versa.

Board Communication with Staff

Working Relationship -- As a board member, you will probably have regular communication with staff. Please remember that staff does not work for the Board, but for the Executive Director. That is why it is important to establish expectations, priorities and available resources.

Grievances – Since the Executive Director reports to the Board, staff will sometimes take the opportunity to raise concerns about the Executive Director to a board member. Please note that IIMC's Personnel Handbook includes a policy for staff to follow regarding filing a grievance against the Executive Director.

How Long Is My Term?

An IIMC Region Director's term of office is three years. This time frame is relatively short so spending your entire first year on "catching up" to the organization leaves you with two years to strive for peak leadership.

As an in-coming Board member, you will be provided with lots of information to review prior to your swearing-in. This will include minutes and agendas of previous Board meetings, the current IIMC Policy Manual, the Strategic Plan and Board development. You will also be sent a copy of the Agenda for the Board meeting that is held at the beginning of the conference and you will be encouraged to attend that meeting so that you are better acquainted with the issues with which the Board is currently dealing. This will mean that you will have to arrive at the Annual Conference city earlier than most delegates as the Board typically meets on Friday and Saturday preceding the Conference. The more you can review the material the faster you will be able to become an active participant on the Board.

Liaison to Committees

You will also be appointed as the Board Liaison to one of IIMC's Standing Committees. These committees meet throughout the year via teleconferences. You are expected to attend the committee meetings. A Board Liaison's duties include making certain that the committees are communicating (via email and teleconferences) and working on their assigned goals. Board liaisons will also deliver and must be prepared to discuss the committee's mid year and annual reports at the Board meetings.

All Committee reports will include a recommendation accompanied by a Management Recommendation from the Executive Director and IIMC staff.

Board Meetings – Mid-Year and Annual Conference (Incoming Board)

The IIMC Board of Directors engages in three face-to-face meetings annually: a Mid-Year meeting and two annual conference meeting: one on Saturday and one on the last day of the Conference, considered an incoming Board meeting.

The first major meeting of your term is held in November and is referred to as the Mid-Year Board meeting. This meeting is held at a location chosen by the President and Executive Director and is announced in advance as far as possible to give all Board members ample time to plan time out of the office.

Please refer to "What is a Board Member's Financial Commitment" section in this manual for detailed information regarding reimbursements and costs for attending the Mid-Year and Annual Conference meetings.

The Mid-Year meeting is traditionally a two-day meeting with travel days on the front and back end. Typically, the meeting adheres to the following schedule:

Thursday	Board Travel
* Friday	Board Development – am -- Board meeting - pm
Saturday	Board Meeting
Sunday	Board Travel (does not apply to Annual Conference schedule)

* The Friday Board Development meeting consists of a Board Development program through previously distributed homework assignments. The afternoon portion of this day begins the Board meeting that continues on Saturday.

Attending the Board Development meeting will be all Board members, IIMC staff, and invited members and guests. **The Friday Board development meeting is casual in attire and seating is not assigned.**

The Saturday Board meeting is business attire and held around a hollow square. Name cards are provided so that you can easily identify other members of the Board. At the head of the table will sit the President, who chairs the meeting, the other members of the Executive Committee, the individual taking minutes and the Parliamentarian. At the other end of the table are the Executive Director and various IIMC staff. Other members of staff will also be in attendance as will some Committee Chairs, invited members and guests and, possibly, some IIMC past presidents.

Normal meeting protocol is observed during the meeting with Board members needing to be recognized by the Chair prior to speaking. Only Board members can vote. All Board members have one vote.

All Committee reports will include a recommendation accompanied by a Management Recommendation from the Executive Director and IIMC staff.

A couple of weeks prior to the meeting you will receive the full agenda package including all reports, etc. You should read all the documentation, make notes and, if necessary, contact the Executive Director for clarification. The better prepared you are for the meeting, the more productive the meeting will be. The following is typical of a Board Agenda:

International Institute of Municipal Clerks
Board of Directors ~ Mid-Year Meeting
Agenda

1. Call to order
2. Roll call
3. Agenda approval
4. Consent agenda approval
 - a. DRAFT Minutes of Board Meeting – City and state
 - b. DRAFT Minutes of Annual Business Meeting, City and state
 - c. DRAFT Minutes of Board Teleconference, Month, day, year
5. IIMC Foundation Report Update - verbal
6. Executive Director Update —ACTION REQUIRED
7. Education Department Report — ACTION REQUIRED
8. Committee Reports – NO ACTION
 - a. Conference
 - b. Elections
 - c. International Relations
 - d. Membership
 - e. Mentoring Committee
 - f. Records Management -
 - g. Research and Resource Committee -
9. Committee Reports – ACTION REQUIRED
 - a. Budget and Planning
 - b. Education/Professional Developments
 - c. Policy Review
 - d. Public Relations & Marketing Committee
10. Financials
 - a. Projected Year-End Budget with notes –
 - b. Projected Budget with notes –
 - c. Financials
11. Staff Reports
12. Annual Conference Updates
13. Report From Directors
14. Other Business and Announcements
15. Adjournment