

Title 2
BOARD OF DIRECTORS

Chapters:

2.05	Minutes and Agendas
2.10	Accord of Trust and Confidentiality Agreement
2.15	President and Executive Director Activity Reports
2.20	Elections and Campaigning
2.25	Vacancy of Vice-President
2.30	Region Directors Responsibilities
2.35	Committees – Creation and Appointment
2.40	Ethical Standards Committee – Oath of Office/Confidentiality
2.45	Expenses – Conference
2.50	Expenses – Board Travel
2.55	Gifts
2.60	Visits – Presidential
2.65	Past Presidents
2.70	Memorials
2.75	Board of Directors Mid-Year Meetings
2.80	First Timer Session at Annual Conference
2.85	Executive Committee Travel
2.90	Parliamentarian
2.95	President Participation at Board Meetings
2.100	International Relations Consultant
2.200	Items of Business Introduced at Annual Business Meeting
2.300	Study Abroad
2.400	Independent Consultant/Contractors
2.500	Executive Director Contract Negotiations
2.600	IIMC Board Member Transition – Retirement
2.700	Attorney Services – Board of Directors
2.800	Executive Director – Interim
2.900	Statements of Support
3.100	Board Removal

Chapter 2.05

MINUTES AND AGENDAS

Sections:

- 2.05.010 Purpose.
- 2.05.020 Scope.
- 2.05.030 Policy.

2.05.010

Purpose

To establish a policy for the preparation and distribution of agendas and minutes. [October 27, 2006; September 30, 1994. Policy B-6].

2.05.020

Scope

Board of directors and all committees. [October 27, 2006; September 30, 1994. Policy B-6].

2.05.030

Policy

A. Approved minutes shall be maintained in an official corporate minute book.

B. In preparation of the agenda the Executive Director shall:

1. Set administrative deadlines for submittal of agenda reports as appropriate; however, this does not preclude subsequent additions of urgent matters to the agenda as determined by the President or Executive Director.
2. Publish and distribute all Board meeting agendas and packets to the Board no later than five business days prior to special meetings and 15 business days before the annual and mid-year meetings.
3. Post the Board agenda and packets, including draft minutes, on the website immediately after distribution to the Board of Directors, except for confidential documents.
4. Provide management's recommendations regarding committee recommendations for which action is requested.

C. Minutes of the IIMC Board, Executive Committee and all committees will be action minutes. The minutes will indicate who was in attendance, who was absent, the items discussed, comments submitted for the record, motions made (the maker of the motion and the second will not be listed) and the vote. If the vote is not unanimous, the individuals in opposition will be listed. Any member abstaining from an item due to a conflict of interest will be noted in the minutes. **(May 7, 2011)**

D. Executive Sessions

1. Executive Sessions will be allowed for personnel matters, consultation with legal counsel, real estate issues, ethics matters and other matters where public discussion would be harmful or detrimental to IIMC or individual as determined by the Board. **(May 7, 2011)**

2. A notation will be made in the Board minutes of Executive Sessions noting beginning time, who was in attendance, items discussed and the time adjourned. **(May 7, 2011)**

E. Recording Secretary – The recording secretary will be responsible for the recording/transcribing of the meeting. The Executive Director or his designee will plan for a recording secretary to record the meetings of the Board of Directors. The transcript of the meeting will be formatted into the approved summary minutes format. (**November 23, 2013**; May 7, 2011)

F. Parliamentarian – The Parliamentarian will know parliamentary procedure and act in an advisory capacity to the Board of Directors in matters related to parliamentary procedure. (**November 23, 2013**; May 7, 2011)

G. Drafts of minutes of Board meetings shall be distributed to the Board of Directors no later than ten business days after the Board meeting along with a list of any new policies adopted or amended. (**November 23, 2013**; May 7, 2011)

H. Drafts of minutes of Board meetings, except for confidential documents, shall be posted on the website as soon as possible following the board meeting and after distribution to the board of directors. (**November 23, 2013**; May 7, 2011)

I. Upon approval of the draft minutes of meetings of the Board of Directors, the approved minutes, except for confidential documents, shall be distributed to all Board members and the president of the IIMC Foundation. In addition, the approved minutes shall replace the draft minutes on the website.

F. Executive sessions and matters regarding personnel shall not be posted on the website.

G. Minutes of the meetings of the Executive Committee and Budget and Planning committee shall be provided to the members of the Board within five business days following the meeting. [October 27, 2006; September 30, 1994. Policy B-6].

Chapter 2.10
ACCORD OF TRUST AND CONFIDENTIALITY

Sections:

- 2.10.010 Purpose
- 2.10.020 Scope
- 2.10.030 Policy

2.10.010

Purpose.

A policy regarding board confidentiality during executive session and matters related to confidential personnel matters. [November 7, 2009; October 27, 2006. Policy B-14].

2.10.020

Scope.

Board of directors. [November 7, 2009; October 27, 2006. Policy B-14].

2.10.030

Policy

Respect for confidentiality is the cornerstone of trust and confidence. All matters dealt with by the board of directors during executive sessions, confidential e-mails, and matters related to confidential personnel matters must be held in the strictest confidence. “Confidentiality” means board members may not relate such matters to anyone. The duty of confidentiality continues indefinitely after a Board member has left the Board of Directors. [**November 23, 2013**; November 7, 2009; October 27, 2006. Policy B-14].

Chapter 2.15
PRESIDENT AND EXECUTIVE DIRECTOR ACTIVITY REPORTS

Sections:

2.15.010 Purpose.

2.15.020 Scope.

2.15.030 Policy.

2.15.010

Purpose.

To establish a communication policy for the IIMC President. [**November 2009**; May 2007; October 27, 2006; October 1994. Policy B-8].

2.15.020

Scope.

Board of Directors. [**November 2009**; May 2007; October 27, 2006; October 1994. Policy B-8].

2.15.030

Policy.

A. The IIMC President will forward activity reports to the Board of Directors on a quarterly or as-needed basis.

B. The Executive Director will forward activity reports (Friday letters) to the Board of Directors on a weekly basis at a minimum.

C. The Executive Director will report the status of the errors and omissions (E and O) insurance coverage to the Board of Directors at the mid-year meeting.

D. The IIMC President shall keep the Executive Director's personnel file within his/her possession and shall transfer same to the President Elect at the annual conference meeting. If the Annual Conference is cancelled, the file will be transferred via certified mail. It is recommended that the President keep a log of the contents of the Executive Director's file and that each President maintain the file. [**May 21, 2022**; November 2009; May 2007; October 27, 2006; October 1994. Policy B-8].

Chapter 2.20

ELECTIONS AND CAMPAIGNING

Sections:

- 2.20.010 Purpose.
- 2.20.020 Scope
- 2.20.030 Policy
- 2.20.040 Nominations.
- 2.20.050 Process of Determining Election Results
- 2.20.060 Election – Region Directors
- 2.20.070 Election – Vice-president
- 2.20.080 Campaigning Period and Electioneering

2.20.010 -- Purpose.

To establish guidelines for the holding of elections to the Board of Directors and to regulate the campaigning for office. [May 18, 2009; October 27, 2006; December 4, 2004; February 1999. Policy B-2].

2.20.020 -- Scope

All members. [October 2018; May 18, 2009; October 27, 2006; December 4, 2004; February 1999. Policy B-2].

2.20.030 -- Policy

As much as bylaws inform board election criteria and process, they also leave room for interpretation. Within the construct of organizational rules, boards often evolve their processes in keeping with the cultural norms and leadership skills in place. While that often promotes efficiency, it also can produce stagnation and expose the organization to unnecessary risk.

Dynamic organizations continually seek and promote opportunities to cultivate new ideas and leadership. IIMC's mission and core values statements, especially regarding diversity and inclusivity, promise members leadership that reflects their interests, backgrounds and training.

Good governance calls for an ongoing process of board recruiting, board education and board assessment. Some associations delegate board elections to a nominating committee. Others employ a board development or governance committee that works on an ongoing basis to identify – and address — any knowledge and skills gaps that may exist on the board. Through that committee, the board ensures that its composition and performance are aligned with organizational needs.

IIMC and its Board Structure via Open Election Process

IIMC operates with an Elected Board -- where an organization with members allows those members to elect the Board. We see this structure most often with associations. Most 501(c)(6) nonprofits, as well as trade associations, credit unions and labor unions, use this model. With elected boards, members with a desire to serve declare their candidacy and “run” for a seat. Therefore, these boards consist of people who think they have the time, commitment and skills to serve.

A. Identify and encourage members to develop leadership skills

One of the fiduciary responsibilities of a Board member and Executive Committee is to ensure that organizational leadership is strong, responsible, forward-looking and responsive to the needs of the institution and its members. The Board carries out this responsibility by continually identifying and encouraging members to acquire the leadership skills necessary to become effective Board and Executive Committee members. In doing so, the Board and Executive Committee must look beyond their immediate circles of acquaintances and associates and actively seek out and encourage members who might not, in the day-to-day course of dealings, fall within their work or social circles.

B. Invite members to run for office

The Board has a duty to develop future leaders through continuing education and mentoring that encourages diversity of the Board. Board members should advise and encourage members to run for office. Board members are encouraged to make direct invitations to potential members with the understanding that it is an invitation and not an endorsement of their candidacy. Encouragement from organizational leaders can make a difference and ensures good leaders are not lost to organizations because they are not actively invited to contribute their time and talents.

C. Ensure that elections are open and fair

The Board must ensure that the election process remains open and fair. Favoritism – whether real or perceived -- is contrary to the goal of openness and fairness in elections. The Board, and individual Board members, shall not endorse, or campaign (openly or privately) for any candidate. Upon request by a candidate, the Board or individual Board members shall provide opportunities for campaigning or electioneering to all candidates for office. Therefore, campaigning openly or privately for a candidate is not allowed. Members of the IIMC Election Committee are not permitted to campaign openly or privately for any candidates.

2.20.040 -- Nominations

A. A list of offices that are or will become vacant shall be published beginning in the October; issues of the *News Digest*, E-Briefings and on the IIMC Website. **A nominations packet for office will be accepted for a fifteen (15) day period starting January 1. The deadline for submitting the nomination packet is 5 pm Pacific Time on January 15 unless that day is a holiday or weekend and then nominations are due the next business day.** Nominations packets received after the closing date will be returned unopened to the candidate.

B. Candidates for office shall submit to IIMC on or before the closing date the following:

1. A completed nomination form. (Available from headquarters or on the website.)
2. A recent, high-quality photograph. (Digital pictures are required.)
3. A statement of qualifications for office, not to exceed 200 words.

C. Candidates agree and understand that the above information will be published as received in the *News Digest* and on the IIMC Website.

D. Candidates for Regional Director are required to include a letter of support from their municipality. Candidates for Vice-President are required to include a letter of support from their municipality.

E. All candidates for office must be members in good standing with IIMC.

F. All candidates will receive notification by IIMC when their nomination packet has been verified.

[**November 16, 2024**; November 11, 2023; July 14, 2021; May 18, 2009; October 27, 2006; December 4, 2004; February 1999. Policy B-2].

2.20.050 -- Process of Determining Election Results

When there are three (3) or more candidates for either Region Director or Vice-President, the successful candidate will be elected by Plurality Vote. A plurality vote is the largest number of votes to be given any candidate when three or more choices are possible; the candidate receiving the largest number of votes has a plurality.

2.20.060 -- Election – Region Directors

If there is one Region Director candidate, no election is held, and the candidate is declared elected. If there are two or more candidates, IIMC conducts a Region election. Regions that have established region and/or bylaws for nominations or an established rotation process for the Region Director position shall move their nominee forward after completing their selection process. IIMC shall conduct the election within regions and/or states that do not have established rules or are not able to put forward a nominee. If a region has an established rotation for states and the state has not selected a nominee, then only members of that state may vote. Region Members who are Full Members, Additional Full Members, Associate Members, Retired Members and Honorary Members are eligible to vote for Region Director. Election results are announced at the Annual Business Meeting.

If a state/province/country in a region's rotation cycle has more than one qualified candidate vying for an IIMC Board position, IIMC will run an election for the IIMC members from the state/province/country.

The Election will be held for a 14-day period in the month of March, beginning on the first Tuesday of March and ending on the third Tuesday of March.

- A. Upon close of voting, the Executive Director shall immediately forward the results to the Election Committee Chair for the Election Committee to confirm the results. After results are confirmed, the Executive Director shall: (1) communicate the results with the Region Director candidates; (2) communicate the results with the membership; and (3) post the results on the website.
- B. At the Annual Business Meeting, the Elections Chair shall announce the election results including the number of ballots, the number of ballots submitted by the deadline, the percentage of members in the region voting, the number of ballots qualified and counted, and the number of votes each candidate received.

[**May 17, 2025** November 16, 2024; November 11, 2023; May 21, 2022; August 2016; November 23, 2013; November 2012; May 18, 2009; October 27, 2006; December 4, 2004;

February 1999. Policy B-2].

2.20.070 -- Election – Vice-President

If there is one Vice President candidate, no election is held, and the candidate is declared elected. If there are two or more candidates, IIMC conducts an election. Election of a Vice-President shall be conveyed to all Full Members, Additional Full Members, Associate Members, Retired Members and Honorary Members

The Election will be held for a 14-day period in the month of March, beginning on the first Tuesday of March and ending on the third Tuesday of March.

- A. Upon close of voting, the Executive Director shall immediately forward the results to the Election Committee Chair for the Election Committee to confirm the results. After results are confirmed, the Executive Director shall (1) communicate the results with the Vice President candidates; (2) communicate the results with the membership; and (3) post the results on the website.
- B. At the Annual Business Meeting, the Elections Chair shall announce the election results including the number of ballots, the number of ballots submitted by the deadline, the number of ballots qualified and counted, and the number of votes each candidate received.

[**November 16, 2024**; November 11, 2023; May 21, 2022; August 2016; May 17, 2014; November 23, 2013; November 2012; May 18, 2009; October 27, 2006; December 4, 2004; February 1999. Policy B-2].

2.20.080 -- Campaigning Period and Electioneering

- A. Electioneering is defined as the act of campaigning to influence the result of an election in favor of a particular candidate. Electioneering includes but is not limited to: information and material relating to a candidate or their positions distributed through official IIMC channels either by hard mail, voice or email; candidate brochures, biographies, letters and emails of support, news releases, photographs, websites, videos; posts on IIMC and Regional social media platforms including but not limited to Facebook, YouTube, Messenger, Instagram, Tik Tok, X, Snapchat, etc.; virtual campaign events including town hall or meet and greets.
- B. **A member's campaign period is January 16 to March 1. There is no campaigning after March 1.**
- C. Candidates are allowed to discuss their candidacy by emails to the members, except to Region XI due to the European General Data Protection Regulation which prohibits these types of emails. Access to members' email addresses will be overseen/provided by the Executive Director to comply with the anti-spamming laws.
- D. All election materials from candidates or anyone acting on behalf of the candidates must be submitted to IIMC staff before distribution to IIMC members. Materials include, but are not limited to, items defined in paragraph A of this section. If the information provided does not meet IIMC standards of propriety, the Executive

Director will submit the information to the Election Committee for their final recommendation.

- E. Candidates are only allowed to share campaign material on IIMC and Region social media platforms as listed in letter A above, provided the materials and posts have been submitted in advance to and approved by IIMC staff.
- F. Neither Executive Committee members, Region Directors, IIMC Election Committee members, declared IIMC Vice-President or Region Director candidates, nor IIMC Foundation Board members, by group or individually, shall endorse or provide assistance to any candidate, and shall not be mentioned in any election materials. Photographs of presentations by an Executive Committee member and/or Region Director are prohibited.
- G. All Candidates campaigning for any position have the right to use the IIMC logo in their campaign materials, subject to authorization under the existing policy, for each specific use of the logo.
- H. Upon request by a candidate, IIMC encourages all state/provincial organizations to provide equal access to all candidates for office.
- I. Candidates shall not serve as facilitators, instructors, or aid in facilitating sessions for continuing educational activities such as Athenian Dialogues, seminars, and IIMC or Region approved or hosted continuing education events during the Campaign Period.
- J. These requirements apply to official IIMC social media platforms and materials distributed through IIMC only and not to candidate personal social media pages.

[**November 16, 2024; November 11, 2023;** May 21, 2022; October 27, 2018; May 2017; November 12, 2016; May 18, 2009; October 27, 2006; December 4, 2004; February 1999. Policy B-2].

Chapter 2.25

VACANCY OF VICE-PRESIDENT

Sections:

2.25.010 Purpose

2.25.020 Scope

2.25.030 Policy

2.25.010

Purpose

To establish guidelines for submission of nominations for consideration of appointment to the office of Vice-President when vacancy occurs pursuant to Article V, Section 7 of the IIMC Constitution. [**August 2016**; October 27, 2006. Policy B-13].

2.25.020

Scope

Full members and additional full members who have served at least two years as a Regional Director and represent a region that is not represented by a current officer. [October 27, 2006. Policy B-13].

2.25.030

Policy.

A. The President shall notify the membership of the vacancy in the office of vice-president as soon as possible to begin the process of receiving nominations to fill the vacancy by the board of directors.

B. In the announcement, the president shall provide the qualifications for the appointment, the format for the nominations, along with the deadline for submission of the nominations.

C. Nominations will be received in the form of resumes of the interested members who meet the qualifications for such appointment. All resumes must be submitted to the president and executive director by the twentieth day after the official announcement of the vacancy.

D. The president shall verify through IIMC records that the nominees fulfill the requirements to hold the position of vice-president. If an individual does not meet the requirements, their resume shall be returned along with a letter from the President explaining their disqualification.

E. By the thirtieth day after the vacancy has been declared, the president shall provide to the board of directors a list of the nominees, along with the resumes.

F. The board of directors shall consider the nominations in a meeting held per the provisions in the IIMC Constitution. The board of directors shall appoint one of the nominees to the vacancy by a majority vote of the board.

G. The board of directors shall make the appointment within 60 days of the vacancy per the requirements of the IIMC Constitution, Article V, Section 7.

The appointee will serve for the remainder of the one-year term. [**August 2016**; October 27, 2006. Policy B-13].

Chapter 2.30

REGION DIRECTORS' RESPONSIBILITIES

Sections:

- 2.30.010 Purpose
- 2.30.020 Scope
- 2.30.030 Duties and responsibilities

2.30.010

Purpose

To establish the duties and responsibilities of region directors. [October 27, 2006; October 1994. Policy B-9].

2.30.020

Scope

Region directors. [October 27, 2006; October 1994. Policy B-9].

2.30.030

Duties and responsibilities

The duties and responsibilities of the region directors are:

- A. Develop and implement a communication plan on IIMC activities and programs to:
 - 1. IIMC members in the director's respective region.
 - 2. Officers and Board of Directors of state/provincial/national Clerk associations in region.
 - 3. Municipal Clerks Institutes and allied educational institutions, state/provincial/national and municipal leagues, and related organizations and associations.
 - 4. Prepare quarterly communications for the President on activities within their respective regions and provide details on how directors are promoting IIMC and the IIMC Foundation.
- B. Write letters of welcome to new IIMC members within region.
- C. Send congratulatory letters to new CMC and MMC members within region.
- D. In cooperation with state/provincial/national association membership chairs, encourage and support IIMC membership campaigns, enrollment at Municipal Clerks Institutes and Academies, and attendance at IIMC annual conference.
- E. Strengthen and encourage positive programs which will result in stronger professional image and knowledge of the office of Municipal Clerks, which may include but not necessarily be limited to:
 - 1. Co-chairing regional meetings of state/provincial/national associations.
 - 2. Co-chairing regional dinners and/or similar activities at IIMC annual conferences.
 - 3. Attending state/provincial/national annual meetings and reporting back to the Board and headquarters on regional or state/provincial/national activities, concerns and/or recommendations.
 - 4. Developing regional newsletter or other media vehicle to disseminate IIMC information.
 - 5. Where applicable, encourage and coordinate appropriate IIMC programs and projects on a regional basis (e.g., Municipal Clerks Week).

6. Encourage the state/provincial/national associations to meet on a regional basis.
- F. Develop and maintain a direct and regular communication with state/provincial/national presidents within region.
- G. As requested by the IIMC President, search for and recommend active and supportive IIMC members for committee assignments.
- H. As requested by the IIMC President, search for and recommend potential Board of Directors candidates.
- I. Attend at least three IIMC Board of Directors meetings a year (the mid-year meeting and the meetings at the beginning and end of the annual conference) and the IIMC annual conference.
- J. Attend IIMC board development meetings (leadership, strategic planning, etc.) held prior to or after the IIMC Board of Directors meetings. The development meetings are mandatory unless excused by the President in advance of the meeting.
- K. Be willing to undertake special requirements and projects that may be requested by the IIMC President and/or the Board of Directors.
- L. Serve as the board liaison to one or more of IIMC's standing and ad hoc committees, and:
1. Act as liaison between the committee and the Board.
 2. Monitor the activities of the committee and, if required, advise the chair of any concerns.
 3. Keep the President, Executive Committee and Board of Directors apprised of the committee's activities and progress and recommend any action if necessary.
- M. Be responsible for the safety of delegates while attending the annual conference as defined in Chapter 7.50 IIMC, Safety.
- [October 27, 2006; October 1994. Policy B-9].

Chapter 2.35

COMMITTEES – CREATION AND APPOINTMENT

Sections:

- 2.35.010 Purpose.
- 2.35.020 Scope.
- 2.35.030 Standing committees.
- 2.35.040 Appointment process (except Executive Committee and Budget and Planning).
- 2.35.050 Establishing Goals and Objectives and Referrals
- 2.35.060 Board and Staff Responsibilities
- 2.35.070 Executive Committee
- 2.35.080 Budget and Planning
- 2.35.090 Conference
- 2.35.100 Education and Professional Development
- 2.35.110 Election
- 2.35.120 Ethical Standards – Ad Hoc
- 2.35.130 International Relations
- 2.35.140 Membership/Mentoring
- 2.35.150 Policy Review
- 2.35.160 Public Relations and Marketing
- 2.35.170 Records Management
- 2.35.180 Research and Resource
- 2.35.190 Committee goals and objectives
- 2.35.200 Meetings
- 2.35.210 Finances
- 2.35.220 Ad-hoc committees and task forces

2.35.010

Purpose

To establish a policy for the creation of committees and the appointment thereto. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.020

Scope

Board of directors. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.030

Standing Committees

- A. IIMC shall maintain the following standing committees:
 - 1. Executive Committee
 - 2. Budget and Planning
 - 3. Conference
 - 4. Education and Professional Development
 - 5. Election

6. International Relations
7. Membership/Mentoring
8. Policy Review.
9. Public Relations and Marketing
10. Records Management
11. Research and Resource

B. Reformatting of standing committees shall be based upon the recommendation of the President and require a vote of the Board of Directors.

C. Each committee shall have a chair, vice-chair and an appropriate number of members as needed to accomplish its goals and objectives. (See IIMC 2.35.060, Budget and Planning for the exception.)

D. There shall be one or more members of the Board of Directors appointed to each committee who shall:

1. Be voting members of the committee and act as liaison between the committee and the Board.
2. Monitor the activities of the committee and, if required, advise the chair of any concerns.
3. Keep the President, Executive Committee and Board of Directors apprised of the committee's activities and progress and recommend action if necessary.

E. There shall be at least one staff member appointed to each committee to serve as staff liaison who shall:

1. Be a nonvoting member of the committee and provide administrative support to the committee.
2. Provide technical expertise where appropriate and requested.
3. Keep the Executive Director informed of the committee's activities and recommend action if necessary. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.040

Appointment process (Except the Executive Committee)

A. Unless otherwise specified, the President-Elect and Vice-President will make appointments to committees, prior to the end of their term for the following year.

B. The President Elect selects the committee chairs, and the vice-president selects the committee vice-chairs. Unless due to extenuating circumstances, the vice-chair shall move to the position of chair the following year.

C. Unless otherwise specified, appointments to committees shall be for a period of one year commencing on the first day of the annual conference. (See IIMC 2.35.090, Election committee, for the exception.)

D. A committee member whose term is expiring may be reappointed to the same committee at the discretion of the President Elect and Vice-President.

E. Committee Chairs and Vice Chairs cannot serve consecutive terms in the same position on the same committee.

F. At least six months prior to the annual conference, the Executive Director, or his/her designee, shall place an advertisement in the News Digest and E-Briefing soliciting volunteers to serve on committees.

G. Members interested in serving on a committee shall submit their name, address, phone and fax numbers, e-mail address and their committee(s) of choice to headquarters in advance of the closing date.

H. All applicants who are not appointed to a committee shall be placed on a reserve list and shall be considered for appointment should a vacancy occur during the year.

I. The President may, at his/her discretion, remove a committee member, chair or vice-chair.

J. The President-Elect shall appoint all Board liaisons to standing committees.

K. The President shall appoint all Board liaisons to ad hoc committees.

L. The Executive Director shall appoint all staff liaisons. [May 18, 2013; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.050 – Establishing Goals and Objectives and Referrals

The President Elect in conjunction with the Vice President and Executive Director establishes the committees' goals and objectives for the term that will begin in May during the Annual Conference and concluding one year later at the Annual Conference. The President Elect assigns Board liaisons for the committees and the Executive Director assigns the staff liaisons. During the Committee's term, referrals outside of the Committee's scope and original goals must be formally documented by letter or email and presented to the President prior to submitting to the Committee. With the Board's approval, the President will assign to a Committee all referrals, additional goals, policy issues and new proposals in the context of the Committee's scope.

A referral may be made to more than one committee at the discretion of the President and Board. If so, each committee shall be notified of the multiple referrals and the reason, therefore. The Board and President may refer any proposal to the Policy Review Committee in addition to the subject matter committee.

2.35.060 – Board and Staff Responsibilities

Board Liaison

The Board Liaison's core responsibilities are to monitor, support, provide advice and direction, and to relay relevant information and Board actions from the President and the Board, ensuring the Committee is on target with its assigned goals and objectives. The Board Liaison has voting rights and receives all materials that are sent to the other committee members. The Board Liaison will present the mid-year and annual reports of the Committee at the Board meetings.

Staff Liaison

This staff liaison is the primary staff contact for his/her assigned committee and works with the Chair, Vice Chair and Board Liaison to ensure that the Committee's activities and work are aligned with IIMC's goals and objectives. Staff also serves as a content and process expert, recommending effective procedures based on IIMC's policies, research and experience. Staff liaisons coordinate with other departments regarding programs and services that may affect respective Committees and identify potential opportunities within the Committee's established goals.

2.35.070**Executive Committee**

The composition and duties of the Executive Committee are set out in Article V of the Constitution. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.080**Budget and Planning**

The Budget and Planning Committee shall serve as the financial advisory committee to the Board of Directors. The Committee shall, along with the Executive Director, present the annual budget to the Board, review quarterly reports, review the audited financial statements and report to the Board any areas of concern.

The Budget and Planning Committee shall be a standing committee consisting of nine members including: four executive board members, two current board members as Board Liaisons, and three members at large with an MMC designation and a financial background.

- IIMC President,
- IIMC President Elect
- IIMC Vice President
- IIMC Immediate Past President
- Two Board Liaisons (By application and selected by IIMC President)
- Chairman – member at-large
- Vice Chairman – member at-large
- Member – member at-large

The Executive Director shall attend all Committee meetings and participate as a nonvoting member.

Committee Application Process, Selection and Term For Board Liaison

The Executive Director will announce the vacancy on the Committee to the current Board and will accept and retain applications on behalf of the President from Board members who qualify to serve as a member of the Budget and Planning Committee. The President will select and present the qualified applicants to the Board for the Board's approval.

Qualifications to serve on the Budget and Planning Committee include the Appointees serving as IIMC Board Members and having a financial background. The deadline for receiving applications for the vacancy will be from March 1 to June 1.

The Board Liaisons will serve for the current Budget year.

Term of Committee Chair

The Chair of the Budget and Planning Committee can only serve in that capacity for one year. Should there not be a qualified person to serve in any one year, the incoming Vice President must select from the list of candidates that have submitted their application by the March 1 deadline. If no one has applied, then the incoming Vice President may nominate someone who has served previously to serve again.

IIMC Member At-Large Application Process, Selection and Term For Board Liaison

The IIMC Board of Directors has approved a new composition regarding the Budget and Planning Committee. The new structure will now include three members at-large to serve on this Committee.

Requirements to serve on the Budget & Planning Committee include the following:

1. Applicant must have a budget/financial background.
2. Applicant must be an IIMC member for five or more years.
3. Applicant cannot have served on previous IIMC Budget & Planning Committees.

Term of Committee Chair

This Committee at-large member shall serve a three-year term, automatically progressing through the positions of the Budget & Planning Committee - Member, Vice Chair and Chair.

Selection Process

Once the deadline has passed, the Executive Director will review the applications and compile a list of potential candidates and present the list and recommendations to the IIMC Board to determine who will serve on the Committee.

(**May 22, 2024**; January 28, 2023. May 20, 2017; November 23, 2013; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.090

Conference

The Conference committee recommends conference education topics, speakers, sessions, and general speakers. It works with staff on the overall conference process and how to improve upon existing formats. [**May 18, 2009**; May 16, 2008; May 21, 2007; March 8,

2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.100

Education and Professional Development

To ensure excellence in professional education and development programs by serving as the sounding board for the education department, working in conjunction with IIMC staff in suggesting programs and outreach areas of education for Clerks; being the advocate in IIMC members' professional growth, monitoring the content and quality of all education and conference programs and continually visioning IIMC's overall educational philosophy from a global perspective. [**May 2016**; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.110

Election

The election committee shall conduct and supervise all necessary IIMC elections and make recommendations for updating the election policy manual.

The election committee must ensure that all proposed constitutional amendments are submitted for consideration to the IIMC membership in accordance with the procedures specified in Article XIII (B) of the IIMC Constitution and shall advise the Executive Director and the President of the results. The election committee ensures all proposed constitutional amendments are presented to the membership for passage and ratification in accordance with the procedures specified in Article III(C) of IIMC's Constitution and advises the Executive Director and the President of the results. Terms of the election committee shall commence at the end of the annual conference. [**May 18, 2009**; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.120

Ethical Standards – Ad Hoc

The composition and duties of the Ad Hoc Ethical Standards committee are set out in Article XII of the Constitution. [**May 12, 2011**; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.130

International Relations

The international relations committee promotes IIMC as a partner with national and provincial associations in providing local government professionals with premier educational opportunities, and as the international organization of choice for certification of local government professionals. This committee also works to facilitate and promote interaction and networking between IIMC members in various parts of the world. [**May 18, 2009**; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.140

Membership/Mentoring

The Membership and Mentoring Committee shall work with the Public Relations and Marketing Committee, the International Relations Committee and staff to increase the number of IIMC members in all regions. The Committee shall build relationships between experienced local government professionals and those new to their careers, utilizing especially the valuable knowledge resource that is our retired membership. [March 21, 2017; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.150

Policy Review

To monitor and provide policy guidance to ensure purpose, consistency, accuracy and fair application. To review policies, positions and perspectives regularly and recommend appropriate revisions to the IIMC Board of Directors. Provide policy articles of interest for inclusion in the News Digest. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.160

Public Relations and Marketing

The public relations and marketing committee shall work closely with the membership committee and the international relations committee to market, publicize and promote IIMC with the dual aims of attracting new members and raising the professional status and image of local government professionals. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.170

Records Management

The records management committee shall study and make recommendations to the board of directors on matters pertaining to records management and shall develop informational materials that will assist IIMC's members with their records management responsibilities. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.180

Research and Resource

The research and resource committee shall work in concert with the IIMC Executive Director to gather information and data on an as-needed basis and provide said information to the IIMC board of directors and/or committees to assist in the decision-making process. This committee shall also respond to requests for information from IIMC members and suggest new methods for improving the availability and delivery of current and accurate information. [November 23, 2013; May 18, 2009; May 16, 2008; May 21, 2007; March 8,

2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.190

Committee goals and objectives

A. Unless proscribed by the Constitution, committee goals and objectives shall be established each year by the president elect in consultation with the vice-president, executive director, director of education, committee chairs, board liaisons and staff as appropriate.

B. Each committee shall provide a written report, twice annually, to the board of directors on their progress.

C. Each committee chair, in consultation with the vice-chair and board liaison(s), shall submit a written report to the president elect on the satisfactory or unsatisfactory participation of each member of their assigned committee by January 31st of each year. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.200

Meetings

A. If deemed necessary, time shall be scheduled during the conference for committees to meet.

B. Committee members are expected to absorb the cost of telephone calls, faxes, and correspondence.

C. A committee may, at its own expense, meet during the year; however, it cannot commit IIMC to any action or expense without authorization from the board of directors.

D. Committees are encouraged to make use of teleconferencing and e-mail to facilitate communication between their members as well as between committees if necessary. The executive director shall approve in advance all teleconferences IIMC is expected to finance.

E. Any committee member wishing to address the Board at the mid-year or annual meeting shall advise the Executive Director and Executive Committee of their intent to attend at least 10 business days prior to the meeting date. All travel expenses are to be borne by the member.

[**November 16, 2019**; May 17, 2014; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.210

Finances

A. If a committee deems it necessary to request financial assistance to conduct its affairs, it must submit a written budget request on the approved form to headquarters no later than two weeks prior to the scheduled budget and planning committee meeting.

B. No expenses should be incurred until such time as the committee chair has been advised that their funding request has been approved. [May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

2.35.220

Ad-Hoc committees and Task Forces

A. The president may, at his/her discretion, create an ad-hoc committee or task force to carry out special projects or tasks as may be determined and ratified by the board.

B. Term lengths do not apply to ad-hoc committees and task forces and typically the chair, vice-chair and members shall remain on the committee or task force for the duration of the project.

C. All ad-hoc committees and task forces shall otherwise be governed by the policy for standing committees with respect to meetings and finances.

D. Appointments to ad-hoc committees and task forces, including board liaisons, shall be made by the president and ratified by the board of directors.

E. All ad-hoc committees and task forces shall make bi-annual written reports to the board of directors regarding progress and/or final recommendations. [**May 17, 2014**; May 18, 2009; May 16, 2008; May 21, 2007; March 8, 2007; October 27, 2006; November 12, 2005; December 4, 2004; May 22, 2004; December 6, 2002; September 2002. Policy B-1].

Chapter 2.40
ETHICAL STANDARDS AD HOC COMMITTEE
OATH OF OFFICE/CONFIDENTIALITY

Sections:

- 2.40.010 Purpose.
- 2.40.020 Scope.
- 2.40.030 Agreement form.

2.40.010

Purpose

Policy on oath of office and confidentiality agreement for those serving on the Ethical Standards Ad Hoc Committee. [November 7, 2009; October 27, 2006. Policy B-15].

2.40.020

Scope

Ethical Standards Ad Hoc Committee members. [November 7, 2009; October 27, 2006. Policy B-15].

2.40.030

Agreement form

ETHICAL STANDARDS AD HOC COMMITTEE

OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Ethical Standards Committee members must always respect the confidentiality of any member's name and/or circumstances that might identify members. Similarly, all matters dealt with by the Ethical Standards Committee during Executive Sessions and matters related to personnel must be held in strictest confidence. Confidentiality means Ethical Standards Committee members may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a member has left the Ethical Standards Committee. Ethical Standards Committee members shall agree to an Oath of Office and Confidentiality Agreement upon joining the Ethical Standards Committee.

I, _____, a member of the Ethical Standards Committee of the International Institute of Municipal Clerks (IIMC), declare that, in carrying out my duties as an Ethical Standards Committee member, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of IIMC.
2. Exercise these responsibilities, always, with due diligence, care and skill in a reasonable and prudent manner.

IIMC POLICY MANUAL

3. Respect and support IIMC's Constitution, policies, Code of Ethics, and decisions of the Ethical Standards Committee and IIMC Board of Directors.
4. Keep confidential all information that I learn about members, personnel, and any other matters specifically determined by the IIMC Board of Directors to be matters of confidence including matters dealt with during Executive Sessions of the Ethical Standards Committee.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Ethical Standards Committee and subordinate my personal interests to the best interests of IIMC.
6. Immediately declare to the Ethical Standards Committee any potential conflict of interest.
7. Immediately resign my position as a member of the Ethical Standards Committee if I, or my colleagues on the Ethical Standards Committee, have concluded that I have breached my "Oath of Office and Confidentiality Agreement."

My signature indicates that I have read, understood, and agreed to abide by the terms and conditions of this agreement.

Signature: _____

Date: _____

[November 7, 2009; October 27, 2006. Policy B-15]

Chapter 2.45

EXPENSES – CONFERENCE

Sections:

- 2.45.010 Purpose
- 2.45.020 Scope
- 2.45.030 Policy

2.45.010

Purpose

Policy to pay expenses for Board members attending the annual conference. [October 27, 2006; May 22, 2004; November 22, 2003; October 4, 2003; May 2002; February 2002. Policy B-3].

2.45.020

Scope

Executive Committee and Board of Directors. [October 27, 2006; May 22, 2004; November 22, 2003; October 4, 2003; May 2002; February 2002. Policy B-3].

2.45.030

Policy

A. IIMC shall pay for all reasonable expenses for the President and their spouse (significant other), or one family member, to attend the annual conference. This shall include:

1. Conference registration;
2. Economy air or ground transportation to and from the conference site;
3. Shuttle or taxi service to and from airports;
4. Accommodations at the conference hotel for the duration of the conference;
5. All meals up to the daily limit as prescribed;
6. All gratuities as outlined in Chapter 2.50;
7. All reasonable telephone charges.

B. IIMC will provide a complimentary room for the President, President Elect, Vice-President and the Immediate Past President at IIMC's annual conference. The President Elect, Vice-President and Immediate Past President are responsible for all other expenses incurred.

C. All other Board members are responsible for their own expenses except when requested to arrive earlier or stay later than the normal conference period. 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.

D. Prior to the annual conference, the Executive Director establishes a daily maximum for meal expenses. In establishing the maximum, the Executive Director takes into consideration the conference location and prevailing costs. All reimbursement requests for meals must adhere to the maximums. If a meal is provided by IIMC, the Board members are expected to attend, and no reimbursement will be allowed.

IIMC POLICY MANUAL

E. Board members requesting reimbursement of expenses must file an expense report on the approved form to headquarters within 30 business days after the end of the conference. All expenses must include legible receipts.

F. All miles and points earned by officers and directors, their families and/or travel partners, on travel and hotel paid for by IIMC are to be transferred to IIMC for future IIMC-related business travel needs to the extent possible. [**November 16, 2019**; November 23, 2013; October 27, 2006; May 22, 2004; November 22, 2003; October 4, 2003; May 2002; February 2002. Policy B-3].

Chapter 2.50

EXPENSES – BOARD TRAVEL

Sections:

- 2.50.010 Purpose
- 2.50.020 Scope
- 2.50.030 General provisions
- 2.50.040 Presidential companion travel
- 2.50.050 Transportation
- 2.50.060 Hotel
- 2.50.070 Meals
- 2.50.080 Taxi fare
- 2.50.090 Meals for companions
- 2.50.100 Gratuities
- 2.50.110 Region XI director travel policy

2.50.010

Purpose

To establish a policy for the reimbursement of travel expenses to members of the Board of Directors while on IIMC-related business. [January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.020

Scope

Board of Directors. [January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.030

General provisions

IIMC shall reimburse travel-related expenses to members of the Board of Directors for the following events:

- A. Mid-year board meeting (accommodations, flights and meal allowance).
- B. Travel undertaken by the President or at the direct request of the President.

Expense reimbursement for preapproved travel and meals must be requested on forms provided by headquarters and should be accompanied by receipts. Requests for reimbursement must be made within 30 days following the last day of the IIMC-approved travel. If a reimbursement request is not received within the prescribed 30 days, the invoice shall not be paid, unless approved by the Board of Directors. There may be extenuating circumstances when a Board member, through no fault of their own, must leave a mid-year Board meeting or other preapproved travel as it relates to Section B above. IIMC will reimburse changes in travel plans for personal unforeseen emergencies, specifically death or illness of an immediate family member, or for unforeseen community disasters requiring the immediate presence of the Board member. The President or the Executive Director, as soon as is practicable, shall be notified of the emergency.

Subject to Chapter 2.45 IIMC Board Conference Expenses, all Board of Directors are expected to cover their own traveling expenses to attend the annual conference. [**November 23, 2013**; January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.040

Presidential companion travel

Travel expenses for one companion to accompany the President or designee for international association meeting visits shall not exceed \$3,500 per year. [**January 2010**; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.050

Transportation

IIMC shall reimburse for mileage and/or air coach (economy – no upgrades) travel and taxi or shuttle service to and from the home airport and/or the travel destination airport based upon the most economical means of transportation available to the traveler. Mileage shall be reimbursed at the current rate approved by the U.S. Internal Revenue Service. IIMC shall reimburse the traveler for tolls and parking expenses incurred during approved travel. [**November 23, 2013**; January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.060

Hotel

Headquarters staff shall make hotel reservations and arrange for payment of room charges for mid-year IIMC Board meetings and any committee meetings that have been preapproved for IIMC expense reimbursement. The individual traveler shall be responsible for paying all other charges made to the hotel room. [January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.070

Meals

Prior to commencement of travel, the Executive Director establishes an allowance for reimbursable meals. The traveler shall be reimbursed for the actual cost of each meal up to the maximum allowance established for that meal. No reimbursement will be made if designated an official IIMC meal function. [**November 23, 2013**; January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.080

Taxi fare

Except for taxi service to and from the traveler's home airport and/or the destination airport, IIMC will not reimburse travelers for the cost of taxi fare. Exceptions may be made at the discretion of the President or Executive Director, if the hotel, meeting place or restaurant is outside normal, safe walking distance. [January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.090

Meals for Companions

IIMC will not reimburse members for meals of a companion accompanying the Board or committee member. Exceptions may be made at the discretion of the President or Executive Director. [**November 23, 2013**; January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.100

Gratuities

IIMC will reimburse the following gratuities:

A. Meals. A maximum 20 percent gratuity shall be reimbursed over the meal allowance unless the restaurant has applied a pre-calculated service charge.

B. Taxi/Shuttles. Gratuities for taxi or shuttle service will be reimbursed to a maximum of 10 percent of the fare or \$2.00, whichever is greater.

C. Airport/Hotel Baggage Handling. Gratuities for baggage handling by hotel personnel will be reimbursed to a maximum of \$1.00 per bag. Use of airport skycaps is allowed; however, baggage handling fees and gratuities will not be reimbursed.

D. Baggage Fees. IIMC will reimburse airline baggage fees for up to two bags total.

E. Valet or Self-Parking. Self-parking or valet parking will be reimbursed, whichever is less.

F. Housekeeping. Gratuities for housekeeping are included in the per diem (staff only) advance and limited to \$2.00 per night. [**November 23, 2013**; January 2010; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

2.50.110

Region XI Director Travel Policy

If IIMC has ample Corporate Credit Card travel points to obtain Region XI Director airline tickets to the annual conference board meeting, then IIMC shall obtain the airline tickets for Region XI directors whose municipality and/or national association cannot assist with the cost of the airline tickets. If IIMC does not have ample Credit Card points to obtain the tickets, then Region XI directors needing financial assistance shall be reimbursed, with submittal of appropriate receipts, as follows:

IIMC shall average the cost of airline tickets for North American region directors and reimburse Region XI directors for the cost above the average cost, up to a maximum of \$1,500 each.

The reimbursement is subject to availability of funds in the annual budget and approval of the budget and planning committee. Also, if the annual conference is held in Region XI, then this policy will not apply. [**January 2010**; November 8, 2008; October 27, 2006; November 2001; October 2001. Policy B-4].

Chapter 2.55

GIFTS

Sections:

2.55.010 Purpose.

2.55.020 Scope.

2.55.030 Policy.

2.55.010

Purpose.

To establish a policy for gifts to other associations and dignitaries. [May 2009; December 6, 2002. Policy B-5].

2.55.020

Scope.

Board of directors and staff. [May 2009; December 6, 2002. Policy B-5].

2.55.030

Policy.

It shall be the policy of the International Institute of Municipal Clerks to present gifts and exchange tokens with other associations and dignitaries under the following conditions:

A. The president (or alternate), when attending a conference hosted or organized by an association, shall present an appropriate IIMC gift on behalf of IIMC to the current president, the president elect (if known) and the executive director (or equivalent) if applicable.

B. IIMC's president shall present an appropriate IIMC gift to the president or representative of the invited association to the IIMC annual conference at a reception/dinner specifically held for that purpose.

C. Anyone presenting a gift on behalf of IIMC shall prepare a log report and submit it to headquarters. The report shall specify the date of the event, to whom the gift was presented, their title and the type of gift presented. A master gift log shall be maintained at headquarters for all gifts presented.

D. IIMC gifts will not be given for unofficial private invitations or receptions of an unofficial nature.

E. IIMC's gifts should bear the IIMC logo, be of high quality, easily portable and of a nature that they can be displayed in a public office.

F. When IIMC is exhibiting at selected conferences and forums, other small tokens such as IIMC pens or key chains can be given or distributed to selected delegates unacquainted with IIMC for public relations purposes. Tokens may also be given to those who have rendered unexpected exceptional services during official capacities. [May 2009; December 6, 2002. Policy B-5].

Chapter 2.60

VISITS – PRESIDENTIAL

Sections:

2.60.010 Purpose.

2.60.020 Scope.

2.60.030 Policy.

2.60.010

Purpose

Policy to govern the visitation by the President or others to state/provincial or national association meetings. [October 27, 2006; December 6, 2002. Policy B-11].

2.60.020

Scope

President and Board of Directors. [October 27, 2006; December 6, 2002. Policy B-11].

2.60.030

Policy

A. All invitations for the president to attend state/provincial/regional and national events or meetings shall be sent to the president and to IIMC headquarters.

B. The president, in consultation with the executive director, shall determine if the invitation can be accepted and if the president can attend.

C. If the president cannot attend, the president and executive director shall determine who should attend on the president's behalf. When economically feasible, the order of selection is as follows: president, president elect, vice-president, immediate past president, executive director, region director.

D. Every effort shall be made to coordinate the president's travel and staff travel to maximize the number of locations visited.

E. Travel expenses shall be paid in accordance with the IIMC approved travel expense policies.

F. Before accepting an invitation to attend a conference, the president or staff shall contact the host and request the following:

1. Complimentary registration as a delegate and/or exhibitor;
2. Complimentary conference meal events;
3. Hotel accommodations for the duration of the event;
4. Transportation to and from the airport;
5. The opportunity to address the entire delegation.

G. Notwithstanding subsection (F) of this section, the president and executive director have the discretion to decide whether the president or designee shall attend the meeting. [October 27, 2006; December 6, 2002. Policy B-11].

H. International travel by the President will be pre-approved by the Board of Directors (May 7, 2011).

I. Presidential Travel funds, including airline points, in the Executive Committee budget are to be divided equally between the current President and Executive Committee and Incoming President and Executive Committee. (**November 2010** – October 27, 2006; December 6, 2002. Policy B-11)

Chapter 2.65

PAST PRESIDENTS

Sections:

- 2.65.010 Purpose
- 2.65.020 Scope
- 2.65.030 Policy

2.65.010

Purpose

Policy to recognize the contribution of past presidents of IIMC. [May 2009; December 6, 2002. Policy B-7].

2.65.020

Scope

Past presidents. [May 2009; December 6, 2002. Policy B-7].

2.65.030

Policy

The International Institute of Municipal Clerks considers Past Presidents as a valuable resource and as such extends to them the following benefits and recognition:

A. Past presidents are encouraged to attend all Board of Directors meetings at their own expense to observe the proceedings. Past Presidents are not considered Board members and have no voting rights.

B. Any Past President may request an advance copy of a Board agenda and material by contacting the Executive Director. The Executive Director will ensure that a limited number of extra copies of the agenda package are available at the Board meeting.

C. Prior to the annual conference, the Executive Director will send a letter to all Past Presidents advising them of meeting locations, dates and times, special events, private receptions and any logistical information such as transportation and scheduling.

D. Past Presidents who attend the annual conference are invited and encouraged to attend the following:

1. The Board strategic planning session.
2. All IIMC Board meetings.
3. All Foundation board meetings.
4. All committee meetings.
5. The Golden Gavel Event.
6. The pre-banquet private reception.

E. IIMC shall reserve adequate VIP tables at the annual banquet for Past Presidents and their guests if applicable.

F. A retiring Past President shall be presented with a suitable retirement gift from IIMC. The President shall determine the best method of presenting the gift. [May 2009; December 6, 2002. Policy B-7].

Chapter 2.70 MEMORIALS

Sections:

- 2.70.010 Purpose
- 2.70.020 Scope
- 2.70.030 Policy

2.70.010

Purpose

To establish a policy for memorials. [November 8, 2008; October 27, 2006; November 2001. Policy A-2].

2.70.020

Scope

Board of directors and staff. [November 8, 2008; October 27, 2006; November 2001. Policy A-2].

2.70.030

Policy

It shall be the policy of the International Institute of Municipal Clerks to recognize in memorial the passing of certain individuals. The Institute shall formally recognize the passing of the following individuals:

- A. A former member of the IIMC board.
- B. A former member of the Foundation board.
- C. A current member of the IIMC board.
- D. A current member of the Foundation board.
- E. The following family members of a current member of the board:
 - 1. Spouse/companion.
 - 2. Father and mother.
 - 3. Brother and sister.
 - 4. Son and daughter.
 - 5. Grandchild.
- F. A current institute director.
- G. A retired employee of IIMC.
- H. A current employee of IIMC.
- I. The following family members of a current employee of the institute:
 - 1. Spouse/companion.
 - 2. Father and mother.
 - 3. Brother and sister.
 - 4. Son and daughter.
 - 5. Grandchild.

The sum of \$50.00 will be allocated toward all donations and that this amount be reviewed every three years to determine its adequacy. An appropriate card of sympathy will be sent to the family on behalf of the president, members of the board and staff.

The Executive Committee may, in its discretion, authorize exceptions to this policy. [November 8, 2008; October 27, 2006; November 2001. Policy A-2].

Chapter 2.75

BOARD OF DIRECTORS MID-YEAR MEETINGS

Sections:

2.75.010 Purpose.

2.75.020 Scope.

2.75.030 Policy.

2.75.010 Purpose

Policy for the Board of Directors Mid-Year Meeting selection of site and a three-year rotation to hold meeting near IIMC Headquarters. **(November 7, 2009)**

2.75.020 Scope

Board of Directors. [November 7, 2009)

2.75.030 Policy

1. IIMC shall submit informal proposals and receive quotes for the purpose of hosting the Mid-Year Board meeting.
2. The President, in conjunction with the Executive Director, shall select the lowest and best informal quote for hosting the Mid-Year Board meeting.
3. That the mid-year board meeting be held near headquarters once every three years.

Chapter 2.80
FIRST TIMERS SESSION AT ANNUAL CONFERENCE

Sections:

2. 80.010 Purpose.

2. 80.020 Scope.

2. 80.030 Policy.

2. 80.010

Purpose

To establish a policy designating the IIMC Past President as the Chair of the First Timers Session held at the Annual Conference

2. 80.020

Scope

Past Presidents, Board of Directors, First Time Delegates

2.80.030

Policy

IIMC considers the session held for first time delegates at each annual conference as a valuable opportunity for new members to receive up to date orientation information on the Organization.

The session is prioritized by the IIMC Board as an essential networking tool to familiarize new members on IIMC operations.

IIMC values the contribution and knowledge of its Past Presidents.

IIMC Past President or if the current past president is unavailable to attend a conference, then the most recent Past President who is in attendance shall Chair the First Timers session at the Annual Conference.

(November 2011)

Chapter 2.85

EXECUTIVE COMMITTEE TRAVEL

Sections:

2.85.010	Purpose
2.85.020	Background and Objective
2.85.030	General Provision
2.85.040	Criteria for Selection – EC Travel Requests
2.85.050	Residual for Unanticipated Opportunities

2.85.010

Purpose

To establish a policy with formal criteria to be used to analyze/decide which travel invitations the members of the IIMC Executive Committee will accept and which will be declined. The list of criteria (outlined in Section 2.85.040) although comprehensive is not intended to be a complete list and, periodically, additional criteria will be established **(March 5, 2012)**

2.85.020

Background and Objective

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

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

2.85.030

General Provision

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

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

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

2.85.040

Criteria for Selection – EC Travel Requests

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

Invitations should be reviewed based on:

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

The Executive Director will apprise the Board of Directors of the locations of upcoming Executive Committee travel. Travel outside North America shall be placed on a Board agenda for confirmation.

2.85.050

Residual for Unanticipated Opportunities

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

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

Chapter 2.90 PARLIAMENTARIAN

Sections:

2.90.010	Purpose
2.90.020	Scope
2.90.030	Parliamentarian
2.90.040	Appointment Process, Term and Payment
2.90.050	Scope of Work
2.90.060	Reporting to Board of Directors
2.90.070	Requirements

2.90.010

Purpose

To establish purpose, appointment process, terms, and scope of work of static IIMC Parliamentarian. **(November 23, 2013)**

2.90.020

Scope

Board of Directors and staff.

2.90.030

Parliamentarian

An individual experienced in Parliamentary procedures to review minute preparation, provide procedural advice and participate in the IIMC Board of Directors' board meetings, and annual business meetings (at annual conference).

2.90.040

Appointment Process, Term and Payment

The Parliamentarian shall serve a three-year term with the ability of continuing in the position with a renewed contract. IIMC will provide an annual stipend for services plus payment of expenses for travel, accommodations and meals to attend the mid-year and annual board meetings.

Recruitment and Appointment. For vacancies, the Executive Director will issue a Request for Proposals inviting any potential IIMC member to apply for the position. The President selects three current Board members to review all applicants' resumes with the Executive Director's recommendation. The Board shall confirm or deny the appointment at the next Board meeting.

2.90.050

Scope of Work

The Parliamentarian will engage in the following work as requested by the Organization:

- Advising as a consultant to Officers, Board and Executive Director,
- Explaining proper business procedures during meetings,
- Serving before, during, and after a conference,
- Vetting and preparing policies and amendments to the Constitution,
- Assisting in preparation of agendas, resolutions, and minutes,
- Helping with elections, and
- Presenting lessons, workshops, and seminars at IIMC Annual Conferences,

2.90.060

Reporting to Board of Directors

The Executive Director will update the Board annually on the efficiency, cost justification and results of this position.

2.90.070

Requirements

An individual with a minimum of five years' experience in Parliamentary procedures. Preference will be given to those individuals who have had extensive training and are either certified by the National Association of Parliamentarians (NAP) as Professional Registered Parliamentarians (PRPs®) or Registered Parliamentarians (RPs®) or equivalent designation in another country; IIMC members and/or past IIMC Board members.

Chapter 2.95

PRESIDENT PARTICIPATION AT BOARD MEETINGS

Sections:

- 2.95.010 Purpose
- 2.95.020 Scope
- 2.95.030 Policy

2.95.010

Purpose

Policy to authorize the President's participation in debate and vote at Board meetings (**November 22, 2014**)

2.95.020

Scope

President

2.95.030

Policy

The President shall have the right to debate and vote at all Board meetings.

Chapter 2.100

INTERNATIONAL RELATIONS CONSULTANT

Sections:

2.100.010	Purpose
2.100.020	Scope
2.100.030	Policy

2.100.010 Purpose

To establish purpose, appointment process, terms and scope of work of the IIMC International Relations Consultant (**November 22, 2014**).

2.100.020 Scope

Executive Director.

2.100.030 Policy

International Relations Consultant:

An individual familiar with both IIMC and Region XI with experience in association management. He/She is employed to lead certain tasks and to work with directors, the Region XI Management Board, the International Relations Committee, and IIMC staff to advance the interests of the organization and its members.

Appointment Process, Term and Payment:

The International Relations Consultant shall serve a three-year term with the ability of continuing in the position with a renewed contract. IIMC will provide an annual stipend for services and pay certain expenses for travel related to his or her specific duties.

Recruitment and Appointment. For vacancies, the Executive Director will issue a Request for Proposals inviting any IIMC member to apply for the position. The President selects three current Board members to review all applicants' resumes with the Executive Director's recommendation. The Board of Directors shall confirm or deny the appointment.

Scope of Work:

The International Relations Consultant will engage in the following work as requested by the Organization:

- Significantly grow and retain membership of IIMC Region XI
- Generate regular communication between IIMC, Region XI Directors and Region XI members
- Organize meetings and events in Region XI
- Provide a regular region XI E-newsletter and provide information to update the Region XI pages of the IIMC website
- Increase participation of Region XI members in the IIMC Annual Conference
- Undertake any other appropriate activities as required.

Chapter 2.200

ITEMS OF BUSINESS INTRODUCED AT ANNUAL BUSINESS MEETING

Sections:

2.200.010 Purpose

2.200.020 Scope

2.200.030 Policy

2.200.010

Purpose

To establish a policy regarding the handling of an item of business introduced by a member at the Annual Business Meeting.

2.200.020

Scope

All Delegates attending the Annual Business Meeting.

2.200.030

Policy

An item of business, not on the published agenda of the Annual Business Meeting, may be introduced by a member during the meeting under New Business. If a new item of business can be handled by providing specific information or recitation of existing policy, it may be answered at the Annual Business Meeting.

If the item of business deals with changing policies or procedures, the matter will be referred automatically to the Board of Directors for consideration/investigation and report. The Board of Directors will report to the membership within 120 days the results of any consideration/investigation by one of the following means:

- 1) Report in the *News Digest*.
- 2) Email to the membership.
- 3) Report at the next Annual Business Meeting.
- 4) A combination of the above.

(May 16, 2015)

Chapter 2.300

Study Abroad Program

Sections:

2.300.010 Purpose.

2.300.020 Scope.

2.300.030 Duties and Responsibilities.

2.300.010

Purpose

To establish a policy to hold Study Abroad Programs. [November 2015].

2.300.020

Scope

Board of Directors, IIMC members and International Relations Committee. [November 2015].

2.300.030

Policy

IIMC shall maintain a detailed Request For Proposal (RFP) regarding an IIMC Study Abroad program. The proposal will contain the following Board criteria: how a destination is chosen and by whom, eligibility, education program, allocation of funds, program coordinator and administration of the program.

Destination

IIMC Headquarters will seek prospective Study Abroad Program destinations via a Request for Proposal process. Study abroad programs can be held domestically or internationally. IIMC vets the Proposals prior to disseminating them to the International Relations Committee (IRC). The IRC reviews the proposals or letters of interest and works with IIMC's Executive Director to determine the best option for the Program. The IRC will then submit a detailed program report and its recommendations to the Board of Directors. IIMC's Board will choose the destination based on costs, the education program and interests that will make participation attractive. Ideally, IIMC needs to market these programs 18 to 24 months ahead of the scheduled dates. In negotiating with a prospective destination, IIMC will do its best to acquire discounts, especially if IIMC Program participants are attending a country/state/provincial association conference.

Education Program

Study Abroad Programs need an education component to be eligible for possible IIMC Foundation funding and to receive CMC or MMC certification credit. IIMC's Director of Professional Development will work with the IR Committee to determine the education program.

Program Coordinator

The Executive Director will appoint a staff member – Membership Director or Office Manager/VIP Protocol Officer – to coordinate the Program with the tour operator. The Coordinator will travel and be on-site during the Program. If one of the staff members is not available, the Executive Director may fill-in as program coordinator or assigns another IIMC staff member to oversee these duties. IIMC will cover the cost of the coordinator's registration, airline tickets and meal allowance. These costs will be part of IIMC's annual budget and incorporated into each participant's fees. The Board approves all costs related to the Program.

Allocation of Funds

Working in concert, Staff and the Budget and Planning Committee will consider allocating funds to the Study Abroad Program each year as part of the annual budget process. Depending on whether funds are available, there may be years when the Program receives no funding.

If funding is available, it will be provided to each participant upon completion of the Program. Each participant will receive a portion of the allocated funds to help reduce expenses. These costs will be part of IIMC's annual budget and approved by the Board.

Administering the Program

IIMC will negotiate, review and sign contracts. IIMC will set the cost for the Program.
(November 7, 2015)

Chapter 2.400

INDEPENDENT CONSULTANTS/CONTRACTORS

Sections:

2.400.010 Purpose

2.400.020 Scope

2.400.030 Policy

2.400.010 Purpose

To establish purpose, appointment process, terms and scope of work for IIMC independent consultants/contractors (**May 20, 2017**).

2.400.020 Scope

Executive Director

2.400.030 Policy

Independent Consultants/Contractors:

For purposes of this policy, independent consultants/contractors are defined as individuals hired by IIMC to provide either on-going or one-time services in their respective fields. These individuals work with the Executive Director and IIMC staff to carry out specific IIMC responsibilities that are not assigned to IIMC staff. These responsibilities entail and are not limited to education, conference, finances, marketing and communications.

Appointment Process, Term and Payment:

The Executive Director will provide the Board with a report for the need to hire an individual consultant/contractor. The report will include the costs/stipends/travel associated for services and the overall responsibilities. Depending on the nature of the task, the term and continuation of work shall be at the discretion of the Executive Director.

Recruitment

With the Board's support, the Executive Director is responsible for recruiting and hiring independent consultants/contractors.

Scope of Work

Depending on the position and the area of expertise, specific objectives will be created by the Executive Director for each required area.

Chapter 2.500

EXECUTIVE DIRECTOR CONTRACT NEGOTIATIONS

Sections:

2.500.010 Purpose

2.500.020 Scope

2.500.030 Policy

2.500.010 Purpose

To establish a process regarding renewing the Executive Director's employment agreement. **(January 28, 2023.** May 15, 2020).

2.500.020 Scope

Executive Director/President/Budget Chair/Board of Directors

2.500.030 Policy

Executive Director Contract Negotiations

If the Executive Director and the IIMC Board of Directors wish to renew the Executive Director's employment agreement, a committee shall be formed consisting of the IIMC President, President Elect, Vice President and Past President, Budget Committee chair and a Region Director (third year) appointed by the President. The President shall solicit interest from the eligible Region Directors prior to appointment, which shall be done no later than June 1st.

The President shall request input from the IIMC Board members regarding the Agreement. The Committee shall discuss negotiations and conclude no later than August 1st. The recommendation, in a contract form, shall be presented to the IIMC Board for approval at the mid-year meeting.

Chapter 2.600
IIMC BOARD MEMBER TRANSITION – RETIREMENT

Sections:

2.600.010 Purpose

2.600.020 Scope

2.600.030 Policy

2.600.010 Purpose

To establish a process regarding an IIMC President, President Elect, Vice President or Board Member who is in transition or retirement. (**November 14, 2020**).

2.600.020 Scope -- Board of Directors

2.600.030 Policy -- IIMC Board Member Transition - Retirement

Transition during Term as IIMC President, President Elect or Vice President

If a member of the IIMC Executive Committee resigns from their position, the member may continue to serve out their term on the Board of Directors so long as they move to another position that entitles them to hold Full Membership or Additional Full Membership.

The IIMC Executive Committee Officer must do the following:

1. Immediately notify the remaining IIMC Executive Committee and IIMC Executive Director of the transition.
2. If notification is made by phone call or text, the member must follow up with a written notification.
3. A written letter by the new municipality or governing body must be provided to support the continuation of duties of the office. This letter should be sent to the remaining IIMC Executive Committee members and IIMC Executive Director within 30 days of starting the new position.

Transition during Term as IIMC Region Director

If a member of the IIMC Board of Directors resigns from their position, the member may continue to serve out their term on the Board of Directors so long as they move to another position that entitles them to hold Full Membership or Additional Full Membership, within the same Region. As outlined in Article VI, Section 3, no two Region Directors may be from the same legislative body.

The IIMC Region Director must do the following:

1. Immediately notify the IIMC President, IIMC Executive Director, and all the Municipal Clerk Associations within their region of the transition.
2. If notification is made by phone call or text, the member must follow up with a written notification.
3. A written letter by the new municipality or governing body must be provided to support the continuation of duties on the Board of Directors. This letter should be sent to the IIMC President and IIMC Executive Director within 30 days of starting the new position.

Retirement during Term as IIMC Board Member

If an IIMC Board Member retires, as defined in Article II, Section 2 (E), from their position, they no longer qualify to serve as a member of the Board and the position will be declared vacant, unless they move to another position that entitles them to hold Full Membership or Additional Full Membership. The retiree will immediately notify the IIMC President, IIMC Executive Director, and the remainder of the IIMC Board of Directors. For a Region Director, the vacancy will be filled pursuant to Article VI – Section 5. For a vacancy in the position of President, President Elect, Immediate Past President, or Vice President, the position will be filled pursuant to Article V – Section 7.

Chapter 2.700
ATTORNEY SERVICES - IIMC BOARD OF DIRECTORS
LETTER OF ENGAGEMENT

Sections:

2.700.010 Purpose

2.700.020 Scope

2.700.030 Policy

2.700.010 Purpose

To retain the services of an attorney as required and, on a case-by-case basis, to provide legal advice to the Board of Directors and the Budget Committee on matters including, but not limited to, human resource matters.

As part of this policy, IIMC has received a Letter of Engagement from Southern California Attorney Lynne Hook, which becomes effective when an IIMC approved representative signs the Letter of Engagement.

(January 28, 2023).

2.700.020 Scope -- Board of Directors

2.700.030 Policy -- IIMC Board of Directors -- The Letter of Engagement is filed at IIMC Headquarters.

Chapter 2.800
EXECUTIVE DIRECTOR – INTERIM

Sections:

2.800.010 Purpose

2.800.020 Scope

2.800.030 Policy

2.800.010 Purpose

In the event of a short-term absence by the current Executive Director, the Board of Directors may appoint one or both -- the Director of Professional Development or the Member Services Director – as Interim Executive Director to oversee the Organization's daily operation and administration until the current Executive Director returns.

Board Approved May 13, 2023

Chapter 2.900

STATEMENTS OF SUPPORT

Sections:

2.900.010 Purpose

2.900.020 Scope

2.900.030 Policy

2.900.010 Purpose

To establish a policy for the issuance of Statements of Support in response to local, national, or global events such as conflicts, wars, and natural disasters.

2.900.020 Scope

All IIMC members, Staff and Board of Directors

2.900.030 Policy

While IIMC acknowledges and commends its members for fulfilling their roles, duties, and responsibilities even in the face of extraordinary events or occurrences such as conflicts, war, or natural disasters, IIMC's mission is to promote continuing education and certification through university and college-based institutes and provide networking solutions, services, and benefits to its members worldwide [1.05.10]. IIMC's mission is not supported through the public acknowledgement of local, national, or global conflicts and events with statements of support. IIMC's resources should be used in support of the mission of the association.

1. IIMC will not issue statements of support during times of conflict, war, natural disasters, or other similar circumstances, unless specifically authorized by the Board.
2. The Board will not normally approve the issuance of statements of support except in very significant, exceptional, and limited circumstances, the determination of which is at the discretion of the majority of the Board.
3. Nothing in this policy prohibits IIMC Members, Staff, and Board Members from issuing statements of support in their own personal capacity. IIMC Members, Staff, and Board Members issuing statements of support on their own capacity will ensure that it does not appear that the statement has been issued by or on behalf of IIMC or is affiliated with and authorized by IIMC.

Board Approved May 2024

Chapter 3.000

IIMC BOARD OF DIRECTOR REMOVAL

Sections:

3.000.010 Purpose

3.000.020 Scope

3.000.030 Policy

3.000.010 Purpose

To establish a policy for the removal of a Board Member whether its voluntary or action by the current Board.

3.000.010 Scope

IIMC Board of Directors

3.000.030 Policy

In the ordinary course of business for any nonprofit, members of a Board of Directors will come and go. Sometimes a board member leaves voluntarily, and other times the organization takes action to remove a board member. Removing a board member generally falls under one of three general circumstances:

Voluntary removal or resignation

Many times, board members find themselves resigning for any number of personal reasons. This removal is the most straightforward of the three. The director who is stepping down needs to submit their resignation in writing, whether electronic or hard copy. After receiving the resignation, the remaining board members need to ensure the resignation is documented in the minutes at the next board meeting and the written resignation is maintained with the minutes.

Removal by Policy

Removing a board member by policy happens when your policy dictate that a board member needs to be removed. For example, if there is a limit to the number of terms a board member can serve or missing meetings (current policy), they would be removed by policy. If your bylaws dictate board member removal in such situations, technically, the member would be off the board just by violating the policy. However, the remaining board members should take time at the next meeting to officially remove the member in violation and ensure that action is recorded in the meeting minutes.

Removal from Office

The third circumstance for board member removal covers situations in which a Board member's conduct warrants action by the Organization. Examples include incidents that decrease trust, accusations of harassment and misconduct, misusing the Organization's funds, or not in compliance with the Organization's Code of Ethics, Conflict of Interest, collusion and making statements that are at odds with the Organization's mission and purpose.

Keep in mind that there is no “right to serve” on the Board of an entity with a membership base. While there are rights attached to employment/staff situations, there are no rights attached to a ***voluntary*** position. IIMC’s policy needs to ensure that a board member can be removed with or without cause by a majority vote of the directors is a best practice and allows IIMC to act quickly when needed.

Removal from Office

As Directors and Officers serve on a voluntary basis, they may be removed from office at any time, upon a 2/3 majority vote of all the Directors present.

May 17, 2025