

COLORADO MUNICIPAL CLERKS ASSOCIATION BYLAWS

Adopted by the Membership November, 2015

ARTICLE I – NAME AND PURPOSE

- 1.1** The association shall be known as the **COLORADO MUNICIPAL CLERKS ASSOCIATION**.
- 1.2** The purpose is to educate Municipal* Clerks by offering professional development opportunities; promote a better understanding of the functions and responsibilities of the Municipal Clerk’s office; assemble and disseminate information to improve the procedures and professionalism of Municipal Clerks; promote cooperation among Municipal Clerks through the exchange of ideas, information and experiences; sponsor, support or oppose legislation of importance to Municipal Clerks; and advance the Municipal Clerk profession by collaborating with affiliated organizations whenever appropriate or necessary.

*All references shall be interpreted to include Cities and Towns.

ARTICLE II – MEMBERSHIP

- 2.1** Only active member Clerks and Deputy Clerks may hold office. All members may participate on committees.
- 2.2** The Association shall have five (5) classes of members. The designation and eligibility qualifications of the members for each class shall be as follows:
- 2.2.1 Active Member:** Any person who is an active appointed, elected or acting Municipal Clerk or Deputy Clerk or counterpart with a different title shall be admitted to active membership in this Association by making application and by paying the dues required. Only members in this class are eligible to vote or make motions on matters brought before the Association. No more than two persons from any one municipality may vote on these matters whether by written ballot or voice vote.
- 2.2.3 Associate Member:** Any person who is a business representative (such as attorney, financial consultant, corporate representative, etc.) who seeks to assist in the purpose of the CMCA shall be admitted to associate membership in this Association by making application and by paying the dues required. An associate member shall enjoy all privileges of the Association except the right to vote, make motions and hold office.

2.2.4 Retired Member: Any person who was an active member of the Association and retired from their municipal clerk duties and functions with at least ten (10) years of service shall be admitted to retired membership in this Association by making application and by paying the dues required. A retired member shall be entitled to all privileges of the Association except the right to vote, make motions and hold office.

2.2.5 Honorary Member: Any person who has performed exceptional services for the Association and for/to the improvement of municipal clerks. Nomination for honorary membership shall be made in writing by an Active Member at least 30 days prior to the Association’s annual business meeting. The Executive Board shall consider all nominations at a board meeting immediately preceding the annual business meeting, and the name or names of those nominated and approved by the Board shall be presented to the membership assembled at the annual business meeting. After approval by a majority of the members present and voting, the individual or individuals shall be designated as honorary member(s) of the Colorado Municipal Clerks Association and a certificate shall be presented certifying the same. Honorary membership granted to individuals, other than retired members, shall confer no rights nor impose any obligation under these Bylaws. All Past-Presidents shall automatically become honorary members upon retirement.

2.3 TRANSFERABILITY OF MEMBERSHIP. Whenever an Active or Affiliate Member leaves the municipality that paid the Association dues, the membership shall remain with the municipality and transfer to the successor.

ARTICLE III – DUES

3.1 The following annual membership dues are applicable to two (2) representatives from

each municipality:

Municipal Population	Dues
1,000 or less	\$155.00
1,001 to 2,500	165.00
2,501 to 5,000	175.00
5,001 to 10,000	185.00
10,001 to 25,000	195.00
25,000 to 75,000	205.00
Over 75,000	215.00

Each Additional representative (over two)
per municipality; members from other governmental
agencies; former CMCA members (non-retired)

Affiliate Members	\$140.00
Associate Members	\$150.00
Retired Members	\$135.00
Honorary Members	<u>No annual dues assessed</u>

3.2 The dues shall be payable on January 1st of each year and are non-refundable. Any person who is in arrears by more than three months shall not be considered a member in good standing.

3.3 The scholarship fund will be reviewed annually by the Executive Board.

ARTICLE IV – MEETINGS OF MEMBERS

4.1 The Executive Board shall hold at least three (3) general business meetings for its members. These meetings shall be held as follows: 1) the Colorado Municipal League annual conference; 2) the Municipal Clerk’s Institute; and 3) the Fall Academy.

4.2 ANNUAL BUSINESS MEETING. The Executive Board shall hold an annual business meeting during the Winter Academy which shall be for purposes of electing officers, receiving annual reports of officers and committees; awards and any other business that may arise.

4.4 QUORUM. A majority of those registered at any meeting of the Association shall constitute a quorum for the transaction of business at such meeting.

ARTICLE V – OFFICERS

5.1 EXECUTIVE BOARD. The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and two (2) Directors. These Officers, together with the immediate Past President, shall constitute the Executive Board of the Association. The Executive Board shall prescribe and be responsible for supervision, control and general administration of the affairs of the Association and the accomplishment of its objectives.

5.2 TERM OF OFFICE. The term of office for all officers shall begin on the 1st day of January after the election and shall continue through December 31st of the same year. The President and Vice President shall serve for one (1) year or until their successors are elected or appointed. The Secretary, Treasurer and Directors shall serve for two (2) years or until their successors are elected or appointed.

5.3 SUCCESSION. Once elected, in the succeeding year, the Vice President shall advance to the office of President.

5.4 VACANCIES. In the event of a vacancy in the office of President, the Vice President shall assume the office of President. The Executive Board shall fill any vacancy in the office of Vice President, Secretary, treasurer, and Director within thirty (30) days of notification of vacancy. An officer filling an unexpired term for the office of Secretary, Treasurer or Director shall be eligible to be nominated and elected to a full term in that office.

5.5 ELIGIBILITY FOR OFFICE. All Executive Board members must be Active Members and must maintain active membership in the Colorado Municipal Clerks Association. A Clerk and Deputy Clerk employed by the same community may not hold office on the Executive Board at the same time. If an Officer no longer meets the membership requirements of the Association, that person shall be deemed to have vacated that office. The vacancy shall be filled as provided above.

5.6 REMOVAL. Any Officer elected or appointed by the Executive Board may be removed from office for neglect of duty, malfeasance in office or other just cause, or for three (3) unexcused absences from Executive Board meetings. Removal of said Officer shall occur at a special election to be held by mail ballot, sent to all Active Members of the Association and shall be removed by the affirmative vote of two-thirds (2/3) of its members. The vacancy shall be filled as provided above, unless an election will be held at least thirty (30) days before the date of the annual business meeting.

5.7 PRESIDENT. The President shall be the principal Executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. She/He shall preside at all meetings of the Executive Board. She/He may sign, with the Secretary or any other proper officer of the Association authorized by the Executive Board, any contracts, bonds or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these By-Laws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

5.8 VICE PRESIDENT. In the absence of the President or in the event that the Executive Board determines the inability of or refusal by the President to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President or other duties as may be prescribed by the Executive Board.

5.9 SECRETARY. The Secretary shall record minutes of the meetings, keep records of attendance at meetings, cause notification of special meetings and other information to be sent as may be deemed necessary.

5.10 TREASURER. The Treasurer shall provide an accurate account of the financial standing of the Association and shall invest the reserve monies in a secure manner. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Executive Board. The Treasurer shall also have the responsibility for reporting the required financial information to the membership and various governing and taxing authorities.

5.11 DIRECTORS. Directors shall assist the Executive Board in taking on a variety of tasks or special projects as directed by the President and shall record minutes of the Executive Board in the absence of the Secretary and if the Vice President is also absent. The two (2) offices of Director shall serve two (2) year staggered terms.

5.12 IMMEDIATE PAST PRESIDENT. The Immediate Past President shall be the Chair of the Nominating Committee, a member of the Annual Conference and the Conference Site Selection Committees, serve as Secretary to the Annual Conference Committee and shall Chair any special committees as assigned by the President.

ARTICLE VI – EXECUTIVE BOARD

6.1 GENERAL POWERS. The Executive Board is given express authority to establish and enforce the necessary and proper rules and regulations pertaining to the operation of said Association.

6.2 REGULAR MEETINGS. The Executive Board shall meet at least five (5) times a year at a time and place set by the Board. One of these meetings shall be for the purpose of planning the Association's goals for the upcoming year and transitioning outgoing and incoming Committee Chairs to assist with accomplishing these goals.

6.3 SPECIAL MEETINGS. Special meetings of the Executive Board may be called by or at the request of the President or upon written request of any two (2) members of the Executive Board. The person or persons authorized to call special meetings of the Executive Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them, or special meetings may be conducted by telephone conference calls or through email.

6.4 NOTICE. Notice of any special meeting of the Executive Board shall be given at least two (2) days prior thereto by notice delivered personally by telephone or sent by email. Any Board member may waive notice of any meetings. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at the special meeting except the business specified in the notice of the meeting.

6.5 QUORUM AND VOTING REQUIREMENTS. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting. A member of the Board or of a Committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

ARTICLE VII – ELECTIONS

7.1 ELECTION OF OFFICERS. The election of officers shall be conducted annually by written ballot mailed to all active members in good standing at least thirty (30) days before the date of the annual business meeting held at the Winter Academy, with the result announced at the annual business meeting. All ballots must be received prior to the annual business meeting in order to be counted.

7.2 CANCELLING THE ELECTION. If the only matter before the membership is the election of persons to office and if, at the close of business on the fortieth (40th) day before the election, the Chair of the Nominating committee certifies there are not more candidates than offices to be filled at such election, and upon the Executive Board's acceptance of such certification the election may be cancelled and the candidates for office shall be deemed elected. The Chair of the Nominating Committee shall notify the membership of the election's cancellation and shall announce the names of the new officers during the annual business meeting held at the Winter Academy.

7.3 SPECIAL ELECTIONS. Any special election may be called by a majority of the Executive Board at least thirty (30) days in advance of such election date to be held by mail ballot and sent to all active members of the Association. Any special election results shall be provided immediately thereafter to the Association membership. The Executive Board shall set forth the purpose or purposes of such special election.

ARTICLE VIII – COMMITTEES

8.1 STANDING COMMITTEES. Standing committees of the Association shall be: Audit Committee, Awards Committee, Communiqué, Education Committee including Train the Trainer and On the Road Workshops, Annual Conference Committee including Site Selection Committee, Handbook Committee, Legislative Committee, Marketing Committee, Membership Committee, Nominating Committee, Records Management Committee including Historian, Scholarship Committee, Study Committee, Ways and Means Committee, and Web Page Committee. Additional committees may be established at the discretion of the President.

8.2 COMMITTEE APPOINTMENTS. The President shall appoint the Chair for each standing committee after conferring with the current Chair. The Vice President shall appoint the Vice Chair for each standing committee after conferring with the incoming/outgoing Chairs. The standing committee Vice Chair then assumes the position of the Chair in the same year the Vice President ascends to the office of President.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 CONTRACTS. The Executive Board may authorize any Officer or Officers, agent or agents of the Association, who are not specifically so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

9.2 CHECKS. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board.

9.3 DEPOSITS. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.

9.4 CONTRIBUTIONS AND GIFTS. The Executive Board may accept on behalf of the Association any contribution, gift or bequest or devise for the general purpose or for any special purpose of the Association.

ARTICLE X – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and Committees having any of the authority of the Executive Board, and shall keep at the registered or principal office a record giving the names and address of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI – AMENDMENTS TO BYLAWS

The Bylaws of the Association shall be amended by an affirmative two-thirds (2/3) vote of the membership voting. The Executive Board shall mail a written ballot to all active members in good standing at least thirty (30) days before the date of the annual business meeting held at the Winter Academy. All ballots must be received prior to the annual business meeting in order to be counted. The results shall be announced at the annual business meeting.

ARTICLE XII – DISSOLUTION

In the event of dissolution, all assets of the Colorado Municipal Clerks' Association shall be distributed to such organizations that qualify as non-profit under IRS Code 501(C). The organizations shall be decided upon by a two-thirds (2/3) vote of the total membership. None of the assets shall be distributed to individual members.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Whenever, in the affairs of the Association, parliamentary rules of procedures are involved, Roberts Rules of Order, Revised shall apply and control.