

# **COLORADO MUNICIPAL CLERKS ASSOCIATION BYLAWS**

Approved by the membership: October 3, 2017

## **ARTICLE I – NAME**

The association shall be known as the Colorado Municipal Clerks Association (CMCA).

## **ARTICLE II – PURPOSE**

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 opposed 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 III – MEMBERSHIP**

Section 1. Active Members. 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 paying the dues required. All Active members have the right to vote, debate, attend meetings and classes. No more than two persons from any one municipality may vote on matters whether by written or electronic ballot or voice vote.

Section 2. Associate Members. Any person who is a business representative who seeks to assist in the purpose of CMCA shall be admitted to Associate membership by making application and by paying the dues required. An Associate member shall enjoy all the privileges of the Association except the right to vote, make motions or hold office.

Section 3. Retired Members. 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 by making application and by paying the requisite dues. A Retired member shall be entitled to all the privileges of the Association except the right to vote, make motions or hold office.

Section 4. Honorary Members. Any person who has performed exceptional services for the association and for the improvement of municipal clerks can be nominated as an Honorary member. Nomination for Honorary membership shall be made by an Active member to the Executive Board at least 30 days prior to the Association's annual business meeting. The name(s) of those nominated and approved by the board shall be presented to the membership at the annual business meeting for consideration. Honorary membership granted to individuals, other than retired clerks, shall confer no rights nor impose any

obligation under these bylaws. All Past-Presidents shall automatically become honorary members upon retirement.

Section 5. 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 IV – DUES**

Section 1. Fee Structure. The dues shall apply to the fiscal year and shall be payable on January 1. The dues for each category of membership shall be determined by a majority vote of the members of the Colorado Municipal Clerks Association present at any regular or special meeting, so long as notice of the dues structure is provided to each member no less than 30 days in advance of the meeting in which the dues change shall be voted on.

Section 2. Fiscal year. The fiscal year of the Colorado Municipal Clerks Association shall be January 1 through December 31 each year.

Section 3. Delinquency. Dues shall be delinquent if unpaid by March 1. Members whose dues remain unpaid at the beginning of any business meeting are ineligible to participate in the business of CMCA and are also ineligible for scholarships through CMCA until the dues have been paid.

#### **ARTICLE V - MEETINGS OF MEMBERS**

Section 1. General Business Meetings. 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; 3) the Annual Conference.

Section 2. Annual Business Meeting. The Executive Board shall hold an annual business meeting during the Annual Conference which shall be for the purposes of receiving annual reports of officers and committees, awards and any other business that may arise.

Section 3. Quorum. A majority of those registered at any meeting of the association shall constitute a quorum for the transaction of business at such meeting.

Section 4. Cancellation. The Executive Board may by motion at a previous meeting cancel, postpone, or set another day or time for any regular meeting. In the event that the meeting is cancelled or set for another day or time, notice shall be given to the membership as soon as possible.

#### **ARTICLE VI – OFFICERS**

Section 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.

Section 2. 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 municipality 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 at Article V, Section 4.

Section 3. Term of Office. The term of office for all Officers shall begin at the Annual Conference. The President and Vice President shall serve for one year or until their successors are elected. The Secretary, Treasurer and two (2) Directors shall serve two years or until their successors are elected.

Section 4. Succession. Without other action being required, at each annual meeting held in conjunction with the Colorado Municipal Clerks Annual Conference, the Vice President shall advance to the office of President.

Section 5. 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. Any 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. A vacancy which occurs less than ninety (90) days prior to the annual membership meeting shall remain vacant and be filled by election at the next annual membership meeting.

Section 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 or electronic ballot sent to all Active members of the Association and shall be removed by the affirmative vote of two-thirds (2/3) of the membership. The vacancy shall be filled as provided in Article IV, Section 5.

Section 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. The President shall preside at all meetings of the Executive Board; sign any contracts, bonds or 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 Bylaws or by statute to some other officer or agent of the Association; and in general perform all duties incident to the office of President and other such duties as may be prescribed by the Executive Board from time to time.

Section 8. Vice President. In the absence of the President or in the event that the Executive Board determines the ability 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 the restrictions upon the President or other duties as may be prescribed by the Executive Board. Section 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.

Section 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 as the Executive Board may select; and in general perform all the duties incident to the office of the 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.

Section 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 the Vice President. The two (2) offices of Director shall consist of two (2) year staggered terms.

Section 12. Immediate Past President. The Immediate Past President shall be the Chair of the Nominating Committee, a member of the Annual Conference and Conference Site Selection Committee, serve as Secretary to the Annual Conference Committee and shall chair any special committees assigned by the President.

#### **ARTICLE VII – EXECUTIVE BOARD**

Section 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.

Section 2. Regular Meetings. The Executive Board shall meet at least four (4) times a year. These meetings shall be held as follows: the Colorado Municipal League annual conference; the Municipal Clerk's Institute; the Annual Conference; and one meeting 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 those goals.

Section 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, within or outside the State of Colorado, as the place for holding a special meeting of the Board. Special meetings may be conducted in person, by conference calls or through electronic mail.

Section 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 electronic mail. 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.

Section 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 call or similar communications equipment 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 VIII – ELECTIONS**

Section 1. Election of Officers. The election of Officers shall be conducted annually by written or electronic ballot to all active members in good standing at least thirty (30) days before the date of the Annual Business Meeting held at the Annual Conference with results being announced at the Annual Conference.

Section 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 forty (40) days before the election the Chair of the Nominating Committee certifies there are no 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 at the Annual Conference.

Section 3. Special Elections. A special election can 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 or electronic ballot and set 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(s) of such special election.

#### **ARTICLE IX – COMMITTEES**

Section 1. Standing Committees. Standing Committees of the Colorado Municipal Clerks Association shall be decided up on by the Executive Board and shall be formed and abolished as necessary to allow the Board to carry out the goals of the Association. Current committees and associated responsibilities can be found in the Colorado Municipal Clerks Association Handbook.

Section 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 Chair in the same year the Vice President advances to the office of President.

## **ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Executive Board may authorize an 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.

Section 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.

Section 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.

Section 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 XI – 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 addresses 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 XII – 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 ballot or send an electronic ballot to all active members in good standing no later than 30 days before the business meeting scheduled at the Annual Conference. The results shall be announced at the business meeting at the Annual Conference.

## **ARTICLE XIII – 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 XIV – PARLIAMENTARY PROCEDURES**

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