



**MICHIGAN ASSOCIATION
OF MUNICIPAL CLERKS**

BY-LAWS

Approved by the Membership on
June 11, 2008

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BY-LAWS

ARTICLE I NAME.

The name of this organization shall be the Michigan Association of Municipal Clerks.

ARTICLE II PURPOSE.

The purposes of the Corporation shall include: serving the citizens and municipalities of the State of Michigan by providing education and training of municipal clerks, deputy clerks, and election officials throughout the state by utilizing seminars, institutes and meetings; to promote and encourage improvement of methods and procedures of duties performed by Clerks; to address legislative matters relating to the Municipal Clerk's responsibilities and how Municipal bodies and the public can be better served; and to do anything reasonably in furtherance of, or incidental to, the foregoing.

ARTICLE III MEMBERSHIP.

Section 1. Active Members. Any person who is an active elected, appointed, or acting Clerk or Deputy Clerk or their counterparts with a different title shall be admitted to active membership in this association by making application and by paying the dues required. For the purposes of making motions and voting, there shall be only one active member designated per governmental unit at any one meeting. All other active members of the same governmental unit may hold office, have the right to debate, attend meetings and classes, etc. but do not have the right to make motions or vote at that meeting.

Section 2. Associate Members. Any person, except an Active Member of this Association, connected with government in Michigan, or a previous active member of the Michigan Association of Clerks or Michigan Municipal Clerks Association, or businesses serving government, shall be admitted to Associate Membership by making application and by paying the dues required. An Associate member shall enjoy all privileges of this Association except the right to make motions, vote, and hold office.

Section 3. Honorary Members. Any person, at the discretion and majority vote of the Board of Directors, may be awarded an Honorary Membership to the Michigan Association of Municipal Clerks and enjoy all privileges of this Association except the right to make motions, vote and hold office.

Section 4. Life Members. Life Membership may be bestowed on past-presidents of Michigan Association of Municipal Clerks. Past Presidents with Life Membership shall enjoy all privileges of Michigan Association of Municipal Clerks except the right to make motions, vote, and hold office unless they are actively serving as an active elected, appointed, or acting Clerk or Deputy Clerk or their counterparts, whereby they have full rights of members.

Section 5. Dues. The dues shall apply to the fiscal year. The dues for each category of membership shall be determined by a majority vote of the members of Michigan Association of Municipal Clerks 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. Assessments for special

purposes may be levied on active members, if approved by a majority vote of the membership present and voting, at any regular or special meeting, provided that notice of the proposed assessment is provided to each member no less than 30 days in advance of the meeting in which the assessment shall be voted on.

Section 6. Fiscal Year. The fiscal year of the Michigan Association of Municipal Clerks shall be from January 1 through December 31 each year.

Section 7. Delinquency. Dues shall be delinquent if unpaid by **January 31st**, after which a penalty fee shall be assessed as determined in the dues structure. Members whose dues or assessments remain unpaid at the beginning of any business meeting are ineligible to participate in the business of Michigan Association of Municipal Clerks until such delinquent dues or assessment(s) have been paid. This provision may not be used to invalidate a vote taken on any subject unless an objection to any one or more persons' voting was made at the meeting at which the vote in question was taken.

ARTICLE IV BOARD OF DIRECTORS.

Section 1. Directors. The directors of Michigan Association of Municipal Clerks shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Immediate Past President, Secretary, Treasurer, and six (6) Directors.

Section 2. Eligibility for office. All directors must hold duly elected or appointed City, Village, Township or County Clerk or Deputy Clerk positions and must maintain active membership in Michigan Association of Municipal Clerks. A Clerk and Deputy Clerk employed by the same community may not hold office on the Board of the Michigan Association of Municipal Clerks at the same time.

For the office of Third Vice-President, the individual must have been an active member of the Michigan Association of Municipal Clerks for three years and served at least two years as a Director, Secretary, or Treasurer.

Section 3. Composition. Excluding the Past President, Officers will be comprised of an equal number of City/Village Clerks and Township/County Clerks. The positions of President, First, Second and Third Vice-Presidents shall consist of two City/Village Clerks and two Township/County Clerks. The six director positions shall consist of three City/Village Clerks and three Township/County Clerks.

Section 4. Term of Office. The term of office for all directors shall begin at the close of the annual conference.

The President, 1st VP, 2nd VP and 3rd VP shall serve for one year or until their successors are elected. The Secretary, Treasurer, and six Directors shall serve two years or until their successors are elected.

Directors shall be limited to two, two-year terms. The number of terms of the Secretary and Treasurer shall not be limited. The Directors elected to the first Board of the Michigan Association of Municipal Clerks (in August 2000) shall have the following terms: three with 2-year terms and three with 3-year terms.

Section 5. Succession. Without other action being required, at each annual meeting held in conjunction with Michigan Association of Municipal Clerks annual conference, the First Vice-President shall be nominated for advancement to the office of President; the Second Vice-President shall be nominated for advancement to the office of First Vice-President; and the Third Vice-President shall be nominated for advancement to the office of Second Vice-President. Such nominations shall be brought to a vote of the membership, along with any nominations made from the floor.

Section 6. Duties of Directors. The duties of the Directors of this Association shall be as indicated in these bylaws, as prescribed by the Executive Committee, and additionally, but not limited to, as follows:

President: The President shall be the presiding officer of Michigan Association of Municipal Clerks and shall make appointments and be an ex-officio member to the following committees: Conference, Education, Finance, and Legislative and any other committees as established by the Board of Directors. The President is expected to attend the annual conference of the International Institute of Municipal Clerks (IIMC), the IIMC Region V annual meeting, and all Michigan Association of Municipal Clerks meetings. The President, or the President's designee, shall represent Michigan Association of Municipal Clerks at meetings of the Michigan Municipal League and Michigan Township Association as required. The President, in cooperation with the 1st Vice President, shall have the authority to assign and/or reassign the duties of each Director.

1st Vice President: The 1st Vice President shall assume the duties and responsibilities of the President in the event of his/her absence, the incapacity, or vacancy of the position. He/She shall also preside as the Chair of the CEO to Michigan Association of Municipal Clerks and alternate the CEO Chair with the County Clerks Association and shall be a voting member of the Legislative Committee. The 1st VP shall serve as the Liaison to the Michigan Secretary of State and the Bureau of Elections.

2nd Vice President: The 2nd Vice President shall be Chair of the Legislative Committee and be a voting member of the CEO.

3rd Vice President: The 3rd Vice President shall serve as Chair of the Publications Committee and serve as coordinator/Editor of the Michigan Association of Municipal Clerks Newsletter and shall be responsible for the distribution and publication of a newsletter at least quarterly. The 3rd Vice President shall be responsible for all other publications of the Association such as special flyers, promotional materials, etc. The 3rd Vice President is also responsible for updating and maintaining the Michigan Association of Municipal Clerks web site.

Director-Membership: This Director shall serve as Membership Coordinator and shall be responsible for the maintenance of all membership records as currently being maintained by the Association. This person shall be responsible to prepare and mail all membership applications, ID cards and pins, and coordinating receipt of membership funds with the Treasurer. This person shall be responsible for maintaining and mailing the Michigan Association of Municipal Clerks membership brochure. This director shall also make arrangements for the Board and General Membership meetings in conjunction

with the two conferences of the Michigan Municipal League and that of the Michigan Townships Association. This director will also be responsible for the Mentoring Program

Director-Conference Committee Chair: This Director shall serve as Chair of the Conference Committee and shall have the responsibility of coordinating and planning the annual meeting and conference of the Michigan Association of Municipal Clerks. When appropriate, this person shall serve as Chair of the International Institute of Municipal Clerks Region V conference committee.

Director-Conference Committee Vice Chair: This Director shall serve as Vice-Chair of the Conference Committee and shall assist the Chair in all duties and responsibilities of coordinating and planning the annual conference of the Michigan Association of Municipal Clerks and other events as assigned.

Director-Ways & Means Chair/Public Relations/Historian:

This Director shall serve as Chair of the Ways and Means Committee and shall provide recommendations for amendments to the Association By-laws, Standing Rules, Resolutions, and Statements of the Organization, and in working in cooperation with the Secretary, shall be responsible for the update and maintenance of all related documents. This Director shall be responsible for media/public relations of the Michigan Association of Municipal Clerks and shall forward all appropriate documents for publication in the Association newsletter. This Director shall serve as Historian and shall perform all related duties to keeping the history and records of the Michigan Association of Municipal Clerks, in conjunction with the Secretary. This Director shall also serve as the Chair of the Clerk of the Year committee.

Director-Education Committee: This Director shall Chair the Education Committee. Chair duties shall include, but not be limited to, coordinating all educational programs for the Michigan Association of Municipal Clerks and working with the International Institute of Municipal Clerks, Michigan Municipal League, Michigan Township Association, and the Michigan Municipal Clerks Institute to develop programs of educational value to municipal clerks. This person shall also serve on the State Election Accreditation Committee.

Director – Education Vice-Chair: This Director shall serve as Vice-Chair of the Education Committee and shall assist the Chair in all duties and responsibilities of that committee, as assigned.

Director - Secretary The Secretary shall be responsible for recording the minutes of all proceedings of the organization and shall transcribe, prepare and distribute these to the members of the Board of Directors for approval within 15 business days of the meeting in which they are to be considered. A synopsis of approved minutes of membership meetings shall be submitted to the Publications Director for publication in the quarterly newsletter. The Secretary shall keep approved minutes in the official record book of the organization with indexing to facilitate the ease in locating past actions. The secretary shall have custody of all records, books, and official papers of the organization. The Secretary shall work with the President to coordinate the preparation and distribution of the meeting agendas and information packets. The Secretary shall be responsible to order and distribute the Association stationery.

Director-Treasurer: The Treasurer shall provide an accurate account of the financial standing of the Organization and shall invest the reserve monies in a secure manner. Additional duties shall include, but shall not be limited to preparation of a monthly balance sheet to be provided to the Executive Board to include all revenues and expenditures for the past 30 days; maintain accounts payable/receivable; maintain and balance savings/checking statements; maintain insurance records; assist in the preparation of an annual financial statement for reporting at the annual business meeting of the Association; responsibility and reporting of fixed assets, taxes, IRS reports, etc. The Treasurer shall serve as the Chair of the Finance Committee.

Immediate Past President: The Immediate Past President must be an active clerk or deputy clerk and shall be the Chair of the Nominating Committee and the Conference Site Selection Committee. This person shall Chair any special committees as assigned by the President.

Section 7. Vacancies. The automatic succession, as defined in Article IV, Section 5, shall apply to a vacancy in the office of President, First Vice-President, or Second Vice-President. Any other vacancy, which occurs ninety days or more prior to the annual membership meeting, shall be filled by a majority vote of the Board of Directors. The term of office for this vacancy shall be until the next annual membership meeting. A vacancy which occurs less than ninety days prior to the annual membership meeting shall remain vacant and be filled by election at the next annual membership meeting. The vacancy shall be filled with an individual representing the same type of jurisdiction (City/Village or Township/County).

Section 8. Removal or Forfeiture. Any director may be removed from office with or without cause at any annual or special meeting of the members by the affirmative vote of two-thirds of the members of the corporation in attendance or by affirmative vote of two-thirds of the Directors then serving.

Members of the Board of Directors may be permitted three excused absences during any given year provided the Board is meeting monthly. Should the Board agree to meet quarterly, there shall only be one excused absence permitted. Excused absences must meet the following criteria:

1. Requests for excused absences must be requested in writing.
2. Requests must be received by the President within 24 hours of the meeting.
3. Absence requests shall be approved by the Board of Directors and recorded in the meeting minutes.

Section 9. Nominating Committee. There shall be a Nominating Committee comprised of the five most recent active Michigan Association of Municipal Clerks Past Presidents with the most immediate active Past President serving as Chair.

The Nominating Committee shall certify the candidates' credentials and place the qualified candidate nominations in ballot form for terms ending and any other current vacancies as follows:

- In the even-numbered years: offices of Third Vice-President and four Directors, one being the Secretary, as selected by the President following an annual election.
- In the odd-numbered years: offices of Third Vice-President and four Directors, one being the Treasurer, as selected by the President following an annual election.

Additional nominations may be made from the floor.

Section 10. Executive Committee. The Executive Committee of MAMC shall consist of the President, 1st Vice President, 2nd Vice President, and 3rd Vice President. The Executive Committee is a review committee and has no authority to take action on behalf of the Board or the General Membership. The Executive Committee shall present their findings and make their recommendations to the entire Board for consideration of any action required.

Section 11. Election of Directors.

Elections shall be the responsibility of the Past Presidents Committee as stated in Section 9. Elections shall take place at the June Conference and a majority vote of the membership voting in the election shall elect.

Elections shall be by proxy ballots in accordance with the Michigan Nonprofit Corporation Act. Accommodations shall be made for preliminary distribution of proxy ballots for member communities not able to attend the Conference.

Section 12. Powers of the Board of Directors. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of directors or nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

Section 13. Compensation. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing officers and directors liability and personal injury insurance coverage nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of their duties as a director.

Section 14. Execution of Conveyances, Mortgages, and Contracts. The Board of Directors may in any instance designate one or more directors, agents or employees to

execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, provided that the grant of such authority is reflected in the minutes of the meeting, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

ARTICLE V BOARD OF DIRECTOR MEETINGS.

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear for such an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters, which might have been taken up at the annual meeting, may be taken up at any later regular, special, or annual meeting or by consent resolution.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President or the Secretary, and shall be called by the President or the Secretary upon the written request of any two (2) directors.

Section 3. Quorum and Voting Requirements. A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. 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.

Section 4. Notice of Meetings of the Board of Directors. Written notice of the time and place of all meetings of the Board shall be given to each director at least three (3) days before the day of the meeting, either personally, by email or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

Section 5. Action Without a Meeting. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote as provided for in the Michigan Nonprofit Corporation Act, if all of the directors or committee members entitled to vote thereon consent thereto in

writing (which includes electronic correspondence.) Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

ARTICLE VI MEMBERSHIP MEETINGS.

Section 1. Annual & General Meetings. At least two membership meetings of the Michigan Association of Municipal Clerks shall be held each calendar year, one of which shall be the Annual Election meeting, held in conjunction with the Annual Conference and at which the Directors of the organization shall be elected; and a General Membership meeting, at such date, time and place as determined by the Board of Directors. At each meeting, the membership shall consider such other business as may properly be conducted. If less than a quorum of the directors appear before the General Membership meeting, Directors present will update the membership on MAMC matters and matters, which might have been taken up at any regular or special meeting of the Board, or by unanimous consent resolution by the Directors later..

Section 2. Notice of Meetings of Members. Except as otherwise provided by statute, written notice of the time, place, and purpose of each meeting of the members of the corporation shall be given not less than ten (10) days before the date of the meeting to each member, either personally, by electronic correspondence or by mailing such notice to each member at the address designated by the member for such purpose or, if none is designated, at the member's last known address. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting, only such business may be transacted as might have been transacted at the original meeting.

Section 3. Special Meetings. Special membership meetings may be called by the President, a majority of the members of the Board of Directors, or by a petition filed by ten percent of the Active Members of the Michigan Association of Municipal Clerks requesting such a meeting. Written notification (also constitutes via electronic means) of a special meeting must be received by the membership fifteen days (15) in advance of the meeting in order that the special meeting may take place.

Section 4. Quorum and Voting. Those members present, including a majority of the Board of Directors, at any regular or special membership meeting shall constitute the quorum for transaction of business.

Each Member Clerk shall be eligible to cast one vote. In the absence of the Clerk, the Deputy Clerk or designee may cast a vote if permission has been granted by the Clerk in writing (by proxy vote) or if there is a vacancy in the office of Clerk for that municipality.

ARTICLE VII COMMITTEES.

There shall be the following standing committees: Conference Committee, Education Committee, Finance Committee, Legislative Committee, Nominating Committee, Conference Site Selection Committee, and Past President's Committee.

Additional standing or special committees may be created by the Board of Directors and their duties and powers shall be defined in the Standing Rules.

ARTICLE VII INDEMNIFICATION.

Each person who is or was a director, an officer, or chair of a committee of the corporation shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE IX CONTRACTS, CHECKS, AND DEPOSITS.

Section 1. Contracts. The Board of Directors may authorize any director, agent or agents of the corporation 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 corporation, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Treasurer or any agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Contributions and Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift or bequest for the general purpose or for any special purpose of the corporation. The Board of Directors shall establish a gift acceptance policy with regard to gifts other than monetary gifts.

ARTICLE X BOOKS AND RECORDS.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any director, or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases in which they are not consistent with these bylaws and any special rules of order and except that proxy voting shall be allowed in accordance with the Michigan Nonprofit Corporation Act.

ARTICLE XII AMENDMENTS.

These bylaws may be amended at any meeting of the Michigan Association of Municipal Clerks by a 2/3 vote of the membership present and voting so long as notice of the proposed amendment is provided to each member no less than 30 days in advance of the meeting in which the amendment shall be voted on.

ARTICLE XIII SEVERABILITY.

Each of the sections, subsections, and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection, or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections, or provisions.

Approved and Adopted:

On June 11, 2008

Terry G. Bennett
SECRETARY

Attest:

Dana L. Muscott
PRESIDENT