A meeting of the Board of Directors of the Michigan Association of Municipal Clerks was held Wednesday, January 23, 2008 at Delta Township, Michigan.

1. **Call to Order**
   
   President Muscott called the meeting to order at 9:10 AM.

2. **Roll Call:**
   
   Members Present: Betty Kennedy MMC, Jeff Hawkins CMC, Nancy Weiss CMC, Dan Kasunic CMC, Terry Bennett CMC, Sue Hillebrand CMC, Todd Blake CMC, Dana Muscott MMC, Janet Santos CMC, and Joel Hondorp.

   **Motion by** Blake, second by Hillebrand, to excuse board members: Evan Hope CMC, Mary Kotowski CMC, and Ann Ulrich CMC.

   **Motion Carried.**

3. **Agenda Review/Approval**

   **Motion by** Weiss, seconded by Kasunic, to approve as amended the agenda, adding under President's report; iii. Resignation of Mary Kotowski.

   **Motion Carried.**

4. **Minutes Review/Approval**

   **Motion by**, Weiss, seconded by Bennett, to approve the minutes of the November 21, 2007 Board meeting.

   **Motion Carried.**

**NON-PROFIT STATUS:**

The meeting to talk with Non-Profit attorney was scheduled for October 31, 2007 at the office of Ralph Rumsey, 201 S. Main Street Ann Arbor, Mi. (734-995-2500). Betty Kennedy and Terry Bennett attended. Upon a preliminary review, Mr. Rumsey indicated there are several issues that need to be corrected in the MAMC By-Laws.

   a. By-Law changes need to be made to fit the Non-Profit Corporation Act.

   b. Act prohibits mail in ballots for election of corporation officers.

   c. Articles of Incorporation need to be enhanced to shield the
Organization from law suits. (Personal injury or firing of an employee. Higher Standard of proof would be needed.) Gross and criminal language needs to be added.


e. Non Profit Tax designation recommendation.

Mr. Rumsey’s office indicated that the cost for legal work would be about $1,200.00. They would prepare all language for the board to adopt in relationship to the issues listed above.

**Motion** by Blake, second by Weiss to enter into an agreement with Counsel Mr. Ralph Rumsey, 201 South Main Street, Ann Arbor Michigan to review and bring into compliance the By-Laws, Rule of Order, and Articles of Incorporation with current federal and state statutes; to prepare materials for adoption of the Board of the MAMC; and to recommend and make changes as needed for the resolution of the Sales Tax/ designation issues with expenditures of up to $1,200.00. **Motion carried.**

Terry will request a statement of scope of work in writing.

5. **Treasurer’s Report/Approval**
Treasurer Kennedy presented the November 2007 and December 2007 Financial Reports.

**Motion by** Bennett seconded by Hondorp to accept and file the Treasurer’s report for the months of November 2007 and December 2007. **Motion carried.**

Treasurer Kennedy indicated closing amount for the year was $94,215.64. The Financial Audit is scheduled for February 8, 2008.

6. **Committee Reports**

**Past Presidents**

i. Site Selection
Past President Santos indicated that the proposal for 2010 and 2011 is drafted and will be sent out soon. She asked the board to make suggestions of locations that would be appropriate to send the proposals. President Muscott indicated that she was pretty sure Gail had worked on 2010. Janet will confirm the need to send out for 2010.
President’s Report

i. Region V Report
President Muscott indicated the conference provided good information and classes. Information from IIMC indicates that members who had made applications for CMC, Masters Certifications under the old rules and timeline would be grandfathered. Applications received after the requirement changes would have to meet the adopted and current requirements. IIMC is concentrating on getting caught up with the certification reviews.

ii. Region V Expenses
Motion by Hondorp, seconded by Hillebrand to pay the additional $127.00 Food and Travel expenses for President Muscott to attend the Region V conference. Motion carried.

iii. Resignation of Mary Kotowski
Motion by Hondorp, seconded by Weiss to accept the resignation of Mary Kotowski and seat Joel Hondorp as educational chair for the remainder of the term expiring in June of 2008. Motion carried.

CEO / Legislative Report

i. Proactive list
Director Blake indicated not a lot has happened with the Proactive list. Legislative Committee meeting minutes were presented. School Survey dated December of 2007, indicated the first choice of respondents was odd year November, second choice was even year August, and third choice was any November. Director Blake indicated that most school districts are still holding their school elections in May.

ii. Bill Matrix Update
There is no bill matrix update. There has been no feed back from the election reform meeting held in Lansing as of yet.

iii. Presidential Primary
No report

iv. Legislator Reception
Legislator reception has been postponed.

Web Site / Newsletter
i. Newsletter
Director Hope is working at getting out a newsletter as soon as possible. Please submit articles to him ASAP. The board indicated that several business items need to be included in this newsletter, including a notice of Directors for June 2008, COTY application and relative information.

ii. Member Log-In Feature
Director Weiss has been assigning pin numbers as the new memberships and renewals come in.

Membership

Very soon information will be given to the membership as to the log in requirement for access to some limited information on the website. In addition, this will assist in keeping business issues discussed on the listserv to members only. Non members will not be able to use the site as a chat room or blog. Nancy has drafted a membership article which will be a reminder to the membership of the use and professional nature of the listserv. Director Weiss indicated the deadline for dues payment without penalty is January 31, 2008. All late renewals will be charged a 15.00 late fee. Nancy will send a reminder notice to those who have not renewed. At a later date, non members will not have access to listserv and portions of the MAMC web site. General information about the organization will be able to be accessed by all users to the site.

Ways and Means
i. Coty update
Coty timeline was handed out. Past President Santos commented that it is important the criteria for consideration be the determining factor for placement on the ballot. Only five candidates will be placed on the ballot under each category consideration for the award.

Education
The board wishes to express appreciation to Mary Kotowski for the dedication and leadership she has shown to the membership of MAMC as Education Chair.

Institute dates. March 9 through 14. Information is up on the website. It was noted the next Masters Class is not until June 2008 at conference.

Joel will connect with Mary and work on the Educational Day scheduled for March 2008.
Joel will work with the conference committee as related to educational classes for the upcoming conference. Last year’s committee suggested that the conference focus on election information.

**Conference Committee**
This committee will be meeting soon, now that the elections and holidays are over. A note was made to keep in mind as we plan education for the conference to be reminded that villages do not do elections this year. A plan must include classes of interest to villages.

7. **Old Business**
Restatement of need to place application for board positions in the newsletter was noted here.

8. **New Business**
None noted.

9. **Adjournment**
**Motion by** Weiss seconded by Hawkins to adjourn the meeting at 10:50 AM. **Motion carried.** President Muscott adjourned the meeting.

Respectfully Submitted,

Terry G. Bennett,
MAMC Secretary