

**CONSTITUTION AND BYLAWS
VIRGINIA MUNICIPAL CLERKS ASSOCIATION**

Adopted April 18, 2024

PREAMBLE

The membership of the Virginia Municipal Clerks Association shall subscribe to and be governed by the Code of Ethics of the International Institute of Municipal Clerks.

Virginia Municipal Clerks shall strive for professional status and participate in continuing education to attain certification as a Certified Municipal Clerk and to participate and complete the Master Municipal Clerks Certification on a sustaining basis.

The objectives for which this Association is formed shall be to: (1) promote education and certification of municipal clerks; (2) promote better municipal government; (3) increase efficiency of municipal clerks' operations; (4) be alert and respond to federal, state, and local legislation which impacts the clerks' offices; and (5) educate the public and colleagues regarding the role of the municipal clerk.

The term "municipal" includes but is not limited to the following local government units: city, town, county, region, metropolis and district.

ARTICLE I – NAME

The name of this organization shall be the Virginia Municipal Clerks Association, hereinafter referred to as the "Association."

ARTICLE II - MISSION AND OBJECTIVES

The mission of the Virginia Municipal Clerks Association is to promote professional development through continuing education and networking opportunities of its members to use their abilities, talents and strengths in the proficient and effective delivery of local government services.

ARTICLE III – MEMBERSHIP

There shall be six (6) classes of membership:

MEMBERSHIP CLASSES

- 1) Full Member**
- 2) Additional Full Member**
- 3) Associate Member**
- 4) Retired Member**
- 5) Honorary Member; and**
- 6) Corporate Member**

1. Full Membership

Every city, town or county in the Commonwealth of Virginia shall be eligible for membership. Full members are Municipal or Town Clerks, City Secretaries, Records, and Legislative Administrators and/or an individual who serves a Legislative Government Body in an administrative capacity with management responsibilities and whose duties include four of the following: General Management,

Records Management, Meeting Administration, Management of ordinances or other legal instruments, Human Resources Management, Financial Management, Custody of the official seal and execution of official documents; or Administration of elections. They shall be entitled to vote and hold office upon payment of the annual dues.

Any person desiring to become a member of this Association shall make written application upon such form as the Treasurer may prescribe, accompanied by the membership fee hereinafter prescribed. Said application shall be filed with the Treasurer of the Association.

2. Additional Full Membership

Additional Full Members are fully qualified members from the same organization. This would essentially be Deputy or Assistant Clerks, assistants and secretaries within the same municipality or town, but could be other individuals provided they would qualify under the definition of Full Member.

3. Associate Membership

Associate membership shall be open to local government professionals other than those listed above. Associate members shall have the right to attend meetings and participate in discussions; however, they are not eligible to make motions, vote or to hold office.

4. Retired Membership

Any former member who, upon retirement, wishes to continue affiliation with the Association is automatically eligible for retired membership. Retired members shall have the right to attend meetings and participate in discussions; however, they are not eligible to make motions, vote or to hold office.

5. Honorary Membership

Retired past presidents of the organization shall automatically become honorary members upon their retirement from governmental services and shall be so recognized at the Annual Meeting after such retirement. Honorary members shall have the right to attend meetings and participate in discussions; however, they are not eligible to make motions, vote or to hold office.

6. Corporate Membership

Corporate Members shall be open to companies indirectly associated with or interested in the furtherance of the Association's objectives. Written application shall be forwarded to the Association's Treasurer accompanied with the membership fees prescribed below. Corporate members shall have the right to attend meetings and participate in discussion; however, they are not eligible to make motions, vote or to hold office.

ARTICLE IV – DUES

1. Full Members

Annual dues per member shall be:

Municipalities less than 5,000 population - \$25

Municipalities less than 10,000 population - \$30

Municipalities between 10,000 and 50,000 population - \$40

Municipalities over 50,000 population - \$50

Deputies, assistants and secretaries - \$25 if a membership has been paid by the Clerk of Council, Clerk or Recorder of the Municipality; otherwise as set forth above.

Payment of initial dues shall be submitted with membership application. Thereafter, annual dues shall be payable in July. Dues will not be prorated.

A request for transfer of paid annual dues by a former member to a new member of a locality may be submitted in writing to the Treasurer. Approval by the Treasurer of such request will be acknowledged in writing.

2. Additional Full Membership

\$25 if a Full Membership has been paid by the municipality; otherwise as set forth above.

3. Associate Members

Associate members shall pay annual dues based on the same as those prescribed for full members.

4. Retired Members

Retired members shall pay annual dues in the amount of \$20.

5. Honorary Members

Honorary members shall be exempt from payment of dues.

6. Affiliate Members

Corporate members shall pay annual dues in the amount of \$60.

ARTICLE V - ASSOCIATION OFFICERS, PRESIDENTIAL APPOINTMENTS AND TERMS

SECTION 1. Right to Hold Office and Vote

a. Payment of the annual dues shall be a requisite to good standing in the Association. Members must be in good standing to vote on Association business or to serve as an officer of the Association. The right to hold office is reserved for the full and additional full members only. Candidates for the office of First and Second Vice President shall also have served on Association Committees and/or as Regional Director for a period of at least two years or on the Executive Committee as Treasurer, Secretary or Historian for a period of at least one year.

b. In the absence of willing and qualified candidates for the position of First or Second Vice President, the Nominating Committee may forward to the Executive Committee a recommendation for candidate(s) who have not yet completed two years of service as an Association Committee member or Regional Director. These nominees must be members in good standing. Upon receiving such recommendation the Executive Committee may choose to accept the nomination.

SECTION 2. Elected Officers

The officers of the Association shall be President, First Vice President, Second Vice President, Treasurer, Secretary and Historian. The President, First Vice President, Second Vice President, Treasurer, and Secretary shall be elected and qualified by proper oath at the annual meeting to hold office one year commencing with their installation. The Historian shall be elected and qualified by proper oath, but is not subject to term limitations as delineated in Section 3, below.

SECTION 3. Terms of Officers

The President, First Vice President, Second Vice President, and Secretary shall be eligible to serve no more than two consecutive one-year terms in the same office.-The Treasurer shall be eligible to serve no more than four one-year terms. The Historian shall serve at the pleasure of the membership and shall not be subject to term limitation. The Treasurer and Secretary may be allowed to remain in office past the term limits upon recommendation of the Nominating Committee and with the approval of the Executive Committee.

SECTION 4. Powers and Duties of President

The President shall be the Chief Executive Officer of the Association and shall preside over all meetings. The President shall have the power to call special meetings, appoint special committees and the chairs of special committees, shall be an ex officio member of all committees, except the Nominating Committee, and shall have other such powers and duties as may be delegated by the Executive Committee consistent with the provisions of this Constitution.

SECTION 5. Powers and Duties of First and Second Vice Presidents

The First and Second Vice Presidents shall have served on Association committees and/or as a region director for at least two years, unless nominated as in Section 1(b) above.

The First Vice President shall assist the President in performing the duties of the office and assume responsibility of the office in the absence of the President. The First Vice President shall automatically ascend to the office of President should that office become vacant between elections. The First Vice President shall assist the President with Virginia Municipal League and Virginia Association of Counties activities, as well as interact with other professional organizations.

The Second Vice President, in addition to other duties assigned by the President, shall be responsible for public relations and shall serve as the liaison with the Regional Directors to maintain membership and encourage new enrollments. Should the President and First Vice President be unable to serve, the Second Vice President shall succeed to the Presidency.

SECTION 6. Treasurer

The Treasurer shall establish and require compliance with procedures for the receipt, disbursement and keeping of the Association's funds and records, receive all monies due the Association, be custodian of all funds, maintain a record of membership, send annual notices of dues, make disbursements as authorized by the President, or by the Association and/or Executive Committee, submit monthly

financial reports to the President and Budget Committee with an annual report to the membership and present financial records for an annual audit prior to the Annual Meeting. The Treasurer, with approval of the Executive Committee, shall pay expenses incurred for the Association's Annual Conference when conference costs exceed revenues generated by the registration fees of the conference. The Treasurer shall serve as Chair of the Budget Committee. The Treasurer shall convey all financial records to the succeeding Treasurer within sixty (60) days following the annual meeting.

SECTION 7. Secretary

The Secretary shall be responsible for ensuring that mailing of notices for all regular and special meetings, amendments to the Constitution and Bylaws, and any other correspondence or special notices occur as necessary (The mailing can be electronic or by US mail as applicable). The Secretary shall be the keeper of the seal of the Association.

The Secretary shall keep minutes and record the proceedings of all regular and special meetings of the Association and of the Executive Committee, and shall preserve in a permanent file all records and letters of value to the Association and its officers. She/He shall provide the President and Executive Committee with a copy of minutes of any meeting within sixty days (60) days of such meeting.

The Secretary shall convey all Association minutes and correspondence to the succeeding Secretary within sixty (60) days following the annual meeting.

SECTION 8. Historian

The Historian shall compile the historical records of the Association, write a yearly history to be forwarded to the Executive Committee for presentation at the Annual Meeting, and shall maintain the Association's scrapbook.

SECTION 9. Parliamentarian

The Parliamentarian shall be appointed by the President and shall interpret the Constitution and Bylaws of the Association upon request and keep members informed of changes, review all proposed amendments to the Constitution and Bylaws, and maintain a current file on the Constitution and Bylaws of the IIMC. The Parliamentarian shall rule on procedures to assure all actions of the Association are in accordance with Robert's Rules of Order, Newly Revised. There shall be no term limitation for the position of Parliamentarian. The Parliamentarian need not be a member of the Association.

SECTION 10. Regional Directors

Regional Directors shall be appointed by the President, one to represent each of the ten regions. Directors shall solicit personnel changes in member localities and secure membership for the Association to be forwarded to the webmaster; conduct the regional business of the Association; communicate with each municipality; form an association of Municipal Clerks within the Region and support regular meetings of that association; and shall promote certification and continuing education for the Institute and Academy. Regional Directors shall report to the Second Vice President.

ARTICLE VI – COMMITTEES

SECTION 1. Executive Committee

The Executive Committee of the Association shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, Historian, and the immediate Past President. The Historian may attend meetings of the Executive Committee, but shall not vote.

SECTION 2. Standing Committees

Standing Committees, with the exception of the Executive Committee, and notwithstanding any special committees appointed by the President, are as follows: Audit; Budget; Constitution and Bylaws; Clerk of the Year; Historical; Newsletter; Nominating; Education and Professional Development; Scholarship; and Web Development.

Each Committee shall retain one past member for consistency, continuity and past history (whenever possible). The Education and Professional Development Committee chair shall serve as the carry over member (whenever possible).

Duties and responsibilities of all standing committees are delineated in the Association's Procedures and Standards of Operation, adopted April 19, 2012.

SECTION 3. Eligibility, Terms, Vacancies

All members of the Association, in good standing, shall be eligible to serve on any committee with the exception of the Executive Committee. The Executive Committee shall be elected as required in Article V, Sections 1 and 2 of this Constitution and Bylaws. Committee chairs and members shall be appointed for one-year terms, which may be consecutive, with the exception of the Education & Professional Development Committee who would require a commitment by the appointed Chair to serve one additional year as a committee member after his or her term. If a vacancy occurs on a committee, with the exception of the Executive Committee, the committee chair shall appoint a member to fill the vacancy for the unexpired term, and shall inform the President immediately upon the filling of said vacancy.

ARTICLE VII – ELECTIONS

Officers of the Association shall be elected at the annual meeting.

A report of the Nominating Committee shall be made to the general membership as part of the order of business transacted during the annual meeting. The candidates declared elected shall be installed at the annual conference. The installed officers shall assume their duties immediately and shall continue to serve until the installation of new officers at the next annual meeting.

ARTICLE VIII – MEETINGS

SECTION 1. Annual Meetings

The Annual Meeting shall be held during the month of April, the date to be approved by the Executive Committee with input from the host clerk.

The dates and times of the Annual Meeting may be changed by a two-thirds vote of the membership present at the previous annual meeting.

SECTION 2. Executive Committee Meetings

The Executive Committee shall meet at least twice per year, at the Annual Meeting and once during the year, upon call of the President. Three members of the Executive committee shall constitute a quorum.

SECTION 3. Special Meetings

Special Meetings of the Association, as deemed appropriate, may be called by the President or at least three members of the Executive Committee.

Each member must be notified in writing (email is acceptable for efficiency) not less than fifteen (15) days before date of said meeting. Notice shall contain the date, time and place of the special meeting and shall also contain a statement of the reason(s) for such special meeting. Only such business as specified in the call can be transacted.

SECTION 4. Electronic Meetings

The annual assembly of members, Executive Committee, standing committees, and special committees are authorized to meet through electronic means so long as all participants may simultaneously hear each other and participate in the meeting. Minutes and a written record shall be made of all actions taken.

ARTICLE IX – VACANCIES

In the event of a vacancy in the office of President, the First Vice President shall advance to the office of President. In the event of a vacancy in the office of First Vice President, the Second Vice President shall advance to the office of First Vice President. The Executive Committee shall fill, by appointment, the unexpired term of any vacancy occurring for Second Vice President, Treasurer, Secretary or Historian. Written consent of the appointee shall be obtained by the Executive Committee before the appointment is made.

ARTICLE X - PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall govern the procedure of the Association in all cases where they are applicable.

ARTICLE XI – AMENDMENTS

SECTION 1. Amendment Process

Amendments to the Association's Constitution and Bylaws may be proposed by the Executive Committee, by a petition signed by at least ten (10) members in good standing, or by the Constitution and Bylaws Committee and shall be submitted in writing to the President of the Association.

A copy of the proposed amendments shall be posted on the VMCA website and emailed to every

member not less than thirty (30) days before the date of the Annual Meeting.

SECTION 2. Approval Process

Proposed amendments shall be presented by the President or the Chair of the Constitution and Bylaws Committee at the Annual Meeting.

The Constitution and Bylaws may be amended at any Annual Meeting by a two-thirds vote of the members voting. Results shall be reported before the close of the Annual Meeting, and shall become effective immediately thereafter.

The Secretary of the Association shall post on the VMCA website and email a copy of the amended **Constitution and Bylaws to all members of the Association within a reasonable period of time, but no later than six (6) months after the close of the Annual Meeting.**

Adopted April 2001 at the Annual Meeting of the Virginia Municipal Clerks Association.

Amended April 24, 2003 at the Annual Meeting of the Virginia Municipal Clerks Association, Fairfax County, VA.

PREAMBLE : [added] first two paragraphs;

ARTICLE II – MISSION AND OBJECTIVES : amended language;

ARTICLE III – MEMBERSHIP, SECTION 1. Full Membership: amended language;

ARTICLE V – ASSOCIATION OFFICERS, PRESIDENTIAL APPOINTMENTS AND TERMS, amended language to all sections and added Sections 9. Parliamentarian, and Section 10. Regional Directors; **ARTICLE VI – COMMITTEES**: amended language to all sections and removed Section 4. Regional Directors, and Section 5. Public Relations;

ARTICLE VII – ELECTIONS: amended language

ARTICLE VIII – MEETINGS: amended language in Section 1. Annual Meetings;

ARTICLE X – PARLIAMENTARY PROCEDURE: amended language;

ARTICLE XI – AMENDMENTS ; amended language to Section 1. Amendment Process, and Section 2. Approval Process.

Amended April 22, 2004 at the Annual Meeting of the Virginia Municipal Clerks Association, Williamsburg, VA.

ARTICLE V – ASSOCIATION OFFICERS, PRESIDENTIAL APPOINTMENTS AND TERMS, Section 6. Treasurer: amended language.

Amended April 20, 2006 at the Annual Meeting of the Virginia Municipal Clerks Association, Charlottesville, VA.

ARTICLE III – MEMBERSHIP: amended language to all sections and added **MEMBERSHIP CLASSES**;

ARTICLE IV – DUES: amended language in all sections;

ARTICLE V – ASSOCIATION OFFICERS, PRESIDENTIAL APPOINTMENTS AND TERMS: amended language in Section 1-Right to Hold Office and Vote, Section 3 – Terms of Officers, Section 6 - Treasurer, Section 7 - Secretary, and Section 9 - Parliamentarian;

ARTICLE VI – COMMITTEES: amended language in Section 2 – Standing Committees, noted detailed responsibilities for Officers and Committees located in new **STANDARDS OF OPERATIONS GUIDE** for organization;

ARTICLE VIII – MEETINGS: added Section 4. Electronic Meetings.

Amended April, 24, 2008 at the Annual Meeting of the Virginia Municipal Clerks Association, Staunton, VA.

ARTICLE VI – COMMITTEES: amended Section 1. Executive Committee;

ARTICLE VIII – MEETINGS: amended Section 2. Executive Committee Meetings.

Amended April 24, 2009 at the Annual Meeting of the Virginia Municipal Clerks Association, Chesapeake, VA.

ARTICLE VI – COMMITTEES: amended Section 2. Standing Committees and Section 3. Eligibility, Terms, Vacancies;

Amended April 19, 2012 at the Annual Meeting of the Virginia Municipal Clerks Association, Portsmouth, VA.

ARTICLE V – ASSOCIATION OFFICERS, PRESIDENTIAL APPOINTMENTS AND TERMS : amended Section 1. Right to Hold Office and Vote, added language; Section 9. Parliamentarian, amended; Section 10. Regional Directors, amended;

ARTICLE VI – COMMITTEES : amended Section 2. Standing Committee, amended.

ARTICLE VII – ELECTIONS: amended

ARTICLE VII – MEETINGS: amended; Section 3, Special Meetings; Section 4, Electronic Meetings.

ARTICLE XI - AMENDMENTS: amended; Section 1. Amendment Process; Section 2. Approval Process

Amended April 18, 2013 at the Annual Meeting of the Virginia Municipal Clerks Association, Winchester, VA.

ARTICLE IV – Dues: amended Section 1.-Full Committee; Section 2. Additional Full Membership; Section 4. Retired Members; Section 6. Affiliate Members (all dues increased by \$5.00).

Amended April 17, 2014 at the Annual Meeting of the Virginia Municipal Clerks Association, Norfolk, VA.

ARTICLE V – Association Officers, Presidential Appointments and Terms: amended Section 1. Right to Hold Office and Vote; Section 5. Powers and Duties of First and Second Vice Presidents;

ARTICLE VI – COMMITTEES: AMENDED Section 2. Standing Committees; Section 3. Eligibility, Terms, Vacancies.

Amended April 18, 2019 at the Annual Meeting of the Virginia Municipal Clerks Association, Roanoke, VA.

ARTICLE IV – DUES: amended Section 1.-Full Committee; Section 2. Additional Full Membership; Section 4. Retired Members; Section 6. Affiliate Members (all dues increased by \$5.00)

Amended April 18, 2024, at the Meeting of the Virginia Municipal Clerks Associations, Charlottesville, VA.

ARTICLE VIII – MEETINGS: AMENDED Section 4. Electronic Meetings.