

DELAWARE MUNICIPAL CLERKS ASSOCIATION

BYLAWS

Adopted December 19, 2019

ARTICLE I – NAME

Section 1. The Association shall be known as the “DELAWARE MUNICIPAL CLERKS ASSOCIATION” and hereinafter will be referred to as the “Association” or “DMCA.”

The Association shall be an unincorporated non-profit association.

ARTICLE II – MISSION AND PURPOSE

Section 1. The purpose of this organization shall be 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; and to promote the purposes defined in the Constitution of the International Institute of Municipal Clerks (IIMC), by:

- a. Promoting cooperation among clerks through the DMCA, through the interchange of experiences and methods of conducting their offices, to the end that each may profit from the experiences of others; and
- b. Cultivating and promoting a better understanding of the functions and responsibilities of the clerk;
- c. Gathering and disseminating information to improve the procedures and professional image of the clerk;
- d. Offering professional development opportunities for clerks;
- e. Promoting periodic conferences or meetings of Municipal Clerks through the DMCA and IIMC for discussion of problems, and by research to find solutions for same.

ARTICLE III – MEMBERSHIP

Section 1. There shall be three (3) classes of membership: Full, Associate, and Honorary

A. Full Member: Any person holding the office of Municipal Clerk, County Clerk, Clerk of Council – or by whatever title known - of any municipality or county of the State of Delaware, who serves a Legislative Government Body in an administrative capacity with management responsibilities and whose duties include four of the following:

- a. General management;
- b. Meeting administration;
- c. Financial management;
- d. Stewardship of by-laws, articles of incorporation, ordinances, resolutions and other legal instruments;
- e. Custody of the official seal and execution of official documents;
- f. Records management;
- g. Human resources;

h. Elections administration.

Full Members may take part in the general discussion at meetings of the Association, may make motions, may vote on matters to be voted upon, and may hold office.

B. Associate Member: Any person holding any governmental office of employment, who is not eligible for Full or Honorary membership, may become an Associate Member. Associate Members may take part in the general discussion at meetings; however, they are not eligible to make motions, vote, or to hold office.

C. Honorary Member: Any person who has rendered conspicuous service for the improvement of the Clerk profession and is interested in promoting the mission and purpose of the Association, who is not eligible for Full or Associate membership because of a change of job, retirement, or some other similar reason, may become an Honorary Member. Honorary members may take part in the general discussion at meetings; however, they are not eligible to make motions, vote, or to hold office.

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. Said application shall be filed with the Treasurer of the Association.

ARTICLE IV – DUES

Section 1. Each year the Executive Committee will review the annual dues to determine sufficiency for the cost of operation of the Association. If a change in the annual dues amount is determined necessary, the Executive Committee shall present such proposal at the annual meeting. Membership dues shall be set for the ensuing year by a majority vote of the membership in attendance at the Annual Meeting held in June.

Section 2. Payment of initial dues shall be submitted with membership application, thereafter, annual dues shall be payable in December. Dues will not be prorated.

Section 3. 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.

ARTICLE V – OFFICERS, TERMS, POWERS AND DUTIES

Section 1. Right to Hold Office and Vote: 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 Full Members only.

Section 2. Officers and Terms: The officers of DMCA shall be the President, Vice President (President-Elect), Secretary, and Treasurer. The officers of the association shall each serve for a term of two (2) years commencing at the annual meeting in June. No member may serve more than two (2) consecutive terms in any given office. The Vice President (President- Elect) shall automatically assume the office of President at the annual meeting in June following the election in March, or if there is a vacancy in the office of President prior to that time. The Treasurer shall be elected every odd-numbered calendar year and assume office at the annual meeting in June, or if there is a vacancy in the office prior to that time. The Secretary shall be elected every even-numbered calendar year and assume office at the annual meeting in June, or if there is a vacancy in the office prior to that time.

Section 3. Powers and Duties

- A. **President:** The President shall preside at all meetings of the Association and Executive Committee, issue the call for regular or special meetings of the association, appoint all committees and may act as an ex officio member of all committees, and perform such other duties as may be required by the association. The President shall be authorized to sign checks on behalf of the association.
- B. **Vice President (President-Elect):** The Vice-President shall occupy the position and perform the duties of President if for any reason the President is absent or unable to attend to the duties of office. The Vice President shall automatically ascend to the office of President should that office become vacant between elections. The Vice-President shall oversee the functioning of the various committees, and shall prepare and submit to the membership for consideration and approval at the annual meeting, a budget which shall set forth the estimated income and expenditures of the Association for the ensuing fiscal year. The Vice President shall be authorized to sign checks on behalf of the association.
- C. **Secretary:** The Secretary shall be responsible for ensuring 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. The Secretary 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.
- D. **Treasurer:** The Treasurer shall receive and administer all funds of the association, keep an accurate accounting of all financial transactions of the association, and report the status of all financial accounts to the association at each meeting. The funds shall be kept in the name of the association and banked convenient to the Treasurer. The Treasurer shall 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, and present financial records for an annual audit prior to the Annual Meeting. The Treasurer shall convey all financial records to the succeeding Treasurer within sixty (60) days following the annual meeting. The Treasurer shall be authorized to sign checks on behalf of the association.

ARTICLE VI – ELECTIONS

Section 1. Nominations Process: The Nominating Committee shall solicit candidates and at the 4th quarter meeting in December submit nominees for the Association officers. Additional nominations may be made from the floor at the meeting.

Section 2. Acceptance of Candidates: Each person declaring candidacy shall present the Nominating Committee with a candidate statement, and a letter of support from his/her Mayor or City/Town Manager at or before presentation by the Nominating Committee of the list of candidates. If such a letter is not provided as required, the candidate's name shall not be included in the list of proposed candidates and shall not be placed on the election ballot. Any candidates nominated from the floor shall have fifteen (15) days to present a candidate statement and a letter of support from his/her Mayor or City/Town Manager to the Nominating Committee prior to the annual election in March.

Section 3. The election of officers shall take place at the 1st quarterly meeting in March by the members in attendance. The nominees receiving the highest number of votes cast for the respective office for which nominations are made shall be declared duly elected thereto.

Section 4. The Officers-Elect shall begin their terms of office at the Annual Meeting held in June.

Section 5. If only one candidate has filed for the position, then such candidate may be elected to office by means of a motion duly adopted at the Annual Meeting.

Section 6. Vacancy: EXCEPT as provided for in Article IV, a vacancy in any office shall be filled for the unexpired portion of the term of such office by the Executive Committee. The process to be followed by the Executive Committee for filling a vacancy shall be as follows:

The Executive Committee shall solicit interested applicants by announcing the vacancy and setting a deadline for applicants to submit a letter of interest to the DMCA President. Following receipt of the applications, the Executive Committee shall meet as soon as practical at a regular or special meeting, or conduct a special meeting via e-mail, for purposes of voting to fill the vacancy. The results will then be announced to the membership by notice on the DMCA website and a broadcast e-mail. If the vote is conducted by e-mail, the Executive Committee shall ratify its action at the next regular meeting.

Section 7. Removal: Officers may be removed by a two-thirds majority vote of the Executive Committee, and two-thirds majority vote of the Full Members present at a regular or special meeting for the following reasons; neglect of duty, malfeasance in office or other just cause, or for three or more unexcused absences from regular meetings during his or her term of office. Excused absences shall be for illness, illness of immediate family member or death in the family.

ARTICLE VII - MEETINGS

Section 1. The Association shall meet four times a year on a quarterly basis, as called upon by the President, in March, June, September, and December. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business. The Secretary shall send meeting notices to all members and shall include an agenda and draft minutes from the previous meeting. Actions taken on the vote of the members present at any regular meeting of the Association shall be effective immediately.

Section 2. Organizational and Annual Meeting: The organizational and annual meeting of the association shall be held in June annually at a time and place designated by the President. Notice of such meeting shall be given by mail or broadcast e-mail to each member not less than twenty days prior to the date of the meeting. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3. Executive Committee Meetings: Meetings of the Executive Committee shall be held from time to time by order of the President or upon written request by any two members of such committee, directed to the President. Notice of the time, place, and purpose of the meeting shall be given by the President to each Executive Committee member at least seven days prior thereto. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Special Meetings: Special meetings of the Association may be called by the President at any time or by 25% of the full members, provided those members make a request to the President in writing stating the specific purpose for the meeting. The President shall honor the request within ten days. Twenty five percent (25%) of full members plus one (1) shall constitute a quorum at a special meeting.

Section 5. Electronic Meetings: The Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic media so long as all the members of the committee can participate in the meeting. Minutes and a written record shall be made of all actions taken.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee: The Officers of the Association and the immediate past president shall be known as the Executive Committee. The Executive Committee may authorize expenditures in addition to budgetary items approved by the members of the Association in a sum not to exceed available funds in the Association in any one fiscal year.

Section 2. Standing Committees: Standing Committees, with the exception of the Executive Committee, and notwithstanding any special committees appointed by the President, will be appointed at the 4th Quarter meeting held in December and membership to said committee will take effect beginning January 1. Following are standing committees: Audit; Clerk of the Year; Education; Nominating; Scholarship; and Web Development. Chairpersons of the standing committees shall present written reports at each quarterly meeting. The written committee reports shall be filed with the Secretary and retained for reference.

A. Audit: The Executive Committee shall require an annual audit of the financial records and accounts of the Association. The President shall appoint an Audit Committee, which will consist of two (2) active members with financial background and are not current officers, which shall audit the financial records. The audit shall cover the previous fiscal year and shall be conducted as soon as practical after the last month of the fiscal year. The outgoing and incoming Treasurers, as applicable, shall be present during the audit and present the financial records for the audit. The results of this audit shall be reviewed and approved by the DMCA members present at its 2nd quarterly meeting in June, and reported on the DMCA website or another DMCA general publication distributed or accessible to all members.

B. Nominating: The Nominating Committee, who at the 4th quarter meeting shall submit nominees for the Association officers, shall administer elections in such a manner as to ensure openness, fairness, and to encourage the broadest participation by active members.

ARTICLE IX – FISCAL YEAR

Section 1. The fiscal year for said Association shall be January 1 through December 31.

ARTICLE X – AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds majority of the voting members present at the meeting where the amendment will be considered. Notice of a proposed amendment shall be given to the membership by regular mail or broadcast e-mail prior to the meeting at which the vote on such amendment is to be taken.

ARTICLE XI – MISCELLANEOUS

In the event of dissolution of the Association, all assets of the Association shall be distributed to such persons or organizations as agreed upon by the membership; provided, however, that none of the assets of the Association shall be distributed to any individual member of the Association.