

**UTAH MUNICIPAL CLERKS ASSOCIATION
(UMCA)**

UMCABYLAWS

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ARTICLE 1
NAME OF ORGANIZATION

The name of this organization shall be the UTAH MUNICIPAL CLERKS ASSOCIATION (UMCA) (hereinafter referred to as the Association)

ARTICLE 2
PURPOSE AND MISSION

Section A. PURPOSE

The Association is a professional organization of confident and proficient members that:

- (1) Offers opportunities for education, involvement, personal growth, and leadership
- (2) Encourages new and innovative ideas
- (3) Adheres to a high code of ethical standards
- (4) Is dedicated to building trust in Municipal Government

Section B. MISSION

The mission of the Association is:

- (1) To provide educational and networking support for Municipal Clerks, Recorders, and Deputies
- (2) To promote positive professional interaction with elected officials, staff, and the general public
- (3) To enhance the awareness and value of the Municipal Clerk/Recorder profession

ARTICLE 3
MEMBERSHIP

Section A. CLASSES OF MEMBERSHIP

The classes of the Association Membership shall be as follows:

1. Full Member
2. Additional Full Member
3. Associate Member
4. Honorary Member
5. Retired Members

Section B. FULL MEMBER

Any appointed Municipal Clerk, Recorder, or Deputy shall become the Full Member for their municipality upon payment of annual membership dues by the municipality. A Full Member shall have all rights associated with membership including the right to vote, hold office and obtain certification. *(Includes newly hired or appointed Municipal Clerks, Recorders, or Deputies.)*

Section C. ADDITIONAL FULL MEMBER

Additional Full Members are fully qualified members from the same municipality provided they qualify under the definition of Full Member. Additional Full Members have the same rights and privileges, other than voting of Full Members, but pay a lesser fee. A municipality must have one Full Member before they are eligible to have Additional Full Members.

Section D. ASSOCIATE MEMBER

Individuals serving an administrative or legislative body of municipal government may become an Associate Member upon payment of annual dues. Associate Members do not have the right to vote, hold office, or obtain certification; but they can take advantage of education programs. Should they eventually assume the job of Municipal Clerk, Recorder, or Deputy, they could then become a Full Member of the Association and apply for IIMC certification.

Section E. HONORARY MEMBER

Any former Full Member who, through retirement or other reasons, is no longer a Municipal Clerk, Recorder or Deputy, may become an Honorary Member. Such members shall have all of the privileges of the Association except the right to vote or hold office. Special Honorary Memberships may also be granted to individuals who have not been Full Members of the Association. The names of such individuals shall be submitted to any member of the Board of Directors for presentation to the membership at the next business meeting. Approval of such special Honorary Memberships shall be by a majority vote of those voting members present.

Section F. RETIRED MEMBER

Any former Full Member, who has been active with the Association for ten years or longer and retires from their office of Municipal Clerk, Recorder, or Deputy, may be designated as a Retired Member. Such members shall not have the right to vote or hold office. This designation shall be given to those members who request to have this in their behalf.

Section G. RESTRICTIONS ON RIGHT TO VOTE OR HOLD OFFICE

Only Full Members of the Association shall be eligible to vote or hold office in the Association. Each municipality is entitled to one vote provided the dues for the Full Member(s) have been paid for that year. Each municipality with more than one active Full Member shall designate one member to cast the vote for their municipality.

ARTICLE4

DUES

Section A. ANNUAL DUES FOR FULL MEMBERS

Annual dues for Full Members shall be payable by January 1st of each year to the Treasurer of the Association. Membership dues shall be assessed on a municipality basis. A fee shall be assessed for a Full Member and a fee shall be assessed per Additional Full Member.

Section B. ANNUAL DUES FOR ASSOCIATE MEMBERS

The annual dues for Associate Members shall be payable by January 1st of each year to the Treasurer of the Association.

Section C. DUES FOR HONORARY MEMBERS

There shall be no dues assessed for Honorary Memberships.

Section D. DUES FOR RETIRED MEMBERS

There shall be no dues assessed for Retired Members.

ARTICLES

MEETINGS

Section A. CONFERENCES AND BUSINESS MEETINGS

- (1) **Annual Conference.** This Conference is held the third or fourth quarter of each year, at a time and place designated by the Board of Directors. Educational programs for this Conference are designed specifically to meet International Institute of Municipal Clerks (IIMC) established educational standards to provide members the opportunity to receive credit points toward certification as a Certified Municipal Clerk (CMC) or Master Municipal Clerk (MMC).

A Business Meeting shall be held during the Annual Conference to conduct elections and other business of the Association as needed. The newly elected Board of Directors shall be sworn into office during this meeting.

- (2) **Institute/Academy.** Educational programs shall be arranged by the designated Institute/Academy Director(s), at a location to be determined by the Board of Directors and Institute/Academy Director(s), and shall meet IIMC established educational standards to provide members the opportunity to receive credit points toward certification as a Certified Municipal Clerk (CMC) or Master Municipal Clerk (MMC).

A business Meeting shall be held in conjunction with Institute/Academy. Any needed business items of the Association Shall be addressed.

Section B. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet quarterly or more frequently if needed.

Section C. SPECIAL BUSINESS MEETINGS

Special business meetings with the membership may be called at any time by a majority of the Board of Directors.

**ARTICLE 6
OFFICERS OF THE ASSOCIATION**

Section A. ASSOCIATION OFFICERS

The Board of Directors of the Association shall be comprised of the President, Vice President, Five Director Positions, Past President, Treasurer, and Secretary.

- (1) **President.** The President is the presiding officer over the Association. The President shall be responsible for communication and membership programs. Two Directors shall assist with the communication and membership programs of the Association.
- (2) **Vice President.** The office of Vice President shall be responsible for education and training. Two Directors shall assist with the education and training programs of the Association.
- (3) **Treasurer.** The office of Treasurer shall be an elected position.
- (4) **Secretary.** The office of the Secretary shall be an elected position.
- (5) **Past President.** The office of Past President shall act as an advisor to the Board of Directors and assist the Director with conference facilities.
- (6) **Director(s).** The five offices of Director shall be elected positions. The President of the Association will assign the Director positions to those who have been elected as Director.
 - a) Education Director
 - b) Associate Director
 - c) Communication Director
 - d) Membership Director
 - e) Facilities Director

All of the officers listed above shall constitute the Association's Board of Directors and shall be voting members.

Section B. BOARD OF DIRECTORS QUALIFICATIONS

All members of the Board of Directors shall be Full Members of the Association with at least three year's experience as a Municipal Clerk, Recorder, or Deputy.

The Vice President shall be an elected position voted on by the membership at the election held during the Association's Annual Conference. To qualify to run for election to the position of Vice President, an individual shall be a current Director, Secretary, or Treasurer and must be in their second year of serving in such capacity. If the two-year requirement cannot be met, those with less service time may qualify.

Section C. TERMS OF OFFICE

- (7) **President.** The term of office for the President shall be for one year. Upon completion of the term of office, the President shall advance to the office of Past President.
- (2) **Vice President.** The term of office for the Vice President shall be for one year. Upon completion of the term of office, the Vice President shall advance to the office of President.
- (3) **Treasurer.** The term of office for the Treasurer shall be for two years and shall expire in odd numbered years. During the second year of office, the Treasurer is eligible to run for election to the office of Vice President.
- (4) **Secretary.** The term of Secretary shall be for two years and shall expire in even numbered years. During the second year of office, the Secretary is eligible to run for election to the office of Vice President.
- (5) **Director(s).** The term of office for Directors serving in education, associate, communication, facilities, and membership shall be for two years. Two Directors shall begin and end their term in the even numbered years, and three Directors shall begin and end their term in the odd numbered years. During the second year of office, a Director is eligible to run for election to the office of Vice President.
- (6) **Past President.** The term of office for Past President shall be for one year.

No officer shall hold office after ceasing to be a Municipal Clerk, Recorder, or Deputy.

Section D. VACANCIES IN OFFICES

Those interested in filling a vacant position on the Board must notify the Board of Directors in writing of their desire to serve, as well as submit the Municipality Consent Form. If eligibility requirements cannot be met, those with less service time may qualify. Preference may be given to the candidate who received the second highest votes in the most recent election.

- (7) **President.** A vacancy in the office of the President may be filled for the remainder of the unexpired term by the Vice President, who shall also be allowed to serve his/her regularly, scheduled term as President. If the office of President is left vacant because the Vice President is unable to fill the vacancy, the vacancy shall be filled by an active, full member of the Association, who has served as President or as a member of the Board of Directors (two years) at any time. The President shall be appointed by a majority vote of the Board of Directors.

- (2) **Vice President.** A vacancy in the office of Vice President may be filled for the remainder of the unexpired term by a majority vote of the Board of Directors from any of the eligible directors scheduled to run for election to the office of Vice President at the next regular election. The individual filling the unexpired term shall still have the opportunity to run for election to the office of Vice President at the next election. An individual must have served on the Board at any time for two years or completed two years by the time the Vice President office would commence.
- (3) **Treasurer, Secretary, or Director.** A vacancy in the office of Treasurer, Secretary, or Director shall be filled by an active, full member of the Association for the remainder of that year by a majority vote of the Board of Directors. Members interested in filling the vacant position must notify the President of their desire to serve, after which a new Treasurer, Secretary, or Director shall be appointed by a majority vote of the Board of Directors. If a vacancy occurs in the second year of the term of office, the individual selected shall complete the unexpired term but would not be eligible to run for the office of Vice President because the designated criteria would not have been met. The Treasurer, Secretary, or Director would have to be ratified by a vote of the membership at the next election to be able to remain on the Board of Directors for the second year of the term of office.
- (4) **Past President.** By a majority vote of the Board of Directors, a vacancy in the office of Past President may be filled for the remainder of the unexpired term by a majority vote of the Board of Directors by an active, full member of the Association who has served as President or as a member of the Board of Directors (two years) at any time.

Section E. TERMLIMITATION

No officer may succeed to the same office unless first running for office and being elected, except when necessitated by a Board vacancy.

**ARTICLE 7
DUTIES OF OFFICERS**

Section A. PRESIDENT. The President shall:

- (1) Preside at all meetings of the Association.
- (2) Serve as chair of the Board of Directors.
- (3) Appoint committee chairs for committees deemed necessary by the Board of Directors and may act as an ex-officio member of said committees.
- (4) Attend the following meetings: 1) the Utah League of Cities and Towns (ULCT) Board Meetings and serve as an ex-officio member of said ULCT Board representing the Association, including the ULCT Board Meeting held at their mid-year conference; 2) the annual IIMC Conference; and may attend 3) the annual IIMC Regional Meeting.
- (5) Work closely with the Treasurer and become knowledgeable in the financial affairs of the Association and provide written authorization to the Treasurer for payment of all bills and reimbursements.

- (6) Designate a Director to serve as the Education Director, Associate Director, Communication Director, Facilities Director, and Membership Director.
- (7) Have primary responsibility for the communication and membership programs coordinating the efforts of the Communication Director and Membership Director with such projects as the newsletter, membership drives, region associations, the Annual Conference and Institute/Academy and other projects or programs deemed appropriate to further enhance membership and communication with the Association and assist with planning of the Annual Conference and Institute/Academy.

Section B. VICE PRESIDENT. The Vice President shall:

- (1) Perform the duties of the President in the absence of the President.
- (2) Have primary responsibility for education and training programs of the Association and assist in planning of the Annual Conference and Institute/Academy, work closely with the Education Director, Associate Director, and Institute/Academy Director(s) to ensure proper certification opportunities exist for members.
- (3) Attend the IIMC Annual Conference.
- (4) Coordinate the efforts of the Education Director and Associate Director with such programs as mentoring, promoting certification, maintaining a list of qualified speakers and any other programs deemed appropriate to improve the quality of education/training for the members of the Association.
- (5) Nominate a qualified auditor to perform a compilation of the financial affairs of the Association to be completed in a timely manner and the results presented to the Board of Directors.
- (6) Attend the Utah League of Cities and Towns Board Meetings as needed.
- (7) Be responsible for the development and on-going maintenance of the Association's Handbook.
- (8) Serve as Chair of the Legislative Committee.

Section C. TREASURER. The Treasurer shall:

- (1) Have charge of all monies and report on the financial affairs of the Association.
- (2) Collect dues and fees; pay all bills upon written authorization from the President; keep an itemized record in a permanent file of all receipts and expenditures; and turn over all books, records and papers pertaining to the Association to the duly elected successor within ten (10) days of vacating office.
- (3) Mail, email, or fax notices to the membership.

Section D. SECRETARY. The Secretary shall:

- (1) Keep an accurate record of all regular and special meetings of the Association and the Board of Directors; and shall distribute a copy of the minutes to each officer.
- (2) Preserve in a permanent file all records and letters of continuing value to the Association and its officers, to be transferred to the duly elected successor within ten (10) days of vacating office.

Section E. DIRECTORS.

The Directors, along with the other officers, shall have general supervision over the affairs of the Association. The duties of the Directors in the education, training, communication, membership, and facilities programs shall be as follows:

- (1) **Education.** One Director shall be designated by the President to act as the Education Director, who shall work closely with the Vice President, IIMC, and the State Institute/Academy Director(s) to ensure education programs meet specified requirements for certification credits. The Director shall work closely with the Vice President with the mentoring program, roving training, promoting certification, assisting with maintaining a list of qualified speakers and other programs deemed appropriate to help further the quality of education for the members of the Association. Attends the IIMC Annual Conference.
- (2) **Associate.** One Director shall be designated by the President to act as the Associate Director and work closely with the President, Vice President, Education Director, Communication Director, Membership Director, and Facilities Director with projects or programs deemed appropriate to further the quality of education for the members of the Association, to further enhance the membership and communication within the Association and assist each member of the Board with tasks related to the Annual Conference.
- (3) **Communication.** One Director shall be designated by the President to act as the Communication Director and shall work closely with the President and Newsletter Committee and shall have the primary responsibility for communications via email blasts, maintenance of the UMCA website, and publication of the quarterly newsletter and shall coordinate with region association members to gather information to be included in said newsletter. The Director shall also assist with the planning of the Annual Conference and Institute/Academy programs. The Director shall also be designated to serve as UMCA Historian.
- (4) **Membership.** One Director shall be designated by the President to act as the Membership Director and shall work to increase Association's membership through membership drives, etc. The Director shall also assist with the planning of the Annual Conference and Institute/Academy Programs, help in the organization of regional associations in areas of the State not yet organized, and any other projects or programs deemed appropriate to further enhance the membership and communication within the Association. Works closely with the Silent Auction and Welcoming Committees.
- (5) **Facilities.** One Director shall be designated by the President to act as the Facilities Director and shall work closely with the Past President and shall have the primary responsibility over facilities for the Annual Conference / Institute and Academy focusing on the conference layout, sponsors, catering, and hotels.

Section F. PAST PRESIDENT. The Past President shall:

- (1) Be an advisor to the Board of Directors.
- (2) Act as liaison between the Board of Directors and the Recorder of the Year Committee.
- (3) Coordinate the efforts of the Facilities Director with the conference layout, sponsors, catering, and hotels.

- (4) Attend the Utah League of Cities and Towns Board Meetings as needed.

ARTICLE 8

COMMITTEES

Section A. ELECTION COMMITTEE

On or before July 1, the current President shall appoint a chair for the Election Committee and request said Chair to select members from different Regions to be known as the Election Committee. It shall be the duty of the Committee to encourage members to run for election as Vice President, Directors, Secretary, or Treasurer during the Annual Conference. It shall be the duty of the chair of the Election Committee to verify with the Treasurer that all candidates meet the requirements of Article 6, Section B and that all candidates shall accept the office if elected. Notice of positions to be filled shall be sent to the membership along with the registration information for the Annual Conference.

Section B. OTHER COMMITTEES

The Board of Directors may establish other such committees as deemed necessary to assist with the development of programs or projects. Such committees may include, but not be limited to, a Membership Committee, Bylaws Committee, Newsletter Committee, Certification Committee, Legislative Committee, and Mentoring Committee.

ARTICLE 9

ELECTIONS

Members of the Association desiring to be considered for candidacy for an office shall be encouraged to contact the Chair of the Election Committee. A Declaration of Candidacy and Municipality Consent form shall be submitted to the Chair of the Election Committee.

Section A. ELECTION OF BOARD OF DIRECTORS.

Election of Vice President shall be held each year. Election of Treasurer and three Directors shall be held on odd numbered years and election of Secretary and two Directors shall be held on even numbered years, for two-year terms. The Board of Directors may determine to cancel an election if no more than one (1) candidate per open position files a Declaration of Candidacy form.

Section B. TERM OF OFFICE

New officers shall begin their terms of office at the close of the Annual Conference. The newly elected Vice President, Treasurer or Secretary, and Directors shall be invited to begin attending Board of Directors meetings following their election.

Section C. VOTING BY PROXY OR ABSENTEE BALLOT.

Voting by proxy shall not be allowed. Absentee voting shall be allowed by one Full Member of each member municipality.

Any one Full Member from a city who is unable to attend the Annual Conference and wishes to vote by absentee ballot must submit an application for an absentee ballot to the Election Committee Chair no later than 15 days prior to the date of the Annual Conference. The Election Committee Chair shall mail an absentee ballot to the Full Member within two (2) days of receiving the request. The Election Committee Chair shall then mark the member city as voting absentee in the election roster. Absentee ballots by mail must be received by the Election Officer by 5:00 p.m. on the Monday prior to the Annual Conference. Ballots received after that date and time shall not be counted.

Absentee ballots shall be available at the Annual Conference for those members who will be unable to attend the entire conference and would like to cast their vote. Absentee Ballots shall be available at the Election booth until one day prior to the regularly scheduled election. The absentee ballots must be cast no later than one day prior to Election Day.

The Election Committee Chair shall be responsible for security of the absentee ballots received prior to Election Day. The absentee ballots shall be opened by the Election Committee and included in the tally of the votes immediately following the close of the election polls.

Section D. METHOD OF VOTING.

Voting shall be by paper or electronic ballot for elective officers; however, Bylaws, Resolutions and proposed legislation shall be by voice vote.

ARTICLE 10 PROPOSED LEGISLATION

Any proposed State legislation by any Municipal Clerk, Recorder, or Deputy shall first be submitted to the Association's Legislative Policy Committee for review. The Legislative Policy Committee shall review the proposed legislation and forward it to the Board of Directors for review and approval. At no time during the legislative process will the Association lobby for profit.

ARTICLE 11 EXEMPTION UNDER 501 (C)(3)

1. The Association is organized exclusively for educational purposes, including, for such purposes, the making of distributions to associations that qualify as exempt associations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes

set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carrying any other purposes not permitted to be carried on (a) by an association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such association or associations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12

RECOGNITION OF RETIRING ASSOCIATION MEMBERS

The Board of Directors may recognize those Association members who retire from their municipal positions with a gift. The amount will be determined by the Board of Directors.

ARTICLE 13

SCHOLARSHIPS

Section A. PURPOSE OF THE SCHOLARSHIP FUND

It is the policy of the Association to provide scholarships to its members to participate in Institute/Academy, the Annual Conference, and other trainings as budget allows.

The purpose is to increase the professionalism, skill level, and expertise of Municipal Clerks, Recorders, and Deputies. Further, the Association wishes to assist by awarding financial aid to qualified applicants who, without assistance, would be unable to attend Institute/Academy the Annual Conference, or other trainings.

Completion of Institute/Academy is essential to many Municipal Clerks, Recorders, and Deputies to receive the prestigious designation of Certified Municipal Clerk or Master Municipal Clerk by the International Institute of Municipal Clerks, which attests to the professional quality and competency of our most important roles as public servants.

Section B. SCHOLARSHIP REQUIREMENTS

Definition: Scholarship - Full cost of one conference or training registration.

Upon approval, the Association may provide a scholarship (one scholarship per year per city or town) for the cost of Institute/Academy, or the Annual Conference or other training under the following rules:

- I. Applicant must be a duly appointed Municipal Clerk, Recorder, or Deputy.
2. The applicant's municipality must have been requested to underwrite part of the expense of attending Institute/Academy or the Annual Conference, or training. The applicant must have evidence in writing that the municipality is supportive of the applicant attending the conference or training.
3. Applicant must be a Full Member of the Association.
4. Applications must be received by the Treasurer on or before the early registration deadline for Institute/Academy, the Annual Conference, or training.
5. At the Board's discretion, a scholarship recipient may request hotel accommodations if mileage to and from the conference for the entire conference, based upon that year's federal mileage reimbursement rate, is within \$50.00 of the entire cost of a hotel for the length of the conference.
6. Applications shall be reviewed, and a final decision made by the Board of Directors.
7. Clerks/Recorders who receive a scholarship for Institute/Academy, the Annual Conference, or other training shall register and make their own hotel accommodations and after the event submit receipts to the Treasurer for reimbursement. If necessary, special arrangements can be made with the UMCA for direct payment of the registration fee and/or hotel accommodations.

NOTE: Qualified applications for scholarships shall be approved as submitted up to the budgeted amount. If requests exceed funding, applications shall be evaluated and awarded based on specific criteria, such as previously awarded scholarships for the municipality, budget of the applicant's municipality, and whether awarding the scholarship will enable the applicant to achieve CMC or MMC designation.

ARTICLE 14

EXPENSE REIMBURSEMENT FOR BOARD OF DIRECTORS AND UMCA

EXPENSES

Section A. REIMBURSEMENT FOR BOARD OF DIRECTORS

The Board of Directors feels it is important for the President of the Association, the Vice President, and the Education Director to attend the International Institute of Municipal Clerks

Annual Conference each year and have determined that full funding shall be granted to these Board members. In conjunction with the duties of the President as assigned in Article 7, Section A (4), the Board of Directors feels it is important for the President of the Association to attend the Utah League of Cities & Towns (ULCT) conference/convention and may fully fund the President or the President's designee to attend ULCT conferences/conventions (maximum of two per fiscal year).

Due to the extensive amount of time that is donated by the Board of Directors to the Association, reimbursement shall be issued to the Board of Directors for their expenses related to travel to Board Meetings, CMC/MMC Presentations and other related meetings at the current IRS mileage rate.

The cost of registration only shall be paid by the Association for the members of the Board of Directors to attend one of the following conferences per fiscal year: Institute/Academy, Annual Conference, the International Institute of Municipal Clerks Annual Conference, or the International Institute of Municipal Clerks Region VIII Conference.

NOTE: All requests are contingent on the availability of funds.

Section B. BOARD EXPENSES

Any Board Expense that will exceed \$1,999.99 shall be approved by a majority of the Board before it will be incurred and paid.

ARTICLE 15
DONATIONS AND ACKNOWLEDGMENTS

Section A. FLOWERS/GIFTS

The Association may provide flowers and/or gifts to any member that is hospitalized or as condolences for a death in a member's immediate family (spouse, child, or parent). The amount spent shall be determined by the Board of Directors.

Section B. DONATIONS

Donations may be approved, by a majority vote of the Board of Directors, for matters associated with the Association.

ARTICLE 16
IIMC REGION VIII DIRECTOR NOMINATIONS

The International Institute of Municipal Clerks (IIMC) Region VIII consists of eleven (11) member states (Arizona, Colorado, Idaho, Montana, Nebraska, Nevada, New Mexico, North Dakota, South Dakota, Utah, and Wyoming). Each IIMC region fills two director positions on the IIMC Board of Directors. Historically, the IIMC Region VIII Director position has rotated

among its members states. The term of office for each director is three (3) years with two (2) directors serving at all times with rotating terms, each from different states within Region VIII.

Section A. NOMINATING COMMITTEE

The UMCA Region VIII Director Nominating Committee shall be charged with seeking nominations of eligible members, all of whom meet the criteria established by IIMC, as the candidate for the election of Region VIII Director on the International Institute of Municipal Clerks (IIMC) Board of Directors. The Association President shall appoint the chair of the Nominating Committee. The Nominating Committee shall submit the name of a nominee of its choice to the Board of Directors. The Board of Directors may accept the nomination and so appoint by a majority vote. If a majority vote is not achieved, the Board of Directors shall request additional nominations until a nominee is successfully appointed by a majority vote.

In the event there are no qualified applicants, the Board of Directors shall appoint a nominee who has served as President or as a member of the Board of Directors (two years) at anytime.

SECTION B. REIMBURSEMENTS

IIMC Region VIII Director expenses, shall be reimbursed by IIMC as outlined in the IIMC Constitution. Any expenses not specifically covered by IIMC shall first be submitted to the director's municipality for reimbursement. In the event the director's expenses are not covered by IIMC or the director's municipality, the director may apply to the Association for reimbursement and the Association may assist with the expenses to the extent it is financially able.

ARTICLE 17 **AMENDMENTS**

These Bylaws shall be amended by Resolution, by a majority vote of the voting members, at a meeting of the Association.

ARTICLE 18 **ADOPTIONS**

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on 04-20-06 by Resolution No. 06-01.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on 4-16-09 by Resolution No. 09-01.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on 4-21-11.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on 08-02-2012.

These Bylaws of the Association are true and correct as adopted at the UMCA Annual Business Meeting held on 25 September 2013 by Resolution 1 -2013.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on September 23, 2015, by Resolution 15-1.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on September 28, 2016, by Resolution 16-2.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on March 29, 2018, by Resolution 18-1.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on June 25, 2020, by Resolution 20-1.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on March 3, 2022, by Resolution 22-01.

These Bylaws of the Association are true and correct as adopted at the UMCA Business Meeting held on April 6, 2023, by Resolution 23-01.