

## ARTICLE V:

### OFFICERS/GOVERNING BOARD

The Officers of the Executive Board of this association shall be a President, a Vice-President, a Secretary, and a Treasurer, ~~and the immediate Past President, who shall serve a two (2) year term and are elected in even number years. an IIMC Region V Director shall serve a (3) year term and is elected in rotation with Indiana and Tennessee taking office at the May IIMC Conference.~~

The Governing Board of this association shall include Executive Board Officers and a Regional Representative elected by each organized regional chapter (see Addendum A). In years which the office of IIMC Region V Director is held by a Kentucky Municipal Clerk, that person shall be an ex-officio member of the Governing Board. Each organized regional chapter shall be represented by a Representative from their region. See Addendum A. Regional Representatives serving on the KMCA board shall be voting members of the Governing Board and shall serve a two (2) year term which is concurrent with the term of the Executive Board. office of the KMCA President. A person serving as a Regional Representative and as an Executive Board Officer concurrently shall only have one vote. hold more than one Executive Board and Governing Board position. Therefore, a person who is serving as a Regional Representative cannot serve as an Executive Board Member concurrently.

All Executive Board Officers and the Region V Director and Representatives shall be full members of the Association for at least two consecutive years prior to election and shall be a Kentucky Certified Municipal Clerk in order to qualify for office. See Addendum B. All Regional Representatives shall be full members of the Association and shall be a certified Kentucky Municipal Clerk or enrolled in the Kentucky Municipal Clerk Institute and actively working towards their certification. See Addendum B. The President and Region V Director shall be an IIMC Member, and must have served ~~one previous term~~ two years as an Officer (Secretary, Treasurer or Vice-President) or as a Regional Representative. All board members officers shall serve without pay. ~~The immediate past President shall be an ex-officio member of the Board for two years following the expiration of his/her term of office as President and shall be a voting member of the Executive or Governing Board.~~

The Association shall elect the following ~~officers~~: President, Vice-President, Secretary, ~~and~~ Treasurer, and Region V Director. Nominations shall be sent to the Election Chair. The Election Committee shall consist of not less than four members appointed by the President. All candidates filing for an office shall have their letter of intent, along with a letter of endorsement from their Mayor and/or City Manager or Administrator, in the hand of the Election Committee Chair by February 28th. No more than two officers may be elected from the same organized regional chapter, ~~with the exception of the immediate past President.~~ If a candidate's letter of intent is received from more than one qualified person per office, the Election Committee Chair shall distribute ballots to the full membership for voting. ~~so the slate of Officers can be~~

determined. The report of the Election Committee shall be given to all members present at the annual meeting.

The term of office for the President, Vice-President, Secretary, ~~and~~ Treasurer, and Regional Representative shall be for two (2) years, commencing immediately following adjournment of the annual spring meeting. ~~The Region V Director term shall be three (3) years within the rotation of Indiana and Tennessee, taking office at the May IIMC Conference. The term of office of the Regional Representative shall be for two (2) years, effective at the conclusion of the spring meeting and~~ Each officer shall hold his or her office until his or her successor is elected and qualified; however, the President, Vice-President, Secretary, and Treasurer, shall not succeed himself or herself to the same office unless (1) no other qualified member has presented a letter of intent and therefore, a vacant position would be created, and he or she shall not serve for more than two consecutive terms or (2) they have presented a letter of intent to have their name placed on the ballot for the next term, and if elected cannot serve for more than two consecutive terms in total. No elected officer shall hold office after he or she ceases to be a full member. A partial term does not constitute a full term for succession purposes.

A vacancy in the office of President shall be filled by the Vice-President for the unexpired term of the President. Vacancies in the office of the Vice-President, Secretary, Treasurer, and Region V Director shall be filled for the remainder of the term by a majority vote of the Governing Board. Vacancy in the office of Regional Representative shall be filled by the affected organized Regional Chapter.

The President shall preside at all meetings of the Association and shall have such other powers and duties as may be delegated to him or her by the Governing Board. The Vice-President shall perform the duties of the President during his or her absence. ~~A vacancy in the office of President shall be filled by the Vice-President for the unexpired term of the President.~~ The Vice-President shall serve as Conference Site Selection Chair and shall inform the membership of the time and place of all association meetings.

The Secretary shall keep the minutes and records of all meetings and serve as historian of the Association and shall take care of all correspondence thereof as directed by the Governing Board.

The Treasurer shall, by January 10th of each year, distribute annual dues forms to each city with a January 31st due date, and distribute delinquent notices by February 10th of each year. The Treasurer shall ensure that an updated version of the dues form is available on the Association's website at all times and posted to the Association's social media accounts by January 10<sup>th</sup> of each year. A reminder to pay shall be posted to the Association's social media accounts concurrent with the distribution of delinquency notices. The Treasurer shall receive and administer all funds of the association and shall reimburse five (\$5.00) dollars of each member's annual dues to the organized regional chapters by April 5th of each year, for those persons holding regional membership.

The Treasurer shall keep an accurate accounting of all financial transactions of the Association and shall submit at each State Association meeting and each quarterly board meeting a full report of all receipts and disbursements. The funds shall be kept in the name of the Association and banked in a depository named by the Governing Board. Checks shall be signed only by the Treasurer upon approval by the President. The Treasurer shall be bonded.

Except as otherwise provided, the powers and duties of the officers of this organization shall be such as by general usage; are indicated by the titles of their offices. ~~Vacancies in the office of the Vice-President, Secretary, and Treasurer shall be filled for the remainder of the term of office by a majority vote of the Governing Board present. Vacancy in the office of Regional Representative shall be filled by the affected organized Regional Chapter.~~

The Governing Board shall ~~consist of the officers of the Association including the Regional Representatives and shall meet at least semi-annually.~~ A majority of the Governing Board and the President shall constitute a quorum for the transaction of official business. Any member of the Board who demonstrates any dereliction of duties or who fails to attend two consecutive Board meetings without presenting a valid reason shall have his or her office declared vacant by the Governing Board.

The Governing Board shall exercise such powers and control as are usually exercised by governing boards, and shall, in the interim between meetings of the Association, have control of the affairs of the organization with power to act on its behalf.

The Board shall follow the KMCA travel policy as follows: All expenses for the IIMC Conference will be paid for the President to attend. In the event that the President cannot attend the IIMC Conference, and if Kentucky is not represented by a Region V Director, then expenses will be paid in the following order:

1. VICE-PRESIDENT
2. SECRETARY
3. TREASURER

In the event that none of the KMCA officers can attend the IIMC Conference, the funds will be used for a Regional Representative to attend with the decision on which Regional Representative being made by the Board. See Addendum C.

If Kentucky has a member serving on the Board of the International Institute of Municipal Clerks as Regional Director representing Region V, then KMCA will pay expenses, as per Addendum C as budgeted, for said individual to attend the IIMC Conference held each year of their term as an IIMC Board Member.