



**WASHINGTON MUNICIPAL CLERKS ASSOCIATION  
43<sup>rd</sup> ANNUAL BUSINESS MEETING  
Thursday, March 21, 2013, 9:00 a.m.  
The Hotel Murano, Tacoma, WA**

**CALL TO ORDER:**

President Paul called the 43rd Annual Business Meeting of the Washington Municipal Clerks Association to order at 9:00 a.m.

President Paul introduced Carol Etgen, City of Fife, who served as Parliamentarian.

**INTRODUCTION OF THE EXECUTIVE COMMITTEE:**

President Sandy Paul introduced the Executive Committee: Immediate Past President (Vacant), President-Elect Scott Passey, Vice President Diana Quinn, Secretary Virginia Olsen, Treasurer Gina Anderson, and Board Members Debbie Burke, Debbie Clark, Randy Hinchliffe, Christy O'Flaherty, Paula Swisher, and Bobbie Usselman.

**RESOLUTION OF APPRECIATION:**

President Paul read a Resolution of Appreciation for the staff at the Hotel Murano as well as the WMCA members who planned and coordinated the conference.

Past President Ali Spietz **MOVED**, seconded by Shannon Corin, to adopt the Resolution of Appreciation. The motion **PASSED** unanimously.

**APPROVAL OF MINUTES:**

The minutes of the 42nd Annual Business Meeting held on March 15, 2012, were provided in the meeting packet. Hearing no objection, President Paul dispensed with the reading of the minutes.

There being no corrections or additions brought forward, the minutes were **APPROVED** as presented.

**TREASURER'S REPORT:**

Treasurer Anderson provided the Treasurer's report and the information provided to the membership. A report was provided to the members in the packet. She also reported that WMCA has a healthy cash balance of \$102,000. There was a question about the AWC conference being over the budgeted line item amount. Treasurer Anderson explained that the vendor fee was higher because the standard vendor booths were full and we had to pay a higher rate for a better location.

**NEW BUSINESS:**

**Audit Report**

Audit Committee Chair Erin Larsen stated that the committee held two meetings and audited the financial records in May of 2012 and again in February of 2013 and found the records were complete and in good order. She thanked Treasurer Gina Anderson and the Committee for their outstanding work. Ms. Larsen said the formal report was provided in the meeting packet. There were no questions.

Erin Larsen **MOVED**, seconded by Janessa Hurd, to accept the Audit Report. The motion **PASSED** unanimously.

### **Election Results**

President Paul congratulated Scott Passey as WMCA's next President and announced the results of the 2013 election:

President – Scott Passey, City of Shoreline

President-Elect – Diana Quinn, City of Algona

Vice President – Debbie Burke, City of Normandy Park

Treasurer – Gina Anderson, City of Woodland

Board Members – Jill Boltz, City of Poulsbo and Bobbie Usselman, City of Sequim

Membership Committee Liaison Ronald Moore (on behalf of Elections Committee Chair Liz Adkisson who was unable to attend the conference) recognized and thanked the Election Committee and Elections Auditor Molly Towslee for their work this year.

Mr. Moore reported the following breakdown of the votes:

- Diana Quinn received 95 votes for President-Elect with one write-in vote for Kammy Hill
- Debbie Burke received 98 votes for Vice President
- Gina Anderson received 98 votes for Treasurer
- Jill Boltz received 68 votes for Board Member
- Bobbie Usselman received 92 votes for Board Member
- Kammy Hill and Kay Kammer each received one write-in vote for Board Member.

President Paul asked the newly-elected Executive Committee members to stand and be recognized.

### **Bylaws Committee Report:**

President Paul stated that WMCA Bylaws may be amended by at least a 2/3 majority vote at any annual business meeting of the association. She said the proposed amendment was provided to the membership at least 20 days prior to the annual business meeting, in accordance with the bylaws.

President Paul stated that the Bylaws Committee Chair Michelle McGehee was not present so Board Member Christy O'Flaherty, Liaison to the Bylaws Committee, would present the proposed amendment.

Board Member O'Flaherty stated a strikethrough version of the proposed amendment was included in the annual business meeting packet as well as the full committee report. She stated the bylaws amendment was sent electronically in accordance with the noticing requirements, and an article on the proposed bylaws amendment was in the March WMCA newsletter.

Board Member O'Flaherty explained that the Executive Committee asked the Bylaws Committee to prepare a proposed bylaws amendment that would remove the voting requirement for the position of President-Elect; make clear that the position of Vice President involves a four-year commitment; and anyone seeking to be elected to the position of Vice President must have served on the Executive Committee for at least one full year before taking office as Vice President.

Board Member O'Flaherty **MOVED**, seconded by Ronald Moore, to adopt the proposed bylaws amendment and she opened the floor for discussion.

Carol Etgen said she served on the Bylaws Committee and she was unsure of the rationale for the amendment when they were asked to work on the amendment. She stated there was discussion about the proposal and some concerns were raised. Ms. Etgen spoke against the amendment and a point of order was raised by Ann Macfarlane that the Parliamentarian was not allowed to participate in the debate.

Sam Taylor said he also served on the Bylaws Committee and there was little discussion about why this proposal came forward and there was no official recommendation for this amendment from the Bylaws Committee. He stated the Committee's job description states that the Committee, in conjunction with the Executive Committee, will determine if the amendment was necessary and there was no joint discussion on whether this proposal was necessary. Mr. Taylor said there was brief debate among members of the Bylaws Committee and his concerns were the five-year commitment for someone considering running for Vice President and removing the ability to elect the President-Elect. He said he strongly opposed the amendment.

Past President Alice Attwood stated she had concerns about the reasoning for the bylaws amendment, however she said she likes the one-year service requirement and also thinks the person running for Vice President should have served as Chair or Co-Chair of the Fundraising, Education, Conference Planning Committees so they know how the conference comes together and have background about what goes on during the year. She stated she opposed the amendment.

Janessa Hurd stated that she opposed the amendment because the membership should have the opportunity to elect the President-Elect and it gives the voting membership more choice. She added that the members do not necessarily need to make that long of a commitment.

Vice President Diana Quinn spoke for the amendment. She stated from her experience the Vice President has always moved on to the President-Elect position and one of the duties is selecting the venue for an upcoming conference with many considerations. Vice President Quinn said since she has been a member people have automatically moved up and it is a huge responsibility with so much done behind the scenes. She added that if someone just runs for Vice President, there is a big learning curve and that is the reason the amendment was proposed. She also said she liked Alice Attwood's idea about serving as a chair of one of those three committees.

Board Member Paula Swisher said she missed the meeting when the amendment was discussed and the five-year commitment is too long to ask from someone because things happen in our

lives. She stated when WMCA has lost Executive Committee members, the membership has done well to fill the gap. Board Member Swisher stated that she also liked Alice Attwood's suggestion and that knowledge as chair of those committees is more valuable than anything else they could do.

Shannon Corin **MOVED** to amend the bylaws amendment by striking the last sentence of the proposed amendment and removing the one-year requirement before running for Vice President. The motion was seconded by Sam Taylor for discussion.

Ms. Corin said this requirement would significantly limit the pool of qualified candidates and there are many talented people who could take on the role as Vice President.

Mr. Taylor spoke against Ms. Corin's motion to amend and he said he believes it would be valuable to serve for one year to gain that experience. He said he did not feel he was qualified to run for Vice President despite his vim and vigor.

There was no further discussion and President Paul called for the vote.

The **MOTION** to amend the main motion **FAILED**.

Ronald Moore stated that once you have been voted to serve as a Board Member by your peers, then your peers can vote you to the next level. He said the membership can make a good choice.

President-Elect Passey said he was kind of ambivalent about the amendment and he spoke about his experience as Vice President. He said he did all this planning as Vice President and then realized that someone could run against him for President-Elect who did not have any experience. He stated that yes it does take away a vote from the membership and that could cause fear of what could happen in the future. He added that from a practical standpoint, we've never had anyone just run for President-Elect. President-Elect Passey said he sees both sides with maintaining continuity and understanding the issues WMCA is facing, yet also keeping the process open and democratic.

Board Member O'Flaherty said this healthy debate was cool and she thanked everyone for stating respectful opinions. She clarified what was being proposed with a four-year commitment is what is happening now and said we are trying to memorialize what is already really happening.

Paul White asked how many members have served in another professional organization and how many of those people have served on a board of another organization. He said the four-year commitment makes sense for stability but there are other ways to prepare. Mr. White stated that it is unknown what will happen during that four year time and if we are in fact memorializing what is already in place, then why is the amendment necessary?

Past President Spietz took a count of non-voting members in the room and noted there were four non-active members or guests in attendance.

President Paul asked those in favor of the amendment to stand and then those in opposition to the amendment to stand.

The **MOTION** to adopt the proposed bylaws amendment did not satisfy the approval requirement from at least two-thirds (2/3) of those present and **FAILED**. Past President Spietz noted there were six votes in favor of the proposed amendment of 93 active members voting.

#### **2013-2014 BUDGET:**

President-Elect Passey briefly reviewed the proposed 2013-2014 Budget and noted some of the highlights including total revenues and expenditures. Janessa Hurd inquired about the hospitality charges compared to those in previous years. Treasurer Anderson explained that it reflects out-of-state guests and since it was not recorded before, it looks like a huge jump but it is just being recorded differently.

Past President Spietz referred to the year-to-date NCI scholarship expenditures and asked if that was for Professional Development (PD) classes last summer. Treasurer Anderson confirmed that they were and those are paid in May.

President-Elect Passey reviewed some of the financial policies and noted that there is a new contingency fund of \$5,000 for NCI because costs are increasing.

Past President Spietz asked if the Executive Committee would consider opening up additional scholarships for PD 1 since new members attending the conference just found out about it. President-Elect Passey said the Executive Committee would consider it.

Shannon Corin inquired about the proposed expense for British Columbia conference travel and why it was \$400 less next year than last year. Treasurer Anderson stated that it was due to the location. President-Elect Passey said LGMA covers registration and lodging for that conference.

President-Elect Paul **MOVED**, seconded by Sam Taylor, to approve the 2013-2014 Budget. The motion **PASSED** unanimously.

There was no other new business.

#### **OTHER REPORTS:**

President Paul stated that the committee reports were provided as part of the Annual Business Meeting packet and announced that she would like to forgo each individual Committee presentation. There were no objections. She thanked all the committee members and chairs for their work over the last year and asked if there were any comments.

Education Committee Chair Virginia Olsen said it is a challenge to keep WMCA in the black and rolling in the right direction. She expressed the importance of ensuring there are enough people attending conference, WMCA academies, and NCI. Ms. Olsen added that NCI Director Harris works her tail off to keep NCI afloat and WMCA works hard in partnership with our vendors and sponsors to maintain our financial strength. She spoke about the importance of bringing auction items and buying raffle tickets and supporting WMCA. Ms. Olsen implored the membership to

use their limited training dollars to support WMCA and consider that when other training opportunities arise. She said it takes everyone working together to make WMCA a success.

Membership Committee Chair Ronald Moore spoke about some of the cCommittee's highlights including the handbook revision project, revising the election bylaws, recruiting new members (48) and he recognized the committee members for their outstanding work.

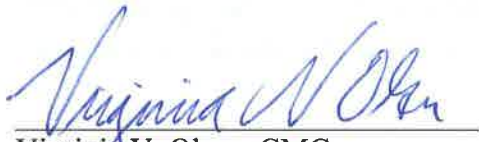
Fundraising Committee Chair Kay Kammer thanked everyone for attending and bidding at the live auction that netted \$2,300. She encouraged everyone to bid on the silent auction items and meet last year's total of \$4,200.

President Paul spoke about the mentoring/partnership program and said she is still learning from members who have more experience than her. She expressed that she is inspired and excited about what is happening with WMCA.

**ADJOURNMENT:**

There being no further business to come before the membership, President Paul declared the 43<sup>rd</sup> Annual Business Meeting adjourned at 10:02 a.m.

Attest:

  
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Virginia V. Olsen, CMC  
WMCA Secretary