



ARTICLE I - NAME

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

Section 2. Any reference to “Municipal Clerk” shall include Clerk, Clerk/Treasurer, Finance Officer, and/or any such other title as may be assigned to the person performing the customary duties of the Municipal or County Clerk.

ARTICLE II - PURPOSE

The purpose of this organization shall be to promote professional and educational standards for Municipal Clerks in various local governments of the State of Washington; to provide improved local governmental services in the State; and to promote the purposes defined in the Constitution of the International Institute of Municipal Clerks.

ARTICLE III - MEMBERSHIP

Section 1. **Membership Classes:** The following membership classes are hereby established:

- A. Active Member
- B. Affiliate Member
- C. Associate Member
- D. Honorary Member
- E. Honorary Retiree Member

Section 2. **Membership classes defined.**

A. **Active Members:** Active members are Municipal Clerks, City Secretaries, Records, Legislative Administrators, Directors of Corporate Business or Administrative Services, and/or other individuals within an agency who serve a Legislative Government Body in an administrative capacity and whose duties include at least four of the following:

- General Management;
- Meeting Administration;
- Financial Management;

- Management of by-laws, articles of incorporation, ordinances or other legal instruments;
- Custody of the Official Seal and execution of Official documents;
- Records Management;
- Human Resources Management;
- Administration of elections

Active members in good standing (annual dues paid) shall have full voting privileges.

B. Affiliate Members: Any business representative (such as attorney, financial consultant, corporate representative, etc.) that seeks to assist in the accomplishments of the objectives of WMCA may, upon payment of annual dues, be an affiliate member without voting privileges.

C. Associate Members: Any former active member, upon payment of annual dues, may be an associate member without voting privileges.

D. Honorary Members: Retired charter members and retired past presidents of WMCA shall automatically become honorary members, without voting privileges, upon retirement from public employment in the State of Washington. No annual dues shall be required for honorary membership. The President shall announce names of honorary members to the membership at the annual meeting.

E. Honorary Retiree Members: Retiring members that have maintained at least ten years of membership, and at least one of the following: obtained their Certified Municipal Clerk (CMC) designation, served on the WMCA Executive Committee, served as a WMCA Committee Chairperson, or received the Clerk of the Year Award/President's Award of Distinction, shall be eligible for an Honorary Retiree Membership. No annual dues shall be required for Honorary Retiree Membership.

Section 3. Determination of Membership Classification: The Executive Committee shall have the power to determine any classification of membership.

Section 4. Transferability of Membership:

A. Whenever an Active Member becomes disassociated from the Municipality which funded the position which qualified him/her for Active Membership in WMCA, the Active Membership in WMCA shall remain with the Municipality and be transferred to a successor. However, the disassociated member may request another membership classification as provided herein.

B. In the event the Active Membership was paid for by the individual member and not by the Municipality, the Transferability of Membership question shall be determined by the Executive Committee.

ARTICLE IV - OFFICERS/BOARD OF DIRECTORS/TERMS

Section 1. Officers and Terms: The officers of WMCA shall be President, Past President, President-Elect, Vice President, Secretary, and Treasurer. The President, Past President, President-Elect, and Vice-President shall serve one-year terms and shall be elected annually by a majority vote of the active members voting, EXCEPT THAT the office of

President and Past President shall not be subject to election. The President-Elect shall automatically assume the office of President at the next annual meeting following the election, or if there is a vacancy in the office of President prior to that time. Each outgoing President shall assume the office of Past President for a period of one year. If the Office of Past President is vacant, the Executive Committee may appoint a past President who has served on the Executive

Committee within the previous five years to fill the position. The Secretary and Treasurer shall each serve a two-year term. The Treasurer shall be elected every odd-numbered calendar year during the regular annual election of that year, by a majority vote of the active members voting. Effective 2008, the Secretary shall be elected every even-numbered calendar year during the regular annual election of that year, by a majority vote of the active members voting.

Section 2. Board of Directors and Terms: The Board of Directors shall consist of six members, each of whom shall serve a three year term, with two of the Board Members being elected each year during the regular annual election by a majority vote of the active members voting. There is a two consecutive term limit for Board Members. A partial term vacancy filled by a member prior to a regularly elected term shall not be considered as part of the term limit. Members who have previously served as Board Members for two consecutive terms may again stand for election to a vacancy on the Board of Directors once there has been a 12 consecutive month period when they have not served on the Board.

Section 3. Executive Committee: The Officers and the Board of Directors together shall be known as the Executive Committee. All members of the Executive Committee are entitled to vote on all Executive Committee matters.

Section 4. Parliamentarian: The President shall appoint a Parliamentarian.

Section 5. Eligibility for Office: Only active members of the Association in good standing shall be eligible to hold office therein.

Section 6. Vacancy: EXCEPT as provided for in Section 1 of this Article, a vacancy in any office shall be filled for the unexpired portion of the term of such office by a vote of the general membership. The process to be followed by the Executive Committee for filling a vacancy shall be as follows:

The President shall contact the Elections Officer to initiate the process of filling the vacancy through an Election. The Elections Officer will solicit interested applicants by announcing the vacancy and setting a deadline for applicants to submit a Candidate Packet, which includes a Declaration of Candidacy, a candidate statement, a photo, and letter of support from the candidate's mayor, city manager, city/county administrator, or CEO. If the submitted Candidate Packet is not complete, the candidate's name shall not be included in the list of proposed candidates and shall not be placed on the election ballot. The Elections Officer will conduct the election in accordance with the Elections Procedures as outlined in the Membership Committee Description. If, after the Candidate Application deadline has passed, and only one individual has declared their candidacy, then said individual will be presented to the Executive Committee to be appointed to the vacant position without going through the election process.

Section 7. **Removal from Office – Executive Committee:**

A. **Removal:** Members of the Executive Committee, as defined in Article IV, Section 3 of these Bylaws, may be removed from office by a two-thirds majority vote of the Executive Committee at a regular or special meeting for the following reasons:

- i. Any violation of the WMCA Code, Oath of Office, or Bylaws;
- ii. Failure to disclose information on matters of organization business;
- iii. Misrepresentation to outside parties of WMCA and its officers;
- iv. Unauthorized expenditure, misuse of organization funds or failure to provide expenditure support documentation in a timely manner;
- v. Two or more unexcused absences from regular Executive Committee meetings during his or her term of office.

An Executive Committee member who wishes to be excused from a meeting will provide the basis for non-attendance to the President prior to the meeting. The member will be excused from the meeting based on a majority vote of those Executive Committee members in attendance at the meeting. Members finding themselves unable to attend regular meetings, perform their prescribed duties, and/or carry out their assigned responsibilities are expected to tender their resignations.

B. **Use of Form:** The WMCA Executive Committee will make available a form on which a formal complaint may be registered to request that an officer or director of the Executive Committee be removed from office. The form will include the date of the complaint, name of the complainant, date(s) of the incident(s) in question, description of the incident(s), and other pertinent information. The form will be made available to any WMCA member in good standing, as defined by Article III of these Bylaws, upon request. Formal complaints will be submitted to the President or President-Elect, and that officer will present the complaint to the Executive Committee for consideration at the next regularly scheduled Executive Committee meeting, or a special meeting.

C. **Process:**

- i. Executive Committee notification by President or President-Elect. The President or President-Elect shall notify Executive Committee members that an allegation has been made and shall forward background information provided. The Executive Committee will then determine by conference call or e-mail vote if a special Executive Committee meeting should be scheduled.
- ii. If the Executive Committee determines a vote is required, the Executive Committee shall schedule the matter for discussion at a regularly scheduled or special WMCA Executive Committee meeting.
- iii. The President or President-Elect shall notify the WMCA officer or director whose conduct is at issue of the fact and name the allegations, as well as the officer's/director's opportunity to provide the Executive Committee additional information relating to the allegations. Such notice shall occur at least four weeks prior to the meeting at which the allegations will be discussed. The officer/director may provide the Executive Committee information orally at the meeting, or in writing four days prior to the meeting, or both.

- iv. After considering all of the information received, the Executive Committee may, by majority vote, do the following:
 - a. Find that no violation occurred and continue the membership in good standing
 - b. Depending on the severity of the violation(s), the Executive Committee may take the following actions:
 - 1. Suspend the membership for a specified period, and/or
 - 2. Immediate removal of the Executive Committee member.

D. **Vacancy:** Should an officer of the Executive Committee be removed from office, that vacancy shall be filled according to Article IV, Section 6 of these Bylaws.

ARTICLE V - ELECTIONS TO AND NOMINATIONS FOR OFFICE

Section 1. **Elections Officer and Elections Auditor.** Each year the Membership Committee Chair shall select, from among the committee members, an Elections Officer. The Elections Officer shall be designated a co-chair of the Membership Committee. Additionally, each year the Audit Committee Chair shall select, from the committee members, an Elections Auditor. The Elections Auditor shall be designated a co-chair of the Audit Committee. The Elections Auditor shall not be a member of the Membership Committee. The Elections Auditor will assist the Elections Officer as needed and provide an independent review of all aspects of the Elections process.

Section 2. **Call for Candidates:** In the fall, the Elections Officer shall circulate to the membership a call for candidates to fill any upcoming vacant positions for Board Member or Officer in the fall or as needed. After review by the Elections Auditor, a list of all individuals who apply for a vacant Board or Officer Position shall be submitted to the Executive Committee by the Elections Officer at the January Executive Committee meeting.

Section 3. **Ad hoc Nominations Committee:** In the event that there are open positions for election in which no candidates have filed, the President shall appoint an ad hoc Nominations Committee for the purpose of obtaining interested and eligible candidates for the open positions. Candidates identified by this method shall meet the requirements for candidacy as set forth in the Elections Procedures.

Section 4. **Acceptance of Candidates:** Each person declaring candidacy shall be an active member in good standing and shall present the Elections Officer with a Candidate Packet which includes: a Declaration of Candidacy, a candidate statement, a photo, and a letter of support from the candidate's mayor, city manager or city/county administrator, or CEO by the published deadline. If the submitted Candidate Packet is not complete or the candidate is not an active member in good standing, the candidate's name shall not be included in the list of proposed candidates and shall not be placed on the election ballot.

Section 5. Election of WMCA Officers and Board Members:

A. WMCA elections shall be administered in such a manner as to ensure openness, fairness, and to encourage the broadest possible participation by active members.

B. The Elections Officer shall administer the election, in accordance with the Elections Procedures as outlined in the Membership Committee Description, a copy of which is on file with the WMCA Secretary. The Audit Committee Chair and Elections Auditor will provide an independent review of the process and results of the election and provide a written summary for the next Executive Committee meeting.

C. Any write-in candidate elected by the membership-at-large as a write-in on the ballot shall present the Elections Officer with a letter of support from the candidate's mayor, city manager, city/county administrator or CEO within two weeks following the certification of the election results. If such a letter is not provided as required, the board or officer position shall be declared vacant by the Elections Officer and filled pursuant to Article IV, Section 6.

D. After written review and approval by the Elections Auditor, the Elections Officer shall arrange for the election results to be published on the WMCA website or another WMCA general publication distributed or accessible to all members.

ARTICLE VI - DUTIES OF OFFICERS

Duties of the officers shall be performed as prescribed in "THE OFFICIAL GUIDE FOR WASHINGTON MUNICIPAL CLERKS ASSOCIATION OFFICERS", as adopted by the Executive Committee, a copy of which shall be provided to each Executive Committee member following his/her election or to any member upon request.

ARTICLE VII - MEETINGS

Section 1. **Rules of Order:** The most current edition of "Robert's Rules of Order Newly Revised" shall apply at any meeting of the Association where parliamentary rules or procedures are involved.

Section 2. **Annual Meeting:** The annual business meeting of the Association shall be held in March of each year at a time and place to be designated by the Executive Committee. Written notice of such meeting shall be given by email to each member not less than twenty days prior to the date of the meeting. 50 active members shall constitute a quorum at the annual meeting.

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 five 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. Seven 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 twenty active members, provided those members make request to the President in writing stating the specific purpose for the meeting. The President shall honor the request within ten days. Written notice for special meetings shall be given by mail to all members no less than twenty days prior to the date of the meeting. The notice shall state the date, time, place, and purpose of the special meeting. Twenty active members shall constitute a quorum at a special meeting.

Section 5. **Committee Meetings:** Committees appointed by the President shall meet no less than one time per WMCA fiscal year. The committee chairperson shall be responsible for

arranging all meetings. Committee meetings may be conducted via teleconferencing, via email, or in person. A quorum shall consist of a majority of the committee members. The Executive Committee liaison is not considered a committee member for purposes of a quorum or voting on committee recommendations. The Past President shall be the Chair of the Awards Committee and shall be considered a committee member for purposes of a quorum or voting. If the Past President is not able to serve as Chair of the Awards Committee, the President shall appoint a Chair and Executive Committee liaison for said committee.

ARTICLE VIII – VOTING

Section 1. All active members in good standing shall be eligible to vote. A “member in good standing is an active member whose dues are fully paid at the time of ballot distribution.”

ARTICLE IX - DUES

Section 1. Dues shall be payable within thirty (30) days of receipt of invoice or notification via electronic mail.

Section 2. 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 amounts is determined necessary, the Executive Committee shall present such proposal at the annual meeting. No change in the annual dues amounts shall be made unless ratified by the membership.

ARTICLE X - BUDGET AND AUDIT

Section 1. **Budget:** The President-Elect, with the advice of the Executive Committee, 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.

Section 2. **Audit:** The Executive Committee shall require two annual audits of the financial records and accounts of the Association, as well as an annual audit of the records required of a nonprofit corporation under the laws of the State of Washington as may be revised from time to time (currently RCW 24.03.135). The President shall appoint an Audit Committee, which shall audit the financial and corporate records of the Association.

The first audit of the financial records and accounts shall cover the period from May through December and shall be conducted as soon as practical after December 31. The Treasurer shall be present during the audit and present the financial records for the audit. The results of this audit shall be presented to the membership and approved at the annual meeting.

The second audit shall cover the period from January through April and shall be conducted as soon as practical after April 30. 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 Executive Committee at its June meeting, and reported on the WMCA website or another WMCA general publication distributed or accessible to all members.

An annual audit of the Association’s corporate records shall also be conducted as soon as practical after April 30. The Secretary of the Association or designee shall transmit copies of the corporate records to the audit committee chair for the audit. The results of this audit shall be reviewed and approved by the Executive Committee at its June meeting, and reported on the WMCA website or another WMCA general publication distributed or accessible to all members, and may be combined with the first annual report on the audit of financial records and accounts.

Section 3. **Fiscal Powers:** The Executive Committee may authorize expenditures in addition to budgetary items approved by the members of the Association in a sum not to exceed \$500 or in any event not to exceed available funds in the Association in any one fiscal year. In the absence of or inability of the Treasurer to sign checks, the President shall have the authority to sign. In the event of a temporary absence of or temporary inability of the Treasurer to perform the duties of the office, the designated backup Treasurer shall assume the duties of Treasurer.

ARTICLE XI - REPORTING

Section 1. **Committee Reports:** Chairpersons of standing and special committees shall present written and/or oral reports at the annual meeting. The written committee reports shall be filed with the Secretary and retained for reference.

Section 2. **Treasurer’s Report:** An annual financial report of income and expenditures shall be presented at the annual meeting.

ARTICLE XII - FISCAL YEAR

Section 1. The fiscal year for said Association shall be May 1 to April 30.

ARTICLE XIII - AMENDMENT

Section 1. These bylaws may be amended by a two-thirds vote of the voting members at any annual meeting of the Association provided that notice of any proposed amendment setting forth the particular change or changes proposed shall have been given by email to the active members at least twenty days prior to the annual meeting at which the vote on such proposed amendment is to be taken.

Dates Amended:

- 3/19/98
- 3/18/99
- 3/15/00
- 3/20/02
- 3/19/03
- 3/22/06
- 3/13/07
- 3/20/08
- 3/19/09
- 3/18/10
- 3/24/11
- 3/15/12
- 3/20/14
- 3/23/17