

**CONSTITUTION AND BY-LAWS
OF
THE NEW YORK STATE ASSOCIATION
OF
CITY AND VILLAGE CLERKS, INC.**

Adopted September 25, 2018

ARTICLE I - NAME

Section 1. Name.

The name of the Association shall be known as the New York State Association of City and Village Clerks, Inc.

Section 2. Incorporation

Pursuant to the New York State Membership Corporation Law a Certificate of Incorporation was filed with the Secretary of State on September 1986 and amended on February 1999.

Section 3. This Association shall be affiliated with the New York State Conference of Mayors and International Institute of Municipal Clerks.

ARTICLE II – STATEMENT & ATTAINMENT

Section 1. Statement

- A. To educate and increase the level of professionalism;
- B. To maintain an educational forum for exchanging ideas, discussing common problems, and obtaining general information that will assist the membership;
- C. To foster cooperation between the members and others directly and indirectly affiliated;
- D. To assist New York Conference of Mayors develop and implement training for the Fall School Conference to better qualify members of this Association to carry out their responsibilities.

ARTICLE III – MEMBERSHIP AND REPRESENTATION

Section 1. Active Members

Active Members shall consist of City and Village Clerks, Clerk-Treasurers, Administrators, similar officers and their deputies who are members in good standing.

Section 2. Associate Members:

Any former Active Member, who wishes to continue affiliation with the Association may apply for an Associate Membership. Associate members shall also include any Clerk, Deputy Clerk or similar title from another state or province. Non-clerks may also be Associate Members. All applications for Associate Membership shall be forwarded to the Executive Committee for consideration. Associate members shall not have the privilege of voting on fiscal matters nor of voting for the election of officers, but may serve, if appointed, on any Association committee.

Section 3. Honorary Members:

Individuals of distinction who have rendered outstanding services in the furtherance of the purposes and objectives of this Association. Candidates for designation as Honorary Members shall be recommended by the Executive Committee or may also be nominated from the floor at an Annual Meeting. A majority vote of the members present at the Annual Meeting shall be required for designation as an Honorary Member. Honorary Members shall have voting privileges, shall not hold any elective office, but shall be entitled to speak at any meeting.

All Past Presidents shall automatically become Honorary Members upon retirement from city or village service.

Section 4. Life Members:

Any City or Village Clerk, Clerk-Treasurer, Administrators, similar offices and their deputies who has been an Active Member for a minimum of ten (10) years is eligible to become a Life Member subsequent to retirement. The potential Life Member must be recommended by a member of the Executive Committee and receive approval by the majority vote of the members present at the Annual Meeting. Life Members shall have voting privileges, shall not be allowed to hold any elective office, but shall be entitled to speak at any meeting.

Section 5. Membership Dues

The annual membership fees shall be set by the Executive Board and payable on **August 1st of each year**. *The fiscal year of the Association shall be from October 1st through September 30th of each calendar year.* Any person who is in arrears for more than one (1) year shall be considered lapsed and no longer a member.

Section 6. Exemption of Annual Dues:

Honorary or Life members confirmed by a majority vote of Active Members after being nominated by the Executive Committee shall not be required to pay annual dues.

ARTICLE IV – MEETING OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the Association shall be held concurrently with the Annual Fall Training School of the New York Conference of Mayors and the New York State Office of the State Comptroller. A Majority of the Executive Board shall be present in order to hold an Annual Meeting.

The President shall preside at all meetings of the Association.

Section 2. Executive Committee Meeting:

The President shall be authorized to call for and conduct meetings of the Executive Committee as may be required during the course of the year in order to conduct the business of the Association.

Section 3. Special Meetings

Special meetings of the Association may be called by the President with at least five (5) days written or email notice. Such notice shall state the nature of the business to be conducted and only such business as detailed in the notice of the Special Meeting may be conducted.

ARTICLE V – ELECTIONS

Section 1. Nominations:

All nominations for Officers and Directors shall be made in writing either by regular mail or email to the Nominating Committee. The Nominating committee report shall indicate the person or persons nominated and their willingness to serve as an Officer or Director, if elected.

Nominations made by the Nominating Committee shall be filed with the Secretary prior to the Annual Meeting and read aloud at the Annual Meeting.

Additional nominations for elective officers may be made from the floor at the Annual Meeting prior to any balloting. Such additional nominations shall, after having been duly made and seconded, be added by the Secretary to the nominations presented by the Nominating Committee.

ARTICLE VI –VOTING

Section 1. Voting:

Election of Officers and Directors shall be held at the Annual Meeting. A majority vote of the active members present at the Annual Meeting shall be required for election to any office.

In the case of a tie vote for any office, the Officers of the Association shall determine by lot which person shall be deemed elected.

Voting shall be by a show of hands. However, on motions duly made, seconded and carried by a majority, the Secretary may be directed to prepare paper ballots. In such an event, the balloting shall be adjourned, and resumed when the ballots are ready, then the President shall appoint three (3) Inspectors of the Elections who shall, with the aid of the Secretary conduct the election. In the absence of the Secretary, the Immediate Past President shall perform the duties of the Secretary.

The Officers elected at the Annual Meeting shall take an oath of office immediately following the election and shall assume their duties thereafter.

ARTICLE VII–EXECUTIVE COMMITTEE

Section 1. Executive Committee:

All Association powers shall be exercised by or subject to the authority of the Executive Committee. The business and affairs of the Association shall be managed under the direction of the Executive Committee, which shall have the responsibility for carrying out the purpose for which the Association is organized.

Section 2. Members of the Executive Committee:

The members of the Executive Committee of this Association shall consist of a President, a First Vice President, a Second Vice President, two (2) Directors, Immediate Past President, a Secretary and Treasurer. Officers shall be elected annually for a one-year term and must be active members in good standing. With the exception of the Secretary, Treasurer, and Directors, no officer may succeed themselves in the same office for more than two (2) one-year terms. Directors shall be permitted to serve more than two (2) terms, but in no event more than four (4) consecutive one-year terms. Any vacancy in any office that may arise

during the year shall be filled by an appointment made by the President for the unexpired balance of the term so vacated.

In filling vacancies on the committee, the Executive Committee should consider provisions for geographic distribution and diversity in size of municipalities representing the overall cross section of the entire membership.

Past Presidents, other than the immediate past President shall be ex-officio, non-voting members of the Executive Committee. They may attend such meetings of the Executive Committee at their own expense.

The President appoints all committees and chairpersons.

It shall be the duty of the Vice President to perform the duties of the President in the latter's absence or inability to serve. The First and Second Vice President shall have prescribed and designated duties to perform, as directed by the President.

The Executive Committee shall have the authority to adjust the adopted budget during the year by a majority vote of the Executive Committee including the additional appropriation of unexpended funds from prior years.

The Executive Committee shall have the authority to approve attendance of an officer at meetings of affiliated organizations and authorize payment of actual and necessary expenses for said attendance as long as there is a direct, unquestionable benefit to the Association membership as determined by a majority vote of the Executive Committee.

Executive Committee Board members are required to attend all Executive Committee meetings. A Board member may have one (1) un-excused absence from one of the five (5) regular meetings during their one-year term. Any more absences need to be approved by the President. The Executive Board will excuse the absence of the President. Any further unapproved absences will be considered a resignation from the position.

The Executive Committee shall have the authority to undertake any other actions consistent with Article II, upon a majority vote of the Executive Committee.

It shall be the duties of the Secretary to:

1. Keep minutes and records of all Association meetings.
2. Handle correspondences of the Association and its meetings as directed.
3. Upon approval by the Executive Committee, forward minutes to the Website Liaison for submission to the Website.
4. Prepare an agenda to be disbursed and utilized at the annual meeting.
5. Prepare the previous year(s) annual meeting minutes for presentation and disbursement at the annual meeting.

6. Compile and maintain a list of the individuals that become eligible for Honorary and/or Lifetime membership and present same at the annual meeting for approval.

It shall be the duty of the Treasurer to:

1. Mail or email the dues notices and application for membership at least twenty (20) days prior to August 1.
2. To collect, deposit and invest funds of the Association in a federally designated bank account in the name of the New York State Association of City and Village Clerks.
3. To issue membership cards as dues are paid.
4. Keep an accurate accounting of all receipts and disbursements.
5. Prepare a full revenue and expense status report and submit same to the Budget Committee Chairman by July 1st of each year for use in developing a preliminary budget by the Budget Committee for submission to the Executive Committee.
6. Submit for approval at the annual meeting of the Association an annual financial report of all receipts and disbursements during the preceding year and a cash balance should be submitted quarterly.
7. Present all books necessary for an audit prior to the Annual Meeting. The President shall appoint a committee of two (2) non-executive committee members to audit the books of the Treasurer prior to the Annual Meeting. The signatures of the Audit Committee shall be affixed to the Annual Report of the Treasurer.
8. In the absence of, or the inability of, the Treasurer to sign checks, the President shall sign with the written approval of the Treasurer or two (2) other Officers.
9. The Treasurer shall be responsible for and keep in their possession the Associations Bank Debit Card.

The Secretary, Treasurer, Chairperson of the Registered Municipal Clerk Committee and Bulletin Editor shall be paid a stipend for their duties performed set by the Executive Committee at an Executive Board Meeting.

ARTICLE VIII – COMMITTEES

Section 1. Committees:

The committees of this Association shall consist of Audit, Awards, Budget, By-Laws, Nominating, Legislative, Education and Program and such other committees as may be appointed by the President.

The President shall create such other committees as the President deems necessary for the purpose of fulfilling the objectives of the Association and as needed to carry out the purposes of the Officers and the Executive Committee.

The President shall appoint all committee chairpersons and shall appoint and/or approve appointments to all committees.

The term of office on all committees shall be one (1) year but any committee member may succeed themselves if appointed.

Vacancies on the committees shall be filled in the same manner as the original appointments and shall be for the unexpired term of the predecessor member. A vacancy in the office of the Chairperson shall not affect the appointments of other members.

Section 2. The Nominating Committee shall consist of five (5) members, three (3) of whom shall be past presidents.

The Nominating Committee shall be charged with the duty of nominating candidates for each elective office of the Association.

Section 3. The Legislative Committee shall consist of the President and 1st Vice-President.

The Legislative Committee shall act as the representative of this Association and take part in all meetings of the New York State Conference of Mayors Legislative Committee, and shall do all things consistent with such duty.

The Legislative Committee shall report to the Executive Committee on statewide legislation affecting cities and villages, whether proposed, pending or inactive and shall make recommendations for the support of such proposed or pending legislation.

Section 4. The Education Committee shall consist of four (4) members and a Scholarship Chairperson for a total of five (5) members.

The Education Committee shall be charged with the duty of keeping the members updated on courses or seminars offered and any other educational materials available.

The Scholarship Chairperson shall be charged with the responsibility of sending out the scholarship applications, reviewing the applications and presenting to the Executive Committee of the Association the committee's choice for the scholarship.

Section 5. The Audit Committee shall consist of two (2) non-executive members appointed by the President.

Section 6. The Awards Committee shall consist of five (5) or more members appointed by the President.

The minimum qualifications for the Clerk of the Year Award are as follows:

1. Member of the Association for at least three (3) years.
2. Education on a continuous basis - personal and professional development through participation in, for example, Fall Training School, workshops, IIMC Programs, college courses, etc.
3. Experience (on the job training)
4. Must have participated in some professional activities (e.g., State Association, IIMC, local associations).

Additional considerations include the following:

1. Activities that have furthered the goals of the Association
2. Special achievements (awards or accomplishments)
3. Emphasis on current year's activities
4. Community service (such as civic association and service organizations)
5. Years of municipal service as a Clerk
6. Length of membership in State and other associations
7. IIMC certification
8. Offices/committees in State Association, IIMC and local organizations

Nominations must be received by July 1st of each year. Nominations may be made by a State Association member; regional Clerk's association; Mayor or City Council/Village Board.

Selection of the Clerk of the Year is handled by separate committee (not the Executive Committee), with the decision based on compliance with the criteria established herein, but not dependent upon a rigid "point" system. The actual selection should be made by the Awards Committee alone.

The recipient's name will be kept secret and the award will be presented at the next Association Annual Meeting.

Applicants for the New York State Association of City and Village Clerks Distinguished Service Award must meet the following criteria:

1. A person who has put forth extraordinary effort to:
 - a. Assist the Association
 - b. Promote the goals of the Association
 - c. Provide support and help to Clerks and similar positions
 - d. The person must be other than a Clerk.

The guidelines for the Distinguished Service Award are as follows:

1. Nomination made by an Executive Committee member and/or a member of the Association.
2. Nominations should be forwarded to the Award Chairperson, and consideration and selection will be made by the five (5) member committee.
3. Nomination to be received by July 1st of each year, with award to be presented at the Annual Meeting.
4. More than one award may be made in any given year, as well as no award given, with decision made by the Committee based on nominations received.

Section 7. The Budget Committee shall consist of the First Vice President, Treasurer and one (1) director, named by the President.

The Budget Committee shall submit a preliminary budget to the Executive Committee, no later than August 1st of each fiscal year. The Executive Committee shall review and revise the recommended budget and shall present a recommended budget for the ensuing fiscal year to the general membership at its Annual Meeting. The general membership shall thereupon adopt a budget as recommended or as amended by them at the Annual Meeting.

Section 8. The By-Laws Committee shall consist of three (3) members appointed by the President.

Section 9. The Registered Municipal Clerk (RMC) Program Committee shall consist of three (3) member appointed by the President.

Section 10. RMC APPEALS COMMITTEE
All Executive Committee Members

ARTICLE IX – AMENDMENT

Section 1: Amendments to the Constitution and By-Laws, altering or repealing any of them, shall be made as follows:

1. A proposition to alter, amend or repeal, shall be submitted in writing to the Executive Committee by any member or group of members, no later than July 1st of each year.
2. The Executive Committee shall review and consider the propositions and shall recommend to the general membership that:

The proposition should be adopted, or

The proposition should not be adopted, or

The general membership should take action as it deems appropriate. The recommendations of the Executive Committee for any proposed change to the Constitution and By-Laws of this Association shall be distributed to the general membership in writing means no later than thirty days prior to the Annual Meeting.

Section 2: Voting on proposition amending, altering or repealing the By-Laws shall take place at the Annual Meeting.

Section 3: A two-thirds vote of the active members present at the Annual Meeting shall be required for approval of such propositions.

ARTICLE X- International Institute of Municipal Clerks

Section 1: The New York State Association of City and Village Clerks shall cooperate with the International Institute of Municipal Clerks (IIMC) in matters which further the aims of the clerks of New York State and shall work to attain the goals of IIMC when they are not in conflict with the objectives of the Association.

Section 2: Officers and members of the Association shall be encouraged to join and attend meetings of the IIMC. Whenever possible, the Officers and Directors of the Association shall act as representatives at the IIMC Annual Meeting. The Association shall reimburse Officers and Directors attending IIMC functions according to the following schedule:

1. Conference registration, room and board, and reasonable travel expenses of the President shall be fully paid.
2. The First Vice President, Second Vice President, Secretary, Treasurer, two Directors, the Immediate Past President and the IIMC Liaison shall be entitled to attend. Any reimbursement is subject to the Executive Committee approval.
3. In the event the President cannot attend to represent the Association at the Annual Meeting, the President is authorized to appoint a substitute, who must be a member of IIMC to represent him or her and expenses paid as stated above.

ARTICLE XI – NON-INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the Corporation.

ARTICLE XII – DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws; or to the Federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Corporation was formed.