

# **BY-LAWS**

## **OHIO MUNICIPAL CLERKS ASSOCIATION**

### *Mission Statement*

*The Ohio Municipal Clerks Association advances the municipal clerk profession through education, networking and mentoring, which establishes clerks as experts in their field and leaders in the communities they serve.*

Adopted 4/23/80

Amended: 04/10/96, 04/04/01, 04/03/02, 04/02/03, 04/13/05, 04/05/06, 04/18/08, 04/20/11,  
04/23/14, 07/20/15, 04/20/17, 07/16/17, 7/15/19, and 07/12/21.

### **ARTICLE I: NAME OF ORGANIZATION**

This organization shall be known as the Ohio Municipal Clerks Association.

### **ARTICLE II: PURPOSE OF ORGANIZATION**

The purpose of this organization shall be:

To promote a better understanding of the official duties and obligations of Municipal Clerks.

To promote the cause of good government in municipalities, county and State.

To advance the fullest measure of home rule in local government.

To cooperate with the Ohio Municipal League and other organizations dedicated to the improvement of municipal affairs.

To develop a better spirit of cooperation among the members.

To enhance the image and role of municipal clerks in municipal government.

### **ARTICLE III: MEMBERSHIP**

**Section 1.** There are three classes of members: 1) Full Member; 2) Associate Member; 3) Retired

**Section 2.** Each full member and each retired member shall have one vote. (*Amended 07/12/21*)

**Section 3.** Full members shall be those individuals who are employed by local or county government units represented by an elected body which has legislative and administrative powers for

multiple functions. Full members may be those with the title of clerk of council, municipal clerk, clerk/treasurer, village fiscal officer or any similar title and whose core duties include responsibility for the majority of the following:

1. Secretary to the elected body;
2. Meetings of that body and any subordinate committees, boards or commissions;
3. Preparation of agendas/minutes and official documents of such bodies;
4. Maintenance and preservation of bylaws, ordinances or other legal instruments of the elected body;
5. Fiscal responsibility for village form of government;
6. Custody of the municipal seal and the execution of official documents;
7. Management of records and archives of the elected body;
8. Administration of oaths of office and document certification.

**Section 4.** Full membership may also be offered to Deputy/Assistant Clerks working in the clerk's office if their core duties include some of the duties listed above.

**Section 5.** Associate membership (non-voting) shall be open to individuals employed by a local government unit or other body as defined by policy and those individuals who can demonstrate a commitment to the mission and purpose of the organization. Associate members include:

- a) Employees of local government units;
- b) Individuals in transit between municipal jobs; and
- c) Others, at the discretion of the board, not eligible for voting member status.

**Section 6.** Retired membership shall be open to any clerk who has retired from the profession and was formerly a member of the association. A retired clerk shall have voting privileges. A retired clerk may serve on any committee as a member or as a chair, at the discretion of the President. A retired past president shall pay no dues but will have voting privileges and may serve on any committee as a member or as a chair at the discretion of the president.

#### **ARTICLE IV.** DUES

**Section 1.** Each member of the Association shall pay annual dues. Only members whose dues are paid currently are considered in good standing. The payment of membership dues on behalf of any municipal corporation by any person or entity shall constitute payment of the municipal corporation.

**Section 2.** Dues for memberships shall be fixed by the Executive Committee and shall be for the calendar year beginning January 1, 2018. Said amounts for dues shall continue in effect until changed by the Executive Committee. No dues shall be required of retired past presidents. *(Amended July 16, 2017)*

## **ARTICLE V.** FISCAL YEAR

**Section 1.** The fiscal year for the Association shall commence on January 1 and shall end December 31 of each year beginning January 1, 2022. *(Amended 07/12/21)*

## **ARTICLE VI.** EXECUTIVE COMMITTEE.

**Section 1.** The Executive Committee of the organization shall consist of the officers and the board of directors. All Past Presidents of the association who are in good standing, except for immediate past president, shall be non-voting members of the Executive Committee. When deemed necessary, the Executive Committee may appoint an administrator to assist in the handling of the affairs of the association. The Executive Committee 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 association with power to act in its behalf. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

**Section 2.** The Officers of this Association shall consist of President, Vice-President, Secretary, Treasurer, and Immediate Past President. All Officers shall have served on the Board of Directors for a full term by either completing their full three (3) year term or having three (3) full years of service on the Board to include a combination of a partial term appointment and a partial elected term may be eligible to serve as an Officer of the Association. The Vice President, Secretary and Treasurer will be elected at the annual meeting. The Vice President will be elected for an ascending three year term – Vice President, to President, to Immediate Past President. The Secretary and Treasurer will be elected to serve three (3) year terms. The Officers currently seated in 2015 will continue to ascend to the next higher office. In 2015, A Treasurer will be elected for a three (3) year term. In 2016, a Secretary will be elected for a three (3) year term. In 2017 and each year thereafter, a Vice President will be elected for a three (3) year ascending term as described above. *(Amended July, 2019)*

**Section 3.** In addition to the above officers, there shall be a Board of Directors consisting of 12 persons, six of whom shall be representatives of member cities and six of whom shall be representative of member villages. This requirement (six village and six city members on Board of Directors) may be waived by the majority vote of the Executive Committee. All Directors shall be Clerks with at least two years' experience in active service and have held membership in the Association for at least two years.

**Section 4.** The term of office for Directors shall be three years. Each year the term of two Directors representing member cities and two Directors representing member villages shall expire. No Officer or Director shall be eligible for more than one successive full term in the same office. The terms of office for all Officers and Directors shall commence on January 1 of the calendar year beginning January 1, 2022. For the purpose of establishing initial rotation, at the first meeting of the Executive Committee following establishment of these By-Laws, the Board of Directors shall determine the time of expiration of each position on the Board. From then on, all terms shall be for three years. No elected Officer or Director shall hold office for more than 90 days after he/she ceases to be an officer of a municipality, except that in the case of retirement from public office, the

Executive Committee member may serve until the end of his/her term of Association office.  
(Amended 07/12/21)

**Section 5.** In the event of a vacancy in any office except Immediate Past President, the Executive Committee shall appoint a successor to complete the term. In the event of a vacancy in the office of President, the Vice President will ascend to President and a new Vice President shall be appointed. Vacancies on the Board of Directors shall be filled by appointment by the Executive Committee. Vacancies in the position of Immediate Past President may be filled by the Executive Committee using reverse rotation of terms, or may be left unfilled at their discretion. All vacancy appointments shall be for the remainder of the unexpired term.

**Section 6.** The President shall preside at all business meetings of the Association or the Executive Committee, supervise all activities of the Association, and shall have such powers and duties as may be delegated to him/her by the Executive Committee consistent with the provisions of these By-Laws. The President shall arrange for an audit of the books of the Association completed during the month of August, and a report shall be given at the next regular meeting of the Executive Committee.

**Section 7.** The Vice-President shall assist the President in the discharge of his/her duties; shall serve as President in the absence or disability of the President; and shall perform such other duties as the President or Executive Committee may direct.

**Section 8.** The Secretary shall keep the official record of the proceedings at all Association and Executive Committee meetings. All minutes shall be kept in a permanent book form and maintained by each succeeding Secretary. Keep the official record of all proceedings of the Annual Business Meeting and all meetings of the Executive Committee. The Secretary shall submit draft minutes of the Annual Business meeting to be posted on the Association's website 30 days prior to the next Annual Institute. The Secretary shall also maintain the original copies of all contracts and memorandums of understanding. The Secretary shall perform such other duties as the office may require, or as assigned by the President or Executive Committee. (Amended July, 2019 and 07/12/21)

**Section 9.** The Treasurer shall keep a record of the financial accounts of the Association in a permanent book. This record shall be open for inspection to the members at all reasonable times. The Treasurer shall be responsible for an accurate record of the membership of the Association, notices of annual dues, and for receiving and disbursing all funds of the Association under the direction of the Executive Committee. The President and Treasurer shall be empowered to sign the checks of the Association, only one signature being required for validity. This will provide for the payment of bills if a vacancy occurs in the Office of the Treasurer. The Treasurer shall present a complete financial report for the Association at the official annual meeting. The Treasurer shall prepare and submit an annual budget to the executive committee for approval at the April executive committee meeting. (Amended July, 2019)

**ARTICLE VII. MEETINGS OF THE ASSOCIATION/ELECTIONS.**

**Section 1.** The annual meeting of the Association shall be held in July each year.

**Section 2.** Special meetings of the Association may be arranged at the discretion of the President or 5 members of the Executive Committee.

**Section 3.** The agenda for all regular and special meetings shall be determined by the President.

**Section 4.** The election of the Officers and the Board of Directors shall take place by electronic means. If there is only one candidate for each of the Officers positions, no election is held and the candidate is declared elected. If there are two or more candidates for each of the Officers positions, the slate of nominees shall be conveyed to all members in good standing and the election is to be completed 30 days prior to the OMCA Annual Institute. If there are only two candidates for the Board of Directors positions (City or Village), no election is held and the candidates are declared elected. If there are three or more Board of Directors candidates for the City or Village Board seats, the slate of nominees shall be conveyed to all members in good standing and the election is to be completed 30 days prior to the OMCA Annual Institute. *(Amended July, 2019)*

**ARTICLE VIII. COMMITTEES**

**Section 1.** The President shall have the authority to appoint standing committees as identified in the Policies & Procedures and ad hoc committees and task forces as deemed necessary to accomplish the objectives and functions of the Association. The President shall name the chair and members of all committees unless otherwise stated in these by-laws or the adopted Policies & Procedures.

**Section 2.** The President shall be an ex-officio member of all committees.

**ARTICLE IX. PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in “Robert’s Rules of Order, Newly Revised” shall govern the proceedings of the Association in all cases in which they are applicable and in which they are not inconsistent with the By-Laws, policies and procedures, or special rules of order of this Association.

**ARTICLE X. AMENDMENTS**

**Section 1.** Any proposed By-Law amendments shall be furnished to all members in good standing not less than 30 days prior to the Annual Business Meeting. At the Annual Business Meeting the proposed By-Law amendments will be presented to the membership and the membership present shall proceed to vote by either voice (which includes oral, standing, or raising of hands) or written ballot on the proposed By-Law amendments. They may be amended by a two-thirds (2/3) vote of the members present. The manner of the vote shall be determined by the President. *(Amended July, 2019)*