

International Institute of Municipal Clerks
Board of Directors Meeting
January 27, 2023
Minutes

CALL TO ORDER

President Pamela Smith called the meeting of the IIMC Board of Directors to order at 1:10 p.m. PT, Friday, January 27, 2023, at the Hilton Garden Inn, Rancho Cucamonga, California.

Board Members Present:

President Pamela Smith, MMC
President Elect Mary Ann Hess, MMC
Vice President Lisa Garcia, MMC
Immediate Past President Sheri Pierce, MMC
Region II Director: Travis Morris, CMC; Diane Pflugfelder, MMC
Region III Directors: Lee Frazier, MMC; Tory Frink, MMC
Region IV Directors: Phyllis McGraw, MMC; Angela Richburg, MMC
Region V Director: Carrie Mugford, CMC
Region VII Directors: Janet Gray, MMC; Celyn Hurtado, CMC
Region VIII East Director: Angela Johnson, MMC
Region VIII West Directors: LuAnn Holmes, MMC; Ida Fierro, CMC
Region X – Stephen Huycke, CMC; Lana Antony, CMC
Region IX Director: Ruth Post, MMC

Board Members Absent:

Region I Directors: Susan Haag, MMC; Kathleen Montejo, MMC
Region V Director: Angela Marshall, MMC
Region VI Directors: Gloria Christensen, MMC; Marita Rhude, MMC
Region IX Director: Jamie Newman, MMC
Region VI Directors: Sarah Jeffries; Johannes Rijs, MMC

Staff Members Present:

Chris Shalby, Executive Director
Dr. Beatrice Rodriguez, Director of Professional Development
Jaimis Ulrich, Education & Conference Coordinator
Kellie Siggson, Certification Manager
Janet Pantaleon, Finance Specialist
Karen Lee, Communications Officer
Janis Daudt, Director of Member Services
Tammy Storrie, Member Services Representative
Iris Hill, Education/Membership Assistant
Maria Miranda, Administration Coordinator/Recorder

Others Present:

Dawn Abrahamson, MMC
Connie Deford, Parliamentarian

Director Pflugfelder moved to excuse Region Directors not present. Motion adopted.

Region 8 West Director Ida Fierro, CMC, was sworn in by President Pamela Smith.

Agenda Approval:

Director Gray moved to approve the consent agenda, including minutes of August 18, 2022, virtual meeting, with the following changes:

- Strike out Item b: \$10 membership dues Increase
- Add new item b: December 2, 2022, Board of Directors meeting minutes with the following corrections:
 - a. Change "Director Garcia" to "Vice President Garcia on page 6.
 - b. Correct Parliamentarian increase to \$2,400 on page 5.

Motion adopted.

Executive Session

Without objection, the executive session was postponed until 8 a.m. on Saturday, January 28, 2023.

Foundation Report

The report was presented verbally by President Smith stating the following:

- CMC/MMC scholarship application process is running behind schedule.
- As of December 31, 2022, unrestricted funds were \$2,375,566 and restricted funds were \$940,034 for a total amount of \$3,315,600.
- The deadline to apply for conference grants has been extended to February 12, 2023.

Region Director Reports

Region Director reports were previously submitted. Directors provided additional verbal reports.

Executive Director Report

ED Shalby presented the report:

- Item a – IIMC Policy Code of Ethics – Director McGraw moved to refer to staff to bring back two versions, together with a recommendation for which to adopt. Motion adopted.
- Item b – ICMA Code of Ethics/Rules – Past President Pierce moved to postpone this item to bring back with the other two alternatives to the Board of Directors in May 2023. Motion adopted.
- Item d – Paul Craig – Renaming Athenian Fellows – Executive Director Shalby provided the history of Paul Craig's involvement with the beginning of the

Athenian Dialogues. Director Gray moved to accept recommendation to rename as "Paul Craig Athenian Dialogue."

Motion adopted by the following vote:

Yes, Directors Frazier, Frink, Richburg, Gray, Johnson, Fierro, Huycke, Past President Pierce Vice President Garcia, President Elect Hess, and President Smith, 11.

No, Directors Morris, Pflugfelder, McGraw, Mugford, Hurtado, Holmes, Post, Antony, 8.

The meeting recessed at 2:25 p.m. and reconvened at 2:51 p.m.

Vice President Garcia moved to request that the Policy Committee recommend a policy establishing criteria for memorializing individuals on IIMC programs. Motion adopted.

Committee Reports

The following committee reports, not requiring action, were received: Conference, Education & Professional Development, International Relations, Membership Mentoring, Public Relations/Marketing, Records Management, and Research and Resource.

Elections – ED Shalby presented the report with the recommendation from the committee that the board direct this committee to review the current Elections and Campaigning policies prior to the next election cycle.

Vice President Garcia moved to refer to the Elections Committee to review the current election and campaign policies. Motion adopted.

Policy Committee

Create two policy statements of support & solidarity to be used regarding wars, disasters, etc. The committee requested further clarification from the Board of Directors before proceeding on this topic. ED Shalby noted that he has contacted other organizations about their policy regarding these issues. He noted that IIMC needs to establish rules and processes in terms of which types of letters are distributed, how often, and who makes the decision. Director Gray moved to refer this issue to the Executive Director to bring back information to the board in May. Motion adopted.

What should be done in case of a tie vote for Vice President? The committee recommended the following:

A tie vote shall be determined by the drawing of lots by the Election Committee Chair via a ZOOM or similar virtual process so it can be observed by any interested party. The process of drawing lots should also be pre-determined and set within the policy.

This was deemed necessary because of where the drawing will take place versus where candidates, staff, and other interested individuals may be located. A pre-determined virtual method, time, and place would be decided so anyone wishing to observe would have the opportunity.

For example, Candidate names would be written on same size paper, enclosed in a sealed cylinder, and placed in a receptacle. The cylinder would then be drawn from the receptacle determining the winner.

Management concurs with the committee's recommendation regarding a drawing for a tie vote.

Director Pflugfelder moved to approve the recommendation with the Policy Committee directed to prepare the policy determining the criteria. Motion adopted.

Quill Award The committee recommended no change in the policy regarding establishing a timeline for retired clerks to be nominated.

Annual Conference, Section 7.45.060 – Director Huycke moved to accept the recommended addition which states:

If the President of an Association outside of the United States is unable to attend, the Association President may submit the name of a replacement Association representative(s), according to terms of the affiliate agreement.

Motion adopted.

Committee Application Process, Selection and Term, Section 2.35.080 Budget and Planning - Director Huycke moved to approve the policy as presented with the opening phrase, "At least six months prior to the annual conference" struck out.

Past President Pierce moved to postpone this item until after the Executive Session at the board meeting on Saturday, January 28, 2023.

Motion to postpone adopted by the following vote:

Yes, Directors Frink, McGraw, Richburg, Mugford, Gray, Fierro, Post, Antony, Huycke, Past President Pierce, Vice President Garcia, President Elect Hess, President Smith, 13.

No, Directors Morris, Frazier, Hurtado, Johnson, Holmes, 5.

Recess

Director McGraw moved to recess until 8 a.m. Saturday, January 28, 2023. Motion adopted.

The meeting recessed at 3:35 p.m. PT.

Maria Miranda
Recorder.

International Institute of Municipal Clerks
Board of Directors Meeting
January 28, 2023
Minutes

CALL TO ORDER

President Pamela Smith called the meeting of the IIMC Board of Directors to order at 8:05 a.m. Saturday, January 28, 2023, at the Hilton Garden Inn, Rancho Cucamonga, California.

Board Members Present:

President Pamela Smith, MMC
President Elect Mary Ann Hess, MMC
Vice President Lisa Garcia, MMC
Immediate Past President Sheri Pierce, MMC
Region II Director: Travis Morris, CMC; Diane Pflugfelder, MMC
Region III Directors: Lee Frazier, MMC; Tory Frink, MMC
Region IV Directors: Phyllis McGraw, MMC; Angela Richburg, MMC
Region V Director: Carrie Mugford, CMC
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Region VIII East Director: Angela Johnson, MMC
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Board Members Absent:

Region I Directors: Susan Haag, MMC; Kathleen Montejo, MMC
Region V Director: Angela Marshall, MMC
Region VI Directors: Gloria Christensen, MMC; Marita Rhude, MMC
Region IX Director: Jamie Newman, MMC
Region VI Directors: Sarah Jeffries; Johannes Rijs, MMC

Staff Members Present:

Chris Shalby, Executive Director
Dr. Beatrice Rodriguez, Director of Professional Development
Jaimis Ulrich, Education & Conference Coordinator
Kellie Siggson, Certification Manager
Janet Pantaleon, Finance Specialist
Karen Lee, Communications Officer
Janis Daudt, Director of Member Services
Tammy Storrie, Member Services Representative
Iris Hill, Education/Membership Assistant
Maria Miranda, Administration Coordinator/Recorder

Others Present:

Dawn Abrahamson, MMC
Connie Deford, Parliamentarian

Executive Session

Director Pflugfelder moved to go into executive session. The motion was adopted, and the board went into executive session at 8:08 a.m. PT.

The regular session reconvened at 12:00 p.m.

Recess

Without objection, the board recessed at 12:01 p.m. for lunch.

The meeting was called back to order at 1:00 p.m.

Director Pflugfelder moved to excuse Region Directors not present. Motion adopted.

Policy Committee

The following report was postponed from the Friday meeting:

Committee Application Process, Selection and Term, Section 2.35.080 Budget and Planning - Director Huycke moved to approve the policy as presented with the opening phrase, "At least six months prior to the annual conference" struck out.

The proposed policy was considered seriatim:

In the first paragraph, there was no objection to striking out "At least six months prior to the annual conference"

In the second paragraph, there was no objection to striking out "financial" and inserting "budget" before background or the addition of the deadline for receiving applications.

No changes to the third paragraph

The fourth paragraph, Term of Committee Chair, as proposed by the Policy Committee reads as follows:

The Chair of the Budget and Planning Committee can only serve in that capacity for one year. Should there not be a qualified person to serve in any one year, the incoming Vice President may nominate someone who has served previously to ~~may serve again, if selected by the Vice President.~~

Director McGraw moved to replace the language with the management recommendation as follows:

The Chair of the Budget and Planning Committee can only serve in that capacity for one year. Should there not be a qualified person to serve in

any one year, the incoming Vice President must select from the list of candidates that have submitted their applications by the March 1 deadline. If no one has applied, then the incoming Vice President may nominate someone who has served previously to serve again.

After discussion, there was no objection to the substitution.

The policy, as amended, was adopted.

Staff Reports

Staff reports were received from Communications Officer Karen Lee and Director of Member Services Janis Daudt. A report from Region XI Development Consultant Tom van der Hoven was also received.

Annual Conference Updates

2023 – Minneapolis, MN ED Shalby reported that the Hyatt Hotel in Minneapolis is at 79% of capacity. IIMC will not contract with a second hotel until the Hyatt is at full capacity.

2024 – Calgary, Alberta, Canada - Former Director Bonnie Hilford and current Director Antony will be working out details with ED Shalby this summer.

2025 – St. Louis, MO - The logo is being updated, and the original host is still the clerk.

2026 – Reno, NV - They are working on the logo for this conference as well.

2027 - The board will make the decision at the mid-year meeting.

Other Business

Region VIII - The board term and selection process was determined in past meetings.

Region XI – Election Protocol Four recommendations were included in the report from Directors Rijs and Jeffries. Because they were unable to attend this meeting, Director Holmes moved to postpone their request to the May meeting. Motion adopted.

Region XI Travel Director Rijs' verbal report was also postponed to the May meeting.

Attorney Services Director Huycke moved that the Board of Directors authorize the President to retain the services of an attorney as required and, on a case-by-case basis, to provide legal advice to the Board of Directors and the Budget Committee on matters including, but not limited to, human resources matters.

Director McGraw moved to amend by striking out “on matters including, but not limited to, human resources matters” and inserting “regarding the Executive Director’s contract.”

Amendment lost by the following vote:

Yes, Pflugfelder, Frazier, McGraw, Richburg, Gray, Johnson, Fierro, Antony, 8.
No, Directors Frink, Mugford, Hurtado, Holmes, Post, Huycke, Past President Pierce,
Vice President Garcia, President Elect Hess, President Smith, 10
Abstain: Director Morris, 1.

The original motion was adopted by the following vote:

Yes, Directors, Pflugfelder, Frazier, Frink, Mugford, Hurtado, Holmes, Post, Huycke,
Past President Pierce, Vice President Garcia, President Elect Hess, President Smith, 12
No, Directors McGraw, Richburg, Gray, Johnson, Fierro, Antony, 6.
Abstain: Director Morris, 1.

Budget and Planning Committee Vice President Garcia moved to add the President
Elect, Vice President, and Past President to the committee consisting of the President,
Budget and Planning Committee Chair, and 3rd year Director to work with the Executive
Director on his contract.

Motion adopted by the following vote:

Yes, Directors Frazier, Frink, McGraw, Richburg, Mugford, Johnson, Fierro, Holmes,
Post, Antony, Huycke, Past President Pierce, Vice President Garcia, President Elect
Hess, President Smith, 15
No, Directors Morris, Pflugfelder, Gray, Hurtado, 4.

Report of Constitution Task Force

The Constitution Task Force met via email to discuss the edits made by the Board of
Directors at their December 2, 2022 Virtual Board Meeting. After discussion, the Task
Force agreed with the edits presented with the exception of Article VII, Section 3.
Powers. The Task Force members believe that the Executive Committee should not
have any decision-making abilities outside of the entire Board of Directors.

The proposed constitution amendments were considered seriatim, as follows:

1. Article 1. General, Section 3, Core Values, Professionalism. No changes.
2. Article 1. General, Section 3. Core Values, Communication, No changes.
3. Article 1. General, Section 6, Budget. No changes.
4. Article 1. General, Section 9, IIMC Constitution Review. No changes.
5. Article II. Membership, Section 2A. Director Huycke moved to amend by inserting
“Local Government Clerk” between “Recorder” and “Responsible Financial
Officer.

Motion adopted by the following vote:

Yes, Directors Morris, Pflugfelder, Frazier, Frink, McGraw, Richburg, Mugford, Gray, Hurtado Johnson, Fierro, Holmes, Post, Antony, Huycke, Past President Pierce, Vice President Garcia, President Elect Hess, President Smith, 19
No, None.

6. Article II. Membership, Section 2. B. No changes.
7. Article II, Membership, Section 2, D. 1. No changes.
8. Article II. Membership, Section 2. D. 2. No changes.

Article III, Region. Section 2. A. Punctuation change will be handled in final edit.

Article IV. Board of Directors. Section 2. A. Insertion of the word “the” will be handled in final edit.

9. Article V. Officers, Section 5, and Article VI. Region Directors Section 4. No changes.

Article V, Officers, Section 7. C. Striking out “a” and inserting “the” before “Officer” will be handled in final edit.

10. Article VII. Executive Committee, Section 3. Powers. By unanimous consent, the Board of Directors agreed to the committee’s recommendation not to make any changes to this section.

Article VIII. Qualifications, Nominations, and Elections, Section 1. B. Inserting the word “the” before “time” will be handled in final edit.

11. Article VIII. Qualifications, Nominations and Elections, Section 1. F. and Section 2. E. By unanimous consent, the Board of Directors agreed that the committee’s recommendation to insert “verifiable” before “written support” not be forwarded for vote by the membership.

12. Article IX. Board of Directors Meetings. By unanimous consent, the Board of Directors agreed to remove subsection C, which read: “Notice of the meetings and an opportunity to participate will be provided to all members.” No other changes.

13. Article IX. Board of Directors Meetings. Section 3. No changes.

14. Article IX. Board of Directors Meetings, Section 4. Director Huycke moved to strike out “as determined by the board, such as the death of a family member and/or medical problems such as surgery.” Motion adopted. No other changes.

Article X, Annual Business Meeting. This clerical error should have been corrected after the 2022 annual meeting and will be handled in final edit.

Article XI. Executive Director, Section 1. Change “operation” to “operations”. This will be handled in final edit.

Article XI. Ethical Standard, Section 1. Strike out “so as” leaving “to”. This will be handled in final edit.

Article XI, Section 4. It is not necessary to insert “Ad Hoc” as it is already determined in Section 3; however, this minor change can be handled in final edit.

Article XV. Amendments to the Constitution, Section 2. A. Insertion of a comma after “Organization” will be handled in final edit.

15. Article XV, Amendments to the Constitution Section 1 and Section 3. No changes to either section.

In accordance with the IIMC Constitution, it was determined by the board of directors that if these amendments are adopted, they will not have a negative impact on the Organization or its finances. They will be published in the March *Digest*, considered by the membership at the Annual Business Meeting, and if approved by a majority vote will be submitted to membership for approval. Any amendment will be adopted if two thirds of the votes cast are in favor of the proposal. The effective date will be the 61st day following the Annual Business Meeting.

Announcements

President Elect Hess announced that the mid-year meeting will be held in Orlando, Florida.

Adjournment

With no further business, the meeting adjourned at 3:40 p.m.

Maria Miranda
Recorder.