

KIPDA MUNICIPAL CLERKS ASSOCIATION

BYLAWS

As Adopted this 1st day of March, 2023

Article 1 - Mission Statement & Purpose

Article 2 - Principal Office

Article 3 - Membership & Voting Rights

Article 4 - Board of Directors

Article 5 - Officers/Representative & Term of Office

Article 6 - Powers and Duties

Article 7 - Election of Officers

Article 8 - Appointed Positions

Article 9 - Member Dues & Administrative Fee

Article 10 - Meetings

Article 11 - Amendments to the Bylaws

Article 12 - Gift Policy

Article 13 - Scholarship

Article 14 – Dissolution

Article 1 **MISSION STATEMENT** - The KIPDA (Kentuckiana Regional Planning and Development Agency) Municipal Clerks Association, Inc. is a professional organization dedicated to providing a supportive network for personal and professional development and the enhancement of leadership abilities for the purpose of promoting the office of Municipal (City) Clerk within the Commonwealth of Kentucky.

PURPOSE - The purpose of the KIPDA Municipal Clerks Association is to establish a Regional Chapter of the Kentucky Municipal Clerks Association; to foster personal job support; to secure support of local officials; and to develop an information network among cities of the KIPDA Area Development District within the Commonwealth of Kentucky.

Article 2 **PRINCIPAL OFFICE** - The principal office of the chapter shall be located at 11520 Commonwealth Drive, Louisville, Kentucky 40299. The chapter may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the chapter may require from time to time.

Article 3 **MEMBERSHIP AND VOTING RIGHTS** - There shall be two classes of members: active and associate.

Active members in the organization shall be in the name of the governmental unit represented by the official or person having the duties of: City Clerk, Deputy City Clerk, Assistant City Clerk, City Clerk/Treasurer, City Clerk Administrator, or other positions under the direction of the City Clerk performing duties commensurate to the duties performed by a Municipal Clerk. An active member must be an active or regular (not associate) dues-paying member of the Kentucky Municipal Clerks Association ("KMCA"). A City may have more than one active member in the KIPDA Municipal Clerks Association, provided said additional members are active/regular members of the KMCA. Membership can be transferred to successors within their governmental unit.

Associate membership shall be available to those who are not eligible for active membership, but who are interested in the improvement of government operations and who support the objectives of the organization. Qualified members could include retired clerks and other municipal administrative positions if approved by current officers.

The right to vote is afforded to active dues-paying members and dues-paying associate members. Unless otherwise stated, a majority of those members voting on any issue is sufficient to carry the vote.

A quorum for the transaction of business of the chapter shall exist if two or more members are present at any regular meeting.

Article 4 **BOARD OF DIRECTORS** - The business and affairs of the chapter shall be

managed by its Board of Directors. The number of directors of the chapter shall be five (5), but may be increased or decreased by amendment of this bylaw. The Board of Directors shall be elected at the annual meeting of members in odd-numbered years.

The Board of Directors shall be composed of the Regional Director, Assistant Director, Recording Secretary, Corresponding Secretary, and Treasurer of the chapter as those offices are defined in Articles 5 and 6 herein. Each elected officer shall simultaneously serve in his/her elected position in addition to his/her role as a Director of the chapter.

Meetings of the Board of Directors shall be held without notice other than this bylaw immediately after the regular monthly meetings of the chapter to address any business as may properly come before the Board, and at the March meeting to elect officers/directors of the chapter. Meetings of the Board of Directors may be waived, except for the March meeting, by a majority of the Board of Directors.

Special meetings of the Board of Directors may be called by or at the request of the Regional Director, or by a majority of the directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, mailed, telegraphed, and/or sent by electronic mail (e-mail) to each director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all members of the committee, as the case may be, and included :in minutes or filed with the chapter records. Such consent shall have the same effect as a unanimous vote.

Article 5 **OFFICERS/REPRESENTATIVES & TERM OF OFFICE** - A Regional Director, an Assistant Director, a Recording Secretary, a Treasurer, and a Corresponding Secretary shall be elected at the March annual meeting in odd-numbered years by the active and associate membership and will assume office April 1st of that calendar year. The term of office for these positions shall be for two years.

A Regional Representative shall be an active member of the KMCA for at least two (2) years or working towards certification. Regional Representatives shall be active dues-paying members of KMCA for at least two (2) years prior and shall be a Certified Kentucky Municipal Clerk. The Regional Director and an Alternate Representative shall serve in this position or may appoint someone to serve. The Regional Representative does not have a vote on the Board of Directors, but serves in an advisory capacity.

Expenses incurred while representing the KIPDA Municipal Clerks Association as an officer, representative, or member shall not be reimbursed unless voted on by the membership at a regularly convened meeting.

Each director shall serve as a director until the earlier of (1) his/her successor has been elected and qualified; or (2) he/she is removed by a majority of the members, with or without cause.

Article 6 **POWERS AND DUTIES** - The Regional Director shall chair all meetings of the organization; shall appoint such committees as deemed necessary and designate their chairperson; and shall submit a semi-annual report for his/her term to the President of the Kentucky Municipal Clerks Association at the spring and fall meetings of the KMCA. The semi- annual report shall include but not be limited to, the number of meetings held and attendance. It is recommended that the Regional Director be a Kentucky Certified Municipal Clerk or have equal education requirements.

The Assistant Director shall fulfill any and all duties of the Regional Director in the absence of him/her. In the event the Regional Director is unable for whatever reason to perform the duties of that office on a permanent basis, the Assistant Director shall advance to the office of Director. The Assistant Director shall assist the Regional Director with any other duties as requested. The Assistant Director

shall be responsible for educational programs. It is recommended that the Assistant Director be a Kentucky Certified Municipal Clerk or have equal education requirements.

The Recording Secretary shall record accurate minutes of the KIPDA Municipal Clerks Association monthly meetings and maintain all association records and documents for the year and turn them over to the Historian at the end of his/her term. The recording secretary shall notify the KMCA President of any changes in officers as they occur. The chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the chapter may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

The Corresponding Secretary is responsible for all of the association's correspondence, including invitations, cards, flowers, etc.

The Treasurer shall submit a quarterly treasurer's report, including bank statements, to the membership at each regular meeting of the association. The fiscal powers of the Treasurer are to establish and require compliance with procedures of the receipt, disbursement and keeping of the organization's funds and records in connection therewith. The Treasurer must also maintain the records associated with the employer identification number. The Treasurer shall be responsible for issuing an annual report of its membership for the previous year to the state KMCA Treasurer on or before March 15th prior to the KMCA annual meeting in order to receive the Five Dollars (\$5.00) membership reimbursements. The Treasurer shall establish an eligibility list for voting purposes and shall confirm KMCA membership with the KMCA Director.

The Regional Representative shall attend all state board meetings and report board activity at the next meeting of the KIPDA Municipal Clerks Association. If the Regional Representative is unable to attend a state board meeting, they should make arrangements to have an Alternate Representative attend in their place and report accordingly at the next meeting of the KIPDA clerks.

In the event of a vacancy in the offices of Assistant Director, Recording Secretary, Corresponding Secretary, or Treasurer, the membership shall appoint an active member to fill such vacancy for the unexpired term(s). In the event of a vacancy in the office of Regional Director, the Assistant Director shall assume that office with the membership to appoint an active member to fill the then vacated position of Assistant Director. Vacancies may be filled at any meeting of the membership.

The fiscal year of the chapter shall be the calendar year.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the chapter, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the chapter, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the chapter shall be signed by such officer or officers, agent or agents, of the chapter and in such manner as shall from time to time be determined by resolution of the board of directors.

All funds of the chapter not otherwise employed shall be deposited from time to time to the credit of the chapter in such banks, trust companies, or other depositories as the board of directors may select.

Article 7 **ELECTION OF OFFICERS** - Any active member, as defined in Article 3, may run for office. The Regional Director shall appoint an election committee in January of odd-numbered years who will solicit candidates for all of the offices. If more than one candidate is interested in the same office, an election ballot will be presented to all voting members at the March meeting for secret voting. The election committee shall serve until a new committee is appointed. Election shall be determined by a majority of dues-paying members present.

Article 8 **APPOINTED POSITIONS** - The only appointed positions shall be Regional Representative and Alternate Representative, should the Regional Director choose not to serve in this capacity. They are appointed by the Regional Director.

Article 9 **MEMBER DUES & ADMINISTRATIVE FEE** - Associate members shall pay dues of \$10.00 payable upon association and due every January 1st thereafter.

All active members of the KIPDA Municipal Clerks Association shall be billed an administrative fee by the Regional Chapter Treasurer in the amount of \$25.00 every January. This fee shall be used to defray the cost of administrative fees such as office supplies and postage or any other expenditure of the organization.

Article 10 **MEETINGS** - The chapter shall hold regular meetings on the first Wednesday of every month unless otherwise agreed upon by a majority of the membership; however, at least one regular meeting must be held per calendar quarter. The chapter shall hold its annual meeting on the first Wednesday of March of each year with the primary purpose of the March meeting to be to elect the officers, and simultaneously, the Directors, of the chapter as stated herein these Bylaws. Each meeting location shall be designated by the membership. All meetings shall

be held without notice other than that contained herein these Bylaws.

Article 11 **AMENDMENTS TO THE BYLAWS** - Amendments to the bylaws shall be in writing, setting forth a particular change or addition and shall be filed with the Regional Director. Amendments shall be voted on by the membership and shall require a two-thirds majority of voters voting thereon. Each adopted amendment shall become effective immediately upon declaration of its adoption.

Article 12 **GIFT POLICY** - The Board of Directors may approve the purchase of a gift(s) on behalf of the KIPDA Municipal Clerks Association. A suggested guideline for the gift policy is attached to the Bylaws. This policy is subject to the availability of funds. (See Attachment A)

Article 13 **SCHOLARSHIP** - The KIPDA Municipal Clerks Association will endeavor to give an annual scholarship to attend the Kentucky Municipal Clerks Institute or Master Municipal Clerks Academy. The recipient shall be chosen by the voting members and shall be a member of the KIPDA Municipal Clerks Association. Should a KIPDA Municipal Clerk not make application for a scholarship or not be chosen for any reason by the voting members, then the members shall decide on a yearly basis whether to award a scholarship to a clerk outside of the KIPDA Region. Fundraisers for the scholarship will be determined by the membership.

Suggested criteria for awarding the scholarship and an application form are attached to these Bylaws. (See Attachment B)

Article 14 **DISSOLUTION** - In the event of the dissolution of the KIPDA Municipal Clerks Association, excess funds and assets will be transferred to the Treasurer of the Kentucky Municipal Clerks Association.

ATTACHMENT A

**KIPDA MUNICIPAL CLERKS ASSOCIATION
GIFT POLICY**

Suggested Guidelines for Gift Policy:

Should any active or associate member of the KIPDA Municipal Clerks Association experience any of the following: retirement, wedding, baby, or death of a parent, mother-in-law, father-in-law, grandparent, spouse, child or step-child, a gift or condolence may be given as follows:

Retirement Gift	Up to \$100.00
Wedding Gift	Up to \$50.00
Baby Gift	Up to \$30.00
Loss of Loved One (Flowers/Card)	Up to \$75.00

(A donation can be made to the scholarship fund in memory of or to honor a city clerk at any time as designated by the active membership or to the charity requested by the family.)

Some clerks have assistants or deputies that can exercise the buddy system in order to let the Association know about an occasion. The Clerks who don't have assistants or deputies need to let another Clerk and/or friend know about an occasion so they can contact the Association. Some people will choose not to exercise this policy because of a private nature and that should be taken into consideration.

The gift policy shall be administered by the Treasurer or Corresponding Secretary unless otherwise designated by the active membership.

ATTACHMENT B

KIPDA MUNICIPAL CLERKS ASSOCIATION SCHOLARSHIP CRITERIA

Guidelines for awarding the KIPDA Municipal Clerks Association Scholarship:

1. The active and associate membership will review all applications submitted.
2. Preference will be given to a City Clerk.
3. Second preference will be given to an Assistant City Clerk or Deputy Clerk.
4. Preference will be given for financial need for assistance for tuition. Additional travel and lodging assistance will be discussed on a yearly basis with the normal scholarship to be for tuition only.
5. Preference will be given to an applicant from the KIPDA Region.
6. Recipient will be decided by majority vote of the KIPDA Municipal Clerks Association.
7. An alternate will be selected in the event the recipient cannot attend.
8. Scholarships are awarded for one year only. No commitment is made for more than one year. Applicants may apply each year until their certification is complete.
9. More than one scholarship may be awarded at the discretion of the KIPDA Municipal Clerks Association and based upon available funds.
10. All decisions will be final.
11. A copy of the associated City's financial statements will be required to be submitted with the application.
12. Applications should be submitted to the Regional Director by January 31st of each year.