

**BY-LAWS
OF
THE MASSACHUSETTS TOWN CLERKS' ASSOCIATION**

**ARTICLE I
Name**

The name of this organization shall be "The Massachusetts Town Clerks' Association, Inc.", hereinafter referred to as the MTCA.

**ARTICLE II
Mission**

The MTCA shall be dedicated to the purposes of increasing the proficiency of Town Clerks and other local government officials, of strengthening the quality of local government through professionalism, and of promoting recognition of the importance of the office of the Town Clerk.

**ARTICLE III
Membership and Dues**

Membership

1. Active Members:

The Town Clerk of any town in the Commonwealth of Massachusetts shall be eligible for membership in the MTCA and shall have full voting privileges. By virtue of the membership of the Town Clerk in the MTCA, an Assistant Town Clerk and Town Clerks' staff are members of the MTCA and are eligible to attend meetings and conferences, but shall not have voting privileges.

2. Retired Members

Upon retirement, active members may continue a non-voting membership in the MTCA.

3. Affiliate Members:

Shall be available to City Clerks and others who are not eligible for active or retired membership and are interested in the improvement of methods in government, and who subscribe to the mission of the MTCA.

4. Honorary Members:

All persons who have held any of the foregoing memberships, may be designated an "Honorary Member" by vote of the Executive Board.

Dues Structure

***Active Members:**

| | |
|----------|------------------------|
| \$10.00 | Towns under 1,000 |
| \$25.00 | Towns 1,001 to 5,000 |
| \$50.00 | Towns 5,001 to 10,000 |
| \$75.00 | Towns 10,001 to 25,000 |
| \$100.00 | Towns Over 25,000 |

***Retired Members:**

\$10.00

***Affiliate Members:**

\$50.00

***Honorary Members**

No Fee

*** Includes subscription to the "Public Recorder"**

Fiscal Year

The fiscal year of the MTCA shall begin on July 1 of each year and shall terminate on June 30. The annual dues shall be due and payable on or before September 30.

ARTICLE IV
Meeting and Parliamentary Law

The Annual Meeting of the MTCA shall be held in June on such date and at such time and place as the Executive Board may determine. Other MTCA meetings may be called with a fourteen (14) day written notice by the President, a majority vote of the Executive Board, or upon petition to the President by twenty-five (25) active members of the MTCA. At all business meetings twenty-five (25) active members in good standing shall constitute a quorum.

Whenever parliamentary rules or procedures are involved, "Roberts Rules of Order" shall prevail.

ARTICLE V
Officers

The officers of the MTCA shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer. Each shall be elected at the Annual Meeting of the MTCA and shall hold office for one (1) year or until a successor is elected or appointed. Officers may serve no more than two (2) consecutive terms in office with the exception of Secretary and Treasurer, who may serve no more than five (5) consecutive terms in office.

Any active member of the association may serve as an officer; however, in order to be nominated for First Vice President, Second Vice President or President, the member must have served for at least one year on the Executive Board.

Duties of Officers

1. President

1. Shall serve as Chief Executive Officer of the MTCA.
2. Shall preside at all meetings of the MTCA and of the Executive Board.
3. Shall appoint all committees except as otherwise provided by these by-laws.
4. Shall appoint vacancies of the Executive Board with the approval of the Executive Board.
5. Shall serve as Chairman of the Conference Committee.
6. Shall perform such other duties as may be required for the welfare of the MTCA.

2. First Vice President

1. Shall, in the absence of the President, assume the duties of the President.
2. Shall be an alternate member of the Legislative Committee, a member of the Nomination Committee, a member of the Conference Committee in charge of vendor relations, and shall serve as chair of the Scholarship Committee. *(Revised 10/9/03)*
3. Shall perform such other duties as may be required for the welfare of the MTCA.

3. Second Vice President

1. Shall in the absence of the President and First Vice President, assume the duties of the President.
2. Shall be a member of the Conference Committee in charge of hotel relations and a member of the Education Committee. *(Revised 10/9/03)*
3. Shall perform such other duties as may be required for the welfare of the MTCA.

4. Secretary

1. Shall keep and maintain permanent minutes of all meetings of the MTCA and Executive Board.
2. Shall maintain the MTCA permanent records including membership and by-laws.
3. Shall give notice of all meetings of the MTCA and of Executive Board, and mail all conference brochures.
4. Shall distribute agendas to members of the Executive Board prior to their meetings.
5. Shall perform such other duties as may be assigned by the MTCA, the President or the Executive Board.

5. Treasurer

1. Shall serve as a member of Budget Committee.
2. Shall monitor the annual budget established by the Budget Committee.
3. Shall collect and disburse all funds of the MTCA and keep an account of the same.
4. Shall be bonded with sureties in such amount as the Executive Board may determine.
5. Shall keep all funds of the MTCA in a depository approved by the Executive Board and shall keep the funds deposited in the name of the MTCA.
6. Shall give a report at each meeting of the MTCA and Executive Board..
7. Shall obtain the signature of an Executive Officer on any check written for an amount greater than \$2,500.00.

- 8. Shall annually prepare and submit records to the auditor.
- 9. Shall perform such other duties as may be assigned by the MTCA, the Executive Board or the President.

6. Compensation

The Executive Board shall establish the compensation for any officer or position that they deem needs appropriate compensation.

**ARTICLE VI
Executive Board**

The Executive Board shall consist of elected members from the membership at large that reflects a statewide representation and shall manage the business of the MTCA as outlined in the MTCA By-laws.

1. Membership

There shall be an Executive Board consisting of the officers of the MTCA, and nine additional members. The additional members shall be elected at the Annual Meeting. No elected member of the Executive Board shall serve for more than three consecutive years, except a member elected to fill a vacancy of the board. The immediate Past President may serve for two years immediately following the expiration of the term as President.

2. Responsibilities

The Executive Board shall have full power to carry out the mission of the MTCA and shall have general charge and control of its affairs, funds and property, but shall not have the right to amend its by-laws. The Executive Board shall assist the officers between meetings in carrying on the functions of the MTCA. Members of the Executive Board shall be assigned duties or be required to serve on one or more committees during their term.

3. Appointments

Annually, all appointments shall be made by the President and confirmed by vote of the Executive board prior to December 31. The terms shall begin January 1.

| OFFICE | TERM | NO. OF MEMBERS |
|---------------------------------------|-------------------|-----------------------|
| Assistant Treasurer | 1 year | 1 |
| Legislative Committee | 3 years 1 year | 7 2 alternates |
| Nomination Committee | 1 year | 5 |
| Budget Committee | 1 year | 5 |
| Education Committee | 3 year | 7 * |
| Education Database Coordinator | 3 years | 1 |
| CMMC Certification Administrator | 3 years | 1 |
| CMMC Certification/Examination Board | 3 years | 5 |
| Conference Registration Administrator | 3 years | 1 |
| Conference Committee | 2 years | 8 |
| Public Recorder Editor | 3 years | 1 |
| Scholarship Committee | 2 years | 3 |
| Clerks= Manual Committee | 3 years | 3 |

**(Revised 2/13/03)*

Members of each Committee shall serve a term as set forth in the by-laws. The President shall have full power to fill all vacancies in any committee until the next annual appointment.

4. Meetings

Meetings of the Executive Board may be called at any time by the President or by any three (3) of its members on written notice

by the Secretary not less than five (5) days prior to the meeting. A quorum shall consist of at least eight (8) members of the Executive Board.

Emergency meetings of the Executive Board of less than five (5) days notice, may be called at the discretion of the President. Votes may be cast by e-mail, telephone or by mail. A definitive vote requires an agreement by eight (8) members of the Executive Board. A record of such votes shall be recorded by the Secretary at the next Executive Board Meeting.

5. Audit

There shall be an annual audit of the statements of cash receipts and disbursements of the Treasurer by a certified accountant. It shall be the duty of the Executive Board to contract for such audit.

6. Policies and Procedures

The Executive Board shall have the authority to create policies and procedures for officers and committees of the MTCA.

**ARTICLE VII
Committees and Appointed Officers**

The President shall have the power, with approval of the Executive Board, to establish additional standing committees or special committees as may be deemed necessary for the proper conduct of the affairs of the Association.

No committee of the Association shall be authorized to create any financial liability unless it first shall have been budgeted and approved as to its purposes and amount by the Executive Board.

All committees shall keep minutes and forward a copy to the Secretary of the Association.

Duties and responsibilities of each Committee/Appointed Officers shall be as outlined in the by-laws.

1. Assistant Treasurer

Purpose: Charged with the responsibility to serve in the absence of the Treasurer.

1. Appointed annually by the Executive Board by December 31.
2. Shall serve as a member of the Budget Committee.

2. Legislative Committee

Purpose: Charged with the responsibility of advancing the Legislative agenda of the MTCA.

A. Composition and Term of Office:

The Legislative Committee shall consist of seven (7) full members and two (2) alternate members, one of whom shall be the First Vice President. *(Revised 10/9/03)*

Full committee members shall be appointed for a three-year term by December 31 so that not more than three (3) members' terms expire in the same year.

Alternate members shall be appointed by December 31 for a one year term and may attend all meetings, participate in discussions and, in the absence of a member, have voting privileges.

B. Duties:

The Legislative Committee shall be responsible for informing the MTCA of all matters pertaining to MTCA legislation, proposed changes in the law relating to municipal government and recommending such action to the MTCA as may be expedient. Minutes of all meetings shall be kept and forwarded to the President and Secretary of the MTCA.

C. Legislative Agenda

The Legislative Committee shall formulate a schedule for the adoption of the legislative agenda of the MTCA to be voted on by the Executive Board before the Annual Meeting in June. Said agenda as voted on by the membership shall be filed with the State Legislature. Said agenda shall be the binding position of the MTCA for the next legislative session, unless otherwise voted

by the majority of the voting members attending a MTCA meeting.

Time not permitting, the Legislative Committee and the Executive Board shall, if they deem appropriate and necessary, take a position on other legislation and shall advise the MTCA via the Public Recorder of their combined action. Any position developed by the Legislative Committee and the Executive Board pursuant to this paragraph, shall be the binding position of the MTCA for the legislative session unless otherwise voted by a majority of the voting members attending a MTCA meeting.

Any member wishing to file proposals or recommendations for legislation shall do so in writing, addressed to the current chair of the Legislative Committee.

3. **Nomination Committee**

Purpose: Charged with the responsibility of nominating and presenting a slate of officers to the MTCA at the Annual Meeting that duly reflects a representation of its membership.

1. Five (5) members appointed annually by the Executive Board by December 31. The members may confer with the 1st Vice President, but the 1st Vice President will not be present during voting.
2. Committee nominates the following:

For one (1) year:

President
First Vice President
Second Vice President
Secretary
Treasurer

Three (3) years

Three Executive Board Members and any unexpired terms.

4. **Budget Committee**

Purpose: Charged with the responsibility of preparing and presenting an annual budget to the membership at the Fall Meeting.

1. Five (5) members, one (1) of whom shall be the Treasurer, one (1) of whom shall be the Asst. Treasurer, and three (3) members at large appointed by the Executive Board for a one (1) year term by December 31.
2. Prepares annual budget (FY January 1 - December 31).
3. Presents annual budget to the Executive Board for a vote.
4. Presents final budget to MTCA for a vote.

5. **Education Committee**

Purpose: Charged with developing the curricula for the MTCA conferences.

1. Seven (7) members, one of whom shall be the Second Vice President, and six (6) members at large appointed by the Executive Board for a three-year term by December 31 so that not more than three (3) members are replaced in any one year. *(Revised 2/13/03) (Revised 10/9/03)*
2. Prepares the agenda of education courses for the MTCA conferences.
3. Coordinates, develops and implements courses for the certification program (CMMC) as determined by the Certification/Examination Board.
4. Determines CMMC credit courses and optional courses to maintain consistency in the CMMC program.
5. An Education Registration Coordinator will be appointed by the Education Committee from its membership to register all clerks for conference classes.

6. **Database Coordinator**

Purpose: Charged with the purpose of updating the MTCA educational database in a format approved by the Executive Board.

1. Appointed by the Executive Board for a three (3) year term by December 31.
2. The data shall be the property of the MTCA.

7. MTCA Certification Program

A. MTCA Certification Administrator

Purpose: Charged with the responsibility to administer the MTCA Certification Program and serves as a member of the Certified Massachusetts Municipal Certification/Examination Board.

1. Appointed by the Executive Board for a three-year term by December 31.

B. MTCA Certification/Examination Board

Purpose: Charged with the responsibility to plan, coordinate, develop and implement the MTCA Certification Program (CMMC) and recertification program. Sets course guidelines for Education Committee in conjunction with the CMMC program.

1. Five (5) members, one (1) of whom shall be the MTCA Certification Administrator, and four (4) members appointed at large by the Executive Board for a one (1) year term by December 31 so that not more than two terms expire in one year.
2. All members of the Board must have successfully completed the Certification Program.
3. The certification examination shall be under the control of the Certification Administrator and the Chairman of the Certification Examination Board.

8. MTCA Conference Program

A. Conference Registration Administrator

Purpose: Charged with the responsibility of MTCA conference registration

1. Appointed by the Executive Board for a three (3) year term by December 31.
2. Serves as a member of the Conference Committee.

B. MTCA Conference Program Committee

Purpose: Charged with the responsibility of planning the MTCA conferences.

1. The committee shall consist of eight (8) members:
 1. MTCA President, as chair.
 2. First Vice President in charge of vendor relations.
 3. Second Vice President in charge of hotel relations.
 4. Registration Administrator.
 5. Education Registration Coordinator.
 6. Three (3) additional members at large to be appointed by the President for a two (2) year term by December 31. (See Appendix 1)

9. Public Recorder Editor

Purpose: Charged with the responsibility for collecting, assembling and publishing a monthly newsletter and soliciting advertising for *The Public Recorder*.

1. Appointed by the Executive Board for a three-year term by December 31.

10. Scholarship Committee

Purpose: Charged with coordinating and presenting candidates for scholarship awards for the International Certified Municipal Clerk's Program (CMC).

1. Three (3) members, one (1) of whom shall be the First Vice President, and two (2) members appointed for a two year term by the President by December 31.

11. Clerks' Manual Committee

Purpose: Charged with the responsibility of updating the Clerks' Manual.

1. Three (3) members to be appointed by the Executive Board for a three year term by December 31.

ARTICLE VIII Expenses

Expenditures will be paid by the MTCA according to the annual appropriation. Other expenditures incurred on behalf of the MTCA, not to exceed an aggregate of \$500.00, will be paid by the Treasurer upon the approval of the President. Any expenditure, greater than \$500.00 over budgeted amounts, requires a vote of the Executive Board.

ARTICLE IX Termination

An officer, Executive Board member or Standing Committee member who is absent from three (3) consecutive meetings of the board or committee may be removed as an officer or member of the Executive Board or Standing Committee by majority vote of the Executive Board, and shall be filled in accordance with Article 6(3) (Appointments) of the by-law.

ARTICLE X Amendments

These by-laws may be amended by a two-thirds vote of those voting members present at any MTCA meeting duly called, provided that notice of the proposed amendment shall have been sent to each member at least two weeks prior to such meeting.

ARTICLE XI Endorsements

The MTCA shall not support or promote any political candidate or political appointment.

ARTICLE XII Code of Ethics

We shall uphold the IIMC, Professional, and Personal Code of Ethics, which reads:

We do hereby subscribe to the following principles and ethics which we affirm will govern our personal conduct as municipal clerks:

To uphold constitutional government and the laws of our community;

To so conduct our public and private life as to be an example to our fellow citizens;

To impact to our profession those standards of quality and integrity that the conduct of the affairs of our offices shall be above reproach and to merit public confidence in our community;

To be ever mindful of our neutrality and impartiality, rendering equal service to all and to extend the same treatment we wish to receive ourselves;

To record that which is true and preserve that which is entrusted to us as if it were our own; and

To strive constantly to improve the administration of the affairs of our office consistent with applicable laws and through sound management practices to produce continued progress and so fulfill our responsibilities to our community and others.

Executive Board Vote to approve 4/23/99

By-Laws amended January 31, 2002 (areas amended – 2nd Vice President, Legislative Comm., Nomination Comm., appointment chart and Education Comm.)

By-Laws amended February 13, 2003 (areas amended – Art. VI Appointments, Education Committee and Art. VII Education Committee)

By-Laws amended October 9, 2003 (areas amended – First Vice President, Second Vice President, Legislative Committee, and Education Committee)

By-Laws amended October 20, 2005