



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

PROPOSED AMENDMENTS FOR THE NOVEMBER 21, 2019 ANNUAL MEETING

ARTICLE I. NAME

The Organization shall be known as the New England Association of City and Town Clerks.

ARTICLE II. PURPOSE

We, the City and Town Clerks of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont, join together in the New England Association of City and Town Clerks for the following purpose and objectives:

- a. To promote a closer working relationship among the municipal clerks of New England;
- b. To increase the proficiency of New England municipal clerks by providing a medium for the exchange of information, ideas, and professional expertise;
- c. To promote the training and professional development of New England Municipal clerks; and
- d. To strengthen the quality of local government by promotion of the office of municipal clerk.
- e. For each New England State to hold, on a rotating basis, a New England Association of City and Town Clerks Conference, for the purpose of providing professional educational sessions and networking opportunities, at which the NEACTC Annual Meeting will be held. The hosting State is responsible for the financial obligations relating to the conference, outside of what is budgeted by NEACTC for assistance.

ARTICLE III: MEMBERSHIP, VOTING RIGHTS, DUES

SECTION 1. ACTIVE MEMBERS. Active members in the Association shall be recorded in the name of the individual having the duties pertaining to the office of the City and/or Town Clerk or Assistant/Deputy Clerk. In order to become an Officer of the Association or member of the Executive Committee, a member must actively hold the position of City and/or Town Clerk or Assistant/Deputy Clerk.

SECTION 2. ASSOCIATE MEMBERS. This membership shall be available to those who have left public employment and/or retired and have held Active Membership with the Association, and who continue to subscribe to the objectives of the Association.

SECTION 3. AFFILIATE MEMBERS. This membership shall be available to corporate, municipal or professionally associated individuals' who are not otherwise eligible for active or associate membership, yet are interested in the improvement of methods and administration of government and who subscribe to the objectives of the Association.



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

SECTION 4. MEMBERSHIP PERIOD. Annual Dues for membership in the organization shall cover one (1) full year from January 1st through December 31st of each year and annually thereafter, regardless of the date of membership.

SECTION 5. CLASSIFICATION OF MEMBERS. The Executive Committee shall have the power to determine the classification of any member and reject any application for membership.

SECTION 6. VOTING RIGHTS. Except as otherwise provided, the right to vote is reserved and restricted to active members, however, each member jurisdiction is limited to one (1) vote.

ARTICLE IV. OFFICERS, EXECUTIVE BOARD

SECTION 1. OFFICERS. The officers of the Association shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Fifth Vice President, with no state in the Association having more than one (1) position in the foregoing list of officers. The officers shall also include a Secretary and a Treasurer and the foregoing restrictions of having any one (1) state represented by more than one (1) officer shall not apply. The above officers shall be elected at the annual meeting to hold office for one (1) year. The installation and proper oath of office shall be administered at the annual banquet.

SECTION 2. EXECUTIVE BOARD COMPOSITION. There shall be an Executive Board to include the foregoing officers listed in Article IV, and eighteen (18) members elected at large, three (3) from each of the New England states. At-Large members shall be elected at the first meeting as follows: One (1) for a three (3) year term, one (1) for a two (2) year term, one (1) for a one year (1) term, from each State, and thereafter for a term of three (3) years. No Executive Board member may be elected to more than one (1) three (3) year consecutive term. The immediate Past-President shall serve as a member of the Executive Board with voting privileges. The Chairman of the Board of NEMCI shall serve on the Executive Board as a non-voting member.

SECTION 3. POWERS AND DUTIES OF EXECUTIVE BOARD. Except as this Constitution otherwise expressly provides, the Executive Board shall have powers and duties as follows:

- a. General. To prescribe and provide for supervision, control and general administration of the affairs of the Association and for the prosecution and accomplishment of its objectives.
- b. Fiscal Powers. To approve and adopt an annual budget and to establish and require compliance with procedures for the receipt, disbursement and keeping of Association funds and records in connection herewith.
- c. ~~Audit. To require an annual audit of the books and accounts of the association by and independent duly licensed accountant.~~



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

- c. FINANCE COMMITTEE. The President shall appoint a Finance Committee if the President and/or Executive Board feels it necessary to review all the financial statements and documents relating to the New England Association of City and Town Clerks. The Finance Committee shall consist of three (3) members. Should a Finance Committee be appointed, it will be assigned to review the financial statements and documentation of the New England Association of City and Town Clerk's, a written report shall be submitted 30 days prior to the next regular Executive Board meeting.

The New England Association of City and Town Clerks may at any time choose to have an audit conducted by a duly licensed auditor or a certified public accountant.

The Finance Committee is not responsible for financial reporting, which is the responsibility of the New England Association of City and Town Clerk's Treasurer.

- d. Bond. To require a good and sufficient bond from any officer, employee or agent engaged by or with the Association in a fiduciary capacity, for the accomplishment of its objectives, the premium on such bond shall be filed with the Executive Board and held by the Secretary of the Association, for anyone handling funds in excess of \$1,000.00.
- e. Elections. To prescribe rules and/or procedures for holding elections and to regulate the forms to be used, the methods of voting and the counting of ballots.
- f. Annual Dues. To establish annual dues for Active, Associate and Affiliate members on an annual basis.

SECTION 4. POWERS AND DUTIES OF OFFICERS – GENERAL. Except as this Constitution otherwise provides, the powers and duties of the officers of this Association shall be such as by general usage are indicated by the title of their office.

SECTION 5. POWERS AND DUTIES OF SECRETARY. The secretary of the organization shall conduct its correspondence, shall give notice of and keep minutes of all meetings; shall have custody of all records and property of the Association, shall have custody of the corporate seal, if any, and shall attest all instruments.

SECTION 6. POWERS AND DUTIES OF TREASURER. The treasurer of the organization shall exercise authority in all financial matters in accordance with such by-laws and resolutions as may be adopted by the Executive Board; he or she shall furnish an annual financial statement to the Executive Board not later than thirty (30) days prior to the annual meeting of each year and such other periodic financial statements as may be required by the Executive Board; he or she shall furnish to all members present at the annual meeting a copy of the financial statement and shall have custody of all funds and may determine the method of depositing and safekeeping of the same and shall have custody of all bonds, stocks, deeds and other documents of the organization and determine the method of depositing and safekeeping of the same but shall not pledge or dispose of any of these assets without approval of the Executive Board. Said treasurer shall, upon retirement, turn over all foregoing documents to the President of the Association.



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

SECTION 7. VACANCY – PRESIDENT AND VICE PRESIDENT. In the event of a vacancy in the office of President or Vice President, prior to the expiration of the term, such vacancy shall be filled by a member of the Executive Board of New England from the state which the President or Vice President represented or a member of the New England Association chosen by members of the Executive Board of New England from that state.

SECTION 8. ELIGIBILITY FOR FULL TERM. An Officer or Executive Board member who fills an unexpired term due to a vacancy shall be eligible to be nominated and elected to a full term in that office.

SECTION 9. VOTING PROCEDURE. Officers and Executive Board members are expected to attend each meeting of the board and represent their state by voting on each issue. In the event an emergency occurs between Board meetings, the President is authorized to poll the Board members and obtain their votes by email or fax. Such votes shall constitute an official vote of the Board.

ARTICLE V. NEW ENGLAND MUNICIPAL CLERKS INSTITUTE AND BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD. There shall be a Board of Directors of the New England Municipal Clerks Institute made up of twelve (12) members, appointed by the President, two (2) from each of the New England States. One (1) for a two (2) year term and one for a one (1) year term, from each state, and thereafter for a term of two (2) years. No member of the Board of Directors may be appointed to more than two (2) consecutive two (2) year terms. A quorum of the board of Directors shall be seven (7) members with representation from at least four (4) states. Appointments to the Board of Directors to be made by the President of the NEACTC during the month of July, not to become effective until the annual meeting.

SECTION 2. POWERS AND DUTIES. Notwithstanding the powers and duties of any other officer or committees, the Board of Directors shall exercise all authority with regard to the planning and operation of the New England Municipal Clerks Institute. This includes, but is not limited to, financial responsibility for operation, receiving and spending funds of and for the Institute and actions as treasurer of its own funds. The Board of Directors may set up a separate non-profit entity for the operation of the Institute. The Board of Directors, under no circumstances, may encumber the New England Association of City and Town Clerks directly or indirectly without prior consent of its Executive Board.

SECTION 3. VACANCY. In the event of a vacancy on the Board of Directors of the New England Municipal Clerks Institute, the President shall appoint a member from the state from which there is a vacancy.



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

ARTICLE VI. MEETINGS

SECTION 1. ANNUAL MEETINGS. There shall be an annual meeting of the Association, to be held between September 1st and December 31st, at a place to be decided upon by the President of the Association. If a place and a date of the next meeting has not been decided upon before adjournment of the Annual Meeting, the membership shall be given this information not less than ninety (90) days prior to said Annual Meeting.

SECTION 2. EXECUTIVE BOARD MEETINGS. In addition to the Executive Board annual meeting held in connection with the annual meeting of the members, special meetings of the Executive Board shall be held by order of the President or by order of a majority of the Executive Board. The call for meeting shall be made in writing and directed to the President. The President shall arrange that a least fourteen (14) days notice of the time, place and purpose of each special meeting be given each member of the Executive Committee.

SECTION 3. QUORUM. A quorum of the Executive Committee shall consist of those present and voting for the transaction of official business, but shall have at least twelve (12) representatives from four (4) states.

SECTION 4. INTERIM ACTION. Any action or resolution which could be taken or adopted at either the annual or any special meeting of the Executive Board shall be valid and effective if written memorandum of such proposed action or resolution is initiated by the President or by a majority of the Executive Board and such written memorandum is served upon all persons, entitled to vote thereon. For the purpose of this provision, mailing such memorandum to the last know address of such persons shall be deemed sufficient service.

ARTICLE VII: ANNUAL CONFERENCE

SECTION 1. ANNUAL CONFERENCE. The Association shall promote an annual conference designed to provide educational and networking opportunities for active members, associate members and affiliate members. The annual conference shall be hosted by an individual state clerk's association or state committee. Each individual state clerk's association or conference committee will be solely responsible for the planning and implementation of the annual conference, including, but not limited to, the selection and coordination of venues, speakers, programs, registrations, accommodations, meals, and social events.

SECTION 2. CONFERENCE COMMITTEE. Each state conference committee shall provide for the levels of responsibility and limits of authority of its state conference committee by and through its bylaws. The bylaws shall set forth, at a minimum, the composition of its conference committee, the selection of its members, the powers and duties of the conference committee and its members, the financial authority of the conference committee and a requirement that the conference committee obtain and maintain liability insurance related to the annual conference in coverage areas and limits established by the state association. The bylaws of each state conference committee shall also specify whether the state conference committee shall be organized as a separate legal entity or shall exist under the state association's legal entity.



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

ARTICLE ~~VII~~ VIII. NOMINATIONS FOR OFFICE

NOMINATING COMMITTEE. Prior to the annual meeting, the President shall appoint a Nominating Committee to consist of six (6) active members, one from each of the six (6) states. None of the members of the Nominating Committee shall be officers or members of the Executive Board. The Chairman of the Nominating Committee shall be designated by the President and be a member from the State which is hosting the annual meeting. It shall be the duty of the Nominating Committee to nominate candidates for office for the following year to be voted on at the annual meeting.

The Chairman contacts the Vice President of the State who is next in line to host the annual meeting to inquire whether they are willing to serve as President for the upcoming year; and also contacts the Treasurer and Secretary to inquire whether they are willing to serve in these capacities for the upcoming year. The Chairman shall be responsible for filling any anticipated vacancies in these positions.

Each State Committee Member shall be responsible for nominating candidates for office for the following year and filling any vacancies that may occur. Names shall be presented to that State's Vice President/President.

The Vice President/President for each State presents their slate of officers to the incoming President at least fourteen (14) days prior to the annual meeting.

The Chairman with concurrence from the other members then presents the slate of candidates to the Executive Committee at least fourteen (14) days prior to the annual meeting.

ARTICLE ~~VIII~~ IX. FISCAL YEAR

The fiscal year of the Association shall end each year on December 31st.

ARTICLE ~~IX~~ X. PARLIAMENTARY LAW

Whenever in the affairs of the Association, parliamentary rules or procedures are involved, unless otherwise provided in this Constitution, "Roberts Rules of Order" shall apply and control.

ARTICLE ~~X~~ XI. AMENDMENTS TO THE CONSTITUTION

Proposed amendments to the Constitution shall be in writing and distributed at the time of the Notice of the Annual Meeting. They shall set forth the particular change or changes proposed and shall be filed with the President. The membership shall be furnished a copy of any and all proposed amendments at least fourteen (14) days ahead of the annual meeting. When filed during the annual meeting, amendments may be voted upon during that particular session if agreed upon by a two-thirds (2/3) vote of active members voting thereon. Proposed amendments to the Constitution may be voted on only during the annual meeting. It shall require a two-thirds (2/3) majority of the active members voting thereon to adopt an amendment to the Constitution. Unless as otherwise stated, each adopted constitutional amendment shall become effective immediately upon declaration of its adoption.



CONSTITUTION OF THE NEW ENGLAND ASSOCIATION OF CITY AND TOWN CLERKS

ARTICLE XII – DISSOLUTION

Should the NECTC cease to exist as an association with no successor association organized, all monies of the NECTC will be donated to NEMCI&A to continue the educational opportunities for clerks. If NEMCI&A no longer exists than any remaining funds will be divided and distributed back to the State clerks associations to continue the educational opportunities for clerks.