

**CONSTITUTION OF THE
GEORGIA MUNICIPAL CLERKS ASSOCIATION
Revised August 1, 2019**

PREAMBLE

The Georgia Municipal Clerks Association (GMCA) serves the needs of Municipal Clerks. Its purpose and primary goals are to promote education and training, certification, public service, mutual assistance, goodwill, and skill development. GMCA will also promote improvement and efficiency, provide networking opportunities for discussion of municipal challenges and finding mutual solutions by research. The Association shall be non-political. GMCA has over 350 members representing cities ranging in population from less than 500 to over 1 million. Leadership is administered by a slate of Officers and District Directors representing all areas of Georgia.

**ARTICLE I
GENERAL**

Section 1.1 Name and Location

The Corporate name is the Georgia Municipal Clerks Association (GMCA). The principal office of this Association shall be maintained by the Association's designated Business Manager, Georgia Municipal Association (GMA), 201 Pryor Street, SW, Atlanta, GA 30303.

Section 1.2. Corporate Status

GMCA is a tax-exempt corporation in accordance with Section 501(c)(6) of the internal Revenue Code. GMCA was founded in 1956.

Section. 1.3 Mission

It is the mission of the Georgia Municipal Clerks Association to promote integrity and excellence through education and professional development, to strengthen and support its membership, and to enhance its image.

Section 1.4 Government

The Government of this Association shall be vested in the Board of Directors consisting of the Officers and 12 District Directors elected at large, one from each of the 12 Georgia Municipal Association Districts of the State. The Government of this Association shall be subject to the will of the Membership.

The Officers of the Association shall be the President, Vice President, Treasurer, Secretary, and the Immediate Past President. The Officers shall be elected in a manner prescribed by the Constitution and shall hold office for a period of one year or until their successors are duly elected and charged. The Officers shall also serve as the Executive Board.

Each member of the GMCA Board of Directors is vested with the right to vote on issues before the Board. Except for the Immediate Past President, Past Presidents shall serve as Ex-Officio Members of the Board but shall not have voting rights.

Section 1.5 Fiscal Year

The fiscal year begins January 1 and ends December 31.

Section 1.6 Budget

The Finance Committee and Business Manager shall prepare the Budget and shall present a balanced budget to the Board of Directors prior to the Business Meeting in September. The GMCA membership will be provided with a copy of the adopted Budget at the Business Meeting in September (refer to the GMCA Policies and Procedures Manual for procedures in preparation and adoption of the Budget).

The Board of Directors, not to exceed 15% percent of the total Budget, may amend the annual Budget of the Association during the fiscal year.

Section 1.7 Restrictions

All GMCA policies and activities shall be consistent with applicable Federal, State, and local laws and regulations, including the requirement that no part of its net earnings may inure to the benefit of any private individual or group.

Section 1.8 Amendments

This Constitution may be amended by a two-thirds vote of all qualified members voting provided that the proposed amendment shall have been submitted in writing, to the Executive Board and Business Manager approximately forty-five (45) days prior to the Business Meeting of the Association (electronic submission is acceptable). [Refer to Section Article VII, Section 7.4 (H)]

A copy of any proposed amendment shall be sent electronically and posted on the GMCA website to allow review by members of the Association approximately (30) thirty days prior to the GMCA Business meeting.

Section 1.9 Dissolution

Should GMCA dissolve its operations, the assets will be either dedicated or transferred only in accordance with the corporation's purpose.

ARTICLE II MEMBERSHIP

Section 2.1. Classes of Membership

GMCA members are comprised of the following classes of membership:

- (A) Active Member
- (B) Associate Member
- (C) Honorary Members
- (D) Retired Members
- (E) Supporters of GMCA

Section 2.2 Definitions

- (A) *Active Membership.* All public officials, elected or appointed, engaged by the local governments as City Clerks or other municipal officials or persons with the same powers and duties. Only persons having Active Membership status shall be entitled to vote at any meeting; however, at the discretion of the Active Member, the Associate Member may be designated to vote in his/her absence. At the discretion of the President, an Active Member may serve as a Chair person of any Committee. Active membership includes individuals serving a Municipal Government Body in an administrative capacity with management responsibilities and whose duties include four of the following:

- (1) General Management
- (2) Records Management
- (3) Elections
- (4) Meetings Administration
- (5) Management of Bylaws, Articles of Incorporation, Ordinances or other legal instruments
- (6) Human Resources Management
- (7) Financial Management
- (8) Custody of the official seal and execution of official documents

Each city shall be entitled to have one (1) person with Active Membership status. If the City Clerk is not a member of the Association, the city may designate the person from their respective city to fill the Active Membership status. An Active Membership shall cease on attaining the status of Associate Membership, Retired Membership, or Honorary Membership.

- (B) *Associate Membership.* Associate Members are individuals serving a Municipal Government Body in a capacity not previously defined. In other words, if someone serving a Municipal Government Body does not qualify for Active Membership, they would be able to join as an Associate Member. Unless designated by the Active Member of any municipality who is unable to vote, the Associate Member may be designated to vote by the Active Member in his/her absence. Associate Members cannot hold office until they have reached an Active Membership status.
- (C) *Retired Membership.* Persons who are active members of the Georgia Municipal Clerks Association who choose to continue their membership when they leave public employment. This is a non-voting membership status. To benefit the Bill Cain Scholarship, dues for retired memberships shall be \$20.00 per year.
- (D) *Honorary Membership.* Persons recommended and voted on by the GMCA Board of Directors may be elected to Honorary Membership and shall be conferred for life.

No more than two (2) Honorary Memberships shall be conferred in any one (1) year. There shall be no annual dues required of persons attaining Honorary Membership status in this Association.

The guidelines for Honorary Membership are as follows:

- (1) A retired clerk who has made significant contributions to GMCA including but not be limited to: Persons who in the opinion of the Board of Directors have made a distinct contribution to the advancement of GMCA so that their efforts deserve public recognition;
 - (2) All Past Presidents shall automatically become honorary members upon retirement.
- (E) *Supporters of GMCA Membership.* Supporters of GMCA are those individuals or parties who find it advantageous to be affiliated with GMCA. They would not have any voting rights, nor could they hold office or be certified. Membership dues for supporters of GMCA are \$200.00 per year.

Note: Membership in GMCA was established using guidelines of Benefits of Membership adopted by the International Institute of Municipal Clerks.

ARTICLE III TERM, DUES, AND PRIVILEGES

Section 3.1. Membership Term

The membership year for the Association shall begin on the first day of May and will end on the last day of April.

Section 3.2. Membership Dues

The GMCA Board of Directors, in concert with the Business Manager, shall establish the annual membership dues (see Policies and Procedures Manual). In the event that the City Clerk has not paid for Active Membership, the Associate Member desiring voting status shall pay the full amount of the Active Membership dues.

Section 3.3. Membership Privileges

- (A) Membership privileges are reserved for members whose dues are current.
- (B) All Active memberships have the right to vote.
- (C) Active memberships have the right to serve on the GMCA Board of Directors if qualifications are met.

ARTICLE IV DISTRICTS

Section 4.1. Geographic Districts

GMCA is divided up into 12 geographic districts as designated by the Georgia Municipal Association and established to represent geographic interest.

ARTICLE V EXECUTIVE BOARD

Section 5.1. Composition

The Executive Board is comprised of the President, Vice-President, Treasurer, Secretary and the Immediate Past President. The Board of Directors is comprised of the Executive Board and the 12 District Directors.

Section 5.2. Powers

- (A) The Board of Directors is authorized and responsible for GMCA's governance with each member having the right to vote at Board Meetings. The Board of Directors establishes and monitors implementation of policy.
- (B) The Board of Directors, along with the Business Manager, is also empowered to:
 - (1) Further GMCA's mission.
 - (2) Adopt and enact policies.
 - (3) Establish membership dues and other revenues.
 - (4) Authorize unbudgeted expenditures
 - (5) Approve the annual budget and require an annual independent audit.
 - (6) Select an Ad Hoc Committee for IIMC Region III Conference Planning. Committee members should include Education Committee Chair, host clerk, past host clerks and others as deemed necessary by the Executive Board.
 - (7) Perform other duties required.

ARTICLE VI OFFICERS

Section 6.1 Officers

The GMCA Officers are comprised of the President, Vice President, Treasurer, Secretary and Immediate Past President.

Section 6.2 Term

Each GMCA Officer serves a one-year term, except when filling a vacancy.

Section 6.3 Restriction

No two GMCA Executive Officers may be from the same District; however, in the event there is not a qualified candidate from a District not already represented, then the Nominations Committee

shall have the authority to submit a candidate from a District already represented on the Executive Board.

Section 6.4 Succession

At the GMCA Business Meeting in February, the Vice President succeeds to President, the Treasurer succeeds to Vice President, the Secretary succeeds to Treasurer, and a new Secretary is added to Office.

Section 6.5 Qualifications for Secretary

The qualifications for the Office of Secretary shall be as follows:

- (A) Candidates for the Executive Board shall:
 - (1) Submit an Application Form to the Nomination Committee. A member may nominate themselves or another qualified clerk.
 - (2) Have served in the role of City Clerk for a minimum of five years.
 - (3) Have served at least two years as a District Director and in good standing.
 - (4) Have active membership in GMCA for a minimum of three (3) years.
 - (5) Have received the Georgia Certification of Municipal Clerk
 - (6) Have served on a GMCA Committee for at least two years.
 - (7) Be willing to attend all Board Meetings and other Meetings sponsored by the Association (refer to the Policies and Procedures Manual). Attendance at all Board of Directors and Business Meetings is required. In the event an emergency arises, the President should be notified at least 24 hours in advance of the scheduled meeting
 - (8) Submit a letter of support from the immediate Supervisor (Mayor or City Manager).

Section 6.6 Elections

The Board of Directors establishes policies not included in this Constitution regarding the conduct of elections for Officers. (See Policies and Procedures Manual)

Section 6.7 Powers and Responsibilities of Officers

The GMCA President, as Chief Executive Officer of the Association and Chairperson of the Executive Board, is empowered to:

- (A) Chair the meetings of the Executive Board, Board of Directors, Business Meetings, and any other Meetings as required.
- (B) Supervise the Association's affairs and activities and shall make an annual report thereon to the Members.
- (C) Serve as a voting member on the Standing Committees, if desired
- (D) Select the Chairman and Members of the following committees. (1) Bill Cain Scholarship, (2) Clerk of the Year Award, (3) Hospitality,

- (4) Membership/Mentoring, (5) Marketing/Social Media, (6) Records, and (7) By Law and Policy Manual and establish Ad Hoc Committees/Task Forces as needed, appoint members, and designate the Chairs.
- (E) Authorize unbudgeted expenditures in an amount not to exceed one thousand dollars (\$1,000.00) per year.
 - (F) Represent the Association on the Georgia Municipal Association Board of Directors and Legislative Policy Council.
 - (G) Represent the Association in such affairs that may merit the Association's involvement and attention.
 - (H) Attend all functions of GMCA, and if possible, GMCA District Meetings, IIMC Annual Conferences, and IIMC Region III Annual Meetings.
 - (I) GMCA will pay for the President's (or their designee) travel expenses to all GMCA functions, GMCA District Meetings, the IIMC Annual Conference, and the IIMC Region III Annual Meetings.
 - (J) Execute other duties and have other such powers as delegated by the GMCA Board of Directors.

The GMCA Vice President is empowered to:

- (A) Assist the President.
- (B) Preside at the Business Meetings and Board of Directors Meetings in the absence of the President.
- (C) Work with the President on such Association affairs as membership, finance, budgets, public relations, and project and committee activities.
- (D) Attend all functions of GMCA, and, if possible, IIMC.
- (E) Attend travel in the absence of the President, (GMA, IIMC, etc.)

The GMCA Treasurer is empowered to:

- (A) Ensure proper accounting for all revenues and expenditures of the Association by reviewing quarterly financial reports submitted by the Business Manager.
- (B) Inspect and audit the work of the Business Manager.
- (C) Submit monthly financial statements to the GMCA Board of Directors as provided by the Business Manager.
- (D) Present an annual report to the Association regarding the Association's financial condition as provided by the Business Manager.
- (E) Approve all invoices for payment by the Business Manager.
- (F) Present to the GMCA Board of Directors a copy of the year-end audit report as provided by the Business Manager.
- (G) Maintain GMCA Domain name along with the assistance of the Business Manager.
- (H) Maintain a checklist of any additional duties and activities to be passed on to the succeeding Treasurer.
- (I) Attend all functions of GMCA and IIMC if possible.
- (J) Perform other duties usually incumbent upon this office.

The GMCA Secretary is empowered to:

- (A) Prepare minutes of all meetings of the Association and the Executive Board with the assistance of the Business Manager and maintain the Official Minute Book. In the event the Secretary is unable to attend a meeting of the Association, a representative or the Business Manager will be responsible for taking the minutes and preparing a draft copy for review by the GMCA Board of Directors.
- (B) Prepare copies of the Association's Meeting minutes prior to each Board Meeting or Business Meeting and distribute to the membership for review and approval.
- (C) Work with the Business Manager in maintaining official copies of all Meeting minutes in the Official Minute Book.
- (D) Work with the Business Manager in organizing and directing membership recruitment and retention programs.
- (E) Maintain an electronic membership directory with assistance from the Business Manager.
- (F) Maintain a checklist of any additional duties and activities to be passed on to the next Secretary.
- (G) Attend all functions of GMCA and IIMC if possible.
- (H) Perform other duties incumbent upon this office.

Section 6.8 Oath of Office

Each Officer of the Association shall be sworn to the office to which he or she is elected by the recital of the following oath of office:

"I __ (name) __, as __ (Office) __ of the Georgia Municipal Clerks Association, do solemnly swear to uphold the Constitution and By-laws of the Association, to represent the Association and its members in the most professional manner possible, to abide by the wishes of the general membership of the Georgia Municipal Clerks Association; and to conduct myself at all times in a manner which will bring credit to the Association and its members, so help me God."

A copy of the Oath of Office will be provided by the President and each Officer will be asked to sign and date the Oath immediately after being sworn in. If an officer is not in attendance, a hard copy of the Oath will be sent via mail by the President to obtain their signature within 30 days of installation. The hard copy will be returned to the Business Manager and will be maintained with the official meeting records.

Section 6.9 Vacancy in Office

- (A) A vacancy in the position of President, Vice president, Treasurer, and Secretary shall exist when one (or more) of the Executive Officers dies, resigns, or is no longer an Active member.
- (B) A vacancy in the office of President, Vice President or Treasurer advances the next Officer in line to the appropriate Office. The advancing Officer may remain in office for a subsequent one-year term.

(C) If there is a vacancy in the office of the Secretary, The GMCA Board shall appoint a qualified Secretary at the next regular meeting of the Board of Directors. **Section 6.10**

Removal of Officers

- (A) GMCA Executive Board may remove, with cause, one or more Officers or District Directors.
- (B) A Board Member may be removed for missing three consecutive unexcused Board meetings; however, with permission of the President, in case of an emergency, participation via teleconferences are permissible

Section 6.11 Procedure for Removing Officers

- (A) Resignation to be submitted within 24 hours.
- (B) Immediate written termination notice from the Executive Committee.

ARTICLE VII DISTRICT DIRECTORS

Section 7.1 Representation

There shall be one District Director for each of the 12 districts, which are designated by the Georgia Municipal Association.

Section 7.2 Term

The terms for District Directors shall be limited to two (2) consecutive two-year terms, provided, however, that after being off the Board of Directors for one year, an individual could be re-elected or appointed to serve on the Board of Directors.

Section 7.3 Qualifications

It is an honor to be considered as a candidate for District Director. Please make yourself available to serve and, when given a duty or responsibility, do it promptly and professionally. Qualifications for candidates for District Directors are as follows:

- (A) Actively pursue the Georgia Municipal Clerk Certification
- (B) Have served in the role of City Clerk for a minimum of three years.
- (C) Be an active member of GMCA for a minimum of two years.
- (D) Be willing to attend all Board Meetings and other Meetings sponsored by the Association (refer to the Policies and Procedures Manual). Attendance at all Board of Directors and Business Meetings is required. In the event an emergency arises, the President should be notified at least 24 hours in advance of the scheduled meeting.
- (E) Have a keen interest in serving the needs of Clerks in respective District.

Section 7.4 Powers and Responsibilities

Each District Director shall be empowered to:

- (A) Work on GMCA Membership recruitment of the City Clerks in his/her respective District
- (B) Encourage participation of other City Clerks in Association programs.
- (C) Encourage attendance of City Clerks at the Georgia Municipal Association's District Meetings.
- (D) Submit information on a District level to Business Manager for inclusion on the GMCA website.
- (E) Inform City Clerks in his or her respective District of the workings and programs of the Association.
- (F) Make nominations for recognition and awards of members in their respective Districts to the Executive Board.
- (G) Prepare a District budget, if needed, and submit to the Finance Committee for consideration.
- (H) Bring any expressed concerns from the Membership in their respective District regarding the Constitution or Policy Manual of GMCA to the attention of all District Directors and the Executive Board for discussion at a Board meeting. Any decision made in the handling of concerns will be by vote of the GMCA Board of Directors in accordance with Article I, Section 1.8 of the Constitution.
- (I) Attend all functions of GMCA, and, if possible, IIMC.
- (J) Actively pursue the IIMC CMC or MMC designation.

Section 7.5 Vacancy in Office

- (A) If a vacancy occurs in the position of District Directors, the remaining members of the GMCA Board of Directors shall appoint a qualified member to fill the unexpired term of the District Director.
- (B) The appointment shall be made at the next regular GMCA Board Meeting, Business Meeting, or at a Special Called Meeting.

ARTICLE VIII MEETINGS

Section 8.1. Business Meetings

The President of the Association shall set the time, place, and date of the business meetings with the assistance of the Business Manager. A quorum of the Executive Board and Board of Directors shall be a majority of the Board. A roll call by the Vice President shall be conducted of the Executive Officers and District Directors to determine a quorum. A quorum for any other meetings shall consist of a majority of the qualified voting membership in attendance. Only one vote shall be allowed for the Active member of each City in attendance.

Section 8.2. Other Meetings

District or other meetings may be called from time to time at the discretion of the Association's Executive Board.

Section 8.3. Procedures for Meetings

The GMCA Board of Directors shall hold four scheduled Meetings (Winter, Spring, Summer, and Fall) each year. Notices of the meetings and the Agendas shall be sent electronically to Board members at least fifteen (15) days prior to the meeting and posted on the GMCA website. If there is a conflict in the schedule, notices of the rescheduled date and time shall be sent electronically to the Board members at least fifteen (15) days prior to the meeting and posted on the GMCA website. An affirmative vote of a majority of the members of the Board present shall be required for the adoption of any motion or resolution.

At the discretion of the GMCA President, a Strategic Planning Meeting may be held at a location and time designated by him/her.

ARTICLE IX ELECTIONS

Section 9.1 Election of Office of Secretary

Refer to the Policies and Procedures Manual

Section 9.2. Selection of District Directors

The District Directors shall be selected in accordance with the GMA District numbers. Refer to the Policies and Procedures Manual for additional procedures on the nomination and election process.

Section 9.3. Terms

The terms of office for the Officers and Directors of the Association shall commence at the time of installation following election and until successors have been elected and installed.

ARTICLE X AUTHORITY TO BIND

Section 10.1. Duties of the Board of Directors

The duties of the Board of Directors shall be to manage the lawful business of the Association. No Officer or Committee of the Association shall be authorized to create any financial liability for the Association, unless previously authorized by action of the Association at a Board Meeting.

ARTICLE XI PARLIAMENTARY AUTHORITY

Section 11.1. Proceedings of Meetings

The proceedings of all meetings of the Association and its constituent parts shall be governed by the current edition of Robert's Rules of Order Newly Revised in all cases to which they are

applicable and in which they are not inconsistent with this Constitution and any special rules of order that GMCA may adopt.

ARTICLE XII COMMITTEES

Section 12.1. Special Committees

Ad Hoc/Task Force Committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the organization at any convention, meeting or assembly as may be necessary. Such Special Committees shall exercise only those powers specifically vested in them by the Board of Directors.

Section 12.2. Standing Committees

At least one member of the Executive Committee shall serve on each Standing Committee (Education, Election, Finance and Nominations). The Composition and Duties and Responsibilities of each Standing Committee are outlined in the Policies and Procedures Manual.

ARTICLE XIII ETHICAL STANDARDS

Section 13.1 Code of Ethics Statement of Intent and Principles of Conduct for Members (Code of Ethics)

GMCA members are required to carry out their duties as GMCA members to the best of their abilities, impartially and objectively so as to reinforce confidence in their integrity and their dedication. Furthermore, by their membership in GMCA, they commit themselves to GMCA's best interests.

This Code of Ethics clarifies GMCA's expectations of its members, reaffirms its commitment to caring for the members' needs, and is a guide for fair and consistent behavior by its members. It is critical to GMCA that its members are committed to the highest standards of ethical behavior.

Section 13.2 Standards of Behavior

All new GMCA members must affirm their commitment and willingness to abide by the Code of Ethics. Violations of the Code of Ethics may result in restricted membership rights, such as losing voting privileges, the right to serve on Committees, or participate in membership services for specific periods of time. Grievous violations may result in expulsion from GMCA without the refund of dues.

Section 13.3 Ethical Standards Committee

An Ethical Standards Committee is an Ad Hoc Committee that the Board appoints upon receiving a complaint against a member who has allegedly violated the Code of Ethics. The Committee's primary function is to investigate and file a report with a recommendation to the GMCA Board of Directors.

Only GMCA members can submit complaints against a member for a violation of the Code of Ethics.

Section 13.4. Investigation and Report

The Ethical Standards Committee is mandated to conduct investigations, including accepting verbal or written statements from other GMCA members, witnesses, or individuals with personal knowledge of the situation and to hold teleconferences with these individuals.

The Ethical Standards Committee summarizes the findings to the Board of Directors and recommends whether or not any censure to be applied against the person(s) in the alleged complaint. Given the need to protect members' rights to their good name and reputation, complaints that are determined to be frivolous or without factual basis may also incur censure.

Section 13.5. Action

Only the Board of Directors has the authority to apply sanctions for violations of the Code of Ethics.