

**BYLAWS
OF THE
NEVADA MUNICIPAL CLERKS ASSOCIATION**

**ARTICLE I
NAME AND CREATION**

SECTION 1.1

The name of the organization shall be the Nevada Municipal Clerks Association (NMCA).

SECTION 1.2

The NMCA shall be an incorporated tax-exempt organization, and by the adoption of these Bylaws, is hereby created and shall function as an affiliated organization of the International Institute of Municipal Clerks and Nevada League of Cities and Municipalities.

SECTION 1.3

Any reference to "Municipal Clerk" shall include Clerk, Clerk/Treasurer, Finance Officer, and/or any such other title as may be assigned to the person performing the customary duties of the Municipal or County Clerk or similar agencies, districts, or authorities.

**ARTICLE II
PURPOSE**

SECTION 2.1

To promote professional and educational standards for Municipal Clerks in various local governments or similar agencies, districts, or authorities of the State of Nevada by:

- A. Providing educational and networking support for Municipal Clerks; and
- B. Providing improved local government or similar agency, district or authority services in the State; and
- C. Promoting the purposes defined in the Constitution of the International Institute of Municipal Clerks.

ARTICLE III MEMBERSHIP

SECTION 3.1

Membership Classes: The following membership classes are hereby established:

- A. Active Member: Active Municipal Clerks, Recorders, Legislative Administrators, Directors of Corporate, Business, or Administrative Services, Board Clerks/Secretaries and/or those with similar titles who serve Legislative Governmental Bodies in administrative capacities with management responsibilities and duties including the following: general management; meeting administration; financial management; stewardship of by-laws, articles of incorporation, ordinances, resolutions and other legal instruments; custody of the official seal and execution of official documents; records management; elections administration. Active Members in good standing shall have the right to vote; hold office; participate in all NMCA educational programs, activities and scholarships; and access all NMCA resources.
- B. Associate Member: Corporations, associations or other business entities or Individuals, except those who qualify as Active Members, desiring to assist the NMCA in accomplishment of its purpose. Associate Members in good standing shall have the right to participate in all NMCA educational programs and activities; and access to NMCA resources.
- C. Retired Member: Individuals who were designated as Active Members in good standing prior to their retirement. Retired Members shall have the same rights as Active Members.

SECTION 3.2

The NMCA uses a fiscal year starting on July 1 of each year for accounting and membership purposes. Membership dues shall be set for the ensuing year by a majority vote of the membership attending the Annual Meeting. Dues shall be payable on July 1 of each year and are non-refundable. To be considered an Active Member in good standing, dues must be paid in full and received by the Secretary/Treasurer. Any person who is in arrears by more than 45 days shall not be considered a member in good standing.

SECTION 3.3

Transferability of Membership. Whenever an Active or Affiliate Member leaves the municipality that paid the Association dues, the membership may be transferred to the successor for said position upon request by the municipality.

ARTICLE IV MEETINGS

SECTION 4.1

The NMCA shall hold an annual meeting in the summer, which shall be for the purpose of electing officers, accepting annual reports of officers and committees, and other business matters.

SECTION 4.2

A second meeting during the month of March is for additional business matters that may arise during the year.

SECTION 4.3

Quorum. A minimum of ten (10) voting members including the President or Vice President of NMCA must be present at any meeting of the NMCA to constitute a quorum of the NMCA; a majority of the quorum may take action on transactions of business at any meeting. Members may be considered in attendance of meetings by any technologically available means or methods of communication.

SECTION 4.4

The Officers of the NMCA may meet monthly to discuss business matters; however, all action items are to be submitted to the voting members for ratification.

SECTION 4.5

The President may call for a special meeting in the event NMCA business matters must be addressed. A quorum (as discussed in Section 4.3) must be present for action to take place.

SECTION 4.6

Notice of all meetings shall be given at least three days in advance of the established date and time, by notice delivered by email or telephone. Notices shall include an agenda, state the purpose of the meeting and items that action will be taken on.

SECTION 4.7

Committees appointed by the President shall meet no less than one time per NMCA Fiscal year. Committees shall consist of at least one chairperson and one alternate. The committee chairperson shall be responsible for arranging all committee meetings. Committee meetings may be conducted via teleconferencing, via email, or in person. A quorum shall consist of a majority of the committee members.

SECTION 4.8

Committees shall report on work progress at annual meetings.

ARTICLE V OFFICERS AND ELECTIONS

SECTION 5.1

The officers of the NMCA shall consist of the following: President, Vice President, and Secretary-Treasurer, all of whom shall be Active or Retired Members. The officers shall be elected for two-year terms at the annual meeting.

SECTION 5.2

Two months before the annual meeting the current President shall appoint a Nominating Committee, who shall circulate to the membership a call for candidates. NMCA members may self-nominate to run for an NMCA office by submitting their name directly to the Nominating Committee.

In the event there are open positions for election in which no candidates have filed, the President shall have the Nominating Committee ask for ad hoc nominations from the membership. The top two candidates for each office based on membership nominations shall be voted upon electronically prior to the annual meeting and the results shall be ratified at the annual meeting.

A Special election may be held for any board vacancy occurring prior to the end of the officer's term using these same nomination procedures.

A. Elections shall be conducted by means of electronic polling using a third-party vendor. Polling shall take place during a specific timeframe, which shall be noticed to the membership at least seven (7) days prior to the delivery of the electronic polling request. The polling dates shall not be extended to accommodate members who did not vote within the specified timeframe. Biographies shall be requested, but not required, from the candidates/nominees and emailed to the membership with the notice of election.

B. If at the close of the election at the specified timeframe, polling ends in a tie vote, the elected members of the NMCA (President, Vice-President, and Secretary/Treasurer) shall vote to determine the winner of said election.

SECTION 5.3

The election of Vice President shall take place on alternating years from the offices of President and Secretary-Treasurer. The nominees receiving the highest number of votes cast for the respective office for which nominations are made, shall be declared duly elected thereto.

SECTION 5.4

Officers shall begin their terms of office immediately preceding the adjournment of the meeting at which they are elected.

SECTION 5.5

In the event of a vacancy in the office of President, the Vice President shall assume the office of President. The NMCA shall hold a special election to fill any vacancy in the office of Vice President or Secretary-Treasurer within 30 days of the vacancy.

SECTION 5.6

Active and Retired members must be in good standing to hold an office. If an Officer no longer meets the membership requirements of the NMCA, that person shall be deemed to have vacated their position. The vacancy shall be filled as provided above.

SECTION 5.7

Region Directors shall be selected by a majority vote of the NMCA membership; only members in good standing are permitted to vote. Region Director nominees will alternate between northern and southern membership. Area 1: "Northern membership" includes all members from Beatty (proper) north to the CA border; Area 2: "Southern membership" includes all members south of Beatty (including Mesquite) to the AZ border. In the event there is not a nominee from the desired area, nominees may be selected from the other area.

A. Region Director elections shall be held within 30 days, before or after, the term expiration or in the event the position is vacated by the member.

B. Elections shall be conducted by means of electronic polling using a third-party vendor. Polling shall take place during a specific timeframe, which shall be advertised to the membership at least seven (7) days prior to the delivery of the electronic polling request. The polling dates shall not be extended to accommodate members who did not vote within the specified timeframe. Biographies shall be requested, but not required, from the candidates/nominees and emailed to the membership with the notice of election.

C. If at the close of the election at the specified timeframe, polling ends in a tie vote, the elected members of the NMCA (President, Vice-President, and Secretary/Treasurer) shall vote to determine the winner of said election.

ARTICLE VI DUTIES OF OFFICERS

SECTION 6.1

The President shall be the chief executive officer and direct all of the business and affairs of the NMCA, and:

- A. Preside at all annual, semi-annual, and special meetings, and meetings of officers;
- B. Issue the call for annual, semi-annual, and special meetings, and meetings of officers;
- C. Establish such "Standing" or "Special" committees from time to time as may be deemed necessary for the proper transaction of business; and
- D. Enter into any contract or execute any instrument on behalf of the NMCA.

SECTION 6.2

The Vice President shall occupy the position and perform the duties of the President if for any reason the President is absent or unable to attend to the duties of the office. The Vice President shall:

- A. Fulfill the duties of the President in the absence of the current President elect;
- B. Succeed to the office of President in the event of a vacancy in the office; and
- C. Oversee the functioning of the various committees.

SECTION 6.3

The Secretary-Treasurer shall:

- A. Keep all records and proceedings of the NMCA;
- B. Send notification for meetings and other information to the membership as deemed necessary;
- C. Keep an accurate record of all moneys received and spent by the NMCA; and
- D. Report the status of all financial accounts at each meeting of the NMCA;
- E. Annually file NMCA taxes;
- F. Annually file NMCA officers with the Nevada Secretary of State Office; and

Report at the annual meeting status of NMCA tax filing and report to Nevada Secretary of State Office.

ARTICLE VII COMMITTEES

SECTION 7.1

The following Standing Committees are established:

- A. Nominating Committee, consisting of at least two active or retired members;
- B. Scholarship and Training Committee, consisting of at least two active or retired members;
- C. Web Site Committee, consisting of at least two active or retired members.

Special committees may be established by the President in accordance with Section 6.1 above.

ARTICLE VIII REMOVAL OF OFFICERS OR COMMITTEE

SECTION 8.1

Any officer or committee member may:

- A. Be removed from office or an appointed committee position for failure or refusal to perform the duties of their position by a majority of a quorum of NMCA members at a special meeting called by the President.
- B. Be considered to have resigned from office or an appointed committee position with three consecutive unexcused absences or fails to attend 50% of the scheduled meetings during a twelve (12) month period. An extended leave of excused absence may be granted by the NMCA President on a case-by-case basis, depending upon the circumstances and the needs of the organization or committee.
- C. Choose to resign from office or an appointed committee position by submitting a written notice of resignation to the NMCA President which shall include the effective date of resignation.

ARTICLE IX AMENDMENTS

SECTION 9.1

Amendments to these Bylaws may be made by the members of the NMCA at any annual meeting thereof, or at any special meeting called for that purpose; provided, however, that no such amendment shall be voted upon unless and until a copy of the proposed amendment has been distributed to each member of the NMCA at least thirty (30) days prior to the meeting at which the same is acted upon. An affirmative vote of a majority of the members present shall be sufficient to adopt such amendments.

These amended Bylaws of the Nevada Municipal Clerks Association are hereby adopted this 11th day of February, 2021.