

CONSTITUTION AND BYLAWS
NORTHERN CALIFORNIA CITY CLERKS' ASSOCIATION
DIVISION OF CITY CLERKS' ASSOCIATION OF CALIFORNIA

ARTICLE I-NAME

The name of this division of the City Clerk's Association of California shall be the NORTHERN CALIFORNIA CITY CLERKS' ASSOCIATION hereinafter referred to as the Division.

ARTICLE II-OBJECTIVES

The objectives for which this Division is formed shall be:

Promote the interests of City Clerks, District Clerks and support staff.

Promote better municipal government through increased cooperation with other municipal officials.

Promote effective legislation on all levels for the professionalization of City Clerks, District Clerks and support staff.

Promote professional administration and improved standards of efficiency of City Clerk's offices.

Promote educational opportunities for municipal / district clerks.

ARTICLE III-MEMBERSHIP

Section I. **VOTING, ASSOCIATE, LIFETIME, AFFILIATED AND HONORARY
MEMBERSHIP**

Eligibility for membership shall be in accordance with the provision of the Constitution and Bylaws of the City Clerks' Association of California, as the same now exist or may hereafter be amended.

Section 2. RESTRICTION OF RIGHTS TO VOTE OR HOLD OFFICE

Only Voting Members shall be eligible to vote or hold office in this Division, each Member City being entitled to one Voting Member, provided that member's dues are paid for the current year.

ARTICLE IV-DUES

Annual dues shall be payable in accordance with the provision of the Constitution and Bylaws of the City Clerks' Association of California, as the same now exist or may hereafter be amended.

ARTICLE V-OFFICERS

Section 1. CHAIRPERSON

The Chairperson shall serve for a term of one (1) year.

The Chairperson shall preside at all meetings of this Division and of the Executive Board. The Chairperson shall appoint all committees with the exception of the Legislative and Program Committees. The Chairperson shall be an ex-officio member of all committees of this Division. The Chairperson shall also serve as a member of the City Clerks' Association of California Executive Board.

The Chairperson shall cause to be kept an up to date list of the names and addresses of all Voting, Associate, Lifetime, Affiliated and Honorary Members of this Division, as well as District Clerks, if so requested. (See job description for further details/duties.)

Section 2. IMMEDIATE PAST CHAIRPERSON

The Immediate Past Chairperson shall serve for a term of one (1) year.

The immediate Past Chairperson shall be expected to attend Division meetings and act in an advisory and voting capacity of the Executive Board for the year following their service as Chairperson, only so far as they continue to qualify as a voting member of the Division.

Section 3. VICE-CHAIRPERSON

The Vice-Chairperson shall serve for a term of one (1) year.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and shall act in an advisory capacity at all times. In the event the position of Chairperson is vacated for any reason whatsoever, the Vice-Chairperson shall assume the duties of Chairperson for the unexpired term.

The Vice-Chairperson shall serve as Chairperson of the Division's Legislative Committee and shall appoint all members of said Committee as needed. The Vice-Chairperson shall be a member of the State Association's Legislative Committee and shall coordinate activities of both Committees.

The Vice-Chairperson shall be responsible for updating the Division's Bylaws as directed by the Division's Executive Board.

Section 4. PROGRAM CHAIRPERSON

The Program Chairperson shall serve for a term of one (1) year.

The Program Chairperson shall perform the duties of the Vice-Chairperson in the absence of the Vice-Chairperson and shall act in an advisory capacity at all times. In the event the office of Vice-Chairperson is vacated for any reason whatsoever, the Program Chairperson shall assume the office of Vice-Chairperson for the unexpired term. In the event the Program Chairperson is unable to assume the position of Vice-Chairperson, the Chairperson shall appoint with ratification of the general membership.

The Program Chairperson shall serve as Chairperson of the Program Committee and shall appoint all members of said Committee as needed.

The Program Chairperson shall coordinate all training sessions for the Division, and shall work with the International Institute of Municipal Clerks (IIMC) for the approval of educational training credits.

Section 5. RECORDING SECRETARY

The Recording Secretary shall serve for a term of one (1) year.

The Recording Secretary shall keep a correct record of the proceedings of all meetings of this Division and of its Executive Board. The Recording Secretary

shall e-mail a copy of the minutes of each regular and special meeting to the Chairperson in time for copies of such minutes to be e-mailed with notices of the next regular or special meetings.

The Recording Secretary shall preserve, in a permanent file, a current copy of the Bylaws and Minutes of all meetings of this Division, including the Executive Board, to be transferred to the successor to this office at the close of the Recording Secretary's term of office.

The Recording Secretary shall be responsible for maintaining the by-laws and election history of the Division.

Section 6. COMMUNICATIONS CHAIR

The Communications Chair shall serve for a term of one (1) year.

The Communications Chair shall prepare the correspondence of this Division at the direction of the Chairperson or the Executive Board, including the e-mailing of minutes and notices of all regular and special meetings.

The Communications Chair shall work with the CCAC Communications Director regarding posting of Division agendas, minutes, newsletter and any other pertinent information on the CCAC's website, subject to CCAC Board approval.

Section 7. TREASURER

The Treasurer of this Division shall serve for a term of two (2) years.

The Treasurer shall be responsible for the collection of the Division's share of its members' dues from the Treasurer of the City Clerks' Association of California, according to the provisions of the CCAC Bylaws as the same now exist or may hereafter be amended.

The Treasurer shall have charge of all monies of this Division and shall report thereon at each regular meeting. The Treasurer's Report shall be submitted to the Chairperson in time for copies of such reports to be e-mailed with notices of the next Regular or Special Meeting.

In even numbered years, the outgoing and incoming Treasurer shall jointly prepare and submit an annual budget for the year by September. In odd numbered years, the Treasurer shall prepare and submit an annual budget for the year by September.

The Treasurer shall pay all bills within the limits of the approved budget, such payments to be reviewed by the Executive Board and confirmed by the General Membership at its next meeting after payment; keep an itemized record of all

receipts and expenditures, the Treasurer's Report and the Audit Report for a period of three years. The Treasurer shall turn over all such books, records and papers to the successor within ten days after completion of the current fiscal year, taking a listed receipt therefore.

Section 8. NEWSLETTER EDITOR

The Newsletter Editor of this Division shall serve for a term of one (1) year.

The Newsletter Editor shall be responsible for the collection of the Division's information, announcements, and any other pertinent information.

The Newsletter Editor shall prepare a newsletter and forward to the Communications Chair and/or CCAC for posting to the CCAC website.

Section 9. TRUSTEES

There shall be three (3) Trustees elected at large from the voting membership of this Division. Trustee(s) shall be elected at each Annual Division election to hold office for a term of two (2) years, or until their successors are elected and installed.

Trustees shall serve at the pleasure of the Executive Board and shall accept and carry out assignments and duties as assigned by the Chairperson and or the Executive Board. Duties shall include but are not limited to hospitality, coordinating of fundraising activities for Division meetings, and sending get well/sympathy cards on behalf of the Division, etc.

Section 10. INTERIM APPOINTMENTS

In the event of a vacancy in any office other than the office of Chairperson or Vice-Chairperson, the Chairperson of this Division shall appoint a Voting Member in good standing to fill such vacated office for the unexpired term. This appointment shall be subject to ratification by the Executive Board.

Section 11. REMOVAL FROM OFFICE

If any Executive Board Member fails to perform the duties of his/her office, said Member may be removed from office by a super majority vote of the Executive Board. The Executive Board's specific reason(s) for removal and the officer's statement will be considered prior to any action being taken to effectively remove said officer.

Valid causes for submission are:

1. Continued, gross, or willful neglect of the duties of office.

2. Failure or refusal to disclose necessary information on matters of organizational business.
3. Unauthorized expenditure, signing of checks, or misuse of organization funds.
4. Misrepresentation to outside parties of the organization and its officers.
5. Failure to attend the meetings of the Executive Board for two consecutive meetings without authorization.

ARTICLE VI – COMMITTEES

Section 1. EXECUTIVE BOARD

The officers designated in Article V of these Bylaws including the Immediate Past Chairperson of this Division, shall constitute the Executive Board of this Division to meet upon call by the Chairperson, or by any three (3) members of such Executive Board.

The Executive Board shall make recommendation to the Division regarding proposed amendments to the Constitution and Bylaws.

The Executive Board shall transact any business of this Division in the interim period between regular meetings and shall report thereon at the next regular meeting of this Division.

The Executive Board shall supervise the affairs of this Division and shall devise measures for its growth and usefulness.

Section 2. PROGRAM COMMITTEE

If convened, it shall be the duty of the Program Committee to develop a coordinated program in harmony with the objectives of this Division, and related to its members' current needs.

The Program Committee shall meet upon call by its Chairperson.

Section 3. LEGISLATIVE COMMITTEE

If convened, it shall be the duty of the Legislative Committee to stimulate interest and activity in legislation affecting municipal government and the position of the City Clerk as a vital and integral part of municipal government. The Committee shall study proposed legislation of interest to and affecting municipal government and shall report thereon to the members of this Division.

The Legislative Committee shall meet upon call by its Chairperson or, in the case of proposed legislation directly affecting any or all Division members, upon call by the Chairperson of this Division at the request of such affected member or members.

Section 4. MEMBERSHIP COMMITTEE

If convened, it shall be the duty of the Membership Committee to stabilize and increase the membership of this Division.

The Membership Committee shall meet upon call by its Chairperson.

Section 5. AUDIT COMMITTEE

The Chairperson shall appoint an Audit Committee no later than July 1, of each year. The Committee shall consist of three members. The Chairperson shall appoint one of the three members to serve as Chair of the Audit Committee. The Chairperson shall furnish a copy of the Bylaws and Policies to the Audit Committee as well as the Audit Report from the previous years Audit Committee.

The Treasurer shall be ineligible to serve on the Committee.

It shall be the duty of the Audit Committee to audit the financial records of the Division each year. The audit is to be conducted in July or August and shall cover the previous fiscal year. A report of the audit shall be sent to the Chairperson in time to be presented at the September regular Executive Board meeting.

The Committee shall verify that all bank statements have been reconciled with canceled checks attached. Revenue shall be documented and there shall be receipts for any expenditure. The Treasurer's Reports shall be reviewed to verify that they accurately reflect the bank statements.

Section 6. SCHOLARSHIP COMMITTEE

It shall be the duty of the Scholarship Committee to develop and coordinate the scholarship program in harmony with the objectives of this Division, and as related to its members' current needs.

Section 7. SPECIAL COMMITTEES

The Chairperson of this Division may appoint such other committees as is necessary or advisable.

ARTICLE VII-NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS

At a regular meeting, not later than the March meeting, the Chairperson of this Division shall appoint a Nominating Committee of not less than three (3) Voting Members, whose duty it shall be to select nominees for the elective offices of this Division for the ensuing year.

Voting Members may submit to the Chairperson of the Nominating Committee the names of eligible candidates for any of the offices to be filled. Any nominations so made must be received by the Chairperson of the Nominating Committee not later than the first working day in May, and must be provided at the time of acceptance of the nomination a complete *Acceptance of Nomination and Candidate Form* which has been originally signed and dated by the nominee. Facsimile, electronic or postmarked forms shall be accepted.

If an election is required, the election date will be no later than May 31 and the members will be presented the ballots for no less than ten (10) days.

The Chairperson of the Nominating Committee shall submit to the members a list of all nominees for each office to be filled and/or the results of any election held for contested office(s). Nominations may be made from the floor at the June regular meeting only for an officer position for which there is no candidate running.

Section 2. ELECTIONS

The slate of officers shall be announced in June and the successful candidates declared elected in June and installed at the September Division meeting,

If no more than one nomination for each elective office to be filled is submitted by the Nominating Committee and/or Voting Members present at the June regular meeting, then the nominees shall be declared elected and shall be installed as hereinabove provided.

If more than one eligible nomination for any of the elective offices to be filled is timely received, the Chairperson of the Nominating Committee shall obtain a list of the Voting Members of this Division from the Communications Chair of this Division and shall immediately, but no later than May 21st, cause an e-mail to all Voting Members which shall include a ballot and Candidate Statements of nominees for any contested office(s). It shall not be necessary to list on the ballot those offices for which only one eligible candidate has been nominated.

In the event that no nomination for office(s) are received prior to the June Division meeting and therefore nominations are received from the floor of the June Division

meeting, then a ballot containing the names of all eligible nominees ratified by the Voting Members present at the June meeting shall be sent by the Chairperson of the Nominating Committee within one (1) week of the June meeting to the list of the Voting Members of the Division. It shall not be necessary to list on the ballot those offices for which only one eligible candidate has been nominated.

The voted ballots shall be returned to the Chairperson of the Nominating Committee. The voted ballots shall be canvassed by the members of the Nominating Committee and a complete report thereon made to the members prior to the conclusion of the June Division Meeting, or in the event of an election happening after the June meeting, notification to the Executive Board and the membership as soon as practicable after the election.

ARTICLE VIII-MEETINGS

Section 1. REGULAR MEETINGS

Regular meetings shall be held in the months of January, March, June, September and November each year. The Executive Board may change the month of any regular meeting by a super majority vote of said committee.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the Chairperson, or by a super majority vote of the members of the Executive Board, provided that all Voting Members of this Division are notified in writing (e-mail or electronically) of the time, place and purpose of such meeting. Such notice shall be given not less than seven (7) days prior to the meeting. No matter other than that stated in the call for the Special Meeting shall be considered at any Special Meeting.

Section 3. BOARD TRANSITION MEETING

The incoming and outgoing Boards shall conduct a special joint meeting to discuss duties of each Board member and to transfer documents and files to the incoming board. Such meeting shall be scheduled to take place following the June Division meeting.

Section 4. ROTATION OF MEETINGS

Every effort should be made to schedule meetings throughout the Division.

Section 5. EXECUTIVE BOARD ACTION WITHOUT MEETING

The Executive Board may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the Board Members.

ARTICLE IX-AMENDMENTS

These Bylaws may be amended at any regular meeting of this Division by a 2/3rds vote of the voting members present at such regular meeting; provided, that a copy of the proposed amendment shall have been sent to every Voting Member in good standing at least ten (10) days before the regular meeting at which the proposed amendment is to be voted upon.

ARTICLE X-QUORUM

Twenty (20) Voting Members of this Division in good standing shall constitute a quorum at any meeting. Six members of the Executive Board shall constitute a quorum of that body.

ARTICLE XI-PARLIAMENTARY PROCEDURE

Robert’s Rules of Order, revised, shall govern the procedures of this Division in all instances to which they are applicable.

ARTICLE XII - RECORD RETENTION

The following record retention schedule is hereby adopted:

Bylaws:	Permanent or until superseded
NCCCA Minutes (Board/Membership):	Permanent
Policies:	Permanent or until rescinded
All Other Reports/Documents:	Three years

LEGISLATIVE HISTORY:

1962

Adopted BACCA

Amendments

Date	Amendment(s)
September 18, 1968	Dues from \$2 to \$5
June 10, 1970	NCCCA
September 13, 1972	NCCCA a Division of CCAC
March 14, 1973	Quorum
January 9, 1974	To conform to CCAC
January 8, 1975	Trustees and Voting Members
March 10, 1976	Officers
May 17, 1990	To conform to CCAC and current practices
March 10, 1993	Treasurer, Audit Committee, Recording Secretary, Meeting Dates
March 17, 1995	Chairperson, Vice Chairperson, Program Chairperson, Election dates
January 25, 1996	Audit Committee appointment and responsibilities
March 20, 1998	Addition of Immediate Past Chair (Section 2, page 2) Executive Committee Changes (Section 1, page 5) Addition of Board Transition Meeting (Section 3, page 8)
November 8, 2002	Communications Coordinator, Elections/ Nominations; Trustees
November 5, 2004	Addition of "emailed" (Art. V, Section 7, page 3) Changing "raffle prizes" to "fundraising activities" (Art. 5, Section 8, page 4) Changing "day to " to "month" (Art. VII, Section 1, page 6) Deleting "at which the new Board is sworn into office." (Art. VIII, Section 3, page 7)
November 17, 2006	Article II – Objectives: Inclusion/reference of District Clerks and Support Staff for both City Clerks and District Clerks. (Page 2) Article V – Officers: Update the duties of the officers and specify terms for each office. (Pages 2-4) Article VII, Section 2 – Elections: Amended to replace the month of March with the month of May. (Page 6) Reflect that correspondence is to be via e-mail as opposed to mailings. (Page 3 and page 7)

	<p>Article VIII – Meetings: Addition of Section 4 to stipulate that every effort is to be made to schedule NCCCA meetings throughout the Division. (Page 8)</p> <p>Addition of Article XII - Record Retention of NCCCA Division Records. (Page 18)</p>
September 21, 2007	<p>Added - Article V – Officers, Section 8 – Newsletter Editor</p> <p>Changed – Article V – Officers, Section 9 – trustees serve 2 yr term</p> <p>Added – Article VI – Committees – Section 5 – Treasurer ineligible to serve on Audit Committee</p> <p>Added – Article VI – Committees – Section 6 – Scholarship Committee</p>
September 21, 2007	<p>Changed by 2/3 vote of Executive Board – Article VIII – Meetings, Section 1 – try combining May and July meetings into 1 June meeting to eliminate problems with July election filing periods and May IIMC annual conference</p>
September 19, 2008	<p>Amended to comply with changes above</p> <p>Article VI – Committees, Section 5 – Audit Committee – provide information to Audit Committee</p>
January 29, 2010	<p>Amended Executive Committee to read Executive Board throughout the document;</p> <p>Added 5th objective to Article II;</p> <p>clarified and made consistent terminology regarding terms of office, officer titles, and made convening of committees “as needed” instead of required throughout Article V and Article VI;</p> <p>amended Article V Section 11 ‘Removal from Office’ to align with CCAC language;</p> <p>amended Article VII Nominations and Elections to align with current practices and use of technology;</p> <p>added Section 5 to Article VIII – Meetings to allow for Executive Board action without meeting via use of appropriate technology;</p>

NCCCA PAST CHAIRS – HISTORICAL LIST

2009-2010	Patrice Olds, CMC, City Clerk, Walnut Creek
2008-2009	Rod Diridon, Jr., MMC, City Clerk, Santa Clara
2007-2008	Geri Johnson, MMC, City Clerk, Hollister
2006-2007	Rhonda Basore, MMC, Deputy Town Clerk, Moraga
2005-2006	Irma Torrez, MMC, City Clerk, Morgan Hill
2004-2005	Sylvia Payne, CMC, City Clerk, South San Francisco - retired
2003-2004	Linda West, CMC, City Clerk, Union City
2002-2003	Karen Diaz, MMC, City Clerk, Brentwood
2001-2002	Dawn Abrahamson, MMC, City Clerk, Pinole
2000-2001	Susan Kitchens, CMC, City Clerk, Los Altos
1999-2000	Judy MacFarlane, CMC, City Clerk, San Ramon
1998-1999	Carolyn Parkinson, MMC, City Clerk, Roseville
1997-1998	Angelina Reyes, MMC, City Clerk, Hayward
1996-1997	Kay Keck, MMC, City Clerk, Dublin
1995-1996	Allison Villarante, CMC, City Clerk, Vallejo
1994-1995	Carol Cowley, CMC, City Clerk, Galt
1993-1994	
1992-1993	Gail Blalock, CMC, City Clerk, Milpitas
1991-1992	Sharon Whitten, CMC, City Clerk, Fremont

We would like to have a history of those who have served as Chair of our Northern Division to attach to the By-Laws. If you have served as Chair of the Northern Division or if the dates/titles above are incorrect, please contact Patrice Olds at 925-943-5819 or at olds@walnut-creek.org.

Updated: