

**BYLAWS  
OF  
THE MASSACHUSETTS TOWN CLERKS ASSOCIATION**

**ARTICLE 1**

**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**

**A. Membership**

Membership entitles all members and their staff to attend meetings and conferences, and to have access to the Members-Only section of the Web Site, including access to the Public Recorder. Only Active Members have voting privileges. *(Revised 6.12.2014; 9.29.2016)*

**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. Only Active Members are eligible for election as an Officer, as a Member of the Executive Board, or as a member of the Legislative, Budget or Nominating Committees. *(Revised 6.11.2015)*

**2. Associate Members**

Assistant Town Clerks and other Town Clerk Office staff members shall be eligible to become Associate members of the MTCA. Assistants and Town Clerk Office staff members do not have to be Associate Members in order to attend meetings and conferences, but do have to be members in order to be eligible for appointment to a committee. *(Revised 6.11.2015; 9.29.2016)*

**3. Retired Members**

Upon retirement, active members may continue as non-voting members in the MTCA. *(Revised 6-07-2012)*

**4. Affiliate Members:**

Shall be available to City Clerks, Election Commissioners and Registrars of Vital Records for Cities, who are not eligible for active, associate, or retired membership. *(Revised 6-15-06 and 6.11.2015)*

**5. Transitional Members** *(Revised 6.11.2015)*

Any person who has held the position of Town Clerk in Massachusetts for at least three (3) consecutive years, but who is no longer serving as a Town Clerk is eligible to be affiliated with the MTCA as a “Transitional Member” for a period of up to one year following the date of cessation of service as a Town Clerk. The following criteria must also be met in order to qualify for Transitional Membership:

- a. Active membership in the MTCA, with dues paid in full, for the three-year period prior to

- cessation of service as a Town Clerk.
- b. Not simultaneously eligible for Associate, Affiliate, or Retired Membership.
- c. Actively seeking employment in a Municipal Clerk's Office.

**6. Honorary Members:**

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

**B. Dues Structure** (All memberships include a subscription to the "Public Recorder") *(Revised 6-07-2012)* Payment of dues in the relevant membership category is required in order to maintain continued membership status, with access to meetings and conferences, and for Active Members to maintain voting privileges. Dues paid by a community is for a fiscal year, and membership is transferred to a newly elected or appointed Town Clerk during the same fiscal year. *(Revised 6.12.2014 and 6.11.2015)*

**1. Active Members:** *(Revised 6-2-10)*

\$15.00	Towns under 1,000
\$35.00	Towns 1,001 to 5,000
\$75.00	Towns 5,001 to 10,000
\$100.00	Towns 10,001 to 25,000
\$150.00	Towns Over 25,000

**2. Associate Members** *(Revised 6.11.2015)*

\$25.00

**3. Retired Members:**

\$10.00

**4. Affiliate Members:**

\$100.00

**5. Transitional Members** *(Revised 6.11.2015)*

50% of previous Active Membership Dues, with a minimum payment of \$15

**6. Honorary Members**

No Fee

**C. Fiscal Year**

The fiscal year of the MTCA shall be July 1 through June 30. The annual dues shall be due and payable on or before September 30. *(Revised 6-07-2012)*

**ARTICLE IV**

**Meeting and Parliamentary Law**

**A. Meeting**

1. The Annual Meeting of the MTCA shall be held in June on such date, time and place as the Executive Board may determine. Other MTCA meetings may be called with a fourteen-day (14) 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. *(Revised 6.12.2014)*
2. At all business meetings twenty-five (25) active members in good standing shall constitute a quorum.

**B. Parliamentary Law**

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

## **ARTICLE V**

### **Officers**

#### **A. Officers**

1. 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.
2. 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**

#### **A. President**

1. Shall serve as Chief Executive Officer of the MTCA.
2. Shall create the agendas for and preside at all meetings of the MTCA and of the Executive Board.
3. Shall appoint all committee members except as otherwise provided by these bylaws, and present said appointments to the Executive Board for confirmation. *(Revised 6.12.2014)*
4. Shall make appointments to fill vacancies on the Executive Board, with the approval of the Executive Board. Such appointments shall be only until the next Annual Election, at which time the position shall be filled by election for the remainder of the vacant term. *(Revised 6.12.2014)*
5. Shall serve as Chairman of the Conference Committee.
6. Shall perform such other duties as may be required for the benefit of the MTCA. *(Revised 6-07-2012)*

#### **B. 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 benefit of the MTCA. *(Revised 6-07-2012)*

#### **C. 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 benefit of the MTCA. *(Revised 6-07-2012)*

#### **D. 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, bylaws, and policies.
3. Shall give notice of all meetings of the MTCA and of Executive Board.
4. Shall distribute to the Executive Board, updated copies of bylaws, policies and officer listings as amended.
5. Shall perform such other duties as may be assigned by the MTCA, the President or the Executive Board.
6. Shall serve on the Clerks' Manual Committee and maintain the current electronic copy of said manual. *(Revised 6-07-2012)*

#### **E. 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 collect annual dues of all members and maintain the permanent membership list. Said list shall be given to the educational database coordinator on a regular basis. *(Revised 6-07-2012)*

5. Shall be bonded with sureties in such amount as the Executive Board may determine.
6. 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.
7. Shall give a financial report at each meeting of the MTCA and Executive Board on the status of the Association's budget and funds. *(Revised 6.12.2014)*
8. Shall obtain the signature of an Executive Officer on any check written for an amount greater than \$2,500.00.
9. Shall prepare and submit records to the auditor in a timely manner following the close of the fiscal year, in preparation for the annual audit. *(Revised 6-07-2012)*
10. Shall perform such other duties as may be assigned by the MTCA, the Executive Board or the President.

**F. Compensation**

1. The Executive Board shall set the compensation for any position deemed appropriate.

**ARTICLE VI  
Executive Board**

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

**A. Membership**

1. There shall be an Executive Board consisting of the five officers of the MTCA, and nine additional members. The additional members shall be elected at the Annual Meeting and shall serve three-year, staggered terms, with terms for three members expiring each year. *(Revised 6.12.2014)*
2. 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, who may serve the remainder of the incomplete term and is eligible for election to an additional full three-year term. *(Revised 6.12.2014)*
3. The Past President may serve as an ex-officio member for two years immediately following the expiration of the term as President, but may not vote. *(6/13/2007) (Revised 6-07-2012)*

**B. Responsibilities**

1. 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 bylaws.
2. 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.

**C. Appointments**

All appointments shall be made by the President, with the approval of the Executive Board. The President shall seek input from the membership and the Executive Board for nominations for all positions whenever possible. Terms for the Legislative Committee shall be from January 1 to December 31, to coincide with the legislative calendar. Appointments are to be made by December 31. Terms for the Nominating Committee shall be from January 1 to December 31. Appointments are to be made by December 31. Terms for all other appointments shall be from July 1 to June 30. Appointments are to be made by June 30. *(Revised 6.12.2014)*

<b>OFFICE</b>	<b>TERM</b>	<b># MEMBERS</b>
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—serves by mutual agreement and at the discretion of the President & E-Board <i>(Revised 6.12.2014)</i>	Indefinite	1
Scholarship Committee	2 years	3
Clerks Manual Committee	3 years	3
Communications Committee	3 years	5

Members of each Committee shall serve a term as set forth in the bylaws. The President shall have full power to fill all vacancies on any committee, without approval of the Executive Board, until the next annual appointment. *(Revised 6.12.2014)*

#### **D. Meetings**

1. 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.
2. A quorum shall consist of at least eight (8) members of the Executive Board.
3. Emergency meetings of the Executive Board of less than five (5) days notice, may be called at the discretion of the President.
4. Votes may be cast in person or by postal mail, telephone, e-mail or other electronic means of voting. When votes are conducted via e-mail or by other electronic means, Executive Board members shall be given a minimum of 24 hours to cast a vote before the tally is finalized.. 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. *(Revised 6.12.2014)*

#### **E. Audit**

There shall be an annual audit of the financial records of the Association, including all cash receipts and disbursements made by the Treasurer during the preceding year; said audit to be completed by a certified public accountant within six months of the close of the fiscal year. *(Revised 6-07-2012)*

#### **F. 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 funds have first been budgeted and authorized by the Executive Board as to their purpose and amount.

All committees shall prepare minutes and forward a copy in a timely manner to the Secretary of the Association. *(Revised 6.12.2014)*

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

## A. Assistant Treasurer

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

1. Appointed annually by the Executive Board by June 30.
2. Shall serve as a member of the Budget Committee.

## B. Legislative Committee

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

### 1. Composition and Term of Office:

- a. 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)*
- b. Full committee members shall be appointed by December 31 for staggered three-year terms, which run from January 1 through December 31<sup>st</sup>, so that not more than three (3) members' terms expire in the same year. *(Revised 6.12.2014)*
- c. Alternate members shall be appointed by December 31 for a one-year term to expire December 31<sup>st</sup> of the following year and may attend all meetings, participate in discussions and, in the absence of a member, have voting privileges. *(Revised 6.12.2014)*

### 2. Duties:

- a. 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.

### 3. Legislative Agenda

- a. 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 *an* MTCA meeting.
- b. 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 members of their combined action. This notification shall be via e-mail and shall be included in the Public Recorder and/or on the MTCA web site. 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 an MTCA meeting. *(Revised 6.12.2014)*
- c. Any Association member is welcome to offer suggestions and make recommendations for proposed legislation affecting Clerks. All suggestions shall be in writing and addressed to the Chair of the Legislative Committee. All suggestions shall be considered by the Committee when planning the Association's legislative agenda. *(Revised 6-07-2012)*

## C. Nominating 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 1<sup>st</sup> Vice President, but the 1<sup>st</sup> Vice President will not be present during voting.
2. The Committee shall nominate the following:

### **For one (1) year:**

President  
First Vice President  
Second Vice President

Secretary  
Treasurer

**For Three (3) years:**

Three Executive Board Members (and to fill the unexpired term of any other Executive Board vacancies due to resignation or retirement). *(Revised 6-07-2012)*

**D. Budget Committee**

**Purpose:** Charged with the responsibility of preparing and presenting an annual budget to the membership at the Annual 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 June 30.
2. Prepares annual budget (FY July 1 – June 30).
3. Presents annual budget to the Executive Board.
  - a. Draft version of budget to be given to Executive Board at their spring meeting.
  - b. The President shall notify the chair of the budget committee immediately as to the date of the meeting once set.
4. Presents final budget to MTCA at the Annual Meeting for a vote.
5. In conjunction with the Treasurer, monitors budget during the fiscal year. *(Revised 6.12.2014)*

**E. 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 by June 30 for three-year staggered terms so that not more than three (3) members are replaced in any one year. *(Revised 6.12.2014)*
2. Prepares the schedule of education courses for the MTCA conferences. *(Revised 6.12.2014)*
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. Shall appoint one of its members to have the responsibility of registering all clerks for the conference classes.

**F. Communications Committee**

**Purpose:** Charged with both paper and electronic communications to, from and among members, which includes establishing guidelines for and management of the Association's web site, e-mail discussion group (including etiquette guidelines), newsletter, and social media alternatives.

1. Five (5) members, with three-year staggered terms. One member shall be the Recorder Editor. *(Revised 6-07-2012)*

**H. MTCA Certification Program**

**1. MTCA Certification Administrator**

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

- a. Appointed by the Executive Board for a three-year term by June 30.

**2. MTCA Certification/Examination Board**

**Purpose:** Charged with the responsibility to plan, coordinate, develop and implement the MTCA Certification Program (CMMC) and recertification program. Establishes course guidelines for the Education Committee which are consistent with the CMMC certification program. *(Revised 6.12.2014)*

- a. Five (5) members, one (1) of whom shall be the MTCA Certification Administrator, and four (4) members appointed at large by the Executive Board by June 30 for three-year staggered terms, so that not more than two members are replaced in any one year. *(Revised 6.12.2014)*
- b. Members of the Board must have successfully completed the Certification Program.
- c. The Certification Administrator and Chairman of the Certification Examination Board shall be responsible for the security of the certification examination. *(Revised 6.12.2014)*

**I. MTCA Conference Program**

**1. Conference Registration Administrator**

- Purpose:** Charged with the responsibility of MTCA conference registration
- a. Appointed by the Executive Board by June 30 for a three-year term. *(Revised 6.12.2014)*
  - b. Serves as a member of the Conference Committee.

**2. MTCA Conference Committee**

- Purpose:** Charged with the responsibility of planning the MTCA conferences.
- a. 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. Conference Registration Administrator. *(Revised 6.12.2014)*
    - 5. Education Database Coordinator. *(Revised 6.12.2014)*
    - 6. Three (3) additional members at large to be appointed by the President and confirmed by the Executive Board by June 30 for a two-year term. *(Revised 6.12.2014)*

**J. Public Recorder Editor**

- Purpose:** Charged with the responsibility for collecting, assembling and publishing a newsletter and soliciting advertising for *The Public Recorder*.
- a. Appointed by the Executive Board by June 30 for a three-year term. *(Revised 6.12.2014)*

**K. Scholarship Committee**

- Purpose:** Charged with coordinating and presenting candidates for scholarship awards.
- a. 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 June 30.

**L. Clerks' Manual Committee**

- Purpose:** Charged with the responsibility of updating the Clerks' Manual.
- a. Three (3) members to be appointed by the Executive Board for a three-year term by June 30. *(Revised 6.12.2014)*

**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, shall be paid by the Treasurer upon the approval of the President. Any expenditure greater than \$500.00 over budgeted amounts shall require an affirmative vote of the Executive Board. *(Revised 6-07-2012)*

**ARTICLE IX  
Termination**

Any officer, Executive Board member or Standing Committee member who is absent from three (3) consecutive meetings of the board or committee may be removed from his/her position at a duly called meeting of the Executive Board by a majority vote of those attending.

Any officer, Executive Board member or Standing Committee member who cannot fulfill the duties of the office or committee as described herein, may be removed from his/her position at a duly called meeting of the Executive Board by not less than 2/3's of those attending.

Prior to a vote on either of the above, the said officer, Executive Board member or Standing Committee member will receive a written notice that such a vote will take place, and be given the right to resign. Any vacancy that occurs shall be filled in accordance with Article VI, Section C (Appointments) of this bylaw. *(Revised 6.12.2014)*

## **ARTICLE X Amendments**

These bylaws 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. Publication in the Public Recorder shall constitute notice of any proposed amendment, provided that the publication date is at least two weeks prior to the meeting at which the bylaw amendment is scheduled to be considered for a vote. *(Revised 6.12.2014)*

## **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.