

**CONSTITUTION AND BY-LAWS OF THE
IOWA MUNICIPAL FINANCE OFFICERS ASSOCIATION**

ARTICLE I NAME AND OBJECTIVES

Section 1. Name. The name of this organization is the Iowa Municipal Finance Officers Association (IMFOA) (here after known as "Association").

Section 2. Objectives. To conduct regular instructional and informational meetings, as often as deemed necessary by the Board of Directors, for the purpose of educating municipal officers in the keeping of public records and for any other purpose deemed to be in the best interest of the public.

ARTICLE II MEMBERSHIP

Section 1. Benefitted Members. Any Municipal Clerk, Treasurer, Finance Officer, City Administrator, or City Manager of any Iowa city shall be eligible for Benefitted membership subject to payment of the annual service fee in Article III. This shall also include any of the aforementioned job titles using the pre-fix Assistant or Deputy. Only Benefitted Members shall be eligible for Certification by IMFOA and are allowed to participate in the discussion forum "ClerkNet".

Section 2. Active Members. Any Municipal Clerk, Treasurer, Deputy Clerk, Finance Officer, City Manager, City Administrator, Mayor, Associate Clerk, Associate Finance Officer, Council Member or their designee of any Iowa city shall be eligible for active membership subject to payment of the annual service fee in Article III. Any Active Member shall be eligible for an Associate Clerk or Associate Finance Certification by IMFOA.

Section 3. Retired Members. Any retired Municipal Clerk, Treasurer, Deputy Clerk, Finance Officer, Auditor, City Manager, City Administrator, or any retired City official shall be eligible for retired membership subject to approval of the Board of Directors and payment of the annual service fee in Article III.

Section 4. Associate Members. Any person or Iowa governmental agency/organization shall be eligible for Associate membership subject to approval of the Board of Directors and payment of the annual service fee in Article III.

Section 5 Voting. Only Benefitted or active members in good standing shall be eligible to vote during any business meeting of the Association.

Section 6. Withdrawal. Any Benefitted, active, retired or associate member may withdraw from the Association at any time by notifying the secretary thereof in writing.

Section 7. Expulsion of Members and Associates. The Board of Directors shall have authority to expel or take other disciplinary action against any member or associate which, in its judgment, may be appropriate in order to maintain the professional standards of the Association.

ARTICLE III SERVICE FEES

Section 1. When Due. The annual service fee shall be payable on or before April 1st of each year.

Section 2. Amount. The annual service fee for all membership classifications as defined in Article II of the by-laws shall be established each year by the Board of Directors. Fees are referenced in the IMFOA Statement of Policy.

ARTICLE IV OFFICERS

Section 1. Board of Directors. The Board of Directors shall consist of a President, Vice-President, five (5) Directors, and the immediate past President of the Association. The President and Vice-President each serve a term of one (1) year. The Directors each serve three (3) year staggered terms. Ex-officio members of the Board of Directors include the Secretary and Treasurer and the two (2) next most immediate past Presidents of the Association maintaining a benefitted, active, or retired membership, as defined in Article II, in the Association.

Section 2. Responsibilities. The President, Vice-President, Secretary, Treasurer, and Directors shall have general supervision of all matters of the Association.

Section 3. Election/Appointment. The President, Vice-President, and Board of Directors shall be elected by the membership at the annual meeting held either in person or via electronic means. The Secretary and Treasurer are appointed for a one (1) year term majority vote of the elected officers of the Association at the first meeting of the Board of Directors following the annual meeting.

Section 4. Vacancies. Should the office of President become vacant, the Vice-President will become President. Should the Vice-President or a Director's position become vacant, the President shall fill the vacancy or vacancies for the remainder of the term from the benefitted or active membership. Should the office of Secretary or Treasurer become vacant, the elected officers of the Association, by majority vote, shall fill the vacancy or vacancies for the remainder of the term. Should the office of immediate past President or either of the two next most immediate past Presidents serving as ex-office Board members become vacant, the vacancy or vacancies shall be filled by the appointment of a past Board member.

Section 5. Eligibility. Only Municipal Clerks, Treasurers, Finance Officers, City Administrators, or City Managers who are benefitted or active members, as defined in Article II, are eligible for election or appointment as President, Vice-President, or Director. Only Municipal Clerks, Treasurers, Finance Officers, City Administrators, or City Managers who are either benefitted, active or retired members, as defined in Article II, are eligible for appointment as Secretary or Treasurer.

Section 6. Committees. The President shall appoint an Audit and Budget Committee and may appoint other committees as deemed advisable. Each committee named must have a minimum of three (3) members with appointment determined by the President. No standing or special committee shall be authorized to incur any liabilities for the Association unless the same have first been approved by the Board of Directors.

ARTICLE V ELECTION

Section 1. Annual Meeting. The officers of the Association shall be elected by the members registered in attendance, either in person or via electronic means, at the business meeting to be held during the April conference, with voting in accordance with Article II, Section 5.

Section 2. Assumption of Office. The officers elected shall assume office and enter upon the performance of their duties immediately, and shall continue in office until their successors shall be duly elected and qualified.

Section 3. Voting at Meeting. All issues to be voted on shall be decided by a simple majority of those present at the meeting, either in person or by electronic means, in which the vote takes place.

Section 4. Proxy Votes. No member shall be entitled to vote by proxy at any meeting of the Association.

ARTICLE VI DUTIES

Section 1. President. The President shall preside at the meetings of the Association, and at those of the Board of Directors, and shall perform such other duties as are incumbent upon the office. In the absence of the President, the Vice-President shall assume and perform the duties of the office.

Section 2. Secretary. The Secretary shall keep accurate minutes of the proceedings of the Association and of the Board of Directors; shall conduct all correspondence; shall issue notices of any meeting of the Association not less than 10 days prior to the date of such meeting.

Section 3. Treasurer. The Treasurer shall collect and receipt all fees, and keep accurate account between the Association and its members, and shall make payment of all bills approved by the Board of Directors or the President, and submit to the annual meeting a Treasurer's report of all receipts and disbursements during the preceding year. The Treasurer shall give bond in the amount as determined by the Board of Directors, cost of said bond to be paid from the Association's funds.

Section 4. Compensation. The Secretary and the Treasurer shall receive as full compensation for their services as such Secretary and Treasurer, compensation to be fixed from year to year by the Board of Directors, subject to inclusion in the Association's budget.

Section 5. Board of Directors. The Board of Directors shall manage all the affairs of the Association at its meetings and shall propose an annual budget to be presented at the annual meeting for the ensuing year. All questions determined by the Board of Directors shall be decided by a majority vote, and three (3) members shall constitute a quorum. The Board of Directors shall meet at least once each year directly after the adjournment of the annual meeting of the Association, and as often as the Board may determine.

Section 6. Standing Committees. The Audit Committee shall meet immediately prior to the first session of each annual meeting to examine and audit the Treasurer's accounts and annual reports, and report thereon to the Association. The Budget Committee shall meet immediately prior to the first session of each annual meeting to review the financial status of the organization and to recommend a budget for consideration at the annual meeting.

Section 7. Committee Chair. If requested by the Board of Directors, it shall be the duty of the chair of each committee to prepare a report and submit the same at the annual meeting.

ARTICLE VII MEETINGS

Section 1. Quorum. At any annual meeting of the Association, twenty- five (25) members of the Association shall constitute a quorum for the transaction of business.

Section 2. Annual Meeting. There shall be an annual meeting of the organization to be held at a time and place as stated in Article V, Section 1. The Association shall notify its members of the place, date, and time of each annual meeting not less than ten days before the date of the meeting.

Section 3. Special Meetings Special meetings of the Board may be called by or at the request of the President, or any three members of the Board of Directors of the Association to conduct necessary business that may come before the Board.

Section 4. Emergency Meeting. An emergency meeting of the board may be called by the president or by any two members of the board other than the president. Email discussion of director availability for the meeting as well as the date and time for the meeting is allowed.

Scheduling discussions are not deemed "board meetings."

Emergency Defined. An "emergency" is defined as "circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the board".

Section 5. Meetings may be held in person or by electric means. Email discussion for planning and the organization of such meetings are not deemed "board meetings."

Section 6. Program. The program shall be arranged by the Board of Directors.

ARTICLE VIII ORDER OF BUSINESS

Section 1. Annual Meeting. At the annual meetings of the Association, the order of business may be as follows:

- a) Determination of Quorum.
- b) Reading of minutes of last meeting.
- c) Reports of the President.
- d) Reports of Secretary.
- e) Reports of Treasurer.
- f) Report of the Audit Committee.
- g) Report of the Budget Committee.
- h) Reports of special committees.
- i) Election of officers.
- j) General Business.
- k) Adjournment.

Section 2. Rules of Order. All questions shall be decided by vote, and all differences of opinion regarding points of order shall be settled by parliamentary practice as set forth in Robert's Rules of Order.

ARTICLE IX AMENDMENTS

The foregoing constitution and by-laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the voting members present at any annual, regular or special meeting of the Association, provided that not less than ten days is given of intention to alter, amend or repeal or adopt new By-Laws at such meeting.

ARTICLE X LIABILITY EXCULPATION AND INDEMNIFICATION. LIABILITY.

Except as otherwise provided, all debts, obligations and liabilities of the Association (including, without limitation, under a judgment, decree or order of a court), whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Association, and no Board Member shall be obligated personally for any such debt, obligation or liability of the Association solely by reason of being a Board Member.

Exculpation. No Board Member shall be liable to the Association or any other Board Member for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Board Member in good faith on behalf of the Association and in a manner believed to be within the scope of authority conferred on such Board Member, except that a Board Member shall be liable for any such loss, damage or claim incurred by reason of such Board Member's gross negligence, or willful misconduct.

Indemnification. To the fullest extent permitted by applicable law, the Association shall indemnify and hold harmless each Board Member from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits, proceedings, civil, criminal, administrative or investigative, in which the Board Member may be involved, or threatened to be involved; as a party or otherwise, by reason of its management of the affairs of the Association or which relates to or arises out of the Association or its property, business or affairs, except that no Board Member shall be entitled to such indemnification with respect to any loss, damage or claim incurred by such Board Member by reason of such Board Member's gross negligence, or willful misconduct; provided, that any indemnity shall be provided out of and to the extent of Association assets only, and no Board Member shall have any personal liability on account thereof.

Expenses. To the fullest extent permitted by applicable law, expenses (including, without limitation, reasonable attorneys' fees, disbursements, fines and amounts paid in settlement) incurred by a Board Member in defending any claim, demand, action, suit or proceeding relating to or arising out of their performance of their duties on behalf of the Association.

ARTICLE XI COMPLIANCE

Section 1. Purpose. The Association is organized exclusively for charitable, education, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Dissolution. Under the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be which the principal office of the Association is then located, exclusively for such purposes or organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.