



**ANNUAL MEETING PACKET
JUNE 9, 2023**

CIMLA ANNUAL MEETING

June 9, 2023

AGENDA

1. Roll Call
2. Treasurer's Report
3. Meeting Minutes
4. Host Town Shout Out, Bourne
5. Vote to Change Board Roles and Responsibilities
6. Vote FY24 CIMLA Officers and Board of Directors
7. Words from New President
8. Guest Speaker Steve Tupper, Cape Cod Commission Deputy Director
9. Adjourn

Cape and Islands Municipal Leaders Association, Inc.
April 30, 2023

	Period	<i>April 01-April 30</i>	
	Date	Amount	Description
Beginning Balance	Month First	\$15,066.68	
Deposits		\$0.00	
Interest	Month End	\$0.13	
Previous Balance plus Deposits		\$15,066.81	
Expenses	April 3, 2023	\$37.90	SouthCoast Internet, Website Hosting, March 2023
	April 14, 2023	\$169.26	Breakfast Meeting of April 14, 2023
Total Expenses		\$207.16	
Balance as of	Month End	\$14,859.65	

Respectfully Sumbitted

Stephen F. Mealy
Treasurer



Cape and Islands Municipal Leaders Association, Inc.

Representing 22 Municipalities & 105 Elected Officials

Association By-Laws

As Amended and Adopted, April 8, 2022

Proposed Changes in red June 9, 2023

- Aquinnah
- Barnstable
- Bourne
- Brewster
- Chilmark
- Chatham
- Dennis
- Eastham
- Edgartown
- Falmouth
- Harwich
- Mashpee
- Nantucket
- Oak Bluffs
- Orleans

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- Provincetown
- Sandwich
- Truro
- Vineyard Haven
- Wellfleet
- West Tisbury
- Yarmouth

Cape and Islands Municipal Leaders Association Inc. By-Laws
As Amended and Adopted, April 08, 2022

1. Name

The Organization shall be known as the Cape and Islands Municipal Leaders Association, Inc., (the Association).

2. Purpose

The Corporation is organized exclusively for promotion of social welfare pursuant to Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including without limitation, serving as a forum for elected local officials and others to exchange information and ideas to improve the quality of municipal and regional government. The Corporation may conduct such other activities that may be carried out by a corporation organized under Massachusetts General Laws, Chapter 180, and Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Policy

It shall be the policy of the Association to be non-sectarian and non-partisan in its attitude and procedures at all times.

4. Officers, Board of Directors

- 4.1. Every voting member of the Association is eligible to hold any office in the Association.
- 4.2. The Association shall have a President, a Vice President, a Treasurer, a Clerk, and a Historian/Parliamentarian.
- 4.3. The Association shall have a Board of Directors. The Board of Directors shall consist of the five (5) officers, the immediate past President of the Association, and five (5) other members nominated and elected in accordance with Article 9.1 of these By-Laws. One member shall be from Barnstable.

5. Membership

- 5.1. Any active Cape Cod Select Board Member or Councilor shall be eligible for voting membership.
- 5.2. Former Select Board Members or Councilors shall be eligible for Associate voting membership.
- 5.3. County, state, and federal officials are eligible for Affiliate non-voting membership.

6. Dues

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- 6.1. The annual dues for each Select Board Member or Councilor shall be set by the Board annually at the May Meeting, payable July 1st.
- 6.2. The annual dues for each Associate and Affiliate member shall be set by the Board annually at the May Meeting, payable July 1st.
- 6.3. Anyone whose dues are unpaid on the day of the Annual Meeting may, by vote of the Association, be dropped from membership.

7. Meetings

- 7.1. The Annual Meeting of the Association shall be held in June.
- 7.2. Meetings of the Association shall be held monthly, except in the months of July and August, or when the President or a majority of the Board of Directors deems it unnecessary to meet.
- 7.3. Special meetings of the Association may be called by the President or a majority of the Board of Directors.
- 7.4. Meeting Agendas shall be made available to all members, posted on the Association Website, and sent to all member Town Clerks.

8. Standing Committees

- 8.1. The President or their designee **with the Board of Directors assistance shall prepare meeting schedules, coordinate speakers, programs, and agendas** ~~be responsible for providing speakers and preparing programs~~ for all monthly meetings of the Association. The President **or their designee** shall prepare the Agenda for all Associations and Board of Director meetings.
- 8.2. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of three (3) members, provided that no two (2) members of this committee come from the same town. The Chairman of the Nominating Committee shall not be a current member of the Board of Directors.
- 8.3. The President ~~of the Association~~ shall appoint the Chairman for the Nominating Committee from the Nominating Committee membership.
- 8.4. The Nominating Committee shall present their recommendations to the membership at the April Meeting, provide a First Reading at the May meeting, for a full vote at the Annual Meeting.
- 8.5. Additional nominations may be taken from the floor at the May and June meetings.
- 8.6. The President, with the approval of the Board of Directors, shall appoint an Auditing Committee comprised of three (3) members whose duty it will be to audit the books of the Association annually prior to the Annual meeting.
- 8.7. **The President, with the approval of the Board of Directors, shall appoint a Finance Committee comprised of the Treasurer and two (2) members, provided that no two (2) members of this committee come from the same town whose duty it will be to assist the**

Treasurer in the preparation of the Annual budget for approval by the Board of Directors prior to the Annual Meeting.

9. Election, Appointment, and Duties of Officers

- 9.1. The President, Vice President, Treasurer, Clerk, Historian/Parliamentarian and five (5) members of the Board of Directors shall be elected for a term of one (1) year, or until their successors are elected, and shall perform the customary duties according to Parliamentary Procedure and as are specified herein. Election shall be by majority standing vote of the members present and voting at the Annual Meeting, and the officers shall assume their offices at the close of said meeting. No President having served a full year term shall succeed themselves. In the event a Vice President having taken over an unexpired term of a Presidency, the partial term served may be followed by a full one-year term and no succession beyond the one-year term.
- 9.2. The Board of Directors shall fill any vacancy from one Annual Meeting to the next.
- 9.3. An Association Officer or Board of Directors Member may be removed for just cause by a two-thirds vote of any regular or special Board of Directors Meeting, upon due notification of having been called for that purpose, and a quorum being present.
- 9.4. The President or their designee may represent the Association at the Board of Directors Meetings of the Massachusetts Select Board Member's Association or Counselors Association.
- 9.5. The Clerk shall be responsible for keeping records of attendance and all business transacted at any meeting of the Association.

A copy of the **draft** minutes shall be sent to the Select Board of each town and the Barnstable Town Council **the Vice President or their designee for posting on the Association's website** prior to the monthly meeting **for Membership review.**

-or-

A copy of the **draft** minutes shall be sent to **all Members at least seven (7) days prior to the next month's meeting for Membership review.**

~~These records shall be open at all times to the inspection of any Association member.~~ An **approved** copy of the minutes shall be posted to the Associations Web Site upon approval by the Members. A copy of the next meeting Agenda shall be posted on the Association's Web Site seven (7) days prior to the meeting date. **These records shall be open at all times to the inspection of any Association member. The Clerk or the Treasurer shall update the Secretary of State's office of changes to the Officers or Board of Directors, and file the Corporation's Annual Report. When the Treasurer is unavailable, the Clerk shall perform all banking and related business, including having signature authority for the Association's Bank account.**

- 9.6. The budget of the Association may pay an annual stipend to be paid to the Association Clerk for services rendered, upon approval of the Board of Directors. **The Clerk may, with the approval of the Board of Directors, hire and oversee a Recording Clerk to assist with these record keeping responsibilities.**

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- 9.7 The Board of Directors of the Association will, from time to time as necessary, appoint a Resident Agent for the purpose of receiving service and update the necessary agencies of the change.
- 9.8 The Vice President or their designee shall oversee and maintain the Association Website including: Posting Association meeting Minutes and Treasurer's Report upon approval of the membership and posting the Meeting Agenda a minimum of seven (7) days prior to the meeting date,
- 9.9 The Treasurer shall prepare, with the Finance Committee, the Association's Budget for review by the Board of Directors prior to the Annual Meeting; send Annual Membership dues Invoices to all member towns, local, county and state members immediately following the Annual Meeting; perform all banking and related business, including holding signature authority for the Association's Bank account; is responsible for all accounting and legal work for the Association, reporting to the Board of Directors;

10. Finances

- 10.1. The Fiscal Year of the Association shall be July 1 to June 30.
- 10.2. The President with the approval of the Board of Directors shall have the power to contract expenses for such items as are not contrary to the purposes of the Association.
- 10.3. Bills shall be paid by the Treasurer only when approved by the President or any two (2) of the other elected Officers. The Treasurer shall provide a financial update of the Association's finances at each meeting and post an annual financial report to the Association's Website.
- 10.4. The Board of Directors shall have general supervision of the affairs of the Association, hold and manage all properties in the name of the Association, and perform such other duties as these By Laws of the Association may direct. One member of the Board of Directors shall be responsible for updating the Association's Web Site.

11. Procedures

- 11.1. The President shall preside at all meetings of the Association and of the Board of Directors and shall have the same powers as a Moderator in the Massachusetts Town Meeting.
- 11.2. In the absence of the President, the following officers shall act in their place, in the order named: Vice President, Treasurer, Clerk.

12. Quorum

- 12.1. Fourteen (14) voting members representing nine (9) towns shall constitute a quorum for the transaction of any business at any called meeting of the Association.
- 12.2. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

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13. Amendments

- 13.1 Amendments to these By Laws shall require a two-thirds (2/3) vote of the members present and voting at any Association meeting. Prior to a final vote to adopt any amendments, a First Reading of the proposed Amendments shall be made followed by the next regular meeting of the Association at which a final vote on the proposed Amendments may take place.
- 13.2 A review of these By Laws shall occur once every three (3) years by the Board of Directors or their appointed designee.

CIMLA 2023 - 2024
Proposed Slate of Officers and Board of Directors

President:	Kevin Galligan, Orleans
Vice President:	Doug Brown, Falmouth
Treasurer:	Stephen Mealy, Bourne (Assoc.)
Clerk:	Kris Clark, Barnstable
Immediate Past President:	Shareen Davis, Chatham
Historian/Parliamentarian:	J. Greg Milne, Barnstable (Assoc.)
Directors:	George Slade, Bourne (Assoc.)
	Paula Schnepf, Barnstable
	Ed McManus, Harwich (Assoc.)
	Leslie Sandberg, Provincetown
	Mark Forest, Yarmouth