

MUNICIPAL CLERKS' ASSOCIATION OF NEW JERSEY

EXECUTIVE BOARD MEETING MINUTES FRIDAY, JANUARY 23, 2015 – 10 AM WOODBRIIDGE TOWNSHIP MUNICIPAL BUILDING WOODBRIIDGE, NEW JERSEY

1. CALL TO ORDER

President John Mitch called the meeting to order at 10 AM.

2. FLAG SALUTE AND MOMENT OF SILENCE

Those in attendance saluted the flag and President John Mitch asked for a moment of silence, a prayer to protect all of the men and women serving in the armed forces.

3. ROLL CALL

The following members of the Executive Board were present for the meeting:

President, John Mitch
1st Vice President, Keith Kazmark
2nd Vice President, Denise Szabo
Treasurer, Dina Zawadski
Secretary, Kevin Galland (Conference Call)
Executive Director, Joel Popkin (Conference Call)
Association's Counsel, Richard Lustgarten

Absent - Immediate Past President, Nancy Saffos

4. APPROVAL OF MINUTES

Upon motion made by First Vice President Kazmark, seconded by Second Vice President Szabo, and unanimously passed on voice vote, the minutes of the October 24, 2014 Executive Board Meeting were approved.

5. FILING DEADLINE FOR EXECUTIVE BOARD

(Back-story) Based on the Association's By-Laws, the date of December 29, 2014 was established as the cutoff for the acceptance of nominations to the Executive Board for the offices of Secretary, Treasurer, Second Vice-President and First Vice President. As of that date, one nomination for each of the offices of Secretary, Treasurer and First Vice President was received. On January 2, 2015, one nomination for the office of Second Vice President was received.

At the request of President Mitch, Association Counsel Richard Lustgarten attended the meeting to address how the Executive Board may address the above referenced missed deadline for the office of Second Vice President.

Mr. Lustgarten stated that he reviewed the entire Association's By-Laws, focusing on Article III, Section 1 (2); Article VI, Section 1 (1); and Article VII, Section 3 in order to address the issue.

Mr. Lustgarten provided a thorough and complete analysis of how the Association's By-Laws did, and did not, address the situation. Upon

completion of the presentation, Mr. Lustgarten stated that in his opinion Article VII, Section 3, was written to address a situation where a vacancy may occur mid-year, not when a nomination for office has not been received in a timely manner. However, the wording of the Article does not distinguish between the two. Further, Article VI, Section 1 (1) clearly states that, “Anyone seeking to be a candidate must file with the Secretary not later than 120 days prior to the Annual Meeting. No additional applications shall be accepted after this date”.

Mr. Lustgarten then presented three potential solutions:

- (1) follow the By-Laws, meaning no nominations would be accepted after the 120 day cutoff; and the office would be filled in compliance with Article VII, Section 3;
- (2) permit the Executive Board to make an interim appointment to fill the vacancy and call for a special election within a specific time frame; or
- (3) permit the Executive Board to make a permanent appointment to fill the position in question.

Recommendations 2 and 3 would require a change in the By-Laws.

Upon further discussion, Executive Director Popkin suggested that Mr. Lustgarten draft the wording for recommendations 2 and 3, so that same could be reviewed and agreed to by the Executive Board and then forwarded to the By-Laws Committee for review and recommendation.

Following a lengthy discussion of other possible opportunities to address the question at hand, it was agreed that Mr. Lustgarten would draft the wording for recommendations 2 and 3.

Mr. Lustgarten left the meeting at this time (10:35 AM.)

6. TREASURER’S REPORT – DINA ZAWADSKI / DENISE SZABO

- a. MCANJ Bank Account Balances – Treasurer Zawadski reported the following bank account balances:

Scholarship Account -	\$12,141.50
Raffle Account -	\$1,725.00
Operating Account -	\$42,216.22
Total -	\$56,082.72

- b. Profit & Loss Budget vs. Actual – report was previously provided.
- c. General Ledger Report – report was previously provided
- d. Financial Statements – statements previously provided.

Motion made by 1st Vice President Kazmark, seconded 2nd Vice President Szabo, and unanimously passed on voice vote; the Treasurer’s Report was accepted as submitted.

7. REPORT OF OFFICERS

a. SECRETARY – KEVIN GALLAND

Secretary Galland reported the following:

- i. That December 29, 2014 was the 120 day cutoff for Applications For Candidacy for the Executive Board and as of that date the following candidates have filed their interest with the Association’s Secretary to seek office on the Association’s Executive Board for the upcoming fiscal year:

Ms. Diane Pflugfelder – Secretary
 Mr. Kevin Galland – Treasurer
 Ms. Denise Szabo – First Vice President

, and that on January 2, 2015, Ms. Dina Zawadski filed her interest with the Association’s Secretary seeking the office of Second Vice President.

- ii. That December 29, 2014 was the 120 day cutoff for Nominations For Clerk Of The Year and as of that date one nomination has been received.

A discussion followed regarding additional nominees and the process for selection. Upon conclusion of the discussion a poll was taken with the majority supporting the official nomination which was received in a timely manner.

- iii. That the Association is in receipt of correspondence from Mr. Dan Kaminski, Division of Local Government Services, thanking the Association for the sympathy card sent by the Association on the passing of his father.

b. TREASURER – DINA ZAWADSKI

Treasurer Zawadski reported and provided the Membership Report – as of January 12, 2015 there are 812 Members in the Association, with a break-down as follows:

CATEGORY	TOTAL
Full – Municipal Clerk	494
Affiliate – All Others	29
Honorary Membership (Retired)	45
Full – Clerk of Freeholder Board	2
Associate – Assistant Municipal Clerk	23
Associate – Deputy Municipal Clerk	195
Full – Acting Municipal Clerk	21
Associate – Deputy County Clerk	1
Full- County Clerk	2
GRAND TOTAL	812

In addition, no county has 100% paid participation.

c. SECOND VICE PRESIDENT – DENISE SZABO

Second Vice President Szabo reported she had no updates to her responsibilities at this time.

d. FIRST VICE PRESIDENT – KEITH KAZMARK

First Vice President Kazmark reported that President Mitch requested that he work with the Scholarship Committee to identify and define the available scholarships. Conference call is planned with the Scholarship Committee in early February to accomplish that effort.

Further, Mr. Kazmark reported that he is currently working on the Annual Meeting Agenda and identifying events normally conducted at the Annual Meeting which will be extracted and moved to the dinner.

Executive Director Popkin questioned whether scholarship winners for this year's education conference were selected and have they been notified. Secretary Galland stated that he will check the minutes from previous meetings and report his findings.

e. PRESIDENT – JOHN M. MITCH

President John Mitch reported the following:

I. Officer's Job Description / Timeline Update

President Mitch reported that not all job descriptions and timeline updates have been completed by the officers and he requested that this be accomplished.

II. NJLM Newly Elected Officials Program request for speaker:
1/10/15 Eatontown (J. Mitch – update)

President Mitch reported that his presentation went well and he fostered a positive relationship between the Municipal Clerks and the Elected Officials.

2/07/15 Rutherford (K. Galland)

Confirmed.

III. Region II Update

President Mitch attended the conference, along with Treasurer Zawadski representing the Executive Board. There were approximately ten representatives from New Jersey. The Delaware Delegation did an excellent job and programs were very interactive.

IV. Annual Business Meeting Program / Conference Dinner Program

First Vice President Kazmark reported that the business issues normally addressed at the Annual Business Meeting will remain, with the more social issues moved to the dinner portion. Events to be moved to the dinner include: the President's Welcome; introduction of the President's guests; introduction of incoming President's Mayor who will swear in the officers; President will introduce the President Elect; comments by the President Elect; introduction of President Elect's guests; and President and President Elect make presentations and acknowledgements.

It was agreed that two programs will be created one each for the Annual Business Meeting and Dinner Program.

IIMC officers have been invited to the Education Conference.

V. Ocean County Advisory Board Member Appointment

President Mitch reported that the current Advisory Board Member from Ocean County has retired creating a vacancy on the Board. Following several calls with Mary Madonna it was agreed that Sherry Mason, Municipal Clerk from Beach Haven will be Ocean County appointment to the Advisory Board and Bette Mastropasqua will be Mary's appointment to the Alternate Advisory position.

VI. Executive Board application filing deadline.

This matter has been addressed at the beginning of the meeting and further discussion is required, which will take place at the end of this meeting.

VII. Dinner honoring Bill Dressel

President Mitch stated that there will be a dinner honoring Mr. Dressel on May 7, 2015, in East Brunswick, tickets are \$130.00. It was agreed that the President and the Executive Director will attend to represent the Association and the Association will cover the cost for both representatives.

Mr. Dressel has also been invited to the Education Conference and plans on attending.

VIII. MCEF Endowment.

First Vice President Kazmark raised the issue of funding this scholarship. He was seeking a sense from the Executive Board that the Board was all in favor of funding the endowment when the funds are available. Secretary Galland reminded the Board that a position has already been taken, which can be changed, but the position has been memorialized in the Advisory Board

Meeting minutes. After a lengthy discussion it was agreed that further discussion is warranted and the subject matter will be carried to the next meeting.

IX. Region II 2016 location (New Jersey).

President Mitch stated again that he was in Delaware last week attending the 2015 Region II meeting and that the 2016 meeting may either be in New Jersey or West Virginia.

X. Membership – assigned to member or municipality.

This issue has been discussed previously and there appears to be a potential conflict between the Association's By-Laws and the Standard Operating Practices (SOP). Historically the membership has belonged to the municipality.

As written in the SOP – “A membership paid for by a municipality or county may be transferred to a new incumbent upon written request to the MCANJ Treasurer by that agency.” (page 20 of 53)

After further discussion, a motion was made by First Vice President Kazmark, Seconded by President Mitch and approved on voice vote to include an additional statement to the current language in the SOP, which would state that if the member has paid his/her current dues with personal funds, the member shall retain the then current membership for the balance of the membership period.

XI. RMC Exam Results (27% pass rate from October 2014 exam).

President Mitch reported that the pass rate from the October test was 27%, down from the previous results. There is a meeting to be scheduled to hopefully identify the cause of this low pass rate.

XII. Evaluation Sheets not required for CEU's (per DCA)

President Mitch reported that course evaluation sheets are not required to receive CEUs at education courses and confirmed by the DCA.

XIII. Registered Municipal Clerks at NJLOM (November 2014 @ 511)

President Mitch reported that there were some 511 Clerks, Deputy Clerks and/or County Clerks registered for the NJLOM Convention this past November. An increase over the year prior, approximately 440, and significantly more than the number of attendees who attended the Annual Meeting when the Annual Meeting was held in conjunction with the November event.

XIV. NJTV interview (OPRA).

President Mitch stated that he has received positive response to his TV interview regarding OPRA and that he has heard that Sonia Das from Senate Majority Leader Weinberg's office wants to set up a meeting to discuss amendments to OPRA. Hopefully, there will be more to follow.

XV. Edgewater Fire

President Mitch reported that he was approached by Neil Grant, recently retired Fort Lee Municipal Clerk, to determine if the Association could/would consider making a donation to the families who lost their homes in the fire disaster. Unfortunately, donations of this type would not be permitted under our By-Laws.

XVI. Municipal Clerk's Week May 3-9

President Mitch encouraged all Municipal Clerks to have their governing bodies pass a resolution dedicating the week of May 3 through the 9th, as Municipal Clerk's Week.

f. IMMEDIATE PAST PRESIDENT – NANCY SAFFOS
Policy Updates

Unavailable to attend the meeting due to family illness out of state, but has communicated via email with the President during the meeting. President Mitch stated that the Immediate Past President is committed to updating the SOP and Job Responsibilities, and Second Vice President Szabo volunteered to help in that endeavor.

g. EXECUTIVE DIRECTOR – JOEL POPKIN

I. Bonding Update

The Executive Director reported that the request for a quote for bonding the Executive Board members was released and the carrier declined to quote. The Executive Director is looking for a list of other carriers who may be contacted. President Mitch stated that if any of the Executive Board members has a contact, to have that contact reach out to the Executive Director.

II. Financial Controls Policy

The Executive Director stated that the financial controls were never formally adopted and President Mitch stated that they need to be put on hold until it is determined that the Association can get the bonding.

III. Legal Defense Fund

The Executive Director reported that the balance in the LDF fund is \$125,423.50.

h. UPDATES

- I. MCANJ President or Representative on GRC
- II. OPRA/OPMA
- III. Common Sense Shared Services

President Mitch reported that there are no updates to report on these items.

i. UPCOMING DATES

Advisory Board Meeting, March 13, 2015
Annual Meeting, April 27, 2015
Executive Board Meeting, May 8, 2015
IIMC Conference, May 17 – 20, 2015
Transition Meeting, June 19, 2015

j. ADDITIONAL CONVERSATION REGARDING FILING DEADLINE FOR EXECUTIVE BOARD

First Vice President Kazmark suggested that at this time the three suggestions made by Association Counsel appear to be the three under consideration. Discussion followed regarding the procedure to amend the By-Laws and the notification requirements.

Treasurer Zawadski questioned whether any other late application was previously accepted in the past and a lengthy discussion followed.

A motion was made by President Mitch, seconded by Treasurer Zawadski, to recess the meeting at 12:08 PM and reconvene upon the conclusion of the Education Committee's Meeting.

At the conclusion of the Education Committee Meeting, at 1:37 PM, the Executive Board continued with its meeting with the following in attendance:

President, John Mitch
1st Vice President, Keith Kazmark
2nd Vice President, Denise Szabo
Treasurer, Dina Zawadski
Secretary, Kevin Galland (Conference Call)
Executive Director, Joel Popkin (Conference Call)

The discussion regarding the application of the Second Vice President continued.

After a brief discussion, President Mitch then asked the Board to support him in asking the Secretary to accept the application of Ms. Zawadski, all be it that it was late, so that she may continue in her role, come July 1st, as Second Vice President, and at the same time, the President charged the By-Law committee to address an issue like this, should come up again in the future.

First Vice President Kazmark stated that he supported the request based on past practice and Second Vice President Szabo also supported the request. No formal vote was taken by the Board.

k. ADJOURNMENT

Motion made by First Vice President Kazmark, seconded by Second Vice President Szabo, and unanimously passed by voice vote at 1:42 PM.

Respectfully submitted by:

Kevin Galland, MCANJ Secretary