

**WESTERN RESERVE MUNICIPAL CLERKS ASSOCIATION
MEETING MINUTES
Wednesday, October 7, 2020**

The meeting was held remotely via Zoom due to the Covid-19 meeting restrictions.

Vice President Alisa Novak called the meeting to order at 12:06 p.m. with the following members present:

Alisa Novak, Vice President, City of Willoughby
Lisa Benedetti, City of Mayfield Heights - Retired
Mary Betsa, Village of Mayfield
Regina Cahill, City of Highland Heights
Amy Day, City of Chardon
LaVette Hennigan, City of Ashtabula - Retired
Kimberly McKinley, Village of Geneva-on-the-Lake
Kelly Miller, City of Lyndhurst
Stacy Sensky, Treasurer, City of Ashtabula

WELCOME

Vice President Alisa Novak welcomed everyone to the meeting.

APPROVAL OF MEETING MINUTES

LaVette, seconded by Kim, moved to approve the April 22, 2020 meeting minutes as submitted.
All in favor, motion carried.

TREASURER'S REPORT

Stacy reported for April, May, June, July, August and September. There was no activity during these months. The balance as of September 30, 2020 was \$1,456.61.

Stacy met with an accountant regarding the matter of the Association becoming a 501(c)(3) (non-profit, charitable organization) under IRS regulations and filing with the State as an organization. He had three suggestions. One was to try to fall under the umbrella of a parent organization such as the Northeast Ohio Municipal Clerks Association (NEOMCA) or the Ohio Municipal Clerks Association (OMCA). Neither group was open to this option. The other was to apply for the 501(c)(3) status, which costs around \$600 and if granted the Association would need to file a 990N with the IRS each year. The third was to remain with the status quo, and hope that nothing happens. Stacy noted that our current bank, Dollar Bank, allows us to be a client as is, but we cannot go anywhere else with our current status, as they all require the State listing. Lisa stated there was no need for the Association to have the 501(c)(3) status, as we do not need charitable status. Stacy stated the organization has to show up on the Secretary of State's website for the banks to open an account, but does not have to have the charitable status. The State has a designation for an unincorporated association, which the group would still need to apply for and there is a slight fee. Members stated that this status had been discussed in previous years, but was dropped. LaVette inquired if these requirements are new, since the WRMCA has been around for 31 years and do the OMCA and NEOMCA have 501(c)(3) status. Stacy replied both groups do and perhaps in the banking industry this is a newer requirement. She feels it is a precarious position for the Association going forward by not being listed on the State's website. LaVette commented perhaps the WRMCA can get the unincorporated association designation, if it remains an active association. Stacy agreed that was the big question and further stated as Treasurer she wanted a bank closer to her and US Bank requires the Association be listed on the Secretary of State website as either 501(c)(3) status or unincorporated association, which it currently is not. The group would need to register to be listed. Alisa said we should continue with the meeting and can come back to this matter since the bigger issue is if the Association will continue.

NEW BUSINESS

• **Vote for New Association President and Future of WRMCA:**

Alisa stated that Dr. Khadijah Guy resigned as President as her employment with the City of East Cleveland was terminated. Alisa cannot assume the Presidency, so a new president is needed to be elected. She would remain as Vice President, if someone steps up. Right now it is just Stacy and she as officers, since Bernice Schreiber left her position in Hunting Valley and did not respond to Alisa's email of if she would remain Secretary. They cannot continue with only the two of them as officers. LaVette commented she thinks there needs to be a commitment to the Association for it to continue. What does the Association look like, are we tapped out, can it be formed into something else, and if it should be the end. Things have changed over the years and perhaps there is no need for the Association anymore. Technology has made things different. There has been a struggle over the past several years to keep the Association going by getting members to be officers, because we did not want to disband. Kelly noted she has been a member for three years and this conversation has been ongoing. She asked what the Association is doing to recruit new members. She enjoys being a member for various reasons, such as educational sessions, having a sounding board and just being able to send emails, but she cannot commit to being an officer at this time. Alisa likes what the Association does and the connection, but would like more people to step up and she is too busy to commit to being President again. Kim agreed and stated she is moving in too many different directions to take the presidency, although she might consider a lesser position. Maybe the Association needs a pause since this year has been so crazy for everyone with the Covid-19 situation. LaVette agreed about a pause and noted the OMCA is also having difficulty filing board positions. The landscape is changing. However, if there is a pause, then who brings the Association back. Someone needs to take the lead.

Stacy commented she is concerned with a pause because of the bank situation. Perhaps the Association could be dissolved and then re-created properly with the State listing. She does not feel comfortable with that aspect. Kim stated the Association does not need to be a 501(c)(3) organization, we just need to file with the Secretary of State. She will check with an accountant and she asked Stacy to send her any questions and she would look into it. She is not uncomfortable with the bank situation, it is just a matter of switching banks, if necessary. Kim asked if we could merge with the NEOMCA. It would be better to have a speaker at the meetings, as it looks better for her administration than just getting together to network. Alisa asked what merging would mean and commented she has been a member of both organizations, but has not been able to attend any of NEOMCA's online trainings. Kim stated the WRMCA members would join NEOMCA and the WRMCA money would be dispersed. Training is very important, but online training can be difficult, as one can be interrupted in the office or at home.

Amy pointed out there has been difficulty just getting members to attend meetings, let alone becoming officers. She feels it is time to dissolve the Association even though she loves everything it stands for. Perhaps the closeness of the members can continue, but officially it may be time to end. Regina agreed. Everything is changing, with so many more part timers, so perhaps going with a bigger group would be better. Mary noted clerks are getting more job duties and the demands seem to be greater. It is different from when she first joined. Everyone has not only work, but family time constraints. Alisa stated she has reached out to new clerks in the area, but they either are not interested or never responded. Mary added that a few years ago she did a membership drive by reaching out to everyone in the area who were not members and there was no interest. Alisa stated without enthusiasm and interest from everyone, what is the point of keeping the Association going. LaVette pointed out that we have tried many things over the last few years to keep the Association going and to get people to meetings, but something seems to

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keep happening and maybe it is time. Lisa thinks it is time to dissolve. This has been an ongoing issue for several years and while she believes it is a great group, the time has come. Kim remarked it looked like 24 members were listed last year, but people have lost jobs this year and maybe are working less hours. Hopefully next year will improve, as this year has been very trying. She wondered if we could reach out to all members via email to see if the Association should continue or be dissolved. Stacy asked if we should vote today or send out an email to all members. Mary added this is a serious decision and she would want all members to have a vote. She is also afraid of losing our furthest members by only having NEOMCA available, since it meets in Parma. Alisa noted electronic voting is permitted by our bylaws, if the Executive Committee deems it is necessary and the vote would be ratified at the next meeting. Alisa agrees that it should be a vote of the whole membership and Stacy agreed. Kelly agreed too and suggested possibly NEOMCA could have a hybrid meeting for members more distant. Mary liked that suggestion even when meetings go back to in person. Kim thought that could be done with the WRMCA too, if it continues. Stacy has noted the closeness of the group and believes it could continue even informally in some form.

Alisa read from the Bylaws, Article XI: Dissolving the Association, which states the remaining funds are gifted to the OMCA, the IIMC or another 501(c)(3) organization at the recommendation of the majority of the members. LaVette asked if we could stay an Association and just meet once a year. This is hard for her and she wondered if we had exercised all options. Amy asked if people would pay dues for that. LaVette replied there would not have to be dues. Kelly clarified then if we keep the Association, would we donate the money to another organization so there would be no financial obligations and no need to file with the State and therefore, we could just have an informal group with or without officers to just organize once or twice a year. LaVette said that was good and could be considered. Should we vote to send the question to all members about dissolving? Alisa said yes and asked if the email should also ask where the money would be dispersed, if the Association is dissolved. Mary noted since it is near the end of the year, the Association should still make its charitable donation. Typically it is \$400, which can be split between two organizations. Kelly suggested if the email goes out now then the motion could be made at the November 18 meeting to dissolve or not. Members should be encouraged to join the meeting to vote. Let them know there was a lengthy discussion today and the matter would be on the November 18 meeting agenda. If they cannot make the meeting, they can vote electronically. LaVette explained the vote can only be done at the meeting by all in attendance or electronically by all via the email. If it is done electronically, it would then be ratified at the November 18 meeting. Alisa stated then the motion to dissolve should be sent electronically. Amy agreed an email should be sent so everyone has a chance to vote. Stacy mentioned she could create a spreadsheet to attach to the email to allow everyone to cast a vote and suggest which charity would get money for 2020. She could keep track of the responses.

LaVette, seconded by Kim, moved to put the question to the full membership as to whether to dissolve the Association or to continue forward and where to send a charitable donation for this year, the results of which would be ratified at the November 18, 2020 meeting. *All in favor, motion carried.*

Kelly and Mary left the meeting.

Alisa asked if there should also be the question of where the money would be dispersed, if the vote is to dissolve the Association. Amy believed that could be asked at the November 18 meeting once it was determined if the Association would be dissolved or not.

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ADJOURN: Hearing no further business, Vice President Novak adjourned the meeting at 1:20 p.m.

Approved _____

Alisa Novak, Vice President

Lisa Benedetti, Acting Secretary