



# *Citizen Corps Council of Manchester, Missouri*

## **BYLAWS**

### **Article I – Name and Address**

*Section 1.1: Name* - The name of the Corporation shall be Citizen Corps Council of Manchester, Missouri, hereafter referred to as CCCMM. It shall incorporate under Missouri statutes for not-for-profit corporations.

*Section 2: Address* – 14318 Manchester Road, Manchester, Missouri 63011

### **Article II – Purpose and Goals**

*Section 2.1: Purpose* - The purpose of this Corporation is to build partnerships between the City of Manchester, its residents and organizations within the community, and with this partnership, make the City of Manchester safer, stronger and better prepared to respond to the threats of terrorism, crime, public health issues, and disasters of all kinds. This can be accomplished by harnessing the power of every individual within the City of Manchester through education, training, and volunteer service. The Corporation shall implement its purpose by coordinating Citizen Corps programs including, but not limited to:

- The Community Emergency Response Team (CERT) Program
- The Neighborhood Watch Program

*Section 2.2: Nonprofit Status* - The Corporation shall not operate for pecuniary gain or profit, and shall not pay any dividends. The Corporation may maintain one or more reserve and contingent funds as may be deemed advisable for the purposes of the Corporation.

#### *Section 2.3: Goals*

1. To educate, publicize, motivate and empower.
2. To keep the City of Manchester in the forefront of preparedness.
3. To provide liaison between citizens and response agencies.

### **Article III – Board of Directors**

*Section 3.1: General Powers* - The affairs of the Corporation shall be managed, supervised, and controlled by its self-perpetuating board of directors.

*Section 3.2: Number* – The number of directors shall be not less than three (3) nor more than fifteen (15) persons.

*Section 3.3: Tenure* - Directors shall be elected for term of three (3) years, at the annual meeting of the board of directors. The term of office shall commence immediately upon election. A director shall serve until his or her successor is elected and qualified, unless otherwise determined by the board of directors. Approximately one-half of the director's terms shall expire annually.

*Section 3.4: Election* – Each director shall be elected by a simple majority of the current members of the board of directors.

*Section 3.5: Vacancies* – Any vacancies shall be filled as stipulated in Section 3.4. The new Director shall serve the remainder of the unexpired term. However, vacancies need not be filled unless such a vacancy would result in fewer directors remaining on the board than the minimum stipulated in Section 3.2. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by constituent directors comprising the then current board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent Director. When vacancies occur, the board shall consider the following criteria for the selection of board members:

1. 2/3 of board members shall be residents or business owners in the City of Manchester.
2. The board of directors shall regularly seek the advice and counsel of the beneficiaries of all activities promoted by the Corporation in all its decisions.
3. The initial members and their respective terms of the board of directors shall be as shown in Table 1. At the completion of the initial term, tenure as outlined in section 3.3 will apply.

**Table 1**

| <b>Title</b>       | <b>Name</b>            | <b>Address</b>                                 | <b>*Initial Term (Years)</b> |
|--------------------|------------------------|--|------------------------------|
| Director/Secretary | Brinkley, Thomas (Tom) | 901 Dover Falls, Dr.<br>Manchester, MO 63021   | 3                            |
| Director           | DeWitt, Susan          | 610 Vitry,<br>Manchester, MO 63011             | 2                            |
| Director           | Dunker, Dorothy        | 314 Henry Ave,<br>Manchester, MO 63011         | 1                            |
| Director/Treasurer | Meyer, Vicki           | 805 Dunraven,<br>Manchester, MO 63021          | 1                            |
| Director/Chair     | Moore, James (Jim)     | 851 Whispering Meadow,<br>Manchester, MO 63021 | 2                            |

\*To begin from the date the bylaws are voted into effect.

*Section 3.6: Resignation* – Any Director may resign by giving written notice to the Chair. The resignation shall be effective at the next regular meeting of the board of directors.

*Section 3.7: Removal* – Any Director may be removed with or without cause by a majority of the remaining Directors.

*Section 3.8: Compensation* – Directors shall not receive compensation for their services as Directors.

#### **Article IV – Meetings of the Board**

*Section 4.1: Place of Meetings* - All meetings of the board, regular, annual, or special, shall be held at the principal office of the corporation at such time and place within the State of Missouri

as shall be determined by the chairperson or, if not designated by the chairperson, then as determined by the board of directors

*Section 4.2: Regular Meeting* – Quarterly meetings shall be conducted on the 2<sup>nd</sup> Tuesday of the months of January, April, July, and October. The regular meeting shall be held for the purpose of conducting the regular business of the corporation.

*Section 4.3: Annual Meeting* – Beginning with the year 2006, the annual meeting of the board of directors shall be held on the 2<sup>nd</sup> Tuesday of the month of January. The annual meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting.

*Section 4.4: Special Meetings* – Special meetings of the board may be called by or at the request of the Chair, or any two directors.

*Section 4.5: Notice* - Notice of the time, place and purpose of special meetings shall be given five (5) days in advance, either written or in person. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

*Section 4.6: Attendance* – If a member of the board of directors does not attend three consecutive regular meetings of the board of directors, the body will consider that position subject to termination unless extenuating circumstances exist, as determined by the Chair. That board member may be removed by an action of the majority of the remaining board members present at a regular or special meeting.

*Section 4.7: Meetings Using Electronic Media* – Members of the board of directors or members of any committee designated by the board of directors may participate in and hold a meeting of that board or committee, respectively, by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

*Section 4.8: Action By Consent* – Any action which is required to be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the board or of the committee as the case may be. The consent shall have the same force as the effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the board of directors or of the committee as the case may be.

*Section 4.9: Quorum* - A simple majority of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

*Section 4.10: Manner of Acting* - The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the board of directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.

*Section 4.11: Proxy Voting* – From time to time, when circumstances preclude attendance at or participation in the business of the board of directors, an individual director may assign his/her board responsibilities to a current fellow board member who is charged with unlimited decision-making capabilities on behalf of that director insofar as the Council is concerned. The designee will be empowered to fully represent the director for the purposes of board discussion, management, voting, and similar actions. The Director must inform the board via email or other print medium, of his inability to be present, and must formally identify the designee by name so that records of such meetings may accurately reflect this assignment.

## **Article V - Officers**

*Section 5.1: Officers* - The officers of the CCCMM shall be the chairperson, Secretary, and Treasurer.

*Section 5.2: Election* – The officers of the corporation shall be elected annually at the annual meeting of the board of directors.

*Section 5.3: Tenure* – Each officer shall take office at the annual meeting of the board of directors and shall serve for a term of one (1) year.

*Section 5.4: Removal* - Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. Such action requires approval of two-thirds of the board present at the meeting. The proposed action must be included on the pre-meeting announcement agenda

*Section 5.5: Duties* - The officers shall perform those duties customarily assigned to the offices held.

- 1) Chairperson – The chairperson shall preside at the meetings of the CCCMM; be the CCCMM principle representative; make committee appointments; be responsible for the general conduct of the business of the organization.
- 2) Secretary – The secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provision of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary. Serves as chairperson in the absence of the Chair.
- 3) Treasurer – The treasurer shall be responsible for keeping and receiving records of all the funds of the Citizen Corps of Manchester, Missouri; deposit such funds in a

depository approved by the officers; and pay authorized expenses upon order of the officers.

*Section 5.6: Resignation* – Any officer may resign by tendering a resignation in writing to the Chair of the Corporation.

*Section 5.7: Vacancies* - A replacement member shall be elected by an affirmative vote of a majority of the remaining current members. A replacement member shall complete the term of the member who was removed or has resigned, and shall then be subject to the election procedures.

*Section 5.8: Immediate Past Chair* - The immediate past chairperson may serve as an ex-officio officer providing assistance to the chairperson and other officers until a transition has been completed.

## **Article VI – Committees**

*Section 6.1: Committee Appointment* – The board of directors, as necessary, may designate regular or special project committees, or such committees as designated by the chairperson. The chairperson of a committee shall be a representative from the board of directors.

*Section 6.2: Committee Meetings* – Meetings of each committee may be called by its chairperson or by the CCCMM chairperson on five (5) days notice to the members of the committee. Committees shall meet as often as is necessary to conduct their business.

*Section 6.3: Committee Minutes* – All committees shall keep minutes of committee meetings and present a summary of the minutes at regular CCCMM meetings. Copies of complete minutes shall be provided to the CCCMM secretary.

*Section 6.3: Committee Voting* – The action of the majority of the members present and voting at a committee meeting shall be the action of the committee.

*Section 6.4: Committee Authority* – No such committees shall have the authority of the board of directors in reference to amending, altering or repealing the Bylaws, electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation, or amending, altering or repealing any resolution to the board of directors, which, by its term, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the board of directors, or any individual Director, of any responsibility imposed on it or him/her by law.

*Section 6.5: Committee Dissolution* – The board of directors may, in its sole discretion, dissolve any committee with or without cause. Such dissolution shall require approval by a majority of the board of directors.

*Section 6.6: Committee Vacancies* - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Article VII – Amendments**

*Section 7.1: Amendments* – These bylaws, and any proposed changes, shall become effective immediately upon ratification by a two-thirds majority vote of the members present and voting at any duly called meeting or special meeting of the corporation called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

## **Article VIII - Budget and Finance**

*Section 8.1: Funds Dispersal* - Any CCCMM funds collected can only be dispersed with the approval of the board of directors. Pre-approval is authorized. All funds from external organizations will be used for promoting the goals of the corporation.

*Section 8.2: Dissolution* – In the event of the dissolution of CCCMM, any remaining funds will be sent to the American Red Cross St. Louis Area Chapter.

*Section 8.3: Auditing* - The Chair shall appoint an auditing committee of two (2) regular board members to review and reconcile CCCMM funds. Review and reconciliation shall occur at least annually and when there is a turnover of the treasurer position. Review and reconciliation coincident with treasurer turnover shall constitute the annual audit. The Chair of the audit committee shall report his or her findings at the regularly scheduled meeting next following the audit.

## **Article IX – General Provisions**

*Section 9.1: Contracts* - The board of directors may authorize any officer or officers to enter into any contract on behalf of the corporation. Such authority must be in writing before signing of any contract.

*Section 9.2: Checks, Drafts, Etc.* - All checks, drafts and other orders for the payment of money shall be signed by such officers as the board of directors may designate. Checks over the amount of \$1,000 shall require the signature of two authorized officers.

*Section 9.3: Gifts* - The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes of for any special purpose of the Corporation. They may not accept such gifts on their own behalf or for their personal benefit.

*Section 9.4: Contracts* - There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute's book which shall contain a copy of the Articles of Incorporation, the Bylaws and all minutes of all the meetings of the board of directors. The Corporation shall also keep copies of the organization's IRS information returns (Form 990) and minutes of the proceedings of any committees having

the authority of the board of directors. Any Director or his agent or attorney may inspect all books and records of the organization for any proper purpose at any reasonable time.

*Section 9.4: Fiscal Year* - The fiscal year shall begin January 1 and shall end December 31.

**Article X – Parliamentary Authority**

*Section 10.1: Roberts Rules of Order* – Robert’s rules of Order Newly Revised shall govern the Community Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this 9<sup>th</sup> day of August 2005.

1. Print \_\_\_\_\_ Signed \_\_\_\_\_
2. Print \_\_\_\_\_ Signed \_\_\_\_\_
3. Print \_\_\_\_\_ Signed \_\_\_\_\_
4. Print \_\_\_\_\_ Signed \_\_\_\_\_
5. Print \_\_\_\_\_ Signed \_\_\_\_\_