

**BYLAWS
OF
MISSOURI CITY/COUNTY MANAGEMENT ASSOCIATION, INC.**

**ARTICLE ONE
NAME AND PURPOSES**

Section 1.1. Name. The name of the Corporation shall be Missouri City/County Management Association, Inc., and for designation purposes, it is referred to in these Bylaws as “Corporation.”

Section 1.2. Purpose.

- a. To aid in the improvement of local government administration and to increase the proficiency of city/county management personnel in Missouri.
- b. To encourage and assist city/county management personnel to administer the affairs of their cities in accordance with the best methods developed through training and actual experience.
- c. To promote efficiency in local government by encouraging the employment of city/county managers and administrators professionally trained for the technical job of administration.
- d. To promote the introduction of the best principles of advanced administrative organization and practice for the proper coordination of all administrative activities under the general supervision of the city/county manager or city/county administrator.
- e. To promote in the city/county manager and the city/county administrator a devotion to a high ethical code of conduct, a deep sense of social responsibility to the community, and a firm belief in the worth of the services rendered by governments.
- f. To cooperate with the Missouri Municipal League in carrying out the purposes set forth in its Constitution and Bylaws.
- g. The Corporation is organized exclusively for professional, educational, and scientific purposes under the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes for which the Corporation is formed are more specifically set out in the Articles of Incorporation (hereinafter referred to as the “Articles”).

**ARTICLE TWO
CORPORATE OFFICES & MEMBERSHIP**

Section 2.1. Principal Office. The principal office of the Corporation in the State of Missouri shall be located at 1727 Southridge Drive, Jefferson City, Missouri 65109. The Corporation shall have such other offices at such place or places, either within or without the State

of Missouri, as the Board of Directors (hereinafter referred to as the “Board”) may from time to time designate or as the affairs of the Corporation may require from time to time.

Section 2.2. Registered Office. The Corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri General Not for Profit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered agent may be changed from time to time by the Board.

Section 2.3. Membership. Each Shareholder shall be a Member of the Corporation

- a. Full Membership. Any duly appointed Chief Administrative Officer (CAO), Manager, Assistant CAO, Assistant Manager, or an individual which has general administrative responsibilities and is recommended by his/her CAO of any municipality in the State of Missouri may hold Full Membership in the Corporation. Membership is non-transferable and it shall be in the name of the individual and shall not attach to the position or organization.
- b. Associate Membership. Any person who does not meet the qualifications for the above full membership category but qualifies to be a member of the International City/County Management Association may hold an Association Membership in the Corporation.
- c. Student Membership. Any person who is enrolled as a student in a college or university public administration or public policy program may hold Student Membership in the Corporation.
- d. Life Membership. Any member who has retired from active service with a municipality or county and who, in the opinion of the Board, has made an outstanding contribution to the development of the profession may be granted a life membership by unanimous vote of the Board. Benefits for life members include a waiver of the annual dues and complimentary registration at the Annual Spring Conference.
- e. Corporate partners. Corporate partners, which include those participating in the Friends of MCMA shall be entitled to attend MCMA events as prescribed. However, these individuals shall not be considered members of the organization.
- f. All membership levels can serve on committees, apply for scholarships, and participate in training, professional development, and events.

Section 2.4. Application for Membership. As a prerequisite for consideration for membership, all applicants shall complete a membership form. Submission of the membership form requires acknowledgement of adherence to ICMA Code of Ethics. It is also required that a completed application be filed when reinstatement of membership is requested.

Section 2.5. Member Benefits. Members of the Board and their fellow employees may compete for scholarships or other member benefits offered by the Corporation provided that all

applicable eligibility requirements are met and members seeking any scholarships or other benefits recuse themselves from the selection process.

ARTICLE THREE **BOARD OF DIRECTORS**

Section 3.1. Directors in Lieu of Members. The Corporation shall have a standing and self-perpetuating Board, in which Board shall be vested all of the powers and authority enumerated below. The Board shall be made up of:

- a. President;
- b. First Vice President-President Elect;
- c. Second Vice President;
- d. Immediate Past President; and,
- e. Three Board Members.

Section 3.2. Powers. The property and business and affairs of the Corporation shall be controlled and managed by a Board initially composed of seven (7) persons, consisting of natural persons who are citizens of the United States, with the members of the initial Board as listed in the Articles of Incorporation. Each Board member shall serve as a Director until the expiration of his or her term, or until he or she dies, resigns, or is removed or replaced in accordance with these bylaws. The number of Directors to constitute the Board shall be seven (7), unless and until changed by amendment to this bylaw, provided, however, that there shall always be at least three (3) Directors. All corporate powers of the Corporation shall be vested in and exercised by the Board.

The Board shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to: supervise, control, direct, and manage the property, affairs, and activities of the Corporation; determine the policies of the Corporation; do, or cause to be done, any and all lawful things for and on behalf of the Corporation; exercise, or cause to be exercised, any and all of its powers, privileges, or franchises; and, seek the effectuation of its objects and purposes; provided, however, that (a) the Board shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a corporation organized under the laws of the State of Missouri, (b) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation, and (c) all income and property of the Corporation shall be applied exclusively for its not for profit purposes.

The Board may approve by contract the engagement of services to provide various administrative functions to the Corporation. These functions may include, but are not limited to, maintenance of records, budgeting, accounting, financial services, marketing, Committee support, and membership management. The engagement may include the appointment of an Executive Director who shall be responsible to the Board.

Section 3.3. Selection, Number, Qualifications and Tenure. Except as set forth in this section, each member of the Board, including any future Director, shall hold office continuously for a period of two years from the date of his or her appointment unless earlier terminated by his or her resignation, removal, or death. No Board member shall serve more than three consecutive two year terms. Selection of Board members shall be pursuant to Section 4.2. Vacancies on the Board shall be filled as provided herein. The Executive Director of the Corporation, if any, shall also attend and participate in all meetings of the Board as an ex-officio, nonvoting member of the Board.

Section 3.4. Regular and Special Meetings. The Directors may hold their meeting and keep the books of the Corporation at the principal place of business of the Corporation in this state or at such other places as they may from time to time determine and as may be permitted by law.

The annual meeting of the Board shall be held on the First Monday in January in each year at such place and time as shall be determined by the Board or on such other date as may be determined by the Board. Regular meetings of the Board may be held in accordance with any schedule adopted by the Board and sent to each Director, and no other such notice of such regular meetings need be given. If the Board does not adopt a schedule for its regular meetings, such meeting shall be held at times and places specified by the Chairman and communicated to each Director by notice.

Special meetings of the Board may be called by the Chairman or any two (2) Directors. The notice for any special meeting of the Board shall be given by the Secretary to all Directors. Meetings of the Board may be held within or without the State of Missouri at such place as is indicated in the notice or waiver of notice thereof.

Section 3.5. Notices. Notice of the date, time and place any regular or special meeting of the Board shall be given no fewer than ten (10), or if notice is mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60) days before the meeting date, by written notice delivered personally or sent by mail, facsimile transmission, or telegraph to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. If notice be given by facsimile transmission, such notice shall be deemed delivered when sent (provided the sender retains facsimile device documentation confirming such delivery). Whenever any notice is required to be given, and Director may waive notice of any meeting in writing, whether before or after the time stated therein, and such waiver shall be deemed equivalent to receipt of such notice. The attendance of a Director at any meeting shall also constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 3.6. Quorum; Manner of Acting. At all meetings of the Board, the presence of a majority of members of the Board shall be necessary and sufficient to constitute a quorum, but

if less than a quorum of Directors is not present at any meeting of the Directors, the Directors present as the meeting may adjourn the meeting, from time to time, to a subsequent date without further notice, provided a quorum is present at such deferred meeting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Members of the Board may participate in an annual, regular, or special meeting of the Board by means of a conference telephone or similar communications equipment whereby all Directors participating in the meeting can simultaneously hear each other during the meeting, and participation in a meeting in this manner shall constitute the presence in person by such Director at a meeting.

Section 3.7. Removal. In addition to the procedures available under law for the removal of a Director, any Director may be removed from office for willful neglect of office, willful failure to carry out the duties and responsibilities assigned to said Director, or willful violation of the Articles, these Bylaws, or any rules and/or regulations of this Corporation adopted by the Board. Removal shall be effected by the remaining members of the Board, and such Directors shall, in the event they shall determine removal is called for, notify the Director subject thereto of the basis for the removal proceedings and an opportunity shall be provided to said Director for a fair and impartial hearing before the remaining Board members. Removal from office shall be effected by an affirmative vote of two-thirds of the remaining members of the Board present at any annual, regular, or special meeting. In the event of the removal of a Director under the provisions of these Bylaws, said removal shall automatically terminate his/her tenure as a member of the Board and as an officer, if he/she is then serving in such capacity.

Section 3.8. Vacancies. Vacancies on the Board occurring by reason of the expiration of a Director's term, death, resignation, removal, or any other reason whatsoever shall be filled by election of a successor Director.

Section 3.9. Compensation. Directors as such shall not receive any stated salaries for their services as such, but, by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation or reimbursement of expenses therefor.

Section 3.10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action to taken, shall be signed by all of the Directors.

ARTICLE FOUR **OFFICERS**

Section 4.1. Officers. The initial officers of the Corporation shall be a President, First Vice President, Second Vice President, Immediate Past President, and any other officer designated by the Board, all of whom shall be appointed or elected annually by the Board. The Vice Presidents

and Board Members shall be selected annually at the regular meeting and shall assume office immediately following the meeting of their election. First Vice President-President Elect of the previous term shall become the President and shall assume office immediately following the meeting of the election of the Board. The Board Members' terms shall be two years and shall be staggered.

Section 4.2. Election and Term of Office. The officers and Board members of the Corporation shall be elected annually at its annual meeting. If the appointment or election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board.

- a. The Board members or officers shall be elected from among the full members of the Corporation and shall be elected by a majority vote of the members casting ballots in the election.
- b. A Nominating Committee shall be appointed by the President consisting of five (5) members, one of whom shall be a past president of the Corporation. The committee shall invite members to submit recommendations for nominations and also shall inform members that names may be placed in nomination by petitions signed by at least ten (10) full members of the Corporation. Petitions must be received by a date set by the committee, which shall be at least forty-five (45) days prior to the annual meeting. The Nominating Committee shall take into account geographic balance of the Board in its considerations.

Not less than thirty (30) days prior to the annual meeting, the nominating committee shall mail or electronically deliver to each full member a ballot containing the names of all candidates for each office and shall identify the manner in which each nomination has been made (by committee, by petition, or both). The ballot shall provide a space for writing in the names of additional candidates. Ballots shall be returned to the Corporation by mail or electronically at least seven (7) calendar days prior to the annual business meeting. The Nominating Committee shall open and count such ballots prior to the annual business meeting and announce the results at said meeting. In the event of a tie for any office, the membership shall vote by written ballot at the annual business meeting.

The Nominating Committee shall take such action as deemed prudent to assure that such ballots remain confidential and to ensure the integrity of the election process. Candidates shall have the right to review the ballots cast prior to the annual meeting. All ballots shall be destroyed immediately following the annual conference.

Section 4.3. Officers. Each officer shall hold office until his successor shall have been duly appointed or elected and shall have qualified. The Officers of the Corporation shall have the following duties:

President – The President shall be the chief executive officer of the Corporation and (if not already a Director) shall preside at all meetings of the Directors at which he or she is present and entitled to participate in Board meetings. The President shall perform

such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute contracts, except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall make all chairperson and committee member appointments to standing and special committees, and represent the Corporation in its contacts with affiliates, ICMA, and other state associations and organizations.

First Vice President – President-Elect – The First Vice President – President-Elect shall provide general assistance to the President, chair the Spring Conference Committee, serve on such committees as may be assigned by the President, and preside over Corporation meetings in the absences of the President. The First Vice President – President-Elect shall facilitate the annual performance review of the Executive Director.

Second Vice President – The Second Vice President shall provide general assistance to the President, First Vice President – President-Elect, chair one of the subcommittees, and serve on such committees as may be assigned by the President.

Immediate Past President – The Immediate Past President shall provide historical context to the governing body and chair the Nominating Committee.

Section 4.4. Removal from Office. Any officer or Board member may be removed from office for willful neglect of office, willful failure to carry out the duties and responsibilities assigned to said officer, or willful violation of the Articles, these Bylaws, or any rules and/or regulations of the Board or the Corporation. Removal shall be by the Board, and such Board shall, in the event of the determination of liability of any officer for removal under the provisions of the preceding sentence, notify the individual subject thereto of the basis for removal proceedings, and an opportunity shall be provided said officer for a full and impartial hearing before such Board. Removal from office shall be effected by an affirmative vote of two-thirds of the members of such Board present at any annual, regular, or special meeting. In the event of the removal of an officer under the provisions of these Bylaws, said removal shall automatically terminate his/her tenure as a member of the Board.

Section 4.5. Vacancies. Vacancies occurring in any office by death, resignation, removal, expiration of the term of her/his appointment, or otherwise shall be promptly filled by the election of an individual to such office. Such election shall be held at any annual, regular, or special meeting of and by the Board, and shall be effected by an affirmative vote of a majority of Board members then present. Any officer so elected under the foregoing circumstances shall be entitled to commence her/his tenure as specified by the Board.

Section 4.6. Committees. Standing Committees of the Corporation shall be: Ethical Conduct Committee and other committees as determined necessary to support the organization's functions and priorities. Each committee shall consist of a Chairperson and a minimum of four (4)

full members, to be appointed annually by the President. The President may also appoint special committees as needed to address specific tasks or emerging issues.

ARTICLE FIVE **FISCAL YEAR**

Section 5.1. Fiscal Year. The fiscal year of the Corporation shall be the period from January 1 to December 31 of each year.

ARTICLE SIX **CONTRACTS, LOANS, CHECKS, DEPOSITS & DUES**

Section 6.1. Authorization of Contracts. The Board may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. The Corporation shall not make any loan to any officer or director of the Corporation.

Section 6.2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President and the Treasurer, or by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 6.3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 6.4. Gifts. The Board may accept (and delegate to one or more officers the authority to accept) on behalf of the Corporation any contribution, gift, bequest, or devise, whether outright or in trust, as a current or future interest, as real or personal property, or as tangible or intangible property, for the general purposes or any special purpose of the Corporation upon such terms and conditions as such Directors (and officer(s)) determine are necessary or appropriate.

Section 6.5. Dues.

- a. Annual dues for all membership categories shall be set annually by the Board. Dues shall become due and payable annually on July 1. Any member in arrears two months or more after the due date loses his/her right to participate in the Corporation until all delinquent dues are paid.

- b. Upon payment, a portion of all annual dues, as determined annually by the Board, shall be set aside for the Kathleen Mansfield Scholarship Program. At a minimum, the set aside amount shall be:
 - Full membership: ten dollars (\$10.00);
 - All other membership: five dollars (\$5.00);
 - Student membership: exempt.
- c. Upon written request to the President, an MCMA member may apply the amount of one (1) year MCMA membership dues to the first year International City/County Management Association membership dues.
- d. An individual who accepts a CAO, Manager, Assistant CAO, or Assistant Manager position for the first time with a Missouri city or county and was not previously a full member of MCMA shall, upon acceptance of application, be granted a complimentary first year of membership.

ARTICLE SEVEN

MEETINGS AND ETHICS

Section 7.1. Meetings

- a. The Corporation shall hold at least two meetings each year, such meetings to be held at a location to be designated by the Board.
- b. Special meetings may be held when called by a petition submitted to the President that is signed by at least fifteen percent (15%) of the full members of the Corporation. The President must schedule a date, time, and location for the special meeting and notify the membership of the same within thirty (30) days of receiving a valid petition. The special meeting must be held within ninety (90) days of receipt of the petition.
- c. Special meetings may be held at any time when called by the majority of the Board.
- d. A quorum consisting of twenty percent (20%) of the full members must be present at all meetings to transact business. Voting on all matters before the Corporation by mail, electronically, or at its regular or special meetings will be by full members only.

Section 7.2. Compliance with all Laws. Notwithstanding any provision of these Bylaws, the Board's powers concerning the management, conservation, and administration of its assets, both principal and income, are to be subject to and limited by the Missouri Revised Statutes. In case of any possible inconsistency between the Board's investment powers (described in the preceding Article of these Bylaws), the Missouri statutes, and the Code, the latter shall be determinative for all purposes, and the Board shall modify any proposed or pending actions affected accordingly.

Section 7.3. Ethics. The code of ethics of the International City/County Management Association, including any and all amendments adopted thereto, is hereby adopted by reference as the Code of Ethics of the Missouri City/County Management Association, Inc.

- a. The Ethical Conduct Committee (ECC), provided for and established herein, will review and investigate any claims of misconduct of a member. The ECC will serve as an advisory board to the Board, which will retain the power of levying final determinations, including that of discipline and expulsion.
- b. Disciplinary/Expulsion Procedure
 1. Any claim must be confidentially submitted in writing to the Board;
 2. The Board will review the claim and, if warranted, submit the same to the ECC for its review and investigation.
 3. The ECC will thoroughly and timely investigate the claim, providing all sides with fair, impartial due process. If a claim involves a member of the Board or ECC, the member will recuse himself/herself.
 4. At the conclusion of the investigation, the ECC will report its findings to the Board, which will then determine the appropriate course of action;
 5. If the Board determines that the ICMA Code of Ethics has been breached, it may discipline or expel the member. When determining the level of discipline, the Board will consider factors such as the severity of the infraction, prior violations, the willfulness of the violation, and the impact on the Corporation;
 6. Disciplinary/Expulsion options include the following:
 - i. Private Censure: Notice of determination submitted confidentially to those directly involved;
 - ii. Public Censure: Notice of determination submitted to the entire membership;
 - iii. Expulsion: Removal of a member and revocation of all membership privileges for a period of time;
 - iv. Lifetime Membership Ban: Permanent expulsion and bar from reinstatement.

ARTICLE EIGHT

ANNUAL REPORTS & AFFILIATIONS

Section 8.1. Reports. The Board shall cause the Secretary of the Corporation to file such annual reports as may be required by federal law and state law.

Section 8.2. Affiliations. The Missouri City/County Management Association, Inc., shall be formally affiliated with the International City/County Management Association (ICMA) and the Missouri Municipal League (MML).

ARTICLE NINE
GENDER- SINGULAR/PLURAL

Section 9.1. Gender/Number. Whenever the masculine gender is use in these Bylaws, the feminine gender, wherever appropriate, is also intended, and these Bylaws should be construed in a manner to effectuate this intent. Similarly, wherever the singular is used, the plural may also apply in appropriate circumstances, and vice versa.

ARTICLE TEN
AMENDMENTS

Section 10.1. Amendments. Amendments to these Bylaws may be proposed by the Board or by petition signed by fifteen percent (15%) of the full members of the Corporation and submitted to the President. If proposed by petition, the Board shall have up to thirty (30) days from the date of receipt by the President to review the proposed amendment(s) prior to submitting the proposal to the membership as outlined in this Article.

Written notice of the proposed amendment(s) shall be mailed or electronically delivered to all full members at least thirty (30) days prior to a ballot being sent out. Re-notification and ballots shall then be mailed or electronically delivered to all full members at least ten (10) days before ballots are due.

A simple majority of those casting a ballot received by the stated due date shall determine whether the amendment is adopted.

ARTICLE ELEVEN
DISSOLUTION

Section 11.1. Dissolution. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Adopted this ____ day of _____, 2019.

President

ATTEST:

Secretary