

BYLAWS

of

The Missouri Juvenile Justice Association

Article I Name and Purpose

- Section 1.1: **Name.** The name of the organization is: The Missouri Juvenile Justice Association
- Section 1.2: **Purpose.** The Corporation is organized for the charitable and educational purpose of promoting justice for children, youth, and families.

Article II Membership

- Section 2.1: **Classes.** There shall be two general classes of members: Individual and Organizational. Levels of membership are determined by the Board of Directors.
- Section 2.3: **Qualifications.** Membership may be granted to any individual or organization that supports the mission and purpose of the organization and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights.
- Section 2.4: **Dues.** Dues for membership shall be determined by the Board of Directors.

Article III Authority and Duties of Directors

- Section 3.1: **Authority of Directors.** The Board of Directors is the policy-making body and is responsible for overall policy and direction of the organization.
- Section 3.2: **Number and Selection.** The Board of Directors shall consist of up to 15 members and not less than three members. Each director shall hold office for a term of three years. Terms shall be staggered so that approximately one third of the Board of Directors' positions are ending each year. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by appointment of the President of the Board of Directors with consent of the Executive Committee. Directors will elect their successors. A director elected to fill a

vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.3: **Criteria for Selection.** Individuals elected to the Board of Directors must qualify as members, either through organizational or individual membership, and be current in payment of membership dues.

Section 3.4: **Board Elections.** During the first quarter of each calendar year, the Board of Directors shall elect Directors to replace those whose terms expire in April of that year. This election shall take place during a regular meeting of the Board of Directors, called in accordance with these bylaws.

Section 3.5: **Nominating Committee.** The President shall appoint a Nominating Committee consisting of three people. Nominating Committee members should include at least one Board of Directors member and the President of the Board. A general representative of the membership may be included on the Nominating Committee. The Nominating Committee shall be responsible for proposing candidates for full terms, as well as officers for the Board of Directors.

Section 3.6: **Election Procedures.** New Board of Directors members shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning the first day of May of each year.

Section 3.7: **Terms.** Each Board of Directors member shall be elected for a term of three years. Each Board of Directors member is eligible for re-election for one additional three year term. After completion of two three-year terms, Board of Directors members are ineligible for Board of Directors membership until at least one three-year term has passed.

Section 3.8: **Officers and Duties.** There shall be four officers of the Board of Directors, consisting of a President, Vice-President, Secretary, and Treasurer. Officers are elected for two year terms, with a maximum of two terms, with the exception of the officers whose terms end in 2008, who may be re-elected for a maximum of three terms. Their duties are as follows:

The President shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.

The Vice-President shall chair committees on special subjects as designated by the Board of Directors.

The Secretary shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all Board of Directors meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Directors member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each meeting. The Treasurer shall assist in preparation of the annual budget, help develop fundraising plans, and make financial information available to Board of Directors members and the public.

- Section 3.9: **Resignation, termination, and absences.** Resignation from the Board of Directors must be in writing and received by the President. A member shall be terminated from the Board of Directors due to excess absences, more than two unexcused absences in a year. A Board of Directors member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 3.10: **Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business may be reimbursed with documentation and in accordance with policies established by the Board of Directors.

Article IV Meetings

- Section 4.1: **Meetings and Notice.** Regular meetings of the corporation will be held at least quarterly, at the time and place determined by the Board of Directors. Notice of meetings shall be distributed in writing, either electronically or via mail service, at least two weeks prior to each meeting. Special meetings of the Board of Directors may be called upon the request of the President or one-third of the Board of Directors. The secretary shall send out notices of special meetings to each Board of Directors member at least two weeks prior to the special meeting.
- Section 4.2: **Quorum.** A quorum shall consist of at least 51% (fifty-one percent) of the Board of Directors members before business can be transacted or motions made or passed.
- Section 4.3: **Participation in Meetings.** Participation in meetings may be in person, by telephone conference call, or other electronic means, provided that all members can communicate clearly with each other.
- Section 4.4: **Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee consent may be taken without a meeting if all

the members of the Board of Directors or committee consent in writing, either electronically or on paper, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors.

Article V Advisory Boards and Committees

- Section 5.1: **Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees. The Board President appoints all Advisory Board or Committee Chairs.
- Section 5.2: **Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.
- Section 5.3: **Executive Committee.** The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Article VI Financial Administration

- Section 6.1: **Fiscal Year.** The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.
- Section 6.2: **Dissolution.** In the event of dissolution or termination of the corporation, the corporation shall comply with the Federal Department of Revenue. Funds and equipment shall be dispensed as agreed upon by the Board of Directors, and in compliance with any grant funding agency. No member of the corporation may profit from the dissolution of the corporation and distribution of its property or funds.

Article VII Director and Staff

- Section 7.1: **Executive Director.** The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director shall attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out other duties described in the job description. The board may designate other duties as necessary. The Executive Director shall serve as ex-officio

member of all advisory boards and committees established by the Board of Directors.

Article VIII Amendments

Section 8.1: **Amendments.** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.