

BY-LAWS
OF THE
JASPER COUNTY COMMUNITY ORGANIZATIONS
ACTIVE IN DISASTER, INC.

ARTICLE I
NAME, LOCATION, PURPOSE and MISSION STATEMENT

- Section 1:** **Name.** The name of the organization shall be the *Jasper County Community Organizations Active In Disaster, INC.* (hereafter "*COAD*").
- Section 2:** **Location.** Whereas the *COAD* is a coalition of disaster-related organizations it has no permanent physical location. Correspondence concerning *COAD* business should be sent to: P.O. Box 623, Joplin, MO 64802. Items requiring a physical address may be sent to: ***Jasper County COAD 101 North Main Street #623, Joplin, MO 64802.***
- Section 3:** **Purpose.** The purpose of Jasper County, Missouri *COAD* is to enhance the community's ability to mitigate, prepare, respond and recover from disasters thus ensuring that human needs inherent in a disaster situation are evaluated and addressed. The organization is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- Section 4:** **Mission Statement.** The *COAD's* mission is to strengthen area-wide disaster networking and coordination by sharing, providing, and initiating programs, policies, information, joint planning, and training between all of the agencies, organizations, and faith-based entities involved in emergency disaster management.

ARTICLE II
MEMBERSHIP, VOTING, SCOPE, and MEETINGS

- Section 1:** **Membership.** General membership of *COAD* is an open membership policy available to any entity active in disasters. An acting member will attend at least twice annually to be considered a voting member.
- Section 2:** **Voting.** Each member shall be entitled to cast one vote per member organization.
- Section 3:** **Corporation Scope.** The number of members in the Corporation shall be without limit.

Section 4: **Corporation Meetings.** Proceedings of the Corporation meetings are governed and conducted according to the latest editions of Robert's Manual on Parliamentary Rules.

ARTICLE III

CORPORATION COMMITTEES

Section 1: **Powers and Duties.** Except as otherwise herein provided, the Board and / or the President shall authorize and define membership requirements and the powers and duties of all committees.

Section 2: **Appointments.** Except as otherwise herein provided, the President shall appoint all committee chairmen necessary to accomplish the work of the Corporation, subject to confirmation by the Board.

Section 3: **Authority to Bind the Corporation.** No committee shall represent or commit the Corporation in advocacy or opposition to any project not previously approved by the Board.

Section 4: **Minutes.** Minutes shall be kept of all committee and Board meetings and copies sent to each committee member and the President.

Section 5: **Debts.** Except as otherwise provided therein, no committee or any other member thereof shall contract any debt in behalf of the Corporation. which shall in any manner render it liable for the payment of any sum, unless the same shall have been approved by the Board.

ARTICLE IV

BOARD of DIRECTORS

(hereafter "Board")

Section 1: **Board Scope.** The Board shall consist only of the members of the Board of Directors.

Section 2: **Board Meetings.** Regular meetings of the Executive Board shall generally be quarterly at the office of the Corporation or elsewhere as determined by the Board on the day and hour fixed by the Board.

Section 3: **Board Membership.** Any actively participating member of the *COAD* is eligible for Board membership. Standing Board members shall include: 1. the current *Jasper County Emergency Management Director* and 2. the *COAD* immediate past President.

Section 4: Executive Board.

a. General— The membership of the Executive Board shall consist of the *COAD* President, Vice-President, Secretary, Treasurer, Jasper County Emergency Management Director, and immediate past President.

b. Purpose— The Executive Board serves to expedite the order of business at the regular membership meetings by considering and referring appropriate matters of business to the full membership for consideration and action. In an emergency the decisions so made shall be presented to the membership at the next regular or “special” meeting for approval by a simple majority vote of those present.

Section 5: Board Size. The Executive Board will be composed of no less than 5 nor more than 7 members. At its discretion the Board may be expanded by additional “member(s)-at-large.” The Board may nominate member(s)-at-large at any time during the year to be approved by simple majority of those members present at the next regular meeting.

Section 6: Board Role. The Board is responsible for overall policy, direction, and finances of the *COAD*, and delegates responsibility to fill specific needs and meet specific goals to committees (such as the *Long Term Recovery Committee*), organization(s), and individual(s) that serve at the Board's pleasure.

Section 7: Board Compensation. The Board members receive no compensation other than reasonable expenses.

Section 8: Elections. The Executive Board shall be nominated and elected at the last regularly scheduled meeting of the calendar year. The new officers commence their duties at the first meeting of the new calendar year. Officers shall be elected by simple majority (fifty percent of the vote, plus one) of the active members present. The Executive Board may nominate a slate of offices or form a nominating committee at its pleasure.

Section 9: Terms of Office. Officers shall serve in the same office for a term of two years. Officers are eligible to succeed themselves provided no person holds the same Executive Office position for more than two consecutive terms. Member(s)-at-large serve a term of one year and may be re-elected for consecutive terms without limits. If not elected at the regular December meeting member(s)-at-large shall begin their term the following January 1. The immediate past President's term ends with the normal succession in January. S/he is eligible for other Board Positions upon due process of election.

Section 10: Executive Board Quorum. A quorum must be attended by at least fifty-one percent of the seated Board members before business can be transacted or motions made or passed.

Section 11: Board Meeting Notice. Excepting as provided by Sections 16 and 17, an official Board meeting requires that each Board member have written (electronic or printed) notice three days in advance. In cases of emergency, meeting may be called with a signed waiver of notice.

Section 12: Officers and Duties. The duties of the Executive Board are as follows:

- **President:** The President shall convene and preside at board and regular meetings; be the principle *COAD* representative and spokesperson; form ad hoc committees and assign committee leadership; delegate tasks; provide overall leadership and other administrative duties as necessary.
- **Vice-President:** Assume the duties of the President in his or her absence. The Vice-President shall chair committees on special subjects and projects as designated by the Board.
- **Secretary:** Perform duties as implied by the title. Serves as the President in the absence of the President and the Vice-President. Specifically:
 - The Secretary is responsible for keeping full and complete records of the meetings of the Directors and the various committees;
 - The Secretary will give or cause to be given all notices that may be necessary or proper;
- **Treasurer:** Perform duties as implied by the title. Serve as the President in the absence of the President, Vice-President, and Secretary. Specifically:
 - The Treasurer reviews quarterly reports on the financial condition of the Corporation, counsels the Corporation regarding the investment of the Corporation funds, and accounting procedures;
 - The Treasurer is responsible for the safeguarding of all funds, and assists in the preparation of the annual budget and its proper disbursement.
 - The Treasurer is responsible for maintaining *COAD's* good standing with all State and Federal requirements. Examples include, but are not limited to, State Incorporation status and fees and I.R.S. non-profit yearly filing.

Section 13: Board Vacancies. When a vacancy on the Board exists, nominations for new members may be received from Board and *COAD* members by the Secretary one week in advance of a *COAD* meeting. These nominations shall be sent out to all *COAD* members with the regular electronic meeting announcement, to be voted upon at the next meeting. The new officer will complete term of the past officer, his/her own term beginning in January if re-elected.

Section 14: Board Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a majority vote of the remaining Board members.

- Section 15: Annual Board Meeting.** The Board shall meet at least annually in November or December prior to the regular December *COAD* meeting at an agreed upon time and place. The agenda will include a detailed up-to-date financial report, reports from committee chairs, the completion of any unfinished business, and formulating a proposed slate of Officers for the next year. Board meeting shall generally be open to all interested parties but may be closed at the Board's pleasure.
- Section 16: Special Meetings and Notice.** Special meetings may be called by any member of the Board. Special meetings shall be held Monday-Friday, during regular business hours, except as agreed on by a quorum of Board members. Written notice of each meeting shall be given to each member, by electronic or printed mail, not less than three days prior to the meeting.
- Section 17: Emergency Meetings.** Any Board member may call an emergency meeting but any action taken is subject to approval at the next regular, annual, or special Board meeting, excepting that one hundred percent of seated Board members are present.
- Section 18: Committees.** The Board may create committees and appoint advisors that are deemed beneficial by the Board. All such committees and advisors serve at the pleasure of the Board.
- Section 19: COAD Policies.** All Policies of *COAD* are subject to Board approval by two-thirds majority, and ratification by a simple majority vote of those members present at the next regularly scheduled or special meeting.
- Section 20: Indemnification, Insurance & Liability Indemnification of the COAD President and other Officers and Other Persons.**
a. The *COAD* shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made apart to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the *COAD*) by reason of the fact that the person is or was the *COAD*'s President, a Officer of the *COAD*, or is or was serving at the request of the *COAD* as an Officer or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), Judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of "nolo contendere" or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the *COAD*, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. The *COAD* shall advance funds or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the *COAD* to procure a judgment in its favor by reason of the fact that he is or was a Officer of the *COAD*, or is or was serving at the request of the *COAD* as an Officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the *COAD*.

c. Indemnification under Sections a. and b. of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure, to act giving rise to the claim for indemnification, is determined by a court or competent jurisdiction to have constituted willful misconduct or recklessness.

d. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the *COAD* in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the *COAD*.

e. The *COAD* may, at the discretion of and to the extent and for such persons as determined by the Board of the *COAD*, (i) indemnify any person who neither is nor was a *COAD* Officer of the *COAD* but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the *COAD*), by reason of the fact that the person is or was a representative of the *COAD*, against expenses (including attorney's fees), judgments and fines and amounts paid in settlement, actually and reasonably incurred by the person in the connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or in behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the *COAD*.

f. Any right to indemnification provided in this Article shall continue as to a person who has ceased to be an Officer of the *COAD* and shall inure to the benefit of the heirs, executors and administrators of such a person.

g. Nothing herein contained shall be construed as limiting the power or obligation of the *COAD* to indemnify any person in accordance with applicable state law provisions as amended from time-to-time or in accordance with any similar law adopted in lieu thereof.

h. The *COAD* shall also indemnify any persons against expenses (including attorney's fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the *COAD's* state nonprofit

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Amendments

These bylaws may be amended or enlarged as deemed necessary and prudent by: 1) a two-thirds majority approval of the Board; 2) presenting said amendment or addendum to the general membership at a regular or special meeting for consideration; and 3) receiving a two-thirds majority of those present at the following general or special membership meeting. Proposed amendment or addendum are to be submitted to the Secretary to be publicized to all *COAD* members at least one week prior to any regular or special meeting that said amendment or addendum is to be voted upon.

Minor corrections, such as spelling, formatting, and verbiage that does not alter the by-law's intent, may be made by the Secretary with the Board's approval.

These bylaws were approved at a meeting of the Board of Directors of the *Jasper County Community Organizations Active In Disaster, INC.* on the 3rd day of February, 2012.

Amended on the 3rd day of April, 2014 to reflect the separation of the office of Secretary/Treasurer and other minor procedural alterations by unanimous approval of general membership present.

Corporate Seal


Dan King, Secretary/Treasurer