

**JEFFERSON COUNTY MILITARY FAMILIES SUPPORT NETWORK (JCMFSN)  
(A NON-PROFIT ORGANIZATION)**

**BY-LAWS**

**I. Organizational Mission and Vision**

As set forth in the Articles of Incorporation, the Jefferson County Military Families Support Network is organized exclusively for charitable and educational purposes.

**Mission**

Jefferson County Military Families Support Network provides strength and resilience for military families through the people of Jefferson County.

**Vision**

Jefferson County Military Families Support Network is where military families know they can find support in times of need. The Network serves a “one-stop-shop” where families can access resources from public services, government agencies, non-profit organizations, private businesses and individuals. Jefferson County Military Families Support Network is well known as a place where the families of those who have created our national security find family security among the community they serve.

**II. Fiscal Year**

The fiscal year for the Corporation will be Jan 1 to Dec 31.

**III. Members**

**Eligibility**

All residents of Jefferson County, who are eighteen years of age or older, are eligible for membership in JCMFSN.

**Rights of Members**

Each member of JCMFSN shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of JCMFSN, merger or consolidation with another non-profit organization.

### **Regular Membership Meetings**

The Membership shall meet at least bi-annually (twice a year) at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the members. Regular Membership Meetings shall take place at location determined by the Board of Directors.

### **Notice of Regular Membership Meetings**

Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date that a meeting is to be held. Such written notice shall be delivered via media methods, such as, mail or email and shall state the place, day, and time of the meeting. The Board of Directors shall provide notice through other means such as by posting notice in a conspicuous place at the principal office of the organization, newsletter, newspaper or such additional means as the Board of Directors shall deem effective.

### **Special Membership Meetings**

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of greater than 50% of the members.

### **Notice of Special Meetings**

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the General Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called. Only business designated in the notice of the special meeting will be conducted.

### **Enrollment of Members**

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, email address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up-to-date membership list.

## **IV. Executive Director**

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out the business and policies of the organization. The Executive Director shall be paid an annual salary set by the Board. The Executive Director shall be expected to attend all meetings of the Board of Directors and meetings of the general membership.

## **V. Board of Directors**

### **Powers**

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of the JCMFSN.

### **Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the JCMFSN are ineligible to serve on the Board of Directors.

### **Number of Directors**

The Board of Directors will consist of 9 (nine) members. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased, but in no event shall a decrease have the effect of shortening the term of an incumbent Director. The membership must vote on this action.

### **Term of Directors**

A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate his position for at least one year before seeking re-election to another term.

### **Staggered Terms**

There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, three board members shall have an initial term of one year, three board members shall have terms of two years, and three board members shall have terms of three years. The minutes of this board meeting shall show the results of the drawing. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a two-year terms or one-year terms), shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.

### **Election of Directors**

Elections for Directors filling expired terms shall be held at the last membership meeting of the fiscal year (at least in December). Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the

Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired will be relieved of their duties. If no one has been selected to replace them the seat will remain empty until a replacement is found. Such emergency situations will be determined on a case-by-case basis.

### **Resignation**

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

### **Removal**

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Removal proceedings will be initiated for unexcused absences at three consecutive Board Meetings by any Director, or for behavior unbecoming a Board member. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

### **Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum. The Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships

## **VI. Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held quarterly, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

### **Place of Board Meetings**

Regular and special meetings of the Board of Directors will be held at a location determined by the President or representative of the Executive Committee.

### **Notice of Board Meetings**

Notice of the date, time, and location of Regular Board Meetings shall be given to each board member by regular mail, telephone (including voice mail), or e-mail no less than a ten (10) day notice prior to the meeting. Notice of the date, time, and location of special

meetings shall be given to each board member using the same methods, but with no less than a ten (10) day notice prior to the meeting.

### **Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board.

### **Open Meetings**

Meetings shall be open to the general public, except when personnel or litigation matters are being discussed.

### **Proxy Voting Prohibited**

Proxy voting is not permitted.

### **Meeting by Conference Call**

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

## **VII. Board Officers (Executive Committee)**

### **Roster of Officers**

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The JCMFSN may have, at the discretion of the Board of Directors, other officers who may be appointed by the Directors. One person may hold two offices, except those serving as President or Secretary.

### **President**

The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.

The President shall, with the advice of the Board of Directors set the agenda for each meeting of the Board of Directors.

## **Vice President**

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

The Vice-President shall convene a search committee to present a slate of members as their nominations for the Board of Director's open seats.

## **Secretary**

The Secretary shall attest to and keep the bylaws, incorporation papers, and other legal records of the JCMFSN.

The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes.

The Secretary shall keep a record of the names and addresses of the Directors.

The Secretary shall ensure that minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors, with reasonable notice.

## **Treasurer**

The Treasurer shall account for all funds of JCMFSN; control the collection of contributions; secure the approval of budgets; co-sign with another officer on contracts, checks, or drafts drawn on the bank accounts of JCMFSN; cooperate with auditors when books are audited and special reports are created.

The Treasurer shall keep accurate financial records of the JCMFSN accounts and submit a financial report at each regular Board of Directors meeting, and at other meetings as assigned by the Board of Directors.

The Treasurer shall prepare and submit a financial report in writing at each of the bi-annual membership meetings.

The Treasurer shall prepare, or cause to be prepared for filing each year, the appropriate reports and tax returns with the MO Secretary of State and the Internal Revenue Service (IRS).

The Treasurer shall keep all In-Kind donation records to use for funding purposes.

The Treasurer shall perform all duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

## **Election and Removal of Officers**

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

## **Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

## **VIII. Committees**

### **Executive Committee**

The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of JCMFSN in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

### **Standing Committees**

The Corporation shall have three standing committees which shall assist the Board of Directors in carrying out the management of JCMFSN: The Finance and Resource Management Committee, the Development Committee, and the Program Committee. The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least three Directors as members, and the Directors must comprise a majority of the committee membership. Employees of JCMFSN and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of JCMFSN in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Treasurer of the Corporation shall serve as the Chair of the Finance and Resource Management Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

The Finance and Resource Management Committee shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors, and generally protect the soundness of JCMFSN's finances and fiscal operations.

The Development Committee shall be responsible for fundraising and capital campaigns, public relations, and maintaining the visibility of JCMFSN in the community.

The Program Committee shall be responsible for planning, developing, and evaluating the JCMFSN programs.

### **Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these bylaws.

## **IX. Indemnification**

### **Insurance**

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

### **Indemnification**

To the extent permitted by law, any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her, in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### **Limits on Indemnification**

JCMFSN will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in JCMFSN best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.



## **X. Conflict of Interest Procedures**

1) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists: After Disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest: (a) An interested person may make a presentation at the governing Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The chairperson of the governing Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the governing Board or Committee shall determine whether JCMFSN can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of JCMFSN, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board or Committee shall make its decision as to whether it is fair and reasonable. In conformity with the above determination the Board or Committee shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy: ( a) If the governing Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5) Records of Proceedings: The minutes of the governing Board and all Committees with Board-delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **XI. CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of the JCMFSN at its meeting held on January 21, 2013.

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Secretary