

ELSBERRY

COMMUNITY GROWTH ASSOCIATION

UPDATED JANUARY 22, 2021

ARTICLE I - NAME

The name of the organization shall be the Elsberry Community Growth Association, hereinafter referred to as the ECGA. It shall incorporate under Missouri statutes for not-for-profit corporations.

ARTICLE II - PURPOSE

The ECGA is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of this corporation is: To support and promote activities and programs beneficial to the public interest in Elsberry, including but not limited to, attraction of new residents and homeowners, spurring economic growth and development, fostering civic responsibility and volunteerism, and instilling community pride by eliminating deterioration and encouraging private initiatives.

ARTICLE III – MEMBERSHIP

Section 1. Individual Membership Criteria

Individuals are eligible for membership in the ECGA if they meet any one of the following criteria:

- a. reside in the Elsberry community (as defined by the boundaries of the Elsberry R-2 School District), and/or
- b. employed by or volunteer with a community-based agency, or organization or institution that serves the general welfare, health, religion, education, and other social needs of our community, and qualified in Article III, Section 2 (Affiliative Eligibility), and or
- c. employed by an agency or location outside the community that provides a significant level of services to local residents in the areas of general welfare, health, religion, education, and other social needs of our community and is also qualified in Article III, Section 2 (Affiliative Eligibility).
- d. born in Elsberry or having graduated from the Elsberry High School.

Section 2. Affiliative Eligibility

Entities with which affiliation make an individual eligible for membership must meet the following criteria:

- a. must provide services with the goal of improving the quality of life for residents in the areas of welfare, health, religion, education and other social services.
- b. must have an active presence in the community, either in the form of an established office or meeting place, or the regular presence of a representative working in the community.

Section 3. Institutional Membership

Any agency, organization or institution which meet the criteria outlined in Article III, Section 2, may join as an institutional member, entitled to a single vote.

Section 4. Investment

Membership investments in the ECGA shall be assessed, at rates determined by the Board of Directors from time to time, payable at the time membership is sought and renewed in that month annually thereafter.

Section 5. Voting

Both individual and business/institutional members are eligible to vote sixty (60) days after receipt of their initial membership investment. Once membership has been established, by financial investment and the waiting period (after 60 days), any member in good standing shall be entitled to vote on any issue put before the ECGA. Each member present and in good standing shall be entitled to cast one (1) vote.

Section 6. Good Standing

A member is considered to be in “Good Standing” when all membership investments have been made, the initial probationary period as described in Article III, Section 5 has elapsed, and no motion(s) of censure have been passed against the member.

Section 7. Termination of Membership

Membership may be terminated voluntarily by the member or by the ECGA under the following conditions:

- a. non-renewal of membership investment after sixty (60) days from month membership was initially sought, and/or
- b. just cause by a two-thirds vote of the Board of Directors, at a scheduled meeting thereof.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Management

- a. The affairs of the ECGA, including, but not limited to policies, finances, and any property, shall be managed, supervised, and controlled by a Board of Directors.

Section 2: Composition of the Board

- a. The Board of Directors shall be composed of not less than three (3) and not more than fifteen (15) members, one-third of whom shall be elected annually to serve for three (3) years. The Immediate Past-President of the Board, upon completion of his or her term, shall complete his or her elected term on the Board or, if his or her regular elected term has been served, he or she shall serve as a member of the Board for one (1) year.
- b. Ex-Officio Members: The Board of Directors may, designate and reserve not more than three (3) seats on the Board as ex-officio positions which shall consist of appointed representatives of selected local government agencies or school districts. Ex-officio Board members shall serve as non-voting members of the Board of Directors, and, at the discretion of the Board, may be exempt from the attendance requirements of Article IV, Section 5 of these Bylaws. Ex-officio Board members shall, subject to Board approval, be appointed by the organization for which the seat is designated and reserved and shall hold their position until removed either by the appointing organization or by action of a simple majority vote of the Board.

Section 3: Election of the Board

- a. Nominating Committee: The President of the Board shall appoint a Nominating Committee of five (5) members of the ECGA. Three (3) members of the Nominating Committee shall be selected from the general membership and two (2) from the Board of Directors. The Vice-President of the Board shall serve as President of the committee. The President of the Board shall serve as a non-voting member of the Nominating Committee.
- b. In September an announcement shall be made regarding upcoming elections. Application Forms will be made available to all eligible applicants.
- c. Names of potential candidates shall be submitted, on the designated form provided, to the Nominating Committee. At a Board meeting in November, the Nominating Committee shall present to the Board a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring or to increase the number of Directors.

Each candidate must be an active member in good standing for at least one (1) year and must have agreed to accept the responsibility of a directorship. Terms expire at the regularly scheduled January Board meeting.

- d. **Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the President of the Board shall notify the membership of the names of persons nominated as candidates for Directors and the right of petition.
- e. **Nominations by Petition.** Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 20 members of the ECGA. Such petition shall be filed with the Nominating Committee within fourteen (14) days after notice has been given of the names of those nominated.
 - i. **Determination.** If no petition is filed within the designated period, all nominations shall be closed and the nominated slate of candidates shall be declared elected.
 - ii. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only, in December.
 - iii. **Judges.** If a legal petition is presented, the President of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated President. Such judges shall have complete supervision of the election including the auditing of the ballots. They shall report the results of the election to the President of the Board for notification of the membership.
- f. **Re-election of Directors.** Directors whose terms are set to expire, but desire to a consecutive term will be considered “re-elected” after a vote of confidence by the other members of the Board at the December Director’s meeting.

Section 4: Seating of New Directors

All newly elected Board of Directors shall be seated at the January Board meeting and shall be participating members thereafter. The newly elected Directors shall be introduced at the January Annual Membership meeting.

Section 5: Vacancies/Removal of Directors

- a. A vacancy shall be deemed to exist upon a finding by the Board that
 - i. a director is no longer associated with the business, organization, agency with whom he or she was associated at the time of election to the Board, or
 - ii. no longer lives within the Elsberry community, or
 - iii. their employer or the leadership of the organization with whom the director was associated have made written request that the director be removed, or
 - iv. it is in the best interest of the ECGA. Such removal shall require a two-thirds majority vote of the full Board of Directors.
 - v. a director has violated the attendance mandate set forth for members of the Board of Directors. If a Board member misses two (2) consecutive regularly scheduled Board meetings in a one-year period, the President of the Board shall send a written letter reviewing the attendance policy. Additional absences may be followed by disciplinary action at the discretion of the Board.
- b. Any vacancy occurring in the Board of Directors shall be filled by an appointment by the President of the Board confirmed by a majority of the Board of Directors. A Director selected to fill a vacancy of an existing Director shall serve the remainder of the unexpired term of the Director whom they replaced.

ARTICLE V – MEETINGS

Section 1: Annual Meeting

The annual meeting of the ECGA, in compliance with Missouri state law for corporations, shall be held in January meeting of each year.

Section 2: Membership Meetings

- a. **Called.** General membership meetings of the ECGA may be called by the President of the Board at any time. There shall be, at minimum, quarterly general membership meetings of the ECGA. All meetings shall be held at such time and place within the community of Elsberry as shall be determined by the President or as determined by the Board of Directors. Special meeting may be called by the President of the Board or upon petition in writing, directed to the President of the Board, by 20 percent of members in good standing. Upon failure of the President to act on such a request or order within thirty (30) days it shall become the duty of the Vice-President to call the special meeting.
- b. **Notice.** General membership meetings of the ECGA may only be held following a minimum of ten (10) days advance notice announcing the time and location of said meeting. Notice may be communicated to each member via electronic communications, mail, or telephone. Notice of special meetings shall be communicated to each member at least five (5) days prior to such meetings. The notice shall state the date, time and place as well as the purpose of the meeting. 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.
- c. **Quorum.** At any duly called general or special membership meeting of the ECGA, two-thirds (2/3) of the Board of Directors and those members in good standing present shall constitute a quorum. The action of a majority of the members present and voting shall be the action of the ECGA.

Section 3: Board of Director Meetings

- a. **Called.** Meetings of the Board of Directors of the ECGA may be called by the President of the Board. Special meetings of the Board of Directors of the ECGA may be called by the President of the Board or, upon petition in writing directed to the President of the Board, by three (3) members of the Board. All meetings shall be held at such time and place within the community of Elsberry as shall be determined by the President or as determined by the Board of Directors. The Board will convene for, at minimum, six bi-monthly meetings each year. Members of the Board of Directors or of any committees designated by the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communications technology 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.
- b. **Notice.** Regular Meetings of the Board of Directors of the ECGA may be held following a minimum of ten (10) days advance notice announcing the time and location of said meeting. Notice may be communicated to each member via electronic communications, mail, or telephone. 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. Notice of special meetings shall be communicated to each member at least two (2) days prior to such meetings by phone or personally delivered to their place of business or home address by the President or Secretary. The notice shall state the date, time and place as well as the purpose of the meeting.
- c. **Quorum.** At a meeting of the Board of Directors of the ECGA the presence of a majority of Directors shall constitute a quorum. 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.

ARTICLE VI – OFFICERS

Section 1. Officers

- a. **Officers:** The officers of the ECGA shall be the President, Vice President, Secretary, and Treasurer.
- b. **Term:** Each officer shall take office at the annual meeting and shall serve for a term of two years. Officers can serve additional terms as nominated by the Board of Directors.

- c. Election: In December, at their regularly scheduled meeting, the Board of Directors will vote, by ballot, to reelect to an additional term or replace each of its officers individually and to fill those offices set to become vacant. All officers will be chosen by a simple majority and will assume their duties at the January meeting. New Board members must serve one year before being eligible to serve as an officer.
 - i. No person shall be elected to any office if that person is otherwise ineligible to serve at least three additional years on the Board of Directors.
- d. 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 of the membership. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting.
- e. Duties: The officers shall perform those duties customarily assigned to the offices held.
 - 1) President - The President shall preside over Membership, Special, and Board of Director's meetings of the ECGA, shall make committee appointments, and shall otherwise be responsible for the conduct of the business of the ECGA functioning as it's the chief executive officer.
 - 2) Vice-President - The Vice-President shall assist the President as may be requested by him/her, and shall perform the duties of the President or Secretary in his/her absence or in the event of his/her inability or refusal to act.
 - 3) Secretary -The secretary shall be responsible for keeping the accurate minutes of all regularly scheduled Board of Director's meetings. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary.
 - 4) Treasurer -The treasurer shall be responsible for keeping and receiving records of all the funds of the ECGA; deposit such funds in a depository approved by the officers; and pay authorized expenses upon order of the officers. The Treasurer shall prepare a monthly financial report to be made to the Board and an annual report distributed to the membership.
 - i. Checks issued on behalf of the ECGA shall be signed by the Treasurer and one other Officer. Each check will require two signatures to be deemed valid. All financial accounts shall require two signatures for withdrawals, one of which shall be that of Treasurer; all Officers of the ECGA shall have signature authority.

Section 2. Past-President

The past President shall serve as an ex-officio officer providing assistance to the President and other officers until a transition has been completed.

ARTICLE VII – COMMITTEES

The Board of Directors, as necessary, may designate regular or special project committees, or such committees as designated by the President.

- a. Chair. The chairperson of a committee shall be a representative from the Board of Directors. The President of the ECGA shall be an ex-officio member of all committees.
- b. Composition. Committees may be composed of Board members and/or any member in good standing.
- c. Called. Meetings of each committee may be called by its chairperson or by the President of the ECGA.
- d. Notice. Notice of all committee meetings must be given to the members of the committee through electronic communication, by phone, or by mail at least five (5) days prior to the meeting stating the time and location of said meeting.

- e. Frequency. Committees shall meet as often as is necessary to conduct their business. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular board meetings.
- f. Action. The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.

ARTICLE VIII – INDEMNIFICATION

The ECGA hereby indemnifies, to the extent permitted by law, any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the ECGA, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE IX – FINANCES

Section 1: Funds

All money paid to the ECGA shall be placed in a general operating fund.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors with the exception of miscellaneous expenses over \$300. Disbursements shall be by check. The Board of Directors may establish additional policies and procedures as needed concerning disbursement procedures and financial management.

Section 3: Fiscal Year

The fiscal year of the ECGA shall begin on January 1 and close on December 31 of each year.

Section 4: Budget

The officers of the ECGA shall formulate a proposed budget to be submitted to the Board of Directors for their review and approval at the November Board of Director's meeting.

ARTICLE X – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any duly called meeting or special meeting of the ECGA. Each proposed amendment shall be presented at a meeting prior to being voted upon, shall be printed in the minutes of that meeting, and shall specify the date of its effectiveness.

ARTICLE XI – DISSOLUTION

On dissolution of the ECGA, any funds or property remaining shall be distributed to one or more regularly organized qualified charitable, educational, scientific or philanthropic organizations as defined in the Articles of Incorporation in IRS Section 501(c)(3).

ARTICLE XII – PARLIAMENTARY AUTHORITY

- a. Robert's Rules of Order Revised shall govern the ECGA in all cases in which they are applicable and in which they are not in conflict with these bylaws.
- b. The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this 13 day of February 2017.

Althman

Jim Mueller

Christine Lyons-Tickard

A stylized, cursive handwritten signature, possibly reading "AP" or similar initials, with a long horizontal flourish extending to the right.

Al Loch

A cursive handwritten signature, possibly reading "Sant" or similar, with a long horizontal flourish extending to the right.

Matt Hartley