

**CONSTITUTION AND BYLAWS
OF THE
MISSOURI SCHOOL SAFETY ASSOCIATION**

CONSTITUTION

ARTICLE I: Name

The name of the organization shall be: The Missouri School Boards' Association (MSBA) Missouri School Safety Association, hereinafter referred to in this document as the Association.

ARTICLE II: Organization

The Association shall be associated with MSBA and the location of the principal office of the Association shall be at the headquarters of the MSBA. The Association is organized and shall be operated exclusively for charitable, scientific, and educational purposes, as may qualify it as exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE III: Purpose

The purposes of the Association include, but are not limited to, the following:

- A. Improving the existing programs and promoting new programs of safety education in cooperation with public and private agencies.**
- B. Conducting or co-sponsoring meetings of the Association. These shall include (1) an annual meeting; (2) workshops, roundtables, and conferences at a time designated by the Board of Directors, and; (3) other such meetings as deemed necessary or advisable by the Board of Directors.**
- C. Acquiring and disseminating accurate information concerning school safety, security, and health.**
- D. Incorporating other specific purposes, as necessary and proper.**

ARTICLE IV: MEMBERSHIP

Section 1: No individual will be denied admission to, participation in, the benefits of, or be discriminated against in any service, program, activity, or facility associated with the Association because of the individual's race, color, creed, religion, sex, national origin, disability, ancestry, age, sexual orientation, pregnancy, marital status, or parental status.

Section 2: Types of membership.

- A. The Executive Director of MSBA and all MSBA employees whose duties align with the purposes of the Association shall automatically be members; but shall not be eligible to hold office.**
- B. Member: Current or former school personnel who are responsible for a broad program of school safety and/or any other persons interested in the field of safety and safety education.**
- C. Student membership: Students preparing for careers in school safety or related fields. These members cannot serve in officer positions or vote.**
- D. Corporate Membership: Any individual who has a product or service that would be used in the field of school safety. These members cannot serve in officer positions or vote.**

Section 3: A membership becomes active upon payment of appropriate dues.

ARTICLE V: Officers and Executive Board

Section 1: The officers of the Association shall consist of a President, a President-Elect; a Past-President, and a Secretary/Treasurer, and shall make-up the Executive Board. The Executive Director of MSBA or his or her designee shall serve on the Executive Board but shall not have a vote.

Section 2: Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 3: In the event the President is unable to serve or complete the term of office, President-Elect or Past-President shall perform all the duties of the President. If the President-Elect or Past-President is unable or unwilling to serve, the Executive Board shall appoint an officer or a board member to complete the unexpired portion of the term, and an appropriate alternate shall be named to serve as the officer or board member for the unexpired portion of the term.

Section 4: The Secretary/Treasurer shall be an employee of MSBA., and assigned by MSBA. In addition to the usual duties of the office, the Secretary/Treasurer shall, with the approval of the Executive Board, disburse funds of the Association, make an annual written report to the membership at or before the Association's annual meeting and maintain an up-to-date membership roster.

Section 5: There shall be eleven elected Board Members; one from each of the Missouri Office of Homeland Security regions. Elected Board Member terms are for two consecutive years. A Board Member may be re-elected for two consecutive terms for a total of four years. There shall be an additional board member appointed by the MSBA. In the event that the number of Missouri Department of Public Safety regions changes, the change in the number of Board Members will occur at

the next election and the Constitution & By-Laws will be amended automatically to reflect that change.

Section 6: The Board of Directors will consist of the officers of the Association, Board Members and the Executive Director of MSBA or his/her designee. To be a member of the Board of Directors, an individual must have some official tie to an organization involved in schools and/or school safety, or be a practicing safety professional. Members who retire from a position as defined above may remain as active members of the Board of Directors until they have completed the term of office for which they were elected.

Section 7: Each elected member shall have voting privileges at Board of Director meetings and other meetings of the Association, and must be present (either in person or virtually) to exercise the privilege.

Section 8: Quorum. A quorum shall be the Board of Director members present at a meeting.

Section 9: The Board of Directors shall conduct the business of the Association.

Section 10: The President may establish committees that are deemed necessary to carry on the work of the Association or disband committees that have completed their assigned charge.

Section 11: Any Board of Director member who misses three consecutive meetings or three meetings total during a term, unless cleared with the President, will be removed from the Board immediately and the Board of Directors shall appoint a replacement to fill the vacancy. The replacement vacancies will serve until the end of the particular Board member's term.

Section 12: In the final year of the President's two-year term, a President-Elect shall be elected to serve a one-year term. That person will then serve as President for a two-year term.

Section 13: The President will serve for one year as Past President after the conclusion of his/her term as President. The President-Elect and Past President should never be positions on the Board of Directors at the same time.

Section 14: The most current edition of Robert's Rules of Order shall guide the Board of Directors in carrying out their duties.

Section 15: The board shall meet at least quarterly, at an agreed upon time and place, either in person or virtually. An official board meeting requires that each board member have written notice at least two weeks in advance. Special meetings of the board shall be called upon the request of the President, or one-half of the board. Notices of special

meetings shall be sent out by the secretary/treasurer to each board member at least two weeks in advance.

Section 16: The President may appoint other individuals to any position for which she/he is qualified.

Section 17: At the passage of the by-laws by membership the following will take place:

- The President elected at the first organizational meeting will serve a three-year term that will conclude on June 30, 2021.
- The Vice President elected at the first organizational meeting will serve a two-year term that will conclude on June 30, 2020, and will hold the duties and position reserved for the President-Elect or Past-President on the Board of Directors. Thereafter, no Vice president will be elected.
- The initial President-Elect shall be elected in the final year of the initial President's term and take office on July 1, 2020. Thereafter, officer elections will follow the procedures outlined in Article IV.
- Elections for Board Members will take place and the results will have been certified by the Board of Directors by January 1, 2018.
- In the initial election, elected Board Members from H, KC UASI, A, I, D regions shall be elected to two year terms (beginning on January 1, 2018 and ending June 30, 2020) and elected Board Members from B, STL UASI, C, F, E, G regions shall be elected to one year terms (beginning on January 1, 2018 and ending June 30, 2019). Thereafter, elected Board Members shall be elected to two year terms.

ARTICLE VI: Amendments

These bylaws and Constitution may be amended by a two-thirds vote of the active members present at the annual meeting, or by a two-thirds vote of active members in a vote by mail or electronic ballot, provided the Board of Directors shall have approved the proposed amendment and submitted the proposed amendment to the membership at least thirty days prior to the annual meeting or the due date of the mail or electronic ballot.

BYLAWS OF THE MISSOURI SCHOOL SAFETY ASSOCIATION

ARTICLE I: Membership

Section 1: The fiscal year of the Association shall be for 12 months beginning July 1. Membership dues paid any time of the fiscal year shall validate membership in the

Association for a 12-month period from month of payment for new members or from the date of expiration/renewal for current members.

Section 2: The Board of Directors shall establish the annual dues for membership.

ARTICLE II: Elections

Section 1: An Elections Committee of at least four members shall oversee the elections process. The President shall appoint the committee members, subject to approval of the Board of Directors. The Election Committee shall also serve as a nominating committee to fill the seat of any officer/director position for which there has been no external nomination.

Section 2: Nominations shall be taken in the first two weeks of February.

Section 3: The Elections Committee will set the slate of officers, prepare a ballot and provide the ballot to active members by the Monday of the third full week of March. Ballots may be processed in electronic form (email) or in paper/mailling form.

Section 4: Ballots must be received by the Elections Committee by 5:00 p.m. on the Friday of the first full week in April.

Section 5: Candidates shall be elected by a plurality of the votes received.

Section 6: Election results will be certified by the Board of Directors prior to the Friday of the second full week of April. (Certification may take place via conference call or by electronic means.)

Section 7: The Board of Directors shall be maintained at 11 at-large members. The appropriate number of elections shall be conducted to maintain 11 Board Members.

Section 8: In the event of ties during the election process, the names of those candidates who are tied for the specific positions shall be placed in a hat and one name shall be drawn by the Past President or President-Elect. If the Past President or President-Elect is unavailable, the current President shall preside over the tie-breaker.

Section 9: Those elected shall assume office on July 1.

ARTICLE III: Duties

Section 1: The President's duties include, but are not limited to:

- A. Act as chairperson for all meetings of the Association and the Board of Directors.**

- B. Call or schedule meetings as needed.**
- C. Appoint committees as may be necessary.**
- D. Appoint members to each standing committee that is formed by the Board of Directors.**
- E. Work cooperatively with MSBA**
- F. Other duties as needed.**

Section 2: The Executive Director's duties include, but are not limited to:

- A. Providing leadership in school safety.**
- B. Directing and Administering Association affairs.**
- C. Overseeing the financial condition of the Association.**
- D. Performing other duties as assigned.**

ARTICLE IV: Meetings

Section 1: The annual business meeting of the Association shall be held at the annual meeting, at a time to be determined by the Board of Directors.

Section 2: Each member of the Association shall have one vote in the affairs of the Association unless otherwise stated in this article.

ARTICLE V: Committees

Section 1: Executive Committee: The three officers serve as the 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 circumstances when it is not possible for the Board of Directors to act, such as emergency situations.

Section 2: Finance Committee: The secretary/treasurer is the chair of the Finance Committee, which includes three other Board of Director members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and members of the Board of Directors. The Board of Directors must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be July 1- June 30. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information.

ARTICLE VI: Tax Exempt Status

Section 1: No part of the net income of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Section 2: Except as provided in Section 501 (h) of the Internal Revenue Code of 1954, or any corresponding provision of any future United States Internal Revenue law, no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of campaign statements), any political campaign on behalf of any candidate for public office.

Section 3: Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

Article VII. Dissolution Procedure

Section 1: Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, transfer all assets of the Association to the MSBA FutureBuilders Foundation, or if the FutureBuilders Foundation is no longer in existence, to such non-profit, tax-exempt organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the IRS Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the final Board of Directors of the Association 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 Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated for such purposes.

Section 2: Section 1 of this Article is irrevocable.

Approved by those in attendance at second organizational meeting on October 4, 2017.