

**CONSTITUTION AND BYLAWS OF THE  
EMERGENCY COMMUNICATIONS ASSOCIATION  
OF ST.CHARLES COUNTY  
A Not-For-Profit Missouri Corporation**

**CONSTITUTION**

**ARTICLE 1 - NAME**

The Association shall be known by the name, style, and title of the "Emergency Communications Association of St. Charles County", hereafter referred to as the "Association".

**ARTICLE 2 - LOCATION**

The principle office of this Association shall be located in St. Charles County, Missouri, at 6 Long Branch Court, Saint Peters, MO. 63376. The Association may have other offices, either within or without the state of Missouri, as the members may determine or as the affairs of the Association may require from time to time. The Association shall have, and continually maintain, with the state of Missouri a registered office, and the registered agent whose office is identical with such registered office, as required by the state of Missouri Not for Profit Corporation Act (Chapter 355 RSMo). This registered office is identical with the principle office. The address of the registered office may be changed from time to time by the officers.

**ARTICLE 3 - BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the membership, committee, and of programs having any of the authority of the members, and shall keep at its registered or principle office, a certified copy of the Corporation's Bylaws and a record of the names, addresses and telephone numbers of all members.

## **ARTICLE 4 - PURPOSE & OBJECTIVES**

Section 1 - PURPOSE. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of the Association and its membership is to provide alternative communications systems and qualified personnel to assist governmental organizations in protecting life and property from loss during man-made or natural disasters and any other emergency that may arise. The Association shall promote, support, and be affiliated with communications organizations and activities such as the ARRL Amateur Radio Emergency Service of St. Charles County (ARES), St. Charles County E.M.A. Radio Amateur Civil Emergency Service (RACES), and the National Weather Service Weather Spotter Program (Skywarn). The Association shall also promote and provide educational opportunities in the areas of Emergency Communications Preparedness, Response, and Technology.

Section 2 - INUREMENT OF INCOME. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

## **ARTICLE 5 - RESPONSIBILITIES**

Members of the Association should respond to any emergency or training activation. The member should perform his/her assigned duties in a professional manner. Unprofessional or unsafe conduct by any member in the performance of his/her duties is cause for review by the Association.

## **ARTICLE 6 - MEMBERSHIP**

Section 1. All members, subject to the qualifications in the Bylaws, shall have the right to vote and hold office.

Section 2. Applications for membership will be approved by the Association.

## **ARTICLE 7 - MANAGEMENT**

Section 1. The officers of the Association shall be as follows: President, Vice President, and Secretary/Treasure.

Section 2. The Board of Directors of the Association shall be as follows: President, Vice President, Secretary/Treasurer, Immediate Past President, and two other Directors elected from the general membership.

## **ARTICLE 8 - ELECTION AND RECALL OF OFFICERS**

Section 1. Election of all officers and directors shall be by ballot at the annual meeting. A Nominating Committee shall be appointed prior to the annual meeting to present a slate of officers, and nominations shall also be received from the floor at the time of the election. The officers and directors so elected shall take office at the close of the annual meeting and hold office for one year.

Section 2. No member may hold two offices at any one time.

Section 3. In the event of any office becoming vacant by reason of death, resignation, or otherwise, an election to fill such vacancy will be held at the next regular meeting.

Section 4. To be elected to any office, a nominee must receive a simple majority of the total votes cast.

Section 5. The Board of Directors of the Association for just cause may at any time declare any office vacant at a special meeting called for that purpose. Notice must be given to all board members and the officer charged at least ten days prior to holding the special meeting, and the notice must state the purpose of the special meeting. During the special meeting, any motion to declare the office vacant must receive at least two thirds affirmative votes to be passed. When the Board of Directors has declared an office vacant, the election to fill the office will be held at the next regular meeting of the Association.

## **ARTICLE 9 - DUTIES OF OFFICERS**

Section 1. The president shall preside at all meetings of the Association and Board of Directors. He/She shall appoint all committees as the need arises. The president shall exercise general supervision over the affairs of the Association.

Section 2. The vice president shall perform such duties as may be assigned by the president. In the absence of the president, he/she will preside at meetings and discharge the duties of the office of president.

Section 3. The secretary/treasurer shall keep the records of the Association and preserve true and correct minutes of all meetings. He/She shall conduct all correspondence on behalf of the Association. The secretary/treasurer will make available the minutes of the Association to any member who may request them. The secretary/treasurer shall keep accurate records of all monetary transactions of the Association and shall report such transactions to the Association at each regular meeting. The secretary/treasurer shall provide a written report for the year ending at the Annual Meeting and place said report in the permanent records.

## **ARTICLE 10 - REVENUE**

Revenue may be derived from membership dues, donations to the Association or from fund raising activities.

## **ARTICLE 11 - MEETINGS**

Section 1. The annual meeting of the Association shall be held in June of each year. Regular meetings will be held monthly except in June.

Section 2. 33% of the current Full Members at any regular or annual meeting shall constitute a quorum for the transaction of business. Attendance will be taken at the beginning of the meeting.

Section 3. The Board of Directors may call a special meeting at any time upon receiving a request in writing signed by 5 members of the Association. The Board of Directors may also call a special meeting at any other time which they may deem advisable for the good of the Association. Notice of any special meeting shall be mailed to all members at least five days prior to the date of the meeting. Such notice must state the nature of business which is to be transacted at the special meeting.

Section 4. In the absence of the president or vice president, one of the three directors shall preside at a regular meeting.

## **ARTICLE 12 - AMENDMENTS**

Section 1. The constitution may be amended by a two-thirds affirmative vote of the members present at the annual meeting. Proposed amendments to the constitution must be submitted in writing at any regular meeting prior to the annual meeting. The secretary/treasurer shall inform all members of the proposed changes at least one week before the annual meeting.

Section 2. The bylaws may be amended by a two-thirds affirmative vote of the members present at a regular meeting. Proposed amendments to the bylaws must be presented in writing at a regular meeting and voting on the proposal will occur at the next regular meeting.

### **ARTICLE 13 - DISSOLUTION**

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. The private property of the members or officers of this corporation shall not be subject to the payment of the corporation debts, but shall be exempt from liability therefore.

**The EMERGENCY COMMUNICATIONS ASSOCIATION  
OF ST. CHARLES COUNTY  
BYLAWS**

**ARTICLE 1 - MEMBERSHIP DUES**

Section 1. Association membership and dues classified as follows:

Full Member - \$ 15.00 Annually

Family Full Member - \$8.00 Annually

Supporting Member - \$50.00 Minimum Annually

The annual dues period shall be June 1 through May 31. Members joining after December 1 shall pay half dues. All dues are payable to the Association Treasurer.

Section 2. A member must pay Full Member or Family Full Member dues to be considered in good standing with the Association. Dues for the current year are required upon acceptance of membership. Dues for the stated annual period shall be paid prior to the opening of the Annual Meeting.

Section 3. A Charter membership of \$36.00 (which will include a full membership for the '98-'99 year) will be available for purchase until the June 1998 Annual Meeting.

Section 4. The Supporting Membership is available to those individuals or organizations wishing to financially support the activities of the Association but not actively participate.

Section 5. The Family Full Member classification is available to spouses and children of Full Members in good standing. A Family Full Member is considered a Full Member for the purposes of Article 2 – Qualifications.

Section 6. Any Full Member in good standing that sponsors 4 new Full Members in any one calendar year, will receive 1 years free Full Member dues.

## **ARTICLE 2 - QUALIFICATIONS**

Section 1. A full member in good standing shall be eligible to vote at any regular or special meeting.

Section 2. A full member in good standing shall be eligible to vote at the annual meeting provided he/she has attended at least 4 (33%) regular meetings during the preceding year.

Section 3. A full member in good standing shall be eligible for election to an office provided he/she has attended at least 4 (33%) regular meetings during the preceding year.

Section 4. All full members in good standing are expected to attend training sessions or seminars when offered by the Association or other cooperating agencies to continue to improve their personal skills.