

Missouri Community Emergency Response Team Association (MOCERTA) BY-LAWS

ARTICLE I: INCORPORATION and TERRITORY

SECTION 1: INCORPORATION

The Missouri Community Emergency Response Team Association, a Missouri nonprofit corporation (“**MOCERTA**”) is incorporated in the State of Missouri pursuant to the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes (the “**Statute**”).

SECTION 2: OFFICE AND REGISTERED AGENT

The principal office of MOCERTA is in Missouri at such location as the Board of Directors may establish from time to time. MOCERTA shall have and continuously maintain a registered office and agent in Missouri in accordance with the requirements of Missouri law.

ARTICLE II: PURPOSE

SECTION 1: PURPOSE

The purposes for which MOCERTA is formed are as described in its Articles of Incorporation, as amended from time to time (the “**AOI**”). Without limiting the generality of the immediately preceding sentence, MOCERTA is organized to:

- (a) promote the establishment and development of the Community Emergency Response Teams (“CERTs”) across the State of Missouri to increase preparedness and resiliency of all residents;
- (b) promote and provide support in the development and operation of local CERT programs for the benefit of the public;
- (c) promote collaboration and communication between local, regional, state, and federal CERT programs and associations;
- (d) educate CERT participants about relevant legislative and regulatory guidance related to emergency preparedness and response; and
- (e) support the development and promotion of educational programs for the public (including workshops, seminars, and conferences) through local and regional CERTs.

SECTION 2: POWERS

MOCERTA has a board of directors (each, a “**Director**” and collectively, the “**Board of Directors**”) that manages and controls the business, property, and affairs of MOCERTA and that may exercise all powers, rights, and privileges of MOCERTA and do all acts not otherwise reserved to the Members or prohibited by law, the AOI, or these By-Laws. The powers of MOCERTA include, but are not limited to:

- (a) Receipt and collection of dues.
- (b) Acceptance or rejection of contributions or services.
- (c) Acquisition of property (both real and personal) by purchase, gift, device, or lease.
- (d) Investment and reinvestment of funds as allowed by law to include any excess or surplus property or assets.
- (e) Sale, lease, or encumbrance of real or personal property or any part or parts thereof and conveyance by way of trust, mortgage or otherwise.
- (f) Execution, performance, cancellation and/or revision of contracts.
- (g) Creation of such trust or trusts as deemed necessary.
- (h) Recognition of the continuing service or unique contributions of Members or others by the presentation of appropriate awards pursuant to a MOCERTA awards program (which includes awards category eligibility, nominating and selecting procedures, and presentation recommendations).

ARTICLE III: MEMBERSHIP

SECTION 1: MEMBER QUALIFICATIONS

MOCERTA has “members” within the meaning of the Statute and as defined in this Article III. Membership in MOCERTA is open to any individual affiliated with a CERT program recognized by the State of Missouri State Emergency Management Agency (SEMA) who has (i) been verified by their local CERT program manager/coordinator, and (ii) paid dues for the current calendar year (January 1 through December 31) as described in Article V (each, a “**Member**”).

SECTION 2: REMOVAL OR RESIGNATION

A Member who at any time fails to meet the member qualifications in Section 1 automatically forfeits membership in MOCERTA and is automatically removed as a Member.

The Board of Directors may remove a Member for cause at any meeting of the Board of Directors after (i) providing the Member at least ten days’ notice of the proposed action, and (ii) giving the Member an opportunity to be heard.

A Member may resign membership at any time by providing written notice to the Chair or Secretary.

If a Member is removed or resigns pursuant to this Section 2, MOCERTA shall return a pro rata portion of any dues paid by the Member for the calendar year in which the removal or resignation takes place.

SECTION 3: SPONSORS AND HONORARY MEMBERS

The Board of Directors may establish policies, practices, or programs that identify individuals or organizations that support MOCERTA or otherwise participate in its work as “sponsors,” “supporters,” “honorary members,” and the like. Any such individuals or organizations are not “members” within the meaning of the Statute and have no voting rights.

ARTICLE IV: VOTING RIGHTS OF MEMBERS

SECTION 1: ONE VOTE PER MEMBER

Every Member is entitled to one (1) vote.

SECTION 2: VOTING

Members elect and remove Directors and Officers, approve any amendments to these By-Laws, and vote on any other matter required or permitted to be voted on by Members pursuant to these By-Laws, the Statute, or the Board of Directors. The Board of Directors may establish any method of voting that complies with these Bylaws, the Statute, and any other applicable law.

ARTICLE V: DUES

The dues for Members shall be established by the Board of Directors annually. Members shall pay dues upon joining MOCERTA and then by January 31st of each calendar year thereafter.

ARTICLE VI: BOARD of DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors is composed of

- (a) an individual representing (but not necessarily residing in) each of the Missouri Dept. of Public Safety (MO DPS) Regions with an active CERT program (each, a voting Director and elected by the Members) (collectively, the “**Regional Directors**”);
- (b) the immediate past Chair of MOCERTA (an *ex officio* voting Director);
- (c) the MOSEMA State CERT Coordinator or designee (an *ex officio* non-voting Director); and

(d) the Federal Emergency Management Agency (FEMA) Region VII Community Preparedness Officer or designee (an *ex officio* non-voting Director).

SECTION 2: NOMINATIONS

The Chair shall appoint three (3) Members, none of whom is a Director, to serve as the nominating committee for the Regional Directors and Officers as needed. Any Member may nominate any Member (including self-nominations) to serve. This committee shall search for candidates to fill expiring terms for the Regional Directors and Officers, secure a resume of each nominee, and present nominees to the Board of Directors by the date designated by the Chair to be approved for presentation to the Members.

SECTION 3: ELECTIONS

Prior to the Annual Meeting, the Members shall vote to elect the Regional Directors. At the Annual Meeting, the Members shall vote to elect the Officers. The Chair shall appoint a committee (which does not include any nominee) to count the votes and report the results of both elections.

SECTION 4: QUALIFICATIONS

Only Members may serve as Regional Directors and Officers.

SECTION 5: TERMS

Beginning with the Annual Meeting in 2023, the term of each Regional Director commences at the beginning of the calendar year immediately following their election and continues for two (2) years. Regional Directors may serve unlimited terms. Regional Directors representing Regions A-Rural, C - Rural, D, F, and H are elected by the Members in odd years, and Regional Directors representing Regions A-Urban, B, C - Urban, E, G and I are elected by the Members in even years.

The term of the immediate past Chair of MOCERTA is two (2) years. The immediate past Chair is limited to two (2) consecutive terms.

The terms of the MOSEMA state CERT Coordinator and the FEMA Region VII Community Preparedness Officer continue for as long as such individuals continue in office.

Notwithstanding the expiration of a Director's term, that Director continues to serve until his or her successor is elected.

SECTION 6: REMOVAL AND RESIGNATION

The Members may, with or without cause, remove one or more Directors by a two-thirds vote of the

Members at a meeting of the Members called for the purpose of removing such individual (with such meeting notice stating that a purpose of the meeting is removal).

Any Director may be removed by a majority vote of the Directors then in office after such Director is absent from two (2) consecutive meetings of the Board of Directors.

Any Director may resign at any time by giving written notice to the Chair, the Vice-Chair, or the Secretary. The resignation is effective upon delivery unless the resignation specifies a different effective date.

ARTICLE VII: OFFICERS and REGIONAL DIRECTORS

SECTION 1: OFFICER POSITIONS AND TERMS

MOCERTA has a Chair, Vice-Chair, Secretary, Treasurer, Public Information Officer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors and elected by the Members from time to time (collectively, the “*Officers*”). Beginning with the Annual Meeting in 2023, the term of each Officer commences at the beginning of the calendar year immediately following their election and continues for two (2) years. The Chair and Secretary are elected by the Members in even years and the Vice-Chair, Treasurer, and Public Information Officer are elected by the Members in odd years. No individual may hold the same office for more than two (2) consecutive terms.

SECTION 2: CHAIR

The Chair shall be the principal executive officer of MOCERTA and shall in general supervise and control all the business affairs; shall preside at all meetings of the Members and of the Board of Directors; may sign documents when authorized either specifically or generally by the Board of Directors; and shall perform all duties incidental to the office of Chair and such other duties as may be prescribed by the Board of Directors.

SECTION 3: VICE-CHAIR

In the absence or inability of the Chair to serve, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall be subject to all Chair powers and constraints.

SECTION 4: SECRETARY

The Secretary shall keep the minutes of the meetings of the Members and Board of Directors; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; keep a register of all Members and their contact information; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

SECTION 5: TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of MOCERTA; receive and give receipts for monies due and payable to MOCERTA from any source whatsoever; deposit all such monies in the name of MOCERTA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general, perform all duties incidental to the office of Treasurer and such duties assigned by the Chair or the Board of Directors. The Treasurer will maintain a record of all transactions and such record shall be available for inspection by the Directors upon written request. All checks must be countersigned by the appropriate parties which include either the Chair or Vice-Chair. There will be two signatures (either electronic or in person) on each MOCERTA check. In addition, MOCERTA shall (at its expense) provide a surety bond for the Treasurer. The Treasurer shall provide a quarterly financial report to be reviewed at each Regular Board Meeting.

SECTION 6: PUBLIC INFORMATION OFFICER

The Public Information Officer serves as the point of contact for media relations and public messaging; creates press releases as needed; oversees MOCERTA's website and social media presence; and in general performs all duties incidental to the office of Public Information Officer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

SECTION 7: REGIONAL DIRECTORS

The Regional Directors shall be responsible for providing advice to other Directors and shall lead regional efforts as well as coordinate MOCERTA's overall relationship with others in his or her specific designated region (including, for example, directors, Members, and constituents). The Regional Directors work collaboratively with the rest of the Directors to develop and implement sound strategies to support local programs and the Members.

SECTION 8: VACANCIES

Whenever a vacancy occurs among the Officers due to any cause other than expiration of a term, the vacancy thereby shall be filled in the following manner:

- (a) In the event of a vacancy of the Chair, the Vice-Chair automatically becomes the Chair for the remainder of the unexpired term.
- (b) In the event of a vacancy of the Vice-Chair, the Board of Directors by secret ballot shall elect an existing Director to serve as Vice-Chair for the remainder of the unexpired term.
- (c) In the event of a vacancy of the Secretary, Treasurer, Public Information Officer, or any other Director, the Chair may appoint a Member to serve for the remainder of the unexpired term.

SECTION 9: REMOVAL AND RESIGNATION

Any Officer removed as a Director is automatically also removed as an Officer. In addition, the Members may, with or without cause, remove one or more Officers by a two-thirds vote of the Members at a meeting of the Members called for the purpose of removing such individual (with such meeting notice stating that a purpose of the meeting is removal). Any Officer may resign at any time by giving written notice to the Chair, Vice-Chair, or Secretary. The resignation is effective upon delivery unless the resignation specifies a different effective date.

ARTICLE VIII: COMMITTEES

SECTION 1: COMMITTEES

The Chair shall have the power to appoint Members to committees as deemed necessary. Any committee participant may be removed by a majority vote of the Board of Directors so long as the participant has been notified at least ten (10) days prior to the vote that his or her removal is being considered.

SECTION 2: DUTIES AND LIMITATION OF POWER

The duties of all committees shall be established by the Chair with the approval of the Board of Directors. Committees do not have authority to bind MOCERTA, enter into contracts, or spend MOCERTA's funds without express approval from the Board of Directors.

ARTICLE IX: MEETINGS/QUORUM

SECTION 1: MEMBER MEETINGS

MOCERTA shall hold regular meetings of the Members at least annually (each, a "**General Membership Meeting**"). At the last General Membership Meeting of the calendar year (the "**Annual Meeting**") (i) the Members elect the Officers, (ii) MOCERTA's activities for the immediately preceding year and its financial condition are reported, and (iii) any other necessary business is conducted. The date, time, place, and format (e.g., in person, virtual, hybrid) of the Annual Meeting shall be determined by the Board of Directors.

A special meeting of the Members may be called by the Board of Directors or may be called by the Members in accordance with the Statute.

SECTION 2: BOARD MEETINGS

The Board of Directors shall hold regular quarterly meetings (each, a "**Regular Board Meeting**"). A Member may attend any Regular Board Meeting pursuant to any method designated by the Chair.

A special meeting of the Board of Directors, for a specific purpose, shall be called by the Chair if requested by any Director. The only business that may be conducted at a special meeting of the Board of Directors is that purpose for which the meeting was called, and no other business may be transacted.

SECTION 3: QUORUM AND MEETING PARTICIPATION

- (a) At any meeting of the Board of Directors, a quorum shall consist of fifty percent (50%) plus one (1) of the Directors then in office.

