

PARTNERSHIP FOR EMERGENCY PLANNING

BY-LAWS

PEP Governance Policy

Partnership for Emergency Planning

10.13.2011 DRAFT **Pending**

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Partnership for Emergency Planning, Inc.

Rewritten: 12/28/04

Revised: 10/13/2011

Approved and Adopted by the Board of Directors: **DRAFT Pending**

ARTICLE 1

Name and Incorporation

Section 1.1 The name of the organization shall be the Partnership for Emergency Planning, Inc. hereinafter referred to as "PEP" or the "Organization".

Section 1.2 The Organization has been formed under the Missouri Corporation Law as a non-profit corporation for the purpose described herein. The Organization shall not, in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described herein.

Section 1.3 The principal office for the transaction of the business of the Organization is located in the State of Missouri, County of Jackson.

ARTICLE 2

Purpose and Objectives

Section 2.1 The primary purpose of PEP is to encourage participation in emergency preparedness planning and related activities by public and private entities in the Greater Kansas City Area.

Section 2.2 Objectives of PEP include, but are not limited to the following:

- a. Provide area leadership to public and private entities in emergency planning and preparedness.
- b. Promote a broader understanding and acceptance of emergency planning and preparedness.
- c. Foster close cooperation between public and private sectors with respect to emergency planning and preparedness.
- d. Promote the exchange of information and lessons learned in the areas of emergency planning and preparedness.
- e. Conduct educational seminars, workshops, conferences and meetings.

ARTICLE 3

Membership and Dues

Section 3.1 Membership in PEP shall be entirely voluntary and shall consist of the following types:

- a. Regular Member – Dues Paid
- b. Regular Member – Dues Waived

Section 3.2 Any individual, business or public sector organization engaged in or having an interest in emergency planning shall be eligible to be a Regular Member in PEP. Members agree to abide by the Code of Ethics (see Section 3.8e)

Section 3.3 All memberships must be renewed annually. Annual membership dues shall be determined by the Board of Directors. The current annual membership dues shall be reflected on the membership application form. The most current version of the membership application shall be maintained by the Secretary.

Section 3.4 A Regular Member – Dues Paid may invite other associates in their respective organization to apply for membership at no additional charge. The number of total associates under a single membership is determined to be 5 by the Board of Directors and is noted on the most current version of the membership application form. Additional memberships beyond this approved number will require another dues-paid regular membership. The Board must approve any exceptions to this policy. All applications will be reviewed for approval as noted in Section 3.2 above.

Section 3.5 All types of memberships shall enjoy the privileges of the Organization except, where certain privileges are restricted to a specific type of membership in these By-Laws.

Section 3.6 Regular Members – Dues Waived may be representatives of private sector or non-profit organizations, public sector organizations or any other person the Board of Directors determines will add value to the Organization by their participation.

Section 3.7 Any member paid in good standing may vote on matters relating to the business of this Organization, or may serve as an officer or director of the Organization.

Section 3.8 Membership in the Organization shall be terminated upon occurrence of any of the following events:

- a. Resignation of the member.
- b. Determination by the Organization's Board of Directors that the member no longer has involvement with the Organization.
- c. Any member whose dues are 3 notices past due shall be suspended and all privileges of membership shall be terminated.

- d. Death of a member.
- e. Any member who violates the Code of Ethics as determined by the Board of Directors may be terminated for cause. The current copy of the Code of Ethics shall be maintained by the Secretary.

Section 3.9 A membership roster shall be maintained by the Secretary or a person designated by the Secretary.

Section 3.10 A membership in the Organization may be transferred by written request submitted to the Secretary. All transfer requests are subject to review and approval by the Board of Directors.

ARTICLE 4 Organization Meetings

Section 4.1 Meetings of the Organization shall be held at a time and place designated by the Board of Directors.

Section 4.2 A notice of each regular and special meeting shall be sent to all members by U.S. Postal mail or by electronic means.

Section 4.3 A member in good standing must be in compliance with the Code of Ethics as determined by the Board of Directors. Final determination of good standing status may be made by the President (see Section 9.9).

ARTICLE 5 Fiscal Procedures

Section 5.1 The fiscal and operating year shall begin on July 1st of each year and close the following June 30th.

Section 5.2 The Treasurer shall invest and manage the funds and securities of the Organization within policies established by the Board of Directors.

Section 5.3 When required by the Board of Directors, the President, Treasurer or any other person entrusted with the handling of funds or property of the Organization shall furnish, at the expense of the Organization, a fidelity bond in such sum as the Board of Directors shall prescribe.

Section 5.4 All contracts, releases, agreements, letters of intent or commitments made in the name of or on behalf of the Organization shall be submitted to the Board of Directors for appropriate review and signature by duly authorized persons or person.

Section 5.5 No contract may be made which will bind the Organization for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

Section 5.6 A voting member of the Board of Directors may receive compensation or fees for services rendered if approved by a majority of the Board of Directors. Said voting member shall not participate in a vote to approve payment of said salaries or fees. Officers and Directors may be reimbursed for expenses incurred in the performance of their duties subject to approval of the Board of Directors.

ARTICLE 6

Board of Directors

Section 6.1 The Board of Directors shall be the governing body of this Organization, and shall establish policies and procedures and administer all affairs and activities of the Organization.

Section 6.2 The minimum number of Board members including officers shall be six (made up of four Officers, two Directors). The Board of Directors shall consist of the following types of members:

- a. Officers (President, President-Elect, Treasurer, and Secretary)
- b. Directors (Appointed position and duties)
- c. Immediate Past President

Section 6.3 Fifty percent (50%) of the members of the Board of Directors must be available to vote to constitute a quorum for the purpose of conducting meetings and transacting business.

Section 6.4 The Board of Directors shall meet monthly, except when a quorum is not available. Additional meetings will be held when deemed necessary. The Board of Directors shall fix the time and place for all Board of Directors meetings.

Section 6.5 The President shall serve as Chairman of the Board. In the President's absence at a meeting, the President-Elect shall act as Chairman. If both are absent, the Treasurer shall preside. If the President, President-Elect and Treasurer are absent the Board may elect a Chairman to preside.

Section 6.6 Each member of the Board shall be entitled to cast one vote on each matter submitted to a vote of the Board of Directors at any meeting thereof except as referenced in Section 5.6.

Section 6.7 Approval of all matters brought before the Board of Directors at a meeting, a quorum being present, shall require a majority vote. Said vote may be by either voice vote, roll call, electronic or secret ballot.

Section 6.8 It shall be the duty of the new Board to adopt a budget for the new fiscal year. The adoption of the budget shall constitute authorization for the payment of all recurring bills included in the budget. The Board shall review the Treasurer's report and approve it at every monthly meeting in which there is a quorum present. The Board must approve all expenditures not included in the budget.

ARTICLE 7

Officers

Section 7.1 The officers of this Organization shall be a President, President- Elect, Secretary and Treasurer.

Section 7.2 All officers shall hold office for one year starting July 1st and ending the following June 30th or until their successors are duly elected, with the exception of the Treasurer position which is held for two years. The roles and responsibilities of all Officers and Directors beyond those described here within shall be documented and approved by the Board at the first of each operating year or by July 1st or as determined appropriate by the Board of Directors.

Section 7.3 The President shall be the chief executive officer of the Organization and shall exercise general supervision and direction of the affairs of the Organization, subject to the control of the Board of Directors. The President shall preside at all meetings of the Organization and of the Board of Directors and be responsible for requiring the Board of Directors to meet regularly and function properly. The President shall be an ex-officio member of all committees created or assigned by the Board. The President shall enforce the By-Laws.

Section 7.4 The President-Elect shall perform duties assigned by the President of the Board. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall automatically succeed to the office of President.

Section 7.5 The Secretary shall be responsible for conducting the general correspondence relating to the business of the Organization other than financial, and shall perform such duties as assigned by the President or the Board of Directors. The Secretary shall maintain complete minutes of all meetings of the Organization and of the Board of Directors.

The Secretary shall be responsible for issuing special meeting notices to members. The Secretary shall turn over all records to his/her successor. The Secretary shall be responsible for assuring that an up-to-date copy of the By-Laws is available at meetings for reference.

Section 7.6 The Treasurer shall have charge of all moneys, bank accounts and valuable property of the Organization, and shall perform all the usual duties relating to the office of Treasurer, and any other duties as are designated by the President or the Board. The Treasurer Officer is elected to a two year term. The Treasurer shall maintain, in the name

of the Organization, a general bank account in a bank approved by the Board of Directors. All funds collected shall be deposited in such account and all general account disbursements made there from. Other special purpose bank accounts, if needed, may be established and will be the responsibility of the Treasurer to manage. The Treasurer shall make disbursements as authorized by the Board. Payments will be supported by vouchers or invoices approved for payment by a member of the Board of Directors.

The Treasurer shall maintain a complete record of receipts and disbursements on all accounts. The Treasurer is responsible for maintaining all current fiscal year financial records in a safe and secure repository. The PEP Board Historian maintains all prior records for the organization based on the Internal Revenue Service (IRS) seven year standard. Monthly reports shall be submitted at regular meetings of the Board of Directors for review and approval.

All moneys, records, files and other property in the Treasurer's possession shall be turned over to her/his successor effective July 1st or when such successor is duly elected. A budget shall be prepared by the Treasurer and submitted for approval by the Board of Directors in June or prior to the new fiscal year. The Treasurer shall submit an annual report to the Board of Directors in writing, for all moneys, bank accounts, and properties. The Treasurer will file the State of Missouri Certificate, IRS notice, and MO Sales/Use Tax Exemption.

Section 7.7 Officers shall hold office until the expiration of their terms or thereafter until the election of their successors, unless their term of office shall terminate or be terminated as provided by these By-Laws.

ARTICLE 8

Directors

Section 8.1 The number of appointed Directors of the Organization shall be fixed by the Board by May 1st of each fiscal year for the following term.

Section 8.2 The term of office for Directors shall be for a minimum of one year, commencing on July 1st or until successors are duly elected.

The Director that occupies the Officer position of President-Elect shall have an additional year automatically added to their term in order to fill the position of President (as described in Section 7.4).

The Director that occupies the Officer position of Treasurer shall have an additional year automatically added to their term to maintain continuity of financial operations (as described in Section 7.6).

Section 8.3 The roles and responsibilities of all Directors beyond those described here within shall be documented and approved by the Board of Directors at the first of each operating year or by July 1st or as determined appropriate by the Board of Directors. See also Section 7.2.

Section 8.4 Directors shall hold office until the expiration of their terms or thereafter until the appointed of their successors, unless their term of office shall terminate or be terminated as provided by these By-Laws.

ARTICLE 9

Nominations, Elections and Removal from Office

Section 9.1 Any Member in good standing may hold a position of officer or director in the Organization.

Section 9.2 A Nominating Committee shall be created by the end of the third quarter of the fiscal year and it shall be composed of the President, President-Elect and the Immediate Past President, with the President-Elect as Chairman. In the event the committee cannot be appointed as specified, any member of the Board may be appointed by the President. The membership shall be notified of the creation of the Nominating Committee in a timely fashion.

Section 9.3 Any member in good standing may nominate any member to fill any director vacancy for which the person nominated has been a good standing paid member for a minimum of one year (see also Section 4.3).

Section 9.4 Nominations from any member for any director position must be submitted electronically via e-mail or in writing via U.S. Postal Mail to the Nominating Committee (as described above) for consideration no later than April 30th of the fiscal year. Nominations of recommended officers and directors from the Nominating Committee for the subsequent term year shall be submitted to the current Board for review and approval no later than June 1st of the fiscal year or at least two weeks prior to the last general session of the fiscal year. The Board-approved list of appointed officers and director nominations shall be presented to the membership for voting prior to the last general session of the fiscal year or at a time deemed appropriate by the Board of Directors.

Section 9.5 The Secretary shall be responsible for creating the approved ballot and conducting an election prior to or the day of the last general session of the year or at some other time deemed appropriate by the Board of Directors. The ballot shall be designed for all members to complete via in-person, electronic means or U.S. Postal mail. The ballot shall be designed to accommodate write-in entries for each director position being considered for election.

All votes shall be recorded and counted by the Secretary of the Organization and reviewed by the Nominating Committee for approval. The Secretary shall be responsible for reporting the results of the general election in a timely manner to the Nominating Committee and the members of the Organization.

Section 9.6 Directors shall be elected by a majority vote of members voting provided that the number of members voting is equal to or greater than 20% of the current membership.

Section 9.7 Any Officer or Director may be removed for cause by simple majority vote of the Board of Directors, provided such Officer or Director shall have been granted an opportunity for a hearing before the Board of Directors. The Board of Directors may call a special meeting to be held within thirty (30) days from the date of any such removal. At such special meeting, the office or offices made vacant by such action of the Board may be filled by the Board.

Section 9.8 If any elected office becomes vacant by reason of death, resignation or otherwise, except as provided in Section 9.7; the Board of Directors may fill such office for the unexpired term.

Section 9.9 The President shall be responsible for resolving any issues related to elections or voting by the board or the membership including, but not limited to, tie votes. The President shall have final decision making authority for resolving all issues related to elections and votes by the board or the membership.

ARTICLE 10

Committees

Section 10.1 Committees may be appointed by the President or the Board of Directors to accomplish the business of the Organization. These committees shall serve until the end of the fiscal year following their appointment, unless dissolved at an earlier date. All committees shall report to and be governed by the Board of Directors. The President shall be an ex-officio member of all committees created or assigned by the Board of Directors, unless participation will be a conflict of interest.

Section 10.2 Committee meetings shall be held upon notification by the Committee Chair of said committee at a time and place designated by the Committee Chair.

Section 10.3 The Board of Directors may remove any Committee Chair or member of a committee for cause.

ARTICLE 11

Limitation on Liabilities

Section 11.1 Nothing herein shall constitute members of this Organization as partners for any purpose. No member, officer, agent or employee of the Organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Organization. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these By-Laws, excepting only acts or omissions to act arising out of his willful malfeasance.

ARTICLE 12

By-Laws

Section 12.1 The operation of these By-Laws and amendments thereto shall begin with the day following the adoption thereof.

Section 12.2 These By-Laws may be temporarily suspended by a simple majority vote of those present at any meeting of the Board of Directors.

Section 12.3 The Board of Directors shall be the authority for the interpretation of these By-Laws.

Section 12.4 An affirmative vote by a majority of the members voting shall be required for the adoption of an amendment to these By-Laws.

ARTICLE 13

Dissolution

Section 13.1 This Organization shall use its funds only to accomplish the purpose specified in these By-Laws and no part of said funds shall be distributed to the members of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable organizations to be selected by the Board of Directors.