

**By-Laws
Of
People First of Missouri**

<u>Name</u>	<u>ARTICLE I.</u> The name of the organization is People First of Missouri.
<u>Purposes</u>	<u>ARTICLE II.</u> Said Corporation is organized exclusively for charitable, educational or scientific purposes, as may qualify it as exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.) More specifically, such purposes include, but are not limited to, promoting self-advocacy and providing training to self-advocates and advisors in the areas of effective leadership and board management for local People First chapters and to increase the quality of life and equal rights for individuals with developmental disabilities and break down barriers built by people's attitudes toward individuals with developmental disabilities. <u>ARTICLE III.</u> People First of Missouri shall have members. <u>Section 1.</u> The membership of People First of Missouri shall consist of local People First chapters in the state of Missouri that have been recognized by People First of Missouri as acting consistently with the purposes of this organization and governed by a board of directors controlled by persons with developmental disabilities. Each local member chapter affiliated with People First of Missouri must elect two representatives to serve on the Board of Director of People First of Missouri (Steering committee); such representatives must be given full authority to vote independently from local chapter direction. Both representatives will serve a two year term starting at the first meeting of each calendar year. Chapters can also select up to two alternates.
<u>Membership Defined</u>	<u>Section 2.</u> The Membership Committee of People First of Missouri shall accept for membership a local People First chapter that meets qualification requirements. The Membership Committee may then certify membership by entering the local chapter's name on the membership list.
<u>Chapter Member admission</u>	<u>Section 3.</u> The term of membership is indefinite.
<u>Term of Chapter member</u>	

Resignation by Chapter Member Section 4. Any Chapter of People First of Missouri may resign at any time, by giving notice by mail, by phone or in person. Chapters failing to send representatives to two consecutive annual meetings without good cause shall be presumed to have resigned.

Expulsion of Chapter member Section 5. Following an opportunity to be heard and a two-thirds vote by the membership, a Chapter may be expelled for good cause.

Chapter member dues Section 6.
Local chapters shall pay yearly dues, the amount determined each year by vote of the Steering Committee members, due on January 1 of each year and delinquent if not paid by March 31 of each year. Payments shall be made to the Treasurer.

Annual Chapter Member Meeting Section 7. The Annual Meeting of People First of Missouri will be held at a date and time to be decided by the Board. At this meeting the Treasurer will make his or her annual financial report.

Special Chapter Member Meetings Section 8. Special or emergency meetings of the membership may be called by any two officers.

Notice for Chapter Membership Meetings Section 9. Notice for all membership meetings shall be given when possible at least four days prior to the meeting, by phone, mail, or in person, or at least 24 hours prior to an emergency meeting.

Quorum for Chapter Membership Meetings Section 10. A quorum for membership meetings shall be one-third of all representatives.

Voting at Chapter Membership Meetings Section 11. Each member (local chapter of People First) may vote only through action of its two representatives at a meeting of People First of Missouri. All matters shall be decided by the vote of a majority of persons at a membership meeting, (and not by a majority of member chapters) (unless stated otherwise in these By-Laws). Proxy voting is permitted, provided the absent person gives written authorization on the specific measure to be voted upon to another person at the membership meeting who may be another representative, or may be an alternate sent by the local chapter but votes per chapter cannot exceed 2 counted votes. If one of the steering committee representatives is a Statewide Officer, this counts as one vote and then the chapter is allowed only one other

vote. The Presidents chapter is allowed two votes in addition to the Presidents vote which only serves as a tie-breaker.

ARTICLE IV. People First of Missouri shall have a Board of Directors (Steering Committee).

<u>Composition of Board</u>	<u>Section 1.</u> The Board of Directors, also called the Steering Committee, shall be comprised of two representatives selected from each local chapter member. Each local chapter member may replace one or both representatives at will, provided it gives written notice to the President.
<u>Powers and Duties</u>	<u>Section 2.</u> The Board of Directors shall manage the business affairs of the organization. Board members shall keep their respective local member chapters fully informed of the organization's activities.
<u>Selection of Board Members</u>	<u>Section 3.</u> The Membership Committee shall certify proper selection of qualified representatives from each chapter member organization to serve as members of the Board of Directors. Each member organization may determine its representative selection procedure in any reasonable manner, including election. Each local member chapter affiliated with People First of Missouri must elect two representatives to serve on the statewide steering committee meeting. Both representatives will serve a two year term starting at the first meeting of each calendar year. Chapters can also select up to two alternates.
<u>Terms of Board Members</u>	<u>Section 4.</u> Board members shall serve two year terms. The commencement date for each term shall be determined by the chapter member organization, and reported to the Membership Committee. Board members may be re-selected to successive terms.
<u>Board Vacancies</u>	<u>Section 5.</u> Board member vacancies will be filled by vote of the local chapter.
<u>Board Member Resignation</u>	<u>Section 6.</u> Any member of the Board may resign by letter. Any member of the Board who misses three consecutive Board meetings, or five annually, without good cause, shall be presumed to have resigned.
<u>Board Member Removal</u>	<u>Section 7.</u> Following an opportunity to be heard and a two-thirds vote by the Board, a Board member may be removed for good cause.
<u>Regular Board Meetings</u>	<u>Section 8.</u> Regular Board meetings will be held quarterly, unless otherwise determined by the President. Board members shall be given at least a four day written notice of all Board meetings.

Special Board Meetings Section 9. Special or emergency Board meetings may be called by any two officers, with 24 hour prior notice by phone, mail, or in person.

Voting at Board Meetings Section 10. All matters shall be decided by the vote of a majority of Board members at a meeting. Each Board member shall have one vote. No other persons may vote. Proxy voting is permitted, provided the absent person gives written authorization on the specific measure to be voted upon to another person at the membership meeting who may be another representative, or may be an alternate sent by the local chapter, but votes per chapter cannot exceed 2.

Quorum for Board Meetings Section 11. Quorum for Board meetings shall be one-third of all Board members.

Officers, Terms, Elections ARTICLE V. People First of Missouri shall have five officers: President, Vice-President, Secretary, Treasurer and Sergeant at Arms. They shall be elected at the Annual Meeting for two year terms, and may be re-elected to only one successive term. An officer must be out of office for at least two years before being eligible to again serve in that same officer position. Nominations for officer elections must be submitted no later than the prior regular meeting of the Board of Directors.

President Section 1. The President shall:
a. Preside at membership and Board meetings,
b. Preside at the Bi-Annual meeting/conference,
c. Act as spokesperson for the group,
d. Schedule meetings and prepare agendas,
e. Report to contact of funding sources,
f. Insure other officers perform their duties,
and
g. Appoint committee members.

Vice-President Section 2. The Vice-President shall fill in for the President when he or she is unavailable. The Vice-President shall aid other officers, and serve as member of the People First of Missouri Conference Planning Committee.

Secretary Section 3. The Secretary shall keep minutes of Board and membership meetings, and within two weeks following each meeting send written minutes of the meeting to each member chapter organization. The Secretary shall file, maintain and safeguard the archives of the organization.

Treasurer Section 4. The Treasurer shall keep records and receipts of all expenses and income, and shall prepare quarterly

and annual financial reports. The Treasurer shall have the authority to open and maintain checking and/or savings accounts for the organization but funds from these accounts can only be withdrawn upon the authorization of the Treasurer and one other officer as authorized by the Board of Directors.

Sergeant at Arms

Section 5. The Sergeant at Arms shall keep the meeting on topic and preserve order in the meetings, and insure attendees at Board meetings sign the sign-in register.

Committees

ARTICLE VI. People First of Missouri shall have the following committees. More committees may be created by the Board of Directors as needed. Board members, Advisors and non-members may serve on committees.

Fund Raising Committee

Section 1. The Fund Raising Committee will seek to raise money for People First of Missouri.

Conference Planning Committee

Section 2. The Conference Planning Committee will plan and supervise the annual People First of Missouri Conference.

Membership Committee

Section 3. The Membership Committee will certify membership, Board membership, and maintain a membership list.

Advisors

ARTICLE VII. Each member chapter may select one person to serve as an advisor to the chapter. That advisor may attend People First of Missouri Board meetings provided the advisor is accompanied by both chapter representatives. Advisors may not vote on, control or veto any matter. Advisors shall support the organization's mission, clarify issues when needed and recommend possible solutions to problems faced by the organization. Advisors shall aid Board members in reporting back to chapter members on matters addressed by the Board of Directors.

Limitations On Activity

ARTICLE VIII. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the members, directors, or officers of the Corporation, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. The Corporation shall not participate, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of the By-Laws or of these Articles of Incorporation of the Corporation, or any provision of the Missouri laws governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of a future Federal Income Tax Law).

Dissolution ARTICLE IX. The remaining assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows: All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore; assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed to one or more Corporations, funds, or foundations, qualified for exemption from tax as an exclusively charitable or educational Corporation, fund or foundation under the Internal Revenue Code of 1986, as amended, or its successor provisions.

Use of Money ARTICLE X. No funds of the organization may be used for the personal benefit of any member, except upon two-thirds vote of the Board of Directors. Where a member is delinquent in payment of its dues, People First of Missouri shall not pay registration, hotel or food expenses for anyone from that member chapter at any People First of Missouri conference or activity. Motel/Hotel rooms and one meal for two Board members and one of their advisors will be paid for by People First of Missouri, if funds are available. If a member or advisor cannot attend once they have made reservations, it is their responsibility to call 24 hours in advance and cancel; if this does not happen, their local member chapter will have to pay for the room and food.

Fiscal Year ARTICLE XI. The fiscal year shall end on the 31st day of December of each year.

Amendments ARTICLE XII. These By-Laws may be amended by two-thirds vote at a Board meeting, provided the text of the amendment is submitted to the Board members at least 24 hours prior to the meeting.

Certification By Secretary

I, _____, Secretary of People
First of Missouri, certify that the Board membership voted
on the _____ day of _____, 200__, to
adopt these By-Laws.

Secretary
