

**BY-LAWS
of the
MISSOURI MUNICIPAL ATTORNEYS ASSOCIATION**

**ARTICLE I
Name and Location**

The name of this organization shall be the Missouri Municipal Attorneys Association (MMAA), which shall be an affiliated association of the Missouri Municipal League (MML), a voluntary, nonprofit, nonpartisan organization.

The principal office of the MMAA shall be the principal place of business of the MML: 1727 Southridge Drive, Jefferson City, Missouri 65109.

**ARTICLE II
Purposes**

The MMAA is created primarily for the purpose of enhancing cooperation among and between municipal attorneys in the State of Missouri and establishing relationships with State and municipal officials, both elected and appointed; more specifically:

- To perpetuate the MMAA as an agency for the cooperation of all city attorneys of Missouri in the practical study of municipal legal problems.
- To hold annual meetings and educational conferences for the discussion of legal and other questions affecting city governments.
- To share information among city attorneys in order to enable them to better perform their functions.
- To study legislation, court decisions and administrative rulings relating to the public interest of the cities of Missouri, and to publish the results of such studies for the use of city attorneys.
- To strengthen the quality of legal representation of cities through continuing education and the publication of newsletters and other works of interest in the field of municipal law.
- To be an educational and research organization for the benefit of city attorneys representing Missouri cities who are members of the MML.
- To provide city attorneys the opportunity to exchange ideas, to consult with one another and to meet with persons in or associated with municipal law.

- To recognize persons who have made significant contributions to the area of municipal law.
- To further the goals and purposes of the MML, and in the furtherance of its own encompassed goals and purposes, to take no action in conflict with the Constitution of the MML; or jeopardize the tax-exempt status of the MML.
- To assist in, initiate and/or participate in effective advocacy before tribunals regarding issues impacting municipalities and municipal law.

ARTICLE III Membership and Dues

(A) **Full Membership.** Every full-time or part-time appointed or elected municipal attorney, and every full-time or part-time deputy municipal attorney, assistant municipal attorney, municipal prosecutor or assistant municipal prosecutor, by whatever title they may be designated, who represents as legal counsel, by appointment or contract, on a regular basis, any municipality that is a member of the MML, shall be eligible for Full Membership in the MMAA. Additionally, any full-time or part-time appointed or elected county *counselor*, and any full-time or part-time deputy or assistant county *counselor*, who represents as legal counsel, by appointment or contract, on a regular basis, any county that is a member of the MML, shall be eligible for Full Membership in the MMAA. Finally, any MML staff members who are duly admitted to practice law in the State of Missouri shall be eligible for Full Membership in the MMAA.

(B) **Associate Membership.** Any attorney admitted to practice law in the State of Missouri who serves as special counsel to a municipality, or who regularly practices in the area of municipal law, may become an Associate Member upon payment of dues and approval of the MMAA Board of Directors. All membership must be consistent with the purposes of this association.

(C) **Life Membership.** Any member who has retired from active service with a municipality and who in the opinion of the MMAA Board of Directors has made an outstanding contribution to the development of the profession may be granted a Life Membership by unanimous vote of the Board. Life Members shall be entitled to a waiver of Annual Conference registration fees.

(D) **Suspension or Termination of Membership.** Membership shall automatically terminate if an individual member no longer meets the qualifications set out for his or her category of membership as more specifically set out in paragraph (A), paragraph (B) or paragraph (C) of this Article III; whichever is applicable. In addition, upon a recommendation of the duly elected officers of the MMAA, the MMAA Board of Directors, by affirmative vote of two-thirds, may suspend or terminate the membership of any individual member whenever, in its judgment, the best interests of the MMAA will

be served thereby. In cases of suspension, the period of suspension shall be set by the MMAA Board of Directors, dependent upon the facts and circumstances of the particular situation involved. Any individual whose membership is either suspended or terminated may submit a rebuttal, addressed to the President of the MMAA Board of Directors, within ten (10) calendar days of the date upon which his or her membership was suspended or terminated.

(1) If a rebuttal is submitted by the suspended or terminated member within this ten (10) day period, the MMAA Board of Directors shall promptly call a special meeting to consider each of the points raised in the rebuttal. A final decision as to the suspension or termination shall be rendered by the MMAA Board of Directors within ten (10) calendar days of this special meeting and its decision shall be considered final.

(2) If no such rebuttal is submitted by the suspended or terminated member within this ten (10) day period, then the suspension or termination of membership shall be considered final.

(E) **Questions as to Membership Status.** Questions as to the status of an applicant as a Full Member, an Associate Member or a Life Member shall be resolved by the MMAA Board of Directors.

(F) **Dues.** The amount of annual dues to be paid by each Full Member, each Associate Member and each Life Member of the MMAA shall be initially determined, and subsequently adjusted, if and as deemed necessary from time to time, by a majority vote of the MMAA Board of Directors. All annual dues shall be payable on or before the 1st day of the annual meeting/conference referenced in Article IV (A) below.

(G) **Access to Communications.** Among other benefits extended to members is participation in a variety of communications, electronic and otherwise. The MMAA Board of Directors may create different levels of participation and access to any form of communication, which is limited to members.

ARTICLE IV Meetings and Voting

(A) **Annual Meeting/Conference.** The MMAA membership shall meet annually during the month of July at a place designated at the previously held annual meeting; or at such time and place as may be determined by a majority of the MMAA Board of Directors.

(B) **Special Meetings.** Special meetings of the MMAA may be called by the President, or not less than one-tenth of the membership eligible to vote, at a place and time designated by the MMAA Board of Directors or the individual members who (in accordance with this subsection) called the meeting, as the case may be.

(C) **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of the MMAA shall be delivered to each member by electronic or regular mail, or by facsimile, not less than ten (10) days prior to the date of such meeting. The proposed agenda of any special meeting shall be stated in the notice.

(D) **Quorum.** At the *Annual Meeting*, a quorum for the transaction of business shall constitute the number of Full Members present. At any *Special Meetings*, a quorum for the transaction of business shall constitute (1) a majority of the MMAA Board of Directors and (2) ten percent (10%) of the Full Members present.

(E) **Voting.** In all transactions requiring official decisions of the MMAA, each Full Member present, in person, shall have one vote upon each matter to be considered at the annual meeting, or at any special meetings. Voting shall not be cumulative, nor by proxy. Associate Members and Life Members shall be entitled to participate in the meetings and affairs of the MMAA, but shall not have a vote.

(F) **Parliamentary Procedure.** The conduct of business for MMAA Board and committee meetings shall be directed by the presiding officer, subject to the direction of the body.

ARTICLE V

Board of Directors

(A) **General Powers.** The business and affairs of the MMAA shall be governed by the MMAA Board of Directors, which shall include the presentation and subsequent adoption of an annual budget.

(B) **Composition.** The MMAA Board of Directors shall be comprised of seven (7) Full Members of the MMAA. Four (4) positions shall be held by the Officers who hold the titles set out in Article VI (A), paragraphs (1), (2), (3) and (4), below.

(C) **Qualifications.** For the three (3) At-Large Board positions, the Nominating Committee shall seek to nominate from the Full Membership those who can best provide effective and dynamic leadership. In that evaluation, Committee members may consider all relevant factors, including scholarship, standing in the legal community and past contributions to the MMAA. Imperative in this evaluation is the representation from areas of the State; more specifically, these three (3) remaining positions should be held by Full Members who represent municipalities located in different geographic areas of the State for purposes of ensuring that no specific area is either overly, or under, represented. To be nominated, an individual must hold a Full Membership in the MMAA and, once elected, must continue as a Full Member during his or her term of office.

(D) **Election and Term.** Any individual nominated to serve as an At-Large member of the MMAA Board of Directors shall be elected if he or she receives a majority of the votes cast by Full Members present at the Annual Conference. The initial At-Large members so elected shall take office immediately and shall serve staggered terms, chosen by lot, for one (1) year; two (2) years and three (3) years. Thereafter, only one (1) Full Member will be nominated by the Nominating Committee for the single At-Large position available and his or her term will be for three (3) years. Nominations for the three (3) initial At-Large positions and all subsequent At-Large positions shall be made by a Nominating Committee appointed as set forth in Article VII (A) below; although nominations may also be made from the floor during the Annual Meeting/Conference by any Full Member present.

(E) **Vacancies.** A vacancy shall occur on the MMAA Board of Directors upon the death, resignation or removal, (in any manner authorized by these Bylaws), of an MMAA Board member. Should a vacancy occur, a replacement shall be selected by a majority vote of the remaining MMAA Board members to serve the balance of the unexpired term.

(F) **Removal.** The subsequent loss of eligibility to participate in the MMAA as a Full Member shall automatically disqualify any At-Large Board member from holding or continuing to hold his or her position. Any At-Large Board member may be removed by an affirmative vote of two-thirds of the MMAA Board of Directors whenever in their judgment the best interests of the MMAA will be served thereby.

(G) **Regular Meeting(s) of the Board of Directors.** The regular meeting of the MMAA Board of Directors shall be held each year at some point during the MMAA Annual Meeting/Conference, as set out in Article IV (A) above. The MMAA Board of Directors may also choose to conduct another regular meeting at some point during the MML Annual Legislative Conference.

(H) **Special Meetings of the Board of Directors.** The President or any three members of the MMAA Board of Directors may call a special meeting of the Board of Directors.

(I) **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of the MMAA Board of Directors shall be delivered by electronic or regular mail, or by facsimile, to each member of the Board not less than ten (10) days prior to the date of such meeting; unless exigent circumstances require a shorter time. The purpose of the special meeting shall be stated in the notice.

(J) **Quorum.** A quorum for the transaction of business of the MMAA Board of Directors shall be five (5) members of said Board of Directors. If less than such a quorum is present at a regular meeting, the majority of the members of the Board of Directors then present may either adjourn the meeting from time to time, without further notice, or may act on the business and obtain written ratification of its acts by an affirmative vote of a majority of the Board of Directors within 30 days of said action.

(K) **Voting**. All actions of the MMAA Board of Directors must be decided by a majority vote of the quorum present. A tie vote defeats the proposal.

(L) **Electronic and Telephonic Meetings**. Unless otherwise restricted by these By-Laws or State law, the MMAA Board of Directors, or any duly authorized committee, may participate in a meeting of the Board or committee by means of conference telephone or other electronic method of communication, including email, whereby all persons participating in the meeting can hear each other or in the case of email, read each other's written responses, and participation in a meeting in such manner shall constitute presence in person at such meeting.

ARTICLE VI Officers

(A) **Regular Offices/Duties and Responsibilities**. The regular offices of the MMAA shall be as follows, with the corresponding duties and responsibilities:

(1) The *President* shall call and preside at all meetings of the full membership of the MMAA. The President shall prepare the agenda of all meetings of the MMAA. The President, in conjunction with the MMAA Board of Directors, may appoint members to all standing and ad hoc committees except as otherwise provided herein. The President shall ensure that the MMAA is duly represented by ensuring the appointment of one of its members on the MML Board of Directors in accordance with MML By-Laws. The President shall have the authority to co-execute, with the Treasurer, any and all checks and other negotiable instruments authorized by the MMAA Board of Directors on behalf of the MMAA. In the event of a vacancy in the position of President, the Vice President shall succeed to the office of President for the unexpired term.

(2) The *First Vice-President* shall perform the duties of the President in his or her absence, and shall further carry out any other duties delegated to the First Vice-President by the MMAA Board of Directors. In the event of a vacancy in the position of First Vice President, the Second Vice President shall succeed to the office of First Vice President for the unexpired term.

(3) The *Second Vice-President* shall perform the duties of the First Vice President in his or her absence, and shall further carry out any other duties delegated to the Second Vice-President by the MMAA Board of Directors. In addition, the Second Vice-President shall provide the financial report to the membership during the business meeting at the Annual Conference. In the event of a vacancy in the position of Second Vice President, the full membership of the MMAA shall select from among three of its members, whose names shall be submitted by the MMAA Board of Directors, to serve as Second Vice President for the unexpired term.

(4) The *Immediate Past President* of the MMAA shall serve to promote participation in MMAA activities; provided he or she continues to meet the qualifications and requirements of membership (Full, Associate or Life) set out in Article III above. In the event he or she fails to meet such qualifications and requirements, then a vacancy in the position of Immediate Past President will exist and no replacement shall be named. The Immediate Past President shall perform other duties as the MMAA Board of Directors may request in order to use his or her talents and experience to the best advantage of the MMAA.

(B) **Ex Officio Offices/Duties and Responsibilities.** The ex officio offices of the MMAA shall be as follows, with the corresponding duties and responsibilities:

(1) The Executive Director of the MML, or his or her designee, shall serve as the *ex-officio Secretary* of the MMAA and, as such, shall give notice and keep minutes of all meetings of the MMAA membership; shall maintain the MMAA membership list; shall be responsible for the municipal legal news publications of the MMAA and their distribution to the MMAA membership; and shall further carry out any other duties delegated by the MMAA Board of Directors.

(2) The Executive Director of the MML, or his or her designee, shall serve as the *ex-officio Treasurer* of the MMAA and, as such, shall account for all financial matters of the MMAA; shall render such financial statements as the MMAA Board of Directors may require; shall deposit all funds of the MMAA to the credit of the MMAA in such bank as the MMAA Board of Directors shall select; shall have the authority to co-execute, with the President, any and all checks and other negotiable instruments authorized by the MMAA Board of Directors on behalf of the MMAA; shall prepare a budget to be presented to the MMAA Board of Directors in advance of the general membership meeting; and shall further carry out any other duties delegated to the Treasurer by the MMAA Board of Directors.

(C) **Nominations.** Nominations for officer positions shall be made by a Nominating Committee appointed as set forth in Article VII (A) below; although nominations may also be made from the floor by during the Annual Meeting/Conference by any Full Member present.

(D) **Qualifications.** The Nominating Committee shall seek to nominate from the Full Membership those who can best provide effective and dynamic leadership. In that evaluation, Committee members may consider all relevant factors, including representational balance from across the state, scholarship, standing in the legal community and past contributions to the MMAA. Attendance at annual meetings may be considered; however, absence shall not be a disqualification for office. To be nominated, however, an individual must hold a Full Membership in the MMAA and, once elected, must continue as a Full Member during his or her term of office.

(E) **Election and Term.** Any individual nominated to serve in the offices of President, First Vice President and Second Vice President shall be elected if he or she receives a majority of the votes cast by Full Members present at the Annual Conference. Any individual so elected shall take office immediately and shall serve a one-year term.

(F) **Vacancies.** A vacancy shall occur upon the death, resignation or removal, (in any manner authorized by these Bylaws), of any MMAA Officer. Should a vacancy occur in any office except Past President, a replacement shall be selected by a majority vote of the remaining MMAA Board members to serve out the balance of the unexpired term.

(G) **Removal.** The subsequent loss of eligibility to participate in the MMAA as a Full Member shall automatically disqualify any officer from holding or continuing to hold office. Any officer elected or appointed may be removed by an affirmative vote of two-thirds of the MMAA Board of Directors whenever in their judgment the best interests of the MMAA will be served thereby.

ARTICLE VII

Standing Committees

(A) **Nominating Committee.** The Nominating Committee shall be a standing committee on nominations whose duty it is to present a list of nominees to the Full Membership for election as officers at the Annual Conference.

(1) The Nominating Committee shall consist of not fewer than three (3), nor more than five (5), Full Members; one of which shall be the Immediate Past President to the extent he or she continues to meet the requirements set out in Article VI (A) (4).

(2) The Nominating Committee shall be appointed by the sitting President, in consultation with the Executive Director of the MML, and announced on the first day of the Annual Conference.

(B) **Lou Czech Award Selection Committee.** The Lou Czech Award Selection Committee shall be a standing committee whose duty it is to select the recipient of the Lou Czech Award.

(1) The Lou Czech Award Selection Committee shall consist of four (4) individuals: the President, the Immediate Past President, the Immediate Prior Winner of the Award and the Executive Director of the MML.

(2) The Lou Czech Award recipient shall be selected based upon a set of written qualifications and criteria adopted by the MMAA Board of Directors.

(3) The Lou Czech Award may be bestowed annually; or less frequently in the judgment of the MMAA Board of Directors.

ARTICLE VIII Amendments

These By-Laws may be amended by Full Members of the MMAA, who are present and in person at any Annual Conference of the MMAA. The Secretary shall provide the written text of any proposed amendment(s) to all Full members at least thirty (30) days prior to the meeting at which the amendment is to be considered. This thirty (30) day notice shall be deemed sufficient if delivered by either electronic or regular mail, or by facsimile. A vote of at least two-third of the Full Members present is required in order to adopt any amendment to these By-Laws.

ARTICLE IX Miscellaneous

(A) **Participation in Other Organizations.** The MMAA may join or cooperate with other national, state and local attorney organizations that will benefit the MMAA and its members.

(B) **Required Actions.** Any action required to be taken at the Annual Conference, including amendments to these By-Laws, may be taken as provided herein.

(C) **Contracts and Finance.** In accordance with the annual adopted budget, the MMAA Board of Directors may authorize any officers of the MMAA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MMAA, and such authority may be general or may be confined to specific instances. The MMAA shall not have power to bind any future Boards to pay for goods and services without the Board's prior written consent. The President and the Secretary shall be co-signatories to such agreements as are authorized.

(D) **Termination and Devolution.** Upon termination of the MMAA as an affiliated associated of the MML, all assets of the MMAA shall become the property of the MML.

(E) **Indemnification.** Volunteer officers and committee members of the MMAA shall have the same indemnification with respect to their liability for damages, costs and expenses for acts or omissions within the scope of their authorized function for the MMAA which they would have if they held corresponding positions in the MML.

(F) **Governing Document.** These By-Laws govern the MMAA and supersede all prior Constitutions and/or By-Laws of the MMAA.

CERTIFICATE OF ADOPTION

The undersigned President and Secretary of the Missouri Municipal Attorneys Association hereby certify that this document was duly adopted by the approving vote of a majority of the MMAA members attending their annual meeting this ____ day of July, 2011:

President, MMAA

Secretary, MMAA/Executive Director, MML

Submitted by the Members of the By-Laws Committee this ____ day of July, 2011.

Brian Head (City Attorney, Joplin);
Lisa Robertson (City Attorney, St. Joseph);
Nancy Thompson (City Attorney, Riverside);
Dan Vogel (Cunningham, Vogel & Rost); and
Chris Williams (Williams & Campo, P.C.)