

**MISSOURI ASSOCIATION OF COUNTY TRANSPORTATION OFFICIALS
BYLAWS**

BYLAW I

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of this Association, shall determine its policies or changes therein the limits of the Constitution and Bylaws, shall actively prosecute the Association's purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall consist of the current officers as detailed in Bylaw II, immediate Past President and Regional Directors from each Missouri Department of Transportation (MoDOT) district. The Board of Directors may also include up to four non-voting members selected by the Board. The non-voting members may be from any of the membership classes identified in Article III, Section 1 of the Constitution and will serve two-year terms as determined by the Board of Directors. One non-voting member will be the Technology Coordinator for the Association and may be from any MoDOT District. One non-voting member shall be the Membership Director for the Association and may be from any MoDOT District. The other two non-voting members shall not be from the same MoDOT District, with no more than one being from a MoDOT District that has a city with a population greater than 200,000 residents.

Section 3. The term of office for the Board shall be two (2) years for the Regional Director. Directors from the Southeast, Central St. Louis and Kansas City District shall be elected in even numbered years and Directors from the Northwest, Northeast and Southwest Districts shall be elected in the odd numbered years. The initial directors shall draw Straws for the two-year term. The term for the remaining Board Members shall be their respective term of office. The Technology Coordinator and Membership Director shall not have fixed terms and serve at the pleasure of the Executive Director.

Section 4. Meetings. The Board shall meet upon call of the President at such times and place as he may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board shall be sent by mail or e-mail to each member of the Board at his or her last recorded address at least five days in advance of such meetings.

Section 5. Quorum. A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present. Non-Voting members do not contribute to the presence of a quorum.

Section 6. All meetings of the Association shall be governed by "Roberts Rules of Order — revised". The Board of Directors shall fix the order of business. Non-Voting members may fully participate in all discussion that takes place during meetings.

**BYLAW II
Officers**

Section 1. The officers of the Association shall be President, Vice President, Secretary, and Treasurer, who shall be elected by ballot at the Annual Meeting and assume office immediately following the close of the Annual Meeting and hold office for a period of one (1) year or until their successors are duly elected. The immediate Past President shall also serve as an officer of the Board. No officer may be elected to succeed him or herself.

Section 2. No member of the Board shall receive a salary or compensation except for

expenses incurred in behalf of the Association as approved by the Board.

Section 3. Fees and expenses of persons serving the Association may be allowed by the Board.

Section 4. Should the office of President become vacant prior to the conclusion of the term for which the President was elected, the Vice President shall assume the office of President immediately without further action by either the Board or the general membership.

Section 5. Should any of the other offices become vacant prior to the conclusion of the term for which they were elected, the President shall nominate a replacement for the remainder of the term subject to approval of the Board.

Section 6. Duties of Officers.

- a. The President shall be the principal elective officer of the Association, shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee. He or she shall be a member ex-officio of all committees with the right to vote except for the Nominating Committee. He shall perform such other duties as are necessarily incident to the appointment of Committees as defined in Bylaw VI, and such other committees as the Board may deem necessary.
- b. The Vice President shall assist the President in any manner so directed by the President or the Board of Directors and should the office of President become vacant for any reason, the Vice President shall assume the duties of the office of President.
- c. The Secretary shall:
 1. present a report of the affairs of the Secretary's office at General Membership meetings.
 2. assure the proper recording of the proceedings and discussions of the meetings of the Board and Executive Committees.
 3. assure that copies of the Minutes of the meetings are prepared and distributed to the proper individuals.
- d. The Treasurer shall:
 1. be the custodian of the property of the Association.
 2. serve as the comptroller of the Association
 3. be responsible for the financial affairs of the Association and shall designate a person or persons to sign or countersign checks and/or manage other forms of payment utilized by the Association
 4. obtain the countersignature or written approval of the President or Vice-President for checks in excess of \$1,000. Such written approval may be made via email or text.
 5. obtain the written approval of the President or Vice-President for other forms of payment for expenses exceeding \$1,000. Such approval may be made via email or text.
 6. written approvals for payments shall be retained by the Association as may be required by applicable law
- e. The immediate Past President shall assist the President in any manner so directed as well as chair the audit committee.

Section 6. Removal — Any officer elected or appointed may be removed upon a two-thirds (2/3) vote of the entire Board of Directors whenever in its judgement the best interest of the Association would be served thereby.

BYLAW III

Nominations and Elections of Officers

Section 1. Nominating Committee. Candidates for offices of the Association shall be

selected by a Nominating Committee composed of Directors and Active Past Presidents. The Membership Director, if one is named by the Board, is required to be a member of the Nominating Committee and shall serve as the Chair. The Chair will be responsible for calling meetings of the Nominating Committee. The Board shall name a Chair for the nominating committee if the Membership Director is vacant.

Section 2. Nominations by the Nominating Committee must be made with the consent of the nominee or nominees.

Section 3. Nominations and Election Procedures. At the Annual Meeting of the Association, the Secretary shall place the names of the candidates selected by the Nominating Committee before the members assembled. Additional nominations for any office may be made by any Active Member from the floor of the Annual Meeting. Nominations shall be closed by a motion from the floor, second and voice vote. If there are no contested elections, the President may call for a voice vote of the Active Members to accept the slate of candidates by acclamation. If there are contested elections, the President may call for a voice vote of the active members to accept the uncontested candidates. Contested elections shall be voted on by showing of hands by the Active Members and the candidate with a plurality of the votes shall be elected. The counting of votes shall be conducted by two of the non-voting members of the Board selected by the current President. In the event of a tie between candidates with the most votes, an additional vote shall be taken between only the tied candidates. Voting shall continue until there are results that constitute a plurality for one candidate.

BYLAW IV Dues

Section 1. There shall be no annual dues for Active Members.

Section 2. Other fees or assessments may be levied only after favorable vote by a majority of the Active membership present at the Annual Meeting or at a special membership meeting called by the President.

Section 3. Honorary and Life members shall be exempt from the payment of Association dues.

Section 4. Associate Members are not required to pay annual dues, but are encouraged to make an annual contribution and to support the Annual Conference

BVLAW V Staff

Section 1. The administration and management of the Association may be carried out by a staff person engaged or appointed by, and directly responsible to the Board. He or she shall have the title of Executive Director or such other title as the Board shall from time to time designate. He or she shall manage and direct all functions and activities of the Association and perform such other duties as may be specified by the Board.

BVLAW VI Committees

Section 1. The following committees shall be standing committees of the Association:

- a. Nominating
- b. Legislation

- c. Policy
- d. Constitution and Bylaws

Section 2. The President, subject to the approval of the Board, shall annually appoint such standing, special or sub-committees as may be required by the Bylaws or as he may find necessary. The President shall annually issue specific charges of responsibility to each newly appointed committee chairpersons, and shall cause, prior to January 1 of each year, a meeting to be held between the newly appointed and previous committee chairpersons and vice-chairpersons of all committees to insure continuation of ongoing programs, transfer files and for general discussion.

Section 3. If the position of Chairperson of a committee becomes vacant for any reason, the Vice-Chairperson shall assume the position unless however the President, subject to the approval of the Board, appoints a different replacement. The President, subject to the approval of the Board, may also replace other vacant committee positions and expand any committee.

BYLAW VII Annual Meeting

Section 1. There shall be an Annual Meeting of the Association during the month of October for electing officers, receiving the Annual reports and the transaction of any other business.

The Annual Meeting shall take place at the Annual Conference unless otherwise ordered by the Board. Should the Annual Meeting take place outside of the Annual Conference, the time and place of the Annual Meeting shall be officially advertised to the members on the Association website at least three months preceding the meeting.

- a. The Active Members present at any Annual Meeting of the association shall constitute a quorum of membership.
- b. The order of business shall be determined by the Chairperson, who shall be the President and the usual parliamentary rules as specified in “Roberts Rules of Order — Revised” shall govern all deliberations when not in conflict with the Bylaws.

BYLAW VIII Fiscal Year

Section 1. The Fiscal Year shall commence on the first day of January and shall end on the 31st day of December.

NOTE: The Constitution and Bylaws of the Association were Originally adopted by the Association on March 14, 2003.

