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St. Louis Chapter
Missouri Association for Social Welfare
By-Laws

Article I

Name and Location

The name of this organization shall be the St. Louis Chapter of the Missouri Association for Social Welfare.

The geographical area constituting this chapter shall be the counties of Franklin, Jefferson, **St. Charles,**
Lincoln, Warren[and] St. Louis and the City of St. Louis.

Article II

Purposes and Objectives

The purposes and objectives of the St. Louis Chapter of the Missouri Association for Social Welfare shall be to improve and promote the health and welfare of the people of the State of Missouri, to promote the improvement of public and private social services, and the prevention of poverty, crime and disease in the state of Missouri.

Its purposes may be accomplished through 1) research, 2) education, including conferences and public community forums, 3) social planning, 4) working in coalition with other community organizations, and 5) cooperation with public and private agencies.

Article III

Membership

Section 1: The membership of this chapter shall consist of individuals and organizations who shall be members of the Missouri Association for Social Welfare residing or working within the geographical area of the chapter.

[For the purposes of dues, members shall be classified as individual members, organizational members, sustaining members, patrons, ambassadors or associate members (senior citizens, full-time students, and low-income persons).] **For the purposes of dues, members shall be classified as Student or Low Income, Individual, Organization, Sustaining Member, Patron, or Ambassador.**

Section 2: All individual members and one representative from an organizational membership shall be entitled to vote, hold elective office, and be a member of the Board of Directors. All members of the Board of Directors have equal voting rights and privileges.

Section 3: Each member organization shall designate one of its members as a representative who shall have the same rights and privileges in the Association as an individual member of the Association until written notice is given to the state office of the Missouri Association for Social Welfare of the revocation of the appointment of such representative. Each member organization shall furnish the state office of the Missouri Association for Social Welfare with the names and addresses of its two representative members.

Article IV

Meetings of Members

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Section 1: The annual meeting of the members of this chapter shall be held during the second calendar quarter at a time and place designated by the Board of Directors. At the annual meeting, reports shall be given which cover the activities, program, and finances of the chapter during the preceding year, and the general financial plan of the chapter shall be approved.

Section 2: Special meetings of the members may be called by the Chairperson by order of the Board of Directors; or upon written request of five percent of the members of the chapter, the Chairperson or Secretary shall call a special meeting. Said request shall set forth the purpose of such meeting, and no business shall be transacted except that for which the call was issued.

Section 3: [Written notice] **Notification** of all meetings of the members of the chapter shall be [mailed] **given** to the members[, addressed to their known address,] not less than ten days prior to the date thereof; and notice shall set forth the time, place, and purpose of such meeting.

Section 4: Twenty members of the chapter present at any duly called meetings shall constitute a quorum.

Article V

Dues

Annual dues shall be in accordance with the by-laws of the Missouri Association for Social Welfare.

Article VI

Officers

Section 1: The officers of the chapter shall be: Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2: The term of office of these officers shall be for a period of one year or until their successors are elected and qualified.

Article VII

Duties of Officers

Section 1: The Chairperson shall supervise the activities of the chapter and its officers and shall preside at all meetings of the chapter and the Board of Directors. The Chairperson shall by virtue of the office be a member of all committees except the Nominating Committee.

Section 2: The Vice Chairperson shall perform such duties as may be assigned to by the Chairperson of the Board of Directors. The Vice Chairperson shall in the absence of the Chairperson or in the case of death, resignation, or inability to act; perform the duties of the Chairperson.

Section 3: [The Secretary and Treasurer shall perform the duties customarily understood to be performed by such officers.] **The Secretary shall read all correspondences with the chapter board at meetings and support the taking of the minutes.**

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Section 4: The Treasurer shall provide financial oversight and report the Chapter's financial statements at Chapter Board meetings.

Article VIII

Board of Directors

Section 1: The management of the chapter shall be vested in a Board of Directors composed of the four elected officers, twelve directors-at-large, and the immediate past chairperson. The twelve directors-at-large shall be elected by the membership for terms of two years, six to be elected each year. At any meetings of the Board of Directors, at which the chairperson of any committee is absent, a member of such committee shall be entitled to vote at such meeting. Vacancies occurring between annual meetings shall be filled by the Board of Directors. Appointees to elective offices shall serve until the next election, at which time a person shall be elected for the unexpired portion of such term, or for the ensuing regular term, as the case may be. **Board members shall be limited to four consecutive two-year terms unless the board member is a current officer, in which case they may stand for election for one more two-year term.**

Section 2: The Board of Directors shall meet as often as shall be necessary to transact the business of the chapter, but not less than six times a year.

Section 3: Special meetings of the Board of Directors may be called by the Chairperson, or upon written request of five percent of the membership of the chapter, the chairperson or secretary shall call a special meeting which shall be open to the members. Such request shall specify the purpose of the meeting, which purpose shall be incorporated in the notice thereof. No business shall be transacted at any special meeting except that for which the call is issue.

Section 4: [Written notices] **Notification** of all meetings of the Board of Directors shall be given to each member of the Board not less than seven days before the date thereof; provided however, that when all members of the Board are present and consent to the holding a any meeting of the Board, such meetings shall be valid, legal and binding as if duly called and notice thereof given as herein above required.

Section 5: A quorum for the meetings of the Board of Directors shall consist of twenty five percent of the members thereof. For a seventeen-member board, the quorum is five members.

Section 6: Any member of the Board unable to attend the board meeting shall give due notice to the chairperson **or the MASW staff person** prior to the board meeting. Three [consecutive] absences without due notice [shall] **may result in [an automatic resignation] the dismissal** of the board member from the board, **at the discretion of the board**, and the board will be empowered to fill the vacancy.

Section 7: A.)The Board of Directors of the chapter shall formulate plans of action on local problems consistent with the general purposes and polices of the Missouri Association for Social Welfare to such issues. B.) The Board of Directors of the chapter shall carry out the general program formulated by the Board of Directors of the Missouri Association for Social Welfare in conformity with the principles adopted by the members of the association.

Article IX

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Nominating Committee

Section 1: The Nominating Committee of the chapter shall consist of no fewer than three members appointed by the chairperson with the approval of the Board of Directors, no later than the January meeting of the Board of Directors.

Section 2: The Nominating Committee shall meet within one month following its appointment to elect a chairperson who shall serve as a member of the Board of Directors.

Section 3: In the event of a vacancy in the Nominating Committee, such vacancy may be filled by the appointment of the Chairperson with the consent of the Board of Directors.

Section 4: The Nominating Committee shall nominate one person for each of the following offices: Chairperson, Vice Chairperson, Secretary, Treasurer, and six persons for members-at-large on the Board of Directors, and shall nominate one person to fill each unexpired term of the Board which is required to be filled at each nomination.

Section 5: The Nominating Committee shall prepare a slate, including a brief biographical sketch of each candidate which shall be [mailed] **distributed to the membership** not less than thirty days prior to the date of the election, having first secured the consent of the nominees to serve.

Article X

Ballots and Elections

Section 1: [Additional nominees for any or all offices may be added to the Nominating Committee's slate upon submission of a nominating petition signed by not less than ten members of the chapter, the consent of the nominees having first been obtained, said nominating petition shall be submitted to the Secretary within ten days after the date on which the slate of The Nominating Committee is mailed to the members.] **The Nominating Committee shall prepare a slate of nominees and shall send the list of board members who wish to be re-nominated and a letter that asks the entire membership for additional nominations to the Chapter Board of Directors. Additional nominations shall be submitted to the Committee with a nominating form with 5 signatures of MASW members within 10 days of the correspondence. The Nominating Committee shall prepare a list of nominees and send it to the membership 30 days prior to the annual meeting and election. Any MASW member may nominate an additional candidate by submitting a nominating letter, stating the candidate's qualifications and willingness to serve, signed by 5 MASW members. This letter must be received by the chair of the MASW board or the chair of the nominating committee at least ten days prior to the annual meeting and election.**

Section 2: [In the event no nominating petitions are submitted within the time specified in Section 1 of this Article X, then the slate of The Nominating Committee shall be the election of officers and members-at-large of the Board of Directors shall be elective ballot, and the Secretary of the chapter shall, at the annual meeting, cast a unanimous ballot for each of the person of the slate of the Nominating Committee, and the candidates on the slate of The Nominating Committee shall be declared elected.] **The Nominating Committee will collect all names to be added to the ballot for at-large members. If there are 6 or more names on the ballot, the Committee shall distribute a ballot to the membership and ask for a vote. Votes will be collected by the Nominating Committee and counted. The nominees with the most votes shall be named for a 2 year term**

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as At-Large Members of the Chapter Board of Directors. If additional nominees are proposed, the Nominating Committee shall prepare ballots for the election, distribute the ballot to the membership and the persons with the most votes will be elected to the board.

Section 3: [In the event nominating petition or petitions are submitted to the Secretary within the time specified in Section 1 of this Article X, then the ballot for the election of officers and members-at-large of the Board of Directors shall contain the slate of The Nominating Committee and such additional nominees shall be added by nominating petitions; and such ballot shall be mailed to each member of the chapter at his/her last known address not less than ten days prior to the date of the election. Said ballot shall be accompanied by instruction that said ballot shall be voted and returned to such place and at such time as shall be designated by the Board of Directors.] **At the Annual Meeting of the Chapter the newly elected Board of Directors shall be introduced to the membership.**

[Section 4: At the annual meeting of the chapter the returned ballots shall be opened and counted by four inspectors appointed by the Board of Directors and the candidates for each office receiving the highest number of votes for such office shall be declared elected.]

Article XI:

Executive Committee

The Executive Committee shall be composed of the officers of the chapter and the immediate past chairperson. The Executive Committee shall have power to act for the board between board meetings.

Article XII

Standing and Special Committees

The Chairperson of the chapter, with the consent of the Board of Directors, shall appoint standing committees and such special committees as needed to accomplish the work of the chapter.

Article XIII

Management of Funds

Sections 1: The funds of the chapter shall be deposited in financial institutions, the deposits of which are insured by the federal government.

Section 2: Disbursements shall be by check, signed by the Treasurer and countersigned by the Chairperson. In the absence of disability of either the Treasurer or Chairperson, any officer of the chapter, duly authorized by the Board of Directors, may sign in place of either.

Section 3: The books of the Chapter shall be audited at least once a year.

Article XIV

Amendments

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These by-laws may be amended by a majority vote of the members present at any duly constituted meeting of the chapter.

Article XV

Robert's Rules of Order

Robert's Rules of Order Newly Revised shall govern this Chapter except where inconsistent with these by-laws.