

### III



## MISSISSIPPI VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, INC.

### BYLAWS As Adopted in 2007

#### ARTICLE I –PURPOSE, OBJECTIVES AND ROLES

The purpose of Mississippi Voluntary Organizations Active in Disaster, hereafter referred to as MSVOAD, is to be the counterpart for the state of Mississippi to National Voluntary Organizations Active in Disaster, hereafter referred to as NVOAD. The objectives of MSVOAD shall be to foster more effective service to people who have been, or may be in the future, affected by disaster through communication, coordination, cooperation, collaboration, convening mechanisms, outreach, education and encouragement of improved disaster relief legislation and policy. MSVOAD will not engage in the direct management of disaster response operations or provision of disaster relief services.

#### ARTICLE II -OFFICES

The principal office of MSVOAD shall be located at the office of the President or such other location as the Board of Directors may designate. MSVOAD may have such other offices within the State of Mississippi (hereinafter referred to as "this State"), as the Board of Directors may designate or as the business of MSVOAD may from time to time require.

#### ARTICLE III – MEMBERS and PARTNERSHIPS

##### A. CATEGORIES AND QUALIFICATIONS.

There shall be two Membership categories and two Partnership categories in MSVOAD as identified below. All Members and Partners must provide their services without regard to race, gender, religion, age, disability, national origin, political affiliation or marital status.

##### MEMBERSHIP:

1. **General Membership** is open to organizations with a not-for-profit structure that are voluntary, and active in disasters.
2. **Coalition Membership** is open to coalitions of agencies whose members have a not-for-profit structure and are voluntary, and active in disasters.

##### PARTNERSHIP:

1. Governmental Partnership is open to governmental agencies with a statewide mission that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission.
2. Private Partnership is open to Private Sector entities that bring resources to the VOAD movement, demonstrate a commitment to support the VOAD mission, and agree to provide an annual financial contribution to MSVOAD (or the Local / Regional VOAD, if a partner at that level).

Specific criteria for each category of Membership and Partnership are defined in the “MSVOAD Membership Criteria and Application Procedures Policy”, as may be amended from time-to-time by MSVOAD or the MSVOAD Board of Directors.

## **B. SELECTION, RIGHTS AND TENURE.**

1. All Members and Partners in all categories of membership or partnership shall be selected by a majority vote of the Board of Directors.
2. Members shall have the right to vote on all matters coming before the membership for a vote. Partners are not eligible to vote.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Termination of membership.
  - a. Upon the vote of a majority of the Members present and voting at a Membership Meeting, any Member’s membership or Partner’s partnership may be terminated if that Member or Partner fails:
    - i. to pay the agreed upon dues to MSVOAD's operating budget.
    - ii. to have organizational representation for two consecutive years at any meeting(s) of the membership of MSVOAD
  - b. No vote on membership or partnership termination shall be made without ten days advance written notice to the affected organization.

## **C. REGULAR MEMBERSHIP MEETINGS**

A minimum of two Membership Meetings shall be held annually. The first meeting each year will be for the purpose of electing Directors and for the transaction of such other business as may come before a meeting. Additional Regular Membership Meetings may be scheduled at the discretion of the Board of Directors or a vote of a majority of the Members present and voting at a previous Membership Meeting.

## **D. SPECIAL MEETINGS**

Special Meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of ten percent of the Members entitled to vote at such a meeting.

## **E. PLACE OF MEETING**

The Directors may designate any place within Mississippi, unless otherwise prescribed by statute, as the place of meeting for any meeting called by the Directors. Special Meetings may be held outside of Mississippi, provided all business conducted at that meeting is ratified at a later date during a Membership Meeting held within Mississippi. Special Meetings may also be conducted via telephone conference call or other means to which the majority of the Members entitled to vote at such a meeting have access to.

## F. NOTICE OF MEETING

Written notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be delivered not less than ten days nor more than sixty days before the date of the meeting to each Member of record entitled to vote at such meeting, and to each Director of MSVOAD then in office. If mailed/e-mailed, such notice shall be deemed to be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Member at his address as it appears on the books of MSVOAD.

## G. QUORUM

At any meeting of Members, ten percent of the Members of MSVOAD entitled to vote, represented in person or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

## H. VOTING

1. Qualifications. Each Member in good standing shall be entitled to one vote at any and all meetings of the Members of MSVOAD. Partners shall not be entitled to vote.
2. Manner.
  - a. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. Each Member shall appoint a person to represent it and to cast its vote at meetings of the Members of MSVOAD.
  - b. Each person voting may represent only one Member.
  - c. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot.
  - d. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

## I. VOTING LISTS

1. Maintenance. The Secretary of MSVOAD shall maintain an accurate and current list of the names and addresses of the Members of MSVOAD eligible to vote. Such list shall be available for inspection at any and all Meetings of the Members of MSVOAD.
2. Determination. Each Member shall provide to the Secretary for placement on the official list of voting Members the name and address of the person appointed to represent it and to vote for it at meetings of the Members of MSVOAD. In the event of the absence of such notification or of conflicting notifications, the Secretary shall recognize one person to represent the Member in question at any meeting of the Members of MSVOAD.

## **J. INFORMAL ACTION BY MEMBERS**

Unless otherwise provided for by law, any action required to be, or which may be, taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **A. GENERAL POWERS**

The business and affairs of MSVOAD shall be managed by its Board of Directors. The Directors shall in all cases act as a board. They may adopt such rules and regulations for the conduct of their meeting and the management of MSVOAD as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this State.

### **B. NUMBER AND QUALIFICATIONS**

1. There shall be no more than twelve, nor less than six, Directors. Directors will serve terms of no longer than three years.
2. The Board of Directors shall consist of the Officers, the immediate Past President, a representative from the State Emergency Management Agency and one or more Members-At-Large, as selected by the Membership.
3. Partners may be elected as Members-At-Large.

### **C. ELECTION AND TERM OF OFFICE**

1. With the exceptions noted below, the nominees for the Board of Directors will be selected by a nominating committee. Additional nominees may be added to the slate from the floor prior to the election. All open Director positions will be filled by a majority vote of the Members present at the annual Membership Meeting.
2. The Vice-President has the right to succeed the President in office. If the Vice-President declines that right, the President shall be elected in the manner prescribed above.
3. The representative of the State Emergency Management Agency shall be appointed by the Director of the State Emergency Management Agency and his / her term of office on the Board of Directors shall be perpetual. The term of office for all other Directors shall be limited to two consecutive terms in the same position on the Board of Directors. Following completion of a second consecutive term, a one year absence from the board must occur prior to becoming eligible for nomination. Each term ends at the close of the annual Members' meeting. Notwithstanding the expiration of his or her term, each Director shall continue to serve in office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall have resigned or been removed from office.

#### **D. REMOVAL**

Any officer or agent elected or appointed by the Members may be removed by a simple majority vote of the Members whenever in the Members judgment the best interests of MSVOAD would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Recall elections may be held at the discretion of the Members and must be held within thirty days of the petition of one-third of the Members.

#### **E. VACANCIES**

A vacancy in any elected Director's position because of death, resignation, removal, disqualification or otherwise, may be filled by the Members for the unexpired portion of the term, except that the Vice President shall automatically assume the position of President in the event of a vacancy in the office of President for the unexpired portion of the term.

#### **F. REGULAR MEETINGS**

A regular meeting of the Directors shall be held without other notice than this Bylaw immediately after and at the same place as the annual meeting of the Members. The Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution. Any meeting of the Directors may be held via telephone conference call.

#### **G. SPECIAL MEETINGS**

Special meetings of the Directors may be called by or at the request of the President, or a majority of the Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding and special meeting of the Directors called by them. Any special meeting of the Directors may be held via telephone conference call.

#### **H. NOTICE**

Written notice stating the place, day, hour and purpose of the meeting shall be delivered not less than ten days before the date of the meeting to each Director of MSVOAD then in office. If mailed/e-mailed, such notice shall be deemed to be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Member at his address as it appears on the books of MSVOAD. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **I. QUORUM**

At any meeting of the Directors, fifty-one percent of the Directors then in office shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

## **J. VOTING**

With the exception of the representative of the State Emergency Management Agency, each Director is entitled to one vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. All matters shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State. Directors who are not Members do not acquire voting rights at Membership Meetings by virtue of being on the Board of Directors.

## **K. MANNER OF ACTING**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

## **L. VACANCIES**

The vacancy of a seat on the Board of Directors may be filled by the election of a new Director by the Board of Directors for the remainder of the unexpired term, provided that such election is ratified by the members at the next succeeding Membership Meeting or by paper ballot.

## **M. REMOVAL OF DIRECTORS**

For good cause, a Director may be removed by a vote of four-fifths of all of the Members present and voting at a Membership Meeting. Recall elections, held by the Membership, shall be conducted within thirty days of the presentation to the President of a petition signed by one-half of the Members qualified to vote. Such removal or recall of a Director shall be without prejudice to the contract rights, if any, of the person so removed.

## **N. RESIGNATION**

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of MSVOAD. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

## **O. COMPENSATION**

No compensation shall be paid to Directors for their services as such. Nothing herein contained shall be construed to preclude any Director from serving MSVOAD in any other capacity and receiving compensation thereof.

## **ARTICLE V –OFFICERS**

### **A. NUMBER**

The officers of MSVOAD shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Members.

### **B. PRESIDENT**

The President shall be the principal executive officer of MSVOAD and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of MSVOAD. He or she shall preside at all meetings of the Members and of the Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of MSVOAD, or shall be required by law to be otherwise signed or executed. He or she shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors from time to time.

### **C. VICE PRESIDENT**

The Vice President shall preside at meetings of the Members and of the Directors in the absence of the President. The Vice President shall assume the position of President at the end of the President's term of office or in the event that the President fails to complete his/her term. The Vice President shall also perform such other duties as may be assigned by the President or by the Board of Directors.

### **D. SECRETARY**

He or she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required. He or she shall be the custodian of the corporate records and of the seal of MSVOAD. He or she shall keep a register of the post office address of each Member and Partner, each official representative of each Member, Partner and Director, which shall be furnished to him or her by such Member or Director. He or she shall in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors.

### **E. TREASURER**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of MSVOAD. He or she shall receive and give receipts for moneys due and payable to MSVOAD from any source. He or she shall deposit all such moneys in the name of MSVOAD in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. He or she shall in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

## **ARTICLE VI –COMMITTEES**

The following committees shall exist as the standing committees of the organization:

### **A. Standing Committees**

1. **NOMINATING** -The nominating committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the Board.
2. **MEMBERSHIP** -The membership committee will be chaired by a current director, have a minimum of three members with at least one member not currently on the Board.

B. Adhoc Committees will be created and/or terminated, as needed, by the Directors to deal with operational issues.

## **ARTICLE VII -BUSINESS OPERATIONS**

### **A. CONTRACTS**

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MSVOAD. Such authority may be general or confined to specific instances.

### **B. CHECKS, DRAFT, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MSVOAD shall be signed by such officer or officers, or agent or agents, of MSVOAD and in such manner as shall from time to time be determined by resolution of the Directors.

### **C. DEPOSITS**

All funds of MSVOAD not otherwise employed shall be deposited from time to time to the credit of MSVOAD in such banks, trust companies, or other depositories as the Directors may select.

### **D. AUDITS**

The financial accounts and records of MSVOAD may be audited at the discretion of the Board of Directors or a majority vote of the Members present and eligible to vote.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of MSVOAD shall end on the last day of December of each year.

## **ARTICLE IX -WAIVER OF NOTICE**

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Director of MSVOAD under the provisions of these Bylaws or the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be equivalent to the giving of such notice.

## ARTICLE X – AMENDMENTS

### A. ARTICLES OF INCORPORATION

The Articles of Incorporation of MSVOAD may be amended, restated or repealed (and MSVOAD thereby dissolved) by a vote of two-thirds of the Members entitled to vote at any annual or special meeting of the Members when the proposed amendment, restatement or repeal has been set forth in the notice of such meeting and shall be approved by the Board of Directors.

### B. BYLAWS

Any amendments to these by-laws may be made by the Board of Directors and must be approved by a vote of two-thirds of the Members entitled to vote at any annual or special meeting of the Members. Proposed amendments must be distributed to the Members at least ten days prior to the date of the meeting at which they are to be considered and presented for adoption.

Formally adopted and approved this XXth day of April, 2007.

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William H. Feist III, President, Mississippi VOAD (MSVOAD)

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XXXXX XXXXX, Vice-President, Mississippi VOAD (MSVOAD)