

# **BY-LAWS OF THE MISSOURI ASSOCIATION OF PROSECUTING ATTORNEYS**

## **ARTICLE I – PURPOSE AND DEFINITIONS**

The purposes of the MISSOURI ASSOCIATION OF PROSECUTING ATTORNEYS (hereinafter ASSOCIATION or MAPA) are as stated in its articles of incorporation.

As used in these by-laws the following terms have the following definitions:

“Hearing” shall mean a proceeding, presided by the ranking officer of the Board, in which information may be presented, solicited or debated by the Board members. Such hearing may be closed at the discretion of the Board.

“Majority” shall mean more than fifty percent.

“Notice” shall mean written notice, including electronically.

“Present” shall mean in attendance in person, or telephonically or electronically if allowed for the particular proceeding under the by-laws or otherwise by the presiding officer or chair.

## **ARTICLE II - OFFICES**

The Association shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office. The principal office of the Association shall be located in Jefferson City, Missouri at such place as may be determined by the Board of Directors, and shall constitute the permanent headquarters of the Association in which the books, records, correspondence, and other documents of the Association shall be kept and maintained and through which the regular business affairs and transactions of the Association shall be conducted and administered.

## **ARTICLE III - MEMBERS**

### **Section 1 Classes and Members**

The Association shall have the following classes of members:

ACTIVE MEMBER - The chief elected or appointed prosecuting attorney in any County of Missouri, or the City of St. Louis, Missouri shall be eligible to join the Association as an Active Member during their tenure in office.

ASSOCIATE MEMBER - Each person holding any of the following offices or positions shall be eligible to join the Association as an Associate member:

- (a) any assistant prosecuting attorney or employee in any of the offices of an active member;
- (b) any attorney at law who, as a member of the Armed Forces of the United States of America, stationed at a base in the State of Missouri is charged with serving as an attorney in the enforcement of the military or criminal law;
- (c) the Attorney General or an Assistant Attorney General in the State of Missouri engaged in the enforcement of criminal law;
- (d) any United States Attorney or Assistant United States Attorney in the Eastern or Western District of Missouri engaged in the enforcement of criminal law;
- (e) any attorney from any other State or country serving in a position that, if serving in that position in the State of Missouri, would be eligible for active or associate membership;
- (f) any full-time municipal prosecuting attorney or full-time assistant municipal prosecuting attorney engaged in the prosecution of ordinances before municipal or other courts.

ALUMNI MEMBER - Any former Active Member of the Association whose term of office has expired.

## **Section 2 Voting Rights**

Each Active Member of the Association shall be entitled to one vote on each matter submitted to a vote of the members. All other classes of membership shall have no voting rights.

## **Section 3 Termination and Suspension of Membership**

The Board of Directors by a majority vote of those present at any regularly constituted meeting of such Board, may censure, suspend or terminate the membership of any member for cause after an appropriate hearing.

# **ARTICLE IV - DUES**

## **Section 1 Annual Dues**

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Association by members of each class, which dues need not be uniform as to the members of each class and need not be uniform among the various classes of membership.

## **Section 2 Payment of Dues**

Dues shall be payable in advance on the first day of January in each year. All dues shall be payable at the permanent headquarters of the Association.

### **Section 3 Default in Payment**

When any member shall be in default in the payment of dues for a period of 60 days from the date on which such dues become payable, their membership shall be suspended until all dues and arrearages have been paid.

## **ARTICLE V - MEETING OF MEMBERS**

### **Section 1 Annual Meeting**

There shall be an annual meeting subsequent to August 1 but prior to the Labor Day holiday of each calendar year. The Board of Directors may call such other meetings of the general membership as it determines proper at a time and place to be designated by the Board of Directors.

### **Section 2 Special Meetings**

Special meetings of the members may be called either by the President, the Board of Directors, or not less than fifty (50) Active Members.

### **Section 3 Place of Meeting**

The annual meeting and special meetings may be held at any place within the State of Missouri.

### **Section 4 Notice of Meetings**

Notice, stating the place, day and hour of any meeting of members shall be provided to each member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days before the date of such meeting.

Any such notice required to be given hereunder may appear and be contained in any publication of this Association and shall be posted in a place and manner designated by the Board including via electronic means within the period aforesaid. In case of a special meeting, or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

### **Section 5 Quorum**

At any meeting of members a quorum shall be fifty (50) Active Members present at such meeting.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1 General Powers**

The affairs of the Association shall be managed by its Board of Directors.

### **Section 2 Number, Tenure, and Qualifications**

The Board of Directors of the Association shall consist of the officers elected or appointed pursuant to the provisions of Article VII and past presidents who are still Active Members of the Association.

### **Section 3 Regular Meetings**

Regular meetings of the Board of Directors shall be held at the Spring Prosecutors' Training Conference and Annual Meeting without notice other than this Bylaw. The time and place of other meetings of the Board of Directors shall be determined by the President with notice.

### **Section 4 Special Meetings**

Special meetings of the Board of Directors may be called by the President or at the request of at least four (4) Directors. The President may fix a place for holding any special meeting.

### **Section 5 Notice**

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto unless it is declared to be an emergency meeting by the President or the President-elect if the President is incapacitated. The purpose and business to be transacted at a special meeting shall be included in the notice of such meeting. Additional business not so noticed may be considered and acted upon only after a three-quarters affirmative vote of those present at such meeting.

### **Section 6 Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, either in person or by telephone.

### **Section 7 Resolutions**

Any Active Member or committee shall be entitled to have the Board of Directors consider any resolution expressing an opinion or policy position. All resolutions shall be submitted in writing to the President at least thirty (30) days prior to any scheduled meeting of the Board of Directors. The President shall immediately cause the resolution to be distributed to all active members with direction to return any comments to the

Board of Directors at least ten (10) days prior to any scheduled meeting of the Board of Directors.

## **Section 8 Rules of Order**

In the absence of any provision to the contrary in these Bylaws, ROBERTS RULES OF ORDER, REVISED (as appearing in the latest edition thereof) shall be the parliamentary authority for all matters of procedure, unless waived by a vote of the majority of the quorum of directors present at a Board of Directors meeting.

## **ARTICLE VII - OFFICERS**

### **Section 1 Officers**

The officers shall be President, President Elect, Immediate Past President, Secretary, and Treasurer.

### **Section 2 Qualifications and Term of Office**

All of the officers, except the Immediate Past President and President, shall be elected at the annual meeting of the Association for a term of two years commencing October 1 after the annual meeting and shall hold office until a successor is elected and qualified.

### **Section 3 Removal**

Any officer, after due notice and hearing, may be removed by the Board of Directors for cause, with the affirmative vote of not less than two-thirds (2/3) of the entire Board of Directors.

### **Section 4 Vacancies**

1. All vacancies, except the office of the President and President Elect, may be filled for the unexpired term by the Board of Directors.
2. A vacancy in the office of the President shall be filled for the remainder of the term of office by the President Elect who shall fill the unexpired term and also his/her normal term as scheduled if the President had not resigned.
3. A vacancy in the office of the President Elect shall be filled for the remainder of the term through an election by a vote of the elected prosecutors, EXCEPT a vacancy of the President Elect occurring within sixty (60) days prior to the next spring, fall or elected prosecutor meeting shall be filled by a vote at the

next meeting. The nominating committee shall provide at least five (5) days notice of the election. Voting can be done either in person or by regular mail or e-mail through procedures established in advance by the Board of Directors.

4. When a vacancy in the offices of the President and President Elect simultaneously occurs the Board of Directors shall appoint an interim President who will fulfill the duties of the office of President until the next election.

## **Section 5 President**

The President shall be the principal executive officer of the Association and shall preside at all meetings of the members. The President may appoint special committees and the membership thereof to consider such subjects as directed by the President. Such committee(s) shall cease to exist upon expiration of the term of the President appointing the committee(s).

## **Section 6 Immediate Past President**

Upon the completion of the term of office, and so long as the office holder continues to be an Active Member, the President shall assume the office of Immediate Past President.

## **Section 7 President Elect**

In the absence of the President, or if there is a vacancy in the office of President, the President Elect shall perform the duties of the President. Upon completion of the term of office of President, the President Elect shall assume the office of President.

## **Section 8 Treasurer**

The Treasurer shall have charge of and be responsible for all funds and assets of the Association.

## **Section 9 Secretary**

The Secretary shall:

- (a) keep the minutes of the meetings of the members and of the Board of Directors;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws; and
- (c) be custodian of the Association records.

## **Section 10 Compensation of Officers**

No officer of the Association shall receive compensation for services as such officer, except that any officer may be reimbursed for the actual expenses incurred by him or her in the performance of his or her duties upon the approval of such expenses by the Board.

## **ARTICLE VIII - EXECUTIVE DIRECTOR/EMPLOYEES**

The Board of Directors may employ an Executive Director or other employees of the Association, who shall perform duties as directed by the Board.

## **ARTICLE IX - COMMITTEES AND OTHER APPOINTMENTS**

### **Section 1 Designation of Duties**

There shall be the following standing committees:

- (a) Finance Committee – It shall be the duty of this committee to concern itself with all matters relating to fiscal affairs. The Treasurer of the Association shall be the Chair. The Finance committee shall consist of not less than 3 and not more than 10 members appointed by the Chair.
- (b) Nominating Committee - There shall be a Nominating Committee consisting of the President, who shall serve as chair, the President Elect, and the Immediate Past President. It shall be the duty of the Nominating Committee to seek and nominate candidates for offices at the annual meeting.

The slate of candidates and offices sought shall be provided to all active members at least 60 days prior to the election. Any active member who wishes to run for the office of Treasurer, Secretary or President Elect, shall in writing notify the nominating committee of his or her intent to seek election and the specific office for which election is being sought at least forty-five days before the election. The nominating committee shall then include the name of that person on the ballot. If a candidate nominated by the Nominating Committee declines the nomination prior to the election, or becomes ineligible to serve a full term in office prior to the election, then their name shall be withdrawn and the Nominating Committee may nominate another candidate.

- (c) Legislative Committee - It shall be the duty of this committee to review, draft, and recommend additions or deletions or positions regarding state legislation affecting prosecutors. At the annual meeting the Committee shall present legislative priorities for review and approval. The Committee shall have authority to speak and act on behalf of the Association during all legislative sessions.

- (d) Best Practices – There shall be a Best Practices Committee consisting of the President and six elected prosecuting attorneys who shall have served at least one full term of office. The Chair and members of the Best Practices Committee shall be appointed by the President. It shall be the duty of the Best Practices Committee to study best practices for investigations and prosecutions and to make recommendations to the Board of Directors of the Association for final adoption and distribution to prosecuting attorneys, law enforcement agencies, and other organizations. The Best Practices Committee shall meet at least twice a year, including at the Annual Meeting, and otherwise as needed in person or by electronic means. The Best Practices Committee shall designate subcommittees and such subcommittees' chairs, who shall be elected prosecuting attorneys or assistant prosecuting attorneys who have served for at least two years. Subcommittees shall consist of not less than 3 members appointed by the subcommittee's chair and shall meet in person or by electronic means as needed.
- (e) Part-Time Prosecutors Committee – It shall be the duty of this committee to study, examine and report to the Board of Directors on issues of relevance to prosecuting attorneys who are classified as part-time. Membership in this committee shall be open to all Active Members who are classified as part-time. The membership of the committee shall elect a chair, who shall serve as an ex officio voting member of the Board of Directors and who shall enjoy all rights and privileges as a member of the Board.

## **Section 2 Appointment and Removal of Committee Members**

Except for the Finance and Nominating Committee, the President shall appoint the Chairperson of each committee. The Chair shall appoint all committee members. Unless otherwise stated the Chair shall appoint not less than 3 nor more than 15 members. Only the Chair and committee members shall have the right to vote on any matter before the committee.

Committee members shall serve for the term of the President.

The President shall serve as ex-officio member of all committees, both standing and special.

## **Section 3 Quorum**

A majority of the entire committee shall constitute a quorum.

## **Section 4 Authority of Committees**

Neither the chair nor any member of a committee may incur expenses payable out of the funds of the Association unless specially authorized by the Board of Directors.



## **Section 5 Other Committees**

The President or Board of Directors may create or dissolve special committees.

## **Section 6 Representation of Association by Members**

The Board of Directors shall appoint an Active Member to represent the Association before the National District Attorneys Association and also an active member to represent the Association before the Missouri Association of Counties for a term of three years. The Board of Directors may reappoint and for good cause shown remove an Active Member appointed to represent the Association. The Board of Directors may designate any Active Member to represent the Association at any other meeting or conference.

## **ARTICLE X - ASSOCIATION BUDGET**

Prior to the Annual Meeting of the Board of Directors, the Treasurer shall prepare a complete budget for the Association.

No expenditures may be authorized or incurred by any director, officer, or employee of the Association unless such expenditure is authorized under one or more categories of the budget or any amendment thereto.

The President, Treasurer or Secretary shall be authorized to write and sign checks, except no such officer shall make a check directly to himself or herself or to a relative in the fourth degree.

## **ARTICLE XI - AMENDMENTS TO BYLAWS**

These Bylaws may be amended, altered, repealed and new Bylaws adopted by an affirmative vote of three-fourths of the Active Members present or by written proxy at the meeting.

The particular article and section to be amended, altered, repealed or added, a copy of the exact language of the proposed amendment and a brief statement of the substance and purpose of the proposed amendment shall be submitted to the President at least thirty days before said meeting. The President shall cause said information to be immediately provided to Active Members with Directions to return any comment to the President at least fifteen days before the meeting. The President and Board of Directors shall review the proposed additions or amendments and comments and recommend to the Active Members an affirmation or negative vote on the proposed addition or amendment.