

**BY-LAWS OF THE  
MISSISSIPPI RIVER HILLS ASSOCIATION  
A NOT-FOR-PROFIT CORPORATION**

**Adopted March 20, 2007  
Amended January 25, 2008**

**ARTICLE I - NAME AND PURPOSE**

Section 1: Name

The name of the organization shall be the MISSISSIPPI RIVER HILLS ASSOCIATION (MRHA), hereafter referred to in these bylaws as the Association.

Section 2: Principal Office and Registered Agent

The principal office of the corporation in the State of Missouri shall be maintained within the designated Mississippi River Hills Region. The corporation shall maintain in the State of Missouri a registered office and a registered agent.

Section 3: Purpose, Vision, and Core Values

- A. PURPOSE: The MISSISSIPPI RIVER HILLS ASSOCIATION (MRHA) works to promote, protect, enhance and market the agricultural products, foods, wines, arts, crafts, sites and services within the region.
- B. VISION: The MISSISSIPPI RIVER HILLS ASSOCIATION strives to enhance the economic, cultural, historical, and educational value of the region.
- C. CORE VALUES:
- 1) Preserving and protecting our unique regional identity
  - 2) Honoring regional customs, culture, and traditions
  - 3) Strengthening the regional economy by supporting entrepreneurship, agriculture, and by developing rural and specialty tourism markets
  - 4) Promoting conservation of the environment
  - 5) Preserving and sharing the beauty and history of the region's natural and agricultural landscapes
  - 6) Sharing information and resources locally and with other regions

Section 4: Region Defined

The Mississippi River Hills is a distinct ecological region contained within the Missouri counties of Jefferson, St. Francois, Ste. Genevieve, Perry, Cape Girardeau, and Scott. The corporation may be expanded at a later date to include representation from the companion ecological region on the Illinois side of the Mississippi River. These bylaws must be amended at that time.

## ARTICLE II - MEMBERSHIP

### Section 1: Membership Categories and Criterion

Membership cards shall be issued each year to registered members in good standing. A member in good standing shall be defined as one who is a current registered member, and who is not in arrears with regards to any fees due the Association.

Questions regarding membership shall be decided by the board of directors.

There shall be three categories of membership:

- A. INDIVIDUAL MEMBERS – An individual whose primary residence or place of work is within the region. Individual memberships are not transferable or assignable.
- B. BUSINESS / ORGANIZATION MEMBERS -- A business, institution, or other legally defined organization that has its primary office located within the region. Such organization shall designate one of its members to represent it at the membership meetings of the association. Organizational memberships are not transferable or assignable outside of the organization.
- C. FRIEND OF THE MRHA – Open to anyone who does not fit one of the two categories above.

### Section 3: Voting

Each individual member shall have only one vote, and each business / organization member shall have only one vote. No individual can represent more than one membership for voting purposes. Friends of the MRHA may attend open meetings but may not vote on the business of the association.

### Section 4: Fees and Membership Benefits

The fees for membership shall be as follows:

- A. INDIVIDUAL MEMBERS – \$35 per year.
- B. BUSINESS / ORGANIZATION MEMBERS -- \$75 per year.
- C. FRIEND OF THE MRHA – \$25 per year.

The membership year shall begin on March 1.

Fees may be waived by the board of directors after receiving a written request. Any fees waived will be for only one year, at which time the request must be made again and reviewed by the board.

All members are entitled to attend and participate in open meetings of the association.

A membership is entitled to only one copy of any correspondence.

Members in the Friend of the MRHA category shall not have voting rights.

Regional members whose business or enterprise meet the criteria for the on-line version of the regional map produced and maintained by the association shall be listed free of charge.

The association may sell advertising space on its newsletter or other publications.

Additional fees for services or benefits to the membership may be set by the board of directors.

Section 5: Terms of membership

Memberships are for one year beginning March 1 and terminating at the end of February unless renewed by the member. To be considered a member in good standing and eligible to vote on issues that come before the organization, any fees owed the Association must be paid prior to the date of the meeting. No member may vote at any meeting unless he/she is a member in good standing.

Section 6: Termination of membership

The Board of Directors, after an appropriate hearing and by affirmative vote of two-thirds of all the seated members of the Board, may terminate the membership of any member whose actions have been deemed detrimental to the Association, or who has otherwise been deemed ineligible for membership in the Association.

**ARTICLE III - MEMBERSHIP MEETINGS**

Section 1: Membership meetings

There shall be at least two open membership meetings per year of the association, in March and in September. Such meetings shall be held within the region at a place that is accessible to all members.

Section 2: Annual meeting

The March meeting shall serve as the annual membership meeting, and shall be held on the second Friday of March each and every year except if such day is a legal holiday, or if the membership is unable to meet due to inclement weather. Under either of those circumstances, the Board of Directors shall reschedule the meeting but it shall not be more than two weeks after the second Friday of March.

Section 3: Special meetings

Special meetings shall be called by a majority vote of the board of directors. Any member may petition their representative to the Board of Directors to request a special meeting on their behalf. No other business other than that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at such meeting.

Section 4: Quorum

At any meeting of the Association membership, including special meetings, a quorum shall consist of 30% of the regional members or twice the number of seated directors, whichever is lesser.

Section 5: Proxies

There shall be no proxies.

Section 6: Meeting notices

The Secretary shall ensure that a notice is mailed at their addresses as they appear in the membership database at least ten (10) days before the scheduled date. The notice shall

contain the date, time, location, and purpose or proposed agenda of the meeting. Notices for special meetings shall state the reason the meeting has been called and by whom. Notices may also be sent out via email but that shall not take the place of standard mail delivery. The secretary shall also ensure that the information about the meeting date, time and location is made available to media outlets within the region.

## **ARTICLE IV - BOARD OF DIRECTORS**

### Section 1: General Powers

The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting. All powers of the Association shall be vested in the board except those specifically granted or reserved for the members by law, the articles of incorporation, or these bylaws.

### Section 2: Number of Directors

At the time these bylaws are initially adopted, there shall be twelve (12) Directors. If there is a change in regional boundaries or in the number of stakeholder groups the Board of Directors must amend these bylaws to ensure equal representation of all groups.

### Section 3: Board Composition and Qualifications

The Board of Directors shall consist of the following:

- A. Two representatives from each of the six counties; AND
- B. Two representatives from each of the stakeholder groups. Those stakeholder groups are as follows:
  - 1) Agricultural producers
  - 2) Wineries and vineyards
  - 3) Hospitality and Tourism
  - 4) Retailers of regionally-produced goods
  - 5) Artisans
  - 6) Local Governments

### Section 4: Ex-Officio (Advisory) Board Members

The Board of Directors shall also include ex-officio (non-voting) members of the following:

- a. University of Missouri Extension
- b. Southeast Missouri Regional Planning and Economic Development Commission
- c. Southeast Missouri State University
- d. Others invited by the Board of Directors

All meeting notices and regular correspondence to the members of the Board of Directors shall also include the ex-officio board members.

Ex-officio board members may not serve as officers, but they may serve on committees.

Ex-officio board members are not elected, but appointed or otherwise designated by their affiliated organization.

#### Section 5: Term of office

Directors shall serve for two years, for no more than two consecutive terms. After completion of two full terms a Director cannot be elected again to the Board of Directors for at least one full year. Directors who change their affiliation (i.e. move from one county to another) must still comply with the two terms rule. A Director may represent only one group – county or stakeholder – at a time.

Certain Directors, elected during the March 20, 2007, organizing meeting, shall serve an initial three-year term. After the first term these Directors are eligible for an additional term, for the standard two-years. Hereafter all terms will be two years.

Those Directors who shall serve an initial three-year term are as follows:

- Cape Girardeau County
- Ste. Genevieve County
- St. Francois County
- Agricultural Producers
- Hospitality and Tourism
- Retailers

Those Directors who shall serve an initial two-year term are as follows:

- Scott County
- Perry County
- Jefferson County
- Wineries and Vineyards
- Local Governments
- Artisans

There are no term limits on ex-officio board members.

#### Section 6: Nomination of Directors

The Board of Directors shall solicit nominations to the Board of Directors from the membership in November.

#### Section 7: Election of Directors

Representatives to the Board of Directors shall be elected in January, with the term of office beginning February 1. Ballots shall be mailed to all registered regional members in good standing. Ballots may be submitted by email to a designated address. All regional members in good standing are eligible to run for a Director seat on the Board of Directors. An individual may choose to run for election for more than one seat – however, if elected to more than one position the individual must choose only one seat to fill. The other seat or seats shall then be filled by the individual with the second highest number of votes.

Any regional member of the Association in good standing may vote on any and all positions.

#### Section 8: Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held the second Monday of the following months:

1. January
2. February
3. March (in conjunction with the annual meeting)
4. May
5. July
6. September (in conjunction with the general membership meeting)
7. November

If the regular meeting date is deemed problematic, by a simple majority the Board of Directors may elect to cancel the meeting altogether or move the meeting date. Directors who were not present at the meeting when the vote was taken shall be notified within the two weeks following.

#### Section 9: Meeting Notices

All meeting notices, including regular meetings, special meetings, and committee meetings, shall be sent out by regular mail at least ten days prior to the meeting date. Email notices may be sent out but cannot take the place of regular mail.

#### Section 10: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by any Director. A simple majority of the sitting members of the Board must approve the request.

#### Section 11: Quorum

The presence of not less than one-half plus one ( $1/2 + 1$ ) of seated members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the Association. Ex-officio board members shall not be counted towards a quorum.

#### Section 12: Voting by the Board of Directors

Each Director shall have one vote. There shall be no proxy votes.

At all meetings, except for the election of officers and directors, all votes shall be by voice. If the Chair is unable to determine a majority decision by voice then a show of hands or paper ballot may be used.

#### Section 13: Terms of service for officers

Each officer shall serve for one year, and may be re-elected to additional terms as long as the board member continues to be eligible to serve on the board.

#### Section 14: Election of Officers

The election of officers will be conducted at the first meeting of the Board of Directors held after the March annual meeting. Paper ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

### Section 15: Officers and Their Duties

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

The term of office for officers shall be one year. Officers are eligible for re-election as long as they remain eligible to serve on the Board of Directors.

- A. President: The President of the Board of Directors serves as the chairman of the Board of Directors and shall preside at all membership meetings. The President shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she may be one of the officers who may sign the checks of the organization. All contracts shall require the signature of the President. Consistent with Robert's Rules of Order, the President shall have the same voting privileges as other board members.
- B. Vice-President: The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president. He/she may be one of the officers who may sign the checks of the organization.
- C. Secretary / Treasurer: The Secretary / Treasurer is responsible seeing that any certificate required by any statute, federal or state is filed. He/she shall be responsible for such monies or securities of the organization. The officer shall ensure that safeguards are in place to protect the assets of the organization, in compliance with Article VIII of these bylaws. The officer shall be one of signatories on checks of the organization unless unavailable, in which case the president shall sign. No special fund may be set aside that shall make it unnecessary for the Secretary / Treasurer to sign the checks issued upon it. He/she shall render at all Board of Directors and Membership meetings (including those that are rescheduled) a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the meeting.

### Section 16: Removal

A Director who does not attend three consecutive meetings, or for other sufficient cause, may be removed from the Board and/or an office by a vote of the Board of Directors, provided notice of the proposed action has been duly listed in the meeting notice and the Director has been informed in writing of the proposed action at least ten (10) days before such meeting. The Director in question shall be given the opportunity to address the Board at such meeting.

### Section 17: Mid-Term Director Vacancies

If a Director resigns or otherwise leaves the Board of Directors, then his/her companion Director to that position shall make a recommendation to the Board for an interim replacement until the next election. The Board of Directors shall approve all changes in Director seats.

### Section 18: Mid-Term Officer Vacancies

If the President of the Board of Directors resigns or is removed, the Vice-President assumes the office until the next regular election. If the Secretary, Vice-President, or Treasurer leave the Board of Directors, the Board of Directors will vote on someone to assume the office from among the seated Directors.

## **ARTICLE V - ORDER OF BUSINESS**

### Section 1: Order of Business

The order of business at any meeting of the association membership, board of directors, or special meetings shall be as follows:

- A. Roll Call
- B. Approval of the Agenda
- C. Approval of the Minutes
  - 1) Minutes of the preceding meeting
  - 2) Minutes of any committee meetings
  - 3) Minutes of any special meetings
- D. Financial Report
- E. Reports of Committees
- F. Old and Unfinished Business
- G. New Business
- H. Adjournment

### Section 2: Parliamentary Procedure

On any issue coming for the Board of Directors not covered in these bylaws, then parliamentary procedure shall prevail. On questions not covered by either, a ruling by the president shall prevail.

## **ARTICLE VI - PERSONNEL**

### Section 1: Policies and Procedures

The Board of Directors shall establish personnel policies to govern all aspects of the organization's paid personnel, at a minimum including employee rights, and procedures for hiring, evaluation, discipline, and dismissal.

### Section 2: Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they determine to be necessary for the conduct of the business of the organization.

### Section 3: Executive Director

The Board of Directors shall hire, supervise, and evaluate the position of Executive Director.

### Section 4: Additional Personnel

The Executive Director shall, at the Board's direction, hire, supervise, and evaluate additional personnel. The Executive Director may not hire any personnel without the express consent of the Board of Directors. A summary of employee evaluations is to be made each year to the Board of Directors, with recommendations for the salary of the coming year.

## **ARTICLE VII - COMMITTEES**

### Section 1: Establishment of Committees

All committees of this organization and its members shall be appointed by the President.

### Section 2: Term of Office

The term of office for committee members shall be one year unless the committee is terminated by a vote of the Board of Directors.

### Section 3: Committee Chair

One person of each committee shall be appointed chair by the other members of the committee. The Chair shall be responsible for reporting on the committees activities to the Board of Directors and to the general membership.

### Section 4: Committee Secretary

One person of each committee shall be appointed secretary by the other members of the committee. The secretary shall be responsible for keeping the minutes of the committee, meeting notices, and any other correspondence necessary to conduct the work of the committee.

### Section 5: Committee Quorum

A simple majority of the members of the committee shall constitute a quorum, and the act of the majority of members present at a meeting shall be the act of the committee.

### Section 6: Permanent Committees

There shall be five permanent committees for the full membership of the Association:

- A. Marketing and Tourism
- B. Map
- C. Education
- D. Events
- E. Membership
- F. Research and evaluation

In addition, there shall also be two permanent committees of the Board of Directors:

- A. Finance
- B. Policy

Additional and ad-hoc committees may be established by the president.

## **ARTICLE VIII – CONTRACTS AND FINANCES**

### Section 1: Contracts

The Board of Directors may authorize the president to enter into contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

### Section 2: Expenses

No member of the organization, except for the Board of Directors and authorized personnel, may incur expenses on the organization's behalf nor shall they expend the organization's funds through any other manner, unless explicitly approved by the Board of Directors.

Any anticipated expenses over \$300 must be approved in advance by the Board of Directors.

### Section 3: Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness issued in the name of the Association shall be signed by any officer, director, member, agent, or other representative of the Association unless authorized by a resolution of the board of directors.

### Section 4: Credit Accounts

No officer, director, member, agent or other representative of the Association may establish credit accounts without the express written consent of the Treasurer. Such consent shall be maintained with the financial records of the organization.

### Section 5: Checks and drafts

All checks, drafts, or other orders for the payment of money, or other evidence of indebtedness issued in the name of the Association, shall have two signatures: that of the secretary/treasurer, or if he/she is not available, the president, and the Coordinator or one other officer.

There must be sufficient funds in accounts to cover checks written. Invoices must be presented for all checks; no blank checks will be signed in advance.

### Section 6: Deposits

All funds of the Association shall be deposited at least monthly or when checks and cash on hand reaches \$250.00, into such bank, fund, or other depositories as the board may select.

### Section 7: Gifts and Donations

The board may accept on behalf of the Association any contribution, gift, bequest, or donation made for either a designated purpose or for the general use of the Association.

### Section 8: Books and Records

The Association shall keep correct and complete books and records of all accounts, and shall also keep minutes of the proceedings of its members, the board, and committees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Association may be inspected by any member, or by his/her agent or attorney, for any proper purposes at any reasonable time.

### Section 9: Audits

An annual financial audit shall be performed by an individual or committee appointed by the president, unless the Association's income reaches or surpasses the threshold for reporting to the Internal Revenue Service threshold (at the time these bylaws were adopted that threshold was \$25,000), in which case the audit shall be performed by a licensed professional. An audit may also be requested at any time by a majority vote of the Board of Directors.

### Section 10: Surety Bonds

The Treasurer and bookkeeper shall be sufficiently bonded to safeguard the assets of the Association. The board may bond the Executive Director or other personnel if it is deemed warranted.

### Section 11: Fiscal Year

The fiscal year of the Association shall begin on April 1 and end on March 31 of each year.

**ARTICLE IX - AMENDMENT OF BYLAWS**

Section 1: Amendment

These bylaws may be altered, amended, repealed or added to by an affirmative vote of a majority of the Association members present at any regular meeting, or at any special meeting called for such purpose, at which a quorum is present; provided, however, that such action shall not change the purposes of the Association so as to impair its right and powers under the laws of the State of Missouri; or to waive any requirement of bond or any provision for the safety and security of the property and funds of the Association; or to deprive any member of his/her rights, privileges, or immunities then existing.

An amendment shall be introduced in writing during a regular meeting of the Association or the Board of Directors, then voted on at the next regular Association meeting or a special Association meeting called for such purpose. The proposed amendment shall be mailed out at least ten (10) days prior to the second meeting a notice to members in good standing who were not at the meeting when the amendment was initially proposed.

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The undersigned secretary of the MISSISSIPPI RIVER HILLS ASSOCIATION identified in these bylaws does hereby certify that the bylaws were adopted by members of the Association on the 20th day of March, 2007, at a duly called and constituted meeting of the members, and that they do now constitute the bylaws of said Association.

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Secretary, Mississippi River Hills Association

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The undersigned secretary of the MISSISSIPPI RIVER HILLS ASSOCIATION identified in these bylaws does hereby certify that the bylaws were amended by members of the Association on the 25th day of January, 2008, at a duly called and constituted meeting of the members, and that they do now constitute the bylaws of said Association.

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Secretary, Mississippi River Hills Association