

Ozark Regional Alliance Bylaws

Article I – Name

The name of the organization shall be “Ozark Regional Alliance”, hereafter referred to as “ORA”. It shall incorporate under Missouri statutes for not-for-profit corporations.

Article II – Purpose

The purpose of ORA shall be to provide educational opportunities to meet the challenges of cultural change and immigration in Southwest Missouri.

ORA serves the sixteen (16) Missouri counties of Barry, Barton, Christian, Cedar, Dade, Dallas, Greene, Hickory, Jasper, Lawrence, McDonald, Newton, Polk, Stone, Taney and Webster.

Article III – Membership

Section 1. Eligibility

Membership in ORA shall be open to any individual or agency that agrees in writing to support the mission of ORA, and shall be subject to approval by the ORA Board of Directors, hereafter referred to as “Board”. Members shall reside in, work in or have a vested interest in the sixteen (16) counties served by ORA as defined in Article II.

Section 2. Rights and Responsibilities

Membership in ORA shall be comprised of agency members and individual members. Agency members shall pay annual dues of \$20.00 (US) and individual members shall pay annual dues of \$10.00 (US). Dues shall be due in January and shall be non-refundable nor pro-rated.

The names of member agencies and individuals shall be considered public record.

Individual members or persons representing member agencies shall be eligible to serve on the ORA Board.

Article IV – Board of Directors

Section 1. Management

The affairs of the Corporation shall be managed, supervised and controlled by a Board consisting of not less than nine (9) and not more than fifteen (15) persons.

Section 2. Election

The Board shall be elected by the membership at its annual December general meeting. A Board application shall be available in hard copy at ORA general meetings, by fax upon request, and electronically on the Corporation's Web site at www.swmora.com.

Board applications will be accepted by the Board January 1st through November 1st, each year. The president shall appoint a Nominating committee to review the Board applications in November and present a list of nominations to the membership by the November general meeting. The list of nominations will be emailed to all members as well as posted on the Corporation's Web site on or by the date of the November general meeting.

Elections for Board members will take place at the annual December general meeting.

Section 3. Meetings

The Board shall meet at least annually in the month of December. Additional Board meetings may also be held as often as is necessary to conduct business.

Board meetings shall be open to the public, unless specifically closed following guidance from the most current Missouri Sunshine Law. Meeting dates, times, locations and tentative agendas shall be posted on the ORA Web site and emailed to all ORA members at least twenty-four (24) hours before the meeting occurs (excluding weekends and holidays).

All meetings of the Board, regular or special, may be held at the principal office of the Corporation, or at such time and place within or without the State of Missouri as shall be determined by the Board. Special meetings of the Board may be called by, or at the request of, the president, or in the absence of the president, by any two Board members.

Members of the Board or of any committees designated by the Board may participate in a meeting of the Board or committees by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be, or may be taken, at a meeting of the Board, or of any committee of the Board, may be taken without a meeting if consent can be achieved by electronic means or by telephone. The consent shall have the same force as the effect of a majority vote at the meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the Board or of the committee, as the case may be.

Section 4. Notice

Notice of any annual or special Board meeting, and the reason for the meeting, shall be given to each Board member at least five (5) business days prior to the meeting. Notice will be given by email. Board members who do not have access to email shall inform the secretary upon taking office, and shall receive meeting notifications and other Board communication by alternative means.

Section 5. Quorum

A simple majority of the incumbent members of the Board shall constitute a quorum for the transacting of business at any meeting of the Board.

Section 6. Manner of Acting

The act of the majority of the Board present at a meeting of the Board, whether in person or by telephone, at which a quorum is present shall be the act of the Board, unless a greater number is required under the Articles of Incorporation, these bylaws or any applicable laws of the state of Missouri.

The president shall only cast a vote pertaining to decisions made by the Board when a vote of the regular Board members results in a tie. In such an instance, the vote of the president is required.

Article V – Terms of Election of Board

Section 1. Terms

Each Board member shall be elected for a term of three (3) years, at the annual December general meeting, in accordance with Article IV, Section 2.

Any Board member may succeed himself/herself indefinitely if re-elected by the membership. The terms of the initial Board shall be one third for one (1) year, one third for two (2) years and one third for three (3) years.

Section 2. Vacancies

Vacancies occurring on the Board after annual elections in December, including vacancies due to an increase in the number of Board members, may be filled by the Board members then in office.

When vacancies occur, the Board shall consider the following criteria:

- a. Two-thirds (2/3) of Board members shall be residents of one of the sixteen (16) counties served by ORA, as described in Article II.
- b. The Board may seek the advice and counsel of the members in filling vacancies that occur after the annual elections in December.
- c. Only ORA members shall be eligible to serve on the ORA Board.
- d. The initial Board at the time of incorporation are:

Karen Johnson, President
30502 Quince Road, Fairview, Missouri 65842

Pauline Gage, Vice President
934 Farm Road 2030, Monett, Missouri 65708

Carol Conway, Secretary
1825 S. Dollison, Springfield, Missouri 65807

Jaci McReynolds, Treasurer
227 E Chestnut Expressway, Springfield, Missouri 65802

Wayne Dietrich
PO Box 598, Forsyth, Missouri 65653

Melissa Tiffany
703 W. Katella, Springfield, Missouri 65807

Father Pedro Valdez
826 Howard Street, Carthage, Missouri 64836

Mary Ann Brewer
PO Box 267, Neosho, Missouri 64850

William Patrick James
Rt. 6 Box 6309, Ava, Missouri 65608

Section 3. Removal

The Board may, by resolution adopted by a majority of the Board members, remove a fellow Board member for just cause. If a Board member is absent from three consecutive regular meetings of the Board without explanation, that Board member may be removed by an action of the majority of the Board members present at a regular or special meeting.

Article VI – Officers

Section 1. Description

The Officers of the Board shall be the president, vice-president, secretary and treasurer.

Section 2. Election

The Officers shall be elected by a majority vote of the Board members present at an annual meeting in January, when a quorum is present.

Section 3. Terms

Each Officer shall take office immediately after election and shall serve for a term of one (1) year.

Section 4. Removal

Motions requesting the removal of an Officer for not performing the duties of his/her office may be entertained at a regular or special Board meeting. The proposed action must be included on the pre-meeting agenda announcement. Such action shall require approval of two-thirds (2/3) of the Board members present at the meeting, when a quorum is present.

Section 5. Duties

The Officers shall perform those duties customarily assigned to the offices held, including, but not limited to, the following:

- a. President: The president shall preside at all Board meetings and general meetings, shall make committee appointments, and shall otherwise be responsible for the conduct of business of the Corporation.
- b. Vice-President: The vice-president shall assist the president as requested, and shall perform the duties of the president or secretary in his/her absence or in the event of his/her inability or refusal to act.
- c. Secretary: The secretary shall be responsible for keeping the minutes of the meetings of the Corporation and distributing copies of these minutes to all current members at least five (5) business days prior to the subsequent meeting. The secretary shall ensure that meeting notices are duly given in accordance with these bylaws, maintain a list of current Board members and perform all duties of the office of secretary.
- d. Treasurer: The treasurer shall be responsible for keeping the receiving records of all the funds for ORA, deposit such funds in a depository approved by the Officers and pay authorized expenses upon order of the Officers.

Section 6. Past President

The past president may serve as an ex-officio officer providing assistance to the president and other Officers until a transition has been completed.

Article VII – Committees

The Board, as necessary, may designate regular or special project committees, or such committees as designated by the president.

- a. The chairperson of a committee shall be a Board member.
- b. The president shall be an ex-officio member of all committees.
- c. Meetings of each committee may be called by its chairperson or by ORA with five (5) business days notice to the members of the committee. Committees shall meet as often as is necessary to conduct business.
- d. The committee chairperson shall be responsible for ensuring minutes are kept at each committee meeting and a summary of the minutes is reported at regular Board meetings.
- e. The action of the majority of the members present and voting at the committee meeting shall be the action of the committee.
- f. Each Board member shall be an active member of one or more committees.

Article VIII – Dissolution of the Corporation

On the dissolution of the Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed by a majority vote of the Board, to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, educational or scientific purposes and that has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Article IX – Amendments

These bylaws may be amended by a two-thirds (2/3) majority vote of the Board members present and voting at any duly called meeting or special meeting of the Corporation called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

Article X – Non-Discriminatory Policy

ORA does not discriminate on the grounds of race, color, national origin, sex, religion, age, disability, status as a Vietnam-era veteran, sexual orientation or familial status in employment or programs.

Article XI – Parliamentary Authority

Roberts Rules of Order Revised shall govern ORA in all cases in which they are applicable and in which they are not in conflict with these bylaws.

The original bylaws were adopted and made immediately effective June 17, 2005 by an affirmative vote by the original Board members as listed above in Article V.

These bylaws are hereby amended this fifteenth day of February 2008 by a majority vote of the current Board represented by the signatures below.

_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature
_____	_____
Print Name	Signature