

# **JOIN-N** (Jefferson County Online Information Network)

## **Bylaws**

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### **INDEX**

[ARTICLE 1: NAME](#)

[ARTICLE 2: MISSION](#)

[ARTICLE 3: VISION](#)

[ARTICLE 4: INTERNAL REVENUE CODE 501\(c\)\(3\) PURPOSES](#)

[ARTICLE 5: MEMBERSHIP](#)

[ARTICLE 6: BOARD OF DIRECTORS](#)

[ARTICLE 7: OFFICES \(LOCATION\)](#)

[ARTICLE 8: OFFICERS](#)

[ARTICLE 9: COMMITTEES](#)

[ARTICLE 10: INDEMNIFICATION](#)

[ARTICLE 11: BOOKS, RECORDS, AND ACCOUNTS](#)

[ARTICLE 12: OWNERSHIP OF EQUIPMENT](#)

[ARTICLE 13: RULES OF ORDER](#)

[ARTICLE 14: AMENDMENT TO THE BYLAWS](#)

### **ARTICLE 1: NAME**

1.1 The name of this Corporation shall be the Jefferson County Online INformation Network, abbreviated JOIN-N.

### **ARTICLE 2: MISSION**

2.1 The Jefferson County Online INformation Network (JOIN-N) will provide the Jefferson County community with an electronic information infrastructure which is accessible, interactive, purposeful, and committed to the enhancement of communications among individual citizens, community groups, business organizations, governmental agencies and educational institutions.

### **ARTICLE 3: VISION**

3.1 JOIN-N will create a gateway to accurate, current and diverse information resources within Jefferson County.

3.2 JOIN-N will mobilize the talents and resources of the community to facilitate support, training, and technical assistance for information providers and individual citizens.

3.3 JOIN-N will develop partnerships to provide public access to online information resources.

3.4 JOIN-N will foster access to online educational and cultural opportunities for individual citizens.

### **ARTICLE 4: INTERNAL REVENUE CODE 501(c)(3) PURPOSES**

4.1 This Corporation is organized exclusively for charitable and educational purposes as specified in Sec. 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the code.

**4.2** No part of the net earning of this corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that this Corporation shall be authorized to pay reasonable compensations for services rendered or goods delivered and to make payments and distributions in furtherance of the purpose set forth in these Bylaws.

**4.3** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**4.4** Notwithstanding any other provision of the Bylaws, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Sec. 501(c)(3) or any corresponding section of future tax codes, or (2) by a corporation to which contributions are deductible under Section 170 of the Internal Revenue Code, or the corresponding section of future tax codes.

**4.5** Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provisions of the payment of all of the liabilities of the corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**4.6** Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 5: MEMBERSHIP**

### **5.1 Categories of Membership**

The JOIN-N Board of Directors (hereinafter referred to as the "Board") shall recommend the categories of membership for approval by the membership.  
The Membership (fiscal) Year is from January 1 through December 31 of each year.

### **5.2 Application for Membership**

**5.2.1** Applications for membership shall be on form(s) authorized by the JOIN-N Board.

**5.2.2** Applications for membership shall be accepted at any time throughout the fiscal year.

**5.2.3** Acceptance of membership shall require payment of dues as specified by the JOIN-N Board.

### **5.3 Termination of Membership**

**5.3.1** Any Member may terminate membership in JOIN-N by providing written notice to the JOIN-N Board.

**5.3.2** Any Member may be removed by a two-thirds (2/3) majority of the JOIN-N Board whenever in its judgment the best interests of JOIN-N would be served.

**5.3.3** Termination or removal from membership does not remove any financial obligations to JOIN-N previously incurred by the member.

### **5.4 Dues**

Membership dues shall be determined annually by the JOIN-N Board and approved by the membership.

### **5.5 Powers**

Members shall have the right to attend meetings of the Corporation and vote in elections of the Corporation's directors. Members shall not have any rights of ownership or control over any assets of the Corporation nor shall any member be empowered to contractually bind the Corporation to incur debt in its name unless authorized to do so by the Board.

## **5.6 Gifts and Donations**

The JOIN-N Board reserves the right to accept or reject any and all contributions of both financial and in-kind resources when it deems such action is in the best interest of JOIN-N.

## **ARTICLE 6: BOARD OF DIRECTORS**

### **6.1 Composition and Term of Office**

**6.1.1** The Jefferson County Online INformation Network (JOIN-N) shall have twelve (12) directors, and collectively they shall be known as the Board.

**6.1.2** The Immediate Past President shall also serve on the Board as an ex officio voting member.

**6.1.3** Members of the Board shall serve two (2) year Terms of Office

### **6.2 Election of Directors**

#### **6.2.1 Nominating Committee**

The Board shall appoint a Nominating Committee no later than November 1 each year. The Nominating Committee shall nominate six persons from the JOIN-N membership for election to the Board. The membership shall be notified of the nominees, electronically or by mail, at least three (3) weeks prior to the Annual Meeting.

#### **6.2.2 Additional Nominations**

Additional nominations for election to the Board may be made from the floor at the Annual Meeting.

#### **6.2.3 Election**

Six (6) Directors shall be elected at the Annual Meeting by a majority vote of the members present.

### **6.3 Organization**

The Jefferson County Online INformation Network (JOIN-N) Board shall organize with officers and committees as per Bylaws.

### **6.4 Powers**

The JOIN-N Board:

- (a) Shall manage the business, property, and affairs of the Corporation.
- (b) Shall establish the annual budget and funding structure by simple majority vote at least three weeks prior to the Annual Meeting.
- (c) Shall maintain full responsibility for JOIN-N policy decisions.
- (d) Shall establish procedures, guidelines, rules, regulations, and fees or amend or change such procedures, guidelines, rules, regulations and fees.
- (e) Shall employ such other persons as it deems necessary to carry out the purpose of the organization.
- (f) Shall discharge employees, agents, or independent contractors.
- (g) May remove a member of the Board for failure to attend meetings of the Board or actions detrimental to the organization. Removal of a member of the Board shall require a two-thirds (2/3) vote of the Board present.
- (h) Shall fill vacancies on the Board.
- (i) Shall establish a policy for a quorum for all meetings or other instances requiring a vote of the membership.

### **6.5 Meetings**

**6.5.1** The JOIN-N Board shall meet at least two times per year, and other times as necessary, to carry out the responsibilities of JOIN-N.

**6.5.2** Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.

**6.5.3** The President or a Majority of members of the Board may call a meeting at any time, with a minimum of forty-eight (48) hours notice.

**6.5.4** Special meetings or regularly scheduled meetings may be used for the purpose of bringing forth to the JOIN-N Board or Membership issues for electronic or mail ballot. Ballots returned by electronic mail will be counted if “electronically marked” on or before the designated close of ballot date. For those not connected electronically, postage mail will be substituted.

#### **6.5.5 Annual Meeting**

The Annual Meeting of the Corporation shall be held in January of each year on a date to be determined by the Board.

#### **6.5.6 Additional Meetings**

Additional meetings of the Membership may be called by the Board. Members shall be notified of such meetings no less than forty-eight (48) hours in advance by electronic or written notice.

### **6.6 Mail**

**6.6.1** When electronic or mailed ballots are authorized, the Secretary will prepare ballots and distribute them to all eligible voters through either electronic means (i.e. fax, modem, E-mail) or postage mail.

**6.6.2** Ballots returned will be counted by Secretary and reported in the minutes of the next meeting.

### **6.7 Quorum**

One-third of Board members shall constitute a Quorum.

## **ARTICLE 7: OFFICES**

### **7.1 Location**

The Principal office of the Corporation shall be located in Jefferson County, Missouri at the offices of the Jefferson County Community Partnership, 1671 Marriott Lane, Barnhart, MO 63012.

**7.2** The Board may change the location of the Principal office of the Corporation to another site in Jefferson County, Missouri, when necessary for the efficient operation of the Corporation.

## **ARTICLE 8: OFFICERS**

### **8.1 Election**

**8.1.1** The officers of the Jefferson County Online Information Network shall be elected by the Board from the membership of the Board.

**8.1.2** The election shall be held at the first meeting of the Board following the Annual Meeting of the Membership.

### **8.2 President**

The President shall prepare and distribute the agenda as well as conduct the meetings of the JOIN-N Corporation and the Board. Except as otherwise provided by law, or by these Bylaws, the President shall, in the name of the Corporation, execute legal documents, which may from time-to-time be authorized by the Board.

### **8.3 Vice-President**

The Vice-President shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or in the event of his or her inability or refusal to act, the Vice-President shall perform all duties of the President. The Vice-President shall perform the President's duties until the Board directs otherwise.

### **8.4 Secretary**

The Secretary shall:

(a) keep minutes of all Board meetings.

(b) be responsible for providing notice to each director as required by law or these Bylaws.

- (c) be the custodian of the corporate records.
- (d) keep a Register of the names and addresses of each Member, Officer and Director.
- (e) certify and keep at such place as the Board may determine, a current copy of these Bylaws, as amended.
- (f) perform all duties related to the office and other duties assigned by the President or the Board.

#### **8.5 Treasurer**

The Treasurer shall:

- (a) have charge and custody over corporate funds.
- (b) keep accurate books and records of corporate receipts and disbursements.
- (c) complete all required corporate filings.
- (d) make a financial report at all Board and Membership meetings.
- (e) perform all duties related to the office and other duties assigned by the President or the Board.

#### **8.6 Signatures on Checks**

All checks of the Corporation shall be signed by two officers of the Corporation.

#### **8.7 Term of Office**

Officers shall serve a one (1) year Term of Office. The President shall not exceed three consecutive terms in that office.

#### **8.8 Removal**

An officer elected by the Board may be removed from office with cause by a two-thirds (2/3) majority vote of the Board at an Official Meeting.

#### **8.9 Resignations**

Any member of the Board may resign at any time by giving written or electronic notice to the Board. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein.

#### **8.10 Vacancies**

A vacancy in an office for any reason may be filled for the remainder of the term by the Board at an Official Meeting.

### **ARTICLE 9: COMMITTEES**

**9.1** The JOIN-N Board shall create standing and special committees as needed.

#### **9.2 Committee Chairpersons**

The President, under the authority of the Board, shall appoint the chairpersons for all Standing and Special Committees.

#### **9.3 Committee Rules and Procedures**

The Board, by majority vote at an Official Meeting, shall establish such rules and procedures which are deemed necessary for the conduct of committee activities.

### **ARTICLE 10: INDEMNIFICATION**

#### **10.1 Indemnification and Liability of Directors and Officers**

**10.1.1** Each person who is or was a Director or Officer of the Corporation (including the heirs, personal representatives and estate of such person) shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fee) asserted or threatened against and incurred by such person in such person's capacity as or arising out of such person's status as a Director or Officer of the Corporation.

**10.1.2** The indemnification provided by the Bylaw provisions shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw or under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

**10.1.3** No person shall be liable to the Corporation for any loss, damage, liability or expense suffered by it or on account of any action taken or omitted to be taken by such person as a Director or Officer of the Corporation if such person

- (a) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his own affairs, or
- (b) took or omitted to take such action in reliance upon advice of Counsel for the corporation, or upon statement made or information furnished by Directors, Officers, Employees or Agents of the Corporation which such person has no reasonable ground to disbelieve.

## **10.2 Purchase of Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Member, Director, Trustee, Partner or Officer of another Corporation (whether nonprofit or for profit), Partnership, Joint Venture, Trust, or other Enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Article or of the Missouri General Not For Profit Corporation Law.

## **ARTICLE 11: BOOKS, RECORDS, AND ACCOUNTS**

### **11.1 Accounts**

The Jefferson County Online Information Network shall keep correct and complete books and records of accounts.

### **11.2 Minutes**

The Corporation shall also keep minutes of the proceedings of the Directors, the Board, and committees of the Board.

### **11.3 Funds**

All funds of the Corporation shall be deposited in an account or accounts credited to and in the name of the Corporation, and no disbursements there from shall be made except upon checks or withdrawal orders bearing the signatures specified by the Resolution of the Board.

### **11.4 Financial Review**

An independent review of the financial dealings of the Corporation shall be conducted by a duly qualified accountant as deemed necessary by the Board.

## **ARTICLE 12: OWNERSHIP OF EQUIPMENT**

**12.1** The JOIN-N Board shall establish policies relating to the ownership of property in accordance with state and federal laws.

## **ARTICLES 13: RULES OF ORDER**

**13.1** All formal JOIN-N meetings shall be governed by Robert's Rules of Order (latest edition).

## **ARTICLE 14: AMENDMENT OF THE BYLAWS**

**14.1** The Jefferson County Online Information Network (JOIN-N) Bylaws may be amended at any time by a two-thirds majority vote of JOIN-N members present at the Annual Meeting or a meeting called according to the Bylaws. Electronic or mail ballots may be used in accordance with procedures outlined in prior sections and a two-thirds majority of votes received will be required to approve the change.