

**Bylaws of the
American Civil Liberties Union of Missouri**

3601 Main Street, Kansas City, MO 64111
906 Olive Street, Suite 1130, St. Louis, MO 63101

**SECTION I: NAME, MISSION, AFFILIATIONS, JURISDICTION, OFFICES,
CORPORATE STRUCTURE, AND MEMBERSHIP**

- A. NAME.** The name of this organization is the American Civil Liberties Union of Missouri (hereinafter referred to as the “Union” or “ACLU of Missouri”).
- B. MISSION:** The Union defends civil liberties and principles of equality and justice in Missouri through legislative advocacy, lobbying, and political campaign activities.
- C. AFFILIATION.** The Union is related to the American Civil Liberties Union of Missouri Foundation (hereinafter referred to as the “Foundation” or “ACLU of Missouri Foundation”), which engages in legal advocacy, litigation, and public education programs. The Union and Foundation are affiliates of the American Civil Liberties Union, Inc. and the American Civil Liberties Foundation (hereinafter referred to together as the “National ACLU”) in the state of Missouri, retaining, however, full independence of action.
- D. JURISDICTION.** The geographical jurisdiction of the Union will be the State of Missouri.
- E. OFFICES.** The principal offices shall be in Kansas City and St. Louis, Missouri, or as otherwise determined from time to time by the Board of Directors of the Union (the “Board.”)
- F. CORPORATE STRUCTURE.** The Union is a non-profit organization operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code. Contributions to the Union are not tax-deductible. Contributions to the Union make one a member of the Union and the National ACLU.
- G. MEMBERSHIP.** All dues paying members of the National ACLU residing in the State of Missouri shall automatically be members of the Union and shall be entitled to participate in Union activities, including service on Union committees and election of its Directors, in such manner as may be determined by the Board from time to time.
- 1. Types of Membership and Dues.** The schedule of types of membership and corresponding dues shall be determined from time to time by the National ACLU. All members shall have the same rights and obligations within the Union, regardless of amount of dues paid.
 - 2. Dues Sharing.** Annual dues shall be shared with the National ACLU as determined from time to time by National ACLU policy.
 - 3. Release of Membership List.** The names of Union members shall not be made available to other organizations except by the Union’s Executive Director in accord with policy established by the Board.

H. CHAPTERS. Chapters are programmatic units which may be created to advance the Union's work in communities and enhance its state-wide presence. They are organized upon approval of the Union's Executive Director and the Board and act under supervision of the Executive Director.

SECTION II. GOVERNANCE

A. MEMBERSHIP MEETINGS.

1. **Annual Meeting.** The Union will have an annual meeting of its members at a time called by the Board (the "Annual Meeting"). The Annual Meeting may be scheduled on the same date as a Board meeting.
2. **Other Meetings.** Other meetings for members may be called at the discretion of the Board or President. A meeting must be called if 100 members submit a written statement requesting such a meeting and stating the purpose of the meeting. No business shall be transacted at such a requested meeting unless stated in the written request and noted in the call of the meeting.
3. **Notice of Meetings.** Written notice of any general membership meeting shall include a proposed agenda and be delivered to members at least seven (7) days in advance. Notice may be delivered by mail, by e-mail, by posting on the Union's website with email notice, or by other electronic means.
4. **Quorum.** A quorum shall consist of a 10% of the membership, or such other percentage as shall be determined by the Board from time to time.
5. **Election of the Board of Directors.** The members will elect the Board of Directors. Each member of the Union will be entitled to vote in the election. Voting may be done in person at the Annual Meeting or by mail or electronic or other means in advance of the Annual Meeting, as may be determined by the Board. Special elections may be held if necessary as determined by the Board.

B. BOARD OF DIRECTORS.

1. **Management.** The business, property, and affairs of the Union shall be managed by the Union's Board. The Board is responsible for overall policy and direction of the Union, and delegates responsibility of day-to-day operations to the Officers, staff, and committees of the Union.
2. **Number of Directors.** Members of the Board shall serve as Directors of the Union. There shall be no fewer than seven and no more than twenty Directors (including the Director serving as National Board Representative), as may be determined by the Board from time to time. However, the Board may not increase its membership by more than two (2) members in any twelve-month period, and never in excess of the foregoing maximum number of Directors. In addition, the Executive Director of the Union shall be an ex officio member of the Board (and thus not included in the number of elected Board members) and of all committees of the Board, but without voting rights at any Board

meeting, and without voting rights at any committee meeting, as further described in Section III.A.4.

- 3. Terms and Tenure.** Directors shall serve three-year terms, unless a director is being appointed on an interim basis until the next Annual Meeting and elections. No person may serve as a Director for more than two consecutive terms (in other words, no more than six consecutive years), except that in the following special situations a person can serve longer than six consecutive years but not more than nine consecutive years: (i) a person who has an interim appointment or is elected to serve the unexpired portion of a term that became vacant before its scheduled completion may then serve two consecutive full terms, and (ii) subject to the limitations set forth in Section II.D for officers, a person may continue to serve beyond two consecutive terms while serving as an Officer. Notwithstanding the foregoing provisions of this Section II.B.3, a National Board Representative may serve on the Board for three consecutive terms of three years each, but not more than a total of nine (9) consecutive years.

Prior service on the Board shall not disqualify a person from serving on the Board again in the future, provided that a person who is not eligible to continue serving on the Board because of term limits must be off the Board for a period of at least one year before being eligible to return to the Board. For the avoidance of doubt, the Executive Director may serve indefinitely, as a member of the Board, and shall serve without voting rights.

- 4. Role, Composition, and Compensation.** The Union shall seek Directors who reflect the qualifications and diversity determined by the Board in its policies. The Union seeks to place on its Board individuals who collectively offer diversity in race, religion, ethnicity, age, gender, gender identity, sexual orientation, physical ability, interests, and beliefs. The Board shall be composed in a manner consistent with the Union's equity and inclusion policies as well as those of the National ACLU. Directors shall adhere to all policies and procedures established by the Board. Directors receive no compensation other than reimbursement for reasonable expenses incurred on behalf of the Union.
- 5. Taking Office.** All terms of office shall begin at the time of the announcement of the election results at the Annual Meeting and shall continue until successors take office.
- 6. Vacancies.** If a Director position becomes vacant before the end of that Director's term, because the Director resigned, was disqualified, or otherwise discontinued the position, the Governance Committee may recommend to the Board a successor Director to fill the vacancy. Upon majority approval by the Board, the successor Director shall fill the vacancy until the next election of Directors at which time the remainder of the unexpired term shall be filled by election, and the interim appointment will be eligible to be nominated and elected to continue in the position.

7. Removal:

- a) If good cause exists to remove a Director, a motion for removal may be made by the submission of a written petition identifying the Director and explaining the grounds for removal. The petition must be signed by at least one-third (1/3) of the Directors. The petition must be submitted to the President, unless the person subject to possible removal is the President, in which case the petition may be presented to any Officer.
- b) All Directors, including the Director subject to possible removal, must receive at least thirty (30) days written notice that a vote to remove such Director shall take place at a Board meeting. The notice must contain a statement of the grounds for which removal is being sought and the date, time and location of the Board meeting where the vote on removal will occur. Prior to the vote, the Director who is the subject of the removal petition shall be offered an opportunity to be heard by the Board. The petition for removal will be granted if it is approved by a vote of two-thirds (2/3) of the Directors present. The Director who is the subject of the removal petition will not be entitled to vote on the removal. If the Board votes to remove the Director, the removal shall be effective immediately. If the Director who is removed also was an Officer, the removal will have the effect of removing the person from the Officer role as well.
- c) Any Director who resigns or is otherwise removed from the Board of Directors of the Foundation shall be deemed to have automatically resigned as of the same date from the Board.

C. BOARD MEETINGS.

1. **Schedule.** The Board shall meet at least once each year and at such other times as may be fixed as a regularly scheduled meeting during a year, as established by the Board on or before the start of such year.
2. **Other Meetings.** Additional meetings of the Board may be called at the discretion of either the Board or the President. However, if three (3) or more Board members submit a statement requesting such a meeting, and stating the purpose or purposes of such a meeting, then the President shall promptly call such a meeting. The only business that may be transacted at such a requested meeting shall be that stated in the request and noted in the call of such meeting.
3. **Notice of Meetings.** Written notice of any Board meeting shall include a proposed agenda and be delivered to each member of the Board at least seven (7) days in advance. Notice may be delivered by mail, by e-mail, by posting on the Union's website with email notice, or by other electronic means.
4. **Location.** A Board meeting may take place in more than one location. For example, a Board meeting may simultaneously be held in the Kansas City and St. Louis offices with the offices connected via electronic means. At least once a year, the entire Board shall meet in person at a location designated by the President.

5. **Quorum.** A quorum shall consist of a majority of all Directors currently on the Board, at least one of whom shall be an Officer.
6. **Chair.** The President or, in the President's absence, another Officer designated by the President, shall chair the Board meetings. If no Officer was designated by the President, the Directors present at the meeting shall choose an Officer to chair the meeting.
7. **Voting.** All decisions of the Board shall be made by majority vote of those present. Board members who are not present at a meeting (in person or electronically) may not vote by proxy.
8. **Participation in Meetings by Electronic Means.** A Director may participate in a Board meeting through use of electronic means such as conference telephone or video, so long as those participating in the meeting can communicate effectively and substantially concurrently with others in the meeting.
9. **Action Without a Meeting.** Any action required or permitted to be taken at a Board meeting (including amendment of these Bylaws) may be taken without a meeting if all Directors unanimously consent in writing to taking the action without a meeting and if all Directors unanimously consent to approving the specific action. "In writing" shall include communications via email or other electronic means. Such consents shall have the same force and effect as a unanimous vote of the Board.
10. **Open Meetings.** All Board meetings shall be open to all Union members. The Chair may set parameters for the participation of members who are not Directors. Only Directors may vote in Board meetings. Members who are not Directors may be excluded from Board meetings upon discussion of (a) personnel matters, (b) confidential litigation matters, or (c) any other matter if two-thirds or more of Directors present vote to exclude members who are not Directors from the discussion of the matter. The Board shall limit such confidential portions of its meetings, sometimes referred to as "executive sessions," to the specific business which requires such confidential treatment, and otherwise to the maximum extent feasible conduct all proceedings of the Board on an open basis.
11. **Procedural Rules.** All Board meetings shall be run in general accordance with the customary parliamentary procedures of the Board, subject to any modification approved by the Board in its sole discretion.
12. **Attendance.** Attending the Board's meetings is an important part of a Director's service. A Director who will miss a Board meeting shall notify the President of the reasons for the absence. The President will determine whether the absence shall be considered excused or non-excused and have the Secretary make a record of this in the minutes of the meeting. If a Director has unexcused absences from two out of any four consecutive Board meetings, the Director's position on the Board will be terminated upon notification by the President. A Director who is terminated for unexcused absences may petition and show good cause to be reinstated as a Director. The petition should be submitted to the chair of the Governance

Committee, and the petition will be presented to the Board and may be granted by majority vote of the Board.

13. **Personal Liability.** The Directors and Officers of the Union shall not be personally liable for any debt, liability or obligation of the Union.

D. OFFICERS

1. **Designation and Number.** The Directors shall elect the officers of the Union, all of whom shall be current Board members. The officers of the Union shall consist of a President, a President Elect, a Secretary, a Treasurer, a National Board Representative, an Affiliate Equity Officer, and an Executive Director. The Board may also elect such other officers, including, but not limited to, one or more additional Vice-Presidents or Assistant Treasurers, as the Board may determine from time to time, and which other additional officers may or may not be Board members, as determined by the Board.
 - a) No person shall hold more than one office at a time except as otherwise expressly permitted under these bylaws.
 - b) The President shall serve for a term of two years, and the election of the President will occur one year before that term begins so that the elected person can serve as President Elect during a one-year term preceding the start of that person's term as President, except in cases where no President is serving due to death, resignation or other unforeseen circumstances. During the year as President Elect, this officer will assist and learn from the President and prepare for the transition to becoming President. If the President Elect is required to assume the office of President before expiration of the scheduled one-year term as President Elect because of unforeseen circumstances, this officer will remain as President until expiration of the originally scheduled two-year term for such office. In the event of a vacancy in the offices of both the President and President Elect due to death, resignation, or other unforeseen circumstance, the offices of President and President Elect will be filled by members of the Board and elected by the Board, notwithstanding any of the term limit provisions of these Bylaws to the contrary. If this procedure is not feasible, the Governance Committee shall meet and nominate an interim President and interim President Elect, and within 10 days, present those nominations to the Board for election of interim President and President Elect. A person shall not serve consecutive terms as President, but may serve multiple non-consecutive terms as President.
 - c) The Secretary and Treasurer shall each serve for a term of two years and shall be eligible for re-election for a second term, for a total of four consecutive years of service.
 - d) The National Board Representative will serve a three-year term and may serve up to three consecutive terms as National Board Representative, or a total of nine (9) consecutive years. The National Board Representative cannot simultaneously serve as President or

other Officer, but (subject to the nine consecutive year limitation on Board service) may serve simultaneously as President Elect.

- e) The Affiliate Equity Officer will serve a term of two years, and may serve up to a total of four consecutive years as Affiliate Equity Officer. The Affiliate Equity Officer may simultaneously hold other Officer positions, except that the President cannot be the Affiliate Equity Officer.
- f) The Board shall employ an Executive Director for such period of time and subject to such other terms and conditions as may be determined by the Board in its sole discretion.
- g) No person shall serve more than four consecutive years in any one office, and no person shall serve more than six consecutive years as an officer; provided, however, that (i) the National Board Representative may serve up to a total of nine (9) consecutive years as a member of the Board while serving as the National Board Representative, and (ii) the Executive Director may serve indefinitely, at the sole discretion of the Board.

2. Duties of Officers:

- a) **President.** The President shall lead and oversee the Board's operation and activities. The President shall preside at all meetings of the Board; sign such papers as may be required by his/her office or as may be directed by the Board, and make reports and recommendations to the Board at any regular or special meeting concerning the work and affairs of the Union. The President may request from the Executive Director, Treasurer, and Secretary such reports as in his/her judgment are necessary; request from other Directors and Committee members such reports as in his/her judgment are necessary; and perform such other duties as may be incidental to the office. The President shall appoint members of all committees of the Board, subject to the approval of the Board with respect to each such appointment. The President also shall be a non-voting ex-officio member of all such committees.
- b) **President-Elect:** The President Elect will assist and learn from the President and prepare for the transition to becoming President.
- c) **Secretary.** The Secretary shall keep, or cause to be kept, a record of the proceedings at all meetings of the Board; issue notices of all meetings; keep a roll of the attendance of the Directors at all meetings of the Board; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and 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 the Secretary by the President. Upon the expiration of his or her term of office, the Secretary shall deliver all papers, records, and other property of the Union in the Secretary's possession to his or her successor.

- d) **Treasurer.** The Treasurer shall chair the Finance Committee. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Union; safely keep, or cause to be kept, all monies of the Union; receive and give, or cause to be received and given, all receipts for monies due and payable to the Union from any source whatsoever, and deposit all such monies in the name of the Union in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and 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 the Treasurer by the Board or the President. At the first meeting of the Board of each fiscal year, the Treasurer shall submit a comprehensive financial statement of the Union for the fiscal year last past. The Treasurer shall also report on the financial condition of the Union at each Regular Meeting of the Board, and shall make a similar report at any special meeting of the Board when so directed by the Director or Directors authorized to call such special meeting. Upon the expiration of his or her term of office, the Treasurer shall deliver all papers, books, monies, records, securities and other property of the Union in the Treasurer's possession to his or her successor.
 - e) **Executive Director:** The Executive Director shall be responsible for implementation of the Board's policies and procedures and the general administration and operation of the Union. The Executive Director shall be responsible for the management of the day-to-days affairs of the Union and shall be authorized to sign leases, transfers, contracts, bonds, notes, drafts, and all forms of payment as are approved by the Board, and to employ such other staff and contractors as are reasonably necessary.
 - f) **National Board Representative.** The National Board Representative shall serve as the representative of the Union to the ACLU National Board.
 - g) **Affiliate Equity Officer.** The Affiliate Equity Officer will work with the President and Executive Director to ensure that the Union's actions, including those of staff and the Board, are consistent with the Union's equity and inclusion policies as well as those of the National ACLU.
3. **Removal.** Any Officer may be removed by a majority vote of the Directors, with or without cause. Such Officer shall only be removed at any regular meeting or any special meeting of the Board called in accordance with these Bylaws. Removal of an Officer who is also a Director does not constitute such individual's removal as a Director. Any removal of a Director shall be undertaken in accordance with Section II.B.7 above.
4. **Resignation.** Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take

effect at the time specified therein; and, unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

5. **Vacancies.** In the event of a vacancy in any office (other than the offices of the President and President Elect, which are governed by the provisions of Section II.D.1.b above), any vacant office will be filled by members of the Board and elected by the Board, subject to the term limit provisions of these Bylaws, including both those applicable to Board member (Section II.B.3) and to officers (Section II.D.1.g).

SECTION III: COMMITTEES

A. COMMITTEES

1. **Appointments.** The President, in consultation with the Executive Director, shall appoint the chairs and members of the committees, subject to the approval of the Board of Directors with respect to each individual appointment. A committee may have one chair or multiple co-chairs. Such an appointment may be for a specific tenure or an indefinite period of time.
2. **Composition of Committees.** Directors may be appointed to serve on committees, and the chair of a committee must be a Director. Members of the Union who are not Directors also may be appointed to serve on committees.
3. **Term.** There shall be no term limits on the existence of any committee except as otherwise provided in these Bylaws or by resolution of the Board.
4. **Committee Meetings.** Committee members may participate in committee meetings through use of electronic means such as conference telephone or video, so long as those participating in the meeting can communicate effectively and substantially concurrently with others in the meeting. Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if all the members of the committee unanimously consent in writing to taking the action without a meeting and all the members of the committee unanimously consent in writing to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the committee. Each committee will prepare and maintain notes of its meetings and actions and make them available to the Board.
5. **Staff and President.** The Executive Director, and/or staff as appointed by the Executive Director, shall be non-voting participants on all committees, except where a committee is conducting a particular item of business for which it would not be appropriate for the Executive Director or other staff to be present and participating. The President is a non-voting, ex-officio member of all committees.
6. **Removal.** The Chair of any Committee may be removed in the sole discretion of the President, after the President consults with the Executive Director and each current member of the Board of Directors receives at least ten days' prior written notice before any such removal is effected. A

member of any Committee may be removed by the Chair of that Committee after consulting with and receiving the approval of the President and Executive Director.

B. STANDING COMMITTEES.

1. GOVERNANCE and NOMINATING COMMITTEE. The President shall appoint the members of a Governance and Nominating Committee, the membership of which shall include members from the Board and the Union's general membership, subject to the approval of each appointment by the Board. This Committee's responsibilities will include recommending individuals for nomination and election as Directors and Officers, recommending the process and procedures to be used for election of Directors and Officers, and recommending to the Board any action related to other appropriate matters that arise relating to best practices pertinent to corporate governance of non-profit corporations. For this latter purpose, the Committee will deliver to the Board at least every other year a report on the corporate structure of the Union, indicating (i) any areas where the use of the existing structure is ineffective, and (ii) any evolving best practices which the Board or Union should consider adopting.

2. FINANCE COMMITTEE. The Treasurer will be the chair of the Finance committee. The Committee will regularly review the Union's financial status and records.

C. AD HOC COMMITTEES. The Board may establish other special committees from time to time, and at the time of each committee's creation, the Board shall specify the purpose of such committee and its duration. However, the Board shall not specify a duration of more than two years for any such committee, except that on or prior to the expiration of the term of a committee, the Board may renew it for an additional two year term any number of times, as determined to be appropriate in the Board's sole discretion. The President will appoint the members of any special committee, subject to the approval of each appointment by the Board.

SECTION IV: GENERAL PROVISION

A. CONTRACTS, ETC., HOW EXECUTED. Except as otherwise provided or restricted in these Bylaws, the Board 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 the Union, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Union by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any pecuniary amount.

B. LOANS. No loans or other debts shall be contracted on behalf of the Union and no negotiable paper or evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board.

SECTION V: INDEMNIFICATION

A. INDEMNIFICATION. The Union may indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of Missouri, except in any case in which in the reasonable judgment of the Board the

conduct arises out of, is based upon, or attributable to or as a consequence of the committing of a deliberately fraudulent or deliberately criminal act or omission, or a willful violation of law, or is for the gaining of any financial profit, remuneration or financial advantage by the insured to which they were not legally entitled. However, in no event shall the Union indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or constitutes willful misconduct.

- B. INSURANCE.** The Union shall purchase and maintain insurance on behalf of an individual who is or was a Director or an Officer of the Union, or who, while a Director or an Officer of the Union, is or was serving at the request of the Union as a director or officer of another foreign or domestic non-profit business.

SECTION VI: CONFLICT OF INTEREST

The Union has adopted a Conflict of Interest Policy, as reflected in the ACLU Policy Manual, which shall be considered to be a policy adopted by the Board.

SECTION VII: FISCAL YEAR

The Fiscal Year of the Union shall be the year April 1 through March 31.

SECTION VIII: DISSOLUTION

In the event of the dissolution of this Union, or if for any reason the purposes of this Union should become impossible of performance, all assets remaining after all liabilities and obligations of the Union have been paid, satisfied, and discharged, or adequate provision made therefore, shall be distributed to one or more organizations organized and operated for similar exempt purposes, or for other purposes within the purview of Section 501(c)(3) or Section 501(c)(4) of the United States Internal Revenue Code, as amended, and which have received exemption for Federal income tax under said Section 501(c)(3) or Section 501(c)(4), or its successor Section, or a corresponding provision of a prior law, or to the Federal, State, or local government, for a public purpose.

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 Union 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.

SECTION IX: AMENDMENTS

- A. BYLAWS.** These Bylaws may be amended at any time by a two-thirds vote of the Directors present at a meeting of the Board, provided that the Board was given notice of the meeting of the Board and a copy of the proposed amendment at least thirty (30) days prior to the meeting; and provided further that such two-thirds majority of those present constitute at least a majority of the Directors then in office.
- B. EFFECTIVE DATE OF AMENDMENT.** Amendments of the Bylaws shall become effective upon adoption or at such time as prescribed in the resolution adopting the Amendment.

SECTION X: ACLU POLICY MANUAL

The Board shall adopt a Policy Manual, and policies provided therein may be adopted, amended, and revoked at any time by a majority vote of the Directors present at a meeting of the Board; provided, however, the Board may specifically require a two-thirds majority vote of the Board to amend or revoke a particular policy adopted by the Board.

SECTION XI: ADOPTION

These revised Bylaws were adopted by the Board of Directors of the American Civil Liberties Union of Missouri on _____, 2018.

Signed: _____
Board Secretary

Print Name: _____