

# **The Missouri Distance Learning Association Bylaws**

## **ARTICLE I Affiliation**

### Section 1.

The Missouri Distance Learning Association shall be affiliated with the United States Distance Learning Association.

## **ARTICLE II Membership**

### Section 1. Qualifications and Dues.

Membership may be obtained upon payment of annual dues for the designated membership year in the amounts voted upon by a majority of the membership either at a general membership meeting or through a mailed ballot. The membership year shall coincide with the fiscal year of the Association as established by Article VIII, Section 1 of the Constitution.

### Section 2. Membership Categories.

MoDLA Members shall fall under two (2) categories: Individual and Affiliates of an Organization. Individual members are persons who pay individual dues as set according to these Bylaws, Article II, Section 1. Affiliate members are persons named by Organizations who pay organizational dues as set according to these Bylaws, Article II, Section 1. Organizations may designate up to five Affiliate Members. Each Individual and Affiliate Member has one vote.

### Section 3. Prerequisite to Participation.

Participation as an officer, committee member, or voting member in the Missouri Distance Learning Association shall be contingent upon valid membership.

### Section 4. Membership Meetings.

There shall be one regular membership meeting each year. This membership meeting shall be held on a date and a place designated by the Board of Directors. Notification of the date and place of such meeting shall be posted to the members at least thirty (30) days prior to such meetings.

### Section 5. Special Meetings.

Special meetings of the membership may be held on call by the President, on initiation by a majority vote of the Board of Directors, or upon a petition therefore filed by at least ten percent (10%) of the membership with the Secretary. The date and place of any such special membership meeting shall be posted by the Secretary to the members at least two weeks prior to the date of such special meeting.

### Section 6. Parliamentary Procedure.

Membership meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Section 7. Quorum.

A quorum shall consist of five percent (5%) of the membership.

**ARTICLE III**  
**Board of Directors**

Section 1. Number, Tenure, and Qualifications.

The Board of Directors shall consist of the Executive Committee as defined by Article V, Section 2 of the Constitution, and nine (9) Board of Directors as defined by Article IV, Section 4 of the Constitution. The nine (9) Board of Directors shall be nominated and elected in accordance with the procedures for nomination and election of officers established by Article IV, Sections 2 and 3 of these Bylaws. Due consideration shall be given to provide nominees that represent a broad range of sectors and overall membership. At first election of Directors, three directors shall be elected for a term of one (1) year, and three directors shall be elected for a term of two (2) years, and three directors shall be elected for a term of three (3) years. As these initial terms expire, each Director shall be elected for a term of three years. Directors shall take office immediately following the close of the Annual Regular Meeting of the Association following their election and shall serve until their successors are elected and qualified.

Section 2. Regular Meetings.

At least four regular meetings of the Board of Directors shall be held each year at such times and such places and by such means as the Board of Directors may determine. Notification of the time and place and proposed agenda shall be posted to the members of the Board of Directors two (2) weeks prior to each meeting.

Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the voting members of the Board. Notice of the time and place of any special meeting shall be posted to each director at least three (3) days prior to the date of such special meeting.

Section 4. Parliamentary Procedure.

Meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order.

Section 5. Quorum.

A majority of the members of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 6. Vacancies.

Any vacancy occurring in the Board of Directors, other than Officers, shall be filled and confirmed by the affirmative vote of a majority of the remaining directors. (Officer vacancies are

covered under Article VI, Section 4.) A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

#### Section 7. Informal Action.

In the event that Board action, as opposed to Executive Committee Action, is determined to be needed by the Executive Committee, and the Board is unable to meet in appropriate time to act, the president may be authorized by the Executive Committee to poll the total Board.

### **ARTICLE IV**

#### **Officers**

#### Section 1. Officers.

The officers of this Association shall be a President, a President-Elect, a Secretary, a Treasurer, and the Past President each of whom shall be nominated and elected as hereinafter provided.

#### Section 2. Nomination.

At least four (4) months prior to the annual regular membership meeting, the President shall appoint, subject to the approval of the Board of Directors, a Nomination and Election Committee of four (4) members, one of whom shall be designated as the Chair of the Committee by the President. The Nomination Committee will select a slate of nominees for each office to be filled. Due consideration shall be given to provide nominees that represent a broad range of sectors and overall membership. Each nominee shall have indicated to the Committee a willingness to stand for election and to serve if elected. The nominations of the Nomination and Election Committee shall be submitted in writing to the Board of Directors for approval at least two (2) months prior to the annual regular membership meeting.

#### Section 3. Election and Term of Office.

The Board of Directors shall cause ballots to be prepared listing each candidate nominated by the Nomination and Election Committee, and also providing a space or spaces for write-in candidate or candidates for each office. The ballots thus prepared shall be mailed to each member in good standing of the Association at his/her last known address as shown by the records of the Association, which mailing shall be made not later than twenty-one (21) days prior to the deadline for receiving ballots. Each member shall be entitled to one vote for each officer to be elected and the candidate receiving a plurality of the votes cast for that office shall be deemed elected. Ballots cast by mail must be received by the Nomination and Election Committee at least seven (7) calendar days prior to the annual regular membership meeting. When the ballots can be cast electronically, the Board of Directors shall make provisions for such voting to take place in a secure and timely manner. The ballots shall be counted by the members of the Nomination and Election Committee and the results of the election certified to the President who shall announce the results to the membership during the membership meeting. The President elected in the first year of the organization will serve a two (2) year term (1st year as President, 2nd year as Past President). The President Elect shall be elected for a three (3) year term, the first year to serve as President Elect and at the end of his/her term of office as President-Elect, he/she shall automatically succeed to the office of President, with the third year being served as Past President. This will then become the established pattern of the Presidency. The Secretary and Treasurer shall be elected for one (1) year term. All new officers shall assume their respective

positions immediately following the close of the annual regular meeting of the membership, and shall continue in office until their successors are elected and qualified.

#### Section 4. Vacancies.

Should the offices of Secretary or Treasurer become vacant, the Board of Directors shall appoint a member to complete such term of office. Should a vacancy occur in the Office of President, the President-Elect shall assume the duties of the President and serve the unexpired term of her/his predecessor and his/her elected term. The Board shall then appoint a member of MoDLA to assume the duties of President-Elect, who shall be called the vice-president, but who shall not be designated as President-Elect. Should the newly appointed President resign, the Board of Directors shall call for a special election following the nomination outlined in Article III of the Bylaws. For this purpose the Board of Directors shall nominate two (2) candidates, but provision for write-in candidates shall be available on the ballot. The election shall be completed within forty-five (45) days of the resignation.

#### Section 5. Duties of Officers.

- The duties of the President shall be to function as the Executive Officer of the Association, to preside at all business meetings and meetings of the Board of Directors, and to carry out instructions of the Board of Directors. The President shall represent the Association at any State or National meetings designated by the Board.
- The duties of the President-Elect shall be to serve as Executive Officer in the President's absence. The President-Elect shall serve on the committees and perform such other duties as delegated by the President and/or Board of Directors.
- The duties of the Secretary shall be to keep records of all membership and Board of Directors meetings, and to perform such other duties as are delegated by the President and/or Board of Directors.
- The duties of the Treasurer shall be to collect all dues and other accounts due the Association, and deposit such funds in the name of the Missouri Distance Learning Association in a financial institution approved by the Board of Directors. The Treasurer will keep accounts of the sources of all income and the purposes of all expenditures, and provide a complete financial report at the annual membership meeting of the Association.

## **ARTICLE V Committees**

#### Section 1. Standing Committees.

There may be Standing Committees as deemed necessary. Each Committee shall consist of at least three (3) members recommended by the President and approved by the Board of Directors. The Chair of a Standing Committee shall be designated by the president and approved by the Board of Directors. The Chair of each Standing Committee shall provide reports of Committee activities at each meeting of the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the annual meeting of the Association. Unless otherwise specified in the Bylaws, terms of members shall be staggered over a three (3)

year period. If a vacancy occurs, it shall be filled by appointment of the President or his/her designee.

Section 2. Special or Ad Hoc Committee.

When a Special or Ad Hoc Committee is created by the Board, the President shall appoint a Chair and member of the committee to carry out the purpose for which it was created.

**ARTICLE VI**  
**Amendments**

Section 1. Initiation of Amendment.

Amendments to these Bylaws may be initiated by the Board of Directors, or by a Committee authorized by the Board of Directors for the purpose of recommending Amendments to the Bylaws, or by a petition signed by five percent (5%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

Section 2. Adoption.

An Amendment initiated as herein above provided may be adopted by a majority vote of all the members of the Association who return ballots at any regular or special meeting of the membership