

BYLAWS
OF

Marshall County Voluntary Organizations Active in Disaster (MCVOAD)
Initial Bylaws, Adopted January 25, 2006

ARTICLE 1. Purpose of the Corporation

The Marshall County Voluntary Organizations Active in Disaster (MCVOAD) sets forth these Bylaws in accordance with the laws of the state of Kentucky as an act of incorporating a not-for-profit organization, to establish and maintain a network within and on behalf of the faith communities and secular agencies which will provide a coordinated response to the Tornado of November 15, 2006 and other similar disasters which may occur during the life of the organization.

ARTICLE 2. Members of the Corporation

Membership Classes of the Corporation shall be Organizational Membership and Individual Membership.

Organizational Members of the Corporation shall be representatives identified by each of the organizations who (1) are active participants in the work of the MCVOAD, and who (2) authorize these representatives to be identified annually as Corporate Members.

Individual Members of the Corporation shall be persons who are active participants in the work of the MCVOAD.

ARTICLE 3. Eligible Voters

Only members of the Corporation shall be eligible to vote on matters coming before the corporate meetings, whether stated or special. Voting by proxy and cumulative voting are not allowed.

ARTICLE 4. Meetings of the Corporation

All meetings will be at the call of the Chair or any two of the corporate officers.

The Annual Meeting of the Corporation shall be in January each year, for the purpose of electing executive officers and addressing any other corporate business properly coming before the Corporation. Public notice of this meeting, the time and place shall be given by written notice to all Corporate Members at least two weeks (14 days) prior to the meeting.

Special corporate meetings shall be called by the Chair or any two corporate officers, or upon the request of ten percent of the Corporate Members, providing

the call shall clearly state the purpose for the meeting and prior written notice being given two weeks (14 days) in advance to all Corporate Members. Only business specified in the call for the special meeting shall be conducted.

ARTICLE 5. Quorum

A quorum for transaction of business shall consist of a majority of those present and eligible to vote.

ARTICLE 6. Corporate Officers

There shall be elected from the Members of the Corporation:

1. A Chair who shall preside at all meetings, as well as be the chief executive officer of the corporation, and perform other functions as deemed necessary by the Executive Committee.
2. A Vice-Chair who shall preside in the absence of the Chair, or at other times deemed necessary by the chair, and perform other functions as deemed necessary by the Executive Committee.
3. A Secretary who shall record and preserve all minutes of meetings, and perform other functions as deemed necessary by the Executive Committee. If unable to attend a meeting, the presiding officer shall appoint a secretary pro tem for that meeting.
4. A Treasurer who shall receive, deposit and account all financial matters of the Corporation, providing regular financial reports to the Members, and perform other functions as deemed necessary by the Executive Committee.

The Corporate Officers shall be elected for two-year terms of office, and are eligible for as many successive terms as the Corporation deems appropriate.

The Officers shall represent three or more of the Corporate Member organizations.

ARTICLE 7. Executive Committee

The Executive Committee shall be accountable to the Members and consist of the Chair, Vice-Chair, Secretary, Treasurer and Nominations Chairperson of the Corporation and shall meet at the call of the Chair to perform such actions related to the management of the affairs of the corporation, including but not limited to:

1. Hiring, evaluating and terminating an administrator and/or other personnel, whether compensated or volunteer;

2. Engaging and executing contracts and agreements.

Except as otherwise required by law or these Bylaws, the Executive Committee shall have all the authority of the Board in the management of Marshall County Voluntary Organizations Active in Disaster (MCVOAD) during such time as the Board is not meeting and may authorize contracts and agreements as required. The Treasurer and Director/Coordinator shall be advisory members without vote to the Executive Committee.

ARTICLE 8. Programmatic Committees and Taskforces

The Corporation may create such temporary or permanent committees made up of its Corporate Members or other persons as agreed upon. These committees shall have such authority as the Corporation directs

ARTICLE 9. Vacancies and Nominating Process

The Executive Committee shall determine the appropriate process for securing nominations from among the Corporate Members for vacancies of any of the corporate offices, announcing the nomination process, and conducting an election.

ARTICLE 10. Financial Audit

The Executive Committee shall obtain an annual audit and review of the financial affairs of the Corporation. The report shall be placed in the minutes of the Executive Committee and reported to the Corporate Members.

ARTICLE 11. Amendments

These Bylaws may be amended, subject to the charter of the Corporation and the laws of the state of Kentucky, at any annual meeting or special meetings of the Corporation by a two-thirds vote of the voters present, providing that a full written account of the proposed changes have been sent to all Corporate Members two weeks (14 days) prior to the meeting, EXCEPT that these Bylaws may be amended during the Preparation Period through June 15, 2006 at any called or regularly scheduled MCVOAD meeting by a two-thirds vote of the voters present, to enable initial adjustments and organization to proceed in a more timely manner while the organization is forming.

ARTICLE 12. Dissolution of the Corporation

Upon the dissolution of this Corporation either by two thirds vote of the Corporate Members all assets and liabilities shall be distributed among the Non Profit Organizational Members in a proportion determined by the Membership.