

American Civil Liberties Union / Eastern Missouri
4557 Laclede Avenue
St. Louis, MO 63108

ACLU/EM BYLAWS

Revised & Adopted by the ACLU/EM Membership May 18, 1999 and

SECTION I: NAME, PURPOSE, AFFILIATION, JURISDICTION & CORPORATE STRUCTURE

- A. **NAME.** The name of this organization is the American Civil Liberties Union of Eastern Missouri (hereinafter referred to as "ACLU/EM"). The principal office shall be in St. Louis, where the regular meetings shall be held.
- B. **PURPOSE.** To protect and extend civil liberties principles through legal, legislative and public education efforts.
- C. **AFFILIATION.** The ACLU/EM shall be the affiliate of the American Civil Liberties Union (hereinafter "National ACLU") in the geographical area served by the ACLU/EM, retaining, however, full independence of action.
- D. **JURISDICTION.** The geographical jurisdiction of the ACLU/EM will be roughly the eastern half of Missouri, the exact boundaries to be determined by the Board of Trustees in conjunction with neighboring ACLU affiliates and National ACLU.
- E. **CORPORATE STRUCTURE.** The ACLU of Eastern Missouri consists of two corporations. The ACLU/EM ("Union") is a non-profit membership organization established under 501(C)4 of the IRS code. It is nonpartisan and engages in lobbying activities to promote civil liberties. Contributions to the Union are not tax-deductible. The Union is primarily funded with membership dues.

The ACLU/EM Fund ("Fund") supports litigation and educational activities for ACLU. It is a 501(C)3 organization. Contributions to the Fund are tax-deductible, but contributions to the Fund alone do not make one a member of the ACLU.

SECTION II: MEMBERSHIP AND DUES

- A. **INCLUSION.** All dues paying members of the National ACLU within the geographical area served by the ACLU/EM shall automatically be members of the ACLU/EM, and shall be entitled to full participation in ACLU/EM activities, including service on ACLU/EM committees and election as ACLU/EM officers or trustees.

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- B. **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 ACLU/EM, regardless of amount of dues paid.
- C. **DUES SHARING.** Annual dues shall be shared with the National ACLU as determined from time to time by National ACLU policy.
- D. **RELEASE OF MEMBERSHIP LIST.** The names of ACLU/EM members may not be made available to other organizations except by the Executive Director in accord with policy established by the Board of Trustees.

SECTION III: CHAPTERS

Chapters are programmatic units created to advance the ACLU's work in communities and enhance its state-wide presence. They are organized upon approval of the Executive Director and work under supervision of the Affiliate.

SECTION IV. AFFILIATE GOVERNANCE AND ELECTIONS

- A. **CENTRAL AUTHORITY.** A Board of Trustees shall conduct the affairs of the ACLU/EM. An Executive Committee shall be composed of the elected officers and two other Trustees appointed by the President. The Executive Committee shall have and exercise the authority of the Board of Trustees when the Board of Trustees is not in session.
- B. **ACLU/EM FUND BOARD OF TRUSTEES.** The Officers of the ACLU/EM shall constitute the Board of the ACLU/EM Fund.

C. THE ACLU/EM BOARD OF TRUSTEES

1. Composition. The ACLU/EM seeks to place on its Board individuals who collectively offer diversity in race, religion, ethnicity, age, gender, sexual orientation, physical ability, interest and belief. The composition of the ACLU/EM Board shall comply with the Affirmative Action guidelines provided by the National ACLU. The Board of Trustees shall be composed of up to 24 Trustees, including officers. In addition to the 24 Trustees, the Board of Trustees shall include members of ACLU/EM who are members of the National Board of ACLU. All members of the ACLU/EM Board of Trustees shall be current members of the ACLU/EM.
 - a) Implementation of the 2011 Amendment to this Section reducing Board Size to 24. After adoption of this Amendment, the first eight (8) Trustee positions that are vacated by attrition, resignation, the Board Rotation Policy or otherwise, shall not be filled. This includes any vacant Trustee positions that are not filled at the 2011 Annual Meeting.
2. Board of Trustees Responsibilities. Individually, each Trustee has responsibilities significantly greater than those of other members. Each

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NITIATION. Any group of 25 or more members residing within the ACLU/EM's geographical jurisdiction may organize a chapter, and the Board of Trustees shall so recognize the group when satisfied that the purposes of the ACLU/EM and of the National ACLU will be served. A chapter may be dissolved by the Board of Trustees when in its judgment the best interests of the ACLU/EM so demand; however, no dissolution shall occur except upon (a) sixty days' notice to the chapter involved, and (b) a two-thirds majority vote after a formal hearing before the Board of Trustees. Upon approval of the Executive Director, student groups with fewer than 25 ACLU members may form ACLU chapters on campus. Student chapters with fewer than 25 members are not entitled to the rights and privileges afforded to official chapters under these bylaws.¶
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AUTONOMY OF CHAPTERS. Whenever a chapter may disagree with a position adopted by the ACLU/EM board, it may adopt its own position provided only that it inform the ACLU/EM President and Executive Director and make clear in all publicity that it speaks only f ... [1] *
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Trustee is expected to make a major commitment of time and effort to the activities of the organization, including, but not limited to, financial support of the organization within the means of each Trustee, participation in fundraising efforts and campaigns, participation on committees, attendance at Board meetings, and attendance at ACLU/EM events and functions. Such activities may be further defined by the Nominating Committee upon approval of the Board and shall be made known to prospective Board members.

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3. Executive Committee Responsibilities. In addition to their responsibilities as Trustees set forth above, Executive Committee members have responsibilities greater than those of other Board members and are expected to act as leaders of the Board and to attend Executive Committee meetings as scheduled by the Executive Director and/or President. The Executive Committee may make decisions on routine internal administrative matters and other matters delegated by the Board.

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4. Term of Office.

a) Term. Trustees shall be elected for a three-year term. Reasonable efforts shall be made to ensure that the Board terms are staggered so that one-third of the Trustees are elected each year.

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b) Board Rotation Policy. No Trustee may serve as a Trustee for more than two consecutive terms (six consecutive years), except for a Trustee who is elected to fill a partial term of a former Trustee and the President of the Board and the Immediate Past President of the Board, who may be reelected to the Board even if the foregoing limitations would otherwise prevent such reelection. This exception, however, shall not allow any such Trustee to serve more than nine (9) consecutive years. For the purposes of this section, the term "Immediate Past President" shall mean the person who served as President of the Board of Trustees during the term prior to the current President. The limitations on consecutive terms of office set forth herein shall not apply to the National Board Representative.

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c) Implementation of Board Rotation Policy adopted in 2011. Any Trustee serving his or her second term or beyond after the 2011 Annual Meeting shall be deemed to be serving their second term for purposes of the Board Rotation Policy and shall not qualify for reelection at the expiration of his or her term unless one of the exceptions set forth in Section IV.C.4.b apply.

5. Attendance. Absences from two Board meetings in a fiscal year shall disqualify a Trustee from Board membership. Such a disqualified Trustee shall upon petition to and approval by a majority of the nominating committee be reinstated for good cause.

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6. Vacancies. In case of resignation, disqualification, or vacancy for any other reason, of any Trustee or officer during the Trustee or officer's term, the nominating committee may recommend to the Board a successor Trustee to fill the vacancy. Upon majority approval by the Board, said successor Trustee shall fill the vacancy until the next election of Trustees at which time the remainder of the unexpired term shall be filled by election.

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7. Meetings, Quorum, Voting.

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a) Schedule. The Board of Trustees shall meet at least four times a year.

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b) Quorum. A quorum shall consist of a majority of all Trustees, at least one of whom shall be an officer.

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c) Voting. All decisions of the Board shall be made by majority vote of those present.

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d) Participation in Meetings by Conference Telephone or Video.

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Trustees may participate in a meeting of the Board of Trustees or committee meeting through use of conference telephone or video, or similar communications equipment, so long as members participating such meeting can hear all participants in the meeting.

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e) Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board of Trustees or Committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Trustees or of the committee as the case may be.

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f) Open Meetings. All Board meetings shall be open to all ACLU/EM members. The Chair may set parameters for the participation of non-Board members. Only Board Trustees may vote. Non-Board members may be excluded from Board meetings upon discussion of any of the following: (a) personnel matters; (b) confidential litigation matters; or (c) any other matter upon a 2/3 vote of Board Trustees present.

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g) Procedural Rules. All Board meetings shall be run in accordance with Robert's Rules of Order, subject to modification by the Board. In the event that any provision of these Bylaws shall contradict any provision in Robert's Rules, the provisions of these Bylaws shall govern.

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D. OFFICERS. ACLU/EM officers shall be Trustees of the Board and consist of (a) a President, (b) two Vice-Presidents, (c) a Secretary and (d) a Treasurer. The duties of these officers shall be those usually pertaining to their offices. Each officer, except the President, shall serve for one year, and shall be eligible for re-election. The President shall serve for two years but no Trustee may serve consecutive terms as President. This limitation shall not bar a Trustee from serving multiple non-consecutive terms as President.

E. GENERAL LIABILITY INSURANCE. The Union shall purchase and maintain general liability insurance and professional liability (Directors and Officers Errors and Omissions Liability) insurance, in amounts determined and agreed upon as sufficient by the Board.

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F. CONFLICTS OF INTEREST. Trustees and employees and agents of the ACLU/EM shall adhere to the conflict of interest policy as adopted by the Board and as required by the laws of the State of Missouri.

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G. NOMINATIONS AND ELECTIONS. Election of officers and Trustees shall take place at or before the ACLU/EM's Annual Meeting according to this procedure:

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1. **Nominating Committee.** The President shall appoint a Nominating Committee, the membership of which shall include members from both the Board and the general membership.

2. **Nominations.**

a) Not later than sixty (60) days prior to the election (if held at the Annual Meeting or other membership meeting) or the mailing of ballots (if a mail election is held), the general membership shall be notified of the upcoming elections and invited to offer suggestions and petition nominations for all vacant positions.

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b) Any twenty-five members may nominate a willing candidate for any vacant post in writing and the Nominating Committee must include such nominations on the ballot, provided only that such nominations are received by the Nominating Committee Chair at least thirty (30) days before the vote is taken.

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c) The Nominating Committee shall notify the Board of its nominations at least ten (10) days before the vote is taken.

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3. **Elections.** The Board of Trustees shall determine the method by which the elections shall occur. Candidates for Trustees and officers receiving the largest number of votes by the ACLU/EM members shall be elected. Voting shall generally occur at the Annual Meeting. Results of the election shall be announced at the Annual Meeting. Special elections may be held if necessary as determined by the Board of Trustees.

4. **Taking Office.** All terms of office shall begin at the time of election and shall continue until successors are elected.

5. **Removal.** A motion for removal of a Trustee shall be timely presented to the Board if a petition setting forth the name and cause for removal is signed by one third (1/3) of the Trustees and submitted to the President. Board Trustees and the Trustee in question must receive at least thirty (30) days written notice that a vote to remove a Trustee shall take place at a Board meeting. Said notice must contain the

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cause for removal and the date, time and location of the Board meeting when the vote will be taken. Prior to the vote, the Trustee shall be offered an opportunity to be heard by Board Trustees. Trustees shall be removed for cause by a 2/3 vote of all Trustees of the Board in attendance. Such removal shall be effective immediately upon vote of the Board.

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SECTION V: GENERAL MEMBERSHIP MEETINGS

A. **ANNUAL MEETING.** The Board of Trustees shall schedule the Annual Meeting to take place during the first quarter of each fiscal year.

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B. **PROGRAM AND OTHER MEMBERSHIP MEETINGS.** Other meetings may be called at the discretion of the Board. A meeting must be called if forty (40) members of the ACLU/EM so request of the President in writing stating the purpose of such meeting. No business shall be transacted at such requested meeting unless stated in the written request and noted in the call of the meeting.

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C. **NOTICE OF MEETINGS.** Written notice of any general membership meeting shall include a proposed agenda and be delivered at least seven days in advance. Notice may be delivered by mail, e-mail, or facsimile.

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SECTION VI: COMMITTEES

The Board may create such standing and ad hoc committees as seem appropriate from time to time, and the President shall appoint chairpersons and members. Committee members may participate in a meeting through use of conference telephone or video, or similar communications equipment, so long as members participating such meeting can hear all participants 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 consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the committee. The Executive Director, and/or staff as appointed by the Executive Director, shall be a non-voting participant of all committees, except any meeting of the personnel committee at which said committee is reviewing the performance of the Executive Director.

SECTION VII: NATIONAL BOARD REPRESENTATIVES

The ACLU/EM representative to the ACLU National Board shall be selected by the Board from the affiliates' membership. The person chosen may serve up to three consecutive terms of three years each.

SECTION VIII: STAFF AND BUDGET

A. **STAFF.** The Board shall employ an Executive Director to serve at the pleasure of the Board. The Board may also authorize the Executive Director to employ additional staff, all of whom shall be responsible to the Executive

Director. The affiliate shall maintain written personnel policies. The Executive Director may propose changes as needed.

B. **FISCAL YEAR.** The ACLU/EM's fiscal year will begin April 1.

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C. **ANNUAL BUDGET.** The Executive Director shall propose a budget to the Treasurer for review. Once reviewed by the Treasurer, the Executive Director shall present the Budget to the Board for approval. The Executive Director shall regularly report to the Treasurer and Board on current expenditures and income.

D. **ANNUAL AUDIT.** The ACLU/EM shall obtain the services of a Certified Public Accountant to perform an audit of each year's accounts. The audit report shall be provided to the Executive Committee for review and made available to Board Trustees and the general membership.

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SECTION IX: AMENDMENT

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These Bylaws may be amended at any time by a two-thirds vote of the Trustees present at a meeting of the Board of Trustees, provided that the general membership receive notice of the meeting of the Board of Trustees and a copy of the proposed amendment at least thirty (30) days prior to said meeting.

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INITIATION. Any group of 25 or more members residing within the ACLU/EM's geographical jurisdiction may organize a chapter, and the Board of Trustees shall so recognize the group when satisfied that the purposes of the ACLU/EM and of the National ACLU will be served. A chapter may be dissolved by the Board of Trustees when in its judgment the best interests of the ACLU/EM so demand; however, no dissolution shall occur except upon (a) sixty days' notice to the chapter involved, and (b) a two-thirds majority vote after a formal hearing before the Board of Trustees. Upon approval of the Executive Director, student groups with fewer than 25 ACLU members may form ACLU chapters on campus. Student chapters with fewer than 25 members are not entitled to the rights and privileges afforded to official chapters under these bylaws.

AUTONOMY OF CHAPTERS. Whenever a chapter may disagree with a position adopted by the ACLU/EM board, it may adopt its own position provided only that it inform the ACLU/EM President and Executive Director and make clear in all publicity that it speaks only for itself and not in the name of the ACLU/EM. A chapter may formulate positions on matters of local concern at its discretion, provided that it informs the ACLU/EM President and Executive Director before publicizing such position. Any litigation undertaken by a chapter must receive authorization from the ACLU/EM Legal Committee, which is subject to review by the Board, and comply with ACLU/EM Legal Program policies.

REPRESENTATION ON ACLU/EM BOARD OF TRUSTEES. Each chapter shall be entitled to have one representative serve on the ACLU/EM Board of Trustees.

JURISDICTION AND MEMBERSHIP. The geographical area of each chapter shall be determined by agreement between chapter leadership and the ACLU/EM Board of Trustees. All ACLU members within each chapter's geographical area shall automatically be members of that chapter.

CHAPTER BYLAWS AND STRUCTURE. Each chapter shall adopt its own bylaws, provided only that they (1) are consistent with the purposes of the National ACLU and ACLU/EM bylaws – as evidenced by approval on the part of the ACLU/EM Board, and (2) provide for election of a President, Vice-President, Secretary, Treasurer, or Secretary/Treasurer who shall comprise an Executive Committee. Amendments to those bylaws shall become effective sixty (60) days after submission to the ACLU/EM Board of Trustees unless the Board shall notify the chapter leadership of any objections. Chapters may also appoint a representative to serve as General Counsel to act as a liaison with the ACLU/EM on legal issues. The General Counsel may also serve on the chapter's Executive Committee.

FINANCES. A portion of the operating expenses of each chapter shall be paid from the ACLU/EM treasury, in such fashion as may be determined by the ACLU/EM Board of Trustees in each case, but which, in any event, shall consider an annual chapter budget request and the activities undertaken or proposed by the chapter.

COMMUNICATIONS. The ACLU/EM Board may designate one ex officio member to serve on each chapter's Executive Committee. Copies of minutes of all chapter meetings – both membership and Executive Committee - shall be submitted promptly to the ACLU/EM Executive Director. Minutes of all ACLU/EM meetings – both membership and Board – shall be sent to the President of each chapter.