

CONSTITUTION OF THE MISSOURI MOSQUITO AND VECTOR CONTROL ASSOCIATION

PREAMBLE

Whereas, within the State of Missouri it is the responsibility of local government to provide mosquito and vector control, and

Whereas, very little assistance is available here to provide information and support for new and existing programs regarding "best method practices" concerning mosquito and vector control, and

Whereas, adequate mosquito control programs are able to promote both the health and general socioeconomic well being of the Citizens of Missouri,

Therefore, it is deemed prudent to form a voluntary Association through which we may share our knowledge and foster educational efforts and intergovernmental cooperation in the various mosquito and vector control programs conducted throughout the State of Missouri.

Article I: Name and Incorporation

Section 1. The name of the Association shall be the Missouri Mosquito and Vector Control Association, hereinafter referred to as the MMVCA.

Section 2. The MMVCA shall be incorporated in the State of Missouri.

Section 3. The principal office of the MMVCA shall be in any location designated by the Board of Directors.

Article II. Objective and Purposes

Section 1. The Association is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501 ©(3) of the Internal Revenue Code.

Section 2. The overall objective of the MMVCA is to promote control of, education about, and research on mosquitoes and related subjects in the broadest sense and to disseminate information on the bionics of mosquitoes and related subjects and to foster cooperation among those directly and indirectly concerned with and interested in mosquito control and related work.

Article III. Membership, Voting, and Dues

Section 1. The membership of this association shall consist of four classes: Regular Members, Associate Members, Honorary Members, and Sustaining Members.

Subsection A. Regular Members will be the employees or representatives of State and Local Governmental Agencies directly engaged in or concerned with mosquito control in the State of Missouri. Each Regular Member who has paid his or her annual dues shall be considered in good standing and be able cast one vote per item voted upon in the affairs of the Association at the Annual Meeting. There will be no proxy votes.

Subsection B. Associate Members will be individuals or representatives of organizations interested in or concerned with mosquito or vector control, but no directly involved in municipal, county or state mosquito control programs or research (e.g., corporate entities and their employees). Associate Members shall enjoy all the privileges of membership except that they will have no vote or hold any elective office in this Association.

Subsection C. Honorary Members may be any individuals who have preformed some outstanding service in the interest of mosquito or vector control for or within the State of Missouri. Honorary Members shall have no vote in this Association, unless they are also the Designated Representative of a Voting Entity. Nomination for Honorary Membership shall be made by the President of the Association with the concurrence of the Board of Directors. Honorary Members shall not be officially installed until having been voted upon and approved at an Annual Meeting. A maximum of two (2) honorary members may be installed in any given year unless extenuating circumstances based on emergency-generated assistance rendered to the State, the Association, or any of its Members needs to be taken into account. An honorary Member shall enjoy all the privileges of Regular Membership with the exception of voting privileges.

Subsection D. Sustaining Members may be any agency, organization or company interested in or concerned with mosquito control who has paid dues at the appropriate level, as established in the Constitution. Sustaining Members shall have no vote or hold any elective office in this Association.

Section 2. Voting rights at the Annual Meeting

- a. A vote will be cast by a voice vote and every voting member will have his or her vote counted. A simple majority will be required for each voting circumstance.
- b. Votes on any matter may be contested by any voting member. On a contested vote, institutional voting shall be exercised by a Designated Representative from each organizational entity.

Section 3. Dues for Regular Members and Associate Member are established at \$10.00 per year and are due by January 1.

Section 4. Dues for sustaining Members are established at \$50.00 per year and are due by January 1.

Section 5. The Fiscal Year and Membership Year shall be from January 1 to December 31.

Subsection A. The Treasurer shall mail Statements for the next year's Dues to all members of record no later than sixty (60) days prior to the end of the Fiscal Year and payment of dues should be received on or before that date.

Subsection B. Failure to remit Dues before March 1 will result in the individual being declared in arrears and subject to being dropped from the roles of members in good standing.

Dues for any agency, organization, company or individual interested in becoming a Sustaining Member are \$50.00 and must be accompanied by application for Sustaining Member status. These dues are also due by January 1.

Option B - Officers

Article IV: Officers, Board of Directors

Section 1. The Officers of the MMVCA shall consist of President, Vice President, Recording Secretary, and Treasurer.

Section 2. A Board of Directors shall consist of the Officers and ten (10) At Large members, to be selected at the Annual Meeting on a geographic basis, with one member chosen from each of the regions enumerated in the following list as broken down by Counties:

Northwest: Atchison, Nodaway, Holt, Andrew, Buchanan, Clinton, Caldwell, Ray, Carroll, Chariton, Linn, Grundy, Mercer, Harrison, Worth, Gentry, DeKalb, Daviess, Livingston

Northeast: Putnam, Schuyler, Scotland, Clark, Sullivan, Adair, Know, Lewis, Macon, Shelby, Marion, Randolph, Monroe, Ralls, Pike, Lincoln

Kansas City: Platte, Clay, Jackson, Cass

Central: Lafayette, Saline, Howard, Cooper, Moniteau, Cole, Callaway, Boone, Audrain, Montgomery, Warren

West Central: Bates, Vernon, St. Clair, Henry, Johnson, Pettis, Benton, Hickory, Camden, Dallas, Laclede, Miller, Morgan

East Central: Osage, Gasconade, maries, Pulaski, Phelps, Dent, Crawford, Washington, Franklin

St. Louis: St. Louis County, St. Louis City, St. Charles, Jefferson

Southeast: Ste. Genevieve, St. Francois, Perry, Iron, Reynolds, Wayne, Butler, Dunklin, Pemiscot, New Madrid, Mississippi, Stoddard, Bollinger, Madison, Cape Girardeau, Scott

Ozark: Wright, Shannon, Carter, Ripley, Oregon, Howell, Ozark, Douglas

Southwest: Barton, Cedar, Polk, Green, Webster, Christian, Taney, Stone, Barry, McDonald, Newton, Jasper, Lawrence, Dade

Section 3. A Quorum at board meetings shall be achieved when at least 50% of the board convenes in a regularly scheduled meeting called by the President of the Association.

Section 4. Should there be, through lack of interest or lack of participation by the membership of a particular Region, an inability to stimulate interest for board membership in one region or another, a Quorum shall consist of 50% attendance from those regions from which Board Members have been selected.

Section 5. Should a Board Member be elected to an office during his term of service or resign, the President shall appoint a successor until the next Annual Meeting.

Section 6. a) Officers shall serve a two-year term with a maximum of two consecutive terms per office.
B) Board Members shall serve two-year terms with no restriction on how many times they may serve.
c) Officers shall serve on a staggered term basis, with President and Treasurer elected in odd numbered years and Vice President and Secretary elected in even numbered year.

Article V: Powers and Duties of Officers and Board of Directors

Section 1. President

The president of the MMVCA shall serve as Chairperson of the Board and shall have the usual responsibilities and powers of supervision and management, such as pertain to the office, in the constitution or properly assigned from time to time by the Board and shall have the following specific powers and duties:

- a. Preside at all meetings
- b. Ex-officio member of all committees except the nominating committee.
- c. Present questions of policy for consideration by the Board
- d. Execute all legal documents
- e. Establish or abolish standing subcommittees in accordance to the constitution and appoint members of all committees with board approval
- f. Call special meetings, initiate special action by correspondence or other means, name representatives to act in the name of the MMVCA with instructions when warranted
- g. Perform other duties normally expected of the office

Section 2. Vice President

- a. The Vice President shall assist the President with the duties of their office as directed.
- b. The Vice President shall preside, upon specific request from the President, over meetings to which the President is unable to come.

Section 3. Treasure

- a. Receive and record any moneys paid to MMVCA or disbursed.
- b. Serve as custodian of funds, title deeds, business papers, bonds and other securities belonging to the MMVCA.
- c. Prepare and submit to the Board a financial statement of the current earnings and expenses at the Annual Meeting.

Section 4. Recording Secretary

- a. Record the minutes of all meetings
- b. Notify membership of any meetings

Section 5. Board of Directors

- a. Adopt rules to govern its own proceedings
- b. Supervise the financial administration
- c. Establish and adopt an annual budget
- d. Confirm and approve establishment or abolition of standing or special committees and appointments of individuals as members or chairpersons of committees.
- e. Prescribe policies governing the activities and functions of the MMVCA
- f. Determine the place and date of annual and special meetings, so that the Recording Secretary can notify the membership
- g. Report its actions and decisions to the membership at each regular business meeting for ratification or approval
- h. A quorum of the Board shall be a simple majority

Article VII: Nomination of Officers

- Section 1. A nominating committee shall be established annually and will be composed of the Vice President, who will serve as Chairperson, and the Directors.

Section 2. The Nominating Committee shall submit to the interim Board Meeting its nomination(s) for each office to be filled in the ensuing year. When nominations for this selection are not unanimous, the names of the two nominees receiving the most votes will be placed on the slate for voting. All nominations shall carry the consent of the nominee and assurance that they will serve if elected.

Article VIII: Annual Meeting and election of officers

Section 1. Annual Meeting

The MMVCA shall hold an annual meeting, the place and date of which shall be determined by the Board and announced through a newsletter or any such media the board may decide, not less than eight months before the date set for said meeting. Only MMVCA members in good standing shall be eligible to participate in the business meeting.

Section 2. Election of Officers

Subsection a. The call of the election of officers shall be made and a voice vote or a ballot containing the names of the referred nominees for the offices of president, Vice President, Treasurer, Recording Secretary and other offices to be filled by election.

Subsection b. In case of a tie vote for any elective office, except Director, the election shall be decided by a majority vote of the members voting at the annual meeting. Newly elected officers and directors shall assume office at the close of the annual meeting.

Subsection c. Regional Directors will be elected by the representatives of that Region. If there is no interest within the region of service on the Board or if there is only one representative, then the President shall appoint the Regional Director. If there is a tie vote in a Regional election the President shall break the tie.

Section 3. Quorum

At the Annual Meeting, a quorum of one-third of the designated representatives of the voting entities of this Association shall constitute a quorum for the transaction of business. Any actions taken at such meetings shall be by a majority vote unless otherwise provided in the Constitution of this Association. If a quorum is not present at any meeting, the presiding officer may adjourn the meeting from time to time for not more than sixty (60) days. Adjourned meetings shall be held at such times and places as shall be designated by the Board of Directors.

Section 4. Special Meetings

Special meetings of the Association may be held whenever the Board of Directors deems such meetings necessary. The Recording Secretary shall give written notice of all special meetings of the Association to all members at least ten (10) days prior to the date of such special meetings.

Article IX: MMVCA Committees

Section 1. Types of Committees

There shall be two types of committees in MMVCA: Standing and Subcommittee. Except for these committees which have been established by the bylaws, committees shall be established and/or abolished by the President with the Board's approval.

Section 2. Terms

Standing committee members shall serve for three years and will be appointed as that one third of the terms with each committee will expire each year. Subcommittee appointments will be for only one year. Members may be re-appointed.

Section 3. Chairpersons and Members of Committees

Chairpersons and members of committees shall be appointed by the President in office at the time of the appointment, with the Board's approval. Only MMVCA members in good standing may serve on Standing Committees. Nonmembers may serve on subcommittees. The size of committees shall be determined by the President with the Board's approval.

Section 4. Committee Liaison

A member of the Board will serve as liaison for each Standing Committee.

Section 5. Standing Committees

The following Standing Committees will be recognized, subject to future Board action: Annual Meeting Program, Constitution and Policies, Finance, Industry, Membership, Legislative and Regulatory, Nominating, Public Relations and Public Education, science and Technology, and Training and Membership Education.

Article X: Parliamentary Authority

Section 1. Rules of Parliamentary Authority

The rules outlined in Roberts' "Parliamentary Law" and Roberts' "Rules of Order, Revised" shall govern MMVCA procedures in all instances where they are applicable and in which they are not inconsistent with the Constitution. Absentee votes, including proxy votes, are not allowed. The chairperson of the Constitution Committee shall serve as Parliamentarian at the Annual Business meeting and for Board Meetings. If this person is absent, the President shall appoint a Parliamentarian.

Article XI: Amendments to the Constitution

Section 1. Proposals

All proposals to amend the Constitution must be submitted in writing and supported by ten (10) members' signatures or the Board's approval and shall be submitted to the Office of the Association or to the Chairperson of the Constitution Committee. The report and accommodations of the Constitution Committee shall be sent to the Board members at least sixty (60) days prior to a membership vote.

Section 2. Bylaws Changes

Bylaw Changes as specified in Article IX, section 1 shall be presented for ratification by a two-thirds vote of the voting members at the Annual Meeting.

Article XII. Operational Limitations

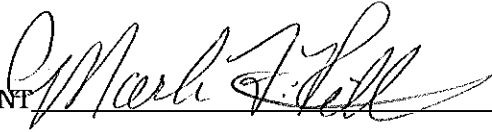
Notwithstanding any other provisions of these Articles, this Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible under section 10 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XIII. Dissolution

Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of this Association, dispose of all the assets of the Association exclusively for the purposes of the Association 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 Trustees shall determine. 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.

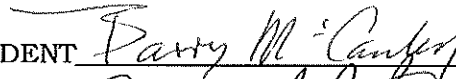
READ AND ADOPTED THIS 18TH, DAY OF APRIL IN THE YEAR 2001.

PRESIDENT



ATTEST

VICE PRESIDENT



TREASURER

