

**BYLAWS
OF
ST. MATTHEWS AREA MINISTRIES
ACTIVE IN DISASTER (St. MAM V.O.A.D.)**

ARTICLE I - NAME AND RELATIONSHIPS

SECTION A: Name – The name of this organization is the St. MAM (St. Matthews Area Ministries) Volunteer Organization Active in Disaster, hereafter referred to as the “St. MAM V.O.A.D”.

SECTION B: Address – The business address for St. MAM V.O.A.D. will reside with the Central Office of St. MAM, currently 201 Biltmore Road, Louisville, KY 40207.

SECTION C: Area Covered - The area serviced by St. MAM V.O.A.D. will include the immediate service area of St. MAM and contiguous areas.

SECTION D: Relationship to Parent Organization – The St. MAM V.O.A.D. will function as an auxiliary component of St. Matthews Area Ministries, operating in accordance with the guiding principles of St. MAM, having its funds held and managed by St. MAM, as the fiduciary accountable agent, operating under the 501©3 of St. Matthews Area Ministries, and accountable to the board of St. MAM for final review and approval of bylaw revisions and/or amendments. These original bylaws will be brought to the board of St. Matthews Area Ministries for final approval, upon acceptance and recommendation by the founding formation group of the St. MAM V.O.A.D.

ARTICLE. II - PURPOSE

SECTION A: Purpose - To bring together community organizations at all levels who are, or desire to be, active in disaster, including relevant businesses and government agencies, to foster more efficient and effective service to people affected by disaster and Long Term Recovery in the St. Matthews Area through cooperation, coordination, communication and collaboration.

ARTICLE III - PRINCIPLES OF MEMBERSHIP

SECTION A: Membership - The membership of St. MAM V.O.A.D. shall consist of the following categories:

(1) Regular Membership (Voting) - Any Member Church/Parish of St. MAM; any additional church/parish, any not-for-profit or governmental organization, agency or foundation, located in the defined service area, with either a stated or implied policy of committing resources, without discrimination, to meet the needs of people affected by disaster. Resources can be people, money, equipment, goods and services, facilities or any other commodity which may be needed during the urgent and often confusing conditions associated with disaster.

a. Any organization participating in the initial formation of St. MAM V.O.A.D. and otherwise meeting Regular Membership criteria will be considered Regular Members upon formation.

b. Any organization wanting to become a Regular Member subsequent to St. MAM V.O.A.D. formation, and meeting Regular Membership criteria, will make their desires known at any meeting of St. MAM V.O.A.D., and that organization will be considered a Regular Member upon so declaring at the meeting.

(2) Affiliate Membership (Non-voting) –

a. Any organization or business, whether for profit or not, with an interest in helping people affected by disaster but which do not meet the criteria for Regular Membership. This category may include organizations or government agencies with primarily disaster planning and operations responsibilities. Initial and subsequent Affiliate Membership will be analogous to the procedures for Regular Membership as delineated above in parts III.A.1.a. and III.A.1.b.

b. Any individual expressing a keen interest of support for the cause and purpose of the work, presenting themselves for Affiliate Membership, and asking to be seated by a majority vote of the board.

SECTION B: Attendance and Voting

(1) Attendance - Members, regardless of membership category, may attend any meeting of the whole and have voice privileges on any issue of discussion.

(2) Voting - Voting is limited to Regular Members. All votes will be determined by simple majority (fifty percent of eligible votes cast, plus one).

(a) Policy Issues - Policy issues shall be voted upon by St. MAM V.O.A.D. with a single vote per Regular Member. Each Regular Member shall identify a single representative to vote for the entity. Individual members, unless specifically representing an organization, shall not be allowed a vote on policy issues. The Chair shall determine which issues are policy in nature and so declare prior to asking for a vote. Organizational components, such as Offices, Divisions, Departments, and Teams shall be considered part of the parent organization and will not have a separate vote on policy issues.

(b) Other Issues - Voting on all other issues shall be by individual members present.

SECTION C: Contributions - Membership or affiliation with St. MAM V.O.A.D. requires nominal dues of not greater than \$25 per year to help cover administrative costs not otherwise covered. Members will be encouraged to donate time, resources or facilities for the administrative support of the organization. The annual rate of dues may be changed as required by a majority vote of Regular Members. Any additional contributions would be solicited only as approved by a majority vote of Regular Members; this to pay for unanticipated costs not otherwise covered.

ARTICLE IV. MEETINGS AND CORRESPONDENCE

SECTION A: Meetings - Meetings-of-the-whole shall be scheduled every other month and special meetings as needed.

(1) Meetings-of-the-whole: Regularly scheduled meetings shall be held every other month or at least six times per year. The Secretary shall confirm meeting date, time, location and agenda at least one (1) week prior to the scheduled meeting by email. Correspondence, to the extent practicable and feasible, shall be by email to decrease the administrative costs of the organization. Meetings may be rescheduled by majority vote of the membership present at the meeting immediately preceding the one being rescheduled.

(2) Special meetings - Special meetings may be called by the Chair or by a majority of the Executive Committee. Any St. MAM V.O.A.D. member may request a special meeting by making their request known to any officer. The officer will poll the entire Executive Committee and if a majority of the Executive Committee members concur, the special meeting will be called. To the extent practicable, two weeks notice of a special meeting is recommended. However, circumstances may dictate meeting as soon as possible.

SECTION B: QUORUM - For regularly scheduled and special meetings, 50% of the members but not fewer than five (5) members, eligible to vote on policy issues, shall constitute a quorum for conducting business. For committee meetings, a quorum shall be a simple majority of the committee membership. Decisions put to a vote will be determined by simple majority (fifty percent of votes cast plus one).

SECTION C: Confirmation of next meeting - The location, date and time of the next meeting will be confirmed immediately prior to adjourning the current meeting.

SECTION D: Parliamentary Procedure - Robert's Rules of Order shall govern how St. MAM V.O.A.D. meetings are conducted.

SECTION E: Minutes - Minutes shall be taken at all meetings of the St. MAM V.O.A.D. by either the Secretary or a member designated by the Chair in the Secretary's absence. Said minutes shall be distributed at least one week prior to the next scheduled meeting and approved or corrected at that meeting.

SECTION F: Method of Correspondence – To minimize administrative costs, the preferred method of correspondence is email, followed by facsimile. The postal system will be used only for members who do not have access to either email or facsimile.

ARTICLE V – LEADERSHIP AND ELECTIONS

SECTION A: Officers - Only Regular Members can hold Office in St. MAM V.O.A.D.. There shall be four officer positions: Chair, Vice-Chair, Secretary and Treasurer. Officers shall be elected at the last regularly scheduled meeting of the calendar year with new Officers commencing their duties on the first day of the new calendar year. Officers will serve without pay.

SECTION B: Elections - Officers shall be elected by majority (fifty percent of votes cast plus one) of the voting members present. With respect to voting privilege, election of Officers IS NOT a policy issue.

SECTION C: Term of office - The term of office shall commence on the first day of the calendar year following election and shall terminate on the last day of that calendar year. Officers are eligible to succeed themselves provided no person hold the same office for more than (2) consecutive terms.

SECTION D: Duties and responsibilities

(1) Chair – Convene and preside at meetings; be the St. MAM V.O.A.D. principal representative and spokesperson; form ad hoc committees and assign committee leadership; delegate tasks; provides overall leadership.

(2) Vice Chair – Assume the duties of Chair in his or her absence.

(3) Secretary - Performs duties as implied by the title. Serves as chairperson in the absence of the Chair and Vice-Chair.

(4) Treasurer - Performs duties as implied by the title.

SECTION E: Resignation - An officer may resign by submitting a resignation in writing to either the Chair or the Secretary. In the event of the resignation of the Chair, the Vice-Chair shall assume the duties of Chair. Other officer vacancies shall be filled by appointment by the Chair after consultation with the Executive Committee or by the Executive Committee in the absence of a Chair. Officers so appointed shall serve until the end of the term for which appointed.

SECTION F: Nominations - The Ex. Committee, by consensus or majority vote, shall appoint a nominating committee at least two months prior to the meeting at which new officers will be elected. The nominating committee shall consist of at least three (3) members representing different organizations. The nominating committee will identify a slate of officers consisting of at least one eligible person willing to serve in each of the officer positions. The nominating committee shall contact each current officer and Regular Member as soon after formation as feasible, seeking candidates for officer positions. Individuals desiring to be a candidate for any office may submit their names to the nominating committee or to any current officer who in turn will submit their name to the nominating committee. The nominating committee shall serve until immediately following the election for which their nominees are considered.

ARTICLE VI – COMMITTEES

SECTION A: Executive Committee

(1) General - The membership of the Executive Committee shall consist of the St. MAM V.O.A.D. Chair, Vice-Chair, Secretary and Treasurer, the Chairs of all standing committees, the Executive Director of St. MAM (or their appointed representative), and at least three members-at-large nominated and elected by the general membership at the meeting at which officers are elected. Nominations for all Executive Committee members shall be from the floor.

(2) Purpose - The purpose of the Executive Committee is to expedite the order of business at the regular membership meetings by considering and referring appropriate matters of business to the full membership for consideration and action. The Executive Committee shall also consider all business requiring attention during the interval between regular meetings of St. MAM V.O.A.D.. In rare emergency situations, the Executive Committee may make and act upon decisions affecting the entire organization. Decisions so made shall be presented to the membership at the next regular or special meeting for approval.

SECTION B: Other Committees - No standing committee, other than the Executive, is established in these articles of organization. Standing committees may be established by the Board to meet the needs of the organization. Ad hoc Membership and Audit Committees are established herein. The Chair may appoint additional ad hoc committees to accomplish specific tasks of the organization. Subcommittees may be appointed at the discretion of the committee chairs.

ARTICLE VII - BUDGET AND FINANCE

SECTION A: Any St. MAM V.O.A.D. funds collected can only be dispersed with the approval of the Executive Committee. Pre-approval is authorized. Disbursement shall require the signature of any officer.

SECTION B: In the event of the dissolution of St. MAM V.O.A.D., any remaining funds will flow to the parent organization, St. Matthews Area Ministries.

SECTION C: The Chair shall appoint an auditing committee of two (2) Regular Members to review and reconcile St. MAM V.O.A.D. funds. Review and reconciliation shall occur at least annually and when there is a turnover of the treasurer position. Review and reconciliation coincident with treasurer turnover shall constitute the annual audit. The Chair of the audit committee shall report his or her findings at the regularly scheduled meeting next following the audit.

ARTICLE VIII - RATIFICATION OF St. MAM V.O.A.D. BYLAWS

SECTION A: These bylaws, and any proposed changes, shall become effective immediately upon ratification by a majority vote of the St. MAM Board, subsequent to review and consensus by the founding formational participants. Bylaws changes must be promulgated to the entire membership at least two weeks prior to the meeting at which a vote is scheduled for consideration by St. MAM V.O.A.D., then presented to the Board of St. MAM for final approval. Proposed bylaws MAY be amended by the same process.

15-May-09