

# **BYLAWS OF THE COMMUNITY DEVELOPMENT SOCIETY**

## **Article 1. Purpose**

Section 1. The name of the organization is the Community Development Society, hereinafter referred to as “CDS.” CDS is a membership organization which:

1. Provides a forum for the exchange of ideas among the members of the CDS;
2. Provides media for the publication and dissemination of professional and scholarly works;
3. Advocates excellence in community development scholarship, research and practice, for the good of humanity; and
4. Provides an opportunity for the development of common interests among the members of the CDS.

Section 2. Except as provided for in Section 3 of this Article, under no circumstances shall any part of the funds, property or assets owned by or acquired by CDS, whether principal, income or accumulations of the net earnings thereof, inure to the benefit of:

- A. Any donor to CDS or their heirs or personal representatives;
- B. Any member of the Board of Directors or any officer of CDS;
- C. Any corporation or association organized and operated for other than cultural, charitable or educational purposes and any part of the net earnings of which inures to the benefit of any private shareholder or individual;
- D. The United States, any state, territory or any political subdivision thereof, or the District of Columbia, unless for one or more exclusively public purposes.

Section 3. Notwithstanding Section 2B of this Article, the Board of Directors shall have the power to adopt a salary for the Executive Director, and to contract for and to pay to officers rendering unusual or exceptional services to CDS special compensation appropriate to the value of those services; provided, however, that neither compensation nor reimbursement of expenses shall be made if such payment would constitute an act of self-dealing or would result in the termination of the tax exemption of CDS under Sections 4941 or 507 of the Internal Revenue Code.

Section 4. In the event of the dissolution of CDS, all of the property, funds and assets of CDS at the time of such dissolution shall be distributed exclusively for cultural, charitable and educational purposes, as the Board of Directors may direct.

## **Article 2. Offices**

Section 1. The Corporation may have offices and places of business at such places within or beyond the State of Missouri as shall be determined by the Board of Directors.

## **Article 3. Gender Neutral Language**

Section 1. In these Bylaws the masculine and feminine gender shall, for the purposes of simplicity, be referred to by neutral plural pronouns.

#### **Article 4. Membership**

- Section 1. The membership shall be of two classes: Voting and Non-voting Members of CDS. The Voting Members shall be regular members, student members, and family members who have paid their dues in full. Voting Members shall only be natural persons. Non-voting Members shall be organizational members that have paid their dues in full.
- Section 2. Those persons who by December 31, 1969 became Voting Members of CDS shall be designated as Founding Members, and those who became Voting Members between January 1, 1970 and December 31, 1970 shall be designated as Charter Members.

#### **Article 5. Board of Directors**

- Section 1. General. The affairs of CDS shall be managed and controlled by a Board of Directors which shall be composed of six (6) elected Directors and five (5) elected Officers (see Article 6 of these bylaws). The Board of Directors shall have all of the powers and be subject to all of the limitations provide by the “General Not For Profit Corporation Law” of the State of Missouri, as amended, and these bylaws.
- A. Directors shall perform all fiduciary duties as defined in the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.
- Section 2. Selection. All Directors shall be Voting Members of CDS.
- Section 3. Election. Those Director positions shall be filled annually by the vote of the Voting Members of CDS at an election held for this purpose, as detailed in the CDS Policies and Operational Guidelines.
- Section 4. Terms. The elected Directors shall serve (3) year terms which shall be staggered to prevent a majority turnover in Board membership at any given time. To achieve this objective upon creation of the seat per Section 1 of this Article, the Board of Directors may create one (1) or two (2) year initial terms. Directors shall take office immediately following the Annual Meeting of CDS occurring after their election and shall serve as such until their successor is elected, qualified, and installed at the Annual Meeting of CDS. No Director shall be eligible for election to more than two (2) consecutive terms.
- Section 5. Forfeiture of Office. Directors who miss three (3) consecutive meetings within a fiscal year vacate their term of office unless a Leave of Absence is requested in writing and granted by vote of the Board of Directors prior to the third meeting to be missed. Written notice shall be provided prior to the third absence. A Leave of Absence shall not affect the established term of the seat held.
- Section 6. Removal from Office. A member of the Board of Directors may be removed from office for dereliction of duty, misfeasance or malfeasance, or misuse of the name, resources, or assets of CDS in a manner that subjects CDS to potential loss of nonprofit status, contracts, or assets.

- Section 7. Conditions to Forfeiture and Removal. Forfeiture of or removal from office on the Board of Directors under the provisions of either Section 5 or Section 6 of this Article shall require a majority vote of the Board of Directors as constituted and shall occur only after the affected Director has been advised in writing of the proposed action and the reasons therefore and has been given the opportunity to submit proof in support of continued membership.
- Section 8. Vacancies. Any vacancy occurring in the Board of Directors due to resignation, forfeiture, removal, or increase in board seats by revision of these bylaws shall be filled by appointment for the remaining portion of the term of the vacant seat. Appointment shall be determined by a majority vote of the Board of Directors as constituted and shall be read into the following meeting minutes of the Board of Directors.
- Section 9. Resignation. Any Director may resign at any time by filing their resignation in writing with the Secretary. The acceptance of such resignation by the Board of Directors shall not be necessary to make it effective. Such resignations shall be read into the following meeting minutes of the Board of Directors.

## **Article 6. Officers**

- Section 1. The Officers of CDS shall consist of a Chair, a Vice Chair of Programs, a Vice Chair of Operations, a Secretary, and a Treasurer, each of whom shall be elected or appointed in the manner herein prescribed. All Officers shall take office at the same time and place as newly elected members of the Board of Directors and shall serve until their successor is elected, qualified, and installed at the Annual Meeting of CDS. No Officer shall hold more than one office at the same time.
- A. Officers shall perform all fiduciary roles as defined in the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.
- Section 2. No person who is not a Voting Member of CDS shall be eligible to be elected as an Officer of CDS.
- Section 3. The Secretary shall be elected by the Voting Members of CDS to a three (3) year term and shall not be elected to more than two (2) consecutive terms in the same office. To prevent a majority turnover in Officers at any given time, the Board of Directors may create one (1) or two (2) year initial terms at the adoption of these bylaws.
- A. The Secretary shall: (a) document and manage the minutes of the Annual Meeting of the general membership of CDS and all meetings of the Board of Directors and Executive Committee; (b) oversee the Executive Director's fulfillment of all notices and reports in accordance with the provisions of these bylaws, and the requirements of law; (c) oversee the Executive Director's maintenance of the CDS corporate records; (d) oversee the Nominations Committee in fulfilling its duties; (e) certify resolutions and corporate documents; and, (f) perform all duties and exercise such other authority as may be delegated or assigned to them by majority vote of the Board of Directors.
- Section 4. The Treasurer shall be elected by the Voting Members of CDS to a three (3) year term and shall not be elected to more than two (2) consecutive terms in the same office. To prevent a majority turnover in Officers at any given time, the Board of Directors may create one (1) or two (2) year initial terms at the adoption of these bylaws.

- A. The Treasurer shall: (a) Chair the Stewardship Committee; (b) prepare financial policies and procedures for consideration by the Board of Directors; (c) prepare banking, investment, and financial management recommendations for consideration by the Board of Directors; (d) oversee the Executive Director in the custody and management of all funds and securities of CDS from any source, (e) endorse, and deposit all funds in the name of CDS in such banks, trust companies or other depositories as shall be designated by resolution of the Board of Directors; (f) make financial reports to the Board of Directors in accordance with the CDS Policies and Operational Guidelines; (g) obtain from other Officers all reports needed for annual budgeting and direction of financial accounts; (h) oversee an annual external financial audit; and (i) perform all duties and exercise such other authority as may be delegated or assigned to them by the majority vote of the Board of Directors.

Section 5. The Vice Chair of Operations shall be elected by the Voting Members of CDS to a one (1) year term with full disclosure that the position succeeds to Vice Chair of Programs and then to Chair with confirmation by a two-thirds majority vote of the Board of Directors as constituted, with the candidate recused from the vote.

- A. The Vice Chair of Operations shall work closely with the Executive Committee, the Executive Director, and Committees in directing the operations of CDS.
- B. The Vice Chair of Operations shall: (a) chair the Membership Committee; (b) function as a Board of Directors liaison to Committees; (c) function as the board liaison to the Executive Director; and (d) perform all the duties and exercise such other authority as may be delegated or assigned to them by the majority vote of the Board of Directors.

Section 6. The Vice Chair of Programs shall serve a one (1) year term. The Vice Chair of Operations shall succeed to the office of Vice Chair of Programs upon the expiration of the term or in the event of a vacancy with confirmation by a two-thirds majority vote of the Board of Directors as constituted, with the candidate recused from the vote. The confirmation vote shall be read into the following meeting minutes of the Board of Directors. Without such confirmation, the office shall be appointed from among members of the Board by a two-thirds majority vote of the Board of Directors as constituted and shall be read into the following meeting minutes of the Board of Directors.

- A. The Vice Chair of Programs shall: (1) Chair the Programs Committee; (b) oversee the implementation and evaluation of professional development programs; and (c) perform all the duties and exercise such other authority as may be delegated or assigned to them by majority vote of the Board of Directors.

Section 7. The Chair shall serve a one (1) year term and not be elected to a consecutive terms in another office. The Vice Chair of Programs shall succeed to the office of Chair upon the expiration of the term or in the event of a vacancy with confirmation by a two-thirds majority vote of the Board of Directors as constituted, with the candidate recused from the vote. The confirmation vote shall be read into the following meeting minutes of the Board of Directors. Without such confirmation, the office shall be appointed from among members of the board by a two-thirds majority vote of the Board of Directors as constituted and shall be read into the following meeting minutes of the Board of Directors.

- A. The Chair shall be the principal representative of CDS to the general public and other organizations.

- B. The Chair shall: (a) preside over the Board of Directors and its Executive Committee, (b) oversee the work of the other Officers, (c) convene the Annual Meeting of the general membership, (d) authorize and execute all legal instruments necessary for the operation of CDS, (e) create ad hoc committees of CDS which they, in their best judgment, believe necessary for the efficient and effective operation of CDS (f) appoint all members of standing and ad hoc committees of CDS, and (g) bring forth to the Board of Directors new initiatives for CDS.

Section 8. Journal Editor(s). The Editor of any journal owned by CDS will serve ex-officio as a non-voting member of the Board of Directors.

Section 9. Forfeiture of Office. Officers who miss three (3) consecutive meetings within a fiscal year vacate their term of office unless a Leave of Absence is requested in writing and granted by vote of the Board of Directors prior to the third meeting to be missed. Written notice shall be provided prior to the third absence. A Leave of Absence shall not affect the established term of the seat held.

Section 10. Removal of Officers. An Officer may be removed from office for dereliction of duty, misfeasance or malfeasance, or misuse of the name, resources, or assets of CDS in a manner that subjects CDS to potential loss of nonprofit status, contracts, or assets.

Section 11. Conditions to Forfeiture and Removal. Forfeiture of or removal from office under the provisions of Section 10 of this Article shall require a majority vote of the Board of Directors as constituted and shall occur only after the affected Officer has been advised in writing of the proposed action and the reasons therefore and has been given the opportunity to submit proof in support of continued office.

Section 12. Resignation. Any Officer may resign at any time by filing their resignation in writing with the Secretary, or in the case of the Secretary, with the Chair. The acceptance of such resignation shall not be necessary to make it effective. Such resignations shall be read into the following meeting minutes of the Board of Directors.

Section 13. The Board of Directors may appoint an Executive Director who shall serve as a non-voting member of the Board of Directors.

- A. The Executive Director shall serve as the Chief Executive Officer of CDS and shall: (a) have charge of implementing policy established by the Board of Directors; (b) be responsible for the day-to-day operations of CDS; and (c) have such powers and perform such other duties as stated in the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.

Section 14. Other Officers and Agents. The Board of Directors may appoint other officers and agents under such terms as stated in the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time. However, no officer or agent appointed by the Board of Directors shall be a member of the Board of Directors during the term of such appointment, and no such appointed officer or agent shall have any vote at meetings of the Board of Directors.

- A. The Board of Directors may appoint a General Counsel who shall be authorized to practice law before the highest court of some State of the United States of America, and, preferably, be a Voting Member of CDS. The Board of Directors may also appoint special counsel to represent CDS.
- B. The Board of Directors, appoint a corporate registered agent and designate a registered corporate office as may be required by the incorporation of CDS.

## **Article 7. Indemnification**

- Section 1. CDS shall indemnify its directors, officers, agents and employees in accordance with the provisions of section 355.476, Revised Statutes of Missouri.
- Section 2. CDS shall maintain General Liability insurance and Directors and Officers Errors and Omissions Insurance.

## **Article 8. Meetings**

- Section 1. The Board of Directors shall meet at least once annually upon the call of the Chair or by a majority of the members of the Board of Directors, upon written notice of the time, date, and place of the meeting sent by electronic mail addressed to each director and officer at least five (5) business days prior to the date of said meeting. If no meeting is called the Board of Directors shall meet on the last Monday of July at the hour of 10:00 am, local time, at the corporate office in Missouri. A quorum of the Board of Directors shall be a majority of the voting Directors and Officers counted together. Any action taken by a majority of the Directors and Officers when a quorum is present shall constitute an action by the Board of Directors.
- Section 2. There shall be an Annual Meeting of the members of CDS at such place and at such time as the Board of Directors shall provide by resolution and shall within at least ninety (90) days notice in advance to the membership be published in an issue of the Vanguard, or other periodical publication of CDS distributed to all members.
- Section 3. The Board of Directors may, by resolution, suspend, or cancel an Annual Meeting for a good and sufficient reason, such as the occurrence of war or other national or international calamity, or an Act of God. However, the Board of Directors shall not suspend or cancel the Annual Meeting for more than one year without again resolving so to do because of a continuing reason beyond the control of the Board of Directors.
- Section 4. In the event that Board of Directors should fail or refuse to call an Annual Meeting of the members, or without good and sufficient reason suspend or cancel a meeting, the members shall meet in Columbia, Missouri, USA, on the third Tuesday of October, as is provided in these bylaws.

- Section 5. Members of the Board of Directors or Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Attendance of a Director or Officer at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- Section 6. Meetings of the Board of Directors shall be open to the attendance of any Voting Member with notice published in an issue of the Vanguard, or other periodical publication of CDS distributed to all members.
- Section 7. Any action which is required to be or may be taken at a meeting of the Board of Directors or of the Executive Committee may be taken without a meeting if consent in writing, setting forth the action to be so taken, is signed by each member of the Board or of the Executive Committee, as the case may be. The consent shall have the same force and effect as an affirmative vote at a meeting duly held.

## **Article 9. Committees**

- Section 1. Executive Committee. An Executive Committee consisting of the elected Officers and the Executive Director shall have and exercise the authority of the Board of Directors in the management of CDS between meetings of the Board of Directors. Additional members may be appointed to the Executive Committee by majority vote of the Board of Directors. However, any action taken by the Executive Committee shall be subject to ratification by the Board of Directors at its next meeting.
- A. The Executive Committee shall develop and implement leadership development programs, including: (a) new board member orientation; (b) annual Board of Directors retreats; and (c) other professional development activities as may be deemed necessary from time to time.
- Section 2. Board Committees. The Board of Directors may create and appoint by resolution other committees of the Board, each of which shall consist of two or more Directors; but, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by law or these bylaws.
- Section 3. Standing Committees. The standing committees of CDS shall be composed of Voting Members of CDS to support the operation and maintenance of CDS. Standing committees shall, from time to time, but at least once annually, report their activities to the Board of Directors.
- A. The Nominations Committee shall be chaired by a member of the Board who is not a candidate for re-election and shall: (a) solicit board nominations; and (b) complete the elections process as directed by the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.

- B. The Stewardship Committee shall be chaired by the Treasurer and shall: (a) conduct donor outreach; (b) manage donor relationships; (c) oversee endowments and dispersal of donor-directed funds as directed by the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.
  - C. The Membership Committee shall be chaired by the Vice Chair of Operations and shall: (a) recruit, serve, and retain members of CDS; and (b) support Chapters as directed by the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.
  - D. The Programs Committee shall be chaired by the Vice Chair of Programs and shall: (a) recruit, review, and select conference hosts and sites; (b) supervise the conference program and host sub-committees; (c) develop and propose professional development programs to the Board of Directors; and (d) supervise professional development programs approved by the Board of Directors as directed by the adopted CDS Policies and Operational Guidelines, as may be amended by action of the Board of Directors from time to time.
- Section 4. Ad hoc committees of CDS members not having and exercising the authority of the Board of Directors may be formed by a resolution of the Board of Directors present at a meeting at which a quorum is present. Ad hoc committees shall be composed of Voting Members of CDS and shall perform only that charge specifically provided in the appointing charge and shall cease to exist at such time as the purpose of the committee has been completed or at the expiration of one (1) year after its appointment, whichever date first occurs. Ad hoc committees shall from time to time, but at least once annually, report their activities to the Board of Directors.
- Section 5. All standing and ad hoc committee members shall be appointed by the Chair who shall report such appointments to the Board of Directors for ratification. Committee members shall continue at the pleasure of the Board of Directors.

## **Article 10. Chapters**

- Section 1. Fifteen or more members of CDS may petition the Board of Directors for recognition as a chapter of CDS. The Board of Directors will take action on those requests at the first regularly scheduled meeting following the receipt of the petition.
- Section 2. Chapters shall: (a) conform to the purposes and practices of CDS; (b) be open to all interested members of CDS; (c) provide an annual report of the plans and activities of the section to the Board of Directors; and (d) conform to the CDS Policies and Operational Guidelines.

## **Article 11. Amendments**

These bylaws may be amended by a two-thirds majority vote of the Board of Directors at any meeting of the Board of Directors at which a quorum of the Board of Directors as constituted are present. However, no amendment shall become operative until the same is published in its entirety in an issue of the *Vanguard*, or other periodical publication of CDS distributed to all members.



Adopted by the Board of Directors of the Community Development Society at a meeting of the Board of Directors at which a quorum of the Board of Directors were present, held January 18, 2019.

Caitlin Bletscher  
Secretary

Cindy Banyai  
President/Chair