



mata

**BYLAWS**



## ARTICLE I – NAME and LEGAL STATUS

### Article I, Section 1 - Name

The name of the Corporation shall be the Mid-America Technology Alliance, and is hereafter referred to as “MATA” or the “Alliance.”

### Article I, Section 2 - Legal Status

The Corporation is incorporated under Chapter 355 of the Revised Statute of Missouri and is intended to be an organization exempt from income taxes under Section 501(c)(6) of the Internal Revenue Code. No part of the assets of the Corporation shall inure to the benefit of a member, director, or other individual, or private entity.

## ARTICLE II – PURPOSE

The vision of MATA is to be a resource for collaboration to attract, nurture, and promote the region’s technology economy. Toward that end, the Alliance will develop and promote programs designed to promote educational awareness and opportunities for educational programs for technology workforce development, and to develop and promote programs to enhance and develop the technology industry in Southwest Missouri and nearby territories.

## ARTICLE III – BOARD OF DIRECTORS

### Article III, Section 1 - Responsibilities and Duties of the Board

- A. The Board of Directors is responsible to:
  - (1) Advance the purpose of the Alliance;
  - (2) Approve and amend as appropriate a Statement of Mission, Vision and Goals (“the Mission”);
  - (3) Ensure that the Alliance remains true to its **Mission** and is robust as an organization.
- B. To these ends, the Board shall:
  - (1) Adopt, understand, articulate and update the Alliance’s **Mission** and internal policies;
  - (2) Assure the Alliance’s financial health by:
    - (a) Overseeing property, cash, and investments;
    - (b) Authorizing budgets;
    - (c) Authorizing any financial transaction over \$250 that is not included in the budget;
    - (d) Monitoring fund-raising conducted on behalf of the Alliance;
    - (e) Participating in fund-raising efforts;
  - (3) Make the following decisions crucial to the life and direction of the Alliance:
    - (a) Add or remove Board members;
    - (b) Hire and remove the Executive Director;
    - (c) Engage auditors and other professionals;
    - (d) Authorize new program initiatives;
    - (e) Oversee grant stipulations to assure that grants are consistent with its **Mission**;
    - (f) Adopt and amend by-laws for the Alliance.



- (4) Oversee strategic planning
  - (5) Do an annual evaluation of the Executive Director
  - (6) Ensure legal and ethical integrity of the Alliance in all of its activities.
  - (7) Delegate responsibility for day-to-day operations to the Executive Director
- C. A Quorum, sufficient to transact any business of the Board, shall consist of a simple majority of members elected to the Board.

### **Article III, Section 2 - Number, Manner of Selection and Term of Office of Board Members**

- A. The Board of Directors shall have up to thirteen (13) and not fewer than seven (7) members. A roster of current board members and their terms will be kept by the secretary. The number of Directors shall be established from time to time by Resolution of the Board. Each Board Member shall cast as many votes as there are vacancies on the Board. Those nominees receiving the highest total number of votes shall be deemed to be elected to the Board.
- B. The Nominating Committee of the Board [see Article III, Section 7 B] shall nominate candidates for Board membership.
- C. Election of new Board members shall be made by current members of the Board.
- D. Membership on the Board is for a three-year term except that three (3) of the initial Directors shall serve terms of one (1) year, four (4) Directors shall serve a term of two (2) years and four (4) Directors shall serve a term of three (3) years. Initial terms shall be determined by lot.
- (1) Members may be re-elected for one additional term.
  - (2) Members who have served two terms must remain off the Board for at least one year before being eligible for re-nomination.
  - (3) Members will be elected so as to assure that approximately one-third (1/3) of members are up for re-election each year.
- E. The annual election of Directors shall be held at the last Board meeting of the Alliance's fiscal year (January – December).
- F. Terms of newly elected Directors shall begin with the first Board meeting of the fiscal year.
- G. Unexpired terms: In the event of a member's resignation prior to the completion of her/his term, the Board may request the Nominating Committee to prepare a slate of candidates for its next meeting. The person elected will complete the unexpired term.
- (1) If the time remaining in the unexpired term is less than 18 months, this member may be re-elected for up to two three-year terms.
  - (2) If the unexpired term is in excess of 18 months, it shall be considered a full term.

### **Article III, Section 3 – Duties of Individual Members of the Board**

- A. Understand the Alliance's **Mission**, learn about its programs, read its publications and website, visit its program sites.



- B. Understand the governance and administrative structures of the Alliance and its accountability processes.
- C. Review the budget and finances of the Alliance.
- D. Attend Board meetings. Any member of the Board who fails to attend 3/4 of the regular and special Board meetings without just cause shall be subject to removal by a majority vote of all members elected to the Board exclusive of the Board member whose removal is being considered. Just cause shall be determined by the Board.
- E. Attend meetings of a Board committee to which the Board member is appointed.
- F. Attend at least one meeting of the Alliance's general membership each fiscal year.
- G. Execute an annual conflict-of-interest disclosure identifying any conflict of interest that the member may have.
- H. Be an active participant in Board discussions and activities.
- I. Serve on Board committees or task forces.
- J. Assist with fund-raising and attend special events of the Alliance.
- K. Use contacts to develop membership.
- L. No member shall be given the authority to incur indebtedness, enter into any agreement to contract or to otherwise obligate the Alliance unless this authority is explicitly conferred by a quorum of the Board of Directors.

### **Article III, Section 4 - Compensation of Members of the Board**

Members of the Board of Directors shall receive no compensation other than reimbursement for reasonable expenses for Alliance-related business expenses.

### **Article III, Section 5 - Meetings of the Board of Directors**

- A. The Board of Directors shall meet bi-monthly and as needed. If a member is not available to attend in person, a member may attend by telephone or electronic means. The Board shall adopt a regular meeting date, time, and location. No special notice shall be required for regular meetings.
- B. The Annual Meeting of the Board shall be the last meeting in the Alliance's fiscal year. At this meeting the Board shall:
  - (1) Elect new members to replace members whose terms expire the first meeting of the next year;
  - (2) Review key legal documents, by-laws, and policies;
  - (3) Complete an evaluation of the effectiveness of its meetings.
- C. Special meetings may be called by the Chair of the Board or by any three (3) Board members at her/his discretion, following consultation with the Executive Director. Notice of the date, time, their location, and purpose of a special meeting shall be given at least five (5) days before the meeting by written notice which is mailed, faxed, or emailed to the board members.



- D. No regularly scheduled Board meeting shall be cancelled without the consent of a majority of the Board members
- E. Minutes shall be kept of all Board of Directors meetings

### **Article III, Section 6 - Officers of the Board of Directors**

A. Officers shall be elected by the Board at its last meeting of the fiscal year following the election of Directors.

- (1) The term of office will begin at the first meeting of the fiscal year.
- (2) A term is for one (1) year beginning at the first meeting of the Board in the next fiscal year. Officers shall serve until their successors are duly elected and qualified. An Officer may be re-elected to two additional terms.
- (3) Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the Alliance shall be filled by a vote of the Board at the meeting following notification of vacancy. The newly elected officer shall serve the unexpired term of the original officer and shall be eligible for re-election for a full term of office.

B. Officers shall be the Chair, Vice-Chair, Secretary, and Treasurer

- (1) The Chair of the Board shall:
  - (a) Chair Board and Executive Committee meetings *[see Article III, Section 7A(1) for membership and role of the Executive Committee];*
  - (b) Serve as ex-officio member of all Board committees;
  - (c) Work in partnership with the Executive Director to prepare agendas for Board meetings and to assure that decisions of the Board are carried out;
  - (d) Call special meetings of the Board, at her/his discretion, if necessary;
  - (e) Appoint all Board committee chairs;
  - (f) Assist the Executive Director in orientation of new Board members;
  - (g) Act as alternate spokesperson for the Alliance [the Executive Director or designee is the primary spokesperson];
  - (h) Conduct, at least annually, self-evaluation by Board members of their own participation and of the effectiveness of the Board;
  - (i) Serve all functions inherent in the position as President of a Corporation, with full power as authorized by the Board to execute all bonds, notes, debentures, mortgages and other contracts requiring corporate commitment of the Alliance;
- (2) The Vice-Chair shall:
  - (a) Serve on the Executive Committee;
  - (b) Understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence;



(c) Serve all functions inherent in the office of Vice-President of a Corporation.

(3) The Secretary shall:

- (a) Serve on the Executive Committee;
- (b) Prepare Board minutes;
- (c) Assure that Board records and corporate documents are kept in a secure location;
- (d) Assume responsibilities of the Chair in the absence of both the Board chair and vice-chair.

(4) The Treasurer shall:

- (a) Understand financial accounting for non-profit organizations;
- (b) Serve as financial officer of the Alliance and as chairperson of the Finance Committee of the Board *[see Article III, Section 7 A (2)]*;
- (c) Work with the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis;
- (d) Review the annual audit and answer Board members' questions about the audit.

### **Article III, Section 7 - Committees and Work Groups of the Board of Directors**

A. There shall be two standing committees of the Board:

- (1) Executive Committee – Meets as called by the Chair of the Board. Meetings may be held by telephone or by electronic means. Its members are the Officers of the Board and the immediate and Past Chair. A simple majority quorum of the Executive Committee may function on behalf of the full Board if explicitly authorized to do so by the Board. The Chair of the Executive Committee shall be the Chair of the Board. The Executive Committee's duties include:
  - (a) Acting on behalf of the full Board when a full Board meeting cannot be called in time to respond to an urgent issue;
  - (b) Acting as advisor to the Board Chair and the Executive Director when there is an issue that does not warrant being on the agenda of a regular Board meeting;
  - (c) Oversee search, recruitment, performance, compensation and annual evaluation of the Executive Director;
- (2) Finance Committee – Meets at least quarterly or as called by the Treasurer, who serves as its Chair. Composition of the Finance Committee may include non-Board members. Meetings may be held by telephone or by electronic means. The Finance Committee's duties include:
  - (a) Review of the Alliance's finance and budget;
  - (b) Assist the Executive Director in preparing the annual budget and presenting it to the Board for approval at the November meeting of the Board;
  - (c) Be responsible for assuring adequate and correct accounts of the properties and the business transactions of the Alliance including accounts of its assets, liabilities, receipts, disbursements, gains and losses.



- B. A Nominating Committee is appointed, as needed, by a quorum of the members of the Board. The Nominating Committee selects new candidates for Board membership and for offices of the Board (Chair, Vice-Chair, Secretary and Treasurer).
- (1) There shall be at least three persons in this Committee, with members of the Board constituting the majority
  - (2) Members of Alliance Work Groups [see Article V, Section 5] who have demonstrated commitment to the Alliance's **Mission** are eligible to serve as voting members of the Nominating Committee
  - (3) Its Chair shall be appointed by a quorum of the Board of Directors from the ranks of current members of the Board.
  - (4) This committee serves at the pleasure of the Board but for no longer than one year; after which a new committee shall be appointed.
- C. Other Committees or Work Groups of the Board may be formed at any time at the pleasure of the Board who will, at that time, determine which Board member will be Chair, other membership, and definition of the group's task(s). Members of the Board will be the only voting members of Board Work Groups.
- D. Powers – No Committee or Work Group of the Board shall be given the authority to incur indebtedness, enter into any agreement, to contract or to otherwise obligate the Alliance, unless this authority is explicitly conferred by a quorum of the Board of Directors.

### **Article III, Section 8 – Indemnification of Board of Directors Members**

**3.8.1 Indemnification generally authorized by law.** The Corporation shall provide to its directors such indemnification as to the maximum extent allowed pursuant to the provisions of the Missouri Nonprofit Corporation Act.

**3.8.2 Specific Indemnification.**

- (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, taxes imposed by Chapter 42 of the Internal Revenue Code of 1986 [hereinafter in these Bylaws the "Code"], and expenses of correction paid pursuant to Chapter 42 of the Code) and against judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.



- (b) The corporation shall indemnify any person who was or is a party or if threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and against amount paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person fairly and reasonably is entitled to indemnification of such expenses as the court shall deem proper.
- (c) To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise of any action, suit, or proceeding referred to in the two preceding paragraphs of this section or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit, or proceeding.
- (d) Any indemnification, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in above. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding; or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this section.
- (f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation, other provisions of these Bylaws, any agreement of contract, a vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.





- (g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person on incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this section.
- (h) The provisions of this section are intended to facilitate the corporation's ability to attract and retain qualified individuals to serve as its directors and officers and at its request as directors and officers or in other capacities for other corporations or enterprises by providing and maximizing the amount of indemnification that the corporation is permitted to provide to such persons by the Missouri Nonprofit Corporation Act, and such provisions shall be construed accordingly. The provisions of this section do not limit the corporation's power to pay or reimburse expenses incurred by a director or officer of the corporation in connection with appearing as a witness in a proceeding at a time when the director or officer has not been made a named defendant or respondent to the proceeding.

**3.8.3 Limitations on Indemnification.**

- (a) The Following provisions shall govern the interpretation of and take precedence over the provisions of the preceding sections if and to the extent that the provisions of these sections are inconsistent. For purposes of this section the terms "disqualified person" and "foundation manager" shall have the meanings ascribed to them in sections 4958 and 4946 of the Internal Revenue Code of 1986 (the "Code") respectively.
- (b) No indemnification shall be made to a person who is a disqualified person or a foundation manager of the corporation if such indemnification would constitute and excess benefit transaction or an act of self-dealing under sections 4958 or 4941 of the Code, respectively. Similarly, no insurance shall be purchased or maintained for the benefit of a person who is a disqualified person or a foundation manager of the corporation if such purchase or maintenance would constitute such an excess benefit transaction or act of self-dealing.

**ARTICLE IV – STAFF OF THE ALLIANCE**

**Article IV, Section 1 – The Executive Director**

- A. The Executive Director is appointed by the Board of Directors. This is a paid position and the Board determines salary and benefits.
- B. The Executive Director's duties and responsibilities include:
  - (1) The hiring of other staff, with advice and consent of the Board;
  - (2) The supervision, evaluation and termination of staff persons;
  - (3) The oversight of the Alliance's fidelity to its **Mission**;
  - (4) The oversight of the Alliance's strategic direction;



- (5) The oversight of the Alliance's projects and programs;
- (6) The conduct of daily operations
- (7) The coordination of Work Groups [see Article V, Section 5];
- (8) The creation of and adherence to budget, with assistance/advice of the Board Finance Committee;
- (9) The identification of grant opportunities and application for same;
- (10) Membership recruitment and development ;
- (11) Act as spokesperson for the Alliance;
- (12) Develop and maintain amicable working relationship with the Chair of the Board of Directors and other Officers;
- (13) Render accountability reports to the Board.

It is expected that many of these tasks will be delegated; however, responsibility remains with the Executive Director.

### **Article IV, Section 2 – Other Paid Staff**

Staff appropriate to the Alliance's purposes and financial abilities will be engaged as needed. It is anticipated that, at a minimum, the Alliance will require a receptionist/secretary and an assistant to the Executive Director.

### **Article IV, Section 3 – Volunteer Staff**

Volunteers may provide staffing at the discretion of the Executive Director. Any such volunteer position which endures for a calendar year should be evaluated by the Board of Directors to determine if it should become a paid position.

## **ARTICLE V – MEMBERSHIP IN THE ALLIANCE**

### **Article V, Section 1 – Eligibility**

Any person who embraces the Alliance's Mission, Vision and Goals and supports the Alliance's work shall be eligible for membership.

### **Article V, Section 2 – Membership and Dues**

Both corporate and individual members shall be encouraged to support the Alliance financially, and by volunteering and by participating in the programs of the Alliance. Membership applications, certificates of membership, and annual fees shall be considered and set by the board of directors on an annual basis.

The Alliance's governance is by a self-perpetuating Board of Directors. Use of the word "member" in no way is intended to imply that its governance is by its members

### **Article V, Section 3 – Benefits of Membership**

Membership benefits may include but not be limited to: affiliation with other like-minded individuals and organizations; the ability to network, provide and receive support, and participate in Alliance activities; the opportunity to volunteer in many and varied capacities in areas that are aligned with the mission of the Alliance.



## **Article V, Section 4 – Meetings**

Meetings of members shall be held bi-monthly at a date, time, and location determined by the Board of Directors. Notice of membership meetings shall be given by mail, facsimile, or electronic means at least seven days before a meeting. A bi-monthly membership meeting is chaired by the Executive Director or designee. Minutes of the meeting shall be kept by the Secretary of the Board. These meetings are for the purpose of keeping members informed of activities of members' Work Groups [see Article V, Section 5], to present educational programs and to facilitate networking among members.

## **Article V, Section 5 - Work Groups**

The Board authorizes the formation of Work Groups to address projects sanctioned by the Board.

- A. Each Work Group shall have a chairperson and secretary appointed by the Executive Director.
- B. Work Groups are comprised of Alliance members and supporters.
- C. Work Groups meet as needed to accomplish their tasks in a timely manner.
- D. The Chair of each Work Group reports to the Executive Director who oversees and coordinates activities of all the Work Groups.

## **ARTICLE VI – FINANCIAL ADMINISTRATION**

### **Article VI, Section 1 - Fiscal Year**

The Fiscal Year of the Alliance shall commence on the first day of January.

### **Article VI, Section 2 – Audit**

The financial records of the Alliance shall be reviewed as needed in accordance to applicable laws and regulations. The scope of the engagement shall be determined by the Board of Directors. Written copies of the report shall be presented to the Board of Directors.

## **ARTICLE VII – AMENDMENTS**

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members elected to the Board of Directors.

## **ARTICLE VIII – DISSOLUTION**

The Alliance may be dissolved and its assets liquidated on the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Any money or property remaining after the payment of debts and obligations of the Alliance shall, within one (1) year of the date of such dissolution, be given or donated to an organization whose purpose and IRC 501(c) status is similar to the Alliance's or to a governmental entity or agency.



Kerry D. Douglas , Incorporator

Adopted:

Approved by the Board on March 29, 2012

Amended: