

Mesa County Communications Officers' Association

BYLAWS OF Mesa County Communications Officers' Association A Member Association

Approved October 30, 2015

STATEMENT OF PURPOSE

The purposes for which the Association is organized are (1) to provide networking opportunities among professional communicators in Mesa County; (2) to conduct training for members that will contribute to their professional development; (3) to serve as a cohesive unit that enhances communication with the media and the public and promotes the communication function within Mesa County organizations; and (4) to provide communication support to members who need assistance.

ARTICLE I OFFICES

Section I.1 Principal Office. The principal office of the Association shall be located in Mesa County, Colorado.

Section I.2 Registered Office. The registered office of the Association shall be maintained in Mesa County, Colorado, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Association Executive Committee.

ARTICLE II MEMBERS

Section 2.1 Members. Membership in the Association shall be open to any full-time, part-time, faculty professionals or volunteers serving in a communication role in Mesa County. Regional Membership is available to communications professionals outside Mesa County. Membership is also available free-of-charge to any student enrolled in a college-level or vocational course who is pursuing a career in the communications field.

Members shall be admitted to the Association at such time as an applicant is approved by the Membership Committee. Annual membership dues will apply.

All members who were part of the Mesa County Communications Officers' Association on or before September 1, 2015, are considered grandfathered in terms of their membership, and are therefore offered the opportunity to retain membership regardless of their capacity of serving in a current communications role.

Individuals new to the MCCOA, who step into a PIO role that historically has participated in the MCCOA, can forego the application and interview process to become a member as determined by the Membership Committee.

It is not appropriate for members to solicit business for themselves, or for their firm, through official MCCOA channels. (Soliciting business includes any request that would result in personal financial gain or financial gain for a member's business.) If solicitation occurs, the membership of the person soliciting may be terminated as determined by the Executive Committee with input from the Membership Committee.

While not eligible for MCCOA membership, professional journalists are encouraged to participate in the quarterly meetings of the MCCOA Media Council.

Section 2.2 Membership Dues. Membership dues will be established annually by a vote of the membership. Dues will be set at the first meeting of each calendar year.

If a person leaves their employer that paid for their MCCOA membership, the employer retains the right to have a person present at the MCCOA. The person, if they qualify to be a member in their new role, must pay new membership dues, either personally or from their new employer. If a person leaves their employer and the person paid for their own MCCOA membership dues, the membership will transfer with them in their new role, if that person qualifies to be a member in their new capacity.

Dues will be held in an account to provide for training, travel expenses for speakers, publications, website hosting fees and other expenses the Association may incur. The Treasurer shall provide a monthly accounting of available funds to the membership.

Section 2.3 Meeting of All Members. Meetings shall be held the last Friday of each month at 8:15 a.m. at a location decided by the membership. Meeting frequency shall be set by the association chairperson in accordance with the agenda.

Section 2.4 Quorum. Twenty-five percent (25%) of the members entitled to vote, represented in person, shall constitute a quorum at any meeting of members. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed seventy days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is set for that adjourned meeting.

Section 2.5 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by these Bylaws.

Section 2.6 Voting. Unless otherwise provided by these Bylaws, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

Section 2.7 Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 2.8 Voting by Proxy. A member entitled to vote may vote or otherwise act in person or by proxy. The proxy may be in any form authorized by the Association. The appointment of a proxy is revocable by the member, either by attending the meeting and voting in person or by signing and delivering to the Secretary of the Association or to another officer or agent authorized by the Association to tabulate proxy votes, a writing revoking the proxy or a writing making a subsequent appointment of another proxy.

ARTICLE III EXECUTIVE COMMITTEE

Section 3.1 General Powers. The business and affairs of the Association shall be managed by its Executive Committee.

Section 3.2 Number. The number of Executive Committee Members of the Association shall be five (5) and shall thereafter be as determined by the Executive Committee.

Section 3.3 Tenure, Appointment and Qualifications. Executive Committee Members shall hold office for one (1) year or until the next annual meeting following their election or appointment, whichever is later, or until their successor shall be duly selected and qualified. An Executive Committee Member candidate must be a member of the Association.

An official nomination slate of candidates will be drafted during the October meeting of each calendar year. Officers will be selected from the nomination slate during the November meeting of each calendar year. Elections will be held for all of the above positions each calendar year. Chair and Vice Chair will not serve consecutive terms, but may hold the same position more than once during membership.

Section 3.4 Regular Meetings. The Chairperson of the Executive Committee shall provide the time and place, within the State of Colorado, for the holding of regular meetings. The Chair or a Vice Chair shall preside at all regular meetings of the Association.

Section 3.5 Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Chair or any two (2) Executive Committee Members. The person or persons authorized to call special meetings of the Association may fix any place, within the State of Colorado, as the place for holding any special meeting of the Executive Committee called by them. The Chair or a Vice Chair shall preside at all special meetings of the Executive Committee.

Section 3.6 Informal Action by the Executive Committee. Any action required or permitted to be taken by the Executive Committee or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.7 Vacancies. Any vacancy occurring in the Executive Committee may be filled by appointment by the remaining members of the Association. A member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 3.8 Resignation. Any Executive Committee Member of the Association may resign at any time by giving notice to the Chair or the Secretary of the Association. The resignation of any Executive Committee Member shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.9 Removal. An Executive Committee Member may be removed by a majority vote of the entire Executive Committee then in office.

Section 3.10 Membership Removal. The Executive Committee has the authority to vote for the removal of a member at any time for violating bylaws or for inappropriate conduct.

Section 3.11 Committees. By resolution adopted by a majority of the Executive Committee, members of MCCOA may designate three (3) or more members to constitute a committee, any of which shall have such authority in the management of the Association as the Executive Committee shall designate.

Section 3.12 Compensation. Executive Committee Members as such shall not receive any stated salaries for their services.

Section 3.13 Presumption of Assent. An Executive Committee Member of the Association who is present at a meeting of the Executive Committee which action on any association matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member who voted in favor of such action.

ARTICLE IV
EXECUTIVE COMMITTEE OFFICERS

Section 4.1 Number. The officers of the Association shall be Chair, Vice Chair, Secretary, Treasurer and Past Chair. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Executive Committee. The same individual may simultaneously hold more than one office in the Association. Each officer, except for Assistant Secretaries and Assistant Treasurers, if any, must be a member of the Association.

Section 4.2 Election and Term of Office. The Chair, Vice Chair, Secretary and Treasurer of the Association shall be elected at each annual meeting of the Executive Committee and membership. The terms of the officers shall begin on January 1 of each year.

If the elections of officers are not held at such meetings, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.3 Removal. Any officer or agent may be removed by the Executive Committee whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

Section 4.5 Chair. The Chair shall be the chief executive officer of the Association and, subject to the control of the Executive Committee, shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members and of the Executive Committee. He or she may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Executive Committee contracts or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Executive Committee from time to time. The Chair may be an ex officio, but nonvoting, member of all committees, except the Executive Committee. The Chair shall be a voting member of the Executive Committee as provided in Section 12.1.

Section 4.6 Vice Chair. The Vice Chair (or in the event there be more than one vice chair, the vice chairs in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the Chair or in the event of his or her death, inability or refusal to act, perform all duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair

shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Executive Committee.

Section 4.7 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Association in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the mail address of each member which shall be furnished to the Secretary by such members; (e) keep and update a register of media information; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Executive Committee.

Section 4.8 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Executive Committee.

Section 4.9 Past Chair. The Past Chair shall: (a) assist the chairperson when needed with overall operations of organization; (b) serve as a mentor during transition of officers; and (c) serve as a member of the Executive Committee.

Section 4.10 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair or the Executive Committee.

Section 4.11 Salaries. The officers shall serve without salary.

Section 4.12 Loans to Officers. ~~No loans shall be made by the Corporation to any officer or director of the Corporation.~~

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 Contracts. The Association may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 5.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

Section 5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 5.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

Section 5.5 Gifts. The Association may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Association.

ARTICLE VI NONDISCRIMINATION

The officers, members, committee members, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE VII CONFIDENTIALITY

All comments and disclosures made during meetings are confidential and remain the property of the issuer. Such comments and disclosures may not be released to anyone outside the Association without express authorization from the issuer.

ARTICLE VIII BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Committee and committees having any of the authority of the Executive Committee.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association shall end on the last day of December in each calendar year.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI CONFLICT OF INTEREST

From time-to-time, there may be situations in which officers, members, committee members, or other persons served by this Association's involvement in other activities outside of the Association may result in a conflict of interest, real or perceived. This conflict of interest must be disclosed either verbal or in writing, presented to the Executive Committee in a timely manner, and entered into the minutes of the respected Association's meeting. It is the Executive Committee's sole discretion to determine whether the conflict of interest is material to any item that may come before the Association. It is also recommended that the person presenting the potential conflict of interest recuses themselves from any decisions that may appear to be materially affected.

ARTICLE XII AMENDMENTS

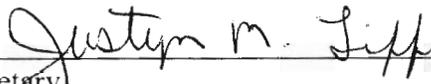
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any meeting of the Executive Committee at which a quorum is present.

ARTICLE XIII INDEMNIFICATION

The Association shall indemnify and advance expenses to a member or officer of the Association in connection with a proceeding to the extent permitted by the Executive Committee, as such may be amended or reenacted. With respect to an agent other than a member or officer of the Association, the Association may, as determined by the Executive Committee, indemnify and advance expenses to such agent in connection with a proceeding to the extent permitted by the Executive Committee, as such may be amended or reenacted.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Mesa County Communications Officers' Association adopted by the members of the Association effective as of October 30, 2015.


Secretary
