

MISSOURI ASSOCIATION OF CODE ENFORCEMENT
“MACE”
CHAPTER BY-LAWS

ARTICLE I – NAME AND TERRITORY OF ORGANIZATION

SECTION 1.1 – NAME.

The name of this organization is the Missouri Association of Code Enforcement. In this document, the Missouri Association of Code Enforcement is referred to as “MACE”. This shall be a non-profit organization and shall be self-supporting.

SECTION 1.2 – TERRITORY.

The geographical areas that MACE represents shall be all participating cities, municipalities, counties and state agencies or other participating governmental units within the boundaries of the State of Missouri.

ARTICLE II – PURPOSE AND OBJECTIVES

SECTION 2.1 – PURPOSE.

This organization is established:

- 2.1.1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations described under Section 501(c)3 of the Internal Revenue Code, or corresponding sections of any future federal tax code.
- 2.1.2. To promote professionalism with regard to the standardization of enforcement of environmental, housing, land use and building codes.
- 2.1.3. To supply and advance the science and practice of code enforcement through certification and provide regional training workshops, seminars and conferences dealing with legal matters and establishing a clearinghouse to facilitate the administration of the various codes with which the organization is concerned.
- 2.1.4. To exchange information, publish and disseminate professional materials relating to updated environmental, housing land use and building code laws.
- 2.1.5. To develop procedures, programs and services relating to code enforcement and the promotion of such programs.
- 2.1.6. To promote policies that will facilitate and improve code enforcement procedures.
- 2.1.7. To organize and implement educational programs for the public in an effort to give the public a better understanding of environmental, housing, land use and building codes.

ARTICLE III – MEMBERSHIP

SECTION 3.1 – MEMBERS.

A person involved in the regulation of safety and health in the environment, both natural and man-made, or is otherwise responsible for enforcement of municipal, county, state or federal codes and who resides or is employed in the State of Missouri shall be eligible for regular membership and upon payment of established dues shall be known as an "Active Member".

SECTION 3.2 – ASSOCIATE MEMBERS.

Any person interested in code enforcement but ineligible for Active, Retired, Affiliate, or Honorary Membership, shall be eligible for membership in MACE as an Associate Member.

SECTION 3.3 – SUPPORTING AGENCY.

Any governmental agency shall be considered a Supporting Agency with a \$75.00 contribution, renewable annually.

SECTION 3.4 – PARTICIPATING AGENCY.

Any governmental agency in which there is one or more active MACE member(s).

SECTION 3.5 – RETIRED MEMBERSHIP

Any Active Member who has retired from employment with a governmental agency in the profession of code enforcement shall be eligible for membership in MACE as a Retired Member and shall be entitled to the same rights as an Active Member, except that they cannot hold a position on the Board of Directors.

SECTION 3.6 – AFFILIATE MEMBER OR ASSOCIATION.

Any person, state association or other nonprofit organization, the purposes of which are consistent with the purposes of MACE, shall be eligible for membership in MACE as an Affiliate Member or Association Member.

SECTION 3.7 – HONORARY MEMBER.

Honorary membership is bestowed upon an individual or organization who, has rendered outstanding and meritorious service in the furtherance of the objectives of MACE.

SECTION 3.8 – TERMINATION OF MEMBERSHIP.

- 3.8.1. Any member or affiliate member or association leaving the code enforcement profession for a period of six months shall cease to be an active member and will be considered an associate member.
- 3.8.2. Any member in default of his/her financial responsibilities to MACE for a period of six months shall no longer be entitled to the benefits of membership in MACE. This section does not preclude reinstatement upon payment of dues.
- 3.8.3. If any member shall commit any act prejudicial to the conduct of the affairs of the association or the purposes for which it is formed, or shall have changed

his/her status so as to be ineligible for membership, such person shall be notified in writing to appear personally before the Board of Directors at a designated time not less than 30 days after such notification and at such time, be given a hearing. By a two-thirds vote of all the Board of Directors present at the meeting, the membership of such person in the association may be terminated or suspended.

- 3.8.4. Any member may be suspended and/or removed from the roll of MACE upon finding of just cause by a majority of the Board of Directors and notification of such cause and action by said Board of Directors and with a concurring vote of the majority of the voting members taken by secret ballot.

SECTION 3.9 – TRANSFERENCE OF MEMBERSHIP.

Transference of membership is at the discretion of the Board of Directors.

ARTICLE IV – FISCAL ADMINISTRATION

SECTION 4.1 – FISCAL YEAR.

The MACE fiscal year shall be from April 1, through March 31, of each successive year.

SECTION 4.2 – ANNUAL BUDGET.

The annual budget shall be prepared and presented by the Finance and Budget committee, appointed by the Board of Directors.

SECTION 4.3 – DUES.

- 4.3.1. Annual dues for membership shall be established by the Board of Directors.
- 4.3.2. Annual membership dues shall be set by the Board of Directors at the Annual Business meeting. Dues shall be paid annually.
- 4.3.3. Membership dues will be submitted to the membership November 1st. for the following year.
- 4.3.4. MACE shall notify members of renewal upon expiration.
- 4.3.5. Membership dues are non-transferable.

SECTION 4.4 – VOUCHERS.

All claims owed for payment by MACE shall be submitted to the Treasurer in the form of a written and signed statement. All expenditures from MACE funds shall be subject to review by the Board of Directors. All checks must be signed by the Treasurer and approved by the President or the Board of Directors. The establishing of a MACE bank account shall be the responsibility of the Board of Directors and the account shall be placed within the State of Missouri. Reconciliation of the bank account will be performed by the Finance and Budget Committee. There will be an annual audit of the records.

SECTION 4.5 – SOLICITATION AND DONATIONS.

All soliciting on behalf of the association for donations to benefit the association shall be approved by the Board and all solicitations shall request that donations be sent to the Treasurer.

SECTION 4.6 – NON-LIABILITY OF MEMBERS.

A member of the Association shall not be personally liable, solely because of membership, for the debts, obligations, or liabilities of the Association.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

SECTION 5.1 – OFFICERS.

The Officers of MACE shall consist of a President, Vice President, Professional Development Director, Information Director, Secretary, and Treasurer; elected from the Active Members roster and the Immediate Past President. Such Officers shall hold office as set for in this Article.

To be eligible for an officer position the member shall have served on the Board of Directors for a minimum of one full term.

SECTION 5.1.1 – DUTIES OF PRESIDENT.

The president shall be directly responsible for the supervision and guidance of the affairs of MACE and shall preside over all meetings of MACE. The President shall enforce the By-Laws of MACE and perform other duties that would be recognized as being part of the office. The headquarters of MACE shall be the office of the President, so long as it is located in the State of Missouri.

SECTION 5.1.2 – DUTIES OF VICE PRESIDENT.

The Vice President shall be president elect and shall accede to the Presidency and will preside over all meeting in the absence of the President. The primary responsibility of the Vice President shall be to chair the Conference Committee.

SECTION 5.1.3 – DUTIES OF PROFESSIONAL DEVELOPMENT DIRECTOR.

The professional Development Director shall preside in the absence of the Vice President and in the absence of the President of all MACE functions. The primary responsibility of the Professional Development Director shall be to chair the Education Committee and to keep the President informed of the current progress and future plans of the committee.

SECTION 5.1.4 – DUTIES OF INFORMATION DIRECTOR.

The Information Director shall preside in the absence of the Professional Development Director, Vice President, or President to preside over any MACE function. The primary responsibility of the Information Director is to oversee the MACE website and membership roster. This position shall be continuous effort and drive throughout the year in order to accomplish a larger capacity of active and associate members; as qualified in Article III.

SECTION 5.1.5 – DUTIES OF SECRETARY.

The Secretary shall keep and maintain an accurate record of the proceedings of all official meetings and the names of all appointed committees and their functions.

SECTION 5.1.6 – DUTIES OF TREASURER.

The Treasurer shall be the custodian of all financial matters of MACE. The Treasurer will be responsible to see that the dues of all members are paid in full prior to the opening of the annual business meeting, and shall report same to the President. Records of all collections and expenditures from MACE shall be reviewed and signed the by the Treasurer. The Treasurer's book and records shall be audited each year by the Board of Directors prior to the annual business meeting. A report of all revenues and expenditures shall be made available to all members of MACE. At the annual business meeting the Treasurer shall present a financial statement for all members to view if desired. The Treasurer shall sign all membership cards and shall keep an up-to-date roster of all members. The Treasurer shall investigate all tax laws and shall keep MACE advised of any laws that directly affect MACE so that MACE may be in compliance with all such laws and procedures and investigate MACE in its rightful and correct position, as so stated in Article I, Section 1.1. The Treasurer shall chair the Finance and Budget Committee.

SECTION 5.1.7 – IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall serve as Chairperson of the Nominating Committee and shall, when called upon, give advice and counsel to the Board of Directors.

SECTION 5.2 – BOARD OF DIRECTORS.

The property, business, and affairs of MACE shall be managed and transacted by a Board of Directors composed of the following; President, Vice President, Secretary, Treasurer, Immediate Past President, Professional Development Director, Information Director, and four (4) Board Members-at-Large. Two (2) of the Board Members-at-Large shall be from the east side of Highway 63 and two (2) of the Board Members-at-Large shall be from the west side of Highway 63. Highway 63 divides the State of Missouri from the North State line to the South State line approximately in the center of the State.

SECTION 5.2.1 – DUTIES OF BOARD MEMBERS-AT-LARGE.

Board Members-at-Large shall assist the Professional Development Director with training events for their perspective side of the State and with MACE State training events such as annual business meeting or centrally located events that may be readily available to all members of MACE. Board Members-at-Large shall also serve as a liaison for MACE members of their area of the State to the Board of Directors in communicating concerns and issues of the members at the regularly scheduled board meetings. Board Members-at-Large shall also perform other duties as needed to assist the Board of Directors in carrying out the duties of the Board of Directors.

SECTION 5.3 – DUTIES OF THE BOARD OF DIRECTORS.

The duties of the Board of Directors shall be as follows:

- 5.3.1. It shall authorize all expenditures and shall not create any indebtedness beyond the income of MACE, nor disburse funds for purposes nonessential to the objective of MACE.

Exception: Discretionary expenditures of \$1,000.00 or more for a single event, purchase, etc. shall require a $\frac{3}{4}$ majority vote. Such vote may be by

mail, e-mail, fax, or other approved methods of notification, addressed to the President or the duly authorized agent.

- 5.3.2. Except as otherwise provided by the MACE By-Laws, the Board of Directors may transact MACE business in the interim between annual meetings; shall determine when committee reports are to be issued; shall effectuate motions voted by MACE; and may adopt rules for the regulation of its proceedings.
- 5.3.3. Official findings and recommendations of the Board of Directors shall be determined by a simple majority vote. All members of the Board of Directors shall have one vote.
- 5.3.4. The Board of Directors may be empowered to authorize the existence of Chapter Organizations
- 5.3.5. The Board of Directors shall hold at least one meeting annually which shall be open to attendance by any member in good standing of MACE. The Board of Directors shall designate a portion of the meeting to hear comments and concerns of the members in attendance.
- 5.3.6. Members of the Board of Directors may participate in a meeting through use of a conference telephone, electronic video, screen communication, or other communication equipment if all of the following apply:
 - 5.3.6.1. Each director participating in the meeting can communicate with all of the other directors concurrently.
 - 5.3.6.2. Each director is provided the means of participation in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Board.
 - 5.3.6.3. MACE adopts and implements some means of verifying both that a person participation in the meeting is a director or other persons entitled to participate in the Board of Directors meeting and all actions of, or votes by the Board of Directors are taken or cast only by the directors and not by persons who are not directors.
- 5.3.7. The Annual Business Meeting of the Board of Directors will be held in conjunction with the Annual Conference, if MACE so desires to have one. The Board of Directors may meet at such other times and in such places as it may determine, and otherwise upon the call of the President or a simple majority of the Board of Directors. Motions and votes at such meetings shall be duly recorded.
- 5.3.8. The Board of Directors may adopt any policy or procedure or authorize any administrative action in the best interest of the membership.

SECTION 5.4 – ELIGIBILITY FOR OFFICE.

- 5.4.1. Any active member of MACE in good standing shall be eligible for any office.
- 5.4.2. A member in "good standing" is defined as a member meeting all requirements for membership as defined herein.
- 5.4.3. To be eligible to run for the Vice Presidents position. A member is required to serve at least one full term as an Officer or Board Member-at-Large.

SECTION 5.5 TERMS OF OFFICE.

- 551. The normal term of office shall be two (2) years coincidental with the MACE fiscal year.
- 552. The Professional Development Director, Treasurer, Secretary, Information Director and the Board Member at Large may serve up to four (4) consecutive terms.
- 553. Board members called to and serving active military duty shall not thereby become disqualified as a member of the board.

SECTION 5.6 – ABANDONMENT OF OFFICE.

The Board of Directors shall have the authority to declare an office vacant and remove a Board Member for abandonment of office for failing to attend at least one-half of the scheduled board meetings for two-thirds the duration of such meetings. Such vacancy will be filled as set forth in, Article VII, Elections and Voting, Section 6.3, Vacancies.

SECTION 5.7 – REMOVAL FROM OFFICE.

Officers may be removed from office for failure to satisfactorily perform the duties of the office by unanimous vote of the balance of the Board of Directors. A proposal to remove an officer may be presented by any member of the Board of Directors. Any officer proposed to be removed must be provided an opportunity for a hearing before the Board of Directors prior to their removal.

ARTICLE VI – ELECTIONS AND VOTING

SECTION 6.1 – VOTING DELEGATES.

The Code Enforcement Official for each participating governmental agency or his/her designee is the voting delegate. When the voting delegate is a member of the Board of Directors his/her vote will be transferred to the designee.

SECTION 6.2 – NOMINATION OF OFFICERS.

Prior to the annual meeting, the Board of Directors shall appoint a nominating committee consisting of three or more persons who are active members, in good standing, of the Association.

The nominating committee shall prepare a slate of nominees as follows:

- 6.2.1. The nominating committee may select and recommend more than one person for all offices, not to exceed three (3) persons per office.
- 6.2.2. In the event there is only one nominee for any particular office, the membership assembled may instruct the Secretary by proper motion to cast a ballot for the full number of qualified voters at the meeting for the said nominee whereupon the President shall declare him/her elected by acclamation.
- 6.2.3. The President shall announce the results of all balloting and shall declare all elections.
- 6.2.4. Formal notification of the election results shall be prepared by the Secretary and placed on the MACE website.

SECTION 6.3 – VACANCIES.

In the event a vacancy is created in the office of the President, the Vice President shall immediately vacate his/her office and assume the office of the President and at which time the Board of Directors shall have the power to fill any vacated office until a regular election is held with an interim appointee and the President will succeed himself/herself. In the event a vacancy is created by any other officer in the Board of Directors, the board shall have the authority to fill the vacancy until a regular election can be held.

SECTION 6.4 – VOTING.

- 641. For the normal transactions of business, all members present at the Annual Meeting shall have one vote with the following exceptions, for which voting delegates only will cast ballots:
 - 1. Election of officers;
 - 2. Adoption of by-laws; and
 - 3. Items for which a voice vote proves inconclusive (at the discretion of the President or presiding officer).
- 642. The President and Vice President shall determine the eligibility for voting on specific business matters and the Secretary shall maintain a current list of voting eligibility by voting delegates.
- 643. A quorum for a valid shall be a majority of those eligible delegates casting ballots, who attend the Annual Meeting.

ARTICLE VII – ANNUAL MEETING

SECTION 7.1 – LOCATION AND TIME.

The Annual Meeting of MACE shall be held at such place and time, as the Board of Directors shall determine in the notice of meeting.

SECTION 7.2 – PURPOSE.

Purpose for which an Annual Meeting is to be held, additional to those prescribed by law, and by these By-Laws, may be specified by the President or by one or more members who are entitled to vote at the meeting.

SECTION 7.3 – CANCELLATION.

If such Annual Meeting is canceled on the day scheduled, a special meeting of MACE may be held in place thereof; and any business transacted or elections held at such special shall have the same effect as if transacted or held at the Annual Meeting; and, in such case, all references in these By-Laws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purpose shall be specified in the call.

ARTICLE VIII – SPECIAL MEETING

SECTION 8.1 – CALLING OF MEETING.

A special meeting of MACE may be called at any time the President or by a majority of the Board of Directors then in office. Such call shall state the time, place and purpose of the meeting.

SECTION 8.2 – LOCATION.

Any special meeting of MACE held in a place of the Annual Meeting, and any other special meeting of MACE, shall be held at such place as is stated in the call. Any adjourned session or any annual or special meeting of MACE shall be held at such place as is designated in the vote of adjournment.

SECTION 8.3 – QUORUM.

At any meeting of MACE, a quorum for the election of any officer, or for the consideration of any question shall be a simple majority of the Board of Directors. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Where a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or by these By-Laws.

When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in the case where a larger vote is required by law or by these By-Laws.

ARTICLE VIX – MEETINGS

SECTION 9.1 – GENERAL.

MACE shall meet as provided by law, including by the Board of Directors by written notice to MACE, specifying the time and place of the meetings.

SECTION 9.2 – CONTENT OF.

The regular meeting shall be devoted to the theory, promotion and practice of the principles of code enforcement and standards and the purposes and objectives of MACE and to conduct the business of MACE.

SECTION 9.3 – AUTHORITY.

Robert's Rules of Order (current addition) shall be the authority on all questions not specifically stated in these By-Laws.

ARTICLE X – COMMITTEES

SECTION 10.1 – STANDING COMMITTEES.

The President may appoint committees as deemed necessary, or as directed by the Board of Directors. Committees shall oversee and administer chapter activities including, but not limited to the following:

- 10.1.1. Finance and Budget,
- 10.1.2. Education,
- 10.1.3. Legislative and Judicial Review,

- 10.1.4. Conference,
- 10.1.5. Membership,
- 10.1.6. By-Laws, and
- 10.1.7. Nominations.

The Chairs of each of these standing committees is listed in the duties of each Officer or Board of Director as set for in Article V.

ARTICLE XI – AMENDMENTS

SECTION 11.1 – AMENDMENTS TO.

Amendments to the By-Laws may be proposed by the Board of Directors or by written petition by twenty percent (20%) of the voting membership.

SECTION 11.2 – ALTERED, AMENDED OR REPEALED.

These By-Laws may be altered, amended, or repealed at any legal meeting of MACE at which a quorum is present by a vote of representing a majority of the members present and voting; provided notice is given in the call for the meeting that an alteration, amendment, or repeal of the By-Laws will be proposed.

SECTION 11.3 – PROPOSALS BROUGHT BEFORE.

Properly edited proposals must be brought before MACE during the next Regular Meeting for a first reading during the report of the By-Laws committee. There shall be sufficient written copies for review by all members in attendance. The proposed amendment will be open to discussion by MACE during New Business of this same meeting. The proposal will be ratified (with revision, if any) or stricken entirely by majority vote.

- 11.3.1 The Secretary will post to MACE, at least twenty (20) days prior to the next regular meeting a copy of the ratified proposal and notice that same will be on the agenda for second reading and final vote.
- 11.3.2 The final vote shall require a 2/3-majority vote of members present for adoption. The amendment shall then become effective immediately upon its approval.
- 11.3.3 The date of revision of any amendment shall appear in the lower left hand corner of the page, which is affected, and a vertical bar shall appear in the outboard margin showing the location of said change. The last page of these By-Laws shall contain a chronological list of all changes and their date of adoption.

SECTION 11.4 – EMERGENCY AMENDMENTS

During the course of the year the Board can adopt an emergency amendment by a unanimous vote of the Board to carry out that amendment and that the amendment expire, at the end of the fiscal year unless it is voted on by delegates at the next annual meeting to become a permanent amendment to the by-laws.

ARTICLE XII – ORDER OF BUSINESS

SECTION 12.1 – PROCEDURES

Parliamentary procedures shall be as defined in the current edition of Roberts Rules of Order.

SECTION 12.2 – ORDER OF BUSINESS

The order of business of MACE meetings should be as follows:

1. Roll call of officers
2. Approval of minutes of previous meeting
3. Announcements
4. Reports of officers and minutes
5. Programs
6. Unfinished business
7. New Business
8. Election of officers and seating of same (Annual Business Meeting)
9. Adjournment

ARTICLE XIII – SEVERABILITY

That if any part of these by-laws shall be declared unconstitutional or invalid by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

ARTICLE XIV – POLICIES AND PROCEDURES

The Board of Directors is authorized to establish policies and procedures to govern routine business affairs of the association.

ARTICLE XV – CODE OF ETHICS

SECTION 15.1 – MEMBER SHALL.

In order to ensure the image of its members is one of respect and integrity, a Code of Ethics shall be established. Adoption and subsequent revisions shall be by vote at a regular MACE meeting. The Board of Directors shall appoint an Ethics Committee as needed to consider possible revisions of the Code of Ethics.

Members of MACE shall:

- 15.1.1 Place public safety above all other interests.
- 15.1.2 Place public interests above individual, group, or special interest and shall consider their profession as an opportunity to serve society.
- 15.1.3 Maintain the highest standards of integrity.
- 15.1.4 Maintain the highest courteously, equally and fairly.
- 15.1.5 Conduct themselves at all times in such a manner as to create respect for themselves and their jurisdiction they represent and MACE.
- 15.1.6 Refrain from the use of their position secure advantage or favor for themselves, their family or their friends.

- 15.1.7 Refrain from representing any private interest in business or technical affairs of MACE.
- 15.1.8 Refrain from using unfair means to secure an advantage in MACE or to knowingly injure any individual, company, or association to gain such advantage.
- 15.1.9 Not accept, nor offer, any gift, favor, or service that might tend to influence them in the discharge of their duties.
- 15.1.10 Carry on their contacts with other members of MACE in a spirit of fairness with loyalty and fidelity to the objectives and purpose of MACE.

ARTICLE XVI – DISSOLUTION

Section 16.1 – Authorization of Dissolution.

The Missouri Association of Code Enforcement may be dissolved by action of the Board of Directors of MACE. Action may be initiated by the Board of Directors or in response to a petition from MACE. A petition for the dissolution shall be made only at the Annual Business Meeting by a majority vote of the voting members present. No proposition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least sixty (60) days prior to the meeting. A copy of summary of such proposition shall be sent to every member of MACE at least thirty (30) days before the date of the next Annual Business Meeting in which the petition is to be voted upon. No action shall be taken by the Board of Directors or their own initiative to dissolve the Missouri Association of Code Enforcement without notice thereof being sent to every member of the Missouri Association of Code Enforcement at least thirty (30) days before the date of the next Annual Business Meeting at which such proposal of the Board of Directors shall be discussed and the recommendations of the Missouri Association of Code Enforcement formulated.

ARTICLE XVII – DISBURSEMENT OF FUNDS

SECTION 17.1 – DISBURSEMENT.

In the event MACE is disbanded and/or dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor municipal code enforcement organization, a sister organization located in Missouri, or other charitable organizations as voted by the majority of the voting membership.

ARTICLE XVIII – PROPERTY AND TRUST

SECTION 18.1 – REAL PROPERTY.

Any real property which may be obtained by MACE, and savings accounts, bonds, or like investments, and all real property given to or held by it in trust for purposes of MACE shall be controlled and managed by the Board of Directors.

(ADOPTED 8/29/2023): BY-LAWS UPDATES