

Amended and Restated
Articles of Incorporation
of
Missouri Municipal and Associate Circuit Judges Association

The existing paragraphs of the Articles of Incorporation of Missouri Municipal and Associate Circuit Judges Association, a general not-for-profit corporation, shall be deleted entirely and replaced by the following like-numbered paragraphs:

1. The name of this corporation is: Missouri Municipal and Associate Circuit Judges Association.
2. The duration of this corporation shall be perpetual.
3. The address of its initial registered office in the State of Missouri is: 326 Monroe Street, Jefferson City, Cole County, and the name of its initial registered agent at said address is: E.A. Richter.
4. The first Board of Directors shall be eleven in number, their names and addresses being as follows:

Judge John J. Degman	Richmond Heights, Missouri
Judge Earl W. Frost	Municipal Court, Kansas City, Missouri
Judge Russell Gann	Pacific, Missouri
Judge Kenneth S. Lay	212 S. Central Clayton, Missouri
Judge Temple Morgett	Magistrate Court, Columbia, Missouri
Judge Melvin L. Newmark	721 Olive St., St. Louis, Missouri
Judge Jeremiah Nixon	DeSota, Missouri
Judge Geo. D. Pittman, Jr.	8131 Manchester, St. Louis, Missouri

Judge Reginald Smith

Municipal Court,
Independence, Missouri

Judge Walter Walker

Anderson Building,
Neosha, Missouri

Judge Nathan B. Young

5104 Northland,
St. Louis, Missouri

5. The purposes for which the corporation is organized are:
 - a. To encourage the adoption of uniform practices and procedures in the municipal and associate circuit courts of the State of Missouri;
 - b. To maintain the highest possible judicial standards in said courts;
 - c. To assist the judicial, administrative and legislative bodies of the municipal and state governments by making available to them information obtained from the experiences and studies of the members of this association;
 - d. To keep its membership informed on all subject matter of importance to municipal and associate circuit courts, including the substantive and procedural law pertaining to said courts; and
 - e. The corporation is a business league not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual within the meaning of Section 501 (c) (6) of the Internal Revenue Code.
6. The corporation shall be regulated by by-laws which may be adopted, amended or repealed by the members of the corporation.
7. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law) or such professional organizations or business leagues as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

Amended and Restated
By-Laws
of
Missouri Municipal and Associate Circuit Judges Association

The existing Articles of the By-Laws of Missouri Municipal and Associate Circuit Judges Association, a general not-for-profit corporation, shall be deleted entirely and replaced by the following like-numbered Articles:

Article One

Name

Section 1 The name of this Association shall be "Missouri Municipal and Associate Circuit Judges Association."

Article Two

Objectives

- Section 1** The objectives of this Association shall be:
- a. To encourage the adoption of uniform practices and procedures in the municipal and associate circuit courts of the State of Missouri;
 - b. To maintain the highest possible judicial standards in said courts;
 - c. To assist the judicial, administrative and legislative bodies of the municipal and state governments by making available to them information obtained from the experiences and studies of the members of this Association; and
 - d. To keep its membership informed on all subject matter of importance to municipal and associate circuit courts, including the substantive and procedural law pertaining to said courts.

Article Three

Membership

Section 1 Any judge who presides in a municipal or associate circuit court shall be eligible for membership. Any members of the Association shall be eligible to hold office as an officer or director of the Association.

Article Four

Officers

Section 1 The officers of this Association shall be: President, Vice-President, Treasurer and Secretary.

Section 2 All officers shall take office after being duly elected at the annual meeting of the Association and shall serve one year or until their successor is elected and qualified.

Section 3 The officers shall perform their respective duties as follows:

- a. The President shall preside at all meetings of the Board of Directors and at all meetings of the Association, execute such papers as shall require his signature, exercise supervisory control over the affairs of the Association and shall be ex-officio member of all committees;
- b. The Vice-President shall in the absence of the President, or at his request, perform the duties of that office;
- c. The Treasurer shall receive all monies, pay all bills incurred by the authority of the Board of Directors, and preserve records thereof, and shall at all times be ready to report on the financial condition of the Association;

d. The Secretary shall record the proceedings of all meetings of the Board of Directors and meetings of the Association, and shall be responsible for keeping all records of the Association.

Each officer shall have such duties usually performed by such officer and such other duties as may be designated by the Board of Directors.

Section 4 In the event of a vacancy in any of the above offices the Board of Directors shall designate a successor to serve until the next regular election.

Article Five

Board of Directors

Section 1 The Board of Directors shall consist of the four (4) officers, ten (10) at-large directors, and one (1) director for each of the ten (10) districts as shown on the state map attached hereto and made a part hereof as "Exhibit A." Each officer shall take office immediately following their election at the annual meeting and shall serve one (1) year or until their successor is elected and qualified. The retiring President shall automatically become an ex-officio member of the Board of Directors for the year following his/her retirement as President, but shall not be entitled to vote on any matter before the Board of Directors.

Section 2 The President shall preside over the Board of Directors and shall call meetings of the Board of Directors when necessary or at the request of any two (2) members of the Board of Directors. One-third of the members of the Board of Directors shall constitute a quorum for the conduct of business at the meeting.

Section 3 The Board of Directors shall have full power and authority to manage, control, regulate and supervise all real and personal property of the Association, and its activities and business affairs. The powers hereby vested in the Board of Directors shall include the authority to do any and all things deemed by said Board necessary or advisable to be done in the best interests of the Association, and which are not in contravention of these By-laws and the Law. All contracts and expenditures must be authorized or ratified by the Board of Directors.

Section 4 In the event of a vacancy of a director, the Board of Directors shall designate a successor to serve until the next regular election.

Section 5 The President shall be empowered to appoint any former director or officer as a member of the President's Standing Advisory Committee to assist the President and Board of Directors during their term of office. Those judges appointed to the President's Standing Advisory Committee shall receive notice of every meeting of the Board of Directors and shall be permitted to attend and speak but shall have no vote in any matter.

Article Six

Elections

Section 1 The order of election at the annual meeting of the Association shall be as follows: Officers, District Directors, At-large Directors.

Section 2 A nominating committee shall be appointed by the President with the advice and consent of the Board of Directors for the purpose of placing the names of the proposed officers and at-large directors before the membership at the annual meeting of the Association. Additional nominations for officers and at-large directors may be made from the floor, and the person receiving the majority of all votes cast for each position shall be duly elected. The nominating committee shall be composed of three (3) members of the Association. The annual election shall be held at the annual meeting of the Association, the time and place of which shall be determined by the Board of Directors.

Section 3

- a. Following the election of officers at the annual meeting, all members of the districts shall caucus with other members of their respective districts for the purpose of selecting that district's member of the Board of Directors.
- b. Each district caucus shall select their own chairperson by a majority vote. The elected chairperson shall preside over the caucus.

c. If there are no members in attendance at the district caucus, the Board of Directors shall then appoint a district representative for said district. In the event there is no member willing to serve on the Board of Directors from said district, then, in said event, the Board of Directors shall appoint a representative from outside the district.

d. Each caucus shall elect one (1) member to serve as that district's representative. The caucus chairman shall report the name of the district representative to the President.

e. If a tie vote for representatives from a district cannot be broken in caucus, then the Board of Directors will accept the names of those persons receiving the highest equal number of votes in said district's caucus; and will select that district's representative from those names submitted by majority vote of the Board of Directors.

f. Each member shall attend and vote in only one (1) caucus.

Section 4 After the election of officers and selection of the district representatives of each district caucus, the election of at-large directors shall be held.

Section 5 Contested elections for any office, or for membership on the Board of Directors, shall be conducted by secret ballot.

Section 6 Voting the proxy ballot, in connection with any such contested election, shall not be permitted. There shall be no cumulative voting. No person shall hold more than one (1) elected office in the Association.

Article Seven

Committees

Section 1 The President shall appoint all members to all such committees as are established by the Board of Directors.

Article Eight

Dues

Section 1 The amount of the annual dues shall be established by the Board of Directors by a two-thirds vote at each annual meeting.

Article Nine

Membership Meetings

Section 1 The annual membership meeting and such other meetings that are deemed necessary shall be called by the Board of Directors.

Section 2 All meetings of the Association and the Board of Directors shall be conducted in accordance with the Roberts Rules of Order.

Section 3 Five percent (5%) of all members shall constitute a quorum for conducting business of the Association.

Article Ten

Amendments

Section 1 These By-laws may be repealed, altered, amended or suspended by a majority vote of all members present. A written copy of the text of the amendment shall be mailed to all members at least one (1) week prior to the meeting at which the amendment is to be voted upon.