

Dear Metro Seniors members,  
MS recently realized that a section of our Bylaws do not fully comply with Missouri Statute Chapter 355 related to Not For Profits. Specifically section 355.346 related to Removal of directors. Below we have provided information related to:

- A. Charter 355.346 regarding Removal of directors;
- B. Current Bylaw language for Suspension and or Removal of an Officer or Board Member;
- C. The proposed amendment to change the language; and,
- D. The rationale for the proposed language.

At the forthcoming MSLSGA membership meeting on November 7, 2022 we will be presenting this change and calling for a motion and vote to accept this amendment.

## **Explanation of change to Metro Seniors Bylaws Article 2.3**

A. [Chapter 355 of Missouri statute: Section 355.346. Removal of directors.](#)

1. The members may, without cause, remove one or more directors elected by them.

2. If a director is elected by a class, chapter or other organizational unit, or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit or grouping.

## B. Previously ratified MS Bylaws Article:

### 2.3. Suspension and or Removal of an Officer or Board member

Only the board can remove an officer or board member for cause. In limited circumstances when the integrity of the organization is at risk, an officer or board member may be suspended for cause upon a two-thirds (2/3) vote by the executive committee in favor of the suspension. The executive committee shall refer the matter to the board for the appropriate disciplinary action, which may include, but not be limited to, removal from office or revocation of membership. An emergency meeting of the board shall be held within 10 days.

C. In June this year, the Board approved the following amendment drafted by the Bylaws Review Committee:

## 2.3. Suspension and or Removal of an Officer

An officer may be suspended from their duties for cause upon a two-thirds (2/3) vote of the executive committee. Immediately thereafter, the executive committee shall refer the matter to the board and send a copy of the referral to the suspended officer. The board shall meet within ten (10) days after receiving the referral, or as soon thereafter as reasonably possible, at which meeting the suspended officer shall be invited to appear and present their defense. The board may restore the officer to their duties, remove the officer from office, and/or revoke the officer's membership in Metro Seniors.

D. RATIONALE: The BRC suggested simple removal of the director reference in the Article. Directors do not have control of MS funds as officers do, so there is nearly zero organization or financial risk to a poorly performing director. The directors term has been reduced to only 2 years. The President and the director's division VP would take responsibility to resolve director issues should they occur. Additionally the board can censure a director for misbehavior or poor performance.