

DRAFT – Mid-MO RPC Bylaw Amendments

MID-MISSOURI REGIONAL PLANNING COMMISSION

These bylaws supersede any previous bylaws and amendments thereto, of the Mid-Missouri Regional Planning Commission.

ARTICLE I

Mission

- 1.1 The purpose of the Mid-Missouri Regional Planning Commission shall be to increase communication, cooperation, and coordination between the member governments in the planning and development of policies and activities for the orderly development of the Mid-Missouri Region.

ARTICLE II

Name and Location of Principal Office

- 2.1 The Commission shall be known as the Mid Missouri Regional Planning Commission and shall be composed of the counties of Boone, Callaway, Cole, Cooper, Howard and Moniteau and the local units of government within.
- 2.2 The Commission shall maintain its principal office in a place within the Mid-Missouri Region to be designated hereafter by the Board of Directors.

ARTICLE III

Powers and Duties Generally

- 3.1 The Commission shall exercise and discharge its powers and duties as provided by the State and Regional Planning and Community Development Act of 1966 Chapter 251, RSMo. 1986 (The Act), and accordingly shall:
 - a. Adopt, amend and repeal bylaws, rules and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization and administration of the Commission;
 - c. Appoint and fix the salary of an Executive Director and such other personnel as may be necessary to enable the Commission to carry out its functions;
 - d. Accept, use and dispose of gifts or donations of services or property (real, personal, or mixed, tangible or intangible) under the guidelines of proper accountability and the exercise of good business practices;

Commented [DB1]: Language added. Language taken from bylaws from other RPCs.

- e. Enter into and perform such contracts, leases, agreements or other transactions as may be necessary in carrying out its functions;
 - f. Take such other action and incur such other expenses as may be necessary or appropriate to carry out its purposes under the Act and consistent with the therewith.
- 3.2 The exercise and discharge of the various powers and duties of the Commission shall be executed through the appropriate Commission governing bodies and authorities as described in these bylaws, including the Board of Directors, officers of the Executive Committee, Commission membership, Personnel Committee, other committees as established, and the Executive Director.
- 3.3 The Commission shall prepare and adopt a comprehensive plan for the region showing its recommendations for development of such items as main traffic arteries and bridges, parkways and public areas, parks and recreational areas, public buildings, airports, waterways, public transit, main and interceptor sewers, public utilities whether publicly or privately owned, and areas for industrial, commercial, residential, or agricultural development. The preparation and maintenance of a Comprehensive Economic Development Strategy and Regional Transportation Plan for the region may serve as a comprehensive plan for the region. Such plans shall be designed to serve as a guide to a coordinated and harmonious regional development that will promote the public welfare and economic prosperity of the region in an efficient and economic manner.
- 3.4 The Commission may provide, upon request, special planning services to local units of government and may coordinate matters of local interest throughout the Region.

Commented [DB2]: Language added to emphasize the point that these bylaws give various power and duties to the Board of Directors and other committees and individuals that are part of the organization and not just the representatives of the Commission membership. In other words, it emphasizes that "the Commission" is different than Commission membership.

Commented [DB3]: Language added to allow the combination of Mid-MO RPC's regional economic development and transportation plans to serve as a comprehensive plan for the region. Mid-MO RPC has never had a single all-encompassing comprehensive plan for the region.

ARTICLE IV

Organization of the Commission

Membership

- 4.1 The membership of the Commission shall consist of each city and county unit of government within the counties of Boone, Callaway, Cole, Cooper, Howard and Moniteau. Membership is obtained by resolution or other appropriate action of the relevant governing body and by payment of dues.
- 4.2 The Commission representative from a county shall be a member of the County Commission or their designee. The Commission representative from a municipality shall be the Mayor or their designee. Mayors and County Commissioners shall retain their positions as representatives to the Commission only so long as they hold the required office in their respective governments. A Designee of the Mayor or a County Commission shall be announced in writing to the Chairman of the Commission. Withdrawal of the Designee as a representative of the respective local governing body shall be similarly announced. The term of a Designee on the Commission shall expire when their sponsor no longer holds the office, which permitted them to name a Designee.
- 4.3 The Commissioner of the Office of Administration, or their designee, shall be an

Commented [DB4]: The organizational structure of the Commission is at the heart of these bylaw changes. This includes which groups within the Commission have the authority to conduct which tasks. The purpose of changing the bylaws is to ensure that the bylaws more accurately reflect current Mid-MO RPC operations and how the organization has been governed for years. The changes reach beyond Article IV of the bylaws and are found throughout this bylaw document.

One of the central organizational issues is that the current bylaws split a lot of power between the Board of Directors and Commission membership, while current practice is to have the Board of Directors make the final decision on many issues without having a separate vote of membership. These bylaws as amended would allow for the Board's decision to govern operations without a separate vote of membership.

- ex-officio nonvoting member of the Commission.
- 4.4 State Senators and State Representatives whose districts include any part of the six-county area served by the Commission shall be ex-officio nonvoting members of the Commission.
 - 4.5 The Board of Directors may appoint at-large members to the Commission as necessary to comply with EDA/Economic Development District requirements.
 - 4.6 Each Commission member representative shall have one vote on matters to be decided by Commission membership.

Commented [DB5]: Current bylaw language regarding Commission membership and EDA compliance is very detailed and based on out-of-date EDA requirements. This simplified language will meet current EDA requirements and is flexible enough to keep the RPC compliant with any changes to EDA requirements in the future.

Board of Directors

- 4.7 The Board of Directors shall consist of at least twenty (20) members. There shall be three representatives from each county. One representative shall be a member of the county commission or its designee. The other representatives shall be either a mayor of a municipality or their designee. The Presiding County Commissioner shall appoint the county and community representatives from those eligible members from their respective counties. Each appointed Board member shall serve for a two-year term.
- 4.8 The Executive Committee shall appoint at least two (2) at-large members to the Board of Directors and any other at-large members as necessary to comply with EDA/Economic Development District requirements. Each at-large member shall serve a two-year term.
- 4.9 All members of the Board of Directors shall have one vote.
- 4.10 The Board of Directors may appoint such agents and employees as shall be deemed necessary, who shall hold their offices or employment for such times and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 4.11 The Board of Directors shall designate those persons approved to sign checks on behalf of the Commission.
- 4.12 The Board of Directors may, by proper resolution, grant either general or specific authority to the Executive Director to execute instruments for and on behalf of the Commission.
- 4.13 The Board of Directors shall exercise and discharge all powers and duties provided to the Board in these bylaws.

Commented [DB6]: As currently drafted, these amended bylaws restrict Commission membership to voting on officers only. See Section 4.13.

Commented [DB7]: The Board of Directors is currently 20 members, but current bylaws require a minimum of 21 members on the Board. This amended language brings the current Board in line with the bylaws.

Officers

- 4.12 The officers of the Commission shall be the Chairman, Vice Chairman, Secretary, Treasurer, Chairman of the Personnel Committee, and Past-Chairman.
- 4.13 All officers shall be elected by the Commission member representatives and shall serve for a term of two years.
- 4.14 The officers of the Commission shall all be members of the Board of Directors.
- 4.15 An officer elected by the members of the Commission may be removed at any time without cause by the affirmative vote of the majority of the members of the Commission.
- 4.16 Any officer position that becomes vacant shall be filled for the unexpired term thereof by a vote of the Board of Directors.

Commented [DB8]: This is the one item of authority that remains in the hands of Commission member representatives as part of this draft of the revised Mid-MO RPC bylaws.

The state law governing RPCs - although somewhat vague - appears to require that Commission membership elect officers.

- 4.17 The Chairman shall preside at all meetings of the Board of Directors, Executive Committee, Commission membership and shall execute all instruments for and on behalf of the Commission.
- 4.18 The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman.
- 4.19 The Secretary shall cause to be recorded all the proceedings of the meetings of the Commission. The Secretary shall give notice of all meetings of the Commission for which such notice is required. The Secretary shall have custody of and provide safekeeping of all documents of the Commission.
- 4.20 The Treasurer shall have the custody of the funds of the Commission and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Commission and shall deposit all monies in the name and to the credit of the Commission in such depositories as may be designated by the Commission. The Treasurer shall disburse the funds of the Commission as ordered by the members, taking proper vouchers for such disbursements, and shall render to the members an account of all transactions and of the financial condition of the Commission as required by the members.
- 4.21 A staff person under the supervision of the Executive Director may perform any duty of the Secretary or Treasurer.
- 4.22 The officers shall perform such other duties as may, from time to time, be prescribed by the members.
- 4.23 All officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Board of Directors.

Committees

- 4.24 Executive Committee. There shall be an Executive Committee comprised of all officers of the Commission (Chairman, Vice Chairman, Secretary, Treasurer, Chairman of the Personnel Committee, and Past-Chairman). The Executive Committee shall have such duties, powers and functions as provided in these bylaws, or by resolution of the Commission, or the Board of Directors. The Executive Committee shall also serve as the Budget Committee and have such duties, powers, and functions provided to the Budget Committee in these bylaws, or by resolution of the Commission, or the Board of Directors.
- 4.25 Personnel Committee. There shall be a Personnel Committee composed of at least two (2) members and no more than seven (7) members of the Commission or Board of Directors appointed by the Chairman of the Board of Directors. The Personnel Committee shall assist the Executive Director in determining staff levels required in order to adequately provide services to the Commission's membership. The Personnel Committee shall assist in reviewing personnel matters and in developing and updating an official Personnel Policy Manual for the Commission. The Personnel Committee shall have such other duties, powers, and functions as provided by these bylaws or by resolution of the Commission or the Board of Directors.
- 4.26 There shall be such other committees, as the Chairman of the Commission, with the approval of the Board of Directors, shall from time to time designate. The members of any said committees shall be appointed by the Chairman and shall

Commented [DB9]: Current RPC bylaws require the initial review of the annual budget to be reviewed by a Budget Committee. The RPC has always used the Executive Committee as the Budget Committee instead of appointing a separate committee just for budget review. This additional language clarifies that this ongoing practice is consistent with our bylaws.

Commented [DB10]: Current bylaws require a minimum of 3 members serve on Personnel Committee. In practice, the Personnel Committee has consisted of the Personnel Chairman, Commission Chairman, and Executive Director. This change allows our current practice to be consistent with our bylaws.

have such authority and perform such duties as the member shall designate by resolution.

ARTICLE V

Elections

- 5.1 The Chairman of the Commission may appoint a Nominating Committee, which shall: 1.) Solicit nominations from the membership for officers; 2.) Verify the availability and willingness of nominees to serve; 3.) Select from among the nominees one person to be presented to the Commission as the Committee's recommendation for each of the positions to be filled; 4.) The Chairman of the Nominating Committee will report the Committee's recommendations to the Commission at the June meeting. Additional nominations from the floor will be solicited and accepted by the Commission Chairman; 5.) If more than one person is nominated for a position, paper ballots will be distributed for a closed vote and will be tallied during the course of the meeting. The person receiving the highest number of votes for each position will be elected; 6.) Those elected at the June meeting will take office the first of July.

Commented [DB11]: Current bylaws reference a May meeting instead of a June meeting as is the current practice.

ARTICLE VI

Meetings

- 6.1 All meetings of the Commission shall be conducted in compliance with the Sunshine Laws of the State of Missouri. This shall include meetings of the Board of Directors, Executive Committee, Commission membership, and all other committees of the Commission.
- 6.2 Regular meetings of the Board of Directors, Executive Committee, and Commission membership shall each be held quarterly.
- 6.3 The Chairman may also call special meetings of the Commission membership, Board of Directors, or Executive Committee at such time and place and for such purposes, as the Chairman shall designate. Special meetings of the Commission membership may also be called upon with the written request of one-third (1/3) of the members of the Commission filed with the Secretary, which request shall designate the time and place and the purpose of the meeting. The business of special meetings shall be limited to the stated purposes of that meeting.
- 6.4 Written notice of regular and special meetings of the Board of Directors, Executive Committee, or Commission membership shall be given to each member at least five (5) days prior to the date of the meeting. The notice shall include a copy of the agenda for the meeting. RSVP may be waived unless a member files with the Secretary a written statement that the member is attending specifically for the purpose of protesting the holding of the meeting and the notice given. By unanimous consent of all members, the requirement of notice can be waived. A notice shall be deemed to be duly given when personally

Commented [DB12]: Added language to clarify that "the Commission" refers to all meetings of the organization and not just meetings of Commission membership.

Commented [DB13]: Current bylaws require either the Board of Directors or Executive Committee to meet monthly. Current practice is to have a meeting of either the Board of Directors, Executive Committee, or Commission membership monthly. Each group meets quarterly, but on a rolling basis so that every month one of the groups meetings. This amended language changes our bylaws to reflect current practice.

delivered or posted by mail, FAX or e-mail to each member at their last known address as appears on the records of the Commission. Public notice of meetings shall be give at least twenty-four hours prior to the commencement of the meeting by posting such notice as is required by Chapter 610 of the Revised Statues of Missouri in a prominent place which is easily accessible to the public in the office of the Commission, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Copies of the notice shall be made available to any representative of the news media who request notice of a particular meeting.

- 6.5 The minutes of each meeting shall be prepared and distributed not later than one week prior to the next regular meeting. A copy of the minutes shall be sent to the Office of Administration.

ARTICLE VII

Personnel

- 7.1 The Executive Director shall be the chief administrative officer of the Commission and shall be in charge of and responsible for all professional planning work and of the administration of the functions and offices of the Commission; subject, however, to the policies established by the Board of Directors and to the general supervision of the Commission. He shall, with the advice of the appropriate committee, make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The Executive Director may testify before appropriate public bodies or committees thereof on such policies and recommendations as may be adopted and approved by the Commission and may consult and confer with appropriate public officials on behalf of the Commission in connection with the program of the Commission.
- 7.2 The Executive Director, with the Personnel Committee, shall recommend from time to time, to the Board of Directors the size of the staff required and the composition thereof. The Executive Director with the advice of the Personnel Committee shall appoint such personnel as are authorized. The Executive Director shall be solely responsible for the employment, supervision, and conduct of all staff personnel. Promotions and salaries shall be determined by the Board of Directors, which shall receive and consider, but shall not be bound by, the recommendations of the Executive Director and Personnel Committee.
- 7.3 All staff and personnel shall be subject to such personnel policies as may, from time to time, be established by the Board of Directors.
- 7.4 A new Executive Director will be selected in the following manner: 1.) The Chair will appoint a temporary Search Committee of not less than three members to solicit candidates for the Executive Director position. The Personnel Committee may serve as the Search Committee; 2) Interviews may be conducted by either the Search Committee, Personnel Committee, Executive Committee or the Board of Directors at the discretion of the Chairman of the Commission after consulting with the Executive Committee. Multiple committees may be used to conduct

Commented [DB14]: Current bylaws state that promotions and salaries shall be determined by the Board of Directors and be approved by the Commission membership. Current practice is that the Board of Directors makes the final vote regarding salaries and promotions and the Commission is not involved in this decision. The new language reflects current practice.

Commented [DB15]: Added language allows for the Personnel Committee to serve as the Search Committee if so desired.

interviews or discuss candidates; 3.) If interviews are conducted by a committee, the committee should prepare a recommendation to the Board of Directors; 4.) The Board will announce to the commission the date, time and place that a vote will be taken on the individual selected; 5.) A vote of two-thirds (2/3) of the Board of Directors members present and voting will be necessary to approve the individual selected; 6.) Should the candidate fail to obtain the necessary two-thirds (2/3) vote, the Board of Directors may consider one of the other candidates interviewed or request the Search Committee to solicit for additional candidates.

Commented [DB16]: Current bylaws state that the interviews must be conducted by the Board of Directors. This new language allows more flexibility in the interview process.

Commented [DB17]: Current bylaws state that the Commission membership makes the final determination for hiring a new Executive Director. This amendment puts the authority in the hands of the Board of Directors.

ARTICLE VIII

Fiscal Year

- 8.1 The fiscal year of the Commission shall be from July 1 to June 30.

ARTICLE IX

Budget

- 9.1 Annually, the Executive Director shall prepare a work program setting forth the proposed activities and work of the Commission for the ensuing fiscal year and the budget and staff requirements for such programs which shall be used as the operating guide of the Commission for the particular period. The work program shall be submitted to the Executive Committee for review and to the Board of Directors for appropriate action.
- 9.2 A budget to underwrite the aforesaid work program shall be prepared by the Executive Director and submitted to the Budget Committee for its review, and after review and adjustments are made at the direction of the Budget Committee, the budget and work program shall be submitted to the Board of Directors for approval, or amendment and approval, prior to July 1 of each year.
- 9.3 The Budget Committee shall consult with and assist the Executive Director in the preparation of the budget which shall be presented to the Board of Directors; it shall review proposals for budget changes and amendments that may be made throughout the year, and make appropriate recommendations to the Board of Directors, which shall have the authority to approve such changes or amendments.
- 9.4 The Executive Director shall have authority to expend funds as outlined within the annual budget. The Board of Directors shall first approve any purchase exceeding \$2,000.00. The Board of Directors must approve any changes exceeding 10% of the budget amount allocated.

Commented [DB18]: Article IX, Section 9.1 - Current bylaws state that the budget and work program are to be submitted to the Board of Directors and approved by Commission membership. In practice, the Executive Board (Budget Committee) conducts the initial review of the budget and work program and the Board of Directors makes the final approval.

Commented [DB19]: See comment above for Article IX, Section 9.1.

Commented [DB20]: See comment above for Article IX, Section 9.1.

Commented [DB21]: Current bylaws require Commission membership to approve changes exceeding 10% of the budget amount allocated. This amended language reflects current practice of having the Board of Directors make such an approval.

ARTICLE X

Annual Report

- 10.1 The Executive Director shall prepare an annual report, setting forth the activities and work of the Commission for the previous fiscal year. The annual report shall be submitted to Commission membership at the Commission's Annual Meeting.
- 10.2 The annual report shall be submitted to the local governments within the Region, to the members of the Missouri General Assembly representing any district, which is within or partly within the Region, and to the Missouri Office of Administration. The annual report shall also be made available to the general public.
- 10.3 The fiscal records of the Commission shall be audited annually by a certified public accountant that maintains an office in the state of Missouri.

Commented [DB22]: Current bylaws state that the annual report should be completed by September 1. Current bylaws also require that the Executive Committee to receive the Annual Report for appropriate action and then submitted to the Commission membership where it should be formally adopted. In practice, the annual report is completed in time for the Annual Meeting where it is distributed to membership for the first time. No official action to adopt the Annual Report is taken.

ARTICLE XI

General

- 11.1 None of the members of the Commission or Board of Directors shall be personally liable under, upon, or in connection with any other obligations or liabilities of the Commission.
- 11.2 In any case where a provision of these bylaws, or an amendment thereto, may be in conflict with the agreement and resolution establishing the Commission, and any amendments thereto, said agreement and resolution, and any amendments thereto, shall prevail.

Commented [DB23]: Current bylaws require that the CPA used for the RPC's audit have an office in the six-county RPC region. In practice, the auditor that the RPC has used for multiple years does not have an office in the region. There are limited CPAs familiar with Regional Planning Commissions and our operations so it is prudent to look outside our region when procuring an auditor.

ARTICLE XII

Amendments

- 12.1 The bylaws of the Commission may be amended by the majority vote of the Board members present at any regular meeting of the Board of Directors, or at any special meeting thereof, at which a quorum is present; provided that notice of such regular or special meeting shall include a reference to the proposed amendment.

Commented [DB24]: Current bylaws state that the bylaws may only be amended by a vote of Commission members, and specifically state that the Board of Directors shall not have the authority to amend or repeal bylaws. This amended language reflects current practice that the bylaws should be amended by the Board of Directors.

ARTICLE XIII

Dues

- 13.1 Annual Membership Dues: Each member of the Commission shall be assessed dues at the rate of .31 (thirty-one cents) per capita annually as hereinafter provided for the financial support of the Commission; however, no member shall be assessed more than \$20,000 in dues annually. Dues structure may be

amended by a 2/3 majority vote of the Board members present at the June meeting of the Board of Directors at which a quorum is present; provided that notice of the meeting shall include a reference to the proposed change to dues structure.

- 13.2 Computation of Dues: The computation of dues of members shall be based upon the latest available census of population information, including annual estimates, prepared by the Missouri State Demographer in conjunction with the U.S. Census Bureau, unless otherwise designated by the Board of Directors. Delinquent dues will be required to be paid before membership privileges are fully restored.
- 13.3 Dues will be considered delinquent if not paid within sixty (60) days of the beginning of the Commission's fiscal year or with prior approval of the Board of Directors.

ARTICLE XIV

Parliamentary Authority

- 14.1 Meetings of the Commission shall be conducted according to procedures contained in Robert's Rules of Order, Revised, unless such procedures are in conflict with the Commission's bylaws, in which case the Commission's bylaws shall prevail.

ARTICLE XV

Civil Rights

- 15.1 This organization shall be an Equal Opportunity Employer and shall conform to the provisions of the Civil Rights Act of 1964 and related legislation.

Commented [DB25]: Current bylaws require the "Council" to vote on dues increases. This is the only place in our bylaws where the term Council is used but given the context of its usage it appears that Council is meant to mean Commission membership. This amended language reflects current practice that it is the Board of Directors that votes on membership dues increases.