

# **Mid-MO RPC Bylaws & Articles of Incorporation**

## **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;
  - 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, Executive Committee, 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.

## **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 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 may be necessary to comply with EDA Economic Development District requirements or for any other good cause.

### ***Board of Directors***

- 4.6 The Board of Directors shall consist of at least twenty (20) members. There shall be three Board members from each county who shall represent the interests of all Commission member communities in their respective county. One Board member from each county shall be a member of the county commission or its designee. The other two Board members from each county 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.
- 4.7 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 may be necessary to comply with EDA Economic Development District requirements or for any other good cause.
- 4.9 Each at-large Board member shall serve a two-year term.
- 4.10 All members of the Board of Directors shall have one vote.
- 4.11 Five (5) Board members shall constitute a quorum.
- 4.12 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.
- 4.13 The Board of Directors shall designate those persons approved to sign checks on behalf of the Commission.
- 4.14 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.
- 4.15 The Board of Directors shall exercise and discharge all powers and duties provided to the Board in these bylaws.

### ***Officers***

- 4.16 The officers of the Commission shall be the Chairman, Vice-Chairman, Secretary, Treasurer, Chairman of the Personnel Committee, and Past-Chairman.
- 4.17 All officers of the Commission shall be chosen from amongst the members of the Board of Directors and elected by a vote of the Board of Directors.

- 4.18 An officer of the Commission may be removed at any time without cause by an affirmative vote of the majority of Board members.
- 4.19 Any officer position that becomes vacant shall be filled for the unexpired term thereof by a vote of the Board of Directors.
- 4.20 The Chairman shall preside at all meetings of the Board of Directors, Executive Committee, and Commission membership and shall have the authority to execute all instruments for and on behalf of the Commission.
- 4.21 The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman.
- 4.22 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.
- 4.23 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.
- 4.24 A staff person(s) under the supervision of the Executive Director may perform any duty of the Secretary and/or Treasurer.
- 4.25 The officers shall perform such other duties as may, from time to time, be prescribed by the members.
- 4.26 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***

- 4.27 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.
- 4.28 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 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.

- 4.29 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 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.

## **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 Board of Directors, Executive Committee, or Commission membership 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 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 pubic 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 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.

## **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 unless the Commission is acting as a pass-through entity. The Board of Directors must approve any changes exceeding 10% of the budget amount allocated.

## **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.

## **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.

## **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.

## **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.