

BOONSLICK REGIONAL PLANNING COMMISSION BYLAWS

ARTICLE I NAME, AREA AND OFFICE LOCATION

1. Name-The Council shall be known as the Boonslick Regional Planning Commission.
2. Area-The Council shall encompass that area of the State of Missouri known as the Boonslick Region and composed of Lincoln, Montgomery, and Warren Counties and the local units of government within. A 2/3 majority vote of the quorum present of the membership of Boonslick Regional Planning Commission is required to change the geographic boundaries of the region, or membership of the organization.
3. Office Location-The Council shall maintain its principal office in a place within the Boonslick Region, presently listed as 111 Steinhagen Road, Warrenton, MO, and other temporary places as designated by the Executive Committee.

ARTICLE II PURPOSE AND FUNCTIONS

1. Purpose-the purpose of the Council shall be to increase communication, cooperation, and coordination between the member governments in the planning and development of a suggested guide for the orderly development of the Boonslick Region.
2. Functions-In support of its overall purpose, the Council shall conduct but not be limited to the following functions:
 - 2.1. To prepare and adopt, after having held region wide public hearings for citizens' comments and input, a comprehensive plan which shall show the Council's recommendations for the physical, social, and economic development of the Boonslick Region.
 - 2.2. To gather and analyze all data pertinent to the above function, preparing such maps, charts, tables and documents as necessary.
 - 2.3. To provide, upon request, special planning services and other types of technical assistance to local units of government within the Boonslick Region.
 - 2.4. To review and comment on the proposed use of federal funds within the Boonslick Region to ensure that these funds and/or projects will aid, rather than hinder, planned development and any specific city or county plan.
 - 2.5. To initiate applications for funds from governmental or private agencies, to contract or to assist local units in contracting with regard to such funds in order to further the effectiveness of individual local units of government and the Council, and to provide for the general development of the Boonslick Region.

- 2.6. To consider such other matters of concern to the Boonslick Regional as may come before the Council.

ARTICLE III MEMBERSHIP

1. Definitions

- 1.1. Member-Each city and county unit of government in the Boonslick Region that has submitted a Resolution as specified in Chapter 251.250 RSMo (1969) shall constitute the membership of the Boonslick Regional Planning Commission.
- 1.2. Voting Member-Each member whose dues are in good order and is thus permitted to vote shall constitute a voting member of the Council.

2. Composition

- 2.1. Full Council-The full Council shall consist of participating members who shall represent the local units of government within the boundaries of the Boonslick Region.
 - 2.1.a. Each county shall be entitled to three (3) voting members on the full Council who shall be members of the County Court, or persons designated by the County Court.
 - 2.1.b. Each incorporated municipality shall be entitled to one (1) voting members who shall be the mayor or chairperson, or a person designated by the mayor or chairperson with the approval of the city council or municipal board.
 - 2.1.c. The delegates representing local governments shall nominate and elect three (3) at-large members. The at-large members shall represent the interest groups listed in Sections 2.1.d. that are not represented by member government delegates.
 - 2.1.c.1. The composition of the board of directors shall contain special interest groups, known as stakeholder organization representatives as prescribed by Section 303.4.1 of the Economic Development Administration Regulations. Such representatives shall be no less than one (1), and no more than 35% of the entire board. The stakeholder organization representative must be at least one from any of the following categories: chamber of commerce, workforce development, post-secondary education, and labor groups.
 - 2.1.c.2. The composition of the board of directors shall contain private sector representatives as prescribed by Section 303.4.1 of the Economic Development Administration Regulations. Such representatives shall be no less than one (1), and no more than 35% of the entire board. Private Sector Representatives are defined as "with respect to any for-profit enterprise, any senior management official, or executive holding a key decision-making position.

- 2.1.c.3. The delegates representing local governments shall nominate and elect a minority representative(s). The number of minority representatives shall be consistent with the minority composition of the region, but shall be no less than one (1).
- 2.1.d. The delegates representing member governments shall be polled to determine what interest they represent. The board should include representatives of local governments, business, industry, finance, agriculture, the professions, organized labor, utilities, education, community organizations, public health agencies, the unemployed or underemployed, racial or ethnic minorities, and women.
- 2.2. Executive Committee-The membership of the Executive Committee shall consist of two representatives from each of the three (3) counties, but these members not to be from the same municipality or governing body, who shall be elected by the general membership at the annual meeting of the organization.
- 3. Duration of Membership-Council members shall serve for the term of the incumbency of their elected office, or the period of four (4) years, whichever shall first occur, and shall be eligible for reappointment.
- 4. Termination of Membership-Terms of Council members shall be terminated when they no longer serve as a member of the County Court, or as a designee of the County Court, or as a mayor or chairperson, or as the designee of a mayor or chairperson. Their successors shall be appointed by the local units of government making the original appointment.
- 5. Resignation of Members-In the event any member shall resign or be unable or unwilling to serve, his/her successor shall be appointed by the local unit of government making the original appointment.
- 6. Officers and Terms of Office
 - 6.1. Officers-The officers of the Council shall be voting members of the Council and shall be chosen from among those persons elected to the Executive Committee as hereinafter provided.
 - 6.2. Terms of Office and Duties
 - 6.2.a. Chairman-Serves for a two-year term and until his/her successor is elected and qualified. The Chairman shall preside at all meetings of the Council and shall execute all instruments for and on behalf of the Council. The Chairman shall co-sign all checks, together with the Treasurer, for and on behalf of the Council. The Chairman shall serve not more than two (2) consecutive terms.
 - 6.2.b. Vice Chairman-Serves for a two-year term and until his/her successor is elected and qualified. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman. The Vice Chairman shall serve not more than two (2) consecutive terms.
 - 6.2.c. Secretary-Serves for a two-year term and until his/her successor is elected and qualified. The Secretary shall assume the office of the Chairman in the

absence of the Chairman and Vice Chairman. The Secretary shall co-sign all checks for and on behalf of the Council in the absence of either the Chairman or the Treasurer. The Secretary shall cause to be recorded all the proceedings of the meetings of the Council in a book to be kept for that purpose. He/She shall give notice of all meetings of the Council as required. The Secretary shall have custody of and provide for the safekeeping of all documents of the Council, provided, however, that her/she may delegate clerical duties to the Executive Director. The Secretary shall serve not more than two (2) consecutive terms.

6.2.d. Treasurer-Serves for a two-year term and until his/her successor is elected and qualified. The Treasurer shall have custody of the funds of the Council and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all monies in the name of and to the credit of the Council in such depositories as may be designated by the Council. The Treasurer shall disburse the funds of the Council as ordered by the members, taking proper vouchers for such disbursements, and shall render to the members an assessment of the transactions and of the financial condition of the Council as required by the members. The Treasurer shall not serve more than two (2) consecutive terms.

6.3. Election Procedures-A nominating committee composed of at least three (3) voting members from either the Executive Committee or the full Council shall be appointed by the Chairman. The nominating committee shall make a report at the annual business meeting. The nominating committee shall nominate a candidate(s) for each office. The election of officers shall take place at the annual meeting, and at that time, the Chairman shall relinquish the Chair to the Executive Director or other staff person, who shall serve as temporary chairperson during the election of officers. The temporary chairperson shall call for additional nominations for each office from the floor. Elections shall begin with the office of Chairman, and then proceed with the other offices of the Council. The officers so elected shall take office at the January Executive Committee meeting.

ARTICLE IV MEETINGS

1. Regular Meetings-All regular and special meetings of the Council shall be open and public meetings. Regular meetings shall be held quarterly or as otherwise designated by the Executive Committee.

2. Special Meetings

2.1. Written Notice-The Chairman may call special meetings of the Council with five (5) days written notice at such time and place and for such purposes as the said Chairman may designate. Special meetings of the Council shall be called upon the written request of one-third of the voting members of the Council filed with the Secretary, which request shall designate the time and place and purpose of the meeting. The business of any special meeting shall be limited to the stated purpose of that meeting.

- 2.2. Emergency Procedure-For those situations in which the necessity for immediate Council action precludes the calling of a special Council meeting by written notice because of time constraints or adverse weather, the Chairman shall be authorized to act for the Council in such emergency situation after telephone consultation with the full Executive Committee membership has determined by a simple majority vote the particular action to be taken. After such emergency action, at the next regularly scheduled meeting of the Council, the Chairman shall fully describe the emergency situation, the telephone consultation with the Executive Committee membership, and the Council action thus determined by simple majority vote of the full Executive Committee membership and carried out by the Chairman, which description shall be made a part of the minutes of that regularly scheduled Council meeting.
3. Place of Meetings-The Chairman may designate any time and place within the Boonslick Region as the place of meetings.
4. Notice of Meetings-Written notice of regular and special meetings of the Council shall be given to each member and to the Office of Administration by the Secretary at least five (5) days prior to the date of the meeting. The notice shall include a copy of the agenda for that meeting, but the business at a regular meeting shall not be restricted to agenda items. By unanimous consent of all voting members of the Council, the requirement of notice can be waived. A notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member of the Council at his/her last known address as appears on the records of the Council.
5. Quorum-A quorum of the voting members shall be defined to include not less than eleven (11) voting members of the Council present at the meeting for the transaction of business at such meetings. Every decision of a quorum of the members present at any regular meeting shall be valid as the binding act of the full Council. If a quorum is not present at any meeting, those members present and entitled to vote shall then have power successively to adjourn the meeting without further notice to a specified date not later than thirty (30) days after such adjournment. At such adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting which was adjourned.
6. Voting-Each voting member of the full Council, including the Chairman, shall have one (1) vote on all matters voted upon. Proxy voting shall not be permitted.
7. Meeting Minutes-The minutes of each meeting shall be prepared promptly after each meeting and distributed to the Council members in advance of the next scheduled meeting. A copy of the minutes of each meeting shall be sent to the Office of Administration for informational purposes. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the Secretary and by the presiding officer.

ARTICLE V EXECUTIVE COMMITTEE

1. General Powers-The operational affairs of the Council shall be managed by the Executive Committee.
2. Voting Membership-The voting membership of the Executive Committee shall consist of six (6) voting members of the Council, who shall be elected at the Annual Meeting of the

membership. The Executive Committee shall be geographically balanced, one (1) member from each county shall be a member of the County Court, or his/her designee. The remaining member from each county shall be mayors or chairpersons of the municipalities of the county, or their designees.

3. Terms of Office-The term of office for the members of the Executive Committee shall be two years.
4. Tenure-Members of the Executive Committee shall serve at the discretion of the respective local units of government for a term of two (2) years and shall be eligible for re-election.
5. Officers-The Chairman, Vice Chairman, Secretary, and Treasurer of the Executive Committee shall be elected by the membership at the Annual Meeting for a term of two (2) years, and shall serve as officers of the full Council. The officers shall serve not more than two (2) consecutive terms per office.
6. Meetings-The Executive Committee shall meet at the call of the Chairman, or at the request of four (4) voting members of the Executive Committee. All meetings of the Executive Committee shall be open and public, except as provided in the Revised Statutes of the State of Missouri.
7. Special Authority of the Executive Committee-The Executive Committee shall supervise the execution of the programs, the appointment of advisory and standing committees, the employment, and discharge of the Council Executive Director, and the control of expenditures incurred in the execution of the program of funds allocated to the Council. The Executive Committee shall also be charged with the direction of all other programs by the Council.
8. Quorum-A majority of the voting members of the Executive Committee present at the meeting shall constitute a quorum for the transaction of business at such meetings.
9. Voting-Each voting member of the Executive Committee, including the Chairman, shall have one (1) vote on all matters voted upon. Proxy voting shall not be permitted.
10. Postponement of Action-Action on any matter under consideration by the Executive Committee at any regular or special meeting may be postponed until the next monthly or special full Council meeting if so requested by any one voting member of the Council in attendance at such meeting.
11. Delegation of Authority to the Executive Director-The Executive Committee, with the concurrence of the full Council, may delegate to the Executive Director such authority as it deems necessary and appropriate.

ARTICLE VI STANDING COMMITTEES

1. Budget and Finances Committee-The Chairman, with the approval of the Executive Committee, shall annually appoint at the January Executive Committee meeting a budget and finances committee composed of three (3) voting members of the Council, one (1) of which shall be the Treasurer. This committee shall oversee all program expenditures of the Council, and shall prepare, with the assistance of the Executive Director, a preliminary

annual budget for the upcoming fiscal year for final action by the Council at the June Council meeting. Meetings shall be called as necessary by the committee chairman.

2. Bylaws Review Committee-The Chairman, with the approval of the Executive Committee, shall annually appoint at the January Executive Committee meeting a bylaws review committee composed of three (3) voting members of the Council. This committee shall annually review the Bylaws of the Council and report any suggested or recommended amendments to the full Council for final action at the June Council meeting. Meetings shall be called as necessary by the committee chairman.
3. Goals and Objectives Committee-The Chairman, with the approval of the Executive Committee, shall annually appoint at the January Executive Committee meeting a goals and objectives committee composed of three (3) voting members of the Council. This committee shall obtain the goals and objectives of the local units of government within the Boonslick Region, and shall use them to develop, with the assistance of the Executive Director, the regional goals and objectives for use in the preparation of the Annual Work Program and Overall Program Design for each upcoming fiscal year. Regional goals and objectives shall be adopted annually by the Council at the December Council meeting, along with the proposed Annual Work Program and Overall Program Design. Meetings shall be called as necessary by the committee chairman.
4. Transportation Advisory Committee-The Chairman, with the approval of the Executive Committee, shall annually appoint at the January Executive Committee meeting a committee chairman to lead the Transportation Advisory Committee. The Transportation Advisory Committee shall be comprised of delegates representing all member governments with a population in excess of 500. All member governments with a population in excess of 500 are allowed to appoint a representative to serve on the Transportation Advisory Committee. If, after 60 days notice, the entity fails to appoint a delegate, the County Commission of the County in which the community is located is allowed to appoint a delegate to fill the vacancy. The Transportation Advisory Committee is an ongoing function of BRPC. The Transportation Advisory Committee is charged with the responsibility of identifying and prioritizing transportation needs in the region. The Transportation Advisory Committee's list of priorities is presented to the BRPC Board of Directors for concurrence and adoption prior to sending to MoDOT.

ARTICLE VII STAFF

1. Selection-The Executive Committee shall appoint such staff at such rates of compensation as it determines to be required in the operation of the Council programs.
2. Executive Director-The staff shall be headed by an Executive Director, who will administer programs of the Council, including the administration of finances, the initial screening of personnel, the coordination of the work programs, provide assistance in the conduct of meetings by all committees, and the production of studies in the work program. She/he will be directly responsible to the Executive Committee, while keeping any other committees fully informed at all times on the progress of the work, and coordinating the work programs with the members of these committees. The Executive Director shall serve at the pleasure of the Executive Committee.

3. Other Staff Members-All other members of the staff will be hired by the Executive Director. All staff personnel will be responsible to the Executive Director for the performance of their duties. The staff members shall serve at the pleasure of the Executive Director. The Executive Director shall have the authority to temporarily suspend a staff person subject to final review and action by the Executive Committee.

ARTICLE VIII FINANCES AND ANNUAL REPORT

1. Fiscal Year-The fiscal year of the Council shall be from July 1 to June 30.
2. Annual Membership Dues-Each member of the Council shall be assessed dues annually as hereinafter provided for the financial support of the Council.
3. Computation of Dues-The computation of dues of members shall be based upon a per capita assessment of the local units of government, using the latest official decennial census of the United States Department of Commerce Bureau of the Census for the entire area, or the 5-year mid-term population estimates provided by the United States Department of Commerce Bureau of the Census.
4. Budget
 - 4.1. Work Program-Annually and at least 30 days prior to the end of the Council's fiscal year, the Executive Director, with the assistance of the goals and objectives committee, shall prepare a work program setting forth the proposed activities and work of the Council for the ensuing fiscal year and the budget and staff requirements for such programs, which shall be used as the operating guide for the Council for that particular period. The work program shall be submitted to the Executive Committee for appropriate action and, if approved, to the full Council for adoption.
 - 4.2. Budget-A budget to underwrite the aforesaid work program shall be prepared by the budget and finances committee and the Executive Director, which shall be submitted to the Executive Committee for final approval prior to June 1 of each year. The budget shall also show the proportionate share of each local unit of government participating in the Council. The budget, as approved by the Executive Committee, shall be submitted to the full Council for adoption, in sufficient time to present to the local units of government within the Boonslick Region for action at least 30 days prior to the end of the Council's fiscal year. The budget, as adopted, shall be presented to political subdivisions, parties to the agreement and resolution, for appropriate action by each, pursuant to the provisions of the State and Regional and Community Development Act of 1966.
5. Bonding-All officers and employees of the Council who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Executive Committee.
6. Audit-The financial records of the Council shall be audited by a Certified Public Accountant at least once each fiscal year. An audit report shall be made to the members and to all participating local units of government not later than three (3) months after the completion of any audit. The audit report shall also be made available for inspection by the general public.

7. Annual Report-By December 1 of each year, the Executive Director shall prepare an annual report setting for the activities and work of the Council for the previous fiscal year. The annual report shall be submitted to the Executive Committee for appropriate action and, if approved, to the full Council for adoption. Upon adoption, the annual report shall be submitted to the local units of government within the Boonslick Region, to the members of the Missouri General Assembly representing any district which is wholly or partly within the region, to the members of the United States Congress representing any district which is wholly or partly within the region, and to the Division of State Planning and Analysis, Office of Administration. The annual report shall also be made available for inspection by the general public.

ARTICLE IX DISSOLUTION OF THE COUNCIL

1. Local Units of Government-A local unit of government in the Boonslick Region which has been a participating member of the Council may withdraw from the Council at the end of the fiscal year by a two-thirds vote of the members of the governing body of the local units of government.
2. Council-Upon receipt within thirty (30) days prior to the end of any fiscal year of certified copies of Resolutions recommending the dissolution of the Council adopted by the governing bodies of a majority of the local units of government within the region, including the county court of any county, part of all of which is within the region, and upon a finding that all outstanding indebtedness of the Council has been paid and all unexpended funds returned to the local units of government which supplied them, or that adequate provision has been made therefore, the Governor shall issue a certificate of dissolution of the Council which shall thereupon cease to exist. In addition, certified copies of the Resolutions recommending the dissolution of the Council adopted by the governing bodies of the local units of government as above provided, shall be submitted to all members of the Executive Committee of the Council within thirty (30) days prior to the end of the fiscal year, and placed within a file designated "Resolutions of Dissolution of the Council", which file shall become a part of the official records of the Council.

ARTICLE X AMENDMENTS

1. Submission-Any member of the Council, may at any time, propose amendments to these Bylaws. The proposed amendment shall be submitted to the bylaws review committee at least twenty-five (25) days prior to a meeting of the Executive Committee for consideration by the Executive Committee.
2. Action by the Bylaws Review Committee-The bylaws review committee shall make a full report to the Executive Committee of the Council concerning the amendment not later than ten (10) days prior to the Council meeting at which the proposed amendment will be considered.
3. Action by the Executive Committee-The Executive Committee shall make a full report to the membership of the full Council concerning the amendment not later than ten (10) days prior to the Council meeting at which the proposed amendment will be considered.

4. Annual Review of the Bylaws-The bylaws review committee shall annually review the Bylaws of the Council and report any suggested or recommended amendments to the full Council for final action at the Annual Membership meeting.
5. Adoption and Effective Date of Amendments-Amendments to the Bylaws, proposed as provided above, may be adopted by a majority of the voting members at any regular or special meeting of the Council, and shall become effective upon adoption or upon the date specified in the amendment.

**ARTICLE XI
EFFECTIVE DATE OF BYLAWS**

These bylaws shall be in full force and effect December 2, 2010, as amended.