

**KAYSINGER BASIN
REGIONAL PLANNING COMMISSION
ECONOMIC DEVELOPMENT DISTRICT**

By-Laws

**SERVING THE COUNTIES OF
BATES, BENTON, CEDAR, HENRY, HICKORY, ST. CLAIR and VERNON**

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KAYSINGER BASIN REGIONAL PLANNING COMMISSION
BY-LAWS

ARTICLE I

NAME AND LOCATION

- A. The Commission shall be known as the “Kaysinger Basin Regional Planning Commission” and shall serve any or all of the counties and communities as designated on October 14, 1968, by the Governor of the State of Missouri. Said Region is comprised of Bates, Benton, Cedar, Henry, Hickory, St. Clair and Vernon Counties.
- B. The Region shall maintain its principal office in a place to be designated hereafter by the Board of Directors and may establish field offices at such other places as it may deem appropriate.

ARTICLE II

PURPOSE

- A. A purpose of the Commission shall be to conduct all types of research studies, collect and analyze data, prepare maps, charts and tables and prepare plans for the physical, social and economic development of the region. It shall provide advisory and coordination services to local governmental units and other public and private agencies on regional or local planning problems.
- B. A further purpose of the Commission shall be to promote intergovernmental cooperation in solving local governmental problems. It shall provide a mechanism through or with, which its members can contract and/or cooperate with each other or with any other municipality or political subdivision, or with an elective or appointive official thereof, or a duly authorized agency of the United States, or of this state, or with any other states or their municipalities or political subdivisions, or with any private person, firm, association or corporation, for planning, development, construction, acquisition or operation of any public improvement or facility, or for a common service; provided that the subject and purposes of any such contract or cooperative action made and entered into by such municipality or political subdivision shall be within the scope of the powers of such municipality or political subdivision, and/or Commission who are parties to the agreement.

ARTICLE III

POWERS AND DUTIES

- A. The Commission shall exercise and discharge its powers and duties as provided by the State and Regional Planning and Community Development Act of 1966 (RSMo Chapter 251.038 and 251.250 through 251.440) as amended, and accordingly shall:
 - 1. Adopt, amend and repeal By-Laws, rules, regulations governing the conduct of its business and the performance of its functions;
 - 2. Adopt and have a common seal and to alter the same at the pleasure of the Commission;
 - 3. Have authority to sue and be sued;

4. Provide for the internal organizations and administration of the Commission;
 5. Hire employees, fix their compensation and terminate their employment;
 6. Accept, use and dispose of gifts, grants or donations of services or property (real, personal or mixed, tangible or intangible);
 7. Have authority to acquire, hold, use and dispose of the reserves derived from the operation of its facilities and other monies of the Commission;
 8. Have authority to borrow money, make and issue negotiable bonds, certificates, bond anticipation notes, refunding bonds and notes or any part thereof by a pledge of any or all of the Commission's net revenues and any other funds which it has a right to, or may hereafter have the right to pledge for such purposes;
 9. Have authority to provide, in the preceding, authorization for such obligation for remedies upon default in the payment of principal and interest on any such obligations but not limited to, the appointment of a trustee to represent the holders of such obligations in default and the appointment of a receiver of the Commission's property, such trustee and such receiver to have the powers and duties providing for the preceding authorization of such obligations;
 10. Enter into and perform such contracts, leases, agreements or other transactions as may be necessary in carrying out its functions as provided by the Act and consistent therewith;
 11. Have authority to exercise any powers as are available under existing laws, to do and perform any acts and things or take such other action and incur such other expenses as may be necessary or appropriate to carry out its purposes under the Law and consistent therewith, under, through or by means of its officers, agents or employees or by contracts with any person, organization or agency;
 12. Have authority to fix, establish and maintain such rates, tolls, fees, rentals and other charges for the services and facilities of the Commission sufficient to pay at all times the costs of maintaining, repairing and operating said facilities, to pay the principal of and interest on bonds of the Commission, then outstanding, to provide for replacements, depreciation and necessary extensions and enlargements and to provide a margin of safety;
 13. Have authority to make or cause to be made studies and surveys necessary or useful and convenient to carrying out the functions of the Commission.
- B. The Commission shall prepare, adopt, revise and maintain a "Comprehensive Development 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. 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. The plan shall also include recommendations for the development of the human resources of the area, including, but not limited to, social planning, health and welfare needs and services to the indigent, the youth, the elderly, the minorities and to the handicapped. Law enforcement and drug abuse enforcement problems will be identified and recommendations for assistance will be provided.

Such plans shall be designed to serve as a guide to a harmonious “Regional Planning Program” that will promote the public welfare and economic prosperity of the Region in an efficient manner. The Plan shall be designed to be in compliance with the State and Regional Planning and Community Development Act of 1966, as amended.

- C. The Commission shall provide, upon request, special planning and/or management services to local units of government and shall coordinate matters of local interest throughout the Region.
- D. The Commission shall have the authority to coordinate activities and planning procedures for adjoining regions of Missouri and the State of Kansas for the common good.

ARTICLE IV

MEMBERSHIP AND ORGANIZATION

- A. The membership and the administrative organization of the Commission shall be and perform as follows:

- 1. **REGIONAL PLANNING COMMISSION (FULL COMMISSION)**

There shall be a Regional Planning Commission, the members of which shall represent their respective local units of government either as elected officials or appointed representatives. The Commission may discuss any matters concerning planning or other governmental operations which, in the opinion of the members, involve or should involve inter-local governmental coordination. The Commission shall bring to the attention of the Board of Directors any matters which, in their opinion, should be studied by the Board of Directors and may recommend priorities regarding scheduling of such studies. The Commission shall review the progress of the various studies and plans under preparation and shall, after due consideration, recommend to the Board of Directors any additions, changes or suggestions which the Commission shall deem appropriate. The Commission, following acceptance of any proposed plan or program by the Board of Directors, shall then hold public hearings, review, amend and adopt such plans and programs. Following the adoption of any plan and/or program, the individual Commission members shall advise their respective units of government of the purport and content of such plans and programs to the end that the plans and programs adopted by the Commission may be appropriately adopted and implemented by the member units of government, if that unit of government wishes to do so.

- a. **MEMBERSHIP:** The Commission membership shall consist of the members from the participating local units of government. Each member county shall be entitled to one (1) representative on the Commission, and each member incorporated community shall be entitled to one (1) representative or their designee. It shall be understood that the member designated by the county shall represent those special interests or sub-governmental units outside of municipal incorporated units. As significant increases in population occur, the membership will be reflective of the population of the region.
- b. **MEMBERS TERM:** The terms of the members of the Commission shall be for the term of the unit of government membership or for three (3) years, whichever is less, and may be reappointed thereafter. However, one-third (1/3) of the members first appointed shall serve for one (1) year, one-third (1/3) shall serve for two (2) years, the balance shall serve for three (3) years. The right of recall of a representative shall be retained by the appointing governmental unit.

- c. **QUORUM:** An attendance of one-third (1/3) of the Commission members at a duly called meeting of the Commission shall constitute a quorum. Every decision of a majority of the members present at any meeting at which there is a quorum shall be valid as the binding act of the Commission. If a quorum is not present at any meeting, the members present and entitled to vote shall have the power successively to adjourn the meeting to a specified date not later than sixty-one (61) days after such adjournment with notice to all members of the new date. 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.
 - d. **COMMISSION MEETINGS:** The Commission shall meet on a semi-annual basis, on the third Thursday in the months of May and November. This does not preclude the holding of special meetings or executive sessions. Regular and special meetings shall be open to the general public. Regular meetings of the Commission shall be held at the locations agreed to by the members. Special meetings may be called by the Chairperson at such time and place and for such purpose as the said Chairperson shall designate. Special meetings of the Commission may also be called upon written request of one-third (1/3) of the members, said request to be filed with the Secretary. The 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. Notice of regular meetings shall be mailed at least seven (7) days prior to the scheduled meeting date. Notice of special meetings may be given seven (7) days prior to the meeting or three (3) days, in the event of an emergency, by telephone. Attendance at the special meeting shall serve as verification that the notice was received in a timely manner by the member.
 - e. **COMMISSION OFFICERS:** The officers of the Board of Directors shall be the officers of the Commission in accordance with Article IV, Section A2, item (e).
 - f. **COMMISSION VOTING PRIVILEGE:** Each full member (paying member unit of government and county representative) shall be entitled to one (1) vote. Proxy voting shall not be permitted.
 - g. **ATTENDANCE:** In the event a Commission member has unexcused absences at two consecutive Commission meetings, the local governing body of that member will be contacted and will be asked to either assure that the representative will improve upon their attendance or they will be asked to appoint a more attentive elected official.
 - h. **POWERS OF DUTY:** The Commission shall have and possess such powers, duties and functions as are set out herein, by statute or by proper resolution of the Commission.
2. **KAYSINGER BASIN REGIONAL PLANNING COMMISSION BOARD OF DIRECTORS.**

There shall be a Board of Directors which shall be the governing body of the Commission, and between meetings of the entire membership, shall be responsible for the general policies and programs of the Commission and for the control of all its funds and assets. The Board of Directors shall also be responsible for preparing business for the regular and special meetings of the membership of the Commission, preparing a work program, preparing and adopting plans for transmittal to the Commission, preparing and adopting budgets and employing such staff as necessary.

- a. **MEMBERSHIP:** The membership of the Board of Directors shall consist of not more than twenty-one (21) members, fourteen (14) of which shall be full Commission voting members. The remaining seven (7) members shall be chosen by the Board of Directors to assure the capability of meeting the U.S. Economic Development Administration board composition guidelines. There shall be no more than three (3) members on the Board of Directors from each county in the region. The members shall be determined as follows:
- 1) The member of the full Commission representing each county shall be a member of the Board of Directors.
 - 2) All members of the full Commission representing an incorporated community shall caucus by county and elect one of their members as a member of the Board of Directors.
 - 3) In the event that a county commission shall not be a participating member, the members of the full Commission representing an incorporated community shall caucus by county and elect two (2) of their members as members of the Board of Directors. Said additional incorporated community member shall be designated to represent the unincorporated area of the county and shall serve a full one (1) year term even though the county commissioners may elect to become a participating member of the full Commission.
 - 4) The Kaysinger Basin Regional Planning Commission has obtained for the Region the U.S. Economic Development Administration designation as an Economic Development District. To maintain that designation, certain conditions must be met by the Commission; one of those conditions is a specified composition of Board of Directors members. To assure compliance with the membership composition, the Board of Directors has authorized an expanded Board of Directors membership. The expanded membership classification will include seven (7) members, chosen at large by the Board, one (1) from each county within the Designated District. The local units of government within each county may recommend a candidate for the appointment from the respective county; however, the Board of Directors shall not be required to choose a member that has been so recommended.
- b. **MEMBERS TERM:** The Board of Directors members shall serve a term of one (1) year, or until their successors have been designated and duly qualified as provided herein. A Board of Directors member may be reappointed thereafter.
- c. **QUORUM:** A quorum of the Board of Directors shall consist of one-third (1/3) of the voting members at a duly called meeting of the Board of Directors. Every decision of a majority of the members present at any meeting at which there is a quorum shall be valid as the binding act of the Board of Directors. If a quorum is not present at any meeting, the members present and entitled to vote shall have the power successively to adjourn the meeting to a specified date not later than sixty-one (61) days after such adjournment with notice to all members of the new date. 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.
- d. **BOARD OF DIRECTOR MEETINGS:** The Board of Directors shall meet on a bi-monthly basis, on the third Thursday in the months of January, March, May, July, September and November. This does not preclude the holding of special meetings or

executive sessions. Regular and special meetings shall be open to the general public. Regular meetings of the Board of Directors shall be held at the locations agreed to by the members. Special meetings may be called by the chairperson at such time and place and for such purpose as the said chairperson shall designate. Special meetings of the Board of Directors may also be called upon written request of one-third (1/3) of the members, said request to be filed with the Secretary. The 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. Notice of regular meetings shall be mailed at least seven (7) days prior to the scheduled meeting date. Notice of special meetings may be given seven (7) days prior to the meeting or three (3) days, in the event of an emergency, by telephone. Attendance at the special meeting shall serve as verification that the notice was received in a timely manner by the member.

- e. **BOARD OF DIRECTORS OFFICERS:** The Board of Directors shall every two (2) years, at the November meeting on even years, elect four (4) officers (Chairperson, Vice-Chairperson, Secretary and Treasurer) from the Board of Directors membership. At the expiration of their term of office, they may be re-elected. The officers shall serve until their successors are elected and shall have been qualified. Any vacancy occurring in any office shall be filled for the unexpired term thereof by the members in the same manner as provided for elections. The officers shall assume the normal roles of office in accord with Roberts Rules of Order and as follows:
- 1) The Chairperson shall preside at all meetings and shall execute all instruments for and on behalf of the Commission, unless other execution authorization is given by the Board of Directors.
 - 2) The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers for the Chairperson.
 - 3) The Secretary shall cause to be recorded all the proceedings of the meetings of the Commission and the Board of Directors in a book to be kept for that purpose. The Secretary shall give written notice of all regular and special meetings of the Commission and the Board of Directors to each member and to the Director of the Missouri Office of Administration at least seven (7) days prior to the date of the next scheduled meeting. The mailed notices of all meetings shall be given by an agenda for that meeting. Written notice may be waived in writing by a member and attendance at the meeting shall constitute a waiver of notice 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. Electronic media waiver shall be accepted. A notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member at the last known address as it appears on the records of the Commission. The minutes of each meeting shall be prepared and distributed, to the members, at least seven (7) days prior to the date of the next meeting. A copy of the minutes of each meeting shall be sent to the Missouri Office of Administration for information purposes. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the presiding officer. The Secretary shall have custody of and provide for safekeeping of all documents of the Commission. All records of the Commission shall be a public record, provided however, that technical data of a confidential or private nature, may be kept confidential by the Board of Directors.

- 4) 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. Said deposits are to be made within three (3) days of receipt when physically possible. The Treasurer shall disburse the funds of the Commission as ordered by the members, taking proper vouchers for such disbursement, and shall render to the members an accounting of transactions and of the financial condition of the Commission as required by the members. The Treasurer shall co-sign all checks together with one (1) other elected officer of the Commission, for and on behalf of the Commission.
- f. VOTING PRIVILEGE: Each member of the Board of Directors shall be entitled to one (1) vote. Proxy voting shall not be permitted.
- g. ATTENDANCE: In the event a Board member has unexcused absences at three consecutive Board meetings, the local governing body of that member will be contacted and will be asked to either assure that the representative will improve upon their attendance or they will be asked to appoint a more attentive elected official.
- h. POWERS OF DUTY: The Board shall have and possess such powers, duties and functions as are set out herein, by statute, or by proper resolution of the Commission and/or Board.
- i. EMPLOYEES OF THE COMMISSION: The Board of Directors shall 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. Such appointments shall be held for such time and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Such Executive Director, and such other personnel, shall establish residency within the Kaysinger Basin Region within the first sixty (60) calendar days of employment. Any employee of the Commission shall be a citizen of the United States.

In the event it shall be necessary to employ legal counsel, engineering services or a Certified Public Accounting firm for auditing, budgeting or other purposes, the same shall be selected by the Board of Directors, preference shall be given to a person or firm having an office located within the Region. In the event that the Board of Directors decide that the persons or firms responding to the "Request for Qualifications", having an office within the Region, are either not responsive, reasonable or qualified, the Board of Directors shall give next preference to an instate firm.

- 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 Commission and to the general supervision of the Board of Directors. For a complete job description of the Executive Director, please see Appendix A. The Executive Director shall, with advice and consent of appropriate committees, make recommendations for appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The Executive Director may testify, with the consent of the Board of Directors, before appropriate public bodies or committees thereof on such policies

and recommendations as may be adopted and approved by the Commission or Board of Directors and may consult and confer with appropriate public officials or other persons on behalf of the Commission and/or Board of Directors in connection with the programs of the Commission. The Executive Director, under the supervision of the Secretary or Treasurer, may perform any of the duties of the Secretary or Treasurer, except that the Executive Director will not be permitted to cosign checks. 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 Board of Directors and/or Commission, with the approval of the Board of Directors. The Executive Committee or the Board of Directors shall research, interview and recommend an Executive Director and the proposed salary to the Board of Directors prior to the filling of the position. In the event the Board of Directors do not approve the name submitted by the Executive Committee, the Executive Committee will submit an additional name. The above stated authority, powers and duties given by these By-Laws shall be amended to incorporate the intent of any executed administrative agreements which may now exist or may be executed in the future between the Board of Directors and a second party.

- 2) Additional Staff: The Executive Director, with the Personnel Committee, may recommend to the Board of Directors, staffing needs of the Commission. Such personnel as are authorized and approved shall be appointed by the Executive Director, with the consent of the Board of Directors. For a current staffing job description, please see Appendix B. Staff promotions and salaries shall be determined by the Executive Director and/or Personnel Committee with the approval of the Board of Directors, which shall receive and consider, but shall not be bound by the recommendations of the Executive Director and the Personnel Committee. All staff personnel shall be subject to such personnel policies as may, from time to time, be established by the Board of Directors. The Executive Director shall have the responsibility of making recommendations to the Board of Directors for sources of funding for the Commission activities.
- 3) Use of Local Employees: In the event that the Board of Directors uses an employee of a County, City or other governmental unit in the Region, including without limitation an engineer or other employee, the governmental unit employing that person shall provide to the Board of Directors any information necessary to determine the direct cost and expense to that governmental unit of the provision of that employee's service to the Commission, and the Counties and Cities shall share that cost and expense in the same proportion as operating costs and expenses paid directly by the Commission are shared.

j. **COMMITTEES OF THE BOARD OF DIRECTORS:** The Kaysinger Basin Regional Planning Commission, Board of Directors shall, from time to time, have the need of utilizing special committees to research and recommend program operational and developmental activities. The following committees are established as standing committees; the Board of Directors' appointees to the committees may be from the Board of Directors, Commission or from any other source:

- 1) Executive Committee: There is hereby created an Executive Committee pursuant to 251.270 R.S.Mo, which shall be comprised of the elected officers of the KBRPC Board of Directors. The Executive Committee shall exercise authority over all other committees and shall have such other duties, powers and functions as may be

hereinafter provided by proper resolution of the Board of Directors. In addition to duties specifically spelled out in these By-Laws, the Executive Committee will act for the KBRPC Board of Directors when there is not time or it is not practical to assemble the board. "Emergency" actions of the Executive Committee will be affirmed by the Board at the next regular meeting

The Executive Committee shall also recommend to the Board of Directors the person who shall serve as Executive Director and will review the written recommendations the Executive Director submits for all new employees.

- 2) Budget and Finance Committee: The Budget and Finance Committee shall be composed of three (3) members of the Board of Directors, appointed by the Chairperson. The Committee shall regularly review the financial condition of the Commission programs, shall review and recommend an annual program budget, and shall have such other powers, duties and functions as may be hereinafter provided by proper Board of Director resolutions. No more than one (1) member of this Committee shall reside in any one county of the Region.
- 3) Transportation Advisory Committee: The Transportation Advisory Committee (TAC) shall be composed of fourteen (14) members of the membership of the Commission. Each county is to appoint two (2) persons to serve a two (2) year term on the committee. The Board of Directors will then review and approve the appointees and accept those persons as the TAC. The TAC meetings are to be open to the public and held bimonthly in a public place that is easily accessible to the public. Notices of the meetings are to be mailed to the membership, media, the department of transportation and all elected officials within the region. This committee will advise KBRPC of short and long-range transportation needs within the region. From time to time, certain committee members may be asked to participate in statewide planning activities. The executive director and/or designated staff shall be responsible for the preparation and execution of all TAC meetings.
- 4) Regional Economic Development Committee: The Regional Economic Development Committee shall be composed of fourteen (14) members of the membership of the Commission. Each county is to appoint two (2) persons to serve a two (2) year term on the committee. The Board of Directors will then review and approve the appointees and accept those persons as the regional economic development committee. The meetings may or may not be open to the public depending on the information to be discussed and are to be held bimonthly. This committee will advise KBRPC of short and long-range economic needs within the region. Annually, the committee will be asked to participate in the update/renewal of the Comprehensive Economic Development Strategy (CEDS). The Executive Director and/or designated staff shall be responsible for the preparation and execution of all meetings.
- 5) Nominating Committee: The Nominating Committee shall be composed of three (3) members of the Board of Directors, appointed by the Chairperson. It shall be the duty of the Nominating Committee to prepare a slate of officers for consideration of the KBRPC Full Commission at their meeting in November of the appropriate year.
- 6) Temporary Committee: From time to time, there will be the need of temporary committees that will function on an occasional basis for special projects and program

activities. Those Committees shall be initiated by the Chairperson, with the approval of the Board of Directors. The members of any such Committee shall be appointed by the Chairperson and shall have such authority and perform such duties as the members shall designate by resolution.

ARTICLE V

FISCAL YEAR, WORK PROGRAM, BUDGET AND FINANCE

- A. The Fiscal Year of the Commission shall be July 1 through June 30.
- B. Annually and at least ninety (90) days prior to the end of the Commission's fiscal year, 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 activities. The scope of the activities shall be based upon the time frames of the program required actions, and upon the recommendations of the working committees. The work program shall be submitted to the Board of Directors for appropriate action and, when approved, to the Commission for adoption. Said work program may be amended from time to time throughout the year, depending upon unforeseen activities. Amendments shall be reviewed by the Commission following the same procedure as was utilized for the approval of the initial work program.
- C. A budget to underwrite the aforesaid work program shall be prepared by the Budget and Finance Committee and the Executive Director, which shall be submitted to the Board of Directors for approval prior to the May meeting. Along with the budget, there will be a recap sheet showing the contribution of each local government participating in the Commission. The budget, as approved by the Board of Directors, shall be submitted to the Commission for adoption or amendment and adoption at its July meeting. The budget, as adopted by the Commission, shall be presented to member political subdivisions for appropriate action by each, pursuant to the provisions of the State and Regional Planning and Community Development Act of 1966, as amended.
- D. The member share of the budget paid by each entity shall be determined by first, dividing the amount of revenue needed by the total population of the Commission members to determine a per capita cost. Each member shall pay an amount equal to the per capita cost multiplied by its own population. The population figures shall be determined by the latest regular decennial United States Census and shall be adjusted each time a new census figure is established.
- E. The Board of Directors has established a base per capita rate of twenty cents (\$.20); that base rate will be utilized unless the above stated "share formula" is set into place by proper Board of Directors annual resolution.

A similar formula shall be used to determine membership responsibility for any bonds or other forms of indebtedness issued by the District, if authorized by the Commission.

- F. The share of each budget from each Member shall be due in October and payable to the Treasurer of the Commission in an annual payment to be made no later than by the end of January.
- G. The failure of a local unit of government to pay to the Commission the membership assessment shall be considered a withdrawal of that unit of government from the Commission. That withdrawal renders that unit of government ineligible to receive the membership services

provided by the Commission. Any services provided to a non-member unit of government shall be provided through a contractual and/or fee arrangement only. Any contractual services provided to non-member units of government or other entities, by the Commission, will be quoted at a rate which is at a rate of fifteen to sixty percent (15-60%) higher than will be quoted to a member unit of government. The rate shall be determined by the Board of Directors.

- H. 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, but never in an amount that is less than the maximum amount of funds which can be expected in the Commission accounts.
- I. Fiscal records of the Commission shall be audited annually by a Public Accountant, certified in the State of Missouri, who maintains an office in the Kaysinger Basin Region or in a county that is immediately adjacent to this Region. However, in the event the Board of Directors are not satisfied with the bids received, they may resolve to secure bids from beyond the Region or adjacent counties.
- J. The Executive Director shall have the authority to make expenditures of up to five hundred dollars (\$500.00) without Board of Directors or Executive Committee prior approval. Any expenditure between five hundred dollars (\$500.00) to one thousand dollars (\$1000.00) shall first be authorized by the Executive Committee or the Board of Directors. All expenditures in excess of one thousand dollars (\$1000.00) shall first receive Board of Director authorization.
- K. It is expressly understood that the Commission is to be operated not-for-profit and no profit or dividend will inure to the benefit of any of its members of the Commission, Board of Directors, Committees, Boards, Associations or Staff.

ARTICLE VI

BOOKS AND RECORDS

- A. The Commission shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Board of Directors, and the committees having any of the authority of the Board of Directors, and shall keep, at the registered or principal office, a record giving the names and addresses of the members and their representative on the Board of Directors. All books and records of the Commission may be inspected by any member, or their agent or attorney, for any proper purposes at any time during normally accepted office working hours.

ARTICLE VII

ANNUAL REPORT

- A. Within sixty (60) days of the end of each fiscal year, the Executive Director shall prepare an Annual Report setting forth the activities and work of the Commission for the previous year. The Annual Report shall be submitted to the Board of Directors for appropriate action and, if approved, to the Commission for adoption.
- B. Upon adoption, the Annual Report shall be presented to the local governments within the Region, to the members of the Missouri General Assembly representing any county within or partially within the Region and to the Missouri Office of Administration. The Annual Report shall be made available to the general public.

ARTICLE VIII

VOTING RIGHT SUSPENSION

- A. Units of local government failing to pay their proportionate allocated share assessment to the Commission may be suspended from membership privileges and benefits of the Commission during such period of delinquency and shall only be reinstated upon payment of current assessments.

ARTICLE IX

TECHNICAL COOPERATION

- B. The Board of Directors shall request local governmental units of this Region to respond to reasonable requests to make local records available to the Commission staff and its consultants, engineers or other employees for the purpose of completing planning studies. The Board of Directors shall also request that the local governmental units ask any engineers, architects and/or consultants hired by such units of local government to release any materials, data and other pertinent items paid for with public funds to the Commission staff to aid in the preparation of planning studies.

ARTICLE X

EX-OFFICIO MEMBERSHIP

- A. Ex-officio, non-voting members of the Commission shall be as follows:
 - 1. The immediate past chairperson of the Board of Directors if not already a member.
 - 2. The Chairperson(s) of the Board of Directors' appointed Committee(s).
 - 3. The Director of the Office of Administration or a designated appointee from that Office.
 - 4. The Senators and Representatives, who are members of the General Assembly, and whose districts include any part of the Kaysinger Basin Regional Planning Commission planning area.
 - 5. The U.S. Senators and Member(s) of Congress having constituency in the Kaysinger Basin Regional Planning Commission planning area.
 - 6. The Project Directors, or their designated appointee, of the U.S. Corps of Engineers, Missouri Department of Conservation and the Missouri Department of Natural Resources (Parks and Recreation), having one (1) or more facilities within the District.

ARTICLE XI

GENERAL

- A. None of the members of the Commission shall be personally liable under, upon or in connection with any agreements or undertaking entered into by the Commission or in connection with any other obligations or liabilities of the Commission.

ARTICLE XII

AMENDMENTS

- A. The By-Laws of the Commission may be amended by the majority vote of the members present at any regular meeting of the full Commission, or at any special meeting thereof, at which a quorum is present, provided that the notice of such regular or special meeting shall include a copy of the proposed amendment. The Board of Directors shall have no power or authority to amend or repeal By-Laws. In any case, where a provision of these By-Laws or an Amendment thereto, may be in conflict with the State and Regional Planning and Community Development Act of 1966 (Chapter 251, RSMo), as amended, local agreements and local resolutions establishing the Commission and any amendments thereto, said Act, agreements and resolutions and any amendments thereto shall prevail.

ARTICLE XIII

MEMBER WITHDRAWAL

- A. A local unit of government may withdraw from the Kaysinger Basin Regional Planning Commission at the end of any fiscal year by a two-thirds (2/3) vote of the members of the local governing body.

ARTICLE XIV

ASSURANCE OR COMPLIANCE

The Commission hereby states that in conducting the Regional Planning Program and related activities, it will comply with various applicable State and Federal civil rights and property standards, laws and regulations; those that are most common are listed below:

- A. The Commission shall comply with all Federal statutes relating to nondiscrimination (civil rights issues).
- B. The Commission shall comply with the requirements of the Uniform Relocation and Real Property Acquisition Policies Act.
- C. The Commission shall comply with the provisions of the Hatch Act which limit the political activities of employees that are funded in whole or in part with Federal funds.
- D. The Commission shall comply, as applicable, with the provisions of the Davis-Bacon Act in Federally assisted projects.
- E. The Commission shall comply, if applicable, with the Flood Disaster Protection Act.

- F. The Commission shall comply with environmental standards which may be prescribed under the National Environmental Policy Acts.
- G. The Commission shall assure compliance with the National Historic Preservation Act.
- H. The Commission shall provide a Drug-Free Workplace, it has enacted Drug-Free Workplace Resolution, Policies and Statements.
- I. The Commission shall comply with all applicable requirements of all other Federal and State laws, executive orders, regulations and policies governing the regional program and its activities.

ARTICLE XV

DISTRIBUTION OF BY-LAWS

- A. The Executive Director shall cause a no cost copy of these By-Laws to be distributed to the following persons and/or agencies:
 - 1. Kaysinger Basin Regional Planning Commission Members
 - 2. Kaysinger Basin Regional Planning Commission Board of Directors
 - 3. Missouri Office of Administration
 - 4. Committee Members
 - 5. File Copy for Kaysinger Basin Regional Planning Commission

Copies may be provided to other interested persons and/or agencies for the cost of reproduction and shipping.

ARTICLE XVI

APPROVAL AND ADOPTION

APPROVED AND ADOPTED
14 October 1968
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
18 November 1971
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
15 August 1974
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
18 May 1978
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
16 July 1992
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED

21 May 1998
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
27 January 2011
Kaysinger Basin Regional Planning Commission

REVISED, APPROVED AND ADOPTED
18 May 2016
Kaysinger Basin Regional Planning Commission Full Commission

EXECUTION

I, the undersigned Chairman of the Kaysinger Basin Regional Planning Commission and Board of Directors, do hereby certify that the above By-Laws, comprising pages 1 through 18 inclusive, were duly reviewed and amended on this 27th day of January, 2011, at a meeting held to transact official business of this Commission. I further certify that each of the Board of Directors and Commission Members were furnished a copy of the proposed amendments. The copies were provided in advance of the Board of Directors and Commission meetings so as to provide ample time for study and comment. These revised By-Laws shall become effective immediately upon adoption by the Kaysinger Basin Regional Planning Commission and shall be distributed to all known interested parties. With the execution of these By-Laws, all preceding By-Laws of the Commission shall become null and void, and only these By-Laws, dated January 27, 2011 shall remain in effect.

John Neuenschwander, Chairperson

Attest: Brad True, Vice-Chairperson