

MERAMEC REGIONAL PLANNING COMMISSION

BYLAWS

ARTICLE I

Name and Location of Principal Office

- 1.1 The Commission shall be known as the Meramec Regional Planning Commission (MRPC).
- 1.2 The Commission shall maintain its principal office at 4 Industrial Drive, St. James, Missouri, and may establish temporary field offices at other locations within the region as required.

ARTICLE II

Purpose and Mission

- 2.1 Purpose: In accordance with its state statute, herein attached to these bylaws, the Meramec Regional Planning Commission undertakes programs and activities that assist, promote and/or encourage the coordinated and efficient development of the region which will best promote then public health, safety, general welfare and economic prosperity in accordance with existing and future needs, and possesses all other legal powers afforded to regional planning commissions.
- 2.2 The mission of MRPC is to enhance the quality of life for residents of the Meramec Region. In pursuit of this mission, MRPC will bring about results in these areas:
 - Cleaner, healthier and safer communities,
 - Greater socio-economic and cultural wealth through community and economic development, and
 - A stronger, unified voice in the legislative process.
- 2.3 Inurement of Income: No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.
- 2.4 Operational Limitations: Notwithstanding any other provisions of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by a quasi-governmental public organization exempt from federal income tax per state statute.

ARTICLE III

Powers and Duties Generally

- 3.1 The Commission shall exercise and discharge its power and duties as provided by the State and Regional Planning and Community Development Act of 1966 as set forth in Chapter 251, RSMo 1986 (The Act) and accordingly shall:
- a. Adopt, amend and repeal bylaws, as well as 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, provided, however, that such appointment shall be with the recommendation of the Executive Committee and approval of a two-thirds majority of the Commission membership present and voting;
 - d. Accept, use and dispose of gifts or donations of service 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 are consistent with the stated mission of the MRPC.
- 3.2 The Commission may provide at the request of local units of government special planning, development and administrative services to those local units. Such services may also be offered without a request at the direction of the commissioners.

ARTICLE IV

Organization of the Commission

- 4.1 The membership of the Commission shall be composed of representatives from the municipal and county governments which are now or which may be found in the future within the counties of Crawford, Dent, Gasconade, Maries, Osage, Phelps, Pulaski and Washington. Each of the municipal or county governing bodies shall be entitled to one representative who shall have one vote. Member county governing bodies are entitled to one additional at-large representative of for-profit entities appointed by the presiding commissioner with concurrence from the MRPC board.

Membership is obtained by resolution or other appropriate action of the relevant governing body and by payment of dues.

There shall also be at large representatives on the Commission in accordance with EDA Section 303.4-1 of Economic Development Administration Regulations.

No member shall control more than 10 percent of the vote.

At no time shall there be less than 25 members.

Each of the following constituencies shall be represented by one "at large" representative:

- Education (Higher Education Preferred)
- Farming/Ag-Business
- Industry
- Labor
- Underrepresented
- People with Disabilities
- Private Sector Lending Institutions
- Seniors
- Small Business
- Tourism
- Unemployed
- Transportation
- Healthcare

In addition, each member county governing body shall appoint one at-large representative from a for-profit entity from his/her respective county, for a total of eight at-large, for-profit representatives.

The Commission will strive to maintain minority representation on the board that is equal to or greater than the minority population in the region, based on the latest decennial census.

Each at large commissioner shall have one vote.

The membership of the Commission shall be broadly representative of the principle economic interests of the region, including the private sector, public officials, community leaders, representatives of workforce development boards, institutions of higher education, minority and labor groups and private individuals.

The Commissioners for Farming/Ag-Business, Industry and Small Business shall be elected at the regular meeting of the Commission in May 1979 and every three years thereafter.

The Commissioners for Education, Underrepresented, and Unemployed shall be elected at the regular meeting of the Commission in May 1979, in May 1981 and thence every third year.

The Commissioners for Seniors and Labor will be elected at the regular meeting of the Commission in May 1979, again in May 1980 and thence every third year.

The Commissioners for Tourism and People with Disabilities shall be elected at the regular meeting of the Commission in May 1986 and thence every third year.

The Commissioner for Private Sector Lending Institutions will be elected at the regular meeting of the Commission in July 1993, again in May 1996 and thence every third year.

The Commissioner for Transportation will be elected at the regular meeting of the Commission in March 2003, again in May 2006 and thence every third year.

The Commissioner for Healthcare will be elected at the regular meeting of the Commission in December 2012 with the first appointee to serve a 16-month term and all terms thereafter will be three-year terms to be elected every third year.

The eight Commissioners for For-Profit Entities shall be appointed by each of the eight member presiding commissioners, one representing each member county, made effective December 2012 and serving one-year terms with the first appointees serving 16-month terms.

Beginning in May 2014 the For-Profit At-Large Commissioners from Crawford, Dent and Gasconade counties will serve one-year terms and then in May 2015 those terms will go to three year terms to be elected every third year.

Beginning in May 2014 the For-Profit At-Large Commissioners from Maries, Osage and Phelps counties will serve two-year terms and then in May 2016 those terms will go to three year terms to be elected every third year.

Beginning in May 2014 the For-Profit At-Large Commissioners from Pulaski and Washington counties will serve three year terms to be elected every third year. Each presiding commissioner will be responsible for nominating an at-large, for-profit member to represent his/her respective county, with concurrence from the MRPC board, beginning in December 2012.

At large representatives will be elected in accordance with the provisions of Article VII, Section 2-- Conduct of Elections.

At large representatives shall have the same rights and privileges as any other members of the Commission.

Commissioners at large accumulating three consecutive unexcused absences from regularly scheduled meetings shall be removed from the board and the board will nominate and elect a new member to fulfill the remainder of the term and to represent that segment of the community. Attendance at committee meetings shall also be considered as participation in the board meeting. To request an excused absence, the at-large commissioner must contact the MRPC secretary or executive director via phone, email or FAX.

- 4.2 The Commission representative from the municipalities shall be the Mayor or their designee. The Commission representative from the counties shall be the Presiding Commissioner or their designee. Mayors and Presiding Commissioners shall retain their positions as Commission members under this section only so long as they shall hold the required office in their respective governments.

A Designee of the Mayor or Presiding Commissioner 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 City and county officials may appoint temporary alternates to represent them when they find it necessary to miss a meeting. The alternate will have the same voting privileges as the city or county official so long as they have the written permission of the board member to act on behalf of the local jurisdiction. At-large commissioners may also appoint alternates to represent them at meetings that they must miss, in order to present and gather information; however, those alternates will not have voting privileges.
- 4.4 The Commissioner of the Office of Administration, or their designee, shall be an ex-officio nonvoting member of the Commission.
- 4.5 State Senators and Representatives whose districts include any part of the eight-county area served by the Commission shall be ex-officio nonvoting members of the Commission.

ARTICLE V

Meetings

- 5.1 Written notice stating the day, place, hour and purposes for any meeting of the Commission shall be sent not less than five days before the date of the meeting. Such notice may be personally delivered or posted by mail, FAX or electronic media to each member of the Commission. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting.

Public notice of meetings shall be given 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 Statutes 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 requests notice of a particular meeting.

The building located at 4 Industrial Drive, St. James, Missouri shall be the principal office of MRPC. All notices shall be posted on the front door of the main entrance of the principal office.

- 5.2 The Commission shall meet regularly on the second Thursday of each month, except July, at its office in St. James. No meeting is held in July. Meetings may be held at other locations as agreeable to the membership.

Matters of urgency which must be handled before the next regular meeting will be decided by the Executive Committee composed of the Commission officers, the immediate past chair, the at-large commissioner for the underrepresented and one other at-large commissioner elected by the board.

- 5.3 Each member of the Commission, except where specifically noted as "nonvoting," will have one vote. A quorum shall consist of a majority of voting members present and voting but not less than ten members.

In the case of an emergency or when action needs to be taken between board meetings to meet a deadline, the Executive Director may poll the Executive Committee and then confirm such action at the next regular Commission meeting.

- 5.4 The minutes of each meeting shall be prepared and distributed to the Commissioners not later than one week prior to the next regular meeting. Minutes of the previous meeting will be approved by the membership and then signed by the Secretary.

The custodian for all MRPC records, MRB records and all programs operated under MRPC and MRB shall be the Executive Director of MRPC. Request for access to public records shall be acted upon no later than the end of the third business day following the date the request is received by the custodian. If access cannot be granted immediately, the custodian shall give a detailed explanation of the cause for further delay and the time and place that the records will be available for inspection. This period to produce documents may exceed three days for reasonable cause.

No original records shall be removed without the written permission of the custodian. Any person requesting copies of documents shall be charged for the actual cost of staff time and materials for document searches and duplication of records whether the requested record be kept on paper, computer, video, electronic recording or any other format. This fee may only be waived by the custodian of such records or a representative appointed by the custodian. Payment of such fees may be requested prior to making the copies.

- 5.5 Meetings will be conducted in accordance with commonly accepted procedures and civilized custom. Matters which cannot be settled under the preceding guidelines will be referred on the spot to a Commissioner or staff member appointed immediately by the Chair for this one occasion. This Appointee will in turn make a binding rule based on his interpretation of Roberts Rules of Order.

- 5.6 Open Meeting and Records Policy: It shall be the policy of MRPC to adhere to Missouri's Sunshine Law and conduct business in accordance with the law.

- 5.7 Conference/Video Call Meetings: Notice of meetings held by telephone or video conference call shall be the same as for other meetings and shall follow in accordance with the Missouri Revised Sunshine Law Chapter 610. Any member of the public requesting participation in such meeting shall be provided with telephone or video access or similar communications equipment to the telephone/video conference meeting. Participation in a meeting in this manner, whereby all persons participating in the meeting can hear each other, shall constitute presence in person at the meeting.

ARTICLE VI

Officers

6.1 Officers of the Commission are:

Chair
Vice Chair
Secretary
Treasurer

- a. The four officers, the immediate past chairman, the at-large commissioner for underrepresented and one other at-large commissioner shall comprise the Executive Committee.
- b. At least three of the officers shall be non-at-large representatives.

6.2 Duties of Officers:

Chair shall:

Preside at all meetings of the Commission.
Execute instruments for and on behalf of the Commission.
Appoint committees.
Appoint check signatories.
Represent the Commission on official business.
Perform other duties normally associated with the office of Chair.

Vice Chair shall:

Perform the duties and exercise the powers of the Chair in the absence of the person holding that office.

Should the office of Chair become vacant, the Vice Chair will serve as Chair until the next regularly scheduled election of officers.

Secretary shall:

Cause to be kept a record of proceedings of the Commission:
Attest to the validity of the minutes of each meeting of the Commission;
Assure that interested parties have adequate notice of Commission meetings; and
Assure safe custody of Commission documents.

Treasurer shall:

Have constructive custody of the funds of the Commission and cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Commission.

Shall cause to be deposited all money in the name and to the credit of the Commission in such depositories as may be designated by the Commission;

Cause funds of the Commission to be disbursed as approved by the Commission, taking proper vouchers for such disbursements; and

Cause to be prepared and shared an account of transactions and of the financial condition of the Commission as required by the members.

- 6.3 Officers may have other duties as directed by vote of the members.
- 6.4 Officers may be elected to serve two consecutive one-year terms in any office: provided, however, that no member may serve more than eight consecutive years as an officer. A one-year break in service as an officer qualifies the member to serve in any office to which elected.
- 6.5 Officers may be removed from office at any regular Commission meeting following a motion properly made and twice seconded, if there is a two-thirds majority vote for removal by those present and voting; provided that a quorum is established for the vote.
- 6.6 Vacancies occurring in any office except the office of chairman or the at-large Commission membership will be filled at the next regular meeting of the Commission by direct nomination from the floor. Paper ballots will be used for the vote unless there is only one candidate for the position. Those elected will take their positions immediately after the results are announced.
- 6.7 The Executive Committee may designate other commissioners and staff to sign checks.
- 6.8 All officers, members and staff who handle money will be bonded.

ARTICLE VII

Conduct of Elections

- 7.1 The External Relations/Membership Committee shall be responsible for the nomination of officers and at-large commissioners as required. The committee will:
 - a. Solicit nominations for officers and at large Commissioners as required.
 - b. Verify the availability and willingness of nominees to serve.
 - c. 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.
 - d. The Chair of the Committee will report the Committee's recommendations to the Commission at the May meeting. Additional nominations from the floor will be solicited and accepted by the Commission Chair.
 - e. Paper ballots will be distributed at the May meeting for a closed vote and will be tallied during the course of the meeting. (This step will not be required if there is only one candidate for the position). The person receiving the highest number of votes for each position will be elected.
 - f. Those elected at the May meeting will take office at the June meeting.

ARTICLE VIII

Staff Personnel

- 8.1 The ranking Staff employee of the Commission shall be the Executive Director. The Executive Director shall be responsible for professional planning, development and administration of the Staff; subject to policy guidance and general supervision by the Commission.

The Executive Director shall be evaluated annually according to procedures set out in the personnel policies.

The Executive Director shall direct and be responsible for the work of the Staff.

The Executive Director may be authorized to testify before public bodies on policies and recommendations adopted by the Commission; and may consult and confer with public officials on behalf of the Commission in connection with programs of the Commission.

The Executive Director may be authorized by vote of the Commission to execute instruments for and on behalf of the Commission.

The Executive Director will recommend to the Commission the number of persons to be employed on the Staff to meet the requirements of contracts and funding agencies and will provide an organizational chart delineating the positions and duties of each employee. The Executive Director will take care to be reasonably certain that the budget will support the salaries resulting from his recommendations.

All members of the Staff will be subject to personnel policies established by the Commission.

- 8.2 A new Executive Director will be selected in the following way:

- a. The Chair will appoint a temporary search committee of not less than five commission members.
- b. This committee may plan and conduct a strategic planning session for the entire board, particularly if the current plan is more than two years old. The committee may engage the services of an outside consultant to conduct the strategic planning session.
- c. The board may engage the services of a consultant to assist in coordinating a search for the new executive director. In-house applicants will be encouraged.
- d. If hired, the consultant will consult with the search committee regarding:
 - (1) Traits, qualifications and experience that the board would like to see in the new Executive Director
 - (2) Issues the board would like to see addressed in the organization, e.g., new programs or activities, elimination or changes in existing programs or activities, staffing structure, communications, board involvement, etc.

- (3) The results of the most recent strategic planning session and of the surveys conducted of MRPC's partners and staff
 - (4) The consultant will provide a plan for advertising the position, screening the résumés, conducting the interviews and recommending the top candidate. Upon approval, the search committee will implement the plan with the assistance of the consultant.
 - (5) The consultant shall follow MRPC's Affirmative Action for Equal Employment Opportunity policies at all times.
- e. Surveys of MRPC's partners and of the MRPC staff seeking opinions on performance, and leadership expectations, will be developed and conducted during the search process.
 - f. The search committee will submit the résumés of the top three candidates and their recommendation to fill the position. The candidate recommended by the search committee must be approved by a two-thirds vote of the Commission present and voting.
 - g. Should the candidate fail to obtain the necessary two-thirds vote, one of the remaining candidates will be presented to the Commission or the Executive Committee may, at its discretion, ask the search committee to recommend additional candidates.

ARTICLE IX

Committees

- 9.1 There shall be an Executive Committee composed of the officers of the Commission, the immediate past chair, the at-large representative for minorities and one other at-large commissioner elected by the board. In addition to duties specifically spelled out in these Bylaws, the Executive Committee will act for the full Commission when there is not time or it is not practical to assemble the Commission. Emergency actions of the Executive Committee will be affirmed by the Commission at the next regular meeting of the Commission.

The Executive Committee will be responsible for setting the salary of the executive director after reviewing the performance appraisals submitted by the full board and ascertaining conformance with the projected budget.

- 9.2 There shall be a Planning Committee of no less than one-third of the Commission membership, appointed by the Chair, responsible for identifying future directions and issues for the Commission; how well the Commission is addressing the needs of its member local governments; and how similar organizations are addressing those needs. Specific functions of the committee will include, but not be limited to:

- (1) Plan and conduct a periodic board retreat, as budgeted.
- (2) Maintain, update and monitor progress on the region's Comprehensive Economic Development Strategy (CEDS).
- (3) Consider new and existing programs and projects to ensure the implementation of the CEDS.

- 9.3 There shall be an Operations Committee of no less than one-third of the Commission membership, appointed by the Chair, responsible for the overall operations and management of the organization. These include reviewing and upgrading all management systems including budgeting, fiscal procedures and personnel policies, reviewing, from a fiscal perspective, all current programs and identifying fiscal strengths and weaknesses. Specific duties will include, but not be limited to:
- (1) Review of budget and budget revisions and recommendations to the Commission.
 - (2) Fiscal review of programs, identifying fiscal strengths and weaknesses.
 - (3) Review of administrative policies and procedures and recommendations to Commission.
- 9.4 There shall be an External Relations/Membership Committee of no less than one-third of the Commission membership appointed by the Chair, responsible for the organization's methods of communicating outside the organization and responsible for board and committee membership recruitment. Specific duties would include but not be limited to:
- (1) Overseeing the design of the Commission's communication program, looking at target audiences and methods to achieve best communication.
 - (2) Review Commission's current and future external relationships, e.g., partnerships, funding resources and client groups.
 - (3) Oversee board and committee membership and recommend leadership positions to full board or chairman as appropriate.
 - (4) Conduct new board member orientations.
 - (5) Reviewing and recommending updates to the bylaws.
 - (6) Serve as the nominating committee for MRPC officers and at-large positions and MRB officers.
- 9.5 The chair of a standing committees may appoint subcommittees as deemed appropriate and/or necessary.
- 9.6 The Chair of the Commission may appoint ad hoc committees as deemed appropriate and/or necessary.

ARTICLE X

Fiscal Year

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

ARTICLE XI

Annual Report

- 11.1 By January 1 of each year, the Executive Director will present to the Commission an Annual Report for the previous fiscal year setting forth the activities and work of the Commission.

Each member of the Commission will receive a copy of the Report as will each state legislator whose district includes any part of the area covered by the Commission. Copies will also be available to the press and general public.

ARTICLE XII

General

- 12.1 The law authorizing Regional Planning Commissions and the Resolutions and Agreements establishing the Meramec Regional Planning Commission shall govern in the event of conflict with these Bylaws.
- 12.2 The Commission shall indemnify all Directors, Officers, Agents and Employees from any threatened, pending or completed action, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, Agent or Employee of the Commission, against expenses, including attorneys fees, judgments, fines and any amount paid in settlement actually and reasonably incurred by him/her in connection with that proceeding to the fullest extent authorized by law; provided, however, that no indemnity shall be given to any person from or on account of any conduct which is finally adjudged to have been knowingly fraudulent, grossly negligent or deliberately dishonest.
- 12.3 Legislative or political activities: No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. When representing MRPC and/or attending MRPC activities bi-partisan conduct is expected.
- 12.4 Conflict of Interest: When any matter comes before the Commission or the Executive Committee in which any member or a member of his family has a personal or pecuniary interest as defined by Missouri's Statute Chapter 105 or as defined by the laws, rules and guidelines of the federal or state law in question, said member shall announce a conflict and abstain from voting. Board members will follow MRPC's adopted Conflict of Interest policy, which is re-affirmed annually.

ARTICLE XIII

Bidding and Purchasing

- 13.1 The Executive Director is expected to make the necessary purchases of supplies, services and equipment as authorized by the budget for both MRPC and MRB Corp. The Executive Director will oversee all expenditures and will seek bids as

outlined by MRPC/MRB procurement manual, as reviewed, updated and approved by the appropriate boards.

ARTICLE XIV

Accounting Controls

- 14.1 The Commission shall adopt and insure the implementation of an accounting policy that conforms to generally accepted accounting principles as promulgated by the American Institute of Certified Public Accountants and the United States General Accounting Office. The Commission shall further institute a system of internal controls to organize and define the responsibility and authority of each employee, provide an adequate system of records and method of record keeping, and safeguard the assets of the Commission.
- 14.2 The fiscal records of the Commission shall be audited annually by a Certified Public Accountant.

ARTICLE XV

Amendments and Adoption

- 15.1 The Bylaws of the Commission may be amended in the following way: The proposed amendment will be presented in writing to the full Commission at any regular meeting. The proposed amendment will be on the agenda for discussion and vote at the next regular Commission meeting. A simple majority of those constituting a quorum present and voting will secure passage.
- 15.2 These Bylaws become effective by majority vote of Commission members constituting a quorum present and voting with the vote totals for and against recorded in the minutes of the meeting; and by the signatures of the Chair and Secretary attesting thereto showing the date of ratification.

ARTICLE XVI

Dissolution

- 16.1 Upon the dissolution of the commission, the Board shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

RECORD OF AMENDMENTS

4/11/89

Section 4.1 - The at-large commissioner for "Vocational Rehabilitation" was changed to "Handicapped."

Table of Contents - A "Record of Amendments" section which lists changes to the Bylaws was added.

2/13/92

The restructuring of MRPC's committees resulted in bylaws changes to the following sections:

Section 3.1 (c)

Section 5.2

Section 6.1 (a)

Section 7.1 (replaces old 7.1 and 7.2)

Section 8.1

Section 8.2 (b)

Section 8.2 (c)

Section 8.2 (e)

Section 9.1

Section 9.2

Section 9.3

Section 9.4 - addition

Section 9.5 - addition

Section 9.6 - addition

Section 12.2

5/14, 1992 - Sections affected by adding the immediate past chairman to the executive committee.

Section 5.2 Paragraph 2

Section 6.1 Paragraph (a)

Section 9.1 Paragraph 1

October 8, 1992

Section 4.1 - A new paragraph was added to the end of the section which limits the number of consecutive meetings an at-large commissioner may miss and remain on the board.

5/13/93 - Sections changed to meeting guidelines of SBA for the formation of a new Certified Dev. Corp. and to bring bylaws in compliance with the Open meeting and Right to Know Laws.

Section 1.2 - new paragraph added.

Section 4.1 - added at-large commissioner for Private Sector Lending Institution and other minor additions in wording.

Section 5.1 - changed to meet Open Meetings Law compliance.

Section 5.3 - changes to quorum section.

Section 5.4 - changes to request for access to public records.

Section 8.1 - minor changes in wording.

6/10/1993

Section 4.1 - added section on schedule for election of Private Sector Lending Institution representative which was inadvertently omitted at the May 13, 1993 meeting.

7/10/97

- All references to chairman/vice chairman have been changed to chair.
- All references to presiding judge has been changed to presiding commissioner.
- Minor word changes throughout bylaws.

Section 2.2 - A new mission statement was added.

Section 4.1 - At large position for emergency management was added; at large for handicapped was changed to at large for disabled.

Section 5.1 - electronic media added to wording.

Section 6.2 - Co-sign checks deleted; appoint check signatories added.

Section 9.2 - Annual board retreat changed to biennial retreat.

Section 12.3 - Indemnification statement changed.

Section 13.1 - Changes to section on bidding and purchasing.

2/10/2000

Section 1.2 - Address change.

Section 4.1 - Adding Osage County.

Section 4.4 - Change six-county to seven-county.

Section 5.1 - Address Change.

Section 5.2 - Change Rolla to St. James.

Section 5.3 - Delete paragraph 2 - "In the event a quorum is not present, the Commission will act on all matters and the absent members will be polled by telephone until a quorum is reached. All absent members will then confirm the action of the commission in writing with forms provided by the Executive Director. The telephone poll is to occur on the first working day after the meeting with the written confirmation to follow as soon as possible."

Section 6.1b - Delete "No more than one representative may serve from each county as an officer at any given time."

Section 9.3 - Delete the words “and bylaws,” insert “and” before personnel policies.

Section 9.4 – Add (5) Reviewing and recommending updates to the bylaws.

Section 12.2 – Delete entire section.

Section 12.3 – Becomes Section 12.2 after deletion of Section 12.2.

September 12, 2002

Section 2.2 – Changed mission statement as developed by board at 2001 Board Retreat.

Section 5.2 – Changed to reflect no meetings in July.

February 13, 2003

Article V, Section 5.1 - Added the at-large transportation representative; the election date of the at-large transportation representative; added the minority representation based on 2000 Census.

March 13, 2003

Article II, Section 2.1 – Clarified purpose and added language to meet Section 501(c)3 of the Internal Revenue Code.

Article II, Section 2.3 – Added new section to address inurement of income.

Article II, Section 2.4 – Added new section to address operational limitations.

Article XII, Section 12.3 – Added new section to address legislative or political activities.

Article XVI, Section 16.1 – Added new article and section to address dissolution and disposal of assets language.

August 12, 2004

Article V, Section 5.4 – Remove wording “A copy of the minutes will be sent to the Office of Administration.”

Article IX, Section 9.2 – Changed wording on functions of the committee:

Replaced “biennial” with “periodic”, added “as budgeted” at end.

Deleted existing language and changed to: “Maintain, update and monitor progress on the region’s Comprehensive Economic Development Strategy (CEDS).

Added “Consider new and existing programs and projects to ensure the implementation of the CEDS.

Article IX, Section 9.3 – Changed wording to include “reviewing, from a fiscal perspective, all current programs, identifying fiscal strengths and weaknesses.”

Article IX, Section 9.3 – Expand and clarify wording “Specific duties would include, but not be limited to:

_____ (2) Fiscal review of programs, identifying fiscal strengths and weaknesses.”

Article IX, Section 9.4 – Add responsibility #6

_____ (6) Serve as the nominating committee for MRPC officers and at-large positions and MRB officers.

November 10, 2005

Article IV, Section 4.1 – Add Pulaski County to the membership counties.

October 10, 2006

Article IV, Section 4.1 – The at-large representative for Aging was changed to “Seniors” and the at-large representative for Disabled was changed to “People with Disabilities.”

Membership for persons who are non-government was changed from 20 to 35 percent.

(New) At least one member to represent private sector, post-secondary education, workforce development, labor and chamber executive director.

Section 4.3 (new) city and county officials may appoint temporary alternates to represent them when they find it necessary to miss a meeting. The alternate.....

Section 4.3 (old) became Section 4.4 and (old) Section 4.4 became Section 4.5.

April 9, 2009

Article IV, Section 4.1: Wording for At-Large representative for Education was changed from (Primary and Secondary) to Higher Education Preferred.

Article V, Section 5.6: An Open Meeting and Records Policy was added.

Article XII, Section 12.4: A Conflict of Interest Section was added.

Sept. 09, 2010

Article VIII, Section 8.2: Made changes to Section 8.2, which addresses the procedure to use when hiring a new executive director.

April 14, 2011

Section 13.1 – Amended to comply with MRPC’s Procurement Policy

December 13, 2012

Article IV, Section 4.1: Made changes to Section 4.1, which addresses the organization of the commission. The changes addresses compliance issues with EDA, adding eight at-large for-profit representatives appointed by the presiding commissioner for each of the eight counties to the board. Adding a Commissioner for Healthcare. Each new appointee will serve a three year term with the exception of the first term of 16 months.

Article IV, Section 4.5: Corrected the number of counties in the region from seven to eight.

March 13, 2014

Article IV, Section 4.1: Made changes to Section 4.1, which addressed the term limits For-Profit At-Large Commissioners. Commissioners from Crawford, Dent and Gasconade counties will serve one-year terms and then in May 2015 those terms will go to three year terms to be elected every third year. Maries, Osage and Phelps will serve two-year terms and then in May 2016 those terms will go to three year terms to be elected every third year. Pulaski and Washington will serve three year terms to be elected every third year.

May 14, 2015

Article IV, Section 4.1: changed at-large Farming to Farming/Ag-Business.

March 10, 2016

Article V, Section 5.3: changed quorum from five to ten members.

March 9, 2017

Article II: Purpose and Mission: changed a to an and United State to United States.

Article IV: Organization of the Commission: deleted “at least 35 percent of the membership of the Commission shall be persons who are non-government affiliated in accordance with the provisions of EDA regulations.” Added “The membership of the Commission shall be broadly representative of the principle economic interests of the region, including the private sector, public officials, community leaders, representatives of workforce development boards, institutions of higher education, minority and labor groups and private individuals.” Deleted “The board must include at least one member to represent the following areas: private sector, post-secondary education, workforce development, and labor and chamber executive director.

Article VIII: Staff Personnel: Changed “He” to “the Executive Director”.

October 8, 2020:

Article V: Meetings: changed shall be postmarked not less than seven days to shall be sent not less than five days. Added 5.7: Conference/Video Call Meetings: Notice of meetings held by telephone or video conference call shall be the same as for other meetings and shall follow in accordance with the Missouri Revised Sunshine Law Chapter 610. Any member of the public requesting participation in such meeting shall be

provided with telephone or video access or similar communications equipment to the telephone/video conference meeting. Participation in a meeting in this manner, whereby all persons participating in the meeting can hear each other, shall constitute presence in person at the meeting.

June 2021: Article IV Organization of the Commission: Added Attendance at committee meetings shall also be considered as participation in the board meeting. Changed the at large commissioner must contact the MRPC secretary or executive director via phone, email or FAX.

February 9, 2023:

Article II: Purpose: corrected “then” to “the” in “region which will be promote the public health...”.

Article VIII: Staff Personnel: corrected 8.2.f. removed ‘ from resumes.

March 9, 2023:

Article II: Purpose and Mission: 2.1 changed “charter” to “statute”. Removed “The organization is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)3 of the Internal Revenue Code.” Section 2.4 – removed “(a) by a[n] organization exempt from federal income tax” and added quasi-governmental public organization exempt from federal income tax per state statute. Removed “under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).”

Article VI: Officers: 6.2 Removed “Disburse the funds of the Commission as approved by the Commission, taking proper vouchers for such disbursements; and Render to the members an account of his transactions and of the financial condition of the Commission as required by the members.” 6.7 Removed “when time is of the essence and the respective officer is unavailable.”

Article XVI: Dissolution: Removed “corporation”. Removed “as to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).”

March 14, 2024:

Article VI: Officers: 6.2 Added “Cause funds of the Commission to be disbursed” and removed “Disburse the funds of the Commission”. Added “Cause to be prepared and shared” and removed “Render to the members”. Removed “his”. 6.7 removed “as needed when time is of the essence and the respective officer is unavailable.”

Article VIII: Staff Personnel: 8.2 (5) Added “The consultant shall follow MRPC’s Affirmative Action for Equal Employment Opportunity policies at all times.”

Article VII: General: 12.3 Added “When representing MRPC and/or attending MRPC activities bi-partisan conduct is expected. 12.4 added “Board members will follow MRPC’s adopted Conflict of Interest policy, which is re-affirmed annually.”

June 13, 2024:

Article IV: Organization of the Commission: 4.1 Changed “Minorities” to “Underrepresented.”

Article V: Meetings: 5.2 changed “minorities” to “underrepresented”.

Article IX: Committees: 9.1 changed “minorities” to “underrepresented”.