

PIONEER TRAILS REGIONAL PLANNING COMMISSION

BY-LAWS

ARTICLE I

Name and Location of Principal Office

- 1.1 The Commission shall be known as the Pioneer Trails Regional Planning Commission.
- 1.2 The Commission shall maintain its principal office in a centrally located city within the four member counties of Johnson, Lafayette, Pettis and Saline.

ARTICLE II

Powers and Duties Generally

- 2.1 The Commission shall exercise and discharge its power and duties as provided by the State and Regional Planning and Community Development Act of 1966 (Chapter 251 RSMo), and accordingly shall:
 - a. Adopt, amend and repeal By-Laws, rules, regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization and administration of the Commission.
 - c. Appoint and fix the salary of an executive director and such other personnel as may be necessary to enable the Commission to carry out its functions;
 - d. Accept, use and dispose of gifts or donations or services or property (real, personal or mixed, tangible or intangible);
 - e. Enter into and perform such contracts, leases agreements or other transactions as may be necessary in carrying out its functions;
 - f. Have authority to acquire, hold, use, and dispose of the reserves derived from the operation of its facilities and other monies of the Commission;
 - g. 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;

- h. Take such other actions and incur such other expenses as may be necessary or appropriate to carry out its purposes under the Act and consistent therewith.
- 2.2 The Commission shall prepare and adopt a comprehensive plan for the region showing its recommendations for development of such items as main traffic arteries and bridges, airports, waterways, public transit, and areas for industrial, commercial, residential, agricultural or tourism 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.
- 2.3 The Commission may provide, upon request, special planning services to local units of government and shall coordinate matters of local interest throughout the region.
- 2.4 The Commission may create such subsidiary organizations, to include both not-for-profit and for-profit corporations recognized by the State of Missouri, as may be deemed necessary by the Commission for the furtherance of its goals.
- 2.5 The activities of the Commission shall be managed and directed by a Board of Directors designated in compliance with these By Laws, and whose Members shall be full and voting members of the Commission.

ARTICLE III

Organization of the Commission

- 3.1 Membership in the Commission shall be open to all Chief Elected Officials of each political subdivision of or within the Member Counties, or to such designated representative as the Chief Elected Official may appoint in writing on the official letterhead of the political subdivision, provided that such appointments shall be for a minimum time period of one calendar year.
- 3.2 The Board of Directors of the Commission shall consist of twenty (20) individuals; with sixteen (16) Members appointed and four (4) Members elected.

Eight members shall be appointed by the Chief Elected Officials of dues-paying political sub-divisions, with one representative for each such political sub-division; Eight (8) members shall be appointed by the duly elected Presiding Commissioners of the Member Counties; and, Four (4) members shall be elected to represent political sub-divisions which are not assessed direct dues.

Membership on the Board of Directors shall be subject to the following:

- a. Appointees representing Johnson County, Lafayette County, Pettis County and Saline County shall be duly elected County Commissioners, who shall serve for their term of office and whose appointment shall be provided in writing on the official letterhead of the County.
- b. Appointees representing the City of Marshall, City of Sedalia and City of Warrensburg shall serve for a period of Two (2) years and whose appointment shall be provided in writing on the official letterhead of the City. These representatives may be reappointed by the Chief Elected Official to successive terms.
- c. Appointees representing the City of Higginsville/City of Lexington/City of Odessa shall serve for a period of One (1) year, with appointment rotating alphabetically between the three municipalities, commencing upon adoption with the City of Higginsville, and whose appointment shall be provided in writing on the official letterhead of the City.
- d. One (1) Small City and Villages representative Member shall be elected for each County from among the political sub-divisions which are not assessed direct dues. Members shall be elected for a term of approximately one (1) year during a regular Board of Directors meeting, provided that notice of nomination for election to Cities and Villages representation has been received in writing on jurisdiction letterhead to PTRPC no less than least forty-five (45) days prior to the meeting. All qualifying jurisdictions for positions will be notified of the nomination as Small City and Villages representative for the respective county no less than twenty (20) days prior to the regular PTRPC Board of Directors meeting.

A Small City and Village representative may only be nominated by the chief elected official of a jurisdiction not assessed direct dues in the respective county. Representatives need not be an elected official but must reside in the assessed county of nomination. Positions serve one-year terms rotating from voting to 2nd alternate, 2nd alternate to 1st alternate and 1st alternate to voting. The alternates, in successive order, will be responsible to vote in the absence of the Primary Voting Member. Terms will begin upon the date of the annual meeting for rotations. If a member is elected prior to the annual meeting, the term of service will remain in effect until the annual meeting, at which point voting members will rotate positions. If a voting member has been serving less than four months, that member will retain position of voting member until next scheduled annual meeting. Voting, and alternate positions will be filled in order of receipt of notice of intent to fill the position. If no alternates have been nominated for position rotation, the voting member may serve consecutive terms until eligible alternates have been nominated. Once nominations, and subsequent election have been made, the representative elect shall be placed in the alternate position until

scheduled rotation during the annual meeting. Eligibility and election will be considered for approval by the Board of Directors at the regular meeting following nominations.

e. The duly elected Presiding Commissioners of Johnson County, Lafayette County, Pettis County and Saline County shall each appoint two (2) members to the Board, whose appointment shall be provided in writing on the official letterhead of the County, for a staggered term of two (2) years. Said members shall be residents of the County from which they are appointed and be non-government representatives on the Board either as a Private Sector Representative or Stakeholder Organization Representative:

1. The Private Sector Representative shall be, with respect to any for-profit enterprise, any senior management official or executive holding a key decision-making position.
2. The Stakeholder Organization Representative shall be a representative of any of the following subcategories: Chamber of Commerce Executive Director; Post Secondary Education; Workforce Development Groups; and, Labor Groups.

f. All Board positions are predicated on payment in full of such dues, fees and levies as may from time to time be approved by the Board and the Commission. Jurisdictions not in compliance with this provision shall relinquish said Board position(s), with the resulting Board vacancy filled by majority approval of the Board for such time as the jurisdiction is not in compliance with this provision.

g. An Alternate Member shall be appointed for each Regular Member of the Board. Such Alternate Member may represent the Regular Member at regular or special Board or Commission meetings when said Regular Member is absent, and in the event of resignation or termination of the Regular Member shall immediately be installed as the Regular Member.

33 The Director of the Missouri Office of Administration, or his/her designee, shall be an ex-officio, non-voting member of the Commission and the Board of Directors.

34 All Missouri Senators and Representatives serving all or any portion of the region shall be ex-officio, non-voting members of the Commission and the Board of Directors.

35 Upon being absent from three consecutive regular Board of Directors meetings, a Board Member may be subject to dismissal from the Board by a majority vote of the Board of Directors. Said vote of the Board shall only occur at a regular meeting following due notice to the Member under consideration. If a Member is dismissed or otherwise vacates their position, the position shall be filled as provided for in

Section 3.2 for the balance of the term.

ARTICLE IV

Meetings

- 4.1 All regular meetings and special meetings of the Commission and the Board of Directors shall be open to the public and shall comply with all applicable open meetings and records laws of the State of Missouri.
- 4.2 Regular meetings of the Board of Directors shall be held at the principal office of the Commission, or at such other places as agreed to by the Commission, at least once per quarter.
- 4.3 The Commission shall hold an Annual Meeting each year for election of Officers of the Board of Directors, and for the presentation of the Annual Report.
- 4.4 Special meetings of the Commission and/or the Board of Directors may be called by the Chairperson at such time and place and for such purpose as the Chairperson shall designate. The business of any special meeting shall be limited to the stated purpose of that meeting.
- 4.5 Written notice and agenda of regular and special meetings of the Commission and the Board of Directors shall be given to each member and to the Missouri Office of Administration and all ex-officio members, by the secretary, at least three (3) days prior to the date of the meeting. A notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, or sent by telefax transmission, email, website posting to each member of the Commission at his/her last known address as appears on the records of the Commission.
- 4.6 Each member of the Commission shall have one vote on all matters voted on by the full Commission. Each Member of the Board of Directors shall have one vote on all matters voted on by the Board of Directors. The vote of Commission and/or Board Members shall be conclusive as to their authority to act.
- 4.7 A quorum shall be constituted to transact business when 51% of the board members appointed and elected in accordance with Article III are present at an officially called meeting with the exceptions of the Caucus of Cities and Villages and the Annual Meeting during the election of officers. For the Caucus of Cities and Villages and the Annual Meeting during election of officers, a quorum shall consist of those Members present and voting. 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 power successively to adjourn the meeting without further notice to a specified date not later than 30 days after such adjournment. At such rescheduled meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting that

was adjourned.

- 4.8 The minutes of each meeting shall be prepared and distributed to the Commission members promptly after each meeting. A copy of the adopted minutes of each meeting shall be sent to the Missouri Office of Administration and all ex-officio members for informational purposes. The minutes of each meeting, and any corrections thereof, duly adopted shall be signed by the secretary of the Board of Directors.

ARTICLE V

Officers

- 5.1 The officers of the Commission, to be chosen by the members, shall be a chairperson, vice-chairperson, and secretary-treasurer, and shall be voting members of the Commission.
- 5.2 In addition, there shall be an executive director of the Commission and such assistant secretaries and assistant treasurers as the Commission may from time to time determine who shall not be members of the Commission.
- 5.3 An officer elected by the members of the Commission may be removed at any time with cause by the affirmative vote of the majority of the members of the Commission. Any vacancy occurring in any office shall be filled for the un-expired term thereof by the members in the same manner as provide for elections.
- 5.4 The members of the Commission may appoint such agents and employees as shall be deemed necessary that shall hold their offices or employment for such times and shall exercise such powers and perform such duties as shall be determined from time to time by the Commission.
- 5.5 The chairperson shall preside at all meetings of the Commission and the Board of Directors. The chairperson shall execute all instruments for and on behalf of the Commission, under due authority as authorized by the Commission.
- 5.6 The vice-chairperson shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson.
- 5.7 The secretary shall cause to be recorded all the proceedings of the Commission in a book to be kept for that purpose. The secretary shall give notice al all meetings of the Commission for such notice as required. The secretary shall maintain custody of and provide safekeeping of all documents of the Commission.
- 5.8 The treasurer shall have custody of the funds of the Commission and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Commission and shall deposit all monies in the name and to the credit of the Commission in such depositories as may be designated by the Commission. The

treasurer shall disburse the funds of the Commission as ordered by the

Commission, upon the signature of two officers of the Commission, taking proper vouchers for such disbursements, and shall render to the members an account of such transactions and of the financial condition of the Commission as required by the Commission. The treasurer shall be bonded.

- 5.9 Any duty of the secretary-treasurer may be performed by an assistant secretary or assistant treasurer.
- 5.10 The Commission may, by proper resolution, grant either general or specific authority to the executive director to execute instruments for an on behalf of the Commission.
- 5.11 The officers shall perform such other duties as may, from time to time, be prescribed by the Commission.

ARTICLE VI

Personnel

- 6.1 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 officers of the Commission, subject however, to the policies established by the Commission and to the general supervision of the Commission. The executive director shall, with advice and consent of the Commission, make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The executive director may testify before appropriate public bodies or committees thereof on such policies and recommendations as may be adopted and approved by the Commission and may consult and confer with appropriate public officials on behalf of the Commission in connection with the programs of the Commission.
- 6.2 The executive director shall from time to time recommend to the Commission the size of the staff required and the composition thereof necessary to perform the duties and functions of the Commission.
- 6.3 The executive director and staff shall be hired or appointed according to a duly accepted job description.
- 6.4 The executive director and staff shall be subject to such personnel policies as adopted by the Commission. These personnel policies shall be current in compliance with the various state and federal guidelines. Policies shall be reviewed periodically for currency.

ARTICLE VII

Committees

- 7.1 There may be such committees as the chairperson, with the approval of the Commission, may from time to time designate, such as a transportation advisory committee, budget committee, personnel committee, equal opportunity employment commission, and others. The members of any said committee shall be appointed by the chairperson and shall have such authority and perform such duties as the members shall designate by resolution.
- 7.2 There shall be an Executive Committee of the Board of Directors of the Commission, consisting of the following positions: The four (4) appointees representing Johnson County, Lafayette County, Pettis County and Saline County; the three (3) appointees representing the City of Marshall, City of Sedalia and City of Warrensburg; and, the one (1) appointee representing the City of Higginsville/City of Lexington/City of Odessa. Notwithstanding the aforementioned requirements, the Executive Committee shall include the Chairperson, Vice-Chairperson and Secretary-Treasurer of the Board of Directors.

The Executive Committee shall be empowered to make such decisions and take such actions of an immediate and emergency nature as the functions of the Commission may require. Notwithstanding the aforementioned authority, the Executive Committee shall also be empowered to provide advice to the Executive Director regarding the appointment of staff personnel, budget preparation and financial management. All such decisions shall be reported in writing at the next meeting of the Board of Directors or the Commission.

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Budget

- 9.1 Annually and at least 30 days prior to the end of the Commission 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 programs which shall be used as the operating guide of the Commission for that particular period. The work program shall be submitted to the Commission for adoption.

- 92 A budget to underwrite the aforesaid work program shall be prepared by the executive director and submitted to the Commission for review and approval prior to May 15 of each year. The budget shall show the proportionate share of each local government unit participating in the Commission based on current official population count from the United States Bureau of the Census. The budget shall be submitted to the Commission for adoption or amendment and adoption, in sufficient time to present to the units of local government within the planning region for review 30 days prior to the end of the Commission's fiscal year.
- 93 The Commission shall review proposals for budget changes, amendments and transfers of funds between accounts that may be made throughout the year.
- 94 There shall be made a fiscal policy adopted by the Commission that will denote the fiscal policies of the Commission.

ARTICLE X

Annual Report

- 10.1 Prior to the Annual Meeting each year, the executive director shall prepare an annual report, setting forth the activities and work of the Commission for the previous fiscal year. The annual report shall be submitted to the Commission for adoption.
- 10.2 Upon adoption, the annual report shall be submitted to the local governments within the region, the Missouri Office of Administration and all ex-officio members.
- 10.3 There shall be a notation in the report relating to the EOE program that shall serve as the annual report.
- 10.4 The fiscal records of the Commission shall be audited annually by a certified public accountant, excepting those instances where a state or federal agency specifies a different period.

ARTICLE XI

Bidding and Purchasing

- 11.1 The Commission shall adopt policies regarding the bidding and purchasing of services, supplies, equipment, office facilities and other effects essential to the day-to-day operations of the Commission.

ARTICLE XII

Program Boards

- 12.1 There may be such boards and councils organized within the region to serve as advisory bodies over federal, state and local programs administered by the staff. These boards or councils shall advise and direct the executive director or assigned program staff in such areas pertaining to that particular program.
- 12.2 Generally, unless otherwise prohibited, such arrangements shall be entered into by contracts signed the chairperson, under due authority of the Commission.

ARTICLE XIII

General

- 13.1 None of the members of the Commission shall be personally liable under, upon or in connection with any agreements or undertakings entered into by the Commission, or in connection with any other obligations or liabilities of the Commission.
- 13.2 Any governmental unit in the Commission may withdraw from the Commission in 60 days with notice to the Commission 60 days prior to the end of the fiscal year.

ARTICLE XIV

Amendments

- 14.1 The By-Laws of the Commission may be amended by the majority of the members present at any regular meeting of the Commission, or at any special meeting thereof at which a quorum is present, provided that the notice of such regular or special meetings shall include a reference to the proposed amendment. Any proposed amendment shall be presented at a regular meeting of the Commission, then distributed in its entirety with the meeting notice and agenda for the regular or special meeting at least 20 days prior to said meeting where deliberations on such proposed amendment may occur by the Commission.

ADOPTED this 26th day of March, 2003

AMENDED this 30th day of November, 2004

AMENDED this 17th day of January, 2006

AMENDED this 15th day of May, 2007

AMENDED this 18th day of September, 2007

AMENDED this 19th day of August, 2008

AMENDED this 17^h day of January, 2012

AMENDED this 23^h day of January, 2019

BY:

Tracy Dyer, Chairman
Pioneer Trails Regional Planning Commission

ATTEST:

Allan Rohrbach, Secretary-Treasurer
Pioneer Trails Regional Planning Commission