

**BY-LAWS
OF THE
OZARK FOOTHILLS REGIONAL PLANNING COMMISSION
AND
OZARK FOOTHILLS SOLID WASTE MANAGEMENT DISTRICT**

ARTICLE I

Name and Location of Principal Office

- 1.1 The Commission shall be known as the Ozark Foothills Regional Planning Commission, hereafter referred to as the “Commission”.
- 1.2 The Commission shall maintain its principal office in the City of Poplar Bluff of Butler County and may establish field offices at such other places as it may deem appropriate.
- 1.3 As agreed to by county resolutions, adopted in October 1998, and a joint resolution, adopted in April 1999 by the Ozark Foothills Solid Waste Management District Board of Directors and the Ozark Foothills Regional Planning Commission Board of Directors, the Ozark Foothills Solid Waste Management District Board of Directors and the Ozark Foothills Regional Planning Commission Board of Directors shall be the same. This action was taken in accordance with Section 260.300 of Senate Bill 530 allowing alternative management structures for solid waste management districts. Copies of the resolutions are on file in the offices of the Ozark Foothills Regional Planning Commission.

ARTICLE II

Powers and Duties Generally

- 2.1 The Commission shall exercise and discharge its powers and duties as provided by the State and Regional Planning and Community Development Act of 1966 (Chapter 251, RSMo.), hereafter referred to as the “Act”, and accordingly shall:
 - a. Adopt, amend and repeal By-Laws, rules and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization and administration of the Commission;
 - c. Appoint and fix the salary of an executive director and such other personnel as may be necessary to enable the Commission to carry out its functions;
 - d. Accept, use and dispose of gifts or donations of services or property (real, personal or mixed, tangible or intangible);

- e. Enter into and perform such contracts, leases, agreements or other transactions as may be necessary in carrying out its functions;
 - f. Take such other action and incur such other expenses as may be necessary or appropriate to carry out its purposes under the Act and consistent therewith.
- 2.2 Planning services and technical assistance will be provided to non-member governments and non-profit organizations through a contractual agreement only. The Executive Director shall have the authority to enter into such contracts. Terms of the contracts shall be negotiable.

ARTICLE III

Membership

- 3.1 The Commission shall consist of members who shall represent the local units of government within the boundaries of the region, who are current with their dues, and designated community sectors. Each county shall be entitled to one representative on the Commission and each incorporated city shall be entitled to one representative. The following community sectors shall have two (2) representatives:
- 1. agriculture
 - 2. business
 - 3. education
 - 4. the elderly
 - 5. finance
 - 6. minorities
 - 7. the professions
 - 8. social agencies
 - 9. solid waste
- 3.2 Representatives from local units of government, who are not current with their dues, shall be an ex-officio, non-voting member of the Commission. Dues are considered delinquent if not paid within 14 months of the previously paid dues. All back dues must be paid before a member government may be reinstated to the Commission.
- 3.3 Commission members shall serve for a term of four years.
- 3.4 The Director of the Office of Administration, or his designee, shall be an ex-officio, non-voting member of the Commission.
- 3.5 In addition to Commission members provided for in this article, there shall be an additional member of the Commission who shall represent unemployed, low income and disadvantaged within the region. This representative shall be a person selected by the Commission members from nominees provided by the Community Action Agency by majority vote. The representative shall be a regular member of the Commission and shall serve a term of four years.

- 3.6 There shall be an alternate for each member of the Commission selected and approved in the same manner as the Commission member.
- 3.7 Alternate Commission members shall serve a term of four years or until their successors have been appointed.
- 3.8 Alternate Commission members shall act only in the absence of regular Commission members. They shall not have power to vote when regular Commission members are present.
- 3.9 Each regular member of the Commission who represents a local unit of government shall be an official of the city or county he/she represents. This does not apply to alternate members.
- 3.10 Each regular and alternate member of the Commission, who represents a local unit of government, shall be selected by majority vote of the governing body of the city or county he/she represents.
- 3.11 Regular and alternate members of the Commission representing local units of government may be removed from office as such regular or alternate member, by a majority vote of the governing body of the city or county they represent.
- 3.12 The Commission may add ex-officio (or community representative) members to its organization as the Commission deems advisable.
 - a. Ex-Officio members will enjoy all the same rights and privileges as other Commission members (including voting).
 - b. Ex-Officio members will be proposed by a nominating committee appointed by the Commission's Chairman, and will be elected by a simple majority of the quorum present at a regular Commission meeting.
 - c. Ex-Officio members will serve a term of two years or until such time as they no longer represent the sector of the community they were chosen to represent. The terms of all ex-officio members will commence at the date of their election, which shall take place at the first regular meeting of the Commission following the adoption of this amendment to the by-laws. Ex-Officio members may succeed themselves.
 - e. Ex-Officio members may be removed without cause by a majority vote of a quorum present at a regular Commission meeting.
 - f. The unexpired term of an ex-officio member who leaves or is removed from office may be filled by an individual chosen in the same manner as that used to elect the original office holder.

3.13 Annually, Commission members will be presented with a Membership Roster. This Membership Roster will include the names, organization represented, contact information, term commencement date, anticipated term end date, and elected or community sector representative designation. In addition, the roster will indicate existing vacancies. Commission members will be asked to review the Membership Roster to assure qualification for continued membership is met by all. Further, Commission members' nominations will be requested to fill vacancies. Prior to presentation of the Membership Roster, staff members will contact each member to confirm representation as stipulated herein, to identify vacancies and

ARTICLE IV

Meetings

- 4.1 All regular meetings and special meetings of the Commission shall be open public meetings.
- 4.2 Regular Meetings of the Commission shall be held quarterly at the principal office of the Commission or at such other places as agreed to by the Commission, during the second Thursday of each quarter. Should the regular meeting fall on a holiday, it will be scheduled for the following Thursday.
- 4.3 Special Meetings of the Commission may be called by the Chairman, Vice-Chairman or any two members of the Executive Board at such time and place and for such purposes as the said officers shall designate. The business of any special meeting shall be limited to the stated purposes of that meeting.
- 4.4 Written notice of regular and special meetings of the Commission shall be given to each member and to the Missouri Office of Administration by the secretary at least three (3) days prior to the date of that meeting. The notice shall include a copy of the agenda for the meeting. Notice may be waived in writing by a member and attendance at the meeting shall constitute waiver of notice unless a member files with the secretary a written statement and he/she is attending specifically for the purpose of protesting the holding of the meeting and notice given. By unanimous consent of all members of the Commission, the requirement shall be accepted. A notice shall be deemed to be duly given when mailed, by ordinary mail, postage prepaid, to each member of the Commission at his/her last known address as appears on the records of the Commission.
- 4.5 Each member of the Commission, including the Chairman, shall have one vote on all matters voted upon. Proxy voting shall not be permitted.
- 4.6 Those present at a meeting shall constitute a quorum. No business shall be voted upon at a meeting that is not on the agenda. Every decision of a majority of the members present at any meeting shall be valid as the final act of the Commission.
- 4.7 The Minutes of each meeting shall be prepared and distributed to the Commission members prior to the next regular 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.

ARTICLE V

Officers

- 5.1 The officers of the Commission, to be chosen by the members, shall be a Chairman, 1st Vice-Chairman, 2nd Vice-Chairman, Secretary and Treasurer; all 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 members may from time to time determine who need not be members of the Commission.
- 5.3 All officers shall be elected by the Commission and shall serve for a term of two years until their successors are elected and shall have qualified. Any vacancy occurring in any office for any reason shall be filled for the unexpired term thereof by the membership in the same manner as provided for in elections. Officers of the Commission may not succeed themselves for more than one year. No Commission member may hold the same office for more than four years in succession.
- 5.4 An officer elected by the members of the Commission may be removed at any time without cause by the affirmative vote of a majority of the members of the Commission.
- 5.5 The members of the Commission may appoint such agents and employees as shall be deemed necessary. These agents and employees shall exercise such powers and perform such duties as shall be determined from time to time by the members.
- 5.6 The Chairman shall preside at all meetings of the Commission. He shall execute all instruments for and on behalf of the Commission.
- 5.7 A Vice Chairman shall in the absence or disability of the Chairman perform the duties and exercise the powers for the Chairman.
- 5.8 The Secretary shall cause to be recorded all the procedures of the meetings of the Commission in a book kept for that purpose. He/she shall give notice of all meetings of the Commissioners for such notice as required. The secretary shall have custody of and provide for safekeeping of all documents of the Commission.
- 5.9 The election of officers shall occur at the first regular Commission meeting after the close

of the calendar year on alternate years.

- 5.10 The Treasurer may have the custody of the funds of the Commission and shall cause to be kept full and accurate accounts of the 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 designed by the Commission. He/she shall disburse the funds of the Commission as ordered by the members, taking proper vouchers for such disbursements, and shall render to the members an account of his/her transactions and of the financial condition of Commission as required by the members.
- 5.11 Any duty of the Secretary or Treasurer may be performed by the assistant secretary or assistant treasurer.
- 5.12 The Commission may, by proper resolution, grant either general or specific authority to the executive director to execute instruments for and on behalf of the Commission.
- 5.13 The officers shall perform such other duties as may from time to time, be prescribed by the members.
- 5.14 In addition to the current officers, the outgoing chairman will serve as ex-officio member of the executive committee for a term of two years following his/her tenure as chairman.

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 offices of the Commission, subject, however, to the policies established by the Commission and to the general supervision of the Commission. He/she shall, with advice and consent of the appropriate committee, make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The executive director may testify before appropriate public bodies or committees 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, with the Executive Committee, shall from time to time recommend to the members the size of the staff required and the composition thereof. Such personnel as are authorized shall be appointed by the executive director with the consent of the Executive Committee. Promotions and salaries shall be determined by the Commission which shall receive and consider, but shall not be bound by the recommendations of the Executive Committee.
- 6.3 All staff personnel shall be subject to such personnel policies as may, from time to time,

be established by the Commission.

ARTICLE VII

Committees

- 7.1 Executive Committee - The executive committee shall consist of the chairman, 1st vice-chairman, 2nd vice-chairman, secretary, treasurer and a minority representative. Each county in the regional planning area shall be represented on the executive committee by a resident. The executive committee shall possess such powers, duties and functions as are set out herein as by resolution of the Commission.
- 7.2 Budget Committee - The executive committee of the Commission shall serve as the budget committee.
- 7.3 Personnel Committee - The executive committee of the Commission shall serve as the personnel committee.
- 7.4 There shall be such other committees as the chairman of the Commission, with approval of the members, shall from time to time designate. The members of any said committee shall be appointed by the Chairman and shall have such authority and perform such duties as the members shall designate by resolution.

ARTICLE VIII

Fiscal Year

- 8.1 The Fiscal Year of the Commission shall run concurrently with that of the State of Missouri.

ARTICLE IX

Annual Report

- 9.1 Annually and at least 90 days prior to the end of the program year the executive director shall prepare a work program setting forth the proposed activities and work at the Commission for the ensuing fiscal year and the budget and staff requirements for such programs for which shall be used as the operating guide at the Commission for the particular period. The work program shall be submitted to the executive committee for appropriate actions, and, if approved, to the Commission for adoption.
- 9.2 A budget to underwrite the aforesaid work program shall be prepared by the executive

director and submitted to the executive committee, for approval, two months prior to the end of each fiscal year.

- 9.3 The executive committee shall consult with and assist the executive director in the preparation of the budget for the Commission and for the parties to the agreement and resolution, it shall review and approve proposals for budget changes, amendments, transfers of funds between accounts that may be made throughout the year and report to the Commission on such changes, amendments or transfers.

ARTICLE X

Annual Report

- 10.1 Within 60 days of the close of the fiscal 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 executive committee for appropriate action, and if approved, to the Commission for adoption.
- 10.2 Upon adoption, the annual report shall be submitted to the local governments within the region, to the members of the Missouri General Assembly representing any district which is within or partly within the region, and to the Missouri Office of Administration. The annual report shall also be made available to the general public.

ARTICLE XI

Regional Housing Advisory Committee

- 11.1 There shall be a Regional Housing Advisory Committee whose membership will be the presiding judges of the five county courts in the Ozark Foothills Region. This Committee membership will be the same as the Ripley County Public Housing Agency and will assist the Commission in the formulation of Housing Policy.
- 11.2 The executive director will serve as administrative secretary on this Committee. A Chairman and Vice-Chairman shall be selected by the members. Meetings will be on call of the executive director.
- 11.3 The Ripley County PHA will serve as the Authoritative body of the Section 8 Housing Programs.

ARTICLE XII

Other Committees

- 12.1 There may be other committees, as the executive director, with the approval of the Commission members, feels is necessary to carry out the responsibilities of the Commission. The members of such committees shall be appointed by the Commission

on recommendation of the executive director and shall have such authority and perform such duties as the Commission may designate by Resolution.

ARTICLE XIII

Engage in Non-Profit Activities

- 13.1 The Commission may engage in such activities necessary to accomplish the objectives of the said Regional Planning Commission, including the formation of a non-profit corporation to implement economic development activities.
- 13.2 The name of the non-profit corporation shall be the Ozark Foothills Development Association.

ARTICLE XIV

General

- 14.1 None of the members of the Commission shall be personally liable under, upon or in connection with any agreement or undertakings entered into by the Commission, or in connection with any other obligations or liabilities of the Commission.
- 14.2 In any case, where a provision of the By-Laws or an amendment thereto, may be in conflict with the agreement and resolution establishing the Commission and any amendment thereto, said agreement and resolution and any amendments thereto shall prevail.

ARTICLE XV

Amendments

- 15.1 The By-Laws of the Commission may be amended by the majority vote 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 meeting shall include a reference to the proposed amendment. The executive committee shall have no power or authority to amend or repeal these laws.