

**BYLAWS OF THE
NORTHWEST MISSOURI REGIONAL DEVELOPMENT CORPORATION**

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

- 1.1 Name: The name of the Corporation shall be “Northwest Missouri Regional Development Corporation.” This shall be a general not-for-profit corporation organized under the laws of the state of Missouri, pursuant to the provisions of Chapter 355 RSMo.
- 1.2 Office: The Corporation shall maintain its principal office in Maryville, Nodaway County, Missouri at a location approved by the Board of Directors. The Corporation may have offices at such other places, within the State of Missouri, as the Board of Directors may from time to time designate.
- 1.3 Registered Office and Agent: The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office.

ARTICLE II

PURPOSE, SERVICE AREA, AND DIVIDENDS

- 2.1 Purposes: The purpose of the Northwest Missouri Regional Development Corporation shall be those purposes stated in the Articles of Incorporation, as may be amended.
- 2.2 Service Area: The Corporation’s service area shall encompass that area of the State of Missouri composed of Atchison, Gentry, Holt, Nodaway and Worth Counties. Services may be extended to additional areas for special projects approved by the Board of Directors.
- 2.3 Dividends: As a not-for-profit corporation, no stock shall be issued or dividends be paid to the members of the Corporation. The Board of Directors shall establish such appropriate rental or leasing fees to cover the cost of purchasing and maintaining its facilities and equipment.

ARTICLE III

POWERS

- 3.1 Powers: To accomplish its purposes, as stated in Section 2.1 of these bylaws, the Corporation shall have the following powers:
- a) To rent, lease, purchase, sell or otherwise acquire or dispose of both real and personal property;
 - b) To borrow money both long and short term;
 - c) To lease such acquired facilities and equipment to the Northwest Missouri Regional Council of Governments as the main tenant, its member communities and such other tenants as deemed desirable by the Corporation's Board of Directors;
 - d) To accumulate financial reserves sufficient to carry out the operations of the Corporation. The extent of the financial resources shall be determined by the Board of Directors;
 - e) To raise funds through methods established by the Corporation's Board of Directors;
 - f) To hire employees or contract for employee services;
 - g) To accept gifts and bequests and devices; and to dispose of donations or fiscal assets;
 - h) To pass-through funds for members of the Northwest Missouri Regional Council of Governments or other not-for-profit agencies in the five-county service region for the purpose of garnering state, federal, and private grant dollars, according to the guidelines duly approved by the body; and
 - i) To do any act not prohibited to the Corporation or now or hereinafter authorized under Chapter 355 RSMo.

ARTICILE IV

MEMBERS

- 4.1 Members: The membership of this Corporation shall be no fewer than twenty-two (22) persons. The membership shall include ten (10) government representatives and twelve (12) at-large representatives. The government members shall be geographically balanced from the five counties and appointed by the Presiding

Commissioner of each respective county from among the current members of the Board of Directors of the Northwest Missouri Regional Council of Governments. The at-large members shall be: one (1) representative from elementary and/or secondary education; one (1) representative from Northwest Missouri State University; five (5) business leaders; and (5) representatives of recognized economic development programs (one from each of the five counties served by the Development Corporation). In the absence of a recognized economic development program, a business leader will be substituted via open nominations from the board of directors with a vote taken if more than one viable candidate.

- 4.2 Resignation of Members: In the event any member shall resign or be unable or unwilling to serve, the members shall, at any annual, regular, or special meeting, elect a successor for the unexpired portion of the term that was vacated who shall serve until the next successor has been designated.
- 4.3 Removal: Failure of a director to attend two consecutive scheduled meetings will constitute automatic resignation, effective upon acceptance by the Board unless the absence is excused by the Chairman at least 24 hours prior to the meeting. The membership of any member may be terminated at any time, for cause and without notice, by a majority of all the members, acting at a meeting. Such termination to be effective from the date of the meeting, unless otherwise provided.

ARTICLE V

DIRECTORS AND OFFICERS

- 5.1 Board of Directors: The members of the Corporation shall serve as its Board of Directors. The corporate powers, business, and property of this Corporation shall be exercised, conducted, and controlled by the Board of Directors.
- 5.2 Officers: The Officers of this Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer; there may be Assistant Secretaries as appointed by the Board of Directors.
- 5.3 Compensation: The Directors and Officers shall not receive compensation for their services although actual expenses may be reimbursed with proper documentation.
- 5.4 Term of Office: All Officers shall be elected by the Members and shall serve for a term of two (2) years or until their successors are elected. Those Officers elected at the annual meeting of the Members shall take office immediately.
- 5.5 Removal and Vacancy: Officers or Directors may be removed from office at any regular Board of Directors 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 there is a quorum established for the vote. Vacancies occurring in any office except Chairperson will be filled at the next regular meeting of the Board

by direct nomination from the floor. Paper ballots will be used for the vote unless only one candidate is nominated for the vacant position. Those duly elected will assume their positions immediately after the results are announced. Should the office of Chairperson become vacant, the Vice-Chairperson shall serve as Chairperson until the next regularly scheduled election of Officers.

5.6 **Duties of Officers:** The Members of this Corporation may appoint such agents and employees as shall be deemed necessary who 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 Members.

- A) **Chairperson:** shall preside at all meetings of this Corporation; shall execute all instruments for and on behalf of this Corporation; shall be one of the legal signatures for and on behalf of this Corporation; shall represent this Corporation on official business; and, shall perform all other duties normally associated with this office.
- B) **Vice-Chairperson:** shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.
- C) **Secretary:** shall cause to be recorded all proceedings of the meetings of the Members and Directors of this Corporation in a book to be kept at the offices of this Corporation and attest to the validity of the minutes of each meeting; shall give notice as required; shall have custody of and provide for the safekeeping of all documents of this Corporation, provided that clerical duties may be delegated to the employees of this Corporation.
- D) **Treasurer:** shall have custody of the funds of this Corporation; shall keep full and accurate accounts of the receipts and disbursements of this Corporation in books belonging to this Corporation; shall deposit all monies in the name of and to the credit of this Corporation in such depositories as may be designated; shall disburse funds of this Corporation as ordered by the Members, taking proper vouchers for the disbursements; shall render to the Members an account of the transactions and financial condition of this Corporation as required, provided that clerical duties may be delegated to the employees of this Corporation.

5.7 **Bonding:** All Officers and employees who handle funds, or who are custodians of property of this Corporation, shall be bonded in an amount to be determined by this Corporation.

5.8 **Executive Director Authority:** The Board may, by proper resolution, grant or remove either general or specific authority to/from the Executive Director of the Regional Council of Governments to execute instruments for and on behalf of this Corporation.

5.9 Other Duties: The Officers shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Board may designate other members and/or staff to sign checks and other documents as needed.

ARTICLE VI

MEETINGS

6.1 Annual Meeting: An annual meeting of the Directors shall be held at the principal office of this Corporation, or at such other place as may be designated in the notice thereof, on the fourth Thursday of July in each year, or on such other date as may be designated in the notice, to conduct annual business matters.

6.2 Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board, provided, however, that regular meetings are held at least annually.

6.3 Special Meetings: Special meetings of the Members or Directors of this Corporation may be called by the Chairperson at such time and place and for such purpose as the said Chairperson shall designate. Special meetings shall also be called upon the written request of one-fourth (1/4) of the Members or Directors duly filed with the Secretary, which request shall designate the time and place and purpose of such meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.

6.4 Notice of Meetings: Written notice of regular, special, and annual meetings of this Corporation shall be given to each Member and/or Director by the Secretary at least three (3) days prior to the date of the meeting. Notice may be waived in writing by a Member or Director, and attendance at the meeting shall constitute waiver of notice unless a Member files with the Secretary a written statement that they will attend. By unanimous consent of all Members or Directors of this Corporation, the requirement of notice may be waived. Notice will be considered effective as postmarked by ordinary mail and sent to each Member or Director at the last known address as it appears in the records of this Corporation.

6.5 Voting: Each Member and Director, including the Chairperson, shall have one (1) vote on all matters voted upon. Voting by proxy shall be permitted.

6.6 Quorum: A quorum shall consist of at least six (6) voting Directors for the transaction of business at all meetings. Every decision made at any meeting at which there is a quorum shall be valid as a binding act of this Corporation. If a quorum is not present, the Members or Directors present and entitled to vote shall have power to adjourn the meeting without further notice to a specified date no longer than thirty (30) days after such adjournment.

6.7 Minutes: The minutes of each meeting shall be prepared and distributed to the Members or Directors. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the presiding Officer and Secretary.

ARTICLE VII

PERSONNEL

- 7.1 Executive Director: The ranking staff member of this Corporation shall be the Executive Director of the Regional Council of Governments. The Executive Director shall be responsible for professional planning, development, and administration of the staff, subject to the general supervision of the Board of Directors.
- 7.2 Economic Development Director: The Economic Development Director shall be subject to the general supervision of the Executive Director. Additional staff members shall be assigned this task as the Board of Directors may see fit.
- 7.3 Other Staff: Additional staff members of the Northwest Missouri Regional Council of Governments may be assigned tasks of this Corporation as the Executive Director or Board of Directors may see fit.

ARTICLE VIII

MISCELLANEOUS

- 8.1 Outside Services: The Board of Directors may hire attorneys, accountants, or other outside agents to represent this Corporation and its best interests as the Board shall see fit.
- 8.2 Indemnification: This Corporation shall indemnify and hold harmless each person who has served or is serving as a Director from and against any and all claims and liabilities to which such person shall become subject by reason of their serving or having served as a Director of this Corporation, and shall reimburse such person for all legal expenses reasonably incurred in connection with any such claim or liability, provided that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability brought on by negligence or willful misconduct.
- 8.3 Payments-Checks-Drafts, etc.: All payments of this Corporation's funds shall be made only upon properly authorized and approved checks or drafts and signed by such Officer, Officers, or personnel as shall be duly authorized by the Board of Directors.

8.4 Fiscal Year: The fiscal year of this Corporation shall be from July 1 to June 30.

8.5 Bidding and Purchasing: The Executive Director shall make all necessary purchases of supplies, services, and equipment as authorized by the budget approved by the Board. The Executive Director will oversee all expenditures and will seek competitive, written bids on any single item of \$1,000 or more of multiple purchases of the same kind in any consecutive six-month period. All purchases of the Corporation shall be made in conformance with the written procurement policies from time-to-time established by the Board of Directors.

ARTICLE IX

DISSOLUTION AND DISTRIBUTION

9.1 Dissolution and Distribution: Upon the adoption of a Resolution for Dissolution by the Board of Directors a plan shall be prepared for the distribution of assets. Distribution of assets shall conform to specific provisions of Chapter 355 RSMo, Section .225 through .250. Remaining assets of the Corporation after compliance with the plan of dissolution shall accrue to the member counties and municipalities in good standing at the time of dissolution. No assets shall be distributed to members of the Board of Directors or employees of the Corporation. Assets shall be distributed on a per capita population basis in relationship to the total population of the member communities and counties, as determined by the most recent national census.

ARTICLE IX

DISSOLUTION AND DISTRIBUTION

10.1 Amendments: The Bylaws of this Corporation may be amended in the following way: The proposed amendment will be presented in writing to the Board of Directors at any regular meeting; the proposed amendment will appear on the agenda of the next regular or special meeting for discussion, and upon completion of the discussion, voted on with a simple majority of those constituting a quorum securing passage.

10.2 Adoption: These bylaws become effective by majority vote of the Corporation 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 Chairperson and Secretary attesting thereto showing the date of ratification.

Chair

Date

Secretary

Date