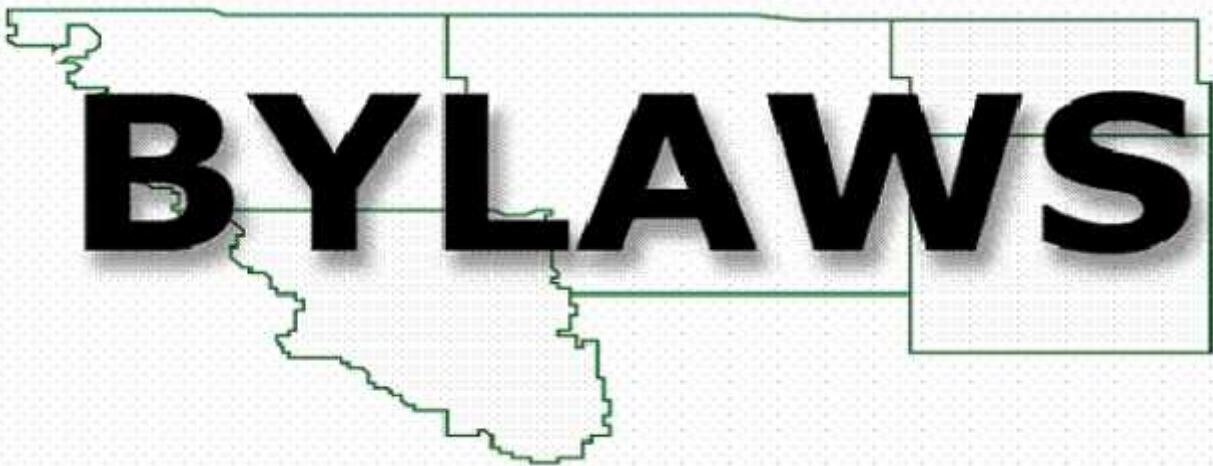




**Northwest Missouri Regional
Council of Governments**



**NWMORCOG
114 WEST THIRD ST. MARYVILLE, MO 64468
(660) 582-5121**

**BYLAWS OF
THE NORTHWEST MISSOURI
REGIONAL COUNCIL OF GOVERNMENTS**

Table of Contents

ARTICLE I	NAME AND LOCATION OF PRINCIPAL OFFICE	1
ARTICLE II	PURPOSE AND MISSION	1
ARTICLE III	POWERS AND DUTIES	2
ARTICLE IV	COUNCIL MEMBERSHIP	3
ARTICLE V	MEETINGS	4
ARTICLE VI	ORGANIZATION OF COUNCIL	6
ARTICLE VII	CONDUCT OF ELECTIONS	8
ARTICLE VIII	PERSONNEL	9
ARTICLE IX	COMMITTEES	10
ARTICLE X	FISCAL OPERATIONS	11
ARTICLE XI	ANNUAL WORK PROGRAM AND REPORT	12
ARTICLE XII	GENERAL	13
ARTICLE XIII	PURCHASING AND BIDDING	13
ARTICLE XIV	AMENDMENTS AND ADOPTION	14
ARTICLE XV	DISSOLUTION	15

**BYLAWS OF
THE NORTHWEST MISSOURI
REGIONAL COUNCIL OF GOVERNMENTS**

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

- 1.1 The name of the organization shall be, “Northwest Missouri Regional Council of Governments.”
- 1.2 The Council shall encompass that area of the state of Missouri composed of Atchison, Gentry, Holt, Nodaway, and Worth counties and the local units of governments within.
- 1.3 The Council shall maintain its principal office in Maryville, Missouri, and may establish field offices at such other places as it may deem appropriate.

ARTICLE II

PURPOSE AND MISSION

- 2.1 The Purpose of the Northwest Missouri Regional Council of Governments is contained in its charter by the State. See the appendix for a copy of the Charter.
- 2.2 Its mission is to promote regional planning for human resources, educational opportunities, and economic development in order to enhance the quality of life for the region’s inhabitants. The organization strives to accomplish these objectives by:
 - A) Providing professional staff assistance to local governments and organizations in the region.
 - B) Serving as an advocate for the Northwest region before federal, state, and local governmental agencies and other organizations that Influence or affect public policy.

- C) Promoting the economic development of the region.
 - D) Providing a forum for the discussion and resolution of common problems and issues affecting the Northwest Region.
 - E) Promoting regional, multi-purpose planning and cooperative arrangements and coordinating action among its member governments.
- 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 & empowered to pay reasonable compensation for services rendered.

ARTICLE III

POWERS AND DUTIES

- 3.1 The Council 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 1986), and accordingly shall:
- A) Adopt, amend, and repeal Bylaws, rules, regulations governing the conduct of its business and the performance of its functions;
 - B) Provide for the internal organization and administration of the Council;
 - C) Appoint and fix the salary of an Executive Director and such other personnel as may be necessary to enable the Council to carry out its functions, provided, however, that such appointment shall be with the recommendation of the Executive Committee and approval of a two-thirds (2/3) majority of the Council membership present and voting.
 - D) Accept, use, and dispose of gifts or donations of services or property (real, personal or mixed, tangible or intangible); Accept and expend local, state, and federal funds.
 - 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 purpose under the Act and consistent therewith;
- G) Review, recommend changes, and approve the program of all funding sources; minority representation shall be maintained on this committee.
- H) Perform other duties and responsibilities as needed in accordance to the state charter.

3.2 The Council may make plans for the physical, social, and economic development of the Region, and may adopt by resolution any plan or the portion of any plan so prepared as its official recommendation for the development of the Region; it may publicize and advertise its purposes, objectives, findings, and planning problems to the local government units within the Region and to the other public and private agencies in matters relative to its functions and objectives, and may act as a coordinating agency for programs and activities of such local units and agencies as they relate to its objectives. In general, the Council shall have all powers necessary to enable it to perform its functions and promote regional planning. The functions of the Council shall be solely advisory to the local governments and local government officials comprising the Region.

ARTICLE IV

COUNCIL MEMBERSHIP

4.1 Membership: The Council shall consist of a minimum of twenty-two (22) participating members who shall represent the city and county units of government or non-governmental groups and the private sector within the boundaries of the Region. Each local unit shall have submitted a Resolution as specified in Chapter 251.250 RSMo (1969). At least two members at-large shall be elected by membership to serve. There shall be at least three (3) members from each county comprising the Regional Council area, but no more than one from each town. The Presiding commissioner from each of the five counties of the Northwest Region shall select three (3) communities in each county to be represented on the executive committee, plus a representative from the county. Each member whose dues are in good order shall be entitled to one representative who shall have one vote. At least a simple majority of membership shall be comprised of elected officials and/or employees of a general purpose unit of local government and appointed by that local unit.

4.2 Each county shall be entitled to one representative on the Council, who shall be a commissioner, or a person designated by the commissioners. The Council representative from the municipalities shall be the Mayor or his/her designee. Mayors and commissioners shall retain their positions as Council members under this section only so long as they shall hold the required office in their respective governments.

A “Designee” of the Mayor or Commissioners shall be announced in writing to the Chair of the Council. Withdrawal of the “Designee” as the representative of the respective local governing body shall be similarly announced. The term of a “Designee” on the Council shall continue until changed by the appointing unit of government.

4.3 A minimum of 35% of the Regional Council total board membership shall consist of at least one private sector representative of the business community and one or more of the following: Executive Directors of Chambers of Commerce, or representatives of institutions of post-secondary education, workforce development groups of labor groups. Such members shall be approved by the Regional Council Board as business community representatives and every effort should be made to reflect the types of businesses of the region.

4.4 Ex-officio Membership: The following shall be ex-officio, non voting members of the Council. The Director of the Office of Administration or their designee; members of the General Assembly representing any part of the Northwest Missouri Region; any local elected official of a member local government; and any appointed Executive Official of a member local government.

4.5 Resignation of Members: In the event any member shall resign or be unable or unwilling to serve, his successor shall be appointed by the local unit of government making the original appointment.

ARTICLE V

MEETINGS

5.1 Regular Meetings: All regular meetings and special meetings of the Council shall be open and public meetings. All meetings shall be held in compliance with Chapter 610 RSMo 1987 (So-called “Open Meeting Law”). The Council will

meet regularly on the fourth Thursday of each month at its office in Maryville as required to conduct business. Meetings may be held at other locations and times as agreeable to the membership.

- 5.2 Special Meetings: Special meetings of the Council may be called by the Chair at such time and place and for such purpose as the said Chair shall designate. Special meetings of the Council shall be called upon the written request of one-fourth (1/4) of the members of the Council filed with the Secretary, which request shall designate the time and place and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.
- 5.3 Notice of Meeting: Written notice of regular and special meetings of the Council shall be given to each member and to the Director of the Office of Administration by the Secretary at least three (3) days prior to the date of 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 that he/she is attending and the notice is given. By unanimous consent of all members of the Council the requirement of notice can be waived.
- 5.4 Voting: Each member of the Council, including the Chair, shall have one (1) vote on all matters voted upon. Proxy voting shall be permitted by written authorization of the absent board members.
- 5.5 Quorum: One-fourth (1/4) of the voting members of the Council shall constitute a quorum for the transaction of business at such meetings. Every decision made at any meeting at which there is a quorum shall be valid as the binding act of the Council. 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 no later than thirty (30) days after such adjournment. At such adjournment meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting which was adjourned.
- 5.6 Minutes: The minutes of each meeting shall be prepared and distributed to the Council members. A copy of the minutes of each meeting shall be sent to the Office of Administration for information purposes. The minutes of each meeting and any corrections thereof, duly adopted shall be signed by the presiding officer and secretary.

ARTICLE VI

ORGANIZATION AND RESPONSIBILITIES OF OFFICERS

- 6.1 Officers: The officers of the Council shall be a Chair, Vice-Chair, Secretary, and Treasurer, and shall be voting members of the Council. In addition, there may be an Executive Director of the Council and such assistant secretaries and assistant treasurers as may from time to time be determined by the Council. Duly elected executive committee officers will serve a dual role as the officers of the Council.
- 6.2 Duties of Officers: The members of the Council 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 members.

A) The Chair shall:

- a. Preside at all meetings of the Council.
- b. Execute all instruments for and on behalf of the Council.
- c. Be one of the legal signatures for and on behalf of the Council.
- d. Appoint committees and committee chairs; represent the Council on official business.
- e. Perform other duties normally associated with the office of Chair.

B) The Vice-Chair shall:

- a. In the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

*Note: Should the office of Chairperson become vacant, the Vice-Chair will serve as Chair until the next regularly scheduled election of officers.

C) The Secretary shall:

- a. Cause to be recorded all the proceedings of the meetings of the Council in a book to be kept for the purpose and attest to the validity of the minutes of each meeting.
- b. Give adequate notice of Council meetings to interested parties.
- c. Have custody of and provide for safekeeping of all documents of the Council, provided, however, that he/she may delegate clerical duties to the Executive Director.

D) The Treasurer shall:

- a. Have the custody of the funds for the Council and keep full and accurate accounts of receipts and disbursements in books belonging to the Council.
- b. Deposit all money in the name and to the credit of the Council in such depositories as may be designated by the Council.
- c. Disburse the funds of the Council as ordered by the members, taking proper vouchers for such disbursements.
- d. Render to the members an account of his transactions of the financial conditions of the Council as required by the members.
- e. Delegate financial duties to the Executive Director.

6.3 Term of Office: All Officers shall be elected by the Council to serve a term of office of two years. No officer shall serve more than two consecutive 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.

6.4 Removal and Vacancy: Officers may be removed from office at any regular Council 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. Vacancies occurring in any office will be filled at the next regular meeting of the Council 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.

- 6.5 Bonding: All officers and employees who handle funds, or who are custodians of property, shall be bonded in an amount to be determined by the Council.
- 6.6 Executive Director Authority: The Executive Committee may by proper resolutions, grant or remove either general or specific authority to the Executive Director to execute instruments for and on behalf of the Council.
- 6.7 Other Duties: The Officers shall perform such other duties as directed by vote of the members.

ARTICLE VII

CONDUCT OF ELECTIONS

- 7.1 The Bylaws and Membership Committee shall be responsible for the nomination of officers and at-large members as required. The committee will:
 - A) Solicit nominations for officers and at-large members 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 Council 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 Council at the annual meeting. Additional nominations from the floor will be solicited and accepted by the Committee Chair.
 - E) Ballots will be distributed at the annual 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 annual meeting will take office at the next meeting.

ARTICLE VIII

PERSONNEL

8.1 The ranking staff employee of the Council shall be the Executive Director. He/She shall be responsible for professional planning, development, and administration of the staff; subject to policy guidance and general supervision by the Council.

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

He/She shall direct and be responsible for the work of the staff.

He/She may be authorized to testify before public bodies on policies and recommendations adopted by the Council; and may consult and confer with public officials on behalf of the Council in connections with programs of the Council.

He/She may be authorized by vote of the Council to execute instruments for and on behalf of the Council.

The Executive Director will recommend to the Council the number of persons to be employed on the staff and will provide an organizational chart delineating the positions and duties of each employee. He/She will take care to be reasonably certain that the budget will support the salaries resulting from his/her recommendations.

All members of the staff will be subject to personnel policies established by the Council.

8.2 An Executive Director will be selected in the following way:

- A) The Personnel Committee, with assistance from the staff, will seek out and recommend to the Executive Committee at least three qualified candidates. The Personnel Committee after interviewing the candidates and reviewing their qualifications will recommend one of them to the Council.
- B) Paper ballots will be used by the Council to vote on the candidate. Two-thirds (2/3) of the Council present and voting must approve the candidate.

- C) Should the candidate fail to obtain the necessary two-thirds (2/3) vote, one of the remaining candidates will be presented to the Council or the Executive Committee may, at its discretion, ask the Personnel Committee to recommend additional candidates.

8.3 Staff Appointment: The Executive Director, with the Personnel Committee, shall from time to time, recommend to the Executive Committee the size and composition of the staff required, also, minimum and maximum salaries for Staff positions. Such personnel as are authorized shall be appointed by the Executive Director with salaries within the ranges approved by the Executive Committee. Salary survey and review and promotions are covered in the Personnel Policies.

ARTICLE IX

COMMITTEES

9.1 Executive Committee: The Chair, Vice-Chair, Secretary, and Treasurer and two (2) non-elected at large members of the Council shall comprise the Executive Committee.

9.2 Budget Committee: There shall be a Budget Committee which shall be a standing committee of the Council. The Treasurer of the Council shall be a member of the Budget Committee. The Chair of the Council shall appoint such committees and any replacements as shall be necessary. The Budget Committee shall have such duties, powers, and functions as provided in these Bylaws, or by resolution of the Council. Specific duties will include, but are not limited to:

- A) Work with the Executive Director in preparing a recommended annual budget to the Council.

- B) Review administrative policies and procedures and recommendations to the Council.

9.3 Personnel Committee: There shall be a Personnel Committee which shall be a standing committee of the Council. The Personnel Committee shall have such duties, powers, and functions as provided in these Bylaws, or by resolution of the Council. Specific duties will include, but are not limited to:

- A) Recommend personnel changes for the approval of the Council.

B) Recommend personnel policy and procedure changes.

9.4 Bylaws and Membership Committee: There shall be a Bylaws and Membership Committee composed of seven (7) members, with at least one (1) member being from each of the counties within the Region, and the Chair shall appoint such a committee. The Bylaws and Membership Committee shall have such duties, powers, and functions as provided in the Bylaws, or by resolution of the Council. Specific duties will include, but are not limited to:

A) Review the Bylaws as needed in order to assure compliance with such Bylaws, and shall recommend such changes in the Bylaws which seem necessary for the efficient operation of the Council.

B) Oversee board and committee membership and recommend leadership positions to full board or chair as appropriate.

C) Serve as the nominating committee for NWMORCOG officers and at-large positions and NWMORCOG officers.

a. The Committee shall meet prior to the expiration of the term of office of the officers of the Council.

b. The nominations for new officers shall be voted upon by the Council at the meeting prior to the month of expiration of said officers.

9.5 Additional Advisory Committees: There shall be such other committees as the Chair of the Council, with the approval of the members, shall from time to time designate. The members of any said committee shall be appointed by the Chair and shall have such authority and perform such duties as the members shall designate by resolution.

ARTICLE X

FISCAL OPERATIONS

10.1 Fiscal Year: The fiscal year of the Council shall be from July 1 to June 30.

- 10.2 Annual Dues of Members: Each member government shall be assessed annual dues as hereinafter provided, for the financial support of the Council.
- 10.3 Computation of Dues: The computation of dues of members shall be based upon a per capita assessment of the local share of the approved budget, using the latest official decennial census of the United States Department of Commerce Bureau, unless otherwise designated by the Council.
- 10.4 Special Assessments and Contributions: The Council may accept special assessment dues for special work or contracts with member local governments, local public and private institutions and organizations.
- 10.5 Budget: A budget to underwrite the Council's work program shall be prepared by the Budget Committee and Executive Director, which shall be submitted to the Council for adoption or amendment and adoption.
- 10.6 The Council shall adopt and insure the implementation of an accounting policy that conforms to generally accepted accounting principles promulgated by the American Institute of Certified Public Accountants and the United States General Accounting Office. The Council 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 Council.
- 10.7 Audit: The fiscal records of the Council shall be audited annually by a Certified Public Accountant (CPA).

ARTICLE XI

ANNUAL WORK PROGRAM AND REPORT

- 11.1 Annual Work Program: Within a reasonable time of the beginning of the Council's new fiscal year, the Executive Director shall prepare an annual work program setting forth the proposed activities and work of the Council for the ensuing fiscal year and the budget and staff requirements for such programs which shall be used as the operating guide of the Council for the particular period. The work program shall be submitted to the Executive Committee for adoption.

- 11.2 Annual Report: Following the end of the current fiscal year, the Executive Director shall prepare an annual report, setting forth the activities and work for the Council for the previous fiscal year, as well as outlining the future planning requirements and needs of the Council.
- 11.3 Report Distributions: 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 Office of Administration. The annual report shall also be made available to the General Public.

ARTICLE XII

GENERAL

- 12.1 The law authorizing Regional Planning Councils and the Resolutions and Agreements establishing the Northwest Missouri Regional Council of Governments shall govern in the event of conflict with these Bylaws.
- 12.2 If the Council needs legal counsel or the services of an outside accountant, his/her hiring will be authorized by the Executive Committee.
- 12.3 The Council shall indemnify and hold harmless each person who has served or is serving as a Director of the Council from and against any and all claims and liabilities to which such person shall become subject by reason of his/her serving or having served as a Director of the Council, and shall reimburse such person for all legal expenses reasonably incurred by him/her 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 arising out of his/her own negligence or willful misconduct.

ARTICLE XIII

PURCHASING AND BIDDING

- 13.1 Prudent and economical use of public funds must be utilized to facilitate the acquisition of goods and services of maximum quality at the lowest possible

cost. Procurement records shall be maintained connected to purchases of \$500 or more; and all service bid proposals.

Purchasing Goods

Procedures for the purchase of goods:

- a. Up to \$500 The discretion of the Executive Director
- b. Over \$500 Quotations from at least three vendors

The Executive Director must approve all purchases as authorized by the budget. Acquisition of goods over \$1,000 not included in the approved annual budget must receive Board of Directors approval. In a situation when an exclusive good or service does not allow the availability of quotes from three or more vendors, records of said purchase must be documented as such.

Bidding Services

Bid proposals must be solicited from a number of qualified sources that ensures fair and open competition among all qualified interested parties. Awards shall be offered to the lowest responsive, responsible bidder whose proposal is most advantageous to the Agency with price and other factors considered.

The following factors shall be considered in justifying an award for services:

- a. Cost or price must be determined to be fair and reasonable
- b. Conformance to bidding requirements
- c. Bidder’s previous record of performance and quality
- d. Technical and financial capability of bidder to render satisfactory service

ARTICLE XIV

AMENDMENTS AND ADOPTION

14.1 The Bylaws of the Council may be amended in the following way: The proposed amendment will be presented in writing to the Executive Committee at any regular meeting. The proposed amendment will be on the agenda for discussion and vote at the next regular or special full Council meeting. A simple majority of those constituting a quorum present and voting will secure passage.

14.2 These Bylaws become effective by majority vote of Council 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.

ARTICLE XV

DISSOLUTION

15.1 Upon the dissolution of the corporation, 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, or 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), 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.

Chair

Date

Secretary

Date

APPENDIX

Regional Council Charter

page 1