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BY-LAWS
OF THE
BI-STATE REGIONAL COMMISSION
F/K/A BI-STATE METROPOLITAN PLANNING COMMISSION

ARTICLE I
TITLE, AUTHORITY, PURPOSE

- Section 1. This document shall be known as the "By-Laws of the Bi-State Regional Commission f/k/a/ Bi-State Metropolitan Planning Commission."
- Section 2. Article X, Section 1, of the "Articles of Agreement of the Bi-State Regional Commission" provides for the adoption of By-Laws by the Commission.
- Section 3. The purpose of this document is to establish rules for the Commission to follow in the transaction of its business.

ARTICLE II
OFFICERS

- Section 1. Each year in the month of January, the Executive Committee shall serve as the Nominating Committee to recommend a slate of officers for consideration by the full Commission. In addition, nominations may be made from the floor.
- Section 2. Each year in the month of January, the Commission shall elect from its representatives a Chairperson, Vice-Chairperson, a Secretary, and a Treasurer. The term of these officers shall be for one (1) year with eligibility for reelection to a second term. The

officers shall be elected officials. No more than one (1) officer shall be selected from each jurisdiction, and no more than two (2) officers shall be selected from the same state.

- Section 3. The term of office of Commission officers shall begin on the first day of March of the year of their election.
- Section 4. In the case of any of the Commission offices becoming vacant, the Commission shall elect at its next meeting a representative to fill the remainder of the unexpired term.
- Section 5. The Chairperson shall preside at all meetings of the Commission and of the Executive Committee, and authenticate by his/her signature, when necessary, all the acts, orders, and proceedings of the Commission and of the Executive Committee. The Chairperson may call special meetings of the Commission at such times as in his/her judgment the interest of the Commission requires.
- Section 6. The Vice-Chairperson shall act for the Chairperson during his/her absence from the chair, and in case of the position of Chairperson becoming vacant shall act as Chairperson in all matters until the position is again filled as set forth above.
- Section 7. The Secretary of the Commission shall be the recording officer of the Commission and the Executive Committee and the custodian of its records except such as are specifically assigned to others. These records shall be open to inspection by any representative at reasonable times, and where a committee needs any records for the proper performance of its duties, they shall be made available to its chairperson. The Secretary shall keep a register of the representatives and call the roll when required and shall perform such other duties as may be assigned by the Commission.
- Section 8. The Treasurer of the Commission shall be the fiscal agent of the Commission and of the Executive Committee, and it shall be his/her duty to keep proper financial records of the Commission, and account for all receipts and disbursements. The Treasurer shall report to the Commission annually following the close of the fiscal year, and at such other times as the Commission may desire, provided that the Treasurer may demand thirty (30) days notice thereof.

ARTICLE III COMMISSION COMMITTEES

- Section 1. The Executive Committee shall be composed of up to eleven (11) members consisting of all member counties and five (5) municipal representatives, and one (1) diverse interests representative. The county and municipal representatives shall include the four (4) officers of the Commission. The remaining members shall be appointed by the Chairperson with the approval of the Commission. In making such appointments, the Chairperson shall insure that there shall be one representative from each member county board, and each state shall have at least two (2) municipal elected officials. The term of the appointed members shall be for one (1) year with eligibility for reappointment. In the case of a position of any of the appointed members on the Executive Committee becoming vacant, the Chairperson, with the approval of the Commission, shall appoint a representative to serve the remainder of the unexpired term.
- Section 2. There shall be a Finance and Personnel Committee to oversee the fiscal and personnel matters of the Commission. The Committee shall be composed of nine (9) members and appointed by the Commission Chairperson. A majority of the Committee shall constitute a quorum.
- Section 3. The Commission may establish at any time special and standing committees. The members of and duties of such committees shall be clearly defined and recorded in the minutes of that meeting at which the committee is formed.
- Section 4. In the interest of effective and efficient functioning of the Commission, delegated authority groups may be established from time to time by the Commission to expedite the functioning of business and activities of specific work areas. The Commission may establish specific guidelines or limits within which the delegated authority group must perform its functions.

ARTICLE IV MEETINGS

- Section 1. Meetings of the Commission shall be held monthly except by vote of the representatives. Special meetings may also be held at the call of the Chairperson or

five (5) representatives of the Commission. The Executive Director shall communicate notice of all meetings to all representatives of the Commission at least five (5) days prior to such meeting. The Commission shall hold their meetings in such place as a majority of the Commission may from time to time determine.

Section 2. Meetings of the Executive Committee shall be held at the call of one or more of the four Commission officers. The Executive Director shall communicate notices of all meetings to all members of the Executive Committee at least five (5) days prior to such meeting.

Section 3. A majority of the Commission shall constitute a quorum. However, a lack of a quorum shall not prevent an officially called meeting from coming to order, making motions or the discussion thereof, or for passage by a majority of those representatives present of a motion for continuance of such meeting to a later time.

Section 4. All plans and recommendations of the Commission shall be adopted and may be added to or changed from time to time by a majority vote of the Commission and shall be a matter of public record. Voting on such adoption, addition, or change shall take place at a subsequent meeting from that meeting at which it is proposed. All other matters that require a vote of the representatives shall be acted on only during those meetings at which a quorum is present. The results of each vote taken shall be reported in the minutes and the vote of each member present shall be made public. A roll call vote may be taken when necessary to determine each member's vote.

Section 5. In cases requiring action by the Commission in the intervals between Commission meetings, a quorum of the Executive Committee may act as the Commission. A majority of the Executive Committee shall constitute a quorum.

Section 6. Except as otherwise required by these By-Laws and the "Articles of Agreement of the Bi-State Regional Commission," meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

ARTICLE V ADMINISTRATION

- Section 1. The Commission shall appoint an Executive Director, responsible to the defined Commission for carrying out of the functions, duties, and powers as in the Articles of Agreement. The Executive Director shall have the authority to employ, assign, supervise, and release all employees and staff of the Commission within the framework of the approved budget and policies of the Commission and Executive Committee.
- Section 2. All bills must be approved for payment by the Commission's Executive Director.
- Section 3. All warrants over \$ 2,000.00, with the exception of warrants drawn for payroll and payroll taxes must be signed by any two (2) of the following Commission officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, and Executive Director.
- Section 4. All transfers for either warrants for payroll and payroll taxes or under \$2,000.00 must be supported by itemization and signed by any two (2) of the following Commission officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer.
- Section 5. All warrants drawn for payroll and payroll taxes or under \$ 2,000.00 must be signed by any one (1) of the following Commission officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, and Executive Director.
- Section 6. The Commission shall annually have an audit made of the financial records of the Commission.
- Section 7. The fiscal year of the Commission shall be from July 1 through June 30.
- Section 8. The Bi-State Regional Commission shall assume responsibility for representatives on the Commission or representatives of its "delegated authority groups" who are not otherwise protected by their respective appointing jurisdiction (county or municipality). Responsibility shall include legal expenses and losses or damages for claims arising from "errors and omissions liability" where representatives are acting within specific guidelines or limits established by the Commission. Any loss or

damage resulting from any dishonest, fraudulent, or criminal act(s) or from assessed punitive damages shall be excluded.

ARTICLE VI AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the Commission by a majority vote of the Commission, provided that the proposed amendment has been sent to all Commission representatives at least five (5) days prior to such meeting. If an amendment is proposed at a meeting, voting on such amendment may not take place until the next meeting.