

**DEVELOPMENTAL DISABILITIES RESOURCE BOARD
OF CLAY COUNTY MISSOURI**

BYLAWS

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BYLAWS

PURPOSE

I. AUTHORITY

The Developmental Disabilities Resource Board of Clay County, Missouri (hereinafter referred to as the "Board") derives its authority from Sections 205.968 to 205.972, RSMo., commonly called the "County Sheltered Workshop" law. Authority is further drawn from the citizens of Clay County as per the passage of the original county tax levy on April 6, 1971 and from the Clay County Court Resolution dated May 3, 1971 which appointed the first Board of Directors of the Clay County Sheltered Facilities Board. The name of the Board was subsequently changed officially on January 1, 1993.

II. STATEMENT OF MISSION

To promote an environment (array of services and supports) whereby citizens of Clay County with developmental disabilities and their families have the opportunity to have productive and fulfilling lives.

III. STATEMENT OF PHILOSOPHY

The Board believes that:

Persons with developmental disabilities are valuable people with all basic rights and all human needs.

Persons with developmental disabilities should have the freedom to be the best they can or want to be.

Persons with developmental disabilities have the right to live, make choices and take risks.

Persons with developmental disabilities have the right to appropriate services and supports across their life span.

Persons with developmental disabilities have the right to fully participate in the community.

Persons with developmental disabilities make a unique contribution for themselves and to the community.

ORGANIZATION

I. MEETINGS

The Board shall hold regularly scheduled monthly meetings at a day and time fixed by the Board.

If a holiday shall fall on the day of a regularly scheduled meeting, the Board Chairman shall reset the meeting date.

Special meetings of the Board may be called at the discretion of the Chairman or by three members of the Board. Such special meetings require at least 24 hours notice. The hour of special meetings shall be set by either the Chairman or the three members calling the meeting.

All regular and special meetings of the Board shall usually be held in the Conference Room at the Board's offices located at 920 S. Kent, Liberty, Missouri. Alternative meeting sites may be set at the discretion of the Chairman that includes a teleconference.

Notice of all meetings of the Board shall be posted at the Board's offices at least 24 hours prior to the meeting.

Five members of the Board shall constitute a quorum for regular or special meetings of the Board.

All meetings and records of the Board shall be open to the public, except when otherwise authorized under the provisions of Section 610.010 to 610.032 RSMo.

DDRB shall retain records in accordance with the Secretary of State's records retention schedule.

II. MEMBERS

The Board shall consist of nine members of whom two shall be related by blood or marriage within the third degree to a handicapped person as defined in Section 205.968, RSMo., four shall be public members, and at least seven of the Board members shall be residents of the county as stated in Section 205.970, RSMo.

A member of the Board shall be appointed by the Clay County Commissioners.

A member may not vote on any issue until he/she has taken the oath of office administered by the Clay County Clerk.

A member shall serve a three-year term.

A member shall not serve on the Board and also be an officer, director, member or employee of any organization, proprietorship, facility or corporation, whether for-profit or not-for-profit, which has, or which may reasonably expected to have, contractual relations with the Board.

A member shall not be related by blood or marriage within the third degree to an employee or to a member of an Agency Board requesting a grant or assistance from the Board.

A member can serve until he/she has been replaced by a confirmed new Board member.

The Board members shall not receive compensation for their services but may be reimbursed for actual, reasonable and necessary expenses incurred by them with the approval of the Chairman.

Any Board member may, following notice and an opportunity to be heard, be removed from office by a majority vote of the other members of the Board for any of the following grounds:

1. Failure to attend three consecutive meetings without good cause;
2. Conduct prejudicial to the good order and efficient operation of the facility or services; or
3. Neglect of duty.

The Chairman of the Board shall preside at such removal hearing unless he/she is the person sought to be removed. In this case the hearing shall be presided over by another member elected by the majority vote of the other Board members. All interested parties may present testimony and arguments at such hearing, and the witnesses shall be sworn by oath or affirmation before testifying. Any interested party may, at his or her own expense, record the proceedings.

Vacancies in the Board occasioned by removals, resignations or otherwise shall be reported by the Board Chairman to the County Commission for appointments for the duration of the vacating Board member's term.

III. OFFICERS AND DUTIES

The officers of the Board shall consist of a Chairman, Vice Chairman, Secretary, Treasurer and such other officers as the Board may designate.

The Chairman shall preside at all meetings of the Board. The Chairman shall represent the Board at official functions or appoint said representative. The Chairman shall supervise the Board's Executive Director. The Chairman shall preside over meetings of the Executive Committee. The Chairman shall appoint the members of the Board to serve on the various standing and ad hoc committees of the Board.

The Vice Chairman shall assume the duties of the Chairman in his/her absence.

The Secretary shall cause and oversee the keeping of accurate and complete records of all proceedings of the Board. It is the responsibility of the Chairman to appoint an acting Board Secretary for any Board meeting in which the Secretary is not present.

The Treasurer shall be Chairman of the Finance Committee. The Treasurer shall provide the Board an up-to-date financial report at each of its regularly scheduled meetings.

The Treasurer shall, with the Finance Committee, present a proposed fiscal year budget at the first meeting of the new fiscal year. A draft copy of said budget shall be provided to the Board by its November meeting.

The Treasurer shall be bonded by a surety company for an amount authorized by the Board. The cost of said surety bond shall be paid for by the Board.

Officers shall serve a term of one year. A Board member may be elected for a maximum of three consecutive one year terms for the same officer position. If a Board member serves three consecutive years in the same officer position, that Board member may then be re-elected for additional terms in that same officer position provided the member has taken at least a one year hiatus from that particular officer position. Any additional terms served after a one year hiatus in the same officer position will always be subject to a maximum of three consecutive one year terms by any individual Board member in accordance with the restrictions provided in this paragraph.

IV. ELECTION OF OFFICERS

Nominations for the positions shall be obtained from the Nominating Committee which is to be appointed at the first meeting following Commission appointments to the Board.

The officers of the Board shall be elected at the second Board meeting following appointments of new members.

In cases where there are additional nominations from the floor for an office, a vote shall be taken with all members of the Board present voting. The nominee receiving the majority votes shall be the officer. In cases of more than two nominees for an office, the nominee receiving a plurality of votes shall be considered the winner of the election.

V. REMOVAL FROM OFFICE

Any officer may be removed for cause during his/her term of office by two-thirds (2/3) vote of all nine members of the Board upon due and reasonable notice and hearing. Inefficiency, violation of the statutes or rules governing the Board, or physical and mental conditions which incapacitate such officer from performing the duties of the office, shall be cause for removal from office.

VI. COMMITTEES

The Board shall conduct its business through a system of standing, and, when needed, ad hoc committees.

Committees shall fact find and recommend action to the Board.

No action of a Board standing or ad hoc committee shall be official without full Board approval, with the exception of the Executive Committee (see Section VII of the Board Bylaws).

The Standing Committees of the Board shall be:

- The Executive Committee
- The Finance Committee
- The Services Committee
- The Long Range Planning Committee
- The DDRB Owned Property Maintenance Committee.

The Standing Committees shall meet at least once per year. All committee meetings are open to any member of the Board. Notices of Committee meetings will be sent to all Board members.

The Committees have the right to reschedule said meetings based upon availability of the committee membership.

Committee meetings will usually be held at the Board's offices in Liberty, Missouri.

Committees shall assume such duties as specified in these Bylaws and such other duties as may be assigned by the Chairman.

The Chairman or the Executive Committee may establish ad hoc committees as they deem appropriate. Such committees shall have such membership, duties and term of office as shall be determined by the Executive Committee.

All Standing and Ad Hoc Committee Chairpersons shall keep accurate records of their respective meetings.

VI. COMMITTEES, Contd.

The Finance Committee:

The Finance Committee shall consist of the Treasurer who shall be the Chairman of the Finance Committee and at least two other Board members. The committee shall annually review the Funding Policy and Procedure Manual. The Finance Committee will meet with the Agencies to have Funding Request hearings each year prior to making budget recommendations to the Board. The committee shall recommend an annual budget to the Board, advise the Board concerning investments and other financial matters and provide for annual audit.

The Long Range Planning Committee:

The Long Range Planning Committee shall consist of at least four members of the Board. The committee shall annually define or redefine the long-term goals and the bench marks as necessary to meet these goals prior to each funding cycle.

The committee shall review new governmental mandates and make recommendations to the Board.

The DDRB Owned Property Maintenance Committee:

The DDRB Owned Property Maintenance Committee shall consist of at least three members of the Board. Prior to August 1 each year the committee shall review the Lease of Board Owned Property Manual.

The DDRB Owned Property Maintenance Committee shall be responsible for inspecting all Board owned property, recommending improvements, following up on recommendations and reporting overall conditions of Board-owned property. Additionally, the committee shall be involved in the purchase or building of new or replacement property and the lease or rent of said property. All Board owned property shall be inspected by the Property Maintenance Committee pursuant to the Lease of Board-Owned Property Manual.

The Services Committee:

The Services Committee shall have at least three members of the Board. The committee shall at least annually review the Workshop/Day Program Transportation Policy Manual and the Supported Employment Transportation Policy Manual.

The committee shall monitor and resolve issues which may arise regarding all services funded by the Board.

VI. COMMITTEES, Contd.

Executive Committee:

The Executive Committee shall consist of the Chairman, the Vice-Chairman, the Treasurer and the Secretary. Three members of the Executive Committee shall constitute a quorum. The Chairman of the Board shall be the Chairman of the Executive Committee.

The Executive Committee shall review annually the Bylaws, the Records Retention Policy Manual and the Employee Personnel Policies. The Executive Committee shall oversee and make recommendations on issues relating to Board policies and rules, personnel, public relations/public awareness and any other concerns not within the purview of any other standing or ad hoc committee.

The Executive Committee may act on behalf of the full Board on issues which require emergency action. The full Board shall be informed of the Executive Committee's action at the next meeting of the Board. Except that any emergency issue regarding the expenditure of money greater than \$5,000 shall be passed on by the full Board either at a special meeting or by a telephone conference call vote. Any member who cannot be included in a telephone conference call vote will be considered to be voting "no".

The Executive Committee may make decisions at a special meeting and/or by a telephone conference call and vote of a quorum. Said conference call shall be authorized by the Chairman or other Executive Committee member and minutes taken by the Secretary or the Executive Director of the Board.

All members and all employees of the Board shall avoid any conflicts of interest and shall comply with the applicable provisions of Section 105.450 to 105.454 RSMo.

VIII. CONFLICTS OF INTEREST

In order to insure strict compliance with the laws of the State of Missouri and these rules regarding conflict of interest, the Board hereby establishes the following as rules and regulations in governing business of the Board members:

- A. A Board member shall not accept or receive any compensation, other than allowed by law, for the performance of any service for the Board.
- B. A Board member shall not enter into any contract or agreement with the Board as an individual or on behalf of a business entity to sell property, real or personal, or supply services or products to the Board.
- C. The Board shall not enter into any contract or agreement to purchase property from, or to obtain services or products from, any person related to any Board member by blood or marriage to the third degree. The Board shall be likewise prohibited from entering into such contract or agreement with a business entity in which any person related to a Board member, as set out herein, has a substantial business interest or who will profit directly or indirectly from such contract or agreement. "Substantial business interest" as used herein shall mean 10% or more interest or an interest of the value of \$10,000 or more.
- D. A Board member who has a relationship as a director, consultant, advisor, employee or other with an organization or entity that is applying for a grant or any other type of assistance for its program from the Board shall not:
 - 1. Be permitted to vote, or be present when a vote is cast, on any aspect of the proposed application.
 - 2. Influence or attempt to influence another Board member's vote on such application.
 - 3. Take any part in the screening or review of such application.
 - 4. Take part in any discussions of the merits of such application or participate in recommendations following discussions.
- E. Any person formerly a member of the Board shall not appear before the Board for a period of one (1) year from date of the last day of membership with the Board on behalf of any Agency or entity requesting a grant or assistance from the Board.
- F. Any new DDRB Board member formerly a member of an Agency Board or an employee of an Agency that appears before the Board may not vote on any request which affects that Agency during their first year on the Board. This allows the member to speak freely without suspicion of a vested interest.

VIII. CONFLICTS OF INTEREST, Contd.

The foregoing prohibitions of A through F of these Bylaws are not intended to be all inclusive; the failure to include any act or conduct in these Bylaws which would be deemed to be in violation of the laws and statutes of the State of Missouri or the Ordinances of Clay County shall not be considered as approval or condonation of such act or conduct. The Board may from time to time, modify, amend, change and implement such prohibitions; the Board may also adopt additional prohibitions as it deems advisable.

Consultants employed by the Board shall have no other interest in the project about which they are being consulted, unless such interests have been submitted in writing and have been approved by the Board in advance of the Board's assignment of work.

IX. EXECUTIVE DIRECTOR

An Executive Director of the Board shall be hired by and serve at the pleasure of the members of the Board. The Executive Director may participate in discussions insofar as factual information is provided that will lead to an informed decision. The Executive Director shall assume and discharge responsibility for the day-to-day administration of business affairs of the Board, subject to the direction and supervision of the Board through its Chairman.

The duties of the Executive Director shall include, but shall not be limited to, those responsibilities set forth in the job description which shall be reviewed annually.

Actual, reasonable and necessary expenses of the Executive Director incurred in the discharge of his/her duties shall be paid or reimbursed by the Board subject to the approval of the Chairman.

The Executive Director is not a voting member of a Committee or the Board.

X. FISCAL CONTROL

All checks of \$500.00 or more shall require two signatures. The Executive Committee will be designated as eligible to sign checks. Any combination of the above designated individuals can sign checks.

The Board shall secure adequate safe deposit boxes for the purpose of secure storage of valuable papers and materials. Members of the Executive Committee and the Executive Director shall be authorized to access the safe deposit box. One signature shall be required to enter said boxes.

The fiscal year of the Board shall be from January 1st through December 31st.

The Board shall retain a Certified Public Accounting firm to conduct an independent annual audit of its financial records and management systems.

The Board shall, on an annual basis, provide the general public and interested parties a financial report which shall include information on the financial and service activities of the Board for the previous fiscal year.

The Board shall endeavor to maintain as much of its funds as possible in interest bearing investments, when said funds are not in use for services and/or operations.

The Board shall maintain nine (9) months of DDRB expenses in reserve at all times. However, the Board shall have the discretion to vary the established reserve amount if it is determined by a majority of the Board to be in the best interests of the persons and/or agencies that the DDRB serves.

XI. EXPENDING THE TAX

The Board will set forth a fiscal year budget which will indicate projected expenditures in the following categories:

- Residential Services
- Employment/Training Services
- Support Services/Transportation
- Board Administration
- Property Maintenance

All allocations for services shall be those funds approved by the Board for specific proposals in the categories of Residential, Employment/Training, Support Services/Transportation, Board Administration and Property Maintenance. The policies and procedures governing these funds shall be included in the Funding Policy and Procedure Manual. Said Funding Policy and Procedure Manual shall be approved by the Board and made available to any Agency/individual interested.

The Board's Funding Policy and Procedure Manual shall be considered a part of these Bylaws which regulates the way the Board conducts business.

XII. RULES OF ORDER

Parliamentary procedures shall be governed by the latest revision of the manual known as "Robert's Rules of Order", except that the Chairman may enter into discussion and shall vote on action items.

XIII. AMENDMENT OF BYLAWS

No bylaw adopted by the Board shall be amended, suspended, or repealed, except upon the affirmative vote of two-thirds (2/3) of all Board Members present. Notice in writing of intention to so amend, suspend, or repeal any bylaw, in whole or in part, must be filed with the Secretary of the Board at the next preceding regular meeting of the Board, which notice shall set forth in full the proposed amendment or proposal for a suspension or repeal of any bylaw, together with a request that such proposed amendment or proposal for suspension or repeal be submitted for a vote at the next regular meeting of the Board.

Policies and procedures incorporated in the Board's Funding Policy and Procedure Manual may be amended, suspended or repealed upon the affirmative vote of a majority of the Board members present at the time of the vote.

Recommendation for said changes to the Funding Policy and Procedure Manual shall come from one of the Board's Standing Committees.