

**CAMDEN COUNTY SENATE BILL 40
D/B/A CAMDEN CO. DEVELOPMENTAL DISABILITY RESOURCES**

BYLAWS

ARTICLE I

Name/Purpose/General Powers

The governing body as established according to the provisions of Section 205.968-205.972 RSMo shall be named Camden County Senate Bill 40 Board, d/b/a Camden County Developmental Disability Resources, hereinafter referral to as the "Board". The Board was formed subsequent to passage by Camden Co. voters of the Senate Bill 40 enabling legislation (Sections 205.968-205.972 RSMo) in August of 1980. The Board shall administer the provisions set forth by said statute and shall monitor and guide the expenditure of designated County funds to improve and enhance the lives of children and adult persons residing in Camden County who have been diagnosed and determined to be developmentally disabled.

The business, property, affairs, administrative control, and management shall rest solely with the Board of Directors and the Board shall employ all necessary personnel, fix their compensation and provide suitable quarters and equipment for the operation of the facility from funds made available for this purpose. The Board may contract with any nonprofit corporation for such corporation to provide services relating in whole or in part to the services which the Board itself may provide to handicapped persons as defined in Section 205.968-205.972 RSMo., and for such purpose may spend the tax funds or other funds.

ARTICLE II

Membership

Section 1: Number, duration, and vacancies.

- A. The Board of Directors shall consist of nine (9) members; two of whom shall be related by blood or marriage within the third degree to a handicapped person as defined in Section 205.968 RSMo.; four (4) shall be public members and at least seven (7) members shall be permanent residents of Camden County, Missouri.
- B. The Camden County Commission shall appoint such initial Board of Directors, three members for a one year term; three members for a two-year term; and three members for a three-year term. Subsequent appointments to the Board by the County Commission after the appointment of the initial Board shall be made for three year terms.
- C. Each Director shall hold office for the term for which appointed until a successor shall have been appointed and qualified. In the event of the death, resignation, or disqualification of any Director, the Camden County Commission shall fill such vacancy or vacancies for the unexpired term.

D. Board members may be reappointed for succeeding terms.

Section 2: Compensation.

Board members will serve without compensation, but are entitled to reimbursement for reasonable expenses incurred in the discharge of their duties.

Section 3: Conflict Of Interest

All members of the Board shall avoid any conflict of interest and shall comply with the applicable provisions of Section 105.450 to 105.458 RSMo. All Board members shall immediately disclose any known or potential conflicts of interest to the full Board with regard to Board activities and transactions.

The Board establishes the following as Rules and Regulations regarding conflict of interest:

- CCDDR Board members shall not accept or receive any compensation, other than allowed by law, for the performance of any service for the CCDDR.
- CCDDR Board members have a duty to subordinate personal interests to the welfare of CCDDR and those we serve. Conflicting interests can be financial, personal relationships, status or power.
- CCDDR shall not enter into any contract or agreement to purchase property from, or to obtain services from, any person related to any CCDDR member by blood or marriage to the third degree; CCDDR shall be likewise prohibited from entering into such contract or agreement with a business entity in which any person related to a CCDDR member, as set out herein, has a substantial business interest or who will profit, directly or indirectly, from such contract or agreement. “Substantial Interest” shall be defined in Section 105.450 R.S.Mo.
- No CCDDR board member shall vote on or attempt to influence Board decisions on any Board matter that shall affect any individual, not-for-profit corporation, organization or association or any other entity when a CCDDR member is related to any individual or a member of any of such entities. For the purposes of the section, a CCDDR board member should abstain from voting when the CCDDR member is related by blood or marriage to the third degree to an individual or member of an entity. A member of one of the above entities shall consist of staff, employees, directors, owners, or any other individual associated with any such entity.
- Any CCDDR Board member who has a relationship as a Director, Consultant, Advisor, Employee or other, with an organization or entity that receives funds from the CCDDR shall not vote on or attempt to influence Board decisions that effect any such organization or entity.

- Any possible conflict of interest on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.
- These restrictions shall not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.
- Any CCDDR board member who serves as a legal representative, guardian ad litem or in any capacity as an advocate either formally or informally for any client served in a CCDDR-funded program shall disclose such representation to the CCDDR board in writing. Such disclosure shall include only the date representation began and the CCDDR funded program involved.

The foregoing prohibitions are not intended to be all inclusive; the failure to include any act or conduct in this Policy which would be deemed to be in violation of the laws and statutes of the State of Missouri or the Ordinances of Camden County shall not be considered as approval or condonation of such act or conduct.

Board members shall comply with CCDDR Policy # 28, "Conflict of Interest", and sign annual Conflict of Interest disclosure statements and Gift Disclosure statements.

Section 4: Board member attendance/removal.

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 Board's business, facilities, or services;
3. Neglect of duty.

The Chairman shall preside at such removal hearing unless s/he is the person sought to be removed, in which case the hearing shall be presided over by another Board member elected by a majority 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.

ARTICLE III

Officers

Section 1: Executive Officers

The Board shall elect a Chairman, Vice Chairman, Secretary, Treasurer, and other such officers as it deems necessary.

Section 2: Election and Terms.

The Chairman, Vice Chairman, Secretary, and Treasurer shall be elected at the annual meeting in November of each year to serve the following calendar year, and shall hold office at the pleasure of the Board until their successors are elected and shall qualify. Additional Vice Chairmen, Assistant Secretaries, and Assistant Treasurers may be elected by the Board of Directors at any meeting thereof to hold office at the pleasure of the Board of Directors. If more than one Vice Chairman should be elected, the Board at the time of the election shall determine the seniority of each of the Vice Chairmen. The offices of Secretary and Treasurer may be combined and filled by one duly elected Board member.

Section 3: Removal.

Any officer elected by the Board of Directors may be removed at any time by a vote of a majority of the entire Board, but such removal shall be without prejudice to the contract rights, if any, of such officer.

Section 4: Vacancies.

A vacancy in any office caused by death, resignation, removal or otherwise may be filled by the Board for the unexpired term.

Section 5: Duties of Officers

A. Chairman.

The Chairman shall be the principal executive officer of the Board and shall in general supervise and control all of the business and affairs of the Board. S/he shall preside at all meetings of the Board of Directors. S/he may sign, with the Secretary or any other proper officer authorized by the Board, any instrument which the Board has been authorized to be executed, and in general s/he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

B. Vice Chairman.

In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and who so acting, shall have all of the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as may from time to time be assigned to him or her by the Chairman or by the Board of Directors.

C. Secretary.

The Secretary shall keep the minutes of the meetings of the members of the Board of

Directors as a public record of business conducted at board meetings; shall see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the corporation's records and seal, if any; keep a register of the post office addresses and e-mail addresses of all members; have a general charge of the books and records of the corporation and sign such instruments with the Chairman or other officers as may be required; and shall perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Board. Board minutes will become the official public record of the Board upon approval of a majority of members present at the next regular Board meeting. The Secretary may appoint an individual or individuals to act on his or her behalf for the aforementioned duties so long as the Board approves of the appointment; however, the Secretary will still be held responsible regardless of the appointment.

D. Treasurer.

The Treasurer shall receive and receipt for, and shall have charge and custody of and be responsible for, all funds and securities of the corporation, and shall deposit all monies in the name of the corporation in such depository as shall be selected by the Board. The Treasurer shall keep current financial records of the Board's expenditures; will submit for the Board's approval a financial report at regular Board meetings; and will assist in the production of such audits and other financial reports as required. S/he shall perform such other duties as from time to time may be assigned to him or her by the Chairman or the Board. The Treasurer may appoint an individual or individuals to act on his or her behalf for the aforementioned duties so long as the Board approves of the appointment; however, the Treasurer will still be held responsible regardless of the appointment.

E. Additional Officers.

The powers and duties of any additional officers shall be prescribed by the Board of Directors when creating such offices.

F. Compensation.

No officer shall receive any salary or any other compensation for services rendered, but may be compensated for reasonable expenses related to their duties.

ARTICLE IV

Meetings

Section 1: Frequency

A. The Annual meeting of the Board of Directors shall be held at a place designated by the Board of Directors each year on the third Monday in November for the purpose of electing officers for the following calendar year, approving an annual budget for the following fiscal (calendar) year, and for the transaction of such business as may come before the meeting.

B. Regular meetings of the Board shall be held no less often than quarterly on the third

Monday of the month for the purpose of transacting such business as may come before the Board. In the event of adjournment of such meeting by the Board of Directors when a quorum is not present or otherwise, such meeting may be held without further notice at any place that may be designated by the Directors adjourning the meeting, but in no event later than thirty (30) days after the adjourned meeting of the Board of Directors.

C. Special meetings of the Board of Directors may be held at any time upon call of the Chairman, or by the action of any three Board members requesting such meeting, and upon proper notice.

Section 2: Notice.

Regular meetings shall be held in a place designated in the meeting notice mailed, e-mailed, or hand-carried to all Board members. Additional special meetings may be held at the Chairman's call, or by the action of any three Board members requesting such meeting. All Board members will be notified either in person, by telephone, by letter, or by e-mail at least forty eight (48) hours in advance of the call to order of any special meeting of the Board.

Section 3: Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of such quorum present at any such meeting of the Board of Directors shall be the act of such Board of Directors. Proxy-voting, or later call-in votes shall not be allowed as a means of conducting Board action, however a quorum may be achieved with one or more board members participating via phone conference call or televideo. Attendance via conference call shall only be done in emergency situations in where the board member cannot attend the meeting in person. All board meetings in which one or more board members are attending by telephone or televideo will be conducted under the following criteria:

- All board members participating in the meeting must be able to hear each other
- All rules for calling meetings and notification of board members as spelled out in other sections of this policy manual will apply
- All rules for conduct of meetings, including quorum, will be followed
- Minutes of the meeting will be kept
- Per the Missouri Sunshine Law, board members participating via phone conference call shall not be allowed to vote on matters in closed session in where a roll-call vote is required

Section 4: Open Meetings and Records

a. It is the policy of the Board, as is required by Section 610.028 RSMo that the Secretary shall be the responsible custodian of the records of the Board. The custodian shall respond to all requests for access to, or copies of a public record no later than the end of the third business day following the date the request is received. A reasonable fee may be

charged for providing access to or providing copies of the records, which shall not exceed the actual cost of the document search and duplication. It is the policy of the Board that all meetings, records, votes, actions, and deliberations shall be open to the public unless otherwise provided by law. Closed sessions may be called by the Board to discuss personnel, litigation, real estate transactions, or discussions involving confidential information of individuals with developmental disabilities served by the Board. The Board shall comply with Sections 610.010-610.030 RSMo., the Sunshine Law, as now existing or hereafter amended.

b. The Board shall give notice of the time, date, and place of each meeting, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered, and if the meeting will be conducted by telephone or other electronic means, the notice of the meeting shall identify the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting. If the Board plans to meet by Internet chat, internet message board, or other computer link, it shall post a notice of the meeting on its web site in addition to its principal office and shall notify the public how to access that meeting. Reasonable notice shall include making available copies of the notice to any representative of the news media who requests notice of meetings concurrent with the notice being made available to the members of the Board and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the Board, or if no such office exists, at the building in which the meeting is to be held.

c. Notice conforming with all of the requirements of subsection b of this section shall be given at least twenty-four hours, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of the Board unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Each meeting shall be held at a place reasonably accessible to the public and of sufficient size to accommodate the anticipated attendance by members of the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. Every reasonable effort shall be made to grant special access to the meeting to handicapped or disabled individuals.

d. The Board shall allow for the recording by audiotape, videotape, or other electronic means of any open meeting. The Board may establish guidelines regarding the manner in which such recording is conducted so as to minimize disruption to the meeting. No audio recording of any meeting, record, or vote closed pursuant to the provisions of section 610.210 shall be permitted without permission of the public body.

e. When it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

Section 5. Public Comment.

The Board values input from the public. There shall be opportunity for comment by the public during the portion of the Board agenda designated for "Public Comment". Public comment shall be limited to no more than 3 minutes per person to allow all who wish to participate to speak. It is the policy of the Board that the Board shall not respond to public comment at the Board meeting.

Only comments related to agency-related matters will be received, however such comments need not be related to specific items of the Board's agenda for the meeting. The Board shall not receive comments related to specific client matters and/or personnel grievances, which are addressed separately per Board policies and procedures

ARTICLE V

Committees

The Board, by resolution adopted by a majority of the Board members in office, may designate and appoint one or more committees. The Chairman shall serve as Ex-Officio on all committees with no less than two, but no more than three, additional Board members. Such committees shall serve to the intent of which the committee was created to make recommendations to the Board for review and approval or development of a resolution(s) to be presented for review and approval at a Board meeting with a quorum present; and shall have the authority to submit directives to the Executive Director for completion or fulfillment of the intent of the committee so long as there is no conflict with the Bylaws, current policies, current governing resolutions, or the committee's objective as described within the resolution passed by the Board. No committee shall have the authority of the Board in reference to amending, altering, or repealing the bylaws or policies; electing, appointing, or removing any Board member; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and/or assets of the Board or any facility established hereunder; or amending, altering, or repealing any prior resolution of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed upon it.

Other committees not having and exercising the authority of the Board in the management of any facility established hereunder may be appointed in such manner as may be designated by resolution adopted by majority of the Board members present at a meeting which a quorum is present. Persons other than members of the Board are also eligible to be on committees.

Each member of a committee shall continue as such until the next annual meeting of the Board, and until his or her successor is appointed unless the committee shall be sooner be terminated by the Board or until such intent of the committee has been fulfilled. One member of each committee shall be appointed Chairman and one member of each

committee shall be appointed Secretary by the persons authorized to be a part of the committee. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise described in the resolution's formation of the committee, electronic transmissions can be utilized to serve the committee's communications of its discussions to complete its objective(s) so long as the electronic transmissions comply with all applicable provisions of the Sunshine Law.

ARTICLE VI

Fiscal Year/Annual Budget

The fiscal year of the Board shall be for a period of twelve months based on the calendar year. The Board shall produce an annual budget which shall reflect the Board's anticipated income and expenses for the following year. A Budget Message, completed by the Director, shall accompany the proposed budget describing important features of the proposed budget, and major changes from the previous year. The proposed budget shall contain a comparative statement of actual or estimated revenues and expenditures for the preceding two years and estimated revenues/expenditures for the new upcoming fiscal year. The annual budget for the next fiscal (calendar) year shall be approved in final form at the November Board meeting. Copies of the Board's approved annual budget shall be filed with the Camden Co. Clerk's office and with the State Auditor's Office. If the annual budget is not completed and approved by the beginning of the next fiscal (calendar) year, the previous year's budget shall be the budget until the current fiscal year's budget can be completed and approved. The total expenditures in a fiscal year cannot exceed the total approved amount within the budget without prior board approval. In such cases, the Board shall develop a revised budget, and shall not incur the additional budget expenditures prior to holding a public hearing on the proposed revised budget, and approving the revised budget. Copies of the approved revised budget shall be filed with the Camden Co. Clerk's office and with the State Auditor's Office. In no case shall approved expenditures exceed available revenues (both annual revenues and fund balance reserves) in any one fiscal year.

The Board may lease, purchase, contract for, or directly provide the goods and services it deems necessary to its purpose.

ARTICLE VII

Contracts, Loans, Checks, Deposits, and Gifts

Section 1: Contracts.

The Board may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board and such authority may be general or confined to specific instances.

Section 2: Loans.

No loans shall be contract on behalf of the Board and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, etc.

The Treasurer shall cosign, with at least one other board member designated by the Board to so cosign, all checks and drafts for the expenditure of board funds. Such expenditure shall be as designated and approved by the Board. If the Treasurer is unavailable to cosign approved payments, funds may be expended upon the signature of no less than two other Board members specifically authorized by the Board to so cosign. Checks may also be cosigned by one authorized Board member and the Executive Director.

Section 4: Deposits.

All funds of the Board not otherwise reserved shall be deposited from time to time to the credit of the Board in such banks, trust companies, or other depositories as the Board of Directors may select. All reserved funds of the Board shall be invested in accordance with CCDDR's Investment Policy # 27.

Section 5: Gifts.

The Board may accept any gift of property or money for the use and benefit of the Board, and the Board is authorized to sell or exchange any such property which it believes would be to the benefit of the Board so long as the proceeds are used exclusively for the purposes of the Board. The Board shall have exclusive control of all gifts, property or money it may accept; or all interest or other proceeds which may accrue from the investment of such gifts or money or from the sale of such property; of all tax revenues collected by the county on behalf of the Board or services; and of all other funds granted, appropriated, or loaned to it by the federal government, the state, or its political subdivisions so long as these resources are used solely to benefit the purposes of the Board or related services except those paid for transportation purposes under the provisions of Section 94.645 RSMo.

ARTICLE VIII

Amendment of Bylaws

The bylaws of the Board may be amended or repealed and new bylaws may be adopted through a resolution of the majority of the Board of Directors, at any meeting of the

Board of Directors with notice setting forth the terms of the proposed bylaws, amendment or repeal. Such proposed amendment or amendments to the bylaws shall be distributed in written form to the Board membership as a part of the next meeting notice, and will either be accepted or rejected by a simple majority of those present at the Board meeting next following the meeting wherein such amendments(s) were initially proposed.

ARTICLE IX

Fidelity Bond, Surety Bond, or Similar Insurance Policy

The Board shall continually carry an insurance policy or bond to protect the Board's integrity and assure the public's confidence that no actions or conduct (intentional or unintentional) of any Board member or employee will compromise its fiscal operations and fiduciary duties. The insurance policy or bond shall be in an amount sufficient to cover the annual budgeted gross income as approved and recorded by the Board. The policy or bond coverage shall be with a company authorized to business in the state of Missouri, and the cost of such policy or bond coverage shall be paid by the Board funds.

Date of initial approval of these bylaws: 9/18/06

Date(s) of subsequent amendments:

6/18/07 (Article VI-Fiscal Year/Budget)

4/20/09 (Conflict of Interest, Fiscal Year/Annual Budget, Deposits)

4/19/2010 (Conflict of Interest, Quorums, Sunshine Law)

10/18/10 (Public Comment)

09/17/2012 (Public Comment)

10/15/2012 (Articles II,III,V,VII,VIII, & IX-New)