

**SOUTHWEST MISSOURI COUNCIL OF GOVERNMENTS  
BYLAWS  
Amended July 9, 2019**

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**Article 1**

**Name, Location of Offices, and Territorial Jurisdiction**

- 1.1 Name of the Organization. The official name of the organization shall be the Southwest Missouri Council of Governments and abbreviated as SMCOG or referred to as “The Council.”
- 1.2 Location of the Offices. The Council shall maintain a principal office and any field offices at particular locations within the territorial jurisdiction of the Council.
- 1.3 Territorial Jurisdiction. The Southwest Missouri Council of Governments comprises all of that territory within the boundaries of Barry, Christian, Dade, Dallas, Greene, Lawrence, Polk, Stone, Taney, and Webster Counties, each located within the State of Missouri.

**Article II**

**Powers and Duties of the Council**

- 2.1 General Powers. The Council is organized under the provisions of Chapter 251, Revised Statutes of Missouri, 1969. It shall have the power to:
  - 2.11 Adopt, amend, and repeal bylaws, rules, and regulations governing the conduct of its business and the performance of its functions;
  - 2.12 Accept, use, and dispose of gifts or donations of services or property of any type;
  - 2.13 Enter into and perform such contracts, leases, and agreements or other transactions as may be necessary in carrying out its functions;
  - 2.14 Take such other actions and incur such other expenses as may be necessary or appropriate to carry out its purposes under provisions of Chapter 251, RSMo, 1969, and consistent therewith;
  - 2.15 Provide for the internal organizations and administration of the Council;
  - 2.16 Appoint or contract for an Executive Director as may be necessary to enable the Council to carry out its functions.

- 2.2 Limitations of Powers. The functions of the Council shall be solely advisory to the local governments and local government officials comprising the area.
- 2.3 Special Services. The Council shall provide, upon request of local government, special planning and other services to local governments and shall coordinate matters of local interest throughout the region.
- 2.4 Coordination. The Council shall have authority to coordinate activities and planning procedures with adjoining regions of Missouri for the common good.
- 2.5 Regional Planning. The Council shall carry out regional planning activities at the request of local governments and state and federal agencies as outlined in Chapter 251, RSMo, 1969.

**Article III  
Organization of the Council**

- 3.1 Membership. The membership of the Council shall consist of each city and county unit of government within the territorial boundaries of the Council that has submitted a Resolution of membership as specified in Chapter 251.250 RSMo (1969), non-governmental members as specified in Section 3.12, and Associate members as specified in Section 3.13. One representative from each of the government and non-government members shall serve on the Board of Directors of the Council.
  - 3.11 The member representative of a county shall be the presiding commissioner of the county commission, or his or her designated alternate from such county. The member representative of a city shall be the mayor or his or her designated alternate from such city, and the member representative of a town or village shall be the chairperson or his or her designated alternate from such town or village. Government representatives shall comprise at least 51 percent of the Board of Directors of the Council.
  - 3.12 At least one non-government member shall be a senior management official or executive from a for-profit enterprise within the region. At least one non-government member shall be a senior management official or executive from each of the following entities: chamber of commerce, institution of post-secondary education, workforce development, public utility or utility cooperative. Other individuals who represent the principal economic interests of the region or participate in essential functions of the Council may also serve as non-government representatives and shall be appointed to the Council as stated in Section 3.22.
  - 3.13 Associate membership in Southwest Missouri Council of Governments shall be

open to any person, group of persons, company, corporation, civic or development organization, educational or charitable institution, public or quasi-public body, or any other recognized entity whose objectives support the work of the Southwest Missouri Council of Governments. Associate Members will be subject to all rules or regulations and assessments as may be determined by the Southwest Missouri Council of Governments Board. Associate Members shall receive all member-directed notices and publications issued by SMCOG and may participate in all Southwest Missouri Council of Governments events and activities except they shall not hold office.

3.2 Terms of the Council Members.

3.21 Governmental Council members shall serve for a term of one year. Members' terms shall be terminated, however, when they no longer serve as a member of the county commission, or as a designated alternate of the county commission, or as mayor or chairperson, or as a designated alternate of the mayor or chairperson. Their successors shall be appointed by the local units of government making the original appointment. Members may serve successive terms.

3.22 Non-government Council members shall be appointed annually in June by the governmental members of the Council. Non-government members may serve successive terms. If any non-government member resigns or is unable to complete a term of appointment, a replacement representative may be appointed by the Council for the duration of such term.

3.3 State Representatives. State Representatives and State Senators of the region shall be invited to all meetings of the Council and shall be ex-officio nonvoting members.

3.4 The Commissioner of the Missouri Office of Administration, or their designee, shall be an ex-officio nonvoting member.

**Article IV  
Meetings**

4.1 Open Meetings. All meetings and notices of meetings of the Council, or committees appointed by and which report to the Council, shall conform to the Missouri Open Meetings statute, and to the policy for open and closed meetings adopted by the Council in compliance with said statute. Only members of the Council shall have the right to speak at the meeting of the Council and its committees, except when a non-member is authorized to speak by approval of a motion by a majority of the members present.

- 4.11 Electronic Meetings among Members of Public Bodies Missouri Statute Section 610.025. If a member of a public body transmits an e-mail relating to public business to at least two other members of the body so that, when counting the sender, a majority of members are copied, a copy of the e-mail shall be sent to either the custodian of records, or the member's public office computer. Any such message, subject to the exceptions of Missouri Statute Section 610.021, shall be considered a public record upon receipt by the custodian or at the public member's computer.
  
- 4.2 Closed Meetings. The Board, upon majority vote at any duly constituted meeting thereof, may close to the public its deliberations, records and vote concerning any of the following matters:
  - 4.21 Legal actions, causes of action, or litigation, leasing, purchase or sale of real estate where public knowledge of the transaction might adversely affect the legal consideration thereof;
  - 4.22 Any proceedings involving physical or mental health, or deliberations relating to the hiring, evaluation, firing, discipline or promotion of personnel employed or contracted through cooperative agreement by the Council; and
  - 4.23 All other deliberations, records or votes as authorized by the Missouri Open Meetings statute, RSMo. §610.021.
  
- 4.3 Meeting Call. The Council shall meet not less than six times a year at a time and place to be designated by the Executive Committee. Any member may host Council meetings upon approval of the Executive Committee.
  
- 4.4 Voting. Each member of the Council, or his/her designee, shall have a single vote on all matters voted upon, except the Chair who shall cast a vote to break a tie. Proxy voting shall not be permitted.
  
- 4.5 Quorum. Nine of the designated Board members, present at any regular or special meeting of the Board, either in person, by e-mail, or by telephone call constitutes a quorum for the transactions of business at any meeting of the Board. A vote of the Board of Directors shall be valid as a binding act of the Council only if taken at a meeting of the Board in which a quorum was present. To obtain an e-mail quorum, votes will be conducted through the designated e-mail address of the Executive Director. All votes cast will be broadcast to all members of 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 not later than thirty days after such adjournment. At such a subsequent meeting, at which a

quorum is present, any business may be transacted which might have been transacted at the meeting which was adjourned.

4.6 Minutes. The minutes of each meeting shall be prepared and distributed to the members after each meeting. A copy of the minutes of each meeting shall be sent to the Office of Administration for informational purposes. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the Secretary or Chairperson.

4.7 Meeting Notice.

4.7.1 Written Notice. Written notice of regular and special meeting of the Council shall be given to each member and to the Office of Administration by the Executive Director or staff at least five days prior to the date of the meeting. Such notice may be personally delivered or posted by mail, FAX or electronic media to each member of the Council. The notice to Council members shall include a copy of the tentative agenda for the meeting, but the business at a regular meeting shall not be restricted to agenda items. 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 or she is attending specially for the purpose of protesting the holding of the meeting and the notice given. By unanimous consent of all members of the Council, the requirement of notice can be waived. A notice shall be deemed to be duly given when mailed by ordinary mail, postage prepaid, to each member of the Council at his last known address as appears on the records of the Council.

4.7.2 Public Notice. Public notice of Council meetings shall be given at least twenty-four hours in advance of such meetings by posting such notice in a prominent place which is accessible to the public in the Council's office of business in accordance with RSMo. §610, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given and a record of why correct notice was not given shall be included in the meeting minutes. Copies of the notice will be made available to the news media upon request.

4.7.3 Notice of Electronic Meetings. In addition to posting meeting notice at its principal place of business, public notice of meetings to be conducted by telephone or other electronic means shall be posted on the Council's website and shall include instructions on how the public may access the meeting.

4.8 Special Meetings. Special meetings of the Council may be called by the Chair at such time and place for such purpose as the Chair shall designate. Special meetings of the

Council shall be called upon written request of one-third of the members of the Council filed with the Secretary or Executive Director, or with a request of one-third of the members present at regular Council meetings. Both types of requests shall designate the time, place, and purpose of the meeting. The business of any special meeting shall be limited to the stated purposes of that meeting.

- 4.9 Preparation and Approval of Board Agenda. The Executive Director and the Chair of the Board shall prepare a tentative agenda for the Board meeting. The agenda shall be distributed to Board members with the Meeting Notice.
- 4.10 Requests for Agenda Placement. Board members may request an item to be placed on the agenda by submitting a written request, delivered by mail or electronic transmission, to the Executive Director or Board Chair within seven (7) calendar days prior to the scheduled meeting date.
- 4.11 Individuals other than Board members may request the Board to place an item on the agenda by filing a written request with the Executive Director within seven (7) calendar days prior to the meeting date at which the matter is requested to be considered. The request shall be accompanied by a written summary of the proposed agenda topic describing the relevance of the topic to the Southwest Missouri Council of Governments and any other information that the person making the request believes is pertinent and will assist the Board in its deliberations concerning the request. The Chair shall determine whether the item shall be placed on the tentative agenda or referred to the Executive Director for disposition.

## **Article V Officers**

- 5.1 Officers. The officers of the Council shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be a voting member of the Council.
- 5.2 Election of Officers and Terms. The officers shall be elected in June. The officers shall be elected for a term of one year or until a successor is duly qualified. Officers may serve consecutive terms.
- 5.3 Nominating Committee. There shall be appointed by the Chair, a nominating committee of not less than three members of the Council which shall recommend and nominate persons for the offices of Chair, Vice-Chair, Secretary, and Treasurer, and to nominate non-government representatives to the Council and the Executive Committee. Nominations for any office will be accepted from the floor.
- 5.4 Vacancies. The Executive Committee shall fill any vacancy caused by resignation, disqualification or the inability to serve in the capacity of an officer. In the event that two or more offices should be vacated at the same time, the Executive Director shall

call a special meeting of the Council for the purpose of filling the vacancies.

- 5.5 Removal. An officer elected by the members of the Council may be removed at any time without cause by the affirmative vote of the majority of the members of the Council. Any vacancy occurring in any office shall be filled for the unexpired term thereof by the members in the same manner as provided for elections.
- 5.6 Chair. The Chair shall preside at all meetings of the Council, execute all instruments for and on the behalf of the Council, appoint committees, and represent the Council on official business. The Chair shall authorize the disbursement of all checks, for and on behalf of the Council. The Chair may delegate the authority for disbursement of checks and execution of all instruments for and on behalf of the Council to the Executive Director.
- 5.7 Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers for the Chair.
- 5.8 Secretary. The Secretary shall cause all the proceedings of the meetings of the Council to be recorded. The Secretary shall give notice of all meetings to the members as required. The Secretary shall have custody of and provide safe-keeping of all documents of the Council, provided, however, that such duties may be delegated to the Executive Director.
- 5.9 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Council. The Treasurer shall oversee and keep the Board informed of the financial condition of the Council and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Council are made available to the Board of Directors on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board of Directors of the Board Chair. The Treasurer may assign all or part of the duties of the Treasurer to the Executive Director or the appointed Fiscal Officer.
- 5.10 Executive Director. The Council may, by proper resolution, grant either general or specific authority to the Executive Director to execute instruments for and on behalf of the Council. The Executive Director shall be the chief administrative officer of the Council and shall oversee and be responsible for all professional planning work and administration of the functions and offices of the Council, subject however, to the policies established by the Board. The Executive Director shall, with advice and consent of the appropriate committee, make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The Executive Director may testify before appropriate public bodies or committees thereof on such policies and recommendations as may be adopted and

approved by the Board and may consult and confer with appropriate public officials on behalf of the Council in connection with the program of the Council.

## **Article VI Executive Committee**

- 6.1 Membership. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer, the immediate Past Chair, and at least two but not more than four additional members of the Council who may be government or non-government representatives, that the majority of the Executive Committee shall be government representatives. Representation on the Executive Committee shall include at least two county government representatives, two city government representatives, and two non-government representatives. Members of the Executive Committee not serving as officers shall be elected by the Council in June.
- 6.2 A quorum of the Executive Committee shall be one person more than half of the Committee membership, two of whom shall be officers. Members present either in person, by telephone or other electronic media, shall constitute a quorum for the transactions of business at any meeting of the Executive Committee.
- 6.3 Meetings. The Executive Committee shall meet at least four times each year at a time and place determined by the Executive Director or by two or more of the officers. All members of the Council shall be given not less than five days notice of any meetings of the Executive Committee. Public notice of meetings shall be given in accordance with the procedures of Section 4.7.2 and notice of electronic meetings shall be given in accordance with the procedures of Section 4.7.3.
- 6.4 Powers and Duties. In addition to the duties specified in the bylaws, the Executive Committee will act for the Council when there is not time or it is not practical to assemble the Council. In the event of such emergency or deadline, the Executive Committee shall have all powers, duties, and responsibilities of the Council, including, but not limited to, the power to submit grant applications on behalf of the Council, the power and authority to make all recommendations required by the federal or state with regard to any proposal by any local government within the area that the Council represents, and such other powers, duties, and authority necessary to carry out the functions and purposes of the Council. Emergency actions by the Executive Committee will be affirmed by the Council at its next regular meeting.
- 6.5 Establishment of Committees. The Chair may establish, with the advice and consent of the Executive Committee, such other committees as are deemed necessary and desirable to carry out the purposes and functions of the Council.
- 6.6 Consultants. The Executive Committee may secure, as needed, services of legal counsel, auditors, and professional and technical consultants to carry out the purposes

and objectives of the Council.

## **Article VII Fiscal Policy**

- 7.1 Fiscal Year. The fiscal year of the Council shall be from July 1 to June 30.
- 7.2 Budget. The Executive Director and the budget committee shall prepare an annual budget and present it to the Council for final action by the Council no later than the June Council meeting. The budget shall show the proportionate share of each local governmental unit participating in the Council. A copy of the proposed budget must be submitted to each of the participating local governmental units at least thirty (30) days prior to the end of the Council's fiscal year.
- 7.3 Membership Assessments. The membership dues schedule will be assessed annually based on a calendar year. Upon paying membership dues, each county, city, town, and village shall be considered a member of the Council until its membership assessment becomes delinquent or upon receipt of official resolution from the governing body of the county, city, town, or village that it does not desire membership during the membership year. After the beginning of the calendar year, assessments for new members will be based on the fiscal quarter in which they join. Non-government members shall not be assessed membership dues.

## **Article VIII Amendments**

- 8.1 Procedure for Amendments. Proposed amendments to the bylaws will be transmitted in writing by ordinary mail or electronic media to the Council members not less than twenty (20) days prior to the meeting at which a vote will be taken. Approval of the amendment by a simple majority of the quorum present will constitute passage.
- 8.2 Effective Date of Amendments. Any amendment of these bylaws which has been duly approved by the Council shall become effective immediately upon passage, unless otherwise specified within the amendment.
- 8.3 Revision. The Executive Committee may revise any part of these bylaws solely for the purpose of clarifying the intent of one or more sections. Each member of the Council shall receive not less than twenty (20) days notice of the exact revision prior to adoption by the Executive Committee.

## **Article IX Rules of Order**

- 9.1 Roberts Rules of Order. Roberts Rules of Order shall govern the parliamentary procedures and other proceedings deemed appropriate by the Council, at all meetings of the Council, the Executive Committee and all committees appointed by and which report to the Council, except where such rules conflict with these Bylaws, or with the Revised Statutes of Missouri, or where pre-empted under provisions of Section 9.2.
- 9.2 Resolution. The Council, Executive Committee, and all committees appointed by and which report to the Council may, by resolution, establish their own rules of conduct and order of business as deemed appropriate for more efficient and orderly accomplishment of their functions and responsibilities.
- 9.3 Chair’s Right to Control. The Chairs of the Council, the Executive Committee, and all committees appointed by and which report to the Council shall retain the authority to control the order of their meetings.

**Article X  
Annual Report**

- 10.1 Deadline. Prior to the annual meeting in October of each year, the Executive Director shall prepare an annual report, setting forth the activities and work of the Council for the previous year. The annual report shall be submitted to the Executive Committee for the appropriate action and, if approved, to the Council for adoption during the annual meeting.
- 10.2 Distribution. Upon adoption, the annual report shall be submitted to the membership 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 and any state or federal agency requesting such a report.

**Article XI  
Special Provisions**

- 11.1 Liability. None of the member governments of the Council nor the governmental or non-governmental member representatives on the Board of Directors shall be personally liable under, upon, or in connection with any other obligations or liabilities of the Council.

**Article XII  
Non-Discrimination**

- 12.1 In the governance of the Council, the Board of Directors and the administration shall adhere to a policy of non-discrimination on the basis of perceived or actual race, color, religion, gender, gender identity, sexual orientation, national origin, ancestry, age,

disability, or veteran status, in employment or in any program or activity offered or sponsored by the Council.

**Article XIII**  
**Dissolution of the Council**

- 12.2 Upon receipt within thirty (30) days prior to the end of any fiscal year of certified copies of Resolutions recommending the dissolution of the Council adopted by the governing bodies of a majority of the local units of government within the region, including the county commission of any county, part or all of which is within the region, and upon a finding that all outstanding indebtedness of the Council has been paid and all unexpended funds returned to the local units of government which supplied them, or that adequate provision has been made therefor, the Governor shall issue a certificate of dissolution of the Council which shall thereupon cease to exist. In addition, certified copies of the Resolutions recommending the dissolution of the Council adopted by the governing bodies of the local units of government as above provided, shall be submitted to all members of the Board of Directors within thirty (30) days prior to the end of the fiscal year, and placed within a file designated "Resolutions of Dissolution of the Council", which file shall become a part of the official records of the Board of Directors.