

**St. Charles County Port Authority  
Board Agenda Action Item  
Summary Sheet**

<b>Date of Board Meeting</b>	Thursday, April 8, 2021
<b>Item</b>	Action Item #2 – A Resolution adopting the Port Authority by-laws
<b>Originator</b>	Rory O’Sullivan
<b>Documents, Attachments and Exhibits</b>	<ol style="list-style-type: none"> <li>1. <i>A Resolution adopting the by-laws of the St. Charles County Port Authority and authorizing other actions as necessary to effectuate the same.</i></li> <li>2. <i>Exhibit A – By-laws of the St. Charles County Port Authority (established April 2021)</i></li> </ol>
<b>Reviewed by</b>	Board Counsel, Board members, County staff, Consultants
<b>Summary</b>	The by-laws cover 8 articles including: the board, offices, books and records and authorities; board of commissioners, terms and qualification, meetings, quorum, and conflicts of interest; committees; officers, terms, elections and general powers; fiscal year; amendments; waiver of notice; and, annual reports and audits.
<b>Background</b>	By-laws provide the Board and staff a governing document that establishes a framework or structure in which the body carries out its functions and operations harmoniously to benefit the members individually and collectively. The document outlines the authorities of the members. Bylaws maintain consistency in the running of the business.
<b>Cost, if applicable</b>	N/A
<b>Funding Source</b>	N/A
<b>Recommendation</b>	Recommend – Adoption – Do Pass

**RESOLUTION \_\_\_\_\_**

**A RESOLUTION ADOPTING THE BY-LAWS OF THE ST. CHARLES COUNTY PORT AUTHORITY AND AUTHORIZING OTHER ACTIONS AS NECESSARY TO EFFECTUATE THE SAME.**

**WHEREAS**, the St. Charles County Port Authority (“Port Authority”) is a port authority authorized under Revised Missouri State Statutes Chapter 68, and from Chapter 170 of the Ordinances of St. Charles County, Missouri (“OSCCMo.”) as amended; and

**WHEREAS**, the Board of Commissioners (“Board”) is the governing body of the Port Authority; and

**WHEREAS**, the Board has determined that it is necessary and prudent to adopt the By-Laws of the St. Charles County Port Authority attached to this Resolution as Exhibit A for the regulation of the Port Authority’s affairs and the conduct of the Port Authority’s business.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE ST. CHARLES COUNTY PORT AUTHORITY AS FOLLOWS:**

1. The Board hereby adopts for the regulation of the Port Authority’s affairs and the conduct of its business, the By-Laws of the St. Charles County Port Authority attached to this Resolution as Exhibit A.
2. This Board finds and determines that all formal actions of this Board concerning and relating to the passage of this Resolution were passed in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.
3. This Resolution shall be in full force and effect immediately from and after its adoption as provided by law.

**ADOPTED THIS 8TH DAY OF APRIL, 2021.  
ST. CHARLES COUNTY PORT AUTHORITY**

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Don Boehmer, Chairperson

ATTEST:

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Monica Combest, Vice Chairperson

**Vote:**

Aye: \_\_\_\_\_

Nay: \_\_\_\_\_

Abstain: \_\_\_\_\_

Absent: \_\_\_\_\_

Not Present at vote: \_\_\_\_\_

## **By-Laws of the St. Charles County Port Authority**

(Established April 2021)

### **ARTICLE I**

#### *BOARD; OFFICES; BOOKS AND RECORDS; AUTHORITY*

Section 1.1. Board. The Board of Commissioners of the St. Charles County Port Authority (herein referred to as the “Port Authority”), which is the governing body of the Port Authority.

Section 1.2. Offices. The Port Authority shall maintain a principal office in St. Charles County, Missouri.

Section 1.3. Books and Records. The Port Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and each committee having any of the authority of the Board, as well as a record of the name and address of each Commissioner. The books and records of the Port Authority shall be kept at its principal office and/or at such other place or places, as the Board of Commissioners shall from time to time determine.

Section 1.4. Authority. The Port Authority derives its authority from Revised Missouri State Statutes Chapter 68, and from Chapter 170 of the Ordinances of St. Charles County, Missouri (“OSCCMo.”) as amended.

### **ARTICLE II**

#### *BOARD OF COMMISSIONERS*

Section 2.1. General Powers. The business and affairs of the Port Authority shall be managed by, or under the authority of, the Board.

Section 2.2. Number/Term of Office. The Board shall consist of seven (7) Commissioners who shall each be a registered voter and resident of a different St. Charles County Council District for a period of no less than one (1) year. All Commissioners are to be appointed by the St. Charles County Executive, subject to approval by the St. Charles County Council.

Section 2.3. Term/Staggering. Ordinarily, each Commissioner shall serve a term of three (3) years, except that in order to avoid the terms of all of the Commissioners ending at the same time, the length of the terms of the first Board shall vary as follows: the first two Commissioners that the County Executive appoints to the first Board will serve terms of only two (2) years, the next three (3) Commissioners that are appointed to the first Board will serve terms of three (3) years, and the last two (2) Commissioners of the first seven (7) that the County Executive appoints will serve terms of four (4) years. After the

appointment of the first seven (7) Commissioners, comprising the first full Board, all future Commissioners shall be appointed for a term of three (3) years (unless a Commissioner is replacing one who did not complete his or her term, for whatever reason, in which case, the replacement shall complete the uncompleted term of the Commissioner that he or she has replaced).

Section 2.4. Qualifications. A Commissioner shall possess, whether by training or experience, knowledge with respect to matters involving development and land and river based transportation so as to provide meaningful oversight with respect to the Authority's statutory mission of promoting the general welfare, promoting development, encouraging private capital investments through the creation of industrial facilities and industrial parks, and endeavoring to increase the volume of commerce. No Commissioner shall be an elected official of the State of Missouri or any of its political subdivisions.

Section 2.5. Vacancies. Vacancies in the board occasioned by resignations or otherwise shall be reported to the County Executive. Any vacancy created by the removal, resignation, death, disqualification or failure or inability to fulfill the duties of a Commissioner shall be filled as provided in Section 2.2 of these By-Laws, except that the Commissioner appointed to fill the vacancy shall only serve for the remainder of the vacated term. The Commissioner may thereafter be appointed to serve one or more full terms as provided in Section 170.045.B, OSCCMo.

Section 2.6. Meetings. Regularly scheduled meetings of the Board shall take place at least once every six (6) months. The Chairperson or any three (3) other Commissioners acting jointly may call special meetings upon seven (7) days' advance written notice to all other Commissioners. Under exigent circumstances, the Chairperson may call an emergency meeting upon notice to all Commissioners that is reasonable under the circumstances. Notice of the time, date and place of each meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least twenty-four (24) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Missouri Open Meetings Act, Chapter 610, RSMo., as amended.

Section 2.7. Quorum. All meetings of the Board shall require the presence of a quorum, consisting of at least four (4) of the seven (7) Commissioners. Action by the Board shall be authorized if and when a majority of the Commissioners present at a meeting votes in favor of such action. Actions pursuant to Section 68.025.1(17), RSMo. shall require a super majority vote (5).

Section 2.8. Attendance at Meetings. Attendance at each meeting of the Board is very important in order for the Port Authority to carry out its mission. A Commissioner who is going to be absent from a meeting of the Board shall so notify the Chairperson. A Commissioner who is absent from six (6) consecutive meetings shall be deemed to have vacated their position, and said vacancy shall be filled as provided in Sections 2.2 and 2.5

of these By-Laws.

Section 2.9. Agenda. The Chairperson of the Port Authority shall prepare an agenda for each regular and special meeting of the Board. Commissioners may contact the Chairperson to request items to be put on the agenda. The deadline for requesting items to be put on the agenda shall be no later than noon on the third Tuesday of the month preceding the meeting.

Section 2.10. Public Meetings, Records, Custodian of Records. All meetings and records of the Board shall be open to the public, except otherwise authorized under the provisions of Missouri Open Meetings Act, Chapter 610, RSMo., as amended. The Board shall identify a custodian of the records of the Port Authority by Resolution duly adopted.

Section 2.11. Removal. The County Executive holds the power and authority not to re-appoint any Commissioner when their term expires. If it is discovered that a Commissioner is serving in a capacity with a funded agency that constitutes a conflict of interest, the Commissioner will be asked to end that relationship immediately or immediately submit their resignation from the Port Authority.

Section 2.12. Conflicts of Interest. No Commissioner shall have any direct financial interest in any contract or business transaction of or with the Port Authority, nor shall a Commissioner have any direct financial interest in any property, supplies, facilities or equipment purchased or leased by the Port Authority. Commissioners are public officials who shall be subject to the provisions of Chapter 105, RSMo., as amended, regarding the conduct of public officers and employees.

### **ARTICLE III**

#### *COMMITTEES*

Section 3.1. The Board may from time to time establish such committees and confer upon them such powers as it deems expedient for the conduct of the Port Authority's business. The Board may similarly provide that the members of such committees need not all be members of the Board.

### **ARTICLE IV**

#### *OFFICERS*

Section 4.1. Officers. The officers of the Port Authority shall consist of Chairperson, Vice Chairperson, and such other offices as may from time to time be established by the Board.

Section 4.2. Terms. The terms of each officer shall be for one (1) year from the election at the first regular meeting of the Board in each calendar year. Officers may be re-elected.

Section 4.3. Election. Nominations are made for officer positions at the first regular meeting of the Board in each calendar year, starting with the Chairperson. In any case in which there is more than one nomination for an office, a secret ballot shall be taken. The nominee receiving the majority of votes shall be the officer. In the case of only one (1) nomination, the majority vote of the Board shall determine the officer.

Section 4.4. Removal from Office. Any officer may be removed for cause during a term of office by two-thirds (2/3) vote of all Commissioners upon due and reasonable notice and hearing. Inefficiency, violation of the law or rules governing the Port Authority, or physical or mental conditions that incapacitate such officer from performing the duties of the office, shall be cause for removal from office.

Section 4.5. Vacancies. The Board at the next available meeting shall fill a vacancy in any office, however arising. An officer elected to fill a vacancy shall serve for the unexpired term of such officer's predecessor in office.

Section 4.6. General Powers. Except to the extent otherwise provided by law, the powers and duties of the officers of the Port Authority as prescribed in these By-Laws are subject to alteration or suspension by the Board from time to time in general or specific instances or for specific purposes, all as set in the resolution of the Board effecting such alteration or suspension.

Section 4.7. Chairperson. The Chairperson of the Board shall be named by the County Executive and the Chairperson of the Port Authority shall preside at all meetings of the Board. The Chairperson, or any other officer so authorized by resolution of the Board, shall have the power to sign agreements, documents and instruments executed in the name of the Authority. The Chairperson shall assign members to committees. The Chairperson is authorized to sign checks authorized by the Board.

Section 4.8. Vice Chairperson. In the absence of the Chairperson, or at the discretion of the Chairperson, the Vice Chairperson shall preside at meetings of the Board. The Vice Chairperson is authorized to sign checks and contracts authorized by the Board in the Chairperson's absence.

Section 4.9. The Port Authority shall, upon the vote of a majority of the members of the Board of Commissioners, have the authority to enter into Agreements and Memoranda of Understanding in order to further the purpose of the Port Authority. To be effective, any such Agreement or Memorandum of Understanding shall require the signature of the Chairperson.

## **ARTICLE V**

### *FISCAL YEAR*

Section 5.1. Fiscal Year. The fiscal year of the Port Authority shall begin on the first day of

January and end on the thirty-first day of December each year.

**ARTICLE VI**

*BY-LAWS*

Section 6.1. These By-Laws may be altered, amended, or repealed and new By-Laws provided by a majority of the Board at a meeting of the Board where notice is given of such changes. However, no alteration, amendment, or repeal shall permit the Board to carry on an activity or do any act not permitted by or contrary to county, state or federal law.

**ARTICLE VII**

*WAIVER OF NOTICE*

Section 7.1. Whenever any notice whatever is required to be given under the provisions of these By-Laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE VIII**

*ANNUAL REPORT AND AUDIT*

Section 8.1. The Board shall have prepared and file annual reports as required by the Port Authority Law, any County ordinance or any other law, and shall provide for the annual independent audits of the accounts of the Port Authority.

Adopted this \_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
CHAIRPERSON

Attest:

\_\_\_\_\_  
VICE CHAIRPERSON