

BY-LAWS

EAST-WEST GATEWAY COUNCIL OF GOVERNMENTS
ST. LOUIS METROPOLITAN AREA

PREAMBLE

The well-being of the St. Louis Metropolitan Area, its citizens, its business enterprises, and its institutions, now and in the future, is dependent upon an orderly development of the entire region. Such development will be possible only as a result of the successful coordination of the policies and activities which are vital to the solution of areawide problems.

County and city governing bodies are now and should continue to be the top policy makers in local government. This principle has been repeatedly stated and reaffirmed in legislative and regulatory acts at all levels of government. Constructive and workable programs for solving areawide problems will be most effectively and expeditiously developed through regular meetings of the members of city and county governing bodies organized into an areawide voluntary forum dedicated to the solution of these problems.

The East-West Gateway Council of Governments is an organization through which individual counties and cities can coordinate their efforts. It is not a government nor does it seek to become one. The Council shall consider only those problems which are areawide in nature and which can be solved effectively by the local governments acting in concert.

The guiding principle under which the East-West Gateway Council of Governments shall operate is that the elected officials who are closest to the people should exercise the leadership and have the primary responsibility for dealing with those problems which require action on an areawide basis.

ARTICLE I - FUNCTIONS OF THE COUNCIL

The functions of the East-West Gateway Council of Governments shall include:

Section 1. Studies of Metropolitan Area Problems: The identification and study of problems, functions and services in the St. Louis Metropolitan Area, the collection of data, the coordination and development of metropolitan plans and programs, and the making of appropriate policy or action recommendations regarding such items.

Section 2. Review of Government Proposals: The review of planning proposals for metropolitan, county, or regional governmental units in the St. Louis Metropolitan Area, and the making of appropriate policy or action recommendations relating to such proposals.

Section 3. Administrative Functions: To initiate applications for funds from governmental or private agencies, to contract with regard to such funds, and to administer and expend such funds in furthering the functions of the Council.

Section 4. Other Functions: The consideration of such other matters of concern to the St. Louis Metropolitan Area as may come before the Council.

ARTICLE II - AREA AND MEMBERSHIP

Section 1. Area: The Metropolitan Area, represented by the Council, will include the following:

A. In Illinois:

1. Madison County
2. Monroe County
3. St. Clair County

B. In Missouri:

1. City of St. Louis
2. Jefferson County
3. St. Charles County
4. St. Louis County
5. Franklin County

Section 2. Membership: The following persons shall constitute the membership of the East-West Gateway Council of Governments:

A. Voting Members:

1. The voting members of the Board of Directors of the East-West Gateway Council of Governments as provided in Article IV, Section 2.
2. The mayor or otherwise designated chief executive official of each city within the metropolitan area.

B. Non-Voting Members:

1. Secretary, Illinois Department of Transportation, or his/her designated representative.
2. Chief Engineer, Missouri Highway and Transportation Commission, or his/her designated representative.

3. Director, Illinois Department of Commerce and Economic Development, or his/her designated representative.
4. Designee of the Governor of Missouri.
5. Chair, Metro

Section 3. Duration of Membership: Each member shall serve on the Council for the duration of his/her tenure in the office indicated which entitles him/her to membership on the Council. Should the office or organization of a member be abolished, the member automatically loses membership on the Council. Appointed members shall serve a term of one year and can be reappointed at the discretion of the appointing authority.

Section 4. Officers of the Council: The Chair and Vice-Chair shall be from different states and shall be the members who are elected Chair and Vice-Chair of the Board of Directors by the Board of Directors.

Section 5. Failure to pay Financial Assessment: If any local governmental unit against whom a financial assessment for the support of the Council has been made shall have failed to pay the same after sixty (60) days from the beginning of that unit's fiscal year, or after sixty (60) days from the first date when any appropriations can lawfully be made by that unit, membership on the Board of Directors of the chief elected official of that unit shall automatically terminate without necessity of any affirmative action by the Board of Directors.

If such unit be a county, the Chair shall immediately notify the mayor or otherwise designated chief executive official of each city within the county which is a member of the Council, and said mayors or chief executive officials may caucus to select one of their number to fill such vacancy on the Board of Directors provided that the assessment is paid in full within thirty (30) days of such notice. In the event of failure to select a person to fill the vacancy or payment of said assessment, the seat on the Board of Directors shall remain vacant for the remainder of that unit's fiscal year.

At the beginning of the next fiscal year the local governmental unit is given first opportunity to pay the assessment within the deadlines as specified above and thereby be reinstated. Failure to make a succeeding yearly payment shall be treated as continuing the vacancy with the opportunity to fill the vacancy granted to member cities annually in the manner herein provided. If after a period of vacancy, the assessment is paid in a succeeding year either by the local governmental unit or the member cities, membership on the Board of Directors is immediately reinstated and the payment of the assessment is applied toward the current year, not any previous years.

ARTICLE III - MEETINGS OF THE EAST-WEST GATEWAY COUNCIL OF GOVERNMENTS

Section 1. Annual Meeting: An annual meeting of the Council shall be held at a time and place designated by the Chair of the Council for the purpose of receiving an Annual Report from the Board of Directors and for the transaction of such business as any of its members may bring before the Council.

Section 2. Special Meetings: The Chair may call special meetings of the Council if in his/her judgment the need exists. Special meetings may also be called at the request of a simple majority of the representatives from either State. Because of the widespread location of the offices of the members of the Council, it shall be normal practice to convene a minimum of special meetings.

Section 3. Place of Meetings: The Chair may designate any place within the St. Louis Metropolitan Area as the place for meetings.

Section 4. Notice of Meetings: A written notice stating the place, day and hour of any meeting of its members shall be sent by mail to each member not less than ten (10) days before the date of such meeting.

Section 5. Quorum: At least one-quarter of the voting members from Illinois and one-quarter of the voting members from Missouri must be present at any meeting to constitute a quorum for the transaction of business at such meetings. The representative of Metro may be counted as a member from either State at any one meeting.

Section 6. Voting: To be approved, business brought before the East-West Gateway Council of Governments must be approved by a simple majority of the members present at such meeting from Illinois and a simple majority of the members present at such meeting from Missouri.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority of the Board: The Board of Directors is charged with directing programs, developing policies, and carrying out the functions of the East-West Gateway Council of Governments. The Board of Directors shall have the power to carry on general administration, including, but not limited to, such things as supervision of the execution of the programs, appointment of all committees or other advisory groups, hiring of the Executive Director, and control of expenditures incurred in the execution of program funds allocated to the Council.

Section 2. Members: The incumbents in the following offices shall constitute the membership of the Board of Directors.

A. Voting Members:

1. Mayor of the City of East St. Louis, Illinois
2. Chairman, County Board, Madison County, Illinois
3. Chairman, Board of Commissioners, Monroe County, Illinois
4. Chairman, County Board, St. Clair County, Illinois
5. Mayor of member city of Southwestern Illinois Council of Mayors to be selected by vote of the membership of said organization
6. Mayor of member city of Southwestern Illinois Council of Mayors to be selected by vote of the membership of said organization
7. Regional Citizen or elected county or municipal official from the County of Madison, Illinois to be appointed by the Chairman of the County Board of Madison County, Illinois.
8. Regional Citizen or elected county or municipal official from the County of St. Clair, Illinois to be appointed by the Chairman of the County Board of St. Clair County, Illinois.
9. President, Southwestern Illinois Metropolitan and Regional Planning Commission
10. Mayor, City of St. Louis, Missouri
11. Presiding Commissioner, Jefferson County, Missouri
12. County Executive, St. Charles County, Missouri
13. County Executive, St. Louis County, Missouri
14. Mayor or other elected official of member city of the St. Louis County Municipal League to be selected by the membership of said organization
15. President, Board of Aldermen, City of St. Louis, Missouri
16. Presiding Commissioner, Franklin County, Missouri
17. Elected county or municipal official from the County of St. Louis, Missouri, to be appointed by the County Executive of St. Louis County, Missouri.
18. Elected county or municipal official from the County of St. Charles, Missouri, to be appointed by the County Executive of St. Charles, Missouri.
19. Elected county or municipal official from Franklin and Jefferson counties, Missouri, provided, however, that this seat shall not be held by a resident of any one county for more than one year, to be appointed by the Presiding Commissioners of Franklin and Jefferson Counties respectively.
20. Regional Citizen or elected county or municipal official from the County of St. Louis, Missouri to be appointed by the County Executive of St. Louis County, Missouri.
21. Four Regional Citizens from the following jurisdictions: selected in accordance with Article IV, Section 3
 - a. the City of St. Louis, Missouri, to be appointed by the Mayor of the City of St. Louis
 - b. the County of Madison, Illinois, to be appointed by the Chairman of the County Board of Madison County, Illinois

- c. the County of St. Clair, Illinois, to be appointed by the Chairman of the County Board of St. Clair County, Illinois
- d. the Illinois portion of the East-West Gateway Council of Governments area to be appointed by the Governor of the State of Illinois.

B Non-Voting Members:

- 1. Secretary, Illinois Department of Transportation, or his/her designated representative
- 2. Director, Missouri Highway and Transportation Department, or his/her designated representative
- 3. Director, Illinois Department of Commerce and Economic Development, or his/her designated representative
- 4. Designee of the Governor of the State of Missouri
- 5. Chair, Metro, or a member of the Metro Board of Directors appointed by the Chair

C. Dual Membership:

- 1. No single individual shall be entitled to more than one vote on the Board of Directors by reason of being elected, selected, or appointed to more than one office qualifying its incumbent for membership on the Board of Directors.
- 2. In the event that such an election, selection, or appointment shall occur, then the following rules shall apply:
 - a. In the event that such individual is popularly elected to two or more such offices, then such individual shall serve on the Board only by reason of the office to which he/she was first elected.
 - b. In the event that such individual shall be both popularly elected to an office and selected or appointed to another office qualifying its incumbent for membership on the Board of Directors, then such individual shall serve only by reason of the office to which he/she was popularly elected.
 - c. In the event that such individual shall be selected or appointed to two such offices, then such individual shall serve only by reason of the office to which he/she was first selected or appointed.
 - d. Continuous re-election, re-selection or re-appointment to office shall not be treated as a "later election" or "later selection" or "later appointment" for purposes of this provision, and the

incumbent shall continue to serve on the Board in the original capacity, unless he/she is subsequently popularly elected to an office while serving on the Board from a selected or appointive office.

3. In the event that one or more vacancies occurs among the voting members of the Board of Directors by reason of the application of the rules of this subsection, then an alternate member of the Board of Directors to fill such vacancy or vacancies shall be selected by the legislative or governing body of the political subdivision, agency, organization, or appointing group out of which such vacancy arises, such alternate to serve as a voting member of the Board of Directors in the place of the individual who is disqualified by reason of the rules of this subsection. Such alternate member of the Board of Directors shall meet the following qualifications:
 - a. The alternate member shall be a resident of the East-West Gateway Council of Governments area described in Article II, Section 1, of these By-Laws.
 - b. The alternate member shall be a resident of the political subdivision, or member of the agency, organization, or group which selects or appoints him/her, and
 - c. The alternate member shall be a resident of the same state as the individual who is disqualified by reason of the rules of this subsection.
4. Any such alternate member of the Board of Directors shall have the same rights and privileges as other voting members of the Board. Such alternate member shall continue to serve so long as the individual for whom he/she is alternate remains an incumbent in the first elected or appointed office, and upon termination thereof, the first elected or appointed individual shall resume his/her membership on the Board of Directors in place of the alternate.

Section 3. Appointment of Regional Citizens:

A. Eligibility:

Regional Citizens shall reside within the area from which he/she is appointed. Regional Citizens shall not be elected officials, nor be an employee of any political subdivision.

B Appointment:

Appointment of the Regional Citizens on the Board may be made at any time by the officeholder designated in Article IV, Section 2.A.16.

Section 4. Tenure: Each member shall serve on the Board of Directors for the duration of his/her tenure in office as indicated in Article IV, Section 2. Should the office or organization of a member be abolished, the Council shall make provision for a successor by appropriate amendment of this article. All other members shall serve for one-year terms at the pleasure of their appointing officeholders or organizations and may be reappointed.

Section 5. Officers: The Chair and Vice-Chair of the Board of Directors shall be elected by the Board of Directors from among the Elected Official members for a term of one year and shall be from different states. The Chair and Vice-Chair of the Board of Directors shall serve as Chair and Vice-Chair of the Council. The Board of Directors shall elect a second Vice-Chair from among its members.

Section 6. Secretary, Board of Directors: The Chair of the Board of Directors shall appoint a qualified individual (not a member of the Council) to serve as Secretary of the Board of Directors.

Section 7. Executive Committee: There will be an Executive Committee of the Board of Directors consisting of the Officers and the following members of the Board, provided that each jurisdiction represented shall not have more than one member:

- A. Mayor, City of St. Louis, Missouri
- B. County Executive, St. Louis County, Missouri
- C. County Executive, St. Charles County, Missouri
- D. Presiding Commissioner, Jefferson County, Missouri
- E. Presiding Commissioner, Franklin County, Missouri
- F. Chairman, County Board, St. Clair County, Illinois
- G. Chairman, County Board, Madison County, Illinois
- H. Chairman, County Board, Monroe County, Illinois

Section 8. Meetings: The Board of Directors and the Executive Committee will meet at the call of the Chair, or a majority of the voting members thereof.

Section 9. Procedural Matters:

A. Quorum:

A quorum of the Board of Directors sufficient for the transaction of business shall be a majority of all voting members of the Board, and the act of a majority of the voting directors present at a meeting at which a quorum is present shall be taken as the action of the Board of Directors. During May through August the quorum shall be one-third of all voting members; unless there is a request of any Board Member present or prior written request by any Board Member not present, in which case a quorum shall be a majority of all voting members.

B. Proxies:

Proxies shall not be allowed nor considered in determining whether a quorum is present at a meeting, nor shall proxy voting be allowed at any meeting of the Board; but duly appointed representatives, either of voting or non-voting members of the Board, shall be allowed the privilege of discussion on all matters.

C. Rules of Procedure:

The Board of Directors may adopt rules of procedure as they determine necessary to govern the meetings and proceedings of the Board of Directors. The rules contained in the currently recognized edition of Robert's Rules of Order shall govern the East-West Gateway Council of Governments and the Board of Directors in all cases in which they are applicable, and in which they are not inconsistent with these by-laws or any rules of procedure adopted by the Board of Directors.

ARTICLE V - ADVISORY COMMITTEES

Section 1. Executive Advisory Committee:

A. Duties:

1. There shall be an organization of individuals who shall function in an advisory capacity to the Board called the Executive Advisory Committee. It shall be the duty of the Executive Advisory Committee to examine and assist in coordinating the planning of the approved programs of the Council and to make appropriate recommendations to the Board of Directors.

2. The purpose of the Executive Advisory Committee may be accomplished by the establishment of standing or ad hoc committees which would be necessary to carry out the directives prescribed by the Board of Directors.

B. Membership

1. Voting Members: The voting members of the Executive Advisory Committee shall consist of one representative to be appointed by each member of the Board of Directors.
2. Non-Voting Members: Non-voting members of the Executive Advisory Committee can be appointed pursuant to an agreement between East-West Gateway Council of Governments and other agencies and organizations.

C. Officers:

The Chair of the Executive Advisory Committee shall be appointed by the Chair of the Board of Directors from among the Executive Advisory Committee members.

The Vice-Chair of the Executive Advisory Committee shall be appointed by the Vice-Chair of the Board of Directors. The Chair and Vice-Chair will be from different states.

D. Meetings:

The Executive Advisory Committee will meet at the call of its Chair and will report at least once each quarter to the Board of Directors on its activities.

Section 2. Citizen Committees:

A. Duties:

The Board of Directors may, from time to time, create committees made up of citizens for the following purposes: a) to provide a citizen voice in regional issues, priorities, plans, policies and decision; b) to ensure that all community interests have effective access to the Council's decision-making process; c) to advise the Board of Directors on regional issues; and d) to assist the Council in evaluating alternatives and setting regional goals.

B. Membership:

The voting members of citizens committees shall serve at the discretion of the Board of Directors who shall approve all committee appointments. Members of citizens committees shall not be elected officials.

C. Officers:

Unless otherwise appointed by the Board of Directors, each citizen committee may elect its own Chair, Vice-Chair and such other officers as it desires. For committees dealing with issues affecting both Illinois and Missouri, the Chair and Vice-Chair will be from different states.

D. Meetings:

Each citizen committee will meet at the call of its Chair and will report at least once each quarter to the Board of Directors on its activities.

Section 3. Additional Advisory Committees:

A. Appointment and Membership:

Only the Board of Directors of the East-West Gateway Council of Governments can appoint additional advisory committees to assist in the development of Council programs. The committees and their members shall serve at the discretion of the Board of Directors. Membership on such committees should be in line with the Federal, state and local role involved and the special talents that are related to the character of the advisory committee.

B. Duties:

1. It shall be the duty of these advisory committees to examine and assist in coordinating the planning of approved programs of the Council and to make appropriate recommendations to the Board of Directors.
2. The purpose of these advisory committees may be accomplished by the establishment of: a) standing committees or task forces composed of advisory committee members only, to deal with specific matters as directed by the advisory committee membership; and b) any additional committees or task forces which the advisory committee deems necessary to establish shall be approved by the Board of Directors.

C. Officers:

Each advisory committee will elect its own Chair, Vice-Chair, and such other officers as it desires.

D. Meetings:

The advisory committees will meet at the call of its Chair and will report at least once each quarter to the Board of Directors on its activities.

ARTICLE VI - STAFF

Section 1. Executive Director: The staff shall be headed by an Executive Director who is chosen by the Board of Directors and is directly responsible to the Board of Directors. The duties of the Executive Director shall include, but not be limited to: a) to direct and coordinate all approved programs, projects, and major activities of the Council, as directed by the Board of Directors; b) execution of such contracts and commitments as may be authorized by the Board of Directors; c) custody of all assets and liabilities belonging to the agency and investment and disbursement thereof, subject to the direction of the Board of Directors; d) direct supervision of all internal functions, such as maintenance of complete financial and administrative record systems and maintenance of necessary office facilities; e) to provide necessary liaison and staff support to committee chairmen and their committees to enable them to properly perform their functions; f) to insure that all funds, physical assets and other property of the Council are appropriately safeguarded and administered; and g) to develop, recommend and upon approval, operate within an annual budget and ensures that the annual C.P.A. audit is performed.

Section 2. Other Staff Members: All other members of the staff will be hired by the Executive Director pursuant to the personnel plan which is approved by the Board of Directors, and at rates of compensation included in the personnel plan. All staff personnel will be responsible to the Executive Director for the performance of their duties, and the Executive Director will be responsible for all promotions and terminations of staff personnel.

ARTICLE VII - FINANCES

Section 1. Financial Participation: Financial participation in the programs of the Council shall be based upon a per capita assessment using the latest official census of the United States Department of Commerce Bureau of the Census for the entire area. Financial participation will be based on population distribution unless otherwise designated by the Council.

Section 2. Budget: A funding program shall be approved by the Council on a calendar year basis with approval being voted not later than December 1 of the preceding calendar year.

Section 3. Audit: The financial records of the East-West Gateway Council of Governments shall be audited by a certified public accountant at least once per calendar year. An audit report shall be made available to the members and to all participating governments not later than three months after the completion of any audit.

ARTICLE VIII - AMENDMENTS

Section 1. Submission of Amendments: Any member of the East-West Gateway Council of Governments may propose amendments to these By-Laws. The proposed amendment shall be submitted to the Board of Directors at least 45 days prior to a meeting of the East-West Gateway Council of Governments.

Section 2. Action by the Board of Directors: With ten (10) days after receipt, the Board shall forward each proposed amendment to the Executive Director for his recommendation, which shall be reported back within ten (10) more days. The Board shall make a full report to the East-West Gateway Council of Governments not later than ten (10) days prior to the meeting at which the proposed amendment will be considered.

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