



MONITEAU COUNTY
EMERGENCY DISPATCH

BYLAWS

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Article 1 - Mission & Duty of Moniteau County Emergency Dispatch

Mission Statement

MONITEAU COUNTY EMERGENCY DISPATCH is established to promote the efficient access of public safety to our communities. Our commitment is to the provision of professional and educated performance while providing excellence in service.

Primary Duty and Philosophy

The primary duty of the MONITEAU COUNTY EMERGENCY DISPATCH shall be around-the-clock preparedness to promptly respond to all requests for emergency services. The Board of Directors will ensure that all policies, practices and administrative oversight is such that persons with emergent requests are provided responsive access to public safety by highly trained professional staff utilizing effective call-taking and dispatching principles and practices. The Members of the Board of Directors and all MONITEAU COUNTY EMERGENCY DISPATCH Employees shall embrace sound business skills and decision making appropriate to their public office or employment status and shall diligently strive for excellence through ongoing training, education, evaluation and improvement.

In an effort to accomplish the mission and duty of this organization we hereby inaugurate and empower the Board of Directors of the MONITEAU COUNTY EMERGENCY DISPATCH with the authority to:

- A. Levy, collect, appropriate, manage, budget, invest and disburse funds for any of the purposes contained herein, including, but not limited to the authority to purchase, sell, lease and mortgage property interests, whether real or personal, tangible or intangible. The acquisition of property interests may include dedication, gift, bequest, agreement, use or adverse possession thereof.
- B. Borrow money and to issue bonds, notes, certificates, or other evidences of indebtedness for the purpose of accomplishing any of its corporate purposes, subject to compliance with any condition or limitation set forth in RSMo Chapter 190 or any other applicable statutes or otherwise provided by the Constitution of the State of Missouri.
- C. Employ or enter into contracts for the employment of any person, firm, corporation or professional service necessary or desirable for execution of the general purpose, proper administration and management thereof or to protect or control MONITEAU COUNTY EMERGENCY DISPATCH property.
- D. Promote the furtherance of public safety and establishment of emergency regulations and procedures in concert with and applicable to MONITEAU COUNTY EMERGENCY DISPATCH for the benefit of the public in times of public safety concerns.
- E. Engage in all other lawful activities defined herein by the Bylaws of the Organization and to pursue any other related activities as deemed appropriate by the Board to promote the vision and purpose of the organization so as it's aligned with local interest of public safety and welfare.



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Section 1.01 – Mutual-Aid Service

Upon authority and direction of MONITEAU COUNTY EMERGENCY DISPATCH Director or his or her designee, MONITEAU COUNTY EMERGENCY DISPATCH will provide mutual-aid service, upon request, to other counties or cities in time of emergency or disaster, provided there are sufficient resources available and that it will not jeopardize the public safety or welfare of the people of Moniteau County. The Board of Directors hereby authorizes the MONITEAU COUNTY EMERGENCY DISPATCH Director to enter into a mutual-aid agreement with adjoining counties and cities, subject to the terms contained herein.

Section 1.02 – Non-Discrimination Statement

The MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors, employees or assignees shall not discriminate in providing service on the basis of race, sex, age, color, religion, sexual preference, national origin, ancestry, handicap, or medical condition.



Article 2 - Moniteau County Emergency Dispatch Organization

Section 2.00 – Name and Principal Office

The name of this organization, a political subdivision tax supported organization, will be the “MONITEAU COUNTY EMERGENCY DISPATCH.” The principal office of the MONITEAU COUNTY EMERGENCY DISPATCH shall be: 604 N Oak St., California, Missouri 65018.

Section 2.01 – Geographic Description, Exclusions and Cities

The geographical area of MONITEAU COUNTY EMERGENCY DISPATCH, approximately 419 square miles, includes the entire county of Moniteau.

Section 2.02 – Boundaries

Boundaries of MONITEAU COUNTY EMERGENCY DISPATCH District, shall be the same as the boundaries of the County of Moniteau and will be maintained and established by the Moniteau County Clerk’s office in coordination with the MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors and the Moniteau County Commission. Geographic election districts of MONITEAU COUNTY EMERGENCY DISPATCH shall be the same as those of the County of Moniteau’s Commission, District 1 and District 2. The Moniteau County Commission may reapportion the aforementioned districts within sixty days after the population of Moniteau County is reported to the Governor of Missouri for each decennial (10 year) census of the United States in accordance with Missouri laws.

Section 2.03 – Leadership and Staff

This organization shall consist of a Seven (7) member elected Board of Directors and may thereafter include a, Director, Medical Director, a staff including; Emergency Telecommunicators, Shift Supervisors, and a GIS Addressor. Part-time staff may include; Emergency Telecommunicators and Road Sign Installers. Job descriptions shall be fully defined in the MONITEAU COUNTY EMERGENCY DISPATCH Policy Handbook, as developed.



Article 3 - Board of Directors

Section 3.00 – Authority

The affairs of MONITEAU COUNTY EMERGENCY DISPATCH shall be managed by the Board of Directors who shall have, and may exercise, all the powers of the organization and those enumerated in RSMo chapter 190 and any further powers that may hereafter be granted to them by law. The Board of Directors is responsible for the fiscal stability of the organization and shall be faithful to the purposes and goals of the organization. The powers of the Board of Directors shall include, but not be limited to, the election of officers, establishing policy, designating authority, staffing, approval or rejection of recommendations pertaining to programs, projects and budgets, and strategic plans. The Board of Directors may authorize the Board Chairman and any other officer to enter into any contract or execute any instrument in the name of, or on behalf of MONITEAU COUNTY EMERGENCY DISPATCH and such authority may be general or confined to a specific instance.

Section 3.01 – Board Election Districts

The Board of Directors shall have seven (7) members. Three (3) members of the Board shall be elected from each of the two (2) districts of Moniteau County Commission. One (1) member at large shall be elected from Moniteau County by county-wide election. All elections shall conform to chapter 190 and 115 RSMO. Each Board Director shall hold office until his or her successor shall have been elected and qualified. The Board of Directors of MONITEAU COUNTY EMERGENCY DISPATCH shall possess and exercise all of its legislative and executive powers. Each member of the Board of Directors shall have one (1) vote each with the exception of the Board Chairman who will cast the deciding vote in the event of tie. The MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors may herein be referred to as the “Board”, “Directors”, “Board Members,” “Members” or “Board of Directors”.

Section 3.02 – Board Candidate Requirements

A candidate for Director of the MONITEAU COUNTY EMERGENCY DISPATCH shall, at the time of filing, be a citizen of the United States, a qualified voter of the election district, a resident of the election district for one year next preceding the election, and shall be at least twenty-four years of age. A candidate shall file a written declaration of candidacy with the county clerk of Moniteau County. No volunteer or paid employee of MONITEAU COUNTY EMERGENCY DISPATCH whether part-time, full-time or temporary, may hold a position as Board Director with MONITEAU COUNTY EMERGENCY DISPATCH.

Section 3.03 – Elections

Three (3) members of the Board shall be elected from each of the two (2) districts of Moniteau County Commission. One (1) member at large shall be elected from Moniteau County by county-wide election, this member shall serve as the chairman of the board (RSMO 190.335-10) All elections shall conform to chapter 190 and 115 RSMO. Elections for Board Directors will be held on general election day. The general election day shall be the first Tuesday after the first Monday in November of even-numbered years. Notwithstanding any other provision of law, if the number of qualified candidates for the office of Board Director is no greater than the number of Directors to be elected, no election shall be held, and the



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candidates shall assume the responsibilities of their office at the same time and in the same manner as if they have been elected per RSMo section 115.124(1). New Directors shall be sworn in and take office at the first regular meeting of the Board of Directors in November of each year. In the Order of Business at this meeting, new Directors shall be sworn and be seated after old business and before new business.

Section 3.04 –Terms of Office

Subsequent to the terms of service in Section 3.0 above, all terms of each Director shall be (4) four years. All Directors shall serve the term to which they are elected or appointed, and until their successors are elected and qualified, except in cases of disqualification or resignation. The Board of Directors of MONITEAU COUNTY EMERGENCY DISPATCH shall possess and exercise all of its executive and legislative powers enumerated in RSMo Chapter 190.

Section 3.05 – Board Training

All members of the Board of Directors of MONITEAU COUNTY EMERGENCY DISPATCH may attend and complete an educational seminar or conference or other suitable training on the role and duties of a Board member at their own expense.

Section 3.06 – Officers

The Officers of MONITEAU COUNTY EMERGENCY DISPATCH will consist of a Chairman, elected as the Board member at large, Vice-Chairman, Secretary, and Treasurer. At the first regular meeting of the Board of Directors of each year, newly elected Board Members will be sworn and seated and the Board shall select by majority vote of the quorum, a Vice-Chairman, Treasurer and Secretary and such officers or employees as it deems expedient or necessary for the accomplishment of Board objectives and MONITEAU COUNTY EMERGENCY DISPATCH purpose. Vacancies may be filled or new officer positions created and filled during any meeting of the Board of Directors. Each officer will hold office until his or her successor has been duly elected and qualified. The duties of the officers will be those duties and responsibilities attached to that office and in addition thereto, any other duties as may be designated from time to time by the Chairman and or Board of Directors.

Section 3.07 – Chairman

The Chairman shall be considered the Chairperson of the Board of Directors. The Chairman shall be the principal executing officer of MONITEAU COUNTY EMERGENCY DISPATCH, and, subject to the control of the Board, shall in general supervise and control all business and affairs and ensure that all business, activities, functions and affairs of the organization are carried out, performed and implemented in accordance with these Bylaws, all orders and resolutions of the Board of Directors and applicable law. The Chairman shall conduct all meetings of the Board of Directors and shall represent or appoint representatives to act as media spokesman or liaison of the MONITEAU COUNTY EMERGENCY DISPATCH before all bodies, public and private. The Board Chairman serves as statutory agent for MONITEAU COUNTY EMERGENCY DISPATCH. The Chairman shall, with the Vice Chairman, Treasurer or other designated officer, sign or execute all, checks, contracts, deeds or other instruments directed by the Board to be executed.



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Section 3.08 – Vice Chairman

After each annual election of new Board members, the Board shall select a Vice Chairman, by majority vote of the quorum, for the accomplishment of its objectives as described in Article 1. In the absence of the chairman or in the event of the death, disability, inability or refusal of the chairman to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him or her by the chairman of the Board. The Vice-Chairman shall be a member of the Board. The Vice Chairman shall assist the Chairman and take a leadership role in Board development, transition and orientation of new Board members and continuing assessment of overall Board effectiveness. The Vice Chairman shall have such other duties as the Chairman may assign.

Section 3.09 – Treasurer

After each annual election of new Board members, the Board shall select a Treasurer by majority vote of the quorum, as it deems expedient or necessary for the accomplishment of its objectives as described herein. Most duties of the Treasurer are delegated to the organizations Executive Director or Administrator. The elected Treasurer shall have oversight over the following functions of the Executive Director or Administrator; preparation of all required financial statements, tax returns, and budgets. The elected Treasurer shall also ensure that full and accurate records of all financial affairs, funds, securities and locations of valuable papers are kept and available to the Board of Directors on a monthly basis. The elected Treasurer shall ensure that all records of the Board are kept within the offices of MONITEAU COUNTY EMERGENCY DISPATCH.

Section 3.10 – Secretary

After each annual election of new Board members, the Board shall select a Secretary by majority vote of the quorum, for the accomplishment of its corporate objectives as described herein. The Secretary need not be a member of the Board. The Secretary shall keep accurate and complete records of all meetings of the members and the Directors, including minutes of the meetings, all resolutions adopted and all consents to actions without a meeting, and shall submit all records to the Custodian of Records upon their completion. The Secretary shall have authority to give all notices required by law or these Bylaws. The Secretary may affix the corporate seal to any lawfully executed documents requiring it and shall sign such instruments as may require his or her signature.

Section 3.11 – Custodian of Records

The MONITEAU COUNTY EMERGENCY DISPATCH EXECUTIVE DIRECTOR or ADMINISTRATOR shall be custodian of financial ledgers, minutes, records, contracts and other documents of the Corporation. All records of MONITEAU COUNTY EMERGENCY DISPATCH shall be kept at the district's central office and in accordance to the "Moniteau County Emergency Dispatch Records" Section of these Bylaws. Requests for records must be made in writing to the Executive Director or Administrator per Chapter 610 of the Missouri Revised Statutes.



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Section 3.11 – Standards of Conduct

Board members must meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. These standards are duty of care, duty of loyalty and duty of obedience.

- A. **Duty of Care** – This standard requires that a Board member exercise the same care that an ordinary, prudent person would exercise in a like position or under similar circumstances. It means that Board members should attend Board meetings and be informed about the activities of the organization in order to be able to make informed and independent decisions when voting. Each Board Member shall devote such time to the duties of the office as the faithful discharge thereof may require.
- B. **Duty of Loyalty** – This duty requires a Board member to act in good faith, be faithful to the organization and pursue the organization’s best interests. It means that Board members must be dedicated to the organization’s mission and purpose and put the interests of the organization above self-interest. Every member of the Board of Directors owes an undivided loyalty to the public whom he or she serves and should not place himself in a position which will subject the Director to conflicting duties or expose him or her to the temptation of acting other than in the best interests of the public [see Conflict of Interest Section 3.19].
- C. **Duty of Obedience** – The Board shall act in accordance with the organization’s rules and policies, and in furtherance of its goals as stated in the mission statement and bylaws. In addition, the Board must comply with all state and federal laws. The duty of obedience forbids acts outside the scope of corporate powers.

Section 3.12 – Medical Director

A Medical Director shall be contracted by the Board to provide; approval of medical telecommunication protocols under which the organization operates, oversight of medical related quality control and quality improvement of medical telecommunication operations and various other responsibilities identified and specified by the State of Missouri and the Department of Public Health and Human Services. All medical pre-arrival instructions of the organization are conducted under the license and authority of the Medical Director, which authority may be withdrawn from any individual employed by MONITEAU COUNTY EMERGENCY DISPATCH or the entire organization, at the Medical Director’s sole discretion.

Section 3.13 – Committees, General

The Board of Directors may, by resolution adopted by a majority of the Directors, establish such committees as the Board deems appropriate. The Directors shall define the duties of any committee so appointed. Each such committee shall consist of at least one (1) Member, but need not consist of a Director unless so provided by the Board of Directors. All committees are accountable to the Board of Directors and unless the Directors otherwise designate, those committees shall conduct their affairs in the manner as provided in these bylaws. The members of any committee shall remain in office at the pleasure of the Directors or an established term. No committee, with exception of the Executive Committee as prescribed in Section 3.14 below, may exercise the authority of the Board of Directors in the conduct of the business or affairs of the Organization.



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Section 3.14 – Executive Committee

The Executive Committee shall consist of the Board Chairman, Vice-Chairman, Secretary, and Treasurer. Except for the power to amend or suspend the bylaws, the Executive Committee shall have all the powers and authority of the entire Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. Furthermore, it shall be the duty of the Executive Committee to compose the agenda of and make recommendations to the Board of Directors.

Section 3.15 – Finance Committee

The Finance Committee shall be chaired by the Treasurer and include two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal needs and procedures, cost-savings measures and the annual budget with staff and other Board members. The Board must approve the next following fiscal budget, on or before December 31st of the year preceding that budget year. All expenditures must be within the current budget and any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year of the MONITEAU COUNTY EMERGENCY DISPATCH shall be January 1 through December 31. Monthly reports, prepared by the Finance Committee or designee, shall be submitted to the Board showing income, expenditures, and pending income [see Section 8.02]. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public as provided for in Sections 3.17 of these Bylaws.

Section 3.16 – Confidentiality

The Missouri Sunshine Law specifically recognizes the legitimate need for confidentiality in areas of a sensitive nature, such as but not limited to, litigation, legal advice, personnel issues, and bidding matters. MONITEAU COUNTY EMERGENCY DISPATCH agrees and recognizes that freedom of speech is a preferred and valuable right under the Missouri and United States constitutions, nonetheless these rights are not absolute rights. The U.S. Supreme Court has specifically recognized the special needs of governmental entities to control the exercise of free speech, of its employees and officers to a greater extent than the public at large. Each Board Member agrees not to divulge any closed record, discussion or details of any closed session that has been legitimately closed in accordance with RSMo section 610.021 and 610.022. Each Board Member recognizes that such a breach of confidentiality could be greatly detrimental to the interests of the MONITEAU COUNTY EMERGENCY DISPATCH, the Board, and the public in general, including but not limited to liability exposure. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall serve as the custodian of records for all Sunshine Law requests.

Section 3.17 – Moniteau County Emergency Dispatch Records

The Board of Directors will keep a true and accurate account of its records, receipts, and accounts. Such records shall be made available for inspection by any member of the Board upon request by the Board member. All officers and employees authorized to receive or retain custody of money, or to sign vouchers, checks, or evidence of indebtedness binding upon MONITEAU COUNTY EMERGENCY DISPATCH, will furnish security bond for the faithful accounting of all funds that are to be approved by the Board of Directors. The costs of all bonds shall be paid for by MONITEAU COUNTY EMERGENCY DISPATCH.



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Section 3.18 – Fraternization

No Board Member shall fraternize with any employee or volunteer of MONITEAU COUNTY EMERGENCY DISPATCH. MONITEAU COUNTY EMERGENCY DISPATCH agrees and recognizes that freedom of association is a preferred and valuable right under the Missouri and United States Constitutions, nonetheless these rights are not absolute. The U.S. Supreme Court has specifically recognized the needs of governmental entities to control the exercise of freedom of association of its employees and officers to a greater extent than the public at large. The freedom of association must be balanced against the legitimate need of a governmental entity to minimize friction in the workplace, exposure to liability, and effective administration of its policies.

Section 3.19 – Conflict of Interest

Any Board member with an interest, relationship or responsibility that conflicts with the Board member's fiduciary responsibility to MONITEAU COUNTY EMERGENCY DISPATCH shall recuse himself or herself from any discussions, negotiations and any votes on the issue that gave rise to the conflict and, if necessary, from the Board meeting, or applicable part thereof. If a Board member fails to disclose a substantial conflict of interest, or has a significant continuing and irreconcilable conflict of interest that impedes the Board member's ability to carry out his or her fiduciary responsibility to MONITEAU COUNTY EMERGENCY DISPATCH, resignation from the Board or from the conflicting interest may be required. Individual board members shall not be eligible for employment by the board within twelve months of termination of service as a member of the board.

No person shall be employed by the board who is related within the fourth degree by blood or by marriage to any member of the board. (RsMO 190.339-10-11)

Section 3.20 – Change in Residency, Board Vacancy

Any member of the Board of Directors who moves residency from the district from which the member was elected shall be disqualified as a member of the Board. If one or two vacancies occur in the membership of the Board as a result of death, resignation, or disqualification, the remaining members shall appoint one or two qualified persons, as provided in this section, to fill the vacancies until the end of the unexpired term. Such appointment shall be made with the consent of a majority of the remaining members of the Board. If the Board is unable to agree in filling a vacancy within sixty days or if there are more than two vacancies at any one time, the county commission, upon notice from the Board of failure to agree in filling the vacancies, shall within ten days fill them by appointment of qualified persons, as provided in this section, and shall notify the persons in writing of their appointment. The persons appointed shall serve for the unexpired term.



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Section 3.21 – Leave of Absence

Any officer or Director may request a leave of absence by submitting a written request to the Board of Directors. The request does not have to contain the reasons for the request and any request for a leave of absence shall be considered and voted on at the next regular scheduled meeting of the Board. All duties shall be relinquished during the leave of absence, with any exceptions made by the Board. A leave of absence may be granted for up to 6 months or longer if circumstances require and approved by the Board.

Section 3.22 – Resignation from Office

A Director may resign from the Board by delivering his or her written resignation to the chairman or Secretary of the organization, to a meeting of the Board or to the organization at its principal office. Such resignation shall be effective immediately, unless specified to be effective at some other time, and acceptance therefore shall not be necessary to make it effective unless it so states. No reason for such a resignation shall be required by MONITEAU COUNTY EMERGENCY DISPATCH. Any vacancy that occurs in the membership of the Board as a result resignation the remaining members shall appoint a qualified person, as provided in RSMo section 190.052, to fill the vacancies until the end of the unexpired term.



Article 4 - Board Meetings

Section 4.00 – Regular Meetings, Place, Time and Notice

Unless the Board has agreed otherwise and proper notice under Missouri Sunshine Laws have been executed [RSMo Chapter 610], regular monthly meetings of the Board of Directors of MONITEAU COUNTY EMERGENCY DISPATCH will be held once every month on a date and time agreed upon by the Board of Directors. Meetings will be held at 6 pm at the principal office of MONITEAU COUNTY EMERGENCY DISPATCH unless another location and or time is designated by a majority of the Board members. The Chairman shall preside over all meetings of the Board. The Secretary shall keep an official meeting record [Section 3.17] to include all resolutions adopted by the Members, minutes of all meetings, public statements and all written consents [Section 4.07] of actions taken without a meeting. All business and meetings of the MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors and MONITEAU COUNTY EMERGENCY DISPATCH business shall be conducted in compliance with all Missouri Sunshine Laws [RSMo Chapter 610] and rules and regulations contained herein. See meeting notice Section 4.05 and 4.06. Board meetings should adjourn no later than 9 pm, or shortly thereafter upon completion of the item of business under discussion. All other business shall be tabled until the next Board meeting, either regular or special, with the exception of the payment of vouchers.

Section 4.01 – Special Meetings

Special meetings of the Board of Directors may be called by, or requested by, the Chairman or three (3) or more of the Directors of MONITEAU COUNTY EMERGENCY DISPATCH. The Board may designate any location as the place for holding any such meeting. Notice of any special meeting of the Board will be given to each Director at least two (2) days prior to the meeting either by written notice delivered personally, by telephone and or e-mail unless emergency circumstances prevent said two (2) day notice [RSMo section 610.020 (2)].

Section 4.02 – Emergency Meeting

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. Minutes of such meetings will be forwarded to the current news media organizations that are on file at the principal office of MONITEAU COUNTY EMERGENCY DISPATCH within seventy-two (72) hours of the emergency meeting. All minutes and media notifications are subject to the provisions of disclosure as provided in RSMo Chapter 610.

Section 4.03 – Work Sessions

Work Sessions maybe held at times and locations to be designated by a majority of the Board members. No formal action may be taken at these meetings, nor will any votes be taken or recorded. However, these meetings shall comply with all applicable statutory requirements including, but not limited to Section 610.010 RSMo



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Section 4.04 – Meetings, Public Notice

The MONITEAU COUNTY EMERGENCY DISPATCH Secretary or designee shall post notice of the time, date and place of each meeting of MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered. Notice of at least forty-eight hours, excluding weekends and holidays when the business office is closed, shall be made prior to the commencement of any meeting of MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors.

Section 4.05 – Meetings, Media Notice

It shall be the responsibility of each news media organization to request an agenda of any regular monthly meeting prior to that month's meeting. The agenda of the monthly meetings will be posted near the front door of the MONITEAU COUNTY EMERGENCY DISPATCH's office at least two (2) business days prior to each monthly meeting. Any and all media organizations that wish to be notified of any special Board meeting shall place on file at the principal office of the MONITEAU COUNTY EMERGENCY DISPATCH a name and email address. It shall be the news media organization's responsibility to notify the principal office of MONITEAU COUNTY EMERGENCY DISPATCH of any change in the name, phone number, email address, and address of their representative on file.

Section 4.06 – Board Action by Consent

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if majority of Director's consent to the action either through a personal contact or telephone poll or poll in writing. Consent in writing, by means of facsimile or e-mail signatures, shall be permitted and shall have the same validity and effect as original signatures. The consent shall be filed, by the Secretary, with the official meetings record of the Organization as contained in Section 3.17. Such consents shall be considered, for all purposes, the same as a vote during a regular meeting of the Board of Directors.

Section 4.07 – Waiver of Meeting Notice, Director

Any Director may waive notice of any meeting. The attendance of any member at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 4.08 – Quorum

A majority of the Board of Directors, (4) four Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority or less than four of the elected Directors are present at any meeting, a majority of the Directors that are present may adjourn the meeting to another time without further notice under any section of these Bylaws or State Statute. Those Board members present at a meeting where a quorum has not been met, may designate payment, by majority vote of those present, of debts of less than one thousand dollars (\$1,000.00), if those present "deem" payment must be resolved to avoid penalty.



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Section 4.09 – Meeting Procedures

Moniteau County Emergency Dispatch shall adopt Robert's Rules of Order for small Boards as meeting procedures with the below amendments:

MAKING A MOTION

1. A resolution put to a general meeting that has not yet been passed will be referred to as a "motion".
2. Motions shall be stated affirmatively.
 - a. "I move that we ..." rather than, "I move that we do not ..."
3. Motions need not be seconded
4. The Chairman shall state the Motion
 - o "it has been moved that we ..." Thus placing the motion before the membership for consideration and action.
5. The membership may then either debate on the motion, or may move directly to a vote.
6. Once the motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed without the consent of the members.
7. Informal discussion of a subject is permitted while no motion is pending.
8. There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
9. The chairman need not rise while putting questions to the vote.

VOTING ON A MOTION

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for an exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

CONFLICT OF INTEREST

Members of the Board which conflict of interest may arise with the motion must recuse themselves during discussion of the motion as to not influence voters.



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PUBLIC PARTICIPATION

1. Public presence is welcomed to attend all open Board meetings.
2. If the Board of Directors votes to enter into executive (closed) session. Members of the public will be asked to leave the meeting until the Board re-enters into the open meeting.
3. Members of the public may request speaking rights on a particular subject that is on the agenda.
4. Persons who wish to suggest items for the agenda should contact the business office, requests for monthly meetings must be received 3 business days prior to the scheduled Board of Directors meetings.
5. Speakers shall be restricted to a maximum of 3 minutes each per subject, with a time limit of fifteen minutes per interest group.
6. No more than two speakers on any one topic.
7. Speakers shall not be disrespectful, offensive, or make malicious statements or claims.
8. Questions directed to the Board may not always be answered immediately. All questions will be responded to by an appropriate person as soon as possible.
9. If the chair believes that any of these have occurred or the speaker has gone over time they will be asked to finish.
10. Members of the public whom are disruptive during Board of Directors meetings may be asked to leave.

Section 4.10 - Attendance Fee and Expenses of Directors

No Director shall receive any compensation for service as a member of the Board, but the Board may reimburse any of its members for cash expenditures and actual expenses made by such member in course of service as a member and the Board. The Board shall have authority to purchase liability insurance for its members for actions by them as agents and representatives of the Board, including transportation to and from Board Meetings and on business of the Board.



Article 5 - Leadership Policies and Responsibilities

Section 5.00 – Philosophy

The MONITEAU COUNTY EMERGENCY DISPATCH Director and the Board of Directors shall work together as a team to promote; professionalism, accuracy, efficiency, positive employee morale and excellence in all MONITEAU COUNTY EMERGENCY DISPATCH operations and service.

Section 5.01 – Day to Day Operations, Responsibility

The MONITEAU COUNTY EMERGENCY DISPATCH Director is responsible for the day-to-day operation of the organization in accord with the organization’s purpose, goals and policies. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall be responsible to and answer directly to the MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors.

Section 5.02 – Good Business Practices

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall conduct the business of the MONITEAU COUNTY EMERGENCY DISPATCH in a manner conducive to good business practices and shall control costs in all efforts to provide the best possible service for the least amount of dollars.

Section 5.03 – Board Meeting Attendance

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall attend each of the Board Meetings or appoint a representative to attend in his/her place.

Section 5.04 – Board Update

MONITEAU COUNTY EMERGENCY DISPATCH Director shall make known to the Board an evaluation of service delivery, its problems and progress at each regular session of the Board of Directors. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall provide a detailed report of all services delivered during the previous month, or since the last regular meeting of the Board.

Section 5.05 – Committee Assistance

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall assist the Committees of the Board of Directors in their respective functions, i.e., Executive, Human Resource, Financial, etc., as designated by the Board.

Section 5.06 – Equal Opportunity, Affirmative Action

The Board of Directors and MONITEAU COUNTY EMERGENCY DISPATCH Director shall subscribe fully to equal opportunity employment practices and affirmative action programs.

Section 5.07 – Bank Deposits

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall be responsible for any money collected for the MONITEAU COUNTY EMERGENCY DISPATCH and shall insure its safe keeping, delivery and deposit into the proper bank account of the MONITEAU COUNTY EMERGENCY DISPATCH.



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Section 5.08 – Physical Property, Responsibility

The MONITEAU COUNTY EMERGENCY DISPATCH Director and Board Officers shall assume responsibility for the physical property of the MONITEAU COUNTY EMERGENCY DISPATCH.

Section 5.09 – Expenditures

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall not make any expenditure of unapproved budget or capital outlay items over \$500.00 without prior approval of the Board of Directors.

Section 5.10 – Purchase of Personal Items, Employees

Any personal items purchased by an employee shall not use the MONITEAU COUNTY EMERGENCY DISPATCH's name, account numbers, tax exemption number, etc.

Section 5.11 – Major Purchases, Board Consent

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall not contract for any major purchases or services without the consent of the Board. They are allowed to purchase items or supplies necessary for the daily operations of the MONITEAU COUNTY EMERGENCY DISPATCH or as provided in Section 5.09.

Section 5.12 – Moniteau County Emergency Dispatch Policy Manual

The Human Resource Committee shall establish policies for all MONITEAU COUNTY EMERGENCY DISPATCH employees and volunteers to follow. The policies contained in the MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual, also referred to as "Policy Manual" shall be kept up to date by the Moniteau County Emergency Dispatch Director, subject to the approval of the Human Resource Committee. All policies shall be in writing and contained in the MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual made parts of these By---Laws by this reference.

Section 5.13 – MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual, Exceptions

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall enforce the policies of the Policy Manual and retain the sole authority to make exceptions to those policies and is responsible for these exceptions.

Section 5.14 – Authority to Hire, Discipline or Terminate Employee

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall have the sole authority to hire and to take adverse disciplinary action up to and including termination. Each employee shall retain the right to an informal hearing before the Board of Directors as outlined in Article 11 and the MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual.

Section 5.15 – Temporary Policies

The MONITEAU COUNTY EMERGENCY DISPATCH Director has the authority to initiate temporary policies outside the scope of the MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual and those policies will be in force until such time as the Human Resource Committee mandates otherwise on those exceptions or temporary policies.



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Section 5.16 – Fiduciary Duty

A Director, officer or employee of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall be responsible for the actions of all employees and volunteers of the MONITEAU COUNTY EMERGENCY DISPATCH while they are conducting MONITEAU COUNTY EMERGENCY DISPATCH business.



Article 6 - Board Relations with Director

Section 6.00 – Purpose

This article is enacted to clarify the responsibilities and hierarchy of communications that will alleviate misunderstandings between the MONITEAU COUNTY EMERGENCY DISPATCH Director and Board members of the MONITEAU COUNTY EMERGENCY DISPATCH.

Section 6.01 – Official Communications in Writing

The Board’s sole official connection to the operational organization, its achievements, and conduct will be through written directives to the MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 6.02 – Informal Action Non-Binding

Only officially passed motions and resolutions of the Board are binding on the MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 6.03 – Board Instruction, Prohibited

The Board shall never give instructions to persons who report directly or indirectly to the MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 6.04 – Board Evaluation, Limited

The Board shall not evaluate either formally or informally any staff other than the MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 6.05 – Non-Binding Instruction

Decisions or instructions of individual Board members, officers, or committees are not binding on the MONITEAU COUNTY EMERGENCY DISPATCH Director except in rare instances when the full Board has specifically authorized such exercise of authority.

Section 6.06 – Disruptive Requests

In the case of Board members or committees requesting information without Board authorization, the MONITEAU COUNTY EMERGENCY DISPATCH Director may refuse such requests that require, in the MONITEAU COUNTY EMERGENCY DISPATCH Director’s opinion, a material amount of staff time or funds or the requests are disruptive to normal MONITEAU COUNTY EMERGENCY DISPATCH operations.

Section 6.07 – “Moniteau County Emergency Dispatch Director” Performance

The Board shall view the performance of the MONITEAU COUNTY EMERGENCY DISPATCH Director to be identical to organizational performance so that organizational accomplishment of Board stated ends or goals shall be viewed as successful MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 6.08 – Board Member Acknowledgment

A “Board Member Acknowledgement” form shall be signed by all Board Members and maintained on file with the MONITEAU COUNTY EMERGENCY DISPATCH Director of the MONITEAU COUNTY EMERGENCY DISPATCH.



Article 7 - Moniteau County Emergency Dispatch Funding and Revenue

Section 7.00 – Sales Tax How Used

The MONITEAU COUNTY EMERGENCY DISPATCH will be financed in part by a special sales tax, approved by voters August 2, 1994, which shall not exceed one percent on the receipts from the sale at retail of all tangible personal property or taxable services at retail within Moniteau County. The sales tax is to be levied within the boundaries of the Moniteau County according to the rules and regulations of the Missouri Department of Revenue and subject to the provisions of applicable Missouri statutes.

Section 7.01 – Annual Review of Sales Tax Rate, Good Stewardship

The Board of Directors shall review, prior to the adoption of the next following budget, the sufficiency of the sales tax rate, Section 7.03, which shall not exceed one percent on the receipts from the sale at retail of all tangible personal property or taxable services at retail within Moniteau County. The Board of Directors shall be prudent and judicious in establishing the sales tax rate so that projected revenues from the sales tax shall be aligned with the funding demands of the MONITEAU COUNTY EMERGENCY DISPATCH whereby the projected revenues will appropriately fund the next fiscal year, fulfill the long-term funding needs and preservation of adequate reserve capital of MONITEAU COUNTY EMERGENCY DISPATCH. The Board Chairman, at the first regular meeting of each fiscal year, shall call for discussion and a motion of whether to; decrease the sales tax rate, maintain the current sales tax rate or increase the sales tax rate not exceed one percent on the receipts from the sale at retail of all tangible personal property or taxable services at retail within Moniteau County. The Chairman shall call for and the Secretary shall record a roll call or proxy vote, per Section 4.08, of said motion. The MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors shall be responsible stewards of all public funds and resources.

Section 7.02 – Sales Tax Rate Adjustment

Subject to the provisions of Missouri revised statutes, during any tax year of the MONITEAU COUNTY EMERGENCY DISPATCH the Board of Directors may voluntarily decrease, without voter approval, the sales tax rate as authorized pursuant to section 190.292 or 190.335. The Board, in any subsequent tax year, may increase such sales tax rate, without voter approval, not to exceed one percent on the receipts from the sale at retail of all tangible personal property or taxable services at retail within Moniteau County., the amount approved by voters on August 2, 1995. [RSMo section 190.040 or 190.041]

Section 7.03 – Sales Tax Rate

The sales tax rate of the MONITEAU COUNTY EMERGENCY DISPATCH shall be three quarter of one percent not exceed one percent on the receipts from the sale at retail of all tangible personal property or taxable services at retail within Moniteau County.

Section 7.04 – Financial Contribution, Gift, or Bequest

The Board of Directors may accept on behalf of MONITEAU COUNTY EMERGENCY DISPATCH any financial contribution, gift, or bequest for the general purpose of, or for any special purpose or need of the MONITEAU COUNTY EMERGENCY DISPATCH. The Board of Directors shall accept and control the financial contribution, gift, or bequest according to any terms thereof.



Article 8 – Banking, Accounting & Records

Section 8.00 – Fiscal Year and Annual Audit

The MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors shall be responsible for and approve the method of accounting and bookkeeping of the MONITEAU COUNTY EMERGENCY DISPATCH and for the revision of same. An annual audit may be performed by a qualified third party or CPA as determined by the Board of Directors. The fiscal year for the MONITEAU COUNTY EMERGENCY DISPATCH shall be January 1 through December 31.

Section 8.01 – Choice of Bank

The Board of Directors shall choose the banking institution or institutions within Moniteau County to conduct any or all of its banking business.

Section 8.02 – Monthly Financial Statement to Board

A monthly financial statement showing income, expenditures, and pending income shall be prepared by the Board Treasurer or designee and presented to the Board of Directors at the first regular monthly meeting of the Board.

Section 8.03 – Two Signatures on Financial Accounts

Approved checks shall be signed by two Board members. All accounts payable transactions shall be approved by a quorum of the Board of Directors.

Section 8.04 – Business Expense Account

The MONITEAU COUNTY EMERGENCY DISPATCH Director shall have access to the use of a credit card account for business use. Credit limits or usage of the account shall not exceed \$1,000 monthly without Board approval and the Board or Finance Committee shall review the business account monthly.

Section 8.05 – Bonded Employees & Directors

Anyone who is responsible for any funds of the MONITEAU COUNTY EMERGENCY DISPATCH shall be adequately bonded. The costs of all bonds shall be paid for by MONITEAU COUNTY EMERGENCY DISPATCH.

Section 8.06 – No Funds Left Overnight

Not more than \$100.00 shall be kept in the principal office after regular business hours. All money received during any given day shall be deposited in the proper bank account or night depository that same day either by the MONITEAU COUNTY EMERGENCY DISPATCH Director or his or her assignee.



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Section 8.07 – Record Retention Policy

The MONITEAU COUNTY EMERGENCY DISPATCH Record Retention Schedule is set forth in the MONITEAU COUNTY EMERGENCY DISPATCH Policy Manual. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall administer this Policy and is also authorized to: make modifications to the schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the appropriate document and record categories for the MONITEAU COUNTY EMERGENCY DISPATCH; monitor local, state and federal laws affecting record retention; annually review the record retention and disposal program; and monitor compliance with this policy.

No Director, officer, employee, volunteer or agent of the MONITEAU COUNTY EMERGENCY DISPATCH shall destroy, dispose of, conceal, or alter any record or document while knowing that it is or may be relevant to an anticipated or ongoing investigation or legal proceeding conducted by or before a federal, state or local government agency, including tax and regulatory agencies, law enforcement agencies, and civil and criminal courts, or an anticipated or ongoing internal investigation, audit or review conducted by the MONITEAU COUNTY EMERGENCY DISPATCH. During the occurrence of an anticipated or ongoing investigation or legal proceeding as set forth above, the MONITEAU COUNTY EMERGENCY DISPATCH Director at the direction of the Board of Directors shall suspend any further disposal of documents until such time as the Board of Directors, with the advice of counsel, determines otherwise. The MONITEAU COUNTY EMERGENCY DISPATCH Director shall take such steps as necessary to promptly inform all staff of any suspension in the further disposal of documents.



Article 9 – Moniteau County Emergency Dispatch Property and Services

Section 9.00 – Sale of Property with a Value More Than \$500.00

Sales of property owned by the MONITEAU COUNTY EMERGENCY DISPATCH, which is valued over \$500.00, shall be done by sealed or internet bid.

Section 9.01 – Sale of Property with a Value Less Than \$500.00

Sales of property owned by the MONITEAU COUNTY EMERGENCY DISPATCH, which is valued less than \$500.00, may be approved by the Board without requesting bids.

Section 9.02 – Trading in Property to Purchase Property

Trade--in of property owned by the MONITEAU COUNTY EMERGENCY DISPATCH for the purchase of additional property, regardless of value, shall require a majority vote of the Board of Directors.

Section 9.03 – Purchase of Property with a Value up to \$1,000.00

Purchase of property or services valued up to \$1,000, may be done by bid with approval of the MONITEAU COUNTY EMERGENCY DISPATCH Director.

Section 9.04 – Purchase of Property with a Value Over \$1,000.00

Purchase of property or services valued over \$1,000, shall be done by bid or qualifications with approval by a majority vote of the Board of Directors.

Section 9.05 – Bids Awarded on Best Value

All bids awarded for the purchase of property or services may be awarded on the basis of “best value” which may not equal lowest price.

Section 9.06 – Contributions, Gifts, Bequest, and Etcetera

The Board of Directors may accept on behalf of MONITEAU COUNTY EMERGENCY DISPATCH any deed, contribution, gift, bequest, or device for the general purpose of, or for any special purpose or need of the MONITEAU COUNTY EMERGENCY DISPATCH. Any person desiring to donate property for the benefit of the Pettis County Ambulance shall vest title and or interest of the property so donated in the Board of Directors, and the Board of Directors shall hold and control the property according to the terms of the deed, gift, devise or bequest of the property.



Article 10 - Alteration of Bylaws

These by-laws may be amended, repealed and new by-laws may be adopted by vote of the Board, provided that all times these by-laws shall conform to the laws of the State of Missouri and any portion thereof deemed to conflict with the laws of the State of Missouri shall be void and of no effect.

Amendments shall be approved by a majority vote of the entire MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors.



Article 11 - Grievance Resolution

Section 11.00 – Jurisdiction and Authority

The Board of Directors shall act in the capacity of a grievance committee, or shall appoint a committee consisting of members of the Board of Directors, Members and/or other persons to serve as a grievance committee, with the sole and exclusive jurisdiction, power and authority, on behalf of the MONITEAU COUNTY EMERGENCY DISPATCH to consider, review and act upon any grievance filed by any Employee, Member, Director or Officer against any other Employee, Member, Director or Officer alleging any violation of the Bylaws or any policy or policies adopted by the Board of Directors or any improper, inappropriate or unlawful conduct or activity, or any act or omission in any manner involving the MONITEAU COUNTY EMERGENCY DISPATCH or its functions and/or purposes.

Section 11.01 – Grievance Process

The Board of Directors shall adopt such procedures pertaining to its consideration, review and action upon any grievance as it shall deem appropriate from time to time. Copies of any and all grievance procedures adopted by the Board of Directors shall be delivered to all Members. Notwithstanding the foregoing, any Employee, Member, Director or Officer who desires to file a grievance shall do so by delivering a written notice of grievance or appeal to the Board Chairman not later than fifteen (15) days after the date on which the incident giving rise to the grievance occurred. Such written notice shall identify all parties involved, shall state, in detail, the factual basis for the grievance, and shall state the resolution requested by the Employee, Member, Director or Officer filing the grievance or appeal. The failure of any Member, Director or Officer to deliver such notice to the Board Chairman with the fifteen (15) day period specified above shall constitute a waiver of such Employee Member, Director or Officer's right to file a grievance based upon such incident.

Upon the Board Chairman's timely receipt of a written notice of grievance, the Chairman shall call a meeting of the Board of Directors (or the grievance committee if established by the Board of Directors) for the purpose of considering and acting upon such grievance. The Employee, Member, Director or Officer filing the grievance, as well as any other Employee, Member, Director, Officer or other person whose presence is deemed necessary by the Board of Directors, shall be notified of the date, time and place of the meeting. The Board of Directors (or the grievance committee if established by the Board of Directors) shall have the power and authority to take any action with regard to a grievance as it deems appropriate in its sole discretion. Any action taken by the Board of Directors (or the grievance committee if established by the Board of Directors) shall be final and shall constitute the act and action of the MONITEAU COUNTY EMERGENCY DISPATCH with respect to the subject matter of the grievance.



Article 12 - Indemnification

MONITEAU COUNTY EMERGENCY DISPATCH shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and Directors of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director, or employee under this Article shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article 13 - Dissolution of The Moniteau County Emergency Dispatch

MONITEAU COUNTY EMERGENCY DISPATCH is a political subdivision per 190.294 RSMo and therefore has perpetual existence, unless legally dissolved by the vote of the citizens of Moniteau County.



By-Laws of Moniteau County Emergency Dispatch

Certification of Bylaws

These By-Laws, after due deliberation and consideration, are hereby accepted and adopted by the MONITEAU COUNTY EMERGENCY DISPATCH Board of Directors on this 13 Day of JUNE ,2019.

Board Chair _____ Date _____

Board Vice Chair _____ Date _____

Board Treasurer _____ Date _____

Board Director _____ Date _____

Board Director _____ Date _____

Board Director _____ Date _____

Board Director _____ Date _____