



Regional Arts Commission of St. Louis
Amended and Restated By-Laws (the "By-Laws")
Adopted June 10, 2021

REGIONAL CULTURAL AND PERFORMING ARTS DEVELOPMENT COMMISSION

ARTICLE I GENERAL

Section 1. Name

This commission established by Revised Statutes of Missouri (RSMo.) § 67.629 shall be known as "Regional Cultural and Performing Arts Development Commission" and referred to herein as the "Commission".

Section 2. Offices

The Commission may have offices in either the City of St. Louis or the County of St. Louis, or both, as the Board of Commissioners may, from time to time designate.

Section 3. Limitations

The Commission shall be nonpartisan, and nonsectarian. The Commission shall not participate in, or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for political office.

ARTICLE II BOARD OF COMMISSIONERS

Section 1. Composition of the Board of Commissioners

The affairs of the Commission shall be managed by the members of the Commission pursuant to RSMo. § 67.629. Collectively the members of the Commission are referred to herein as the "Board of Commissioners".

The Board of Commissioners shall consist of fifteen (15) members, seven (7) of whom shall be appointed by the Chief Executive of the City of St. Louis and eight (8) of whom shall be appointed by the Chief Executive of the County of St. Louis. Following the appointment of the initial members of the Board of Commissioners, whose terms are governed by RSMo. § 67.629.1, members appointed shall serve a four (4) year term; *provided*, following the end of such four (4) years, such member shall continue to serve until such member's successor has been appointed. The Chief Executive officer of the City of St. Louis and the Chief Executive of the County of St. Louis shall designate in alternate years one (1) of the members to be Chair; *provided, however*, the Chair shall continue to serve until such Chair's successor has been appointed.

Section 2. Qualification for Board Membership

All members of the Commission shall reside within the District throughout their service and shall serve without compensation.

Section 3. Vacancies

Any vacancy on the Board of Commissioners shall be filled by the respective Chief Executive who appointed the membership vacated. Unless otherwise designated by the Chief Executive when filling a vacancy, the member appointed to fill any vacancy shall serve for the unexpired term of such member's predecessor.

Section 4. Nominations

During the fourth quarter of each year, the Governance Committee created by the Board of Commissioners pursuant to its authority in Article VI will provide nominations for the Chair of the Board of Commissioners and new members of the Board of Commissioners to the Board of Commissioners for approval. Following receipt of the nominations from the Governance Committee, the Board of Commissioners will vote on and forward to the City and County for consideration or appointment of the approved nominations for the Chair and for all vacant Commissioner seats. The nomination for Chair will be made consistent with RSMo. § 67.629.1 such that the nominee will be from the jurisdiction of the appointing governmental executive. The Governance Committee will request that the Chair be appointed to serve from January 1 through December 31 of the applicable year. In order to facilitate an orderly succession, the person that the Governance Committee nominates to serve as the Vice Chair of the Board of Commissioners will not be from the same geographic jurisdiction as the person nominated for Chair, it being contemplated that the Vice Chair will be nominated to serve as Chair of the Board of Commissioners the following year.

No candidate for the Board of Commissioners shall be nominated by the Commission to serve more than two consecutive full 4-year terms except as reasonably determined by the Board of Commissioners. There shall be no limit on the number of years a candidate for the Chair may be nominated by the Commission.

ARTICLE III COMMISSION MEETINGS

Section 1. Annual and Regular Meetings

The annual meeting of the Board of Commissioners of the Commission shall be held not more than thirty (30) days prior to the end of the fiscal year. The annual meeting shall be for the purpose of electing officers and the transacting of such other business as may come before the meeting. There shall also be at least six (6) additional regular meetings at such time and place as designated by the Chair.

Section 2. Special Meetings

Special meetings of the Board of Commissioners shall be called at the request of three (3) or more of the members of the Board of Commissioners. Upon receipt of such a request, the Chair shall designate the time and place of such special meeting, but in no event shall such meeting be held more than sixty (60) days after receipt of such request.

Section 3. Quorum; Voting

The presence of not less than a majority of the members of the Board of Commissioners in office shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. Each member of the Board of Commissioners present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. The act of a majority of the members of the Board of Commissioners in office shall be valid as the act of the Board except in those specific instances in which a larger vote may be

required by law or by these By-Laws.

Section 4. Notice

The President shall give each member of the Board of Commissioners notice of any meeting of the Board of Commissioners either personally or by electronic mail or ordinary mail (postage prepaid) to the last known postal or e-mail address of each member at least three days before the day on which the meeting is to be held. Such notice shall be deemed to be given and effective at the earliest of the following: (i) when received by the member being notified, (ii) if sent by electronic mail, when electronically transmitted to the last known e-mail address of such member, and (iii) if sent by ordinary mail, 10 days after its deposit in the United States mail to the last known postal address of such member. The notice shall contain the date, time, and place of the meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Meetings by Conference Telephone or Similar Communications Equipment.

Members of the Board of Commissioners may participate in a meeting of the Board of Commissioners by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 6. Action Without a Meeting.

Any action which is required to be or may be taken at a meeting of the Board of Commissioners may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the Board of Commissioners in office. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The Secretary of the Commission shall file such consents with the minutes of the meetings of the Board of Commissioners.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the Commission shall be Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be members of the Board of Commissioners. Each such officer of the Commission shall serve on the Executive Committee.

Section 2. Election, Qualification and Term of Office

The officers of the Commission, with the exception of the Chair, shall be elected by the Board of Commissioners at its annual meeting from the members of the Board of Commissioners. The Chair shall be appointed by the Mayor of the City of Saint Louis or the County Executive of Saint Louis County in accordance with RSMo. § 67.629.1.

Each officer shall serve for a term of one (1) year and until his or her successor shall have been elected and qualified.

Section 3. Compensation

No person shall receive any compensation whatsoever for serving as an officer of the Commission.

Section 4. Duties of Officers

The following are the duties of the respective officers, which are by way of illustration, and not limitation.

Additional duties may be designated from time to time by the Board of Commissioners.

- (a) Chair. The Chair shall serve as the Executive Officer of the Board of Commissioners, and shall preside at all meetings of the Board of Commissioners.
- (b) Vice Chair. The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.
- (c) Secretary. The Secretary shall be the custodian of the records of the Commission, and shall perform such duties as are usually -pertinent to the office of Secretary or as may be required by the Board of Commissioners. The Secretary may, with the approval of the Board of Commissioners, delegate to the President, all or any part of the duties herein assigned.
- (d) Treasurer. The Treasurer shall be responsible for the safeguarding of all the funds received by the Commission and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Commissioners. The Treasurer shall present a financial report to the Board of Commissioners at each regularly scheduled meeting. the Treasurer may, with the approval of the Board of Commissioners, delegated to the President all or any part of the duties herein assigned.

ARTICLE V PRESIDENT AND CEO

Section 1. Position

There shall be a President and CEO (a "President") of the Commission. The President shall not be a member of the Board of Commissioners and shall not be an officer of the Commission.

Section 2. Appointment and Compensation

The Board of Commissioners may employ an individual to perform the function of President or contract with other entities for the furnishing of the services of a President. The Board of Commissioners shall fix the terms and conditions of such employment or services.

Section 3. Duties

The following are the duties of the President:

- (a) The President shall be responsible for the administrative and operating functions of the Commission.
- (b) The President shall report directly to the Chair and shall serve as advisor to the Board of Commissioners and such other committees as may, from time to time, be designated.
- (c) The President shall assemble information, and cause to be prepared, such reports as may be required by the Chair and the Board of Commissioners.
- (d) The President shall attend all meetings of the Board of Commissioners and such other duly designated committees in an advisory, non-voting capacity.
- (e) The President shall be responsible for the supervision and administration of all of the employees of the Commission.
- (f) The President shall be responsible for the preparation of an operating budget encompassing all activities and operations of the Commission which budget shall be subject to review and approval by the Board of Commissioners.
- (g) The President shall perform such other additional duties as may be assigned by the Chair of the Board of Commissioners and such other committees as may be designated, and as provided for in these By-

Laws.

ARTICLE VI COMMITTEES

Section 1. Standing Committees.

- (a) *Generally.* The Board of Commissioners may, by a vote of the majority of the members of the Board of Commissioners in office, establish such standing committees as may be deemed necessary to effectuate the purpose of the Commission. Except with respect to the Executive Committee, the members of which shall be appointed in accordance with Section 1(b) below, the Chair shall appoint a chair and the voting members of each standing committee from among the members of the Board of Commissioners or from any other interested persons; *provided*, in no event shall the majority of the voting members of any standing committee be comprised of non-members of the Board of Commissioners. Each such standing committee shall have the authority granted to it by the Board of Commissioners when establishing such committee; *provided*, that in the case of a standing committee on which non-members of the Board of Commissioners serve as voting members, such standing committee shall not exercise the authority of the Commission.
- (b) *Executive Committee.* There shall be an Executive Committee consisting of six (6) voting members, each of whom shall be a member of the Board of Commissioners. The members shall be the Chair, Vice Chair, Secretary, and Treasurer of the Commission and two other members of the Board of Commissioners nominated by the Chair and appointed by the Board of Commissioners at each annual meeting of the Board of Commissioners. Each member of the Board of Commissioners appointed as a member of the Executive Committee shall serve until the following annual meeting of the Board of Commissioners and until the term of office of such member's successor has commenced. Members of the Executive Committee may be elected for successive terms. The Executive Committee will possess and may exercise any and all powers of the Board of Commissioners provided that all actions of the Executive Committee will be subject to the paramount power of the Board of Commissioners and will not conflict with any expressed policies of the Board of Commissioners. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board of Commissioners, provided that rights of third persons will not be affected thereby. The Executive Committee shall report its actions to the Board of Commissioners.

Section 2. Ad Hoc Committees.

The Board of Commissioners may, by a vote of the majority of the members of the Board of Commissioners in office, establish such ad-hoc committees as may be deemed expedient to effectuate the purpose of the Commission. The Chair may also establish such ad-hoc committees as the Chair may deem expedient. The Chair shall appoint a chair and the members of each such ad-hoc committees from among the members of the Board of Commissioners, or from any other interested persons; *provided*, in no event shall the majority of the voting members of any ad hoc committee be comprised of non-members of the Board of Commissioners. Each such ad-hoc committee shall have the authority granted to it by the Board of Commissioners, or by the Chair, as applicable, when establishing such committee; *provided*, that, (i) in the case of an ad-hoc committee established by the Chair, unless such ad-hoc committee is approved and ratified by the vote of a majority of the members of the Board of Commissioners in office, such ad-hoc committee shall not exercise the authority of the Commission and (ii) in the case of an ad-hoc committee on which non-members of the Board of Commissioners serve, such ad-hoc committee shall not exercise the authority of the Commission.

Section 3. Committees Generally

Unless greater percentages are required by the resolutions creating a committee or the internal rules

governing such committee, a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee, and the act of the majority of the members of such committee present at any meeting at which a quorum is present shall be valid as the act of such committee. All committees so appointed shall, unless otherwise provided by the Board of Commissioners in the case of committees not having the authority of the Board, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of Commission and shall report the same to the Board of Commissioners at or prior to its next meeting. All committees, other than the Executive Committee (which shall have the authority to act independently), shall make recommendations to the Board of Commissioners for approval.

ARTICLE VII FINANCES

Section 1. Funds.

All monies of the Commission shall be placed in such depositories as from time to time the Board of Commissioners shall designate. Funds not expended from any current year's budget shall be placed in an account for use during subsequent years.

Section 2. Disbursements.

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Commissioners. Disbursements shall be by check, wire transfer and/or ACH deposit.

Section 3. Fiscal Year.

The fiscal year of the Commission shall commence on January 1 of each year and end on December 31 next following. The Board of Commissioners may, at any meeting at which a quorum is present, change the period of the fiscal year.

Section 4. Budget.

The President shall prepare an operating budget to be submitted to the Board of Commissioners for review and approval at least thirty (30) days prior to the end of the calendar year.

Section 5. Annual Audit.

The annual audit is established by RSMo. § 67.636 as follows:

Each Regional Cultural and Performing Arts Development Commission shall, before the second Monday in April, make an annual report to the chief executive officers and the governing bodies of the city and county, respectively, and to the General Assembly stating the condition of the Commission on the first day of January of that year, and the various sums of money received and distributed by it during the preceding calendar year.

Before the close of the first fiscal year of such Commission, and at the close of every other fiscal year thereafter, the chief executives of the city and county, jointly, shall appoint one or more certified public accountants, who shall annually examine the books, accounts, and vouchers of the Commission and who shall make due report thereof to the chief executives and to the Commission. The Commission shall produce and submit to the accountants for examination all books, papers, documents, vouchers and accounts of their office belonging or pertaining to the office, and shall in every way assist the accountants in their work. In the report to be made by the accountants they may make any recommendation they deem proper as to the business methods of the officers and employees. A reasonable compensation for the services of the accountants shall be paid by the Commission.

ARTICLE VIII GENERAL

Section 1. Amendments

Any proposed amendment to these By-Laws must comply with RSMo. §§ 67.629, 67.631, 67.633, 67.636, and all other applicable laws of the State of Missouri and shall be submitted to the Board of Commissioners, in writing, at least ten (10) days before the meeting at which they are to be acted upon. No amendment to these By-Laws shall become effective unless such proposed amendment shall receive the affirmative vote of at least two-thirds (2/3) of the members of the Board of Commissioners then in office.

Section 2. Bond.

The President, and such other officers and employees as the Board of Commissioners may designate, shall, if the Board so decides, be bonded by a sufficient fidelity bond in an amount set by the Board of Commissioners, the cost of which shall be paid by the Commission.

Section 3. Management Liability.

To the fullest extent permitted by applicable law, the Commission shall indemnify each of its officers, directors, employees or agents, whether or not then in office, and their respective executors, administrators, and heirs, against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, fines, costs and counsel fees in connection with the defense of any litigation including any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, to which he or she is subjected by reason of the fact such person is or was a director, officer, employee or agent of the Commission.

CERTIFICATE

The foregoing By-Laws constitute the duly Amended and Restated By-Laws of the Regional Cultural and Performing Arts Development Commission as approved by the Board of Commissioners at a meeting held on ✓ June 10, 2021.



Chair of the Commission



Secretary of the Commission