

**COLLECTED BOARD POLICIES**  
**OF THE**  
**BI-STATE DEVELOPMENT AGENCY**  
**OF THE**  
**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 20. Organization**

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**Section 20.010      President and CEO (revised 9/26/03)**

A.     The Agency’s chief executive officer shall be the President & CEO who shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the President & CEO and establish the salary of the President & CEO, which shall be approved by the Board of Commissioners. The President & CEO shall serve at the pleasure of the Board. The President & CEO shall:

1.     Have direct charge of, and be directly responsible to the Board of Commissioners for, the operation of the Agency. The President & CEO shall have the general power to act for and on behalf of the Board of Commissioners, subject only to the By-laws, Board Policies and specific instructions o the Board of Commissioners.
  
2.     Report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in the President & CEO’s judgment will promote the Agency’s interests.
  
3.     Be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and

coordination of activities; and the planning, development and carrying out of Agency projects.

4. Provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
5. Be and is authorized to make and establish changes in the business procedures of the Agency, not inconsistent with the general policies established by the Board.

B. The authority granted under the Board Policies shall be severable and cumulative, and the revocation or amendment of any specific delegation shall not affect the authority otherwise granted unless so provided by the action of the Board.

C. The President & CEO may delegate, in whole or in part, the authority granted under the By-laws or Board Policies to such other officers and employees of the Agency as he or she may designate either by general or specific delegation, with the right to revoke such delegation at any time.

#### **Section 20.020            General Organization**

A. The President & CEO shall establish a system of internal, administrative organization of the Agency. The general organization of the Agency shall provide for the administration and performance of the following functions:

1. Operations
2. Engineering and Construction
3. Business Enterprises
4. Economic Development
5. Government Affairs
6. Communications
7. Procurement
8. DBE
9. EEO
10. Legal
11. Contracting and Program Development
12. Planning and System Development
13. Human Resources
14. Finance
15. Management Planning and Budgeting
16. Administration and Information Services

## **Section 20.030            General Counsel and Deputy Secretary**

A.    Agency General Counsel (revised 6/27/08) The individual or law firm serving as General Counsel shall be selected by and shall report to the President & CEO. If the General Counsel is an individual, the President & CEO shall annually review the performance of the General Counsel and establish the salary of the General Counsel, which shall be included in the budget of the Agency approved by the Board of Commissioners. The General Counsel shall be the Agency's attorney and counselor at law and shall:

1. Have charge of and conduct all of the civil law business of the Agency, its departments, divisions, offices, officers, boards and commissions.
2. Institute, in the name of and on behalf of the Agency, all civil suits and other proceedings, at law or in equity necessary to protect the rights and interests of the Agency and enforce any and all rights, interests or claims against any and all persons, firms or corporations in whatever court or jurisdiction such action may be necessary and may also appear and interplead, answer or defend, in any proceeding or tribunal in which the Agency's interests are involved.
3. Prepare, or approve as to form, all leases, deeds, contracts, bonds, rules, regulations, resolutions, drafts of legislation and other instruments prior to the execution by the Agency.
4. Attend meetings of the Board of Commissioners and Committees of the Agency.
5. Upon request, furnish legal advice and opinions to the Board of Commissioners, the President & CEO, Department Heads, Agency officials, and to Agency committees, respecting Agency business.
6. Keep advised of civil and litigation matters of the Agency handled by special legal counsel.

B.    Agency Special Counsel. The Board of Commissioners may retain law firms or attorneys to represent the Agency, from time to time, as Special Counsel in specialty legal areas. The utilization of such Special Counsel to assist the Agency on particular matters shall be under the direction of the General Counsel. The General Counsel shall establish procedures to coordinate the delivery of legal services of Special Counsel and to assure that the Agency's President & CEO is informed with respect to Agency legal matters handled by Special Counsel such that the legal rights and interests of the Agency are protected.

C. Deputy Secretary of the Agency (rev. 9/26/03). The General Counsel shall also serve as Deputy Secretary of the Agency. The Deputy Secretary of the Agency shall:

1. Transcribe all of the proceedings of all meetings of the Board and its Committees and keep a journal of all proceedings of the Board.
2. Attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board.
3. The Deputy Secretary of the Agency shall maintain the Agency By-laws, Collected Policies, and all official records of the Agency.
4. The Deputy Secretary shall receive all communications sent to the Board and shall present all communications received to the Board.

**Section 20.040      Internal Auditor**

A. The Internal Auditor shall be selected by, and report directly to, the Board of Commissioners. The Executive Committee of the Board shall annually review the performance of the Internal Auditor and establish the salary of the Internal Auditor, which shall be included in the budget of the Agency approved by the Board of Commissioners. The Internal Auditor shall serve at the pleasure of the Board. The Internal Auditor shall be the Chief Auditing Officer of the Agency.