

BY-LAWS
OF
THE JEFFERSON COUNTY
PORT AUTHORITY

Revised March 8th, 2023

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ARTICLE I. **NAMES**

This Authority is a political subdivision of the State of Missouri, and is established pursuant to an act relating to the Establishment of Port Authorities and Port Districts in accordance with the law of the State of Missouri otherwise being identified as the Senate Substitute for House Bill number 1646 of the 77th General Assembly of the State of Missouri and its name shall be The Jefferson County Port Authority.

ARTICLE II. **PURPOSES**

This Port Authority is established for the purposes of promoting the general welfare, promoting development within the port district, encouraging private capital investment, endeavoring to increase the volume of commerce, and to promote the establishment of a free trade zone within the Port District.

ARTICLE III. **POWERS**

The Port Authority shall have the following powers:

- (a) to confer with any similar body created under law of this or any other state for the purpose of adopting a comprehensive plan for the future development and improvement of its Port District;
- (b) to consider and adopt detailed and comprehensive plans for future development and improvements of its Port District;
- (c) to either jointly with a similar body, or separately, recommend to the proper departments of the government of the United States, or any state or subdivision thereof, or to any other body, the carrying out of any public improvement for the benefit of its Port District;
- (d) to provide for membership in any official, industrial, commercial, or trade association, or any other organization concerned with such purposes, for receptions of officials or others as may contribute to the advancement of this Port District and any industrial development therein, and for such other public relations activities as will promote the same, and such activities shall be considered a public purpose;
- (e) to represent its Port District before all federal, state and local agencies;
- (f) to cooperate with other public agencies and with industry, business and labor in Port District improvement matters;

(g) to enter into any agreement with any other states, agencies, authorities, commissions, municipalities, persons, corporations, or the United States, to effect any of the provisions contained in these By-Laws;

(h) to regulate the construction of all wharves, piers, bulkheads, jetties or other structures;

(i) to prevent or remove or cause to be removed, obstructions in navigable waters, including the removal of wrecks;

(j) to locate and establish dock lines and shore or harbor lines;

(k) to acquire, own, construct, lease, and maintain recreational facilities, and terminals, terminal facilities, warehouses and any other type port facility;

(l) to acquire, own, lease, sell or otherwise dispose of interest in and to real property and improvements situated thereon and in personal property necessary to fulfill the purposes of the Authority;

(m) to acquire right-of-way and property of any kind or nature within this Authority's Port District necessary for its purposes. This Port Authority shall have the right and power to acquire the same by purchase, negotiation, or by condemnation, and should it elect to exercise the right to eminent domain, condemnation proceedings shall be maintained by and in the name of the Port Authority, and it may proceed in the manner provided by the laws of the State of Missouri as respects county or municipality eminent domain and condemnation proceedings. The power of eminent domain shall not apply to property already being used in relation to or in conjunction with river trade or commerce at the time of any proposed eminent domain or condemnation proceedings, unless such use is by the Port Authority pursuant to a lease in which event the power of eminent domain shall apply;

(n) to contract and be contracted with, and to sue and be sued;

(o) to accept gifts, grants, loans or contributions from the United States of America, the State of Missouri, political subdivisions, municipalities, foundations, other public or private agencies, individuals, partnerships or corporations;

(p) to employ such managerial, engineering, legal, technical, clerical, accounting, advertising, stenographic, and other assistance as it may deem advisable. This Authority may also contract with independent contractors for any of the foregoing assistance;

(q) to improve navigable and non-navigable streams;

(r) to disburse funds for its lawful activities and to fix salaries and wages of its employees;

(s) to adopt, alter or repeal its own by-laws, rules and regulations governing the manner in which its business may be transacted, however said by-laws, rules and regulations shall not exceed the powers granted to the Authority by the law establishing same;

(t) to otherwise generally have and possess all direct and indirect necessary and incidental powers to accomplish the purpose for which this Authority is established not otherwise prohibited by law;

(u) to generally have all and singular rights, privileges and immunities as granted to this Authority by law; and

(v) notwithstanding the powers conferred upon and the powers of this Authority as hereinabove set forth, this Authority shall not have the power to operate a recreational facility, a terminal, a terminal facility, warehouse or any other type port facility; except that in the event of default on the part of any leasee or purchaser of this Authority's property or facilities, this Authority may operate such property or facility for a period not to exceed one (1) year.

ARTICLE IV. **PORT DISTRICTS**

The Port District of this Authority is the area described in Appendix I to these by-laws which is made a part of these by-laws.

ARTICLE V. **BOARD OF COMMISSIONERS**

This Authority shall be administered by a Board of Commissioners, which shall consist of fifteen (15) members. Not more than eight (8) members of the said Board of Commissioners shall be members of the same political party. The statutory entity creating this Authority shall determine the method of appointment of said members of said Board of Commissioners; shall fix their terms; set their qualifications; set their salaries; and provide for powers and duties of said members of said Board of Commissioners consistent with the Statutes of the State of Missouri that established the Authority.

Commissioners shall continue to hold office until their elected term ends or until they shall resign. If a Commissioner has three (3) consecutive unexcused meeting absences, a Commissioner may be removed by a vote of two-thirds (2/3) of the members of the Board of Commissioners and confirmation by the Jefferson County Council.

In addition to qualified as referred to hereinabove, no commissioner or member of the Board of Commissioners of the Authority shall have any direct financial interest in any contract or business transaction of or with this Authority, nor shall any member of said Board of Commissioners have any direct financial interest in any property, personal or real, supplies, facilities or equipment purchased by or sold to or leased to this Authority.

The identity of the members of the first Board of Commissioner of this Authority and all subsequent replacement, new or additional members of the Board of Commissioners shall be set forth in Appendix II attached hereto and made a part of these by-laws; said Appendix II to be amended from time to time by the entity statutorily authorized to do so with reference to this

Authority, and said Appendix II shall also contain the terms, qualifications, method of appointment, salaries, powers and duties of said Board of Commissioners and all individual members thereof.

ARTICLE VI.
ANNUAL REPORTS AND RECOMMENDATIONS

This Authority shall file annual reports with the Jefferson County Council and the Jefferson County Council shall provide for periodic independent audits of the accounts of this Authority.

The Board of Commissioners may from time to time provide to the County Executive suggestions of certain types of disciplines or professional experience which the Commissioners feel would benefit the Jefferson County Port Authority, for consideration by the County Executive in filling vacancies on the Commission where current commissioners are not seeking reappointment.

ARTICLE VII.
CONTRACTS

All contracts agreed upon and executed by this Authority shall be in writing and executed by the appropriate members of the Board of Commissioners. All contracts for all work to be done and for equipment, supplies or materials to be purchased shall be let and given to the lowest responsible bidder thereof. All invitations to bid or requests for bidding that reference work to be done, equipment, supplies or materials, or other matters in connection with contracts of this Port Authority shall be given by publication in a newspaper of general circulation in the County of the Authority. Prior to issuing notices, invitations or requests for bids for the performance of construction work, as this term is defined by the Missouri Prevailing Wage Law (RSMO 290.210 .1), the Authority shall request the Missouri Department of Labor and Industrial Relations to determine the prevailing wage rates for the types of work to be performed, in this locality. Thereafter, the notice, invitation or request for bids shall specify the prevailing wage rate for each classification of workers to be used in performing the contract is to be paid. Any contract awarded for such construction work shall contain a stipulation that the prevailing wage rate for each classification of workers to be used in performing the contract. Any contract awarded for such construction work shall contain a stipulation that the prevailing wage will be paid by the contractor and any subcontractor used by that contractor. Any such contract awarded for such work shall also contain a stipulation that in the event that the contractor or subcontractor fails to pay the prevailing wage, the penalty required by the Missouri Prevailing Wage Law (RSMO 290.250.1), shall be paid. The notice, invitation or request for bids shall be given so as to afford all bidders twenty (20) days notice before the Authority shall act to accept any bid or proposal and enter into any contract. This Authority shall have the power and authority to reject any and all bids, to waive any minor informalities or omissions and to re-advertise as provided for hereinabove for all of the hereinabove set forth purposes and contracts.

Notwithstanding that which is hereinabove set forth, bidding shall not be required and work to be done or equipment, supplies and materials to be acquired may be contracted for or acquired without competitive bidding as aforesaid, and may be done in such manner as the Board of

Commissioners may direct if: (a) the work to be done or equipment, supplies, or material to be acquired will cost less than two thousand five hundred dollars (\$2,500); (b) the work to be done or equipment, supplies or material to be acquired involve maritime construction or repair work requiring the use of floating scows, pile drivers or other floating equipment which will involve an expenditure of less than Five Thousand dollars (\$5,000); (c) the equipment, supplies or material to be acquired is a patented article or process or an article or process made by one party only; and (d) the work to be done or equipment, supplies or material to be acquired involves an emergency repair. In the event of an emergency repair, the official or party ordering same shall report the circumstances thereof, including the agreed or estimated costs of repairs, to the Board of Commissioners of the Authority, and this shall be done immediately and without delay.

ARTICLE VII. **OFFICERS**

The Authority shall have the following officers: a President, a Vice- President, a Treasurer, and a Secretary and such other and further officers and assistant officers as the Board of Commissioners may from time to time determine.

The office of President, Vice-President, Treasurer, and Secretary shall be filled by members of the Board of Commissioners, and any member of the Board of Commissioners may hold more than one office provided that no one member of the Board of Commissioners may simultaneously hold the office of President and Secretary nor of President and Vice-President.

The offices of President, Vice-President, Treasure, and Secretary shall be elective offices, and such officers to serve in such offices shall be elected by a majority of the Board of Commissioners voting with each Commissioner entitled to one vote for each office by written ballot.

Once elected, Officers may serve consecutive terms in their respective roles as Officers authorized by Board approval. In the event that any officer, required to be a member of the Board of Commissioners, ceases to be a member of said Board of Commissioners, or resigns from said Board, or forfeits said position, the office so held by said Director shall forthwith become vacated.

Vacancies in the office of any officer of the Authority shall be filled by vote of the Board of Commissioners. Vacancies caused by resignation, forfeiture of position or other events during an officer's term of office, shall be filled only for the unexpired term of the office so vacated. At all officer elections, a quorum shall exist for the conduct of said elections.

All officers of the Authority shall serve for their so designated term and until their successors have been elected and shall have qualified. Each officer shall have set aside to such officer the ordinary, usual and customary duties of his office inclusive of the President being the chief executive officer of the Authority and being charged with the conduct and chairing of all meetings; inclusive of the Vice- President serving in the absence of the President; and inclusive of the Secretary being the custodian of the Authority seal and also in charge of all Authority

records and journals and charged further with the duty of keeping accurate records of all proceedings.

Such officers inclusive of all members of the Board of Commissioners, that are required to have bond as provided for by law, shall be bonded in such amounts as specified by law or in failure thereof, as specified by the Board of Commissioners, the cost and expenses of said bonding, to be borne by the Authority.

The Authority shall adopt a formal stamp or seal which shall consist of a device which makes an impression upon paper, which impression shall contain a minimum wording inclusive of the word "Seal" and inclusive of the full name of the Authority and inclusive of the words "Jefferson County, Missouri".

ARTICLE IX. **EMPLOYEES**

The Authority shall be responsible for identifying the need and duties for any employee of the Authority. A committee of the Authority may be charged with the responsibility of researching and reviewing prospective and current employees. Employees are free to resign at any time for any reason or no reason. The Authority may terminate the employment relationship with an employee at any time for any reason or no reason.

ARTICLE X. **MEETINGS**

The Board of Commissioners of the Authority shall hold meetings as designated by the Board. Notice of regular meetings shall be made in a manner directed by the Board of Commissioners but at all times shall be in accordance with Section 610.020 of the Revised Statutes of Missouri.

Special meetings of the Board of Commissioners may be conducted upon a call of the majority of the members of the Board of Commissioners. Said call to be made through the Secretary of the Authority with the Secretary to give notice thereof, the date, time and place, to each member of the Board of Commissioners. Notice shall be given to all Commissioners and to the general public in accordance with Section 610.020 of the Revised Statutes of Missouri. Said notice is to be at least 48 hours before the date, time and place set forth for the special meeting.

Attendance by any and all members of the Board of Commissioners, at any regular or special meeting of the Authority, without said member or members first formally objecting to the call and notice reference the meeting so attended, shall constitute a waiver of any objection to the call or notice of said meeting.

ARTICLE XI. **QUORUM AND ORDER OF BUSINESS**

Except as may be specified hereinabove, a quorum of Commissioners at any regular or special meeting of the Authority shall consist of not less than a majority of the appointed members of the

Board of Commissioners. No business shall be transacted at any meeting unless a quorum of the Board of Commissioners are present at said meeting.

On all matters to come before the Board of Commissioners for vote, each commissioner shall be entitled to one (1) vote.

The order of business for the conduct of Authority meetings shall be substantially as follows: (a) call by the presiding officer to order; (b) sounding of the roll of Commissioners by the Secretary and report thereafter by the Secretary as to the Commissioners identified by names as being present or absent; (c) call by the presiding officer for any objections to the call or notice of the meeting in the case of special meetings; (d) announcement by the presiding officer that the required quorum is present and declaring the meeting open for the transaction of business; (e) reading and approval of the minutes and journals of the previous Board of Commissioner meeting or meetings; (f) matters of old business; (g) matters of new business; and (h) adjournment.

The Secretary shall record the vote of all members of the Board of Commissioners by name in the journals and records of the Authority.

ARTICLE XII. **AMENDMENT**

These By-Laws may be altered, amended or repealed, utilizing the following procedure: the proposed amendment shall be presented in written form at a meeting of the Board of Commissioners and after consideration of the same, the Board shall table the same to a later meeting, at which later meeting the amendment to the By-Laws may be passed by the affirmative vote of a majority of the members of the Board of Commissioners eligible to vote on the matter. No such amendment shall change the purpose of the Authority so as to impair its rights and powers under the laws of this State and the United States.

ARTICLE XIII. **COMMITTEES**

The Board of Commissioners from time to time may designate certain of their number as a committee or committees and assign to said committee or committees certain specific tasks and objectives, said committee or committees to report to the full Board of Commissioners. Each Commissioner shall serve on at least one committee.

ARTICLE XIV. **FISCAL YEAR**

The fiscal year of this Authority shall commence on the 1st day of July and terminate on the last day of June.

ARTICLE XV.
OFFICE

This Authority shall have and continuously maintain an office in Jefferson County and may have other offices as the Board of Commissioners may from time to time determine.

ARTICLE XVI.
RESIGNATION

Any Commissioner, Officer or Committee Member may resign from such by giving written notice to that effect to the Secretary.