

**BYLAWS**  
**OF**  
**THE BOARD OF POLICE COMMISSIONERS OF KANSAS CITY, MISSOURI**

Effective July 25, 2023

**ARTICLE I**

**PURPOSES**

The purposes of the Board of Police Commissioners of Kansas City, Missouri (the “Board”) shall be those set forth in Chapter 84.350, et seq., of the Revised Statutes of Missouri, as may be amended from time to time. Pursuant to Section 84.460 of the Revised Statutes of Missouri, the Board shall have the exclusive management and control of the police force of Kansas City, Missouri (the “Department”), which shall be subject to no other control.

**ARTICLE II**

**OFFICES**

The principal office of the Board shall be, until changed by the Board, at 1125 Locust Street, Kansas City, Missouri 64106, but the Board may also have offices and branch offices at such other places within and without the State of Missouri as the Board may from time to time appoint and the business of the Board may require.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Composition of Membership.** As set forth in Section 84.350 of the Revised Statutes of Missouri, the Board shall be composed of four members appointed by the Governor of the State of Missouri for a term of four years who shall hold office for their term of appointment and until their successors shall have been appointed and qualified, and the then serving Mayor of the City of Kansas City, Missouri. Vacancies of the four Governor-appointed members shall be filled by the Governor of the State of Missouri as provided in Section 84.360 of the Revised Statutes of Missouri.

**Section 2. Transfer of Membership.** A member’s rights may not be transferred.

**Section 3. Removal of Members.** Members of the Board, other than the Mayor, may be expelled, terminated or suspended as provided in Section 84.390 of the Revised Statutes of Missouri.

**Section 4. Resignation of Members.** Notwithstanding the provisions of Section 1 of this Article, a Member may resign at any time.

**Section 5. Financial Disclosures.** Members of the Board shall file with the Missouri Ethics Commission established in Section 105.955 of the Revised Statutes of Missouri such financial disclosure statements as may be required by Section 105.483(4) of the Revised Statutes of Missouri.

**Section 6. Compensation of Board Members.** The Board members shall receive such compensation as is authorized under Section 84.350.1 of the Revised Statutes of Missouri.

## ARTICLE IV

### BOARD MEETINGS AND ACTIONS

**Section 1. Place.** All meetings of the Board shall be held at such place within or without the State of Missouri as may be selected by the Board, but in the event the Board shall fail to designate a place for said meeting to be held, then the same shall be held at the principal place of business of the Board.

**Section 2. Regular and Special Meetings.** The Board may establish a schedule for Regular meetings of the Board. Special meetings of the Board may be called at any time by the Board or the President of the Board.

**Section 3. Notice of Board Meetings.** Notice of all meetings of the Board shall be given as provided in Section 610.020 of the Revised Statutes of Missouri as amended from time to time.

**Section 4. Quorum.** Three members shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board. Each member is entitled to one vote.

**Section 5. Remote Participation.** Board members may participate in any meeting by any means of communication by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 6. Conflicts of Interest.** When a member of the Board may be adverse, potentially adverse, or appear to be adverse to the Board itself or the Department, or otherwise have a material conflict of interest, including competing obligations to different organizations (collectively a "Conflict"), that member shall abstain from deliberation, action, and vote, and leave the meeting room during any discussions of such matter. The Mayor's mere participation in Department budget deliberations, and votes thereon, however, shall not be deemed to be a Conflict. Any member of the Board who is uncertain whether a Conflict may exist in any matter, whether such conflict is his or her

own or that of another, may request the Secretary of the Board to resolve the issues of whether the conflict exists, is material to the particular matter being considered, and the appropriate remedy.

## ARTICLE V

### COMMITTEES

**Section 1.** The Board may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have two or more directors, who will serve at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by a majority of the directors then in office. Article IV, Section 3 of these Bylaws which governs notice of the Board, shall apply to committees of the Board and committee members as well.

**Section 2. Audit Committee.** The Board shall establish an Audit Committee to supervise the audit of the Department as required by Section 84.840 of the Revised Statutes of Missouri, to meet with auditors, and to review and accept the annual audit. The Audit Committee shall be composed of two members of the Board, and the Attorney and Secretary of the Board.

**Section 3. Litigation Committee.** The Board may establish ad hoc litigation committees composed of two members of the Board, the Attorney and Secretary of the Board, and the General Counsel of the Department to review actual or potential litigation, including without limitation situations which may involve a Conflict or the hiring of outside counsel, but such hiring of outside counsel shall be subject to ratification by the Board at a future Board meeting.. The litigation committee may meet with outside counsel to discuss such litigation, but any significant litigation decisions shall be made by the Board in closed session, subject to the provisions of Article IV, Section 6 hereof.

## ARTICLE VIII

### OFFICERS

**Section 1. Officers.** The officers of the Board shall be a President, a Vice President, a Treasurer, a Secretary and Attorney, and such other officers, as the Board may from time to time appoint. Any two or more offices may be held by the same individual.

**Section 2. Appointment and Term.** The officers shall be elected annually by the Board and shall hold office until the next annual election of the Board or until their sooner death, resignation or removal.

**Section 3. Removal.** The Board may remove any officer at any time, with or without cause. The appointment of an officer does not create contract rights.

**Section 4. Vacancies.** In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office, although less than a majority of the entire Board, by a majority vote of those voting, may appoint a successor or successors for the unexpired term.

**Section 5. Compensation and Reimbursement of Officers and Agents.** The Board may appoint and fix the compensation for the Secretary and Attorney for the Board and may authorize the reimbursement of expenditures made on behalf of the Board, for, or by, such other officers and agents as the Board may from time to time see fit to appoint or authorize.

## ARTICLE IX

### AUTHORITY AND DUTIES OF OFFICERS

**Section 1. President.** Unless the Board otherwise provides, the President shall be the chief executive officer of the Board with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation.

The President shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers to any other officer or officers of the Board, or to members of the Department.

The President shall preside at all meetings of the Board.

The officers of the Board thereunto authorized by the Board may sign deeds, conveyances, bonds, mortgages, contracts or other instruments which the Board has authorized to be executed, and unless the Board shall order otherwise by resolution, make such contracts, and execute such agreements, financing statements, certificates, documents and other instruments as may be incident thereto, as the ordinary conduct of the Board's business may require.

The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

**Section 2. Vice Presidents.** Any Vice President appointed by the Board shall perform such duties as shall be assigned to the Vice President and shall exercise such powers as may be granted to the Vice President by the Board, or by the President of the Board. In the absence of the President, the Vice Presidents, in order of their seniority, may perform the duties and exercise the powers of the President with the same force and effect as if performed by the President.

**Section 3. The Treasurer.** Any Treasurer appointed by the Board shall hold office for such period and shall have such authority and perform such duties as the Board or President may prescribe.

The Treasurer shall furnish such bond or bonds as the Board may require, and as required by Section 84.380 of the Revised Statutes of Missouri.

The Treasurer shall have responsibility for the funds and securities of the Board; the Treasurer shall receive and give receipts for moneys due and payable of the Board from any source whatsoever, and deposit all such moneys in the name of the Board in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

The Treasurer shall disburse or permit to be disbursed the funds of the Board as may be ordered or authorized generally by the Board.

The Treasurer shall render to the Board or the President whenever they may require it an account of all his or her transactions as Treasurer and of those under the Treasurer's jurisdiction and of the financial condition of the Board.

In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or these Bylaws.

**Section 4. The Secretary.** The Board shall appoint a Secretary for the Board in accordance with Section 84.420.2(4) of the Revised Statutes of Missouri. The Secretary shall serve at the pleasure of the Board. The Secretary may attend all meetings of the Board, and any other committee of the Board and act as clerk thereof, and shall record all votes and the minutes of all proceedings in a minute book to be kept for that purpose, but shall not be a voting member of the Board. The Secretary shall perform such other duties as may be prescribed from time to time by the Board, or the President, under whose supervision the Secretary shall be. The Secretary shall take and subscribe before a judge of Jackson County, Missouri such oath or affirmation as the Board may determine appropriate. The oath or affirmation shall be recorded and preserved among the records of the court.

The Board, at any meeting, may designate any of their number, or any Assistant Secretary, to act as temporary secretary in the absence of the Secretary.

**Section 5. Attorney.** The Board shall appoint an Attorney for the Board in accordance with Section 84.420.2(7) of the Revised Statutes of Missouri. The Attorney shall serve at the pleasure of the Board. The office of Secretary and Attorney may be held by the same person. The Attorney shall serve as the hearing officer at all disciplinary hearings conducted by the Board.

**Section 6. Chief of Police.** The Board shall appoint a Chief of Police for the Department in accordance with Section 84.480 of the Revised Statutes of Missouri. The Chief shall be the chief police administrative and law enforcement officer of the Department, with such powers and duties as described in Section 84.500 of the Revised Statutes of Missouri.

The Board shall conduct an annual review of the Chief in closed session covering the Chief's performance during the prior year and future goals for the Chief.

**Section 7. Assistant Officers.** Each Assistant Secretary and Assistant Treasurer that may be elected by the Board shall hold office for such period, and shall have such authority and perform such duties as the Board may prescribe. In the absence or unavailability of the Secretary, the Assistant Secretary may perform the duties and exercise the powers of the Secretary with the same force and effect as if performed by the Secretary. In the absence or unavailability of the Treasurer, an Assistant Treasurer may perform the duties and exercise the powers of the Treasurer with the same force and effect as if performed by the Treasurer.

**Section 8. Subordinate Officers.** The Board may appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period, and shall have such authority and perform such duties as the Board may prescribe. The Board may, from time to time, authorize any officer to appoint subordinate officers and to prescribe the powers and duties thereof.

## ARTICLE X

### SIGNATURE AUTHORITY AND REPRESENTATION

**Section 1. Contracts, Checks, etc.** The officer or agent that the Board of Directors or an officer with authority from the Board designates shall sign all contracts and agreements that the Board or these Bylaws authorize, as well as all checks, drafts, bills of exchange, or other orders for payment of indebtedness that the Board has issued in its name. Designation of those with authority to sign for the Board may be general or for a specific purpose. The Board may authorize the use of facsimile signatures on any document.

**Section 2. Proxies in Respect of Securities of Other Boards.** Unless the Board of Directors provides otherwise, the President or in the President's absence or disability the Vice President or Treasurer may from time to time appoint an attorney or an agent to exercise, in the name and on behalf of the Board, the powers and rights which the Board may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of that stock or those securities. The President or in his absence or disability the Vice President or Treasurer may instruct the appointed person or persons as to the manner of exercising the powers and rights, and the President or in the President's absence or disability the Vice President or Treasurer may execute or cause to be executed in the name and on behalf of the Board all written proxies, powers of attorney, or other written instruments that the President or in his absence or disability the Vice President or Treasurer deems necessary in order for the Board to exercise those powers and rights.

## ARTICLE XI

### MISCELLANEOUS

**Section 1. Fiscal Year.** The fiscal year for the Board shall be the year ending April 30.

**Section 2. Amendments to Bylaws.** These Bylaws, or any of them, or any additional or supplementary Bylaws, may be amended, repealed, or restated, or new Bylaws adopted by a majority vote of the Board at any regular or special meetings of the Board.

**Section 3. Use of Roberts Rules of Order.** The most current revision of Roberts Rules of Order shall be used for the conduct of all meetings of the Board and of Committees of the Board, except as otherwise provided hereunder.

**Section 4. Interpretation.** Whenever the context indicates, the masculine gender in these Bylaws shall include the feminine and neuter, and the singular shall include the plural or vice versa. The headings are solely for organization, convenience, and clarity. They do not define, limit, or describe the scope of these Bylaws or the intent in any of the provisions.

**Section 5. Inoperative Portion.** If any portion of these Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.

**Section 6. Applicable State Law.** If any laws of the State of Missouri now or in the future operate to conflict with, contradict, modify, or otherwise interpret these Bylaws, including without limitation the provisions of Chapters 84 and 610 of the Revised Statutes of Missouri, those laws shall govern.

**CERTIFICATION**

The undersigned Secretary of the Board does hereby certify that the foregoing Bylaws were duly adopted by the affirmative vote of a majority of the Members at meeting properly called, noticed and convened on July 25, 2023.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 25<sup>th</sup> day of July, 2023.



\_\_\_\_\_  
Secretary