

BY-LAWS

**East Central Regional Development Commission
100 Park Street South
Mora, Minnesota 55051**

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ARTICLE I.

NAME, LOCATION AND JURISDICTION

Section 1 - Name: The Commission shall be known as the East Central Regional Development Commission, hereinafter ECRDC or Commission.

Section 2 - Jurisdiction: The ECRDC shall consist of the following Minnesota counties in their entirety: Chisago, Isanti, Kanabec, Mille Lacs, and Pine.

Section 3 - Location: The Commission shall establish an office within the boundaries of the ECRDC jurisdiction and may establish such other offices in such other locations within the boundaries of the region as it may deem appropriate. The location of such office (or offices) shall be determined by the Commission by resolution.

ARTICLE II.

PURPOSES AND POWERS

Section 1 - Powers: The Commission shall possess, exercise and discharge the powers and duties established by the Minnesota Regional Development Act, hereinafter Act.

Section 2 - Exercise of Powers: The powers and duties of the Commission shall be performed and carried out by the Commission and, as delegated or authorized by these By-Laws, by its officers or employees.

ARTICLE III.

COMMISSION MEMBERSHIP AND REPRESENTATION

Section 1 - Membership: The Commission shall consist of members as required by the Act, and as provided herein.

Section 2 - Commissioner: A commissioner shall be either an elected official of a public body designated in the Act or a member appointed to represent public interests as provided herein.

Section 3 - Term of Office: The terms of office for commissioners who are elected officials shall run concurrently and terminate with their term as an elected official. A commissioner, if re-elected to her/his elected office, may be selected to succeed themselves on the Commission. The Secretary of the Commission shall notify each membership classification as established by the Act, of a vacancy, or at least 45 days prior to the expiration of the term of its commissioner. All commissioners shall serve until their successors are selected and qualified. If no succeeding commissioner is selected within the sixty (60) days following the expiration of a term as a commissioner, that commissioner's seat shall be declared vacant until a successor who qualifies is chosen.

Section 4 - Public Interest Groups: The Commission shall select members representing public interests (including members of minority groups) in a manner specified herein. Public interest

representatives shall be citizens at large and residents of the Region. Public interest commissioners shall serve a term of two years and may be selected to succeed themselves. The total number of public interest commissioners shall not exceed 35% of the total possible number of commissioners who are elected officials representing public bodies.

Section 5 - Absenteeism: When any commission member is absent from three (3) consecutive regular meetings or from any four (4) regular meetings during any preceding twelve month period and has not given prior notice of justifiable excuse, the Commission shall direct the secretary to notify the absent commission member and the public body represented that the seat of the absent commissioner has been vacated and a successor elected as provided herein. In the event the absent commissioner is a public interest representative, such notice shall be given to all commissioners from the county that the public interest commissioner represents.

Section 6 - Selection of Membership: The commission memberships shall be determined in accordance with the Act as amended and in accordance with the procedures which follow:

- A. County Board Representatives - a county board commissioner shall be selected by resolution of the county board of each county within the Region.
- B. Municipal Representatives - when a vacancy exists, each mayor or councilperson will have at least thirty (30) days in which to nominate a mayor or councilperson to represent all of the municipalities in that county. The mayors of each municipality shall select from the nominees the municipal representative by the vote of a majority of the mayors actually voting on the issue under such circumstances as are verified to the Commission that all mayors have notice of and an opportunity to vote on the decision either by mail or a special meeting. In the event that there is a tie after ballots have been received a second ballot will be mailed out. In the event that the second ballot ends up in a tie a coin toss will determine the outcome.
- C. Township Representatives - When a vacancy exists, each Town Board of Supervisors shall have at least thirty (30) days in which to nominate a town supervisor, town clerk or town treasurer to represent all of the Townships in the County. The Township Chairpersons of each town board shall select from the nominees the township representative by the vote of a majority of the township chairpersons actually voting on the issue under such circumstances as are verified to the Commission that all township chairs have notice of and an opportunity to vote on the decision either by mail or a special meeting. In the event that there is a tie after ballots have been received a second ballot will be mailed out. In the event that the second ballot ends up in a tie a coin toss will determine the outcome.
- D. School Board Representatives - For the purpose of selecting school board representatives, the region is divided into a north area and a south area approximately equal in total population. The North area shall consist of the school districts of: Isle, Onamia, Milaca, Princeton, Ogilvie, Mora, Pine City, Hinckley, Sandstone, Finlayson, Willow River, Askov, and Moose Lake. The South area shall consist of the school

districts of Cambridge-Isanti, St. Francis, Braham, Rush City, North Branch, Chisago Lakes, Taylors Falls, and Forest Lake. Each shall select one representative as follows: When a vacancy exists, each School Board in the respective area shall have at least thirty (30) days in which to nominate a school board member to represent all school districts in the respective area as their representative on the ECRDC. The School Board Chairperson of each school board in the respective area shall select from the nominees the school board member by the vote of a majority of the school board chairpersons voting on the issue under such circumstances as are verified to the Commission that all school board chairs in the respective area have notice of and an opportunity to vote on the decision either by mail or a special meeting. In the event that there is a tie after ballots have been received a second ballot will be mailed out. In the event that the second ballot ends up in a tie a coin toss will determine the outcome.

- E. Public Interest Representatives - The commissioners who represent the county board, municipalities, and the townships in each county shall by a majority vote nominate and submit to the full Commission for approval the name of a person to serve as a public interest commissioner for each vacancy that exists, not less than ten (10) days after an announcement is made in the local news media of that county of such vacancy, stating that interested persons should contact the Executive Director of the Commission to be considered in the selection process. The Executive Director shall obtain from each interested person all information deemed relevant and shall submit same to the designated commissioners from that county. To be eligible, the person shall reside in that county and shall indicate the interest or interests he/she will represent.

The full Commission must approve by a majority vote each public interest commissioner. Each county shall be entitled to one public interest commissioner; no county may have three (3) public interest commissioners until each restriction, a vacancy of a public interest commissioner's seat shall be deemed filled in determining the numerical eligibility. In all cases, the Executive Director shall be notified in writing of the selection results together with such information as is required above. The chairperson of the commission shall then notify the new commissioner of this selection, shall state the term or balance on his/her term to be served and shall make arrangements for an orientation session prior to the next regular commission meeting.

- F. Native American Tribal Council Representative - When a vacancy exists, notice will be sent to the Chief Executive of the tribe and any interested Native American residing in the development region or within the boundaries of a reservation served by the ECRDC.

ARTICLE IV.

COMMISSION MEETINGS

Section 1 - Annual Meeting: The annual meeting of the Commission shall be held on the fourth Monday of June in each year at the principal office of the Commission or at such other location as the Commission shall determine.

Section 2 - Regular Meetings: The Commission shall establish such other regular meetings by resolution of the Commission.

Section 3 - Special Meetings: A special meeting of the Commission may be called for any purpose or purposes at any time by the chair or any five (5) members of the Commission.

A special meeting may be called by a request in writing, mailed or delivered in person to the chair of the Commission or the Executive Director setting forth the purpose or purposes of such special meeting. The Executive Director shall forthwith cause notice to be given to all Commissioners and to the news media of said special meeting, stating the date, time, place, and purposes of same not less than ten (10) days prior to the date of such meeting. No business may be transacted at a special meeting except as has been described in the notice thereof. Emergency meetings may be called without given ten (ten) days notice.

Section 4 - Notice of Meeting: No notice of regular meetings shall be required. However, the Commission, by resolution, may require that an agenda for each meeting be mailed to each Commissioner some specified period in advance thereof together with such other information as the resolution requests. All notices required shall be mailed to each Commissioner at their last known mailing address as it appears in the last available Commission records. The deposit of such notice with the United States Postal Service, postage prepaid, shall be deemed sufficient notice.

Section 5 - Business: The Commission may act on any business or nature properly brought before it. The agenda shall have priority, unless by motion waived.

Section 6 - Adjournment and Recesses: Any meeting of the Commission may be recessed from time to time upon a vote of a majority of the members present. In the case of any meeting that is recessed for more than 24 hours, written notice of the adjournment and the time, date, and place of reconvening shall be sent to all commissioners and to the new media.

Section 7 - Quorum: Presence at any meeting of a simple majority of the total commission membership shall constitute a quorum for the transaction of business. In the absence of a quorum, those present may fix the date for an adjourned meeting for which at least three (3) days written notice must be given. Those present at such an adjourned meeting shall constitute a quorum, provided that at least five (5) elected commissioners are present. If less than five (5) elected commissioners are present, no business may be transacted.

Section 8 - Voting Rights: Each commissioner present shall be entitled to one vote as to any matter submitted to the Commission for decision. Voting by proxy or substitution is prohibited. Voting shall be by voice and/or show of hands, except that any commissioner, including the Chairperson, may orally request a roll call vote. Voting by ballot shall not be permitted, except following a majority vote on a motion requiring same, limited to the matter then before the Commission. As to all votes, the names of commissioners abstaining and the numerical results of roll call votes, if taken, shall be recorded in the minutes of the meetings.

Section 9 - Minutes: The minutes of each Commission meeting shall be prepared and distributed to the Commissioners. Minutes and any corrections thereof duly adopted, shall be signed by the presiding officer. The minutes of a meeting shall not be deemed to be correct until adopted at a regular or special meeting of the Commission.

Section 10 - Committees: The Commission may, by resolution, establish such subcommittees and/or advisory committees as it may deem necessary, specifying for each its purpose, duties, size, and composition.

ARTICLE V.

BOARD OF DIRECTORS

Section 1 - Board of Directors: The Commission shall serve as the Board of Directors.

ARTICLE VI.

OFFICERS

Section 1 - Number of Officers: The officers of the Commission shall be: chair, vice chair, and secretary/treasurer none of which are from the same county. The Commission may, by resolution, establish additional offices from time to time.

Section 2 - Term of Officers: The officers shall be elected as hereinafter provided and shall serve for a term of one (1) year and until their successors are elected and qualified. No two offices may be held by the same person at the same time. All officers may be re-elected to succeed themselves as an officer of the Commission.

Section 3 - Election of Officers: The chair, vice chair, and secretary/treasurer of the Commission shall be elected by the Commission at the annual meeting of the Commission, whose terms shall terminate at the next following annual meeting; provided that these officers shall continue until their successors are elected and qualified.

Section 4 - Duties of the Chair: The chair shall preside at all meetings of the Commission. The chair shall be responsible for carrying out the policy decisions and resolutions of the Commission. The chair and secretary shall execute all contracts or instruments on or in behalf of the Commission except as provided herein.

Section 5 - Duties of the Vice Chair: The vice-chair of the Commission shall assist the chair in carrying out her/his duties and responsibilities, and shall perform such additional duties as may be established by the Commission from time to time. In the absence of the chair at any meeting of the Commission, the vice chair shall preside. If both the chair and vice chair are not in attendance at a regular or special meeting, a temporary chair shall be chosen from among those commissioners present at the meeting.

Section 6 - Duties of the Secretary/Treasurer: The secretary/treasurer shall issue notices of all meetings as provided herein; provided that the secretary/treasurer is authorized to delegate such duties to the staff employed by the Commission. The secretary/treasurer shall keep

minutes of all meetings and maintain a record for that purpose. The secretary/treasurer shall have custody of the and provide for the safekeeping of all documents of the Commission except that clerical and safekeeping obligations may be delegated to the executive director of the Commission or to her/his staff.

The secretary/treasurer shall have responsibility for the funds of the Commission and shall keep a full and accurate record of accounts, receipts and disbursements in books belonging to the Commission and shall deposit all funds in the name and to the account of the Commission in such depositories as may be designated by resolution by the Commission except that clerical obligations may be delegated to the Executive Director of the Commission or to staff. The secretary/treasurer shall disburse the funds of the Commission as ordered by the Commission and shall render to the Commission or the Board of Directors an account of transactions and of the financial condition of the Commission as required from time to time by the Commission. The secretary/treasurer shall cause annual audits of the Commission's account. The audit is to be handled by the State Auditor's office or an independent accounting firm. The Audit Report will be issued to all members. Three (3) copies of the Audit Report will be kept at the Commission's office for review by the news media and the public.

Section 7 - Vacancies: In the event that any office becomes vacant, the Commission shall select a successor from among the membership, the successor to fill the remaining term of the office in accordance with these By-Laws.

Section 8 - Removal: Any officer shall be considered removed from office upon termination of her or his status as a commissioner should she/he become incapacitated, should she/he refuse or be unable to attend meetings or otherwise incapable of fulfilling the duties of her/his office. Any vote of the Commission at any regular meeting or at a special meeting called for that purpose.

Section 9 - Bonding of Officers: All officers and employees of the Commission who handle funds of the Commission or who are custodians of property shall be bonded in an amount to be determined by the Commission. The cost of such bond or bonds shall be paid from the funds budgeted by the Commission for that purpose.

ARTICLE VII.

ADMINISTRATION

Section 1 - Executive Director: The Commission may employ an Executive Director who shall serve as the chief administrative officer of the Commission.

Section 2 - Qualifications and Responsibilities: The executive director is to be appointed by the Commission on the basis of her/his training and experience in the field of government affairs. The executive director shall be responsible for all planning, coordination, reporting and work required by the Commission. In addition, she/he shall be responsible for the administration and personnel functions of the Commission. She/he shall make recommendations as to staff requirements, prepare and submit budgets, prepare reports and publications of the Commission, direct the work of the staff, and work with such consultants as may be engaged by the Commission from time to time.

Section 3 - Additional Duties: The Commission may by resolution grant authority to the executive director to execute designated instruments for and on behalf of the Commission.

Section 4 - Staff: The executive director shall, from time to time, make recommendations as to the size, composition, and policy governing the staff employed by the Commission and shall assist any Subcommittee established by the Commission to which is delegated budget and personnel matters.

Section 5 - Technical Assistance: The executive director shall keep the Commission informed of and make recommendations to the Commission as to the delivery of technical assistance by the Commission to local political units, other entities, and persons within the region.

Section 6 - Service of Employees: All employees of the Commission shall serve at the pleasure of the Commission, subject to any duly adopted personnel policies.

ARTICLE VIII.

FINANCE

Section 1 - Program Year: The fiscal year of the Commission shall be from July 1 to June 30.

Section 2 - Budget: The Commission shall establish a Personnel and Budget Subcommittee. Membership of the Personnel and Budget Subcommittee shall be the officers of the Commission plus one additional representative from each county. Regular Commission members from each county shall by a majority vote nominate and submit to the full Commission for approval the Commissioner to serve on the Personnel and Budget Subcommittee. The vice chair of the Commission shall serve as the chair of the Personnel and Budget Subcommittee. Term of office on the Personnel and Budget Subcommittee shall be one year, beginning July 1 of each year. Appointments to the Personnel and Budget Subcommittee shall be made during the Annual Meeting of the full Commission in June of each year. Duties of the Personnel and Budget Subcommittee shall be to recommend a budget and work program to the full Commission, to be submitted to each Commission not later than June 1 of each year, and to carry out responsibilities as outlined in the adopted Personnel Policies and Procedures of the Commission.

Section 3 - Hearings: The Commission shall conduct such hearings regarding the proposed budget as are specified in the Act.

Section 4 - Disbursement of Funds: Disbursements of funds of the Commission shall be made by check signed by the chair or in her/his absence the vice chair or in her/his absence the secretary/treasurer of the Commission and countersigned by the executive director or her/his authorized deputy. The Commission may adopt a resolution authorizing the payment of routine reoccurring expenditures. Payments made pursuant to such resolution shall, however, be reported at the next meeting of the Commission. In no event shall any officer of the Commission authorize or obligate the Commission to make any payment except from sufficient unencumbered appropriated funds existing at that time to the credit of the Commission.

Section 5 - Depository: The monies of the Commission shall be deposited in the name of the Commission in such national or state banks or trust companies authorized to do banking business as the Commission shall designate in writing. Nothing in this section shall be construed to be more restrictive than Minnesota Law permits. Such designation shall set forth the terms and conditions upon which deposits and withdrawals may be made and shall be signed by the chair and secretary/treasurer and made a part of the Commission minutes.

ARTICLE IX.

AMENDMENTS OF BY-LAWS

Section 1 - Amendments of By-Laws: The By-Laws of the Commission may be amended by a two-thirds vote of the entire Commission membership at any regular or special meeting or by a simple majority vote of the Commission obtained separately at any two consecutive regular and/or special meetings. Notice containing verbatim the proposed amendment(s) shall be provided, by agenda or otherwise, prior to the first meeting at which the amendment is considered. The Commission may modify and adopt an amendment of any section of these By-Laws for which the required notice was given.

ARTICLE X.

GENERAL AND MISCELLANEOUS

Section 1 - Ex-Officio Membership: The immediate past chair of the Commission, if no longer a Commission member, and the senators and representatives who are members of the State Legislature and whose districts include any part of the region served by the East Central Regional Development Commission shall be ex-officio members of the Commission without any voting rights. Nothing in the section shall be construed to make elected commissioners out of ex-officio members of the Commission.

Section 2 - Conduct of Meetings: All meetings shall be conducted pursuant to Roberts Rules of Order unless otherwise provided by these By-Laws.

Section 3 - Supremacy Clause: In the event that any provision of these By-Laws conflicts with any provision of the Act, the law as stated in the Act shall prevail.

Section 4 - Open Meeting: All meetings, meeting notices, meeting procedures and conduct shall comply with the Minnesota Open Meeting Law. A copy of said statute shall be kept at the designated commission office and be available for public inspection.

Section 5 - Per Diem: Commissioners shall receive a per diem of \$50.00 for matters requiring a full day of the Commissioner's time when:

- A. Attending regular or special ECRDC meetings;
- B. Participating as a member of an ECRDC Advisory Committee or Subcommittee;

- C. Selected to represent the ECRDC on a "state" committee (e.g., Rural Development Council) or a "regional planning committee" (e.g., Region D. Crime Commission) or;
- D. Acting in behalf of the ECRDC on matters pertaining to the ECRDC provided prior approval is given by the ECRDC. If not approved by the ECRDC, approval must be obtained from the chair or executive director. In no case shall a Commissioner receive more than \$50 for any calendar day.

Section 6 - Travel and Reasonable Expense: Commissioners shall be reimbursed for all travel and reasonable expenses incurred while acting on behalf of the ECRDC in accordance with the policy established by resolution of the Commission.

Section 7 - ECRDC Advisory Committee: Non-Regional Commissioners who are members of ECRDC Advisory Committees or who represent the ECRDC on other committees are entitled to travel and reasonable expenses pursuant to Section 6 of this Article.

