



**MID-MINNESOTA
DEVELOPMENT COMMISSION (MMDC)
BY-LAWS**

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**MID-MINNESOTA DEVELOPMENT
COMMISSION (MMDC)**
BYLAWS

PREAMBLE

The Bylaws herein have been adopted by the Commission, to be effective as of December 18, 1973, for the purpose of self-regulation and of the regulation of those committees, offices and officers established by and responsible to the Commission. The term "Commission" used heretofore and hereinafter is construed to mean the Mid-Minnesota Development Commission, a nonmetropolitan, multi-county planning agency. It is the express intent of the Commission and the purpose of these Bylaws to advance the work of the Commission as provided for by statute and to carry on the business of urban and rural planning and development in all of its ramifications and branches and to render professional and technical services in conjunction therewith.

As of September 2019, the Commission shall include the mission and responsibilities of the Mid-Minnesota Regional Transportation Coordination Council (MMRTCC).

MISSION STATEMENT

It is the mission of the Mid-Minnesota Development Commission to "To administer state and federal programs and coordinate multi-jurisdictional activities, and to provide technical assistance to government, business, and local organizations in order to maintain and enhance the quality of life and support economic development."

The Mid-Minnesota Regional Transportation Coordination Council's mission is to:

Identify the Region's growing transportation needs, mitigate transportation issues, and facilitate sustainable partnerships through Regional Cooperation, while emphasizing strong citizen and stakeholder participation.

ARTICLE I:
LEGAL BASIS, NAME, LOCATION, AND JURISDICTION

Section 1 – Legal Basis: Minnesota Statutes, Chapter 462, Sections 462.381 to 462.398, the Minnesota Regional Development Act.

Section 2 – Name: The Commission shall be known as the Mid-Minnesota Development Commission (MMDC) or by any other name duly acted on by the Commission. It is a Regional Development Commission established under and pursuant to the Regional Development Act of 1969 as amended (Minnesota Statutes, Section 462.381 and following). As of September 2019, the Commission also includes the mission and responsibilities of the Mid-Minnesota Regional Transportation Coordination Council, referred to as the MMRTCC.

Section 3 – Location: The Commission agrees to establish an office within the boundaries of the counties of Kandiyohi, McLeod, Meeker, and Renville 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.

Section 4 – Jurisdiction: The development region within which this Commission shall function shall include an area within the boundaries of the following counties in the State of Minnesota -- Meeker, McLeod, Renville, and Kandiyohi and such other counties or areas that may be specified by Governor's Executive Order signed pursuant to the Regional Development Act or as specified in legislation. The Commission may sign contracts to provide specific services outside this four (4) county boundary with local units of government, private businesses, and individuals in areas where no other regional development commission (RDC) is operating, or in cases where the operating RDC gives permission for the Commission to undertake a specific contract for a service that they do not provide. The Commission may also work with other RDCs in joint efforts and projects in an area larger than the four (4) county region. There is a joint memorandum of understanding between MMDC and the RDCs within Region 8, Region 9, and Region Six-West, signed in October of 2002 that covers the working relationship between the neighboring Commissions. The memorandum discusses how the Commissions may work together, and how each agrees to refrain from creating a new program or expand an existing program into each other's regions without first getting an express written consent.

ARTICLE II: **POWERS AND DUTIES OF THE COMMISSION**

Section 1 – Powers and Duties: The Commission shall possess, exercise, and discharge the powers and duties established by the Regional Development Act as amended (Minnesota Statutes, Section 462.381 and following). The Regional Development Act provides for a variety of powers and duties for which the Commission may undertake. The Act provides for the following types of activities, but is not limited to the examples given:

A: Regional programs and staff services. The Commission is authorized to receive public and private funds for purposes including, but not limited to program administration, multicounty planning, coordination, and development. The Commission may provide basic administrative, research, and planning services for all regional planning and development bodies. The Commission may contract to obtain or perform services with federal and state agencies, for-profit or nonprofit entities, subdistricts organized as the result of federal or state programs, councils of governments organized under Minnesota Statutes, Section 471.59, or any other law, and with local governments.

B: Planning and research. The Commission may prepare and submit for adoption, after appropriate study and such public hearings as may be necessary, comprehensive plans for local units of government, individually or collectively, within the region. Where studies have not been otherwise authorized by law, the Commission may study the feasibility of programs including, but not limited to, water, land use, economic development, housing, demographics, cultural issues, governmental issues, human services, natural resources, communication, technology, transportation, and other subjects of concern to the citizens of the region. The Commission may institute demonstration projects in connection therewith and may enter into contracts or accept gifts or grants for such purposes as otherwise authorized in Minnesota Statutes, Sections 462.381 to 462.398.

C: Review of local plans. The Commission may review and provide comments and recommendations on local plans or development proposals which in the judgment of the Commission have a substantial effect on regional development. Local units of government may request that the Commission review, comment, and provide advisory recommendations on local plans or development proposals.

D: Data and information. The Commission may be designated as a regional data center providing data collection, storage, analysis, and dissemination to be used by governmental and private users as well as the Commission itself. The Commission may accept gifts or grants to provide this service.

E: Service to local government. The Commission may contract with local units of government to provide them with services and technical assistance in the conduct of local planning and development activities.

Section 2 – Property Ownership: The Regional Development Act allows the Commission to buy, lease, acquire, own, hold, improve, and use real or personal property or an interest in property, wherever located in the state for purposes of housing the administrative office of the regional commission.

Section 3 – Property Disposition: The Commission, through the Regional Development Act, may sell, convey, mortgage, create a security interest in, lease, exchange, transfer, or dispose of all or part of its real or personal property or an interest in property, wherever located in the state.

Section 4 – 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 Bylaws, its officers, or employees. In the event that any provisions of these Bylaws conflict with any provision of the Regional Development Act, the law as stated in the Regional Development Act shall prevail.

Section 5 – Mid-Minnesota Regional Transportation Coordinating Council: the MMRTCC will work towards the goal of safe, convenient, and affordable transportation options for all citizens. To accomplish this, the MMRTCC will develop a Work Plan annually.

To help ensure the success of the MMRTCC, an MMRTCC Advisory Council shall be appointed by the Commission. The MMRTCC Advisory Council shall consist of members who represent a wide range of key transportation stakeholders. These include but are not limited to: public and private transportation providers, elected officials, human/social services, workforce/economic development, healthcare, veteran services, civic/non-profit groups, church/faith communities, and representatives from transportation-disadvantaged groups (including seniors, people with disabilities, veterans, low-income and minorities). Organizations that use client transportation services, such as Centers for Independent Living, Habilitation Centers, etc., shall also be welcomed to serve on the MMRTCC Advisory Council. Two MMRTCC Advisory Council members may represent adjacent counties or statewide transportation interests. Finally, at least one MMDC Commissioners shall be appointed to serve on the MMRTCC Advisory Council.

ARTICLE III:

COMMISSION MEMBERSHIP AND REPRESENTATION

Section 1 – Membership: The Mid-Minnesota Development Commission shall consist of members as specified and shall be chosen as specified in the Regional Development Act, Minnesota Statute 462.388 as amended. The Commission shall also adhere to the United States Economic Development Administration (EDA) rule provisions for Economic Development Districts' governing boards.

Section 2 – Commissioners: The word "Commissioner" as used in these Bylaws means an elected or appointed member to the Mid-Minnesota Development Commission.

Section 3 – Selection of Membership: Members of the Commission shall be chosen as specified in the Regional Development Act. Where the Regional Development Act does not specify the manner by which the members shall be selected, the following procedure will be followed:

- A. County commissioner representatives shall be selected by the county board of each county;
- B. Town board supervisor representatives shall be selected at a meeting of the chairs of town boards of each county;
- C. The mayor or council representatives from each municipality over 10,000 population shall be selected by the council of each such municipality;
- D. Two (2) school board members elected by majority of the chairs of school boards in the development region and who reside within the region;
- E. One (1) mayor or council representative for a municipality of under 10,000 population from each county, selected by the mayors of all such municipalities in the county and who reside within the region;
- F. Each year staff will prepare and present a list of public interests, in accordance with Section 5, along with a list of individuals who have been recruited by staff, at times with Commission assistance, and who are believed to be well-suited to represent those public interests as MMDC Commissioners. This slate of public interests and representing individuals will be presented at the Commission's annual meeting for Commission approval. Biographical information will be provided as new individuals are brought forward for consideration to aid the Commission's approval decision. Should a seat be vacated between annual meetings, staff will work to identify replacements in a timely manner. Once appropriate and willing individuals have been identified to fill the vacant public interest seat, staff will bring their relevant biographical information forward for consideration and approval during the next meeting of the full Commission. This to ensure none of the Commissions prioritized public interests go unrepresented for a prolonged period.

Section 4 – Term of Office: The terms of office for Commissioners who are elected officials shall be concurrent with the terms of their elected offices. Upon expiration of the Commissioner's term in elected office, a successor shall be selected in the manner prescribed by the Regional Development Act or these Bylaws. A Commissioner, if re-elected to that elected office, may be selected to succeed themselves on the Commission. All Commissioners shall serve until their successors are selected and qualified, provided that selection is made within sixty (60) days after the expiration of the Commissioner's term in elected office. If no Commissioner is chosen within the sixty (60) days following the expiration of the Commissioner's term of elected office, the Commissioner's seat shall be declared vacant until a successor is chosen to succeed the Commissioner.

Section 5 – Public Interest Representatives: Public interest representatives (including members of minority groups) shall be citizens-at-large and must reside within the region. The Commission shall meet rules set down by the United States EDA for Economic Development Districts' governing bodies as long as the Commission acts as an EDA Economic Development District. However, State Statute Regional Development Act rules on RDC membership shall take precedent if there is a conflict. Current EDA rules state: "The District Organization must demonstrate that its governing body is broadly representative of the principal economic interests of the Region, which may include the private sector, public officials, community leaders, representatives of workforce development boards, institutions of higher education, minority and labor groups, and private individuals."

Public interest representation on the Commission shall be limited to up to twelve (12) members who shall be appointed annually. One (1) membership position shall be held in reserve or be occupied by a minority person and/or a person who represents a minority public interest organization. This representative may also represent the private sector. As it is practical, the Commission should try to split special interest group representation up as evenly as possible between the Region's four (4) counties.

Section 6 – Ex-officio Members Representatives: The Commission may choose to appoint up to two ex-officio members to serve on the Commission who may live outside the Region's boundaries but represent a public interest within the Region related to the Board's mission. Such ex-officio members will need to represent a business or organization that has a presence in at least two of the Region's counties. Ex-officio members will not have voting rights on the Commission, nor will they be eligible to serve on any of the Commission's operating committees (Executive Committee, Bylaws Committee, Personnel Committee, Work Program & Budget Committee, Nominating Committee, , or any other committee formed for the purpose of Commission operations). Ex-officio members will have full ability to join in on all Commission discussions and will be eligible for per-diems and mileage to attend Commission meetings.

Section 7 – Vacancy: A vacancy in the office of a Commissioner shall occur upon the death or resignation of a member, if a member ceases to have the required qualifications for membership as provided herein, or upon receipt of a formal resolution from any governmental unit indicating that a Commissioner no longer is authorized to represent such governmental

unit. Vacancies shall be filled in the manner prescribed in Sections 1 and 3 of this Article.

Section 8 – Commissioner Absentees: The Commission may decide to take action to notify the governmental unit a Commissioner represents when three or more consecutive unexcused meetings are missed. The Commission Chair, Vice Chair, Secretary, or staff working on their behalf, shall notify the governmental units represented of that Commissioner's absence when such action occurs. The Commission Chair or Vice Chair may also contact any Commissioner who has missed three or more consecutive meetings to discuss the reasons for these absences and, as appropriate, determine a plan for attendance improvement.

ARTICLE IV: **COMMISSION MEETINGS**

Section 1 – Annual Meeting: The annual meeting of the Commission shall be held in June at the principal office of the Commission or at such other location as the Commission shall determine and shall be specified in the notice of meeting hereinafter mentioned.

Section 2 – Regular Meetings: The Commission shall hold five (5) meetings throughout the fiscal year, providing the Chair ascertains there is a reasonable amount of business to conduct which makes the meeting necessary.

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 members equal to one-third (1/3) of the Commission membership.

Persons entitled to call a special meeting shall make a request in writing, emailed mailed, or delivered in person to the Chair or Secretary of the Commission. This request may also be delivered to the Executive Director, who will deliver it to the Chair or Secretary. It shall be the duty of the Secretary forthwith, with or without staff assistance, to cause notice to be given to all members of a meeting to be held at such time and place as the officer may fix. Such notice shall state the purpose or purposes of the meeting and shall fix the date of such meeting not less than five (5) working days after the receipt of such request by the Chair or Secretary. No business may be transacted at a special meeting except as has been described in the notice.

Section 4 – Notice of Meeting: Besides the annual meeting calendar handed out to Commissioners, the Secretary of the Commission shall direct staff to mail, or if the Commissioner prefers, electronically send written notice of the time and place of each meeting to each Commission member not later than four (4) working days prior to the date thereof. Such notices as provided herein shall be mailed to each member at the last known mailing address or electronically sent address as same appears in the last available Commission records. The deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient notice. The transmittal of an electronically sent message to Commissioners who prefer to receive notice in this manner will also be deemed as sufficient notice. Concurrently, staff, with oversight from the Secretary, shall mail or electronically send to each member a tentative agenda of the business which it is anticipated will be covered at the meeting. Commissioners may decide to change their preference between being mailed or electronically sent notices of meetings at any time. Members may transact at these meetings any business which may properly be brought before the Commission, provided, however, that the items listed on the agenda be completed first.

A two-thirds (2/3) majority of those present can waive this procedure and allow any new items to be entered onto the agenda in whatever order they so desire.

Section 5 – Recessed Meeting: Any meeting of the members may be recessed from time to time upon a vote of a majority of the members present at the meeting. In the case of any meeting that is recessed for more than twenty-four (24) hours, written or electronic notice of

that recessed meeting shall be sent or transmitted to all Commissioners.

Section 6 – Quorum: Presence at any meeting in person of more than fifty (50) percent of the total voting membership shall constitute a quorum for the transaction of business. In the absence of a quorum, those present may fix the date for a recessed meeting for which at least five (5) Commissioners are present. If less than five (5) Commissioners are present, no business may be transacted. If a duly called meeting or recessed meeting is begun with a quorum, the members may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. However, no such meeting shall continue for more than three (3) hours from its start unless a two-thirds (2/3) majority of those present at the start of the meeting have approved such an extension.

Section 7 – Voting Rights: Every eligible member of record at the date of a meeting, according to the records of the Secretary, shall be entitled at such meeting to one (1) vote. Voting may be by voice or by ballot. There shall be no voting by proxy nor shall any Commissioner designate an alternate to vote in the Commissioner's place.

Section 8 – Conflict of Interest: The definition of "conflict of interest" is any situation where:

- A. your personal interests, or
- B. those of a close friend, family member, business associate, corporation, or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair one's ability to:
 - 1. act in MMDC's best interests, or
 - 2. represent MMDC fairly, impartially, and without bias.

"Conflict of interest" exists if the decision could be, or could appear to be, influenced – it is not necessary that influence takes place.

Commissioners and employees shall have the following general duties in regard to "conflict of interest":

- A. Unless authorized to do so by the Commission, or by a person the Commission designates, you shall not
 - 1. act on behalf of MMDC, or deal with MMDC, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor
 - 2. use your position, office or affiliation with MMDC to pursue or advance your personal interests or those of a person described in the definition of "conflict of interest" above.
- B. The "appearance of a conflict of interest" occurs when a reasonably well-informed person could have a reasonable perception that you are making decisions that promote your personal interests or those of a person described in the definition of "conflict of interest" above.
- C. You must immediately disclose a conflict of interest to the Commission either in writing or as minutes at the Commission meeting. The disclosure should take place as soon as possible after the conflict first becomes known. If such a conflict is unknown until after the matter is concluded, the disclosure should still be made when it does become known.
- D. If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Commission or a person the Commission designates.
- E. Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists by:
 - 1. Promptly declaring to the Commission any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes
 - 2. Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed
 - 3. Refraining from all discussion in regard to the matter giving rise to the conflict of interest, at any meeting of the Commission, or elsewhere
 - 4. Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Commission.

In the event a Commissioner is uncertain whether he or she has a conflict of interest in or is challenged in any matter, the Commission shall state, for the record, its position as determined by roll call vote.

Section 9 – Minutes: The minutes of each Commission meeting shall be prepared and distributed to the Commission members after each meeting. Minutes and any corrections thereof, duly adopted, shall be signed by the secretary. The minutes of the meeting shall not

be deemed to be correct until adopted at a regular meeting or special meeting of the Commission.

Section 10 – Committees: The Commission may establish subcommittees as it may deem necessary, specifying by resolution their purpose, duties, size, and composition. The Commission may delegate such authority to the Chair. However, the Chair's action in this regard must be presented to the Commission for their review. The Commission has the ability to overturn an appointment by motion and majority vote. As far as it is practical, no Commissioner shall be asked to serve on more than three (3) committees at any one time, and that all Commissioners have the opportunity to serve on at least one (1) committee, at their discretion and once acclimated to their Commissioner role. The Executive Committee or ad-hoc Committees do not count toward the number of committees on which a Commissioner serves. Committee Chairs shall call meetings of their committees as needed, with staff assistance, as appropriate, and report recommendations and actions to the Commission.

Section 11 – Ad-hoc Committees: The Commission may establish an Ad-hoc Committee through a motion that is designed to recommend action on a specific task or purpose that does not fit into the role of one (1) of the standing committees. Ad-hoc Committees are designed to end when the task or purpose has been completed. As far as practical, Ad-hoc Committees should finish their recommendations within one (1) year of their designation.

ARTICLE V:
OFFICERS & EXECUTIVE COMMITTEE

Section 1 – Number of Officers: The officers of the Commission shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. No two (2) offices may be held by the same person at the same time. A maximum of two (2) public interest members may serve as Commission officers or on the Executive Committee at any one time. Elected Officials on the Commission shall have at least two (2) members as officers, and all officers may be elected officials.

Section 2 – Term of Officers: The officers shall be elected as hereinafter provided and shall serve for a term of two (2) years and until their successors are elected and qualify. No two (2) offices may be held by the same person at the same time. All officers may be re-elected to succeed themselves for one (1) additional two (2) year term in the same office. Thus, no officer shall hold the same office for more than four (4) consecutive years. In the event of a vacancy, the vacancy shall be filled to coincide with the unfinished term. The officer filling the term of a vacancy shall be entitled to serve two (2) additional consecutive terms in office, if so elected.

Section 3 – Election of Officers: The Chair, Vice Chair, Secretary, and the Treasurer of the Commission shall be elected at the annual meeting of the Commission and for a term of two (2) years.

Section 4 – Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and one (1) additional Commissioner elected by the Commission. The name of this position shall be the "At-Large Executive Committee member". The rules established under Section 2 above for Term of Officers shall also apply to this additional elected Commissioner position. In as far as practical, members of the Executive Committee shall reside in each of the four (4) counties. A maximum of two (2) public interest members may serve on the Executive Committee at any one time.

Section 5 – Duties of the Executive Committee: The Executive Committee may meet and take action on items that require immediate action or on such items delegated by the Commission. The Executive Committee shall be responsible to conduct the annual evaluation of the Executive Director.

Section 6 – 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 of the Commission and to ensure that all Resolutions of the Commission are carried into effect. The Chair or authorized representative shall execute all contracts or instruments of the Commission and shall have the powers and duties vested in the Chair under and pursuant to the Regional Development Act of 1969 and any amendment thereto. The Commission Chair may temporarily replace or substitute for committee and subcommittee members in instances when this participation is needed to ensure quorum. If the committee or subcommittee would have a quorum without the Commission Chair's attendance, then the Chair may participate in the committee or subcommittee meeting but cannot vote. This temporary substitution will not be permitted for MMDC's Revolving Loan Fund Committees/Loan Approval Boards, due to the level of

experience needed in lending and/or MMDC's RLF practices.

Section 7 – Duties of the Vice Chair: The Vice Chair of the Commission shall assist the Chair in carrying out the 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, or Board of Directors, the Vice Chair shall preside. If both the Chair and the 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. When the Commission Chair is unable to do so, the Vice Chair may temporarily replace or substitute for committee and subcommittee members in instances when this participation is needed to ensure quorum. If the committee or subcommittee would have a quorum without the Vice Chair's attendance, then the Vice Chair may participate in the committee or subcommittee meeting but cannot vote. This temporary substitution will not be permitted for MMDC's Revolving Loan Fund Committees/Loan Approval Boards, due to the level of experience needed in lending and/or MMDC's RLF practices.

Section 8 – Duties of the Secretary: The Secretary shall issue notices of all meetings (except those special meetings which may be called at the request of other officers pursuant to these Bylaws). However, the Secretary is authorized to delegate such duties to staff employed by the Commission. The Secretary shall keep minutes of all meetings and maintain a record for that purpose. The Secretary shall have custody of 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 the staff.

Section 9 – Duties of the Treasurer: The 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 the Commission except that clerical and safekeeping obligations may be delegated to the Executive Director of the Commission or to the staff. The Treasurer shall disburse the funds of the Commission as ordered by the Commission and shall render to the Commission an account of transactions and of the financial condition of the Commission as required from time to time by 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. A facsimile signature of an appropriate officer shall be permitted on checks drawn against Commission funds. The Treasurer shall serve on the Commission's Budget and Work Program Committee.

Section 10 – Vacancies: In the event that any office, including the At-Large Executive Committee Member position, shall become vacant, the Commission shall appoint a successor from among its membership. The successors to these positions shall be considered "acting" officers for the remainder of the elected term. If a vacancy occurs in the office of the Chair, the Vice Chair shall assume the office of Chair for the remainder of the elected term. If a vacancy occurs in the offices of Vice Chair, Secretary, Treasurer, or At-Large member the appointed individual shall serve for the remainder of the elected term.

Section 11 – Removal: Any officer or the At-Large Executive Committee member shall be considered removed from office if incapacitated or unable to attend meetings or perform the duties of that office. This fact shall be brought to the attention of the Commission at a regular Commission meeting. The fact that any office stands vacant shall be attested by a two-thirds (2/3) majority vote of the Commission present at the said meeting. In the event that there shall be a failure of necessary vote, the office shall remain filled by the incumbent. Any officer may be removed from office upon motion and a two-thirds (2/3) majority vote of the Commissioners present at any regular meeting at which a quorum is present.

Section 12 – Bonding of Officers: All officers and employees of the Commission who handle funds of the Commission or who are custodians of property may be bonded in an amount to be determined by the Commission. The cost of such bond or bonds shall be paid from the funds of the Commission.

ARTICLE VI: **ADMINISTRATION**

Section 1 – Executive Director: The Commission may employ an Executive Director. The administration of the work to be carried on by the Commission shall be the responsibility of the Executive Director who is to serve as the chief administrative officer of the Commission.

Section 2 – Qualifications and Responsibilities: The Executive Director is to be appointed by the Commission and shall be selected on the basis of the Executive Director's appropriate education, training, and experience. The Executive Director shall be responsible for all planning, coordination, reporting, and other work required by the Commission. In addition, the Executive Director shall be responsible for the administrative and personnel functions of the Commission. The Executive Director 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. The Executive Director may testify before public bodies or committees (with the consent of the Chair within policy areas approved by the Commission) and may consult and confer with appropriate public officials on behalf of the Commission in connection with its program or the achievement of its goals and purposes.

Section 3 – Additional Duties:

Section 4 – Staff: The Executive Director shall, from time to time, make recommendations as to the size and composition of the staff employed by the Commission. Such recommendations shall be made to the Commission, which shall establish personnel policies as may be required.

Section 5 – Merit System: Employees of the Commission may be under a merit system adopted by the Commission.

Section 6 – Technical Assistance: Basic administrative research and planning services for all regional planning and development bodies may be provided by the Commission. The Commission may contract to obtain or perform services with state agencies, non-profit regional groups, subdistricts organized as the result of federal programs, councils of government organized under Minnesota Statutes, Section 471.59, or any other law, and with local governments.

Section 7 – Committees: The Commission may establish and direct such committees as it deems necessary to carry out its duties and responsibilities. All committees, other than the Executive Committee shall not make any policy decisions on their own, but rather make recommendations to either the Commission. Minutes shall be prepared for all committee meetings, which include any recommendations for the Commission to consider. A committee may also prepare a separate more detailed written report to the Commission if it deems it appropriate. Committee members who disagree with the majority of the committee on a proposed recommendation are free to submit a minority report stating their views and recommendations to the Commission. Any committee that is proposing recommendations for action at Commission or Board of Directors meetings shall have their recommendations in forms of motions or resolutions presented first, prior to other motions or resolutions presented by other Commission members. If the Committee's recommendations are voted down, any Commissioner may propose amendments, other motions or forms of action on the topic being discussed.

The following is a list of current standing committees and their duties that they perform:

A – The Executive Committee shall, in conjunction with the Commission, be responsible for directing the affairs of the MMDC. The Executive Committee shall be responsible for ensuring adherence to the annual budget and overseeing the job of the Executive Director. The Executive Committee may meet and take action on items that require immediate action or on such items delegated by the Commission.

B – The Budget & Work Program Committee shall work with the Executive Director to recommend an annual work program and budget, budget expenditure increases, and the level of tax levy as limited by state statute. The Commission's Treasurer shall serve as one of the members of this committee.

C – The Bylaws Committee shall review Commission bylaws and determine if changes are appropriate and recommend any proposed change to the Commission.

D – The Personnel Committee shall work with the Executive Director to develop, review and recommend changes to the Commission's Personnel Policies. The Committee also makes recommendations on other Personnel matters.

E – The Nominating Committee shall meet to recommend and nominate a slate of candidates to fill the positions of the Commission's Executive Committee; and give their recommendations at the Commission's Annual Meeting. The Nominating Committee may also assist with the recruitment and selection of public interest members.

F – The Transportation Advisory Committee (TAC) shall help guide the transportation planning activities of the Commission. The TAC shall make recommendations to the Commission on scoring projects as to their regional significance which are submitted to the Southwest Minnesota Area Transportation Partnership. The TAC shall make other recommendations on transportation matters as deemed appropriate.

G – The Revolving Loan Fund (RLF) Committees shall investigate, examine for safety and soundness, and review all loan applications to the Revolving Loan Funds. The RLF Committees shall make recommendations to the Commission regarding the approval or denial of the applications for more than \$60,000 but can approve or deny loan applications requesting \$60,000 or less without further Commission consideration or approval. The RLF Committees shall also assist in marketing the existing loans, along with staff, regarding delinquency, follow up and work situations.

H – The Comprehensive Economic Development Strategy Committee shall assist staff with identifying economic development challenges by assessing the liabilities of the area served; identifying past, present, and projected future economic development investments; and addressing the challenges in a manner that promotes economic development and opportunity, fosters transportation, protects the environment, and meets a sustainable structure. The Committee shall assist staff with bringing forth activities which will contribute to the solution of the above challenges.

I – The Marketing/Communications Committee shall work with the Executive Director in recommending MMDC marketing efforts, developing better communications between Commissioners and staff, and in facilitating effective communications between the Commission and the clients who are served. This Committee may include both Commissioners and staff.

J. The MMRTCC Committee shall work on recommendations related to the Mid-Minnesota Regional Transportation Coordinating Council. This includes, but is not limited to, the MMRTCC mission, goals, objectives, activities, work plan, staffing, budget, and recommendations from the MMRTCC Advisory Council.

Section 8 – Service of Employees: The Executive Director shall serve at the pleasure of the Commission and may be terminated for reasons of just cause. All other employees can be terminated by the Executive Director per provisions of the Personnel Policies.

Section 9 – Per Diem and Expenses: Commissioners may receive a per diem not to exceed the limit set by state statute. Commissioners and MMRTCC Advisory Council members shall be reimbursed for their reasonable MMDC Business expenses, such as mileage reimbursement, as determined by the Commission.

ARTICLE VII: **FINANCE**

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

Section 2 – Budget: The Chair of the Commission shall each year appoint a budget work program committee to recommend to the Commission a proposed budget and work program. Such proposed budget and work program shall be presented at and be approved by the Commission at the annual meeting in June of each year. Additional cost modifications to the budget shall be brought to the Executive Committee, the Board of Directors, or the Commission for approval.

Section 3 – Hearings: The Commission shall conduct such hearing regarding the proposed budget as are specified in the Regional Development Act.

Section 4 – Disbursement of Funds: Disbursement of funds of the Commission shall be by check signed by the Chair or Vice Chair or the Treasurer, within this order of preference, of the Commission and countersigned by the Executive Director or their authorized deputy. Direct deposit or other electronic funds transfer may also be used as a method of payment to promote efficiency and/or security. The Commission may adopt a resolution authorizing the payment of routine reoccurring expenditures. So long as such an authorizing resolution shall be in effect, the Chair or Vice Chair or Treasurer, within this order of preference, and the Executive Director or their authorized deputy shall have the authority to disburse the funds of the Commission for such purposes. Payments made pursuant to such resolution shall, however, be reported at the next meeting of the Commission, or Board of Directors. 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. A facsimile signature of an appropriate officer shall be permitted on checks drawn against Commission funds so long as such checks are executed personally by an authorized Commission official.

Section 5 – Depository: The moneys of the Commission shall be deposited in the name of the Commission in such national or state banks or trust companies in writing according to standard auditing procedures and made part of the Commission minutes.

ARTICLE VII:
NOTICES

Section 1 – Personal Notice: Whenever the provisions of the Minnesota Statutes or these Bylaws require notice to be given, it shall not be construed to mean personal notice; such notice may be given by depositing the same in a post office or letter box in a postage-paid envelope addressed to such individual at his or her address as the same appears on the books of the Commission. The time when such notice shall be mailed shall be deemed to be the time of the giving thereof.

Section 2 – Special Meetings: A special meeting may be called under unusual circumstances without submitting prior notice as elsewhere provided in these Bylaws. However, business conducted at such meeting shall be official only if waivers of notice are signed by all members of the Commission.

Section 3 – Special Notice: No business with respect to amending or rescinding these Bylaws may be transacted unless special notice of such business has been given. Also, no resolution passed by the Commission may be rescinded, or modified unless special notice of such action has been given.

ARTICLE IX: **TERMINATION OF COMMISSION**

Section 1 – Petition; Population: The termination of the Commission will follow the rules set forth in Minnesota Statutes 462.398. Any combination of counties or municipalities representing a majority of the population of Region Six-East may petition the governor by formal resolution stating that the existence of the Commission is no longer in the public welfare and interest and is not needed to accomplish the purposes of the Regional Development Act. For the purposes of this section, the population of the county does not include the population of a municipality within the county. Any formal resolution adopted by the governing body of a county or a municipality for the termination of the Commission shall be effective for a period of one (1) year for the purpose of determining the requisite population of the region needed to petition the governor.

Section 2 – Hearings; Recommendation; Termination Date: Within thirty-five (35) days of the filing of the petition, the governor or designee shall fix a time and place within the region for a hearing. The Commission shall give notice of the hearing by publication once (1) each week for two (2) successive weeks before the date of the hearing in each of the four (4) counties which the Commission represents. The hearing shall be conducted by members of the Commission. If the Commission determines that the existence of the Commission is no longer in the public welfare and interest and that it is not needed to accomplish the purposes of the Regional Development Act, the Commission shall recommend to the governor or designee that the governor or designee terminate the Commission. Within sixty (60) days after receipt of the recommendation, the governor or designee shall terminate the Commission by giving notice of termination to all governmental units within the region for which the Commission was established. The hearing shall be in accordance with sections 14.001 to 14.69 of the Minnesota Statutes.

Section 3 – Thirty Months Between Petitions: The governor or designee shall not accept a petition for termination more than once (1) in thirty (30) months for the Commission according to state statute.

ARTICLE X:
AMENDMENT OF BYLAWS

Section 1 – Amendment of Bylaws: The Bylaws of the Commission may be amended by the majority vote of the members of the Commission at any regular meeting of the Commission or at any special meeting thereof, provided that notice of such regular or special meeting shall state the proposed amendment and the fact that it is to be voted upon at the meeting. Where MMDC Bylaws are in conflict with changes in state or federal laws, the state or federal laws will prevail and supersede these policies.

ARTICLE XI:
GENERAL AND MISCELLANEOUS

Section 1 – Conduct of Meetings: All meetings shall be conducted pursuant to *Roberts Rules of Order* unless otherwise provided by these Bylaws.

ARTICLE XII:
INTERPRETATION

Section 1 – Errors and Omissions: Where errors, omissions, misspellings, or substitutions appear in the text of any section, which confuse the intent of that section, corrections shall be made and completed, but shall not require official approval beyond the Executive Director.

Section 2 – Federal Civil Rights Guidelines (Civil Rights Act of 1964, as amended): The MMDC complies with these guidelines in that no person on the grounds of race, religion, color, disability, sex, age, or national origin, is excluded from participation in, denied the benefits of, or otherwise subjected to discrimination under any program or activity of the MMDC.

Adopted: December 18, 1973

Amended: February 26, 1975
November 30, 1976
March 10, 1977
December 17, 1981
May 22, 1985
June 26, 1985
May 28, 1986
September 24, 1986
September 22, 1993
March 25, 1998
January 24, 2001
May 26, 2004
October 24, 2007
June 25, 2008
December 7, 2011
June 24, 2015
September 27, 2017
September 25, 2019
December 6, 2023