

Northwest Regional Development Commission

BYLAWS



NORTHWEST
REGIONAL DEVELOPMENT
COMMISSION

**Northwest Regional Development Commission
109 South Minnesota Street
Warren, MN 56762**

Amended March 2021

ARTICLE I.

NAME, LOCATION AND JURISDICTION

1. The Commission shall be known as the Northwest Regional Development Commission. It is a Regional Development Commission established under and pursuant to the Regional Development Act as amended (Minnesota Statutes Section 462.381 and following).
2. The Commission shall maintain its principal office in the Region, and may consider such other offices as it may deem appropriate within Region I.
3. 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: Kittson, Marshall, Norman, Pennington, Polk, Red Lake, Roseau and other counties or areas that may be specified by Governor's Executive Order signed pursuant to the Regional Development Act.

ARTICLE II.

PURPOSES AND POWERS

1. 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.
2. The powers and duties of the Commission shall be performed and carried out by the Commission and/or by its directors, officers or employees as authorized by these Bylaws, and in the event that any provision of these Bylaws conflict with any provision of the Regional Development Act, the Law as stated in the Regional Development Act shall prevail.

ARTICLE III.

COMMISSION MEMBERSHIP AND REPRESENTATION

1. The Northwest Regional Development Commission shall consist of the following members as prescribed by the Regional Development Act, Minnesota Statutes Section 462.381-462.396.
 - A. One member from each county board of each of the seven

counties within the Region, selected by the County Board of each county.

- B. A town clerk, a town treasurer, or a member of a town board of supervisors from each county by the County Association of Township Officers.
- C. One mayor or councilman from a municipality from each county, selected by the mayors of all such municipalities in the county.
- D. Two school board members, elected by the chairperson of school boards in Region I.
- E. Citizens representing public interest groups within the Region including two representatives of minority groups, to be selected by the Commission at its annual meeting.

The terms of office for commissioners who are elected officials shall be concurrent with the term of their elected office. 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 the Bylaws. A commissioner if reelected to his elected office may be selected to succeed himself on the Commission. The secretary/treasurer of the Commission shall be notified in writing of the name of the person selected, the method of selection and it shall be the responsibility of the incumbent commission member to provide that information to the Regional Development Commission.

- 2. Total of seven public interest representatives, five at-large citizens representing public interests within the Region and two citizens representing minorities may serve as members of the Commission. Each such member must be a person residing in the development region. The Commission shall periodically review the Bylaws to make certain public interests are adequately represented. In no event, however, shall the representation of minority groups be reduced or eliminated.

At-large public interest representatives should represent a variety of groups such as arts, agriculture, business, chambers of commerce, economic development, emergency services, financial institutions, industry, labor, low income, seniors, transportation, soil & water conservation districts, vocational education, watersheds, women, or other groups with an interest in regional issues.

- 3. Members representing the public interests above mentioned,

shall be selected by the Commission from nominees provided to the Commission by public interest groups in a manner specified by the Executive Committee.

4. Commissioners representing a public interest shall serve a term of two years, commissioners representing a public interest may be selected to succeed themselves. All commissioners shall serve until their successors are selected and qualified.
5. A vacancy in the office of commissioner shall occur upon the death or resignation of a member, or if a member ceases to have the required qualifications for membership as provided herein. Vacancies shall be filled in the manner prescribed in paragraphs 1, and 4 of this Article. Members shall serve their appointed term or until their successors are duly elected and qualified.
6. Commissioners may receive a per diem of \$50.00 per day for each regular, special, committee, advisory committee, advisory sub-committee meeting or when serving the Commission on official business as given prior authorization by the Board of Directors. Advisory sub-committees must be authorized by the by-laws of the advisory committee as approved by the Commission.

ARTICLE IV.

COMMISSION MEETINGS

1. Annual Meeting - The annual meeting of the Commission shall be held in December of each year 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. In the event said annual meeting date is a legal holiday, such meeting shall be held on the next succeeding business day.

The secretary/treasurer of the Commission shall mail written notice of the time and place of the annual meeting of the Commission to each member not later than twenty (20) days prior to the date thereof. Notice deposited, postage prepaid, in the United States mail shall be deemed sufficient upon such deposit. Concurrently, the secretary/treasurer shall mail to each member a tentative agenda of business which it is anticipated will be covered at the annual meeting. In no way, however, shall the business transacted at the annual meeting be limited by the tentative agenda. Members may transact at the annual meeting any business which may properly be brought before

the Commission: provided, however, that no business with respect to which special notice is required shall be transacted unless such notice shall have been given.

2. Regular Meetings - Commission shall hold four regular meetings each calendar year. Such regular meetings shall be on the first Tuesday of the months of June, September, March and at a time as set by the Commission in December and shall be held at the Commission's offices or at such other locations as may be established by the Commission and identified in the notice of meeting. The Commission may alter the meeting date and time of any quarterly meeting. Notice of the time and place of a regular meeting shall be given by the secretary/treasurer of the Commission at least ten (10) days prior to the date thereof. The deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient. Concurrently, the secretary/treasurer of the Commission shall mail to the members a tentative agenda of business to be transacted at the meeting. Transaction of business at the meeting, however, need not be limited to those items listed on the agenda.
3. Special Meetings - A special meeting of the Commission may be called for any purpose or purposes at any time by the board of directors, or any ten (10) members of the Commission.

Persons entitled to call a special meeting shall make a request in writing, mailed, or delivered in person to the chairperson of the Commission or the secretary/ treasurer. It shall be the duty of the secretary/ treasurer forthwith to cause notice to be given to all members of the 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 chairperson or secretary/treasurer. No business may be transacted at a special meeting except as has been described in the notice.

4. Notice of Meeting - Notices of meetings (regular or special) as provided herein shall be mailed to each member at his last known mailing address as same appears in the last available Commission records.
5. Adjournments - Any meeting of the members may be adjourned from time to time upon a vote of most of the members present at the meeting. No other notice of adjourned meeting shall be required other than by announcement at the meeting at which such adjournment is taken.

6. Quorum - Presence at any meeting in person of fifty-one percent (51%) of the total voting membership shall constitute a quorum for the transaction of business. If a quorum is not present, those present shall have the power to adjourn the meeting from time to time until a quorum shall be present without giving further notice of the adjourned meeting. If a duly called meeting or adjourned 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 quorum.
7. Voting Rights - Every member of record at the date of a meeting, according to the records of the secretary/treasurer, shall be entitled at such meeting of one (1) vote. Voting may be by voice or by secret ballot. There shall be no voting by proxy nor shall any commissioner designate an alternate to vote in his place. When any commission member is absent from three (3) consecutive meetings, the secretary/treasurer shall notify the governmental units represented of that commissioner's absence.
8. Minutes - The minutes of each 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 presiding officer. The minutes of the meeting shall not be deemed to be correct until adopted at a regular or special meeting of the Commission. Copies of the minutes shall be sent to the county auditor of each county in the Region at the same time as they are distributed to commission members.

ARTICLE V.

BOARD OF DIRECTORS

1. For the period from the date of organization of NWRDC to June 30, 1975 the entire Commission shall function as the board of directors.
 - A. A quorum for this period shall exist when most of the counties are represented.
 - B. Each director may receive a per diem of up to \$50.00 per day and expenses for each regular, special or committee meeting attended or when serving the Commission on official business as authorized by the Commission.

2. Beginning July 1, 1975, the business and affairs of the Commission shall be managed by a board of directors whose actions and policies are subject to the approval of the Commission. The duties and responsibilities of the board of directors may be modified from time to time by resolution of the Commission.
3. This board of directors of the Commission shall consist of the Commission chairperson representing his/her county, and one commissioner from each remaining/respective county. The regional commissioners from each county shall nominate a commissioner and an alternate to the board of directors. The board of directors shall be elected by the entire Commission.
4. The term for a member of the board of directors shall be for one year with elections held at each annual meeting. Upon expiration of the commissioner's term as a director, a successor shall be selected in a manner prescribed by these Bylaws Article V Item 3. A commissioner if reelected to his elected office may be selected to succeed himself on the board of directors.
5. Vacancies on the board of directors shall be filled by the Commission in the same manner as commissioner are elected to the board of directors.
6. Meetings of the board of directors shall take place at such time, place and frequency as deemed necessary by the board of directors. Notice of the board of directors meeting shall be made to all members of the Commission at least ten (10) days prior to the date of the meeting.
7. Special meetings of the board of directors may be called for any purpose or purposes at any time by the chairperson of the Commission or by three (3) directors. Notice of special meeting shall be given to all commissioners.
8. A quorum at all meetings of the board of directors shall consist of a majority of the whole board; but less than a quorum may adjourn any meeting, which may be held on a subsequent date without further notice, provided a quorum be present at such deferred meeting. If a quorum is present at the beginning of a meeting, such meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient members to leave less than a quorum. The chairperson is entitled to one (1) vote.
9. A director may receive a per diem up to \$50.00 per day and

expenses for each regular, special or committee meeting attended or when serving the Commission on official business as authorized by the Commission.

ARTICLE VI.

OFFICERS

1. The officers of the Commission shall be a chairperson, a vice chairperson, a secretary/treasurer. The officers of the Commission shall also constitute the Executive Committee. The Commission may establish additional officers from time to time. The chairperson shall serve for a term of two years from date of his appointment and until a successor is elected and qualified.
2. The Commission (or the board of directors acting with the consent of the Commission) may appoint one or more assistant secretaries or assistant treasurers.
3. All officers shall be a commissioner. Assistant secretaries or assistant treasurers need not be commissioners.
4. 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 qualify, except for the chairperson of the Commission, whose terms shall be for two (2) years.
5. No two officers may be held by the same person at the same time.
6. The chairperson shall be responsible for carrying out the policy decisions of the Commission and that all resolutions of the Commission are carried into effect. The chairperson shall execute all contracts or instruments of the Commission and shall have the powers and duties vested in him/her under and pursuant to the Regional Development Act and any amendments thereto. The chairperson shall receive a \$50.00 per diem per month for carrying out these duties.

The expense allowance of the chairperson shall be fixed by the Commission.

The chairperson shall preside at all meetings of the Commission and at meetings of the board of directors.

7. The vice chairperson and secretary/treasurer of the Commission shall each be a resident of the Region and shall be elected by the board of directors from their membership

at the first board of director's meeting after the annual meeting of the Commission and for a term of one (1) year. The terms of the first vice chairperson and secretary/treasurer elected under these Bylaws shall expire at the next succeeding annual meeting of the Commission.

8. The vice chairperson of the Commission shall assist the chairperson in carrying out his duties and responsibilities and shall perform such additional duties as may be established by the Commission from time to time. In the absences of the chairperson at any meeting of the Commission or of its board of directors, the vice chairperson shall preside. If both the chairperson and vice chairperson are not in attendance at a regular or special meeting, a temporary chairperson shall be chosen from among those commissioners present at the meeting.
9. The secretary/treasurer shall issue notices of all meetings (except those special meetings which may be called at the request of other officers pursuant to these Bylaws). He shall keep minutes of all meetings and maintain a record for that purpose. The secretary/treasurer 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 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 the Commission. 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 or the board of directors.

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 secretary/treasurer and chairperson 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 executive personally by an authorized Commission official.

10. 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 of the Commission.

ARTICLE VII.

ADMINISTRATION

1. 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.
2. The executive director is to be appointed by the Commission from among the citizens of the nation at large and shall be selected based on his training and experience in the field of government affairs. The executive director shall be responsible for all planning, coordination, reporting, and other work required of the Commission. In addition, he shall be responsible for the administrative and personnel functions of the Commission. He shall make recommendations as to staff requirements, prepare and submit budget, 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 chairperson within policy areas approved by the board of directors or 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.
3. Any duty of the secretary/treasurer may be performed by the executive director or under his supervision pursuant to resolution of the Commission. Further, the Commission may grant general or specific authority to the executive director to excuse instruments for and on behalf of the Commission.
4. 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 board of directors which shall, with the concurrence of the Commission, establish personnel policies as may be required.

5. Employees of the Commission may be under a merit system adopted by the Commission in consultation with the State Director of Civil Service as stated by Minnesota Law.
6. 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.
7. The board of directors may establish such committees as it deems necessary to carry out its duties and responsibilities and may from time to time recommend the establishment of additional committees to the full Commission.

Committee members shall be appointed according to the operating procedures of the committee, as approved by the board of directors. All committee members shall serve their appointed term or until their successors are duly elected and qualified. The Chairperson of the Commission may appoint members to fill committee membership vacancies, such appointments being valid until the formal committee appointment process is completed.

8. All employees of the Commission shall serve at the pleasure of the Commission.

ARTICLE VIII.

FINANCE

1. Fiscal year of the Commission shall be from January 1 to December 31.
2. The chairperson of the Commission shall each year appoint a budget committee to recommend to the full Commission a proposed budget. Such proposed budget shall be submitted by mail to each member of the Commission not later than June 1. The proposed budget shall be considered by the full Commission at the June meeting and finalized at the annual meeting in December.

3. The Commission shall conduct such hearings regarding the proposed budget as are specified in the Regional Development Act.
4. Vouchers shall be used for all purchases, and disbursement of funds of the Commission shall be by check signed by either the chairperson, vice chairperson or secretary/treasurer and the executive director.
5. 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. Such designation shall set forth the terms and conditions upon which deposits and withdrawals may be made and shall be signed by the chairperson and secretary/treasurer and made a part of the Commission minutes.

ARTICLE IX.

NOTICES

1. 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.
2. 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 Regional Development Commission.

ARTICLE X.

AMENDMENT OF BYLAWS

1. 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. The board of directors shall have no power or authority to amend or repeal these Bylaws.

ARTICLE XI.

GENERAL AND MISCELLANEOUS

1. The immediate past chairperson 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 Northwest Regional Development Commission shall be ex officio members of the Commission without any voting rights.
2. Conflict Of Interest - Any employee, Committee or Commission member who feels a potential conflict of interest on a particular matter must immediately disclose that potential to the Executive Director, Chairperson and/or appropriate group.
3. All meetings shall be conducted pursuant to Roberts Rules of Order unless otherwise provided by these Bylaws.