



REGION FIVE
Development Commission

BYLAWS

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BYLAWS

REGION FIVE DEVELOPMENT COMMISSION

ARTICLE 1 – PURPOSE

1.1 - Preamble

We, the representatives of local governments within the counties of Cass, Crow Wing, Morrison, Todd, and Wadena, have formed an organization known as the Region Five Development Commission, pursuant to the provisions of the Regional Development Act of 1969, as amended. The word “Commission” used heretofore, and hereinafter is construed to mean the Region Five Development Commission.

The Commission was formed with the realization that our individual and common destinies rest with interdependent action of the member local governments. As an extension of local units of government, our goal is the revitalization of our area.

The hereinafter Bylaws have been adopted by the Region Five Development Commission to supersede any Bylaws made previously, in order to establish those rules required to define its basic structure and manner of operation.

1.2 - Mission

The mission of the Region Five Development Commission is to assist local communities in developing a sustainable and diversified economy, in developing the social and cultural resources which contribute to the quality of rural life, and in developing plans for the protection and use of our natural and human environment. *(Revised 6/25/87)*

The mission of Region Five Development Commission is to provide high quality, professional planning and development services through collaboration, assistance, and coordination with local units of government, organizations, and citizens. Our principal objective is to enhance the vitality and quality of life in Cass, Crow Wing, Morrison, Todd and Wadena Counties. *(Revised 3/5/2013)*

The mission of Region Five Development Commission is to enhance the vitality and quality of life for all people in Cass, Crow Wing, Morrison, Todd and Wadena counties by bridging relationships and resources. *(Revised 7/1/2022)*

1.3 - Designations and Responsibilities *(Revised 5/25/06)*

The Region Five Development Commission has been designated as:

- A-- An Economic Development District by the U.S. Economic Development Administration;
- B-- A Census Data Affiliate by the Department of Energy, Planning and Development;
- C-- In addition, the Commission has contractual responsibilities which are outlined in the annual work program. *(Revised 9/25/97)*

ARTICLE II – GENERAL

2.1 - Powers

The Commission shall possess, exercise and discharge the powers and duties established by the Regional Development Act as amended, Minn. Stat. Sec. 462.381 and following.

2.2 - Duties

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 the Regional Development Act and by these Bylaws.

For purposes of clarity in general administrative policy, the Commission hereby reserves to itself the following duties and responsibilities:

- A. Approval of annual work programs and amendments.
- B. Approval of annual budgets and amendments.
- C. Review of all plans and regional policies.
- D. Review of all Board of Directors actions with power of reversal of all or any such actions.
- E. Approval of all Bylaw amendments.
- F. Approval of all direct service grants.
- G. Designation of Commission depositories.
- H. Agree to the Commissioner Position Description General Responsibilities hereas:

Title: Commission Member

Responsible to: Responsible to entire Commission, reports to Commission Chair

General Responsibilities:

1. Know the goals, mission and programs/services of the organization
2. Define and oversee the mission of the commission and keep it relevant to the needs of the region and its individual local governments and communities
3. Approve programs and services and monitor their effectiveness and usefulness
4. Provide strategic guidance to the organization and the chief executive officer. Select, support and evaluate the executive director
5. Not directly assign tasks to staff members, rather I will coordinate suggestions for those tasks through the Commission as a body, which can, in turn, assign the Executive Director to carry out the tasks
6. Attend an orientation meeting with the executive director
7. Attend as may of the Commission meetings as possible
8. Hold the commission to a high standard of performance and integrity
9. Ensure effective fiscal controls and accountability. Including approval of an annual budget and audit.
10. Read the materials sent to the board and membership, and be prepared to ask timely and informed questions and to provide honest and constructive feedback

11. Adhere to the decisions made by the Commission — I will avoid public disagreement with decisions, recognizing that all Commission members must “speak from one voice.”
12. Maintain confidentiality about all Commission information that is deemed by members to be confidential, including that are generated and decided during closed sessions.
13. Be legally responsible for the governance, operations and effects of the Commission.
14. Abide by the Articles of Incorporation, By Laws and Board policies.

2.3 - Location

The Commission shall establish its principal office at such location as it deem appropriate and may establish such other offices in such other locations as it may deem appropriate.

2.4 - Jurisdictions

The development region which this Commission shall function shall include an area within the boundaries of the following counties in the State of Minnesota: Cass, Crow Wing, Morrison, Todd and Wadena. *(Revised 9/25/97)*

ARTICLE II – COMMISSION MEMBERSHIP

3.1 - Representation

The Region Five Development Commission shall consist of members as specified in the Regional Development Act, Minn. Stat. Sec. 462.388.

3.2 - Selection

462.388, Minnesota Statutes 2006

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462.388 COMMISSION MEMBERSHIP.

Subdivision 1. **Representation of various members.** A commission shall consist of the following members:

- (1) one member from each county board of every county in the development region;
- (2) one additional county board member from each county of over 100,000 population;
- (3) the town clerk, town treasurer, or one member of a town board of supervisors from each county containing organized towns;
- (4) one additional member selected by the county board of any county containing no townships;
- (5) one mayor or council member from a municipality of under 10,000 population from each county, selected by the mayors of all such municipalities in the county;
- (6) one mayor or council member from each municipality of over 10,000 in each county;
- (7) two school board members elected by a majority of the chairs of school boards in the development region;
- (8) one member from each council of governments;
- (9) one member appointed by each native American tribal council located in each region; and
- (10) citizens representing public interests within the region including members of minority groups to be selected after adoption of the bylaws of the commission.

Members of the Commission shall be selected in the following manner:

- A. County Commissioners shall be selected by the County Board of each county.
- B. Mayor/Councilperson for each county shall be selected by mayors of all such municipalities under 10,000 population in the county. Municipalities of over 10,000 population shall place one Mayor/Councilperson on the commission.
- C. Township Officers shall be selected at a meeting of the Town Boards in each county.
- D. Each Council of Governments shall select a member to serve on the Commission.
- E. Each Native American Tribal Council shall select a member to serve on the Commission, e.g., the Leech Lake Tribal Council. (*Revised 9/25/97*)
- F. Two (2) School Board members shall be elected by a majority of eligible ballots of school board chairperson's in Region Five. To maintain geographical balance, vacancies shall be filled by following a rotation system, in order of Cass, Crow Wing, Morrison, Todd, and Wadena counties. Position in the rotation shall be forfeited should no candidate from a particular county be nominated. (*Revised 6/25/87*)
- G. One (1) Soil and Water Conservation District member shall be elected by a majority of eligible ballots provided by SWCD supervisors from counties represented within Region Five. To maintain geographical balance, vacancies shall be filled by following a rotation system, in order of Cass, Crow Wing, Morrison, Todd, and Wadena counties. Position in the rotation shall be forfeited should no candidate from a particular county be nominated. This representative fulfills one of the five "public interest" positions.
- H. One (1) MN Workforce Development position that represents the entire region as a whole. Rural MN CEP shall select a representative to serve on the Commission. (*Revised 6/24/2009*) This representative fulfills one of the five "public interest" positions.
- I. One (1) Higher Education position representing all of the Higher Educational Institutions within the region will be appointed by the MN Chancellor of Schools. This representative fulfills one of the five "public interest" positions.
- J. One (1) Camp Ripley position representing all of the United States Armed and Veteran Services within the region will be appointed by the Camp Commander. This representative fulfills one of the five "public interest" positions.
- K. One (1) Emerging Leader position representing the 18-35 year old age group within the region shall be selected by the Commission from nominees provided to the Commission by Higher Educational Institutions and other partners. This representative fills one of the five "public interest" positions. (*Added 8/1/2015*)
- L. Members representing Public Interests shall be selected by the Commission from nominees provided to the Commission by the public interest groups in a manner specified by the Commission by resolution.
- M. Terms of office for all Commissioners shall be set by the nominating jurisdictions, but in no case shall terms exceed three (3) years. When no term is set, a three-year term is assumed, and all Commissioners are eligible to succeed themselves. Where there are no regularly-scheduled meetings among jurisdictions, e.g., area-wide municipalities, school boards, public

interests, etc., the nominating and selection process shall be initiated prior to the end of the stipulated term. *(Revised 6/25/87)*

3.3 - Elected Officials

The terms of office for regional commissioners who are elected officials may be concurrent with the term of their elected office provided that they are re-elected on an annual basis as regional commissioners by the constituent units of government they represent at a regular meeting of the constituent units or at a special meeting called for that purpose after notification has been given to all constituent units eligible to vote. The provision for annual re-election of regional commissioners does not apply in those instances where constituent units have adopted formal procedures for the election of representatives to the Commission.

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 his elected office may be selected to succeed himself on the Commission. The Commission staff shall be responsible for notifying the various membership classifications when the term of their representative has expired. All elected officials shall serve on the Commission until their successors are selected and qualified.

3.4 - Public Interests

Citizens representing public interests within the region (including members of minority groups) may serve as members of the Commission. Each such member must be a person residing in the development region with the exception of the Leech Lake Reservation and Mille Lac's Band representative who shall reside within the boundaries of the Reservations which do not coincide with those of the Region Five Development Commission. The citizens representing public interests within the region shall not exceed **five** members to the Commission. It is recognized that public interests within the region will change from time to time. To permit proper representation of such interests, the Commission shall periodically review these bylaws to provide for the addition or deletion (as the case may be) of public interests entitled to representation on the Commission. Addition or deletion shall be carried out by amendment of these bylaws in the manner hereinafter set forth. In no event, however, shall the representation of minority groups be eliminated.

3.5 - Vacancies

A vacancy in the office of commissioner shall occur if one or more of the following conditions are met:

- A. A member ceases to have the required qualifications for membership as provided herein.
- B. A formal resolution is received from any governmental unit indicating that a commissioner is no longer authorized to represent such governmental unit.
- C. A commissioner is absent from four (4) consecutive meetings. *(Revised 6-25-87)*
- D. Death or resignation of a member.

All Council vacancies should be filled within 60 days of notice of resignation or declaration of vacancy. In the event that any office shall become vacant, the Chairperson shall appoint a successor from among qualified group, to serve to the end of the vacated term.

3.6 - Expenses

Pursuant to M.S.A. Section 462.338, Subdivision 5, all voting Commission members may be paid a maximum of fifty dollars (\$50) per diem for all Commission meetings and Board members may be paid a maximum of fifty dollars (\$50) per diem for all Board of Directors meetings. *(Revised 9-25-97)*

The Commission members may be paid a per diem not to exceed fifty dollars (\$50) for committee/advisory council/task force meetings. Commission members shall be reimbursed for their reasonable expenses. *(Revised 9-25-97)*

Board, committee, advisory council or task force members participating in a conference call or online (Google Chat, Skype, etc.) meetings called by the Chairperson or Executive Director are eligible for a per diem of twenty five dollars (\$25). *(Revised 2-25-16)*

The amount of per diem payments and reimbursements for expenses for Commission meetings, Board of Director meetings and committee/advisory council/task force meetings shall be determined by the Commission by resolution at any regular or special meeting pursuant to these Bylaws. A resolution establishing per diem amounts and reimbursement for expenses shall remain in effect until amended by resolution of the Commission. No commission member shall receive more than fifty dollars (\$50) per diem for meetings on the same day. In no event shall per diem be granted to an ex-officio non-voting Commission member or to non-members of the Commission. *(Revised 9-25-97)*

Commission members will be reimbursed for mileage of meetings where per diem's are paid. Mileage reimbursement will reflect the current IRS mileage rate. *(Revised 2-28-08)*

ARTICLE IV – COMMISSION MEETINGS

4.1 - Meeting Notices

Notice of the time and place of a Commission meeting shall be given by the secretary or designated person of the Commission at least ten (10) days prior to the date thereof. The deposit of such notice in the United States mail, or emailed to provided email addresses be deemed sufficient. Concurrently, the secretary of the Commission shall mail or email 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.

In addition, a notice of the time and place of the regular meeting shall be published on the Region Five Development Commission website calendar at least ten (10) days prior to the date of the regular meeting. *(Revised 8/1/2015)*

4.2 - Regular Meetings

The Commission shall generally hold ten regular meetings, excluding July and December, each calendar year. Such regular meetings shall normally be on the fourth Thursday of each month, and shall be held at the Commission's principal office, or at such other locations as may be established by the Commission and identified in the notice of the meeting. The Executive Director, in consultation with the Commission Chairperson, shall have the authority to cancel a regular Commission meeting should the meeting not be deemed necessary. *(Revised 9-25-97)*

4.3 - Annual Meeting

The annual meeting of the Commission shall be held in the month of January each year at a time and place to be determined by the Board of Directors at the principal office of the Commission or at such other location as the Board of Directors shall determine and shall be specified in the notice of meeting.

4.4 - Special Meetings

A special meeting of the Commission may be called for any purpose or purposes at any time by the Chairperson, the Board of Directors, or a majority of the 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 to the secretary. It shall be the duty of the secretary to give notice to all members of a meeting to be held at such time and place as the office may fix. Such notice shall state the purpose 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. No business may be transacted at a special meeting except as has been described in the notice.

4.5 - Proper Notification

Notices of meeting (regular or special) as provided herein shall be mailed to each member at their last known mailing address as appears in the last available Commission records.

4.6 - Adjournments

Any meeting of the members may be adjourned upon a vote of a majority of the members present at the meeting. No other notice of adjournment shall be required other than by announcement at the meeting at which such adjournment is taken.

4.7 - Quorum

Presence at any meeting in person of a majority of the total voting membership shall constitute a quorum for the transaction of business. If a quorum is not present, the meeting shall be adjourned until a majority of the total voting membership is present.

4.8 - Voting Rights

Every member of record at the date of a meeting, according to the records of the secretary, shall be entitled to one (1) vote. There shall be no voting by proxy nor shall any commissioner designate an alternate to vote in their place, unless that alternate has been officially approved by the Commission.

4.9 - Attendance

When any Commission member is absent from three (3) consecutive regular meetings, the secretary shall notify the commissioner and shall ask the commissioner to notify the Commission of their intent to remain as a commissioner. A commissioner seat shall be declared vacant if a commissioner is absent from four (4) consecutive regular meetings. *(Revised 6-25-87)*

4.10 - Minutes

The minutes of each meeting shall be prepared and distributed to the Commission members within ten (10) days prior to the next 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 posted on the Region Five website at www.regionfive.org after being adopted by the Commission and before the next Commission meeting.

ARTICLE V – BOARD OF DIRECTORS

5.1 - Composition and Qualification

The Board of Directors of the Commission shall consist of a chairperson, one regional commissioner from each county, a representative of school boards or Higher Education and/or public interest groups that have been selected to sit on the Commission. It is preferred that commissioners serving on the Board of Directors have at least one year's experience on the Commission. *(Revised 6-25-87)*

After selection of a chairperson, the regional commissioners from each county shall select a regional commissioner and alternate to the Board of Directors. School board members and public interest group representatives shall jointly select one regional commissioner and alternate to the Board of Directors. *(Revised 6-25-87)*

5.2 - General Powers and Duties

Limited business and affairs of the Commission shall be managed and governed by the Board of Directors with all actions and policies subject to the approval of the Commission. The Board of Directors is authorized to act for the Commission, provided such action shall in no manner be contrary to the provisions of Minnesota Statutes or go beyond the scope of authority granted to the Board by these Bylaws.

The Board shall act for the Commission on all personnel issues, including the approval of all new staff positions and shall make itemized budget review and recommendations to the Commission. Board action must be approved by a 2/3 vote of the quorum. The Board of Directors shall report its actions on all matters to the Commission at the next meeting of the Commission. *(Revised 4-27-06 – Revised 1/29/2018)*

5.3 - Specific Powers

The specific powers of the Board are to manage the affairs of the Commission, to incur obligations, to authorize payment and to generally act with the power and authority analogous to that power vested in the Board of Directors of a corporation, except as herein provided. In addition to the above, other duties and responsibilities may be given to the Board of Directors as specified by resolution. Such additional duties and responsibilities may be modified from time to time by the Commission. The Board of Directors shall not have the authority to amend or rescind these Bylaws, nor do they have authority to pass resolutions or rescind or amend those passed by the Commission.

5.4 - Term of Elections

The term for a member of the Board of Directors shall be for one year. A commissioner shall be elected to the Board of Directors at the January meeting and may be selected to succeed himself. If it is determined by the entire Commission that a member of the Board of Directors is not fulfilling their responsibilities, the entire Commission by majority vote may remove said commissioner from the Board of Directors.

5.5 - Vacancies

Vacancies on the Board of Directors shall be filled by the Commission in the same manner as commissioners are elected to the Board of Directors. If a commissioner on the Board of Directors was not re-elected to their local elected office, a vacancy would occur.

5.6 - Regular Meetings

Regular 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, via email notification.

5.7 - Special Meetings

Special meetings of the Board of Directors may be called for any purpose at any time by the chairperson of the Commission or by three (3) directors, upon their request in writing. Notice of a special meeting shall be given to the Board of Directors.

5.8 - Quorum

A quorum at all meetings of the Board of Directors shall consist of a majority of the whole Board. *(Revised 4/27/06)*

5.9 - Minutes

The minutes of each Board of Directors meeting shall be prepared and distributed to all members of the Region Five Development Commission at least 10 days prior to the regular Commission meeting. *(Revised 6/25/87)*

5.10 - Committees

The Board of Directors may establish such committees/advisory councils as it deems necessary to carry out its duties and responsibilities and may from time to time recommend the establishment of additional committees/advisory councils to the full Commission.

5.11 - Voting Rights

Every member of record as appointed by the Commission, according to the records of the secretary, shall be entitled to one (1) vote. One alternate may be designated by the county/public group delegation of the Commission, with such alternate to have full voting rights and to be eligible to reasonable travel.

ARTICLE VI – OFFICERS

6.1 - Composition and Selection

The officers of the Commission shall be a chairperson, a vice-chairperson, a secretary and a treasurer. The vice-chairperson, secretary and treasurer shall be selected by the Commission from the Board of Directors. The chairperson shall be selected from the full Commission by the full Commission and shall only be eligible to serve two (2) 1-year terms as chairperson. The officers shall serve a term of one year and may be selected to succeed themselves. *(Revised 6-25-87)*

6.2 - Assistants

The Commission (or the Board of Directors acting with the consent of the Commission) may appoint one or more assistant secretaries or assistant treasurers. All officers shall be commissioners. No two offices may be held by the same person at the same time.

6.3 - Chairperson

The chairperson shall be responsible for carrying out the policy decisions of the Commission and shall ensure that all resolutions of the Commission are put into effect. The chairperson shall execute all contracts or instruments of the Commission and shall have the powers and duties vested in them under and pursuant to the Regional Development Act of 1969 and any amendment thereto.

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. The chairperson will only exercise his vote in the case of a tie.

Term: One year

Term Limit: Two years

Responsible to: Commission

Specific Duties: (in addition to the “General Responsibilities” listed in the job description of Commission Member)

1. Provides leadership to the Commission who sets policy
2. Chairs the meetings of the Commission after developing the agenda with the Executive Director.
3. Chairs the Board of Director’s meeting.
4. Chairs the Budget Committee.
5. Chairs the Personnel Committee
6. Appoints other committee Liaisons in consultation with other Commission members.
7. Serves as ex-officio of all other committees and attends their meetings when invited.
8. Ensures the Commission’s leading role in strategic planning.
9. Ensures ongoing financial planning and financial reports.
10. Leads discussions with the Executive Director regarding any issues of concern to the Commission.
11. Leads regular, formal evaluation of the performance of the Executive Director and informally evaluates the effectiveness of the Commission members.
12. Discusses issues confronting the organization with the Executive Director, and shares recommendations with the Commission.
13. Helps guide and mediate Commission actions with respect to organizational priorities and governance concerns.
14. Leads evaluation annually of the performance of the organization in achieving its mission.
15. Performs other responsibilities assigned by the Commission.

6.4 - Vice-Chairperson

The vice-chairperson of the Commission shall assist the chairperson in carrying out their 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 chairperson at any meeting of the Commission or of its Board of Directors, the vice-chairperson shall preside. If both the chairperson and vice chair are not in attendance at a regular or special meeting, a temporary chairperson shall be chosen from among those commissioners present at the meeting.

Term: One year

Responsible to: Responsible to entire Commission, reports to Commission Chair

Specific Duties: (in addition to the “General Responsibilities” listed in the job description of Commission Member)

1. Performs Chair responsibilities when the Chair cannot be available.
2. Works closely with the Chair, Executive Director and other staff.
3. Participates closely with the Chair to develop and implement officer transition plans.
4. Performs other responsibilities as assigned by the Commission.

6.5 - Secretary

Term: One year

Responsible to: Responsible to entire Commission, reports to Commission Chair

Specific Duties: (in addition to the “General Responsibilities” listed in the job description of Commission Member)

1. Performs Chair responsibilities when the Chair, Vice Chair or Treasurer cannot be available.
2. Works closely with the Board, Executive Director and other staff.
3. Signs minutes, roll call and other necessary documents.
4. Acts as a witness or co-signature on documents as requested.

5. Performs other responsibilities as assigned by the Commission.

6.6 - Treasurer

Term: One year

Responsible to: Responsible to entire Commission, reports to Commission Chair

Specific Duties: (in addition to the "General Responsibilities" listed in the job description of Commission Member)

1. Performs Chair responsibilities when the Chair and Vice Chair cannot be available.
2. May sign check in Chairpersons absence
3. Works closely with the Chair, Vice Chair, Executive Director and other staff.
4. Acts as a witness or co-signature on documents as requested.
5. Reviews montly accounts payable for accuracy of disbursements to approved payable lists.
6. Performs other responsibilities as assigned by the Commission.

6.7 - Bonding

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

6.8 - Vacancies

In the event that any office shall become vacant, the Board of Directors shall appoint a successor from among their membership. If a vacancy occurs in the office of chairperson, a new chairperson shall be selected at the next meeting of the full Commission according to procedures established in these Bylaws.

6.9 - Removal

Any officer shall be considered removed from office if incapacitated or unable to attend meetings or perform the duties of their office. This fact shall be brought to the attention of the Commission at a legal 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.

ARTICLE VII – ADVISORY COUNCILS

7.1 - Establishment of Advisory Councils

The Regional Development Act permits the Commission to establish such advisory councils or groups as it deems appropriate to gather public input, make recommendations, fulfill grant requirements, or for other reasons to further the program activities of the Commission. An Advisory Council (hereinafter called Council) is defined as a permanent standing body which shall regularly meet to fulfill the charge of the Commission. Members of Councils shall serve without compensation but appointed R5DC representatives shall be reimbursed for their reasonable expenses according to Chapter V, Article II.

7.2 - Current Councils (Revised 4-27-06)

The Commission currently maintains the following Councils:

- A. Transportation Advisory Council (TAC) (*revised 11/2011*)
- B. North Central Economic Development Association (NCEDA)

The RDC regions are responsible for **recommending a prioritized list** of transportation projects to the ATP based on their target funding levels. While each region has flexibility in setting their investment priorities, they all follow a similar process and schedule set forth by the ATP in soliciting and selecting projects for consideration in the ATIP.

ATP is a committee of MNDOT not of Region Five Development Commission.

7.3 - Council Bylaws

Because of requirements of certain funding agencies, Councils may be required from time to time to maintain and operate under their own bylaws, which are kept on file in the Commission office. In no way, however, shall the Commission's power or authority be circumvented by such Council bylaws. All Council meetings shall be conducted pursuant to Roberts Rules of Order.

7.4 - Chairpersons

Councils shall select chairpersons from the Council or Commission membership. Chairperson term not exceed (2) two years. The Chairperson shall make regular reports to the Commission and shall represent the majority view of the Council. (*Revised 11/2011*)

7.5 - Membership (*Revised 4-22-93*)

The Commission shall approve the memberships of Councils.

Council appointments are made based on the following general guidelines:

1. Balanced geographic distribution throughout the region should be maintained; that is, an approximately equal number of representatives from each county should be appointed whenever possible.
2. When federal or state laws, regulations, Advisory Council bylaws, funding agency contracts or Commission intent requires representation from public interest groups, there should be at least two nominations for each Council position whenever possible.
3. Advisory Council memberships should include representatives of minority groups, persons with disabilities, low/moderate income, female, and older persons to the extent possible.

The process for obtaining and presenting nominations to fill Council positions is as follows:

1. All nominations must be accompanied by a brief description of the nominee's qualifications for consideration by the Commission prior to a vote.
2. Nominations for elected positions on an Advisory Council can be nominated to the Council by any member of the Commission or Council relevant to the open position. Any citizen or agency within the relevant county and any member of

the affected Advisory Council can request that a nomination be brought forward. *(Revised 11/2011)*

3. **Commission members elected into a Council position can only serve a maximum of (2) two consecutive terms.** Other Council member terms are outlined in their respective bylaws or operational guidelines. *(Revised 2-25-16)*

Bylaws and operational guidelines of the Advisory Councils shall be in conformance with these membership provisions and with all other relevant bylaws and policies of the Region Five Development Commission.

All new Advisory Council members shall receive an orientation which includes a review of the Regional Development Act, the Commission work program and budget and any other relevant information.

7.6 - Attendance

The Executive Director, or designated staff, shall notify Council members after two consecutive unexcused absences that their name will be dropped from the Council roster unless they indicate their desire to remain on the Council and permission is granted by the Council. After three consecutive unexcused absences, the position will be officially vacant. All Council vacancies should be filled within 60 days of notice of resignation or declaration of vacancy. *(Revised 4-22-93) TAC members are required to attend at least 3 of the 4 annual meetings. It is acceptable practice to allow representatives of TAC members to attend on behalf of approved member and constitutes "attendance."* *(Revised 11/2011)*

7.7 - Charge and Work Plan

Each Council shall operate under a charge and annual work plan approved by the Commission.

7.8 - Establishment of Advisory Task Forces

The Commission may establish advisory task forces (hereinafter called Task Force) as needed. A Task Force is defined as a group of persons who shall meet on a limited basis to examine a specific area of concern; Task Forces shall disband at the conclusion of their specific charge.

Chairpersons of Task Forces shall be appointed by the Commission from the Commission's membership. Preceding sections relating to Councils shall also apply to Task Forces, except in the matter of reimbursement for reasonable expense. The Commission may, if funding authority allows, provide limited reimbursement; however, as a general rule, no reimbursement for Task Force members is allowed.

7.9 - Appointment of Commission Advisors

The Commission may appoint from its membership, advisors to assist the commission and Staff in the fulfillment of work program related activities. These Advisors should be re-appointed at the Commission's annual meeting and may succeed themselves upon Commission approval. As members of the Commission, they may receive per diems and expense reimbursement. Advisors from time to time may be called upon to act as chairpersons of specially created task forces, steering committees, study groups, etc., as approved by the Commission. *(Added 4-25-96)*

ARTICLE VIII - ADMINISTRATION

8.1 - Chief Administrative Officer/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 an Executive Director who is to serve as the chief administrative officer of the Commission.

8.2 - Executive Director – Responsibilities

The Executive Director is to be appointed by the Commission from among the citizens of the nation at large. The Executive Director shall be responsible for all planning, coordination, reporting and other work required of the Commission. In addition, they shall be responsible for the administrative and personnel functions of the Commission. They shall make recommendations as to staff requirements, direct staff to 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 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.

8.3 - Authority of Executive Director

Any duty of the secretary or treasurer may be performed by the Executive Director or under their supervision pursuant to resolution of the Commission. Further, the Commission may grant general or specific authority to the Executive Director to execute instruments for and on behalf of the Commission.

8.4 - Staff Size

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.

8.5 - Employee Service

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

8.6 - Merit System

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.

8.7 - Research, Planning and Coordination

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, sub-districts organized as a result of federal programs, councils of government organized under Minnesota Statutes, Section 471.59, or any other law, and with local governments.

ARTICLE IX – FINANCE

9.1 - Fiscal Year

The fiscal year of the Commission shall be from July 1 to June 30.

9.2 - Budget

The Chairperson of the Commission shall each year appoint a budget committee to recommend to the full Commission a proposed budget. Such proposed budget and work program shall be submitted to each member of the Commission not later than 30 days prior to the scheduled public hearing. *(Revised 4-27-06)*

9.3 - Budget Hearings

The Commission shall conduct such hearings regarding the proposed budget as are specified in the Regional Development Act.

9.4 - Disbursement of Funds

Disbursement of funds of the Commission shall be made by check signed by the chairperson or vice-chairperson of the Commission and countersigned by the Executive Director or their authorized deputy thereof, excepting when the Commission has established an Imprest Cash Fund authorizing disbursement to be made by the Executive Director under special circumstances.

9.5 - Depository

The monies of the Commission shall be deposited in the name of the Commission in such national or state banks, trust companies or credit unions 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 and made a part of the Commission minutes. *(Revised 6-24-2009)*

ARTICLE X – AMENDMENT OF BYLAWS

10.1 - Amendment Procedures

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 following the meeting at which the Bylaw amendment was presented provided that notice of such regular meeting shall state in writing the proposed amendment and the fact that it is to be voted upon at the following meeting. The Board of Directors shall have no power or authority to amend or repeal these Bylaws.

ARTICLE XI – MISCELLANEOUS

11.1 - Ex-Officio Members

The immediate past chairperson of the Commission and the Senators and Representatives who are members of the State Legislature and whose districts include any part of the region served by the Region Five Development Commission, and chairpersons of the advisory councils of the Commission, not otherwise members of the Commission, shall be ex-officio members of the Commission without any voting rights.

11.2 - Roberts Rules

All meetings shall be conducted pursuant to Roberts Rules of Order unless otherwise provided by these Bylaws.

11.3 - Conflict of Interest

No Commission or Council member shall participate in any deliberation, make or vote on any motions on matters relating to issues and proposals in which they have a

conflict of interest. A conflict of interest exists when a member stands to gain financially from Region Five monies being dispensed for grants or for any other purposes.