

ARTICLE I

Name, Location and Jurisdiction

1. The Commission shall be known as the Region Nine Development 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).
2. The Commission shall maintain its principal office in the city of Mankato, Blue Earth County, Minnesota, and may establish such other locations, as it may deem appropriate.
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: Blue Earth, Brown, Faribault, Le Sueur, Martin, Nicollet, Sibley, Waseca, and Watonwan.

ARTICLE II

Purpose 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 the Regional Development Act and by these by-laws.

ARTICLE III

Commission Membership and Representation

1. The Region Nine Development Commission shall consist of members as specified in the Regional Development Act, Minnesota Statutes Section 462.388.
2. The terms of office for commissioners who are elected officials shall be concurrent with the term of their elected office. Upon expiration of the term of the commissioner in elected office, a successor shall be selected in the manner prescribed by the Regional Development Act or these by-laws. A commissioner, if re-elected to his/her elected office, may be selected

to succeed himself/herself on the Commission. The secretary of the Commission shall be responsible for notifying the various membership classifications when the term of their representative has expired.

3. Citizens representing public interests (non-elected positions) 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. 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 representations for addition or deletion (as the case may be). In no event, however, shall the representation of minority groups be eliminated, as required by Minnesota Statutes 462.388. The following regional public interests shall be eligible for representation:
 - Minority Populations
 - Health & Human Welfare
 - High School Age Youth
 - College Age Youth
4. Members representing the public interests above mentioned shall be appointed by the Commission and may serve for a term of two years. The Nominating Committee shall review applications for membership, which shall be made available to the general public, and make recommendations to the Commission. Commissioners representing a public interest may be appointed to succeed themselves.
5. All commissioners shall serve until their successors are selected and qualified.
6. A vacancy in the office of commissioner shall occur upon the death or resignation of a member, if a member ceases to have 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 in public interest positions shall be filled in the manner prescribed in the Regional Development Act and Paragraph 4, Article III of these by-laws. Vacancies in elected positions shall be filled in the manner prescribed in the Regional Development Act and by the government unit represented by said position.
7. No salary shall be paid to commissioners for their services. However, a commissioner may receive a per diem and may receive reasonable expenses for each regular and special meeting attended. The chair of the Commission shall receive a per diem and reasonable expenses when working on behalf of the Region Nine Development Commission and so

reports on a request for disbursement from the Commission. The payment of expenses shall be made according to a schedule established by resolution of the Commission.

8. The word commissioner as used in these by-laws means an elected or appointed member to the Regional Development Commission.

ARTICLE IV

Commission Meetings

1. Annual Meeting. The annual meeting of the Commission shall be held in June 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.

The secretary of the Commission shall mail and/or send electronically written notice of the time and place of the annual meeting of the Commission to each member not later than ten (10) days prior to the date thereof. Concurrently, the secretary shall mail and/or send electronically to each member a tentative agenda of business, which 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. The Commission shall meet on the second Wednesday of October, January and April at such location as may be established by the Commission and identified in the notice of meeting. Notice of the time and place of a regular meeting shall be given by the secretary of the Commission at least ten (10) days prior to the date thereof. The secretary of the Commission shall mail and/or send electronically 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 chair, 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, sent electronically or delivered in person to the chair of the Commission or to the secretary. It shall be the duty of the secretary forthwith 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 chairman or

secretary. No business may be transacted at a special meeting except as has been described in the notice.

4. Notice of Meeting. Notices of meeting (annual, regular and special) as provided herein shall be mailed and/or sent electronically to each member at his/her last known mailing address as listed in the last available Commission records.
5. Adjournment. Any meeting of the members may be adjourned from time to time upon a vote of a majority 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 has 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.
7. Voting Rights. Every 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 alternative to vote in his/her place. When any Commission member is absent from three (3) consecutive meetings, the Secretary 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 an annual, 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. 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.
2. The board of directors of the Commission shall consist of one chair, one commissioner from each county, and one commissioner, who must be an elected official, from each city with a population more than 25,000. Each county's representative on the board shall be nominated by a caucus of that county's representatives, subject to formal election by the Commission. For purposes of caucusing to select the other member of his/her county to serve on the board of directors, the representative from the city over 25,000 population, having a permanent seat on the board, shall not participate in the caucus. No two members who reside within the confines of that city may serve on the board of directors. No more than two public interest or appointed commissioners shall serve on the board of directors at the same time.
3. The term of each board member shall be concurrent with his/her term of office, if elected by public ballot, or concurrent with his/her seat on the Commission as profiled in Article III of the by-laws. Elected officials whose terms expire may be re-elected to the board of directors in the manner prescribed in Section 2 above at the first regular meeting of the Commission after the vacancy occurs.
4. 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.
5. Regular meetings of the board of directors shall meet at least six times during the eight months when the Commission does not meet (months of FEB, MAR, MAY, JUN, AUG, SEP, NOV, DEC). 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.
6. Special meetings of the board of directors may be called for any purpose or purposes at any time by the chair of the Commission or by three (3) directors. Notice of a special meeting shall be given to all Commissioners.
7. 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 chair may vote only in the case of a tie.

ARTICLE VI

Officers

- 1A. The officers of the Commission shall be a chair, a vice chair, a secretary and a treasurer. The Commission may establish additional offices from time to time. The first chair shall be selected by the Commission from Commission membership. Nominations for chair will be accepted from any member of the Commission. The first chair shall serve a term of one year; succeeding chairs shall serve for a term of two years from the date of their appointment and until a successor is elected and qualified. The chair's term shall be restricted to two consecutive terms.
- 1B. Nominating Committee: The Budget and Personnel Committee will act as the nominating committee. The chair of the nominating committee will be a member from the Budget and Personnel Committee. A potential candidate shall abstain from the nominating process. The nominating committee must submit, twenty days prior to the election, the name or names of one or more commissioners who intend to stand for election for chair.
2. The Commission (or the board of directors acting with the consent of the Commission) may appoint one (1) or more assistant secretaries or assistant treasurers.
3. All officers shall be commissioners. 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 qualified, except for the chair of the Commission, whose term shall be for two (2) years, except for the first chair whose term shall be one (1) year.
5. No two (2) offices may be held by the same person at the same time.
6. The chair shall be responsible for carrying out the policy decisions of the Commission and seeing that all resolutions of the Commission are carried into effect. The chair 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 of 1969 and any amendments thereto.

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

7. The vice chair, secretary and 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 directors meeting after the annual meeting of the Commission and for a term of one (1) year.
8. The vice chair of the Commission shall assist the chair in carrying out his/her 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 of its board of directors, the vice chair shall preside. If both the chair and vice chair are not in attendance at a regular or special meeting, a temporary chair shall be chosen from among those commissioners present at the meeting.
9. 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 by-laws). 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 his/her staff.
10. 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. The 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 treasurer and chair 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.

11. 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.
12. All employees of the Commission shall serve at the pleasure of the Commission and shall be governed by the personnel procedures and classification manual adopted by the Region Nine Development Commission and may be amended by 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 an 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 on the basis of his/her 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/she shall be responsible for the administrative and personnel functions of the Commission. He/she 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 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 or treasurer may be performed by the executive director or under his/her 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.

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, nonprofit 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 Commission.

ARTICLE VIII

Finance

1. The fiscal year of the Commission shall be from July 1 to June 30.
2. There shall be a standing Committee of Budget and Personnel, which shall annually recommend to the Commission a proposed budget. Such proposed budget shall be submitted by mail to each member of the Commission no later than July 1 of each year. The proposed budget shall be considered by the Commission at the annual meeting in July of each year.
3. The Commission shall conduct such hearings regarding the proposed budget as are specified in the Regional Development Act.
4. Disbursement of funds of the Commission shall be by check signed by both the chair or secretary and the executive director of the Commission.
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 chair and secretary and made a part of the Commission minutes.

ARTICLE IX

Notices

1. Whenever the provisions of the Minnesota Statutes or these by-laws 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 or sent electronically and 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 by-laws. 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 By-Laws

1. The by-laws 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 by-laws.

ARTICLE XI

General and Miscellaneous

1. The immediate past chair 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 Nine Development Commission shall be ex-officio members of the Commission without any voting rights.
2. All meetings shall be conducted pursuant to Roberts Rules of Order unless otherwise provided by these by-laws.

AMENDMENTS TO THE BYLAWS

AMENDMENT

April 13, 2011

Article III, Section 3, of the Bylaws shall be amended to read as follows:

3. 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. 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 by-laws to provide for the addition or deletion (as the case may be) of special interest entitled to representation on the Commission. Addition or deletion shall be carried out by amendment of these by-laws in the manner hereinafter set forth. In no event, however, shall the representation of minority groups be eliminated. The following public interests within the development region shall each be entitled to representation by one member upon the Commission:
 - A. Health & Human Welfare
 - B. Minority & Low Income

NOTE: This amendment makes no change to the sentence portion of Section 3. It only eliminates the following public interest groups from the alphabetical listings in Section 3:

Agriculture

Commerce, Industry, Transportation and Construction

Crime Prevention

Environmental Quality

Labor

Tourism & Recreation

AMENDMENT

July 9, 2014

Bylaws shall be amended to include and/or sent electronically as means of receiving meeting notices.

Bylaws shall be amended to change the full Commission regular meeting date from September to October.

AMENDMENT

July 8, 2015

Bylaws shall be amended to change the annual meeting date to be held on the fourth Wednesday in June.

AMENDMENT

October 12, 2016

Article III, Section 3 of the bylaws shall be amended to add Youth as a public interest representative.

AMENDMENT

June 28, 2017

Article VI, Section 1B of the bylaws shall be amended to read as follows:

- 1B. Nominating Committee: The Budget and Personnel Committee will act as the nominating committee. The chair of the nominating committee will be a member from the Budget and Personnel Committee. A potential candidate shall abstain from the nominating process. The nominating committee will submit, twenty (20) days prior to the election, names of two (2) or more individuals of the Commission who are willing to stand for election for the position of chair.

AMENDMENT
January 10, 2018

Article IV, Section 1, paragraph 1 of the bylaws currently reads:

1. Annual Meeting. The annual meeting of the Commission shall be held on the fourth Wednesday of June in 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.

Article IV, Section 1, paragraph 1 of the bylaws is amended by the Commission to read:

1. Annual Meeting. The annual meeting of the Commission shall be held in June 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.

AMENDMENT
October 10, 2018

Article III, Section 4 of the bylaws currently reads:

4. Members representing the public interests above mentioned 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. The Nominating Committee shall review applications and make recommendations to the Commission. Commissioners representing a public interest shall serve for a term of two years. Commissioners representing a public interest may be selected to succeed themselves.

Article III, Section 4 of the bylaws is amended by the Commission to read:

4. Members representing the public interests above mentioned shall be appointed by the Commission and may serve for a term of two years. The Nominating Committee shall review applications for membership, which shall be made available to the general public, and make recommendations to the Commission. Commissioners representing a public interest may be appointed to succeed themselves.

AMENDMENT
May 8, 2019 (A)

A portion of Article III, Section 3 currently reads:

In no event, however, shall the representation of minority groups be eliminated. The following public interests within the development region shall be eligible for representation:

One position of Minority interest (as required by law, MN Statute Chapter 462.388(10))

- Health & Human Welfare
- Minority Populations
- Youth

A portion of Article III, Section 3 is amended by the Commission to read:

In no event, however, shall the representation of minority groups be eliminated, as required by Minnesota Statutes 462.388. The following regional public interests shall be eligible for representation:

- Minority Populations
- Health & Human Welfare
- High School Age Youth
- College Age Youth

AMENDMENT
May 8, 2019 (B)

A portion of Article VI, Section 1B currently reads:

The nominating committee will submit, twenty (20) days prior to the election, names of two (2) or more individuals of the Commission who are willing to stand for election for the position of chair.

A portion of Article VI, Section 1B is amended by the Commission to read:

The nominating committee must submit, twenty days prior to the election, the name or names of one or more commissioners who intend to stand for election for chair.