

SOUTHWEST REGIONAL DEVELOPMENT COMMISSION

COMMISSION AND BOARD OF DIRECTORS

OPERATIONS INCLUDING

SRDC BY-LAWS

**UPDATES APPROVED
SRDC FULL COMMISSION / JANUARY 10, 2002**

**AMENDMENTS APPROVED
November 10, 2010; January 10, 2013**

**AMENDMENT APPROVED
July 9, 2015**

BYLAWS

SOUTHWEST REGIONAL DEVELOPMENT COMMISSION

PREAMBLE

The herein Bylaws have been adopted by the Commission, to be effective as of November 27, 1973, for the purpose of self-regulation and of the regulation of those committees, offices, and officers established by, and responsible to it. The term "Commission" used heretofore and hereinafter is construed to mean the Southwest Regional Development Commission, a non-metropolitan, multi-county planning agency. It is the express intent of the Commission and the purpose of these Bylaws to advance the work of the Commission as provided for by Statute and to carry on the business of urban and rural planning and development in all of its ramifications and branches and to render professional and technical services in conjunction therewith.

MISSION STATEMENT

"It is the mission of the Southwest Regional Development Commission to address the economic, social, physical, and governmental needs and opportunities of Southwestern Minnesota; while transcending traditional jurisdictional configurations. Further, to apply a regional perspective to problems, allowing for a coordinated effort by local units of government to address the needs of the region's citizenry and the activities of area agencies resulting in the sharing of a regional private and public resources while increasing the efficiency of government in general.

In addition, the Commission shall serve as the mechanism for initiating change in local, regional, State, and Federal policy, programs and regulations translating the region's concerns into a blueprint of action."

ARTICLE I.

NAME, LOCATION AND JURISDICTION

1. The Commission shall be known as the Southwest Regional Development Commission. It is a Regional Commission established under and pursuant to the Regional Development Act of 1969 as amended (Minn. Stat. 462.381 and following).
2. The Commission shall establish its offices as such location as it may from time to time determine, except that such location will be within the Southwestern Minnesota Region as determined by the membership of the Southwest Regional Development Commission, and except that such location will be in a reasonable location so as to be accessible to persons from those counties which comprise the membership of the Commission.

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: Cottonwood, Jackson, Lincoln, Lyon, Murray, Nobles, Pipestone, Redwood, Rock and such 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, Minn. Stat. Sec. 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 Bylaws.

ARTICLE III.

COMMISSION MEMBERSHIP AND REPRESENTATION

1. The Southwest Regional Development Commission shall consist of members as specified and are chosen as specified in the Regional Development Act, Minn. Stat. Sec. 462.388.
2. Members of the Commission shall be chosen as specified in the Regional Development Act. Where the Regional Development Act does not specify the manner by which the members shall be selected the following procedure will be followed:
 - A. County Commissioners shall be selected by the County Boards of each county;
 - B. Town Board Supervisors shall be selected at a meeting of the chairman of town boards of each county;
 - C. The mayor or councilmen from each municipality over 10,000 population shall be selected by the Council or each such municipality;

The terms of office for regional commissioners who are elected officials shall be concurrent with the term of their elected office. Upon expiration of the commissioners 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 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 within the region (including members of minority groups) may serve as members of the Commission. Such representation shall be limited to a maximum of eight (8) seats upon the Commission. Each such member must be a person residing in the development region. In no event shall the representation of minority groups be eliminated.
4. Members representing the 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. Each public interest group will be re-evaluated every two years according to a procedure established by the Commission. Commissioners representing a public interest shall serve a term of two years, but shall serve no more than two consecutive terms.

No Executive Officers currently serving the Commission shall be eligible for appointment to a Nominating Committee to consider said nominees; further nothing shall prohibit a member of a duly appointed Nominating Committee from nomination to any or all Executive Offices.

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 the required qualifications for membership as provided herein, or upon receipt of a formal resolution from any governmental unit indicating that a commissioner no longer is authorized to represent such governmental unit. Vacancies shall be filled in the manner prescribed in paragraphs 1, 2, and 4 of this Article.
7. Members of the Regional Commission may receive a per diem not over \$50.00, the amount to be determined by the Commission, and shall be reimbursed for their reasonable expenses as determined by the Commission. Ex-officio members of the Commission shall not be reimbursed by the Commission for travel or other expenses. Reimbursement will be provided Commission members or others designated by the Commission when directly involved with Commission or Committee meetings or as authorized by the Chairman or Executive Committee to represent the Commission.
8. The word commissioner as used in these Bylaws means an elected or appointed member to the Regional Development Commission.
9. No member, officer, employee, or consultant of the Commission, who exercises any functions or responsibilities with respect to the activities of the Commission during his or her tenure shall have any interest, direct or indirect, in any contract or subcontract, or

the proceeds thereof, for work to be performed in connection with the Commission.

ARTICLE IV.

COMMISSION MEETINGS

1. Annual Meeting. The annual meeting of the Commission shall be held on the second Thursday in July in each year at the principle 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 of the Commission shall mail written notice of the time and place of the annual meeting of the Commission to each member no 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 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. The Commission shall hold six regular meetings each calendar year. Such regular meetings shall be established by resolution at the annual meeting with changes possible during the year at the discretion of the Full Commission. Said meetings shall occur in the months of July, September, November, January, March, and May and shall be held at the Commission's principle office or at such other locations as may be established by the Commission and identified in the notice of meeting. It shall be the policy of the Board to, whenever possible, hold their regularly scheduled meeting prior to the meeting of the Full Commission, at the location determined for said 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 deposit of such notice in the United States mail, postage prepaid, shall be deemed sufficient. Concurrently, the Secretary 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 Chairman, a majority of 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 Chairman 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 (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 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 a majority 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 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 voice or by 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 without written or oral explanation or without requesting permission for absence from either the Chairman or Secretary, the Secretary shall notify by mail both the Commission member who has been absent and the governmental unit or public interest group he or she represents of the removal of the individual from the Commission and shall request a replacement from the appropriate unit.
8. Minutes. The Minutes of each Board and Full Commission meeting shall be prepared and distributed to the Commission members after each meeting. Minutes and any corrections thereof, duly adopted, shall be signed by the 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 Full Commission Minutes shall be sent to the county auditor of each

county in the region or any other unit of government which requests them as 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 the Commission.
2. The Board of Directors of the Commission shall consist of:
 - The chairman and one regional commissioner from each 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. Only elected regional commissioners may serve on the Board of Directors;
 - One elected commissioner from each city of over 10,000 population in each county with a total population of over 20,000, to be nominated by the regional commissioners of that county.
 - One elected commissioner from any county with a population of more than 20,000 which has no city of over 10,000 population, to be nominated by the regional commissioners of that county;
 - One school board member to be selected by the Commission as a whole.
3. The terms of the Board of Directors will be staggered on a three-year basis. The term of the Board of Directors will be as follows:
 - 1 Chairman (limited to two (2), two year terms)
 - 1 Vice-Chairman (limited to two (2), two year terms)
 - 1 School Board (each year by the SRDC school board representatives)
 - 9 Each County (by the County caucus, township, county, municipal)

- All appointments to the Board will be for three years except in the case of the chairman and the school boards as long as they remain a member of the Regional Commission. The county members will be selected by a county caucus. If a member of the Board of Directors loses an election then another caucus will have to be held. If it is determined by the entire Commission that a member of the Board of Directors is not fulfilling his responsibilities, the entire Commission by majority vote may remove said commissioner from the Board of Directors.
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. 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.
 6. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman 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 chairman may vote only in the case of a tie.
 8. Members of the Board may receive a per diem of not over \$50.00, the amount to be determined by the Commission, and shall be reimbursed for their reasonable expenses as determined by the Commission.

ARTICLE VI.

OFFICERS

1. The Officers/Executive Committee of the Commission shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and the Immediate Past Chairperson of the Commission if that individual is still a member of the SRDC Full Commission. The Commission may

establish additional offices from time to time. The first Chairman and Vice-Chairman shall be selected by the Commission from Commission membership. Nominations for Chairman and Vice-Chairman will be accepted from any member of the Commission. The first Chairman and Vice-Chairman shall serve a term of one year; succeeding chairmen and vice-chairmen shall serve for a minimum term of two years from the date of his appointment and until a successor is elected and qualified. Succeeding chairman and vice-chairman shall be chosen in the same manner as was the first Chairman and Vice-Chairman. The offices of Chairman and Vice-Chairman shall be limited to serving two (2), two year terms. All officers of the Commission shall serve a respective office no more than four years. In the event of a vacancy, the vacancy shall be filled to coincide with the unfinished term. The officer filling the term of a vacancy shall be entitled to serve two additional consecutive terms in office, if so elected.

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 commissioners. Assistant secretaries or assistant treasurers need not be commissioners.
4. The officers shall be elected as hereinafter provided and shall serve no more than four (4) one (1) year terms and until their successors are elected and qualify, except for the Chairman and Vice-Chairman of the Commission, whose terms shall be for two (2) years and whose service be limited to two terms of office for a total time not to exceed four (4) years. In the event of a vacancy, the vacancy shall be filled to coincide with the unfinished term. The officer filling the term of a vacancy shall be entitled to serve additional consecutive terms in office, if so elected. Officers filling a vacancy will not be considered to have begun their consecutive terms until their election at the next Annual Meeting following their filling of the vacancy.
5. No two offices may be held by the same person at the same time.
6. The Chairman and Vice-Chairman of the Commission shall be elected as follows:
 - A. He shall be a resident of the region and shall be a person experienced in the field of government affairs;
 - B. At the regular meeting of the Commission, next succeeding the expiration of the term of the first Chairman and Vice-Chairman, members of the Commission shall elect a successor from among their membership. The successor chairman and vice-chairman shall serve for a term of two (2) years, said successor chairman and all chairmen and vice-chairmen elected subsequently shall serve for a term of two

(2) years with total service to be limited to two terms of office or four (4) years.

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

The expense allowance of the Chairman and Vice-Chairman shall be fixed by the Commission.

The Chairman shall preside at all meetings of the Commission and at the meetings of the Board of Directors.

7. The Vice-Chairman of the Commission shall assist the Chairman 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 absence of the Chairman at any meeting of the Commission or of its Board of Directors, the Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are not in attendance at a regular or special meeting, a temporary chairman shall be chosen from among those commissioners present at the meeting.
8. The Secretary shall issue notices of all meetings (except those special meetings which may be called at the request of other officers pursuant to these Bylaws). He 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 Commission staff.

The Secretary of the Commission shall be a resident of the region and shall be elected at the annual meeting of the Commission for a term of one (1) year and shall serve no more than four years. The term of the first Secretary elected under these Bylaws shall expire at the next succeeding annual meeting of the Commission.

9. 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 authorize the payment of routine reoccurring expenditures. So long as such an authorization shall be in effect the Treasurer and Chairman shall have the authority to disburse

the funds of the Commission for such purposes. Payments made shall 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.

The Treasurer of the Commission shall be a resident of the region and shall be elected at the annual meeting of the Commission for a term of one (1) year and shall serve no more than four years. The term of the first Treasurer elected under these Bylaws shall expire at the next succeeding annual meeting of the Commission.

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.
11. All employees of the Commission shall serve at the will of the Commission and may be removed at any time with cause.
12. All officers of the Commission shall be elected from the membership of the Board of Directors.
13. In the event that any office shall become vacant, the Commission shall elect a successor from among its membership. The successors to these positions shall be considered "acting" officers for the remainder of the officers term. If a vacancy occurs in the office of the Chairperson, the Vice-Chairperson shall assume the office of Chairperson for the remainder of the officers term. If a vacancy occurs in the offices of Vice-Chairperson, Secretary, or Treasurer, the newly elected individual shall serve for the remainder of the officers term."

ARTICLE VII.

ADMINISTRATION

1. The Commission may employ an Executive Director. The administration of the work to be carried on by the Commission at the Southwest RDC site 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 upon the recommendation of the Chairman and the Board of Directors from among the citizens of the nation at large and shall be selected on the basis of his/her ability and experience in the field of govern-

mental affairs. The Executive Director shall be responsible for all planning, coordination, reporting and other work required of the Commission.

In addition, the Executive Director shall be responsible for the administrative and personnel function of the Commission at the Southwest RDC site. The Executive Director shall make recommendations as to staff requirement, 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 Chairman 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 policies.

3. Any duty of the Secretary or Treasurer may be performed by the Executive Director or by any employee of the Commission under the Executive Director's supervision who previous to undertaking the activity at hand received written authorization by the Commission. Further, the Commission grants 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 at the Southwest RDC site. 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 required 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 with others to obtain or perform services, all as provided in Minnesota Law.
7. The Commission may establish such committees as it deems necessary to carry out its duties and responsibilities. The Board of Directors may from time to time recommend the establishment of additional committees to the Full Commission.

ARTICLE VIII.

FINANCE

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

2. The Chairman of the Commission shall each year appoint a Budget Committee which shall include the treasurer of the Commission to recommend to the Full Commission a proposed budget. Such preliminary budget shall be submitted to the Full Commission no later than May 1 of each year. The final budget shall be considered by the Full Commission no later than 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 at the Southwest RDC site shall be made by check signed by the Chairman or the Vice-Chairman or by the Secretary of the Commission and countersigned by the Executive Director or the authorized deputy. Facsimile signatures by the officers of the Commission shall be allowed in accordance with Article 6, Subdivision 9 of these By-Laws. Furthermore, the Executive Director's signature may be a facsimile of the Executive Director's signature to honor an order for payment, and to charge the same effectively as though it were his/her manually written signature. Such authority is granted only for the purpose of permitting an economy of time and effort.
5. As per the SRDC's Investment Policy the monies of the Commission shall be deposited in the name of the Commission in such national or state bank 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 Chairman and Secretary and made a part of the Commission Minutes.
6. If the State Legislature should raise the levy amount found in the Regional Development Act the Southwest Regional Development Commission must receive approval from 66 2/3% of the Commission before the levy can be raised.

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 the 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. Special meetings may be called under unusual circumstances without submitting prior notice as elsewhere provided by 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 Chairman of the Commission (if no longer serving on 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 Southwest Regional 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 Bylaws.

ARTICLE XII.

CONFLICT WITH STATE OR FEDERAL LAW

1. Where SRDC Bylaws or Personnel Policies are in conflict with changes in state or federal laws, the state or federal requirements

will prevail and supersede the SRDC policies as requested by the Budget and Personnel Committee Chairman.