



Upper Minnesota Valley
REGIONAL DEVELOPMENT COMMISSION
Helping Communities Prosper

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BYLAWS

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PREAMBLE

These Bylaws have been adopted by the Upper Minnesota Valley Regional Development Commission, for self-regulation and the regulation of those committees, offices, and officers established by, and responsible for it. The term "Commission" used herein, is construed to mean the Upper Minnesota Valley Regional Development Commission, a non-metropolitan, multi-county planning agency. It is the express intent of these Bylaws to advance the work of the Commission as provided for by the statute to carry on the business of urban and rural planning and development and to render professional and technical services within the region.

ARTICLE I: NAME, LOCATION AND JURISDICTION

Section 1. Name: The Commission shall be known as the Upper Minnesota Valley Regional Development Commission. It is a Regional Development Commission established under and according to the Regional Development Act of 1969 of 1969, as amended (Minn. Stat. Sec. 462.381 and following).

Section 2. Location: The Commission shall establish its principal office in such locations as it may, from time to time, determine and may establish such other offices in such other locations as it may seem appropriate.

Section 3. Jurisdiction: The development region in which this Commission functions shall include the counties of Big Stone, Chippewa, Lac qui Parle, Swift, Yellow Medicine, and the Upper Sioux Community according to the Regional Development Act of 1969.

Section 4. Commissioner: The word "commissioner" as used in these Bylaws means an elected or appointed member of the Regional Development Commission.

ARTICLE II: PURPOSES, POWERS AND DUTIES

Section 1. Purposes: The purpose of the Commission is to promote intergovernmental cooperation, planning, and development within the region. The Commission shall not become an additional governing body or replace any existing level of government within the region.

Section 2. Powers: The Commission shall possess, exercise, and discharge the powers and duties established by the Regional Development Act of 1969 as amended, Minn. Stat. Sec. 462.381 and following.

Section 3. 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 of 1969 and by these Bylaws.

ARTICLE III: COMMISSION MEMBERSHIP AND REPRESENTATION

Section 1. Membership: The Commission shall consist of the members as specified in the Regional Development Act of 1969, Minn. Stat. Sec. 462.388.

Section 2. Membership Selection: Members of the Commission shall be chosen as specified in the Regional Development Act of 1969. Where the Regional Development Act of 1969 does not specify how the members shall be selected the following procedure will be followed:

- A. One county board member shall be selected by the county board of each county;
- B. One township clerk, township treasurer, or one member of a township board of supervisors shall be selected at a meeting or by mail ballot of the chairpersons of township boards of each county;
- C. Two school board members elected by a majority of the chairpersons of school boards in the development region, at a meeting or by a mail ballot;
- D. One mayor or councilperson from a municipality of under 10,000 population from each county, selected by the mayors of all such municipalities in the county at a meeting or by a mail ballot;
- E. One member appointed by the Upper Sioux Community;
- F. The Commission will include four (4) public interest representatives who will be citizens representing public interests within the region (including members of minority groups). Each such member must be a person residing in the development region.

Members representing the public interests shall be selected by the Commission from nominees provided to the Commission after candidate suggestions from staff have been reviewed by the Board of Directors or Nominating Committee. Commissioners representing a public interest shall serve for a term of one year. Commissioners representing a public interest may be selected to succeed themselves.

Section 3. Term of Office: The term of office for regional commissioners who are elected shall be concurrent with the term of their elected office. Upon expiration of the commissioner's term in elected office, a successor shall be selected in the manner prescribed by the Regional Development Act of 1969 and these Bylaws. A commissioner, if re-elected to their elected office, may be selected to succeed himself/herself on the Commission. The secretary-treasurer or executive director of the Commission shall be responsible for notifying the various membership classifications when the term of their representative has expired.

Section 5. Vacancy: A vacancy in the office of commissioners 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 the governmental unit from which the commissioner was elected indicating that a commissioner no longer is authorized to represent such governmental unit. Also, if a commissioner has three (3) absences in any fiscal year, the Chairman shall contact the commissioner to review the attendance policy of the board. If a commissioner has four (4) absences in any fiscal year the commissioner shall be notified in writing that the position shall be considered vacant and the vacancy shall be filled in the manner prescribed in Sections 1, 2, and 4 of this Article. Special circumstances may be considered by the Commission (i.e., illness, accident, etc.).

Section 6. Per Diem and Expenses: The commissioners may receive a per diem as allowed by the MN RDC Act, the amount to be determined by the Commission, and shall be reimbursed for their reasonable expenses as determined by the Commission. Payment of per diem and expenses shall be made following the schedule established by the Commission.

ARTICLE IV: COMMISSION MEETINGS

Section 1. Annual Meeting: The annual meeting of the Commission shall be held in July each year on a date established and published by the Commission. The location shall be identified in the notice of the meeting as specified in Section 6 of this Article.

Section 2. Regular Meeting: The Commission shall hold at least six regular meetings each calendar year. Such regular meetings shall be on a date and location as established by the Commission and identified in the notice of meeting as specified in Section 6 of this Article.

Section 3. Interactive television meetings: Minn. Stat. § 13D.02.

Meetings may be conducted using interactive television under certain circumstances. When a meeting is conducted through interactive television, each member participating in the meeting, wherever he or she is located, is considered present at the meeting for purposes of determining quorum and participation. A meeting may be conducted through interactive television if the following conditions are met:

- All members participating in the meeting, wherever their physical location, can hear and see one another and hear and see all discussion and testimony presented at any location at which at least one Commission member is present.
- Members of the public present at the Commission's regular meeting location can hear and see all discussion, testimony, and council votes.
- At least one member of the Commission is physically present at the regular meeting location.
- Each location at which a Commission member is present is open and accessible to the public.
- In addition to the notice required for the meeting, if it was not held through interactive television, the Commission must also post a notice at the regular meeting site and at each of the sites from which a Commission member will be participating in the meeting.
- If interactive television is used to conduct a meeting, the Commission must allow a person, to the extent practical, to monitor the meeting electronically

from a remote location. The Commission may require the person to pay for the documented marginal costs that the Commission incurs as a result of the additional connection.

Section 4. Telephone or electronic meetings: Minn. Stat. § 13D.021, subd. 1.

Meetings may be conducted by telephone or other electronic means as long as the following conditions are met:

- The presiding officer, chief legal counsel, or chief administrative officer for the Commission determines that an in-person meeting or a meeting conducted through interactive television is not practical or prudent because of a health pandemic or an emergency declared under chapter 12 of the Minnesota Statutes. (See *Minn. Stat. ch. 12.*)
- All members of the Commission participating in the meeting can hear one another and can hear all discussion and testimony.
- Members of the public present at the regular meeting location of the Commission can hear all discussion and testimony and all votes of the members of the body unless attendance at the regular meeting location is not feasible due to the health pandemic or emergency declaration.
- At least one member of the governing body, chief legal counsel, or chief administrative officer is physically present at the regular meeting location unless unfeasible due to the health pandemic or emergency declaration.
- All votes are conducted by roll call so that each member's vote on each issue can be identified and recorded.
- Each member of the Commission participating in a meeting by telephone or other electronic means is considered present at the meeting for the purposes of determining a quorum and participating in all proceedings. (*Minn. Stat. § 13D.021, subd. 2.*)
- If the telephone or another electronic means is used to conduct a meeting, to the extent practical, the Commission shall allow a person to monitor the meeting electronically from a remote location. The body may require the person making a connection to pay for the documented additional cost the body incurs as a result of the additional connection (*Minn. Stat. § 13D.021, subd. 3.*)
- If telephone or another electronic means is used to conduct a regular, special, or emergency meeting, the Commission shall provide notice of the regular meeting location, of the fact that some members may participate by telephone or other electronic means, and, if practical, of the option of connecting to the meeting remotely. The timing and method of providing notice are the same as other regular, special, or emergency meetings held under the open meeting law (*Minn. Stat. § 13D.021, subd. 4; Minn. Stat. § 13D.04.*)

Section 5. Special Meetings: A special meeting of the Commission may be called for any purpose 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 the secretary-treasurer or executive director. It shall be the duty of the secretary-treasurer or executive director to provide notice to all members of a meeting to be held at such time and place of the meeting and shall fix the date of such meeting not less than three (3)

working days after the receipt of such request by the chairperson or secretary-treasurer or executive director. No business may be transacted at a special meeting except as has been described in the notice.

Section 6. Notice of Meetings: The schedule of the Commission's regular meetings are kept on file at the Commission office. The executive director of the Commission shall mail written notice of the time, place, and agenda of each meeting (regular or special) to each Commission member, not later than five calendar (5) days before the date. Such notices as provided herein shall be sent to each member using the contact information they provided to the Commission.

Section 7. 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.

Section 8. Quorum: Presence at any meeting 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. Vacancies as defined in Sections 3 and 4 of Article III shall not be included in determining voting membership.

Section 9. Voting Rights: The Chair can vote but should only exercise it as a last resort in order to maintain their impartiality while presiding over a meeting. The Chair can exercise their right to vote when it impacts the result. Every member of record at the date of the meeting, according to the records of the secretary-treasurer or executive director shall be entitled to one (1) vote. There shall be no voting at Commission meetings by proxy. Actions undertaken by the Commission must be approved by a simple majority vote of the quorum of members present.

Section 10. Minutes: The minutes of each meeting shall be prepared and distributed to the Commission members prior to the next regular scheduled meeting of the Commission or Board. 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.

Section 11. Conduct of Meetings: All meetings shall be conducted pursuant to Robert's Rules of Order unless otherwise provided by these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers and Duties: The business and affairs of the Commission shall be managed and governed by the Board of Directors whose actions and policies are 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. Actions undertaken by the Board of Directors on behalf of the Commission must be approved by a 2/3 vote of the quorum of Board of Directors. The Chair can vote but should only exercise it as a last resort to maintain their impartiality

while presiding over a meeting. The Chair can exercise their right to vote when it impacts the result.

The Board of Directors shall function as the Personnel Committee and Finance Committee for the UMVRDC and be empowered to meet on an emergency basis to handle issues that need immediate attention.

Section 2. Membership: The Board of Directors of the Commission shall consist of one commissioner and one alternate from each county, plus the chairperson of the Commission. A nominating committee shall annually develop a list of candidates for officers and the remaining board of director positions.

Up to two public interest representatives may serve on the Board of Directors at the same time. They would represent the county that they live in.

Section 3. Term of Office: 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 July meeting and may be selected to succeed himself/herself for a maximum of ten years. 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.

Section 4. 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.

Section 5. Meetings: Meetings of the Board of Directors shall take place at such time, and place as deemed necessary by the Board of Directors. Notice of Board meetings shall be sent to Commission members and those persons filing a written request for notification, at least three (3) days before the meeting.

Section 6. Quorum: A quorum of all meetings of the Board of Directors shall consist of a majority of the Board of Directors.

Section 7. Salary: A director may receive a per diem as allowed by law and expenses for each meeting of the Board of Directors attended. The payment of the per diem and allowable expenses shall be made according to a schedule established by the Commission.

Section 8. Minutes: The minutes of each Board of Directors meeting shall be prepared and distributed to all members of the Commission.

Section 9. Alternate: The commissioners from each county may nominate commissioners from their county to serve as first and second alternates for their Board of Director's representative. If a member of the Board of Directors is unable to attend a meeting due to circumstances beyond their control, they may request their alternate to serve for him/her during that meeting. During that meeting, the alternate may serve as a member of the Board of Directors and have all the authority granted to the same.

ARTICLE VI: OFFICERS

Section 1. Number of Officers: The officers of the Commission shall be a chairperson, a vice-chairperson, and a secretary-treasurer. The Commission may establish additional offices from time to time. The officers shall serve for a term of one (1) year and may be re-elected to succeed themselves. In no instance shall a commissioner be selected to serve an individual office more than two consecutive one-year terms. No two offices may be held by the same person at the same time.

Section 2. Chairperson: The chairperson shall be an elected official member of the Commission. For selecting a chairperson, a nominating committee shall be appointed by the Commission's chairperson. The nominating committee would then be charged with soliciting the Commission members who are eligible to become chairpersons to determine a list of candidates or a single candidate that would be recommended to the Commission membership at the annual meeting. At that point, the chairperson would also receive nominations from the floor for any additional candidates to be considered as chairperson for the Commission for the upcoming fiscal year. A member of the nominating committee may also be a candidate for chairperson. The chairperson shall be elected at the annual meeting of the Commission. The chairperson shall be responsible for carrying out the policy decisions of the Commission and shall have the powers and duties vested in him/her under and according to the Regional Development Act of 1969 of 1969, and any amendments thereto. Payment of per diem and expenses shall be made following the schedule established by the Commission.

The chairperson shall preside at all meetings of the Commission and the Board of Directors. The Chair can vote but should only exercise it as a last resort to maintain their impartiality while presiding over a meeting. The Chair can exercise their right to vote when it impacts the result.

Section 3. Vice-Chairperson: The vice-chairperson shall be elected by the Commission at the annual meeting of the Commission after being nominated by the Nominating Committee. The vice-chairperson of the Commission shall assist the chairperson in carrying out their duties 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 the Board of Directors, the vice-chairperson shall preside.

Section 4. Secretary-Treasurer: The secretary-treasurer shall be nominated by the Nominating Committee.

The secretary-treasurer shall authorize meeting minutes on behalf of the Commission and the Board of Directors and the monthly account of financial transactions of the Commission. The obligations of the secretary-treasurer may be delegated to the executive director or finance director.

Section 5. Bonding: All officers and employees of the Commission who handle funds of the Commission or who are custodians of property shall be bonded in the amount to be determined by the Commission. The cost of such bond or bonds shall be paid

from the funds of the Commission.

Section 6. Vacancies: If a vacancy occurs in the office of the chairperson, a new chairperson shall be elected at the next meeting of the full Commission according to procedures established by these Bylaws. Such a chairperson shall serve until the succeeding annual meeting.

If a vacancy occurs in the office of vice-chairperson or secretary-treasurer, the Board of Directors shall select a successor from among its membership to serve out the existing term of such office.

ARTICLE VII: ADMINISTRATION

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

Section 2. Duties: The executive director is to be appointed by the Commission from among the citizens of the nation at large and shall be selected based on their 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, they shall be responsible for the administrative and personnel functions of the Commission. They shall make decisions 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 chairperson, within policy areas approved by the Board of Directors or by the Commission) and may consult and confer with appropriate public officials on behalf of the Commission in connection with its program or the achievement of its goal and purposes.

Section 3. Delegated Duties: The Commission may grant general or specific authority to the executive director to execute instruments for and on behalf of the Commission.

Section 4. Hiring Authority: The executive director shall serve as the hiring authority and make decisions as to the size, qualifications, and responsibilities of the staff employed by the Commission.

Section 5. Technical Assistance: Basic administrative, research, and planning services for all regional planning and development bodies may be provided by the Commission. The Commission may contract to obtain or perform services with state agencies, nonprofit regional groups, subdistricts organized as a result of federal programs, and councils of government organized under Minnesota Statutes, Section 471.59. or any other law, and with local governments.

Section 6. Committees: The Board of Directors may establish such committees as it deems necessary to carry out its duties and responsibilities and may, from time to time, recommend the establishment of additional committees to the full Commission.

ARTICLE VIII: FINANCE

Section 1. Program Year: The fiscal year shall be July 1 to June 30.

Section 2. Budget: The executive director of the Commission shall be responsible for submitting a budget to be considered by the Commission membership. In the absence of an executive director, the chairperson of the Commission shall appoint a committee, which, in turn, will recommend to the full Commission a proposed budget. The proposed budget shall be considered by the full Commission at the annual meeting in July of each year.

Section 3. Hearings: The Commission shall conduct such hearings regarding the proposed budget as specified in the Regional Development Act of 1969 of 1969.

Section 4. Disbursement of Funds: Disbursement of funds of the Commission shall be digitally signed using the Executive Director and Commission Chair signature. In the absence of an executive director, the Board of Directors will designate a member of the Commission's administration to sign on behalf of the executive director.

Section 5. Depository: 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 be signed by the chairperson and secretary-treasurer and made part of the Commission minutes.

ARTICLE IX: AMENDMENT TO BYLAWS

Section 1. Amendment of Bylaws: The Bylaws of the Commission may be amended by the majority vote of the members of the Commission at any regular meeting of the Commission 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 meeting. The Board of Directors shall have no power or authority to amend or repeal these Bylaws.