

**RED RIVER  
REGIONAL COUNCIL**

**BYLAWS**

**SEPTEMBER 2007**

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**AGREEMENT FOR THE JOINT EXERCISE OF  
GOVERNMENTAL POWERS FOR THE  
RED RIVER REGIONAL COUNCIL  
REGION IV**

**ARTICLE I - PREAMBLE**

The purpose of this organization is to provide the local leadership required for developing and carrying out plans of action for overall development of our natural and human resources within North Dakota's Substate Planning Region IV, which consists of Grand Forks, Nelson, Pembina, and Walsh Counties.

**ARTICLE II - AUTHORITY**

- Sec. 1 State Executive Order No. 49: On September 18, 1969, Governor William Guy issued Executive Order No. 49 which divided the state into eight regions for planning and service delivery purposes. Region IV consists of the counties of Grand Forks, Nelson, Pembina, and Walsh, inclusive.
- Sec. 2 The counties which make up Region IV have endorsed the Red River Regional Council as the multi-county planning agency for the purposes described herein. These counties have also provided financial support to the Regional Council.
- Sec. 3 The Red River Regional Council is organized under Chapter 54-40-08 of the North Dakota Century Code.

**ARTICLE III - NAME, STATUS, AND OFFICIAL BODIES**

- Sec. 1 NAME: The name of the organization shall be the Red River Regional Council, hereinafter referred to as the Council.
- Sec. 2 STATUS: The organization is an independent entity having as its primary concern the development and proper use of all resources for the economic and social improvement of the entire region.
- Sec. 3 STRUCTURE: The organizational structure of the Council consists of the Council, Executive Committee, and Committees.

**ARTICLE IV - PURPOSES AND POWERS**

- Sec. 1 PURPOSES:
- a. To develop and maintain a long-term continuing planning process for the physical, social, and economic development of the area.
  - b. To strengthen the capacity and capability of local officials to deal with common problems and realize opportunities through regional policies and programs.
  - c. To cooperate and assist in carrying out local and regional development plans.
  - d. To secure the required technical, financial, educational and other services required to

develop local projects and plans.

- e. To facilitate the coordination of separate functional plans, programs, and projects in order to minimize overlap and avoid duplication of effort.

Sec. 2

**POWERS:**

- a. The organization does not have any legal authority to enact legislation, create rules, or otherwise place binding measures upon governmental agencies within the region except as may be authorized by those agencies. Legal authority needed to carry out certain projects may be furnished by the county, the community, or any other governmental entity in which the project is located.
- b. To maintain administrative control and authority over all activities of the agency, including control of budgets for operations conducted by the agency, except as may be provided by agreement between the Council and another agency. The final authority on all agency activities, policies, plans, and other matters, resides with the Council, although the Council may delegate authority to various committees that it may establish.
- c. To direct and be responsible for all planning activities conducted by the agency, including the final approval of a plan and planning documents developed for the regional area.
- d. To secure the required technical, financial, educational and other services to develop and apply a comprehensive regional plan.
- e. To receive funds from any source to achieve these purposes and to expend such funds in connection therewith.
- f. To contract, sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise deal in real or personal property or any interest therein, wherever situated.
- g. To employ staff or otherwise engage personnel to carry out its functions and to retain control of these personnel as may be set forth in the personnel policy.
- h. To review and comment upon all project proposals and grant applications developed in the regional area which pertain to the areas of concern of the Council.
- i. To receive reports for consideration and action from committees established by the Council and concerning all activities sponsored by or of interest to the Council.
- j. To make recommendations on project proposals, grant applications, legislation, and any other matters of concern to the Council to the appropriate persons or agencies.

**ARTICLE V - MEMBERSHIP**

Sec. 1

Total membership on the Council must be determined by the participating units of general local government, subject to the following minimum criteria of membership:

- a. A majority of the full Council membership must be comprised of existing elected city officials and county commissioners. Selection of these members must be by their respective governing bodies.

- b. One member of the Council must represent identifiable minority groups existing in the region. Selection of the member may be made by the minority groups and/or upon invitation from the Council.
- c. One soil conservation district supervisor from each county must be appointed to the Council to represent the agricultural and natural resource interests of the region. The appointment of the soil conservation district supervisor must be made by the respective boards of soil conservation districts. If any county should contain more than one soil conservation district, either in whole or in part, the concerned boards of the affected districts shall meet and jointly agree upon a single appointment to the Council.
- d. One or more members of the Council, selected by the local development corporations, shall represent the organized local development corporations existing in the region.
- e. The chairperson or designee of the Regional Employment Training Council must be appointed to the Council.
- f. The City of Grand Forks shall be represented by the mayor or mayor's designee.

Sec. 2 **ALTERNATES:** The county commissioners, soil conservation district supervisors, and elected mayors or duly designated officials representing each incorporated community from a specific county or district may designate another city representative, county commissioner, or district supervisor to serve as an alternate on the Council. In addition, the Local Development and Regional Employment Training Council may select an alternate from their respective groups to act as alternates to the Council. The alternate will have full voting privileges.

Sec. 3 **TERM OF OFFICE:** The term of office of each Council member shall be four years and they may be re-appointed for additional terms. However, if a person who is a member of the Council as a result of being a member of the governing body of a city, soil conservation district, or a county commissioner is not re-elected, that person's term on the Council shall expire at the same time the person's term for public office expires, and another person shall be appointed in the same manner as the original selection was made. The new appointee shall serve the remainder of the existing term of the previous member and begin a new term of his/her own at the end of the previous term.

Sec. 4 **STAGGERING TERMS:** The Council members shall serve on staggering terms with four members' terms expiring each fiscal year.

Sec. 5 **ABSENTEEISM OF MEMBERS:** Council members or their alternate are required to attend a minimum of 75% of the Board meetings each fiscal year or be subject to removal.

Sec. 6 **DISCONTINUANCE OF MEMBERSHIP:** A governmental unit may withdraw at any time when the governing body signifies by resolution in writing to the Council their request for withdrawal.

## **ARTICLE VI - OFFICER AND OFFICIAL BODIES**

Sec. 1 **REGIONAL COUNCIL:**

- a. Officers and Terms of Office: The officers shall consist of President, Vice-President, and Treasurer. The term of office shall be two years and they may be re-elected to the same position for two additional terms. The President, Vice-President and Treasurer shall be elected from the membership of the Council.
- b. Duties of Officers:
  - 1. *President* - Presides at all meetings of the Council, makes appointments as authorized by the Council, signs all official communications of the Council unless otherwise indicated or authorized by the Council, and carries out all other responsibilities assigned by the Council.
  - 2. *Vice-President* - Acts for the President in his/her absence, assuming all powers and duties of the President during such absences.
  - 3. *Treasurer*: Approves all disbursements of funds by the Council and performs all other duties naturally incumbent upon this position.
- c. Election Procedure: Election of officers shall be held at the February meeting of each odd-numbered year, with offices assumed immediately. Refer to Section 3 for Nominating Committee Procedures. Special elections to fill vacancies will be held at either of the next two regular meetings of the Council following the announcement of the vacancy.
- d. Meeting Schedule: The Council shall meet as often as determined necessary by the Council. Special meetings may be called by the President or at the request of one-third of its membership.
- e. Quorum: A simple majority of Executive Council members is considered to be a quorum or an official Council meeting.
- f. Minutes: Minutes of all Council meetings will be provided to each Council member.
- g. Procedures and Bylaws: All questions of parliamentary procedure shall be settled according to Robert's Rules of Order except when they are inconsistent with bylaws of the organization.

Sec. 2 EXECUTIVE COMMITTEE

- a. Officers and Membership: Seven members from the Council shall serve on the Executive Committee. The Executive Committee shall consist of the President, Vice-President, Treasurer, one soil conservation district supervisor, one mayor, one county commissioner from the Region, and the minority representative.
- b. Term of Office: The term of office shall be two years, and officers may be re-elected to the same position for no more than two additional consecutive terms. The minority representative is a permanent member of the committee.
- c. Election Procedure: Election of Executive Committee Members shall be held at the February meeting of each odd-numbered year, with membership assumed immediately.

Refer to Section 3 for Nominating Committee Procedures. Special elections to fill vacancies will be held at either of the next two regular meetings of the Council following the announcement of the vacancy.

- d. Quorum: A quorum shall consist of a simple majority. In the event that the committee is comprised of an even amount of members, a quorum is represented by exactly one-half of the committee members.
- e. Meeting Schedule: The Executive Committee shall meet annually or as deemed necessary by the President, other committee members, or at the request of the Executive Director in order to conduct Council business.
- f. Minutes: Minutes of all Executive Committee meetings will be kept and reported to the full Council at their next regular meeting.
- g. Duties:
  1. Appoint, remove, and fix salary of any person deemed necessary to serve the purposes of the Council or enter into a contract for services rendered.
  2. Recommend policies, studies, or plans to the Council.
  3. Determine arrangements under which planning resources of the Council would be made available to member governments or resource committees and provide the same.
  4. Promote the area through recommendations for proposals advantageous to the Region and consistent with overall planning objectives, priorities, and goals set by the Council.
  5. Propose an annual budget and work program to the Council upon the recommendation of the Executive Director.
  6. Provide the opportunity for federal and state agencies to serve as resource personnel in matters of importance to any organizational level of the Council.
  7. Appoint replacements to the Executive Committee, as necessary, until the Council convenes and elects a member.
  8. Appoint ad-hoc committees as needed.

Sec. 3 NOMINATING COMMITTEE PROCEDURES:

- a. The President shall appoint three members of the Board of Directors to serve on a Nominating Committee in December of each even-numbered year. The Nominating Committee shall provide their slate of candidates to the Board of Director for the offices of President, Vice President and Treasurer as well as three additional members to serve on the Executive Committee at the following February Board of Directors meeting. Additional nominations may be made by members of the Board of Directors at that time. Elections will be held at this meeting and new officers and Executive Committee members shall assume their positions immediately.

Sec. 4 STANDING COMMITTEES:

- a. Establishment of Committees: The Council shall have three standing committees including:
1. Economic Development Committee
  2. Community Development Committee
  3. Resource Conservation and Development Committee
- Committees are solely empowered to propose, review, analyze projects and programs intended to further the mission of the Council. The Committees must submit their funding recommendations to the Board of Directors for final review and decision.
- b. Committee Responsibilities:
1. Economic Development Committee: oversight and management of grant, loan, and consulting programs targeted towards economic development activities that promote job creation and job retention.
  2. Community Development Committee: address housing, public infrastructure, handicap accessibility and other activities necessary to promote community development and growth.
  3. Resource Conservation and Development: accelerate the conservation, development and utilization of natural resources to improve the general level of economic activity and to enhance the environment and standard of living in the region.
- c. Committee Membership: Membership on standing committees shall be appointed by the President of the Board and subject to approval by the Board of Directors. The Board members shall be solicited as to their committee preferences. Each standing committee must maintain membership from each of the four counties included in the Council's service area. Membership on such committees is not limited to the Directors of the Council; however, the majority of members on a committee must be members of the Board of Directors. Each committee may add advisory members at their discretion, subject to the approval of the Board of Directors.
- d. Ad hoc Committees: The Council also may establish special ad hoc committees to perform services, provide information or advice, or perform specific tasks as determined by the Council. Such committees shall have membership, conduct meetings, and have authority as specifically designated by Council action.
1. Committees established by the Council may themselves establish ad-hoc committees for specific purposes.
  2. Any committee is responsible to the body which established it.
- e. Advisory Members: Committees may have advisory members who would have voting privileges in their respective committees. Advisory members on standing committees shall serve a committee term of four years and may be asked to serve additional terms. Advisory members who miss three consecutive meetings may be considered for dismissal

following the third meeting.

- f. Quorum: A quorum in each committee is represented by a simple majority.

#### **ARTICLE VII - FINANCES**

- Sec. 1 The Council, having no authority to levy funds, will depend upon financial contributions from its membership, secured grants and contracts for services. Council staff shall propose an annual budget to the Executive Committee for each fiscal year no later than the end of the third fiscal quarter. The Executive Committee shall present their recommended budget to the Board of Directors during the fourth quarter. The budget must be approved by the Board of Directors prior to year end.
- Sec. 2 Each of the counties will be asked by the Council to contribute to the operating fund to the extent needed and their resources will permit. Funds will be deposited in a checking account in the name of the Red River Regional Council.
- Sec. 3 Expenditure of funds will be authorized by the Council and disbursement will be made by a dual signature as follows:
- a. Payroll checks and tax deposit checks may be signed by any two of: the Executive Director, the designated Fiscal Officer, the Treasurer, or the Board President.
  - b. Petty cash checks may be signed by at least two designated Council employees.
  - c. Checks for operating expenses may be signed by either the Executive Director or the designated Fiscal Officer, and the Treasurer or the Board President.
  - d. Economic Development checks are to be signed by either the Executive Director or the designated Revolving Loan Fund Manager, and either the Treasurer or the Board President.
- Sec. 4 Gifts may be accepted by the Council. The Council may also apply for grants to fund specific portions of its activities. Funds obtained through such grants will be disbursed in accordance with the terms of the grants.

#### **ARTICLE VIII - DISSOLUTION**

- Sec. 1 Method of Property Distribution: Upon dissolution of the corporation, all properties legally entitled to the Council will be converted to cash and divided between the participating entities in the ratio to their contribution during the year of such dissolution subject to specifications of individual grants.

#### **ARTICLE IX - AMENDMENTS**

- Sec. 1 The bylaws may be amended or added to at regular meetings of the Council, provided written notice shall have been sent to each member of the Council, which notice shall state the amendments or changes which are proposed to be made. Notice of said meeting and changes must be mailed no later than five days prior to the meeting. Proposed amendments and changes shall be considered to be passed if two-thirds of the members present vote in the affirmative.

#### **ARTICLE X - NON-DISCRIMINATION**

Sec. 1 No applicant or employee of the Council shall be appointed to, demoted, or dismissed from any position or in any way favored or discriminated against with respect to employment in the Council because of religion, race, sex, color, national origin, or any other discrimination prohibited by federal or state law. The application of this principle shall encompass all activities including recruitment, examinations, certifications, appointments, training, promotions, retention, and all other related personnel functions.

**ARTICLE XI - ADOPTION**

Sec. 1 These revisions and additions to the bylaws shall be effective upon their adoption by two-thirds (2/3) of the members present.

ADOPTED ON: September 20, 2007

ATTEST BY:

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Corene Vaughn  
President