



## Commission By-Laws

**WHEREAS**, the counties of Clay, Effingham, Fayette, Jasper and Marion, in the State of Illinois, have each previously adopted joint resolutions for the establishment of a "*regional planning commission*" and said resolutions include provisions for the establishment and adoption of "*by-laws*" . . .

**NOW THEREFORE, BE IT RESOLVED** that the following by-laws be and are hereby adopted as the official by-laws of the South Central Illinois Regional Planning and Development Commission (SCIRP&DC).

### ARTICLE 1 NAME AND LOCATION

**Section 1.1. Governing Document.** This document together with any written amendments hereinafter duly adopted shall constitute the by-laws of the Commission and any previous versions of the Commission's by-laws are hereby amended by the complete substitution of this document.

**Section 1.2 Name.** The name of the Commission shall be the "*South Central Illinois Regional Planning and Development Commission*".

**Section 1.3. Office Location.** The offices of the South Central Illinois Regional Planning and Development Commission shall be located at 120 South Delmar Avenue, Suite A, Salem, Illinois 62881-2000. However, the Commission may hold its regularly scheduled business meetings at

such other places as it may designate by so voting the change and place of each meeting. This will normally be accomplished by the adoption of an "***Annual Business Meeting Schedule***" at the November business meeting each calendar year. In general, the Commission's offices shall remain open and staffed during normal business hours (*8:00 AM to 4:00 PM Monday through Friday, except holidays*) whenever it is safe for the staff and productive to do so. When in the opinion of the Executive Director the offices are closed on an emergency basis, the staff will be notified by phone or e-mail at their homes and the local news media will be advised of the closing.

**Section 1.4. Definitions and Terms.** As used in these by-laws, the terms have the indicated meaning provided below:

"*Commission*" or "*SCIRP&DC*" shall refer to and mean the South Central Illinois Regional Planning and Development Commission.

"*The Region*" or "*Five-County Area*" shall refer to and mean the Illinois counties of Clay, Effingham, Fayette, Jasper and Marion as well as the entirety of the corporate limits of the City of Centralia and the City of Wamac, Illinois..

"*Local Units of Government*" shall refer to and mean any village, town, city, township or county located within Clay, Effingham, Fayette, Jasper and/or Marion County.

"*The Act*" shall refer to and mean Chapter 55, Division 5, Section 14001, et. seq. of the Illinois Compiled Statutes (as revised) through which the respective counties were granted the necessary authority to create and establish the Commission in order to prepare a "*regional plan*".

## ARTICLE 2 POWERS AND RESPONSIBILITIES

**Section 2.1. Legal Authority.** The Commission shall function in accordance with the provisions of the *Illinois Regional Planning Act (Illinois Compiled Statutes [as amended], Chapter 55, Division 5, Section 14001)*, and the previously adopted county board joint resolutions establishing the Commission to serve Clay, Effingham, Fayette, Jasper and Marion Counties.

**Section 2.2. Functions and Responsibilities.** In accordance with the legal authority cited in Article 2, Section 2.1, the Commission:

(a) Shall encourage the *cooperation of the political subdivisions* within the five-county region, in any matters whatsoever which may concern the regional plans or programs prepared by and/or established through the Commission as an aid toward coordination of municipal plans and aspirations with regional goals and objectives.

(b) Shall prepare and recommend to the County Boards, a regional (*i.e., multi-county*) plan, or functional segments thereof, looking to the present and future efficient growth and development of the five-county region. The regional plan may include recommendations for industrial development, land use, traffic circulation, the general location of public works, revitalization and rehabilitation, and other such considerations relevant to an orderly areawide planning process. Such plan shall be known as the Comprehensive Economic Development Strategy: South Central Region. The South Central Illinois Regional Planning and Development Commission may thereafter from time to time, recommend changes in (*or updates to*) the aforesaid multi-county plan.

(c) Shall prepare and recommend to the County Boards, from time to time, other *functional* plans for specific improvements to promote the realization of the multi-county plan and/or various components thereof (*including but not limited to functional plans such as Water & Sewer Needs Analysis Study, Regional Housing Element, Regional Solid Waste Management Plan, etc.*).

(d) Shall have access to information reports, and data relating to local planning that are available to and in possession of departments of the municipal and/or county governments located within Clay, Effingham, Fayette, Jasper and Marion County.

(e) May request, for its information, all municipal or other agency plans, zoning ordinances, official maps, building codes, subdivision regulations, or amendments or revisions of any of the aforementioned documents, as well as copies of reports dealing in whole or in part with planning-related matters from the region's local governments.

(f) Shall consult with and advise units of government concerning the relationship of any local (*site specific*) plans, projects, proposals, and policies adopted or under consideration by any such unit of government to other local or regional plans, projects, proposals, and policies applicable to South Central Illinois Region (*i.e., Clay, Effingham, Fayette, Jasper and Marion County*) as a part of the Commission's routine functions for the region and compliance with the federal Single Point of Contact (*SPOC*) process (*as applicable*).

(g) Shall have authority to contract with any general purpose unit of local government, special taxing district or other public or private sector for profit or non-profit organization within or serving the five-county region to provide specialized planning services or technical staff assistance with appropriate reimbursement, when so requested and deemed appropriate by the Commission's Executive Director and/or the Board of Commissioners.

(h) Shall annually prepare an *"Indirect Cost Allocation Plan & Agencywide Operating Budget"* in the same manner as other departments of the county or municipal government. Each of the respective County Boards and the two (2) communities with the greatest population within each of the five counties shall annually appropriate from their funds on a per capita basis and the administrative staff shall cause to be deposited with the Commission such amounts as may mutually be agreed upon by said county boards and municipal governments, such total amount to be reflective and representative of the population of said region, according to the latest official U.S. Census of Population along with any special assessment as may be mutually agreed upon.

(i) The Commission shall deposit said funds in a local federally insured lending institution acceptable to the Board of Commissioners for utilization along with other Commission financial resources. Pledges of security shall be routinely requested of the selected lender for any amounts invested above such federal depository insurance limits as required by the Commission's *Investment Policies, Objectives and Procedural Guidelines*@

(j) Shall have authority to make expenditures upon vouchers executed by proper officers of the Commission from funds appropriated by the separate county boards and other municipal governments as well as those received from all other local, regional, state and federal funding sources.

(k) Shall have the authority to accept, receive and subsequently administer and expend, or pass through to its constituent local governments, any monies received as gifts, donations, or grants from public or private sources for planning, technical assistance, grant writing and management, business development financing related purposes, or any other lawful purpose, and deposit the same in the Commission's *Operating Fund* account, and subsequently prepare written warrants

officer of the South Central Illinois Regional Planning and Development Commission along with its Executive Director.

(l) Shall have the authority to accept, and receive *loan funds* from local, regional, state and federal funding sources and offer security (*where necessary*) for such indebtedness in connection with the establishment and operation of areawide direct loan programs of benefit to the region (*including the administration of one or more areawide revolving loan programs designed to promote private sector investments which create or retain local employment opportunities and/or remove impediments to the region's orderly growth and development*)

(m) Shall have authority to negotiate, enter into and award contracts (by competitive bidding or sole source selection means) with respect to any funds, grants, loans for necessary support services (*professional consulting fees, legal fees, auditing fee's, etc.*) from whatever source derived, within the limits of such funds provided for in the Commission's board approved annual *Indirect Cost Allocation Plan & Agencywide Operating Budget*@.

(n) Shall have authority to appoint and continuously employ an Executive Director and such other full and/or part-time salaried and/or hourly employees as it deems necessary and engage the services of contractual employees or part-time consultants as it may require, *within the limits of the funds allocated within the Commission's* *Indirect Cost Allocation Plan & Agencywide Operating Budget*@.

(o) May acquire real estate and improvements, equipment and materials for the Commission's use in *fulfilling* its functions on behalf of the region's public and private sector leadership and legally incur the resultant expenses within the limits established within the Commission's *Indirect Cost Allocation Plan & Agencywide Operating Budget*@.

### ARTICLE 3 POLICY-MAKING BODY COMPOSITION

**Section 3.1. Board Membership.** The Commission's governing body membership shall be known as the "*Board of Commissioners*" and shall be comprised of six (6) representatives from each of the five (5) participating counties, of which:

- one (1) member shall represent each participating county and shall normally be the Chairman of the County Board, (*or their appointed representative*) and whose term shall coincide with his or her term of office as such;

- one (1) member each shall represent the two (2) most heavily populated municipalities within each participating county who shall normally be the Mayor or Village Board President (*or his or her official representative*) so selected with the advice and consent of the City Council or Village Board of the respective communities, and whose terms of appointment shall be for their term of office or two (2) years;

- two (2) members who are residents of the respective counties shall be appointed by the County Board Chairman with the consent of the County Board to represent the varied interests and economic sectors of the citizens of the said county, and whose term of appointment shall be for two (2) years (*or until a new appointment is made*);

- one (1) member from each participating county shall be appointed by a *caucus* of the Mayors and Presidents representing the City Councils and Village Boards of the remaining incorporated general purpose units of government within the said county not granted direct representation to the Commission's governing body by the preceding paragraphs whose term of office shall be for two (2) years (*or until a new appointment is made*); and

- the Commission's Executive Director who shall serve as an "*ex-officio*" (*non-voting member*) thereby representing the 31st member of the Commission's governing body while affording *equal representation* for each of the region's five participating counties.

**Section 3.2. Board Authority.** The *corporate authority* for the Commission and the overall direction of its policies and affairs shall be entrusted to the membership comprising the Board of Commissioners as described in Section 3.1 of this Article. Commissioners shall be seated on the "*Board of Commissioners*" for a term commensurate that previously described except that the term of appointment for a Commissioner appointed to fill a *vacancy* on the Commission's governing body shall be for the *unexpired term* of the predecessor.

**Section 3.3. Board Replacements.** In the case of death, incompetency, malfeasance in office, neglect of duty, relocation outside the region, or other reasonable cause(s), a Commissioner may be *removed* from the Board of Commissioners by action of the *appointing authority*. Repeated absences from monthly Commission meeting (*i.e., attending less than three [3] meetings in a given calendar year without good cause*) may be deemed *neglect of duty* and shall be reported by the Commission's Executive Director to the *appointing authority* for a possible new appointment.

**Section 3.4. Board Compensation.** Members appointed to the Board of Commissioners (*or standing committees thereof*) shall serve *without financial compensation* but may be reimbursed for out of pocket expenses actually incurred in the performance of their Commission duties and responsibilities in accordance with the policies of the Commission in effect from time to time.

## ARTICLE 4 COMMISSION OFFICERS

**Section 4.1. Officers.** The officers of the South Central Illinois Regional Planning and Development Commission shall include: a Chairman; a First Vice-Chairman; a Second Vice-Chairman; a Corporate Secretary and a Treasurer.

**Section 4.2. Chairman.** The *Chairman* shall preside at all regularly scheduled business meetings of the Commission except as otherwise authorized by resolution of the Commission. Except as otherwise provided for, the Chairman shall sign all contracts, notes, deeds, and other legal instruments made by the Commission. At each business meetings, the Chairman shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Commission. The Chairman is entitled to vote on any matter coming before the Board of Commissioners.

**Section 4.3. First Vice-Chairman.** The *First Vice-Chairman* shall perform the duties of the Chairman in the absence of or the Chairman's incapacitation, and in case of the resignation or death of the Chairman. The First Vice-Chairman shall perform such duties as are normally entrusted to the Chairman, until such time as the Chairman is able to resume his or her responsibilities or the Board of Commissioners shall elect a new Chairman.

**Section 4.4. Second Vice-Chairman.** The *Second Vice-Chairman* shall perform the duties of the Chairman in the absence or incapacity of the Chairman and First Vice-Chairman, and in case of the death or resignation of the Chairman and First Vice-Chairman. In such instances, the Second Vice-Chairman shall perform such duties as are normally entrusted to the Chairman, until such time as the Chairman or First Vice-Chairman is able to resume his or her responsibilities or the Board of Commissioners shall elect a new Chairman.

**Section 4.5. Corporate Secretary.** The *Corporate Secretary* for the Commission shall keep (*or oversee*) the official records (*i.e., minutes*) of the Commission, shall function as secretary for the meetings of the Commission and record all votes, shall keep an accurate record of the proceedings of the Commission in a *journal of proceedings* to be kept for such purpose, and shall perform all other required duties incidental to his or her office. The Corporate Secretary shall attest to signatures of Commission officials affixed on all contracts and instruments authorized to be executed by the Commission.

**Section 4.6. Treasurer.** The *Treasurer* shall have the responsibility to oversee all funds entrusted to the Commission and shall insure that the Commission's staff members deposit the same in the name of the Commission, in such bank or banks within the region as the Board of Commissioners may select. The Treasurer shall be authorized to sign all orders and checks for the payment of money and shall oversee pay out and disbursement of such monies under the direction of the Board of Commissioners. The Executive Director shall keep the Treasurer informed of any significant issues related to the Commission's business affairs.

All such Commission orders and checks shall be signed by an elected officer and the Commission's Executive Director. The Treasurer shall insure that the Commission's Office Manager/Bookkeeper maintains proper journals and ledgers showing receipts and expenditures and shall render to the Board of Commissioners at each regular business meeting (*or more often when requested*) an account of the agency's transactions and the general financial condition of the Commission.

Like other officers, the Treasurer shall give such bond for the faithful performance of his or her duties as the Commission may designate. The Treasurer shall insure that the Commission authorizes an independent audit at the end of each fiscal year by a qualified certified public accounting firm and the resultant audit report shall be presented and eventually accepted by the Board of Commissioners.

**Section 4.7. Executive Director.** The *Executive Director* shall be appointed by the Board of Commissioners and shall be well qualified in the fields of municipal and regional planning, public administration and business management. The Executive Director shall have general supervision over: the *routine administration* of the corporation's business and affairs; the *direction and supervision* of all programs and personnel; *hiring and dismissal authority* of professional and non-professional staff in accordance with the Commission's personnel policies; and shall be empowered to *contract* in the name of the Commission for such services, supplies and commodities as required to fulfill the organization's duties and responsibilities and implement the Commission's annual *Indirect Cost Allocation Plan & Agencywide Operating Budget*.

The Executive Director shall serve as an "ex-officio" member of both the Board of Commissioners and all Standing Committee (*with the exception of the Personnel Grievance Committee*) and shall be the exclusive agent of the Commission. In such capacities, the Executive Director shall be a co-signer of all orders and checks issued by the Commission and shall also serve as Assistant Corporate Secretary when necessary or expedient. The Executive Director shall give such bond for the faithful performance of his or her duties as the Board of Commissioners (*or various funding sources*) may designate. The compensation of the Executive Director shall be reviewed annually and established by the Board of Commissioners.

**Section 4.8. Other Commission Personnel.** The Board of Commissioners, acting upon the advice and counsel of the Executive Director, may from time to time employ such *additional* full or part-time personnel (*or private contractors or consultants*) as may be deemed necessary to effectively carry out the duties and responsibilities of the Commission on behalf of its local constituents.

**Section 4.9. Delegation of Duties.** The duties and responsibilities imposed upon the various officers of the commission (*as set forth in earlier portions of this article*) may be "*delegated*" to other persons (*typically a full time permanent employee of the Commission*) but each officer shall continue to *directly supervise* the actual performance of said duties and responsibilities for the good of the regional organization.

**Section 4.10. Election of Commission Officers.** The Chairman, First Vice Chairman, Second Vice Chairman, Corporate Secretary and Treasurer (*along with five (5) additional At-Large Members of the Executive Committee*) shall be elected at the Annual Meeting of the Commission from among the membership of the Board of Commissioners, and shall hold office (*beginning with the next subsequent regularly scheduled monthly business meeting of the Commission*) for one year (*12 months*) or until such time as their successors are duly elected and seated.

Prior to the *Annual Meeting* of the Commission, a "*Nominating Committee*" consisting of one Commissioner from each of the five (5) participating counties, shall be appointed by the Chairman and charged with the responsibility of recommending a "*slate of candidates*" for each of the ten (10) positions on the Executive Committee. In addition, nominations for Executive Committee membership will be accepted "*from the floor*" the evening of the Annual Meeting.

**Section 4.11. Filling of Vacancies.** Should any position on the governing body or a standing committee become vacant, the Board of Commissioners shall elect a *successor (from the same county)* from among its membership at the next regularly-scheduled monthly business meeting of the Commission and such election shall be for the unexpired term of said office.

## STANDING & SPECIAL COMMITTEES

**Section 5.1. Committee Authorizations.** There shall be established and maintained the following "*standing committees*" to assist and advise the Executive Director and Board of Commissioners in their respective areas of concern: the Executive Committee; the Operations and Budget Committee; the Personnel Grievance Committee; and the Areawide Loan Review Committee.

**Section 5.2. Executive Committee.** The *Executive Committee* shall be composed of the elected officers of the Commission, five (5) additional members elected "*at large*" from the Board of Commissioners and the Executive Director who shall serve as an ex-officio member. The Executive Committee shall be composed of at least two members from each of the five participating counties who are also members of the Board of Commissioners and shall have the necessary powers, including but not limited to bi-annually reviewing and recommending modifications to the Commission's By-Laws, to otherwise act for the Commission in the absence of the Board of Commissioners in emergency situations or when expedient to do so between regularly scheduled monthly business meetings of the Commission. As such, their term of committee membership shall be commensurate with the term of their election by the full Board of Commissioners or until such time as they are duly replaced by the Board of Commissioners as provided for in Sections 4.11 and 4.12.

Six (6) members of the Executive Committee shall constitute a quorum. The act of the majority of those present at which there is a quorum has been achieved, shall be the act of the Executive Committee. *Minutes* shall be kept and all actions of the Executive Committee shall be reported to the Board of Commissioners at the next regularly scheduled Commission meeting.

and *approval* by the membership of the Board of Commissioners.

**Section 5.3. Operations and Budget Committee.** The Operations and Budget Committee shall be composed of at least two members from each of the five (5) participating counties who are also members of the Board of Commissioners and the Executive Director who shall serve as an ex officio member. Membership on this committee shall be appointed by the Commission's Chairman. This committee shall be responsible for working closely with the Executive Director to formulate an "*annual operating budget*" as required by Section 2.2(h) of these by-laws. Accordingly, their term of committee membership shall be commensurate with that of the Chairman who made the appointment or until such time as they are duly replaced by further appointments made by the Commission Chairman.

Six (6) members of the Operations and Budget Committee shall constitute a *quorum* and the act of the majority of those present at which a quorum is achieved shall be the act of the Operations and Budget Committee. Since this committee's primary purpose principally centers upon consideration of a variety of *budgetary-related matters* for the purpose of formulating recommendations to the Board of Commissioners, unless otherwise instructed, minutes of such committee meetings will not be kept.

**Section 5.4. Personnel Policy Committee.** As required by Section 2 of the ASCI RP&DC Personnel Policies", the Commission's *Personnel Policy Committee* shall be composed of two members from each of the five participating counties, who shall also be a member of the Board of Commissioners. Accordingly, their term of committee membership shall be commensurate with that of the Chairman who made the appointment or until such time as they are duly replaced by further appointments made by the Commission Chairman.

As a courtesy, the minutes reflecting the actions taken by the Executive Committee shall be submitted for *retroactive confirmation*. The principal functions of this committee centers upon bi-annually

reviewing the ASCI RP&DC Personnel Policies@ and as necessary,

*interpreting* the agency=s personnel policies in an attempt to resolve any grievance filed by a full-time Commission employee at the *lowest possible level*. Except for the aforementioned bi-annual review function, a meeting of a five-member subset of this committee (*known as the Personnel Grievance Committee*) will not be deemed necessary until all efforts have been exhausted to resolve the employee grievance by action of the Commission's Executive Director.

Six (6) members of the Personnel Policy Committee shall constitute a *quorum* and the act of a majority of those present at which a quorum is achieved shall be the act of the Personnel Policy Committee. Except as stipulated by the Commission's "*grievance procedures*" contained in the most current version of "*SCIRP&DC Personnel Policies*", minutes of the Personnel Policy Committee shall not be kept - but instead shall be reported (*as appropriate*) to the membership of the Board of Commissioners at the next monthly business meeting.

**Section 5.5. Areawide Loan Review Committee.** The *Areawide Loan Review Committee* shall be comprised of two members from each of the five participating counties who are also members of the Board of Commissioner's and possess reasonable expertise in the area of "*credit analysis*". The Executive Director shall also function as an "*ex-officio*" member of the Areawide Loan Review Committee.

Appointments to the Areawide Loan Review Committee shall be made by the Commission Chairman and their term of committee membership shall be commensurate with the term of the appointing Chairman or until such time as they are duly replaced by a suitable successor. The principal function of the Areawide Loan Review Committee will be to conduct a bi-annual review of the Commission=s *Investment Policies, Objectives and Procedures Guideline@* and consider *loan application proposals* prepared by the Commission staff falling under the purview of the Commission's Section 504 CDC Loan Program, its Intermediary

Relending (*RBI/CDI*) Loan Programs, and/or its Title IX RLF Loan Program, etc.

Acting through the Executive Director, the Areawide Loan Review Committee's *written recommendations* regarding direct loan proposals shall be shared with the Board of Commissioner's (*or in their absence the Executive Committee membership*) at the next meeting of the Commission. Accordingly, minutes shall not normally be kept of the Areawide Loan Review Committee. Six (6) members of the Areawide Loan Review Committee (*including the Executive Director*) shall constitute a *quorum*. The act of a majority of those present at which a quorum is achieved shall serve as the *official recommendation* of this committee to the Board of Commissioners.

**Section 5.6. Other Special Committee Appointments.** Although not to be interpreted as permanent "*standing committees*" of the Commission, the Commission Chairman, full Board of Commissioner's and/or the local governments served by the Commission may from time to time find it necessary or beneficial to appoint "*other special committees*" to serve in an *advisory capacity* to the Commission's staff or governing body. In general, such "*advisory committees*" are expected to have a rather *narrowly defined function* focusing upon a single area of concern.

In order to assure that the area's expertise relative to such functional areas is *mobilized* for the benefit of the region, membership on such ad hoc "*advisory committees*" need not be limited to individuals seated on the Board of Commissioners. Depending on the source of such committee appointments and the magnitude of their advisory responsibilities and the term of ad hoc committee membership may vary considerably. In general, members of such committees will serve *without compensation*, however in certain instances such individuals may be reimbursed by the Commission (*or other appointing local government entity*) for the actual expenses incurred in performing such duties and responsibilities.

## ARTICLE 6 COMMISSION MEETINGS



**Section 6.1. Open Meetings.** All meetings, whether regular or special meetings of the Board of Commissioners, shall be "*public meetings*" and conducted in accordance with the Open Meetings Act of Illinois (*Illinois Compiled Statutes, Chapter 102, Section 41 et. seq. 1977*) as mandated; provided however, that pursuant to the terms of the Open Meetings Act, "*closed sessions*" may be held for the following purposes:

- for deliberation concerning personnel or collective negotiating matters relating to employment by the Commission;
- to consider the Commission's acquisition of real property;
- to consider a pending court proceeding either against or on behalf of the Commission;
- to deliberate matters involving professional ethics and/or technical performance; and/or
- other instances where the state constitution (*and/or state or federal laws*) provide that public bodies and not for profit organizations can legally hold closed meetings.

**Section 6.2. Governance at Meetings.** The duly elected Commission Chairman (*or in his or her absence the First Vice Chairman or Second Vice Chairman successively*) shall preside over all regularly scheduled or specially called meetings of both the Board of Commissioners and/or Executive Committee. Should none of the aforementioned duly elected officers find it possible to be present at the meeting in question, the Commissioner's in attendance may appoint from their membership a "*temporary chairman*" who shall preside at the meeting. Parliamentary procedure at all Commission meetings shall be governed by "*Robert's Rules of Order*" (*as Revised*).

**Section 6.3. Regular Business Meetings.** Regular business meetings of the Commission shall normally be held on a *monthly basis* on the last Tuesday of each month. Notice of the hour, date and specific location of

each regularly scheduled monthly business meeting will be mailed to the members of the Board of Commissioners not less than five calendar days in advance of the actual meeting date. In the event that the date of the regularly scheduled business meeting falls on a legal holiday, said meeting shall normally be held on the next succeeding normal business day (*i.e., the last Wednesday of the month or the first Wednesday of the following month, etc.*). When, in the opinion of the Executive Director, it would be perilous to attempt to travel to said monthly meeting, or that it is unlikely that a legal quorum can be obtained as defined in Section 6.9 to officially conduct business, the staff will immediately attempt to contact and alert all board members and guests of the decision by telephone or e-mail.

**Section 6.4. Special Commission Meetings.** The Chairman of the Commission shall, when he deems it necessary and expedient, or upon the written request of any five (5) members of the Board of Commissioners, call a "*special meeting*" of the Commission for the purpose of transacting any business designated in the call. The call for such a meeting shall to the extent feasible, utilize the same notification measures as that of a "*regularly scheduled meeting*", (*ref. Section 6.3*). At special meetings no business shall be transacted except that designated in the call, unless 100% attendance is achieved, in which case any and all Commission business may be transacted.

**Section 6.5. Order of Business.** At regularly scheduled or special business meetings of the Commission, the following "*order of business*" shall be maintained:

- |                            |                       |
|----------------------------|-----------------------|
| (1) Roll Call              | (6) Staff Reports     |
| (2) Recognize Guests       | (7) Committee Reports |
| (3) Approval of Minutes    | (8) Old Business      |
| (4) Bills & Communications | (9) New Business      |
| (5) Treasurer=s Report     | (10) Adjournment      |

To the extent feasible, the advance notice provided by staff to all members of the Board of Commissioner's shall contain: a proposed *agenda (which may be amended by the Chairman the evening of the meeting)*, a copy of the *previous month's minutes* for advance review and where possible, various *handouts* designed to aid policy body members in preparing for and fully understanding the issue to be discussed.

**Section 6.6. Annual Commission Meeting.** The *Annual Meeting* of the Commission shall normally be held on the last Tuesday in October of each calendar year or at such other time and place to be determined by the full Board of Commissioners. Commission officers for the coming year shall be elected at the Annual Meeting.

**Section 6.7. Committee Meetings.** The Chairman of the Commission, or the Committee Chairman may when he or she deems it to be necessary and expedient or upon the written request of any two (2) members of a "*standing committee*" of the Commission, call for a meeting of the committee membership in question for the purpose of transacting any business designated in the call. The call for such a meeting shall utilize the same notification measures as that of a "*regularly scheduled meeting*", (ref. Section 6.3).

**Section 6.8. Reconvened Meetings.** Any meeting of the Board of Commissioners or "*standing committee*" of the Commission may (*by motion and second of any two voting members and the approval of a majority of those in attendance*) be "*recessed*" with the intent of being "*reconvened*" at a specific later time and place, provided that there is no substantial change in the scope of the original meeting agenda.

**Section 6.9. Securing a Quorum.** The powers of the Commission shall be vested in the membership of the Board of Commissioners and officers thereof from time to time. Sixteen (16) members of the Board of Commissioners (*including the attendance of the Executive Director*)

shall constitute a *quorum* of the full governing body for the purposes of conducting its business, otherwise exercising its powers and for all other purposes. However, a smaller number of members may convene from time to time to discuss urgent matters and provide interim guidance to the Executive Director and staff until such time as a quorum is obtained. When a quorum is in attendance at a regular or special meeting of the Board of Commissioners or any of the Commission's "*standing committees*", action may be taken upon a consensus vote of the majority of those present.

**Section 6.10. Methods of Voting.** Every member of record at the date of a Commission meeting (*according to the records of the Corporate Secretary*) shall be entitled to cast *one vote* on each matter under discussion. All questions and/or issues coming before the Board of Commissioners (*or any of the Commission's "standing committees"*) shall be *voted upon* in one of the following manners: (1) voice vote; (2) a show of uplifted hands; (3) a roll call voice vote of those present; or (4) a secret ballot. Any voting member of the Board of Commissioners may specifically request (and shall be granted) a *roll call voice vote* regarding any matter before the Board of Commissioners, and when so requested, the votes of the individual members shall be entered into the minutes of the meeting.

Normally, votes cast in connection with the acceptance of the recommendations of the Areawide Loan Review Committee (*relative to loan proposals*) will be accomplished by secret ballot.

**Section 6.11. Minutes of Meetings.** The Corporate Secretary (*acting through the Executive Director*) shall insure that an accurate journal of proceedings (*i.e., a detailed set of minutes*) is developed and mailed to each member of the Board of Commissioners prior to the next subsequent monthly business meeting. Said minutes shall be reviewed and formally adopted (*or modified to improve their accuracy*) at the next regular meeting of the Board of Commissioners at which a quorum is

achieved. The executed originals of the minutes of all monthly business meetings (*including any resolutions adopted during such*

*meetings*) shall be maintained in the Commission's offices as a "*public record*" and made available for inspection by interested parties.

**Section 6.12. Execution of Documents.** When written evidence is required regarding the Commission's *authorization for or approval* of certain action(s), such documentation will normally be provided via the adoption of a written "*resolution*" which states the Commission's position on the matter in question, the date of such action and the signatures of both the Chairman and Corporate Secretary. However, routine "*certifications*" may be executed by the Executive Director or other appropriate staff members on behalf of the regional organization.

All checks or other orders for the payment of money by the Commission shall be prepared by the Office Manager/Bookkeeper for initial review by the Executive Director. Said Commission check(s) must then be executed (*i.e., counter-signed*) by the Commission's Executive Director and any one (1) of the remaining duly elected members of the Commission's Executive Committee both of whom shall be properly covered by a position fidelity bond in the amount of not less than \$25,000.00.

**Section 6.13. Use of Commission Seal.** The "*official seal*" of the Commission shall be in the custody of the Executive Director and shall be of such form and design and bear such inscription as the Board of Commissioners may designate from time to time.

**Section 6.14. Indemnification.** The Commission shall *indemnify* any person who was or is a party to, or is threatened to be made a party to any threatened, pending or completed legal action, suit or proceeding (*whether civil, criminal, administrative or investigative*) by reason of the fact that such person is or was a commissioner, officer, committee

member, employee or agent of the Commission against expenses (*including attorney's fees, etc.*) judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person, provided that the individual acted in "*good faith*" and in a manner reasonably believed to be in the *best interests* of the regional organization.

## ARTICLE 7 FISCAL ADMINISTRATION

**Section 7.1. Fiscal Management.** Acting principally through its Executive Director, the Board of Commissioners shall insure that sound "*fiscal management practices*" are employed at all times relative to the public and/or private sector monies entrusted to the regional organization.

**Section 7.2. Fiscal Period.** Unless modified by amendment to these by-laws, the Commission's "*fiscal year*" of operation shall be consistent with that utilized by the federal government (*i.e., currently October 1st through September 30th of the following calendar year*). Accordingly, the Executive Director shall annually meet with the membership of the Operations and Budget Committee in a time frame which permits the presentation of recommendations regarding the Commission's *Indirect Cost Allocation Plan & Agencywide Operating Budget* to the Board of Commissioners for adoption (*by resolution*) during the September monthly business meeting.

**Section 7.3. Governing Documents.** All fiscal management decisions and actions taken by the Board of Commissioners and/or Executive Director shall be governed by the policies and procedures previously set forth in two (2) interrelated Commission-authored financial documents which include: (1) the *"Indirect Cost Allocation Plan & Agencywide Operating Budget"*; and (2) the Commission's *"Investment Policies, Objectives and Procedural Guide"*.

**Section 7.4. Year-End Audits.** The Executive Director shall annually insure that an *independent certified public accounting firm* is employed to objectively examine the *financial transactions* and *fiscal management practices* of the Commission during the preceding fiscal year in accordance with generally accepted auditing standards issued by Comptroller General of the United States and the Office of Management and Budget (*via OMB Circular A-133 - Audits of States, Local Governments and Non-Profit Organizations*). The results of the year-end audit shall be presented by the independent accounting firm to the Board of Commissioners at the earliest possible monthly business meeting after completion of the year-end report.

**ARTICLE 8  
AMENDMENT OF BY-LAWS**

**Section 8.1. Modification and Amendment.** The Commission's "by-laws" may be modified and amended from time to time by a majority vote of the members present at any "regular" or "special meeting" of the regional organization at which a *quorum* is achieved, provided that written notice of the meeting shall include a *copy* of the proposed amendment and *notice of intent* to vote on such modifications. The call for such a meeting to amend the by-laws shall utilize the same notification measures as that of a "regularly scheduled meeting", (ref. Section 6.3).

**Section 8.2. Severability.** If any component, portion or provision of these by-laws, or the application of their provision to any person or circumstance, is held to be "invalid", the invalidity of that single component, portion or provision shall not affect the other provisions contained in these by-laws.

**Section 8.3. Adoption.** These by-laws have been *adopted* by a roll call vote of the individual members of the Board of Commissioners at a regularly scheduled meeting of the Commission at which a *quorum* was in attendance. They shall become *effective immediately* upon their passage and repeal and replace any earlier Commission by-laws.

**AMENDED THIS THE 29TH DAY OF SEPTEMBER, 2009 A.D.**

(SEAL)

\_\_\_\_\_  
Jeffrey E. Beckman, Chairman

\_\_\_\_\_  
Louis R. Curl, Corporate Secretary

Yeas: \_\_\_\_\_  
Nays: \_\_\_\_\_

Abstain: \_\_\_\_\_  
Absent: \_\_\_\_\_