

# TRAIL COUNTY ECONOMIC DEVELOPMENT

**WE KNOW BUSINESS**



## By-Laws

Revised July 2011

**Trail County Job Development Authority  
Known as the Trail County Economic Development Commission  
Trail County, North Dakota**

**By-Laws**

**Article I.**

Offices, Purposes, and Powers

**Section 1. Offices:** The principal office of the Trail County Job Development Authority shall be located in Trail County, North Dakota and the records shall be located in that office.

**Section 2. Purposes and Powers:** The Authority shall have such purposes as are now and may be set forth in North Dakota Century Code (NDCC) 1-11.1-03 and its amendments.

**Section 3. Name:** The Authority will be known as the Trail County Economic Development Commission.

**Section 4. Board of Directors:** The number of directors shall not be less than ten (10) nor more than fifteen (15). These shall be appointed by the County Commissioners to three year terms except for the initial term. The initial terms of the board members shall be established on a rotating basis of 1, 2 and 3 year terms. The selection of individual terms shall take place by straw ballot. During the annual meeting of the County Commission the Chairperson or his/her designee shall present nominations to the Board of Trail County Commissioners. Terms of office shall begin on January 1 and shall be arranged so that terms of office of approximately one-third of the members shall expire on December 31 of each year.

Members shall be appointed by the County Commissioners and shall consist of representatives from the following groups, as they may exist:

1. Two members from the County Commission.
2. One member from the City Council or Commission of each city within the county which has a population of five hundred or more.
3. One member selected from among the city governments of the remaining cities of the county.
4. Every other city government located in Trail County not represented in numbers one, two and three above will be invited to have a member on the Authority if the respective city government so desires.
5. The remaining members shall be selected from a list of candidates from the following fields:
  - a. A representative of the local job service office nearest the county seat.
  - b. A member of the local airport authority.
  - c. A member of a local institution of higher education.
  - d. A member from among the school boards of the county.
  - e. A member from a local industrial development organization.

- f. A member of the regional planning council service the county.
- g. A member of the legislative assembly representing a district within the county.
- h. Members at large from the business community within the county.

The County Commissioners shall make these appointments from a slate of candidates submitted by the Chambers of Commerce within the county. If no Chamber of Commerce exists in the county, the nominations may be submitted by any civic or patriotic organization within the county. If names submitted are unacceptable, the County Commission may request additional nominees. The members shall be appointed without regard to political affiliation and upon their fitness to serve as members by reason of character, experience and training.

**Section 5. Indemnity of Board Members:** Any board member shall be indemnified or reimbursed by the Board for reasonable expenses, including liabilities (other than adjudicated liabilities to the Authority) actually incurred by him/her in connection with any action, suit or proceeding, civil or criminal, to which he/she is a party by reason of the fact that he/she is or was a board member of the Authority; provided, however,

- (1) that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he/she shall have been adjudged guilty of or liable for willful misconduct, gross neglect of duty, or criminal acts; and
- (2) that no person shall be so indemnified or reimbursed for amounts paid in compromise settlement of any matter in such action, suit, or proceeding except with the approval of
  - (a) a court of competent jurisdiction, or
  - (b) the Board acting by a vote of the members not parties to the same of substantially the same suit or proceeding constituting a majority of the Board. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law.

**Section 6. Vacancies:** Vacancies in appointed board members due to death, removal, or resignation or an increase in the authorized number of members may be filled by nomination of the Authority and subsequent appointment by the Traill County Commission. Any member so appointed shall hold office to fill the unexpired term.

**Section 7. Conflict of Interest:** No contract or other transaction between this Board and any other corporation shall in any way be affected or invalidated by the fact that any of the board members of the Authority are pecuniarily or otherwise interested in, or are directors or officers of, such other organization.

Any board member having an interest in a contract or other transaction presented to the Board or a Committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his/her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Board's interest.

**Section 8. Powers and Duties:** The Authority shall use its financial and other resources to encourage and assist in the development of employment within the county. In fulfilling this objective, the Authority may exercise the following powers:

1. To sue and be sued.
2. To make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the Authority.
3. To recommend to the County Commission to hire professional personnel skilled in seeking and promoting new or expanded opportunities within the county.
4. To make, amend, and repeal resolutions consistent with the provisions of this chapter as necessary to carry into effect the powers and purposes of the Authority.
5. To acquire by gift, trade, or purchase, and to hold, improve, and dispose of real or personal property.
6. To certify a tax levy as provided in NDCC 11-11.01-04 and to expend monies raised by the tax for the purposes provided in this chapter.
7. To insure or provide for insurance of any real or personal property in which the Authority has an insurable interest.
8. To invest any funds held by the Authority.
9. To cooperate with political subdivisions in exercising any of the powers granted by the section.
10. To exercise any other powers necessary to carry out the purposes and provisions of this chapter.

**Section 9. Fiscal Year:** The fiscal year of the Authority shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each year. This may be changed at any time by resolution of the Board.

**Section 10. Compensation:** The members of the Authority shall serve without pay, but shall be reimbursed for their authorized travel expenses from funds available to the Authority for mileage and expenses as provided in the NDCC.

**Section 11. Procedure:** The By-Laws may be amended by a roll call vote of two-thirds of the board members at any regular meeting or special meeting of the Board called for this purpose. Amendments shall be presented at one meeting and voted upon at the next meeting.

## **Article II.**

### **Meetings**

**Section 1. Regular Meetings:** Regular meetings of the Board shall be held at least one time per month at a time, place, and date specified by the Chairperson of the Board.

**Section 2. Special Meetings:** Special meetings of the Board may be called by the Chairperson or upon request by one-third of the board members. A special meeting shall be scheduled within two (2) days following the request from the Directors. No business shall be conducted at a special meeting other than that stated in the notice of such special meeting. A notice shall specify the agenda items to be discussed.

**Section 3. A Quorum:** For regular or special meetings of the Authority, a quorum shall consist of a simple majority members of the Board.

**Section 4. Attendance Requirements:** Board members are required to attend 75 percent of the scheduled meetings, excluding special meetings, in any January 1<sup>st</sup>- December 31<sup>st</sup> period unless otherwise excused. In the event that any member of the Board does not meet the attendance requirements, such member shall be deemed to have submitted their resignation, and the Chairperson may institute action for replacement. Attendance may be either physical or via other technical devices.

## **Article III.**

### **Officers and Executive Director**

**Section 1. Officers:** The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary/Treasurer and other officers the Board may authorize. All officers of the Authority shall be elected at the annual meeting of the Traill County Job Development Authority. Officers shall hold office for one year or until a successor is appointed.

**Section 2. Chairperson:** The Chairperson shall be the principal board officer of the Authority, the official spokesperson and shall preside at all meetings of the Board. Unless otherwise specified, he/she shall be an ex officio member of all board committees. He/she shall also perform all duties as may be prescribed by the Board from time to time. See Chairperson Job Description in policy manual.

**Section 3. Vice-Chairperson:** The Vice-Chairperson shall act as Chairperson in the absence of the Chair and when so acting shall have the power and authority of the Chair. See Vice-Chairperson Job Description in policy manual.

**Section 4. Secretary/Treasurer:** The Secretary/Treasurer will maintain records and will oversee the financial affairs of the Authority as directed by the Board of Directors. See Secretary/Treasurer Job Description in policy manual.

**Section 5. Bonds:** Bonds may be required from any officer of employee for the faithful performance of his/her duties, as specified and required by the Authority.

**Article IV.**  
Board Committees

**Section 1. Special Committees:** Special committees may be appointed by the Chairperson, with the concurrence of the Board, for such special tasks as circumstances warrant. The Chairperson shall designate the Committee Chairperson for each committee. A special committee shall limit its activities to accomplish the task for which it was appointed and shall have no power to act except specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

**Section 2. Executive Committee:** The Board of Directors of the Authority may appoint from its membership an Executive Committee of five (5) members, which shall consist of the Chairperson, Vice-Chairperson, Secretary/Treasurer and two (2) other members of the Board of Directors, with which Executive Committee may be empowered to consult and advise the Chairperson from time to time in the conduct and management of the ordinary business of this Authority when the Board is not in regular session; such Executive Committee, if appointed, shall have the same authority as the Board of Directors in the ordinary conduct and management of the regular and ordinary and routine business of the affairs of the Authority, and such Executive Committee, if appointed, shall keep a record of its proceedings to present to the Board of Directors at its regular or special meetings.

By-Laws revised and approved by the Authority this 14 day of July, 2011.

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TCEDC Chairperson, Gail Mooney

July 14, 2011\_\_\_\_\_

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TCEDC Secretary-Treasurer, Deborah Kylo

July 14, 2011\_\_\_\_\_