

**NORTHEAST NEBRASKA ECONOMIC DEVELOPMENT DISTRICT
BY-LAWS**

As Amended January 14, 2015

ARTICLE 1. NAME, GEOGRAPHIC LOCATION, PURPOSE, AND RESPONSIBILITY

Section I: Name

This organization shall be known as the Northeast Nebraska Economic Development District (hereinafter referred to as the District) duly established under the Interlocal Cooperation Act.

Section 2: Geographic Location

The area of this District shall generally include all of Antelope, Boone, Burt, Cedar, Colfax, Cuming, Dakota, Dixon, Dodge, Knox, Madison, Nance, Pierce, Platte, Stanton, Thurston, Washington and Wayne counties in Nebraska.

Section 3: Purpose of the District

The purpose of the District shall be "to identify and address economic problems and opportunities through a Comprehensive Economic Development Strategy (CEDS), which is prepared and coordinated by a locally-controlled, multi-county organization, and uses all available resources."

Section 4: General Responsibilities

The general responsibilities of the District shall include, but not limited to, the following:

- A. The establishment and maintenance of a viable, active organization for examining area potential;
- B. The provision for the efficient management of limited public revenues for the purpose of promoting the orderly development of the District;
- C. The cooperation with any entity, private or public, whose interests are consistent with the purpose of the District; and
- D. The development of such plans as may be necessary to effectuate the goals and objectives of the District.

Section 5: Membership

Any county, local government, nonprofit corporation, educational institution, corporation, or governmental agency, generally within the boundaries of the District shall be eligible for membership. The following classifications of membership are available:

- A. Active Member - Any incorporated village, city or county may become an active member of the District. All active members of the District shall have the responsibility to adopt and execute the District Interlocal Cooperation Agreement, to attend meetings of the Council of Officials and to pay its annual membership dues. Each dues paying member shall have representation on the Council of Officials and are entitled to the full services offered by the District.

- B. Associate Member - Any public or private agency wishing to support the District may do so through an associate membership. No services are provided to associate members and no voting rights are given. Associate membership dues will be set annually by the Board of Directors.

Section 6: Dues

Members must pay their annual membership dues on a timely basis in order to maintain membership status. The amount of said dues will be set annually by the Board of Directors present at the annual reorganization and budget approval meeting.

ARTICLE II. OFFICERS AND COUNCIL OF OFFICIALS

Section 1: Council of Officials

The membership of the Council of Officials shall consist of one elective representative of each Active Member from cities and villages and two representatives - one elected, one non-elected - each of active member counties and the cities of Columbus, Fremont, and Norfolk. Elected officials shall comprise not more than sixty-five percent (65%) of the total membership of the Council of Officials.

The percentage of minority representation within the total membership of the Council of Officials shall be in accordance with EDA civil rights requirements and shall equal or exceed the percentage of the minority population within the area served by the Northeast Nebraska Economic Development District. When concentrated geographical areas of minority population exist, the minority members of the boards and/or committees will be chosen from those areas.

Section 2: Functions and Duties

The Council of Officials shall be the policy body of the District. As a general guide, the Council of Officials shall have the following functions, duties, and responsibilities:

- A. To elect the Board of Directors from the Council of Officials membership.
- B. To establish and adopt policies, goals and objectives for the overall operations of the District.
- C. To represent local, general and special purpose units of governments, boards, agencies, commissions, authorities and public agencies in deliberations of the District.
- D. To consider matters concerning planning and other governmental operations that involves interlocal governmental coordination or cooperation.
- E. To recommend matters to the Board of Directors that may be studied by the Board of Directors, and recommend priorities for scheduling such studies.
- F. To review progress of current programs and projects being prepared by the District.
- G. To recommend additions, deletions or modifications regarding current planning programs and projects being prepared by the District.
- H. To receive from the Board of Directors recommended programs or projects for consideration of adoption.
- I. In its sound discretion, the Council of Officials may schedule and conduct public hearings concerning plans, studies, or reports under consideration for adoption by the District.
- J. Adopt program and project plans, studies and reports.
- K. Recommend that the Board of Directors effect additions, deletions or modifications of plans, studies or reports as adopted by the Council of Officials.

- L. Recommend implementation of adopted plans, studies and reports as adopted by the Council of Officials.
- M. Refer matters to advisory boards and committees for recommendations therefrom.
- N. Consider and decide other matters regarding the overall District organization which are deemed appropriate considerations of the Council of Officials.

Section 3: Officers

The officers of the Council of Officials are the same as the officers of the Board of Directors who are duly elected each year at the annual meeting.

Section 4: Terms and Restrictions of Membership

Council of Officials member term shall be one (1) year. Members shall have the right to be duly re-elected or reappointed by the Active Member they represent.

Section 5: Meetings

- A. The regular meetings of the Council of Officials will be held on a semi-annual basis.
- B. Special meetings of the Council of Officials shall take place on a call of the Chairperson or on a call of a simple majority of the members of the Council of Officials.

Section 6: Quorum

A quorum shall be present at any meeting of the Council of Officials with the presence of a simple majority of the membership of that body.

Section 7: Vote Required for Action

Any action of the Council of Officials may be taken by the majority of the members voting.

ARTICLE III. BOARD OF DIRECTORS

Section I: Membership & Composition of the Board of Directors

The membership of the District Board of Directors shall consist of not less than nine (9) persons elected annually by the Council of Officials and may consist of elected or appointed officials from the Council of Officials membership. At least three (3) of the Board positions will be held by an elected official or a private sector representative as appointed by the Mayor from the three growth centers of Columbus, Fremont and Norfolk, The Board composition will comply with the current requirements set forth by the Economic Development Administration (EDA).

Section 2: Officers

The Board of Directors shall have these officers: Chairperson, Vice Chairperson, and Secretary-Treasurer. The officers of the Board of Directors shall serve as the officers of the Council of Officials. Officers shall be elected from and by the Board of Directors.

A. Chairperson's Duties:

The Chairperson shall preside at all meetings of the Board of Directors and the Council of Officials. He/she may sign, with the Secretary-Treasurer or any other proper officer of the

District authorized by the Board of Directors, any deed, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and in general, shall perform all duties incidental to the Office of Chairperson and such other duties as may be prescribed by the Board of Directors or the Council of Officials from time to time.

B. Vice-Chairperson's Duties:

In the absence of the Chairperson, or in the event of his inability or refusal to act, the Vice-Chairperson shall have the powers of, and be subject to, the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson, Board of Directors or the Council of Officials.

C. Secretary-Treasurers Duties:

The Secretary-Treasurer shall cause minutes of the meeting of the members of the Board of Directors and the Council of Officials to be taken in one or more books to be provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; keep a register of the post office address of each member which shall be furnished to the Secretary-Treasurer by such member; and in general, perform all duties as from time to time may be assigned to him by the Chairperson, or by the Board of Directors or the Council of Officials.

The Secretary-Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the District; have access to individual payroll accounts receive and give receipts for monies due and payable to the District from any source whatever, and deposit all such monies in depositories as shall be selected in accordance with the provisions of these By-laws; and in general, perform all the duties incidental to the office of Secretary-Treasurer and such other duties as, from time to time, may be assigned him by the Chairperson or by the Board of Directors.

The officers shall serve as an adhoc committee to the NENEDD Executive Director as needed.

Section 3: Functions and Duties

The responsibilities of the Board shall consist of, but not be limited to the following:

- A. To implement policies adopted by the Council of Officials and orient work programs to goals and objectives adopted by the Council of Officials.
- B. To contract with federal, state and local governments and private agencies or organizations relative to grants of funds to aid in the undertaking of planning studies, projects or programs.
- C. To review actions of the staff and all committees.
- D. To initiate, advise, and aid in the establishment of cooperative arrangements, including interlocal agreements, among local governments in the region.
- E. To recommend implementation of adopted policies, plans, studies, and reports to members and non-members.
- F. To resolve membership questions.
- G. To make recommendations to any local governments or to other appropriate agencies or entities.
- H. To propose amendments to intergovernmental agreements for ratification of members.

- I. To receive gifts and donations for the purpose of carrying out planning studies, activities and projects of the District.
 - J. To render advice and consent to the appointment of committees.
 - K. To select and retain the Executive Director.
 - L. To support or oppose legislation.
 - M. To contract with consulting and professional organizations and firms for technical and professional services.
 - N. To prepare and adopt an annual work program and support budget for the District each year.
- O. To designate an official depository for all funds, maintain a fiscal accounting and records system and, in its discretion, provide for surety and fidelity insurance of the District officials and employees to protect the District and grant funds.
- P. To provide for adequate insurance coverage necessary for the protection of the District organization, its employees, officials and property.
- Q. To consider and determine all other matters regarding the overall District organization which are deemed appropriate matters to be considered by the Board of Directors as the governing body of the District.

Section 4: Confidentiality Policy and Acknowledgement of Job Description

All board members will be required to sign a confidentiality statement and acknowledgement of the board of directors' job description on an annual basis.

Section 5: Committees

Committees will be formed as necessary. Board members will serve as chairpersons of all committees. Other committee members will be those volunteers interested in the work the District and who are in agreement with the purposes outlined in these By-laws.

Section 6: Length of Terms of Members

The terms of members of the Board of Directors shall be three years except that at the inception, one-third of the Board shall serve for a period of one year, one-third for two years, and one-third for three years and shall be determined by lot. A Director may serve two (2) consecutive terms and then must be off the Board for at least one (1) year prior to further Board eligibility.

If a member of the Council of Officials is not re-elected by their Active Member as a representative to the Council of Officials, and that representative was a member of the Board of Directors, the Board of Directors will elect a new member from the Council of Officials to fill the vacancy for the remaining term of that Board position.

Section 7: Meetings, Notices and Minutes

A. Meetings

Regular meetings of the Board of Directors shall occur on a monthly basis.

Special meetings of the Board of Directors shall:

- 1) Take place on a call of a simple majority of the members of the Council of Officials,
or
- 2) On a call of a simple majority of the members of the Board of Directors.

All meetings will adhere to the most current Nebraska Open Meetings Act.

B. Notices

Meeting notices of the regular meetings of the Board of Directors shall be emailed or mailed for public posting to the County Courthouse of each member county and to the Village or City Hall of each member municipality. Each Board member shall be notified at least ten (10) days prior to the meeting date.

C. Minutes

Minutes shall be made public by posting on the District's website.

Section 8: Quorum

A quorum of the Board of Directors shall be a simple majority of the board members.

Any meeting of the Board at which less than a quorum is in attendance is valid provided that the minutes of that meeting or the transactions of the Directors are approved at a subsequent meeting with at least a simple majority of the Directors present.

Section 9: Vote Required for Action

Any action of the Board of Directors may be taken by a simple majority vote of the board members present.

Section 10: Removal of Board Member

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the District would be served thereby. Any board member missing three board meetings during the 12 month fiscal year may be removed from the board by a simple majority vote of the board members.

Section 11: Vacancy on the Board of Directors

A vacancy on the Board because of death, resignation, removal, disqualification or otherwise shall be filled by the staff and existing board recommendation.

ARTICLE IV. CONTRACTS AND

FUNDS Section 1: District Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the District, in addition to the officers so authorized by these by-laws, to enter into a contract or execute and

deliver any instrument on behalf of the District and such authority may be general or confined to specific instances.

Section 2: District Encumbrances and Payments

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District shall be signed by such officer or officers, agent or agents of the District and in such manner as shall from time to time, be determined by the Board of Directors. In the absence of such determination of the Board of Directors such instruments shall be signed by the Secretary-Treasurer and countersigned by the Chairperson or Vice-Chairperson of the District.

Section 3: District Deposits

All funds of the District shall be deposited, from time to time, to the credit of the District in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: District Contributions, Gifts or Bequests

The Board of Directors may accept, on behalf of the District, any contribution, gift, or bequest for general purposes or for any special purpose of the District.

Section 5: Code of Conduct

No employee, officer, or agent of the Northeast Nebraska Economic Development District shall participate in the selection, or in the award of administration of a contract supported by federal funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when the contract involves:

- a) The employee, officer, or agent;
- b) Any member of his or her immediate family;
- c) His or her partners; or
- d) Any organization that employs or is about to employ any of the above, has a financial or other interest in the firm selected for award.

The Northeast Nebraska Economic Development District's officers, employees or agents shall neither solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors or parties to sub-agreements.

ARTICLE V. COMPLIANCE WITH FEDERAL REGULATIONS

The District shall comply with all requirements of the Civil Rights Act of 1965 as amended, all equal opportunity legislation, and other federal mandates pertaining to the operation of such organizations.

ARTICLE VI. FISCAL YEAR

The fiscal year of the District shall begin on July 1st and end on June 30th of each year.

ARTICLE VII. AMENDMENTS OF THE BY-LAWS

These by-laws may be amended by a simple majority vote of the membership present, obtaining such additional approval as may be required under applicable State laws and State administrative regulations and as may be required by the Secretary of Commerce, United States Government.

ARTICLE VIII. DISSOLUTION OF THE DISTRICT

Section 1: Funds Held by the District

Should for any reason the Northeast Nebraska Economic Development District cease to exist in any form as a Development District, all monetary assets directly held by the District shall be refunded to the then current members on a prorated basis provided all claims against the District have been settled, including but not limited to:

- a) Outstanding debts.
- b) Refunds to any revenue source where an agreement between the source and the District calls for such.
- c) Any legal actions.

Section 2: Equipment and Supplies held by the District

- a) Non-owned Equipment and Supplies

Any equipment in the possession of the District, obtained by in-kind agreements or being used on loan will be returned to its original owner.

- b) Owned Equipment

Any equipment owned in full by the District will be sold and the proceeds will be treated as monetary assets as covered in Section 1 of this Article.

NENEDD By-Laws

Passed and Approved this 14th day of January 2015.



NENEDD Chairperson

Attest:



NENEDD Secretary/Treasurer



Northeast Nebraska Economic Development District (NENEDD) Confidentiality Statement

NENEDD is organized to assist member communities with development of community and economic development projects through the use of the Comprehensive Economic Development Strategy (CEDS) in Northeast Nebraska. As such community and economic development necessitates confidential handling of information, it is imperative that such priority information is confidential to Board of Directors only.

Therefore be it resolved that no Board members shall disclose information deemed confidential to any other person, nor shall any such information be used for purpose of financial gain.

I understand this statement and agree to abide by the same.

Signed:

Date:



Northeast Nebraska Economic Development District Board of Directors Job Description

Roles and Responsibilities

- Define and oversee the mission of the economic development district and keep it relevant to the needs of the region and its individual local governments and communities
- Approve programs and services and monitor their effectiveness and usefulness
- Provide strategic guidance to the organization and the Executive Director
- Ensure financial solvency, integrity and soundness, including through fundraising assistance
- Select, support and evaluate the Executive Director
- Ensure continuous board improvement and engagement

As a member of the economic development district board, I commit to:

- Attend each meeting of the board
- Participate in the board's retreat as scheduled
- Participate in statewide and regional activities of the organization, as needed and requested
- Serve on at least one board committee
- Hold the economic development district to a high standard of performance and integrity
- Conduct my homework for board meetings and board member assignments, including developing a basic understanding of each program and service of the economic development district
- Read the materials sent to the board and membership, and be prepared to ask timely and informed questions and to provide honest and constructive feedback
- Listen carefully to other board members and staff with an open mind and an objective perspective
Promote decisions and solutions that are in the best interest of the region and the organization
- Respect the confidentiality of the board's business

I agree to be informed about and to observe the administrative procedures and by-laws.

Signed: _____

Date: _____