

REVISED BYLAWS
TRI COUNTY ECONOMIC DEVELOPMENT DISTRICT
Amended: March 2011

Preamble

WHEREAS: by a Compact executed on March 23, 2011, as authorized by Chapter 229, Laws of Washington, 1967, codified as RCW 39.34, signatories compose an organization known as Tri County Economic Development District (TEDD), which compact as amended has been extended each year thereafter and;

WHEREAS: the signatories are desirous of adopting certain bylaws for the operation of Tri-County Economic Development District, which adoption shall supersede, where applicable, previous Bylaws and Governing Regulations, and;

WHEREAS: the signatories do further intend that these Bylaws shall apply to the operations of Tri County Economic Development District except when the same conflict with State or Federal law;

NOW THEREFORE, the Board of Directors of Tri County Economic Development District does hereby adopt the following amended Bylaws:

ARTICLE I

Offices

SECTION I:

The principal office of Tri County Economic Development District shall be located in Colville, Washington, at a place designated by the Board of Directors. Tri County Economic Development District may have such other offices as the Board of Directors may determine.

ARTICLE II

Membership

SECTION I: Compact signatories shall be eligible to serve on the TEDD Board of Directors. Becoming a Director is also open to representatives from business, non-governmental organizations, state and federal agencies, other organizations and individuals affected by economic development activities. Appointment of these additional Directors shall be made annually by a two-thirds vote of the Board of Directors.

SECTION II: Each Compact Signatory shall pay membership dues in accordance with the current dues structure. Other Directors and members of TEDD can also contribute.

ARTICLE III

Board of Directors

SECTION I: The Board of Directors shall be comprised of the following:

- (a) Each Compact signatory of the Tri County Economic Development District shall have one (1) representative on the Board of Directors which shall represent at least 51% but not more than 65% (see Section VI) of the total number of Directors.
- (b) Each public body with elected public officials shall appoint a currently elected public official, and a designated alternate, as the representative to the Tri County Economic Development District Board of Directors. The designated alternate may represent the Board member in their absence at TEDD meetings.
- (c) Tribal Councils shall appoint a representative, and a designated alternate, to the Board of Directors. The designated alternate may represent the representative in their absence at TEDD meetings.
- (d) Directors shall be appointed to the Board with broad representation of the principal economic interests of the region, and shall allow representatives of major employers of the region, the Washington State Department of Transportation and transit districts. At least two (2) of the above shall be private sector representative and one (1) or more of which shall be the following: Executive Directors of Chamber of Commerce, or representatives of institutions of post-secondary education, workforce development or transportation, all of which must comprise in the aggregate a minimum of 35% of the Board of Directors.
- (e) Members of the Washington House of Representatives or the State Senate whose districts are wholly or partly within the boundaries of TEDD shall be considered ex officio, non-voting members of TEDD. This does not preclude legislators from becoming full time, voting Board members.

SECTION II: Terms, Vacancies & Removal

- (a) Elected Public Officials shall serve at the pleasure of their respective public body until his/her successor is duly appointed. Any vacancy occurring on the Board of Directors involving an elected Public Official shall be filled by the public body under the terms of the Compact. No Elected Public Official may be removed by the Board of Directors of Tri County Economic Development District unless such removal is consented to by the public body which appointed such official to the Board of Directors.
- (b) Directors other than Compact Signatories shall serve a term of one year. Vacancies in the Director positions held by Directors other than Compact Signatories shall be filled by a two-thirds vote from the Board of Directors. Directors may be removed by the Board whenever, in its judgment, the best interests of TEDD would be served. Such removal shall be made by a two-thirds vote of the Board of Directors present and voting at a regular or special meeting held for such purpose.

SECTION III: Compensation

Directors shall not receive any compensation for their services except that the Board of Directors may, in its discretion, provide per diem expenses.

SECTION IV: Dues and Voting Privileges

Compact Signatories shall fiscally contribute in accordance with the annually prepared Membership Investment Dues Structure. If membership dues are not paid to TEDD within the current calendar year, the member in question will have their TEDD voting rights withheld.

SECTION V: Duties

The affairs of TEDD shall be governed by its Board of Directors subject to Washington State and Federal Laws and Regulations. The Board of Directors responsibilities include:

- (a). the annual adoption of the TEDD budget;
- (b). approving a membership investment and dues structure to support the operations of TEDD;
- (c). approval of hiring an Executive Director;
- (d). adopting regional plans;
- (e). providing a forum to address economic development issues affecting the region.

ARTICLE IV

Officers of the Board of Directors

SECTION I: The officers of Tri County Economic Development District Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Past Chairperson and such other additional officers as the Board may direct.

SECTION II: Election and Term of Officers

The officers of Tri County Economic Development District Board of Directors shall be elected annually at the December regular meeting of the Board of Directors. If the election of officers is not held at such meeting, an election shall be held as soon thereafter as is practical. New offices may be created and filled at any regular meeting of the Board of Directors. Each officer shall hold office until his successor is elected and qualified.

SECTION III: Removal from Office

Any officer of the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of TEDD would be served thereby. Removal shall be made by two-thirds vote of the Board of Directors present and voting at a regular or special meeting held for such purpose.

SECTION IV: Vacancies

Vacancy in any office may be filled by the Board of Directors for the unexpired term by a two-thirds vote of the Board of Directors present and voting at a regular or special meeting held for such purpose.

SECTION V: Duties of Officers

Chairperson: The Chairperson shall be the principal executive officer of Tri County Economic Development District and shall in general, supervise and control all affairs of Tri County Economic Development District with approval of the Board of Directors. The Chairperson may sign with the Secretary, Treasurer, or any other proper officer of Tri County Economic Development District authorized by the Board, such documents or instruments as Tri County Economic Development District may be authorized by regulation, rule or law to execute, and, in general, the Chairperson shall perform all duties incident to the office of Chairperson, and such other duties as may be prescribed by the Board from time to time.

Vice-Chairperson: In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, a Vice-Chairperson shall perform the duties of Chairperson, and when so acting shall have all the powers and would be subject to all the restrictions placed upon the Chairperson.

Secretary: The Secretary shall cause the Minutes to be taken of all meetings of the Board of Directors, and shall countersign the same when approved at the regular meetings, and shall sign the official documents of Tri County Economic Development District along with the Chairperson or Vice-Chairperson, under appropriate circumstances.

Treasurer: The Treasurer shall keep the books of account of Tri County Economic Development District and have custody and control of the moneys provided by the Compact signatories through their regular and lawful channels, or provided in any other manner from whatever source. The Treasurer shall approve all claims against Tri County Economic Development District as directed to do so by the Board of Directors.

The Treasurer of Stevens County, Washington is declared to be the Treasurer of Tri County Economic Development District and all funds of Tri County Economic Development District deposited with the Stevens County Treasurer shall be held in separate account by the County. The Treasurer will prepare reports to support the TEDD Finance Manager, serve as a member of the Executive Committee, and serve on the TEDD Finance Committee.

Executive Director: The Executive Director shall perform such duties as the TEDD Board may direct, from time to time, in carrying out the purposes of the Compact and these Bylaws. The Executive Director shall be an ex-officio member of all committees appointed by the Board of Directors.

ARTICLE V

Meetings of the Board of Directors

SECTION I: Meetings of the Board of Directors will be conducted in accordance with the newly revised Roberts Rules of Order.

SECTION II: Meetings

The regular meetings of the Board of Directors shall be held, with or without notice, other than this Bylaw, at least quarterly and in December of each calendar year. The meetings will be at a time mutually agreed upon by the Board of Director and shall be held at the principal office of Tri County Economic Development District or other place as may be designated.

Attendance by electronic means is permissible if necessary, and if available in accordance with approved policy.

SECTION III: Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the Chairperson, or by any five (5) Directors. The Secretary shall cause notice of the time, place and purpose of the meeting, which must include everything to be acted on, to be provided to the Directors at least twenty-four (24) hours prior to the holding of such Special Meeting.

Notice of a Special Meeting shall be in writing delivered personally or electronically or via facsimile to each Director at his/her listings shown on the records of TEDD. If notice is provided via facsimile or email such notice shall be deemed to be delivered with receipt of successful transmission by TEDD.

Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of the meeting not being lawfully called or convened.

SECTION IV: Quorum

Seven (7) voting members of the Board of Directors shall constitute a quorum at a Board of Directors meeting. Such quorum may transact business at any regular meeting of the Board of Directors.

At a Special Meeting of the Board of Directors a quorum shall consist of ten (10) voting members of the Board of Directors or (officially designated alternates).

SECTION V: Action

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

ARTICLE VI

Executive Committee

SECTION I: The Board of Directors hereby establishes an Executive Committee. The Executive Committee shall be comprised of the Officers of the Board of Directors. Appointments to the Executive Committee shall be made annually by the Board of Directors.

SECTION II: Duties

The Executive Committee shall manage the affairs of TEDD as directed by the Board of Directors subject to Washington State and Federal Laws and Regulations. The Executive Committee responsibilities include:

- (a) providing the hiring and evaluation process of the Executive Director;
- (b) addressing personnel policies and issues in cooperation with the Executive Director;
- (c) acting on behalf of the Board of Directors in an emergency.

SECTION III: The Executive Committee shall meet as they deem necessary at the principal office of TEDD and at a time agreed upon by the members of the Executive Committee.

SECTION IV: The Chairman of the Board of Directors shall serve as the Chairman of the Executive Committee.

SECTION V: Quorum

Three (3) members of the Executive Committee will constitute a at quorum Executive Committee meetings.

ARTICLE VII

Committees

SECTION I: In addition to the Revolving Loan Fund Committee and the Transportation Advisory Committee appointed by the Board of Directors in Article VII, Sections II and III below, the Board of Directors may appoint such other committees as it may determine at its discretion, from time to time, for such purpose as the Board may deem appropriate and for such actions as may be delegated to such committee. Such committees shall be composed and formed as the Board may direct.

SECTION II: Revolving Loan Fund Committee

The Board of Directors shall appoint a Revolving Loan Fund Committee to provide oversight and direction to the revolving loan fund program. Membership of the Revolving Loan Fund Committee shall include two (2) representatives from the TEDD Board of Directors and twelve (12) other members appointed on an annual basis by the Board of Directors. In determining membership of the Loan Fund Committee the Board of Directors shall consider representation for the businesses, banking, and other areas of importance to the success of business. The Revolving Loan Fund Committee shall meet monthly at a time and location as determined by the Committee.

SECTION III: Transportation Advisory Committee

The Board of Directors shall appoint a Transportation Advisory Committee to assist TEDD in carrying out its responsibilities as a Regional Transportation Planning Organization. The Chairman of the Transportation Advisory Committee shall be the Vice-Chairman of the Board of Directors. Membership of the Transportation Advisory Committee shall include three (3) representatives from the TEDD Board of Directors, including the Vice-Chairman, a county public works department representative, a representative from each designated City, a representative from each Tribal Organization, and three (3) additional members appointed by the Board of Directors. Representatives from the Washington Department of Transportation shall be recognized as ex officio members of the Transportation Advisory Committee. The Transportation Advisory Committee shall meet at least quarterly at the principal offices of the Tri County Economic Development District at a time agreed upon by members of the Committee.

ARTICLE VII

Amendments

SECTION I: Amendments to these Bylaws may be accomplished by a two-thirds vote of the Board of Directors present and voting at a regular or special meeting held for such purpose, and shall become effective at the first regular meeting following the adoption of such amendment.

IN WITNESS WHEREOF, Tri County Economic Development District, by its Chairperson and attested to by its Secretary, has set its hand and seal this 23rd day of March 2011.

Tri County Economic Development District

BY: 
Laura Merrill, Chairman

ATTEST:


Malcolm Friedman, Vice-Chairman