



Mid-Columbia Economic Development District

District Expansion Task Force Meeting

Tuesday, July 26, 2022

3:00 P.M.

REMOTE ONLY

Join Zoom Meeting <https://us06web.zoom.us/j/81684973747>

Or call 669-900-6833, Meeting ID: 816 8497 3747

AGENDA

<u>Topic</u>	<u>Estimated Time</u>	<u>Item</u>
Call to Order/Introductions	2 minutes	Information
Approval of January Minutes	2 minutes	Approval
Review of Details Memo	30 minutes	Information
Next Steps	15 minutes	Discussion
Adjournment		

The meeting location is accessible to persons with disabilities. If you have a disability that requires any special materials, services, or assistance, please contact the MCEDD office at 541-296-2266 (TTY 711) at least 48 hours before the meeting.

MCEDD is an equal opportunity lender, employer and provider.



DRAFT

**District Expansion Task Force Meeting Minutes
Friday, January 21, 2022
1:00 P.M. via Zoom**

Committee Attendance:

Bob Hamlin, Ken Bailey, Leana Kinley, Eric Proffitt, Scott Clements, David Griffith

MCEDD Staff:

Jessica Metta, Jill Brandt

Guests:

Denny Newell (Gilliam County resident), Les Ruark (Gilliam County resident), Judge Elizabeth Farrar (Gilliam County), Judge Joe Dabulskis (Sherman County, MCEDD Board)

Call to Order/ Introductions:

The meeting was called to order at 1:01 pm. A brief round of introductions took place.

Minutes Approval:

Bob Hamlin motioned to approve the December meeting minutes. Eric Proffitt seconded the motion. All voted in favor.

Review of Additional Research:

Jessica explained that the memo in the meeting packet outlined the results of her research into the questions and ideas that came from the last meeting. She reiterated that the purpose of this committee is to bring a recommendation to the Full Board so they can decide whether or not to continue with adding Gilliam County to MCEDD.

Since the last meeting, Jessica confirmed that Wheeler County is not interested in joining MCEDD. She also had a conversation with Judge Farrar to hear what Gilliam County's expectations would be as part of MCEDD and to discuss the implications to MCEDD. That conversation confirmed that Gilliam's Economic Development is in line with Sherman County and won't require any new or different industry representatives. On the question of Board positions, the expectation discussed that Gilliam would have one position from the County (Commission) and that this seat would include representation of the cities, since the County is small. The Oregon Chambers rep and the Oregon Ports rep on the Board will expand to include Gilliam County under those designations. On the issue of adequate staff availability for the larger service area, Gilliam's expectation is minimal because the County has its own economic development staff. MCEDD would be available to provide services under contract the same as all other counties in the district. Jessica noted that Gilliam County already participates in CGBREZ and adds value to that effort.

The question regarding lending services came up – would businesses apply to MCEDD or to GEODC? Judge Farrar confirmed that Gilliam County has its own local loan fund and could contract with MCEDD (or other third parties in Gilliam County) to run that service. Jessica explored the question of whether MCEDD’s existing USDA and EDA funds will cover Gilliam County. When consulted, GEODC thought it made sense for businesses to apply to MCEDD for funding if Gilliam is part of MCEDD. Jessica contacted EDA and USDA to ask if it was possible to change MCEDD’s designated area and existing RLF Plans to include Gilliam County. Neither agency had experience with this type of process nor had any immediate answers. MCEDD’s expectation is that our funding sources will be amended to include Gilliam County. Jessica stated that MCEDD’s lending funds would have to stretch to cover a bigger area. However, right now MCEDD has plenty of funding and there is no shortage issue. She did not expect that Gilliam County will have an excessive number of business loan requests.

Judge Farrar reported the county has its own stand-alone business loan funds that are administered in-house. She has not yet spoken to the Gilliam County Commissioners about changes in the lending structures, but she does not foresee strong opposition. Judge Farrar said the Commissioners want to be good partners to MCEDD and are willing to work through any concerns to reach mutual satisfaction.

Jessica reviewed the benefits to MCEDD if Gilliam County joins the district, as listed in the memo. She explained that MCEDD’s staff has expanded with funds. The addition of Gilliam County will add their local assessments to MCEDD’s base and could possibly result in a slightly larger planning grant. Both the Port of Arlington and the Condon Chamber would be strengthened. Because Gilliam County is already in the same Regional Solutions district, becoming part of MCEDD would strengthen their presence in that office. Jessica added that she could foresee mutual projects with Gilliam and Sherman Counties. She also agreed that adding another private sector seat for WA onto MCEDD’s Board (Forestry) will be a benefit, but that this could be done without the addition of Gilliam County if desired by the Board.

Bob Hamlin reported that there were concerns expressed by Washington-side stakeholders with this proposed addition of Gilliam County to MCEDD. There is a perception that Washington’s presence on the MCEDD Board would be diminished, and the Washington counties’ interests would not be advanced to the same degree as Oregon counties.

Eric Proffitt reminded the group of Ken’s observations at the last meeting, and that these concerns from our Washington partners have negative impact.

Ken Bailey agreed, adding that if Washington is dissatisfied or feels unequal within the district, this is an issue for the Board to hear and address. He added that this conversation has clearly illuminated a need for MCEDD to work harder on relations with Olympia to better represent our counties’ interests and needs there. He also pointed out that this relationship between Oregon and Washington needs to be examined whether MCEDD adds Gilliam County. There is an imbalance that exists there that has never been acknowledged or addressed, and this proposal to add Gilliam has brought to the forefront. He appreciated the memo that outlines how and why services in Oregon differ from services in Washington. Ken stated that the bottom line is that we need to be sure that everyone feels comfortable together. He suggested that MCEDD’s Board needs to consider adding one or two more private sector reps to equalize Washington’s value in our organization. Ken added that everyone wants and should have equal representation.

Jessica committed to continue work on strengthening MCEDD's connections with Washington's state government agencies. She had initial meetings with Washington's Department of Commerce in the past month and registered to attend a Washington Economic Development Association conference in Olympia this March. She reported that her conversations with Commerce have increased her understanding of the connections between the state government and Skamania EDC and Klickitat EDA. Jessica welcomed any thoughts or ideas from the group to support our Washington partners and ideas to increase our projects on the Washington side.

Ken asked if there is anything MCEDD can do to help our counties get more recognition in Olympia. Although this committee was formed to address the issue of adding Gilliam County to the district, the biggest concern coming up is not Gilliam County but the differences in degree of advocacy or presence that MCEDD provides within the two state governments on behalf of its counties. This issue will always exist with our two states - sometimes as a problem and sometimes as an advantage to leverage.

Bob Hamlin agreed that Skamania and Klickitat's disadvantage in Olympia arises mostly from lack of population, industry and proximity. Salem pays more attention to MCEDD's Oregon side than Olympia does on the Washington side. He asserted that he would like to feel that MCEDD has more voice in Olympia. He added that the only time MCEDD's counties get attention in Olympia is when advocating for the bi-state Bridges, when all of the counties in MCEDD go to Olympia together with Oregon representatives to request funding for these major projects.

Joe Dabulskis stated that in his three years on MCEDD's Board, he has never encountered any difference in how MCEDD works with its counties on either side of the river, nor felt any inequality in how MCEDD serves its stakeholders.

Ken stated that this review is good for the organization. There is always need for self-assessment to make improvements.

Jessica reminded the group that MCEDD has added significant Oregon support for the Goldendale Pumped Storage project. Leana Kinley added that Skamania and Klickitat Counties benefit by having an Oregon component on our applications for FEMA as well as Economic Development. Ken suggested that Skamania and Klickitat can use their alignment with the Oregon counties to add weight to their needs and requests in Olympia.

Eric asked if Jessica was looking for a motion, further discussion, or a recommendation to take to the Board. Jessica asked if the committee felt that there was enough information to bring a recommendation to the board. She offered alternatives: to recommend continuing with the process to add Gilliam, to recommend a pause, or to say no. She added that the March Board meeting already has a very full agenda with the Audit, the annual CEDS priority list and the Major CEDS update to approve, so there won't be a lot of open discussion time.

Ken stated that he felt that the project was not far enough along in the process to look for Board approval in March. He thought that the whole process needed to be outlined in more detail and the steps need to be more clearly identified in writing. He suggested that for the March Board meeting a simple summary to date with a yes or no vote to continue work on the project.

Jessica agreed to summarize the project for the Board meeting with the different options to move forward outlined. She thought it was possible to present an update for the March meeting, and definitely there would be more to report to the Board by the June meeting. Ken advised that the Board should be informed of where the project currently stands, and that the committee plans to bring a draft proposal to the June meeting for consideration. He outlined September as the earliest possible date for any final decision or approval to admit Gilliam to the District.

Scott Clements joined the meeting at 1:22pm. He apologized for his late entry to the meeting and asked if the main issue in the group's discussion so far had been the equal representation between Oregon and Washington.

Ken added that upon further consideration, he felt that the option to add Gilliam County to the Board on a trial basis that was discussed in 2015 was not feasible. He felt that since this process is so long and complicated, once it is official there is no undoing all the work. Joe Dabulskis agreed.

Scott asked if Gilliam County's revolving loan fund was an issue. He stated that the County can continue to run their own loan program and still be a member of MCEDD. He restated his opinion that the big issue seems to be feelings by our Washington counties that they are underrepresented.

Bob Hamlin brought up his concern that the Committee and Board will spend a lot of time on this project. He stated that he did not see that adding Gilliam County will be a burden on MCEDD that would deplete opportunity for the other counties in the District. He did agree with Scott Clements that maintaining the balance between the Oregon and Washington counties was most important.

Ken emphasized that adding Gilliam to MCEDD was one issue, and that the question of equal representation was another issue. He added that he did not think either issue was unsolvable. He then suggested that equal representation might look like assigning two private sector appointments for the Washington counties when Gilliam comes into the District. He stated that he was aware that some feelings existed that the representation has not been equal in the past, and further suggested that the Board needed to do more to change the balance among the five current counties. He added that he thought it justifiable to increase the Board by two private sector seats for the Washington side regardless (totally separate from) additions to equal the balance when Gilliam County joins the District.

Leana Kinley added that some of these feelings come from the fact that Oregon uses more of MCEDD's services. She illustrated this comment by giving the example of Broadband assistance as a service that the Washington counties need. MCEDD has done extensive work to improve Broadband on the Oregon side. The Washington Counties need advocacy for these projects to get legislative funding from Washington. Grant writing assistance is helpful but help with figuring out where and how to even get the application to fill out is needed!

Ken said both of the issues under discussion here could be done simultaneously. He added that building relationships with Washington's state government agencies will take some time and he advocated for starting on it right away.

Jessica replied to Leana's point about Broadband. She stated that Carrie was passionate about getting Broadband improvements for the whole region, and she acknowledged that this project has been "at the bottom of the barrel" many times, lacking funding to move forward. Carrie's work on the Oregon side has been funded by county fee-for-service contracts. She also acknowledged the possibility of getting more funding from the Washington state government.

Scott asked if it was worth querying MCEDD's Washington representatives on the Board for their input on what services would be useful for MCEDD to provide. Bob agreed with Scott's idea to get the Washington-side reps on the Board together to clarify what assistance they need from MCEDD.

David Griffith refocused the discussion back to Gilliam County by asking about the hard costs of what will be involved with this transition. He referred to staff time, and any other costs (change fees, etc) associated with bringing Gilliam County into the District. Jessica replied that the process of making the changes will involve some staff time, but once the county is part of the District, they will be contributing assessments and any work that MCEDD does will be paid for under contract the same as in all other counties. David then asked if Gilliam will cover the costs associated with the transition and Jessica responded that this question had not come up and was therefore unknown.

Jessica then returned to the representation question, noting that currently the private sector reps between Oregon and Washington are evenly split.

Ken suggested that this committee be identified as addressing both the Gilliam County issue and also the representation issue. He felt that these issues should be presented to the Board separately. He added that it was important to resolve the representation issue. Leana agreed with Ken that this committee's end goal was to make MCEDD stronger, and that both of these issues support this goal.

Jessica summarized the action steps identified so far. She suggested that one of the committee members help deliver the update to the Board in the March meeting. She will summarize the options for different outcomes on the Gilliam County question. She also agreed to facilitate a meeting with all of MCEDD's Washington Board reps to clarify how MCEDD can better support the Washington Counties' interests.

Scott asked if pursuing these issues will be sequential or simultaneous. He added that MCEDD cannot consider adding Gilliam without considering Washington's needs. Jessica replied that she felt that both should move forward simultaneously.

Ken added that this committee has identified a weakness that has been present but overlooked in the past. This project to add Gilliam County has clearly identified an existing issue. He suggested that both projects continue at the same time. He further added that how MCEDD deals with the issue of equal Washington representation will continue into the future forever, and that MCEDD needs to evaluate and assess with each individual county to make sure all needs are being met.

Bob Hamlin agreed that Wasco and Hood River counties dominate with projects priorities. He added that this was understandable because these are the two counties of the region that have the largest population and economic bases. Ken asserted that the other counties need to speak up to assure that they are represented equally.

Eric Proffitt observed that considering this issue as an opportunity to move forward and meet needs that maybe were not there for years before was preferable to considering the discussion as some members feeling shorted. He stated that he considered this as an opportunity for MCEDD to grow. Joe Dabulskis agreed, adding that he has never felt that Sherman County was shorted or did not receive top quality service from MCEDD.

Jessica refocused the discussion by stating that she did not see a clear need for this committee to meet again before the March Board meeting, but that she would organize a meeting of the Washington Board members in February. Scott agreed that the information from a Washington meeting will be helpful. Bob supported making sure that all counties in the District were comfortable. Jessica stated that she would present the Board with the options for Gilliam County and ask for the Board's approval to keep moving forward on the project. She will add an outline for the next steps that will have to be approved.

Scott asked for clarification on how the representation issue will be handled. Jessica responded that a forestry seat for Washington has been suggested with favorable regard. She made a note to ask the Washington folks what will be helpful at their meeting.

Ken summarized the next steps forward as asking the Board for approval to continue forward with the project until the June meeting and to present a detailed proposal at that time. The months in between can be used to collect more information and clarify all of the steps that will be required before final approval can be made and Gilliam County added. If the Board votes to continue in June, the agency approvals and any further steps can commence. Ken felt that the September meeting would be the earliest that all approvals and steps could be finished by.

Bob agreed with Ken's proposed schedule. Ken reiterated that this was not a dragging timeline. He added that the Committee needs a thumbs up from the Board to continue with the discussions that will form the draft documents.

Scott agreed with the projected September timeline for the Gilliam County addition, and suggested that in the interim the committee continue to develop clarity about the representation needs of the Washington counties.

Adjourn:

Jessica adjourned the meeting at 1:55pm

Respectfully submitted by Jill Brandt, Administrative Assistant

Memorandum

To: MCEDD Expansion Task Force Committee
From: Jessica Metta, Executive Director
Re: Details Regarding Gilliam County Addition
Date: July 19, 2022

This memo provides additional information and points of discussion for MCEDD's Expansion Task Force Committee to consider regarding Gilliam County's request to join the MCEDD District. The following is an overview of the work to date and process that would follow this meeting.

- December 2021 and January 2022: Committee met to discussion options.
- February 2022: Washington members met to discuss support opportunities.
- March 2022 MCEDD Board meeting: Board informed of work to date. Board expressed its interest in continuing this process through a vote, and in adding a Forestry private sector rep to the Board.
- April, May: Outreach to Governors' offices to explore support. Oregon Regional Solutions is supportive. There has been difficulty getting in touch with Gov. Inslee's office.
- Next steps put on hold with other MCEDD business at the June Board meeting.
- June 2022 MCEDD Board meeting: Board approved bylaws amendment that added Forestry private sector rep to the Board.
- September 2022 MCEDD Board meeting: Present draft proposal for board discussion.
- October, November: Support Gilliam County in crafting a resolution that outlines the changes in economic conditions and their desire to join the MCEDD Board. Gilliam County passes resolution.
- December 2022 MCEDD Board meeting: Board vote on adding Gilliam County.
- If the addition is approved: Work with GEODC on their approval. Work with both Governors' offices for letters. Submit all information to EDA. No changes would occur until approved by EDA.

Details for Adding Gilliam County to the MCEDD Board

1. Board would expand to add a seat for a Gilliam County rep. This seat would be held by a Gilliam County Commissioner but would also report on the activities of the Cities of Gilliam County. Cities would be added to contact lists for all MCEDD Full Board meetings but would not have an official Cities rep on the Board.

Gilliam County rep would automatically join the MCEDD Executive Committee as is usual for County reps. Gilliam County rep would only join the Loan Administration Board if MCEDD's lending area is revised to include Gilliam County.

- Option A: Expand the Board to also include a rep from the Cities of Gilliam County. Discussion: Should we consult with Condon and Arlington? Who decides?
 - Option B: MCEDD Board votes to expand lending area to include Gilliam County. Once approved by EDA and USDA, the Gilliam County rep joins the Loan Administration Board.
2. Oregon Chambers rep would expand to include Gilliam County chamber. Discussion: Should we consult with the Hood River and The Dalles Chamber? Maupin and Dufur have not been regularly engaged.
 3. Oregon Ports rep would expand to include a rotation to the Port of Arlington. Discussion: Should we consult with Ports of The Dalles, Hood River and Cascade Locks?
 4. Bylaws would be changed as shown in attachment.

Additional Details:

- Financial Assessment: Given additional upfront costs, Gilliam County would receive a higher one-time assessment to cover administrative, legal and other costs. The long-term annual assessment would match MCEDD's local dues policies. Discussion: FY23 assessment is \$0.81 per capita. What amount seems reasonable?
- Any additional services by MCEDD would be offered on a fee-for-service basis.
- Economic Development Strategy: Gilliam County would be incorporated into the CEDS beginning in 2024 with a minor update, and 2027 with the full update.

MCEDD Board Composition Overview as of June 2022:

- 5 county seats (3 OR, 2 WA)
- 5 cities seats (3 OR, 2 WA)
- 2 chambers (OR/ WA)
- 2 ports (OR/ WA)
- 8 private sector reps (OR/ WA balanced)

22 Total

Bylaws of the
Mid-Columbia Economic Development District

ARTICLE I
THE ENTITY

Section A. Area of Operation:

The area of operation of the Mid-Columbia Economic Development District (MCEDD) shall be within the corporate boundaries of the Oregon counties of Gilliam, Hood River, Sherman and Wasco, and the Washington counties of Klickitat and Skamania. (The MCEDD shall hereafter be called the District.)

Section B. Establishment:

The District was formed by representation from the five counties in 1969 and was designated an “Economic Development District” by the Economic Development Administration, U.S. Department of Commerce, on June 10, 1970. Bylaws were adopted and the District established pursuant to the laws of the States of Washington (RCW 39.34) and Oregon (ORS 190) and by agreement of its members. The District was amended to add Gilliam County by the Economic Development Administration, U.S. Department of Commerce, on XXXX, 2023.

Section C. Mission and Goals:

The District’s mission is to promote the creation of family-wage jobs, the diversification of the economic base, and the growth, development and retention of business and industry within the fivesix-county district. The primary goals are:

1. Creation of employment opportunities and the diversification of the area’s economic base through business expansion and the development of new business and industry.
 - a. Provide financing packaging assistance along with a variety of financing program options to promote business and industrial development.
 - b. Provide support to existing community marketing and business assistance programs.
 - c. Help retain existing employers in the area by assisting in the removal of obstacles to growth and/or continued operation in the area.
2. Provide planning and coordination of economic development related activities and act as a liaison between appropriate Oregon, Washington and Federal interests.
3. Administer local, state or federal programs which have economic benefit within the fivesix-county area.

ARTICLE II
MEMBERSHIP AND REPRESENTATION

Section A. Membership:

Any general purpose district (city or county) or special purpose district or any organization founded for or involved in economic development, within the boundaries of the five-six counties, shall be eligible to become participating members of the District. The governing body of each county of government may approve membership from other districts, organizations, or associations.

Section B. Public Sector Representation, Board of Directors:

The elected governing body of each member county shall designate one of its members to represent it and serve at the pleasure of the county governing body as a voting member of the Board of Directors.

The governing body of each member county, except Gilliam County, shall also appoint one voting representative to the Board of Directors from any city (who is a member of the District) within the county, and shall appoint that representative selected by the city upon receiving a written request designating the individual to be appointed. If more than one city within a county has become a member of this Agency, the governing body of that county may rotate the appointment of the voting representative between such cities within the county. The voting representative appointed is to serve at the pleasure of the designating county. The city representatives from the Oregon counties shall serve a two-year term which shall expire on odd numbered years, while the representatives from the Washington counties shall serve a two-year term that expires on even numbered years.

The member Port Districts shall select voting representatives to the Board of Directors from their elected commissioners or a senior staff level person for two-year terms. Oregon Ports shall select one representative whose position shall expire on even numbered years. Washington Ports shall select one representative whose position shall expire on odd

numbered years. Port representatives should rotate among the member Ports in each state upon expiration of the current term.

Section C. Private Sector Representation, Board of Directors:

The Executive Committee shall select eight voting Private Sector representatives from regional business sectors. Appointments will be for a one-year period which may be renewed. These selections will be made after the other voting representative positions have been filled. Nominations for these positions may be submitted by the interests to be represented or by other Board members. Appointments shall be ratified by the Board. "Private Sector Representative" is defined as an individual in a responsible decision-making position in a for-profit organization, or that individual's representative. In addition, representatives from an institution of post-secondary education or workforce development or labor group are eligible to serve in these positions.

The Chambers of Commerce shall select voting representatives to the Board of Directors for two-year terms. Oregon Chambers shall select one representative whose position shall expire on even numbered years. Washington Chambers shall select one representative whose position shall expire on odd numbered years. Chamber representatives should rotate among the Chambers of Commerce in each state upon expiration of the current term.

Section D. Removal:

A Board member may be removed for missing three consecutive regular Board meetings without reasonable cause approved by a majority of the board membership. After two absences by a Board member, he or she will be notified that an absence at the next meeting will be cause for consideration of their removal from the Board and a letter will also be sent to the appointing body. Following three consecutive absences, the Board member may be removed upon a majority vote of the other members present at a regular or special meeting. The member being considered for removal may appear and be heard at such meeting before a vote is taken. If a Board member is removed, then a new member will be appointed by the appointing body. The Board may take action to excuse a board member from attendance requirements.

A Board member formally charged with fraud, dishonesty or embezzlement will be immediately suspended from the Board. A Board member may be removed for conviction of fraud, dishonesty, embezzlement, or other good cause upon the vote of a majority of the other members present at a regular or special meeting. The meeting shall be held not less than ten (10) days after a notice setting forth the intended action, a statement of the reasons therefore, and the date of the meeting when the matter will be acted upon, has been sent by certified mail to the member being considered for removal. The member being considered for removal may appear and be heard at such meeting before a vote is taken.

A selecting entity may replace its representative(s) at any time and the position may be filled with a representative appointed by the selecting entity for the unexpired term.

Section E. Voting Control:

At each meeting of the Board of Directors of the District, each Board member shall be entitled to vote in person and shall have one vote. All questions, except as otherwise provided by law or herein, shall be determined by a majority of the members of the Board present at any duly called meeting. Proxy votes will not be allowed.

Section F. Member Resignation/Termination:

Member organizations of the District may resign their membership by giving notice to the District at least 60 days prior to the beginning of the District's fiscal year.

Non-payment of dues or not making approved arrangements by July 1 within the fiscal year of MCEDD shall be grounds for termination of membership. When a membership is terminated any member of the Board of Directors representing or appointed by that membership shall be removed.

Section G. Dissolution:

This organization shall be dissolved at any time when less than four of the governing bodies of the ~~five-six~~ counties remain as members of the District. After payment of all outstanding financial commitments, any remaining funds shall be forthwith distributed to the District members in the same proportion as such members contributed to the District in its last fiscal year of operation.

ARTICLE III
MEETINGS

Section A. Annual Meetings:

The regular annual meeting of the members shall be held in September of each year, at such place within the ~~five-six~~

counties as is specified in the notice of the meeting.

The regular annual meeting shall be held to elect officers and/or appoint Board members and transact such other business as may come before the meeting.

Failure to hold the annual meeting at the designated time shall not work a forfeiture to dissolution of the District. If the annual meeting is not held at the designated time, the Chairperson or Board may call the annual meeting at a time fixed by the Board not more than sixty (60) days after such designated time. If the annual meeting is not held at the designated time or during the sixty-day period thereafter, the annual meeting may be called by members having one-fifth of the votes entitled to be cast at the meeting.

Section B. Regular Meetings:

Regular meetings of the Board shall be held quarterly or as needed, at a specified place, day and hour at a location within one of the ~~five-six~~ counties.

Section C. Special Meetings:

Special meetings of the Board may be called at any time by the Chairperson, or by a quorum of the Executive Committee, and it shall thereupon be the duty of the Chairperson to cause notice of such meeting. The Chairperson or Executive Committee members calling the meeting shall fix the place, day, and hour of the meeting, and shall state the purpose or purposes for which the meeting was called. The meeting shall be held within the ~~five-six~~-county area.

Section D. Notice of Meetings:

Notice of the place, day and hour and purpose of any regular or annual meeting of the Board shall be delivered, by U.S. mail, e-mail, or given to each member entitled to vote at such meeting not less than five (5) days nor more than fifty (50) days before the date set for the meeting either personally or by mail (special meetings require ten (10) days prior notice or telephone notification). If notice of a meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the members at their most recent address as they appear on the records of the District. If notice is delivered by email, such notice shall be deemed to be delivered if not returned to sender within twenty-four (24) hours. Notices will also be posted/ advertised in accord with the open meetings laws for any Board or Committee meeting.

Section E. Quorum:

At any properly called meeting of the Board or Committee, a majority of the voting representatives shall constitute a quorum for conducting business.

Section F. Organization:

The Chairperson, and in his or her absence, the Vice-Chairperson, shall preside at each meeting of the Board and shall act as Chairperson thereof. The meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE IV
RIGHTS AND LIABILITIES OF DIRECTORS

Section A. Liability of Members and Representatives of Debts:

Individual voting members and the private and public property of the members and their representatives shall be exempt from execution or other liability for any debts of the District nor shall they be liable or responsible for any debts or liabilities of the District.

Section B. Loans to Board Members:

No personal or private loans may be made by the District to its Board members or their immediate families as provided in 13 CFR 302.3 and in ORS 65.364. No member of the Board or their immediate families may be an officer, director, or owner of a small business concern receiving financial assistance from the District.

ARTICLE V
OFFICERS

Section A. Number and Qualifications:

The officers of the Mid-Columbia Economic Development District shall be a Chairperson, a Vice-Chairperson, and a Secretary-Treasurer. They shall perform such duties as may be designated by the Board. A member may not hold more

than one office.

Section B. Election and Term of Office:

The officers shall be Board members elected annually by the Board at their regular annual meeting. If the election of officers shall not be held at such meeting, such election of officers shall be held as soon thereafter as may be convenient. Each officer shall hold office for terms of one (1) year or until his or her successor shall have been elected. A vacancy in any office shall be filled by the Board for the unexpired portion of the term. A nominating committee appointed by the Chairperson shall meet prior to the annual meeting.

Section C. Chairperson:

The Chairperson: (1) shall be the principal presiding officer of the District Board of Directors and shall preside at all meetings of the members and at all meetings of the Board at which he or she is present; (2) may sign any instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the MCEDD, or shall be required by law to be otherwise signed or executed; and (3) shall, in general, perform all duties incident to the office of the chairperson and such other duties as may be prescribed by the Board from time to time.

Section D. Vice-Chairperson:

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

Section E. Secretary-Treasurer:

The Secretary-Treasurer shall: (1) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with these bylaws; (3) be custodian of the MCEDD records; (4) keep general charge of the books of the MCEDD; and, (5) in general, perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be prescribed by the Board, or may assign these duties to staff.

Section F. Removal of Officers:

Any officer elected may be removed by a majority vote of the Board whenever in its judgment the best interests of the District are not being served by the officer.

Section G. Resignations and Vacancies:

Any officer may resign at any time by giving notice in writing to the Chairperson and the Board, and unless otherwise provided herein, each resignation shall be effective upon receipt of the notice. A vacancy in office because of death, resignation, removal, disqualification, or any other cause may be filled from the Board for the unexpired portion of the term by a majority vote of the Board.

ARTICLE VI
DIVISIONS

Section A. Economic Development Division:

The Economic Development Divisions provides Business Assistance, Technical Assistance, and Regional Coordination for Economic Development issues. This work includes the provision of planning, grant writing, grant administration and coordination services to communities and organizations where needed within the realm of economic development, as well as oversight of the MCEDD Revolving Loan Funds, loan packaging assistance and any other program directly providing assistance to small businesses (may include "small business incubators"). The Loan Administration Board established in Article VII, Section B. will be responsible for the operation of MCEDD's Revolving Loan Funds in accordance with approved management plans.

Section B. Transportation Division:

The Transportation Division provides Technical Assistance and Regional Coordination for Transportation issues. This work includes Mobility Management services and the provision of planning, grant writing, grant administration and coordination services to communities and organizations where needed within the realm of transportation, as well as operation of The Link Public Transit.

ARTICLE VII
COMMITTEES

Section A. Executive Committee:

The Executive Committee shall consist of at least ~~seven~~-eight members. Each county (geographic area) within the District shall be represented by a Public Sector Board member on the Executive Committee. At least two Private Sector representatives will be appointed by the full Board at the Annual Meeting. Additional Public Sector and/or Private Sector representatives may be appointed at the discretion of the full Board at the Annual Meeting. The Officers of the MCEDD Board of Directors will each fill one of the Executive Committee positions. Vacancies occurring during the year will be filled by Board action at a regular or special meeting of the MCEDD Board.

The Executive Committee shall have the same powers and authority as the Board of Directors and may take any action(s) on behalf of the Board. The Executive Committee may meet monthly, or as needed to conduct all operations of the District. Significant policy decisions will be referred by the Executive Committee to the full Board of Directors for consideration during a regular or special meeting.

Section B. Loan Administration Board:

A Loan Administration Board shall be selected in accordance with requirements of the approved Revolving Loan Fund Plan governing Economic Development Administration and US Department of Agriculture grant funds and shall serve a term of one year. The Loan Administration Board shall have the authority to make all loan decisions and take any required action on behalf of the MCEDD Board.

Section C. Nominating Committee:

A Nominating Committee shall be appointed by the Chairperson to meet prior to the annual meeting to nominate a slate of officers for the next year and to nominate at least two Private Sector representatives to the Executive Committee.

Section D. Committees:

The Board of Directors or Chairperson may provide for or appoint other committees to assist the Board of Directors in the management and affairs of the District.

Section E. Committee and Loan Administration Board Authority and Reports:

Minutes of the Committee and Loan Administration Board meetings will be maintained at the MCEDD offices. A report of Committee and Loan Administration Board activities will be made at the next regular MCEDD Board meeting.

ARTICLE VIII
STAFF

Section A. Executive Director:

The Executive Director shall be hired by the Executive Committee with the concurrence of the majority of the full Board of Directors upon such terms and conditions as the Board may determine, and shall serve at the pleasure of the Board.

Section B. Executive Director, Power and Duties:

The power and duties of the Executive Director are:

1. To act as the chief executive officer of the District and to direct and implement the business and affairs of the District, under the policy guidance of the Board of Directors.
2. To have general charge of the property of the District and to supervise and control all employees of the District.
3. To hire, upon the advice of the MCEDD Executive Committee, all employees and agents of the District and fix their titles, terms of employment, powers, duties and compensation, in accordance with District Policy and Committee recommendations; and to discharge any employee or agent within the guidelines established by District policy.
4. To act in the name of, and on behalf of, the District in regard to such commitments of the District as permitted by Regulatory Agencies and which are appropriate and consistent with the purposes stated herein as the Board may from time to time determine.
5. To sign and countersign all drafts, notes, orders or other undertakings for the payment of money by the District, as authorized by the Board of Directors or Executive Committee.

6. To sign all records and documents whereunto the signatures of the Executive Director shall be lawfully required.

ARTICLE IX
FUNDS, CHECKS AND DEPOSITS

Section A. Program and Budget:

Annually, and before July 1 of each year, the Board of Directors shall propose a program and adopt a budget for the District for the ensuing year. At this meeting, the Board shall further vote an assessment of dues to member organizations for the purpose of providing the necessary funds to accomplish the program as approved by the Board. On or after July 1 of each year, but prior to March 1 of the same fiscal year, each member organization shall forthwith pay to the District the amount of said dues assessment. Failure to pay the assessed dues within the allotted time may result in the termination of membership.

Designated dues, donations, grants, contract funds, etc., will be used solely by the Division so designated, in accordance with approved budgets and management plans.

Section B. Gifts and Grants-In-Aid:

The Board of Directors or Executive Committee may accept on behalf of the District any contribution, gift, bequest or devise for the general purposes or any special purpose of the District, and the Board of Directors and Executive Committee are specifically authorized to accept grants to aid on such conditions as may be approved by the Board of Directors from the United States, the states of Oregon and Washington, or any bureau or agency thereof, as well as from any other lawful source, public or private.

Section C. Deposits:

All funds of the District shall be deposited to the credit of the District in such banks, trust companies or other depositories that meet funding agency requirements as the Board of Directors may select.

Section C. Disbursements:

Upon budget approval by the Board of Directors, disbursements on accounts and expenses provided for in the budget may be made under the authority of such officer or officers, agent or agents as shall from time to time be authorized by resolution of the Board of Directors.

ARTICLE X
FISCAL YEAR

Fiscal Year: The fiscal year of the District shall commence July 1 of each year.

ARTICLE XI
AMENDMENTS

Amendments: Amendments to these bylaws, except revisions made to 13CFR302.3, which shall modify these bylaws on the revision date, may be proposed at any regular meeting of the Board when a quorum is present and shall take effect when the amendment receives the concurring vote of a majority of voting representatives.

Amended this 18th day of July, 1990.

Amended this 16th day of January, 2002 /s/ Joan Frey, Chairperson MCEDD Board of Directors

Amended this 14th day of December, 2005 /s/ Dan Ericksen, Chairperson, MCEDD Board of Directors

Amended this 19th day of July, 2006 /s/ Les Perkins, Chairperson, MCEDD Board of Directors

Amended this 10th day of September 2009 /s/ Barbara Briggs, Chairperson, MCEDD Board of Directors

Amended this 15th day of December, 2011 /s/ Don Stevens, Chairperson, MCEDD Board of Directors

Amended this 13th day of September, 2012 /s/ Don Stevens, Chairperson, MCEDD Board of Directors

Amended this 19th day of September, 2013 /s/ Don Stevens, Chairperson, MCEDD Board of Directors

Amended this 19th day of March 2015 /s/ Mike Smith, Chairperson, MCEDD Board of Directors

Amended this 23rd day of June 2022 /s/ Bob Hamlin, Chairperson, MCEDD Board of Directors

Amended this xx day of xxxx 2023 /s/xxxxxx, Chairperson, MCEDD Board of Directors