

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 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.

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 five-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 five 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 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 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 two year terms that expire 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 seven 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 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 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 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 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. Business Assistance Division:

The Business Assistance Division oversees the MCEDD Revolving Loan Funds, provides loan packaging assistance and any other program directly providing assistance to small businesses (may include "small business incubators"). Staff will be assigned to this division. The Loan Administration Board established in Article VII, Section B. will be responsible for the operation of this program in accordance with approved management plans.

Section B. Technical Assistance Division:

The Technical Assistance Division provides planning, grant writing and coordination services to communities and organizations where needed within the realm of economic development.

ARTICLE VII COMMITTEES

Section A. Executive Committee:

The Executive Committee shall consist of at least seven 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. 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 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 Division Committees, 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 and in accordance with the appropriate Committee recommendation.
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