

BYLAWS

OF THE

**IOWA NORTHLAND REGIONAL
ECONOMIC DEVELOPMENT COMMISSION**

ARTICLE I
GENERAL POWERS

The business and affairs of the Commission shall be managed by its Board of Directors who must authorize the execution of all contracts and approve the annual budget.

ARTICLE II
NUMBER, TENURE AND QUALIFICATIONS

The number of directors of the Commission shall be not less than fifteen (15); comprised of a majority of elected officials from Black Hawk, Bremer, Buchanan, Butler, Chickasaw, and Grundy Counties, along with a broad representation of labor, business, industrial, educational, economic, professional, and minority interests of said counties. Said Commission shall also consist of representation of the Iowa Northland Regional Council of Governments and Black Hawk Economic Development, Inc.

The members of the Board of Directors shall serve for three years, with one-third to be elected annually, at the annual meeting, beginning with the annual meeting in July of 1990, and be chosen from a list submitted by the nominating committee. The nominating committee shall consist of three (3) persons selected by the Board of Directors at its last meeting preceding the annual meeting. Vacancies during the year may be filled by the Board of Directors at regular or special meetings of the Board. The Board of Directors shall have the option of declaring a vacancy and appointing a replacement of any Board member who misses three (3) consecutive Board meetings.

No compensation shall be paid to any person for their services as a member of the Board of Directors.

ARTICLE III
MEETINGS

The annual meeting of the Board of Directors shall be held in June of each year or at a time to be designated by the Chairperson. Notice must be given at least 30 days in advance of the meeting. Additional meetings shall be held quarterly, or upon call of the Chairperson or any five members of the Board. All Board meetings shall be conducted in accordance with the provisions of the Iowa Open Meeting Law (Iowa Code, as may be amended). Notice of all Board meetings shall be posted and sent to the local news media, member governments and organizations, and interested parties requesting such notice. Meeting minutes shall be kept for all Board meetings.

A quorum of one-third of the elected members of the Board shall be sufficient to conduct the business of the Board at any meeting and voting by proxy shall be permitted. For the purpose of quorum requirements defined in these bylaws, presence at a meeting via electronic means in accordance with the Iowa Code, as may be amended, shall be equivalence to being present in-person at said meeting. All related powers and duties shall then apply. At the annual meeting each year, the officers, the executive committee and one-third of the Board of Directors shall be elected.

All meetings of the Board of Directors shall be open to the public unless all of the members of the Board present at said meeting shall vote to go into executive session per Iowa Code 21.5, in which case that portion of the meeting so designated by the majority of the Board members present shall be closed to the public. The Board of Directors upon a majority vote of the entire membership of the Board may remove any of the hereinafter named officers, when in their absolute discretion, it shall be deemed in the best interests of the Commission.

ARTICLE IV OFFICERS

The officers of the Commission shall consist of a Chairperson, Vice Chairperson, Secretary, and an Executive Committee composed of these three officers and two additional Board members who shall all be elected at the annual meeting each year and shall serve for one year. The officers and Executive Committee shall be chosen from a list of Board members who have agreed in advance to serve if nominated; by the nominating committee. The nominating committee shall consist of three (3) persons chosen by the Board of Directors at its last meeting preceding the election. The names of other nominees to fill the officer and Executive Committee positions may be submitted for consideration at the annual meeting for the election of officers, by the filing of a written petition at any time before the election, containing the signatures of at least five Board members.

The Chairperson shall preside at all meetings of the Board and the Executive Committee which he/she attends. The Chairperson shall appoint the chairperson of all committees other than the Executive Committee with the approval of the Board of Directors. The Chairperson shall have the authority to call meetings of the Executive Committee and the Board of Directors. The Chairperson, or designee, may sign all contracts authorized by the Board of Directors.

The Vice Chairperson shall perform all of the duties of the Chairperson in the absence of the Chairperson and perform such other duties as shall be assigned to him/her by the Chairperson or the Board of Directors. The Vice Chairperson may sign all contracts authorized by the Board of Directors.

The Secretary shall have charge of and be responsible for all the official records of the Commission, the notices of meetings of Board of Directors and Executive Committee and the records of the meetings of the Board of Directors and the Executive Committee.

ARTICLE V COMMITTEES

There shall be an Executive Committee composed of the officers and two Board members chosen as heretofore indicated, who shall serve for one year. The Executive Committee shall meet upon call of the Chairperson or Vice Chairperson. The Executive Committee shall have the power to approve contracts and have such other specific powers as shall be assigned by the Board of Directors. A quorum of the Executive Committee shall consist of three (3) members. Executive Committee meetings are open to all members of the Board of Directors.

A Technical Committee shall be established comprised of professional staff members of Economic Development Organizations, Counties and Cities within the INREDC Region. In the event that a community has no paid economic development staff, volunteers actively involved in economic development may be appointed to the committee. The committee will serve as the vehicle by which economic development professionals may meet to share information, concerns and opportunities. The INRCOG Economic Development Coordinator shall serve as chair of this committee.

Other committees may be established and appointed by the Board of Directors for such purposes as the Board shall designate and serve for such period as the Board shall designate. The Board shall prescribe the number of such committee members.

ARTICLE VI
FINANCES

The first fiscal year of the Commission shall be the period beginning February 24, 1989 and ending June 30, 1989, and the period beginning July 1 and ending June 30 of each year thereafter. The books for the Commission shall be administered by the Iowa Northland Regional Council of Governments, the Commission's fiscal agent, and such books shall be audited annually.

All contracts require approval of the Board. The annual budget will be prepared by the Board or a designee and be approved by the Board of Directors. Checks for the Commission shall be signed in accordance with financial standards of the Iowa Northland Regional Council of Governments.

ARTICLE VII
INDEMNITIES

The Commission shall indemnify any director, officer, or committee member, or any former director, officer or committee member, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director, officer, or committee member, except in relation to matters as to which such person's conduct demonstrates intentional or reckless misconduct in the performance of duty. Such expenses shall include the amount of any judgment, interest and court costs incurred in such action, and reasonable attorneys' fees incurred by or on behalf of said person. The Commission may, at its election employ counsel to represent such person in any such action.

ARTICLE VIII
ALTERATIONS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting by a majority vote of the entire membership of the Board of Directors.

Adopted by the Board of Directors this 23rd day of February, 2023.