

**City of Delta Junction**

**Department of  
Economic Development**

**DELTA REGIONAL ECONOMIC DEVELOPMENT COUNCIL**

**SEAT ORGANIZATION/ COUNCIL MEMBER**

A City of Delta Junction -- Susie (Kemp) Sandy

B Deltana Community Corporation -- Tonia Smith

C Delta/Greely School District -- (Open)

D Delta Chapter, Farm Bureau - (Open)

E Delta Chamber of Commerce -- Bruce Grossmann

F Military Liaison -- Ron Pierce

**AT LARGE**

G Social Development -- Nancy Morris, Secretary

H Agriculture -- Paul Knopp, President

I Tourism -- Steven Fields, VP/Treasurer

J Natural Resource Development -- Timothy L. Merrymon

K Business -- Brian Corty

L Public Relations/Marketing -- Mike Jenkins

M Regional Planning -- Dick Anderson

**Bylaws of the Delta Regional Economic Development Council**

**Article 1: Name**

**a. Corporate Name**

The name of the Corporation is the Delta Regional Economic Development Council.

**b. Corporate Offices**

The principal office of the Corporation shall be located in Delta Junction, Alaska. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purpose of the Corporation may require.

The registered office of the Corporation required by the Alaska Nonprofit Corporation Act to be maintained in the State of Alaska may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the Board of Directors.

## **Article 2: Purpose**

### **a. Purpose**

The corporation is organized exclusively for charitable, education and scientific purposes, within the meaning of Section 501© (3) of the Internal Revenue Code, to plan for and promote the conscientious development and use of area resources. The purposes for which this corporation is organized is to spearhead the sustainable and diverse development of the region in order to ensure a growing economy that provides equitable opportunities for satisfying livelihoods and a safe, healthy high quality of life for current and future generations. This growth and development must take place and be maintained over time, within the limits of the ecology and the desires of the community.

### **b. Corporation Activities**

In order to fulfill the purposes set forth in the articles of incorporation, the Corporation, acting as through its officer, agents or employees may:

- i. Be the lead agent for the integration of development, environmental quality and the social well being of its communities;
- ii. Have a cooperative agreement with all local political subdivisions to be recognized as the lead agent for economic development for the communities in its region so that duplication of effort does not occur and synergy is maximized;
- iii. Coordinate private and public resources to support economic growth and development;
- iv. Gather and disseminate information about regional economic, social, and environmental issues and opportunities;
- v. Provide assistance to local public and private groups or businesses in planning, and accomplishing economic diversification and development projects; and
- vi. Engage in other economic development activities as deemed appropriate by the Board of Directors.

## **Article 3: Membership**

### **a. Members**

The Board of Directors shall establish appropriate classes of members and specific criteria and prerequisites for membership in the corporation.

The Corporation solicits membership from businesses, non-profit organizations, government, educational institutions, religious, labor, and human service organizations, community and professional associations as well as individuals.

### **b. Representation**

Each member of the Corporation, who is not an individual, shall be entitled to appoint one (1) properly authorized representative, who shall exercise all powers and rights of the member.

### **c. Dues, Membership and Assessments**

The Board of Directors may provide for dues, membership fees and special assessments of members.

### **d. Termination**

A member may withdraw from membership by giving appropriate written notice to the Corporation.

A member may be expelled from membership by a 2/3rds vote of the Board of Directors for failure to follow established rules or regulations as provided for by the Articles of Incorporation, these bylaws or a properly adopted resolution of the Board of Directors.

- i. A member of the Board of Directors may be removed if he/she is absent for three consecutive meetings without an excused absence.

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ii The death of an individual member shall automatically terminate his or her membership. The cessation of legal existence of any type of member shall automatically terminate membership.

### Article 4: Directors

#### a. Powers

The business affairs and property of the Corporation shall be managed and controlled by the Board of Directors. All Corporate powers except those provided for in these bylaws and in the laws of the State of Alaska, shall be and are hereby vested in and may be exercised by the Board of Directors.

#### b. Number of Directors

One person will be nominated by each of the following organizations and each organization will have one vote. (Organization may choose to also submit an alternate member if desired).

Seat A City of Delta Junction One Member

Seat B Deltana Community Corporation One Member

Seat C Delta/Greely School District One Member

Seat D Delta Chapter, Farm Bureau One Member

Seat E Delta Chamber of Commerce One Member

Seat F Delta Convention and Visitor's Bureau One Member

One Board Member will be elected by the membership to occupy each of the following seats in order to obtain the expertise necessary to make well-informed decisions:

Seat G Social Development One Member

Seat H Agriculture One Member

Seat I Tourism One Member

Seat J Natural Resource Development One Member

Seat K Business Development One Member

Seat L Marketing/Public Relations One Member

Seat M Regional Planning One Member

Every potential Board member for Seats G - M must complete an application indicating the reason they are applying for membership (expertise, desire to participate, concerns, segment of the community they represent) and outlining their education, work and volunteer experience as well as any other relevant interests. The time available for Board work per week should also be stated. Additional Board membership may be considered to ensure all segments of the community are represented upon a majority vote of the board. Any new Board member will assume their position on the Board at the meeting following their election.

#### c. Eligibility

All Board members must be residents of the area for at least one year.

#### d. Intent

It is the intent of the Corporation that the Board of Directors have private sector economic and business orientation. To conform to the intent of the Alaska Regional Economic Development Organization Program, the Board will include local elected officials; the principal economic interest in the region including business, service industries, transportation, utilities, natural resources and labor, the professions and educational institutions.

### Article 5: Meetings

#### a. Open Meetings

The Corporation shall be subject to the Alaska Open Meetings Act and shall conduct all of its meetings and give notice of its meetings in compliance with the Act.

#### b. Annual Meeting of Members

The annual meeting of the members of the Corporation shall be held each year in the month of

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June at a time and place set by the Board of Directors.

### c. Special Meeting of Members

A special meeting of members of the Corporation may be called at any time by order of the President, the Board of Directors, or by a petition signed by not less than one third of the members of the Corporation, setting forth the place, date and hour when such special meeting shall be held and the general nature of the business to be transacted. The petition must be received at the principal offices of the Corporation, not less than two (2) weeks prior to the meeting date specified in the petition.

### d. Voting

Voting shall be conducted in accordance with Robert's Rules of Order.

### e. Order of Business

The order of business at the Annual Meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows:

1. Call to Order
2. Public Comment on Agenda
3. Approval of Agenda
4. Approval of Minutes of Meeting dated
5. Reports
6. Short-term Priority Items to be Accomplished
7. Long-term Priority Items to be Accomplished
8. Other Items from Public and Council Members
9. Schedule of Events
10. Adjournment

### f. Annual Meeting of Directors

The annual meeting of the Board of Directors shall be held without other notice than provided by these bylaws. The meeting shall be held in conjunction with the Annual Membership Meeting. The purpose of the Annual meeting is to elect the officer of the Corporation and to transact business as may come before the meeting.

### g. Regular Meetings of Directors

Regular meetings of the Board of Director shall be held at least once each quarter.

### h. Special Meetings of Directors

Special meetings of the Board of Directors may be called by or at the request of the President or by any (3) members of the Board of Directors.

### i. Chairperson

At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chairperson chosen by the Directors shall preside.

### j. Quorum

At all meetings of the Board of Directors, a simple majority of the number of Directors occupying the seats fixed by these bylaws, present at the meeting or by teleconference, shall be necessary and sufficient to constitute a quorum for the transaction of business. If less than such a majority is present at the meeting, decisions will be contingent upon on written approval by enough Board Members to constitute a quorum.

### k. Quorum at Membership Meetings

At all meetings of the membership, a simple majority of the number of members shall constitute a quorum.

### l. Compensation

Directors shall not receive any stated salary for their services.

## Article 6: Officers

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### **a. Number**

The officers of the Corporation shall be President, Vice President/Treasurer and Secretary. The officers shall be vested with such powers and duties that are consistent with the Articles of Incorporation, statutes, and these bylaws. Each office is to be held by a separate person with the exception of the Vice President and Treasurer, which the Board may, from time to time by resolution, form into a single office known as the Vice President/Treasurer.

### **b. Election, term of office, and qualification**

The officers shall be elected by the Board of Directors of the Corporation from its members at the first meeting of the Board following the Annual Meeting. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until death or until he or she shall resign or shall have been removed in the manner hereafter provided.

### **c. Vacancies**

In the event any office of the Board of Directors becomes vacant before the Annual Meeting of the Board of Directors by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, may elect at a regular or special Board Meeting an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next Annual Meeting of the Corporation and until the election and qualification of his or her successor.

### **d. President**

The President shall be the principal officer of the Corporation and subject to the control of the Board of Directors. He or she shall have and exercise general supervision, and control of the business and affairs of the Corporation. He or she shall in general do and perform such other duties as may be prescribed by the Board of Directors. The President, unless absent, shall preside at all meetings of the Corporation. He or she shall sign contracts or other instruments that the Board of Directors has authorized to be executed.

### **e. Vice President**

At the request of the President, or in the event of his or her absence, or refusal to act, the Vice President will perform the duties of and possess and exercise the powers of and be subject to all restrictions upon the President, and to the extent authorized by law, the Vice President shall have such other power as the Board of Directors may determine, and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

### **f. Treasurer**

The Treasurer shall:

- i. Keep complete books and records of the Corporation.
- ii. Have charge and custody of and be responsible for all funds and other assets of the Corporation. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or their depositories as shall be selected by the Board of Directors.
- iii. In general, perform all duties incident to the office of Treasurer and such other duties as assigned to him or her by the President of the Board of Directors. In the Secretary's absence, and as determined by the Board of Directors, the Treasurer may cosign documents with the President or Vice President. He or she shall exhibit such books at all reasonable times to any Director on application at the principal office of the Corporation.

### **g. Secretary**

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He or she shall attend and keep correct and complete minutes of all the meetings of the Board of Directors and will keep at the registered or principal office a record giving names and addresses of the members entitled to vote. The Board of Directors may require that he or she sign with the President or Vice President, in the name of and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. He or she, shall, in general, perform all the duties incident to the office of Secretary, subject to

the control of the Board of Directors, and shall do and perform such other duties as from time to time, may be assigned by the Board of Directors.

**h. Delegation of Secretary's and Treasurer's responsibilities**

Notwithstanding the duties, responsibilities and authorities of the Treasurer and the Secretary herein before provided in sections f. and g., the Board of Directors by resolution may, except as otherwise limited by law, delegate wholly or in part, the responsibility and authority for, and the regular, or routine administration of, one or more of each such officer's duties to one or more agents, other officers or employees of the Corporation who are not Directors. To that extent the Board does so delegate with respect to any such officer, the officer as such shall be released from such duties, responsibilities and authorities.

**i. Removal**

Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purpose, or whenever in the judgment of the Board of Directors the best interest of the Corporation will be served. Any Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meetings. Removal is without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not of itself create contract rights.

**j. Bonds**

The Board of Directors shall require the Treasurer and any officer, agent, or employee of the Corporation charged with responsibility for the custody of any of its funds or property to give bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors, in its discretion, may also require any other officer, agent, or employee of the Corporation to give bond in such amount and with such surety, as it shall determine. The cost of all bonds shall be borne by the Corporation.

**k. Indemnification**

The Corporation may indemnify present and former Directors, officers and employees, including the Executive Director, and may indemnify agents, against liability to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon the good faith judgments in the belief the acts or omissions were in the best interest of the Corporation and were not against the best interests of the Corporation. The Corporation may purchase insurance to cover such indemnification.

## **Article 7: Committees**

**a. Standing and Special Committees**

The President may, with the approval of the Board of Directors, create and appoint the members of such standing and special committees as he or she or the Board may determine from time to time to be necessary and desirable to fulfill the purpose of the Corporation. The Board of Directors may vest such committees with such powers as it sees fit, subject to conditions as may be prescribed by the Board.

**b. Minutes**

All committees shall give a report to the Board at regular Board meetings including data, attendance, purpose and results.

## **Article 8: Contracts**

The Board may authorize any Officer or Officers, Board members, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the

Corporation, and such authority may be general or confined to a specific instance.

### **Article 9: Coordination**

The Corporation, through its President, must enter into a cooperative agreement with the political subdivisions and economic development organizations in the region which the Corporation serves.

### **Article 10: Integrated Planning**

#### **a. Overall Economic Development Plan**

There shall be prepared for the approval of the Corporation, a single comprehensive economic development plan (regional plan) for the region which:

- i. Meets the requirements of a Regional Development Strategy as required by the Alaska Regional Development Organization (ARDOR), 3 MC 57.090;
- ii. Meets the requirements for a Resource Conservation and Development (RC&D) Area Plan as described in Paragraph 522 of the Natural Resource Conservation and Development Manual, SCS, June 1993; and
- iii. Meets the requirements of the Overall Economic Development Program as described by the Economic Development Administration guidelines.

#### **b. Annual Plan of Work**

Annually the Board of Directors shall develop and submit to the Corporation a work plan for implementing the Overall Economic Development Plan (area plan) for the region. The proposed activities shall be consistent with the goals and objectives of the Overall Economic Development Plan.

### **Article 11: Executive Director, Employees, Representatives and Advisors**

#### **a. Executive Director**

By resolution passed by the majority number of Directors fixed by these bylaws, the Board of Directors may employ an Executive Director upon such terms as it shall determine from time to time. To the extent provided by resolution or in the Articles of Incorporation or by these bylaws, the Executive Director shall be charged with the general supervision and management of the business affairs of the Corporation and generally shall perform such duties as shall be determined from time to time by the Board of Directors. The initial Executive Director shall be selected by the Board of Directors named in the Articles of Incorporation and his or her compensation and terms of employment shall be determined by said Directors.

#### **b. Employees and Representatives**

By resolution, the Board of Directors may appoint such employees and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation, as the Board of Directors may see fit, so far as may be consistent with these bylaws, and to the extent authorized or permitted by law. The terms and conditions of such employees' and representatives' employment shall be determined by the Board of Directors.

#### **c. Advisors**

The Board of Directors may appoint such advisors as it may deem appropriate to advise the Board with regard to the conduct of the affairs of the Corporation, including but not limited to, representatives of State departments and agencies, and federal departments and agencies.

### **Article 12: Fiscal Management**

#### **a. Fiscal year**

The fiscal year of the Corporation will begin on the first day of July and end on the last day of

June.

**b. Accountability**

The Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska, applicable to non-profit corporations, which system shall at all times provide the proper indebtedness, reserve for taxes, insurance and depreciation accounts as the Board of Directors shall deem proper.

**c. Financial audit**

The Board of Directors may, whenever the financial condition of the Corporation permits and its interest so requires, after the close out of the fiscal year, cause to be made a full, complete, and independent audit of the account, books and financial conditions of the Corporation as of the end of the fiscal year. Such audit reports, or summaries thereof shall be reported to the members at the next following Annual Meeting.

**d. Deposits**

All funds, except petty cash, of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may direct.

**e. Check, drafts and orders for payment of money**

All checks, drafts or orders for payment of money, and all notes, bonds, or other evidence of indebtedness issued by such officer or officers, agent or agents, employee or employees of the Corporation shall be signed by an officer or officers of the Corporation according to the established accounting procedures document, and in such manner as shall from time to time, be determined by the Board of Directors.

**f. Books and records**

All books and records of the Corporation may be inspected by any member, or agent thereof, or attorney for the purpose by appointment with the Treasurer.

**Article 13: Non discrimination**

The resources, benefits and opportunities of the Corporation will be extended to anyone without regard to age, sex, color, creed, religion, national origin, physical handicap, or political affiliation.

**Article 14: Seal**

The corporate seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Alaska".

**Article 15: Waiver of notice**

Any member or Director may waiver in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in case a member or Director shall attend a meeting for the express purpose of objecting to the transaction of any business, or one or more items of business, on the grounds that the meeting has to be lawfully called or convened. Any member attending any meeting for the purpose of making such an objection shall notify the Secretary prior to or at the beginning of the meeting of his or her objection.

**Article 16: Robert's Rules of Order**

The parliamentary authority for the Corporation shall be the Articles of Incorporation and the bylaws. Parliamentary procedure and disputes of procedure not covered by these documents are to be covered by the latest edition of "Robert's Rules of Order."

**Article 17: Amendments**

The Board of Directors shall have the power to amend, alter, or repeal these bylaws, and to adopt new bylaws, from time to time, by an affirming vote of a majority of the whole Board of Directors at then constituted, provided that notice of the proposal to make, alter, amend, or repeal the bylaws was included in the notice of the Board of Directors meeting at which such action takes place.

THIS IS TO CERTIFY that the above bylaws were adopted by the Board of Directors of the Delta Regional Economic Development Council at a meeting held on the 20th day of December, 1999.

President

Secretary