

NORTHEAST COUNCIL OF GOVERNMENTS

BYLAWS

ARTICLE I. The Council

Section 1. Name

The name of the Council shall be the "Northeast Council of Governments."

Section 2. Authority

This Council is established under the provisions of an Act adopted by the South Dakota State Legislature Title 1-24-1 to 1-24-10 1991 Revision, entitled "The Joint Exercise of Governments Powers".

Section 3. Governing Body

The governing body of the Council shall be the Northeast Council of Governments.

ARTICLE II. Council Membership

Section 1. Designated Members

For each county which is a dues-paying member, Council membership shall consist of the following groups: A) County designee, B) Member City designee, C) Private Sector designee, and D) At large designee.

A) Membership shall consist of two (2) County Commissioners from each member county. County Commissioners shall be appointed by their respective County Commission.

B) Membership shall consist of one (1) Mayor or City Council member or designee from each city of at least 950 population in each member county. If the member county does not have a city with population of at least 950 population, the city with the largest population shall be designated as the member city.

C) Membership shall consist of one (1) representative of non-governmental or private sector interests from each member county. The private sector member shall be nominated by the respective NECOG Council members and then appointed by each respective County Commission.

D) Membership shall consist of the appropriate percentage of At-Large members equal to the percentage of minority population of the all counties (in the latest census) which are dues-paying members. If dues-paying Counties do not designate minority representation equal to the percentage of minority population, then additional At-Large designees equal to the percentage of minority population will be added to the Council. Any member of the Council or the Executive Board may nominate these members to be placed on the council. Executive Board appoints the At-Large member(s) if no one is nominated.

Section 2. Terms

Elected officials shall serve during their terms in office and at the pleasure of their respective member governments. Private sector members are appointed pursuant to Article II, Section 1 and shall serve one-year terms and may be re-appointed.

ARTICLE III. Council Officers

Section 1. Officers and Terms

The officers of the Council shall be Chairperson, Vice Chairperson, and Secretary-Treasurer who shall be elected by the Council members for a one-year (1) term, with eligibility for re-election for one (1) additional term. Any vacancy occurring in any office shall be filled by the Executive Board for the unexpired term. In no event may a member serve more than three (3) consecutive terms as an officer of the Council.

Section 2. Election of Council Officers

The Executive Board shall appoint a Nominating Committee consisting of three Council members at the September or fall meeting each year. Nominations for Council Officers shall be presented by a report of the Nominating Committee at the next meeting. Nominations shall be permitted from the Council at large, and the Council Officers shall be elected at that meeting. The date for nomination and election shall be noted in the notice of the meeting.

Section 3. Duties of Officers—Chairperson

The Chairperson shall preside at all meetings of the Council and shall have special duties as further prescribed in the bylaws and shall have the further authority to preside at any closed meeting or call and preside at any special meeting. Except as otherwise authorized by resolution of the Council, the Chairperson may sign all vouchers, checks, contracts, other instruments in writing on behalf of the Council, and reports and submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Council. He/she shall have general executive supervision of all the business of the Council and shall perform such other duties as may be deemed necessary to carry out the business of the Council. In addition, the Chairperson may appoint Council members to represent the Council at various meetings and on State or local boards. Such appointments shall be made annually or as needed.

Section 4. Duties of Officers--Vice Chairperson

The Vice Chairperson shall, in the absence of the Chairperson or his/her inability to act, assume the duties of the Chairperson.

Section 5. Duties of Officers--Secretary-Treasurer

The Secretary-Treasurer shall insure that adequate records of all business transacted by the Council are properly kept; shall ensure that notification is served to all members of all meetings, perform such other duties in regard to records as the Council or Chairperson may direct; and may have the authority to sign vouchers, checks, and other official documents as deemed appropriate.

ARTICLE IV. Meetings

Section 1. Regular Meetings

The Council shall meet at such a place and time within the region as it may designate.

Section 2. Meetings—Special

Upon written request of eight (8) members of the Council or when he/she deems it expedient, the Chairperson shall call a special meeting of the Council for the purpose of transacting any business designated in the call. The call for such special meeting shall be delivered to each member or may be mailed to each member at such address as he/she shall have previously designated not later than three (3) days before the meeting. At such special meeting, no business shall be considered other than is designated in the call.

Section 3. Quorum

A majority of members of the Council shall constitute a quorum for the purpose of conducting business, but a small number may adjourn from time to time until a quorum is obtained. However, it shall be assumed that a quorum existed at any meeting unless the question of quorum is raised at the beginning of the meeting. When a quorum is present, a majority of those present will decide all issues presented.

Section 4. Voting

Voting shall be by voice and shall not be recorded by yeas and nays unless requested by a member of the Council. Members of the Council can give voting proxies to their personal representatives if they are unable to attend the meetings. Secret ballots may be exercised if deemed necessary by a majority or the Chairperson.

Section 5. Rules--Action of the Council

The rules contained in the last revised edition of "Robert's Rules of Order" as published by the Scott-Forman Publishing Company shall apply in all meetings of the Council to the extent that such rules are not in conflict with these bylaws. In the conduct of all business by the Council, the following is set forth in these bylaws as a guiding principle:

1. It is the basic objective of this Council to unite all beliefs and interests in the fulfillment of a sound program for the development of the area served.
2. This objective can only be obtained by the use of the best techniques of group thinking and by minimizing any elements of force in the action of the group.
3. It is the guiding policy of this Council that in all of its group's activity, every reasonable effort shall be made to attain the closest possible approach to unanimous consent.

Section 6. Order of Business

At a regular meeting of the Council, the following will normally be the order of business:

- I. Roll Call
- II. Action on Minutes of Previous Meeting
- III. Report on Finances

- IV. Meeting Reports
 - V. Report on NECOG Development Corporation
 - VI. Old Business
 - VII. New Business
 - VIII. Other
- Adjournment

The Chairperson may, unless overruled by a majority present, alter the agenda order.

ARTICLE V. Subcommittees

Section 1. General

Subcommittees shall be appointed as deemed appropriate to advance the interest of the Council and to carry on its work. In order to provide liaison and communication, at least one (1) member of the Council shall serve on each subcommittee. Appointments to these subcommittees shall be made pursuant to all appropriate Federal or State regulations.

Section 2. Subcommittee Reports

Subcommittee Chairpersons or their designee shall give a report to the Council on activities and findings of their respective subcommittees, who may take official action thereon.

If a substantial minority of a subcommittee objects to portions of the subcommittee report to the Council, a written report may be submitted to the Council.

Section 3. Dismissal of Subcommittees

Should any subcommittee created by the Council fail to discharge duties assigned to it with reasonable promptness or for lack of need, it may be discharged by the Council.

Section 4. Vacancies on Subcommittees

Vacancies on subcommittees created by the Council shall be filled by the Executive Board.

Section 5. Subcommittee Membership

Each subcommittee member shall serve for a one-year (1) term and may be reappointed. Officers of the subcommittees shall be subject to the same limitations as officers of the Council as specified in Article III, Section 1.

ARTICLE VI. Executive Board

Section 1. General

This Executive Board shall consist of the Chairperson, Vice Chairperson, Secretary-Treasurer, and three (3) members at large, one (1) of which shall be the representative from the tribal council from a member dues-paying county. The two (2) remaining members at large shall be selected by the full Council through the nomination process used for Council Officers.

Section 2. Terms

The Chairperson, Vice Chairperson, and Secretary-Treasurer and at-large members shall serve on the Executive Board during their respective terms in office commencing on January 1st of each year following the election. The elected at-large members shall serve on the Executive Board for staggered, two-year terms. An elected at-large member shall serve no more than two (2) consecutive two-year terms as an at-large member of the Executive Board.

Section 3. Duties of the Executive Board

The Executive Board, subject to restrictions of laws, the articles of incorporation, and these bylaws, shall exercise all of the powers of the corporation, and without prejudices to or limitation upon their general powers, it is hereby expressly provided that the Executive Board shall have, and hereby given full power and authority in respect to all matters as hereinafter set forth:

To borrow from any source, money, goods, or services and to make and issue notes and other negotiable instruments evidencing indebtedness of the agency; to make and issue mortgages, deeds of trust, pledges of revenue, trust agreements, security agreements and financing statements and other instruments evidencing a security interest in the assets of the agency; and, to do every act and thing necessary to effectuate the same.

To prescribe, adopt, and amend, from time to time such equitable uniform rules and regulations as, in its discretion may be deemed essential or convenient for the conduct of the business and affairs of the agency and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.

The Executive Board shall establish, review, and update personnel policies. All promotions, demotions, salary adjustments, and staff hirings shall be subject to their review. The Executive Board shall be responsible for the annual evaluation of the Executive Director.

ARTICLE VII. Objectives and Purposes

Section 1.

The objectives and purposes of the Council shall be (1) to initiate and guide areawide strategic planning within the area served, (2) to supervise the Council staff in carrying out both comprehensive and specific planning and rural development activities, and (3) to accomplish a coordinated, efficient, and comprehensive technical assistance service to local governments. These shall be carried out without discrimination in regard to race, color, creed, or sex.

ARTICLE VIII. Powers and Limitations

Section 1. Powers of the Council

1. To prepare broad modular planning units for development of the area served, including but not limited to population, economy, governmental services, utilities, education, housing, transportation, recreation, health, natural

resources, manpower, law enforcement, social services, poverty, and economic development.

2. To assist individual counties and the municipalities in the Council to participate more effectively in State and Federal grant-in-aid programs.
3. To review and make recommendations on projects which will affect the development of the area served, in accordance with the various plans and programs of the Council.
4. To recommend projects which will enhance the development of all resources to be carried out through existing governmental units or through a combination of these as applicable under State and/or Federal laws.
5. To compile, prepare, publish, and disseminate information about the various resources of the area served and subareas.
6. To promote and assist in the creation of public and semi-public, nonprofit organizations as needed for carrying out specific projects and programs initiated under Federal and/or State laws.
7. To cooperate and coordinate its activities with local and State planning agencies and other Councils and with Federal agencies responsible for strategic planning in developing and implementing plans for development.
8. To analyze existing Federal and State grant-in-aid programs in an effort to pinpoint the handicaps rural areas suffer in competition with large urban areas for these grant monies.
9. To prepare areawide packages of projects, developed in relation to area developmental plans, for submission to various Federal agencies for funding.
10. The Northeast Council of Governments in its recruiting, hiring, and termination practices shall adhere to the provision set forth in the Civil Rights Act of 1964 as amended.

Section 2. Limitations of Powers

In the carrying out of its purposes, powers, and functions, the Council, its members, and the Council staff shall remain within these guidelines or limitations.

1. All plans shall be advisory only.
2. No zoning ordinances or subdivision standards regulating land use may be enacted.
3. The Council is to have no authority that would supplant or in any way interfere with or supersede the planning and development authority granted cities and counties under other applicable State and/or Federal statutes.
4. Plans of strategic nature are to reflect goals and objectives for harmonious development of the area served.
5. Plans prepared by or for the Council shall be transmitted to all governmental bodies which are members of the Council. It will be for these governmental bodies to adopt them as their own for purposes of planning and development.
6. No power of eminent domain is to be exercised.
7. The Council cannot engage in construction projects.
8. The Council cannot regulate agricultural or other use of land.

ARTICLE IX. Council Staff

Section 1. General

The Executive Board of the Council shall be responsible for the selection and employment of the Executive Director of the Council. The Executive Director shall be governed by the general personnel policy of the Northeast Council of Governments, as will all other employees of the Council.

Section 2. Responsibility of the Executive Director

It shall be the responsibility of the Executive Director to:

1. Keep the members of the Council informed of the activities of the Council staff and ensure appropriate personnel actions which may include promotions, demotions, salary adjustments, staff hirings and terminations.
2. Establish liaison and work closely and cooperatively with the State of South Dakota and its organs; Federal agencies; and the other public, semi-public, and private organizations having similar purposes of this Council.
3. Develop methods and procedures for accomplishing the objectives and purposes of the Council that are consistent with the powers and limitations of the Council.
4. Closely examine Federal programs and their operations with a view toward improving their strategic effectiveness in rural areas.
5. Be, along with the Chairperson, an ex-officio member of all subcommittees.
6. Make reports and suggestions, other than those required, to the Council or the Chairperson as he/she deems necessary and proper.
7. The Executive Director shall be authorized to cosign, along with one (1) officer of the Council or (1) member of the senior staff, checks for the payment of salaries, vouchers, bills, and other expenses incurred by and for the effective operation of the Council.
8. Perform such other duties and responsibilities as shall be outlined for the Executive Director by the Council or by the Executive Board of the Council.

Section 3. Other Employees

The Executive Director with input from the Executive Board shall name, select, control, and release such other staff members as may be necessary, and prescribe their duties, authorities, and responsibilities. They shall be governed by the personnel policy of the Northeast Council of Governments and promotions, demotions, salary adjustments, and staff hirings are subject to the review of the Executive Board.

ARTICLE X. Amendments

Section 1.

These bylaws may be amended by a two-thirds majority vote of the membership present of the Council, at any regular or special meeting of the Council, provided that such amendment be stated in writing in the Call for Notice of such meeting which shall be mailed to all members at least three (3) days prior to the meeting.

ARTICLE XI. Effective Date

Section 1.

These bylaws shall take effect and be in full force immediately upon their adoption by a majority of the entire membership of the Council.

ARTICLE XII. Adoption

Adopted on the _____ day of _____.

ATTEST:

NECOG Chairperson

NECOG Secretary-Treasurer

Revised on January 30, 1974
Revised on January 28, 1976
Revised on August 25, 1976
Revised on September 19, 1979
Revised on September 30, 1981
Revised on September 29, 1982
Revised on February 27, 1985
Revised on January 27, 1988
Revised on June 27, 1990
Revised on May 29, 1991
Revised on April 27, 1994
Revised on June 28, 2000
Revised on January 30, 2002