

By-Laws of Energize-ECI Regional Planning District

These By-Laws were approved and became effective March 1, 2010

By-Laws were researched and written by Tom Farris,
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*Serving Blackford, Delaware, Grant and Jay Counties
in East Central Indiana*

The By-Laws of the Energize-ECI Regional Planning District

Preamble: These By-Laws, adopted under the provisions of Indiana Statute IC 36-7-7 - Chapter 7 - Regional Planning Commission – Sections IC 36-7-7-1 through IC 36-7-7-13, define the Rules and Procedures for the Energize-ECI Regional Planning District.

Definitions: The word “District” where appearing in these By-Laws shall be construed to mean the public body politic, governmental entity and corporate development known as the Energize-ECI Regional Planning District. The word “Board” where appearing in the By-Laws shall be construed to mean the collective body of the Board of Directors of the Energize-ECI Regional Planning District. The word “Director” where appearing in these By-Laws shall be construed to mean the individual members of the Board of Directors of the Energize-ECI Regional Planning District.

ARTICLE I / Name, Jurisdiction and District Definition

Section 1.01 Name: The name of this organization shall be Energize-ECI Regional Planning District. The address for the District is P.O. Box 1912, Muncie, IN 47308-1912. The phone number is 765.254.0116, and the fax is 765.254.1450. Email to info@energize-eci.org.

Section 1.02 Jurisdiction: The District shall operate within the counties of Blackford, Delaware, Grant and Jay in the State of Indiana, pursuant to Indiana Statute IC 36-7-7 - Chapter 7 - Regional Planning Commissions. The District is recognized as a multi-county governmental planning and economic development entity by the State of Indiana and the Economic Development Administration of the U.S. Department of Commerce. The District will operate subject to these By-Laws.

Section 1.03 District Definition – An economic development district is a group of adjacent counties that: (1) contains at least two (2) redevelopment counties; (2) includes an economic development growth center; and (3) has been officially designated as an economic development district by the federal government under Title 42, U.S.C. section 3171, on the recommendation of the State of Indiana, under Statute IC 36-7-7. Our District contains four (4) counties, with Energize-ECI Regional Planning District serving as the economic development growth center.

ARTICLE II / Purpose, Powers and Duties

Section 2.01 Purpose: The Energize-ECI Regional Planning District is a State designated (Indiana Regional Planning Commission Statute IC 36-7-7) multi-county economic development and planning district serving the economic development and planning needs of Blackford, Delaware, Grant and Jay counties in East Central Indiana. As per Statute, the District was formed by concurrent resolutions by the County Commissioners of the represented counties and approved by the Governor of the State of Indiana. The District will manage the Comprehensive Economic Development Strategy (CEDS Report) for the counties and will seek grants and other funding sources to develop the priority projects for the counties as listed in the CEDS. Additional purposes of the District will be to conduct studies and prepare plans designed to promote, with the greatest efficiency and economy, the coordinated and orderly development

and economic growth of the District and the general welfare and prosperity of its citizens; to strengthen the capacity of the District to obtain grants; to facilitate effective relationships among all levels of government; and to cooperate and collaborate with other agencies, associations and groups, both public and private, having similar related purposes.

(1) The District may receive grants from federal, state or local government entities, or from individuals or foundations, and may enter into agreements or contracts regarding the acceptance or use of those grants and appropriations for the purpose of carrying out any of the activities of the District. (2) For the sole purpose of providing adequate public services, the District may acquire by grant, gift, purchase, lease, devise, or otherwise and hold, use, improve, maintain, operate, own, manage or lease (as lessor or lessee) such real or personal property as the commission considers necessary for that purpose. (3) The District may apply for, receive and expend grants, loans, or other forms of financial assistance for that purpose. (4) The District may enter into coordinative arrangements with any adjacent county or municipality in Indiana or an adjoining state, or with an overlapping multicounty or interstate planning or development agency, state agency, or federal agency, as are appropriate to the achievement of District objectives or to better address a common issue. (5) The District may appoint advisory committees to assist in the achievement of its objectives. (6) The District shall act as the designated review agency and as the clearinghouse as described in Federal Office of Management and Budget Circular A-95. (7) For a fee, the District may provide administrative, management, or technical services to a unit that requests the services.

Section 2.02 Powers and Duties – The District shall institute and maintain a comprehensive policy, planning, programming and coordinative management process for the region. It shall coordinate its activities with all units in the region and shall coordinate the planning programs of all units and the State of Indiana.

Section 2.03 Petitions to Object to a Program – Whenever the District receives a petition signed by a majority of the District Board members representing a county affected by a particular program, objecting to the establishment of the program within that county, the District may not implement the program in that county.

Section 2.04 Subregional Committees – The District may organize into not more than two (2) subregions and subregional committees to address problems and opportunities that do not directly affect the other subregion of the District. The Executive Director and staff shall serve the needs of the subregional committee. Each subregional committee may hold meetings and elect a Chairperson and Secretary from among its own members.

ARTICLE III / District Membership

Section 3.01 Membership: Membership in the District is designated by Indiana Statute IC 36-7-7 and was declared by a Resolution signed by the County Commissioners and Auditors of Blackford, Delaware, Grant and Jay counties, and approved by the Governor of Indiana.

Section 3.02 New County Memberships – A county, by resolution of its legislative body, may request their inclusion into the District, subject to the approval of a majority vote by the District Board of Directors. The new county must be adjacent to one of the current member counties of the District

Section 3.03 Change in Member Participation – A county may resign from membership in the District or transfer to another District by presenting a petition signed by the County Commissioners and Auditor of the county requesting the change.

ARTICLE IV / Board of Directors

Section 4.01 Composition of District Board of Directors – Indiana Statute IC 36-7-7-4 has specific requirements for Board composition and size, based on the populations of the participating counties and their cities and towns. Two-thirds (2/3's) of the Directors are to be elected officials. As per Statute IC 36-7-7-4, the Board of Directors of the Energize-ECI Regional Planning District will be established as follows:

Blackford County 7 Voting Members Population – 13,189
4 Members appointed by County Commissioners
1 Member of the County Council
1 Member appointed by Mayor of Hartford City
1 Member appointed by Mayor of Montpelier

Delaware County 12 Voting Members Population – 115,419
2 Members appointed by County Commissioners
1 Member of the County Council
1 Member – County Surveyor or appointee
2 Members appointed by the Mayor of Muncie
1 Member appointed by the town of Yorktown
1 Member appointed by the town of Albany
1 Member appointed by the town of Daleville
1 Member appointed by the town of Eaton
1 Member appointed by the town of Gaston
1 Member appointed by the town of Selma

Grant County 10 Voting Members Population - 68,847
1 Member appointed by County Commissioners
1 Member of the County Council
1 Member – County Surveyor or Appointee
1 Member appointed by the Mayor of Marion
1 Member appointed by the Mayor of Gas City
1 Member appointed by the town of Upland
1 Member appointed by the town of Fairmount
1 Member appointed by the town of Jonesboro
1 Member appointed by the town of Swayzee
1 Member appointed by the town of Van Buren

Jay County 7 Voting Members Population – 21,514
1 Member appointed by County Commissioners
1 Member of the County Council
1 Member appointed by the Mayor of Portland
1 Member appointed by Mayor of Dunkirk

- 1 Member appointed by the town of Redkey
- 1 Member appointed by the town of Pennville
- 1 Member appointed by the town of Bryant

Governor of the State of Indiana 1 Voting Member

- 1 Member appointed by the Governor of Indiana

Section 4.02 Responsibilities and Duties of the Board of Directors – The Board shall conduct the business of the organization, including: (1) the adoption and amendment of by-laws, rules and procedures for operation of the commission; (2) the election of Officers and Executive Board members; (3) the adoption of the annual appropriation budget and review by the Executive Board; (4) the District shall institute and maintain a comprehensive policy planning and programming and coordinative management process for the region; oversee the development, management and implementation of the Comprehensive Economic Development Strategy (CEDS report and annual updates; the District will pursue public and private grants aligned to the priority projects listed in the CEDS; provide technical assistance to any unit within the region requesting it; coordinate all planning programs with the State of Indiana, the Economic Development Administration of the U.S. Department of Commerce and other agencies. The District may adopt by resolution any regional comprehensive or functional plan, program or policy as its official recommendation for the development of the region.

Section 4.03 Eligibility – All persons appointed to the District Board shall be knowledgeable about economic development in the municipality, county or region they are to represent; and serve without salary. Appointees must reside in the jurisdiction from which they are appointed to represent. The respective appointing authorities shall certify their appointments, and the certification shall be retained as a part of the records of the District.

Section 4.04 Length of Terms – Board of Director’s are appointed for a one year term – from January 1st to December 31st. There are no term limits defined in the Statute. Members shall be certified annually.

Section 4.05 Board Vacancy - If a vacancy occurs by resignation or otherwise, the respective appointing authority shall appoint a member to serve the remainder of the unexpired term.

Section 4.06 Meetings – The District Board shall meet at least quarterly, and at such other times as may established by the Board or Executive Board. Special meetings may be called by the Chairperson or by five (5) Members of the District upon written request to the Secretary. The Secretary shall send to all the Members at least forty-eight (48) hours in advance of a special meeting, a written notice fixing the time and place of the special meeting. Written notice of a special meeting is not required when the time if the special meeting has been fixed in a regular meeting. The Board may determine the location of the meetings, which may rotate from member county to member county. A majority of Members present (19) constitutes a quorum.

Order of Business / Meetings

1. Call to order by Chairperson
2. Roll call
3. Approval of minutes of previous meeting
4. Communications from presiding Officer
5. Reports of Officers and/or Committees

6. Old business
7. New business
8. Invitation to interested parties wishing to be heard on matters not included in the agenda
9. Adjournment

Section 4.07 Rules – The District shall adopt Roberts Rules of Order for the transaction of business and shall keep a record of its resolutions, transactions, findings, and determinations which is a public record.

Section 4.08 Standards of Conduct for Directors – The Members of the District Board of Directors shall be subject to the Standards of Conduct as provided by the “Indiana Nonprofit Corporation Act of 1991,” as amended from time to time.

Section 4.09 Conflict of Interest – Whenever a matter is brought before the District in regards to which a Director believes that he/she is prejudiced, by reason of financial interest, membership in another body, or otherwise, he/she shall disqualify himself/herself from discussion of voting.

ARTICLE V / Officers and Executive Board

Section 5.01 Officers – At the first regular meeting in each year, the District shall elect from its Directors a (1) Chairperson, (2) Vice-Chairperson, (3) Secretary, and (4) Treasurer, not more than two (2) of whom may be from the same county.

Section 5.02 Duties of Officers – The duties of the respective Officers are as follows:

Chairperson – Preside at all meetings of the District; to appoint a nominating committee at the fourth meeting of the year to present nominees for Officers and Executive Board at the first meeting of the upcoming year; to create and appoint special committees as may, from time to time, be necessary for the conduct of the affairs of the District; to implement such procedures, policies and activities as may be adopted or approved by the Executive Board of the District; and to report periodically to the membership on the accounts and general business of the District.

Vice-Chairperson – Preside in the absence of the Chairperson of at all meetings of the District; Shall succeed the Chairperson if he/she cannot complete his/her term until the next annual meeting; and perform such other duties as may from time to time be assigned by the Chairperson or the Executive Board.

Secretary – Shall be responsible for overseeing the maintaining of the records of the District, for the sending of such notices, cards, emails, etc. as may be required and attend to such other business as may belong to his/her office as directed by the officers. The secretary shall promptly furnish the Executive Board minutes or reports on meetings held and business transacted.

Treasurer – Shall be the custodian of the funds of the District. He/she shall review the collection of all monies payable to the District and shall oversee the deposit of same. He/she

shall oversee the disbursement of funds of the District upon the written approval of the Chairperson or as Directed by the Executive Board. The Treasurer shall oversee the book of accounts for the District and shall present a financial statement of the District at regular meetings of the District. He/she shall present an annual account to the Executive Board prior to the Annual Meeting. As daily accounting functions are being performed by the District bookkeeper, the elected Treasurer does not need to be bonded.

Section 5.03 Executive Board – The District Board shall elect from among its full membership of Directors an Executive Board consisting of: (1) the four (4) Officers of the District; (2) one (1) member of the District from each county in the region; (3) one (1) additional member from each county in the region having a population of more than fifty-thousand (50,000); (4) the member appointed by the Governor will serve in a non-voting role. If a vacancy occurs in the Executive Board, a successor shall be elected from among the Directors in the same manner as the member whose position has been vacated. The Executive Board of the Energize-ECI Regional Planning District will include the following:

1	Chairperson	Voting
1	Vice-Chairperson	Voting
1	Secretary	Voting
1	Treasurer	Voting
1	Blackford County Member	Voting
2	Delaware County Members	Voting
2	Grant County Members	Voting
1	Jay County Member	Voting
1	Governor’s Appointee	Non-Voting

Section 5.04 Executive Board Responsibilities and Duties – The Executive Board has limited power to act on budget, office policy, contracts, personnel and housekeeping matters when action is required prior to the next regularly scheduled District meeting. Such actions shall be reported at the next regularly scheduled District meeting and are subject to the Board’s review, consent or veto. The Executive Board shall (1) appoint and have oversight of standing committees and ad hoc committees, including chairpersons; (2) shall review and present to the Board District By-Laws revisions and amendments; (3) shall provide oversight on contracts in which the District has entered; (4) shall be responsible for carrying out policy decisions made by the District Board. The Executive Board shall consider a budget, as prepared by the Executive Director, and recommend for approval a budget to the District Board during the month of November, so that it can be approved and adopted for the calendar year beginning on January 1st. The Executive Board shall determine the necessity of increases to the per capita financial support from each member county.

Section 5.05 Executive Board Meetings – The Executive Board shall meet at least once each month, unless otherwise determined by its members. Meetings may be conducted by phone or electronically.

ARTICLE VI / Executive Director, Powers and Duties

Section 6.01 Executive Director – The District shall appoint an Executive Director who shall serve at the pleasure of the Directors as reviewed and recommended by the Executive Board.

The Executive Director must be qualified by training and experience in the management of public agencies and knowledgeable in economic development and planning.

Section 6.02 Powers and Duties - The Executive Director is the chief administrative officer and regular technical advisor of the Energize-ECI Regional Planning District. Subject to supervision by the District Board, the Executive Director: (1) shall execute the District functions; (2) shall appoint and remove (when necessary) the staff of the District; (3) shall submit to the District Board annually, or more often if required, a status report on the operation of the agency; (4) may, with the approval of the Executive Board, execute contracts, leases, or agreements on behalf of the commission with other persons; (5) is entitled, upon his/her written request, to be given access by all governmental agencies to all studies, reports, surveys, records and other information and materials in their possession and required by the Executive Director for the accomplishment of the activities and objectives of the District; (6) shall propose annually a budget for the operation of the District and administer the budget as approved by the District Board; (7) shall keep the records and care for and preserve all papers and documents of the District; and shall perform other duties and may exercise other powers that the District Board and Executive Board delegate to him/her.

ARTICLE VII / Annual Appropriation Budget

Section 7.01 District Funding – Counties may make payments to officially designated economic development districts. The Board of Directors of the District

Section 7.02 Annual Appropriation Budget – The District shall prepare and adopt an annual appropriation budget for its operation, which shall be apportioned to each participating county on a pro rata per capita basis. After adoption, any amount that does not exceed an amount for each participating county equal to thirty cents (\$.30) per capita shall be certified to the respective county auditor who shall advertise the amount and establish the rate in the same manner as other county budgets. Any amount of the adopted budget that exceeds an amount equal to thirty cents (\$.30) per capita for each participating county is subject to review by the county fiscal body in the usual manner of budget review. The tax so levied and certified shall be estimated and entered upon the tax duplicates by the county auditor and shall be collected and enforced by the county treasurer in the same manner as other county taxes are estimated, entered, collected and enforced. The tax, as collected by the county treasurer, shall be transferred to the District.

Section 7.03 Determining the Amount of Levy – In determining and establishing the amount of the necessary levy for the purpose provided in this section, the District Board shall take into consideration the amount of revenue, if any, to be derived from federal, state, local and other grants, EDA planning grants, contractual services, and miscellaneous revenues above the amount of those revenues considered necessary to fund the operation, maintenance and administrative expenses and working capital throughout the year.

Section 7.04 Budget Expenditures – After budget approval, no sums may be expended except as budgeted unless the District Board authorizes their expenditure. Before the expenditure of sums appropriated, a claim must be filed and processed for allowance or disallowance, for payment as provided by law.

Section 7.05 Approval of Claims – Any two of the Officers (Chairman, Vice-Chairman, Secretary or Treasurer) may approve claims. The District Board shall act as a board of finance under the statutes relating to the deposit of public funds by political subdivisions.

Section 7.06 Unexpended Funds – Any appropriated money remaining unexpended or unencumbered at the end of the year becomes part of a non-reverting cumulative fund to be held in the name of the District. Unbudgeted expenditures from this fund may be authorized by vote of the Board and upon other approval as required by statute. The District is responsible for the safekeeping and deposit of such sums, and the State Board of Accounts shall prescribe the methods and forms for keeping the accounts, records and books to be used by the District. Operating as a public unit of government, District books, records and accounts may be audited by the State Board of Accounts, and these audits paid for as provided by statute.

ARTICLE VIII / Indemnification and Insurance

Section 8.01 Indemnification – The District shall indemnify each Member of the Board of Directors and each Officer and Executive Board Member and employee of the District (referred to herein as the “Indemnified Party”) now or hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact the Indemnified Party is or was serving at the request of the District as a Director, Officer, Executive Board Member of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnified Party in connection with such claim, action, suit or proceeding, including any appeal thereof, if the Indemnified Party acted in good faith and in a manner the Indemnified Party believed to be in, or not opposed to, the best interests of the District (corporation), and with respect to any criminal action or proceeding, when he or she had no reasonable cause to believe the act was unlawful. The termination of any claim, action, suit or proceeding, civil or criminal, by judgement, settlement (with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Indemnified Party did not meet the standards of conduct set forth in the preceding sentence.

Section 8.02 Insurance – The District may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the District, or is or was serving at the request of the District at the request of the District as a Director, Officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person’s status as such, whether or not the District would have the power to indemnify the person against such liability under the provisions of this Article or otherwise under the laws of the State of Indiana.

ARTICLE IX / Amendment(s)

Section 9.01 Amendment(s) – These By-Laws may be amended at a regular or special meeting of the Directors, upon review and presentation of the proposed amendment by the

Executive Board, providing a quorum is present and a vote of two-thirds (2/3's) of those voting vote affirmatively for the amendment (can also be voted on via mail or electronically). Each Director shall be sent or e-mailed a copy of the proposed amendment(s) with notice of the meeting at which the amendment(s) are to be voted by the Secretary not less than thirty (30) days prior to the meeting date.

ARTICLE X / Dissolution

Section 10.01 Dissolution – Upon dissolution of the District (corporation), the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the District, dispose of all the assets of the District exclusively for the purposes of the District in such manner, or to such organization, organized and operated exclusively for charitable, educational or scientific purposes as then qualify as an exempt organization or organizations under Code Section 501©(3), or returned to the participating counties of the District on a per capita basis.

ARTICLE XI / Effective Date, Approval and Revocation

Section 11.01 Effective Date, Approval and Revocation – These By-Laws became effective March 1, 2010 upon approval by the Board of Directors and are subject to revocation by the Board of Directors for due cause.

