

**NORTHERN ARIZONA COUNCIL OF GOVERNMENTS
ECONOMIC DEVELOPMENT COUNCIL**

BYLAWS

ARTICLE I - COUNCIL ORGANIZATION

SECTION A - Name

The name of this organization is the Northern Arizona Council of Governments Economic Development District, Economic Development Council (hereafter called the EDC).

SECTION B - Area of Operation

The Economic Development District operates within the boundaries of the four counties served by the Northern Arizona Council of Governments: Apache, Navajo, Coconino and Yavapai Counties.

SECTION C - Relationship to NACOG Regional Council / Authority

The NACOG Regional Council established the EDC to oversee the Comprehensive Economic Development Strategy process. The Regional Council appoints and removes all members of the EDC and provides guidance to the EDC.

SECTION D –Vision/Mission Statement

VISION:

To create a quality, sustainable regional economy while preserving our heritage and natural resources.

MISSION:

To strengthen and elevate regional economic opportunities through a collaborative, regional approach

ARTICLE II - COMMITTEE MEMBERSHIP

SECTION A - Membership Criteria and Selection Process

EDA guidelines mandate that the EDC must represent the diverse interest, viewpoints and components of the District it serves. Committee members will represent such groups as public leadership, economic development organizations, business and industry, the employment and training sector, community organizations, tribal areas, health and education professions, distressed populations, women and minorities. The Economic Development Administration requires that the EDC membership shall demonstrate a broad representation of principal economic interests of the region with the capacity to implement the relevant CEDS. The NACOG District will maintain at least 65% Government representation.

The EDC will be composed of 30 members representing the groups outlined above. New member applications will be valid for one (1) year and candidates must reapply annually. The EDC will notify candidates, in writing, that their application has expired. Members will be selected as follows:

1. **SIX MEMBERS PER COUNTY (24 TOTAL)**

When vacancies occur, committee members currently serving on the EDC will, whenever possible, recommend qualified candidates from appropriate sectors from a geographic distribution of the county and from the diverse interest sectors suggested by

EDA. Priority will be given to applicants from assessed communities that are not currently represented. As vacancies occur, the EDC membership committee will recommend qualified candidates from appropriate sectors to the EDC and Regional Council for their approval.

2. **SIX MEMBERS AT-LARGE (6 TOTAL)**

The balance of the EDC will be nominated by Committee members to represent public and/or private sectors according to EDA guidelines. As vacancies occur, members will recommend qualified candidates from appropriate sectors. At large seats will be distributed across all four (4) counties where qualified applicants are available. Recommendations will be considered by county to ensure at large seats represent all 4 counties when possible. Where there are no qualified applicants suggested for a county area, the vacant seat(s) may be filled by a candidate from another county area as recommended by the EDC and approved by the Regional Council. No more than one (1) of the total at large seats may be from a single community. As vacancies occur, assessed communities not currently represented on EDC shall be provided with notification of an open seat along with directions for nominating candidate(s). Those communities may be given priority provided that the proposed candidate(s) meets the requirement for membership. Assessed communities include unincorporated areas within the county. Recommendations will be submitted to the EDC Membership Committee which may make recommendations to the EDC. EDC approved recommendations for filling open seats will be forwarded to the Regional Council for approval.

SECTION B - Appointment and Terms

Based on recommendations presented by the Regional Director on behalf of the EDC, the Regional Council will appoint new members to the EDC for three-year, staggered terms. Individuals interested in EDC membership as described in Article II, Section A, 1 and 2 shall be considered based on the submission of the required application and resume process. The EDC recommendations will be based on an evaluation process, ensuring that applicants meet the minimum requirements for membership of the EDC. All members must declare any conflicts of interest at time of application.

The EDC will notify members in writing of the expiration of their term. Notification will be sent no more than 60 days before, but no less than 30 days before the term expiration date.

Members whose term is expiring and who wish to continue in their capacity as an EDC member may request a "renewal of appointment". A renewal of appointment must be requested in writing by the council member to the EDC Regional Director within sixty (60) days of the council members expiration of term, and must submit an updated application or resume for evaluation for each term. The Membership Committee will review the request and make a recommendation to the EDC based on their evaluation of the renewal application at their next scheduled meeting.

The Regional Director will make a recommendation on behalf of the EDC for renewal to the Regional Council.

When a vacancy occurs before a term is completed the EDC may fill the vacancy with a new appointment by following standards procedures. Appointments by the Regional Council to fill vacancies on the EDC or the Executive Committee shall be for the remainder of the uncompleted term only. Members may request a "renewal of appointment" as stated previously.

All members must maintain appointment status. Any change in job title, responsibilities, or other status which affects the representative status of an EDC member shall be forwarded to the Chair of the Council and NACOG Administration within thirty (30) days of said change. Changes in status will be considered by the membership committee to determine new status meets EDC sector representation and geographic requirements, final approval is required by Regional Council.

SECTION C - Voting

At each meeting of the EDC, a member is entitled to one vote in person. If unable to attend, a member may send an alternate to the meeting. The alternate may not vote. The alternate's attendance shall not count towards the member's attendance. Proxy votes will not be allowed. All matters will be determined by a majority of the members present at any duly called meeting.

SECTION D - Resignation / Removal

An EDC member may resign or may be removed (per Articles III or IV) by the Regional Council, with recommendation from the EDC. Vacancies will be filled by the Regional Council based on recommendations from the EDC (per Article II).

ARTICLE III - MEETINGS

SECTION A - Schedule

1. ANNUAL MEETING
The annual meeting of the EDC will be held in June. Elections for officers will take place in June with new officers accepting their new posts in August.
2. REGULAR MEETINGS
Regular meeting of the EDC will be held on the first Thursday of each even-numbered month at a location within the District or may be held via electronic (internet meeting platforms)/telephonic means.
3. SPECIAL MEETINGS
Special meetings may be called at any time by the Chair, or by a majority of the officers (with five days' notice to EDC members). Special meetings will be held at a location within the District or may be held via electronic (internet meeting platforms)/telephonic means.
4. NOTICE OF MEETINGS
The schedule for upcoming meetings will be reviewed at preceding EDC meetings. Meeting materials may be distributed to members two (2) weeks prior to the scheduled meeting via email and website posting, but no less than 24 hours prior to the scheduled meetings.

COMPENSATION: There is no compensation for EDC members for regular scheduled meetings. The Chair can consider expenses for special meetings or events in connection with NACOG Administration.

SECTION B - Attendance and Quorums

All members are expected to attend all EDC meetings, and as applicable the same rule applies to committee meetings of the EDC. Members must notify the Chair or Staff in advance, to be excused from any meeting. An excused absence will be considered for medical or emergency concerns only.

An attendance roster will be maintained showing members present, absent and excused from each meeting. Attendance is calculated on an annual calendar year, January – December. If a member is absent three (3) consecutive, regularly scheduled meetings or 50% of the meetings in a calendar year, he/she shall be considered to have tendered his/her resignation, subject to review and recommendation of the Membership Committee to the Chair and Executive Committee. The individual will have the opportunity to approach the Chair. The Chair will render a decision to the Executive Committee. By majority vote, a removal recommendation will be forwarded to the EDC for approval. (Attendance is counted for members at the Call to Order for each meeting). Fifty percent (50%) of approved members will constitute a quorum for conducting business. An affirmative vote of a majority of those voting is required for the adoption or passage of a formal motion.

In the absence of a quorum of the full EDC, the Executive Committee is authorized and shall act on behalf of the EDC.

SECTION C - Regulations

1. **OPEN MEETING LAW**
All EDC meetings, including sub-committees, are governed by the Open Meeting Law of the State of Arizona (ARS 38-431-38-431.09).
2. **OPERATING PROCEDURES**
Notice and conduct of all meetings shall be performed pursuant to Arizona's Open Meeting Law, ARS 38-431 et seq. Meeting protocols outlined in Robert's Rules of Order shall be used as a guide for conducting meetings, but may be waived or modified at the discretion of the meeting Chairperson. Written minutes will be kept for all EDC meetings for up to 3 years.
3. Unless officially authorized, no member of the group can act or speak publicly on behalf of the Council. Such action may result in the removal of participating member(s).
4. All recommendations and/or action requests by the Council shall be stated as formal motions or discussion during meetings of the EDC.

ARTICLE IV - OFFICERS

SECTION A - Composition

The officers of the EDC will be a Chair, Vice-Chair, one At-Large Officer, and Past Chair. No member will hold more than one office at a time.

SECTION B - Election and Term of Office Nominations for officers will take place at the last regular meeting before the annual meeting. The Chair, Vice-Chair and At-Large Officer will be elected by the EDC at the annual meeting. The term of office will be one year. Terms will be reviewed and evaluated annually. The Chair will rotate to Past Chair as applicable. If a vacancy occurs in any office, the EDC will elect, at its next regular meeting, a person to fill the unexpired term.

SECTION C - EDC Officers and Duties

1. **CHAIR**

The Chair will preside at all EDC meetings and call special meetings, as necessary. The Chair will assist Staff in composing meeting agendas. The Chair will appoint members to any sub-committees, task forces and linkage teams, as needed, and will supervise the work of the EDC and its sub-groups. Staff will represent the EDC at Regional Council meetings.

2. VICE-CHAIR

The Vice-Chair will perform the duties of the Chair, in his or her absence

3. PAST CHAIR

The Past Chair will perform such duties as requested by the Chair. Among these duties will be the responsibility of chairing the general meeting or special meetings of the EDC in the absence of the Chair and Vice-Chair

4. AT-LARGE OFFICER

The At-Large Officer may represent a constituency not represented by the other officers (such as a county, minority, gender or distressed population)

5. EXECUTIVE COMMITTEE

Officers of the EDC will make up the Executive Committee to carry out duties as assigned by the Chair

SECTION D - Resignation / Removal of Officers / Replacement

A majority vote of all EDC members may remove an officer for excessive absences (per Article II, Section B.), for a felony conviction, for moving out of the District, for failure to declare a conflict of interest, for failure to perform the duties of the office, or for failure to act in the best interests of the EDC and the District.

ARTICLE V - SUB-COMMITTEES, TASK FORCES AND LINKAGE TEAMS

SECTION A - Sub-Committees

The following Sub-Committees, and others deemed appropriate by the EDC, will assist in implementing the CEDS process and activities throughout the year. Each Sub-Committee will be composed of EDC members and others, as needed to accomplish identified tasks:

1. Executive Committee
2. CEDS Development Committee
3. Tourism Committee
4. Other committees assigned by the Chair
5. Membership Committee

- The Membership Committee will perform the review, evaluation and solicitation for new and reappointing members to the EDC General Committee.
- The Membership Committee will also evaluate attendance and make appropriate recommendations to the Chair/Executive Committee.
- The Membership Committee will report to the Executive EDC Committee

All sub-committees will adhere to all rules and policies identified within these Bylaws.

SECTION B - Task Forces

Task Forces may be created to accomplish specific tasks within an identified time frame. EDC Members will serve on a task force until the tasks are completed, at which time the task force will be dissolved by the EDC. Examples include:

1. Bylaws
2. Others, as needed

SECTION C - Linkage Teams

EDC members will serve as liaisons between local, regional, tribal, state and federal agencies and organizations and the EDC, as applicable, such as:

1. Internal
 - a. Regional Council
 - b. NACOG Committees (Transportation, Natural Resources and Environmental Quality, Area Agency on Aging, etc.)
2. External
 - a. Commerce
 - b. Tribal
 - c. Rural Infrastructure Committee
 - d. Other Economic Development Organizations
 - e. Federal Workforce Development Initiatives

SECTION D - Authority and Reports

Sub-Committees, Task Forces and Linkage Teams will meet individually to accomplish tasks identified by the EDC. Each group will select a chair that is accountable to the EDC for accomplishing assigned tasks. The chair will present a verbal progress report at each regular EDC meeting. Each group will assist in reviewing and approving the EDC annual report.

ARTICLE VI - STAFF SUPPORT

SECTION A - Economic / Workforce Development Director

The NACOG Economic/Workforce Development Director will serve as principal staff to the EDC and carry out the requirements of the EDA grant.

SECTION B - Other NACOG Staff Support

NACOG Staff may, from time to time, perform certain duties in support of the EDC.

SECTION C - Offices and Hours

The District locations are:

1. FLAGSTAFF - 119 East Aspen Avenue
Office hours are 8:00 a.m. to 5:00 p.m., except between June 1 and Sept. 1, when hours are 7:00 a.m. to 4:00 p.m.

2. PRESCOTT - 221 N. Marina Street, Suite 201
Office hours are 7:00 a.m. to 5:00 p.m. year round

ARTICLE VII - PROGRAM

SECTION A - Fiscal Year

The fiscal year of the District will commence on July 1 and terminate on June 30.

ARTICLE VIII - RIGHTS AND LIABILITIES OF MEMBERS

SECTION A - Liability of Membership and Representatives For Debts

Any person who serves on the EDC shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of their official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person. Directors and Officers Insurance is provided by NACOG.

No member of the EDC shall speak on behalf of the NACOG Economic Development District.

SECTION B - Grants or Loans to Members / Conflict of Interest

No personal or private loans will be made by the District to EDC members or their families. If an organization that an EDC member belongs to applies for a District loan or grant, the EDC member must declare a conflict of interest in any discussions pertaining to the loan or grant.

SECTION C – Non-Discrimination

The Northern Arizona Council of Governments will comply with Title VII of the Civil Rights Act of 1965 (P.L. 88-352) and all requirements imposed by or pursuant to the regulations of the Department of Health and Human Services (45 CFR, Part 80) issued pursuant to that title, to the end that, in accordance with Title VII of that Act and this regulation, no person in the United States shall, on the grounds of race, color or national origin, be excluded from participation in, be denied the benefits of, or otherwise subjected to discrimination under any program or activity administered or engaged in by the Corporation.

Persons with a disability may request a reasonable accommodation to access EDC meetings and materials by contacting the Regional Director at (928)778-1422 (TDD – Arizona Relay Service (800)367-8939 and ask for NACOG at (928)774-1895).

ARTICLE IX - AMENDMENTS

Proposed changes in these bylaws must be submitted to the EDC Chair and to the NACOG Economic/Workforce Development Director not less than 30 days prior to the regular meeting at which time the proposed changes will be discussed. Proposed changes will be sent to EDC members with the agenda, two weeks prior to the meeting. An affirmative vote of at least two thirds of the total voting membership is required for adoption of a proposed change. Voting may be conducted by mail. Bylaws changes shall be submitted to the Regional Council for ratification.