



BYLAWS

Minnesota Valley Council of Governments

Amended: November 30, 2016

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MVCOG BYLAWS

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I.
STATEMENT OF PRINCIPLES AND POLICIES

A. The underlying concept of the Minnesota Valley Council of Governments is that the many units of local government in the South Central Minnesota area, which includes cities, counties, school districts and townships, form one large community. The people of this regional community are bound together physically, economically and socially and are affected and served by not just one unit of local government, but by many.

B. The physical, economic and social well-being of the South Central Minnesota area, its citizens and business enterprises, now and in the future, is dependent upon orderly development of the entire area, which will be possible only with the successful coordination of local governmental services and policies.

C. The Minnesota Valley Council of Governments shall be a voluntary organization of local governments in the South Central Minnesota area established to foster a cooperative effort in resolving problems and plans that are common to the community with the maximum efficiency and economy. The Council shall recognize that each member of local government is sovereign and is participating on a voluntary basis. The Council is not a government, nor does it seek to become one.

D. Constructive and workable policies and programs for meeting the needs of member units of government will be most effectively and expeditiously developed by a regular meeting of members of the local units of government that comprise the Minnesota Valley Council of Governments.

II.
PARTICIPATING GOVERNMENTS

A. Any jurisdiction accepted by a majority of the membership may become a member of the Council of Governments upon submission of a membership request by the governing body of such jurisdiction.

B. Any city or county in the area shall be eligible to apply for membership in the Council of Governments. Application for membership shall be ratified by a majority vote of the delegates. This area initially shall be defined as Region IX, delineated by the Governor's Executive Order No. 60 as a development region within the State of Minnesota.

C. Participating governments shall be those eligible units of government set forth under Section II, (a) and (b), which voluntarily determine to contribute to the financial support of the activities of the Council of Governments as hereinafter provided in Section VII.

III. GENERAL ASSEMBLY

The policy body of the Council of Governments shall be known as the "General Assembly." Each jurisdiction may be represented at a General Assembly meeting by a maximum of two voting delegates. Each delegate shall be entitled to one vote in the General Assembly. A jurisdiction may send more than two representatives to any General Assembly meeting.

Delegates shall be chosen by each member unit of government provided that a least one of the delegates from each member unit of government shall be an elected official and therefore at least one-half of the delegates to the General Assembly shall be local elected officials. Delegates shall serve continuously until their successors have been selected by their member unit of government.

IV. MEETINGS

A. Regular meetings of the Minnesota Valley Council of Governments' General Assembly shall be held on the third Wednesday of two months of each year, those months being determined to best meet the needs and convenience of member jurisdiction delegates; the General Assembly may designate alternative dates at a previous regular meeting. Special meetings may be called by the Chair, at the discretion of the Chair, and shall be called upon petition of three member units of government. Special meetings shall be held only after reasonable notice is given to each member unit of government. Provisions of the Minnesota Open Meeting Law shall be followed.

B. An agenda describing each matter to be considered by the General Assembly shall be sent by mail to each delegate at least five days prior to any regular or special meeting of the General Assembly. Representation by one-third of the member jurisdictions shall be requisite to constitute a quorum for the transaction of any item of business shown on such agenda. Unanimous consent of those present shall be required for the transaction of any item of business not shown on such agenda, or to conduct any item of business in the event no such agenda has been sent by mail to each delegate. If, however, such a quorum shall not be present at any meeting, the members entitled to vote thereat present in person shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At such adjournment of the meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

C. When a quorum is present at any meeting, the vote of a majority of the delegates present shall decide any question brought before such meeting.

D. Any delegate who is unable to attend a meeting of the General Assembly may designate a representative from his/her unit of government to appear in his/her place and vote his/her vote.

**V.
OFFICERS**

A. The officers of the organization shall always include a Chair, a Vice-Chair, and a Region Nine Representative. Officers shall be elected for a period of one year commencing on January 1, but shall serve until successors are chosen and qualified in their stead. Elections shall take place at a General Assembly meeting of the organization. The Chair shall preside at the meetings of the organization, and shall represent the organization in appearances before other bodies, except where other representatives are appointed.

B. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

C. The Assembly shall elect a representative to Region 9 from among its members. The representative shall be elected for a period of one year commencing on January 1, but shall serve until a successor is chosen and qualified in his/her stead.

**VI.
COMMITTEES**

A. The organization may, by motion, establish such standing committees as determined to be necessary for the proper conduct of the affairs of the organization.

1. The Operations Committee shall be an advisory body to the General Assembly. The members of the Operations Committee shall be the administrative official or his/her designee from each member unit of government. The Operations Committee shall meet four times per year and additionally if deemed necessary, and shall report action taken by the Committee at each meeting of the General Assembly.

2. The Nominating Committee shall nominate representatives to serve as officers of the organization. The members of the Nominating Committee shall be comprised of the Operations Committee and any sitting officers who wish to participate. The Nominating Committee shall meet prior to the General Assembly meeting of the organization at which officers shall be voted into service.

B. The Chair of the organization may establish ad-hoc committees as necessary for the proper conduct of affairs of the organization. The members of said committees shall be appointed by the Chair. The Chair or his/her designee shall serve as Chair of the committee. Action taken by such committee shall be reported at each meeting of the General Assembly.

**VII.
ADMINISTRATION OF COUNCIL AFFAIRS**

The Council may retain such employees and agents as it shall deem necessary who shall be employed for such terms, and at such compensation, and shall exercise such powers and perform such duties as shall be determined from time to time by the organization. The Council shall have the authority to

contract with a participating unit of government to carry out the administrative and financial affairs of the Council. The Council may delegate to its employees to sign such documents as necessary to conduct Council business.

VIII. FINANCES

A. The fiscal year shall be January 1 - December 31.

B. An assessment for program costs shall be paid by each member government in February and August of each year. This assessment shall be set by the General Assembly at the time of the final budget approval.

C. A proposed budget of the organization and proposed assessments shall be submitted to each member unit by the Executive Director at an Operations Committee meeting.

D. Such proposed budget shall be considered and adopted as submitted or as modified by the organization at a General Assembly meeting each year. The budget may be amended or revised during the course of the fiscal year if such changes are adopted by a two-thirds vote of a quorum.

E. Each year upon the adoption of the annual budget, assessment for all member governments shall be fixed at a General Assembly meeting. The amount of assessments shall be sufficient to provide funds required by the budget. Such assessments shall be determined by the Council based upon the benefits derived by each member unit. Any member whose local government's annual assessment has not been paid by the first day of the next fiscal year, for which the assessment was made, shall forfeit all rights, privileges and prerogatives of a member of the Council of Governments until such assessment is paid in full.

F. If the budget is amended and revised during the fiscal year, member assessments may be amended or revised and if such amendments or revisions require a further assessment, such assessment shall be paid by the end of the fiscal year of the making thereof, or the penalties of the previous subsection shall apply.

G. The books of the organization shall be available to be audited by a committee of the Council or a certified public accountant or accountants, and the audit report, if ordered by the committee, for each preceding fiscal year shall be made to the members and participating governments and be made available no later than three months after the close of the audit. The audit committee shall be appointed by the Chair if instructed by a majority of delegates at any regular meeting.

H. The Council shall have the power to:

1. Apply for and accept contributions, grants, gifts, services, and other assistance from the federal, state, and local governments and agencies thereof and from any other public or private source;

2. Employ consultants;

3. Enter into contracts and subcontracts with any person, firm or corporation and with the federal, state or local government or any agency or political subdivision thereof, including, but not limited to, agreements for the joint and cooperative exercise of powers of the authority with any such subdivision or agency in the manner provided in Minnesota Statutes, Section 471.59; and

4. Comply with any conditions attached by the federal government to a grant or contract for financial assistance to the authority.

IX. FISCAL AGENT

A. The City of Mankato shall serve as the fiscal agent for the organization and shall have custody of the organization's funds and securities and shall keep full and accurate accounts of receipts and disbursements. The organization's books and accounts shall be maintained in accordance with standard accounting procedures. All money and other valuable effects of the organization shall be deposited by the agent to the credit of the organization. The agent shall disburse the funds of the organization taking vouchers for such disbursements, and shall render to the General Assembly at the regular meeting or whenever requested an account of the organization's fiscal condition.

B. The Agent shall maintain a cash receipts and disbursements register to record operating receipts and expenditures and shall each month prepare and submit to the Council via the Executive Director, a statement summarizing operating receipts and expenditures by account classification.

All excess revenue paid to the Council shall be the sole property of the Council, but shall be retained and invested by the Agent and shall be available for use by the Council.

C. For all expenditures of funds made pursuant to this contract, the Agent shall keep financial records, including properly executed payrolls, time records, invoices, contracts, receipts, vouchers, and other documents sufficient to evidence in proper detail the nature and propriety of the expenditure.

D. For contracts with individual consultants, invoices for payment must state that the work performed and invoices are in accordance with the terms of the consultant contract. Furthermore, these invoices must also state the calendar dates and number of hours of each day for which the consultant is requesting compensation.

E. The Agent, via the Executive Director, is authorized to procure and enter into contracts for supplies, materials, and contractor services, if such is made pursuant to the Council's approved budget.

F. The Executive Director, in conjunction with the Agent shall prepare invoices for annual assessment payments and upon receipt of the same, the Agent shall deposit such payments and other income in accounts of the Council as often as normal business practices dictate. The Agent will maintain bank accounts in a depository which is a member of the Federal Deposit Insurance Corporation (FDIC) for the purpose of the normal transactions necessary to carry out the contractor's

responsibilities. All accounts shall be interest bearing checking accounts.

**X.
MVCOG FUNCTIONS**

A. Area-wide and local planning, administrative assistance, training and inter-local cooperation are the important functions of the Council.

B. The Council shall have authority to engage in any function or activity which the Council shall from time to time adopt.

**XI.
TERMINATION OF MEMBERSHIP**

A member unit of government may withdraw from the Council only after providing the Executive Director written notice of its intention to terminate membership at least six months in advance of the effective date of such termination. Failure to provide said notice may be given consideration if the unit of government reapplies to the Council for membership.

**XII.
AMENDMENTS TO THE BYLAWS**

These bylaws may be altered, amended or added to at a meeting called for this purpose, provided: (1) That notice of the meeting shall contain a full statement of the proposed amendment or amendments; and (2) That the enactment of the amendment shall require a three-fourths vote of those present and voting.

Adopted this 30th day of November, 2016.

Minnesota Valley Council of Governments

By: _____
Krista Amos, MVCOG Executive Director

Approved: _____
Clinton Rogers, MVCOG Chair
City of Janesville