

BY-LAWS

MID-OHIO VALLEY REGIONAL PLANNING AND DEVELOPMENT COUNCIL

ARTICLE I – NAME, GEOGRAPHIC LOCATION, PURPOSE AND RESPONSIBILITY

I.01 NAME

This organization shall be known as the Mid-Ohio Valley Regional Planning and Development Council (hereinafter referred to as the Council), duly established under Chapter 8, Article 25 of the Code of West Virginia.

I.02 GEOGRAPHIC LOCATION

- A. The region for which this Council shall be created and maintained is all of: Calhoun, Jackson, Pleasants, Roane, Ritchie, Tyler, Wirt and Wood Counties and those portions of Wetzel County incorporated as the City of Paden City in the State of West Virginia.
- B. The primary service area for this Council shall be all of: Calhoun, Jackson, Pleasants, Ritchie, Roane, Tyler, Wirt and Wood Counties and those portions of Wetzel County incorporated as the City of Paden City in the State of West Virginia; provided however, that the Council may provide services and conduct operations in other areas of the State of West Virginia and elsewhere as the need arises.

I.03 PURPOSE OF THE COUNCIL

The purpose of the Council shall be to plan comprehensively and perform development in the aforesated region, and to promote, through the joint participation of citizens and elected officials, the social, economic, educational, environmental and general welfare of the citizens of this region.

I.04 RESPONSIBILITIES OF THE COUNCIL

The general responsibilities of the Council shall include but not be limited to:

- A. The establishment and maintenance of a viable, active organization for examining area potential.
- B. The provision for the efficient management of limited public revenues for the purpose of promoting the orderly development of the region.

- C. The development of the region's governmental, social, economic, environmental and physical services and facilities in order to promote the general health, safety and welfare of all its citizens.
- D. Cooperation with any entity, private or public, whose interests are consistent with the purposes of this Council.
- E. The development of such plans as may be necessary to effectuate these responsibilities and the acceptance of all other responsibilities which are implied in Chapter 8, Article 25, of the Code of West Virginia.

ARTICLE II – MEMBERSHIP OF THE COUNCIL

II.01 COUNCIL MEMBERSHIP

- A. All municipalities and all counties within the region shall be represented on the Council. These members shall be referred to as “elected members.”
 - 1. The County representative shall be the president of the County Court (Board of Commissioners where applicable) or a member of the County Court (Board of commissioners) designated by him/her.
 - 2. The municipal representative shall be the mayor or an elected member of the governing body designated by him/her or the Chief Administrative Officer or City Manager of the municipality when designated by city/town council.
 - 3. The number serving by virtue of this subsection shall comprise not less than fifty-one (51) percent of the total number of members.

If an elected official's term of office expires after the Annual Meeting, his or her vacancy shall be filled by the next duly elected official who shall serve on the Council for the full length of his or her term of elected office.

- B. The principal community and regional interests shall be further represented by the election of additional members to the Council. These members shall be referred to as the “non-elected members.”
 - 1. Regional Council members serving by virtue of (A) of this section shall elect additional members to serve on the Council to represent principal community or regional interests, including but not limited to: commerce, industry, labor, agriculture, education, health, and any such interests as may be required by federal law or regulations. The selection of such members shall also provide for reasonable representation of geographic, economic and ethnic groups without exclusion of significant minority groups.

2. Subsequent changes in the designation of representatives shall be determined by the Council
3. The term of office of the members of the Council who serve by virtue of this subsection shall be three (3) years. The designees first named herein by the Council shall serve staggered terms of three, two, and one years, said staggered terms to be decided by lot. After the election of the first designees, elections shall then take place at each Annual Meeting for a three year term.
4. The number serving by virtue of this subsection shall comprise not more than forty-nine (49) percent of the total number of members.
5. The number serving by virtue of this subsection shall include at least one (1) Private Sector Representative, as defined by the U.S. Department of Commerce Economic Development Administration, and one (1) or more of the following: Executive Directors of Chambers of Commerce, or representatives of institutions of post-secondary education, workforce development groups or labor groups, all of which must comprise in the aggregate a minimum of thirty-five (35) percent of the membership of the Council.

II.02 VOTING OF MEMBERS

Each person who meets the qualifications of a member as set forth in Article II:01 shall be entitled to one vote on all matters brought before the Council. In order to submit a vote, the member may be present at the meeting when the vote is taken or, in the case of an elected member, may designate another elected official from his particular Court or Council, in writing, to submit a vote on his behalf at that particular meeting only.

A member may participate in a Council meeting by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE III – ADVISORY COMMITTEE

III.01 APPOINTMENTS TO ADVISORY COMMITTEES

The Council may designate certain advisory committees which shall be classified as a) standing committees for the purpose of assisting the Regional Council and the Executive Committee of the Council in all phases of planning and development or b) ad hoc committees for the purposes of assisting the Regional Council and Executive

Committee of the Council with specific/short term projects to assure the smooth operation of the Regional Council.

The membership of these committees is to be selected by vote of the Council members.

Each Advisory Committee shall be headed by a chairman, selected by the Council members, and the chairman of each committee is to attend the meetings of the Council and the meetings of the Executive Committee, as the case may be.

At such meetings the chairman of these committees is to have a voice in the discussion on matters before the Council or the Executive Committee, but will have no vote on such matters brought before the Council or Executive Committee. Whenever a special advisory committee is required by an federal or state regional program, the Council Chairman (see Article V) shall, with the approval of the Council Executive Committee (see Article V), appoint or recognize such committees as advisory groups to the Council. Where applicable or necessary, the appointees may come from localities outside the regional boundaries of the Council.

Standing Committees shall include, but not be limited to the following:

- A. Economic Development Strategy Committee:** The Strategy Committee must represent the main economic interests of the Region and must include Private Sector Representatives as a majority of its membership. In addition, the Planning Organization should ensure that the Strategy Committee includes public officials, community leaders, representatives of workforce development boards, institutions of higher education, minority and labor groups, and private individuals.
- B. Finance Committee:** There shall be a standing committee to oversee the budget and finances of the Council. This committee shall be chaired by the Treasurer with additional members as appointed by the Council Chairman. A majority of the committee members shall be publicly elected officials.
- C. Audit Committee:** The Audit Committee is directly responsible for hiring, setting the compensation, and overseeing the auditor's activities. It sets rules and processes for complaints concerning accounting and internal control practices. The committee shall be comprised of three members appointed by the Council Chairman. A majority of the members shall be publicly elected officials. Members of the committee should have financial competency to understand financial statements, evaluate accounting company bids to undertake auditing, and make sound financial decisions as part of their fiduciary responsibilities.
- D. Loan Review Committee:** The Loan Review Committee shall oversee the loan programs operated by the Council. Members of this Committee shall be appointed by the Council Chairman. Members of the committee should have financial

competency to understand financial statements, evaluate applications, and make sound lending decisions.

ARTICLE IV - THE MEETINGS OF THE MEMBERSHIP

IV.01 ANNUAL MEETING

The Annual Meeting of the Council shall be held at a place to be determined by the Council, within the Region 5 area and shall take place on the third Wednesday of October of each year, and at such other time as may be designated in the notice of said meeting.

The purpose of the Annual Meeting shall be the election of officers, the election of members from the public at large and, the arranging of other organizational and administrative affairs.

IV.02 MONTHLY MEETINGS

Meetings of the full membership of the Council shall be held monthly on the third Wednesday of each month. The Chairman may postpone or cancel a monthly meeting, as circumstances require, with proper notice. The October meeting and the Annual Meeting shall be one and the same.

IV.03 MEETING ANNOUNCEMENTS

Notice of the Meetings of the membership shall be mailed to each member on the Council record at the address that appears on the record, not less than seven days prior to the meeting. This notice shall be mailed by the Council Secretary or some person designated by the Secretary.

Notice shall also be posted in the Council offices. Additionally, the notice shall be sent to the newspaper in the region with the largest circulation, as well as any other media that asks to be put on the mailing list.

IV.04 SPECIAL MEETINGS

Special meetings of the membership may be held at the call of 1) the Council Chairman, or 2) two other officers of the Board. These meetings may be held at any time and place which is designated in the call. At least three (3) days notice of the meeting must be given the membership prior to that meeting. This notice may be communicated either by mail or telephone.

IV.05 QUORUM

A quorum shall be a majority of those Council members or their designees present.

IV.06 PARLIMENTARY PROCEDURE

Meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE V - EXECUTIVE COMMITTEE

V.01 ELECTION OF EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the representative of the Regional Council from each of the County Courts (Boards of Commissioners) and the representative on the Regional Council from the largest municipality within each County in the region, and such other members as the aforesaid representatives may select, but other members so selected shall not constitute more than forty-nine (49) percent of the total membership of the Executive Committee, provided, however, that in the event neither the Council Chairman, nor the Council Vice-Chairman, is included in the above named elected members of the executive Committee, the council Chairman and/or the Council Vice-Chairman shall also be members of the Executive Committee.

V.02 MEETINGS OF THE EXECUTIVE COMMITTEE

The meetings of the Executive Committee shall be called by the Chairman of the Executive Committee (see Article V.06) and shall be held at such time and place as determined by the Executive Committee members.

V.03 MEETING ANNOUNCEMENTS OF THE EXECUTIVE COMMITTEE

- A. Notice for meetings of the Executive Committee shall be communicated by the Executive Committee Secretary or some person designated by the Secretary, when possible.
- B. Notice for meeting of the Executive Committee shall be sent to each member of the Executive Committee by the mode of communication the Executive Committee Secretary deems best at least seven (7) days prior to the meeting, when possible.
- C. Notice for meetings of the Executive Committee must be transmitted at least twenty-four hours in advance of the meeting.

V.04 THE QUORUM FOR THE EXECUTIVE COMMITTEE MEETINGS

The quorum for the Executive Committee meetings shall be constituted by the attendance of either the Chairman or Vice-Chairman of the Council and those present.

V.05 THE ELECTION OF OFFICERS OF THE EXECUTIVE COMMITTEE

The officers of the Executive Committee shall be the same persons as the officer of the Council.

V.06 TERM OF OFFICE FOR OFFICERS OF THE EXECUTIVE COMMITTEE

The term of office for the officers of the Executive Committee shall be the same as the term of office of the officers of the Council.

V.07 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall:

- A. Perform such administrative duties as are necessary to maintain an effective and viable council;
- B. Be the motivating force on the Council which initiates public information and education within the region and integrates the resource of other groups or individuals, either public or private whose interests are in harmony with the purposes of the Council;
- C. Exercise the power of review over all applications of governmental units or independent agencies within the region for loans or grants from the federal government, or any of its agencies or the State of West Virginia or any of its agencies or the State of West Virginia or any of its agencies as provided by Chapter 8, Article 25, Section 9 of the Code of West Virginia.

ARTICLE VI – COUNCIL OFFICERS

VI.01 ELECTION OF OFFICERS

Officers of the Council shall be elected by the membership at the Annual Meeting of the Council.

In the event that a public official holds a Council office and his/her term of public office expires after the Annual Meeting, the vacated office shall be filled at the next meeting and the duly elected replacement shall serve the unexpired term. However, should the public official mentioned herein hold the position of Chairman, then, in that event, the Council Vice-Chairman shall automatically become Council Chairman and serve the unexpired term.

VI.02 DELINATION OF OFFICERS

The members of the Council shall elect from the membership the following:

- A. A Council Chairman
- B. A Council Vice-Chairman
- C. A Council Treasurer
- D. An Executive Committee

VI.03 TERMS OF OFFICE

All officers elected by the membership of the Council at the Annual Meeting shall serve for one year. There is no limit on the number of consecutive terms to which an officer may be elected.

VI.04 ELIGIBILITY OF OFFICERS

Any person who meets the qualification of a member, as set forth in Article II.01, shall be entitled to hold any office on the Council; provided, however, that the Chairman and Vice-Chairman be elected officials. (See Article II.01-A)

VI.05 DUTIES OF OFFICERS

A. The Council Chairman shall:

1. Serve as the Council's Chief Executive Officer and preside at each Council meeting; and,
2. Serve as the executive officer of the Executive Committee.

B. The Council Vice-Chairman shall:

1. Serve as the Council's Chief Executive Officer in the absence of the Chairman; and,
2. Serve as the executive officer of the Executive Committee in the absence of the Chairman.

C. The Council Secretary shall:

1. Keep a complete record of all Council meetings and Executive Committee meetings, and cause notice of all meetings to be sent to the membership of the Council and Executive Committee.

D. The Council Treasurer shall:

1. Serve as the Chairman of the Finance Committee.

E. The Officers shall:

1. Be responsible for the signing of all checks for all disbursements.

ARTICLE VII – GENERAL POWERS AND DUTIES OF THE COUNCIL

VII.01 POWERS AND DUTIES GENERALLY

- A. Continuously engage in comprehensive planning and development processes and prepare, and from time to time revise, amend, extend or add to a plan or plans for the development of the region consistent with any state comprehensive planning and development objectives and reflecting plans and programs of the participating governmental, social, economic, environmental and physical conditions and trends, and shall aim at the coordinated development of the region in order to promote the general health, welfare, convenience and prosperity of its people. Such plan or plans, or parts thereof, shall be prepared by persons approximately qualified under the state statutes dealing with eth applicable profession or occupation. Such plan or plans submitted shall be submitted with provisions of this article. The plan or plans shall embody the policy recommendation of the Regional Council, and may include, but shall not be limited to:
1. A statement of goals, objectives, standards and principals thought to be expressed in the plan or plans to guide economic, social, environmental and human resources development;
 2. Recommendations for transportation networks in the region including land, water and air transportation, and for communication facilities;
 3. Recommendations concerning the need for, and proposed general location of, public and private works and facilities, which by reason of their function, size, extent or for any other cause are of a regional, as distinguished from a purely local concern; and,
 4. Recommendations for a long-range programming and financing of capital projects and facilities.
- B. Prepare, and from time to time amend, and extend or add to a regional development program to implement the policies contained in the comprehensive development plan for the region. The program shall contain a listing of development projects and programs and recommended methods for project and program financing.
- C. Prepare and recommend to county and local governmental bodies within the region, ordinances, rules and regulations which would implement regional and local plans.
- D. Prepare and publish studies of the region's resources, both natural and human with respect to existing and emerging problems of industry, commerce, transportation, population, housing, agriculture, environment, health, education, welfare, public service, local governments and other matters which are relevant to regional planning.

- E. Collect, process and analyze the social and economic statistics for the region which are necessary to planning studies and make the results of such collection, processing and analysis available to the general public.
- F. Participate with other governmental agencies, educational institutions and private organizations in the coordination of the regional research and educational activities described in subdivisions D, E, and H of this section.
- G. Cooperate with, and provide, upon request, planning technical assistance to municipalities, counties and planning and development agencies within the region, and coordinate regional planning with the planning activities and plans of the state and of the municipalities and counties within the region, as well as neighboring areas, including those in adjoining states, and programs of federal departments and agencies.
- H. Provide information to officials, departments and agencies and instrumentalities of the federal, state and local governments, and to the public at large in order to foster public awareness and understanding of the objectives of the regional plans and for functions of the regional and local planning and development councils, and to stimulate public interest and participation in the orderly, integrated development of the region.
- I. Apply for, accept, and expend funds and grants provided for the purpose hereof by the government of the United States or its departments or agencies; by departments and agencies of the state or any other state; by one or more municipalities, counties or other political subdivisions of this state or any other state; or by any other agency, public or private; or from any individual whose interests are in harmony with the purpose hereof, including planning councils and commissions, all in accordance with any federal requirements and subject to any conditions or limitations of the Constitution or laws of this state.
- J. Perform development on a regional basis as necessary to undertake, complete or accomplish the goals and purposes of comprehensive planning in the region by intergovernmental contract or joint enterprises, or both, with local government units or combinations of such units pursuant to Chapter 8, Article 23 of the Code of West Virginia.
- K. Exercise powers jointly or in cooperation with agencies or political subdivisions of the State of West Virginia or any other state, or with agencies of the United States, subject to constitutional and statutory provisions applicable to interjurisdictional agreements.
- L. Adopt by-laws and such other rules and regulations as may be necessary to effectuate the purpose of this Article.
- M. Exercise all other powers and authority necessary for the discharge of its duties.

ARTICLE VIII – THE EXECUTIVE DIRECTOR OF THE COUNCIL

VIII.01 SELECTION AND APPOINTMENT OF THE EXECUTIVE DIRECTOR

The Executive Director shall be the Administrative Officer of the Council in carrying out the programs and projects called for in Article VII of these by-laws.

In filling this mandate, the Executive Director shall:

- A. Appoint and remove all employees of the Council in accordance with the rules of the Council;
- B. Prepare and present the Annual Report for the adoption of the Council;
- C. Serve as Secretary Ex-Officio of the Council;
- D. Serve as Secretary Ex-Officio of the Executive Committee;
- E. Keep the general membership and the Executive Committee advised about the needs and affairs of the Council, and oversee the preparation of the Annual Report (see Article XI);
- F. Serve in other functions as may be assigned to him/her from time to time by either the Executive Committee or the Council.

ARTICLE IX – CONTRACTS

IX.01 CONTRACTS

This Council may contract for services of consultants to perform planning, development, engineering, legal and other services of a professional, specialized or technical nature, and such consultants shall be persons appropriately qualified under state statutes dealing with the applicable profession or occupation. Each contract must have the expressed approval of the Council or the Executive Committee, and by the state when so required. Such contracts shall not be subject to any law related to public bidding, provided that every Council contract amount of one thousand dollars (\$1,000) or more shall be let to the lowest responsible bidder after notice requesting bids has been published as a Class 1-0 legal advertisement in compliance with the provisions of Chapter 59, Article 3 of the Code of West Virginia.

However, in no event shall Council enter into any contract for any services, materials, merchandise or supplies the cost of which shall exceed the amount budgeted for the fiscal year in which the contract is made.

ARTICLE X – FINANCES OF THE REGIONAL COUNCIL

X.01 ANNUAL BUDGET

The Council shall adopt an annual budget. Each local government member shall contribute to the financing of the Council in accordance with a formula adopted by the Council and approved by a majority of the counties in the region and a majority of

the municipalities participating in the Council. All contributions shall be fair and equitable, and based on the population of each participating governmental unit as determined by the latest decennial census, or such other criteria as the Council shall determine.

X.02 ACCOUNTING

The executive offices of the council shall establish a system of accounting and disbursing of funds so as to implement internal controls, books of account, fiscal records, reporting procedures and periodic audits. The flow of work shall be from one person to another, providing a system of checks and balances without duplication of effort.

Deposits will be made through the executive offices. Bank statements shall be reconciled upon receipt of same.

All disbursements except for minor disbursements from an imprest cash fund (petty cash) shall be made by check.

Counter-signatures to checks are required to provide additional safeguards. Those persons authorized to sign checks will be the Chairman, Vice-Chairman, Secretary, and Treasurer of the Council.

The executive director will be authorized to make purchases up to, but not exceeding \$5,000.00. These purchases shall conform to budget guidelines. Any purchase of budget items to exceed \$5,000.00 shall be brought before the Finance Committee for authorization.

Financial records of the Council shall be available for inspection upon request, provided that such inspection does not disrupt the daily flow of work and duties of the Council.

ARTICLE XI – ANNUAL REPORT

XI.01 ANNUAL REPORT

On or before July thirty-first of each year, the Council shall prepare an Annual Report. The Council shall submit copies of the report to the participating governmental units and to the Governor. The report shall include:

- A. A consolidated statement of the Council's receipts and expenditures by category since the preceding reports;
- B. A consolidated, detailed budget for the year in which the report is filed and the following year, including an outline of its program for such period;

- C. A description of any comprehensive plan adopted in whole or part for the region;
- D. A summary of any study or development progress and the recommendations resulting there from;
- E. A listing of all applications for federal grants or loans submitted by the governmental units within the region, together with the action taken by the Council in relation thereto;
- F. A listing of plans of local government units submitted to the region and actions taken in relation thereto;
- G. Recommendation of the Council regarding federal and state programs, cooperation, funding and legislative needs.

ARTICLE XII – AMENDMENTS TO BY-LAWS

XII.01 AMENDMENTS

These by-laws may be amended by a vote of members present at a Council meeting. Any proposed amendment to these by-laws shall be submitted in writing to the Executive Director not less than fifteen (15) days prior to a meeting. The Executive Director shall forward copies of such proposed amendment to the membership not less than seven (7) days prior to a meeting.