

WESTERN NEVADA DEVELOPMENT DISTRICT

AGENDA

Board of Directors Meeting

9:00 am, Monday, March 13, 2023

Zoom Link: <https://us02web.zoom.us/j/4136367971?pwd=BIVrCb50rWPrHqVegcyxrWuVhc9go.1>

Meeting ID: 413 636 7971

Passcode: 880251

1-253-215-8782

1. **Call to Order** – Naomi Duerr, WNDD President – Reno City Council
2. **Agenda Approval** (For Possible Action)
3. **Meeting minutes approval of November 14, 2022** (For Possible Action)
4. **Announcements, Presentations, Recognition Items and Items of Special Interest**
(Information Only - No Action Required)
5. **APPROVAL OF CONSENT CALENDAR** (For Possible Action)
Items on the consent calendar may be approved by one motion. Consent items may be pulled at the request of Board Members wishing to have an item further discussed. When pulled for discussion, the item will automatically be placed at the beginning of the Administrative Agenda.
 - a. **Approval** – FY 2022-23, February 2023 Treasurer’s Report
6. **Broadband Speed Test/ Mapping Project** (For Possible Action)
 - a. OptiExpress Quote
7. **Executive Director / Staff Team Report** (Information Only – No Action Required)
 - a. Humboldt County- EPA Brownfields Grant Don Vetter, Michelle Hammond Allen
 - b. Humboldt County-Grass Valley Wastewater Treatment Facility
Chris Brandon, Michelle Hammond Allen, Don Vetter
 - c. Pershing County-EPA Brownfields Grant Don Vetter
 - d. Good Jobs Challenge Grant Christine Brandon
 - e. Pyramid Lake Paiute Tribe-Commerce Center Christine Brandon
 - f. EDA Region VI Visit Christine Brandon
 - g. WNDD Summit-January 2023 Recap Christine Brandon
 - h. WNDD RLF Loans Update Christine Brandon
 - i. New WNDD Grants Manager-PT Eden Foster Christine Brandon
 - j. EDA Partnership Planning Grant FY 2023-2025 Christine Brandon
 - k. CEDS Update Workshop March 31, 2023 Christine Brandon, Fred Steinmann
8. **WNDD Bylaws Task Force Update** (Information Only-No Action Required)
 - a. Revised By-Laws 60 day review
 - b. Comments Due by May 12, 2023

9. WNDD Nominating Committee for FY 23-25 Executive Board Officers (For Possible Action)

10. WNDD Membership Dues for FY 2023 (For Possible Action)

11. Member Updates (Information Only-No Action Required)

Heidi Lusby-Angvick-Pershing County

Cassie Hall-Mineral County

10. Adjourn

NOTICE TO PERSONS WITH DISABILITIES: Members of the Public who are disabled and require special assistance or accommodation at the meeting are requested to notify the Western Nevada Development District office in writing at 1000 North Division Street, Suite 102 B, Carson City, Nevada 89703, by email at cbrandon@wndd.org or by calling 775-473-6753.

**WESTERN NEVADA DEVELOPMENT DISTRICT
MINUTES**

Board of Directors' Meeting

9:00 am to 11:00 am, Monday, November 14, 2022

Zoom Only Meeting

1. Call to Order and Roll Call

President Naomi Duerr called the meeting to order at 9:03 am

Roll Call – Members Present

Carson City – Maurice White;; Douglas County-Lisa Granahan; Humboldt County – Michelle Hammond Allen; Mineral County -- Cassie Hall, Alyssa Burke; Pershing County – Heidi Lusby-Angvick; Storey County – Clay Mitchell; City of Fallon-Kelly Frost; City of Fernley – Lowell Patton; City of Lovelock – Pat Rowe; City of Reno - Naomi Duerr, Bryan McArdle; City of Sparks: Dian VanderWell, Art Sperber; BCTNN - Rob Benner; Brycon - Heather Van Erden; CEDA-Sara Beebe; CSA - Leslie Colbrese; Downtown Reno Partnership-Nathan Digangi; EDAWN —Veronica Chavez; GOED – Shari Davis; JOIN-Denise Castle; LTVA – Carol Chaplin; Nevada Green Institute – Aster Girma; Tahoe Prosperity Center – Heidi Hill-Drum; UNR-UCED – Dr. Fred Steinmann

Members Absent

Carson City – Nancy Paulson; Churchill County – Greg Koenig, Bruce Breslow, Jim Barbee; Douglas County – Danny Tarkanian, Kitty McKay; Humboldt County-Dave Mendiola; City of Fernley – Roy Edgington; Pershing County – Shayla Hudson; Washoe County – Jeanne Herman; City of Sparks – Tracy Holland; City of Winnemucca – Vince Mendiola, Alicia Heiser; Pyramid Lake Paiute Tribe – Cassandra Darrough; WNC – Niki Gladys; Nevada Builders' Alliance representative; Education Innovation Collaborative – Mary Alber; First Independent Bank – Angela Rowan; NV Energy representative; GOWINN representative; RailPros – Paul MacDonald; Uprise Fiber - Sam Sanders; TMCC representative; NRHA representative,

Staff

Christine Brandon, Executive Director
Don Vetter, Economic Development Contractor

2. Agenda Approval (For Possible Action)

Pat Rowe moved to approve the agenda; Dian VanderWell seconded. Motion passed unanimously.

3. Meeting Minutes Approval from September 19, 2022

Art Sperber moved to approve the minutes; Dian VanderWell seconded. There was no discussion, motion passed unanimously.

4. Announcements, Presentations, Recognition Items and Items of Special Interest

There were no items to present.

5. APPROVAL OF CONSENT AGENDA

- a. FY 2022-2023, August Treasurer's Report**
- b. FY 2022-2023, September Treasurer's Report**
- c. FY 2022-2023, October Treasurer's Report**

Lisa Granahan commented she would like to see the reports would include the Profit and Loss, and our Budget versus Actual in future meetings so we could see how we were doing.

Lisa Granahan moved to approve the Consent Agenda, Pat Rowe seconded. Motion passed unanimously.

6. Broadband Speed Test/Mapping Project

a. Christine Brandon explained to the Board that the Broadband Speed Test and Mapping contract ended October 31, 2022. She had received a potential offer from a non-profit that may want to fund continuing the speed test. She will continue pursuing the possibility.

Naomi Duerr asked if we could have Brian Mitchell, Governor's Office of Science, Innovation and Technology (OSIT) at our next meeting to give us an update on where the State was in its plans to provide service.

7. Executive Director/Staff Team Report (Information Only-No Action Required)

a. Humboldt County-EPA Brownfields Grant

Don Vetter discussed the EPA Brownfields grant that Humboldt County had received for \$500,000. The grant is a community-wide assessment grant and will include the Regional Development Authority, Nevada 95/80 and can include sites in Pershing County. Don Vetter explained WNDD is a sub-awardee responsible for outreach and marketing. WNDD assisted in preparing the Draft RFP for an environmental consultant. The grant will allow the County to address abandoned gas stations, industrial sites, etc., to identify past contamination on parcels throughout the County.

b. Humboldt County-Grass Valley Wastewater Treatment Facility

Don Vetter gave the background for the need for the new sewer plant including the high Nitrate levels and the need for capacity at the Winnemucca Airport Industrial Park. He discussed the three possible funding sources: EDA, USDA and the State Revolving Loan Fund. WNDD is working with Humboldt County and Professional Grant Writers to put an application package together. The cost of the total project is estimated at \$30M.

c. Pershing County-EPA Brownfields Grant

Don Vetter explained that Heidi Lusby-Angvick and Pershing County with the aid of the environmental consultant, Converse Consultants, had exceeded all expected benchmarks for the grant. The grant time frame was extended to July 30, 2023 to complete as many Phase I and Phase II Environmental Assessments as funding would allow. The grant has also provided the ability to certify sites, providing future development opportunities.

e. Good Jobs Challenge Grant

Don Vetter explained the Good Jobs Challenge grant was to provide training programs in the areas of IT, Healthcare, Logistics and Manufacturing. It would be an employer driven program based on the skillsets needed for each sector. The grant would utilize existing programs, such as the Union apprenticeship, TMCC, WNC and Great Basin College. The grant is designed to cover the needed wrap around services that often determents to the workforce, such as child care and transportation.

f. Grant Writers Partnership-Muller and Bohlin

Chris Brandon explained the further need to large scale project grant writers that could be contracted by Members. Tiffany Bohlin would be presenting their capabilities at the WNDD Summit at the end of January.

8. WNDD By-Laws Task Force Update (Information Only-No Action Required)

The By-Laws task force committee is made up of Naomi Duerr, President, Heidi Lusby-Angvick, Honey Menefee, Storey County, Angela Rowan, First Independent Bank of Nevada. Honey Menefee and Christine Brandon continued to work on revisions and will present the Draft document at the next WNDD Board meeting in March, 2023.

9.WNDD-Members Only Summit (Information Only-No Action Required)

Chris Brandon stated that the Summit would be held January 30-31, 2023 at the Atlantis in Reno. The dinner would be held the evening of the 30th and the meeting would be from 9:00 am until about 3:00 pm on the 31st. The group discussed bringing the value back to WNDD and everyone agreed that our mutual struggle was our lack of receiving grant funding for our needed infrastructure and community development projects.

10. WNDD Schedule of Board of Director Meetings for 2023 (information Only-No Action Required)

Chris Brandon led the discussion and the following dates were agreed upon by the Board: Summit, January 30-31, 2023; Board of Director Meeting, March 13, 2023; Board of Director Meeting, May 15, 2023; and WNDD Program Meeting, August 21. It was agreed that the Board would have 4 Zoom Meetings and 2 in-person Program Meetings per year.

10. Member Updates

Reno and the Truckee River Corridor Projects-Bryan McArdle, Revitalization Manager

Bryan discussed how Reno had one mile of river frontage downtown that had been revitalized using ARPA funding but that his 20 year plan included the entirety of the river in Reno. He mentioned that he and Chris Brandon had met with John Edmond, Nevada EDR, and discussed ways to fund a master plan for the area through the EDA. Bryan was also coordinating efforts with Downtown Reno Partnership, Nathan Digangi, in order to build a cohesive plan. There was much discussion with Naomi Duerr, Reno City Council and Dian VanderWell, Sparks City Council, everyone agreed that they would like to see a regional plan for the Truckee River from Verdi through Sparks.

Douglas County-Lisa Granahan, Economic Vitality Manager

Lisa opened by thanking Chris Brandon for touring Douglas County with her to see the Tahoe Event Center under construction at South Lake. It is scheduled to open in July of 2023 and they are already booking events. Lisa and Chris also met with Jen Nadler, Mainstreet Gardnerville, to discuss possible future Revolving Loan Fund opportunities for small businesses to help revitalize downtown Gardnerville.

Story County-Commissioner Clay Mitchell

Commissioner Mitchell wanted to address 2 issues:

1. Interstate I-80 safety concerns. They are working with NDOT to get I-80 from Vista Boulevard to Fernley designated as a Safety Corridor. While NDOT is looking at alternative routes from LaPosada Drive in the North Valleys to TRIC, that will be years away.
2. Tax Abatements. Commissioner Mitchell stated there was another company probably coming into TRIC that would receiving the 100% abatements. He explained how the Developer covers the cost of the infrastructure and then turns it over to the County to manage and eventually pay for. The original Tesla Gigafactory abatements are expiring in 2024 for the property tax but the sales tax would go another 10 years. He questioned if the structure of the abatements worked, while it creates low unemployment, it increases demand for housing, education and transportation.

10. Adjournment

President Duerr adjourned the WNDD Board meeting at 10:28 am.

4:03 PM
03/09/23
Cash Basis

WESTERN NEVADA DEVELOPMENT DISTRICT
Balance Sheet
As of February 28, 2023

	<u>Feb 28, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
City National Bank (883)	37,835.04
Revolving Loan Fund-3953	27,693.91
EDA Account (735)	19,080.41
Total Checking/Savings	<u>84,609.36</u>
Accounts Receivable	
Accounts Receivable	-10,000.00
Total Accounts Receivable	<u>-10,000.00</u>
Other Current Assets	
Security Deposit	600.00
1004 - CDBG Borrower 4	8,353.47
1004 - RBEG - Borrower 4	1,390.29
1006 CDBG - Borrower 6	21,434.85
Total Other Current Assets	<u>31,778.61</u>
Total Current Assets	<u>106,387.97</u>
TOTAL ASSETS	<u><u>106,387.97</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
Elan Financial (3336)	-124.60
Total Credit Cards	<u>-124.60</u>
Other Current Liabilities	
Payroll Liabilities	1,477.28
Total Other Current Liabilities	<u>1,477.28</u>
Total Current Liabilities	<u>1,352.68</u>
Total Liabilities	1,352.68
Equity	
3000 Opening Bal Equity	-9,934.94
Retained Earnings	161,342.97
Fund Balance	-7,300.99
Net Income	-39,071.75
Total Equity	<u>105,035.29</u>
TOTAL LIABILITIES & EQUITY	<u><u>106,387.97</u></u>

4:02 PM

WESTERN NEVADA DEVELOPMENT DISTRICT

03/09/23

Profit & Loss by Class

Cash Basis

July 2022 through February 2023

	BGCA-H	BGCA-P	EDA Planning Grant	TOTAL
Ordinary Income/Expense				
Income				
Associate Membership	0.00	0.00	5,425.00	5,425.00
Board Retreat	0.00	0.00	10,305.24	10,305.24
Grant Revenue	16,500.56	26,306.16	0.00	42,806.72
Membership Dues	0.00	0.00	97,500.00	97,500.00
RLF Interest	0.00	0.00	615.01	615.01
Interest Earnings				
4410 EDA Interest	0.00	0.00	0.93	0.93
Interest Earnings - Other	0.00	0.00	1,245.76	1,245.76
Total Interest Earnings	0.00	0.00	1,246.69	1,246.69
Total Income	16,500.56	26,306.16	115,091.94	157,898.66
Expense				
Good Jobs	0.00	0.00	7,621.00	7,621.00
Brownfield Humboldt	0.00	0.00	9,826.31	9,826.31
Accounting	5,666.00	0.00	6,840.00	12,506.00
Audit	0.00	0.00	10.00	10.00
Bank Service Charges	0.00	0.00	20.00	20.00
Board Retreat Expense	0.00	0.00	9,521.25	9,521.25
Legal	0.00	0.00	4,881.00	4,881.00
Insurance				
Liability/Property	0.00	0.00	1,364.35	1,364.35
Workmans Compensation	0.00	0.00	1,199.00	1,199.00
Total Insurance	0.00	0.00	2,563.35	2,563.35
Contracted Services	7,711.90	26,331.94	26,676.27	60,720.11
Dues	0.00	0.00	170.08	170.08
Meetings	286.54	0.00	873.50	1,160.04
Subscriptions	0.00	0.00	1,304.97	1,304.97
Equipment	0.00	0.00	912.49	912.49
Fringe Benefits				
Life Insurance	0.00	0.00	117.00	117.00
Dental Insurance	0.00	0.00	544.82	544.82
Vision Insurance	0.00	0.00	198.10	198.10
Total Fringe Benefits	0.00	0.00	859.92	859.92
Miscellaneous	0.00	0.00	69.85	69.85
Office Supplies	0.00	0.00	1,023.34	1,023.34
Printing	0.00	0.00	1,569.10	1,569.10
Payroll Expense				
Leased Employee	0.00	0.00	68,184.13	68,184.13
Total Payroll Expense	0.00	0.00	68,184.13	68,184.13
Rent	0.00	0.00	6,940.33	6,940.33
Travel	1,101.49	0.00	2,595.26	3,696.75
Meals	374.60	0.00	521.60	896.20
Lodging	1,360.03	0.00	0.00	1,360.03
Web Design & Maintenance	0.00	0.00	577.60	577.60
Telephone	0.00	0.00	576.56	576.56
Total Expense	16,500.56	26,331.94	154,137.91	196,970.41
Net Ordinary Income	0.00	-25.78	-39,045.97	-39,071.75
Net Income	0.00	-25.78	-39,045.97	-39,071.75



Quote

Contact Us

breakingpointsolutions.com
roger@breakingpointsolutions.com
703-725-8111

Date: March 9, 2023

Crowdsourcing and Mapping

Prepared for:
Christine Brandon
Western Nevada Development
District 1000 N. Division St., Suite 102 B,
Carson City, NV 89703
775-315-1046

Qty	Description	Unit Price	Line Total
1	OptiMap™ Annual Crowdsourcing and Mapping Software License for WNDD: Churchill, Douglas, Humboldt, Lyon, Mineral, Pershing, Storey and Washoe; and 1 municipality, Carson City	\$38,857.99	\$38,857.99
1	Discount for web presence	\$5,000.00	\$5,000.00
	<i>*Note: License Fees can be paid quarterly at \$8,464.50 per quarter</i>		
		Subtotal	\$33,857.99
		Sales Tax*	\$0.00
		Total	\$33,857.99

Quote valid for 90 days

NOTE: License can be licensed for one year or multiple years

*** State sales and use tax may apply as required by law**



Western Nevada Development District Comprehensive Economic Development Strategy 2023 Annual Evaluation and Update Workshop

Friday, March 31, 2023; 8:30am to 3:30pm
City Council Chambers
City of Fernley City Hall
595 Silver Lace Boulevard; Fernley, NV 89048



The Western Nevada Development District, a US Economic Development Administration Economic Development District, and the University Center for Economic Development, part of the College of Business at the University of Nevada, Reno, invites you to attend and participate in an annual evaluation and update workshop as part of the Western Nevada Development District's current five-year 2020 through 2025 Comprehensive Economic Development Strategy. This strategic economic development planning workshop will be held on Friday, March 31, 2023 and will be held in the City Council Chambers at City Hall in Fernley, Nevada.

Workshop participants will be given an opportunity to evaluate the existing strategic economic development vision, goals, actionable items and priority projects, assess existing local and regional socio-demographic, economic, and housing conditions, complete a revised Strengths, Weaknesses, Opportunities, and Threats (SWOT) Analysis for the region, and select new priority projects for the coming year.

When? Friday, March 31, 2023; Breakfast from 8:30am to 9:00am; Workshop from 9:00am to 3:30pm

Where? City Council Chambers; City of Fernley City Hall; 595 Silver Lace Boulevard; Fernley, NV 89048

Who Should Attend? Elected and appointed officials, industry leaders, non-profit organization members, business owners, public sector officials, and other individuals with a vested interest in the continued economic development of the Western Nevada Development District are welcome to attend and participate. *There is no cost to attend and breakfast, lunch, and refreshments throughout the day will be provided.*

How do I register? This is no charge to attend but individuals interested in attending are encouraged to RSVP by Monday, March 20, 2023 by 5:00pm. To RSVP or to get more information about this workshop, please contact Frederick Steinmann, Director of the University Center for Economic Development, via phone (775.784.1655) or by email (fred@unr.edu).

The University of Nevada, Reno is committed to Equal Employment Opportunity/Affirmative Action in recruitment of its students and employees and does not discriminate on the basis of race, color, religion, sex, age, creed, national origin, veteran status, physical or mental disability, and sexual orientation. The University of Nevada employs only United States citizens and aliens lawfully authorized to work in the United States. Women and under-represented groups are encouraged to apply.



Western Nevada Development District Comprehensive Economic Development Strategy 2023 Annual Evaluation and Update Workshop

Friday, March 31, 2023; 8:30am to 3:30pm
City Council Chambers
City of Fernley City Hall
595 Silver Lace Boulevard; Fernley, NV 89048

Friday, March 31, 2023

8:30am to 9:00am: Registration, Networking, Breakfast

9:00am to 9:45am: Introductions and Welcome, Overview of the Comprehensive Economic Development Strategy (CEDS) and the Annual Update and Evaluation Process

9:45am to 11:30am: Review of Emerging Socio-Demographic, Economic, and Housing Conditions throughout the Western Nevada Development District

- Overview of Emerging Local and Regional Conditions
- **EXERCISE:** Identifying Priority Socio-Demographic, Economic, and Housing Conditions
- Community and Regional Assessment of Internal and External Environmental Conditions
- **EXERCISE:** Completion of a Revised Strengths, Weaknesses, Opportunities, and Threats (SWOT) Analysis

11:30am to 12:30pm: **WORKING LUNCH**

- Economic Recovery and Resiliency Elements of the Comprehensive Economic Development Strategy
- **EXERCISE:** Reviewing and Revising Existing Economic Recovery and Resiliency Elements

12:30pm to 2:30pm: Evaluating the Existing Strategic Economic Development Vision and Action Plan (Goals and Strategy)

- The Existing Strategic Economic Development Vision
- **EXERCISE:** Review of the Existing Strategic Economic Development Vision
- The Existing Strategic Economic Development Goals
- **EXERCISE:** Review and Evaluation of the Existing Strategic Economic Development Goals
- **EXERCISE:** Establishing Actionable Items for Each of the Individual Strategic Economic Development Goals

2:30pm to 3:15pm: Selecting Priority Projects for the Region and for Individual Communities

- Review of the Existing Priority Projects
- **EXERCISE:** Identifying, Selecting, and Developing Priority Projects for the Coming Year

3:15pm to 3:30pm: Wrap-Up and Next Steps

The University of Nevada, Reno is committed to Equal Employment Opportunity/Affirmative Action in recruitment of its students and employees and does not discriminate on the basis of race, color, religion, sex, age, creed, national origin, veteran status, physical or mental disability, and sexual orientation. The University of Nevada employs only United States citizens and aliens lawfully authorized to work in the United States. Women and under-represented groups are encouraged to apply.

**WESTERN NEVADA DEVELOPMENT DISTRICT
(WNDD)**

BY-LAWS

Adopted December 3, 1991
Amended April 7, 1992
Amended December 6, 1994
Amended June 3, 1997
Amended December 8, 1998
Amended October 6, 2003
Amended October 14, 2015
Amended June 24, 2019

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Definitions

Alternates:

Refers to the designated replacements for ELECTED OFFICIALS at meetings. These replacements are for no longer than the term of the elected officials' term on WNDD or until such time as WNDD receives written notification changing the designated Alternate.

If the elected official is unable to attend a meeting, he/she may designate, in writing, an Alternate to replace him/her and vote on his/her behalf. Once officially designated, an Alternate will enjoy the same benefits as the elected official he/she represents.

Associate Members:

An individual who by virtue of being a state or national legislator and/or a member of an organization or agency is interested in WNDD activities. These individuals have no voting power except in WNDD committee matters as defined in these Bylaws.

Executive Committee:

Executive Committee to consist of current President, Vice-President, Secretary/Treasurer, Immediate Past President and a Member from the WNDD Board of Directors for a total of five (5) Members.

Conflict of Interest:

A conflict between the private interests and the official responsibilities of a member of the Board of Directors or any WNDD committee.

Contract for Services:

A WNDD Member may choose to hire the WNDD staff to provide certain professional services and pay a charge for those services, i.e. a Master Plan for a city or county. This payment is separate from regular annual membership assessments which support general WNDD activities. The WNDD may also contract with a consulting firm or a governmental agency to obtain services which the WNDD staff or a governmental agency are unable to provide for reasons of expertise or staff numbers.

Board of Directors:

Refers to the total group of local elected officials and appointed representatives who sit as the group with final authority on WNDD matters. This group has responsibilities for dealing with WNDD policies, election of officers and appointments to WNDD committees.

Dues, Fees and Membership Assessments:

The charge assessed to WNDD Members to support general WNDD activities. Such charge is established annually by the Board of Directors.

Regular Members:

Refers to a city, town, county or tribe that has been designated by WNDD Board Resolution to be a Member of WNDD. The actual Member is the governmental/tribal subdivision which is represented by its elected officials, staff, and appointed private sector representatives.

Other regular Members include representatives as required by federal funding sources.

Articles

Article 1 - Name

- 1.1 The name of the organization shall be the WESTERN NEVADA DEVELOPMENT DISTRICT, hereinafter called the "DISTRICT".

Article 2 - Objectives

- 2.1 The DISTRICT is committed to strengthening the planning and-development capacity of its Members as directed by the Board of Directors, by pursuing the following objectives:
- a. Providing local and regional planning technical assistance for Members and coordinating the services of authorized local, county, regional, tribal and federal organizations and agencies.
 - b. Developing an annual Scope of Work. The Scope of Work will be based upon DISTRICT priorities, area-wide needs and resources.
 - c. Receiving and expending federal, state, county, tribal and municipal government funds in a manner consistent with these Bylaws and with the annual Scope of Work.
 - d. Contracting with DISTRICT Members, authorized local, county, tribal, regional and federal organizations and agencies, private organizations and individuals, to provide or receive services not paid for by the annual membership assessments.

- e. Furnishing general and technical assistance to DISTRICT Members, authorized organizations, agencies, and individuals to promote and implement DISTRICT policies and plans.
- f. Improving the regional economy by striving for adequate employment opportunities, prosperous business/industry, wise utilization of natural and human resources, adequate processing, marketing, and transporting of products from the area.
- g. Any other activities consistent with DISTRICT policies and the official Articles of Incorporation that offer betterment to the Members of the organization.

Article 3 - Composition

- 3.1 The organization shall be composed of two (2) bodies:
 - a. The Board of Directors
 - b. Committees.

Article 4 - Membership

- 4.1 DISTRICT membership shall be limited solely to those qualified 1) who reside within DISTRICT Member counties, cities or towns, 2) who, by virtue of a legal election, may represent residents of DISTRICT Member counties, 3) who represent interested State/Federal/Local agencies, and 4) representatives of minority populations and the private sector as required by the U.S. Department of Commerce, Economic Development Administration and such others as may be required by various federal funding sources.
- 4.2 Classes of Membership shall be 1) Regular and 2) Associate and may be granted to governmental subdivisions, governmental agencies or individuals as herein stated.
- 4.3 Regular: Shall be county governments, Indian tribes, incorporated cities, statutorily-recognized town boards, minority and private sector representatives appointed by Member county Boards of Commissioners.
- 4.4 To fully qualify for membership, said Member will support the DISTRICT and agree to comply with financial requirements of contributions, dues, fees, charges, etc. as shall be determined by the Board of Directors of the DISTRICT.
- 4.5 Any regular membership entitles that Member to full rights within the affairs of this organization, but in no case may any one individual representing a Member have more than one (1) vote within the affairs of this organization even though he/she may be the qualified representative of more than one Member, unless such member is duly designated, by official

proxy, to vote on behalf of another qualified member.

4.6 Associate: May be granted by designation of the Board of Directors from the following, except as otherwise directed in this section:

- a. Members of the Nevada Legislature who serve districts either wholly or partly within the DISTRICT region.
- b. Members of the Nevada delegation to the Congress of the United States who serve the DISTRICT region.
- c. Governmental agencies, educational institutions, and other organizations, agencies or individuals who provide input into DISTRICT activities, policies and decisions.

4.7 Associate Members shall be assessed dues for membership and shall not have voting rights within the Board of Directors. Associate Members who serve on other DISTRICT committees shall have voting rights within that Committee.

4.8 Dues: Membership dues, fees, assessments shall be determined annually by the Board of Directors. Dues shall be payable within sixty (60) days from (July 1 of that fiscal year) the date due. Any Member declared delinquent shall be removed from membership within the organization by the action of the Board of Directors.

4.9 Withdrawal: Regular Members may withdraw at any time upon written notice signed by the chief executive officer of that governmental subdivision advising of the enacting resolution directing withdrawal said notice having been mailed to the DISTRICT President at least thirty (30) days before the effective date thereof. No refund of any advanced payment of dues, fees or assessments shall be allowed.

4.10 Reinstatement: Reinstatement of any former regular Member may be honored, upon written request of said former Member to the DISTRICT President, after twelve (12) months shall have elapsed from having been declared delinquent, having withdrawn, or from any other cause separating them from membership in the DISTRICT. Such reinstatement shall then be subject to the requirements of membership as required for the class of membership desired.

4.11 The twelve (12) month waiting period for reinstatement may be waived by a vote of the Board of Directors only if such reinstating Member shall pay, in full, the current year's membership assessment.

Article 5 – Board of Directors

5.1 The Board of Directors shall be the general policy-making body for the DISTRICT and shall

be the final authority for the DISTRICT.

- 5.2 Membership: The Board of Directors shall be composed of one or more representatives of Member governmental subdivisions-counties, incorporated cities, statutorily recognized town boards and Indian tribes. Such representatives shall be the chief elected official, i.e., chairman, mayor, or a designated official selected from the legislative body of the government involved.
- 5.3 Any Member county, tribe, incorporated city, or statutorily recognized town board may appoint a total of three (3) representatives to the Board of Directors. Each Member may appoint not more than one (1) private sector Member from the business, industrial, professional and educational segments from the Member jurisdiction.
- 5.4 All designated Member representatives shall serve at the pleasure of the designating authority.
- 5.5 Minorities and other segments of the population within the DISTRICT will be represented as required by applicable federal funding sources. The process used for the selection of such minority representatives shall be determined by the Board of Directors, designed in such manner as to insure adequate representation.
- 5.6 Each Member representative, duly designated, shall be entitled to one (1) vote.
- 5.7 Associate Members designated by the Board of Directors shall be encouraged to participate in WNDD activities and discussion but shall be entitled to voting privileges on WNDD committees only.
- 5.8 Member governmental subdivisions and Indian tribes may officially designate, in writing, an Alternate to serve in the absence of the local elected official representing that Member. Once designated, an Alternate will enjoy the same benefits as the elected official he/she represents.
- 5.9 The Alternate shall be either another elected official of the governmental subdivision/tribe or a key staff official of the local government/tribe who is directly answerable to the County Board, Tribal Council, City Council or Town Board.
- 5.10 Alternates shall serve no longer than the term of the elected official he/she represents on WNDD, or until such time as WNDD receives written notification changing the designated Alternate.
- 5.11 Private Sector representatives unable to attend a WNDD meeting may vote by proxy, executed in writing by the member, authorizing another qualified WNDD member to vote on his/her behalf. Such proxy shall be valid only for the meeting specified in the written proxy.
- 5.12 Officers: The Board of Directors shall elect from its voting membership, a President, and

Vice-President who will serve for a 24-month period. The President shall appoint the Secretary/Treasurer with the approval of the Board of Directors. Any officer may be re-elected to succeed him/herself; however, tenure of office is not continued when a change in Member Representative occurs because of local elections, resignations or removal.

5.13 Duties of the officers of the officers of the Board of Directors shall be:

President

To preside over all meetings of the Executive Committee and be President of the WNDD Board of Directors. He/she shall appoint all committees authorized by either these Bylaws or by action of the Board or Committee. He/she shall have full powers of vote in the Board of Directors and the Executive Committee.

Vice-President

To preside over the meetings of the Board of Directors and/or Executive Committee only in the absence of the President and to assume all duties and responsibilities of the President in his/her absence. He/she shall have full powers of vote in the Board of Directors and the Executive Committee.

Secretary/Treasurer

To act as the official Secretary and Treasurer to the Board of Directors and the Executive Committee and shall insure the maintenance of such records as may be required. Such records shall be available to any member upon request. The Secretary/Treasurer shall have full vote in the Board of Directors and the Executive Committee.

5.14 Elections: Officers shall be elected by majority vote of the Board of Directors at the Annual Meeting in June. Nominations shall be by nominating committee or nominations from the floor. Voting may be by ballot or by any method agreed upon by the majority of the Board of Directors.

5.15 Vacancies: In the event any vacancy occurs among the officers of the organization, the Board of Directors shall fill that vacancy at the next regular or special meeting.

5.16 Meetings: The Board of Directors shall meet at least four (4) times per year or at the call of the President or upon petition by a quorum of the members of the Board of Directors submitted to the President.

An Annual Meeting for the election of officers shall be held during the month of June of each calendar year.

5.17 Quorum: A quorum shall consist of 50% of the Member jurisdictions who are dues paying members of the District. A quorum must be present at any regular or special meeting and is

required to adopt any resolution or approve any official action of the Board, except where otherwise specified in these bylaws. In addition, at least 51% of those present must be elected officials and at least one (1) of the duly elected officers of the organization must be present to establish a quorum.

- 5.18 Responsibilities: The Board of Directors shall have final authority on any matter concerning any unit of the organization and shall:
- a. Establish area-wide goals, priorities and objectives;
 - b. Formulate and approve the annual Scope of Work;
 - c. Approve the DISTRICT annual budget and membership fee schedule;
 - d. Resolve membership questions and adopt or amend Bylaws as necessary;
 - e. Initiate or assist in the establishment of Inter-Governmental Agreements between governmental jurisdictions of the DISTRICT on matters of a regional nature;
 - f. Propose, initiate or approve any study, plan, policy, discussion or other DISTRICT policy matter; and,
 - g. Elect members to the Executive Committee as outlined in these Bylaws.
- 5.19 Voting Method: Voting within the Board of Directors may be by whatever method it may determine. The majority vote shall rule except in the matter of amending the Bylaws or Articles of Incorporation when two-thirds (2/3) of those voting must approve.

Article 6 – Executive Committee

- 6.1 The Executive Committee shall be the instrument of the Board of Directors and shall be subject to its direction and approval unless otherwise specifically stated or authorized. The Executive Committee may act on behalf of the Board in the event issues or opportunities arise which require emergency action and it is determined to be either inconvenient or impossible to convene a meeting of the Board of Directors.
- 6.2 Membership: The Executive Committee shall be appointed annually by the President of the Board of Directors and the appointments subject to the approval of the Board of Directors. The Committee shall be comprised of the President, Vice-President, Secretary/Treasurer of the Board of Directors, the immediate Past President of the Board of Directors, and at least one (1) member-chosen from the membership at-large of the Board of Directors. Every effort shall be made to appoint representatives from differing geographic locations and from the public and private sectors so as to provide for balanced representation.

- 6.3 Meetings: The Executive Committee shall meet at the call of the President at such time and place as the President or Committee shall determine.
- 6.4 Quorum: No business may be conducted unless there are at least three (3) of the duly appointed Executive Committee present.
- 6.05 Voting Method: Voting within the Executive Committee may be by whatever method it may determine. The majority vote shall rule.
- 6.06 Duties: The Executive Committee shall implement those policies and procedures established by the Board of Directors.
- a. Serve as the financial control body and receive and expend funds on behalf of the Board of Directors.
 - b. Approve, execute and enter into contractual agreements for materials, services, and supplies, etc.
 - c. To implement programs authorized by the Board of Directors.
 - d. Recommend policies, studies or plans to the Board of Directors.
 - e. Propose the annual Scope of Work and Budget to the Board of Directors.
 - f. Complete an annual review of the WNDD Executive Director and propose annual salary/fringe/bonus adjustments.

Thereafter, at the expiration of the respective initial terms, each person shall be elected to serve a full three (3) year term of office.

Article 7 - Committees

- 7.1 The Board of Directors or the Board of Directors may structure certain committees to develop specialization and expertise in significant and long-term subject matters which face the DISTRICT. Other committees may be designated to deal with special and/or short-term issues. Committees are responsible for making recommendations to the Board of Directors or the Executive Committee and have no authority to act independently.
- 7.2 Membership and Composition: The President shall appoint committee membership, with Board or Executive Committee approval, in the following manner:
- a. Each committee shall be composed of a minimum of three (3) Board members, each of

whom have shown expertise or special interest in the given committee topic.

- b. Each committee may have members who are not Board members yet have expertise and/or interest in the committee topic. Associate Members will be logical candidates for committee membership. Every effort shall be made to gather expert input into committee deliberations and recommendations.
- c. There shall be no maximum limit for the number of members serving on any given Committee.

7.3 Officers/Duties: The President, with the approval of the Board of Directors or the Executive Committee shall appoint a Chairman and a Vice-Chairman for each committee from the membership of the Board of Directors.

Chairman

Shall chair and schedule committee meetings and be responsible for presenting committee recommendations to the Board of Directors or the Executive Committee.

Vice-Chairman

Shall assume the duties of the Chairman in the event of the Chairman's absence.

7.4 Meetings: Committee meetings will be held on the same day as the Board of Directors or Executive Committee meetings unless otherwise determined by the Board of Directors or Executive Committee for reason of convenience or emergency.

7.5 Quorum: No committee meetings may be conducted unless at least two (2) of the three (3) Board representatives to a committee are present, including the Chairman or Vice-Chairman, and at least one (1) other committee member.

7.6 Voting Method: Voting may be by whatever method each committee determines and a majority of those present and voting shall rule. All committee members have voting rights on committee matters.

7.7 Duties:

The duties of each duly designated WNDD Committee shall be:

- a. Make detailed studies of matters relevant to the committee topic and offer subsequent recommendations to the Board of Directors or the Executive Committee.
- b. Seek and obtain information relevant to the committee topic.
- c. Committees are encouraged to solicit, obtain, request and accept technical, advisory or

other assistance; however, in no case may a committee contract for services or otherwise legally act on behalf of the organization.

Article 8 - Equal Employment Opportunity

- 8.1 The DISTRICT and all of its components shall comply with equal employment opportunity under Executive Order 11246 and 11375 or as otherwise amended.

Article 9 - Conflict of Interest

- 9.1 A conflict of interest between the private/personal interests and the official responsibilities of a member of the Board of Directors or any WNDD committee shall constitute a conflict of interest.
- 9.2 A member of the DISTRICT or any WNDD committee shall not vote on any matter which would involve a conflict of interest. Such conflict of interest shall preclude involvement in any decision whereby the member stands to receive direct or indirect personal gain.
- 9.3 Whenever a director or committee member has cause to believe that a matter to be voted upon would involve him/her in a possible conflict of interest, he/she shall announce such possible conflict of interest and the question of whether an actual conflict exists shall be decided by a majority vote of the directors or committee members present, excluding the director or committee member announcing the possible conflict of interest and excluding any other directors or committee members present who have already been disqualified from voting on the issue because of their own conflict of interest.
- 9.4 Any person may raise the question of conflict of interest or possible conflict of interest with respect to any director or committee member present; and the question so raised shall be decided in the same manner as if the director or committee member him/herself had announced the conflict or possible conflict of interest.
- 9.5 If the majority of those DISTRICT or committee members present vote that a member does have a conflict of interest, that member shall remove him/herself from the discussion and voting on the issue in question. This shall be done prior to the consideration of the issue. This, however, does not preclude the individual from participating in the discussion as a "member of the public".
- 9.6 A Member of the DISTRICT or any WNDD Committee would not have a conflict of interest only after their relationship with WNDD has been severed for more than one year.

Article 10 - Parliamentary Procedure

- 10.1 Roberts' Rules of Order (Newly Revised) will be the Parliamentary authority at all DISTRICT levels; however, it is not the purpose of this organization to become highly involved in parliamentary techniques. Those rules will be used and applied to preserve the rights of any of the members.

Article 11 – Letter Of Support

- 11.1 The following shall apply to requests for Letters of Support from WNDD:

The criteria under which a Letter of Support would be approved by the WNDD Board of Directors:

- a) Project and/or program must be applicable to the WNDD region, benefitting communities where the project/program will be implemented.
- b) Project and/or program must meet a WNDD Comprehensive Economic Development Strategy or Goal or listed in the CEDS Project Listing

Article 11 - Bylaw Revisions

- 11.1 These Bylaws may be amended upon a thirty (30) day written notice to all members subject to a two-third (2/3) vote of the membership in attendance, providing, however, that a quorum is in attendance at the meeting of the Board of Directors when such amendments are to be voted upon. A special committee appointed to revise these Bylaws may be appointed by the President subject to the rules for the appointment of committees.

Article 12 - Dissolution

- 12.1 In the event of the complete dissolution of the DISTRICT, all DISTRICT property shall be sold. The proceeds of such sale shall be combined with current DISTRICT cash assets to determine the total cash assets of the DISTRICT. The total cash assets remaining, after payment of all legal DISTRICT debts, shall be distributed to the respective Members which are parties to the dissolution of the DISTRICT.
- 12.2 The share of the total cash assets to be distributed to each Member shall be according to the ratio of the current equity record of each Member to the total equity of all remaining Members.

Article 13 - Suppression of Previous Bylaws

- 13.1 Adoption and execution of these Bylaws hereby supersedes and renders null and void all previous Bylaws for the DISTRICT but does not affect any other existing official actions by the DISTRICT or contracts between the DISTRICT and any other general or special purpose units of governments, boards, agencies, commissions or authorities.

**WESTERN NEVADA DEVELOPMENT DISTRICT
(WNDD)**

**BY-LAWS
Draft Dated 11/14/2022**

Adopted December 3, 1991

Amended April 7, 1992

Amended December 6, 1994

Amended June 3, 1997

Amended December 8, 1998

Amended October 6, 2003

Amended October 14, 2015

Amended June 24, 2019

Amended November, 2022

BY-LAWS

Revision
Board of Directors
Western Nevada Development District
October 2022

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DEFINITIONS

Alternates:

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Refers to the designated replacements for ELECTED OFFICIALS at meetings. These replacements are for no longer than the term of the elected official's term on WNDD or until such time as WNDD receives written notification changing the designated Alternate.

If the elected official is unable to attend a meeting, they may designate, in writing, an Alternate to vote on their behalf. Once officially designated, an Alternate will enjoy the same benefits as the elected official they represent.

Associate Members:

Commented [HM1]: Add tribal agencies here?

An individual who by virtue of being a state or national legislator and/or a member of an organization or agency is interested in WNDD activities. These individuals have no voting power except in WNDD committee matters as defined in these Bylaws.

Board of Directors:

Refers to the total group of local elected officials and appointed representatives who sit as the group with final authority on WNDD matters. This group has responsibilities for dealing with WNDD policies, election of officers and appointments to WNDD committees.

CEDS: – Comprehensive Economic Development Strategy, a District-wide planning document written every five (5) years and updated annually. The CEDS and/or its update is submitted to the US Department of Commerce, Economic Development Administration for approval every year.

Conflict of Interest:

A conflict between the private interests and the official responsibilities of a member of the Board of Directors or any WNDD committee.

Contract for Services:

A WNDD Member may choose to hire the WNDD staff to provide certain professional services and pay a charge for those services, i.e., a Master Plan for a city or county. This payment is separate from regular annual membership assessments which support general WNDD activities. The WNDD may also contract with a consulting firm or a governmental agency to obtain services which the WNDD staff or a governmental agency are unable to provide for reasons of expertise or staff numbers.

Dues:

The charge assessed to WNDD Members to support general WNDD activities. Such charge is established annually by the Board of Directors.

Executive Committee:

Executive Committee to consist of current President, Vice-President, Secretary/Treasurer, and two (2) Organizational Member representatives from the WNDD Board of Directors for a total of five (5) members.

Organizational Members:

Refers to a political subdivision; city, town, county, or tribes, that has been designated by WNDD Board Resolution to be a Member of WNDD. The actual Member is the political/tribal subdivision, which is represented by its elected officials, staff, and appointed private sector representatives.

Commented (HM2): Should they have full voting rights? Or should they be associate members?

NAME

The name of the organization shall be the WESTERN NEVADA DEVELOPMENT DISTRICT, hereinafter called the "DISTRICT".

ARTICLE 1 – Objectives

- 1.1 The purpose of the DISTRICT is to strengthen the planning and development capacity of its Organizational Members (Members) as directed by the Board of Directors (Board), by pursuing the following objectives:
 - (a) Provide planning and technical assistance to Members and coordinate between local, county, regional, tribal, and federal organizations and agencies.
 - (b) Develop the CEDS 5-year plan, yearly updates, and annual Strategic Plan with budget to the Board.
 - (c) Receive and expend federal, state, county, tribal and municipal government funds in a manner consistent with the CEDS and the annual budget.
 - (d) Contract with DISTRICT Members; local, county, tribal, regional, and federal organizations and agencies; private organizations; and individuals to provide and/or receive services.
 - (e) Furnish technical assistance to key agencies and individuals to promote and implement DISTRICT programs and plans.
 - (f) Provide any other activities consistent with DISTRICT policies and the official Articles

of Incorporation, Attachment I, that benefit the Members.

ARTICLE 2 – District Composition

- 2.1 The District is comprised of Representatives of the Political Subdivisions, which make up the Board of Directors and Committees, as formed by the Board of Directors.

ARTICLE 3 – Board of Directors

- 3.1 The Board of Directors (Board) shall be the general policy-making body and final authority for the DISTRICT.
- 3.2 The Board shall be comprised of representatives from the Member Organizations. Such representatives shall include an elected official, a designated staff member appointed by the legislative body of the government involved, and a business representative.
- 3.3 Any Organizational Member (Member) may appoint a total of up to three (3) representatives to the Board. Each Member may appoint not more than one (1) private sector representative from the business, industrial, professional, or educational segments from the Member jurisdiction.
- 3.4 All Member representatives shall serve at the request of their designating authority.
- 3.5 Board Responsibilities. The Board shall have final authority on any matter concerning the organization and shall:
- (a) Establish area-wide goals, priorities, and objectives
 - (b) Formulate and approve the annual Strategic Plan
 - (c) Approve the DISTRICT annual budget and membership fee schedule
 - (d) Resolve membership questions and adopt or amend Bylaws as necessary
 - (e) Initiate or assist in the establishment of Inter-Governmental Agreements between governmental jurisdictions of the DISTRICT on matters of a regional nature
 - (f) Propose, initiate, or approve any study, plan, policy, discussion, or other DISTRICT policy matter

(g) Elect members to the Executive Committee as outlined in these Bylaws

ARTICLE 4 - Membership

4.1 Classes of Membership shall be 1) Organizational, 2) Associate, and 3) Alternates

4.2 Organizational Member. Political subdivisions shall be county governments, ~~Indian tribes~~, incorporated cities, statutorily recognized town boards, and private sector representatives appointed by Organizational Members (Members).

Commented [HM3]: Keep or move to Associate?

(a) Each political subdivision may have three (3) Members: one (1) elected, one (1) staff, and one (1) appointed private businessperson.

(b) The Organizational Member representatives shall be limited those:

1) Who, by virtue of a legal election, represent residents of DISTRICT Member counties, cities, or towns

2) Staff representatives of DISTRICT Member counties, cities, or towns

3) Private Sector representatives of DISTRICT Member counties, cities, or towns

(c) Organizational Members will support the DISTRICT and agree to comply with the financial requirements of dues as determined by the Board of Directors (Board).

4.3 Associate Member. Representatives from governmental agencies; educational institutions; and other organizations, agencies, or individuals who provide input into DISTRICT activities, policies, and decisions.

(a) Associate Members will support the DISTRICT and agree to comply with the financial requirements of dues as determined by the Board.

(b) Associate Members may be designated to committees as determined by the Board.

4.4 Alternates. For voting purposes only, elected officials may designate an Alternate to serve in their absence.

(a) The Alternate shall be either another elected official or key staff of the political subdivision/~~tribe~~.

Commented [HM4]: Keep or cut out?

(b) Once designated, an Alternate will enjoy the same benefits as the elected official they represent.

(c) Alternates shall serve no longer than the term of the elected official they represent.

ARTICLE 5 - Dues

- 5.1 Membership dues shall be determined annually by the Board of Directors (Board). Dues shall be payable within sixty (60) days from the due date, July 1 of that fiscal year.
- 5.2 Withdrawal. Organizational Members may withdraw at any time by written notice from their respective political subdivision. No refund of dues shall be allowed.
- 5.3 Reinstatement. Reinstatement of any former Organizational Member shall be honored upon written request and payment of dues.

ARTICLE 6 – Board of Directors Meetings

- 6.1 Board of Directors Meetings. The Board of Directors (Board) shall meet quarterly; January, April, July, and October; at the call of the President or upon petition by a quorum of the Members.
- 6.2 Board of Directors Quorum. A quorum shall consist of 50% of Organizational Members and at least three (3) members of the Executive Committee. A quorum must be present to adopt any resolution or approve any official action.
- 6.3 Election of officers shall be held every two (2) years during the April quarterly meeting.
- 6.4 Meetings, such as Member conferences or programs, shall be in addition to quarterly meetings and may occur up to two (2) times annually.

ARTICLE 7 – Voting

- 7.1 The Board of Directors (Board) determines the method of voting.
- 7.2 Each Organizational Member shall be entitled to one (1) vote.
- 7.3 Organizational Members unable to have any representatives present at a Board meeting

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may vote in writing. This vote must be submitted to the Board President prior to the start of the Board meeting in question and is valid only for the meeting specified in the written declaration.

Commented [HM5]: Chris and I feel that voting should be limited to one vote per Member Organization and not one vote per Member Organization Representative. We need to discuss this as a committee.

- 7.4 A two-thirds (2/3) majority vote shall rule.
- 7.5 Associate Members shall not have voting rights within the Board but are entitled to voting privileges in DISTRICT committees on which they serve.

ARTICLE 8 – Executive Board

- 8.1 The Executive Board is the governing body of the Board of Directors (Board) and is subject to its direction and approval. The Executive Board may act on behalf of the Board in the event that action is required and the Board as a whole is unable to convene.
- 8.2 The Executive Board shall implement policies and procedures established by the Board.
- 8.3 The Executive Board:
 - (a) Serves as the financial control body and receives and expends funds on behalf of the Board.
 - (b) Approves, executes, and enters into contractual agreements for materials, services, and supplies, etc.
 - (c) Implements programs authorized by the Board.
 - (d) Recommends policies, studies, or plans to the Board.
 - (e) Proposes the annual Strategic Plan and budget to the Board.
 - (f) Completes an annual review of the DISTRICT Executive Director and proposes annual salary/fringe/bonus adjustments.
- 8.4 The Executive Board shall be comprised of the President, Vice-President, Secretary/Treasurer, and two (2) Organizational Member representatives to serve as Directors-at-Large. The five (5) positions shall be filled from differing geographic locations, so that each county has no more than one (1) representative on the Executive Board.
- 8.5 The Executive Board is elected by the Board. The Board shall elect from its Organizational Member representatives, a President, Vice-President, and Secretary/Treasurer and two (2)

Directors-at-Large who will each serve for a 24-month period.

- 8.6 Elections. Officers shall be elected by two-thirds (2/3) majority vote of the Board at the quarterly April meeting and will take office July 1 of that year. Nominations shall be by nominating committee or nominations from the floor. Voting may be any method agreed upon by two-thirds (2/3) majority of the Board.
- 8.7 Any Officer or Director-at-Large may be re-elected for one (1) additional 24-month period. Tenure of office is not continued when a change for an Organizational Member representative occurs because of local elections, resignations, or removal.
- 8.8 Vacancies. If vacancy occurs on the Executive Board, the Board shall fill that vacancy at the next regular or special meeting through established voting procedures.
- 8.9 Individual Duties of the Executive Board:
- (a) President. To preside over all meetings of the Executive Board and Board. They shall appoint all committees for the DISTRICT. They shall be the authorized signatory for the DISTRICT.
- (b) Vice-President. To preside over meetings of the Executive Board and Board in the absence of the President.
- (c) Secretary/Treasurer. To ensure the maintenance of records as may be required and to oversee record requests made by any Organizational Member representative. They have authority over all fiscal responsibilities.
- (d) Directors-at-Large. To provide support and guidance to the Executive Board.
- 8.10 Executive Board Meetings. The Executive Board shall meet quarterly at the call of the President at such time and place as the President or Executive Board shall determine.
- 8.11 Executive Board Quorum. No business may be conducted unless there are at least three (3) of the duly elected Executive Board present.
- 8.12 Voting Method. The Executive Board determines the method of voting. A majority vote shall rule.

ARTICLE 9 - Committees

- 9.1 The Board of Directors (Board) may appoint committees to deal with issues which face the DISTRICT. Committees are responsible for making recommendations to the Board or the Executive Board and have no authority to act independently.
- 9.2 Committee Membership. The President shall appoint committee members, with Board or Executive Board approval, in the following manner:
- (a) Each committee shall be composed of a minimum of three (3) Organizational Member Representatives.
 - (b) Up to two (2) Associate Members may be appointed to serve on any committee.
 - (c) There shall be no maximum limit for the number of members serving on any given committee.
 - (d) Every effort shall be made to gather expert input into committee deliberations and recommendations.
- 9.3 Committee Meetings. Committee meetings will be determined by each committee as deemed necessary.
- 9.4 Committee Voting Method. Voting may be by whatever method determined and a majority vote shall rule. All committee members have voting rights on committee matters.
- 9.5 Committee Duties. The duties of each committee shall be:
- (a) Seek and obtain information relevant to the committee topic and present findings to the Board or the Executive Board.
 - (b) Committees are encouraged to solicit, obtain, request, and accept technical, advisory, or other assistance. In no case may a committee contract for services or otherwise legally act on behalf of the DISTRICT.

ARTICLE 10 - Equal Employment Opportunity

- 10.1 The DISTRICT and all its components shall comply with equal employment opportunity under Executive Order 11246 and 11375 or as otherwise amended.

ARTICLE 11 - Conflict of Interest

- 11.1 A conflict between the private interests and the official responsibilities of an Organizational Member Representative or any committee member shall constitute a conflict of interest.
- 11.2 An Organizational Member Representative or committee member shall not vote on any matter which would involve a conflict of interest; whereby aforementioned member stands to receive direct or indirect gain.
- 11.3 Whether a perceived or actual conflict exists, the Organizational Member Representative or committee member shall recuse themselves.
- 11.4 Any person may raise the question of potential conflict of interest with respect to any Organizational Member Representative or committee member present.

ARTICLE 12 - Parliamentary Procedure

- 12.1 Roberts' Rules of Order (Newly Revised) will be the Parliamentary authority for all DISTRICT meetings, including committee meetings.

ARTICLE 13 – Letters of Support

- 13.1 The following shall apply to requests for Letters of Support from the DISTRICT:
 - (a) Project and/or program must be applicable to the DISTRICT, benefitting communities where the project/program will be implemented.
 - (b) Project and/or program must be in agreement with a DISTRICT Comprehensive Economic Development Strategy (CEDS).

ARTICLE 14 - Bylaw Revisions

- 14.1 These Bylaws may be amended upon a thirty (30) day written notice to all Organizational Members subject to a two-third (2/3) majority vote. A special committee appointed to revise these Bylaws may be appointed by the President subject to the rules for the appointment of committees.

ARTICLE 15 – Dissolution

- 15.1** In the event of the dissolution of the DISTRICT, all property shall be sold. The proceeds of such sale shall be combined with current cash assets to determine the total cash assets of the DISTRICT. The total cash assets remaining, after payment of all legal debts, shall be distributed to the respective Organizational Members at the time of dissolution of the DISTRICT.
- 15.2** The total cash assets to be distributed shall be in accordance to the proportion of dues paid by current remaining Organizational Members.

ARTICLE 16 - Suppression of Previous Bylaws

- 16.1** Adoption and execution of these Bylaws hereby supersedes and renders null and void all previous Bylaws for the DISTRICT but does not affect any other existing official actions or contracts.

FY 22/23	WNDD Member Dues and Payments	As of 10.24.22	
	County Members	Amount Due	Amount Received
	Carson City	\$10,000.00	\$10,000.00
	Churchill	\$10,000.00	\$0.00
	Douglas	\$15,000.00	\$15,000.00
	Humboldt	\$10,000.00	\$10,000.00
	Mineral	\$5,000.00	\$5,000.00
	Pershing	\$5,000.00	\$5,000.00
	Storey	\$5,000.00	\$5,000.00
	Washoe	\$15,000.00	\$15,000.00
	Total	\$75,000.00	\$65,000.00

	City Members	Amount Due	Amount Received
	Fallon	\$5,000.00	\$5,000.00
	Fernley	\$5,000.00	\$5,000.00
	Lovelock	\$5,000.00	\$5,000.00
	Reno	\$15,000.00	\$15,000.00
	Sparks	\$15,000.00	\$7,500.00
	Winnemucca	\$5,000.00	\$5,000.00
	Total	\$50,000.00	\$42,500.00

	Associate Members	Amount Due	Amount Received
	BCTNN	\$250.00	\$250.00
	Brycon	\$250.00	\$0.00
	CEDA	\$250.00	\$0.00
	CSA	\$250.00	\$250.00
	Downtown Reno Partnership	\$250.00	\$0.00
	EDAWN	\$250.00	\$0.00
	Education Innovation Collab.	\$250.00	\$0.00
	Fernley Chamber of Commerce	\$250.00	\$250.00
	First Independent Bank	\$250.00	\$0.00
	GOED	\$0.00	\$0.00
	GOWIN	\$250.00	\$0.00
	JOIN	\$250.00	\$250.00
	Lake Tahoe Visitors' Auth.	\$250.00	\$250.00
	Mainstreet Garnerville	\$250.00	\$250.00
	Nevada Builders Alliance	\$250.00	\$250.00
	Nevada Green Institute	\$250.00	\$175.00
	Nevada Rural Housing Auth	\$250.00	\$250.00
	NNDA	\$250.00	\$0.00
	NV Energy	\$1,500.00	\$1,500.00
	Pyramid Lake Paiute Tribe	\$250.00	\$0.00
	RailPros	\$1,500.00	\$1,500.00
	Rural Nevada Dev. Corp	\$250.00	\$250.00
	Tahoe Prosperity Center	\$250.00	\$0.00
	TMCC	\$250.00	\$0.00
	UNR-UCED	\$250.00	\$0.00
	WNCC	\$250.00	\$250.00
	Total	\$8,750.00	\$4,175.00

Amount Due	\$133,750.00
Amount Recieved	\$111,675.00