

**WESTERN NEVADA DEVELOPMENT DISTRICT
(WNDD)**

BY-LAWS

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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 shall be a non-profit corporation 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 not 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 12-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 - 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.