

SOUTHWEST REGION ECONOMIC DEVELOPMENT ASSOCIATION

BYLAWS

ARTICLE I – CREATION

SECTION 1. The Southwest Region Economic Development Association, hereinafter called the Association, is created among the regional planning and development organizations (councils of government, economic development districts, regional planning commissions, sub-state planning districts, metropolitan planning organizations) in the states of Arkansas, Louisiana, New Mexico, Oklahoma and Texas. The Association is created by and will operate as an instrumentality of its members to carry out certain mutually developed tasks on behalf of the members. The Association is a nonprofit corporation organized exclusively for charitable, scientific, religious, and/or educational purposes, including for such purposes the making of distributions to organizations that qualify as tax exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax code.

SECTION 2. The Association exists as a voluntary association of its eligible current members. No member shall be liable for the payment of any sum by virtue of its membership in the Association, other than the payment to the Association of dues and other special assessments that may be levied against all members pursuant to these bylaws.

~~SECTION 3. The principal office of the Association is located at the Association of Central Oklahoma Governments, 4205 North Lincoln Boulevard, Oklahoma City, OK 73105.~~

~~SECTION 4. The Association's principal office may be changed by amendment of these bylaws.~~

SECTION 35. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the "TBOC"). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – MISSION

The mission of the Association is to advance regional issues, to carry out activities for the benefit of its members, to develop professional improvement activities and training for its members and to advocate for regionalism and the regional planning and development organizations to the public, private and civic sectors. The vision of the Association is building capacity for economic competitiveness.

ARTICLE III – PURPOSES

SECTION 1. To fulfill its mission, the Association has the following purposes: (a) to assist the members in strengthening their capabilities to serve their local government members, (b) to provide a forum for the

regular exchange of information and ideas among the members to enhance the concept of local and regional cooperation, coordination, planning, and development, (c) to educate other governmental entities, public, private and civic organizations, and the general public about the services rendered by the members and (d) to carry out such other activities as the board or membership shall desire and as resources allow.

SECTION 2. These purposes of the Association shall not preclude direct relationships between any member and any other regional planning agency, state or federal agency, or any unit of local government.

ARTICLE IV – GOVERNING BODY

SECTION 1. A Board of Directors ~~constituted~~ consisting of two (2) general members representing each State, for a total of ten (10) directors, shall govern the Association. Each director shall serve for a two (2) year term and until such director’s successor is elected, or until such director’s earlier death, resignation, or retirement. Each director shall be selected by each state’s regional planning and development organizations. Each state shall select two (2) directors.

When a position on the board of directors becomes vacant the executive directors from the original state filling the position will select a replacement for the remainder of the term.

SECTION 2. Powers of the Board of Directors: The board of directors shall have the following powers:

- (a) Appoint, fix salary of and remove the Chief Executive Officer of the Association.
- (b) Propose, initiate, review, adopt or approve any study or plan.
- (c) Establish committees as appropriate.
- (d) Be responsible for preparing business for the annual and special meetings of the general membership, including the preparation of an annual budget for consideration at the annual meeting of the General Membership.
- (e) Have the sole power to ensure that such staff as necessary are employed, that office space is obtained, and such equipment and or supplies as may be deemed necessary to conduct the business of the Association are acquired.
- (f) Have the sole authority to enter into contracts.
- (g) Receive and expend all grants, gifts and bequests, specifically including Federal and State funds available for the purposes for which this organization exists, and to contract with the United States and all other legal entities with respect thereto. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its incorporator, or any director or officer of the Association, or any other private persons.

SECTION 3. Meetings of the Board of Directors:

- (a) The board of directors shall meet twice yearly, unless determined otherwise by the Board.

(b) Written notice of such meeting and the business to be transacted there at shall be provided to each member of the board with reasonable notice prior to the meeting.

(c) The chairman may call special meetings in like manner and/or on like notice at the request of board members.

(d) A simple majority must be present at any meeting of the board of directors or any committee of the Association in order to take action on any matter of business.

SECTION 4. The board of directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 5. The Association, to the fullest extent permissible, shall indemnify the board of directors and officers of the Association under the laws of the state of ~~Texas -Oklahoma.~~

ARTICLE V – MEMBERSHIP

SECTION 1. General Membership: General members shall be the executive directors of those eligible regional planning and development organizations which voluntarily cooperate in the activities of the Association.

SECTION 2. Associate Members: Associate membership is open to private, public, civic and non-profit entities and individuals who embrace the objectives and purposes of the Association and who support its goals and objectives. Executive directors of regional planning and development organizations from states outside the southwest region may join as associate members. Annual membership dues for associate members shall be as established by the board of directors.

SECTION 3. Powers of the General Membership: Powers exercised by the General Membership shall be to:

- (a) Adopt a budget and assessment schedule upon receipt of favorable recommendation from the board of directors.
- (b) Approve and/or adopt an annual program of work upon receipt of favorable recommendation from the board of directors.
- (c) Approve and/or adopt policies, upon receipt of favorable recommendation from the board of directors.
- (d) Meet with public, private and civic sector officials to promote the Association's programs and encourage cooperation and coordination.
- (e) Propose and approve amendments to the Association bylaws.

~~SECTION 4. Officers of the General Assembly: The officers of the Association shall be the chairman, vice chairman, and the secretary/treasurer. These officers shall be members of and selected by the board of directors. Officers of the general assembly shall serve until their successors are selected.~~

SECTION ~~5~~4. Meetings: The Association shall conduct an annual southwest region conference. The conference shall be open to executive directors, staff and board members of regional planning and

development organizations, representatives of local, state and federal governmental entities, associate members and other individuals, firms, and public, civic and nonprofit organizations and entities. This conference shall include an annual business meeting of the general membership of the Association.

Special meetings of the general membership may be called by the board of directors.

A quorum must be present at any meeting of the general membership. The members or their designees present at a regular, special or committee meeting shall constitute a quorum.

When a quorum of the general membership is present at any meeting, a majority vote of the members present shall decide any question under consideration. All members present must vote either in the affirmative or negative on each question.

~~SECTION 6. Powers of the Board of Directors: The board of directors shall have the following powers:~~

- ~~(a) Appoint, fix salary of and remove the Chief Executive Officer of the Association.~~
- ~~(b) Propose, initiate, review, adopt or approve any study or plan.~~
- ~~(c) Establish committees as appropriate.~~
- ~~(d) Be responsible for preparing business for the annual and special meetings of the general membership, including the preparation of an annual budget for consideration at the annual meeting of the General Membership.~~
- ~~(e) Have the sole power to ensure that such staff as necessary are employed, that office space is obtained, and such equipment and or supplies as may be deemed necessary to conduct the business of the Association are acquired.~~
- ~~(f) Have the sole authority to enter into contracts.~~
- ~~(e) Receive and expend all grants, gifts and bequests, specifically including Federal and State funds available for the purposes for which this organization exists, and to contract with the United States and all other legal entities with respect thereto.~~
- ~~(g)~~

ARTICLE VI – OFFICERS

SECTION ~~7~~1. Officers of the Board of Directors:

The board of directors shall elect at its annual meeting from its membership, a chairman, vice-chairman and secretary/treasurer. The officers elected shall be ratified by the full membership at the annual membership meeting. –Each officer shall serve for a two (2) year term and may be re-elected to serve a second term of office, for a total of four (4) years of service. Each elected officer shall hold office until such officer's successor is elected, or until such officer's earlier death, resignation, or retirement. Should any officer cease to be a member of the Association for any reason, the office shall be declared vacant and the board of directors shall elect a successor for the remainder of the term of the vacant office.

~~Officers of the board of directors shall serve until their successors are selected.~~

~~When a position on the board of directors becomes vacant the executive directors from the original state filling the position will select a replacement.~~

SECTION ~~82~~. Duties of the Chairman:

The chairman shall be the chief executive officer of the Association and shall supervise and control the affairs of the Association and the activities of the officers.

SECTION ~~93~~. Duties of the Vice-Chairman:

In the absence of the chairman, or in the event of his/her inability or refusal to act, the vice-chairman shall perform all the duties of the chairman.

SECTION ~~104~~. Duties of the Secretary/Treasurer:

The secretary/treasurer, and/or his agent or designee, shall:

- (a) Keep the original of these bylaws as amended;
- (b) Keep a book of minutes of all meetings of the Board of Directors;
- (c) See that all notices are duly given in accordance with the provisions in the bylaws;
- (d) Be custodian of the records and the seal of the corporation. Affix the seal as authorized by law to duly executed documents of the corporation;
- (e) Have charge and custody of all funds of the corporation and deposit all such funds in the name of the corporation in banks, or other depositories selected by the Board of Directors;
- (f) Receive and give receipt for monies received by the corporation from any source;
- (g) Disburse or cause to be disbursed the funds of the corporation as directed by the Board of Directors;
- (h) Keep and maintain adequate records of account for the corporation's properties and business transactions;
- (i) Perform all duties incident of the office of secretary/treasurer as may be required by law or statute.

~~SECTION 11. Meetings of the Board of Directors:~~

~~The board of directors shall meet twice yearly unless determined otherwise by the Board.~~

~~Written notice of such meeting and the business to be transacted there at shall be provided to each member of the board with reasonable notice prior to the meeting.~~

~~The chairman may call special meetings in like manner and/or on like notice at the request of board members.~~

~~A simple majority must be present at any meeting of the board of directors or any committee of the Association in order to take action on any matter of business.~~

~~SECTION 12. The board of directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.~~

~~SECTION 13. The Association, to the fullest extent permissible, shall indemnify the board of directors and officers of the Association under the laws of the state of Oklahoma.~~

ARTICLE VI – CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. The Association shall maintain on an Association website or Dropbox:

- (a) Minutes of all meetings of the Association and the Association’s board of directors;
- (b) Adequate and correct books and records of account including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts disbursements, gains and losses;
- (c) A copy of the bylaws, as amended.

SECTION 2. The board of directors may adopt and use a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to the Association instruments, however, shall not affect the validity of the instrument.

SECTION 3. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind.

~~SECTION 4. The Association shall adopt a conflict of interest policy.~~

ARTICLE VII – DUES

SECTION 1. The Association may establish annual dues for general and associate members by July 1st of each year.

SECTION 2. All dues levied against members shall be approved by majority vote of the members at a regular business meeting of the Association. All dues shall be due and payable to the Association upon receipt of notice of such levy.

ARTICLE ~~VIII~~ IX – FINANCIAL MATTERS

SECTION 1. The Association’s fiscal year shall begin on July 1 and end on June 30.

SECTION 2. An annual budget shall be prepared by the board of directors or an appropriate committee of the members and adopted by the general membership.

ARTICLE ~~IX~~ X - AMENDMENTS

~~SECTION 1.~~—The current members may amend these by-laws at a regular or special meeting by affirmative vote. The secretary/treasurer of the board shall furnish the written text of each proposed amendment to the members at least fifteen (15) days before the meeting at which the amendment will be considered.

ARTICLE XI – DISSOLUTION

SECTION 1. The Association may be dissolved by majority vote of members in good standing. The secretary/treasurer of the board shall notify the members in writing of the intent to consider dissolving the Association at least thirty (30) days before the meeting at which dissolution will be considered.

Section 2. No part of the net earnings of the corporation or Association shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private persons, except that the corporation, in accordance with applicable law, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth in these Articles herein. No substantial part of the activities of the corporation or Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

SECTION 32. Except as otherwise required by applicable state or federal law, Upon dissolution or final liquidation of the Association and after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, of the Association shall be distributed first to the National Association of Development Organizations Research Foundation, so long as it is a qualifying organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, and if not, then to another charitable or educational organization that would then qualify as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as determined by the Board of Directors of the Association. ~~the participating members in the same proportion to which each participating member contributed to the overall cost of the operation of the Association during the fiscal year of such dissolution or final liquidation.~~