

REGION VII PLANNING AND DEVELOPMENT COUNCIL

BY-LAWS

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ARTICLE I: ORGANIZATION, GEOGRAPHIC LOCATION, AND PURPOSE

SECTION 1.1: ORGANIZATION

- A. This organization shall be known as the Region VII Planning and Development Council, hereinafter referred to as the Council. The Council exists by virtue of Chapter 8 Article 25 of the West Virginia Code and shall continue to operate until such time as the Code is amended to eliminate Regional Councils.
- B. The Council shall be organized to include the following officers:
 - 1. Chairperson;
 - 2. Vice-Chairperson;
 - 3. Treasurer; and
 - 4. Secretary.
- C. The Council is to focus on new regulations, funding, issues to support, project review, project lists, the Comprehensive Economic Development Strategy and such other directives as may be outlined in Chapter 8 Article 25 of the West Virginia Code.
- D. The Council shall employ an Executive Director to manage the day to day operations of the Organization. The Executive Director shall serve in the office of Secretary for the Council. The Executive Director shall have those powers and duties outlined in Chapter 8 Article 25 of the West Virginia Code.
- E. The Chairperson may appoint such committees, as may be needed, to assist the Council in its governance and operations.

SECTION 1.2: GEOGRAPHIC LOCATION

- A. The Counties of Barbour, Braxton, Gilmer, Lewis, Randolph, Tucker, and Upshur, in the State of West Virginia, shall make up the region serviced by the Council. In the event that there are changes in the counties making up this region, those changes shall be automatically adopted by the Council.
- B. The offices of the Region VII Planning and Development Council shall be located in Upshur County, West Virginia.

SECTION 1.3: PURPOSE OF THE COUNCIL

The purpose of the Council shall be to plan and coordinate the development of the region, to promote and protect the social, economic, educational, environmental and general welfare of the citizens of this region.

ARTICLE II: MEMBERSHIP, ELECTIONS, APPOINTMENTS

SECTION 2.1: COUNCIL MEMBERSHIP

- A. Elected Officials - all municipalities and all counties within the region shall be represented on the Council.
 - 1. The county representative shall be the President of the County Commission or a member of the County Commission designated by him or her.
 - 2. The municipal representative shall be the Mayor or an elected member of the governing body designated by him or her.
 - 3. The number serving by virtue of this subsection shall comprise not less than fifty-one (51) percent of the total number of members.
 - 4. The term of office of the members of the Council who serve by virtue of this subsection shall be concurrent with their terms of elected office. If the official's public term of office expires after the Annual Meeting, the vacancy on the Council shall be filled by the next duly elected or appointed official and reviewed at the next scheduled meeting.

- B. Private Sector Members - The principal community and regional interest shall be further represented by the appointment of additional members to the Council.
 - 1. Regional Council Members shall select additional members to serve on the Council to represent principal community or regional interests, including but not limited to: commerce, industry, labor, agriculture, education, health, and any such interests as may be required by federal law or regulations.
 - 2. The selection of such members shall provide for reasonable representation of geographic, economic and ethnic groups. More specific to this representation is a new regulation from the U.S. Department of Commerce, Economic Development Administration. The regulation, 13 CFR 300.3, requires a private sector member with respect to any for-profit enterprise, be a senior management official or executive holding a key decision-making position, or that person's designee" and one or more of the following: Executive Directors of Chambers of Commerce or

representatives of post-secondary education, workforce development groups or labor groups, all of which must comprise in the aggregate a minimum of thirty-five (35) per cent of our Council.

3. At least one designee shall be the manager or director of a regional workforce development training program or the director or active board member of the Workforce Investment Board.
4. As Region VII has colleges within its member counties, designations should be made from the administration of those institutions to meet the requirements of the U.S. Department of Commerce, Economic Development Administration. If there is no college or university, a full-time employed Executive Director of a Chamber of Commerce should be the designee. Counties having both may designate a person from both the college and the Chamber of Commerce.
5. With respect to the for-profit entity requirements, U.S. Department of Commerce, Economic Development Administration regulation requires the designee to be a senior management official or executive holding a key decision making position or that person's designee.
6. Region VII Planning and Development Council has fifty-four (54) seats. Thirty-one (31) are member governments and twenty-three (23) are private sectors. Thirty-five (35) % of total membership is nineteen (19) seats that must be designated. Therefore only four (4) private sector seats can now be undesignated.
7. County Commissioners will select private sector members on population basis per county as follows:

<u>COUNTY POPULATION</u>	<u>PRIVATE SECTOR MEMBERS</u>
1 - 7000	1
7,000 - 12,500.....	2
12,501 - 17,500.....	3
17,501 - 20,000.....	4
OVER - 20,000	5

Based on the latest U. S. Census estimates or other criteria as the Council shall determine.

8. Subsequent changes in the designation of representatives shall be made by the Chairperson or his or her designee or as determined by federal regulations.
9. The term of office of members of the Council who serve by virtue of this subsection shall be one (1) year with seating taking place at the Annual Meeting.

10. Private sector members shall not exceed forty-nine percent (49%) of the Council.

Randolph County:

Has 5 private sector seats :

Must appoint 4 designated seats, with one from Davis and Elkins College.

Upshur County:

Has 5 private sector seats:

Must appoint 5 designated seats, with one from WV Wesleyan College.

Braxton County:

Has 3 private sector seats:

Must appoint 2 designated seats.

Barbour County:

Has 3 private sector seats:

Must appoint 2 designated seats, with one from Alderson-Broaddus College.

Lewis County:

Has 3 private sector seats:

Must appoint 2 designated seats.

Gilmer County:

Has 2 private sector seats:

Must appoint 2 designated seats, with one from Glenville State College.

Tucker County:

Has 2 private sector seats:

Must appoint 2 designated seats.

11. Subsequent changes in the designation of representatives shall be determined by the Chairperson or his or her designee.
12. The term of office of members of the Council who serve by virtue of this subsection shall be one (1) year with seating taking place at the Annual Meeting.
13. Private sector members must equal shall not exceed forty-nine percent (49%) of the Council.

C. Active participation in the Region VII Council shall be those members who are required by West Virginia Code to be a member and all private sector members who have been officially appointed to the membership of the Council. All members shall be considered an active member until their term expires or they are properly removed from the

membership list by the appointing body. For any member missing three consecutive meetings, the Executive Director shall send a letter to the appointing agency notifying it of the lack of attendance and requesting the appointing agency to appoint another member.

- D. Any member may be subject to removal from Council by majority vote of the Council and the Executive Director shall notify the appointing agency of the desire of the Council to remove its member by letter and ask that the appointing agency remove the member from Council and appoint a succeeding member.

SECTION 2.2: EXECUTIVE COMMITTEE

A. General.

- 1. Executive Committee of Regional Council will be composed of Council officers, and a minimum of two (2) elected officials or representatives per county as indicated below.
- 2. Executive Committee may vary in number from fourteen (14) to seventeen (17) members if Council officers are elected officials or private sector members.

B. Elected Officials.

- 1. One representative from each County Commission.
- 2. One representative from largest municipality in each County.
- 3. Other elected officials if elected as officers.

C. Private Sector Members.

- 1. Council Officers, if not elected officials.

D. Executive Director, as Secretary of the Council, is an ex-officio (non-voting) member of the Executive Committee.

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

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

SECTION 2.3: ADVISORY COMMITTEES

- A. The Council Chairperson may appoint advisory committees of interested and affected citizens to assist in the review of plans, programs and other purposes referred to for review by the Council. Whenever an advisory committee is required by a federal or state regional program, the Chairperson shall appoint such advisory committee.
- B. Whenever a special advisory committee is required by any federal, state, or regional program, the Council Chairperson shall appoint or recognize such committees as advisory groups to the Council.
- C. Where applicable or necessary, the appointees may come from localities outside the regional boundaries of the Council.
- D. Advisory committees will consist of three (3) to seven (7) members and will serve a maximum of one (1) year from the time of appointment.
- E. The Council Chairperson is an ex-officio member of all advisory committees.

SECTION 2.4: ELECTION OF OFFICERS

- A. All Officers of the Council shall be elected by the membership at the Annual Meeting of the Council, except the Office of Secretary, which shall always be the Executive Director of the Council.
- B. The members of the Council shall elect from the membership the following:
 - 1. Chairperson;
 - 2. Vice-Chairperson; and,
 - 3. Treasurer.
- C. Any person who meets the qualifications as a member of the Council shall be entitled to hold any office on the Council.
- D. A slate of recommended Council officers will be selected by a Nominating Committee appointed by the Chairperson and will be submitted to Council at the Annual Meeting.
- E. Term of Officers:
 - 1. All officers elected by the membership of the Council at the Annual Meeting shall serve for one (1) year. There is no limit on the number of consecutive terms any

officer may be properly elected to.

2. In the event that the Chairperson for any reason, leaves office prior to the expiration of his/her term, the Vice-Chairperson shall become the Chairperson.

If either the Vice-Chairperson or Treasurer leaves office prior to the expiration of his/her term, nomination and election of an interim officer(s) for the newly vacated position(s) shall occur at the next meeting. If a vacancy occurs during the last month of the fiscal year, the normal procedures identified in these By-Laws shall be followed.

SECTION 2.5: SELECTION, EVALUATION AND TERMINATION OF THE EXECUTIVE DIRECTOR

The Executive Director shall serve as an at-will employee. The Chairperson, Vice-Chairperson, Treasurer, and members of a Personnel Committee shall evaluate the performance of the Executive Director, on a periodic basis, at least annually.

Any member of the Council may file a written complaint, within five (5) business days of any complaining conduct, against the Executive Director, which shall set forth the nature of the complaint. Any complaints shall be given to the Chairperson, who will refer the same to a Personnel Committee appointed by the Chairperson for an investigation of the complaint. A Personnel Committee shall make a recommendation to the Council within five (5) business days from the date of receiving the Complaint from the Chairperson. A majority vote of the Council shall be needed to remove the Executive Director.

In the event of a vacancy in the position of Executive Director, the Chairperson, Vice-Chairperson, Treasurer and members of a Personnel Committee appointed by the Chairperson shall select a qualified person to serve as the Executive Director of the Council. The appointment of the Executive Director shall be ratified by the general membership at the next meeting of the Council or may be ratified by the Executive Committee of the Council, whichever meeting is next following the selection of an Executive Director.

ARTICLE III: RIGHTS AND LIABILITIES OF MEMBERS

SECTION 3.1: NO PROPERTY INTEREST OF MEMBERS

The Council is operated as a not-for-profit quasi governmental agency. No dividend or distribution of property shall be made to any member at any time. Upon dissolution, if there is property remaining after the payment of all debts and liabilities, the same shall be distributed in accordance with state and/or federal law.

SECTION 3.2: NON-LIABILITY OF MEMBERS

No member shall be individually liable for any debt or liability of the Council while acting within the scope and authority of his or her membership. Comprehensive insurance coverage shall be purchased to provide coverage for all members and staff. This Section shall not be amended except by the unanimous written consent of all the members of the Council.

ARTICLE IV: MEETINGS

SECTION 4.1: COUNCIL MEETINGS

- A. Meetings of the Council shall be held in the months of January, April, July and October. These meetings will follow the end of a fiscal quarter. The December Holiday Dinner may continue if desired, as a year's end celebration.
- B. Meetings of the Council shall be governed by Roberts Rules of Order.
- C. The July Council Meeting shall be designated as the Annual Meeting of the Council.
- D. The purpose of the Annual Meeting shall be the election of officers, the seating of members from the public at large, and the arranging of other organizational and administrative affairs.
- E. Notice of meetings of the Council shall be mailed to each member of the Council at his or her address, not less than seven (7) days prior to the meeting. This notice shall be mailed by the Executive Director or his or her designee and shall include the agenda of items to be discussed at the meeting. It shall be the responsibility of each member to provide the Council with a mailing address for such announcements and to notify the Council of any change of address.

SECTION 4.2: EXECUTIVE COMMITTEE MEETINGS

- A. The Executive Committee shall meet as needed by conference call or in person.
- B. Any special meeting of the Executive Committee may be called by the Chairperson, the Executive Director, any four (4) members of the Executive Committee, or any four (4) members of the Council.
- C. Meeting announcements for the Executive Committee:
 - 1. Notice of the regular meetings of the Executive Committee shall be mailed by the Executive Director. The notice shall be sent to each member of the Executive

Committee at the address specified on the Council record not less than seven(7) days prior to the meetings.

2. Notice of any emergency meetings of the Executive Committee shall be called by Chairperson. All Executive Committee members will be notified in writing, telephone or electronic mail.

SECTION 4.3: ADVISORY COMMITTEE MEETINGS

- A. Meetings of any advisory committees will be called by the Chairperson of the respective advisory committee.
- B. Meeting announcements for Advisory Committee shall include an agenda of the items to be discussed and shall be mailed to each member of the Advisory Committee by the Executive Director.

ARTICLE V: VOTING AND QUORUMS

SECTION 5.1: COUNCIL MEETINGS

- A. Council members meeting the qualifications set forth in these By-Laws shall be entitled to one (1) vote on all matters brought before the Council during the meeting.
- B. Council members must be present at the meeting time and location established for that meeting.
- C. At least ten (10) Council members need to be present at the regularly scheduled legally called meetings of the Region VII Planning and Development Council to constitute a quorum.
- D. If a quorum is present at a duly called and held meeting, a majority vote of those present will be necessary to approve or reject those items of business brought before the Council in proper order.

SECTION 5.2: EXECUTIVE COMMITTEE MEETINGS

- A. Executive Committee members shall be entitled to one (1) vote on all matters brought to vote during any meeting of the Executive Committee.
- B. To submit a vote, the Executive Committee member must be present at the Executive Committee meeting when the vote is taken or, in the case of an elected member, may designate in writing another elected official from his/her particular County Commission or Municipal Council. Committee members may appear by conference call and shall be

- considered present for purposes of voting and taking other action by the Committee.
- C. Those Executive Committee members and properly sanctioned designees present at the regularly scheduled or legally called meeting of the Executive Committee of the Region VII Planning and Development Council will constitute a quorum. A quorum will be established by 50% of the Committee members being present at a scheduled meeting.
 - D. If a quorum is present at a duly called and held meeting, a majority vote of those present will be necessary to approve or reject all items of business brought before the Council.

SECTION 5.3: COMMITTEE MEETINGS

- A. Each committee member duly appointed by the Chairperson to serve on said committee shall be entitled to one (1) vote on all matters brought before his/her assigned committee.
- B. To submit a vote, the committee member must be present at the committee meeting for which he or she is a duly appointed member when the vote is taken. Committee members may appear by conference call and shall be considered present for purposes of voting and taking other action by the Committee.
- C. A quorum shall consist of at least one-half of the committee members present at the regularly scheduled and legally called committee meeting of the Region VII Planning and Development Council will constitute a quorum.
- D. If a quorum is present at a duly called and held meeting, a majority vote of those present will be necessary to approve all items of business brought before the Committee.

ARTICLE VI: RESPONSIBILITIES OF COUNCIL AND ITS ELEMENTS

SECTION 6.1: RESPONSIBILITIES OF THE COUNCIL

- A. Review and revision of Council By-Laws.
- B. Approval of the Annual Budget.
- C. Approval of the Comprehensive Economic Development Strategy.
- D. Election of officers.
- E. Initiate public information and education within the region and integrate the resources of other groups or individuals, either public or private whose interests are in harmony with the purpose of the Council.
- F. Exercise the power of review over all application of governmental units of independent

agencies within the region for loans or grants from the federal government or any of its agencies or the State of West Virginia or any of its agencies (the recommendation and the basis for each review shall be forwarded to the Governor).

G. Such duties and requirements outlined in Chapter 8 Article 25 of the West Virginia Code.

SECTION 6.2: RESPONSIBILITIES OF COUNCIL OFFICERS

A. The Council Chairperson shall:

1. Serve as the Council's Chief Executive Officer and preside at each Council meeting.
2. Serve as ex-officio member of all advisory committees.
3. Co-sign all checks written by the Region VII Planning and Development Council with either the Vice-Chairperson, Treasurer, or Executive Director.
4. Whenever an advisory committee is required by an federal or state regional program, the Chairperson shall appoint such advisory committees.
5. Such other duties or responsibilities as may be set forth in the West Virginia Code.

B. The Council Vice-Chairperson shall:

1. Serve as the Council's Chief Executive Officer in the absence of the Chairperson.
2. Serve as the Executive Officer of the Council in the absence of the Chairperson.
3. Co-sign all checks written by the Region VII Planning and Development Council with either the Chairperson, Treasurer, or Executive Director.

C. The Council Treasurer shall:

1. Serve as Executive Officer of the Council or the Executive Committee in the absence of the Council Chairperson and the Council Vice-Chairperson.
2. Co-sign all checks written by the Region VII Planning and Development Council with either the Chairperson, Vice-Chairperson or Executive Director.
3. Assist in the development of the annual budget for the Region VII Planning and Development Council.

4. Present the financial report at regularly scheduled meetings.
- D. The Council Secretary shall be the Executive Director and shall be responsible for the taking of minutes at all meetings of the Council.

SECTION 6.3: RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

- A. The Executive Director shall be the Administrative Officer of the Council in carrying out the programs and projects.
- B. In filling this mandate, the Executive Director shall:
1. Select, evaluate and remove any employee of the Council in accordance with approved personnel policy.
 2. Prepare and present for the adoption of the Council the annual report.
 3. Serve as Secretary ex-officio of the Council.
 4. Keep the general membership and the Executive Committee advised about the needs and affairs of the Council and to oversee the preparation of the annual report.
 5. Serve as the budget officer of the Council, and in that capacity shall be bonded.
 6. Co-sign all checks written by the Region VII Planning and Development Council with either the Chairperson, Vice-Chairperson or Treasurer.
 7. Assure that an annual audit is performed on the fiscal operation of the Council by a qualified CPA firm.
 8. Serve in other functions as may be assigned to him/her from time to time by either the Executive Committee or the Council.
 9. Assist the Council in carrying out its responsibilities.
 10. Prepare a review of all grant and loan applications for governmental units or independent agencies within the Region for State and Federal funds and forward recommendations to the State's single point of contact.

ARTICLE VII: CONTRACTS FOR SERVICES

The Council may contract for services of consultants to perform planning, development, engineering, legal and other services of a professional specialized or technical nature; and such consultants shall be persons appropriately qualified under State statutes dealing with the applicable profession or occupation. Such contracts shall not be subject to any law relating to public bidding: Provided, that every contract of the council for the purchase of merchandise, materials or supplies in the amount of Five Thousand Dollars (\$5,000.00) or more shall be let to the lowest responsible bidder after notice requesting such bids has been published as a Class I-O legal advertisement in compliance with the provisions of article three {S 59-31-1 et seq.}, chapter fifty-nine of this code, and the publication area for this publication shall be the region in question.

ARTICLE VIII: BUDGET

The Council shall adopt an annual budget to be mailed to participating government units which contribute funds to the Council. One copy shall be mailed to the County Clerk, or county administrator, or office of the County Commission, and one copy shall be mailed to the city clerk, mayor or city manager, depending on the form of government. This budget shall be adopted by written response of a majority of the counties in the region and a majority of the municipalities participating in the Council. No written response shall be considered as approval of the proposed budget by the participating government unit.

ARTICLE IX: ANNUAL REPORT

SECTION 9.1: GENERAL

On or before July 31 of each year, the Council shall caused to be prepared an annual report of the operations of the Council. The Council shall submit copies of the report to the participating governmental units and the Governor and may be made available on line at the Council's website.

SECTION 9.2: CONTENTS OF ANNUAL REPORT

The Annual Report shall include:

1. A consolidated statement of the Council's receipts and expenditures by category since the preceding report.
2. A consolidated, detailed budget for the year in which the report is filed and the following year including an outline of its program for such period.
3. A description of any comprehensive plan adopted in whole or in part in the

- region.
4. A summary of any study or development progress and recommendations.
 5. A listing of all applications for federal grants or loans submitted by the governmental units within the region; together with the action taken by the Council in relation thereto.
 6. A listing of plans of local government units submitted to the region; and actions taken in relation thereto.
 7. Recommendations of the Council regarding federal and state programs, cooperation, funding, and legislative needs.
 8. Any such other information as may be required by West Virginia Code.

ARTICLE X: AMENDMENTS

These By-Laws may be amended by the vote of a majority of the Council members present at any regular meeting, provided that a summary of the proposed changes will be provided at least two (2) weeks prior to the meeting at which By-Law changes are proposed.

Revised and Adopted: June 25, 2007.

Amended: December 8, 2009