

SRPEDD BY-LAWS

PREAMBLE: These by-laws, adopted under the provisions of Massachusetts General Laws, Chapter 40B, Sections 9 to 19, define the Rules and Procedures for the activities of the Southeastern Regional Planning and Economic Development Commission as the governing body of the Southeastern Regional Planning and Economic Development District.

DEFINITION: The word "Commission" where appearing in these by-laws shall be construed to mean the Southeastern Regional Planning and Economic Development Commission. The word "District" wherever appearing in these by-laws shall mean a public body politic and corporate development known as the Southeastern Regional Planning and Economic Development District.

1. **PURPOSE:** The Southeastern Regional Planning and Economic Development District is a public body politic and corporate whose purpose shall be to foster economic growth and alleviate distress within the geographic boundaries of the District, and in general to perform and execute the powers and duties set forth in General Laws, Chapter 40B, Section 14. The further purpose of this Commission shall be to prepare studies and plans designed to promote, with the greatest efficiency and economy, the coordinated and orderly development and economic growth of the Region and the general welfare and prosperity of its citizens.

2. **OFFICES, SEAL AND FISCAL YEAR**

- a. The Commission shall establish principal offices within the District boundaries.
- b. The seal of the District shall consist of a flat-faced die with its name, acronym, engraved on its face.
- c. The Commission's fiscal year shall terminate on the 30th day of June of each year.

3. **THE COMMISSION, POWERS, MEMBERSHIP, AND MEETINGS**

- a. The Commission shall manage the business and property of the District and shall have and exercise all powers and duties of the District except such as are reserved to others by these by-laws, or by law, and except such as it delegates to others.
- b. **Commission Membership:** (Members may be added or excluded as provided by law.)

Acushnet	Fall River	New Bedford	Seekonk
Attleboro	Freetown	No. Attleborough	Somerset
Berkley	Lakeville	Norton	Swansea
Carver	Mansfield	Plainville	Taunton

Dartmouth	Marion	Raynham	Wareham
Dighton	Mattapoisett	Rehoboth	Westport
Fairhaven	Middleborough	Rochester	

- c. At-Large Commissioners
- i The Commission may be increased by a total of six members who shall be representative of low-income and minority groups, and resident within the district area from which appointed. Such Commissioners shall be representatives of qualified community groups, shall be selected, if such persons are then available, from persons who have been nominated as provided by district policy, and appointed annually by the Chairman with the approval of the Executive Committee. Such Commissioners shall be At-Large Commissioners.
 - ii Minorities shall be those defined by EDA Directive 7.06 dated 6.1.71, entitled "Minority Representative and Employment Requirements for Development District Organizations, County and Multi-County Planning Organizations, and OEDP Committees" and amendments thereto.
 - iii Nomination Process- Annually prior to the annual meeting, or whenever there is a vacancy in the position of At-Large Commissioner in any district area, the Commission shall notify qualified community groups of record that the process to nominate a new Commissioner may be initiated by any qualified community group within that area, by written application to the SRPEDD Commission. Appointments to fill vacancies will be for the balance of the unexpired term.
 - 1. The nomination of an At-Large Commissioner shall be an open and participatory process conducted by a community group designated by the Commission, and in compliance with policy guidelines of the Commission.
 - 2. For the purpose of this section qualified community groups shall be organizations, associations, or bodies which are established on or before July 1 of the previous fiscal year. A community group shall be defined as one of the following:
 - 3. A legal non-profit corporation or association whose members are minority and/or low-income.
 - 4. The governing body or advisory board of a public agency whose goals are reflective of the needs of low-income and minority people and whose participants are minority or low-income people.

d. Meetings of the Commission

- i Each Commission member shall have sent to his address of record with the Commission at least seven (7) days advance written notice of each meeting. The notice shall state the place, day, hour, and purpose of each meeting. Additional items may be added at a meeting by affirmative action of 2/3 of those present and voting. The agenda and related material will be sent at least five (5) days prior to the meeting.
- ii Except as provided otherwise in these by-laws regular meetings of the Commission shall be held at 7:00 p.m. in the months of February, April, June, and October at dates and locations designated by the Chairman with the approval of the Officers.
- iii The annual meeting of the Commission shall be held prior to the end of the fiscal year.
- iv The October meeting shall be held for the purpose of determining the assessment upon the cities and towns within the district for the following fiscal year.
- v Special meetings if the Commission may be called by the Chairman and shall be called by him upon written application to the Chairman by a member from each of at least four (4) member communities. In addition, in any special situation which four of the Officers shall certify in writing as an emergency, special meetings of the Commission may be called by the Chairman, or any other of the Officers, on the two days notice. In such special emergency situations, said notice may consist of verbal contact in person or by telephone message accepted at the Commissioner's address of record. At such special or emergency meetings only matter directly connected may be considered or acted upon. Written certification of such emergency signed by the petitioners or by the Officers shall be read as the call of the meeting and shall be filed with the Secretary as part of the records and minutes of the meeting.

e. Conduct of Meeting

- i Meetings of the Commission and committees shall be conducted in accordance with Robert's Rules of Order Revised, except as otherwise provided in these by-laws in Section 6e and 6f. One-third of the total number of duty qualified Commission members of record shall constitute a quorum at a meeting of the Commission and a majority of a quorum shall be competent to act, except where otherwise provided by the law or by these by-laws. The quorum shall be determined and announced at the start of each Commission Meeting. A roll call vote may be ordered upon the request of six (6) members of the Commission standing. This does not preclude the

Chairman from calling for such a vote providing there is no challenge.

- ii A majority vote of a quorum of the Commission shall be competent to approve, revise or rescind any action of the Executive Committee.
- iii A quorum of a committee shall be a majority of the qualified membership.

4. OFFICERS

- a. The Officers of the Commission who shall be members thereof shall consist of Chairman, Vice-Chairman, Secretary, Treasurer, and Assistant Treasurer. The immediate Past-Chairman shall be an Officer ex-officio.
- b. All Officers, members of the Executive Committee, or of any committee which regardless of title performs the function of an Executive Committee, shall be elected annually at the annual meeting of the Commission, and shall hold such office until their successors are duly qualified.
 - i In the event a vacancy occurs prior to the annual meeting, such vacancy shall be filled by an election held for the purpose at the next Commission meeting. The necessity of such election shall be included in the notice for the meeting.
- c. Chairman - The Chairman shall preside at all meetings of the Commission and the Executive Committee, and subject to the control of the Commission he/she shall have general care and direction of the affairs of the Southeastern Regional Planning and Economic Development District. He/she shall present to the membership of the Commission at its annual meeting an accurate and complete report of the operations of the District for the preceding year. The Chairman, with the approval of the Commission, shall execute all official documents for and on behalf of the Commission. The Chairman may designate the Vice-Chairman or the Assistant Treasurer to perform the duties of Secretary in the absence or incapacity of the Secretary, with the title of Acting Secretary.
 - i The Chairman shall be a member ex-officio of all committees except the Advisory Committee, established under Section 13 of Chapter 40B of the General Laws, and the Nominating Committee or such committee which shall be charged with the duties of making nominations for the election of Officers and members of the Executive Committee.
- d. Vice-Chairman - The Vice-Chairman shall carry out all duties assigned to him/her by the Chairman. The Vice-Chairman shall assume the duties and responsibilities of the Chairman when the Chairman is absent,

incapacitated or otherwise unable to perform the duties of the office. Under such conditions, the Vice-Chairman shall be designated as the Acting Chairman. The Vice-Chairman may be designated by the Chairman to perform the duties of Secretary in the absence or incapacity of the Secretary, with the title of Acting Secretary.

i The Chairman may designate the Vice-Chairman to act in his/her behalf as the chairman of special committees, and may require the Vice-Chairman to carry out necessary duties including the appointment of such committees. The Vice-Chairman shall, if requested by the Chairman, work with and advise the Executive Director on municipal contracts.

- e. Secretary - The Secretary shall be custodian of the seal of the Commission and all books and records of the Commission with the exception of those dealing with fiscal affairs of the Commission. He/she shall be responsible for the taking of the minutes of the meetings of the Commission and the Executive Committee and shall record all votes of said meeting in books to be kept for said purpose.
- f. Treasurer - The Treasurer shall be custodian of the funds of the District in such banks or trust companies as the Executive Committee may designate. He/she shall keep accurate books of account, which shall always be open to inspection by any member of the Commission at the office of the Commission upon giving reasonable notice; and he/she shall present to the membership of the Commission, at the annual meeting, a report of the financial status of the district and the activities of the preceding year. The Treasurer shall execute all checks and drafts in payment for the expenses of the District, upon warrants for such payment approved by majority vote of the Commission or by majority vote of the Executive Committee, or by majority vote of the Finance Committee as provided elsewhere in these by-laws. He/she shall be given bond for the faithful performance of his/her duties, having such surety in such sum and upon such conditions as may be determined by the Executive Committee. Said bond shall have as surety a surety company authorized to transact business in Massachusetts, and any expenses incurred thereby shall be borne by the Commission when required by law.
- g. Assistant Treasurer - The Assistant Treasurer shall carry out all the duties assigned to him/her by the Treasurer. The Assistant Treasurer shall assume duties and responsibilities of the Treasurer when the Treasurer is absent, incapacitated, or otherwise unable to perform the duties of the office. The Assistant Treasurer shall be bonded in the same amount and in the same manner as the Treasurer. The Assistant Treasurer may be designated by the Chairman to perform the duties of Secretary in the absence or incapacity of the Secretary, with the title of Acting Secretary.

5. ADVISORY COMMITTEE (Note: Advisory Committee is inactive)

- a. The Commission shall appoint to the Advisory Committee, established under Section 13 of said Chapter 40B, the appropriate number of Commission appointees, and their replacements, as provided by law. When directed by the Commission, the Executive Director shall formulate and refer to the Advisory Committee problems, issues, and policies for its deliberation and advice.
- b. All motions and resolutions recommended for action to the Commission through former prior action of the Advisory Committee shall be formally placed on the floor by a motion of two Commission members designated by the presiding officer, and discussion of the motion shall proceed with full participation of the Advisory Committee. The Commission may adopt rules and procedures for the referral of problems, issues and policies for deliberation by the Advisory Committee.

6. EXECUTIVE COMMITTEE

- a. For the purpose of providing continuous direction of the affairs of the District, there shall be constituted an Executive Committee as provided in Section 15 of Chapter 40B of the General Laws.
- b. The following powers of the Commission are delegated to the Executive Committee on a temporary and limited basis only and shall not be fully effective until approved by separate and specific votes of the Commission.
 - i. The adoption of or changes to comprehensive plans and comprehensive economic development programs and recommendations for physical, social, and economic improvement of the District.
 - ii. The power to adopt or to change the work program and its implementations.
 - iii. The adoption of temporary committee policies.
- c. The following powers of the Commission are retained by the Commission and may not be exercised by the Executive Committee:
 - i. The power to appoint members and to consider recommendations of the Advisory Committee.
 - ii. The power to adopt or change the annual budget and to determine assessments upon cities and towns within the District.
 - iii. The power to hire and to remove the Executive Director.
 - iv. The authorization of debt in anticipation of revenue.
 - v. Approval of changes in District boundaries.

- vi The election of Officers and members of the Executive Committee.
 - vii The adoption of and amendments to the By-laws.
- d. The Executive Committee shall have the following composition:
- i The officers of the commission, who shall serve as the officers of the executive committee;
 - ii Four members of the commission who shall be elected by a majority vote of the commission and who shall be selectmen or designees of selectmen;
 - iii Four members of the commission who shall be elected by a majority vote of the commission and who shall be representatives of the planning boards; and
 - iv The mayor or city manager or his/her designee of each city serving as a member of the commission.
 - v A member of the Commission, who shall be a member of a board of selectmen or a designee of a board of selectmen, elected by the majority vote of the Commission to represent each redevelopment area within the District not represented on the Executive Committee by a mayor, a selectman or a designee of a mayor or a board of selectman.
- e. By majority vote, the Executive Committee may exercise the general powers of the Commission, not specifically reserved by Chapter 40B of the General Laws, in the name of and on behalf of the Commission. Such action may include the approval of warrants for the payment of expenses of the District by the Treasurer or Assistant Treasurer.
- f. By majority vote, the Executive Committee may identify approval or disapproval of plans for the development of the District as actions of the Executive Committee. Such actions shall be consistent with adopted policies of the Commission. Upon approval by majority vote of the Commission, the report of such actions taken by the Executive Committee shall have the full effect of a Commission vote.
- g. A written report of any and all actions taken by the Executive Committee shall be mailed to each member of the Commission.
- h. For the purpose of assisting the Executive Committee in the consideration of matters brought before the Commission, the Executive Committee may direct the Chairman to appoint special advisory committees to review such matters and to make recommendations for Commission action. Such committees shall include not less than three Commission members.
- i. The Executive Committee shall meet as necessary as determined by the Chairman. An Executive Committee meeting may be convened to

conduct business at any meeting called for the Commission at which there is no quorum of the Commission present.

7. EXECUTIVE DIRECTOR

- a. The Executive Director, on behalf of and with the approval of the Commission, shall employ and appoint all other employees of the District, including temporary or part-time personnel.
- b. Technical advisory committees as may be needed to assist the District staff may be appointed by the Executive Director and shall not be deemed a part of the formal committee structure.
- c. The Executive Director shall be bonded in the same manner as the Treasurer, in such amount as the Executive Committee shall require.

8. AMENDMENT OF THE BY-LAWS

- a. These by-laws may be altered or amended by a vote of two-thirds (2/3) of those present and voting at a meeting of the Commission duly called for this purpose, the notice of which contains this purpose among its agenda.

9. FINANCE COMMITTEE

- a. There shall be a Finance Committee consisting of the Treasurer, Assistant Treasurer and three members of the Commission who shall be appointed by the Commission Chairman, and who shall serve until their successors are duly qualified.
- b. The Finance Committee shall be responsible for the implementation of the fiscal policies of the District, and shall be authorized by vote of the Commission or the Executive Committee.

10. SOUTHEASTERN MASSACHUSETTS METROPOLITAN PLANNING ORGANIZATION (SMMPO): Procedure for Electing Board of Selectmen Representatives:

- a. The Southeastern Massachusetts MPO consists of thirteen members representing the following:
 - i Secretary of the Executive Office of Transportation and Construction
 - ii Commissioner of the Massachusetts Highway Department
 - iii Chairman of Southeastern Regional Planning and Economic Development District (SRPEDD)

- iv Administrator of the Southeastern Regional Transit Authority (SRTA)
- v Administrator of the Greater Attleboro Taunton Regional Transit Authority (GATRA)
- vi Mayors of Attleboro, Fall River, New Bedford and Taunton
- vii Members of four Boards of Selectmen in the SRPEDD Region to be elected by the SRPEDD Commission.

- viii In accordance with the Memorandum of Understanding (MOU) relating to the comprehensive, continuing and cooperative transportation planning process, the SRPEDD Commission is authorized to elect the four representatives of Boards of Selectmen utilizing the procedure described below.

- b. Term of Office: Two representatives shall be elected each year for two-year terms. Elections shall be held annually in the month of May or June.

- c. Solicitation of Nominees: Annually in the month of April, the SRPEDD Commission shall send notices to the Board of Selectmen and SRPEDD Commissioners of each of its member towns. The purpose and role of the MPO and a description of the election process shall accompany the notice. Each member of every local Board of Selectmen shall be offered an opportunity to nominate themselves as a candidate for election to the MPO. Nominations shall be returned to SRPEDD within four weeks of the date they are distributed.

- d. Election of Selectmen Representatives: Nominations shall be referred to the SRPEDD Commission for a vote at a regularly scheduled meeting of the Commission in the month of May or June. All names and towns of the interested selectmen shall be printed on a paper ballot. Nominees will be invited to attend and speak at the meeting of the SRPEDD Commission when the vote is taken.

- e. Designees: Members of Boards of Selectmen elected to the MPO may send a designee, who is directly responsible and accountable to the Selectmen, to a meeting in their place, but the designee may vote only with written and signed authorization from the elected MPO member.

- f. Vacancies: Should a selectmen's position fall vacant between annual elections, any member town may nominate, and the SRPEDD Commission may elect, a candidate to fill the vacancy until the following election.