



Administration

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MEMO

TO: County Commission
FROM: Robert W. Wilson
Date: November 4, 2022
Subject: Update – Job Development Authority Resolution Discussion

At the September 19th Commission meeting the Board discussed the potential of a Cass County Job Development Authority and, if established, ways a County JDA could be structured, supported, and funded. The Commission approved a motion directing the Administrator to work with the State's Attorney to draft a resolution creating a Cass County Job Development Authority.

I have had follow-up discussions with directors of several JDA's around the region and it is apparent there are enthusiastic supporters of the concept and examples of governance structures that Cass County may find helpful as the discussion moves forward. This is not an exhaustive list of all similar organizations in North Dakota, but I have reviewed and attached by-laws from the following organizations:

- Traill County Job Development Authority
- Grand Forks Region Economic Development Corporation
- City of Beulah Job Development Authority
- Bowman County Economic Development Corporation

The Traill County Job Development Authority by-laws structure that organization in close alignment with the requirements Cass County would need to follow if the goal is to establish a county-led job development authority.

When the Board last discussed the county JDA concept in September there was a mention of potential attempts to amend NDCC related to county JDA's during the upcoming session. With the information developed and the question of timing based on potential legislation we felt it was important to brief the Commission on work to-date.

Based on the examples gathered, it is my opinion that a resolution establishing a Cass County Job Development Authority – in accordance with current state law - could be drafted without significant delay.

In addition to the by-law examples noted above I also included my briefing memo from September 16th which provides an overview of the statutory requirements and potential process for establishing a Cass County JDA.

TRAIL COUNTY ECONOMIC DEVELOPMENT

WE KNOW BUSINESS



Bylaws

Revised December 2020

**Trail County Job Development Authority
Known as the Trail County Economic Development Commission
Trail County, North Dakota**

Bylaws

Article I.

Offices, Purposes, and Powers

Section 1. Offices: The principal office of the Trail County Job Development Authority shall be located in Trail County, North Dakota and the records shall be located in that office [or stored electronically](#).

Section 2. Purposes and Powers: The Authority shall have such purposes as are now and may be set forth in North Dakota Century Code (NDCC) 1-11.1-03 and its amendments.

Section 3. Name: The Authority will be known as the Trail County Economic Development Commission.

Section 4. Board of Directors: The number of directors shall not be less than ten (10) nor more than fifteen (15). These shall be appointed by the County Commissioners to 3-year terms except for the initial term. The initial terms of the board members shall be established on a rotating basis of 1-, 2- and 3-year terms. The selection of individual terms shall take place by straw ballot. During the annual meeting of the County Commission the Chairperson or his/her designee shall present nominations to the Board of Trail County Commissioners. Terms of office shall begin on January 1 and shall be arranged so that terms of office of approximately one-third of the members shall expire on December 31 of each year.

Members shall be ~~appointed~~[approved](#) by the County Commissioners and shall consist of representatives from the following groups, as they may exist:

1. Two members from the County Commission.
2. One member from ~~the City Council or Commission of~~ each city within the county which has a population of five hundred or more.
3. One member selected from among the ~~city governments of the~~ remaining cities of the county.
4. Every other city government located in Trail County not represented in numbers one, two and three above will be invited to have a member on the Authority if the respective city government so desires.
5. The remaining members shall be selected from a list of candidates from ~~the following~~[a variety of](#) fields, [such as the following examples](#):
 - a. A representative of the local job service office nearest the county seat.
 - b. A member of the local airport authority.
 - c. A member of a local institution of higher education.
 - d. A member from among the school boards of the county.
 - e. A member from a local industrial development organization.

- f. A member of the regional planning council service the county.
- g. A member of the legislative assembly representing a district within the county.
- h. Members at large from the business community within the county.

The County Commissioners shall make these ~~appointments~~ ~~approvals from a slate of~~ ~~the~~ candidates submitted by the ~~Executive Director, with input from existing Board members, city councils or other similar organizations~~ ~~Chambers of Commerce within the county. If no Chamber of Commerce exists in the county, the nominations may be submitted by any civic or patriotic organization within the county.~~ If names submitted are unacceptable, the County Commission may request additional nominees. The members shall be appointed without regard to political affiliation and upon their fitness to serve as members by reason of character, experience and training.

Section 5. Indemnity of Board Members: Any board member shall be indemnified or reimbursed by the Board for reasonable expenses, including liabilities (other than adjudicated liabilities to the Authority) actually incurred by him/her in connection with any action, suit or proceeding, civil or criminal, to which he/she is a party by reason of the fact that he/she is or was a board member of the Authority; provided, however,

- (1) that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he/she shall have been adjudged guilty of or liable for willful misconduct, gross neglect of duty or criminal acts; and
- (2) that no person shall be so indemnified or reimbursed for amounts paid in compromise settlement of any matter in such action, suit or proceeding except with the approval of
 - (a) a court of competent jurisdiction, or
 - (b) the Board acting by a vote of the members not parties to the same or substantially the same suit or proceeding constituting a majority of the Board. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law.

Section 6. Vacancies: Vacancies in appointed board members due to death, removal or resignation, or an increase in the authorized number of members, may be filled by nomination of the Authority and subsequent appointment by the Traill County Commission. Any member so appointed shall hold office to fill the unexpired term.

Section 7. Conflict of Interest: No contract or other transaction between this Board and any other corporation shall in any way be affected or invalidated by the fact that any of the board members of the Authority are pecuniarily or otherwise interested in, or are directors or officers of, such other organization.

Any board member having an interest in a contract or other transaction presented to the Board or a Committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Board's interest.

Section 8. Powers and Duties: The Authority shall use its financial and other resources to encourage and assist in the development of employment within the county. In fulfilling this objective, the Authority may exercise the following powers:

1. To sue and be sued.
2. To make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the Authority.
3. To recommend to the County Commission to hire professional personnel skilled in seeking and promoting new or expanded opportunities within the county.
4. To make, amend and repeal resolutions consistent with the provisions of this chapter as necessary to carry into effect the powers and purposes of the Authority.
5. To acquire by gift, trade or purchase, and to hold, improve and dispose of real or personal property.
6. To certify a tax levy as provided in NDCC 11-11.01-04 and to expend monies raised by the tax for the purposes provided in this chapter.
7. To insure or provide for insurance of any real or personal property in which the Authority has an insurable interest.
8. To invest any funds held by the Authority.
9. To cooperate with political subdivisions in exercising any of the powers granted by the section.
10. To exercise any other powers necessary to carry out the purposes and provisions of this chapter.

Section 9. Fiscal Year: The fiscal year of the Authority shall be January 1st to December 31st of each year. This may be changed at any time by resolution of the Board.

Section 10. Compensation: The members of the Authority shall serve without pay, but shall be reimbursed for their authorized travel expenses from funds available to the Authority for mileage and expenses as provided in the NDCC.

Section 11. Procedure: The Bylaws may be amended by a roll call vote of two-thirds of the board members at any regular meeting or special meeting of the Board called for this purpose. Amendments shall be presented at one meeting and voted upon at the next meeting.

Article II.

Meetings

Section 1. Regular Meetings: Regular meetings of the Board shall be held at least one time per month at a time, place and date specified by the [Chairperson of the Board](#)[Executive Director](#).

Section 2. Special Meetings: Special meetings of the Board may be called by the Chairperson or upon request by one-third of the board members. A special meeting shall be scheduled within two (2) days following the request from the Directors. No business shall be conducted at a special meeting other than that stated in the notice of such special meeting. A notice shall specify the agenda items to be discussed.

Section 3. A Quorum: For regular or special meetings of the Authority, a quorum shall consist of a simple majority of members of the Board.

Section 4. Attendance Requirements: Board members are required to attend 75 percent of the scheduled meetings, excluding special meetings, in any January 1st- December 31st period unless otherwise excused. In the event that any member of the Board does not meet the attendance requirements, such member shall be deemed to have submitted their resignation, and the Chairperson may institute action for replacement. Attendance may be either physical or via other technical devices.

Article III.

Officers and Executive Director

Section 1. Officers: The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary/Treasurer and other officers the Board may authorize. All officers of the Authority shall be elected at the annual meeting of the Traill County Job Development Authority. Officers shall hold office for one year or until a successor is appointed.

Section 2. Chairperson: The Chairperson shall be the principal board officer of the Authority, the official spokesperson and shall preside at all meetings of the Board. Unless otherwise specified, he/she shall be an ex officio member of all board committees. He/she shall also perform all duties as may be prescribed by the Board from time to time. See Chairperson Job Description in policy manual.

Section 3. Vice-Chairperson: The Vice-Chairperson shall act as Chairperson in the absence of the Chair and, when so acting, shall have the power and authority of the Chair. See Vice-Chairperson Job Description in policy manual.

Section 4. Secretary/Treasurer: The Secretary/Treasurer will maintain records and will oversee the financial affairs of the Authority as directed by the Board of Directors. See Secretary/Treasurer Job Description in policy manual.

Section 5. Bonds: Bonds may be required from any officer of employee for the faithful performance of his/her duties, as specified and required by the Authority.

Article IV.
Board Committees

Section 1. Special Committees: Special committees may be appointed by the Chairperson, with the concurrence of the Board, for such special tasks as circumstances warrant. The Chairperson shall designate the Committee Chairperson for each committee. A special committee shall limit its activities to accomplish the task for which it was appointed and shall have no power to act except specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

Section 2. Executive Committee: The Board of Directors of the Authority may appoint from its membership an Executive Committee of five (5) members, which shall consist of the Chairperson, Vice-Chairperson, Secretary/Treasurer and two (2) other members of the Board of Directors, with which Executive Committee may be empowered to consult and advise the Chairperson from time to time in the conduct and management of the ordinary business of this Authority when the Board is not in regular session; such Executive Committee, if appointed, shall have the same authority as the Board of Directors in the ordinary conduct and management of the regular and ordinary and routine business of the affairs of the Authority, and such Executive Committee, if appointed, shall keep a record of its proceedings to present to the Board of Directors at its regular or special meetings.

Bylaws revised and approved by the Authority this 17th day of December, 2020.

TCEDC Chairperson, Roxanne Phipps

TCEDC Secretary-Treasurer, Scott Hovde

**Amended and Restated Bylaws
of the
Grand Forks Region Economic Development Corporation**

Article I. Office.

The principal office of the Grand Forks Region Economic Development Corporation, the “Corporation” shall be located in the City of Grand Forks, North Dakota.

Article II. Members

Section 1. Members in good standing of this Corporation shall consist of individuals or designated representatives of organizations who: are of legal age; interested in promoting the purposes and objects of the Corporation; and have financially supported the Corporation in the current or last preceding calendar year, prior to the next annual meeting, are the “Members” in good standing.

Section 2. Voting rights of Members are limited to the election of Members to serve on the Board of Directors. Each Member shall have one vote for each position being filled by election.

Section 3. The President of the Corporation shall maintain an alphabetical list of Members in good Standing. Membership is neither transferable nor assignable.

Article III. Meetings of Members

Section 1. An annual meeting of the Members shall be held in the City of Grand Forks at the time and place determined by the Board of Directors. The purpose of the meeting is to elect Members to serve as Directors and to transact such other business as may come before the meeting.

Section 2. Special meetings of the Members may be called by the Board of Directors.

Section 3. Public notice shall be given in advance of all meetings. Such public notice shall be given at the same time as the governing body’s members are notified, and such notice shall be available to anyone requesting such information. The notice shall contain the date, time and location of the meeting, and the topics to be considered. The notice shall also contain the general subject matter of any executive session expected to be held during the meeting. Notice of regularly scheduled meetings, including the aforementioned notice information, if available, shall be filed annually in January with the county auditor. Meeting notices shall be posted at the principal office of the governing body and at the meeting location on the meeting day.

Section 4. Fifteen percent (15%) or more of the current Members in good standing represented in person or by proxy at any duly called meeting shall constitute a quorum.

Section 5. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his/her duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided by the proxy.

Article IV. Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, the "Board."

Section 2. The number of members of the Board of Directors entitled to vote on all matters shall be not more than eleven (11), the "Directors". Eight of the Directors shall be elected from Members of the Corporation, the "Member Directors". The President of the Corporation, a designee serving at the discretion of the Mayor of the City of Grand Forks, and a designee serving at the discretion of the Chairperson of the Grand Forks County, shall also be Directors.

Section 3. Regular meetings of the Board shall be held on a monthly basis as determined by the Board. Members of the Board are expected to attend regularly scheduled monthly meetings, and special meetings. The failure of a Board member to attend at least 75% of the meetings of the Board of Directors, in any consecutive 12 month period shall be grounds for removal from the Board, by a majority vote of the Board at any regularly scheduled monthly meeting.

Section 4. Member Directors shall be elected at the annual meeting of the Members. The Member Directors elected shall be divided into three classes. Two Directors in the first class shall be elected for a term of one year. Three Directors in the second class shall be elected for a term of two years, and three directors in the third class shall be elected for a term of three years. Thereafter, at each subsequent annual meeting, directors shall be elected to three year terms. The term of office for a Member Director shall begin the day of the annual meeting at which the director was elected.

Subsequent to the adoption of these bylaws no Member Director shall serve more than 3 consecutive three year terms. Directors on the "executive committee" at the time of adoption of these bylaws and subsequently elected as a Member Director at the first election after the adoption of these bylaws may immediately thereafter serve no more than one term, of one, two or three years. The eligibility for service of any individual as a Member Director is fully reestablished after that persons' absence from the Board for one year.

Section 5. The Board of Directors shall also be responsible for continued development, modification, and adherence to the Corporation's policies as adopted by the Board until modified or rescinded by subsequent Board action. The policies adopted by the Board shall to the extent not inconsistent with these Bylaws or the Articles, provide direction and an outline for the function of the Board of Directors and the governance of the Corporation.

Section 6. Vacancies on the Board due to death, disability, resignation, removal or other cause may, but need not, be filled during the term through appointment by majority vote at a meeting of the remaining Board. Directors so appointed shall hold office until their successors have been appointed or elected.

Section 7. Any Director may resign at any time by giving written notice of such resignation to the Board. Any Director may be removed by a majority vote at a meeting of the Board whenever in its' judgment the best interest of the Corporation would be served by their removal.

Section 8. One-half or more of the number of the Board then actively serving as certified by the Secretary of the Corporation shall constitute a quorum at all meetings of the Board. The number of Directors who may have resigned, died, or become disabled, or have been removed by prior action shall not be considered to be actively serving.

Section 9. Special meetings of the directors may be called by the President, the Chairperson of the Board, or at the written request of four members of the Board.

Section 10. Notice of special meetings shall be given at least two days prior to the meeting. The public entity's official newspaper shall also be notified and any news media representatives which have requested notification of special meetings. Topics of special meetings shall be limited to those included in the notice to the media. The notice shall also contain the general subject matter of any executive session expected to be held during the meeting.

Section 11. A conference among Directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the number of directors participating in the conference could be sufficient to constitute a quorum of the Board. Participation in a meeting by that means constitutes presence in person at the meeting. A Director may participate in any board meeting by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means shall constitute presence at the meeting for all purposes.

Section 12. The Board may appoint such committees from time to time as it deems desirable. Committees may be created for any projects and purpose; however, all committees that are appointed by the Board serve at the pleasure of the Board and may be terminated at any time by resolution of the Board. The membership of a committee appointed by the Board may consist of Board members and/or individuals identified by the Board for that purpose. At a committee meeting, a quorum shall be one-half or more of the members of the committee, then actively serving as certified by the secretary of the Corporation.

Section 13. An Executive Committee composed of the Chairperson, Vice-chairperson, the Corporation's President and Secretary Treasurer or such other persons as are designated by the Board, shall operate as a standing committee. They shall be authorized to act on behalf of the Corporation on matters which may require immediate attention between normal meetings of the Board of Directors, subject to limitations placed on the committee by the Board of Directors.

Article V. Officers

Section 1. The officers of the Corporation shall be the chairperson, vice-chairperson, Grand Forks Region Economic Development Corporation President, and the secretary-treasurer. The Board of Directors may elect or appoint by majority vote such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed herein or by the Board.

Section 2. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board following the annual meeting of the Members. If a quorum of the newly elected Board is present at the annual meeting of the Members, they shall meet for the election of officers. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

Section 3. Any officer elected or appointed by the Board may be removed by a majority vote at a meeting of the board whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote at a meeting of the Board for the unexpired portion of the term.

Section 5. The chairperson shall preside at all meetings of the Members, Board of Directors, and Advisory Board, and shall have general supervision of the business and affairs of the Corporation.

Section 6. In the absence of the chairperson, the vice-chairperson shall exercise the powers and perform the duties of the chairperson. They shall also generally assist the chairperson and exercise such other powers and perform such other duties as shall be prescribed by the directors.

Section 7. The president shall:

a. Have general management and control of the Corporation under the direction of the chairperson, and shall be a member of the Board of Directors;

b. Have responsibility and custody for all funds, securities, evidences of indebtedness and other personal property of the Corporation and deposit the same in such

bank or trust company as is designated by the Directors; receive and give receipts for moneys paid in or on account of the Corporation and pay out of the funds on hand all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity of the same; cause and direct the regular entries in the books of the Corporation to be kept for the purpose of full and accurate accounts of all moneys received and paid out by the Corporation, and cause monthly financial reports to be prepared by the accountant and delivered to the secretary treasurer and chairperson and annual audited financial statements to be prepared by the accountant and delivered to the Board of Directors; and perform all other duties incident to the office of president;

c. Keep the minutes of all proceedings of the Board of Directors, Advisory Board and the Members; attend to the giving and serving of all notices to the members and directors, or other notices required by law or by these Bylaws; affix the seal of the Corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed; have charge of the membership books and such other books and papers as the Board may direct, and they shall perform all other duties incident to the office of Grand Forks Region Economic Development Corporation President.

Section 8. The secretary-treasurer and chairperson shall review accountant prepared monthly financial reports for the Corporation and report to the Board of Directors, as requested.

Article VI. Contracts, Salaries And Funds

Section 1. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in lieu of or in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts or orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation in such manner as from time to time shall be determined by the Board of Directors. Any expenditure in excess of \$5,000 shall require the signature of any two officers or the written approval of the Executive Committee.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may determine.

Section 4. The Board of Directors shall fix and determine the salary and expense allowance of the president.

Section 5. The Board of Directors shall each year provide for an audit of the funds and records of the Corporation by a certified public accountant.

Section 6. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article VII. Advisory Board

Section 1. There shall be an Advisory Board to the Corporation. The number of Advisory Directors shall be limited to 30, subject to the discretion of the Board of Directors. The members of the Advisory Board shall include the 11 current members of the Board of Directors, and those 19 representatives of Members or nonmembers appointed to the Advisory Board by the Board of Directors the "Appointed Advisory Directors", collectively the "Advisory Directors."

Section 2. Advisory Directors are expected to attend regularly scheduled quarterly meetings. Actions taken by the Advisory Board are not binding on the Corporation but are for the benefit of advising the Board of Directors.

Section 3. Appointed Advisory Directors shall be appointed at the last meeting of the Board of Directors, preceding the annual meeting each year. The Appointed Advisory Directors shall be divided into three classes. Seven Appointed Advisory Directors in the first class shall be appointed for a term of one year. Six Appointed Advisory Directors in the second class shall be appointed for a term of 2 years, and six in the third class shall be appointed for a term of 3 years. Thereafter, at each subsequent annual meeting, directors shall be appointed to three year terms. Appointed Advisory Directors shall not serve more than 2 consecutive 3 year terms. The term of an Appointed Advisory Director shall begin the day of the annual meeting following their appointment by the Board.

Section 4. The Advisory Board shall also be responsible for adherence to and support of the Corporation and the policies adopted by the Board.

Section 5. The officers of the Board of Directors shall also serve as the officers of the Advisory Board.

Section 6. Vacancies on the Advisory Board due to death, disability, resignation, removal or other cause may, but need not, be filled during the term through appointment by a majority vote at a meeting of the Board of Directors. Advisory Directors so appointed shall hold office until their successors have been appointed or elected.

Section 7. Any Advisory Director may resign at any time by giving written notice of such resignation to the Board. Any Advisory Director may be removed by a majority vote at a meeting of the Board of Directors whenever in its' judgment the best interest of the Corporation would be served by their removal.

Article VIII. CONFLICTS OR DUALITY OF INTEREST

Section 1. Statement of General Policy on Conflicts of Interest. These Bylaws recognize that both real and apparent conflicts of interest or dualities of interest (hereinafter referred to as “conflicts”) naturally sometimes occur in the course of conducting the Corporation’s daily affairs. A conflict as used in these Bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts occur because the many persons associated with the Corporation should be expected to have and do, in fact, generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of the Corporation’s obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of actual facts or motivations of the parties. However, the long-range best interests of the Corporation do not require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

Therefore, the Corporation’s affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of the Corporation in such matters by persons having such conflicts.

Section 2. Coverage of the Policy. Any Director, Advisory Director, officer or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee therefore for authorization, approval or ratification shall make a prompt, full and frank disclosure of his interest to the Board or committee prior to its action on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Corporation’s interest.

The body to which such disclosure is made exclusive of such person shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate (other than to present factual information or to respond to question) in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes shall reflect the disclosure made, the vote thereon and, where applicable, abstention from voting and participation, and whether a quorum was present.

Article IX. FISCAL YEAR

The fiscal year shall be determined by resolution of the Board of Directors.

Article X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the North Dakota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by a majority of the Directors subject to any additional requirements of applicable law, at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting, or by any other method allowed by law.


Article XII. IMPLEMENTATION

These Bylaws shall be effective at the commencement of the first annual meeting of the members following adoption.

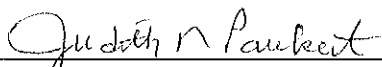
These Bylaws were:

APPROVED at a regular meeting of the Board of Directors held on the 8th day of November, 2007.

ADOPTED by a ballot of 101 active Members, a quorum having been achieved by 73 Members casting ballots, 72 Members in favor and 1 Member against, as of 5:00 pm on the 14th day of December, 2007.


Secretary-Treasurer

ATTEST:


Chairperson of the Board

**AGREEMENT BETWEEN
BOWMAN COUNTY, ND
AND
BOMWAN COUNTY DEVELOPMENT CORPORATION**

Term: January 2022 through December 2022.

This agreement is made this _____ day of _____, 2021 by and between the Bowman County, North Dakota, hereinafter referred to as County; and Bowman County Development Corporation, a North Dakota not for profit corporation, hereinafter referred to as BCDC.

As a 501c3 local development corporation, Bowman County Development Corporation is the County's contract agency for economic development.

The purpose of BCDC is to advance the economic development of Bowman County by promoting and encouraging trade and commerce.

- a. Promote and provide economic development opportunities for new business and industry.
- b. To work with existing industry, commercial and professional businesses to promote economic development growth and development.
- c. To maintain close liaison with governmental agencies to achieve the goals of the corporation.
- d. To provide information to the public and business community regarding the activities of the corporation.
- e. To protect, promote and facilitate economic growth, employment opportunities and housing for Bowman and Bowman County.

Whereas, BCDC is the acting economic development organization for Bowman County and its three cities.

Whereas, the BCDC will administer the economic development programs established in the County.

Whereas, the day to day operations will be managed by the BCDC staff and its elected Board of Directors. Bowman County will hold one seat on the BCDC Board of Directors that may be appointed yearly and serve with full voting privileges.

Whereas, Bowman County receives SBDC services that require a 1:1 match.

Whereas, BCDC shall complete a yearly work plan approved by its Board of Directors as well as hold an annual public meeting.

Whereas, the BCDC will provide a monthly activity report to the Bowman County Commission.

Whereas, the office location of 13 ½ E Divide is under shared ownership by the City, County, and BCDC. The property shall be maintained and insured by the BCDC, but at times maintenance and updates to the property shall be a requested cost share from the City and County.

The County and BCDC enter into this agreement pursuant to NDCC 11-11. 1-06. At the present time, the County believes it to be in their best interest to effect economic and jobs development in Bowman County, North Dakota, through their joint efforts and financial contributions and utilizing the expertise and administrative structure of BCDC.

The County and BCDC shall adopt, and may amend from time to time, such Policies and Procedures that will provide the structure, regulations and processes necessary to oversee the use of tax monies provided by the County for economic development for the good of the County and trade area served.

BCDC shall serve as the “industrial jobs development organization” and shall place all funds received from the County in a separate fund only to be spent for purposes related to economic development. Funds given directly to support specific programs will only be used for purposes of the program and not go towards any cost of operations.

President, BCDC

Date

Chair, Bowman County Commission

Date

RESOLUTION ESTABLISHING A JOB DEVELOPMENT AUTHORITY
FOR THE CITY OF BEULAH, MERCER COUNTY, NORTH DAKOTA

WHEREAS, the City Council of Beulah has considered the question of creating a job development authority for the City, and

WHEREAS, the City Council of the City of Beulah held a public hearing for the purpose of allowing interested persons in the public an opportunity to be heard concerning the creation of a job development authority, and

WHEREAS, said public hearing was held on the 17th day of December, 1990 at 7:30 p.m. at the City Hall in the City of Beulah, before the City Council of the City of Beulah, and

WHEREAS, Notice of said public hearing was published in the Beulah Beacon, being the official newspaper of the City of Beulah, not less than 30 days prior to said hearing, and

WHEREAS, after careful consideration of the advantages and disadvantages of creating a job development authority and after due consideration it was resolved as follows.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Beulah, North Dakota, as follows:

- I. That pursuant to Chapter 40-57.4 of the North Dakota Century Code there is hereby created for the City of Beulah a job development authority, to be known as The Job Development Authority of the City of Beulah.
- II. That there shall be appointed by the City Council of the City of Beulah, six (6) members to the Board of Directors of said Job Development Authority and that said directors shall be appointed

without regard to political affiliation and solely upon their fitness to serve as members by reason of character, experience, and training.

III. The members of the Job Development Authority board of directors shall serve a term of three (3) years or until their successors are duly qualified. Terms of office shall begin on January 1st and will terminate on December 31st three (3) years thereafter. However, in order to establish staggered terms, with approximately 1/3 of the directors expiring each year, the original board of directors shall be made up as follows:

- A. Two (2) members with three year terms
- B. Two (2) members with two year terms
- C. Two (2) members with one year term

IV. The board of directors shall annually elect members of the board to serve as chairmen, vice chairmen, secretary and treasurer. The board of directors shall further select an executive committee with such powers and duties as may be delegated by the board of directors.

V. The directors may be reimbursed from funds available to the authority for mileage and expenses at the rates provided for state employees in Sections 44-08-04 and 54-06-09 of the North Dakota Century Code, however directors may not receive compensation for service.

VI. The Job Development Authority shall use its financial and other resources to encourage and assist in the development of employment within the city. In fulfilling this objective, the Job Development Authority may exercise the following powers:

- A. To sue and be sued.

- B. To make and execute contracts and other instruments necessary or convenient to the exercise of the powers of the authority.
- C. To hire professional personnel skilled in seeking and promoting new or expanded opportunities within the city.
- D. To make, amend, and repeal resolutions consistent with the provisions of this ordinance as necessary to carry into effect the powers and purposes of the authority.
- E. To acquire by gift, trade or purchase, and to hold, improve, and dispose of real or personal property.
- F. To certify a tax levy as provided in section 40-57.4-04 and to expend moneys raised by the tax for the purposes provided in this ordinance.
- G. To insure or provide for insurance of any real or personal property in which the authority has an insurable interest.
- H. To invest any funds held by the authority.
- I. To cooperate with political subdivisions in exercising any of the powers granted by this ordinance.
- J. To exercise any other powers necessary to carry out the purposes and provisions of this ordinance.

VII. The City Council of the City hereby may establish an annual tax levy not to exceed four (4) mills to be used for the purposes for which the Job Development Authority is established. The City Auditor shall keep the funds separate from other money of the City and transmit all funds received pursuant to this Resolution within 30 days, to the board of directors of the Job Development Authority. The funds when paid to the city Job Development Authority shall be deposited

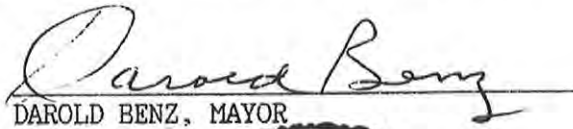
in the special account in which other revenues of the City Job Development Authority are deposited and may be expended by the Job Development Authority in accordance with its powers.

Alderman Galloway moved the adoption of the above Resolution. The Motion for the adoption of the Resolution was duly seconded by Alderman Koppi and upon vote being taken, the following Aldermen voted in favor thereof:

Dittus, Koppi, Allard, Flemmer, Bjerke and Galloway

The following voted against the same: None

WHEREUPON, said Resolution was declared duly passed and adopted.


DAROLD BENZ, MAYOR

ATTEST:


ROBERT F. WENDEL, CITY AUDITOR



CERTIFICATE

I, ROBERT F. WENDEL, do hereby certify that I am the duly elected, acting and qualified City Auditor of the City of Beulah, Mercer County, North Dakota and the foregoing is a true and correct copy of the Resolution adopted by the City Council of the City of Beulah at its regular meeting on the 17th day of

December, 1990.




ROBERT F. WENDEL, CITY AUDITOR

**RESOLUTION INCREASING THE NUMBER OF MEMBERS TO THE BOARD OF
DIRECTORS OF THE BEULAH JOB DEVELOPMENT AUTHORITY,
CITY OF BEULAH, MERCER COUNTY, NORTH DAKOTA.**

WHEREAS, the City Council of the City of Beulah, at its regularly scheduled meeting date of July 15, 2002, has considered the question of increasing the number of members to the Board of Directors of said Job Development Authority from six (6) to fifteen (15), and

WHEREAS, after discussion and deliberation on this issue, it was resolved as follows:

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Beulah, Mercer County, North Dakota, as follows:

I

That there shall be appointed by the City Council of the City of Beulah, fifteen (15) members to the Board of Directors of said Job Development Authority and that said directors shall be appointed without regard to political affiliation and solely upon their fitness to serve as members by reason of character, experience, and training.

II

The members of the Job Development Authority Board of Directors shall serve a term of three (3) years or until their successors are duly qualified. Terms of office shall begin on January 1st and will terminate on December 31st three (3) years thereafter. However, in order to establish staggered terms, with approximately one-third (1/3) of the directors expiring each year, the additional newly appointed members of the Board of Directors shall be made up as follows:

- a. Three (3) members with three (3) year terms;
- b. Three (3) members with two (2) year terms;
- c. Three (3) members with one (1) year term.

III

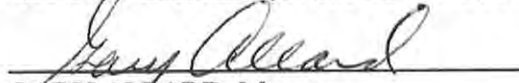
That portion of the original Resolution Establishing a Job Development Authority for the City of Beulah, Mercer County, North Dakota, adopted the 17th day of December, 1990, shall remain in full force and effect other than as amended herein.

Alderman Aanderud moved the adoption of the above Resolution. The motion of the adoption of the Resolution was duly seconded by Alderman Schulz and upon vote being taken, the following Alderman voted in favor thereof: Aanderud, Schulz, Dittus, Walker, Moos, Schutt.

The following voted against the same: Gazur and Reinhardt.

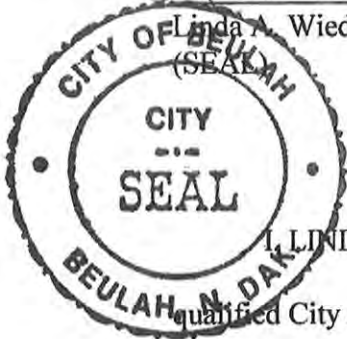
WHEREUPON, said Resolution was declared duly passed and adopted.

CITY OF BEULAH, NORTH DAKOTA


GARY ALLARD, Mayor

Attest:


Linda A. Wiedrich, City Auditor



CERTIFICATE

LINDA A. WIEDRICH, duly hereby certify that I am the duly appointed, acting and qualified City Auditor of the City of Beulah, Mercer County, North Dakota, and that the foregoing is a true and correct copy of the Resolution adopted by the City Council of the City of Beulah at its regular meeting on the 15th day of July, 2002.


LINDA A. WIEDRICH, City Auditor

M E M O



County Administrator

Robert W. Wilson
701-241-5770
wilsonro@casscountynd.gov

TO: County Commissioners
FROM: Robert W. Wilson
DATE: September 16, 2022
SUBJECT: County Job Development Authority Options

At the May 16, 2022 Commission Meeting the Board approved the following motion related to a Job Development Authority (JDA) in Cass County:

“Develop Information about a process, timeline, potential expenses, and staff support to stand-up a Cass County Job Development Authority and report back to the Commission.”

This memo is drafted as a response to that direction. The information has been gathered from the following sources: advice and analysis provided by State’s Attorney Mr. Birch Burdick, conversations and analysis provided by Joe Raso, President and CEO of the Greater Fargo Moorhead Economic Development Corporation (GFMEDC) and a review of both the Cass County Home Rule Charter and North Dakota Century Code.

Process:

The County has two options about how it may form a JDA. The County Commission may establish a stand-alone Cass County JDA -or-partner with one or more counties or municipalities to form a joint-JDA. Mr. Burdick has generally advised that the powers of a municipality-formed JDA that Cass County partners with would have more expansive powers (in terms of flexibility regarding Authority Board membership) than a JDA that Cass County would form individually.

Mr. Burdick has advised that the last time he consulted with his colleagues in the Cities of Fargo and West Fargo about this option the feedback was there may be a willingness to consider such a partnership, but their legal counsel have not explored this option and would likely need time to research and vet the concept.

PO Box 2806
211 Ninth Street South
Fargo, North Dakota 58108

www.casscountynd.gov

Cass County could individually form a JDA with an affirmative vote by the Commission on a resolution establishing the Authority. Once established Century Code defines the makeup of a JDA governing Board. Century Code directs that the County Commission appoint the board from a slate of candidates submitted by the chambers of commerce within the county. The board shall include not less than 10 nor more than 20 members. Century Code also directs that the Board shall include:

- Two Cass County Commissioners
- A representative from the city council or commission of every city with a population of 500 or more (Fargo, West Fargo, Casselton, Mapleton, Kindred, Horace, Harwood, Argusville, Enderlin, Reile's Acres)
- One elected representative from the remaining cities
- Two elected township representatives

With 15 appointments directed by statute, the County Commission would have discretion to appoint up to an additional five JDA Board members. It would be advisable that the Board and staff receive further clarification from Mr. Burdick about the Century Code requirements to consider applications submitted by chambers of commerce versus the required board representations from various townships and municipalities.

In previous discussions at County Commission meetings, it appears Board sentiment favors a stand-alone County Job Development Authority. That is a matter that deserves further Board discussion and direction to staff.

Once established members of the Authority Board shall annually elect a Chair, Vice-Chair, Secretary, and Treasurer. The Authority shall also select an executive committee with such powers and duties as may be delegated by the Authority board.

If the County Commission establishes a JDA the Commission shall establish a Job Development Authority fund and may levy a tax up to 4 mills to fund JDA activities.

Timeline:

If the County Commission acts to approve a stand-alone JDA, County staff would then reach out to The Chamber, and communities required in statute to be represented on the Authority Board. Below is an optimistic timeframe of how quickly organizational activities could proceed. This timeline assumes all entities schedule consideration of this request at their next available meeting and there are no scheduling conflicts. A longer timeframe may be required if County personnel are requested to appear at a council/commission meeting to answer questions. The timeline below should be considered a most optimistic scenario:

- Week 1: Commission sets agenda item to consider JDA Resolution
- Week 2: Commission authorizes JDA and selects two member representatives.
- Week 2: Correspondence drafted and sent to the cities above 500 population requesting each city appoint a member to the Cass County JDA.
- Week 2: County representatives coordinate meetings with small municipalities and townships about appointing members.
- Weeks 3-5: Best case scenario for cities over 500 population to consider appointing representatives.
- Week 4-5: Meet with small municipalities and townships when authority appointments are made.
- Week 7-8: Hold organizational meeting of Cass County JDA.

*Please recognize the timeline above does not include chamber of commerce involvement in the nomination process. The extent of that involvement and a process would need to be clarified by Mr. Burdick's office prior to initiating the selection of authority members.

Potential Expenses:

If Cass County creates a JDA, it is reasonable to expect expenses may be incurred. Initially the expenses would be minimal. Staff would reach out to the various organizations that represent required Authority Board membership and coordinate required activities. Beyond that, the level of involvement becomes dependent on the activities the County Commission directs the JDA to perform. It is likely the following expenses may exist:

- Administrative support required to prepare agenda materials, research potential projects and opportunities as directed by the Authority.
- Develop processes to track funding in support of projects and initiatives approved by the Authority.
- Various activities that advance Authority projects and initiatives, as directed by the Commission and/or Authority Board.
- Other expenses that may be identified and authorized by the Commission or the JDA.

One previously discussed concept is that the Greater Fargo Moorhead Economic Development Corporation (GFMEDC) may be considered an Industrial Development Organization (IDO), and the County could potentially contract with GFMEDC to provide administrative support to the Authority. It is my understanding Mr. Burdick has advised that Century Code is much clearer in allowing a municipality-formed JDA to contract with an IDO than county-formed JDA's. This potential partnership may require additional research.

One additional question - regardless of if Cass County chooses to form a stand-alone JDA or partner with another organization to form a joint JDA, is the question of non-North Dakota participation. We are a cross-border community and economic activities routinely flow between Cass and Clay Counties. With respect to a JDA, non-North Dakota members could be appointed as non-voting members of the Authority Board.

Based on this information, the Board may have additional questions or direction. Two potential motion have been prepared in anticipation of several potential next steps the Commission may wish to consider.

SUGGESTED MOTION: Direct the County Administrator to work with the State's Attorney to Draft a Resolution to Create a Cass County Job Development Authority.

-or

SUGGESTED MOTION: Take the information developed under advisement and potentially consider action to create a Job Development Authority at a later date.