SRP EDD BY LAWS

I. 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 District 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 District 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.

II. 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 [G.L. c. 40B, §14]. The further purpose of this District 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 District and the general welfare and prosperity of its citizens.

III. 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 and the year 1968 engraved on its face.

C. The Commission’s fiscal year shall terminate on the 30th day of June each year.
IV. THE COMMISSION, POWERS, MEMBERSHIP, AND MEETINGS

A. PURPOSE

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.

The Commission will perform and execute these powers and duties in compliance with federal non-discrimination laws including Title VI of the Civil Rights Act of 1964 (Title VI), and in compliance with related federal non-discrimination laws administrated by the Federal Highway Administration that prohibit discrimination based on race, color, or national origin (including limited English proficiency) or on the basis of age, sex, and disability. The Commission will also act while complying with the Massachusetts Public Accommodation Law, G.L. c. 272, §§92a, 98, 98a, prohibiting making any distinction, discrimination, or restriction in admission to or treatment in a place of public accommodation based on race, color, religion, creed, national origin, age, sex, sexual orientation, disability, or ancestry. The Commission also complies with the Governor’s Executive Order 526, section 4 requiring all programs, activities, and services provided, performed, licensed, chartered, funded, regulated, or contracted for by the state shall be conducted without unlawful discrimination based on race, color, religion, creed, national origin, sex, sexual orientation, disability, or ancestry.

B. COMMISSION MEMBERSHIP:

(Members may be added or excluded as provided by law.)

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<th>Acushnet</th>
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<td>Rehoboth</td>
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C. AT-LARGE COMMISSIONERS

1. The Commission may be increased by a total of six (6) members who shall be representative of low-income and minority groups, and reside 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.

2. Minorities shall be those defined by EDA Directive 7.06 dated June 1, 1971, entitled “Minority Representative and Employment Requirements for Development District Organizations, County and Multi-County Planning Organizations, and OEDP Committees” and amendments thereto.

3. 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.

4. The nomination of an At-Large Commissioner shall be in compliance with policy guidelines of the Commission.

5. For the purpose of this section, qualified community groups shall be organizations, associations, or bodies that are established on or before July 1 of the previous fiscal year. A community group shall be defined as one of the following:
   a. a legal non-profit corporation or association whose members are minority and/or low-income; or
   b. 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

1. Each Commission member will receive notice of meetings via his/her email address of record with the Commission at least seven (7) days in advance of each meeting. If applicable, the member’s Town email address shall be the primary contact. The notice shall state the place, day, hour, and purpose of each meeting. The agenda and related material, when possible, will be sent at least five (5) days prior to the meeting. Notice and agenda of Commission meetings will be also posted on the SRPEDD website following the same time requirements. All meetings will be posted and conducted in accordance with the Open Meeting Law, G.L. c. 30A, §§18-25, or as amended.

2. Except as provided otherwise in these by-laws, regular meetings of the Commission will be held, at a minimum, in the months of February, April, June, and October at times, dates, and locations designated by the Chairman with approval by the officers. Additional meetings may be scheduled, as required, to conduct the business of the Commission.
3. The annual meeting of the Commission will be held prior to the end of the fiscal year.

4. The October meeting will be held for the purpose of determining the assessment upon the cities and towns within the district for the following fiscal year.

5. Special meetings of the Commission may be called by the Chairman and will be called by him/her upon written application to the Chairman by a member from each of at least four (4) member communities.

6. In addition, in any special situation that four (4) of the Officers will certify in writing as an emergency, special meetings of the Commission may be called by the Chairman, or any other of the Officers, upon forty-eight (48) hours’ notice. In such special emergency situations, said notice may consist of e-mail notice, verbal contact in person, or by telephone message accepted at the Commissioner’s address of record. At such special or emergency meetings, only the matter directly connected may be considered or acted upon. Written certification of such emergency signed by the petitioners or by the Officers will be read as the call of the meeting and will be filed with the Secretary as part of the records and minutes of the meeting. Such meeting will be posted in accordance with the Open Meeting Law.

7. Designees: Commissioners may send a designee from the Board that they represent to a Commission meeting in their place. The designee may vote and be counted toward the quorum only with a fax, scan, or email stating authorization, from the appointed Commission member.

E. CONDUCT OF MEETING

1. Meetings of the Commission and committees will be conducted in accordance with Robert’s Rules of Order Revised and the Open Meeting Law, except as otherwise provided in these by-laws in Sections 6e and 6f. One-third of the total number of duly qualified Commission members of record will constitute a quorum at a meeting of the Commission and a majority of a quorum will be competent to act, except where otherwise provided by the law or by these by-laws. The quorum will 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.

2. A majority vote of a quorum of the Commission will be competent to approve, revise, or rescind any action of the Executive Committee.

3. A quorum of a committee will be a majority of the qualified membership.
V. OFFICERS

A. The officers of the Commission who will be members thereof will consist of the Chairman, Vice-Chairman, Secretary, Treasurer, and Assistant Treasurer. The immediate Past-Chairman will 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, will be elected annually at the annual meeting of the Commission, and will hold such office until their successors are duly qualified. In the event a vacancy occurs prior to the annual meeting, such vacancy will be filled by an election held for the purpose at the next Commission meeting. The necessity of such election will be included in the notice for the meeting.

C. Chairman: The Chairman will preside at all meetings of the Commission and the Executive Committee. He/she will have general care and direction of the affairs of the Southeastern Regional Planning and Economic Development District. He/she will 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, will 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 the Secretary in the absence or incapacity of the Secretary, with the title of Acting Secretary.

D. The Chairman will be a member 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 will be charged with the duties of making nominations for the election of Officers and members of the Executive Committee.

E. Vice-Chairman: The Vice-Chairman will carry out all duties assigned to him/her by the Chairman. The Vice-Chairman will 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 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.

F. 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 will, if requested by the Chairman, work with and advise the Executive Director on municipal contracts.
G. Secretary: The Secretary will see that the seal of the Commission and all books and records of the Commission, with the exception of those dealing with the fiscal affairs of the Commission, are stored at the District offices. He/she will be responsible for certifying the minutes and votes of the meetings of the Commission and the Executive Committee. The meeting minutes and votes will be maintained in a file specifically designated for said purpose.

H. Treasurer: The Treasurer will oversee the funds and accounts in such banks or trust companies as the Finance Committee may designate. A record of accurate books of account will be kept by a finance director hired by the Commission. Said books of account will always be open to inspection by any member of the Commission at the office of the Commission, upon giving reasonable notice. At the annual meeting, the Treasurer will present to the membership of the Commission, a report of the financial status of the district and the activities of the preceding year. The Treasurer, or the Assistant Treasurer in his/her absence, will co-sign, along with the Executive Director, or the Deputy Director in the absence of the Executive Director, all checks and drafts in payment for the expenses of the District, upon warrants for such payment approved by a majority vote of the Finance Committee, or in its absence, by majority vote of the Executive Committee. He/she will 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 will have as surety a surety company authorized to transact business in Massachusetts, and any expenses incurred thereby will be borne by the Commission when required by law.

I. Assistant Treasurer: The Assistant Treasurer will carry out all the duties assigned to him/her by the Treasurer. The Assistant Treasurer will 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 will 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.

VI. ADVISORY COMMITTEE

A. The Commission will appoint to the Regional Economic Strategy Committee (RESC), which has and shall serve as the agency’s Advisory Committee, established under Section 13 of Chapter 40B. In consult with the Executive Director and others, the Economic Development/Community Development Director will formulate and refer to the RESC problems, issues, and policies relating to economic development for its deliberation and advice.
B. All motions and resolutions of the Regional Economic Strategy Committee (RESC) pertaining to either the drafting, update or implementation of the region’s Comprehensive Economic Development Strategy (CEDS), and/or related economic development initiatives shall be forwarded to the Commission for their approval and appropriate action.

C. The Economic Development/Community Development Director, through the recommendation of members for appointment to the RESC (and the Commission, through its approval of said members) shall be responsible for ensuring compliance of the Committee with requirements spelled out by the federal Economic Development Administration (EDA) under 13 CFR Chapter III Section 303.6, which among other provisions, stipulates that the Strategy Committee must represent the main economic interests of the Region, which may include Indian tribes, the private sector, State and other public officials, community leaders, private individuals, representatives of workforce development boards, institutions of higher education, minority and labor groups, and others who can contribute to and benefit from improved economic development in the relevant Region.

D. Membership of the Regional Economic Strategy Committee (RESC) shall consist of diverse representatives from the community residing within the district, recommended by the Executive Director, and approved by the Commission. They shall be drawn from diverse area entities, organizations and stakeholder groups such as:

1. chambers of commerce;
2. institutions of higher education;
3. workforce investment boards;
4. private sector engineers, developers and economic development consultants;
5. regional employers;
6. public officials involved with state, regional, or local economic and community development;
7. area non-profits and other organizations with in economic development or related expertise; and
8. citizens and community leaders able to contribute to and benefit from improved economic opportunities across the region.

VII. EXECUTIVE COMMITTEE

A. For the purpose of providing continuous direction of the affairs of the District, there will 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 will not be fully effective until approved by separate and specific votes of the Commission:

1. The adoption of, or changes to, comprehensive plans and comprehensive economic development programs and recommendations for physical, social, and economic improvement of the District.

2. The power to adopt or to change the work program and its implementations.

3. The adoption of temporary committee policies.

4. The following powers of the Commission are retained by the Commission and may not be exercised by the Executive Committee:
   a. the power to appoint members and to consider recommendations of the Advisory Committee;
   b. the power to adopt or change the annual budget and to determine assessments upon cities and towns within the District;
   c. the power to hire and to remove the Executive Director;
   d. the authorization of debt in anticipation of revenue;
   e. approval of changes in District boundaries;
   f. the election of Officers and members of the Executive Committee; and
   g. the adoption of, and amendments to, the By-laws.

5. The Executive Committee will have the following composition:
   a. the officers of the Commission, who will serve as the officers of the Executive Committee;
   b. four (4) members of the Commission who will be elected by a majority vote of the Commission and who will be selectmen or designees of selectmen; and
   c. four (4) members of the Commission who will be elected by a majority vote of the Commission and who will be representatives of the planning boards.

6. 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.

7. 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 will 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 will have the full effect of a Commission vote.

8. A written report of any, and all, actions taken by the Executive Committee will be forwarded to each member of the Commission within thirty (30) days of any action using the Commissioner’s email of record.

9. For the purpose of assisting the Executive Committee in the consideration of matters brought before the Commission, the Executive Committee may ask the Chairman to request the Commission to appoint special advisory committees to review such matters and to make recommendations for Commission action. Such committees will include not less than three Commission members.

10. The Executive Committee will 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.

VIII. EXECUTIVE DIRECTOR

A. The Executive Director, on behalf of and with the approval of the Personnel Committee and an affirmative vote of the Commission, will employ and appoint all other employees of the District, including temporary or part-time personnel.

B. The Executive Director will be bonded in the same manner as the Treasurer, in such amount as the Executive Committee will require.

IX. AMENDMENT OF THE BY-LAWS
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.

X. FINANCE COMMITTEE

A. There will be a Finance Committee, appointed by the Commission chairman, consisting of four (4) Commission officers and three (3) additional Commission members who will serve until their successors are duly qualified.

B. The Finance Committee will be responsible for the implementation of the fiscal policies of the District, and will be authorized by vote of the Commission or the Executive Committee.
XI. SOUTHEASTERN MASSACHUSETTS METROPOLITAN PLANNING ORGANIZATION (SMMPO)

A. The Southeastern Massachusetts Metropolitan Planning Organization consists of thirteen (13) members representing the following:

1. Secretary and Chief Executive Officer of Massachusetts Department of Transportation;

2. Highway Administrator of the MassDOT Highway Division;

3. Chairman of Southeastern Regional Planning and Economic Development District Commission;

4. Administrator of the Southeastern Regional Transit Authority (SRTA);

5. Administrator of the Greater Attleboro Taunton Regional Transit Authority (GATRA);

6. Mayors of Attleboro, Fall River, New Bedford, and Taunton; and

7. Members of four (4) Boards of Selectmen in the Southeastern Regional Planning and Economic Development District to be elected by the Southeastern Regional Planning and Economic Development District Commission.

B. 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 (4) representatives of Boards of Selectmen utilizing the procedure described below:

1. Term of Office: Two (2) representatives will be elected each year for two-year terms. Elections will be held annually in the month of May or June.

2. Solicitation of Nominees: Annually, the SRPEDD Commission will send notices to the Board of Selectmen and SRPEDD Commissioners of each of its member towns. The purpose and role of the SMMPO and a description of the election process will accompany the notice. Each member of every local Board of Selectmen from member communities will be offered an opportunity to nominate themselves as a candidate for election to the SMMPO. Nominations will be returned to SRPEDD offices within four (4) weeks of the date they are distributed. Nomination forms are typically distributed by the second (2nd) week of the month of May.

3. Election of Selectmen Representatives: Nominations will be referred to the SRPEDD Commission for a vote at a regularly scheduled meeting of the Commission in the
month of June. All names and towns of the interested selectmen will 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.

4. Designees: Board of Selectmen members elected to the SMMPO may send a designee to a meeting in their place. The designee may vote only with written and signed authorization from the elected SMMPO member.

5. Vacancies: Should a selectmen’s position fall vacant between annual elections, the represented town for that vacancy may nominate, and the SRPEDD Commission may elect, a duly eligible candidate from that town’s Board of Selectmen to temporarily fill the vacancy until the following election. In the event that no member of the municipality’s Board of Selectmen is able to fill the vacancy, then any member town may nominate, and the SRPEDD Commission may elect, a candidate to fill the vacancy for the remainder of the term. (Amended May 23, 2018)