

**BYLAWS
OF THE
MID-EAST COMMISSION**

as amended
July 18, 2013

ARTICLE I
NAME OF COMMISSION

SECTION 1. The name of (his organization shall be the Mid-East Commission, thereafter referred to as the Commission.

GEOGRAPHIC REGION

SECTION 2. The Region in which this Commission will be active shall be the Counties of Beaufort, Bertie, Hertford, Martin and Pitt. The headquarters of the Commission shall be in Washington, North Carolina, or as determined by the Board from time to time.

ENABLING LEGISLATION

SECTION 3. This Commission is established as authorized pursuant to acts of the General Statutes ratified in 1973 by the General Assembly of the State of North Carolina as set forth in Chapter 153A, Section 391 to 398.

ARTICLE II
COMMISSION MEMBERSHIP

SECTION 1. The membership of the Commission shall be composed of local governmental units who have given written notice of their desire for membership and have paid the approved membership dues, or the pro rata share thereof.

SECTION 2. Any member government may withdraw from the Commission by giving at least 90 days notice to the Commission office.

SECTION 3. The autonomy of local governments shall at all times be respected by the Commission.

SECTION 4. All of the rights and privileges of membership in the Mid-East Commission shall be exercised on behalf of its member governments by representatives on the Mid-East Commission Board.

ARTICLE III
PURPOSE AND OBJECTIVES

The Commission is designed for the purpose of providing a continuous program of comprehensive assistance to the Region. This includes the areas of human services (Aging, Emergency Services, Workforce Development and Senior Community Services Project), as well as economic and community development, general technical assistance, and other activities deemed appropriate by its member governments. In pursuit of this general overall objective, the Commission shall prepare studies and plans designed to promote, with the greatest efficiency, the coordinated orderly development and growth of the Region. The Commission shall promote intergovernmental cooperation in establishing a framework for joint Federal, State and local efforts in a program of regional development. The Commission shall work closely with local governing bodies and the private sector in providing those services needed to strengthen the economic base of the Region.

ARTICLE IV
DUTIES, POWERS AND RESPONSIBILITIES OF THE COMMISSION

The Commission shall, within the limitation of resources provided by member governments and other resources, have the following powers, duties and responsibilities:

1. To serve as the Lead Regional Organization for substate Region Q as the Regional Clearinghouse.
2. To study regional problems and develop, as directed by the Commission Board, regional plans affecting such areas as human resources, education, housing, workforce development, transportation, emergency services, recreation, land use and open space, economic development, natural resources and water quality.
3. To assist and promote the economic stability and development of the Region.
4. To promote intergovernmental cooperation by serving as a forum for discussion of intergovernmental concerns, assisting cooperative arrangements and coordinated action among local governments, and developing policy recommendations concerning matters of regional significance.
5. To facilitate effective communication and information transfer among units of local government, other levels and agencies of government, and other institutions and organizations by serving as a central data center for the collection and dissemination of information on topics of local and regional interest.
6. To request and receive funds from its member governments, from other levels of government, and other agencies, organizations, foundations, or institutions; to appropriate and expend, in accordance with approved budgets and the requirements of any applicable law, contract, or regulation, funds to carry out the duties and responsibilities of the Commission.
7. To employ personnel, purchase supplies, equipment, and services, execute contracts, lease or purchase real property, and engage in similar business activities as authorized by approved budgets and the Commission Board.

8. To adopt additional policies, rules and procedures, consistent with applicable statutes and these bylaws, needed to carry out the business of the Commission.
9. To provide other assistance as requested and approved by the Commission Board.
10. To perform other duties and responsibilities authorized by enabling legislation and directed by the Commission Board.

The Commission shall have no power to levy any tax or acquire any property by exercise of eminent domain. The Commission should not compete directly with its member governments for intergovernmental funding, operation of programs, or delivery of services unless approved by the Board.

ARTICLE V
THE GOVERNING BODY OF THE MID-EAST COMMISSION

SECTION 1. The governing body of the Mid-East Commission shall be known as the Mid-East Commission Board or the Board.

The Board shall consist of one representative from each of the member governments. The appointed members shall elect a Chairman to preside at all meetings and other officers as set out in Article IX hereinafter. The Board policy will be to achieve minority representation on the Board that is proportionate to the minority population in the region according to the official US Census taken every 10 years. In the event that minority representation is not met, the following procedure shall be employed:

- A minority representative shall be appointed by each county until minority representation is achieved.
- The order of appointments will be made according to population, with the most current census being the population guideline.
- For illustration purposes, the 2010 Census population figures for the Mid-East Commission are as follows:

• Pitt County	168,148
• Beaufort County	47,759
• Hertford County	24,669
o Martin County	24,505
• Bertie County	21,282

SECTION 2. All Board appointments shall be certified by a resolution or letter of the respective Board of County Commissioners, or the participating Municipal boards, and a copy of said resolution or letter shall be filed in the office of the Commission.

SECTION 3. All Board members from member organizations shall be appointed for a two-year term beginning January 1. Board members may be reappointed in succeeding years but will serve at the pleasure of the appointing member government.

SECTION 4. After three absences from regular Board meetings or 50% of those held during the calendar year the Commission will notify the appropriate governing officials and request a replacement.

SECTION 5. An alternate may be named by a respective governing body to serve on the Board in any capacity of the appointed member. Alternates appointed by the respective governmental unit may serve as an alternate on the Executive Committee if the appointed member is currently appointed by the Board. Officers of the Board may not be represented by an alternate.

SECTION 6. The Board shall meet on a schedule that is adopted annually by the Board and at the other times upon the call of the Chairman or any three of the officers. Special meetings shall be announced by written notice served upon or mailed to each Board member at least five days prior to the meeting. The written notice shall specify the time, place and purpose of the called meeting.

SECTION 7. The election of officers shall take place by the March meeting each year and the new officers shall be installed at the annual meeting.

SECTION 8. The annual budget shall be approved in accordance with the Local Government Fiscal Control Act.

SECTION 9. When a quorum as defined in Article XII is present at any meeting, the vote of the majority of the Board members present shall decide any question brought before such meeting.

SECTION 10. All business shall be conducted in accordance with rules of order, adopted by the Board.

SECTION 11. In the event of a vacancy on the Board, the affected governmental unit will be notified and requested to appoint a replacement representative to fill the remainder of the term for the vacant seat.

SECTION 12. Written notice may include notice by electronic means where allowable by NC General Statutes.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. The Board shall appoint an executive committee consisting of ten members.

- a. There shall be two (2) representatives from each county - one of which must be a municipal representative and one of which must be a county representative.
- b. The executive committee shall adhere to the following process to determine the representatives:
 1. The five officers as elected by the Board
 2. The remaining five positions shall be filled by an additional representative from each county, so that there will be one municipal and one county representative from each county. Ex: If the county representative is an officer, the remaining position will be filled by a municipal representative.

3. Other members as necessary to insure the Executive Committee achieves minority representation that is proportionate to the minority population in the region according to the official US Census taken every 10 years. The supplemental minority representatives, if needed, shall be appointed from among the Mid-East Commission Board members by a caucus of the minority representatives of the full Board to insure there is a sufficient representation of minorities from those counties not already represented on the Executive Committee. The Chairman of the Board shall call the caucus.
- c. The immediate past chairman of the Board shall serve as an ex-officio non-voting member, unless he also serves in the capacity of subsection bl., b2., or b3 above.

SECTION 2. All Executive Committee members shall be appointed or reappointed as hereinabove provided by March of each year and the term of office shall be concurrent with the new officers installed at the annual meeting each year.

SECTION 3. The Executive Committee shall meet prior to each Board meeting, and shall receive recommendations from Board committees and the Executive Director. These recommendations shall be discussed and brought before the Board with comments or recommendations from the Executive Committee.

SECTION 4. The Chairman may call special meetings of the Executive Committee subject to the provisions of Article V Section 6 hereinabove regarding special meetings of the Board.

SECTION 5. The Chairman of the Board, or in his absence, the next ranking officer, shall preside at all meetings of the Executive Committee.

ARTICLE VII DUTIES OF EXECUTIVE DIRECTOR

The Mid-East Commission Board shall employ an Executive Director who shall be qualified by training and experience and shall serve at the pleasure of the Board. His duties shall be as follows:

- a. The Executive Director shall be the chief administrative officer, subject to the rules and regulations of the Board; act for and in the name of the Mid-East Commission and appoint and remove all subordinate employees of the Commission.
- b. The Executive Director shall direct and supervise the administration of all Mid-East Commission programs and employees subject to the general direction and control of the Mid-East Commission Board.
- c. The Executive Director shall attend all meetings of the Board and Executive Committee and recommend any measures that he/she considers expedient.
- d. The Executive Director shall see that all policies, programs and orders adopted by the Board are faithfully executed.
- e. The Executive Director shall prepare and submit the annual budget for the

- Commission. In addition he/she shall submit an estimate of the annual membership fees of member governments by the March Board meeting.
- f. The Executive Director shall execute any contracts and grants for activities and programs as required and included in the approved budget.
 - g. The Executive Director shall make a complete report on the finances, activities and programs of the Commission to the Board annually.
 - h. The Executive Director shall make any other reports to the Board and Executive Committee as directed.

ARTICLE VIII
DUTIES OF THE MID-EAST COMMISSION BOARD

The Board is empowered to determine and establish policy and take such actions on those matters which will best carry out the purposes and responsibilities as provided for in these bylaws. Their duties are the following:

- a. Establish policy.
- b. Adopt and approve the annual program of work setting forth the goals, objectives and work activities.
- c. Adopt and approve the annual budget.
- d. Determine the annual membership dues.
- e. Approve all grants and funding.
- f. Approve all professional staff positions, salaries and pay classification plans.
- g. Select officers of the Board annually.
- h. Direct the work and activities of advisory committees and give final approval to such committee actions and recommendations.

ARTICLE IX
OFFICERS

SECTION 1. The officers of the Board shall consist of a Chairman, a First Vice Chairman, a Second Vice Chairman, a Secretary and a Treasurer; all of whom are to be elected from and by the Board.

SECTION 2. The officers shall be elected by the March meeting each year and assume office upon installation at the annual meeting.

SECTION 3. The Chairman, First Vice Chairman, Second Vice Chairman, Secretary, and Treasurer shall be elected for a term of one (1) year. Officers may succeed themselves in any office they may have held for the preceding term but may not serve more than two consecutive terms in the same office. No more than one (1) officer shall come from any one county.

SECTION 4. Vacancies in any office, arising from any cause, may be filled by the Board at any regular or special meeting for the remainder of that year.

SECTION 5. The Chairman of the Board shall be an ex-officio member of all

committees with the exception of the nominating committee.

SECTION 6. The immediate past Chairman will be an ex-officio non voting member of the Board, until a new Chairman is elected, unless he is reappointed by his appointing authority, in which case he shall have full Board privileges.

ARTICLE X DUTIES OF OFFICERS

SECTION 1. The Chairman of the Board shall:

- a. Preside at all regular and special meetings of the Board.
- b. See that all orders and resolutions of the Board are carried out and provide general supervision to all officers.
- c. May execute any conveyances, bonds, notes, contracts and agreements authorized by the Board.
- d. Appoint work committees as may be directed by the Board.
- e. Represent the Board at various public meetings, etc., at which Commission affairs may be discussed and considered.
- f. Carry on a variety of public relations activities, such as speaking before citizen groups, holding news conferences, radio and television interviews, etc., where Commission proposals, programs and accomplishments may be discussed.

SECTION 2. The First and Second Vice Chairmen shall perform such duties as may be assigned by the Chairman or by the Board in carrying out the objectives of the Commission. In the event the Chairman is unable to act for reasons of absence and/or other temporary causes, the First Vice Chairman shall act. In the event the First Vice Chairman is absent, the Second Vice Chairman shall act.

SECTION 3. The Treasurer shall perform all the duties usually performed by a treasurer, and as such shall collect, receive and hold monies of the Board, endorse and collect any negotiable instruments. The Treasurer shall set up and maintain bank accounts as deemed necessary or required in conducting the affairs of the Board. The Treasurer shall submit all accounts for audit prior to the annual meeting. The Treasurer may assign these duties to the Finance Officer.

SECTION 4. The Secretary shall be responsible for all permanent records of the Board, its minutes, contracts and other documents and for official notifications and correspondence as may be required. The Secretary may assign the taking of the minutes to the Commission staff.

ARTICLE XI ADVISORY COMMITTEES

SECTION 1. The Board shall appoint all members to serve on the areawide advisory committees in accordance with the grant requirements.

STANDING COMMITTEES

SECTION 2. The Chairman may appoint standing and special committees as he may deem advisable. Each committee shall submit a report to the Board or the Chairman at such time as the Chairman may direct.

NOMINATING COMMITTEE

SECTION 3. At the January meeting of the Board, the Chairman shall appoint a nominating committee consisting of five members, one from each county, and shall name the Chairman of the committee. The nominating committee shall notify the Executive Director, in writing, at least 15 days before the date of the March meeting of the names of the candidates for all the offices of the Board, and the Executive Director shall mail a copy thereof to each Board member at least ten days before the meeting. Nominations may also be made from the floor. Elections will be held at the March meeting and officers will assume their responsibilities upon installation at the annual meeting.

ARTICLE XII VOTING QUORUM

SECTION 1. At least 30% of the members and/or alternates of the Mid-East Commission Board shall constitute a quorum at any regular or special meeting.

SECTION 2. At least 50% of the members and/or alternates of the Executive Committee shall constitute a quorum at any regular or special meeting.

ARTICLE XIII CONDUCT OF BUSINESS

At the regular meetings of the Board the following shall be the order of business: 1. Establish Quorum 2. Approval of minutes 3 Report of the Treasurer 4. Report of Committees 5. Report of the Executive Director 6. Unfinished Business 7. New Business 8. Adjournment.

ARTICLE XIV BUDGETS AND DISBURSEMENTS

SECTION 1. The fiscal year for the Commission will normally be from July 1 to June 30 unless otherwise approved by the Commission Board.

SECTION 2. The Board shall adopt an annual budget in accordance with the NC Local Government Budget and Fiscal Control Act each year for presentation to the respective member governments with specific membership fees. Such requests shall be in amounts proportioned among the respective members in accordance with the most recent decennial population figures and other economic guidelines approved by a majority vote of the Board.

SECTION 3. All disbursements of funds, except nominal petty cash items, shall be made

by check and countersigned by any two of the following persons: the Executive Director, Chairman, Finance Director, and Treasurer.

SECTION 4. Expenditures must be dispersed in accordance with adopted budgets, special terms and conditions of grants and contracts, and other fiscal management policies and procedures established by the Board and the NC Local Government Budget and Fiscal Control Act.

SECTION 5. A single audit shall be made annually by an independent Certified Public Accountant of all the funds of the Commission in accordance with the NC Local Government Budget and Fiscal Control Act.

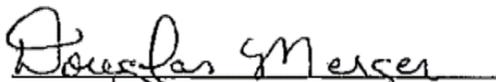
ARTICLE XV
DATE OF EFFECTIVENESS

These bylaws shall become effective on such date as the Mid-East Commission Board has passed a resolution approving the bylaws and furnished such resolution to the Commission offices with the exception of any changes to Board membership. Board membership changes required by the revised bylaws shall be effective January 1, 2014. On that date the previous bylaws of the Commission shall become null and void.

ARTICLE XVI
AMENDMENTS

These bylaws may be amended, supplemented or superseded only by an affirmative vote of not less than the majority of the members of the Board; provided, however, members shall be given at least ten days written notice of such proposed amendments.

Amended, approved and adopted on the 18th day of July, 2013.


Chairman


Executive Director