

CONSTITUTION AND BY-LAWS
OF THE
RANGE ASSOCIATION OF MUNICIPALITIES
AND SCHOOLS

Adopted: January 26, 2005

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ARTICLE I - NAME

Section 1: The name of the organization shall be the: RANGE ASSOCIATION OF MUNICIPALITIES AND SCHOOLS.

Section 2: The principal office of the organization shall be at a place in the Taconite Relief Area as described by MS 273.134 as designated by the Board of Directors. The organization may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1: The term "Association" shall mean the "Range Association of Municipalities and Schools". Said association shall be construed as a governmental subdivision for all purposes envisioned by applicable Minnesota law.

Section 2: The term "municipality" shall mean any city or town in the previously described Taconite Relief Area.

Section 3: The term "Board of Directors" shall mean the board of directors of the Association.

Section 4: The term "members" shall mean any municipality or school district whose dues are current.

ARTICLE III- PURPOSE

THE PURPOSE OF THIS ASSOCIATION SHALL BE TO:

1. Promote the economic development and general welfare of the municipalities and school districts located within the Iron Range area of northeastern Minnesota.
2. Serve as the primary representative of the collective interests of all Range municipalities and school districts on Range-wide issues and statewide issues with unique Range significance.

3. Provide collaborative problem solving efforts between and among municipalities and schools districts, the State, the Legislature, and private interests which demand area-wide coordination and cooperation.

4. Effectively express in a unified voice, policies concerning the structure, powers, and other local government matters relating to municipalities and school districts in northeastern Minnesota to the legislature, state agencies, League of Minnesota Cities, Minnesota School Board Association, media, and other private interests.

5. Serve as a forum for the interchange of ideas in which all members may develop and propose policies and positions on matters of concern to the Range and develop strategies for advocating such policies or positions.

6. Assist members on issues or concerns specific to their municipality or school district.

7. Develop and provide, in concert with statewide organizations or agencies, programs of technical assistance to members, and enhance member effectiveness through conferences and research.

8. Establish specific prioritized agenda, including legislative proposals, to address member needs.

9. Generate and promote information concerning issues and proposed solutions affecting Range municipalities and school districts to the legislature, state agencies, and to the public at large.

10. Coordinate the efforts of members to promote the Association's interests within other statewide organizations.

11. Enhance the quality of life in northeastern Minnesota by promoting efficient and progressive service delivery for our residents.

ARTICLE IV - MEMBERSHIP

Section 1: ACTIVE MEMBERS - Any municipality or school district located within the Taconite Relief Area as described by M.S. 273.134, is eligible for active membership in the Association by notifying the Board of such desire, and by paying the annual dues prescribed by the Board.

Section 2: ASSOCIATE MEMBERS - The Board may approve, upon application and payment of nominal dues determined by the Board, Associate Membership to the Association. An Associate Member shall have the privilege of full participation in Association activities, but shall not have the right to vote at annual meetings or the right to membership on the Board.

Section 3: When a municipality or school district becomes a member of this Association, any official or officials of such municipality or school district by the normal appointment procedure of such municipality or school district may become a delegate or delegates to any official meeting of this Association, and shall have the normal floor privileges thereat. Each member organization, however, shall have but a single vote and the delegates for each member shall vote as a unit.

Section 4: Any member may withdraw from the organization upon payment of all dues to-date and by notifying the Board in writing.

ARTICLE V - DUES AND ASSESSMENTS

Section 1: SCHEDULE - The annual dues for each member of the Association shall be established by the Board under the guidelines of M.S. 471.58. The dues shall be fixed by the Board in amounts which together with other income and surplus funds, if any, are sufficient to finance the budget adopted by the Board. A change in dues shall be made no later than December 1st of the year prior to the effective change. Dues shall be payable annually and will be billed to members in January.

Section 2: FAILURE TO PAY DUES - Any member which has failed to pay its dues by the first of May following the due date shall be stricken from the membership roll unless the time of payment is extended by the Board. Reinstatement shall be upon such terms and conditions as prescribed by the Board.

Section 3: SPECIAL ASSESSMENT - A special assessment may be charged to a member or group of members for Association purposes above and beyond normal membership services upon recommendation of the Board and approval by the membership at either the annual meeting or a special meeting called for that purpose.

Section 4: ACCOUNTS - All membership fees, dues, and special assessments shall be kept on the books of the Treasurer in a Membership Fund and all funds received from the State of Minnesota from the Taconite Production Tax and all money donated, given, granted or devised to the Association shall be kept in a special Operating General Fund on the books of the Treasurer. Such books and records shall be open for public review as dictated by applicable Minnesota law as it applies to the association. Such funds shall be under the supervision of the Board and shall be expended only for the purposes of meeting the expenses of the Association and Board to accomplish the purpose and objectives of this Association.

ARTICLE VI - FISCAL REQUIREMENTS

Section 1: BUDGET - The annual budget shall be adopted by the Board by December 1st immediately preceding the fiscal year for which the budget is applicable.

Section 2: FISCAL YEAR - The fiscal year of the Association shall be January 1 through December 31.

Section 3: AUDITS - The accounts and finances of the Association shall be post-audited annually.

ARTICLE VII - OFFICERS AND COMMITTEES

Section 1: OFFICERS - The Officers of the Association shall include an elected President, an elected Vice-President, an elected Secretary, and an Ex Officio Executive Director. The elected officers and the immediate past President shall all be members of the Board. In addition to the named officers, up to 18 other directors plus three additional director positions filled in the following manner:

- 1) By the Chair of the Range Mayor's and Town Chair's Association, and
- 2) By the Chair of the Range Superintendent's Legislative Committee and the Immediate Past Chair of the Range Superintendent's Legislative Committee

shall be elected to the board at the Annual Meeting of the Association.

Section 2: ELIGIBILITY - To be eligible to serve as an officer or a member of the Board of Directors of the Association, a person shall be either an elected official of a governing body, or a school superintendent. Any vacancy in an elective office shall be filled for the remainder of the term by the Board except that a vacancy in the office of the President shall be filled for the remainder of the term by the succession of the Vice-President, and except that a vacancy in the office of Director occurring within 60 days prior to the Annual Meeting and which term has more than one year remaining shall be filled by election at the Annual meeting for the remainder of the term. This provision does not apply to the office of Immediate Past-President. .

Section 3: OFFICER'S TERMS - Officers shall be elected at the Annual meeting of the Association and they shall take office at the next regular meeting immediately following the Annual Meeting. The President, Vice-President, and Secretary shall each be elected annually for one-year terms, and the Directors shall be elected for two-year overlapping terms. Nine directors elected in even numbered years, and nine directors in odd numbered years. The same person may not be elected to the office of President for more than two consecutive terms. The Chair of the Mayors and Town Chair's Association and the Chair and Immediate past Chair of the Range Superintendent's Legislative Committee shall be elected each year at the Annual Membership Meeting. To fill a vacancy, unless elected to the Presidency, Vice-Presidency, or Secretary, primary consideration for vacancy replacement shall be given to members who have not been represented on the board during the past 12 months.

Section 4: BOARD MEETINGS - The Board shall meet at such time as may be determined by it, or by the President, or by any five members, but shall meet at least four times annually. A quorum of the Board is fifty percent of the number elected, plus one, and action by the Board shall require the favorable vote of a majority but not less than fifty percent of the quorum present, plus one. The Board shall be responsible for the general management of the affairs of the Association

Section 4: BOARD MEETINGS, continued:

and shall approve any and all expenditures. It shall establish the positions and fix the rates of pay for employees of the Association. It shall adopt a budget for Association operations for each fiscal year. It shall determine the various committees to be appointed and may appoint such consultants, as it deems necessary.

Section 5: PRESIDENT - The President shall be Chair of the Board. The President shall preside at the Annual Meeting and all other meetings of the Association. The President shall appoint all committees established by the Board. In the absence of the President, the Vice-President shall act as President.

Section 6: EXECUTIVE DIRECTOR - The Executive Director shall be appointed by the Board for an indefinite period and may be removed by the Board. The Executive Director shall be the Chief Executive Officer of the Association, subject to the general supervision of the Board. The Executive Director shall appoint the Association employees and shall administer the Association office and member services. The Executive Director shall prepare an annual budget of revenues and expenditures for the consideration of the Board and shall limit expenditures to the total budget approved by the Board. The Executive Director shall submit to the Board and to the members at the Annual Meeting an annual report of the Association affairs, services, and finances. The Executive Director shall have charge of the Association records, accounts and property. The Executive Director shall act as recorder of the Board and cause an official record of the annual and other meetings of the Association to be made. The Executive Director shall be responsible for an account to the Board for all Association funds. The Executive Director shall act as secretary of the Board and cause an official record of the annual and other meetings of the Association to be made. The Executive Director shall act as treasurer and handle all Association funds.

Section 7: SPECIAL COMMITTEES - Special committees may be authorized by the Board as necessary for meeting the objectives of the Association. The committee, appointed by the President, shall, on the completion of its work, make a report to the Board or such forum as the Board may request.

ARTICLE VIII - MEETINGS

Section 1: The Association shall hold an Annual Meeting of the membership each year for the purpose of reviewing the activities of the prior year, to elect the new officers and directors of the Board for the coming year, and to conduct whatever other business that may come before the meeting. The time and place of the meeting shall be designated by the Board which shall also present a proposed agenda for the meeting and a recommended slate of officers and Board of Directors for the consideration of the membership.

Section 2: Special meetings of the membership may be held upon the call of the Board but the business of the meeting shall be limited to purpose slated in the call and notice of said meeting.

ARTICLE IX - AMENDMENTS

Section 1: This constitution may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members voting at either the Annual Meeting or at a special meeting called for that purpose or by official United States mail, should it be impractical to call a special meeting for said purpose, provided, however, (1) that the proposed amendment shall have been submitted to and considered by the Board at one of its prior meetings, and (2) that proper notice of the proposal to amend the constitution and a written copy thereof shall have been mailed to each of the members at least 10 days prior to said annual, special meeting or request to amend via United States mail.

ARTICLE X - DISSOLUTION

Section 1: If at any meeting of the Board the Board determines that the Association should be dissolved, a special meeting of the membership shall be set up to consider the proposed dissolution. Written notice of the special meeting including the purpose thereof shall then be mailed to each of the members at least 20 days prior to the meeting and if two-thirds of the members vote in favor of dissolution, the Association shall be dissolved within 60 days thereafter.

Section 2: Immediately after a vote favoring dissolution, the Board shall proceed to settle any financial obligations pending against the Association and to dispose of all property held by the Association. Any funds remaining after all claims have been settled and all property disposed of shall be returned to each member in proportion to the annual dues which the member paid.