

CONSTITUTION AND BY-LAWS

OF THE

RANGE ASSOCIATION OF MUNICIPALITIES

AND SCHOOLS

Adopted: January 26, 2005
Amended October 22, 2015

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

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 MN. Statute 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 delegates elected at the annual meeting to serve as the board of directors of the Association.

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

Section 5: The term "*alternate*" shall mean the substitute member for an elected board member who shall have full board privileges while filling in during the absence of the elected board member. An alternate must have been selected by the governing body of the elected Board member's organization

Section 6: The term "*Corporate Member*" shall mean an organization, board, cooperative or other governing body that upon application, approval and payment of nominal dues shall have the privileges 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

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, affiliates' of like mind and purpose 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: CORPORATE MEMBERS - The Board may approve, upon application and payment of nominal dues determined by the Board, Corporate Membership to the Association.

Corporate 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. Only those Association members who have a delegate elected to the Board of Directors will have voting privileges at regular RAMS Board meetings. Each member organization, however, at the annual meeting shall have but a single vote and the delegates for each member shall vote as a unit. Association members may also designate an alternate to the board, and upon notification to RAMS of said appointment, the alternate when filling in for the official elected delegate shall have full Board of Directors privileges.

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 that 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 Secretary/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 Secretary/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 within sixty (60) days of the end of RAMS fiscal year (January 1 – December 31).

ARTICLE VII - BOARD OF DIRECTORS AND COMMITTEES

Section 1: ELIGIBILITY - To be eligible to serve as an officer of the Board of Directors of the Association, a person shall be either an elected official of a governing body, or a school superintendent from a unit of government located in the Taconite Relief Area that is current on payment of their annual Association dues.

Section 2: DIRECTOR'S TERMS - The Board of Directors 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 directors shall be elected for two-year overlapping terms. Eleven (11) directors elected in even numbered years, and eleven (11) directors in odd numbered years. In addition to the twenty-two (22) directors elected at the annual Association meeting, two (2) additional director positions will be filled in the following manner making a total of 24 officers on the Board of Directors

- 1) By two (2) superintendents who are employed by Districts within the Taconite Relief Area shall be selected by the Superintendent's Association for overlapping two (2) year terms. One superintendent will be on the ballot each year.

In the event any Director chooses to run for a vacancy as an Executive Officer position of the board and has a year left on his/her term, they shall not forfeit the balance of their term in the event they do not prevail in the election.

The delegates having been duly elected at the annual meeting of the Association shall serve as the Board of Directors with each member, or his/her designated alternate, having full voting privileges at official board meetings. In no case will any Association unit have more than one vote at an official board meeting

Section 3: EXECUTIVE OFFICERS of the BOARD of DIRECTORS - The Executive Officers of the Association shall include an elected President, an elected Vice-President, and an elected Secretary/Treasurer The Executive Director of RAMS shall serve as an Ex-Officio on the board. At the first board meeting following the annual Association meeting, the Executive Officers of the Board of Directors shall be nominated and elected by the duly elected members of the Board of Directors for one year terms. The same person may not be elected to the office of President for more than two consecutive terms.

Section 4: EXECUTIVE OFFICERS DUTIES - 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. The Secretary/Treasurer shall along with the President, be a signatory on the bank accounts of the Association and shall ensure that the finances of the Association are maintained and accounted for.

Section 5. VACANCIES - 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 a 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.

To fill a vacancy on the Board of Directors that occurs after the annual meeting, unless elected to the Presidency, Vice-Presidency, or Secretary/Treasurer, primary consideration for vacancy replacement shall be given to Association member units who have not been represented on the board during the past 12 months.

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 or his/her designee 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.

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 - BOARD MEETINGS

Section 1: - 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 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 2: The Association shall hold an Annual Meeting of the membership each year following the general election in November and before January 31st, 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 3: 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.

CONSTITUTIONAL AMENDMENTS WERE ADOPTED BY A VOTE OF ASSOCIATION MEMBERS:

DATED: 10/22/2015

VOTE TALLY: IN FAVOR OF: 23

OPPOSED: NONE