

CIRCUIT ENGINEERING DISTRICT #1

BYLAWS

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CED President: _____

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Article I

Name and Location

- Section 1. The name of this organization shall be Circuit Engineering District #1 (CED#1), a voluntary Association of County Government of Oklahoma.
- Section 2. Office of the Circuit Engineering District shall be located within ODOT Division 8, Oklahoma and/or in such other localities as may be determined by the Board of Directors.

Article II

Objectives

The objective of this Circuit Engineering District shall be:

1. To allow County Governments to make the most efficient use of their powers by enabling them to cooperate with each other and other units of governments on a basis of mutual advantage and thereby to provide services and facilities in a manner and pursuant to forms of governmental organization that will accord best with geographic, economic, population and other factors influencing the needs and development of county government.
2. To provide research and research support to County Government.
3. To provide assistance to County Governments in performing the functions delegated by law including, but not limited to, the operation of road maintenance, construction, inspection, and equipment purchases and management.
4. To conduct public discussion groups, forums, panels, lectures, and other similar programs.
5. To present courses of instruction and education.
6. To obtain, develop and present scientific and all other types of information relative to the operation of the public transportation system in Oklahoma.
7. For long-range planning and growth of the transportation system within the Circuit Engineering District and other Circuit Engineering Districts within Oklahoma.
8. To provide services to counties in a coordinated manner that will improve the quality of the transportation system and be cost effective.

Article III

Authority

The authority of this Circuit Engineering District shall be as follows:

1. To comply with and carry out the provisions of Title 74, Chapter 31, Interlocal Cooperation Act, and Title 69, Section 687.1 Circuit Engineering Districts of Oklahoma Statutes.
2. To advise and assist its members with how to implement and make an effective transportation plan for the best interest of each member of the Circuit Engineering District.
3. To prepare such programs of research as may be necessary and advisable in carrying out its purposes.
4. To contract for services with persons, firms or units of governments to carry out the purposes of the Circuit Engineering District.
5. To provide periodic reports for the Circuit Engineering District or for its Members as may be required by Federal or State legislation or regulations pertaining thereto, and as are within the scope and range of the purpose of the Circuit Engineering District.
6. To acquire and hold property for its use and to incur expenses to carry out its functions and to lease out such property when not in use.
7. To receive gifts, contributions and donations to carry out the purposes for which it is formed.
8. To assess its members for the services in carrying out its functions.
9. To apply for, contract for, administer, receive and expend funds or grants from any participating member, the State of Oklahoma, the Federal Government, or any other source.
10. To publish studies in connection with its work which may be of benefit to its members or other agencies within and outside of the Circuit Engineering District.

Article IV

Membership

- Section 1. Qualifications. Membership in this Circuit Engineering District shall be composed of counties of Oklahoma by the passage of a Resolution, which accepts the Bylaws of this Circuit Engineering District.
- Section 2. Board Membership. Board membership in this Association shall be limited to County Commissioner or County employee designee appointed by a member county to serve on the Board of Directors or as otherwise set out in these by-laws. Member counties shall submit a resolution designating a Board Member.
- A) Voting can be by alternate County Commissioner when the designated board member is absent.

Section 3. Regular Membership. Regular member is a county commissioner from a member county or county employee designee appointed by a member county to serve for that member county.

Section 4. Non-Voting Membership. The following membership classes shall have no vote and be ineligible to hold office in the Circuit Engineering District:

- A) Affiliate Membership: Affiliate membership may be available to educators, government officials, associations, Native American Tribes and others who have a special interest in county government. Affiliate members may serve on committees other than Nominating, Budget and Finance Committees.
- B) Associate Membership: Associate memberships may be available to any person representing a firm or corporation engaged in selling products or services to members of the Circuit Engineering District. Bylaws and policies governing the participation of associate members shall be approved by the Board of Directors.

Section 5. Admission of Non-Voting Members: Admission of all applicants for affiliate or associate membership shall be by a majority vote of the Board of Directors present and voting at any meeting of the Board, or in such other manner as the Board of Directors may determine.

Section 6. Resignation: Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any cost or charges therefore accrued and unpaid.

Article V Operational Cost

Section 1. Establishment of Operation Cost: Operation cost, dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors and duly published.

Section 2. Delinquency and Cancellation: Any member of the Circuit Engineering District, who shall be delinquent in operation cost, dues and admission fees for a period of sixty (60) days, shall be notified of such delinquency and suspended from further service. If payment is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of a member, is waived by the affirmative action of the Board of Directors.

Article VI

Meeting

- Section 1. Regular Meetings: Regular meetings of the Circuit Engineering District shall be held no less than six (6) times a year at such place and on such dates as may be determined by the Board of Directors.
- Section 2. Special Meetings: Special meetings of the Circuit Engineering District may be called at any time by the President, Vice-President or Secretary-Treasurer or a majority of the Board of Directors.
- Section 3. Notice of Meetings: Written notice of all meetings shall be faxed or e-mailed to each regular and voting member at the member's last known fax or e-mail address, at least two (2) days prior to the date of the meeting.
- Section 4. All meetings, whether regular or special shall be held in accordance with Oklahoma's "Open Meeting Law" (Title 25, O.S. § 301-413).
- Section 5. Quorum of Members: At a regular or special meeting of members, a quorum shall consist of more than fifty percent, or their duly designated substitutes, of the Board of Directors.
- Section 6. Cancellation of Meeting: The Board of Directors may cancel any regular meeting for cause.
- Section 7. Rules of Order: The meetings and proceedings of this Circuit Engineering District shall be regulated and controlled according to Roberts Rules of Order (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.
- Section 8. Location of Meeting: All Regular meetings should be held at the locations designated by the board. Special meetings will be held at a place determined by the President if necessary.

Article VII

Board of Directors

- Section 1. Selection of Board of Directors: The Board of Directors shall be composed of one person appointed by a majority of the Board of County Commissioners of each county participating in the Circuit Engineering District by resolution.
- Section 2. The Board of Directors or specified committee shall establish a budget and determine the salaries, staff, size, space requirements, supplies, duties, obligations and priorities for the operation of the district.
- Section 3. The Board of Directors or specified committee shall determine what services and functions the Circuit Engineering District shall provide, and determine by what method these services and functions will be carried out.

- Section 4. The Board of Directors shall have the authority to employ the circuit engineer for the district. The circuit engineer may be terminated by a majority vote of the board.
- Section 5. The Board of Directors or specified committee shall determine the operational costs and expenses of the Circuit Engineering District and how the participating counties shall share that cost.
- Section 6. Absence: Any member of the Board of Directors who shall have been absent from four (4) consecutive regular meetings of the Circuit Engineering District during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided for in Title 69, § 687.1 O.S., however, the Board of Directors shall consider each absence of an elected officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of Board Members.
- Section 7. Vacancies and Removal: Any vacancy occurring on the Board of Directors between terms of office shall be filled by as provided for in Title 69, § 687.1 O.S. with said person to serve out the remainder of the term.
- Section 8. Compensation: Directors shall not receive any compensation for their services.

Article VIII

Selection of Officers and Terms of Office

- Section 1. Elected officers: The elected officers of this Circuit Engineering District shall be a President, Vice-President, and Secretary-Treasurer to be elected by the Circuit Engineering District Regular Membership during any regular or special meeting after October 1st and before the end of each calendar year and to serve until their successors have been duly elected and assume office.
- Section 2. Qualifications for Office: Any member of the Board of Directors from a member county in good standing, who submits to the Board Secretary in writing their name and office for which they wish to be elected by September 15th of each year shall be placed on the ballot.
- Section 3. Term of Office: Each elected officer shall take office on January 1, and shall serve for a term of one (1) year or until his or her successor is duly elected and assumes office.
- Section 4. Vacancy: Vacancy in officer's term of office shall be filled by vote of the board of directors at the next regularly scheduled or special meeting.

Article IX

Duties of Officers

- Section 1. President: The President shall serve as chairman of the board of Directors. He/she shall also serve as a member, ex-officio, with right to vote in all

committees, except the nominating committee. He shall make all required appointments of standing and special committees and trustees with approval of Board of Directors. At the Regular Meetings of the Circuit Engineering District and at such other times as he shall deem proper, the President shall communicate to the members such matters and make such suggestions, as may in his/her opinion, tend to promote the welfare and increase the usefulness of the Circuit Engineering District. He/she shall perform such other duties as are necessarily incident to the Office of President or may be prescribed by the Board of Directors.

Section 2. Vice-President: The Vice-President shall assume the duties and responsibilities of the President during the absence of the President or as may be delegated to him by the Board of Directors.

Section 3. Immediate Past President: The immediate Past President, if any, shall be responsible for such duties as are assigned to him by the President with approval of the Board of Directors.

Section 4. Secretary-Treasurer: The Secretary-Treasurer shall be in charge of the Circuit Engineering District's funds and records.

- A) As Treasurer he or she shall collect all dues and/or assessments; shall have established proper accounting procedures for the handling of the Circuit Engineering District Funds and shall be responsible for keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors.
- B) The Treasurer shall report on the financial condition of the Circuit Engineering District at all regular meetings of the Circuit Engineering District and at other times when called upon by the President. At the end of the fiscal year, the Treasurer shall prepare an annual expense report showing actual expenses versus budget. At the expiration of his or her term of office he or she shall deliver over to his or her successor all books, money, and other property in his or her charge, or, in the absence of a successor, he or she shall deliver such properties to the President.
- C) As Secretary of the Circuit Engineering District he or she shall be responsible for the proper and legal notification of notices to all members. He or she shall be responsible for the proper recording of proceedings and meetings of the Circuit Engineering District, Board of Directors and all committees; and carry into execution all order, votes, and resolutions not otherwise committed.
- D) Secretary Treasurer shall assume all duties and responsibilities of the President during the absence of both the President and Vice-President or the responsibilities as may be delegated to him by the Board of Directors.

Article X

Special and Standing Committees

- Section 1. Budget and Finance Committee: The Budget and Finance Committee shall consist of the President, Vice-president, and Secretary-Treasurer plus 2 other board members. The Secretary-Treasurer shall serve as the Chairman. The Committee may perform such other duties in connection with the finances of the Circuit Engineering District as the Board of Directors may determine from time to time.
- Section 2. Special Committees: The President with the approval of the Board of Directors shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the board of Directors upon their appointment. Special committees shall have a minimum of 5 members.

Article XI

Circuit Engineering Staff

- Section 1. Appointment: The Board of Directors may employ a salaried staff engineer or may hire an engineer whose title shall be Circuit Engineer and whose term and condition of employment shall be specified by the Board of Directors.
- Section 2. Authority and Responsibility: The Circuit Engineer shall not be a regular member of the Circuit Engineering District or an elected official. He shall operate as prescribed by the Board of Directors and shall be responsible to the Board of Directors.

Article XII

Finances

- Section 1. Fiscal Period: The fiscal period of the Circuit Engineering District shall be the same as the fiscal period of the Counties of Oklahoma.
- Section 2. Bonding: Trust or Surety bonds shall be furnished by the President, Vice-President, Secretary-Treasurer and such other officers or employees of Circuit Engineering District as the Board of Directors shall direct.
- Section 3. Budget: With recommendations of the Budget and Finance Committee, the Board of Directors may adopt in advance of the next fiscal period an annual operating budget governing all activities of the Circuit Engineering District. The Secretary-Treasurer shall furnish the membership a financial report at the end of the second regular meeting following the end of a fiscal year.
- Section 4. Audit: The accounts of the Circuit Engineering District shall be subject to the same audit requirement as provided for by law for the Counties of Oklahoma.
- Section 5. Annual Audit: The Circuit Engineering District shall conduct an independent audit

upon completion of each fiscal year.

- Section 6. Officer Spending Limit: President, Vice-President, and Secretary-Treasurer has the authority to authorize spending up to \$4,000 without board approval. Spending will be limited to items not already declined by the board.

Article XIII

Trust

- Section 1. Authority to create: The Circuit Engineering District may, from time to time, as its Board of Directors deem necessary, cause to be formed legal trusts which shall be formed to promote and develop specific projects, each shall have as its primary aim the economic growth and development within the area, but limited to functions within the category for which it is specifically organized, setting forth in each instance that the legal entity shall be totally responsible for its contractual obligations and holdings, holding the Circuit Engineering District harmless for claims or liabilities created by said legal entity.
- Section 2. Liaison: The Board of Directors of the Circuit Engineering District shall elect a liaison who shall be a non-voting member of each trust so formed, but who shall be permitted to attend all meetings and enter into all discussions of the trust's Board of Trustees, and shall report all actions to the Board of Directors of the Circuit Engineering District.

Article XIV

Dissolution

- Section 1. The Circuit Engineering District shall use its funds only to accomplish the objectives and purposes specified in the Bylaws. On dissolution of the Circuit Engineering District after all financial obligations have been met, any funds remaining shall lie distributed to the member counties or a duly qualified successor organization.

Article XV

Amendments

- Section 1. These Bylaws may be amended or repealed by a two-thirds majority vote of the regular members present at any regular meeting or special meeting called for that purpose, notice of such proposed changes having been sent in writing to the membership thirty (30) days before such meeting, or by a two-thirds vote of the regular members voting by mail, ballots to be received within thirty (30) days. Amendments may be proposed by the Board of Directors on its own initiative.