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ARTICLES OF INTERLOCAL COOPERATION AGREEMENT

AMENDED

As of July 22, 2019

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ARTICLE I. ORGANIZATION

SECTION 1.01 NAME OF ORGANIZATION. The name of the organization formed by these Articles of Interlocal Cooperation Agreement (hereinafter referred to as the Agreement) shall be the Omaha-Council Bluffs Metropolitan Area Planning Agency (herein referred to as MAPA).

SECTION 1.02 STATUTORY AUTHORITY. The undersigned general and special purpose units of governments, boards, agencies, commissions and authorities enter into this agreement under and by virtue of the power to do so granted by the Interlocal Cooperation Act, Sections 13-801 through 13-827, Revised Statutes of Nebraska, 2012 as amended and by Chapter 28-E, Sections 28-E.1 through 28-E.42, entitled "Joint Exercise of Governmental Powers", Code of Iowa as amended.

SECTION 1.03 PURPOSE. MAPA is a regional planning agency, the purpose of which is to promote and preserve the public health, safety and welfare of the citizens in the MAPA region. The purpose of MAPA shall be achieved through:

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| <ul style="list-style-type: none">• preparation and adoption of comprehensive and technical physical development and service plans | <ul style="list-style-type: none">• provision of technical, advisory and administrative services |
| <ul style="list-style-type: none">• studies and reports | <ul style="list-style-type: none">• review of proposed planning and development or service programs and projects |
| <ul style="list-style-type: none">• dissemination of information | <ul style="list-style-type: none">• and providing a forum for encouraging coordination of actions |
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SECTION 1.04 GEOGRAPHIC LIMITS. The MAPA region shall be synonymous with the geographic limits of MAPA. The geographic limits within which MAPA will perform its normal functions under this Agreement shall be that geographic area comprised of Cass, Douglas, Sarpy, and Washington Counties in Nebraska and Mills and Pottawattamie Counties in Iowa and such other counties as may be admitted under SECTION 1.05 and/or 1.06 of this Agreement.

SECTION 1.05 EXPANSION OR CONTRACTION OF GEOGRAPHIC LIMITS. Upon recommendation of the Board of Directors, the geographic limits of MAPA may be expanded or contracted upon an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total membership of the Council of Officials.

SECTION 1.06 TEMPORARY EXPANSION OF GEOGRAPHIC LIMITS. The geographic limits of MAPA may be expanded temporarily by a special interlocal cooperation agreement upon an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total membership of the Board of Directors.

ARTICLE II. DEFINITIONS

Agreement: Articles of Interlocal Cooperation Agreement

Appropriations: Funding by Member Counties based on population ratio of the Member County to the entire MAPA region.

Board of Directors: MAPA governing body.

Council of Officials: MAPA policy board.

Equity Member County: County member with participation in the financial investment of MAPA upon joining MAPA, as more specifically defined in Section 3.02.01 below.

MAPA: Omaha-Council Bluffs Metropolitan Area Planning Agency

MAPA Region: Cass, Douglas, Sarpy, and Washington Counties in Nebraska and Mills and Pottawattamie Counties in Iowa

Member: Equity Member County, Non-equity Member County, Member City, Village or Town or Special Purpose Government Member.

Member City, Villages and Towns: Membership of Cities, Villages or Towns, as defined by state law, shall be open to any such political subdivision within the geographic limits of MAPA.

Non-equity Member County: County member which did not participate in the financial investment of MAPA upon joining MAPA.

Small Communities Representative: A member of the Council of Officials who is an elected official from either Nebraska or Iowa that has been selected to represent both the Member Counties with 50,000 or less in population, as per the last decennial census, and any member cities, villages or towns in their respective state, other than Omaha and Bellevue, Nebraska and Council Bluffs, Iowa.

Special Purpose Government Member: Other general or special purpose units of government, boards, agencies, commissions or authorities within the geographical limit of MAPA.

ARTICLE III. MEMBERSHIP

SECTION 3.01 MEMBERS. Membership in MAPA shall be synonymous with membership on the Council of Officials. Each County, City, Village, Town or Special Purpose Government Member shall be represented on the Council of Officials by the principal elected or appointed official of such member. Elected public officials shall comprise at least sixty-six and two-thirds percent (66 2/3%) of the total voting membership of the Council of Officials.

SECTION 3.02 MEMBER COUNTIES. Member counties shall be represented on the Council of Officials by the Chairman of their respective Board of County Commissioners or Board of Supervisors. Additional

counties within the geographical limits of MAPA, as defined Section 1.04, shall be admitted as a Member County upon approval by sixty-six and two-thirds percent (66 2/3%) of the membership of the Council of Officials membership and financial contribution as required herein.

SECTION 3.02.01 EQUITY MEMBER COUNTY. An Equity Member County shall be defined as a county which shared in the financial investment of MAPA for property holdings and operating capital when the county first joined the membership of MAPA. Calculation of the financial investment is described SECTION 7.06. Equity County Members include: Douglas, Sarpy, and Washington counties in Nebraska and Mills and Pottawattamie counties in Iowa.

SECTION 3.02.02 NON-EQUITY MEMBER COUNTY. A Non-equity Member County shall be defined as a county that did not share in the financial investment of MAPA when the county first joined the membership of MAPA. Non-equity member counties shall be considered on a case-by-case basis and require approval of sixty-six and two-thirds percent (66 2/3%) of the membership of the Council of Officials. Non-equity Member Counties shall have the same privileges as Equity Member Counties except they will not be entitled to distribution of assets upon withdrawal or dissolution as described in SECTIONS 9.01 and 9.02. Cass County Nebraska joined as a Non-equity Member County.

SECTION 3.03 MEMBER CITIES, VILLAGES AND TOWNS. Member cities, villages and towns shall be represented on the Council of Officials by the mayor or chairman of the board of each respective city, village or town. In addition, the City of Omaha shall also be represented on the Council of Officials by the President of the City Council, and the Chairman of the City Planning Board; in addition, the City of Council Bluffs shall also be represented on the Council of Officials by the Chairman of the Planning Commission.

SECTION 3.04 SPECIAL PURPOSE GOVERNMENT MEMBERS. General or special purpose units of governments, boards, agencies, commissions or authorities, which operate within the geographic limits of MAPA may be accepted as Special Purpose Government Members of MAPA by an affirmative vote of the majority of the total membership of the Board of Directors. Such additional members shall be represented on the Council of Officials as prescribed in Sections 3.01 and 3.05 of this Agreement. Financial obligations of such additional members to MAPA shall be as prescribed in Article VII of this Agreement. Privileges and responsibilities of all members of MAPA shall be extended to and accepted by additional members upon the effective date of such additional membership.

SECTION 3.05 ALTERNATE REPRESENTATIVES. Members of the Council of Officials and the Board of Directors may officially designate, by written notice to the presiding officer, a maximum of two (2) alternate representatives to act in their behalf during such member's absence at official meetings of the Council of Officials and the Board of Directors.

SECTION 3.06 RESPONSIBILITIES OF MEMBERS. All Members of MAPA shall have the responsibility to adopt and execute the MAPA Articles of Interlocal Cooperation Agreement; to attend and participate in all appropriate and officially called meetings of the Council of Officials and, as appropriate, the Board of Directors; to provide technical cooperation with MAPA and members of MAPA; to accept appointments

to advisory committees, and to perform other related duties as requested by the Council of Officials and the Board of Directors.

SECTION 3.07 PRIVILEGES OF MEMBERS. All Members of MAPA shall have the privilege to attend all meetings of the MAPA Council of Officials, Board of Directors, and advisory committees and boards; to vote at official meetings of the MAPA Council of Officials, Board of Directors or advisory committees or boards to which their membership extends as prescribed in the Agreement and to avail their respective organization of the technical and advisory services provided by MAPA.

SECTION 3.08 NON-VOTING MEMBERS. The Council of Officials may appoint non-voting members to the Council of Officials and the Board of Directors may appoint non-voting members to the Board of Directors. All non-voting members have no responsibilities or voting privileges, but may participate in official meetings.

SECTION 3.09 MEMBERS IN GOOD STANDING. County members of MAPA shall be members in good standing when the respective member county has fulfilled its financial obligations to MAPA as prescribed in ARTICLE VII. Members of MAPA, other than county members, shall be members in good standing as long as their respective parent county is considered to be in good standing.

ARTICLE IV. POWERS

SECTION 4.01 GENERAL POWERS. MAPA shall have the power to:

- Establish, expand or contract the geographic limits of MAPA for performance of its normal functions under this Agreement
- Review and amend this Agreement
- Establish policies, goals and objective to guide the operations of MAPA
- Establish and adopt operating by-laws for the official bodies of MAPA
- Appoint advisory committees and boards to assist the official bodies of MAPA, and
- Designate both voting and non-voting members to the official bodies of MAPA as set forth in ARTICLES II, V AND VI of this Agreement

SECTION 4.02 FUNDS. MAPA shall also have the power to:

- Designate an official depository and an official depository for the receipt, deposit and disbursement of MAPA, state federal and other funds entrusted to MAPA
- Solicit and receive funds from governmental a non-governmental agencies and organizations
- Provide for a fiscal accounting and record system and provide for an annual audit thereof, and
- Invest idle funds.

SECTION 4.03 PERSONNEL, PROPERTY, EQUIPMENT. MAPA shall also have the power to:

- Recruit, hire and maintain staff personnel to assist the official bodies of MAPA

- Provide for legal counsel to advise and assist the official bodies of MAPA
- Lease or acquire office and other space necessary for the normal functions of MAPA
- Acquire and hold title to and to lease equipment and other property, and
- Provide for appropriate insurance, compensation and bonding coverage for protection of personnel, property, funds and records of MAPA or of other governmental or non-governmental agencies or organizations entrusted to MAPA

SECTION 4.04 PLANNING POWERS. MAPA shall also have the power to:

- Undertake planning studies, adopt program and project plans or reports and recommend implementation of such plans or reports
- Consider matters which may or should involve interlocal governmental coordination or cooperation
- Perform regional clearinghouse review and comment concerning planning and development programs and projects, and
- Schedule and conduct public hearings

SECTION 4.05 CONTRACT POWERS. MAPA shall also have the power to:

- Contract with member and non-member general and special purpose units of government, boards, agencies, commissions and authorities for the provision of planning and administrative services
- Contract with state, federal and private agencies or organizations for technical or financial participation in planning and administrative programs and projects, and
- Contract with consulting firms and professional organizations for technical and professional services

SECTION 4.06 OTHER POWERS. MAPA shall exercise other powers consistent with the purposes of MAPA as prescribed in Section 1.03 of this Agreement, provided that such powers may also be legally and independently exercised by each general-purpose unit of government.

SECTION 4.07 CONSTRAINTS ON POWERS OF MAPA. MAPA does not have the power, except under contract with such jurisdiction, to exercise administrative authority other than to conduct planning studies for or within any general or special purpose units of government, boards, agencies, commissions and authorities; to levy taxes for the support of MAPA operations; or to implement programs or projects recommended by adopted studies, plans or reports.

ARTICLE V. COUNCIL OF OFFICIALS

SECTION 5.01 NAME OF POLICY BODY. The name of the policy body of MAPA shall be the Council of Officials.

SECTION 5.02 COMPOSITION OF THE COUNCIL OF OFFICIALS. The membership of the MAPA Council of Officials shall be those members prescribed in ARTICLE III of this Agreement.

SECTION 5.03 INCREASE AND DECREASE IN MEMBERSHIP OF COUNCIL OF OFFICIALS. The membership of the MAPA Council of Officials may be increased as prescribed in ARTICLE III and may be decreased as prescribed in Section 7.04 of this Agreement or by notification of action by the governing board of the member to withdraw from the agency.

SECTION 5.04 QUALIFICATIONS FOR OFFICERS OF COUNCIL OF OFFICIALS. The offices of the Council of Officials shall consist of a President and Vice-President. The President and Vice-President of Council of Officials shall be elected officials officially representing their respective member jurisdictions. The President and Vice-President shall not be representatives from the same state.

SECTION 5.05 ELECTION AND APPOINTMENT OF OFFICERS. The President and the Vice President of the Council of Officials shall be elected by an affirmative vote of a majority of the members present at the regularly scheduled meeting of the Council of Officials immediately preceding July 1 of each year and shall assume office on July 1 following the election.

SECTION 5.06 VACANCIES IN APPOINTIVE OR ELECTIVE OFFICES. A vacancy of the offices of President or Vice-President shall be filled by an affirmative vote of a majority of members present at the next official meeting of the Council of Officials after the vacancy occurs.

SECTION 5.07 SMALL COMMUNITIES REPRESENTATIVE. The Council of Officials shall elect an Iowa Small Communities representative and a Nebraska Small Communities representative to serve on the Board of Directors. Each Small Communities Representative shall be an elected official of a Member county, city, village or town who is a resident of that county, city, village or town and will represent the Member Counties of 50,000 or less population as per the last decennial census and any member cities, villages or towns in their respective state other than Omaha and Bellevue, Nebraska and Council Bluffs, Iowa. The Small Communities Representative may also serve as the President or Vice-President of the Council of Officials but it is not required.

SECTION 5.08 ELECTION OF SMALL COMMUNITIES REPRESENTATIVE. The Small Communities Representative shall be elected annually in a manner directed by the President of the Council of Officials.

SECTION 5.09 TERMS OF OFFICE. The term of President, Vice-President and Small Community Representatives of the Council of Officials shall be one year and said officers or representatives may be duly reelected or reappointed. The term of an officer or representative selected to fill a vacancy shall terminate concurrent with the term of office being filled.

SECTION 5.10 REMOVAL OF OFFICERS. The President and Vice-President may be removed from office for good and sufficient cause as stated in the minutes of the Council of Officials by an affirmative vote of seventy-five percent (75%) of the members present.

SECTION 5.11 DUTIES OF OFFICERS. The President of the Council of Officials shall:

- Preside at all meetings of the Council of Officials
- Shall appoint advisory committees as necessary
- Shall preside at all public hearings conducted by the Council of Officials
- Shall execute council resolutions and other official documents of the Council of Officials
- Shall provide for official notice of all official meetings of the Council of Officials

In the absence of the President, the Vice-President of the Council of Officials shall perform the duties of the President and shall record, certify, and publish minutes of all official regular meetings, special meetings, and public hearings of the Council of Officials; and shall certify true copies of all official documents of the Council of Officials.

In the absence of the President and Vice-President, a presiding officer shall be elected from the members present by an affirmative vote of a majority of the members present.

SECTION 5.12 MEETINGS OF THE COUNCIL OF OFFICIALS. The Council of Officials shall schedule and hold regular official meetings of the Council of Officials at a minimum of at least three meetings per year.

SECTION 5.13 ANNUAL MEETING OF THE COUNCIL OF OFFICIALS. The Council of Officials shall hold an annual meeting in October of each year at which meeting the Council of Officials will review progress of the various planning programs and projects and other activities of the MAPA Board of Director for the previous fiscal year.

SECTION 5.14 SPECIAL MEETINGS OF THE COUNCIL OF OFFICIALS. Special meetings of the Council of Officials may be called by the President or upon written request of five (5) members of the Board Directors, or the Council of Officials. Items of business to be considered at special meetings shall be limited to the items listed in the meeting agenda.

SECTION 5.15 NOTICE OF MEETINGS OF THE COUNCIL OF OFFICIALS. Written notice stating the time, date, and place of all regular, annual and special meetings of the Council of Officials and an agenda enumerating items of business to be considered at such meetings shall be served upon or mailed to each member of the Council of Officials at least six (6) days in advance of regular meetings and at least twenty-four (24) hours in advance of special meetings.

SECTION 5.16 THE TIME, DATE, AND PLACE OF MEETINGS OF THE COUNCIL OF OFFICIALS. The time, date, and place of all regular, annual and special meetings of the Council of Officials shall be determined by the President of the Council of Officials.

SECTION 5.17 QUORUM FOR MEETING OF THE COUNCIL OF OFFICIALS. The presence of ten (10) or more members of the total membership of the Council of Officials, or their designated alternate representative at an officially called meeting shall constitute a quorum.

SECTION 5.18 VOTING. Each Member in good standing of the Council of Officials shall have one vote on matters of business before the Council of Officials. Actions concerning matters of business, except as otherwise prescribed in Sections 1.05, 5.08, and 10.02 of this Agreement, shall be decided by an affirmative vote of a majority of members present at duly constituted official meetings.

SECTION 5.19 PRESIDING OFFICER-CONDUCT OF BUSINESS. The presiding officer shall have authority to establish time limits for discussions or presentations by members and nonmembers of the Council of Officials and to take other appropriate actions necessary to conduct all business in an orderly manner. Roberts of Rules of Order Newly Revised shall govern the conduct of meetings where not otherwise specifically provided by this Agreement.

SECTION 5.20 RESPONSIBILITIES OF THE COUNCIL OF OFFICIALS. The responsibilities of the Council of Officials are to:

- Establish and adopt policies, goals and objectives for the overall operations of MAPA
- Review and recommend amendments to this Agreement
- Represent local, general and special purpose units of governments, boards, agencies, commissions and authorities in deliberations of MAPA
- Consider matters concerning planning and other governmental operations which may or should involve interlocal governmental coordination or cooperation
- Recommend matters to the Board of Directors that may be studied by the Board of Directors and recommend priorities for scheduling such studies
- Review progress of current planning programs and projects being prepared by MAPA
- Recommend additions, deletions or modifications regarding current planning programs and projects being prepared by MAPA
- Receive from the Board of Directors recommended reports
- Schedule and conduct public hearings concerning plans, studies or reports under consideration for adoption by MAPA
- Adopt planning program and project plans, studies and reports
- Instruct the Board of Directors to effect additions, deletions or modifications of plans, studies or reports as adopted by the Council of Officials
- Recommend implementation of adopted plans, studies and reports to members and non-members
- Refer matters to advisory boards and committees for recommendations therefrom
- Establish, expand and contract limits of MAPA as prescribed in this Agreement, and
- Consider and decide other matters regarding the overall operations of MAPA which are deemed appropriate consideration of the Council of Officials

ARTICLE VI. BOARD OF DIRECTORS

SECTION 6.01 NAME OF GOVERNING BODY. The name of the governing body of MAPA shall be the Board of Directors.

SECTION 6.02 COMPOSITION OF THE BOARD OF DIRECTORS. The MAPA Board of Directors shall be comprised of:

- The Chairman of the member County Boards of Commissioners or Supervisors of those counties exceeding 50,000 population as per the last decennial census
- The Mayors of the Cities of Omaha, Council Bluffs, and Bellevue
- The President of the City Council of Omaha
- The Small Communities Representatives (2) from the Council of Officials, see Section 5.07

SECTION 6.03 QUALIFICATIONS FOR OFFICERS AND LEGAL COUNSEL OF BOARD OF DIRECTORS. The officers and Legal Counsel of the Board of Directors shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer and Legal Counsel.

The Chairman and Vice-Chairman shall be elected officials officially representing their respective member jurisdictions on the Board of Directors. The Chairman and Vice-Chairman shall not be representative from the same state.

The Secretary and the Treasurer shall be an elected or appointed official officially representing their respective member jurisdictions on the Board of Directors.

The Legal Counsel shall be an attorney-at-law licensed to practice law in either the State of Iowa and/or the State of Nebraska, and may be a paid employee of one of the member jurisdictions party to this Agreement.

SECTION 6.04 ELECTION AND APPOINTMENT OF OFFICERS AND LEGAL COUNSEL. The Chairman and the Vice Chairman of the Board of Directors shall be elected by an affirmative vote of a majority of the members present from the membership of the Board of Directors at the regular April meeting of the Board of Directors, and newly elected Chairman and Vice Chairman shall assume office July following the election.

The Secretary and the Treasurer of the Board of Directors shall be appointed by the newly elected Chairman of the Board of Directors and ratified by an affirmative vote of the majority of the members present at the June meeting of the Board of Directors. The Chairman may appoint the same person to a joint office of Secretary-Treasurer. The Board of Directors may set compensation for the Secretary and the Treasurer for performance of their duties.

The Legal Counsel of MAPA shall be appointed by the newly elected Chairman of the Board of Directors and ratified by an affirmative vote of a majority of the members present at the regular June meeting of the Board of Directors. The Board of Directors may set compensation for performance of duties of Legal Counsel unless said appointed Legal Counsel is Counsel for one of the member jurisdictions in which event the Legal Counsel shall receive no compensation.

SECTION 6.05 TERMS FOR OFFICERS AND LEGAL COUNSEL. The Chairman, Vice Chairman, Secretary and Treasurer of the Board of Directors and the Legal Counsel of MAPA shall be duly elected or

appointed for a term of one year. All officers and Legal Counsel are eligible to succeed themselves through duly appointive or elective action.

SECTION 6.06 VACANCIES IN OFFICE OF BOARD OF DIRECTORS. A vacancy in the offices of Chairman or Vice Chairman shall be filled by an affirmative vote of a majority of the members present at the meeting of the Board of Directors after the vacancy occurs. A vacancy in the offices of Secretary, Treasurer or Legal Counsel shall be filled as soon as possible in a manner prescribed in Section 6.04. Any vacancy so filled shall be for the remainder of the unexpired term.

SECTION 6.07 REMOVAL OF OFFICERS OR LEGAL COUNSEL. The Chairman, Vice Chairman, Secretary, Treasurer or Legal Counsel may be removed from office for good and sufficient cause as stated in the minutes of the Board of Directors by an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of all the members of the Board of Directors.

SECTION 6.08 DUTIES OF OFFICERS AND LEGAL COUNSEL. The Chairman of the Board of Directors shall:

- Preside at all meetings of the Board of Directors
- Shall appoint advisory committee members as necessary
- Shall execute Board of Directors resolutions, planning assistance grant applications, contracts and other official documents of the Board of Directors
- Shall provide for official notice of the official meetings of the Board of Directors

In the absence of the Chairman, the Vice Chairman of the Board of Directors shall perform the duties of the Chairman.

The Secretary of the Board of Directors shall:

- Perform the duties of the Chairman and Vice Chairman in the absence of both Officers
- Record, certify and publish minutes of all regular and special meetings of the Board of Directors, and
- Certify true copies of all official documents of MAPA

The Treasurer of the Board of Directors shall:

- Perform the duties of the Chairman, Vice Chairman and Secretary in the absence of those Officers
- Receive, deposit with the official MAPA depository, and co-sign warrants for disbursement of MAPA funds as authorized by the Board of Directors
- Keep complete records of all financial transactions of MAPA
- Prepare a monthly financial report for the Board of Directors and an annual financial report for the Council of Officials, and
- Prepare other reports upon request of the Board of Directors

The Legal Counsel of the MAPA shall:

- Render opinions on legality of proposed actions by MAPA Council of Officials, Board of Directors and MAPA staff
- Review contracts for services being considered by MAPA and advise Officials and MAPA staff as to legal form
- Render opinions on legal status of MAPA, and
- Otherwise provide advice and legal services to MAPA as may be requested by officials of MAPA

SECTION 6.09 MEETINGS OF BOARD OF DIRECTORS. The Board of Directors shall schedule one official meeting of the Board of Directors during at least eleven months of the year. The Board of Directors may reschedule such meeting to another date.

SECTION 6.10 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meeting of the Board of Directors may be called by the Chairman or at the written request of any five (5) members of the Board of Directors. Items of business to be considered at special meetings of the Board of Directors shall be limited to items listed in the meeting agenda.

SECTION 6.11 THE TIME, DATE AND PLACE OF MEETINGS OF THE BOARD OF DIRECTORS. The time, date and place of all monthly and special meetings of the Board of Directors shall be determined by the Chairman of the Board of Directors.

SECTION 6.12 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice stating the time, date and place of all monthly meetings of the Board of Directors and an agenda enumerating items of business to be considered at such meetings shall be served upon or mailed via first class or electronic mail to each member of the Board of Directors at least six (6) days in advance of monthly meetings and at least twenty-four (24) hours in advance of special meetings.

SECTION 6.13 QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS. The presence of fifty percent (50%) of the total membership of the Board of Directors at an officially called meeting shall constitute a quorum.

SECTION 6.14 VOTING. Each member in good standing of the Board of Directors shall have one vote on matters of business before the Board of Directors with the exception of the following:

The member representing Douglas County will be entitled to two votes; and either member representing the City of Omaha may cast all of the votes to which the City of Omaha is entitled if the other member is not present.

And further provided, in the case of matters of business involving project reviews, each member representing the applicant with the exception of Douglas County shall be entitled to an additional vote, or in cases of an application of Douglas County, that member representing Douglas County would be entitled to two additional votes. Any City or County applicant who is also a member of the Council of Officials and who is represented on the Board of Directors by the Small

Communities Representative would be entitled to cast one vote on behalf of its jurisdiction when an elected official appears from that jurisdiction on behalf of the application.

Actions concerning matters of business, except as otherwise prescribed in Sections 1.06 and 6.07 of this Agreement before the Board of Directors shall be decided by an affirmative vote of a majority of members present at duly constituted official meetings.

SECTION 6.15 PRESIDING OFFICER CONDUCT OF BUSINESS. The presiding officer shall have authority to limit discussion or presentation by members and non-members of the Board of Directors or to take other appropriate actions necessary to conduct all business in an orderly manner. Roberts Rules of Order Newly Revised shall govern the conduct of meetings where not otherwise specifically provided by this Agreement.

SECTION 6.16 RESPONSIBILITIES OF THE BOARD OF DIRECTORS. Responsibilities of the Board of Directors are to:

- Implement policies adopted by the Council of Officials
- Orient work programs to goals and objectives adopted by the Council of Officials
- Establish and adopt policies governing activities of the Board of Directors
- Establish, adopt and amend operating by-laws for the Board of Directors
- Consider matters concerning planning or other governmental operations which may or should involve interlocal governmental coordination or cooperation
- Review progress of current planning programs and projects being prepared by MAPA
- Recommend additions, deletions or modifications regarding current planning programs and project plans, studies and reports for recommendation and transmittal to the Council of Officials
- Instruct the MAPA staff to effect the additions, deletions or modifications of plans, studies or reports
- Recommend planning program or project plans, studies or reports for consideration of adoption to the Council of Officials
- Recommend implementation of adopted plans, studies and reports to members and non-members
- Prepare and adopt an annual work program and supporting budget for MAPA for each fiscal year
- Perform regional clearinghouse review and comment for federally assisted or insured programs and projects, and for other programs and projects submitted by other organizations
- Approve or disapprove membership for members within the geographic limits of MAPA
- Appoint and fix compensation for qualified professional planner as the Executive Director
- Determine type of and MAPA participation in employee benefit programs
- Contract with state, federal or private agencies or organizations for participation in planning projects and programs
- Contract with consulting firms and professional organizations for technical and professional services
- Contract for use and maintenance of equipment

- Lease office space, equipment and other property
- Acquire and hold title to equipment and other property
- Solicit, review and expend planning assistance grants and other funds, and to invest idle funds
- Designate official MAPA Depository and Depository for all MAPA and grant funds
- Develop and maintain a fiscal accounting and record system
- Provide for an annual audit of MAPA fiscal and record system
- Provide for surety of fidelity insurance of MAPA officials and employees to protect MAPA and grant funds
- Provide for casualty insurance protection of MAPA property and important documents
- Provide for automobile insurance protection for MAPA officials, employees and automobiles
- Provide for workmen's compensation insurance on MAPA employees
- Set compensation for Legal Counsel to advise MAPA Council of Officials and the Board of Directors
- Publish and disseminate plans, studies, reports and other information
- Authorize special Appropriations
- Create and adopt operating rules for, advisory committees and boards to assist the Board of Directors and Council of Officials
- Refer matters to advisory committees and boards to solicit recommendations for action by the Board of Directors
- Exercise powers with reference to increase or decrease of membership as set forth in this Agreement
- Consider and decide other matters regarding the Agency which are deemed appropriate considerations of the Board of Directors
- Contract with member jurisdictions and agencies for provision of planning services

Through the approved MAPA Administrative Procedures, the Board of Directors shall have the power to delegate administrative responsibilities to the Finance Committee or Executive Director.

- Finance Committee Responsibilities
 - Monitor the financial status of the agency
 - Recommend policies governing financial activities to the Board of Directors
 - Act on any expenditure, which does not exceed the threshold identified in MAPA's Administrative Procedures, as delegated by the Board of Directors when such expenditure is provided for in the adopted budget and reviewed by the Board of Directors each month
- Executive Director Responsibilities
 - Hire and fix compensation for such additional personnel as may be required to conduct planning programs or projects of MAPA
 - Implement discharges, demotions, promotions and compensation adjustments of all MAPA employees
 - Act on any expenditure, which does not exceed the threshold identified in MAPA's Administrative Procedures, as delegated by the Board of Directors when such expenditure is provided for in the adopted budget and reviewed by the Board of Directors each month

- Contract for services in amounts specified in the MAPA Administrative Procedures, and
- Invest idle funds with review by the Finance Committee

ARTICLE VII. FINANCING

SECTION 7.01 ANNUAL BUDGET. An annual budget for the Agency’s operations shall be adopted no later than the month of May of the current year. It shall be based on the adopted work program and shall be for a fiscal year from July 1 of the current year through June 30 of the succeeding year.

SECTION 7.02 LOCAL APPROPRIATIONS FOR ANNUAL BUDGET. Local Appropriations for normal budgeted activities will be provided to MAPA by both Equity Member Counties and Non-equity Member Counties of MAPA and shall be based on the ratio of each respective Member County’s population to the total population of all Member Counties according to the latest official census. Local Appropriations shall be requisitioned of each Member County and shall be due and payable to the Treasurer of MAPA in equal payments, the first payment being due and payable within sixty (60) days following the first day of the fiscal year of MAPA and the second payment being due and payable within one-hundred eighty (180) days following the first day of the fiscal year.

SECTION 7.03 SPECIAL APPROPRIATIONS. Special Appropriations as may be required shall be authorized by the Board of Directors and shall be requisitioned of the Member Counties. Special Appropriations based on Board approved allocations requisitioned of each Member County shall be due and payable to the Treasurer of MAPA as soon as possible following the date of the requisition. Appropriations required for support of budgeted special planning programs or projects for which MAPA may contract with members or non-members shall be provided to MAPA by such members or non-members.

SECTION 7.04 DEFAULT IN REQUISITIONED APPROPRIATIONS. In the event that one or more Member Counties defaults in its requisitioned Appropriation for support of MAPA annual budget or support of requisitioned special Appropriations, the Member County is default and all members within such Member County surrender membership in good standing in MAPA and surrender all voting and other privileges of members of both the Council of Officials and the Board of Directors. Members not in good standing may have their membership reinstated upon satisfactory correction of default in requisitioned Appropriations. All defaulted Appropriations shall be requisitioned of each Member County remaining in good standing and shall be based on the ratio of the respective remaining Member County’s population to the total population of all remaining member counties according to the latest official census.

SECTION 7.05 APPROPRIATIONS BY ADDITIONAL PROSPECTIVE MEMBER. Counties under consideration for membership in MAPA shall enter into a mutually acceptable agreement with MAPA for the preparation of a work program and budget describing work that may be required to update existing and current planning and projects of MAPA to include such additional counties. Under the terms of such Agreement, the Board of Directors shall requisition of each such additional county, the estimated cost to

complete such preparation of a work program and budget, with reconciliation of cost under such agreement being based on actual costs at the time of such work is completed.

SECTION 7.06 APPROPRIATIONS BY ADDITIONAL MEMBER COUNTIES. Counties which may be accepted as members of MAPA as set forth in Section 3.02 subsequent to the adoption of this Agreement, shall provide to MAPA all Appropriations required to share the financial investment of MAPA for property holdings and operating capital. Such Member Counties shall be considered an Equity Member County (as defined in Section 3.02.01). Each such additional Equity Member County's share of the MAPA property holdings and operating capital shall be determined by the ratio of each respective Equity Member County's total population to the total population of all Equity Member Counties; such ratio shall be applied to the value of such property holdings and operating capital as reflected in the accounting records of MAPA at the close of the previous fiscal year and shall be due and payable prior to or on the effective date of, and shall be a condition to, membership of such additional county.

The Council of Officials may consider adding a county, as provided herein, and exempt them from making Appropriations to share in the financial investment of MAPA for property holdings and operating capital. Counties admitted in this manner shall be considered a Non-equity Member County as described in Section 3.02.02.

Each Member County added pursuant to this Section shall provide to MAPA, prior to initiating work, all local Appropriations required to update existing and current planning programs and projects of MAPA by including such additional Member County in such planning programs and projects. Appropriations by additional Member Counties shall be based on estimated costs to complete updated planning work based on actual cost at the time such work is completed. Each such additional Member County shall provide to MAPA an annual appropriation required of all Member Counties as described in Sections 7.01 through 7.04 of this Agreement.

SECTION 7.07 APPROPRIATIONS BY MEMBERS OTHER THAN MEMBER COUNTIES.

TRANSPORTATION IMPROVEMENT PROGRAM (TIP) FEE. Beginning July 1, 2018, MAPA will collect a "TIP Fee" for all eligible federal-aid projects in the Transportation Improvement Program (TIP) from members that are within the Transportation Management Area (TMA), also referred to as the Metropolitan Planning Organization (MPO). The amount of the TIP fee and the specific federal funding programs for which the fee is required shall be identified in the TIP annually and approved by the Board of Directors.

ARTICLE VIII. DURATION

SECTION 8.01 DURATION. It is the intent of the signators of this Agreement that MAPA be a permanent organization.

ARTICLE IX. WITHDRAWAL OR DISSOLUTION

SECTION 9.01 WITHDRAWAL. In the event that any Equity Member County or Non-equity Member County wishes to withdraw from MAPA they shall notify the Board of Directors in writing, which shall include any grievance(s). The withdrawing Member County shall allow reasonable time for MAPA to cure or address any such stated grievance(s). In the event MAPA cannot cure or address stated grievance(s) within a reasonable time, the withdrawing Member County shall submit a written declaration of withdrawal, stating the reasons for withdrawal, a rejection of any efforts to cure or address grievance(s) and an effective date for withdrawal. The effective date for withdrawal, shall be at least ninety (90) days from the effective date of such written declaration of withdrawal is delivered to the Council of Officials. In that event, the withdrawing Member County shall be responsible for all Appropriations requisitioned through the current fiscal year.

In the event of the withdrawal of any Equity Member County from MAPA such Equity Member County shall be entitled to a share of the value of MAPA property and operating capital as reflected in said County's equity record of MAPA as of the close of the fiscal year during with such withdrawal is effective, as provided for above. Any withdrawing Equity Member County may waive rights to its share of the value of MAPA property and operating capital in possession of MAPA. The Board of Directors shall authorize funds for payment to withdrawing Equity Member Counties which shall be provided for in the next succeeding MAPA annual budget and shall be due and payable to the respective withdrawing Equity Member County within six (6) months following the first of the fiscal year during which such funds are budgeted.

SECTION 9.02 DISSOLUTION. In the event of complete dissolution of MAPA, all MAPA property shall be sold and the proceeds from such sale shall be combined with the current MAPA cash assets to determine total cash assets of MAPA. The total cash assets of MAPA shall be distributed to the respective Equity Member Counties which are parties to the complete dissolution of MAPA. The share of the total cash assets to be distributed to each Equity Member County shall be according to the ratio of the current equity record of each respective Equity Member County to the total equity of all remaining Equity Member Counties.

ARTICLE X. AMENDMENT OF ARTICLES OF INTERLOCAL COOPERATION AGREEMENT

SECTION 10.01 REVIEW OF ARTICLES. The Council of Officials or the Board of Directors may provide for periodic review of the MAPA Articles of Interlocal Cooperation Agreement to determine possible need for amendment of the Articles.

SECTION 10.02 AMENDMENT OF ARTICLES. Amendments of the MAPA Articles of Interlocal Cooperation Agreement shall be proposed by the Council of Officials or the Board of Directors. The MAPA Articles of Interlocal Cooperation Agreement shall be amended by an affirmative vote of a majority of the total membership of the Council of Officials except the following sections of the MAPA Articles of Interlocal Cooperation Agreement which must be amended by an affirmative vote as indicated in the table below:

- Amendment to the following article requires an affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total membership of the Council of Officials:1.04 Geographic Limits

Amendment to the following articles requires an affirmative vote of seventy-five percent (75%) of the total membership of the Council of Officials:

- 3.01 Members
- 3.02 Member Counties
- 3.03 Member Cities, Villages and Towns
- 3.04 Special Purpose Government Member
- 4.07 Constraints on Powers of MAPA
- 5.01 Name of Policy Body
- 5.02 Composition of the Council of Officials
- 5.03 Increase and Decrease in Membership of Council of Officials
- 5.18 Voting
- 6.01 Name of Governing Body
- 6.02 Composition of the Board of Directors
- 6.14 Voting
- 7.01 Annual Budget
- 7.02 Local Appropriations for Annual Budget
- 7.03 Special Appropriations
- 7.04 Default in Requisitioned Appropriations
- 7.05 Appropriations by Additional Prospective Members
- 7.06 Appropriations by Additional Member Counties
- 7.07 Appropriations by Members Other Than Member Counties
- 9.01 Withdrawal
- 9.02 Dissolution
- 10.02 Amendment of Articles

ARTICLE XI. SUPERSESSION OF PREVIOUS ARTICLES

SECTION 11.01 SUPERSESSION OF PREVIOUS ARTICLES. Adoption and execution of these Articles of Agreement thereby supersedes and renders null and void all previous Articles of Interlocal Cooperation Agreement for the organization of MAPA, but does not affect any other existing official actions by MAPA special purpose Interlocal Cooperation Agreements or contracts between MAPA and other general or special purpose units of governments, boards, agencies, commissions or authorities.