

BYLAWS
FOR
EAST CENTRAL VERMONT ECONOMIC DEVELOPMENT DISTRICT

DATE ADOPTED: ~~November 2, 2009~~

Article I – Name, Region, and Place of Business

The body to which these Bylaws apply shall be known as the "East Central Vermont Economic Development District."

The Region, for which the [Eastern Vermont Economic Development District Inc, DBA East Central Vermont Economic Development District \(ECVEDD\)](#) shall function as an US Department of Commerce Economic Development Administration (EDA) Economic Development District, consists of 40 towns within parts of Addison, Orange, Rutland, and Windsor Counties in Vermont. The towns are Andover, Baltimore, Barnard, Bethel, Bradford, Braintree, Bridgewater, Brookfield, Cavendish, Chelsea, Chester, Corinth, Fairlee, Granville, Hancock, Hartford, Hartland, Ludlow, Newbury, Norwich, Pittsfield, Plymouth, Pomfret, Randolph, Reading, Rochester, Royalton, Sharon, Springfield, Stockbridge, Strafford, Thetford, Topsham, Tunbridge, Vershire, Weathersfield, West Fairlee, West Windsor, Windsor, and Woodstock.

The principal place of business of the ECVEDD shall initially be in the Town of Woodstock, Windsor County, Vermont, but shall rotate between the [Regional Development Corporations \(RDCs\)](#) and [Regional Planning Commissions \(RPCs\)](#) within the District on a regular basis.. The District may also have such offices and carry on its business at such other places within or without the state, as the directors may from time to time determine.

Article II – Purpose

WHEREAS, The member governments and governing board recognize that planning, problems and opportunities often transcend local boundaries, and

WHEREAS, This organization is based on the principle of the sovereign equality of all its members within the Economic Development District ([EDD](#)), and

WHEREAS, State and federal programs are organized to promote the concept of expanded regional cooperation and active participation in decision making, and

WHEREAS, The Governor of the State of Vermont has recognized this group of 40 towns within parts of Addison, Orange, Rutland, and Windsor Counties as an Economic Development District, and

WHEREAS, The U.S. Department of Commerce, Economic Development Administration, has recognized this group of 40 towns within parts of Addison, Orange, Rutland, and Windsor Counties as an EDD, and

WHEREAS, The members of this ~~Economic Development District~~EDD realize the value of cooperative planning, development and problem solving efforts on a regional basis, that economies can be realized therewith, and that economies can be realized and that decision making on matters can best be made by officials and citizens within their own region, and

WHEREAS, The EDD agrees with the necessity for transparency, cooperation and respect for goals and aspirations of each of the 40 towns and communities within this district with regard to cooperative planning, development and problem solving on a regional basis, now how

THEREFORE, it is deemed appropriate that the principally affected governments and non-profits join together to form the East Central Vermont Economic Development District and establish the following Bylaws to guide their procedure.

Article III – Mission and Goals

ECVEDD's mission is to access and provide resources and to support quality decision making for the benefit of entrepreneurs, businesses, towns and communities in East Central Vermont.

Goal 1. To qualify the East Central Vermont Region for federal assistance that is unavailable to areas not organized and recognized as an EDD by the U.S. Economic Development Administration (EDA).

Goal 2. To aggressively seek and secure EDA grants to support the work of the District's Regional Planning Commissions and Regional Development Corporations, and to support, but not supplant, the economic development duties and responsibilities of these constituent organizations.

Goal 3. To secure financing for the operation of the EDD and conduct operations in the most economically efficient manner possible.

Article IV – Membership

A. The eligible members of the District are the residents of the 40 towns within Addison, Orange, Rutland, and Windsor Counties as well as the counties themselves, the Green Mountain Economic Development Corporation (GMEDC), Southern Windsor County Regional Planning Commission (SWCRPC), Springfield Regional Development Corporation (SRDC), Two Rivers-Ottawaquechee Regional Commission (TRORC) and the Secretary of the Vermont Agency of Commerce & Community Development, or their designee.

~~B. Representatives shall be appointed to serve a term of three years. Terms of office shall begin on January 1 and shall expire December 31 of each year. Representatives may be reappointed without limitation as to the number of terms. Terms of office of appointees shall not expire until his or her successor takes office.~~

Article V – Board of Directors

A. Representation on the EDD Board of Directors shall be distributed as required to comply with EDA representation requirements. The Board of Directors shall consist of not less than 17 directors. Three municipal representatives will be appointed by each of the constituent regional planning commissions and regional development corporations, GMEDC, SWCRPC, SRDC, and TRORC, (hereinafter, the “constituent organizations”). All remaining directors shall be appointed by the Executive Committee. The Board of Directors may appoint additional members at large if and when necessary to qualify for grants or loans from federal or other agencies. A simple majority of the members of the Board shall, in addition to falling into one of the above mentioned categories, be appointed or elected officials of, or employees of communities in, the region.

~~B. Board representatives shall be appointed to serve a term of three years. Terms of office shall begin on January 1 and shall expire December 31 of each year. Representatives may be reappointed without limitation as to the number of terms. Terms of office of appointees shall not expire until his or her successor takes office.~~

~~B.C.~~ Vacancies on the EDD Board of Directors shall be filled by nomination by the constituent organizations and an affirmative vote of a majority of the remaining directors of the Board. Each director so elected shall hold office until the next annual meeting of the directors and until his/her successor is duly elected.

~~C.D.~~ Each constituent organization may appoint one alternate to the EDD Board of Directors. Each alternate will be appointed to a three year term. The alternate shall be invited to all board meetings and receive copies of all correspondence directed to the Board. The alternate may vote in the absence of any member of the Board from the alternate's ~~constituent~~ constituent organizations.

~~D.E.~~ A member of the Board of Directors may resign from the Board by written notice to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the secretary and the Board.

~~E.F.~~ Any individual director may be removed, with or without cause, by the affirmative vote of two-thirds of the directors at a special meeting of the Board called at least thirty days after notice of the proposed removal action has been given to the affected members and to all remaining members of the Board of Directors.

~~F.G.~~ The District shall have a nine member Executive Committee comprised of Board members. The Executive Committee shall be composed of the Executive Directors of each

constituent organization, plus four Board members appointed by the regional organizations, plus one representative from the Board chosen by the other eight members. The Executive Committee may exercise the powers of the Board in the management of the affairs of the District provided, however that the Executive Committee shall have no power to (i) amend the articles of incorporation; (ii) adopt a plan of merger or consolidation; (ii) recommend to the members the sale or other disposition of all or substantially all of the property and assets of the District other than in the usual course of its business; (iii) recommend to the members voluntary dissolution of the District or revocation of such dissolution; or (iv) amend the bylaws of the District. The Executive Committee shall meet on a regular basis.

G.H. The Executive Committee shall draft, with the assistance of the CEDS Strategy Committee, and submit to the Board of Directors the Comprehensive Economic Development Strategy (CEDS), as required by EDA. This document shall be developed through an ongoing, annual process, which reflects the economic development goals and objectives of the members of the District.

H.I. The Board of Directors may also from time to time designate such other committees as the Board deems necessary. Such other committees shall have such name and duties as may be determined from time to time by vote of the Board. All committees, including the Executive Committee, shall keep regular minutes of their proceedings and report the same to the Board.

Article VI – Officers

- A. The Officers of the ECVEDD shall be drawn from the Executive Committee and shall be comprised of President, Vice President, Secretary, and Treasurer. Each constituent organization shall have a representative serving as an Officer. The President and Vice-President shall be from a constituent organization, with one RPC and one RDC in those positions.
- B. The officers of ECVEDD shall be elected by a majority vote of the Board of Directors at the Annual Meeting.
- C. The terms of office for all officers shall begin immediately after the Annual Meeting at which they are elected and shall end at the Annual Meeting of the following year. The President, Vice President, and Treasurer shall be elected for terms of ~~three years~~ one year and may not serve more than two consecutive terms in office.
- D. The President shall preside at all EDD meetings with the authority to appoint and discharge committees. He/she shall perform such other duties as are customary to the office and as may be assigned to him/her by the Board of Directors or the Executive Committee. In the absence or incapacity of the Treasurer, the president shall be authorized to sign any necessary checks drawn on EDD funds.

- E. The Vice-President shall assume the duties of the office of President in the absence of the President.
- F. The Secretary shall serve an indefinite term of office at the pleasure of the Executive Committee. The Secretary may be removed from office by a vote of the Executive Committee or by a simple majority vote of the EDD Board of Directors. The Secretary shall not have voting privileges unless he or she is also an appointed member of the EDD Board of Directors. The Secretary shall prepare meeting minutes, be custodian of EDD records, and shall perform other related duties as directed by the Executive Committee.
- G. The Treasurer is a Board member who has voting privileges and is responsible for reviewing the budget at least quarterly with program staff and prepare, with staff assistance, quarterly fiscal reports to the Board of Directors.
- H. The Fiscal Agent for EDD shall maintain financial records and issue reports to the EDA as required. The fiscal agent will assist the Treasurer and EDD staff with the preparation of quarterly reports to the EDD Board. The Executive Committee shall establish procedures for authorizing disbursement of funds.
- I. The EDD may employ professional, technical, and clerical staff as required to carry out EDD business. Employment of personnel shall be limited to work necessary to implement plans and programs officially adopted by the EDD Board of Directors.

Article VII – Meetings

- A. The EDD Board of Directors must meet at least semi-annually. All meetings are public meetings and will be conducted in accordance with Vermont’s public meeting statute. Regular and special meetings may be called by the President or by a majority of the EDD Board members.
- ~~B.~~ An Annual Meeting, open to the public, shall be held in the month of May, or on such other date or at such other time as shall be designated in a public notice. At the Annual Meeting, members shall elect directors and transact such other business as may be properly brought before the meeting. Public notice of the annual meeting shall be given not less than 15 or more than 30 days before the date of the meeting. The Board shall cause the District to publish the date, time and location of the meeting and the agenda enough in advance of the meeting ~~get to~~ allow ~~thee~~ public a reasonable time to prepare and participate effectively.
- ~~D.~~
- ~~B.~~
- ~~E.C.~~ A majority of the members shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the same may be held and adjourned without further notice. When a quorum is present at any meeting, a majority of the voting members present shall decide any question brought before such meeting.

~~F.D.~~ Roberts Rules of Order shall govern the proceedings at the meetings of the EDD Board of Directors and Executive Committee.

~~G.E.~~ Notice of regular and Executive Committee meetings and an agenda will be provided EDD Board members a minimum of two weeks in advance of these meetings. Special meetings may be called as required without respect to the two week advance notice, but every effort will be made to notify the public of these meetings through the media.

~~H.F.~~ The Board may hold Executive sessions pursuant to Vermont public meeting statutes.

~~I.G.~~ At a meeting where the CEDS is presented for consideration, voting may be conducted by written ballot, facsimile transmission, conference telephone call, electronic transmission, or any combination thereof, in addition to personal attendance at the meeting.

Article VIII – Fiscal Management

- A. All funds of the District shall be deposited to the credit of the District in such banks or trust companies or other depositories as the Board of Directors may designate.
- B. All checks and orders for the payment of money shall be executed on behalf of the District by the Treasurer, or by such other officer or employee as the Board of Directors may from time to time designate, subject to such requirements as to counter signature or other conditions as the Board may from time to time determine.
- C. All contracts and deeds and all promissory notes and other obligations of the District other than checks and drafts shall be signed, with the prior authorization of the Board of Directors, by the President unless the Board shall specifically authorize signature by some other officer or agent.
- D. Expenditures shall be to accomplish the purpose of the EDD and shall be approved in a line item budget adopted by the Board of Directors. The budget shall provide a financial plan for the accomplishment of EDD programs directly related to a detailed work plan.
- E. The EDD's fiscal year shall begin July 1 and end on June 30 of each year.
- F. Upon dissolution of the District or the termination of its activities, the assets of the District remaining after the payment of all its liabilities shall be ~~distributed exclusively to one or more organizations organized and operated exclusively for the promotion of public welfare as shall then qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as amended. Any such assets not so disposed of shall be~~ returned to local governments, the State of Vermont, and the United States of America, in direct proportion to the amounts contributed by each of said governments to the EDD during its existence.

- G. The financial records of the EDD may be audited or reviewed on an annual basis by a Certified Public Accountant chosen by the Executive Committee and a copy of such audit/review shall be submitted to the Board of Directors.

Article IX – Indemnification

- A. The District shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, employee or agent of the District, or ~~is or was serving at the request of the District as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise of a constituent organization~~, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. No indemnification shall be provided for any person with respect to any matter as to when he/she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the District, or with respect to any criminal action or proceedings, had reasonable cause to believe that his/her conduct was unlawful.
- B. Any provision of this Article to the contrary notwithstanding, to the extent that a director, officer, employee or agent of the District has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses, including attorneys fees, actually and reasonably incurred by him/her in connection therewith.

Article X – Amendments

- A. Amendments to these bylaws may be made at any meeting of the EDD Board of Directors provided the following procedures have been followed. The proposed amendment, together with the Article to be amended and reasons for amendment, shall be warned not less than thirty (30) days prior to the meeting at which the amendment is proposed to be adopted. A vote to amend the agreement will require approval by a vote equal to one vote greater than a simple majority of the quorum as defined in Article VII of these Bylaws.

Article XI – Affirmation of Agreement

These Bylaws are made and entered into this 2nd day of November, 2009, amended, by and between the members appointed to the East Central Vermont Economic Development District Board of Directors.