ADDISON COUNTY
Economic Development Corporation
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To: ACEDC Membership

From: Fred Kenney, Executive Director

Date: November 12, 2021

Re: ACEDC Bylaw Update

Included in the Annual Meeting Notice is a draft update to the ACEDC Bylaws. The Executive Committee and Board have approved and recommend the changes to the Membership. Also attached are the Bylaws with track changes and a clean version of the revised Bylaws.

The impetus for the change is to clarify how board seats are filled when there are vacancies and what the term is for someone filling a seat. The amendments fall into two basic categories: minor edits such as punctuation or formatting and substantive changes to add clarifying words or phrases.

Section-by-section amendments:

Article III - Meetings of Members

Section 5: Added language allowing one vote by each member organization at the Annual Meeting. This language was moved from another section that pertained to voting only on the slate of board members. It belongs here because votes may be on other topics.

Article IV - Board of Trustees
Section 2: Delete the word “new” because the clause applied to all trustees.

Section 5: Add language to clarify the nomination process for Board members.

Section 6: Update language regarding voting, if attending electronically.

Sections 10-15: Move these sections up to Article IV- Board of Trustees because they pertain to the Board of Trustees. They previously followed the Officer information, which has now been separated into its own Article.

Section 10: Clarify how vacant Board seats are filled. The current Bylaws are unclear whether someone filling a vacant seat: 1) Jumps in where the person leaving left off and comes up for election under the 1-3-3 rule. If the person was in their second 3-year term, they would serve the remainder of that term and then would have to leave the Board; or 2)The person filling a vacancy on the Board of Trustees serves for the remainder of the year and then may be re-elected for two consecutive three-year terms." This gets the seat

filled, allows the person to continue for 2, 3-year terms on their own right, and provides greater continuity. The amendment utilizes the second option.

Article V- Officers – Create new Article for Officers separate form Board of Trustees

Section 2: Clarify when and how the election of officers is to occur. With change, officers are elected at the December meeting, start in January, serve for a 2-year term, can serve a second 2-year term, but no more than 4 years in the same office.

Section 3: Clarify that if a vacant officer seat is filled during an existing term, the replacement serves for the remainder of the 2-year term.

Articles VI to IX: Renumbered

Article VII- Executive Director
Section 2: Conform Executive Director's performance review and compensation to current practice.