

# CLACKAMAS COUNTY ECONOMIC DEVELOPMENT COMMISSION

## BYLAWS

Approved by the Board of Commissioners June 2009

### ARTICLE I - NAME

Section 1.1. The name of this organization shall be the Clackamas County Economic Development Commission, hereafter referred to as the EDC.

### ARTICLE II - PURPOSE

Section 2.1 Advise and make recommendations to the Board of County Commissioners (BCC) on matters pertaining to the support and growth of a balanced, sustainable economy within the county and cities within the County.

Section 2.2 Work to promote the vision of the Clackamas County Economic Development Plan: *To create prosperity by fostering balanced economic development in Clackamas County through a close partnership with government and the private sector.*

Balanced economic development means providing county residents opportunities for better jobs and higher incomes, while managing the interrelationships among people, land, resources, and infrastructure. Implementing the vision requires detailed goals and action steps by the county.

### ARTICLE III - MEMBERSHIP

Section 3.1 The voting membership of the EDC shall consist of a maximum of twenty-five (25) voting members ("Members"), appointed by the BCC. A majority of the EDC Members shall be from the private sector. The EDC will actively solicit nominations from businesses in Clackamas County's cities.

Section 3.2 Ex-officio representatives of public and private economic development organizations, governmental agencies, educational institutions and the business community ("Liaisons") may be appointed by the EDC Executive Committee as needed, to participate in EDC meetings and work sessions and to serve on EDC subcommittees. Liaisons shall serve in an advisory capacity and shall not have voting rights.

Section 3.3 Members shall live or work, or have significant interest in economic development in Clackamas County.

Section 3.4 Membership shall represent both the private-for-profit and government sectors. The EDC should be composed of:

- a. Members with background in economic and environmental concerns,
- b. Members who are geographically distributed throughout the County and its cities,
- c. Members with demonstrated leadership, commitment and expertise.
- d. Members who are active in local advisory committees dealing with issues of economic development.
- e. Members who support the EDC workplan.

Section 3.5 Members of the EDC will be appointed by the BCC for terms of up to three years, or a portion of three years if appointed to fill an unexpired term. Expiration dates for terms shall be staggered so that no more than one-third of the members' terms will expire in any year. To ensure this, appointments could be one or two year terms. It is recommended that Members who have filled an unexpired term may serve for two full subsequent terms, however unless otherwise approved by the BCC, no more than two consecutive full terms may be served by any Member.

Section 3.6 If a Member misses three (3) consecutive meetings without excused absences the EDC Executive Committee may recommend removal of the member to the Board of Commissioners.

## **ARTICLE IV – OFFICERS AND STRUCTURE**

Section 4.1 The EDC shall have a chairperson who shall have been elected by the EDC Members as vice chair in the year immediately preceding the year in which the Member will serve as chair. The chairperson will serve for a period of one-year and will:

- a. Preside at all meetings of the EDC and the Executive Committee.
- b. Appoint standing and ad hoc committees.
- c. In collaboration with the Executive Committee, and Business and Economic Development staff, prepare agendas for the EDC meetings.
- d. Perform the duties of the chairperson.

Section 4.2 The EDC shall have a vice chair who shall be elected by the EDC Members. The vice-chair will serve for a period of one-year and will:

- a. Preside at all meetings of the EDC and Executive Committee, in the absence of the chairperson.
- b. Participate with the chairperson in the appointment of standing and ad hoc committees.
- c. In collaboration with the Executive Committee and staff, prepare agendas for the EDC meetings.
- d. Perform other duties as assigned by the chairperson.
- e. Prepare for their upcoming tenure as chair by learning the details of the EDC and duties of the chairperson.

Section 4.3

Executive Committee. The EDC shall have an Executive Committee which shall consist of the chairperson, the immediate past chair, the vice chair and two at large Members elected by the EDC Members for a one-year term. The Executive Committee will:

- a. Formulate and approve the EDC agendas in advance;
- b. Make action recommendations to the EDC, as appropriate;
- c. Serve as liaison with and advisor to County's Business and Economic Development staff, as needed; and
- d. Meet at such times as may be necessary to carry out the business of the EDC.

**ARTICLE V - MEETING PROCEDURE, VOTING RIGHTS AND QUORUM**

Section 5.1

The EDC shall hold regular meetings. Members will be reminded and notified by written or e-mail notice at least five (5) days prior to scheduled meetings. The notice also will include the date, time, location, and agenda for the meeting. The EDC shall schedule and publish regular meeting dates on a quarterly basis. Minutes shall be taken for all meetings and shall be available for viewing by anyone, on request. Minutes shall be reviewed, modified/approved at the next regular meeting. Minutes are to be distributed to all members and others expressing an interest in receiving them.

Section 5.2

Committees and subcommittees shall meet at the call of the EDC chairperson or the respective subcommittee chair.

Section 5.3

Special meetings may be called at any time by the chairperson or by a petition signed by not less than two Members setting forth the reason for calling such meeting. Notice for Special meetings shall meet the notice requirements of Section 5.1.

Section 5.4

EDC meetings shall be publicized in accordance with the Oregon public meetings law. The manner of providing notice of meetings and agendas, the mode of meetings, and the distribution of minutes shall be done so as to promote the involvement of the membership. Notification via e-mail and participation in meetings through remote conferencing are encouraged.

Section 5.5

A majority of the current number of EDC Members shall constitute a quorum. A meeting may be held without a quorum but no official business or official actions shall be conducted without a quorum. If a quorum of members is not physically present at the time of a vote, electronic voting may be used to ensure that all members have the opportunity to participate.

Section 5.6

Voting procedures will offer flexibility to encourage the greatest participation of the membership possible. Voting procedures may include a call of the roll, and voice, paper and electronic ballots. A question shall be carried by a majority of affirmative votes of those Members voting. No proxies are allowed.

## **ARTICLE VI - SUBCOMMITTEES**

Section 6.1 The EDC will form whatever subcommittees or task forces are deemed useful with respect to specific issues that are considered of major importance to the county's overall economic development, as well as important to the operations of the EDC. Examples of the subcommittees that may be formed include transportation and infrastructure, education workforce and training, business assistance, industrial lands, nominating, conference, etc.

Section 6.2 The EDC chairperson will appoint members to subcommittees. Each subcommittee shall be chaired by an EDC Member or a Liaison. In seeking subcommittee members, the EDC will strive to find members that have related expertise or experience relating to the primary mission of the subcommittee, and, where possible, reflect the diversity of Clackamas County businesses, public and private organizations, and residents, and is representative and balanced in the areas of geography, gender, and diversity of education, career, interest, experience, and lifestyle.

## **ARTICLE VII - GENERAL PROVISIONS**

Section 7.1 Where parliamentary procedures are not covered by these bylaws, Robert's Rules of Order (revised) shall prevail.

Section 7.2 Amendments to these bylaws may be recommended at a regular or special meeting of the EDC called for that purpose, provided a written notice has been sent to each Member at least ten (10) days before the meeting. This notice shall state the amendments that are proposed to be made in these bylaws. Only the changes that have been specified in the notice shall be considered and shall become effective upon the affirmative vote of two-thirds of the Members and is subject to approval of the Board of Commissioners.

Section 7.3 Nothing in these bylaws is intended to take precedence over Federal, State, or local laws or regulations.