

By-laws with proposed December 5, 2006 new additions underlined and items to be deleted in (brackets).

**CONSTITUTION AND BY-LAWS OF THE
CONNECTICUT ECONOMIC DEVELOPMENT ASSOCIATION**

ARTICLE I - NAME

The name of the organization shall be "Connecticut Economic Development Association" (CEDAS), hereinafter referred as the "Association."

ARTICLE II - PURPOSE

CEDAS (previously known as CAMDC) is a non-profit organization in Connecticut existing for the coordination of economic development concerns. Its purposes include, but are not limited to:

1. Provide a forum for the economic development community.
2. Sponsor economic development educational programs and seminars.
3. Facilitate communications and coordination among the Connecticut Department of Economic and Community Development, the Connecticut Economic Resource Center and CEDAS members.
4. Stimulate networking and the exchange of information among economic development professionals, commissions, organizations, business and other interested individuals.
5. Foster sustainable economic growth in Connecticut.
6. Propose and support legislation necessary to improve the Connecticut economy.

ARTICLE III - MEMBERSHIP

Membership shall consist of:

1) Individuals designated as the representative of municipalities, federal agencies, state agencies, regional economic development organizations and non-profit development organizations wholly or principally devoted to the promotion and development of business and industrial resources of the State of Connecticut.

2) Individuals designated as the representative of for-profit organizations whose business is related to the economic development of Connecticut;

3) Any other individual interested in the economic development of Connecticut whose membership will advance the purpose of CEDAS.

All members have equal voting rights except as noted below.

Membership shall be renewed annually on a calendar year basis.

Honorary Life Membership may be granted by vote of the Board of Directors to a current/former CEDAS/CAMDC member who is retired, on the basis of history of active membership and service to CEDAS/CAMDC. An Honorary Life Member is a non-voting member who is not eligible to serve as an officer or director of CEDAS. An Honorary Life Member can attend all CEDAS events at the member rate, but is exempt from annual membership dues.

Honorary non-voting membership may be granted by vote of the Board of Directors to a representative of a Federal Agency or any person who is devoted to the promotion and development of the economic resources of the State of Connecticut.

ARTICLE IV - OFFICERS

A. PRESIDENT - It shall be the duty of the President to (a) preside at all meetings of the Association, (b) serve and preside as chairman of all meetings of the Executive Committee and of the Board of Directors, **((c) sign vouchers for the expenditure of money)**, **(c)** appoint, with the approval of the Executive Committee, all committees not otherwise provided for in the By-Laws, the President shall serve as an ex-officio member of such committees.

B. 1ST VICE-PRESIDENT **(for membership)**

(a) in the event of the absence or disability of the President, the 1st Vice President shall perform all of the duties of the President, (b) in the event of death, resignation, removal or withdrawal of the President from membership, the 1st Vice President shall succeed to the office of President and shall serve the unexpired term of the President.

C. 2ND VICE PRESIDENT **(- DECD liaison)**

(a) in the event of absence or disability of the President and 1st Vice President, shall perform all of the duties of the President.

D. TREASURER It shall be the duty of the Treasurer to:

- (a) receive and record all moneys received from membership dues or any other source;
- (b) deposit such funds in a bank insured by the Federal Deposit Insurance Corporation;
- (c) disburse the same under the direction of the Board of Directors showing all of the receipts and disbursements and balance;
- (d) render any interim reports that may be required by the Board of Directors.

E. SECRETARY - The Secretary or his/her designee shall be custodian of all records of the Association and shall:

- (a) keep correct minutes of all meetings of the Association;
- (b) record attendance of Directors at the Board of Directors and specially called meetings;
- (c) keep lists of committee appointments, officers, all members;
- (d) provide notification (**in writing**) of all meetings of the Board of Directors.

ARTICLE V - EXECUTIVE DIRECTOR

The Association may retain an (The) Executive Director who shall have and perform such duties as prescribed by vote of the Executive Committee and the Board of Directors and such other duties as may be delegated by the President. The Executive Committee will set goals and objectives for the Executive Director whose performance shall be reviewed on an annual basis by said (by the personnel) committee.

ARTICLE VI - EXECUTIVE COMMITTEE

The membership of the Executive Committee shall consist of: President, Vice Presidents, Treasurer, Secretary, and the Immediate Past President, as an ex-officio member.

The Executive Committee shall have the authority to (a) prescribe the duties of its members, (b) arrange the program for the annual and interim meetings, (c) prepare an annual budget for adoption by the Board of Directors, (d) remove

officers and fill vacancies in a manner consistent with the By-Laws, (e) establish Committees, (f) set goals and objectives for the Executive Director.

The Executive Committee may, in case of emergency, stand in place of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The Membership shall annually elect a Board of Directors consisting of a President, Vice Presidents(2), Treasurer, Secretary and directors representing as best as it can the regions of the state. Additional directors to serve at large may be elected so long as the Board of Directors does not exceed twenty one (21) members.

The Board of Directors shall be responsible for administering and executing the affairs of the Association. Vacancies shall be filled by a majority vote of the Board of Directors. **(At all times at least eleven (11) members of the Board of Directors shall be paying members).**

Officers and Directors will be appointed annually on the occasion of the Annual Meeting. Their terms of office shall begin on January 1st of the next calendar year and shall run for one full year.

In the absence or disability of the President, the Vice President shall assume the presidential duties; if the Vice President is absent or otherwise unable to perform these functions, the presidential authority shall be vested in the 2nd Vice President; if the Second Vice President is absent or otherwise unable to perform these functions, the presidential authority shall be vested in the Treasurer.

If none of the officers are present to preside at a meeting, the Board of Directors shall elect an acting Chairman.

The Board of Directors reserves the right to determine and approve the qualifications of applicants applying for membership.

There will be three Standing Committees:

1. NOMINATING COMMITTEE - Responsible for recommending new members for the Board of Directors and to present a slate of officers for the following year.

2. MEMBERSHIP COMMITTEE - Responsible for retaining existing membership and attracting new members by active recruitment strategies.

(3. PERSONNEL COMMITTEE - Responsible for an annual performance review of the Executive Director and other personnel matters as may be appropriate.)

3. POLICY COMMITTEE - Responsible for recommending, supporting, and monitoring legislation that will foster sustainable economic growth in Connecticut and support the goals of CEDAS and its members.

4. PROGRAM COMMITTEE - Responsible for planning an annual calendar of events to engage the membership. Such events may include quarterly meetings, training workshops, networking events, etc.

5. SCHOLARSHIP COMMITTEE - Responsible for promoting and evaluating CEDAS scholarship applications.

Every committee shall be chaired by a member of the Board of Directors.

The Board of Directors may appoint an Executive Director.

ARTICLE VIII - DUES AND FISCAL AFFAIRS

The Board of Directors shall establish the annual membership dues and any other fees charged by CEDAS.

All membership dues shall be due and payable annually on January 1st. In the event application for a new membership is made after June 30 of any calendar year, the amount of dues owed for that calendar year shall be fifty percent (50%) of the annual dues amount.

The Association's fiscal year shall be concurrent with the calendar year.

The Association shall indemnify any and all of its present or former officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, by reason of being or having been such an officer or director, except as to matters in which the officer or director is adjudged to be liable for willful misconduct in the performance of duty

or matters which are settled by agreement based on such liability.

ARTICLE IX - PUBLICATIONS

The Association shall **(publish) create and distribute** at regular intervals, news and information pertaining to the process and practice of economic development. Such **(publications) news and information** shall cover subjects which properly fall within the scope of the Association's interests.

ARTICLE X- MEETINGS OF THE MEMBERSHIP

The Association shall hold its annual meeting in the last quarter of the calendar year for the purpose of electing officers and conducting other annual business.

Other meetings may be held throughout the year as determined by the Board of Directors or by a majority of the membership either by vote or petition.

At all meetings, Roberts Rules of Order shall be the official guide for determining questions of parliamentary procedure.

ARTICLE XI - AMENDMENTS

This Constitution and By-Laws may be amended at any regular or special meeting of the Association by a majority vote of the membership present and voting, provided the membership shall have been specifically notified of the purposes of the meeting. Such notice shall be served **either by mail or electronically (e-mail)** at least fifteen (15) days prior to the date of the meeting **(and shall be by letter from the Secretary)** to each member at the member's last known address, stating the date, time, place and purpose of the meeting.

ARTICLE XII - VOTING QUORUMS

Fifteen (15) voting members of the Association shall constitute a quorum for the transaction of business at any Annual or special meeting of the Membership.

Seven (7) members of the Board of Directors shall constitute a voting quorum of the Board of Directors for the transaction of business.

Subject to the provisions of other articles of these By-Laws, the action taken by a majority of a quorum of the Association at any meeting of the Association or the action taken by a majority of a quorum of the Board of Directors at any meeting of the Board of Directors shall be deemed the action of the Association. Under special circumstances, issues may be communicated to the Board of Directors or Committees for review and vote electronically (e-mail).

ARTICLE XIII - GENERAL

No profits shall proceed to any officer, director or member of the Association.

In the event of dissolution, the net assets after payment of debts will proceed to an organization selected by a vote of the Board of Directors.