

**Bylaws of the
California Association for Local Economic Development
(as amended December 1986, June 1989,
June 1993, June 1994, June 1995,
January 1996, December 1996, June 1997, June 1998.
April 2006)**

**ARTICLE I
NAME, OFFICE AND SEAL**

Section 1. The name of the Corporation shall be California Association for Local Economic Development (CALED).

Section 2. The principal office for the transaction of business of the Corporation is fixed and located in the State of California. The Board of Directors may at any time or from time to time change the location of the principal office within the State of California.

Section 3. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation.

**ARTICLE II
PURPOSE AND OBJECTIVES**

The general function of the Corporation shall be to encourage and facilitate local economic development in California with the primary emphasis being to foster a public/private partnership to promote economic development that maximizes the public good. The purposes include:

1. Encouraging and facilitating local economic development in the State of California,
2. Assisting local economic development organizations in becoming more viable and effective,
3. Promoting the participation in local and statewide economic development projects among persons in the private and public sectors,
4. Enlarging the procedural and substantive resources available to California economic development practitioners,
5. Encouraging the development of professionalism through CALED sponsored training programs among those persons who practice economic development in California,

6. Service as an administrative body for dissemination of information pertaining to local community, economic development, and

7. Tracking and developing specific positions on State and Federal legislation and administrative policy that impacts local economic development activities and communicating those positions through any and all available means.

ARTICLE III MEMBERSHIP, VOTING AND DUES

Section 1. Any reputable person, public agency, sole proprietorship, association, corporation, or partnership having an interest in CALED's objectives shall be eligible for membership.

Section 2. Each member shall pay membership dues in accordance with the dues schedule or structure which may now or hereafter be adopted by the Board of Directors.

Section 3. Each member shall designate an individual designee to represent the member. Each member shall have the right to change the individual upon notice to CALED.

Section 4. Each member individual shall be the voting member and shall be entitled to cast only one vote. Proxy votes may not be designated. Associate members shall not have a vote.

Section 5. Each member may have unlimited associate memberships in CALED.

Section 6. Annual dues shall be due and payable on the members' anniversary date. All members in arrears in payment of dues and/or other financial obligations due CALED for a period of one month may be suspended by the Board of Directors. Notice of suspension shall be given by the President. Members suspended for nonpayment of dues may be restored upon such terms and conditions as said Board may determine.

Section 7. In addition to the termination of membership provided for the foregoing Section 6, any member may be suspended, expelled or censured by action of two-thirds (2/3) of the entire Board of Directors at any regular or special meeting duly noticed and called, for conduct which, in the judgment of the Board of Directors, is injurious to the best interests and welfare of this Corporation or violates this Corporation's Bylaws or Rules; provided that no member shall be suspended, expelled or censured for any such cause, other than for the nonpayment of dues, until thirty (30) days after written notice shall have been mailed to the offending member by this Corporation stating the charges which have been preferred. The Board of Directors shall afford each member against

whom such charges have been preferred a reasonable opportunity to be heard before the Board.

Section 8. Memberships may not be transferred or.

Section 9. Distinction in public affairs , economic development activities or service to CALED may be recognized for eligibility to honorary membership. Honorary membership includes all privileges of active membership, with exemption from the payment of dues. Election to and duration of honorary membership shall require two-thirds (2/3) vote of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Management - The business affairs of this Corporation shall be managed by a Board of Directors of consisting of 25 Directors plus associate directors. Size of Board may be increased to accommodate a Chair Elect, Chair or Immediate Past Chair whose term has expired. Each Director shall be a member in good standing of the Corporation. The Board of Directors shall elect an Executive Committee of officers to facilitate management of the Corporation. Expressly conferred upon them by these Bylaws, the Board may exercise all powers of the Corporation and do all such acts and things, as are not prohibited by statute or these Bylaws.

Section 2. Composition - The governing Board of this Corporation (Board of Directors) shall be composed of a reasonable balance of representatives from the following environments: Local, state and federal government, and public organizations including urban and rural entities; profit and non-profit organizations including private developers, financial institutions and geographical areas of the State.

Section 3. Criteria - Members of the Board shall be:

- A. A CALED member in good standing for a minimum of one consecutive year.
- B. Shall be an accomplished leader with high integrity and professionalism
- C. Shall be dedicated to active participation in the advancement of the economic development profession.
- D. Shall be willing to commit the time needed to fulfill the duties of a board member. This shall include, but not be limited to attending on an annual basis not less than one-half of all Board meetings as well as regular attendance at annual conferences or other CALED conferences or meetings.
- E. Limited to one(1) representative per member organization.

Section 4. Term of Membership - A Director may serve up to two consecutive terms of office. A term of office shall be equal to three

consecutive fiscal years and shall begin and be accounted for in accordance with the procedures provided herein. Except for filling a vacant position, membership on the Board of Directors shall be effective the date of the annual retreat/meeting of the Board of Directors immediately following the spring annual conference. If a vacant position is being filled, then membership on the Board of Directors shall be effective the date of appointment by the Board of Directors.

The first fiscal year of a Director's first term shall be determined based upon the effective date of appointment. Specifically, if the effective date of a Director's appointment falls on or is between July 1 and December 31, then the first fiscal year of their first term shall be the fiscal year that their appointment is effective. If, however, a Director's appointment date falls on or is between January 1 and June 30, then the first fiscal year of their first term shall be the fiscal year following the fiscal year of their appointment. Any Director whose membership has expired or has otherwise ended, may be considered for extended membership on the Board by a vote of 2/3rds of the Board. An incoming Chair Elect, Chair or Immediate Past Chair (the "Successive Service Positions") who will have completed two consecutive terms prior to finishing the terms of office of the Successive Service Positions, shall continue to serve on the Board of Directors until they have completed the cycle of serving in each of the Successive Service Positions.

Subject to the provisions of Section 16 of this Article IV, an Associate Director may serve an unlimited number of single year terms. An Associate Director's membership on the Board of Directors shall be effective the date of appointment. The first fiscal year of an Associate Director's first term shall be determined based upon the effective date of appointment. Specifically, if the effective date of an Associate Director's appointment falls on or is between July 1 and December 31, then the first fiscal year of their term shall be the fiscal year that their appointment is effective. If, however, an Associate Director's appointment date falls on or is between January 1 and June 30, then the first fiscal year of their first term shall be the fiscal year following the fiscal year of their appointment.

Section 5. Vacancy /Nomination Process-

A. Upon the occasion of a vacancy on the Board, the Chairperson of the Board shall appoint a Nominations Committee comprised of at least three Board members.

B. The Nominations Committee shall solicit nominations and/or nominate candidates for the Board vacancy(ies). At a minimum, all Board vacancies shall be advertised. In seeking nominations, the Nominations Committee shall give consideration to any unfulfilled need to balance or better reflect the Board's representation of CALED's membership composition (i.e. organization type [private, public, nonprofit, education, utility, etc.], geographic area [i.e. north, central,

south, urban, suburban, rural] and/or societal group [i.e. gender, race, ethnicity, etc.]).

C. Subsequent to soliciting nominations, the Nominations Committee shall submit to the Executive Committee a report consisting of a priority listing of Board candidates along with an explanation as to how each recommended candidate meets current vacancy need.

D. The Executive Committee shall receive, review and consider the report from the Nominations Committee and shall either request the Nominations Committee seek additional nominations or recommend a slate of priority Board candidates to the Board of Directors.

E. Upon receipt of the report from the Executive Committee the Board of Directors shall either request the Executive Committee seek further nominations or ratify the appointment of the recommended candidate(s) to the Board of Directors.

Section 6. Attendance - Absence from three (3) consecutive regular meetings of the Board may be construed by the Board as a resignation from the Board, and that after two (2) consecutive absences the Board of Directors is required to refer the absent Board member to the Executive Committee to ascertain interest in CALED and recommend appropriate action.

Section 7. Removal and Resignations - The Directors may be removed for any reason upon a majority vote of all Directors then in office.

Section 8. Compensation - The Corporation shall not compensate their members, directors, or officers for their services as such. However, the Board, by resolution, may pay actual expenses incurred in pursuit of their corporate responsibilities and may compensate, at fair market value, services rendered in capacities other than member, director, or officer.

Section 9. Meetings Notice - Meetings of the Board of Directors may be held at such place as a majority of the Directors may from time to time designate or as may be designated in the notice calling the meeting. Meetings will be held at regular intervals as determined by the Board of Directors.

Notice of regular meetings of the Board of Directors shall be given to each Director by mail.

Special meetings of the Board of Directors may be called by the Chair, or, in like manner and on like notice, at the written request of a majority as defined by these Bylaws. Petitioned meetings can only be held after the expiration of seven (7) days after the presentation of the petition. The petition must state the subject to be discussed and the meeting will be limited to those subjects.

Emergency meetings may be called by the Chair with diligent efforts to reach every Board member with 24-hour notice.

Section 10. Waiver of Notice - Either before or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving such notice. Attendance by a director at any meeting of the Board shall be a waiver by him of notice of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 11. Quorum - At all meetings of the Board of Directors eleven (11) Board members will constitute a quorum for the transaction of business, and the acts of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.

At the beginning of any meeting the Board of Directors, a quorum is needed to conduct business. Once a quorum has been constituted, it shall be assumed to remain until the meeting has been adjourned or the absence of a quorum has been questioned and been found to be in order. In either case, the meeting shall be adjourned and cannot be reconvened until the entire Board of Directors has been given proper notice as stated in these Bylaws.

Section 12. Consent - If all Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 13. Annual Meeting - An annual meeting of the membership may be held during the annual conference each year for the purpose of transacting such proper business as may come before the meeting.

Section 14. Executive Advisory Council - All former chairs (or presidents prior to 1993) shall be automatic members of the Advisory Council and serve as ex-officio, non-voting members of the Board of Directors. Membership on the Council shall be for life so long as the member remains a member in good standing and active in the affairs of the Council. The Chair shall utilize these advisors and assign responsibilities to this Council as he or she determines necessary.

Section 15. Associate Directors - In order for CALED to more closely affiliate with economic development professionals who by virtue of their expertise, reputation or representation (i.e., they represent another organization through membership or employment) will enhance the abilities of the Board of Directors to carry out its mission, the Board of Directors may, from time to time, appoint one or more Associate Directors. Associate Directors will be voting members of the Board of

Directors and serve for a term of one year, unless their membership is extended.

Nominations of candidates for Associate Director may be made at any time by any member of the Board of Directors or the President. All nominations for Associate Director shall be referred to the Executive Committee for review and consideration. For nominees that meet the minimum criteria, the Executive Committee shall submit a report to the Board of Directors on the merits of the nomination. Upon receipt of the report from the Executive Committee, which shall include an explanation as to how each recommended candidate meets minimum Board and Associate Director criteria, the Board of Directors shall either ratify or reject the candidate so nominated for appointment. For sitting Associate Directors, the Executive Committee shall provide the Board of Directors with its recommendations for membership extension prior to the expiration of the affected Associate Director's one year term. The membership of Associate Directors may only be extended in one year increments.

ARTICLE V EXECUTIVE OFFICERS

Section 1. Election of Executive Officers – The Board of Directors shall elect, from the Board, a Chair of the Board, a Chair Elect, Secretary/Treasurer and up to 4, but not less than 2 Vice Chairs. The immediate past chair shall remain a voting member of the Board and an officer

Section 2. Election - The election of the executive officers shall take place at a spring meeting of the Board of. Nominees shall be submitted by the Chair or Chair-elect. Additional nominations, for each position, may be solicited from the Board, and shall hold office at the discretion of the Board. Only Board members may be officers.

ARTICLE VI DUTIES OF EXECUTIVE OFFICERS

Section 1. Chair - The Chair shall nominate executive officers, preside at all meetings of the Board of Directors, and shall have such powers and duties as may be designated by the Board. The Chair shall be an ex-officio, non-voting member of all committees, excepting the Executive Committee which will be chaired by the Chair with full voting privileges.

Section 2. Chair Elect - In the absence of the Chair, the Chair Elect shall preside at all meetings of the Board of Directors and any other

duties assigned by the Board, have all the powers and duties of the Chair and may serve as Chair following the current Chair's term of office. The Chair-elect, prior to becoming Chair, shall nominate a slate of executive officers for approval by the Board of Directors.

Section 3. Secretary/Treasurer - The Secretary/Treasurer shall cause the minutes of all meetings to be kept, and shall be in charge of any books and papers as the Board of Directors may require. The Secretary/Treasurer or a Board designee shall, in general, perform all duties incident to the office of Secretary/Treasurer.

In addition, the Secretary/Treasurer shall be responsible for overseeing the preparation of the Annual Budget of the Corporation. The Secretary/Treasurer will also: assure that financial statements are prepared for review by the Executive Committee and Board of Directors; shall cause a full and accurate account of receipts and disbursements be kept; shall see that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors or Executive Committee.

Section 4. Vice Chairs - Shall be nominated by the Chair and/or Chair-elect and elected by the Board. Vice Chairs shall oversee special activities and issues so designated by the Board. At least one Vice Chair shall chair the Government Relations Standing Committee.

ARTICLE VII COMMITTEES

Section 1. Executive Committee - The members of this Committee will be the officers of the Corporation, and the immediate past Chair. The Executive Committee will be responsible for the management of the operations of the Association.

Section 2. Standing Committees - The Government Relations committee will serve as the only Standing Committees for the Association with roles and duties to be defined by the Board of Directors. With the exception of the Nominations Committee, All standing committees and ad hoc committees are open to the general membership to serve.

Section 3. Board Nominations Committee - The Chair shall appoint this Board member only committee as the need arises. The Committee is charged with carrying out those duties defined in Article IV, Section 5 of these Bylaws.

Section 4. Ad Hoc Committees - The Board may by minute order constitute such other ad hoc committees of Directors, officers, or members and/or employees, with such functions, powers, and duties and tenure, as the Board of Directors shall determine.

**ARTICLE VIII
MISCELLANEOUS PROVISION**

Section 1. President - The Board of Directors shall employ a President who shall be the Chief Executive Officer of the Corporation authorized to manage operations and employees of the Association in accordance with policy established by the Board of Directors. The President shall be an ex-officio, non-voting member of the Board and all committees and ad hoc committees. Such authorizations shall include the power to sign grants and contracts on behalf of the Association as well as to hire employees and consultants.

Section 2. Check and Notes - All checks, drafts, trade acceptances, and promissory notes of the Corporation shall be signed by the President or such officer(s) or employee(s) as the Board of Directors may from time to time designate.

Section 3. Fiscal Year - The fiscal year of the Corporation shall be from July 1 through June 30.

Section 4. Deposits - All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation. For the purpose of such deposit, the President and/or any officer or employee, to whom such power has been delegated by the President and/or Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money to the Corporation.

Section 5. Rules of Procedure - All meetings of the Board and its Committees shall be governed by the current edition of Robert's Rules of Orders.

Section 6. Books and Records - The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors. At the principal office of the Corporation, a record shall be kept of the names and addresses of the Board and any committee members. All books and records of the Corporation may be inspected by any Director or the Director's agent at a reasonable time and in a reasonable manner.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors by the vote of a majority of the Directors, provided notice of the proposed change shall have been mailed to each Director not less than seven (7) days prior to such meeting.

(6/98)