

2024 PROPOSED REVISIONS TO NCEDA MEMBERSHIP

AMENDED AND RESTATED CONSTITUTION AND BYLAWS

OF THE

NORTH CAROLINA ECONOMIC DEVELOPMENT ASSOCIATION

(Adopted April 28, 1967. Amended June 12, 1971; June 15, 1976; June 28, 1978; June 20, 1979; February 3, 1984; February 10, 1989; June 18, 1990; June 13, 1994; March 7, 1997; March 6, 1998; October 18, 2017)

ARTICLE I - NAME

Section 1. Name. The name of this nonprofit corporation is the North Carolina Economic Development Association (“NCEDA”).

ARTICLE II - PURPOSES

Section 1. Purposes. The purposes for which the corporation is organized are:

- (a) To promote the general welfare of the citizens of North Carolina by assisting in the economic development of North Carolina.
- (b) To increase the effectiveness of individuals involved in the practice of economic development in North Carolina by encouraging cooperation, exchange of information, and development of professional skills.
- (c) To promote **the highest ethical standards practices** among economic **developers, development practitioners, partners, and allies.**
- (d) To act as a unifying force on matters affecting economic development in the State of North Carolina and the nation.
- (e) To promote and encourage economic development without discrimination.
- (f) **To foster a culture that welcomes persons of all backgrounds and professional experience in economic development for the benefit of the state and communities they serve.**
- (g) To encourage support of and membership in allied economic development professional organizations, such as Southern Economic Development Council and International Economic Development Council.

- (h) To advocate advancement of professional knowledge and skills by encouraging attendance at economic development institutes and other professional seminars.
- (i) To conduct economic development activities generally, on a nonprofit basis within the meaning of § 501 (c) (6) of the Internal Revenue code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).
- (j) To engage in any other lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina, as amended, provided that said ~~activities are~~ activity is permitted under Code § 501 (c) (6) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. Any ~~reputable~~ person engaged in or supportive of activities furthering economic development in the State of North Carolina ~~shall be~~ is eligible for membership.

Section 2. Individual Names. Memberships ~~shall be~~ are individual, not in the name of an organization, and therefore are not transferable.

Section 3. Membership Classifications. ~~Membership classifications are:~~

- a) Regular members (“members”) ~~shall be~~ are individuals who are interested in furthering economic development in North Carolina and who pay their dues in accordance with this Constitution and Bylaws.
- b) Honorary members ~~shall be~~ are individuals making outstanding contributions to economic development in North Carolina. Honorary members may be selected by majority vote of the Board of Directors. Honorary members ~~shall be~~ are ineligible to hold office or vote and ~~shall be~~ are exempt from membership fees.
- c) Emeritus members ~~shall be~~ are members in good standing, who are; (i) fully retired from the economic development profession or allied professions, (ii) at least 60 years of age, and (iii) proposed by the Nominating Committee and approved by the Board to be classified as Emeritus members. Emeritus members ~~shall be~~ are exempt from membership fees and ~~shall will~~ be billed for conference registration fees in an amount equal to the organization’s actual conference costs as determined by NCEDA’s professional association management company or Board of Directors. Emeritus members may also be recognized with such additional benefits as the Board may choose to bestow ~~upon Emeritus members~~ from time to time.

Section 4. Membership Year. ~~Beginning with the fiscal year commencing July 1, 2017, the~~ The membership year for all dues-paying members ~~shall will~~ begin on the date of receipt by the NCEDA office of full payment of a member’s annual dues and ~~shall will~~ end on the annual anniversary of that date.

Section 5. Dues and Fees. Annual membership dues shall be determined by the Board of Directors. Membership fees are non-refundable except as otherwise provided in **Article III**, Section 6 below. Failure to pay

annual dues within 90 days following the end of the membership year ~~shall~~ will result in the termination of membership in NCEDA.

Section 6. Membership Rejection and Removal and Expulsion. The Board of Directors may reject ~~or remove or expel~~ a member at any time by majority vote for any cause they deem sufficient. If the Board votes to reject ~~the application of a person seeking to become a member or remove a new~~ member, the ~~association will refund~~ the ~~paid~~ annual membership fee for the then-current membership year.

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual membership meeting of NCEDA shall be held in June. The election of ~~officers~~ **Officers** and ~~directors;~~ **Directors**, reports to the membership, and other business shall be brought before the membership at the annual membership meeting.

Section 2. Other Membership Meetings. The Board of Directors may schedule other membership meetings in addition to the annual membership meeting ~~to conduct business as provided in Article IV, Section 1.~~

Section 3. Voting. At any meeting of the membership, each voting member present shall be entitled to one vote.

Section 4. Location. ~~The Board of Directors will determine the~~ location of all meetings of the membership, and, for the avoidance of doubt, are permitted to conduct such meetings via telephone or other electronic means, provided that such electronic means permits all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting will be deemed present in person at such meeting. ~~shall be determined by the Board of Directors.~~

Section 5. Notices. The Secretary ~~or designee of the Secretary shall cause notices of~~ shall be responsible for ~~sending notices of meetings of the membership to all members.~~ Such notices shall be dispatched in advance with lead time discretionary upon the type of meeting to be held.

Section 6. Quorum. At any meeting of the membership, those members present who are eligible to vote ~~will shall~~ constitute a quorum.

ARTICLE V - FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the corporation shall be July 1 - June 30.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Establishment. The North Carolina Economic Development Association shall be governed by a Board of Directors.

Section 2. Number and Classifications. The Board of Directors shall be composed of the following:

- a) Nine (9) ~~directors~~ Directors elected by the members.
- b) ~~The A~~ President, Vice President, Secretary/Treasurer and Immediate Past President as Officers.
- c) Such number of ex-officio ~~members; Directors,~~ who ~~shall be~~ are without vote or right to make a motion for consideration by the Board, as the Board deems desirable. The ex-officio ~~board members Directors shall will~~ serve at the pleasure of the Board, and their status as ex-officio ~~Board members Directors shall be~~ is terminated at such time as the Board ~~shall determine.~~ determines.

Section 3. Eligibility. All ~~members of the Board of~~ Directors must be members of the ~~association corporation.~~ If a ~~Board member Director~~ ceases to be a member of ~~the association NCEDA~~ such person ~~shall will~~ automatically ~~no longer cease to be a~~ ~~director Director~~ or ~~officer Officer~~ of the corporation.

Section 4. Operating Procedures. The Board of Directors shall establish, ~~and~~ adopt ~~and maintain~~ written operating procedures to conduct the business of the corporation, provided that no operating procedure shall conflict with any provision of this Constitution and Bylaws. The operating procedures may be modified or amended from time to time ~~in at~~ the sole discretion of the Board.

Section 5. Duties of Directors. In accordance with the Articles of Incorporation, the business and affairs of the corporation shall be managed by or under the direction of the Board of Directors or by such committee as the Board of Directors may establish pursuant to this Constitution and Bylaws, except as otherwise provided by law or by the Articles of Incorporation.

Section 6. Application to Serve as a Director. All applicants to serve on the Board of Directors shall complete an application to serve on the Board of Directors and submit ~~said the~~ application to the office of the corporation ~~at least sixty (60) days before the annual membership meeting; by the deadline set by the Board of Directors.~~ Prior to the annual membership meeting the Nominating Committee will meet to review the applications and vote on ~~officer Officer~~ and ~~director Director~~ nominees.

Section 7. Resignation. Any Director may resign at any time by providing written notice to the Board President or the Board Secretary/Treasurer. Any such resignation ~~shall will~~ take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal. Any ~~member of the Board of Directors shall~~ Director will be automatically removed if absent more than three (3) Board meetings in a given year without cause, which cause must be approved by the Board. Any member of the Board of Directors may be removed for cause by a ~~majority two-thirds (2/3)~~ vote of the Board, ~~as constituted in Article VI, Section 2.a and 2.b. and cause may include a change of status or employment of the member of the Board; otherwise, a member of the Board of Directors may be removed with or without cause by members of NCEDA at a meeting specially called for that purpose provided the number of votes cast to remove the Board member would be sufficient to elect such Board member.~~

Section 9. Compensation. No member of the Board of Directors may receive any compensation, except as reimbursement for actual disbursements expended on behalf of, or in service to NCEDA, and according to policies authorized by the Board of Directors.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be in June prior to the annual membership meeting. At the June annual meeting the Board of Directors shall adopt an annual budget for the fiscal year commencing July 1 following the meeting. The Board of Directors shall hold an annual planning meeting during the first quarter of each fiscal year at which the fiscal year budget may be amended to reflect the program of work adopted by the Board for the current year, and the Board of Directors may schedule other meetings as the Board deems appropriate throughout the fiscal year.

Section 2. Meetings Called by President. The President shall determine the date, time, and place of regular Board meetings. ~~The President has the authority to call special meetings.~~

Section 3. Special Meetings ~~called by Board.~~ Two-thirds (2/3) of the voting Board members may call a special meeting of the Board if they deem it necessary, and they shall establish the date, time, and place of such meeting. In such event, ~~at least ten (10)~~ ~~three (3) business~~ days advance notice, with an agenda, must be given to all Board members, which notice may be given electronically.

Section 4. Quorum. The presence of a majority of voting Board members shall constitute a quorum at Board meetings for the transaction of business.

Section 5. Attendance by Telephone. ~~At the discretion of the Board, any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting will be deemed present in person at such meeting.~~

Section 6. Written Action by Directors. ~~Action taken by the Directors or members of a committee of the Board without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by a majority (or, if greater than a majority is required for such action, such number as would be required to approve such action at an in person meeting) of the Directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken. Such action will become effective when the last Director or committee member signs the written consent, unless the written consent specifies a different date. A Director's consent to action taken without meeting may be in electronic form and delivered by electronic means.~~

ARTICLE VIII - OFFICERS & DUTIES

Section 1. Officers. The corporation shall have the following officers: a President, a Vice President, a Secretary/Treasurer, and the Immediate Past President. ~~All Officers must previously have served on the Board of Directors for at least two (2) years.~~

Section 2. Duties of President. ~~It shall be is~~ the duty of the President to preside at meetings of the membership and the Board of Directors and to perform specific duties which the Board may place upon the President and such other duties as ordinarily pertain to the office.

Section 3. Duties of Vice President. It ~~shall be~~ is the duty of the Vice President to assume the responsibilities of the President in the absence of the President and to perform specific duties which the Board may place upon the Vice President and such other duties as ordinarily pertain to the office.

Section 4. Duties of Secretary/Treasurer. ~~It shall be the duty of the~~ The Secretary/Treasurer ~~to oversee~~ oversees and ~~be is~~ is responsible for ~~the maintenance of~~ all records of the corporation. The Secretary/Treasurer shall record, or cause to be recorded, the minutes of the membership meetings, the Board of Directors meetings, and ~~be responsible for~~ oversee preparation and distribution of those minutes. ~~The Secretary/Treasurer shall report annually to the corporation on all matters handled by the Secretary/Treasurer. This report shall include meetings of the Board and general activities of the corporation.~~ The Secretary/Treasurer, with consent of the Board, may delegate to the corporation's association management firm the responsibility of preparing minutes of meetings and maintaining all records of the corporation. ~~The Secretary/Treasurer shall be accountable for all books, papers and property of the corporation.~~ The Secretary/Treasurer shall be accountable for all funds of the corporation and oversee the disbursement of such funds upon the order of the Board of Directors. Normal bookkeeping responsibilities of the corporation may be delegated to the corporation's association management firm or to another third party. ~~with requisite association bookkeeping experience, provided that the Secretary/Treasurer shall maintain accountability for all financial matters.~~ The Secretary/Treasurer shall present the proposed annual budget for review and approval of the Board of Directors at the annual Board of Directors meeting each June. The Secretary/Treasurer shall oversee the operating budget established by the Board and be responsible for ~~maintaining~~ all financial records, receipts and expenditures. ~~The Secretary/Treasurer shall be responsible for the preparation of an annual financial report and advise the Board of Directors on matters involving corporation funds. The Secretary/Treasurer also shall be responsible for securing a certified public accountant to (i) prepare and file all appropriate tax documents of the corporation, and (ii) publish and present to the Board of Directors an audit, not later than November 30 each year.~~

Section 5. Duties of Immediate Past President. The Immediate Past President shall chair the Nominating Committee and perform such other duties which the Board may place upon the Immediate Past President.

Section 6. Succession in Case of Absence. At any meeting of the membership or the Board of Directors, in the absence of the President and the Vice President, the order of succession shall be: the Secretary/Treasurer, the Immediate Past President, and a temporary chair~~man~~ elected by the voting members present.

Section 7. Eligibility. All Officers must be members in good standing of NCEDA. If an Officer ceases to be a member in good standing of NCEDA such person shall automatically no longer be an Officer of NCEDA.

ARTICLE IX - ELECTIONS AND TERMS OF OFFICE

Section 1. Time of Election. Officers and Directors shall be elected at the annual membership meeting in June.

Section 2. Commencement of Term. Officers and Directors shall assume office on July 1 for the period for which elected or until duly elected successors take office.

Section 3. Officer Nominations. Nominations for President, Vice President, and Secretary/Treasurer shall be submitted individually by the Chair~~man~~ of the Nominating Committee at the annual membership meeting. Nominations may be made from the floor, but nominees must be present and ~~signify~~ consent to nomination.

Section 4. Board Nominations. Nominees for the Board of Directors shall be submitted by the Chair of the Nominating Committee as a slate. Insofar as is possible and consistent with the obligations of the Nominating Committee to nominate the most capable persons for service in leadership of the Association, the Nominating Committee ~~shall give consideration to geographic and interest representations in their selections.~~ must consider various factors in the nominating process including professions of the members of the association, age, background, gender, and geographic location and shall not exclude members from consideration because of race, color, religion, national origin, disability, or genetic information. Nominations may be made from the floor, but nominees must be present and signify consent to nomination.

Section 5. Method of Voting. A plurality of the voting membership elects ~~officers~~ Officers and ~~directors~~ Directors at the Annual Meeting.

Section 6. Term. Officers are elected for a one-year term. Except as otherwise provided herein, Directors are elected for a three-year term. The Board of Directors shall have staggered terms, with three Directors elected annually.

Section 7. Immediate Past President. The outgoing President assumes the office of Immediate Past President, without election, upon the election of the new President.

Section 8. Reelection. ~~Only the Secretary/Treasurer is eligible for election to consecutive terms. An Officer may not serve more than two (2) consecutive terms.~~

ARTICLE X - VACANCIES

Section 1. Officer and ~~Board~~ Director Vacancies. In the event an ~~officer~~ Officer or ~~director~~ Director seat becomes vacant, the Board of Directors shall fill such vacancy from nominations received from the Nominating Committee. The nominee shall serve an interim appointment until the next annual membership meeting, at which time the nomination shall be submitted to the membership for confirmation. Nominations may be made from the floor, but nominees must be present and ~~signify~~ consent to nomination. The term of office for the replacement ~~shall will~~ be for the unexpired term of the vacant position, and the replacement ~~shall will~~ be deemed eligible for future election to a full term of office.

Section 2. Immediate Past President Vacancy. Should the office of Immediate Past President become vacant, the Nominating Committee will select a past President of the corporation to fill the office for the remainder of the term.

ARTICLE XI - CHANGE OF STATUS OF OFFICERS, DIRECTORS OR MEMBERS

Section 1. Employment Change of Officers and Directors. In the event of change of employment of any ~~officer~~ Officer or ~~director~~ Director during their term of office, that person shall ~~submit a notice to notify~~ the President. The President shall notify the Nominating Committee upon receipt of the notice. The Nominating Committee ~~will must~~ review the change and determine whether ~~or not~~ the incumbent should continue in his/her official position ~~on the Board of Directors~~. Should it be determined that the removal of the ~~officer~~ Officer or ~~director~~ Director is the appropriate action, the Nominating Committee will ~~communicate that finding to the President and the President shall seek the resignation of the Officer.~~ Should the Officer refuse to resign, the Board shall

consider whether the Director or Officer should be removed pursuant to Article VI Section 8. Should the Director or Officer be removed by the Board, the Nominating Committee shall convene and nominate an interim replacement as provided in Article X, Section 1.

ARTICLE XII - FINANCIAL MANAGEMENT

Section 1. Prohibited Acts. The corporation shall not engage in the purchase, lease, sale or mortgage of investment real estate. The corporation shall not borrow money nor incur debts over existing assets and anticipated revenues.

Section 2. Method of Expenditures. Expenditures or commitment of any funds shall be made only in the manner prescribed by the Board of Directors. Financial reports ~~will~~ shall be reviewed and approved by the Board at their regular meetings.

Section 3. Budget. The annual operating budget of the corporation shall be adopted by the Board of Directors in June at the annual Board of Directors meeting. The Board may amend and approve the annual operating budget ~~from time to time~~ as needed to reflect the program of work of the corporation.

Section 4. Taxes. The Board of Directors shall be responsible for securing a certified public accountant to prepare and file all appropriate tax documents for the corporation.

Section 5. Audit. The Board of Directors shall be responsible for securing a certified public accountant to prepare the annual audit of the corporation's books and financial records. An audit report will be published and presented to the Board of Directors.

Section 6. Financial Management Incident to Normal Operations. The Board may delegate to the corporation's association management company or other firm with requisite association financial management expertise the day-to-day bookkeeping responsibilities of NCEDA. Such delegation ~~shall~~ does not relieve the Board of Directors for fiduciary responsibility for the receipts and expenditures and other financial matters of the corporation.

ARTICLE XIII - COMMITTEES

Section 1. Committees. The corporation shall have a standing Executive Committee, a standing Nominating Committee and such other committees as the Board of Directors shall determines. ~~from time to time.~~ The Board of Directors shall establish and define the purpose and powers of all committees. ~~Except as provided in Article IX, all~~ All committee reports shall be submitted to the Board of Directors.

Section 2. Committee Chairs. The President shall appoint the chairs of committees except for the Nominating Committee. ~~All committee members shall be appointed by the committee chair.~~

Section 3. Executive Committee. The Officers shall constitute the Executive Committee, and the President shall chair the Executive Committee. This committee will be used to expedite the business of the corporation, but it shall not be used to circumvent the authority of the Board of Directors. Actions of the Executive Committee must be reported to the Board of Directors ~~at the next succeeding Board meeting-~~ within twenty-

four (24) hours or as soon as practical thereafter by the President or their designee. The Board of Directors shall describe and limit those matters ~~which shall be that are~~ within the purview of the Executive Committee.

Section 4. Nominating Committee. The Nominating Committee shall be composed of ~~the President and~~ all past Presidents who are members in good standing. The Immediate Past President shall serve as chair.

ARTICLE XIV – CONFLICTS OF INTEREST

Section 1. Conflict of Interest. All NCEDA ~~directors~~ Directors and ~~officers~~ Officers shall exercise their judgment in the best interest of the corporation, free from the influence of bias. Before each meeting, ~~all directors are each~~ Director is required to disclose any real conflict of interest, or appearance of a conflict of interest that might affect or be perceived to affect his or her independent decision-making capacity on behalf of the corporation.

The Board ~~shall~~ may not ~~enter into~~ authorize execution of any contract or transaction with:

- a) One (1) or more of its ~~Board of~~ Directors or immediate family members of a ~~member of the Board of~~ Directors.
- b) A Director of a related organization.
- c) An organization in or of which a ~~director~~ Director of the corporation is a Director, Officer or legal representative, or in some other way has a material financial interest unless:
 - (i) That interest is disclosed or known to the Board ~~of Directors~~;
 - (ii) The Board approves, authorizes or ratifies the action in good faith;
 - (iii) The approval is by a majority of the ~~Board of~~ Directors (not counting the interested Director); and
 - (iv) ~~The approval occurs at A~~ a meeting where a quorum is present (not counting the interested Director).

The interested ~~director~~ Director may be present to discuss and to answer questions but may not advocate for the action to be taken, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met. ~~Further clarification on conflicts of interest can be found in the corporation's "Conflict of Interest Policy" (Rider 1).~~

~~A member of the Board of Directors who is unable to exercise his or her judgment in the best interest of the corporation, free from the influence of bias in connection with any matter, shall abstain from deliberating and voting on that matter. If the Board member does not abstain, the Board of Directors may exclude the Director from deliberating and voting on the matter when, in the determination of the Board, the Board member has a bias as contemplated herein which, under the circumstances specific to the matter, would render the Board member unable to exercise his or her judgment in the best interest of the corporation, free from the influence of the bias. A motion to exclude a Board member from deliberating and voting on any matter must be adopted by a vote of two thirds (2/3) of the Board of Directors present at a meeting at which a quorum is in attendance. No Board member may be excluded from deliberating or voting on a question of his or her own bias.~~

ARTICLE XV – INDEMNIFICATION

Section 1. Indemnification. The corporation shall indemnify and hold harmless ~~Every each~~ person who is, or ~~shall have~~ has been, a ~~director~~ Director or ~~officer~~ Officer of the corporation and his or her personal representatives ~~shall be indemnified by the corporation~~ against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being, or having been, a ~~director~~ Director or ~~officer~~ Officer of the corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such ~~director~~ Director or ~~officer~~ Officer. “Costs and expenses” shall include, but without limiting the generality thereof, reasonable attorney’s fees, damages and reasonable amounts paid in settlement.

ARTICLE XVI - AMENDMENTS

Section 1. Majority Vote. This Constitution and Bylaws may be amended or repealed wholly or in part by a majority of the members entitled to vote thereon present at any membership meeting at which a quorum is present.

Section 2. Conditions of Amendment. No amendment to this Constitution and Bylaws may be considered for adoption unless the following requirements have been met:

- a) the proposed amendment ~~shall be~~ has been approved by a two-thirds majority vote by the Board of Directors present at a duly called Board meeting at which a quorum is present;
- b) a written copy of the proposed amendment has been distributed to the membership at least ~~thirty days~~ fourteen (14) calendar days prior to the vote on the amendment; and
- c) the vote on the proposed amendment ~~shall be~~ has been cast at a meeting of the membership in accordance with the provisions of Article IV.

ARTICLE XVII - ENACTMENT

Section 1. This Constitution and Bylaws shall become effective on and after the date approved by the membership.