

RESOLUTION # _____

RESOLUTION AMENDING THE BUNCOMBE COUNTY ECONOMIC DEVELOPMENT COALITION

WHEREAS, N.C.G.S. 158-8 provides that the board of county commissioners of any county may by resolution create an economic development commission for said county; and

WHEREAS, this Board originally created the Buncombe County Economic Development Commission ("EDC") by resolution dated July 26, 1994, and at various times this Board has amended the by-laws of the EDC; and

WHEREAS, in recent years a number of proposed revisions have been suggested, and this Board desires to standardize the by-laws and organization of the EDC.

NOW, THEREFORE BE IT RESOLVED by the Board of Commissioners for the County of Buncombe ("the Board") as follows:

1. That the By-Laws of the EDC are amended to read as follows:

**By-Laws of the Buncombe County
Economic Development Coalition**

ARTICLE I

Section 1. Name.

The name of the organization shall be the Economic Development Coalition of Asheville-Buncombe County, (hereinafter "EDC").

Section 2. Offices.

The office of the EDC shall be located at the Asheville Area Chamber of Commerce building, 36 Montford Avenue, Asheville, North Carolina or at such other places in Buncombe County as the EDC may from time to time designate.

Section 3. Fiscal and Administrative Year.

The fiscal and administrative year of the EDC shall be a fiscal year ending June 30.

Section 4. Objectives.

This EDC is intended to stimulate private sector investment, economic growth and job creation within Buncombe County. It creates a focused effort to recruit and establish new or expanded business activity which will have a positive impact on the economic health of the community. Efforts will include, but not be limited to the following:

- a. Establishing and maintaining an economic development database;
- b. Preparing an economic development strategy with specific goals with broad-based community participation;
- c. Developing a comprehensive program and visual and written materials to encourage the location and/or relocation of manufacturing, industrial and commercial business within Buncombe County;
- d. Developing programs to encourage the retention and expansion of existing businesses;
- e. Employing at least one economic development professional and supporting staff to maintain an Economic Development Office;

ARTICLE II MEMBERS

Section 1. General Powers.

The affairs of the EDC shall be managed by its members who collectively shall have and, according to these By-Laws, shall exercise those powers enumerated in Chapter 158 of the General Statutes of North Carolina, within the framework provided by the Board Resolution establishing the EDC.

Section 2. Appointment of Members.

The EDC shall consist of nine (9) members appointed by the Buncombe County Board of Commissioners as follows:

- One County Commissioner;
- One Chamber of Commerce representative;
- At least three (3) members will be business owners or the chief executive of an established business; and
- Four (4) at large members.

The County Manager and Chamber President/CEO shall serve as ex officio members. These two (2) ex officio members may not vote, but their attendance in closed sessions is expected.

In the discretion of the majority, the EDC membership may ask that the chief executives or other senior member of any number of Buncombe County area organizations also serve as ex

officio members to advise and comment on the objectives and activities of the EDC. Such additional EDC ex officio members will have no voting privileges and may attend closed sessions as needed and deemed appropriate.

No person appointed as a member of the EDC shall make any contract for his or her own benefit as a result of Information obtained as a result of his or her membership on the EDC, or be in any manner concerned or interested in making such contract, or in the profits thereof, either privately or openly, singularly or jointly with another arising out of or as a result of Information obtained as a member of the EDC.

Section 4. Terms.

EDC members are eligible to serve no more than two (2) consecutive three-year terms, with the exception of the County Commissioner member who may serve at the pleasure of the Board.

Appointees shall serve staggered terms to be determined by the Board of Commissioners. The appointment term of members serving initial terms of 1 or 2 years shall not be counted against the eligibility limit of no more than two (2) consecutive three-year terms.

Vacancies occurring for reasons other than the expiration of appointed terms shall be filled as they occur by the Board for the period of the unexpired term.

Section 5. Voting Rights.

Each member present and in good standing shall be entitled to one vote on each matter submitted to the vote of the members. Provided, however, the EDC may excuse a member from voting upon questions involving his own financial interest, a potential conflict of interest, or his official conduct.

Section 6. Termination of Membership.

a. The Board, by a majority vote of all its members, may suspend or expel any of its appointed members of the EDC for cause.

b. Failure of any member to attend at least two-thirds (66.6%) of the regular meetings in any consecutive 12-month period will be deemed to be a resignation and shall automatically terminate his or her membership. The Chair, or his designee, shall notify the member and the agency that recommended his or her appointed authority of such termination.

Section 7. Resignation.

Any member may resign notifying the Chair of the EDC. The EDC Chair will notify the Buncombe County Clerk to the Board.

Section 8. Transfer of Membership.

Membership in the EDC is not transferable or assignable.

Section 9. Compensation.

Members shall serve without compensation, but may be reimbursed for expenses actually incurred in connection with the performance of their duties.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Regular and Special Meetings:

The EDC shall meet regularly once a month, with the exception of December, at a place and time designated by the Chair. Special meetings of the EDC may be called by the Chair or by not less than three (3) members. The person or persons who call the meeting shall cause the notice to be mailed, emailed or delivered to the Chairman and all of the Board members, or left at the usual dwelling place of each member, at least 48 hours before the meeting. Only those items of business specified in the notice may be transacted at a special meeting, unless all members are present or those not present have signed a written waiver.

Section 2. Open Meetings:

All meetings of the EDC, whether regular or special, shall be announced to the news media, delivered to any person who has filed a written request for such notifications and open to the public, provided that the EDC may hold closed sessions from time to time as provided by North Carolina General Statutes 143-318.11.

Section 3. Action by Members:

All actions shall be determined by a majority vote of the members of the EDC in open meeting. Five (5) members shall constitute a quorum for any meeting of the EDC. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Except as otherwise provided by law or these By-Laws, the EDC shall be governed by the Rules of Parliamentary Practices as contained in "Roberts' Rules of Order".

Section 4. Minutes:

The minutes of all regular and special meetings of the EDC shall be distributed to each member of the EDC no later than the Friday before the next regularly scheduled Board meeting.

**ARTICLE IV.
OFFICERS**

Section 1. Election of Chairman, Vice-Chairman & Secretary:

There shall be elected from the members of the EDC a Chair, Vice-Chair, and create and fill other offices as it may determine each serving a one-year term with eligibility for re-election. The President of the Asheville Area Chamber of Commerce shall serve as Secretary to the EDC.

**ARTICLE V.
DUTIES OF OFFICERS**

Section 1. Duties of Officers:

The duties of the officers shall be as follows:

- A. Chair: The Chair shall call and preside at all regular and special meetings of the EDC. The Chair shall appoint a chair and members of all Committees and shall be the ex-officio member of all such Committees. The Chair shall perform such other duties as may come within the jurisdiction of his office. At each meeting, the Chair shall submit such recommendations and information as deemed necessary and proper concerning the business, affairs and policies of the EDC.
- B. Vice-Chair: The Vice-Chair shall preside at meetings and perform the duties of the Chair in the absence or incapacity of the Chair. The Vice-Chair shall perform such other duties as may be assigned to him by the Chair of the EDC.
- C. Secretary: The Secretary shall be responsible for taking minutes of meetings of the EDC and for preserving documents, records, and reports, and he/she shall perform such other duties as the EDC may direct for the length of the Management Agreement.

The Chair or Vice-Chair shall review and approve or disapprove by their signatures all expenditures and orders for disbursement of funds.

**ARTICLE VI.
COMMITTEES**

Section 1. Committees:

Committees having such responsibilities as may be delegated to them may be established. The Chair of the EDC shall appoint a member of the EDC to serve as chair of a committee and such other persons, all of whom need not be EDC members, to serve on a committee.

**ARTICLE VII.
ADMINISTRATIVE SERVICES**

Section 1. Contractual:

Administrative services to the EDC shall be provided in accordance with the criteria established by agreement between the Buncombe County Commissioners and a contract management agency. The initial Management Agreement will be with the Asheville Area Chamber of Commerce which shall act as the Management Agency.

**ARTICLE VIII.
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1. Contracts:

The EDC may authorize any officer or officers, agent or agents of the EDC, in addition to officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name and behalf of the EDC, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Orders:

The Management Agency will itemize expenses and submit to the County for reimbursement. The County will reimburse to the Agency the economic development expenses on or before the fifth (5th) day of each month commencing [DATE] and continuing for the duration of this Agreement. Reimbursement will be via electronic funds transfer.

Section 3. Gifts:

The Chair may accept on behalf of the EDC any contribution, gift, bequest, or devise for any purpose of the EDC.

Section 4. Statutory Compliance:

All matters of fiscal control and administration shall be handled in accordance with Chapter 159 of the General Statutes of North Carolina.

**ARTICLE IX.
BOOKS AND RECORDS**

The EDC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and shall keep at its principal office a record giving names and addresses of the members entitled to vote. All books and records of the EDC may be inspected by any member or his duly authorized agent or attorney for any proper purpose at any reasonable time.

**ARTICLE X.
AMENDMENTS**

Subject to the approval of the Board, these By-Laws, or any part thereof, may be amended by a two-thirds (2/3) affirmative vote of the members of the EDC present and voting, providing a quorum is present. Such amendment(s) become effective if approved by the Board of Commissioners.

2. This resolution shall become effective upon its adoption.

ADOPTED this the 5th day of January, 2016.

ATTEST:

BOARD OF COMMISSIONERS FOR
THE COUNTY OF BUNCOMBE

Kathy Hughes, Clerk to the Board

BY: _____
David Gantt, Chairman

APPROVED AS TO FORM:

County Attorney