

OHIO ECONOMIC DEVELOPMENT ASSOCIATION, INC. CODE OF REGULATIONS Amended October 18, 2017

ARTICLE I NAME

The name of this organization is the Ohio Economic Development Association, Inc., hereafter designated OEDA.

ARTICLE II PURPOSE AND ORGANIZATION

Section 1 Mission

The mission of the Ohio Economic Development Association (OEDA) is to increase economic prosperity in the State of Ohio by advancing the practice of economic development.

Section 2 Primary Goals

OEDA is a voluntary professional association for economic and community developers dedicated to advancing the profession, the practice of economic development, and the state economy through professional development, networking, advocacy, and collaboration with state, regional, and local economic development organizations.

- (a) Providing professional development and continuing education opportunities for all level of practitioner;
- (b) Providing a forum for the interchange and exchange of ideas, information, principles, and practices in the field of economic development in Ohio;
- (c) Encouraging excellence and professionalism in the practice of economic development;
- (c) Working collaboratively and in cooperation with federal, state, regional and local organizations and allied professions as appropriate;
- (d) Advocating, on a non-partisan basis, on issues of public policy including federal and state legislation and regulations which impact the practice of economic development and the ability of the state to maintain an attractive and competitive business climate;
- (f) Ensuring member practitioners adhere to the highest levels of professional conduct, standards, and ethics.

Section 3 Statement of Neutrality

The OEDA, in all of its activities, will be a non-partisan and non-sectarian body.

Section 4 Legal Organization

The OEDA is a not-for-profit corporation as designated under Section 501 (c) 6 of the Internal Revenue Code ("Code"). OEDA is not authorized to take any action not allowed by the Code for such an organization.

ARTICLE III MEMBERSHIP

Section 1 Classification of Membership

All persons whose business or volunteer interests are concerned with economic development within the State of Ohio shall be eligible for membership in OEDA, including both Ohio residents and non-residents. The Board of Directors will be responsible for establishing classifications of membership with corresponding dues and benefit structures. OEDA retains the right to make a final determination regarding the appropriate membership classification for any new or renewing members.

The membership classifications will include but are not limited to:

1. **Individual Membership** – Individual membership is available to individuals whose primary job responsibility, function, consulting focus or volunteer interest is economic and/or community development within the state of Ohio. Members of affiliated professions, who support the economic advancement of Ohio are also eligible for membership. Examples of affiliated professions include but are not limited to architects, attorneys, bankers, contractors, engineers, and land planners. Elected and appointed officials are also eligible for individual membership.

If an organization has more than one individual member, the first member shall pay the established membership rate and subsequent memberships will be at a reduced rate as determined by the Board of Directors from year to year.

2. **Member in Transition** – Member in Transition is a membership category for individual members who are undergoing a transition in their career status as a result of a temporary change to their employment status. This category is only open to individuals who had, upon selection of this category, been an individual member in good standing in one of the last three years.

An individual member can renew as a member in transition for one additional year for a total of two years in this category. OEDA's executive committee may, at its discretion determine or waive dues for this membership classification.

3. **Retiree:** Retiree Membership is available to former individual members who have retired from full or part-time employment. This category is only open to individuals who had, upon selection of this category, been an individual member in good standing in one of the last three years. Once a member has transitioned from an individual membership to a retiree category, they can renew at that level in subsequent years.

4. **Student**—Student membership is open to any person enrolled as a full-time student at an institute of higher learning such as a college or university.

Section 2 New Member Application and Annual Dues

A prospective new member shall complete the approved "Application for Membership" form and submit the appropriate fees, dues, and/or assessments, as required by the Board of Directors. Dues will be due at the beginning of each calendar year. OEDA retains the right to make a final determination regarding the appropriate membership classification for any new or renewing members.

Section 3 Removal of Membership

(a) Members may be removed from membership for non-payment of dues, fees, and/or assessments.

(b) Removal from membership for cause, including violations of the IEDC Code of Ethics as adopted by OEDA, may be requested and effected only after action of two-thirds vote by the Board of Directors. At boards discretion, a removed member can be considered for reinstated after a period of 2 years with a 2/3 vote of the Board of Directors.

(c) Removal for cause shall be initiated in adherence with policies and procedures for Code of Ethics enforcement as established by the Board of Directors.

ARTICLE IV MEETINGS OF THE GENERAL MEMBERSHIP

Section 1 Annual Meeting

An annual meeting of the members shall be held in the last quarter of each calendar year as determined by the Board of Directors at such place within the State of Ohio as the Board of Directors may prescribe. At such meeting, the members shall elect directors to serve as provided in these Regulations and conduct any other business coming before the membership.

Section 2 Notice

Notice of the time and place of all general membership meetings shall be made in person, mailed, or transmitted electronically to each member at least 48 hours before the date thereof.

Section 3 Quorum

At any meeting of the members, a simple majority of those present shall constitute a quorum. Members are considered present if they are connected electronically or by other suitable communication mechanism.

Section 4 Voting

At every such meeting, each member participating in person or electronically shall be entitled to cast one vote on every matter submitted to a vote of the membership. Votes received electronically through voice communications or written communications or by other suitable alternative mechanisms are valid votes.

ARTICLE V BOARD OF DIRECTORS

Section 1 Power

The property, affairs and business of the organization shall be under the care of and managed by the Board of Directors. All meetings shall be open with the exception of executive sessions to discuss personnel, legal or financial matters, pending or threatened litigation, or any other matters requiring confidentiality as determined by the members of the Board of Directors. Persons approved by the board may attend during any executive session. A majority of the members present will be considered a quorum.

Section 2 Composition

The Board of Directors shall consist of up to twenty-six (26) voting directors, each of who must be a member.

(a) Twelve (12) area directors shall be elected by members from and representing each of the designated areas of the State of Ohio (refer to attached map), with a sum total of twelve (12) directors equally representing the State's regions.

(b) Six (6) directors shall be elected at-large by the full membership.

(c) The President, with approval of the full Board of Directors, may appoint no more than six (6) directors.

(d) The immediate Past President shall serve as director for one (1) year.

(e) Ex-officio members such as those representing the State's economic development efforts may be appointed, but will have no voting privileges.

(f) The President may appoint board members to serve as liaisons to other boards with the approval of the Board of Directors.

(g) Of the potential twenty-six (26) board members, only five (5) may be of the following professions: real estate brokers and developers; financial service providers; construction contractors; engineers; architects; and other such service providers as determined by the nominating committee. The remaining twenty-one (21) must be actively employed in the field of economic development on a full-time basis.

(h) No more than one (1) board member may be employed by a single company or organization. In the event a board member changes employers and becomes the second representative of a company or organization, that board member shall be permitted to complete his or her term.

(i) In the event a board member changes employment status from professional economic developer to service provider, that board member shall be permitted to complete his or her term.

Section 3 Classification and Terms of Office

(a) The Board of Directors shall consist of five (5) classifications:

(1) Area directors (12)

(2) At-large directors (6)

(3) Presidential directors (up to 6)

(4) Immediate Past President (1)

(b) Terms of Office – Initiated in 2006

The Board of Directors shall serve staggered terms, as outlined below.

- (1) As determined and monitored by the OEDA Nominating Committee, half of the Area Directors [six (6)] shall be elected for two (2) year terms and on even years thereafter.
- (2) As determined and monitored by the OEDA Nominating Committee, half of the Area Directors [six (6)] shall be elected for an initial one (1) year term for the year 2006, and commencing in 2007 and on odd years thereafter, two (2) year terms.
- (3) Three (3) at-large directors shall be elected for two (2) year terms and on even years thereafter.
- (4) Three (3) at-large directors shall be elected for an initial one (1) year term for the year 2006, and commencing in 2007 and on odd years thereafter, two (2) year terms.
- (5) Presidential directors shall serve for one (1) year terms and may be appointed for not more than two (2) consecutive terms.
- (6) The Vice President of Legislative Affairs shall serve a two (2) year term and may be appointed for not more than two (2) consecutive terms.

(d) All terms of office shall commence on January 1 of each year, with the exception that new members of the Board of Directors shall be empowered to take action in the election of new Officers at a Board meeting to be held prior to January 1.

Section 4 Nominating Committee

The nominating committee shall consist of five (5) members of OEDA, one (1) of whom shall be the immediate Past President. The immediate Past President will serve as the Chair of the nominating committee. The nominating committee should generally reflect the geographic distribution of the State of Ohio. The President of the Board of Directors shall appoint the committee, which must be approved by the Executive Committee.

Section 5 Nomination and Election of Directors

The nominating committee shall submit a slate of candidates to the general membership at the annual meeting. The committee shall solicit interest to serve on the board from the entire membership, not less than one (1) month in advance of the annual meeting. Should there be a nomination from the floor, the President of the Board of Directors shall immediately appoint three (3) tellers to count the written ballots and certify the results. The following qualifications must be met for an individual to be considered for nomination as director:

- (a) The individual must have been a member in good standing of the OEDA for at least the two (2) previous years;
- (b) The individual must be a current member of OEDA.

Section 6 Meetings

- (a) Annual Meeting

An annual meeting of the Board of Directors shall be held without other notice than by this Regulation at the same place as the annual meeting of the members and immediately following the annual meeting of members.

(b) Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or twelve (12) or more of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding such meetings. A minimum of six (6) meetings shall be held each year.

(c) Notice

Notice of the time and place of all annual and special meetings shall be made in person, mailed, or transmitted electronically by or at the direction of the Executive Director or any officer to each member at least ten (10) full days before the date thereof.

(d) Quorum

A majority of the sitting directors shall constitute a quorum, fourteen (14) members if all directorships are filled. The action of the majority of the directors participating in person or electronically at a meeting at which a quorum is in attendance shall constitute action by the Board of Directors. Members are considered present if they are connected electronically or by other suitable alternative mechanism whereby they can hear and be heard.

(e) Voting

At any meeting of the members, a simple majority of those participating in person or electronically shall constitute a quorum. Members are considered present if they are connected by electronically or by other suitable alternative mechanism whereby they can hear and be heard. Votes received electronically through voice communications or written communications or by other suitable alternative mechanisms are valid votes.

Section 7 Resignation

A director may resign at any time by filing a written resignation with the Board of Directors.

Section 8 Removal of Directors

Any board member may be removed from the Board of Directors for excessive absenteeism or other just cause at any regular or special meeting of the Board of Directors by a simple majority vote. Excessive absenteeism is defined as missing 50 percent (50%) or more of the previous twelve (12) consecutive monthly meetings.

Section 9 Vacancies

If a vacancy occurs for any reason during the term of a director, a replacement director shall be appointed by the Board of Directors until the next election, at which time the unexpired term shall be filled by a vote of the membership.

Section 10 Executive Committee

The Board of Directors may delegate certain or all, interim governance authority, except election of officers, to the Executive Committee. Any action taken on an interim basis shall be reported to the full Board of Directors at the next meeting. The Executive Committee will consist of the current officers, the immediate Past President of the board, and the Executive Director (ex-officio member without voting privileges).

ARTICLE VI OFFICERS

Section 1 Number of Officers and Qualifications

All officers shall be Directors elected by the Board of Directors and shall consist of a President, Immediate Past President, a Vice President, a Treasurer, A Secretary, a Vice President of Membership, a Vice President of Communications, a Vice President of Professional Development, a Vice President of Legislative Affairs, a Vice President of Investors, a Workforce Development Advisory Officer, and a Board Advisory Officer (Immediate past president from previous year). Officers must hold an at-large, appointed, or area director board seat but can serve more than two 2-year terms in one of these classifications if they remain an officer. The Administrator (staff person) shall serve as the Secretary.

Section 2 Election of Officers

The new Board of Directors shall hold the election of officers after all board member elections and prior to the beginning of the year at a meeting of the new Board members.

Section 3 Resignation

Any officer may resign at any time by filing a written resignation to the Board of Directors.

Section 4 Removal of Officers

Any officer may be removed for excessive absenteeism or other just cause at any regular or special meeting of the Board of Directors of the organization by a simple majority vote of the Board of Directors. Excessive absenteeism is defined as missing 50 percent (50%) or more of the previous twelve (12) consecutive monthly meetings.

Section 5 Vacancies

If a vacancy occurs for any reason during the term of an officer, the Board of Directors shall appoint a replacement for the unexpired term.

Section 6 Duties

1) President

The President shall be the chief executive officer of the organization and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business of the organization. The President shall have the general powers and duties not inconsistent with these regulations as may be assigned to him or her by the Board of Directors from time to time, including, but not limited to, the following:

a) to preside at all meetings of the membership and the Board of Directors; b) to appoint chairs of any ad hoc committee deemed necessary, subject to the approval of the Board of Directors, and; c) to serve as ex-officio member of all committees.

2) Vice President

The Vice President shall also serve as the President-elect and in the absence or disability of the President, shall perform all the duties of the President and supervise the affairs of the organization under the direction of the President and control of the Board of Directors. The Vice President shall have such other powers and duties not inconsistent with these regulations as may be assigned from time to time by the President of Board of Directors. The Vice President shall serve as liaison to the Annual Meeting Committee.

3) Immediate Past President

The immediate Past President shall continue as an officer of the Board of Directors for one (1) year and shall have the responsibility of serving as the chair of the nominating committee as outlined in Article 5, Section 4.

4) Treasurer

The Treasurer shall serve as the Chair of the Finance Committee and shall be responsible for overseeing the finances of the organization, including but not limited to overseeing the development, management and compliance with the organization's financial policies and procedures and the reporting of the organization's finances to the Board. The Treasurer shall have the requisite background in non-profit finance.

5) Secretary

The Administrator shall serve as Secretary and shall be responsible for maintenance of documents and correspondence.

6) Vice President of Communications

The Vice President of Communication shall oversee the communications committee, including website communications.

7) Vice President of Professional Development

The Vice President of Professional Development shall oversee educational courses.

8) Vice President of Legislative Affairs

The Vice President of Legislative Affairs shall oversee the legislative events and advocacy efforts. The Vice President of Legislative Affairs will serve as the organization's registered lobbyist, per the Ohio Revised Code. However, the Board of Directors may retain assistance from a professional services organization to assist with the necessary filings and compliance requirements associated with the lobbying activities of the organization.

9) Vice President of Membership

The Vice President of Membership shall serve as the Chair of the Membership Committee and will be responsible for membership development and oversight of membership services.

10) Vice President of Investors

The Vice President of Investors shall serve as the Chair of the Investor Committee and will be responsible for investment development and oversight of investor benefits.

11) Workforce Development Advisory Officer

The Workforce Development Advisory Officer shall serve as an advisory officer on the Executive Committee regarding workforce development matters.

12) Board Advisory Officer

The previous Immediate Past President shall serve as an officer of the Board of Directors for one (1) year in an advisory role.

Section 7 Subordinate Officers

The Board of Directors, from time to time, may appoint, redirect or change such other officers, as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers and to prescribe their respective titles, terms of office, powers, and duties.

Section 8 Records Officers

Records Officers of the organization shall make available for inspection at reasonable times to any member of the organization and to the Board of Directors, all official records of the organization for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such monies, books, records, documents and other property of the organization as have been in his or her custody during his or her term of office.

ARTICLE VII COMMITTEES AND COMMITTEE CHAIRS

Section 1 Committees

The OEDA encourages members to be involved in the work of the OEDA committees and to attend any committee meeting with the exceptions of discussion involving personnel issues or pending or current litigation. Each Committee will have not less than four members. Each Committee will develop at least three activities/goals to be accomplished during the course of the year following the OEDA Board Retreat. These recommendations will be forwarded to the OEDA Board of Directors for action. The recommendations will include a description of the resources needed to accomplish the activities and an estimated budget (if necessary.)

Section 2 Committee Chairs and Responsibilities

Each Committee will have a chair and a vice-chair. The Chair must be a member of the Board of Directors and the Vice-Chair will be either a member of the OEDA Board of Directors or an OEDA Member with an interest in serving on the Board in the future. The vice-chair will be responsible for

conducting the committee meetings when the chair is absent and insuring that committee meeting minutes are distributed following the meeting.

The Committee Chair will be responsible for insuring that the goals and objectives for the committee are clearly defined and that there are an adequate number of members on the Committee.

The Committee Chair will be responsible for insuring that a sufficient number of meetings are held over the course of the year to adequately perform the work required to meet the activities/goals of the Committee. Each Committee will meet not less than quarterly.