**OHIO COUNTY ECONOMIC DEVELOPMENT ALLIANCE**

**BYLAWS**

**NAME:** The name of the organization shall be the Ohio County Economic Development Alliance. (OCEDA)

**PURPOSE:** The broad purpose of OCEDA shall be to improve economic development in Ohio County, more specifically, working toward the goals and expectations set forth by the OCEDA Board of Directors.

**OCEDA BOARD MEMBERSHIP:**

 The board shall be composed of (10) to (15) individual members representing the following entities:

 Ohio County Fiscal Court

 Ohio County Board of Education

 Ohio County Tourism

 Ohio County Hospital

 Agricultural Community

 Ohio County Chamber of Commerce

 Ohio County Industrial Foundation

 City Government Representative

 Industrial Representative

 Small Business Representative

 Banking

More members may be added by the board, up to the limit of (15). Board members will serve a (1) year or a (2) year term. At the board’s first meeting, the board will appoint approximately one-half its members to one-year terms and the same to two-year terms. Future members will be brought in for two-year terms. Members may be reappointed up to three consecutive terms (one term equals two years). Person may be reappointed after setting out one term.

In the event that a member fails to attend three (3) consecutive meetings, without cause, or be represented by a duly designated representative, the seat will automatically become vacant. The entity then forfeits its representation on the board. Membership may be renewed at a later date if the entity so chooses.

**MEETINGS OF MEMBERS:**

The OCEDA Board of Directors shall decide the date and time for its meetings. The meetings will be held at the Ohio County Community Center. For the first year, monthly meetings shall be held, thereafter, the board may decide to decrease meetings, but no less than quarterly. Special meetings may be called by the Executive Director or Chairman of the Board or at the request of any three (3) members of the board.

**QUORUM:**

A majority of the number of directors appointed to OCEDA shall constitute a quorum. The act of the majority of the directors present at a meeting, at which a quorum is present, shall be the act of the board. Each member of the board shall be entitled to one vote if they are present at the meeting. No proxy voting shall be allowed. The Executive Director is not a member of the board and cannot vote.

**OFFICERS:**

The officers of OCEDA shall be a Chairman, a Vice-Chairman and a Secretary-Treasurer. The officers of OCEDA shall serve one-year terms but may be elected to serve consecutive one-year terms. An Executive Director shall be employed by Ohio County Fiscal Court upon the recommendation of the OCEDA Board of Directors. This person shall perform the major activities of OCEDA. The Executive Director shall be hired on a Full-time basis but may be removed, with cause, at any time by a majority vote of the OCEDA Board of Directors and confirmation by the Ohio County Fiscal Court. The OCEDA Board of Directors may choose to have the office of Secretary-Treasurer handled by a person or persons not appointed to the board. In this case, the person or persons would not be considered board members and would not have the right to vote.

**DUTIES OF OFFICERS:**

* **CHAIRMAN**
* Shall preside at all regular and special meetings.
* Shall cause all motions and resolutions to be carried out.
* Shall appoint committees as directed by the board.
* Shall represent the board at various functions at which OCEDA business may be discussed and considered.
* Shall carry on public relations activities where OCEDA proposals, programs, and accomplishments may be discussed.
* Shall cause an evaluation of the Executive Director and OCEDA to be carried out at the end of one year.
* **VICE-CHAIRMAN**
* Shall perform the duties of the chairman in the absence of the chairman.
* **SECRETARY-TREASURER**
* Shall keep, or arrange to keep, minutes of OCEDA meetings and shall record all votes. He or she shall give a financial report during meetings. He or she shall give, or cause to be given; notice of all scheduled OCEDA meetings and shall perform other duties as may be requested by the board or chairman. OCEDA’s records shall be open to public inspection as provided by the Kentucky Open Records Act.
* **EXECUTIVE DIRECTOR**
* Shall perform duties as described in his/her job description and duties as directed by the OCEDA Board of Directors. Shall present to Ohio County Fiscal Court quarterly (April, July, October, and January) a report showing activities and accomplishments leading toward fulfillment of OCEDA’s goals and expectations.
* **VACANCIES OR ADDITIONS TO BOARD**
* Additions to the board may be made by a majority of the board, when a quorum is present, as long as the total membership of the board is not over fifteen (15). Vacancies on the board may be filled by the entity having the vacancy appointing another person to fill the term. If no entity represents the vacancy (i.e. Industrial, Small Business, Agricultural, Banking) a majority of the board, when a quorum exists, may fill the vacancy with a person from that field.
* **CONFLICT OF INTEREST**
* Any member of the OCEDA Board of Directors having an indirect or direct financial interest in any issue under consideration by OCEDA or any of its committees shall disclose such financial interest and shall refrain from any discussion or voting on the issue but shall be counted in determining the quorum for voting on the issue.
* **AMMENDMENTS**
* OCEDA Bylaws may be amended by a majority vote of the Board of Directors at a regular or special meeting when a quorum exists, provided that the proposed amendment is distributed to all Board members with notice of the meeting at least ten (10) days prior to the meeting.
* **GENERAL STANDARDS FOR DIRECTORS**
* Directors of OCEDA shall discharge their duties as a director, including their duties as a member of a committee, in good faith, on an informed basis and in a manner he or she honestly believes to be in the best interests of OCEDA and Ohio County.
* **REMOVAL OF DIRECTORS**
* Any Director may be removed by a majority vote of the OCEDA Board of Directors when a quorum exists, when in the judgment of the board, the best interests of the Board would be served.
* **BOOKS AND RECORDS**
* The Executive Director shall keep in his or her office a complete accounting of OCEDA’s records. These shall include minutes of the proceedings of the OCEDA Board of Directors meetings, duly appointed committee meetings and reports to Ohio County Fiscal Court.
* He or she shall keep a record of OCEDA Board of Directors names, addresses and phone numbers. All books and records may be inspected by any board member or his agent or attorney, for any proper purpose at any reasonable time.

All matters pertaining to OCEDA not specified herein shall be subject to the action of a majority of the OCEDA Board of Directors when a quorum exists.

OCEDA Bylaws and amendments are subject to Ohio County Fiscal Court approval.