

**OHIO ECONOMIC DEVELOPMENT ASSOCIATION, INC.**  
**CODE OF REGULATIONS**  
**Amended October 27, 2011**

**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**

***Purpose***

The main purpose of OEDA is to provide leadership for the economic growth of Ohio.

**Section 2**

***Primary Goals***

OEDA is a voluntary affiliation and pooling of mutual economic development interests by professional and volunteer groups and individuals to:

- (a) Educate its members in promoting the need for economic development across Ohio;
- (b) Provide a forum for the interchange of ideas, principles, practices, and ethics in the field of economic development in Ohio;
- (c) Improve the competitive position of Ohio relative to other states in the development of economic and employment opportunities and for the attraction, expansion, and retention of existing and new industries;
- (d) Support, counsel, and cooperate with other organizations in the state in an effort to improve the economic environment or "climate" of the State of Ohio; and
- (e) Express a position in support or opposition of modifications of pending federal and/or state legislation and/or regulations when such proposed government actions are of major importance to the business climate and economic development of the state or any major portion thereof.
- (f) Implement strategies to promote the State of Ohio for new business investment.

**Section 3**

***Statement of Neutrality***

The OEDA in all of its activities will be a bi-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. These will include but are not limited to:

**Individual Membership** – OEDA membership is available to individuals who are economic development practitioners or individuals committed to the economic advancement of Ohio and Ohio communities. If an organization has more than one 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.

**Associate Membership** – Associate membership is open to educators, students, retired economic development professionals, professionals in the commercial development arena (including land planners, architects, engineers, commercial Realtors/brokers, developers, site selectors, attorneys, etc.) and elected officials. Associate members are non-voting and do not have access to the OEDA Resource Center.

**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.

**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 may be requested and effected only after action of two-thirds vote by the Board of Directors.
- (c) Removal for cause shall be initiated by written petition which is submitted by another member. A copy of such petition shall be served on the member whose status is being challenged within 30 days of filing with the Board of Directors. The Board of Directors shall convene a hearing at which time facts supporting or opposing the petition may be presented by the petitioning member and the member whose status is being challenged or that member's counsel. Action by the Board of Directors shall be final.

**ARTICLE IV MEETINGS**

**Section 1**

***Annual Meeting***

An annual meeting of the members shall be held in the last quarter of each calendar year as determined by resolution of 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. A vote should also be taken to ratify the previous year's actions of the Board of Directors.

**Section 2**

***Special Meetings***

Special meetings of the membership may be called at any time by the President, or in his or her absence, by the Vice President, by the Board of Directors or by twenty percent (20%) of the members, at such place within the State of Ohio as specified in such call.

**Section 3**

***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.

**Section 4**

**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 by electronically or by other suitable alternative mechanism whereby they can hear and be heard.

**Section 5**

**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. At the annual meeting of the organization, a vote will be taken to ratify the previous year's actions of the Board of Directors. A majority of the members present will be considered a quorum.

The Board of Directors will also be responsible for managing the Leadership Council as part of the on-going operations of the OEDA.

**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 representating 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 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.



**ARTICLE VIII OPERATIONS**

**Section 1**

***Selection***

The Board of Directors may select an Executive Director and/or Administrator who shall be the chief operating officer of the organization and shall, subject to the supervision of the president, perform all duties incident to the administration or operation of the organization.

**Section 2**

***Duties and Responsibilities***

The Administrator shall archive the minutes of all meetings of the Board of Directors, committees, and members of the organization with the time and place of the meetings, how they were called or authorized, the notice given thereof, the names of those present and the proceedings thereof.

The Administrator shall see that all notices are given in accordance with the provisions of the regulations; shall be the custodian of all records and documents; shall keep a record of the mailing addresses of each member which shall be furnished to the Administrator by each member, and in general, shall perform all other duties not inconsistent with these regulations, as are incident to the office of the Administrator, or as may be assigned from time to time by the Board of Directors or the President of the organization.

**Section 3**

***Financial Responsibilities***

The Administrator shall have charge and custody of, and be responsible for, review and oversight of OEDA financial operations. The financial services will include but are not limited to -

- a) Collect, identify and deposit dues and other payments received;
- b) Process the payment of all bills;
- c) Maintain reserve accounts as directed;
- d) Prepare budget, make financial and budget reports as required;
- e) Perform other fiscal duties such as making payments of federal, state and local taxes and arranging audits;
- f) Submit monthly reports as required;
- g) In general, have such other powers and perform such other duties, not inconsistent with these regulations, as are incident to the office of Secretary/ Treasurer or as may be assigned from time to time by the Board of Directors or President.

**ARTICLE IX**

**DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.**

**Section 1**

***Deposit of Funds***

All funds of the organization not otherwise utilized shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine.

**Section 2**

***Checks, etc.***

All checks, drafts, endorsements, notes and evidence of indebtedness of the organization and all endorsements for deposit to the credit of the organization shall be

signed by such officer or officers of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the board, a member of the Executive Committee and/or their designee shall sign such instruments.

**Section 3**

**Loans**

No loan or advances shall be contracted on behalf of the organization, and no note or other evidence of indebtedness shall be issued in its name, unless, and except, as authorized, by the Board of Directors. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the organization.

**Section 4**

**Contracts**

The President, Vice Presidents, President Elect, Secretary/Treasurer or any other officer specifically authorized by the Board of Directors, may in the name and on behalf of the organization, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer of the organization may enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the organization.

**Section 5**

**Grants**

The organization may enter into contracts and accept grants to further the purposes of the organization as contained in Article II.

**ARTICLE X**

**COMPENSATION OF AND CONTRACTS WITH DIRECTORS AND OFFICERS**

**Section 1**

**Compensation of Directors and Officers**

The directors of the organization shall serve as such without salary. The Board of Directors may authorize the payment by the organization of the reasonable expenses incurred by any director or officer in the performance of their duties and of reasonable compensation for special services rendered. The Board of Directors shall fix the salary or other compensation of employees and agents of the organization.

**Section 2**

**Contract with Directors and Officers**

No director or officer of the organization shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, or in any contract for furnishing services or supplies to it unless:

- (a) Such contracts shall be authorized by an absolute majority of directors present and voting (exclusive, however, of any Director with an interest in the contract) at a meeting at which the presence of such director is not necessary for such authorization; and
- (b) The fact and nature of such authorization shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is so authorized.

**ARTICLE XI**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1**

**Indemnification**

The Board of Directors may by resolution, indemnify any person, and their heirs, executors and administrators of such, made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the organization, against any and all liability and the reasonable expenses,

including reasonable attorney's fees and disbursement, incurred by him or her, or by his or her heirs, executors or administrators, in conjunction with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence in the performance of his or her duties.

**Section 2**

**Purchase of Insurance**

The organization may purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the organization, or is or was serving at the request of the organization as a director, trustee, officer or employee of another organization, whether non-profit or for-profit; partnership; joint venture; trust; or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of this Article or of the *Ohio Non-Profit Corporation Laws*.

**ARTICLE XII DISSOLUTION**

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time, qualify as an exempt organization or organizations under the *Internal Revenue Code of 1954*, as amended, or the provision of any future section of the *Internal Revenue Code*, as the Board of Directors shall determine. Any of such assets not so disposed of shall, by the Court of Common Pleas of the County in which the principal office of the organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**

**PARLIAMENTARY PRACTICE**

In all matters of parliamentary practice, *Robert's Rules of Order*, as amended, shall be used as the authority.

**ARTICLE XIV**

**RULES AND REGULATIONS**

The Board of Directors shall be empowered to formulate and adopt as supplementary to these regulations, but not inconsistent therewith, such rules and regulations as may be deemed essential to the proper conduct of this organization and to change the same to suit needs and conditions upon a majority vote of the directors present at any annual and/or special meeting of the Board of Directors at which a quorum is present.

**ARTICLE XV AMENDMENTS**

These regulations may be amended by a simple majority of those voting at any annual or special meeting of the membership of the organization, either electronically or by other suitable alternative mechanisms. Proposed amendments shall be made in person, mailed or transmitted electronically to the membership at least ten (10) days prior to the date of such meeting and the notice shall describe the nature of the amendment(s) being considered.