

**By-Laws of the
Community Development Commission
of Pulaski County, Indiana**

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ARTICLE I

General Description

Section 1.1 – Name.

This organization shall be known as the Community Development Commission of Pulaski County.

Section 1.2 – Purpose.

The Community Development Commission of Pulaski County is a local economic development organization dedicated to building wealth for Pulaski County.

Our mission is to promote and improve the quality of economic development throughout Pulaski County in the pursuit of excellence.

This mission will be accomplished by:

- Supporting the expansion and continued investment of Pulaski County businesses.
- Recruiting new business and industry into Pulaski County
- Promoting tourism and the increase of transient spending in Pulaski County
- Developing and supporting business services such as workforce development, infrastructure planning, financial programs, technology initiatives, and entrepreneurial programs.
- Conducting charitable and educational activities

Section 1.3 – Area

The Community Development Commission of Pulaski County shall serve Winamac, Medaryville, Monterey, and Francesville and all other portions of Pulaski County.

Section 1.4 - Functions

The function of the Community Development Commission of Pulaski County shall include, but in no way be limited to, the following powers:

- a. To provide facilities, personnel, services, and funds to achieve the purposes of the Commission.
- b. To provide employment training to unemployed and underemployed persons, extend technical assistance, financial aid and service to business and industry and otherwise extend assistance to business and industry.
- c. To seek and/or receive any real and personal property tangible or intangible, by gift, grant, devise or bequest from any individual, government entity, foundation or corporation, either public or private.
- d. To make grants, gifts, payments of monetary or nonmonetary contributions in conjunction with those purposes stated in Section 1.2.

ARTICLE II

Membership

Section 2.1

There shall be one class of members of the Commission: Voting members

Section 2.2 – Voting Members

The voting membership of the commission shall be composed of and be identical to the membership of the members of the Commission. When a voting member of the Commission shall cease to be a member of the Commission, his/her voting membership shall terminate.

Section 2.3 – Qualification of Members

All members of the commission shall be residents, employed in, or be a business owner in the area they represent. Each member shall be a person interested in the promotion of the purposes of the commission.

Section 2.4 – Composition of Commission

The Commission shall be composed of up to fifteen (15) members:

1. Seven (7) members shall be appointed by the following councils and organizations:
 - a. the Pulaski County Commissioners ;
 - b. Pulaski County Council
 - c. the Francesville Town Council;
 - d. the Medaryville Town Council
 - e. the Monterey Town Council;
 - f. the Winamac Town Council; and
 - g. the Pulaski County Chamber of Commerce Board of Directors.

2. Up to seven (7) at-large members shall be elected by the Commission and have a background in at least one of the following:

- Agriculture
- Banking
- Construction
- Education
- Health Care
- Housing
- Industry
- Insurance
- Non-Profit Organizations
- Real Estate
- Retail/Service Business

3. One (1) at-large member shall represent the manufacturing sector from a non-exempt position at the recommendation of sector leaders.

Section 2.5 - Nominating Procedure – Members

Annually, the Commission shall nominate a Membership Officer who will be tasked with maintaining membership of the Commission. This officer shall take recommendations from the members of the commission, offer recommendations, and work with the executive director to fill at-large vacancies. Additionally, the Membership Officer shall work with the executive director to ensure appointments are made by those boards granted appointments pursuant to Section 2.4-1.

The Membership Officer shall present the completed slate of at-large recommendations and appointed candidates to the Commission at its regular February meeting for action by the Commission.

Such nomination shall be subject to a majority vote of approval by the members, and such approval shall not be unreasonably withheld. In the event the nominee is rejected, the represented body should be requested to submit another nomination.

Section 2.6 - Nominating Procedure – Officers

The Commission shall, at its March meeting, be responsible for nominating candidates for officer positions from the membership. Nominations shall be accepted in writing after the February meeting and prior to the March meeting and from the floor at the March meeting before a vote is taken.

Section 2.7.1 – Term of Office

A member shall hold office until the member's successor is appointed. Terms of membership of the commission shall be for three (3) years. Of the members appointed, an equal number of terms, as near as practicable, shall be staggered so that no more than one third (1/3) of the commission is replaced each year. Term of office shall begin in March 1 of each year and end on February 28/29 of the appropriate year.

Section 2.7.2 – Term of Office, Replacement Appointment

A member may serve for up to seven and one-half (7.5) years, or two and one-half (2.5) terms, if the initial term is served as a replacement appointment for a member who resigns prior to the end of a three-year term, but not within the first eighteen (18) months of said term.

Section 2.8.1 - Reappointment of Members

Any eligible member may be reappointed to continued service on the commission. Members seeking reappointment shall notify the executive director of their intentions no later than 1 December of the appropriate year. Members seeking reappointment shall include the number of terms of service in their letter of intention to the president. All members are limited to one consecutive reappointment or a maximum of six (6) consecutive years (or seven and one-half (7.5) consecutive years, pursuant to Section 2.7.2). After a period of at least three (3) years off of the commission, a member shall regain eligibility for membership under the same limitations set forth in Section 2.7.1, Section 2.7.2, and this section.

Section 2.9 - Resignation

Any member may resign at any time by giving written notice of such resignation to the commission.

Section 2.10 - Removal and Termination of Membership

The process of termination or removal of a member shall be determined by an affirmative vote of two thirds (2/3) of the members. Grounds for termination include more than three unexcused absences in a term year and professional or civic conduct unbecoming of a member/reflecting poorly on the Commission.

Section 2.11 - Vacant Positions

Any vacancy on the commission, whether caused by death, resignation, removal, disqualification, or otherwise, shall be filled by the person or entity who appointed or elected him/her or the successor(s) in the office of the person who appointed the member for the unexpired portion of the term.

Whenever an at-large membership vacancy shall occur, the Commission shall, at the next meeting after the vacancy occurs, make recommendations to the Membership Officer for possible replacements to the board. The Membership Officer shall then approach this/these recommendation person(s) in accordance with the procedures set forth in these bylaws and request his/her/their participation on the commission. Upon receiving confirmation from the perspective commission member, the Membership Officer shall present this person for membership at the earliest possible time to ensure full membership on the commission.

Section 2.12 – Compensation

The members shall not receive any compensation for acting in such capacity but may be reimbursed by the Commission for their reasonable expenses and disbursements on behalf of the Commission.

ARTICLE III

Meeting of Members

Section 3.1 – Place of Meetings

Meeting of the members of the Commission shall be held at such place, either within or outside the State of Indiana, as may be specified in the respective calls or notice.

Section 3.2 – Regular Meetings

Regular meetings of the voting members of the Commission may be held regularly pursuant to a resolution of the voting members to such effect.

Section 3.3 – Special Meetings

Special meetings may be called by the president, or by at least four (4) members of the Commission.

Section 3.4 – Notice of Meetings

Written notice stating the place, day and hour of any meeting of the voting members and, in the case of special meetings, the purpose for which any such meeting is called shall be delivered by the secretary of the Commission, or by the officer or persons calling the meeting, to each voting member of the Commission, at least forty-eight (48) hours before the time of such meeting.

Section 3.5 – Quorum

At any duly called meeting of the Commission, a majority of the total current membership shall constitute a quorum.

Section 3.6 – Agenda

An advance agenda is preferred for Commission meetings, and minutes must be prepared for all meetings of the Commission.

Section 3.7 – Attendance

Any member of the commission who misses three meetings during a one-year period (March 1 through February 28/29) without justifiable cause will be referred to the Membership Officer or appointed body for substitution.

Section 3.8.1 – Rules

All meetings of the Commission will be conducted in accordance with Indiana's Open Door Law and guided by Robert's Rules of Order.

Section 3.8.2 – Consent Agenda

Approval of the previous meeting's minutes and the Executive Director's Report, including monthly financials, shall be conducted by consent agenda, unless a member request, in advance, that a particular item be removed from consent approval and opened for discussion. The Executive Director shall be responsible for distributing all consent-agenda items sufficiently prior to the meeting; a copy of the Executive Director's Report shall be attached to the minutes of the meeting.

Section 3.9 – Voting

In any proceeding in which voting by members is called for, each member shall be entitled to one (1) vote. Members may also vote by proxy, provided however that such proxy vote is delivered to the registered office in advance of the date and time of the meeting at which is rendered.

ARTICLE IV

Administrative

Section 4.1 – Officers of the Commission

The officers of the commission shall be chosen from among all members of commission. The officers shall be president, vice president, and secretary.

Section 4.2 – Election and Term of Office

The officers of the Commission shall be elected at the March meeting of the Commission to serve for terms of one (1) year and until their respective successors are elected and qualified.

Section 4.3 – Vacancy & Removal

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Commission for the unexpired portion of the term. All officers shall be subject to removal at any time by a two-thirds (2/3) vote of the commission with or without cause.

Section 4.4 – President

The president shall be a member of the Commission and shall, when present, preside at all meetings of the voting members and of the Commission. He/she shall be the chief executive officer of the Commission and shall perform all duties incident to the office and such other duties as may be assigned to him/her from time to time by the Commission.

Section 4.5 – Vice President

The vice president shall be a member of the Commission. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president and when, so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties from time to time as may be assigned to him/her by the president or by the Commission.

Section 4.6 – Secretary

The secretary shall attend all meetings of the voting members of the Commission and all meetings of the Commission and shall keep, or cause to be kept, in a book provided for such purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees appointed by the Commission, when required. He/she shall see that all notices of the Commission are duly given and served in accordance with the provisions of these by-laws, or required by law. The secretary shall keep a list of the members of the Commission, showing their respective Post Office addresses. The secretary shall be the legal custodian of the records and, in general, shall perform all duties incident to the office of secretary.

Section 4.7 – Additional Office

The Members may establish, by vote of the majority of the Commission, other or additional offices of the Commission. In each instance, the Members shall specifically describe the title of each office and the duties to be performed by such office.

Section 4.8.1 – Executive Board

The Executive Board of the commission shall consist of six members. It shall comprise the President, Vice President, Secretary, Membership Officer, First Past President, and Executive Director, an *ex-officio* member who shall have no vote on Commission matters. If the First Past President no longer has membership on the commission or has been elected to another executive office, then the Second Past President shall serve as the fifth member of the Executive Board. If he/she is unable to do so, then the Commission shall elect a fifth member from within its ranks.

Section 4.8.2 – Duties of the Executive Board

The Executive Board may give recommendations to the Commission for all administrative matters of the commission. These shall include, but not be limited to, the collection and expenditure of funds, the negotiation of contracts, the administration of personnel, and the approval of the agenda for the regular meetings of the commission.

Section 4.9.1 Executive Director

The Executive Board shall, prior to the November meeting of the Commission, conduct an annual performance review of the executive director. At the November meeting, the Executive Board shall make a recommendation regarding the executive director's reappointment, and the Commission shall act upon that recommendation.

If the incumbent executive director resign, retire, or not be reappointed, then the Executive Board shall serve as a search committee to hire a replacement, whom the Committee shall then recommend to the full Commission.

Section 4.9.2 Executive Director Benefits

The executive director's salary and all other necessary operating expenses of the Community Development commission shall be paid by Pulaski County. The executive director shall be an employee of the County and such shall be entitled to all employee benefits normally associated with a County employee; however, the executive director of the CDC shall report directly to the President or Vice President of the CDC and not to the Commissioners of Pulaski County.

Section 4.10 – Personnel Policy

Employees of the Commission shall adhere to all policies included in the Pulaski County, Indiana, Personnel Policies Handbook, effective April 13, 2015, and as amended; enforcement of said policies shall be the responsibility of the Commission and the executive director, pursuant to Amendment #2 to the aforesaid Handbook, which establishes paragraph 5 of Section 2.1 of aforesaid Handbook.

Section 4.11 – Dissolution of the Commission

Would the Community Development Commission ever become incapable of carrying out its mission, then it may dissolve itself. Dissolution of the Commission shall occur by, and only by, a two-thirds vote of the entire membership of the Commission, in a special meeting called explicitly for this purpose. All seated members' votes must be counted, so proxy voting shall be permissible and encouraged when necessary.

Public comment, whether submitted in writing or offered at the meeting, must be considered prior to the casting of a vote to dissolve, as must any comment provided in writing or presented at the meeting by the Pulaski County Board of Commissioners, the Pulaski County Council, the Town Councils of Francesville, Medaryville, Monterey, or Winamac, or the designees of any of these bodies.

If the Commission would dissolve itself, then it would be at the discretion of the Pulaski County Board of Commissioners whether and under what structure the executive director and/or any other staff would remain employees of the County or be terminated with said dissolution.

ARTICLE V

Miscellaneous

Section 5.1 – Execution of Contracts and Other Documents

Unless otherwise ordered by the Members, all written contracts, deeds, and other documents entered into by the Commission shall be executed on behalf of the Commission by the president and secretary. The Members may authorize any officer or officers, agent or agents of the Commission, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Commission. Such authority may be general or confined to specific instances.

Section 5.2 – Purchasing Policy

The Commission will buy its supplies and services from local firms, provided that they are available and competitive. Any purchases greater than \$5,000 must first be approved by the Commission and by the Pulaski County Board of Commissioners.

Section 5.3 – Budget

Each year the Executive Board and executive director shall prepare a written budget for the following fiscal year. Such budget must be submitted in writing to the Commission at the June meeting and must be approved by two-thirds of a quorum thereat. Such budget shall provide, with reasonable detail, each item of expenses and projected income of the Commission. After presentation to the members, the members shall, subject to change or modification within its discretion, approve the budget and adopt the same, and forward it to the Auditor of Pulaski County for Pulaski County Council examination and final approval.

Section 5.4 – Publicity

The Members shall take all other appropriate actions to make the Commission and its purposes known to the citizens of Pulaski County, Indiana.

ARTICLE VI

Conflicts of Interest

Each member shall not violate any law ordinance or regulation whether promulgated or adopted by the federal, state or local governments. In addition, each member shall not, in his or her capacity as a Member of this Commission, participate in or engage in conduct which has the appearance of impropriety, for purposes of this Article, is defined as any act or omission which causes the Members, a member of his/her family, an employee of that member, or any agent or representative of that Member to receive anything of value or to profit in a pecuniary manner. In the event any member learns of a circumstance which might constitute the appearance of impropriety, such member shall immediately bring the matter to the attention of the full Commission. Such Member shall not participate in any meeting or vote regarding the matter which may present the Member with any appearance of impropriety. Furthermore, such Member shall fully disclose to the Commission all facts and circumstances which constitute or might constitute the appearance of impropriety. The Members reserve the right, by reason of such appearance of impropriety, to remove such person as a Member of the Commission.

The purpose of this Article is to eliminate or minimize any allegation or claim against the Commission that any member(s) has/have not fulfilled his/her/their fiduciary responsibility to the Commission. It is further the purpose of this Article to protect Members from false allegations that their participation of the Commission is solely for their personal or business aggrandizement.

ARTICLE VII

Amendment

The power to make, alter, amend or repeal this code of Bylaws is vested in the Members of the Commission, but such action shall be taken only at a meeting of the Commission specifically called for such purpose. The affirmative vote of at least two-thirds (2/3s) of the Members present at any such meeting, at which a quorum is present, shall be necessary to effect any such change in this Code of Bylaws.

ADOPTED BY THE COMMISSION THIS 5th DAY OF January, 2016

<signed>
William Champion, President

<signed>
Gregg Malott, Secretary