

# **AMENDED BYLAWS**

## **of the**

### **CLEARWATER ECONOMIC DEVELOPMENT ASSOCIATION, INC.**

#### **1.0 INTRODUCTION**

The Clearwater Economic Development Association, Inc. (CEDA), which is referred to herein as the "Association", was incorporated under the Articles of Incorporation last revised on the 30th day of September 2019.

As a community driven, not-for profit corporation, CEDA was:

- Incorporated by the State of Idaho, May 3, 1967;
- Designated by the Internal Revenue Service as a 501(c)(4), September 27, 1968; Redesignated by the Internal Revenue Service as a 501(c)(3), May 12, 2020;
- Designated as the planning organization of the Clearwater Economic Planning District by the United States Department of Commerce Economic Development Administration, October 9, 1968.

The primary geographic area served by the Association is North Central Idaho which includes Clearwater, Idaho, Latah, Lewis and Nez Perce Counties. The Association shall maintain its principal office within the District.

The area served by the association's small business financing programs shall also include Asotin, Columbia, Garfield and Whitman Counties, in Washington State.

#### **2.0 DEFINITIONS**

"ASSOCIATION": Clearwater Economic Development Association organization.

"CEDA": Clearwater Economic Development Association.

"COUNTY" or "COUNTIES": county government(s) of Clearwater, Idaho, Latah, Lewis and Nez Perce Counties.

"DIRECTOR": a member of the Board of Directors.

"MEMBER ORGANIZATION": an organization which has fulfilled all membership requirements and may participate in the associations' internal affairs.

"INDIVIDUAL MEMBER": an individual who has fulfilled all membership requirements and may participate in the associations' internal affairs.

“MEMBER IN GOOD STANDING”: an organization or individual that is current with member dues.

“MEMBER REPRESENTATIVE”: an individual appointed by the member organization. An Individual Member is not considered a Member Representative.

“MEMBER”: an organization or individual that is a “member in good standing” of the Association and who has pledged to support the charitable functions of the Association.

“MEMBERSHIP”: the body of members of the “Association.”

“MEMBER DUES”: the annual financial contribution required to participate in the associations’ internal affairs.

“OFFICER(S)”: the Chair and/or Vice-Chair of the Association.

“REGION II” or “DISTRICT”: the geographic area that the Association serves.

“TRIBE”: the government of the Nez Perce Tribe of Idaho.

### **3.0 PURPOSES AND FUNCTIONS**

#### **3.1 Purposes**

This Association is organized exclusively for exempt purposes within Section 501(c)(3) of the Internal Revenue Code.

#### **3.2 Functions**

The activities to be undertaken by the Association to meet the purposes stated in section 3.1 are to:

- A. Formulate, establish and administer effective community and economic planning and development programs;
- B. Advise and assist in preparing and implementing economic and community planning and development programs, projects and activities;
- C. Provide technical assistance related to community governance and management;
- D. Package, process, close, and service loans under local, state and/or federal development financing programs;
- E. Prepare, adopt and annually update a regional economic development strategy;
- F. Conduct and foster education and training programs to benefit residents, communities, business owners, and prospective business owners;
- G. Coordinate federal, state and local economic planning and development activities;

- H. Carry out such research, planning, and advisory functions as are necessary and helpful;
- I. In connection with its work, publish and distribute studies, project reports, and periodic and annual reports that may further its exempt purposes or may be required by state or federal legislation or regulations;
- J. Receive funds from the general public, members of the Association, and governmental programs to finance the cost of the Association's operation;
- K. Receive grants, gifts, contributions, and donations;
- L. Plan for, receive, and use public funds available to the Association;
- M. Prepare and distribute an annual budget;
- N. Incur expenses as necessary and permitted by law;
- O. Contract with appropriate persons, firms, or other units and levels of government;
- P. Purchase, receive, lease, take by gift or bequest, or otherwise acquire, own, hold, improve, and use real or personal property, or any interest therein, wherever situated within the District;
- Q. Borrow funds to purchase or improve real or personal property; and
- R. Carry out other functions needed for the purposes of the Association.

#### **4.0 THE MEMBER ORGANIZATIONS**

##### **4.1 Description**

The following entities that are legally established and located or operate within the District boundaries are eligible for membership:

- A. County;
- B. Incorporated Municipality;
- C. Indian Tribe;
- D. Special Purpose or Local Service District;
- E. Post-Secondary Education Institution;
- F. Chamber of Commerce;
- G. Work Force Development or Labor Group;
- H. Economic and/or Community Development Organization;
- I. Public Utility;
- J. Private Business.

##### **4.2 Responsibilities**

Each Member shall:

- A. Pay annual membership dues;
- B. Appoint one (1) representative and one (1) alternate representative to represent the member organization.

At a minimum, appointments must be annually reviewed and approved by the member governing body. For the annual review, members must inform the Association of their designated representative and alternate by February 1.

During other times of the year when changes are necessary, members may notify CEDA of any replacement of representation. Members shall promptly provide the Association in writing the name and contact information for their appointed representative and alternate.

## **5.0 THE INDIVIDUAL MEMBER**

### **5.1 Description**

An individual person who pays membership dues to CEDA.

### **5.2 Responsibilities**

Each Member shall:

- Pay annual membership dues;
- Provide support to the mission of the CEDA organization.

### **5.3 Participation**

At the discretion of the CEDA Board of Directors, an individual member may participate as an ad hoc, non-voting member to the CEDA Board of Directors and/or CEDA Operations and Finance Council. An individual member may also participate as a voting member on any CEDA Working Council or Committee. An Individual Member may not hold an elected office.

## **6.0 THE MEMBERSHIP**

### **6.1 Description**

The membership shall consist of the body of member representatives and individual members. The membership shall, at a minimum, meet annually.

### **6.2 Responsibilities**

Member representatives shall:

- Approve revisions to the Articles of Incorporation and bylaws;
- Select the Board of Directors;
- Set membership dues;
- Perform other actions as required.

Individual members shall inform the membership on decisions that come before the membership.

## **7.0 THE MEMBER REPRESENTATIVES**

### **7.1 Description**

The member representative (and member alternate representative) is an individual appointed by the member to represent the member organization.

## **7.2 Responsibilities**

The member representative shall:

- Represent the interest of the member organization at CEDA functions;
- Attend the annual membership meeting;
- Inform the member organization of CEDA activities.

## **7.3 Term**

The member representative shall hold their appointment for any length of time mutually agreed upon by the member organization and the representative.

## **8.0 MEMBER IN GOOD STANDING AND DUES**

A Member in Good Standing is a member that is current with their membership dues.

### **8.1 Membership Year**

The membership year shall begin October 1 and end on September 30 of the following year.

### **8.2 Member Dues Payments**

Membership dues shall be due on October 1 of each year and shall be paid in full for the current membership year by December 31.

### **8.3 Dues Structure**

The Membership shall approve the dues schedule for the upcoming year at the Annual Membership Meeting. Prior to submission to the Member for consideration, the dues schedule shall be reviewed by the Operations and Finance Council and recommended by the Board of Directors.

### **8.4 New Member**

A new member shall be defined as any organization or individual who has not previously been a member of the Association.

An organization or individual may join the Association at any time throughout the membership year. Full membership privilege shall begin when the organization pays prorated member dues for the remaining months of the membership year.

### **8.5 Member Withdrawal**

A Member may withdraw from the association by providing written notification to the Association of the intent to withdraw. Said notification must be addressed to the CEDA Board Chairperson at 1626 6<sup>th</sup> Avenue North, Lewiston, ID 83501; should specify the Member's desired date of Membership termination should be signed by the CEO, the President, or equivalent position of the Member.

In the event of a Member's withdrawal from the Association, said member shall not be entitled to the return of any dues or portion thereof.

Any Member that has not paid dues by the end of the grace period described in Section 7.2 above shall be considered to have withdrawn from the Association without notice.

### **8.6 Member Reinstatement**

Members that have withdrawn from the Association must pay dues for the current year and for each of the previous years left unpaid.

Members that have withdrawn "without notice" and that seek reinstatement shall pay the current year member dues rate for each year dues were not paid.

Members seeking reinstatement may petition the Board of Directors to negotiate conditions to regain good standing. The Board of Directors shall have full authority to approve or deny the request.

## **9.0 PRIVILEGE OF ACTIVE PARTICIPATION**

Members must be in good standing in order to participate in Association activities and Internal affairs however membership shall not be required in order to receive services unless required by law.

## **10.0 THE OFFICERS OF THE ASSOCIATION**

### **10.1 Composition**

Officers shall consist of the Chair and Vice-Chair of the Association:

### **10.2 Responsibilities**

#### **10.2.1 The Association Chair**

- A. Presides at all meetings of the membership, Board of Director, and Operation and Finance Council;
- B. Provides advice and guidance to the Executive Director in management of the Association; and,
- C. Performs such other duties as may be assigned by action of the Board of Directors.

#### **10.2.2 The Association Vice-Chair**

- A. Acts in place of the Chair in the event of the Chair's absence or inability to perform assigned responsibilities;
- B. Acts as a member of the Board of Directors and Finance and Operation Council;

- C. Ensures the preparation of the minutes of the Board of Directors and Annual Membership Meeting and authenticates records of the corporation;
- D. Represents the O&F Council at CEDA Board of Director meetings; and,
- E. Performs such other duties as may be assigned by the Board of Directors.

## **11.0 THE BOARD OF DIRECTORS**

### **11.1 Description**

The Board of Directors shall be responsible for setting organizational policy and for overall operations of the organization. The Board of Directors shall be comprised of member representatives of the five (5) counties, at least eight (8) members-at-large, the past chair, and one representative from each of the duly established Councils of the Board of Directors.

The composition of the Board of Directors shall meet the requirements of CEDA's cognizant agency.

### **11.2 Responsibilities**

- A. Elects the chair and vice-chair;
- B. Recommends revisions to the Articles of Incorporation and bylaws to the Membership;
- C. Presents a slate of candidates to the Membership for election to the Board of Directors;
- D. Approves appointments to the program and operations Councils;
- E. Hires and terminates the Executive Director;
- F. Annually approves the regional, economic development plan;
- G. Annually approves the organization's operating budget;
- H. Approves the creation and termination of programs;
- I. Adopts, revises, and rescinds organizational policy and guidelines;
- J. Approves any new debt obligation;
- K. Adopts Administrative Guidelines related to personnel and procurement;
- L. Be notified of any grant applications or grant contracts approved by the Operations and Finance Council.
- M. Approve any grant application at or above \$100,000 or approve contracts between \$50,000 and \$99,999.99 if the Operations and Finance Council is not available for approval;
- N. Approve any contract at or above \$100,000;
- O. Takes other actions which are delegated to the Board of Directors by the Membership.

### **11.3 Selection Process**

Directors are selected by following a four-step process:

1. With the exception of the Operations and Finance Council, each Council selects a representative to serve on the Board of Directors. The Council representative's name is submitted to the Operations and Finance Council for verification of eligibility;
2. The Operations and Finance Council originates a slate of candidates for the Board of Directors. The OFC:
  - A. Ensures that the slate of candidates will meet the required composition of the Board of Directors;
  - B. Verifies that each candidate is a representative of a "member in good standing."
  - C. Drafts a ballot to elect the Member-at-Large positions and a mechanism for ratifying the County member and Council representative positions;
  - D. Presents the slate of candidates for consideration and approval to the Board of Directors.
3. The Board of Directors reviews and approves the slate of candidates and positions to be ratified.
4. The election and ratification of the Board of Directors is held at the Annual Membership meeting. Nominations "from the floor" for the Member-at-Large positions shall be allowed. The Association Chair shall verify the eligibility of any candidate nominated "from the floor" prior to the vote.

#### **11.4 Term of Office**

Directors shall have a two-year term of office and may serve an indeterminate number of years.

Director responsibilities begin May 1 and conclude on the last day of April of the following calendar year.

#### **11.5 Vacated Positions**

The acting Chair shall appoint a member representative to the vacated Director position. Directors so appointed shall meet eligibility requirements and satisfy board make-up requirements. The appointed Board Member shall fulfill the responsibilities of the position until the next election.

All Board of Directors positions are retained by the individual and NOT the member organization. Member representative alternates do not automatically assume the Director position.

#### **11.6 Ad Hoc Members**

The CEDA Board of Directors may vote to include an individual member as Ad Hoc members of the CEDA Board of Directors. An Ad Hoc Member has no voting rights.



## **12.0 PROGRAM COUNCILS**

### **12.1 General Information**

#### **12.1.1 Description**

Councils that guide programs and operations include the Business Development Council, Economic and Community Development Council, and the Operations and Finance Council. Additional Councils may be formed by the Board of Directors to aid in the operations and oversight of the Association. As appropriate, councils may be disbanded by the Board of Directors.

#### **12.1.2 Selection**

Council members are appointed by the CEDA Board of Directors.

#### **12.1.3 Term of Office**

The term for each Council member is for a two-year period beginning May 1 of the year appointed and ending on April 30 at the end of the second year. Serving multiple and consecutive terms is allowed within limitations of other requirements herein.

#### **12.1.4 Representatives to the Board of Directors**

Each Council shall have a representative on the Board of Directors who shall act as a full voting member of the Board and act as a liaison between the Council and Board of Directors.

The Council Representatives shall be a duly appointed representative of an Association member in good standing

Candidates for the Council representative positions are nominated by their Council and approved via the annual Board of Directors selection process.

#### **12.1.5 Council Chair**

Each Council shall have a chair. The Board Chair shall chair the Operations and Finance Council. Other Councils select a chair from within the Council.

### **12.2 Operations and Finance Council (OFC)**

#### **12.2.1 Description**

The Operations & Finance Council (OFC) is a Council of the CEDA Board of Directors that guides and monitors the operations and finances of the organization.

The membership of the OFC includes a minimum of 5 individuals with a variety of skills related to operations and human resource management.

Each OFC member shall be the appointed representative and/or alternate of a member in good standing of the Association.

### **12.2.2 Responsibilities**

- A. Guides and advises the Executive Director in the general management of the Association;
- B. Develops and submits annual member dues schedule to the Board of Directors for approval;
- C. Reviews and submits to the Board of Directors for approval a comprehensive budget for the Association;
- D. Reviews and recommends budget revisions to the Board of Directors;
- E. Periodically reviews and prepares revisions to the bylaws;
- F. Recruits new members;
- G. By December of each year compiles a list of candidates that is consistent with organizational bylaws, goals and functions for: Board of Directors positions;
- H. Periodically reviews and recommends revisions in personnel policies, reviews employee evaluations, and conducts, at a minimum, an annual performance review of the Executive Director;
- I. The Council may appoint committees to assist the Association in meeting its purposes and fulfilling its functions;
- J. Approve any grant application or contract between \$50,000 and \$99,999.99.
- K. Review and recommend to the Board of Directors any contract above \$100,000.

### **12.2.3 Ad Hoc Members**

An Ad Hoc Member has no voting rights.

## **12.3 Business Development Council (BDC)**

### **12.3.1 Description**

The Business Development Council (BDC) is a Council of the CEDA Board of Directors that guides and monitors the small business development programs for the organization.

The membership of the BDC includes a minimum of 5 individuals that as a group are representative of the varied business, and economic development interests of the region served.

The Council may include a mix of individuals representing member organizations and non-member stakeholder groups.

### **12.3.1 Responsibilities**

- A. Review funding opportunities and make recommendations to the CEDA Board of Directors relative to applications for, and acceptance of, awards for program and project funding;
- B. Approve, and update as needed, lending targets and priorities, performance benchmarks and budgets for the financing programs;
- C. Establish and maintain a 5 to 7 member Loan Review Committee to review loan applications and approve loans to borrowers within established lending targets and priorities, and performance benchmarks for the financing programs;
- D. Monitor business development programs and project performance relative to targets, priorities, performance benchmarks and budgets set by the BDC and in relation to benchmarks and performance requirements set by the funding agencies. As appropriate, report findings to program staff, executive staff and the CEDA Board of Directors;
- E. The Council may appoint, committees needed to assist the Association in meeting its purposes and fulfilling its functions.

## **12.4 Economic and Community Development Council (ECDC)**

### **12.4.1 Description**

The Economic and Community Development Council (ECDC) is a Council of the CEDA Board of Directors that guides and monitors the economic and community development programs and projects of the Association.

The membership of the ECDC includes a minimum of 5 individuals who represent the varied business, economic development, and community development interests of North Central Idaho.

The Council may include a mix of individuals representing member organizations and non-member stakeholder groups.

### **12.4.2 Responsibilities**

- A. Provides input to the development and/or revision process of the staff's final draft of the regional economic development plan prior to the Council's recommendation of approval to the Board of Directors and before submission to EDA for their review;
- B. Reviews proposed economic and community development projects and within the guidelines and priorities set forth in regional and local economic development plans, determines the level of support and assistance to be provided by the Association;
- C. Guides the development and monitors the progress of Economic and Community programs and makes recommendations to the Board of Directors relative to the establishment, continuation,

staffing and/or funding of economic and community development programs;

- D. Reports regularly to the Board of Directors on the progress of, and findings of monitoring activities related to, economic and community development programs and projects;
- E. The Council may appoint committees to assist the Association in meeting its purposes and fulfilling its functions.

## **12.5 Workforce Development Council (WDC)**

### **12.5.1 Description**

The Workforce Development Council (WDC) is a Council of the CEDA Board of Directors that guides and monitors the workforce development programs and projects of the Association. The WDC is referred to as the Northwest Intermountain Dream It Do It Council or “Dream It Do It Council”.

The membership of the WDC includes a minimum of 5 individuals who represent the varied business and economic development interests of North Central Idaho.

The Council may include a mix of individuals representing member organizations and non-member stakeholder groups.

### **12.5.2 Responsibilities**

- F. Identifies workforce needs for industry and sets goals and priorities for addressing workforce issues in the region;
- G. Reviews proposed workforce development projects, initiatives, and programs and determines the level of support and assistance to be provided by the Association;
- H. Provides oversight to workforce development projects, initiatives, and programs. Guides their development, monitors their progress for achieving desired goals, and makes recommendations to the Board of Directors relative to the establishment, continuation, staffing and/or funding of the workforce development projects, initiatives, and programs.
- I. Reports regularly to the Board of Directors on the progress of, and findings of monitoring activities related to, workforce development projects, initiatives, and programs;
- J. Collaborates with other regional workforce development councils, programs, initiatives, and projects when doing so results in measure able benefit to the region;
- K. Works to find funding and leverage existing resources for workforce development programs, initiatives, and projects;

- L. Balances the needs of industry with the needs of the workforce in development and implementations of workforce related programs, initiatives, and projects;
- M. Appoints committees to assist the Association in meeting its purposes and fulfilling its workforce development functions.

## **13.0 COMMITTEES**

### **13.1 General Information**

Committees are appointed on an as needed basis to assist the Association in meeting its purposes and fulfilling its functions.

#### **13.1.2 Selection**

Committee members are appointed by the Board of Directors or Program or Operations Council where the committee originates.

#### **13.1.3 Composition**

Committee membership includes individuals with experience and skills related to the task before the Committee.

The size of the Committee is determined by the project or task need.

Each Committee will include a diverse representation of the stakeholder groups impacted by the project or task before the Committee.

#### **13.1.4 Reporting**

Committees shall report regularly to the body that established the Committee and to the Board of Directors on an as needed basis.

#### **13.1.5 Term**

The term of a Committee member shall begin upon appointment and end upon completion of the task for which appointed, resignation, or removal as defined in Section 14.5.

## **13.2 Loan Review Committee (LRC)**

### **13.2.1 Description**

The Loan Review Committee includes 5 to 7 individuals with experience and skills in business related financial review and/or small business development and management. As a group the LRC shall be representative of the economic, geographic, and population diversity of the region served.

### **13.2.2 Responsibilities**

- A. Reviews financing requests based on program guidelines, sound lending practices, and the Association's lending targets;

- B. Approves or declines funding of those requests;
- C. Regularly reviews with staff the portfolio aging report and/or individual loan files and makes recommendations and/or approves directives relative to corrective and/or loan servicing actions.

#### **13.2.3 Selection**

LRC members are appointed by the Business Development Council.

### **13.3 Project Prioritization Committee (PPC)**

#### **13.3.1 Description**

The Project Prioritization Committee includes 5 to 7 individuals with experience and skills in economic and community development. As a group the PPC shall be representative of the economic, geographic, and population diversity of the region served.

#### **13.3.2 Responsibilities**

- A. Reviews proposed, community project development assistance requests based on the input provided by the community and CEDA staff through CEDA's evaluating program guidelines and criteria delineating in the Project Prioritization Analysis form;
- B. Approves, modifies, or declines development assistance requests;
- C. Regularly reviews with staff progress of the project and the project's alignment with CEDA's priorities and resources and makes recommendations and/or approves directives relative to corrective actions.

#### **13.3.3 Selection**

PPC members are appointed by the Economic and Community Development Council.

## **14.0 THE EXECUTIVE DIRECTOR AND CEDA STAFF**

### **14.1 Responsibilities**

The Executive Director shall be responsible for the day to day management and operation of the Association and its programs.

The Executive Director shall:

- A. Manage within the limits of the budget and in conformance with the Associations policies and procedures;
- B. Hire, evaluate, and terminate staff;
- C. Allocate staff work;
- D. Purchase supplies and services;

- E. Coordinate and attend Membership, Board of Director, and Operation and Finance Council Meetings;
- F. Assign staff to coordinate and attend Council and Committee meetings;
- G. Perform such other duties as may be assigned to him/her by action of the Board of Directors.

Under the guidance of the Vice-Chair, the Executive Director shall ensure that:

- A. the records of members, Board of Directors, Councils. and Committees are accurately maintained;
- B. the attendance records of the Membership, Board of Directors, Councils, and Committees are accurately maintained;
- C. the actions, motions and resolutions proposed and/or acted on in meetings of the Membership, Board of Directors, Councils, and Committees are prepared and distributed;
- D. the minutes of the Membership, Board of Directors, Councils, and Committees are prepared and distributed;
- E. all notices of meetings are given, distributed and published as required by statute, law, regulation or these bylaws;
- F. correct and complete books and records of accounts are maintained for the Association;
- G. regular and accurate financial reports are submitted to the Operations and Finance Council and the Board of Directors and accurate financial status and activity summaries are included in an annual report to the Membership;
- H. an annual audit of the financial accounts is completed.

#### **14.2 Selection and Supervision**

The Executive Director is hired and terminated by the Board of Directors. The Chair provides immediate supervision of the Executive Director.

### **15.0 MEETINGS**

#### **15.1 Frequency and Special Meetings**

##### **15.1.1 Meeting of Members**

The annual meeting of members shall be held in April of each year. Special meetings of the members may be called by the Board of Directors or by one tenth of the members of the Association.

##### **15.1.2 Meetings of the Board of Directors**

The Board of Directors meets in May, August, November, and February. Special meetings may be called by one-tenth of the directors or by the Board chair.

##### **15.1.3 Meetings of Councils and Committees**

The Economic and Community Development Council, the Business Development Council, and other Councils formed in the future shall meet at least three times per year. The Operations and Finance Council meets no less than seven times per year. Additional meetings may be called by any Council as needed.

Committees shall meet as needed based upon the task before the committee.

### **15.2 Meeting Procedures**

Meetings of the Association shall be held in the District on the date, time and place selected by the Board of Directors or others who are authorized in the bylaws to call the meeting. Meetings of the Membership and of the Board of Directors are open to the public.

### **15.3 Meeting Notice**

Notice of Member, Board of Directors, Council and Committee meetings shall be in writing and shall state the day, hour, place, and in case of a special meeting, the purpose for which the meeting is called. The NOTICE shall be sent by electronic transmission, mail or personally delivered to each member entitled to vote at the meeting. NOTICE of the Annual Membership Meeting shall be delivered no less than 30 days in advance of the meeting. NOTICE of Board of Director, Council and Committee meetings are delivered no less than 10 days in advance of the meeting.

Notice of meetings shall be delivered to the Member, Director, Council, or Committee member's address as it appears in the records of the Association. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail. If delivery is electronic, the date electronically embedded in the transmission is the date of delivery.

### **15.4 Quorum**

A quorum is required before any action can be taken by the group which is meeting.

#### **15.4.1 Membership**

- A. The member representatives present at the annual meeting constitute a quorum.
  
- B. Special meetings of the members require 33% of the membership to be present for a quorum.

#### **15.4.2 Board, Council, or Committee**

Unless otherwise stated herein, a quorum is defined as fifty percent of the members of the Board, Council, or Committee being present and eligible to vote.



- A. Loan Review Committee: A quorum of the Loan Review Committee is present when 50% of the committee members are present and eligible to vote AND no less than one of those eligible to vote has commercial lending experience. For votes without a meeting, see Section 4.5 and Section 14.7 B.

## **15.5 Actions**

Actions of the members, Board of Directors, Councils or Committees are valid when a vote is taken with a quorum present and a majority of those voting approve the action, except for the following:

- A. Amendment of the bylaws and/or amendment to the Articles of Incorporation requires approval of the Board of Directors AND approval of a simple majority of all members of the Association in good standing at the time of the vote.
- B. Removal of selected or elected committee members, council members, Directors or officers requires approval of sixty percent of the members of the group that selected the person being removed.

Any lawful business may be transacted at any regular meetings by the Members or Board of Directors. The actions taken at special meetings shall be limited to the subject areas described in the call for meeting and meeting notice.

Any action may be approved by consent without a meeting if the proposed action is approved in writing by a majority of those entitled to vote on the action.

## **15.6 Voting at Meetings**

### **15.6.1 Members**

Each Member is entitled to one vote on each item at member meetings. Members may vote in person via the duly appointed member representative or the duly appointed alternate.

### **15.6.2 Board of Directors**

Each Director has one vote at Board of Directors meetings. Votes at Board of Director Meetings may be made by the Director, or in their absence, by proxy.

### **15.6.3 Council or Committee**

Each Council or Committee member has one Vote at meetings of their respective Council or Committee. In their absence, votes may be made proxy.

## **15.7 Voting Without a Meeting**

Votes may be taken on appropriate actions by anybody without a meeting when the following is documented:

- A. All those entitled to vote are notified of the opportunity to vote and are provided no less than 48 hours to respond with their vote, and;
- B. A quorum of voters shall respond with written votes signed by an eligible voter. Printed email votes, with the sender's electronic address embedded in the message, are an acceptable substitute for a signed vote.

Votes taken without a meeting shall be confirmed by the body chair and recorded in the minutes of the next regular meeting of that body.

### **15.8 Votes by Proxy**

A proxy is valid only for a designated meeting and shall be confirmed in writing by the individual assigning the proxy and delivered to the chair of the body calling for the vote.

### **15.9 The Rules**

The Rules contained in the most current edition of Robert's Rules of Order, or other generally accepted rules of order adopted by resolution of the Board of Directors, shall govern the parliamentary procedures in the meeting of the Membership, Board of Directors, Councils, and Committees.

## **16.0 FINANCES**

### **16.1 Budget**

With program input from Councils, the Operations and Finance Council shall draft a comprehensive, annual budget. The Board of Directors shall annually adopt a comprehensive budget.

### **16.2 Procurement**

Procurement policies and guidelines shall be included in the Administrative Guidelines adopted by the Board of Directors.

### **16.3 Funds**

All funds of the Association shall be deposited in financial institutions as designated by the Board of Directors. The officers, Executive Director, and two, additional duly appointed Directors shall be authorized signers for withdrawals of funds.

### **16.4 Financial Report**

Periodic financial reports shall be prepared which compare revenues and expenses to the adopted budget. At a minimum, monthly reports shall be provided to the Operations and Finance Council, quarterly reports shall be provided to the Board of Directors and an annual report shall be provided to the members.

An annual audit of the finances of the Association shall be prepared by an independent public accountant certified for practice in the State of Idaho.

## **17.0 OTHER PROVISIONS**

### **17.1 Nondiscrimination**

This Association shall make available its services; select Board, Council and Committee members; and select staff without regard to race, creed, age, gender, color, ancestry, or national origin.

### **17.2 Political Activity**

The Association shall not, in any way use the resources of the Association in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this shall not limit the right of any official or member of this Association to provide information to elected officials or appear before any committee or council of elected officials to provide information on matters involving the Association or of concern to the Association.

### **17.3 Conflict of Interest**

No Board, council or committee member or alternate shall participate in deliberations or cast votes on issues which would provide a direct financial benefit to the member, the immediate family of the member or any business which the member or the immediate family of the member owns, is employed by, or represents.

### **17.4 Amendments**

These bylaws may be amended by approval of the Board of Directors and by approval of a majority of the Membership. The Articles of Incorporation may be amended by approval of a majority of the Members.

### **17.5 Severability**

Should any section, clause, or provision of these bylaws be declared by the courts to be invalid, the same shall not affect the validity of these bylaws as a whole or any part thereof other than the part declared to be invalid.

Amended by the Membership of the CLEARWATER ECONOMIC DEVELOPMENT ASSOCIATION, An Idaho Nonprofit Corporation,

DATED:

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CERTIFIED BY:

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Corporate Chair

Date Signed:

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