

# Bylaws of the Sierra Economic Development Corporation

## Board Actions

Adopted	Amended
July 11, 1969	August 21, 1969
	January 6, 1971
	July 7, 1971
	April 18, 1973
	August 15, 1973
	October 17, 1973
	September 8, 1975
	May 4, 1977
	May 3, 1978
	January 3, 1979
	June 1, 1983
	September 3, 1986
	September 2, 1987
	November 4, 1987
	May 6, 1992
	October 6, 1993
	April 2, 1997
	April 5, 2000
	December 4, 2002
	May 5, 2004
	November 3, 2004
	June 7, 2006
	December 6, 2006
	February 6, 2008
	February 4, 2009
	April 6, 2011
	May 11, 2012
	October 3, 2012

**Bylaws of the**  
**Sierra Economic Development Corporation**

**ARTICLE I:**  
**NAME**

The name of this Corporation shall be **SIERRA ECONOMIC DEVELOPMENT CORPORATION**, hereafter, referred to as **this Corporation**.

**ARTICLE II:**  
**MEMBERSHIP**

The members of this Corporation shall be those *municipalities* which are parties to that certain **JOINT EXERCISE OF POWERS AGREEMENT FOR THE PURPOSE OF CREATING A MULTI-COUNTY JOINT POWERS AGENCY TO COORDINATE ALL AREAWIDE PROGRAMS WITHIN THE COUNTIES OF NEVADA, PLACER, EL DORADO, AND SIERRA, STATE OF CALIFORNIA, FOR WHICH FEDERAL/STATE AND OTHER FUNDS MAY BE AVAILABLE**, dated 11 July, 1969, and last amended April 6, 2011 as the same is now or may hereafter be amended. The Joint Powers Agency created by said agreement is hereinafter referred to as the **Sierra Planning Organization**. The term *municipalities* refers to any political body below the State.

**ARTICLE III:**  
**BOARD OF DIRECTORS**

The governing body of this corporation shall be designated as the Board of Directors.

**Section 1:**

The membership of the Board of Directors shall be constituted so as to broadly represent all of the principal economic interests of the region. Four (4) members of the Board of Directors shall be appointed from each member county, to serve at the pleasure of the member county to include:

- a. One (1) elected county official, appointed by the Board of Supervisors;
- b. One (1) elected city official, to be appointed by the member cities of each county;  
and
- c. Two (2) members to be appointed at-large by the Board of Supervisors of each respective county to achieve representation as set forth in Article III, Section C of

the Joint Powers Agreement and meet the requirements of Part 304.2 of EDA regulations.

- d. At least one (1) member to be appointed by the Board of Directors to represent one (1) or more of the following: Executive Directors of Chambers of Commerce, or representatives of institutions of post-secondary education, workforce development groups or labor groups.
- e. One (1) member to be appointed at-large by the Board of Directors to achieve Rural Representation.

The Board of Directors may appoint up to two (2) additional members of the Board of Directors so as to maintain compliance with the Economic Development Administration representation requirements. If the county government is not a member of the Board as provided in Section 1a, above, the combined member cities of that county may, in addition to the member provided for in Section 1b, above, have a second voting member on the Board appointed by the respective city council, and each member city may appoint one of the two members identified in paragraph c, above.

**Section 2:**

The terms of the members of the Board of Directors shall be three (3) years; except that at the inception, one-third of the Board shall serve for a period of (1) year, one-third for (2) years, and one-third for three (3) years as shall be determined by lot. Vacancies on the Board of Directors shall be filled for the unexpired term by the city, cities or county whose Director's seat is vacant.

**Section 3:**

Any action of the Board of Directors may be taken by a simple majority vote of those voting a quorum present. Seven members shall constitute a quorum, except as follows:

- a. A majority vote of the entire membership shall be required for removal of officers.
- b. An affirmative vote of two-thirds of the entire membership shall be required for approval of amendments to the Articles of Incorporation, or the By-laws of this Corporation.
- c. To facilitate matters involved in only **a** and **b** above, each absent member of the Board of Directors will be permitted to submit one written proxy. The proxy shall be counted providing a quorum exists at the meeting where these matters are voted upon.

Abstentions shall not be counted in determining whether or not a majority vote has been attained.

**Section 4:**

Except as herein otherwise provided, vacancy in any office (other than that of a Director) because of death, resignation, removal, disqualification, or otherwise, shall be filled by the appointing authority.

**Section 5:**

- a. Board members will be recommended for removal for cause.
- b. Prima facie sufficient cause is the missing of three consecutive meetings. Exception to this provision may be determined by the Board in the case of illness or other extenuating circumstances.

**Section 6:**

Each member appointed to the Board of Directors shall actively participate, on behalf of their appointing jurisdiction, in the planning, documentation, and implementation of the Corporation's Comprehensive Economic Development Strategy (CEDS). Participation shall be defined as contributing to the formulation of goals, selecting projects, assigning priorities.

**ARTICLE IV:**  
**OFFICERS**

**Section 1:**

The officers of this organization shall be the Chair, Vice-Chair, Secretary-Treasurer; no person may hold more than one office at a time.

**Section 2:**

A budget committee shall be established and will consist of four (4) Directors and the President/Executive Director.

**Section 3:**

All officers shall be elected by the organization members on the first regular Board meeting in February, and shall hold office for the term of one (1) year, or until their successors are elected.

**Section 4:**

Any vacancy of any office shall be filled for the unexpired portion of the term of such office by the members at any regular or special meeting.

**Section 5:**

Duties of such officers herein named shall be those generally prescribed for such office together with such other duties as may be assigned by the Chair.

**ARTICLE V:**  
**MEETINGS**

**Section 1:**

Meeting of the Board of Directors shall:

- a. Take place at least once in each quarter of the calendar year; and
- b. On call of the Chair or a majority of Directors.
- c. The Chair and the Executive Committee will have the authority to make decisions on urgent matters between Board meetings and use polling of the Board Members as determined to be needed by the Executive Committee.

**Section 2:**

Said meeting shall be on a regular scheduled day determined by the membership, except that any specially called meetings shall require at least twenty-four (24) hours written notice to the members of the Board of Directors.

**Section 3:**

A quorum shall be present at any meeting of the Board of Directors with the presence of seven (7) members of the body except as further specified in Article III, Section 3, above.

**Section 4:**

Robert's Rules of Order, Newly Revised, shall govern the conduct of meetings when the provisions herein are not specifically applicable.

**ARTICLE VI:**

**FINANCES, BUDGETS, CONTRACTS AND FUNDS**

**Section 1:**

The Board of Directors shall adopt an annual budget for this Corporation, taking into account federal cost sharing and contributions of local funds and services from member organizations, which share shall be appropriate to meet the needs of this Corporation's work program, and with costs to member public jurisdictions to be proportionate based upon the population of each public jurisdiction as estimated by the California Department of Finance for the previous year except that, in no case, shall a member's contribution be less than five hundred dollars (\$500) per year. The total federal matching fund requirement to be met by the members may be adjusted by subtracting the total of estimated contributions from non-public members from the total federal matching fund requirement and/or in accordance with such additional direction as shall be given by the Board of Directors of the Sierra Economic Development Corporation and affirmed by the Board of Directors of the Sierra Planning Organization. Said budget shall be subject to review and approval by the Sierra Planning Organization. The proposed budget shall be drafted by the Budget Committee and shall be distributed to the members of the corporation no later than the last Wednesday of July of each year.

**Section 2:**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of this Corporation shall be signed and countersigned by two (2) members of the Board of Directors.

**Section 3:**

All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4:**

If a county government is not a member of the Board as provided in Article III: Board of Directors, Section 1a, above, a member city, as provided for in Article III: Board of Directors, Section 1b and at the end of Article III: Board of Directors, Section 1, shall contribute to the funding of the Corporation in an amount equal to the greater of two and one-half cents (\$.025) per resident or the least fee paid by any of the member counties.

**ARTICLE VII:**  
FISCAL YEAR

**Section 1:**

The fiscal year of this Corporation shall begin on the first day of October, and end on the thirtieth day of September of each succeeding year.

**ARTICLE VIII:**  
SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall be inscribed thereon the words, **Corporate Seal - Sierra Economic Development Corporation**. The seal shall be retained by the Secretary-Treasurer.

**ARTICLE IX:**  
AMENDMENTS

These Bylaws may be amended at any meeting of the Board providing that notice of the proposed amendments have been mailed to each of the members at least five (5) days prior to the date of the meeting. Bylaws may be amended by a majority vote of the quorum.