

# BYLAWS

## NORTH CENTRAL

### COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY COMMITTEE (CEDS)

#### ARTICLE I: NAME AND PURPOSES:

**SECTION 1** This Committee shall be known as the North Central Pennsylvania Comprehensive Economic Development Strategy Committee or “CEDS Committee”.

This committee has been established under the Economic Development Administration’s (EDA) Public Works and Economic Development Act of 1965 as amended. The Public Works and Economic Development Act of 1965, as amended, requires a Comprehensive Economic Development Strategy (CEDS) in order to apply for financial assistance under the U.S. Department of Commerce’s Economic Development Administration (EDAs) Public Works and Economic Adjustment Assistance Programs.

The CEDS are commonly developed by Planning Organizations and District Organizations (terms defined in EDA’s regulations) that function within the boundaries of an EDA-designated Economic Development District (EDD Per-13 CRF Part3-3.6 (a) Federal regulations)

**SECTION 2** The purpose of the CEDS Committee shall be to carry out the responsibilities of an Economic Development District.

The voluntary committee shall engage in community and economic development planning, and in related economic development activities of broad geographic significance to the North Central portion of the Commonwealth of Pennsylvania, specifically comprising the area encompassed by the Counties of Cameron, Clearfield, Elk, Jefferson, McKean, and Potter, and such other areas as may be specified from time to time. Primary responsibilities to include:

- A. Serve as a mutual forum to identify, study and address regional challenges and opportunities
- B. Prepare draft CEDS documents, CEDS annual reports, annual implementation schedules
- C. Provide a continuing organizational mechanism to insure effective communication, coordination and sharing of information among governments, agencies within the region and the public

- D. Foster, develop and review policies, plans and priorities for regional growth and development
- E. Provide assistance to member governments, communities and businesses as they request and direct, and to promote and accomplish approved objectives, agreements, policies and plans
- F. Review and coordinate federal, state and local programs of regional significance

**SECTION 3** It shall further be the purpose of the CEDS Committee to promote the interests of community and economic development in Cameron, Clearfield, Elk, Jefferson, McKean and Potter counties. These interests can include, but will not be limited to, the following categories: private sector, public officials, community leaders, private individuals, representatives of workforce development boards, institutions of higher education, minority and labor groups, healthcare, tourism, education, natural resources and extraction, resiliency, infrastructure and broadband/telecommunications.

**SECTION 4** No member of the CEDS Committee shall receive any pecuniary gain or profit, incidental or otherwise, from its activities. No substantial part of the activities of the CEDS Committee shall be that of propaganda or otherwise attempting to influence legislation, and the CEDS Committee member shall not participate or intervene in (including the publishing or distribution of statements) any political campaign information on behalf of any candidate for public office.

**ARTICLE II: PRINCIPAL OFFICE OF THE CORPORATION:**

The principal office of the CEDS Committee shall be a street address designated by the North Central Board of Directors. Currently 49 Ridgmont Drive, Ridgway, PA 15853.

**ARTICLE III: MEMBERS OF THE COMMITTEE:**

Each county named in Section 2 shall appoint the members of the CEDS Committee. Any member shall have the right to withdraw from the CEDS Committee at the end of any calendar year by giving three (3) months written notice to the Chairman of the CEDS Committee.

**SECTION 1 Role/Number:** The business and affairs of the CEDS Committee shall be governed and composed of no more than (24) persons and no fewer than (12) persons.

**SECTION 2 Composition:** Each member county will appoint three (3) representatives, as follows:

- A. One Economic Development representative
- B. One Planning representative (either the county's planning director or other representative with planning knowledge/expertise)
- C. One Industry representative that represents the main economic interest of the region (e.g. private sector, public officials, community leaders, private individuals, representatives of workforce development boards, institutions of higher education, minority and labor groups, healthcare, tourism, education, natural resources and extraction, resiliency, infrastructure and broadband/telecommunications)
- D. The CEDS Committee will also select up to six (6) at large members who represent the diversity of the region. The CEDS Committee will identify nominations and recommend potential candidates to the North Central Full Board for approval.

**SECTION 3 Election/Vacancies:** At the December CEDS Committee meeting, members to serve for the ensuing year shall be designated and/or confirmed by their respective County Commissioners. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members.

**SECTION 4 Term:** Each CEDS Committee member shall hold office for a term of three years.

**SECTION 5 Removal:** Any CEDS Committee member may be removed, with or without the assignment of any cause, by a vote of the majority of the CEDS Committee at any meeting of the CEDS Committee convened in compliance with these by-laws, provided that written notice of the intention to consider removal of such CEDS Committee member has been included in the notice of the meeting. No CEDS Committee member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**SECTION 6 Resignation:** A CEDS Committee member may resign by submitting a written resignation to the CEDS Committee Chair or to the North Central ARC/EDA Director, if the resigning Committee member is the Chair. Failure to attend three (3) consecutive CEDS meetings without excuse shall constitute a resignation from the Committee.

**ARTICLE IV: OFFICERS OF THE CEDS COMMITTEE:**

**SECTION 1 Election/Vacancies:** The officers shall consist of a Chairperson and Vice-Chairperson, serving annual terms, but limited to two consecutive terms (two

(2) terms as chairperson and two (2) terms as vice chairperson) and will be elected by the CEDS Committee each calendar year at the December meeting. The Chair and Vice-Chair shall be a representative from a member county, based on an alphabetical rotation: Cameron, Clearfield, Elk, Jefferson, McKean, and Potter. Any vacancy occurring in any office, for whatever reason, shall be filled by the CEDS Committee and will fulfill the term of his/her predecessor.

The staff of North Central will provide a Recording Secretary to record accurate meeting minutes.

A. The Chairperson must also be a member of the full board of the North Central Pennsylvania Regional Planning and Development Commission.

**SECTION 2 Term:** Officers shall serve annual terms, but limited to two consecutive terms (two (2) terms as chairperson and two (2) as vice chairperson), or until their successors are elected.

**SECTION 3 Removal:** An officer may be removed from office, with or without cause, as determined by a majority vote of the CEDS Committee present at any meeting at which there is a quorum.

**SECTION 4 Resignation:** An officer may resign by submitting a written resignation to the Chair or to the North Central ARC/EDA Director if the resigning officer is the Chair.

**SECTION 5 Authority and Duties:** The Officers shall have the authority and responsibility delegated by the CEDS Committee as follows:

B. The Chair shall preside at and conduct all meetings of the CEDS Committee.

C. The Vice-Chair shall perform the duties of the Chair, if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the CEDS Committee and; at the request of the Chair, assist in the performance of the duties of the Chair. The Vice Chair shall succeed the Chair.

D. The Recording Secretary shall keep accurate records and minutes of all meetings of the CEDS Committee; make available minutes of the previous meeting and distribute them in advance of each meeting; and maintain the minutes and a current listing, with contact information, of the CEDS Committee Members at the office of North Central. The staff of North Central will provide a Recording Secretary to record accurate meeting minutes.

## **ARTICLE V: CEDS COMMITTEE MEETINGS:**

**SECTION 1 Regular Committee Meetings:** Regular meetings of the CEDS Committee shall be held at least five times per year and may be scheduled more often by the Chair. The time and place of all meetings shall be designated by the Chair.

**SECTION 2 Special Meetings:** Special meetings of the CEDS Committee shall be held at any time and at any place when called by the Chair. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

**SECTION 3 Notice of Meetings:** Notice of regular calendar year CEDS Committee meetings shall be advertised in the two (2) largest regional newspapers in December of each calendar year.

**SECTION 4 Quorum:** At meetings of the CEDS Committee, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the members then serving, present in person or by electronic means.

**SECTION 5 Voting:** Except as otherwise provided in these bylaws, decisions of the CEDS Committee shall be by vote of a simple majority (fifty percent (50%) plus one (1)) of those present assuming a quorum. Each Committee member shall have one vote. CEDS Committee members may vote only in person. There shall be no proxy voting.

**SECTION 6 Telephone and Electronic Participation:** CEDS Committee members may participate in meetings and vote on matters discussed therein, by means of a conference telephone call or similar communications equipment of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the CEDS Committee member at the meeting.

**SECTION 7 Parliamentary Procedure:** Meetings shall be conducted in accordance with parliamentary procedure as set forth in the last edition of Robert's Rules of Order, to the extent that such rules are not in conflict with these bylaws.

## **ARTICLE VI: SUB COMMITTEES:**

The Chair has the authority to establish sub committees for specified purposes as required.

Sub committee minutes must reflect any action taken by the committee, must be shared with the CEDS Committee, and must become part of the record. The Chair may appoint persons to chair and serve on those sub committees.

There shall be the following committees:

**SECTION 1 CEDS Advisory Committee** The CEDS Advisory Committee shall consist of at least six (6) current members of the full CEDS Committee with the purpose of developing the region's Comprehensive Economic Development Strategy. The CEDS is a strategy driven plan designed to encourage the exchange of meaningful strategies on how communities can soundly manage growth and development to efficiently and effectively link Land Use, Transportation, and Economic Development decision-making at a regional level. The CEDS helps to build regional capacity, through hard and soft infrastructure, that contributes to individual, business, and community success and provides a vehicle for individuals, organizations, local governments, institutes of learning and private industry to engage in a meaningful conversation to identify capacity building efforts that would best serve economic development in the region.

The plan is required to be updated at least every five (5) years.

**SECTION 2 Public Participation** The CEDS Public Participation Committee will focus promoting, in collaboration with the Partnership for Economic Performance (PREP) Network, the area as the home for new industry and a rewarding place to visit or live, as well as developing an outreach plan to keep local citizens posted on program plans and accomplishments, and stimulating their interest in the CEDS planning and development process.

**SECTION 3 Special Committees** The Chair of the CEDS Committee may establish such special committees as they determine are necessary. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the CEDS Committee shall be named by the established entity.

## **ARTICLE VII: CONFLICT OF INTEREST:**

The North Central Full Board shall adopt a Conflict of Interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The Conflict of Interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

The Conflict of Interest document will be provided to each CEDS committee member at the December CEDS Committee meeting.

**ARTICLE VIII: COMPENSATION:**

The Members of the CEDS Committee shall be voluntary and serve without compensation.

**ARTICLE IX: FISCAL YEAR:**

The fiscal year of the CEDS committee shall be from July 1 to June 30.

**ARTICLE X: AMENDMENTS:**

These bylaws may be amended by a simple majority vote of the CEDS Committee members present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

**ARTICLE XI: NON-DISCRIMINATION:**

The CEDS Committee shall not discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

Adopted by the Committee this 16<sup>th</sup> day of September 2020

I, the undersigned, being the Chair of the CEDS Committee, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Committee.

Joel Foster  
Chair

9/16/2020  
Dated

Rachel Wolfel  
Witness

09/16/2020  
Dated

Previous bylaws amendment dates:

- December 2004