

BY-LAWS OF THE

HENRY COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP (HCEDP)

ARTICLE I. NAME

Section 1. The organization shall be known as the Henry County Economic Development Partnership, Inc., herein referred to as the “Association”.

ARTICLE II. PURPOSE

Section 1. The Association is a not-for-profit corporation with membership from the public sector, represented by local government officials, and the private sector, represented by individuals, chambers of commerce, business and industry, and local economic development groups. The Association has adopted the following general mission: To coordinate and provide proactive leadership to stimulate local economic growth by assisting local governments and local businesses with economic development programs and projects.

The Association has established the following goals:

- a) Educate local governments and Henry County citizens concerning economic development activities and issues.
- b) Coordinate available resources from regional, State, and Federal sources for the benefit of local governments and businesses.
- c) Communicate with State and Federal Agencies and legislators concerning regional economic development activities and issues.
- d) Develop programs or projects to sustain and encourage growth of existing businesses.
- e) Promote programs or projects to attract new businesses to the county.

Section 2. The specific purposes for which the Corporation is organized are:

- a) PURPOSE: Exclusively Charitable and Educational within the meaning of Section 501 (c)(3) of the code.

- b) **INUREMENT OF INCOME:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- c) **LEGISLATIVE OR POLITICAL ACTIVITIES:** No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- d) **OPERATIONAL LIMITATIONS:** Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- e) **DISSOLUTION CLAUSE:** Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERSHIP

Section 1. The membership of the Association is open to any public or private organization or individual interested in the economic development of Henry County. The Board of Directors may establish membership dues as it sees fit to accomplish its purpose and goals.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The business and affairs of the Association shall be under the direction of the HCEDP Board of Directors. The Board of Directors shall have the power to take all actions necessary or desirable to carry out the purpose, goals, objectives and programs of the Association.

Section 2. The HCEDP Board of Directors shall consist of fourteen (14) directors of which two (2) shall be elected officials of Henry County, five (5) elected or appointed officials of municipal government and seven (7) from the private sector. Of the five (5) elected Directors from municipal government, no municipality may be represented by more than one (1) Director. No community will have more than four (4) Directors. Every effort shall be made to distribute Board representation in proportion to population of the municipalities, however, if a vacancy exists on the board for more than one month and the Chief Elected Official of municipalities whom are not represented (or under represented) have been contacted either by letter or telephone by an agent of the Association and fail to nominate a qualified individual to serve on the board, the board may appoint a person to fill the vacant director's position without regard to proportion of population.

Section 3. 1/3 of the number of Directors fixed by these By-laws shall constitute a quorum for transaction of business at any meeting of the HCEDP Board of Directors, provided that if less than 1/3 of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting at anytime without further notice.

Section 4. The HCEDP Board of Directors shall be elected by the Association, based upon a slate of candidates developed by a Nominating Committee. Additional nominations may be made from the floor. The first Nominating Committee shall be appointed by the Chairperson of the Henry County Board; thereafter the Nominating Committee shall be appointed by the Chairperson of the Board of Directors of the Association subject to Board approval. The Nominating Committee will consist of three individuals, one each from county government, municipal government, and the private sector. The nominating committee will make nominations to fill seats as vacancies occur taking into consideration Article II. Section 2.

Section 5. Seven (7) of the initial Board of Directors shall serve a one year term, with the remaining seven (7) serving a two (2) year term. Thereafter, each Director will serve a two (2) year term.

Section 6. Any Director may be considered for removal by the HCEDP Board of Directors by a quorum of the HCEDP Board of Directors, if the Director has been absent from three (3) consecutive Board Meetings or five (5) Board Meetings in one year.

Section 7. The HCEDP Board of Directors shall meet monthly, except during December, at a time and place agreed to by the Board. In October, the Board will meet one-half hour prior to the annual Association meeting.

ARTICLE V. OFFICERS AND STAFF

Section 1. The officers of the Association shall be Chairman, Vice-Chairman, Secretary, Treasurer, and any such other officers as the HCEDP Board of Directors may from time to time deem necessary and desirable. The Officers shall be elected from within the fourteen (14) Directors. A Nominating Committee shall be appointed by the Chairperson of the Board of Directors of the Association subject to Board approval. The Nominating Committee will consist of three individuals, one each from county government, municipal government, and the private sector. If staff support is provided by the Henry County Board the HCEDP Board may elect that person to be the acting secretary of the HCEDP Board.

Section 2. The Officers shall be elected annually by the HCEDP Board of Directors. Each officer shall hold office until a successor is elected and qualified or until he/she shall have resigned or have been removed as provided by these Bylaws.

Section 3. The Chairperson shall preside over all meetings of the Association and the HCEDP Board of Directors. The Chairperson shall appoint members to committees and perform such other duties as may be specified from time to time by the Directors. The Chairperson of the HCEDP Board of Directors shall vote only in the case of a tie vote.

Section 4. The Vice-Chairperson shall assist the Chairperson in the discharge of the duties of Chairperson and shall perform such other duties as from time to time may be assigned by the Chairperson or the HCEDP Board. In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson; or in the event of the Chairperson's inability or refusal to act, with the approval of the Board of Directors, the Vice-Chairman shall perform the duties of the Chairperson; and in either event when so acting, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions placed upon the Chairperson.

Section 5. The Secretary shall record the minutes of the meetings of the HCEDP Board of Directors and the Association in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws; shall be custodian of the Association's records; and shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the HCEDP Board.

Section 6. The Treasurer of the Association shall be the fiscal agent of the Association and it shall be his/her duty to keep proper financial records of the Association, and account for all receipts and disbursements. The Treasurer shall report at least semi-annually the status of all financial accounts. The Board of Directors shall approve all bills prior to disbursement.

Section 7. Any Officer may be removed by the HCEDP Board of Directors at any time, with or without cause after an appropriate hearing, by a vote of two-thirds (2/3's) of the Directors then holding office whenever in the Board's judgment the interests of the Association will be served hereby. Any officer may resign at any time by giving written notice to the Secretary or to the Chairperson effective at the time specified in the resignation or, if not specified, upon receipt by the Secretary or the Chairperson.

Section 8. Representatives of Bi-State Regional Commission, Quad City Development Group, and any other organization designated by the Board may attend meetings of the HCEDP Board of Directors and may, from time to time, provide staff assistance as requested by the Board.

ARTICLE VI. COMMITTEES

Section 1. Committees shall be appointed as needed and will be appointed by the Chairperson of the HCEDP Board.

ARTICLE VII. ANNUAL MEETING

Section 1. The annual meeting of the Association shall be held during the month of October at a time and place agreed upon by the HCEDP Board of Directors.

ARTICLE VIII. SPECIAL MEETINGS

Section 1. Special meetings of the HCEDP Board of Directors may be called by the Chairperson or a simple majority of the Board, provided a three (3) business day notice is given.

ARTICLE IX. EXPENSES

Section 1. The Association shall be authorized to receive and expend funds, apply for and receive grants, and to do all things deemed necessary or convenient in the furtherance of the goals of the Association.

ARTICLE X. AMENDMENTS

Section 1. From time to time, these Bylaws may be amended in whole or in part or may be repealed and replaced by act of the affirmative vote of two-thirds (2/3's) of the members of the HCEDP Board of Directors.

Revised 03/02/09