

AMENDED AND RESTATED
BY-LAWS OF THE
BUNCOMBE COUNTY ECONOMIC DEVELOPMENT COALITION

EFFECTIVE AS OF March 28, 2013

ARTICLE I.

THE COALITION

Section 1. Name of Coalition:

The name of the Coalition shall be the Economic Development Coalition of Asheville-Buncombe County, (hereinafter sometimes "EDC").

Section 2: Offices:

For the length of the Management Agreement, the office of the EDC shall be located at the Asheville Area Chamber of Commerce building, 36 Montford Avenue, Asheville, North Carolina or at such other places in Buncombe County as the EDC may from time to time designate.

Section 3. Fiscal and Administrative Year:

The fiscal and administrative year of the EDC shall be a fiscal year ending June 30.

Section 4. Terms of Office:

Following the initial December 7th through December 31st period, the member's terms of office shall be as indicated below.

ARTICLE II.

MEMBERS

Section 1. General Powers:

The affairs of the EDC shall be managed by its members who collectively shall have and, according to these By-Laws, shall exercise those powers enumerated in Chapter 158 of the General Statutes of North Carolina, within the framework provided by the Buncombe County Board of Commissioner's Resolution establishing the EDC.

Section 2. Appointment of Members:

The EDC Board will be composed of nineteen (19) members. As long as funding is provided by each agency, the EDC will be appointed as follows:

A. Five (5) members designated by the County Commissioners as follows:

(1) One County Commissioner (the initial appointee shall serve a 3 year term)

(2) Two (2) members will be business owners or the CEO of an established business (one initial member of this class shall serve a 3 year term and the other a 2 year term)

(3) Two (2) at large members (one initial at-large member shall serve a 2 year term and the other a 1 year term)

B. Three (3) members recommended by the Asheville Area Chamber of Commerce and appointed by the Board of County Commissioners (one initial member of this class shall serve a 3 year term, one shall serve a 2 year term, and the other a 1 year term)

C. One (1) member appointed by the City Council (the initial appointee shall serve a 1 year term)

D. One (1) member appointed by the Town of Weaverville Council (the initial appointee shall serve a one year term)

E. Nine (9) ex officio members:

The chief executives of the following organizations will serve as ex officio members:

- County of Buncombe
- Asheville Area Chamber of Commerce
- The Greater Asheville Regional Airport Authority
- Asheville-Buncombe Technical Community College
- Buncombe County Schools
- Asheville City Schools
- City of Asheville
- Manufacturers Executive Association
- Town of Weaverville

Ex Officio members will participate in all aspects of membership including attendance in closed session and full voting privileges. All appointees shall be residents of Buncombe County.

No person appointed as a member of the EDC shall make any contract for his or her own benefit as a result of information obtained as a result of his or her membership on the EDC, or be in any manner concerned or interested in making such contract, or in the profits thereof, either privately or openly, singularly or jointly with another arising out of or as a result of information obtained as a member of the EDC.

Section 3. Terms:

Board members are eligible to serve no more than two (2) consecutive three-year terms, with the exception of the County Commissioner, Town Council and City Council members who may serve at the pleasure of their respective board.

Initial appointees shall serve staggered terms to be determined by the Board of Commissioners as indicated above. The appointment term of members serving initial terms of 1 or 2 years shall not be counted against the eligibility limit of no more than two (2) consecutive three-year terms. After each board seat has completed its initial term, all board

member terms shall be three year terms.

Terms will run on a calendar year basis, and each term will expire on the December 31 of the last full or partial year of a Board member's term. For example, the term of a Board Member appointed for a three year term will expire on the third December 31 after such board member is appointed.

Vacancies occurring for reasons other than the expiration of appointed terms shall be filled as they occur by the Board of County Commissioners for the period of the unexpired term.

Section 4. Voting Rights:

Each member present and in good standing shall be entitled to one vote on each matter submitted to the vote of the members. Provided however the board may excuse a member from voting upon questions involving his own financial interest, a potential conflict of interest, or his official conduct.

Section 5. Termination of Membership:

(A) The Board of County Commissioners, by affirmative vote of sixty percent of all its members, may suspend or expel any of its appointed members of the EDC for cause and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any of its appointed members who become ineligible for membership.

(B) Failure of any member to attend at least two-thirds (66.6%) of the regular meetings in any consecutive 12-month period will be deemed to be a resignation and shall automatically terminate his or her membership. The Chairman shall notify the member and the agency that recommended his or her appointed authority of such termination.

Section 6. Resignation:

Any member may resign by filing a written resignation with the Chairman of the EDC. The EDC Chairman will notify the Buncombe County Clerk to the Board.

Section 7. Transfer of Membership:

Membership in the EDC is not transferable or assignable.

Section 8. Compensation:

Members shall serve without compensation but may be reimbursed for expenses actually incurred in connection with the performance of their duties.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Regular and Special Meetings:

The EDC shall meet regularly once a month, with the exception of December, at a place and time designated by the Chairman. Special meetings of the EDC may be called by the Chairman or by not less than six (6) members, such special meetings to be held at a place and time designated by the Chairman or the six (6) calling members. All members and the media shall be notified at least forty-eight (48)

hours in advance of such meetings.

Section 2. Open Meetings:

All meetings of the EDC, whether regular or special, shall be announced to the news media and open to the public, provided that the EDC may hold closed sessions from time to time as provided by North Carolina General Statutes 143-318.11.

Section 3. Action by Members:

All actions shall be determined by a majority vote of the members of the EDC in open meeting. Nine (9) members shall constitute a quorum for any meeting of the EDC. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice. Except as otherwise provided by law or these By-Laws, the EDC shall be governed by the Rules of Parliamentary Practices as contained in "Roberts' Rules of Order".

Section 4. Minutes:

The minutes of all regular and special meetings of the EDC shall be distributed to each member of the EDC no later than the Friday before the next regularly scheduled Board meeting.

ARTICLE IV.

OFFICERS

Section 1. Election of Chairman, Vice-Chairman & Secretary:

There shall be elected from the members of the EDC a chairman, vice-chairman, and create and fill other offices as it may determine each serving a one-year term. The President of the Asheville Area Chamber of Commerce shall serve as Secretary to the EDC.

ARTICLE V.

DUTIES OF OFFICERS

Section 1. Duties of Officers:

The duties of the officers shall be as follows:

A. Chairman: The Chairman shall call and preside at all regular and special meetings of the EDC. He shall appoint the Chairman and members of all Committees and shall be the ex-officio member of all such Committees. He shall perform such other duties as may come within the jurisdiction of his office. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the EDC.

B. Vice-Chairman: The Vice-Chairman shall preside at meetings and perform the duties of the Chairman in the absence or incapacity of the Chairman. He shall perform such other duties as may be assigned to him by the Chairman

of the EDC.

C. Secretary: The Secretary shall be responsible for taking minutes of meetings of the EDC and for preserving documents, records, and reports, and he/she shall perform such other duties as the EDC may direct for the length of the Management Agreement.

The Chairman or Vice-Chairman shall review and approve or disapprove by their signatures all expenditures and orders for disbursement of funds.

ARTICLE VI.

COMMITTEES

Section 1. Committees:

Committees having such responsibilities as may be delegated to them may be established. The Chairman of the EDC shall appoint a member of the EDC as Chairman and such other persons, all of whom need not be EDC members, to serve on a committee.

ARTICLE VII.

ADMINISTRATIVE SERVICES

Section 1. Contractual:

Administrative services to the EDC shall be provided in accordance with the criteria established by agreement between the Buncombe County Commissioners and a contract management agency. The initial Management Agreement will be with the Asheville Area Chamber of Commerce which shall act as the Management Agency.

ARTICLE VIII.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts:

The EDC may authorize any officer or officers, agent or agents of the EDC, in addition to officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name and behalf of the EDC, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Orders:

The Management Agency will itemize expenses and submit to the County for reimbursement. The County will reimburse to the Agency the economic development expenses on or before the fifth (5th) day of each month commencing January 1, 2011 and continuing for the duration of this Agreement. Reimbursement will be via electronic funds transfer.

Section 3. Gifts:

The Chairman may accept on behalf of the EDC any contribution, gift, bequest, or devise for any purpose of the EDC.

Section 4. Statutory Compliance:

All matters of fiscal control and administration shall be handled in accordance with Chapter 159 of the General Statutes of North Carolina.

ARTICLE IX.

BOOKS AND RECORDS

Section 1. Books and Records:

The EDC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and shall keep at a principal office a record giving names and addresses of the members entitled to vote. All books and records of the EDC may be inspected by any member or his duly authorized agent or attorney for any proper purpose at any reasonable time.

ARTICLE X.

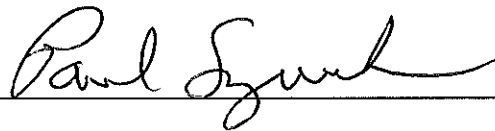
AMENDMENTS

Section 1. Amendments:

These By-Laws, or any part thereof, may be amended at the pleasure of and by a two-thirds (2/3) affirmative vote of the members of the EDC present and voting, providing a quorum is present, and such amendment(s) shall become effective when approved by the Board of Commissioners.

ADOPTED in regular session March 28, 2013
(Date)

Economic Development Coalition Chairman: _____



APPROVED by the County of Buncombe on the _____, 2013

ATTEST:

BOARD OF COMMISSIONERS FOR THE
COUNTY OF BUNCOMBE

BY: _____
Kathy Hughes, Clerk to the Board

David Gantt, Chairman

APPROVED AS TO FORM:

Michael C. Frue, County Attorney