Revised and Restated Bylaws of the
California Association for Local Economic Development
May 16, 2013
Amended August 20, 2015

ARTICLE I
NAME, OFFICE AND SEAL

Section 1. The name of the Corporation shall be California Association for Local Economic Development (CALED).

Section 2. The principal office for the transaction of business of the Corporation is fixed and located in the State of California. The Board of Directors may at any time or from time to time change the location of the principal office within the State of California.

Section 3. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation.

ARTICLE II
PURPOSE AND OBJECTIVES

The general function of the Corporation shall be to encourage and facilitate local economic development in California with the primary emphasis to promote economic development that maximizes the public good. The purposes include:

1. Encouraging and facilitating local economic development in the State of California,

2. Assisting local economic development organizations, local government entities and community based organizations in becoming more viable and effective regarding local economic development,

3. Promoting the participation in local and statewide economic development projects among persons in the private and public sectors,

4. Enlarging the procedural and substantive resources available to California economic development practitioners,

5. Encouraging the development of professionalism through CALED sponsored training programs among those persons who practice economic development in California,
6. Serve as the body for dissemination of information pertaining to local community, economic development, and

7. Tracking and developing specific positions on State and Federal legislation and administrative policy that impacts economic development activities and communicating those positions through any and all available means.

ARTICLE III
MEMBERSHIP, VOTING AND DUES

Section 1. Any reputable person, public agency, sole proprietorship, association, corporation, or partnership having an interest in CALED's objectives shall be eligible for membership.

Section 2. Each member shall pay membership dues in accordance with the dues schedule or structure which may now or hereafter be adopted by the Board of Directors.

Section 3. Each member organization shall designate an individual to represent the member organization in all voting matters. Each member shall have the right to change the individual upon notice to CALED.

Section 4. Each member designated pursuant to Article III, Section 3 shall be the voting member for their organization and shall be entitled to cast only one vote in any voting matter. Proxy votes are allowed, pursuant to CALED's administrative policies.

Section 5. Each member organization may have unlimited paid associate memberships in CALED.

Section 6. Annual dues shall be due and payable as determined, as appropriate by the Board. All members in arrears in payment of dues and/or other financial obligations due CALED for a period of one month may be suspended by the Board of Directors. Notice of suspension shall be given by the President. Members suspended for nonpayment of dues may be restored upon such terms and conditions as said Board may determine.

Section 7. In addition to the termination of membership provided for the foregoing Section 6, any member may be suspended, expelled or censured by action of two-thirds (2/3) of the entire Board of Directors at any regular or special meeting duly noticed and called per Article IV, Section 9, for conduct which, in the judgment of the Board of Directors,
is injurious to the best interests and welfare of this Corporation or violates this Corporation's Bylaws or Policies.

Section 8. Memberships may not be transferred.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Management - The business affairs of this Corporation shall be managed by a Board of Directors (Board) consisting of no less than fifteen (15) but no more than seventeen (17) Directors. Size of Board may be increased to accommodate an Immediate Past Chair whose term has expired. Each Director shall be a member in good standing of the Corporation. The Board of Directors shall elect an Executive Committee of officers to facilitate management of the Corporation. As outlined under Article 5 of these By Laws. Expressly conferred upon them by these Bylaws, the Board may exercise all powers of the Corporation and do all such acts and things, as are not prohibited by statute or these Bylaws.

Section 2. Composition - The governing Board of Directors shall be composed of Local and state government; public organizations including urban and rural entities; profit and non-profit organizations including private developers, and financial institutions.

Section 3. Criteria - Members of the Board shall be:
A. A CALED member in good standing for a minimum of three (3) out of the last five (5) consecutive years.
B. Shall be an accomplished leader with high integrity and professionalism
C. Shall be dedicated to active participation in the advancement of the economic development profession.
D. Shall be willing to commit the time needed to fulfill the duties of a Board member. This shall include the roles and responsibilities set forth in the Board of Directors handbook. Board membership shall be limited to one (1) representative per member organization.

Section 4. Term of Membership - A term of office shall be equal to three consecutive fiscal years and shall begin and be accounted for in accordance with the procedures provided herein. A Director may serve up to, but no more than, two consecutive terms of office. Except for filling a vacant position, membership on the Board of Directors shall be effective on July 1 of the calendar year. If a vacant position is being filled, then membership on the Board shall be effective the date of appointment by the Board. When a vacancy is filled, the person elected will fill the remainder of said term.
Once a Director has served a full two consecutive terms, he/she may not
be reappointed to the Board for two (2) years after their last term has
expired. Retirement or job loss shall not preclude a current Board
member from completing their current term of office, provided they
continue to meet the criteria for membership in good standing including
the payment of appropriate membership dues.
In the event of a significant event as defined below, the Board may
modify the term limits for the Executive Committee. A significant event
shall be defined as one or more of the following only:
   1. the President/Chief Executive Officer change
   2. (financial event)

Section 5. Nomination Process-
A. Upon the occasion of a vacancy on the Board, through completion of
term of office the Chairperson of the Board shall appoint a Nominations
Committee comprised of at least one (1) current Executive Committee
member and two (2) current Board members. In the event of filling a
completed term(s), the Nomination Committee shall be appointed no less
than ninety (90) days prior to the completion of term.

B. The Nominations Committee shall solicit nominations and/or
nominate candidates for the Board vacancy(ies). At a minimum, all
Board vacancies shall be advertised pursuant to CALED administrative
policy.

C. Subsequent to soliciting nominations, the Nominations Committee
shall submit to the Executive Committee a report consisting of a list of
recommended candidates for the Board and a brief explanation of their
qualifications pursuant to direction provided by the Executive
Committee.

D. Upon receipt of the report from the Nominations Committee the Board
of Directors shall either request the Nominations Committee seek further
nominations or ratify by vote of the Board the appointment of the
recommended candidate(s) to the Board of Directors.

E. In the event of an unanticipated vacancy, the Chair may nominate a
candidate to fill said vacancy, with ratification by a vote of the full Board.

Section 7. Removal and Resignations - A Board member may be
removed for any reason upon a majority vote of the Board currently in
office.
Section 8. Compensation - The Corporation shall not compensate their members, directors, or officers for their services as such. However, the Board, by resolution, may pay actual expenses incurred in pursuit of their corporate responsibilities and may compensate, at fair market value, services rendered in capacities other than member, director, or officer.

Section 9. Meetings Notice - Meetings of the Board of Directors may be held at such place and manner as a majority of the Executive Committee may from time to time designate or as may be designated in the notice calling the meeting. Meetings will be held at regular intervals as determined by the Board of Directors.

Notice of regular meetings of the Board of Directors shall be given to each Director by either regular United States mail service or via electronic mail.

Special meetings of the Board of Directors may be called by the Chair to be held at a place and manner, as defined by these Bylaws. Emergency meetings may be called by the Chair with diligent efforts to reach every Board member with 24-hour notice.

Section 10. Quorum - At all meetings of the Board eight (8) Board members will constitute a quorum for the transaction of business, and the acts of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.

At the beginning of any meeting the Board, a quorum is needed to conduct business. Once a quorum has been constituted, it shall be assumed to remain until the meeting has been adjourned or the absence of a quorum has been questioned and been found to be in order. In either case, the meeting shall be adjourned and cannot be reconvened until the entire Board has been given proper notice as stated in these Bylaws.

Section 11. Consent - If all Directors shall severally or collectively consent to any action to be taken by the Corporation, by any means including but not limited to telephone or email, such action shall be deemed as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 12. Annual Meeting - An annual meeting of the Board shall be held for the purpose of transacting such proper business as may come before the Board.
ARTICLE V
EXECUTIVE OFFICERS

Section 1. Election of Executive Officers/Executive Committee – The Board of Directors shall elect, from within the then current Board membership, the following Executive Officers: a Chair of the Board, a Chair Elect, a Secretary, a Treasurer and 2 Vice Chairs. This group shall collectively serve as the Executive Committee of the Board. The immediate past chair shall remain a voting member of the Board and a voting member of the Executive Committee.

Section 2. Election - The election of the executive officers shall take place at a meeting of the Board, no later than forty-five (45) days prior to the commencement of the new Corporation fiscal year as defined in Article VIII, Section 3.

Section 3. Term – The term of office for members of the Executive Committee shall be two (2) years.

Section 4. Executive Officers and Vice-Chair Nominating Process
1. The Chair, with the approval of the Executive Committee, shall appoint a Nominating Committee for the Chair Elect. The Nominating Committee shall be comprised of three current Board Members: Current Chair Elect, one Executive Committee member and one member of the Board of Directors not currently serving on the Executive Committee.
2. The Nominating Committee shall submit its Chair Elect nomination to the full board no later than seven days prior to the full board meeting at which the election is agendized.
3. The current Chair Elect shall submit a slate of nominations for the Secretary, Treasurer and two Vice-Chairs. These nominations shall be submitted to the full board no later than seven days prior to the full board meeting at which the election is agendized.

ARTICLE VI
DUTIES OF EXECUTIVE OFFICERS

Section 1. Chair - The Chair shall:
1. preside over all meetings of the Board of Directors;
2. be an ex-officio, non-voting member of all committees, excepting the Executive Committee which will be chaired by the Chair with full voting privileges
3. have such powers and duties as may be designated by the Board

Section 2. Chair Elect - In the absence of the Chair, the Chair Elect shall:
1. Preside at all meetings of the Board of Directors and any other duties assigned by the Board;
2. Have all the powers and duties of the Chair;

Section 3. Secretary - The Secretary shall cause the minutes of all meetings to be kept, and shall be in charge of any books and papers as the Board may require. The Secretary or a Board designee shall, in general, perform all duties incident to the office of Secretary.

Section 4. Treasurer - The Treasurer shall be responsible for overseeing the preparation of the Annual Budget of the Corporation. The Treasurer will also:
1. Assure that financial statements are prepared for review by the Executive Committee and Board;
2. Shall cause a full and accurate account of receipts and disbursements be kept;
3. Shall see that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board or Executive Committee.
4. The Treasurer shall not serve as Treasurer for any other CALED affiliate or managed organizations without the express approval of the CALED Board.

Section 5. Vice Chairs - shall oversee special activities, committees and/or issues so designated by the Executive Committee.

Section 6. Quorum - At all meetings of the Executive Committee four (4) Executive Committee members will constitute a quorum for the transaction of business. The acts of the majority of the Executive Committee present and voting at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII
COMMITTEES

Section 1. Executive Committee - The members of this Committee will be the officers of the Corporation as set forth in Article VI. The Executive Committee will be responsible for the management of the operations of the Association including the appointment, evaluation and, if necessary,
termination of the President/Chief Executive Officer shall be done by the Executive Committee, who shall report its actions to the full Board.

Section 2. Standing Committees - The Government Relations committee will serve as the only Standing Committees for the Association with roles and duties to be defined by the Board of Directors. With the exception of the Nominations Committee, All standing committees and ad hoc committees are open to the general membership to serve.

Section 3. Board Nominations Committee - The Chair shall appoint this committee as the need arises. Members of this committee shall be current Board members. The Committee is charged with carrying out those duties defined in Article IV, Section 5 of these Bylaws.

Section 4. Ad Hoc Committees - The Board may by minute order constitute such other ad hoc committees of Directors, officers, or members and/or employees, with such functions, powers, and duties and tenure, as the Board of Directors shall determine.

ARTICLE VIII
MISCELLANEOUS PROVISION

Section 1. President/Chief Executive Officer - The Corporation shall employ a President/Chief Executive Officer of the Corporation authorized to manage operations and employees of the Association in accordance with policy established by the Board. The President/Chief Executive Officer shall be an ex-officio, non-voting member of all committees and ad hoc committees. Such authorizations shall include the power to sign grants and contracts on behalf of the Association as well as to hire employees and consultants. Appointment, evaluation and, if necessary, termination of the President shall be done by the Executive Committee, who shall report its actions to the full Board.

Section 2. Check and Notes - All checks, drafts, trade acceptances, and promissory notes of the Corporation shall be signed by the President/Chief Executive Officer.

Section 3. Fiscal Year - The fiscal year of the Corporation shall be from July 1 through June 30.

Section 4. Deposits - All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation. For the purpose of such deposit, the President and/or any officer or employee, to whom such power has been delegated by the President and/or Board,
may endorse, assign and deliver checks, drafts and other orders for the payment of money to the Corporation.


Section 6. Books and Records - The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors. At the principal office of the Corporation, a record shall be kept of the names and addresses of the Board and any committee members. All books and records of the Corporation may be inspected by any Board member at a reasonable time and in a reasonable manner.

ARTICLE IX
AMENDMENTS

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board by the vote of a majority of the Board provided notice of the proposed change shall have been mailed or emailed to each Board member not less than seven (7) days prior to such meeting.

[Signature]
Secretary

[Signature]
Date

8/27/15