

**Bylaws of the  
California Association for Local Economic Development**

**Amended January 17, 2023**

**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 in accord with CALED's Articles of Incorporation.

**ARTICLE III  
MEMBERSHIP, VOTING, AND DUES**

**Section 1.** Any person, governmental agency, or private for profit or not for profit entity, association or organization 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 or terminated by the Board of Directors. Notice of suspension or termination 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, censured, expelled or terminated 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 provided that the member was given (1) 15 days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to the member or sent by first class mail to the last address of the member as shown on the records of the Corporation. The opportunity to be heard, at the election of the member, may be oral or in writing and must occur not less than 5 days before the effective date of the termination. Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

**Section 8.** Memberships may not be transferred.

**Section 9.** A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

## **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 eighteen (18) but no more than twenty-five (25) Directors, of which three (3) will meet the requirements noted in Section 2 below. The exact number of Directors is 20 and this number will be fixed from time to time, within the limits specified in this Bylaw, by action of the Board of Directors. The foregoing notwithstanding, the size of the Board shall automatically be increased to accommodate an Immediate Past Chair whose term as chair has expired, but only for the period of time such person remains the immediate past chair and so long as such person remains a member in good standing of the Corporation. 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 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. At least three (3) Board positions shall be designated as Project Development Practitioner seats and be filled by practitioners that meet the eligibility criteria in Section 3 and that have specific, current experience in land use, economic development finance, and development transactions.

**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 two full 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 forty (40) percent of the actual number of board seats then authorized by the Board 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.

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

**Section 11.** Action Without Meeting - Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the 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.

**Section 13.** Adjournment - A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment

**Section 14.** Conduct of Meetings - The Chair of the Board or, in that person's absence the Chair Elect or in that person's absence any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

## **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.** Committees - With the exception of the Nominations Committee, all 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, duties, and tenure, as the Board of Directors shall determine in the committee charge.

## **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 5.** Rules of Procedure - All meetings of the Board and its Committees shall be governed by the current edition of Robert's Rules of Orders.

**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.

## **ARTICLE X PROVISIONS EFFECTIVE ONLY IN AN EMERGENCY**

**7.01. Conduct of Business Affairs in an Emergency.** The provisions of this Article X are intended to manage and conduct the business affairs of the Corporation, effective only in an emergency as defined in [Corporations Code Section 5140\(n\)](#). All provisions of the regular bylaws consistent with these emergency bylaws will remain effective during the emergency, and these emergency bylaws will not be effective after the emergency ends.

**7.02. Operative Period.** This Article shall be operative during any emergency, as that term is defined by [Corporations Code Section 5140 \(n\)](#), and only so long as, a quorum of the corporation's board of directors cannot be readily convened for action.

**7.03. Special Meetings of the Board.** A special meeting of the Board may be called by any Officer or Director. Notice of a meeting may be given to an Officer or Director in any practicable manner under the circumstances, including, but not limited to, email and phone message, when notice of the meeting cannot be given to that Officer or Director in the manner prescribed by the nonemergency bylaws or [Corporations Code Section 5140 et seq.](#).

**7.04. Quorum.**

(a) At any meeting of the Board, or any committee of the Board, called in accordance with Sec. 7.03 of this Article, the presence or participation of two Directors, one Director and a Designated Officer, or two Designated Officers shall constitute a quorum for the transaction of business.

(b) The Board or the committee of the Board, as the case may be, shall, from time to time but in any event prior to such time or times as an emergency may have occurred, designate the Officers of the Company in a numbered list (the "Designated Officers") who shall be deemed, in the order in which they appear on such list, Directors of the Company for purposes of obtaining a quorum during an emergency, if a quorum of Directors cannot otherwise be obtained.

**7.05. Application of Regular Bylaws During Emergency.** The provisions all non-emergency bylaws that are consistent with this Article shall remain effective during any emergency. This Article shall cease to be effective when the emergency ends.

**7.06. Liability.** Any action taken in good faith in accordance with this Article binds the Company and may not be used to impose liability on a corporate director, officer, employee, or agent.

**7.07. Prohibited Actions by Board.** During an emergency, the Board may not take any action that requires the vote of the shareholders or otherwise is not in the Company's ordinary course of business, unless the required vote of the shareholders was obtained prior to the emergency.

**7.08. Changes to This Article.** At any meeting called in accordance with Section 7.03 of this Article, the Board or any Committee of the Board, as the case may be, may modify, amend, or add to the provisions of this Article so as to make any provision that may be practical or necessary for the circumstances of the emergency.

**CERTIFICATE OF SECRETARY OF  
California Association for Local Economic Development, a California Nonprofit  
Corporation**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising *[number]* pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on January 17, 2023 in Sacramento, CA.

See attached signature page

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Robert Moran

Dated: January 27, 2023 \_\_\_\_\_.

**7.07. Prohibited Actions by Board.** During an emergency, the Board may not take any action that requires the vote of the shareholders or otherwise is not in the Company's ordinary course of business, unless the required vote of the shareholders was obtained prior to the emergency.

**7.08. Changes to This Article.** At any meeting called in accordance with Section 7.03 of this Article, the Board or any Committee of the Board, as the case may be, may modify, amend, or add to the provisions of this Article so as to make any provision that may be practical or necessary for the circumstances of the emergency.

**CERTIFICATE OF SECRETARY OF  
California Association for Local Economic Development, a California Nonprofit  
Corporation**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising [number] pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on January 17, 2023 in Sacramento, CA.



Robert Moran

Dated: January 27, 2023.