

# **BYLAWS OF THE ECONOMIC DEVELOPMENT COMMISSION FOR ST. MARY'S COUNTY**

## **Article I**

### **NAME**

The name of this organization as established by the Commissioners of St. Mary's County (hereinafter "Commissioners") shall be the St. Mary's County Economic Development Commission (hereinafter "Body").

## **Article II**

### **PURPOSE OF THE BODY**

The purpose of the Body is to provide the Commissioners with advice and assistance concerning the development and implementation of a comprehensive economic development strategy to guide the diversification of the County's future economy (hereinafter "the Public Activity").

## **Article III**

### **MEMBERSHIP**

#### ***Section 1. Members.***

Membership shall be in accordance with the legal authority governing the Body.

#### ***Section 2. Appointment.***

All Body members shall be appointed by the Commissioners unless otherwise provided by the legal authority governing the Body.

#### ***Section 3. Tenure and Term of Office.***

Terms of office shall be in accordance with the legal authority governing the Body.

***Section 4. Voting.***

Each voting member, including the Chairperson, shall be entitled to one vote on each matter submitted to a vote.

***Section 5. Alternates.***

The Commissioners may appoint one or more alternate members. If a member is absent, an alternate member may sit as a voting member and, once seated, shall be counted in determining a quorum.

***Section 6. Attendance at meetings.***

Members are expected to attend all meetings. If any appointed member fails to attend three (3) consecutive regular meetings, with or without reasonable cause, or is absent from 50% of the regularly scheduled meetings during any calendar year, the Chairperson shall notify the County Administrator of the absences, for appropriate action pursuant to paragraph 7 below.

***Section 7. Removal of Body Members***

A member may be removed with or without cause by the Commissioners.

***Section 8. Resignation.***

Any member desiring to resign shall submit a resignation in writing to the County Administrator.

***Section 9. Vacancies.***

A vacancy, because of death, resignation, removal, disqualification or otherwise, shall be filled at the pleasure of the Commissioners.

***Section 10. Compensation.***

Members of the Body shall serve without compensation.

***Section 11. Ethics Ordinance.***

All members must adhere to the provisions of the St. Mary's County Public Ethics Ordinance.

## **Article IV**

### **OFFICERS**

#### ***Section 1. Officers.***

The Officers of the Body shall be a Chairperson, Vice-Chairperson and Secretary.

#### ***Section 2. Chairperson of the Body.***

Except as otherwise provided by law or direction of the Commissioners, the Chairperson shall (1) preside at all meetings; (2) set the agenda for the meetings; (3) appoint all committees and subcommittees authorized by the members; (4) sign any document or instrument which the members have authorized to be executed; and (5) in general shall perform all duties as may be prescribed by the members from time to time.

#### ***Section 3. Vice-Chairperson.***

In the absence of the Chairperson, the Vice-Chairperson shall perform all of the duties of the Chairperson and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or, in the alternative, requested by a majority vote of the members.

#### ***Section 4. Secretary.***

The Secretary shall cause to be made and maintained a record of proceedings, deposit copies of approved Board meetings minutes with the County Administrator and prepare correspondence and other materials as directed and authorized by the members.

#### ***Section 5. Election of Officers.***

The members shall elect a Chairperson, Vice-Chairperson and Secretary from its membership every year, and it may also elect such other officers as may be necessary from its membership. Election of officers shall take place at an annual meeting to be held in the month of January.

#### ***Section 6. Term of Office.***

The term of office shall be for a period of one year. Each officer shall hold office until his/her successor has been duly elected.

#### ***Section 7. Removal.***

Any officer elected by the members may be removed from office by a vote of two-thirds of the members.

***Section 8. Vacancies.***

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the members for the unexpired portion of the term.

**Article V**

**COMMITTEES**

The members may, from time to time, establish subcommittees to study specific matters and report to the full forum.

**Article VI**

**MEETINGS**

***Section 1. Regular Meetings.***

Regular meetings of the members shall be held quarterly each calendar year. A schedule of regular meetings for each calendar year shall be adopted prior to the commencement of the calendar year.

***Section 2. Special Meetings.***

Special meetings may be scheduled by a majority vote of the members or called by the Chairperson, and shall be called by the Chairperson upon the written request of any 2 members of the Body.

***Section 3. Notice.***

Written or electronic notice of all meetings shall be provided to each member at least seven (7) calendar days prior to the date set for such meeting.

***Section 4. Recessed Meetings.***

Any regular or special meeting may be recessed upon a majority vote of the members and may be reconvened without additional notice provided that the date, time and place at which the meeting shall be reconvened is determined and announced in open session at the time of the recess.

### ***Section 5. Open Meetings Act.***

All meetings, including meetings of committees and subcommittees, shall be scheduled and conducted in accordance with the St. Mary's County Open Meetings Act. No executive session may take place except upon the advice of the Office of the County Attorney.

### ***Section 6. Agenda.***

The Chairperson shall ensure an agenda is prepared for each regular and special meeting and the agenda shall, in general, be as follows:

1. Call to Order
2. Roll call to determine the presence of a quorum
3. Presentation of minutes from the previous meeting
4. Presentation of Officers' and Committee Reports
5. Discussion of Old Business
6. Discussion of New Business
7. Adjournment

### ***Section 7. Quorum and Voting.***

Except as otherwise provided by law or direction of the Commissioners, a majority of the members established in accordance with the legal authority governing the Body shall constitute a quorum for the transaction of business at any meeting. All decisions shall be made by majority vote of the members present, including the Chairperson, at any meeting where a quorum is present and able to participate in the decision. In the absence of a quorum, all actions taken at the meeting shall be subject to ratification by the Body at the next meeting at which there is a quorum present.

## **Article VII**

### **PARLIAMENTARY AUTHORITY**

The "Rules of Order for St. Mary County Boards and Commissions," as amended from time to time, shall govern meetings unless inconsistent with these bylaws and any special rules of order. If such rules are not in force and effect, and except as otherwise provided by law or direction of the Commissioners, the rules contained in the current edition of Robert's Rules of Order Newly Revised, including the provisions of §49 entitled "Procedure in Small Boards," shall govern; provided, however, that all motions must be stated and shall require a second. The Chairperson shall rule on all parliamentary matters. No proceeding or action shall be deemed invalid on the sole basis that the proceeding occurred or the action was taken without compliance with rules of order.

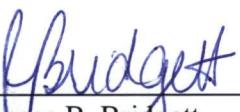
## Article VIII

### AMENDMENTS

These Bylaws may be amended by the Commissioners.

**ADOPTED** by the Commissioners of St. Mary's County this 16 day of May, 2017, to be effective on 16 May, 2017.

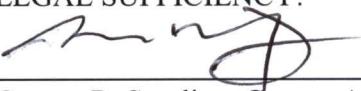
Witness:

  
\_\_\_\_\_  
Rebecca B. Bridgett  
County Administrator

By:

  
\_\_\_\_\_  
James R. Guy, Commissioner President

APPROVED AS TO FORM AND  
LEGAL SUFFICIENCY:

  
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George R. Sparling, County Attorney