



BY-LAWS

ARTICLE I: PURPOSE

Section 1.01: The official title of this organization shall be the Development District Association of Appalachia, hereinafter referred to as the "Association". It shall work to strengthen local units of government through their membership and participation in development districts; enhance the role of development districts as a mechanism for cooperatively seeking solutions to common problems; and to promote the extension, development and fullest utilization of the multijurisdictional, umbrella substate district role in the federal-state-local partnership. The Association shall maintain a strategic plan to implement its purpose.

Section 1.02: The Association shall not engage in political activities on behalf of any candidate for public office.

Section 1.03: It shall be the policy of the Association to avoid any and all activities which shall duplicate or be in conflict with all national organizations of regional councils.

Section 1.04: The Association is created for non-profit and benevolent purposes.

ARTICLE II: MEMBERSHIP

Section 2.01: Membership of the Association shall consist of all development districts in the Appalachian Region established pursuant to Section 302A of the Appalachian Regional Development Act of 1965, as amended. All districts shall automatically be considered members until such time as they notify the Association President in writing of their desire to be excluded from membership. The Association may require the payment of dues for membership. Dues shall be established at a quorum meeting of the Board of Directors.

Section 2.02: Each member district shall have one vote on every question before a regular or special meeting. The vote may be cast by any designated district board member or staff member. Voting on any matter may be conducted by mail, email, or other electronic means. Electronic ballots shall bear a certification by the Executive Director.

ARTICLE III: MEETINGS

- Section 3.01:** The Association shall meet at least once during each calendar year and meetings may be held the same week and at the same place as one of the local development district conferences or workshops (sponsored by the Appalachian Regional Commission).
- Section 3.02:** Special meetings may be called by the President at the request of a majority of the members of the Executive Committee or upon the request of one-fourth member districts.
- Section 3.03:** Notice of all meetings shall be mailed to the membership at least fifteen (15) days before such meetings.
- Section 3.04:** One-third of the member districts shall constitute a quorum at all meetings.
- Section 3.05:** Should a quorum not be present, action may be taken by those present, but must be ratified through mail ballot by a majority of the Association.
- Section 3.06:** Meetings shall be conducted in accordance with *Roberts Rules of Order*.

ARTICLE IV: BOARD OF DIRECTORS

- Section 4.01:** The Board shall consist of five officers of the Association, the immediate Past President, and the thirteen members, one from each of the Appalachian states, elected annually by the member districts of each state. The thirteen member representatives shall officially take office on July 1 of the year elected and serve for a period of 12 months, ending June 30 of the following year.
- Section 4.02:** Each Board member serving as a state representative shall have individual responsibility, as a representative of his/her state's total membership, to serve as a vehicle for improved communication linkage between development districts in his/her state and the state's representative to the Appalachian Regional Commission and between his/her state's development districts and the Appalachian Regional Commission.
- Section 4.03:** The Executive Committee shall consist of the five officers of the Association and the immediate Past President.
- Section 4.04:** It shall be the responsibility of the Board to act for and to carry out the policies of the Association.

Section 4.05: A majority of the membership of the Board shall constitute a quorum. Should a quorum not be present, action may be taken by those present, but must be ratified by mail ballot by a majority of the Board.

Section 4.06: The Board meetings shall be held at the call of the Association President or at the request of a majority of Board members.

ARTICLE V: OFFICERS

Section 5.01: The officers of the Association shall be President, First Vice President, Second Vice President, Treasurer, and a Secretary. Officers shall be elected from the membership at the time of the Annual Meeting. Upon election, the Officers shall begin their term of office on July 1 of the year elected for a period of 12 months, ending June 30 of the following year. A nominating committee shall be appointed by the President prior to the conference and shall make its report to the membership at the conference.

Section 5.01.01: In the event that an Association office vacancy should occur for any reason, then, with the consent of the Board of Directors, either through mail ballot or by vote at a Board meeting, remaining officers shall move up to the next higher office in order of succession as follows: President, First Vice President, Second Vice President, and Secretary. However, should any officer(s) desire not to ascend to another officer position, or should the vacant officer position be that of Secretary, then the Board shall be empowered to fill the vacant position through the process of soliciting nominations from among the Association's membership and voting, as prescribed above, to select the replacement officer who shall serve until the next election of Association officers pursuant to Section 5.01.

Section 5.01.02: Should the Association or its Board of Directors determine that it is necessary and in the best interests of the Association to remove an officer from his/her position, then said removal from office shall be decided by a two-thirds vote of the Board, either, by mail ballot or at a meeting of the Board, at which time the issue shall be properly put before the Board for discussion and a vote.

Section 5.02: The President shall preside at all meetings of the Association, the Board, and the Executive Committee; shall call meetings as specified in the by-laws; shall submit such recommendations and information, as he/she may consider proper at Board, Membership and/or Executive Committee meetings; and shall represent the Association and the districts as the local partner at appropriate Appalachian Regional Commission meetings; and perform other such duties as may be necessary to carry out the business of the Association.

- Section 5.03:** The First Vice President shall be the Annual Conference chair and in the absence of the President, assume the duties of the President.
- Section 5.04:** The Second vice President shall assist the First Vice President with the Annual Conference, and in the absence of the First Vice President serve as the First Vice President.
- Section 5.05:** The Treasurer shall receive and dispense funds; keep records of any and all financial transactions of the Association; and provide financial reports at regular meetings. The Treasurer is eligible to be re-elected to office.
- Section 5.06:** The Secretary shall keep a record of all business transacted by the Association, the Board, and the Executive Committee; shall serve notification to members of meetings; shall keep and file records of the Association; and shall perform other such duties in regard to records as the Board or the President may direct.
- Section 5.07:** The line of succession of Association officers to the Presidency shall be First Vice President, Second Vice President, and Secretary. Officers in the line of succession shall not normally be eligible for re-election to their office.

ARTICLE VI: COMMITTEES AND TASK FORCES

- Section 6.01:** The President shall appoint such standing committees or Task Forces as may be needed to advance the interest of the Association. In order to provide liaison and communication, at least one member of the Board shall be appointed to serve on each Committee or Task Force.
- Section 6.02:** Standing Committees: The following committees shall be considered standing committees. The President shall assure that Committee membership is appointed.
- Executive Committee – The executive committee shall consist of the Officers of the Association and the Immediate Past President. The committee shall have the responsibility to make recommendations to the Board. The Committee is authorized to act for the Board. Any actions are subject to review by the Board at its next regular meeting.
- Nominating Committee – The Nominating Committee shall consist of the last three active past presidents. The committee’s recommendations shall be presented at the Annual Meeting.
- Training Committee – There shall be a training committee, appointed annually, to plan and provide the Association’s training program primarily for the benefit of Association members and their constituents.

Section 6.03: Special Task Forces: The President of the Association may appoint special task forces as determined by the Board as being desirable for the conduct of Association business.

ARTICLE VII: FINANCIAL

Section 7.01: The Board shall prepare and submit a proposed budget to the Association at its annual meeting each year.

Section 7.02: The Association membership shall adopt the annual budget which shall be administered by the Board of the Association.

Section 7.03: The budget period and fiscal year shall be January 1 following the year adopted and run through December 31 of that year. The period before this change is due to take effect (July 1, 2021 through December 31, 2021) shall be known as Fiscal Year 2021a.

Section 7.04: All expenditures shall be authorized by the President consistent with the adopted annual budget. Association checks shall be signed by the Treasurer and countersigned by the President or First Vice President; the use of facsimile signatures is permissible, however all checks must have at least one original signature.

Section 7.05: A majority of the Board may amend the budget between general meetings of the Association.

Section 7.06: The Treasurer of the Association shall arrange to have the financial records of the Association audited by a Certified Public Accountant following the close of the Association's Fiscal Year, in conformance with applicable laws and regulations. The results of the Audit shall be made available to the Board at a meeting following its completion.

ARTICLE VIII: DISSOLUTION

Section 8.01: In case of dissolution of the Association, its assets shall be prorated and returned to the membership or, at the request of an individual district, their share may be donated to a designated charitable organization or foundation.

ARTICLE IX: AMENDMENTS

Section 9.01: These by-laws may be amended by a majority vote of the membership.

ARTICLE X: INDEMNIFICATION

Section 10.01: Except in case of criminal conduct, the Association shall indemnify and hold harmless members of the Board for actions taken in their normal voluntary roles on behalf of the Association.

I, Heather Feldman, certify that I am the Secretary of the Development District Association of Appalachia, and that this is a true and exact original of the by-laws of the Development District Association of Appalachia, as revised June 2021.

Secretary

Date