



MEMORANDUM

To: Mayor and City Councilors
From: Rich Olson, City Manager
Date: April 22, 2013
Re: Joint Meeting Discussion – By-laws Change for AEDC

BACKGROUND:

During their April 17, 2013 meeting, the Albemarle Economic Development Commission (AEDC) Board of Directors modified their by-laws to reflect changes in the organization. Since the AEDC is a creature of the City and County, both entities will need to approve the changes.

ANALYSIS:

Attached, you will find a copy of the proposed by-laws changes in an add/delete format. Most of the proposed changes reflect Camden County withdrawing from the AEDC. Since Camden is no longer a member of the AEDC, the Commission believes it would be appropriate to change the name of the organization to the Elizabeth City-Pasquotank County Economic Development Commission. The use of the name "Albemarle" has caused some confusion state-wide due to a municipality having the same name.

The AEDC Board presently consists of 21 members including a non-voting seat for Camden County. With Camden's withdrawal, the Board size has been decreased to 20. The Board has nine voting members – three from the City, three from the County and three from the private business community. One of the voting member's position is being modified. The voting member position for Capital Campaign Advisory Council Chairman has been changed to "owner or senior executive of an organization ranked among the area's top non-retail employers". This position would require the Board's approval.

The by-laws previously stated that the meeting date should be the 4th Wednesday of each month. To allow flexibility, the Board would like that section changed only to require that they meet monthly.

All other changes are minor in nature and reflect grammatical changes.

STAFF RECOMMENDATION:

By motion, for the City Council to approve the proposed AEDC by-laws changes during the joint City/County meeting scheduled for Monday, April 29, 2013.

RCO/vdw

WHEREAS, the City of Elizabeth City and County of Pasquotank by identical resolutions adopted May 3, 1976, amended March 29, 1989, July 1, 1999, July 1, 2000, July 1, 2001, January 28, 2004, June 22, 2005, September 28, 2005, April 9, 2007, July 22, 2009, September 23, 2009, January 27, 2010, January 25, 2012, and April 29, 2013 created the Elizabeth City-Pasquotank County Industrial Park Commission, subsequently named the Elizabeth City-Pasquotank County Economic Development Commission, (“EDC”); subsequently named the Albemarle Economic Development Commission, and now named the Elizabeth City-Pasquotank County Economic Development Commission, and

NOW THEREFORE, BE IT RESOLVED by the participating County and City which are as follows—City Council for the City of Elizabeth City, North Carolina, Board of Commissioners for Pasquotank County, North Carolina, and Board of Commissioners for Camden County, North Carolina in separate sessions duly convened, by the adoption and enactment of this resolution, amend the Articles of Organization and By-Laws for the ~~Albemarle~~ Elizabeth City-Pasquotank County Economic Development Commission as follows:

ARTICLE I

Name

The name of this organization shall be ~~Albemarle~~ Elizabeth City-Pasquotank County Economic Development Commission, hereinafter referred to as the Commission.

ARTICLE II

Geographic District

The geographic boundaries include all participating governmental bodies in this Commission.

ARTICLE III

Purpose and Objectives

Section 1. The purpose of this Commission is to assist the County and City served by the Commission.

Section 2. The Commission is to establish a framework for federal, state and local efforts to provide the basic resources needed to develop facilities and programs essential to promote economic growth. The Commission is to develop, operate, and coordinate

these programs and activities to enhance economic growth within the area served by the Commission and to address the special needs incident to each entity.

Section 3. Specific objectives of the Commission are, but not limited to:

- a. The fostering of growth---planned, diversified, and controlled---within the area served by the Commission.
- b. The promotion of activities aimed at providing quality land development, job opportunities, and an ever-increasing tax base throughout the area served by the Commission.
- c. The designing and implementation of programs to stimulate continued growth and prosperity of the existing business and industry community.
- d. The promotion of an improved general economic situation, by whatever means or measures are available, in order to insure the well being of the area served by the Commission.

ARTICLE IV

Offices

The Commission shall maintain its principal office in Elizabeth City and offices at such other places as the Commission may from time to time determine or the business of the Commission may require.

ARTICLE V

Membership

Section 1. The Commission membership shall be comprised of no more than ~~twenty-one (21)~~ twenty (20) members. Of the Commission, there will be nine (9) voting members and no more than ~~twelve (12)~~ eleven (11) non-voting members.

Of the nine (9) voting members of the Commission, three (3) members shall be appointed by resolution from the members of the Board of Commissioners of Pasquotank County; three (3) members shall be appointed by resolution from members of the municipality of Elizabeth City; and three (3) shall be non-elected members from the general population of Elizabeth City/Pasquotank County.

~~—Of the three (3) members from the general population, one (1) shall be appointed by the voting members of the AEDC Commission for a one (1) year term and may be reappointed for three (3) consecutive terms; one (1) will be the Chairman of the~~

~~Albemarle Area Committee of 100; and one (1) shall be the Chairman of the Capital Campaign Advisory Council.~~

Of the three members from the general population, one (1) shall be Chairman of the Albemarle Area Committee of 100, and two (2) shall be nominated by a committee appointed by the Chairman and comprised of one (1) City Councilor, one (1) County Commissioner, and one (1) board member representing the general population. At least one of the committee's nominees shall be the owner or senior executive of an organization ranked among the area's top non-retail employers. The committee's nominations shall be subject to the approval of the full Elizabeth City-Pasquotank Economic Development Commission board.

Of the ~~twelve (12)~~ eleven (11) non-voting Ex-Officio members, one (1) shall be President, Elizabeth City Area Chamber of Commerce; two (2) shall be Commanding Officers, U.S. Coast Guard Base in Elizabeth City; one (1) shall be Mayor, City of Elizabeth City, if not already appointed to a term on the Board as a voting member; one (1) shall be Chairman, Pasquotank County Board of Commissioners, if not already appointed to a term on the Board as a voting member; one (1) shall be a representative on the North Carolina's Northeast Partnership Board of Directors one (1) shall be President, College of The Albemarle; one (1) shall be Chancellor, Elizabeth City State University; one (1) shall be Executive Director, Elizabeth City Downtown, Inc.; ~~one (1) shall be a non-elected Camden County resident;~~ and one (1) shall be Director, Elizabeth City Area Convention & Visitors Bureau, and one shall be Superintendent, Elizabeth City-Pasquotank County Public School System.

Section 2. The six (6) voting members of the Commission appointed by Pasquotank County and Elizabeth City shall be appointed by appropriate separate resolutions of each governing board.

Members so appointed shall be designated for a term of two (2) years to serve at the pleasure of the current Boards of County Commissioners or City Council. In no event shall a Commission member serve beyond their term of office as County Commissioner, member of Council, or Mayor in the event the Commission member ceases to hold one (1) of those elected positions.

Section 3. The term of the elected Commission members shall be insofar as practicable on an alternating basis, between City and County, insuring an appointment or reappointment each year. Such appointment shall be made known prior to the annual meeting held in January, and the members shall assume office at this meeting.

Section 4. The ~~Albemarle~~ Elizabeth City-Pasquotank County Economic Development Commission shall have available a roster of the current qualified Commission members, as well as their terms of office and who they represent.

ARTICLE VI

The Commission and the Commission Officers

Section 1. The Officers of the Commission shall consist of a Chairman, Vice Chairman, and Secretary-Treasurer, all of whom shall be elected by the voting members of the Commission. The Commission Chairman and Vice-Chairman shall be chosen from the elected members appointed by the County of Pasquotank and the City of Elizabeth City to the Commission.

Section 2. The officers shall be elected at the regular meeting of the Commission in January of each year, which meeting shall also be the annual meeting of the Commission.

Section 3. All officers shall be elected for a one (1) year term and assume office at the annual meeting. Officers may be elected to succeed themselves or be elected to any other office, but may not exceed two (2) consecutive terms in any position. The offices of Chairman and Vice Chairman shall alternate every two (2) years between the elected members representing the City of Elizabeth City and County of Pasquotank. The two (2) year alternate cycle shall begin January 2004 whereby the office of Chairman shall be held by the County and the office of Vice-Chairman shall be held by the City.

Section 4. Vacancies in any office, vacancies of any member, or vacancies arising from any cause, may be filled by the voting members of the Commission at any regular or special meeting.

Section 5. In addition to the Commission officers above named, an Economic Developer (Developer) may be employed upon the affirmative vote of six voting Commission members. The Economic Developer shall conduct the business and activities of the Commission in strict compliance with the rules and policies adopted by the said Commission. In the absence of a Developer, the Chairman shall assume such duties.

Section 6. The Commission members shall be responsible for establishing the number of members on the staff and employees and their identity in accordance with the general and specific terms and conditions of any grants received as well as any policies established by the Commission. All employees of the ~~AEDC~~ EC-PCEDC shall be at-will employees.

Section 7. The voting members of the Commission membership shall serve as a personnel committee. The committee shall be responsible for formulation of personnel policies.

ARTICLE VII

The Duties of Officers

Section 1. The duties of the Chairman of the Commission are as follows:

- a. To appoint such committees as may be appropriate in the discharge of the Commission's functions. The Bylaws, Personnel, Finance, Legislative and

Marketing Committees shall contain representation from the Counties and Cities. Other Committees as may be appropriate in the discharge of the Commission's functions shall be chaired by a voting member of the Commission.

- b. To promulgate and publish such orders and directives as will promote the purposes of the Commission, providing the same are first approved by the voting members of the Commission.
- c. To authorize the disbursement of funds in conformance with established policies of the Commission and in compliance with the general and special terms and conditions of any grant offers and such other agreements as may be entered into. To perform such other duties as the Commission has approved and that will promote the purposes of the Commission of which are required by the Commission.
- d. To preside at all meetings of the Commission.
- e. The Commission Chairman shall be the chief officer of the Commission. The Chairman shall function directly under the overall supervision of the full Commission.

Section 2. The Vice-Chairman of the Commission shall perform the duties of the Chairman in his/her absence.

Section 3. The Secretary-Treasurer shall perform as follows:

- a. To verify and authenticate the records of meetings of the Commission.
- b. To function as the accountable officer for all property and equipment owned or leased or contracted for by the Commission.
- c. To act as custodian of all funds of the Commission and function as the Commission Treasurer.
- d. To authorize the disbursement of funds in conformity with the budget and establish policies of the Commission and in compliance with the general and special terms and conditions of any grant offer and in compliance with the general and special terms and conditions of any Commission policies and such other agreements as may be entered into.
- e. To perform such other duties as shall be assigned by the Commission.

Section 4. The Economic Developer shall function at the direction of the ~~AEDC~~ EC- PCEDC Board. He/She shall be directly responsible for the following:

- a. The implementation of administrative policies and procedures concerning the staff and staff functions as established by the Commission. Maintain the necessary records to satisfy the Commission requirements, and those of such other agencies as may be involved.
- b. Appropriate records shall be maintained of all property and equipment purchased as authorized by the Commission.
- c. The discharge of functional and operational requirements as set forth by the Commission.
- d. The establishment of liaisons with the agencies of the local, state and federal governments and allies. This will include the necessary reports, requests, and studies which may be required in the normal conduct of business.
- e. Maintain appropriate fiscal and financial records as required by the Commission and other authorities for a period as designated in the general and special terms and conditions of the grant and in accordance with the laws of the State of North Carolina.

Section 5. Each officer who shall have authority to receive or disburse the funds of the Commission shall be bonded in an amount which will satisfy the requirements of the granting agency or agencies and comply with the laws of the State of North Carolina.

Section 6. The Commission shall carry out such functions as the Commission may be authorized or directed to perform by the participating Counties and Cities.

ARTICLE VIII

Compensation

The Commission shall establish the pay scale for all staff employees. The actual compensation of all staff members together with all expenditures of funds shall be itemized and presented to the Commission monthly and all expenditures shall be in conformity with an approved budget allocation and all checks countersigned by an approved officer of the Commission.

ARTICLE IX

Conflict of Interest

The Board members understand and acknowledge that the Albemarle Elizabeth City-Pasquotank County Economic Development Commission reviews highly sensitive case information regarding the economic development of the Counties of

Pasquotank County ~~and Camden~~ and the City of Elizabeth City and the means to encourage location of business and industry within the ~~Counties~~ County and City. Members bring their diversity of background and expertise to the Economic Development Commission to develop means to achieve appropriate industrial plants and facilities and development and operation of programs to further and improve industrial sites, parks or facilities.

The Board members acknowledge and agree that the giving of this service, because of the varied interest and backgrounds of the governing commission members, may result in situations involving a dual interest that might be interpreted as conflict of interest. This agreement specifically includes that:

1. Any duality of interest or possible conflict of interest on the part of any governing Commission member should be disclosed to the other members of the Commission and made a matter of record when the interest becomes a matter of Commission action.
2. Any governing Commission member having a duality of interest or possible conflict of interest on any matter should not vote or use his personal influence on the matter. The Minutes of the meeting should reflect that a disclosure was made and the abstention from voting.
3. The foregoing requirements should not be construed as preventing the governing Commission member from answering pertinent questions of other Commission members since his knowledge may be of assistance.

ARTICLE X

Confidentiality Agreement

The ~~AEDC EC-PCEDC~~ Board members understand and acknowledge that the members of the economic development team assembled to do the work of the ~~Albemarle~~ Elizabeth City-Pasquotank County Economic Development Commission review sensitive case information regarding the economic development of Pasquotank County ~~and Camden~~ and the City of Elizabeth City and the means to encourage location of business and industry within the City and County. Members bring their diversity of background and expertise to the Economic Development Commission to develop means to achieve appropriate industrial plans and facilities and development and operation of programs to further and improve industrial sites, parks or facilities.

Through their signatures, the undersigned acknowledge and agree that the privacy of businesses or industries assisted by the ~~Albemarle~~ Elizabeth City-Pasquotank County Economic Development Commission should be strictly maintained. This agreement specifically includes that:

1. Information learned through the Economic Development Commission meeting and/or by doing business for the County and City the EC-PCEDC represents is confidential, and may not be shared outside the meeting, except as specified by the Economic Development Commission or its Executive Director;
2. Information may only be shared by an Economic Development Commission member with the member's appointing entity on a need-to-know basis regarding a current client or activities to recruit the location or expansion of business and industry in the city and county;
3. If Economic Development Commission members keep personal notes or files which contain confidential information, such notes are protected by confidentiality rules and must be safeguarded.

ARTICLE XI

Meetings

Section 1. The annual meeting of the Commission shall be held in such places designated by the Commission.

Section 2. Regular meetings of the Commission shall be held on the 4th ~~Wednesday~~ ~~of each month~~ monthly or as otherwise directed by the Chair.

Section 3. Special meetings may be called by the Chairman or by any two (2) voting Commission members at any time or place, provided that notice is given in accordance with North Carolina's Open Meeting laws.

Section 4. A Commission quorum shall consist of five (5) voting members present.

Section 5. At Commission meetings, each of the voting Commission members present shall have one (1) vote and all Commission actions shall be by majority vote, except any actions dealing with the sale, acquisition, leasing or auctioning of real estate, or the expenditure of funds in excess of \$5,000.00, shall require an affirmative vote of six (6) voting members present.

Section 6. Any vacancy shall be filled by the same authority that appointed the person initially, and all vacancies shall be filled within thirty (30) days after they occur.

Section 7. Upon a Commission member reaching three absences, the Commission will notify the appointing Governmental Authority.

ARTICLE XII

Budgets

Section 1. The Commission shall prepare an annual budget for presentation to the County of Pasquotank and the City of Elizabeth City for approval, and then submitted to such other organizations as may be appropriate. Any appropriation by or requests to the County of Pasquotank and the City of Elizabeth City shall be in amounts proportioned among them on an equal basis. This is to say that the County of Pasquotank and City of Elizabeth City shall each contribute equal funds to the Commission and shall own all assets and be liable for all liabilities on the same ratio. It is specifically understood that if either the County of Pasquotank or City of Elizabeth City, in its own separate name, shall receive a grant, bequeath, or gift, for the purpose set forth in these articles and such sum is turned over to the Commission, then the ownership of such fund thereafter shall be on the same equal basis if allowable by the granting agency.

Section 2. The annual budget shall show proposed cash outlays for all operating expenses and capital equipment and improvements. Each item of expenditure shall be justified and explained in appropriate detail. Such budget shall also show any equipment and facilities provided in kind. A breakdown of the source of funds shall indicate amounts to be appropriated by the Counties and City, amount to be provided in kind and the amount to be obtained from Federal or State grants.

Section 3. The beginning fiscal year for this Commission shall be July 1st of each year.

ARTICLE XIII

Funding of Commission Activities

If at any time the Commission shall receive funds derived from the sale, lease or optioning of any parcel or parcels of real estate purchased by the County of Pasquotank and City of Elizabeth City for or on behalf of the Commission then the said funds so received, after deducting the expenses of sale, shall be returned on an equal basis to the County of Pasquotank and to the City of Elizabeth City until such time as all funds which have been contributed by the said County of Pasquotank or City of Elizabeth City are returned to them and the Commission is operating on its own funds or funds derived from the sale, lease or optioning of real estate, or on State or Federal grants which the Commission has received in its own right.

ARTICLE XIV

These By-Laws may be amended only by the participating Counties and Cities of which are presently the following: Board of County Commissioners of the County of Pasquotank, and the City Council of the City of Elizabeth City by joint or separate identical resolution.

ARTICLE XV

This resolution becomes effective ~~February 22, 2012~~ April 29, 2013

ARTICLE XVI

These By-Laws are adopted pursuant to Chapter 158 of the North Carolina General Statutes and the said Commission derived its authority from the said Chapter 158 and all things inconsistent therewith are deemed stricken and modified herein.

ADOPTED the _____ day of _____, 2013 by the City Council for the City of Elizabeth City, North Carolina

ATTEST:

Dianne S. Pierce-Tamplen
City Clerk

Joe Peel, Mayor
City of Elizabeth City, North Carolina

(SEAL)

ADOPTED the _____ day of _____, 2013 by the Board of Commissioners for Pasquotank County, North Carolina.

ATTEST:

Karen Jennings
Clerk to the Board

Jeff Dixon
Chairman
Pasquotank County Board of Commissioners
Pasquotank County, North Carolina

(SEAL)