

CITY OF COOS BAY CITY COUNCIL
Agenda Staff Report

MEETING DATE July 1, 2014	AGENDA ITEM NUMBER
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TO: Mayor Shoji and City Councilors

FROM: Jackie Mickelson, Executive Assistant
Through: Rodger Craddock, City Manager

ISSUE: **South Coast Development Council (SCDC) Report**

BACKGROUND:

As requested by Councilor Daily during the June 3rd Council meeting, Interim Executive Director John Hitt will be providing the Council information related to board membership and investment status. This will be in conjunction of with an update of the organization's resent activities and to introduce the organization's newly hired Executive Director, Connie Stopher.

Attached you will find SCDC's mission statement and the organization's identified 2014 work plan goals. In addition SCDC's bylaws are attached for your review.

ADVANTAGES:

South Coast Development Council provides a central point of contact for local and out-of-town businesses to obtain information for locating or expanding their business in the Bay Area. SCDC is an important component for growing a healthy economy for our community.

DISADVANTAGES:

None

BUDGET:

There will not be an impact to the budget.

RELATED CITY GOAL

Council Goals related to "Citizen Education & Involvement."

COUNCIL ACTION:

No action is required by the City Council.

SOUTH COAST DEVELOPMENT COUNCIL, INC.

A Non-Profit Oregon Corporation

BYLAWS

Article I. NAME AND PURPOSE

Section 1. Name

This organization is incorporated as a non-profit corporation under the laws of the State of Oregon and shall be known as the South Coast Development Council, Inc. (hereafter referred to as SCDC).

Section 2. Purpose

The South Coast Development Council, Inc. is a non-profit corporation which exists for the purpose of fostering communication, collaboration and partnership among the various collateral public and private entities on Oregon's South Coast; promoting economic development, job creation, business retention and expansion, encouraging new investment, and enhancing the economic vitality of the region.

Section 3. Mission Statement

The South Coast Development Council's mission is to promote and support businesses that provide quality jobs through responsible development on Oregon's South Coast.

Article II. OFFICES

The SCDC will maintain an office on Oregon's south coast and will register with the State an agent designated for service of process. The registered agent for the Corporation may be changed from time to time by the Board of Directors.

Article III. INVESTORS

Section 1. Eligibility

Any reputable individual, business firm, government entity, educational institution, association, corporation, partnership or estate having a sincere interest in the mission, goals and objectives of this corporation shall be eligible to become an investor in the South Coast Development Council, Inc.

Section 2. Acceptance

Applications to become an investor in SCDC shall be accompanied by the payment of the requisite annual investment for the participation level sought by the potential investor. Investor memberships will begin upon approval by the Board of Directors and payment of the annual investment. Annual investment levels and corresponding benefits associated with each level shall be set from time to time by the Board of Directors. Investor levels according to contribution will be determined in March of each year for the next fiscal year.

Section 3. Termination

Each investor shall be responsible for payment of the annual investment until the member's written resignation is received by the Secretary. If an investor is delinquent in payment of the annual investment for more than ninety (90) days, the Executive Director shall notify the Board of Directors which may, at its sole discretion, formally terminate such membership.

Article IV. BOARD OF DIRECTORS

Section 1. Composition of Board

Board members shall be elected at the annual meeting. Board members will serve two year terms. The Board of Directors shall consist of no less than 7 and no more than 30 members. A maximum of four (4) seats shall be elected by the investors at the individual or affiliate levels from the investors at those levels. A maximum of ten (10) seats shall be elected by the investors at the bronze or silver investment levels from the investors at those levels. A maximum of sixteen (16) seats shall be elected by the investors at the gold or platinum investment levels from the investors at those levels. In the event there are not sufficient investors at each voting tier to fill the maximum number of board seats, each level may elect as many board members as are willing to serve pursuant to board member duties and attendance requirements. Half of the positions from each tier will be replaced at each annual meeting, so that continuity of leadership is maintained.

Section 2. Board Powers

The business and affairs of the corporation shall be managed and controlled by its Board of Directors. Subject to the provisions of the Oregon Non-Profit Corporation Act, as amended from time to time, the Articles of Incorporation, and these Bylaws, the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient, or advisable in order to carry out the purposes of the corporation.

The Board of Directors of the corporation shall administer and distribute the property held by the corporation in the manner that best serves the purposes of this nonprofit corporation.

Section 3. Board Member Duties

Directors' attendance and participation is required. Directors with three absences without notice in one fiscal year shall be subject to removal by the Board. In the event the individual director represents an entity or corporation, the Board shall first consult with the sponsoring entity to determine if a replacement director from that entity can fulfill the duties of Board Membership.

All Board Members, upon election to the Board, shall sign a non-disclosure and confidentiality agreement. It is understood that most matters considered by SCDC shall be public information; however, Board Members must assure that information identified as proprietary information and personnel matters, which will be considered in executive session, will not be revealed to members of the public.

Section 4. Meetings

The annual meeting of the investors shall be held in June of each year for the purpose of electing directors and officers, adopting a budget, and for the transaction of such other business as may come before the meeting.

All meetings of the Board of Directors, other than the annual meeting, shall be special meetings. Special meetings may be set by the Board at the annual meeting or called by or at the request of the executive committee.

Regular and special meetings of the SCDC Board of Directors shall be open to attendance by the public. The Chair shall have the discretion to allow public comment; however, such allowance is not required. If comment is allowed, the Board may set parameters to limit the time, place, and manner of public comments.

In the event the Board of Directors must consider and discuss matters involving confidential or proprietary information of a business, or personnel issues involving the employees of the corporation, or other information deemed sensitive by the executive Board or corporate counsel, the chair may call an executive session, which will not be open to the public. Directors will be notified at each executive session that their confidentiality agreements will prohibit revealing the information discussed at the session.

Section 5. Notice

Notice of the annual meeting of the investors shall be given at least ten (10) days prior to the meeting by a writing delivered personally, emailed or mailed to each member.

Notice of special meetings of the Board of Directors shall be given at least five (5) days prior to the meeting by a writing delivered personally, emailed or mailed to each member. Unless otherwise specified in the Oregon Non-Profit Corporation Act, as amended from time to time, the Articles of Incorporation, or these Bylaws, neither the business to be transacted or the purpose of any meeting of the Board of Directors need to be specified in the notice of the meeting.

Publicly disseminated notice of each is not required but may be desirable. The executive director and/or staff designee shall make the information about the time and place of each meeting of the Board of Directors available to members of the public who request the information.

Section 6. Voting

Each seated director shall have one vote. Voting by proxy shall be permitted on any resolution or election. Proxy votes may be made in person at a regular or special meeting of the Board of Directors or, in matters of urgency, votes on specific issues shall be allowed by email, fax or regular mail. Any votes not held at a regular or special meeting shall be ratified at the next meeting of the Board of Directors.

Section 7. Quorum and Manner of Acting

One half of the total directors on the Board shall constitute a quorum, such that business may be transacted at any meeting. If a quorum is not present, any member present may adjourn the meeting so that it may be reconvened at another time.

A simple majority of the then-present directors at any meeting in which a quorum is present shall be sufficient to carry any vote or resolution, unless a greater proportion is required to carry out the act in the Oregon Non-Profit Corporations Act, as amended from time to time, the Articles of Incorporation, or elsewhere in these Bylaws.

Section 8. Compensation and Expenses

Directors shall serve without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to Directors upon approval of the Executive Committee.

Section 9. Ex Officio Advisors

The Board may resolve to establish Board representation by partner agencies or selected businesses in the community to advise the Board and allow for broad community participation. *Ex Officio* advisors are not required to be paying investors. *Ex Officio* advisors are not allowed to vote on matters before the Board, and are not included in calculations to determine if a quorum or voting majority has been achieved.

Article V. COMMITTEES

Section 1. Creation

The Board of Directors may, from time to time, appoint individual directors, investors, or interested community members to *ad hoc* committees to serve this corporation in an advisory capacity. Committee members shall vote only within their committee and no committee's actions shall be binding on the corporation.

Section 2. General Powers and Limitations

The Board of Directors shall have the power at any time to fill vacancies in, to change the size of membership of, or to discharge any committee.

Section 3. Executive Committee

The Executive Committee shall consist of the Chair, the immediate-past Chair, the Vice Chair, the Secretary, the Treasurer, and two at-large members. One at-large member shall be elected by the full Board of Directors from the public members of the Board, and one shall be elected from the private members of the Board at the annual meeting. During intervals between the meetings of the Board of Directors, the executive committee shall be authorized to make decisions regarding the day-to-day operations of the corporations in concert with the Executive Director. The executive committee shall report to the Board of Directors on its activities in the interim between meetings. A board member may serve in each position on the executive committee for a maximum of two years, after which time the member must be elected to another position within the committee or take a hiatus from serving on the Executive Committee.

Section 4. Nominating Committee

The Board shall appoint a nominating committee in April of each year for the purpose of nomination of officers and a slate of Board Members to be nominated in May for the election at the annual meeting in June. The committee will consult with the investors in each tier and suggested nominees to determine willingness and eligibility to serve in the position for which they are to be nominated.

Article VI. DUTIES OF OFFICERS

Section 1. Chair

The Chair shall be elected by the Board of Directors, and shall preside at all meetings of the Board of Directors and, subject to the control of the Board of Directors, he or she shall be charged with the general supervision, management and control of all the business and affairs of the corporation. He or she shall sign, with the Secretary, Treasurer, or any other proper officer of the Corporation authorized by the Board of Directors, any contract or any other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be especially delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair shall perform such other duties as from time to time may be prescribed by the Board of Directors or the Executive Committee.

Section 2. Vice Chair

The Vice Chair shall be elected by the Board of Directors, and shall be designated in the absence of the Chair, or in the event of his or her death or inability or refusal to act, to perform the duties of the Chair. When so acting, the Vice Chair shall have the powers of, and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be prescribed by the Chair of the Board of Directors.

Section 3. Secretary

The Secretary shall have the responsibility of preparing minutes of the Director's and Investors meetings and keeping the same in one or more books provided for that purpose. The Secretary shall have the responsibility to authenticate records of the Corporation, and shall see that all notices are duly given in accordance with the Bylaws, Articles of Incorporation or as required by law. The Secretary will be the custodian of the Corporation's records and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Chair or the Board of Directors. Secretarial duties may be delegated to the staff of the Corporation, so long as the Secretary oversees the matters no less than monthly.

Section 4. Treasurer

The Treasurer shall have charge and custody of all corporation funds and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements, and he or she shall deposit all money and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He or she, or a person designated by the Treasurer, shall

oversee the disbursement of funds for the Corporation, and shall render to the Chair and directors at the meetings of the Board of Directors or whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Corporation.

Article VII. EMPLOYEES

Section 1. Employees

The Board of Directors may hire or contract for the services of employees or consultants to assist in carrying out the objectives of the Corporation. The Board will develop appropriate criteria, parameters and duties to be performed and followed by employees and provide for evaluation of the performance of employees.

Article VIII. INDEMNIFICATION

Section 1. Mandatory Indemnification

To the fullest extent permitted by applicable law, the Corporation shall indemnify and Director, Officer, employee, volunteer or committee member who is made a party to a proceeding because the individual is or was a Director, Officer, employee, volunteer or committee member against liability incurred in the proceeding, including, without limitation, advancement of expenses. Terms used in this article are used with the meanings assigned to them in the Oregon Non-Profit Corporations Act, as amended from time to time.

Section 2. Scope

The indemnification provided by the proceeding section shall not be deemed exclusive of any other rights to which Directors, Officers, employees, volunteers or committee members may be entitled to under the Articles of Incorporation, these Bylaws, or any agreement or general or specific action of the Board of Directors. These protections continue as to an individual who has ceased to be a Director, Officer, employee, volunteer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such an individual.

Section 3. Insurance

The Corporation shall purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, Officer, employee, volunteer, committee member, or agent of the Corporation, or who, while a Director, Officer, employee, volunteer, committee member, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, employee, volunteer, committee member, or agent of the Corporation. The Corporation

shall purchase and maintain the insurance even if the corporation has no power to indemnify the individual against the same liability under the provisions of Section 1 of Article VIII or applicable law.

Article IX. CONTRACTS AND BANKING

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instance.

Section 2. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or officers, or agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Loans

No loan shall be made by or to the Corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, the Corporation shall make no loans to its Directors, Officers or employees.

Article X. DISTRIBUTIONS AND DISBURSEMENTS

Section 1. Determination of Distributions in General

The Board of Directors shall authorize all distributions and disbursements of the Corporation's funds.

Section 2. Voting Requirements for Distributions

All determinations for distributions shall be by the affirmative vote of a majority of a Quorum of the Board of Directors unless otherwise expressly provided in these Bylaws.

Article XI. ACCOUNTING YEAR

Section 1. Accounting Year

The accounting year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Article XII. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the vote of a majority of the directors then in office on the Board of Directors at any meeting where a quorum of directors is established.


ADOPTION, ATTESTATION AND REVISION HISTORY

The foregoing restated By-laws were duly adopted by the vote of the Directors in attendance after a quorum was established, 11 of 19 then seated Directors concurring in the vote at the SCDC Board of Directors' meeting on the 5th day of December 2013.

Signed By:


Board Chair

Witnessed By:


Board Secretary

Revision History: These Bylaws were originally adopted 3/7/2000. Rev. 1 – 10/7/2008; Rev. 2 – 11/15/2011; Rev. 3 – Approved May 2013 – but not executed; Rev 4- November 7, 2013. Rev 5-December 5, 2013



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2014 SCDC Work Plan Goals

Goal 1:

Identify and Analyze South Coast Traded Sector Businesses

Goal 2:

Exploit Traded Sector Opportunities

Goal 3:

Recruit and Hire Highly Qualified, Executive Director

Goal 4:

Develop and Implement County-wide Business Retention & Expansion Plan

A New Approach:

- *Update SCDC database and develop "One Stop" website. (Community Focused)*
- *Become ready to take developers from initial inquiry to grand opening.*
- *Actively support development of local communities.*
- *Be open, accessible and transparent.*
- *Partnership based.*
- *Accountable to public & partners.*
- *Focus on close coordination with cities, ports & county.*
- *Return measurable value to our partners.*



Sponsor Investors: