

(rev5)

BY-LAWS

OF

ECONOMIC DEVELOPMENT COMMISSION OF NEWTOWN CONNECTICUT

ARTICLE I - AUTHORITY, POWERS AND PROCEDURES

1.1 The Economic Development Commission of Newtown Connecticut (the "Commission") has been created by the Legislative Council ("LC") of the Town of Newtown, Connecticut by the adoption of Ordinance 66 (effective December 6, 1989) pursuant to authority conferred by the Charter of the Town of Newtown ("Charter"). The Commission has and exercises such duties and powers as are delegated to it by Ordinance 66, the Board of Selectmen ("BOS"), the LC and/or as provided in the Charter and/or the General Statutes of Connecticut ("GS"). To the extent of any conflict or inconsistency between the provisions of these By-Laws and Ordinance 66, the provisions of Ordinance 66 shall be paramount and prevail; and to the extent of any conflict or inconsistency between the provisions of Ordinance 66 and the Charter the provisions of the Charter shall be paramount and prevail.

1.2 Subject to any requirements, limitations or restrictions set forth in Ordinance 66, the Charter and/or the GS and/or any charge of the BOS, the business of the Commission shall be conducted in accordance with Robert's Rules of Order (as from time to time amended).

1.3 The order of business at all meetings shall be as follows:

- (a) Call to Order
- (b) Reading and Approval of Minutes of Previous Meeting(s)
- (c) Public Participation
- (d) Reports
- (e) Old Business
- (f) New Business
- (g) Executive Session (if needed)
- (h) Adjournment

ARTICLE II - OFFICES

2.1 The principal office of the Commission shall be in the Newtown Municipal Center in Newtown Connecticut or such other location as shall be designated, from time to time.

ARTICLE III - COMMISSIONERS

3.1 The business of the Commission shall be managed by its Commissioners (the “Commissioners”) each of who shall be electors of the Town of Newtown. The Commissioners shall exercise all powers of the Commission and do all such lawful acts and things consistent with Ordinance 66, the GS, the Charter or by these By-Laws.

3.2 The Commission shall consist of **nine** members who are electors of the Town of Newtown appointed by the First Selectman with the approval of the Board of Selectmen.

3.3 The members shall serve terms of (3) years with the initial appointments staggered so that the terms of two (2) members shall expire after one (1) year, three members after two (2) years and two (2) after three (3) years. No person shall be appointed to more than two (2) consecutive full terms. For the purposes of these by-laws, a full term shall mean appointment for a three year term. Any vacancy in the membership of the Commission shall be filled for the unexpired portion of the term by the First Selectman with approval of the Board of Selectmen. Minority representation shall exist as described in Sec. 4-20 in the Charter of the Town of Newtown. **These by-laws shall be administered as such manner as to insure that no more than three members of the Commission shall have their term expire in any one calendar year.**

3.4 Vacancies created on the Commission by reason of the death, resignation or removal of one or more Commissioners, or by an increase in the composition of the Commission, in accordance with the Charter, shall be filled by appointment pursuant to the Charter.

3.5 Any or all of the members of the Commission may be removed by the First Selectman with the approval of the BOS for good cause shown pursuant to the Charter.

3.6 A Commissioner may resign at any time by giving written notice of such resignation to the Commission and/or the Chairman. Such resignation shall be effective in accordance with its terms, or, if none, upon receipt by the Commission or the Chairman, as the case may be. Acceptance of any resignation, unless required by the terms thereof, shall not be required as a condition precedent to its effectiveness.

3.7 Unless otherwise required by Ordinance 66, the GS or the Charter one-third (1/3) of the entire Commission shall constitute a quorum for the transaction of all business to come before the Commission. Commissioners may be present at a meeting either in person or by telephone.

3.8 Unless otherwise required by Ordinance 66, the GS or the Charter, the vote of a majority of the Commissioners present at the time of the vote, provided a quorum is then present, shall be required to constitute valid action by the Commission. Each Commissioner

present shall be entitled to cast one vote. A written consent executed, or internet communication authored, by a majority of the membership of the Commission shall have the same force and effect as a resolution adopted at a meeting of the Commission.

3.9 The Commission may hold its meetings at the office of the Commission or at such other places, within the Town of Newtown, State of Connecticut, as the Commission may, from time to time determine.

3.10 A regular meeting of the Commission shall be held each month on the date or day determined by the Chairman and in accordance with the Connecticut Freedom of Information Act ("FOIA"). A special meeting of the Commission shall be held at such time as shall be designated by the Chairman.

3.11 (a) Subject to compliance with the notice provisions of the FOIA, regular meetings of the Commission may be held without notice at such time and place as the Commission shall from time to time determine. Special meetings of the Commission shall be held upon notice to the Commissioners and may be called by the Chairman upon three days notice to each Commissioner either personally or by mail or wire, and shall be called by the Chairman or Vice Chairman in a like manner on the written request of three Commissioners.

(b) A majority to the Commissioners present, whether or not a quorum is present, may adjourn any meeting to another time or place. Subject to compliance with the notice provisions of the FOIA, notice of the adjournment shall be given to all Commissioners who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Commissioners.

3.12 At all meetings of the Commission unless a Chairman of the Commission has been elected and is present, a chairman designated by the Commissioners shall preside.

3.13 The Commission, by resolution, may designate from among its members, an executive and other committees, each consisting of two or more Commissioners. Each such committee shall perform such functions as shall be designated by the Commission and shall serve at the pleasure of the Commission. Each committee, to the extent provided in the enabling resolution, shall have and may exercise the powers of the Commission in the management of the business and affairs of the Commission. Each committee shall keep regular minutes of its meetings and report the same to the Commission when required.

3.14 No compensation shall be paid to Commissioners for their services as such; provided however that: (a) Commissioners may be reimbursed for their necessary expenses incurred in the performance of their official duties; and (b) nothing herein contained shall preclude any Commissioner from serving the Commission in any other capacity and receiving compensation therefore.

ARTICLE IV - OFFICERS

4.1 The Commission may elect or appoint a Chairman, one or more Vice Chairman and a secretary, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office, at the pleasure of the Commission until the meeting of the Commission following the annual town wide election.

4.2 Any officer elected or appointed by the Commission may be removed by the Commission with or without cause. In the event of the death, resignation or removal of any officer, the Commission, in its discretion, may elect or appoint a successor to fill the unexpired term of his predecessor. Any two or more offices may be held by the same person except the offices of Chairman and secretary.

4.3 Except as herein provided to the contrary, the Chairman shall be the chief executive officer of the Commission; shall preside at all meetings of the Commission; and shall have, and be responsible for, the management of the business of the Commission, subject to the orders and resolutions of the Commission, and shall implement or cause to be implemented all of the orders and resolutions of the Commission.

4.4 During the absence or disability of the Chairman, the Vice Chairman (most senior in tenure if more than one) , shall exercise the powers and functions of the Chairman. In addition, each Vice Chairman shall perform such other and further duties as shall be designated by the Commission or the Chairman.

4.5 The secretary shall (a) attend all meetings of the Commission, (b) record all votes and minutes of all proceedings in the books and records of the Commission, (c) give or cause to be given, notice of all meetings of the Commission, (d) keep and maintain all of the records and documents of the Commission in a proper and safe manner, and (e) perform such other duties as shall be designated by the Commission or the Chairman.

4.6 In addition to the Chairman, Vice Chairmen and Secretary, the Commission may create and designate such other and further officers as the Commission, from time to time, shall designate and shall assign to each such designee, such duties and functions as the Commission may determine. The designation of an officership, and the duties of the holder thereof, shall be set forth in a resolution of the Commission maintained with the books and records of the Commission.

ARTICLE V - EXECUTION OF INSTRUMENTS

5.1 All instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Commission may from time to time designate.

ARTICLE VI - BY-LAW ADOPTION AND CHANGES

6.1 These By-Laws shall be and be deemed to be effective upon the last to occur of adoption by the Board and filing with the Town Clerk. The By-Laws may be amended, repealed or adopted by vote of the Commission.