

CITY OF YUBA CITY
BUSINESS FROM THE CITY COUNCIL

Date: August 20, 2019
To: Honorable Members of the City Council
From: Shon Harris, Mayor

Summary

Subject: Appointments to Yuba Sutter Economic Development Corporation (YSEDC) Board of Directors and Executive Committee

Recommendation: Approve the Appointment of Councilmember Grace Espindola to serve as the City of Yuba City Representative on the YSEDC Board of Directors and new City Manager Michael Rock to serve on the Executive Committee

Fiscal Impact: None.

Purpose:

To ensure Yuba City representation on Regional Boards and Committees.

Background:

As part of the annual budget adoption process, the Council approved membership in the Yuba Sutter Economic Development Corporation. The YSEDC is governed by a Board of Directors and has a staff of four. The primary objective of the YSEDC is to increase the employment, community wealth and public revenue and to enhance the overall quality of life for all residents of Yuba and Sutter counties.

Analysis:

The composition of the YSEDC Board of Directors includes no more than two elected public officials from each financially participating jurisdiction. The Board of Directors manages the business of YSEDC and includes hiring the CEO, approving the annual budget and work plan. The Board of Directors meets quarterly, the first Friday of August, November, February and May at 7:30 a.m.

The Executive Committee includes a representative appointed by each member jurisdiction. The Board of Directors delegates authority to manage business affairs of the YSEDC, with exceptions. The executive committee also meets quarterly, the third Thursday of July, October, January and April at 2 p.m.

Member jurisdictions may appoint one representative for both positions.

Fiscal Impact:

None.

Recommendation:

Approve the Appointment of Councilmember Grace Espindola to serve as the City of Yuba City Representative on the YSEDC Board of Directors and new City Manager Michael Rock to serve on the Executive Committee.

Attachment:

- Bylaws of the Yuba Sutter Economic Development Corporation

Prepared by:

/s/ Terrel Locke

Terrel Locke
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Submitted by:

/s/ Diana Langley

Diana Langley
Interim City Manager

Reviewed By:

Finance

RB

City Attorney

SLC by email

ATTACHMENT 1



BYLAWS
of
YUBA-SUTTER
ECONOMIC DEVELOPMENT CORPORATION
an Economic Development District, designated by the U.S. Department of Commerce

**BYLAWS
OF
YUBA-SUTTER ECONOMIC DEVELOPMENT CORPORATION
Revised October, 23, 2008**

Article I

NAME, OFFICE, AND SEAL

SECTION A:

The name of the organization will be Yuba-Sutter Economic Development Corporation, and is hereinafter referred to as the Corporation.

SECTION B:

The principal office of the Corporation will be located within the county of Sutter or the county of Yuba and may be changed at any time, or from time to time, at the discretion of the board of directors.

SECTION C:

The corporate seal of the Corporation, if one is desired and provided for, will have inscribed thereon the name of the corporation and the year of its incorporation.

Article II

PURPOSES AND OBJECTIVES

The specific purpose of this corporation is to encourage and facilitate the orderly and beneficial expansion of the economic base of the counties of Yuba and Sutter, State of California.

The primary objectives of this Corporation are to increase employment, community wealth and public revenue, and to enhance the overall quality of life for all residents of Yuba and Sutter counties.

Article III

DIRECTORS, OFFICERS, AND EMPLOYEES

SECTION A:

GENERAL

1. Management

The business and affairs of the Corporation will be managed by the board of directors.

2. Compensation

The Corporation will not compensate its, directors or officers, other than the secretary who is the president/chief operating officer, for their services as such; however, the board, by resolution may provide for payments to directors or officers to defray actual expenses incurred in pursuit of their corporate responsibilities, and may compensate, at fair market value, service rendered in capacities other than, director or officer.

SECTION B: BOARD OF DIRECTORS

1. Duties

The board of directors will manage the business and affairs of the Corporation. Duties will include, but not be limited to, electing officers, hiring the chief operating officer, and approving the annual budget and work plan. In addition to the powers and authorities expressly conferred upon them by these bylaws, the board may exercise all powers of the Corporation and may do all such acts and things, as are not by statute or these bylaws prohibited.

2. Composition

The board of directors will consist of up to twenty-three (23) members selected and/or appointed as follows:

- a. At least one (1) and no more than two (2) elected public officials from each financially-participating jurisdiction.
- b. At least nine (9) but no more than thirteen (13) directors-at-large to be nominated by the board of directors.
- c. The president of the Corporation and the executive director of the Yuba-Sutter Chamber of Commerce shall be ex-officio members of the board of directors of both the Corporation and the Yuba-Sutter Chamber of Commerce.
- d. A minimum of 25 percent of the composition of the board of directors shall be of ethnic and female representation.

3. Quorums

A quorum will be comprised of a simple majority of voting members of the board of directors or committee in session.

4. Terms of Directors

Governing bodies shall consider appointing board members to one-year terms. One of the two members appointed by governing bodies shall be designated to serve as a member of the executive committee. Directors-at-large should have staggered three-year terms of office to assure continuity and history of the board.

5. Attendance of Directors

The absence of a director from three consecutive regular meetings of the board of directors, without reasonable cause therefore, as determined by the board of directors, may be construed as constituting a resignation of such director, and may be so acted upon by the board of directors.

6. Removal and Resignations of Directors

Appointed directors may be removed by the appointing organization for which the seat is reserved. Directors-at-large may be removed for cause by a simple majority of the board of directors.

7. Vacancies

Vacancies occurring in reserved seats will be filled by the organization for which the seat is reserved. Vacancies for non-reserved seats will be appointed by the president with confirmation by the board of directors. Vacancies filled will be for the remaining term of office.

8. Voting

Board members can present votes verbally or in writing, including electronically. All votes must be made at the time called for a vote. A simple majority rules. There shall be no secret balloting.

9. Committees

The board of directors may establish any committee or subcommittee that in its opinion would best serve the interest of the Corporation. The board of directors hereby establishes the following committees:

- a. Executive Committee
- b. Loan Review Committee
- c. Comprehensive Economic Development Strategy Committee

Such committees shall continue to carry out the assignments previously approved by the board of directors and such other assignments as directed by the board of directors from time to time.

Executive Committee

The executive committee will be comprised of ten (10) members including the chair; vice chair; treasurer; secretary/chief operating officer, the most immediate eligible past-chair. and one each from the public sector, as appointed by and representing the corresponding jurisdictions.

a. Functions and Authority

The board of directors delegates to the executive committee all authority provided by the bylaws to manage all business affairs of the Corporation except for the following authorities, which are exclusively reserved to the board of directors as follows:

- 1. Approval of the Corporation's annual budget and any subsequent amendment which will increase or decrease the approved budget, in the aggregate, by 15 percent or more.
- 2. Appointment or termination of the Corporation's President.
- 3. Amend or repeal of any provisions of the bylaws.
- 4. Amend or repeal of any provision within the Articles of Incorporation.
- 5. Appointment, suspension, or expulsion of members of the board of directors.

Notwithstanding, anything to the contrary set forth above, the executive committee is authorized to make urgent decisions on behalf of the Corporation. All such decisions shall be reported to the board of directors at its next meeting.

SECTION D: CORPORATE OFFICERS

Selection of Officers

- a. The officers of the Corporation will be chairman, vice chairman, president/secretary and treasurer.
- b. The chairman, vice chairman, and treasurer will be elected by the board of directors from among the voting members of the board at the last board meeting of the fiscal year, and shall take office as soon as feasible thereafter as determined by the board, but in no case later than July first. The position of secretary will be appointed by the president of the Corporation.
- c. Each officer shall hold office for one (1) year from the date of their election, and shall serve at the pleasure of the board, subject to any contrary term as contained in these bylaws. Each officer may be re-elected for successive years until his or her successor has been duly elected.

Notwithstanding anything to the contrary above, existing officers will remain in office until new officers take office.

- d. An Ad Hoc nominating/compensation committee may meet at least one (1) month prior to the last board meeting of the fiscal year to present a slate of officers for election. Nominations can be made from the floor.

The election shall either be by voice vote or in writing (including electronic mail) with the winner for each office being determined by majority vote. If a majority vote is not attained by one of the candidates, there will be a runoff between the top two candidates. The board is subject to the Ralph M. Brown Act, and according to Government Code 54953 (c), no secret ballot shall be held.

Duties

a. Chairman

The Chairman will preside at all meetings of the general membership, the board of directors, and the executive committee and will have all the duties and responsibilities customary to that office.

b. Vice Chairman

The Vice Chairman will be second in authority to the chairman and in the absence of the president, perform the duties of that office. The vice chairman will serve as chair-elect for the Corporation.

c. Secretary

The secretary will be appointed by the president of the Corporation and will maintain the records of the Corporation and perform such other duties as may be assigned to the position.

d. Treasurer

The treasurer will review and present the annual budget and periodic financial reports to the board of directors. At the close of each fiscal year, the treasurer will submit a complete formal report.

SECTION E: EMPLOYEES

President

The president, under the direction and supervision of the board of directors, will conduct the general and active management, supervision and control of the business of the Corporation. The president will have the authority to sign documents, enter into contracts and conduct other activities as may be approved by the board of directors.

The president will serve at the discretion of the board of directors and be a voting member of the board of directors and executive committee. All other employees and agents of the Corporation will be hired and terminated at the discretion of the president. Any hiring or termination of employees of the Corporation will be brought to the attention of the board at their next regular board meeting.

The president or his designee, will record all proceedings of the Corporation. The president will maintain custody of the Corporation funds, securities, and deposits of money in such depositories as may from time to time be designated by the board of directors.

The president will do such other things as are provided for in these bylaws or as may be prescribed from time to time by the board of directors.

Article IV

CORPORATE MEETINGS

SECTION A: REGULAR MEETINGS OF THE BOARD OF DIRECTORS The board of directors will schedule quarterly meetings at such time and place as it may designate. Notice of such regular meetings will be given by regular U. S mail or electronic mail (e-mail) not less than forty-eight (48) hours before the time of each such meeting. Such notice will describe the time and place of such meeting and the general nature of all matters to be considered at said meeting.

SECTION B: SPECIAL MEETINGS OF BOARD OF DIRECTORS A special meeting of the board of directors may be called by the president, or by any three directors, by the filing of a request for such a special meeting with the chief operating officer. Notice of such special meeting will be given at least 48 hours before the time of each such meeting. Such notice will describe the time and place of the meeting, the person(s) who requested the meeting and the purpose of the meeting.

Telephone notice is acceptable with approval in writing at the time of the meeting.

Article V

MISCELLANEOUS PROVISIONS

SECTION A: CHECKS AND NOTES

All checks, drafts, trade acceptances, and promissory notes of the Corporation will be signed by such officers or staff members as the board of directors may from time to time designate, however, in no event will fewer than two signatures be required.

SECTION B: FISCAL YEAR

The fiscal year of the Corporation will end each June 30.

SECTION C: RULES OF PROCEDURE

All meetings of the board and its committees will be governed by the current edition of "Robert's Rules of Order" except as may be expressly provided in the bylaws.

Article VI

AMENDMENTS

Amendments may be made to these bylaws by a majority of the board of directors.

END OF BYLAWS