



Board of Directors Meeting
Tuesday, August 18th, 2020 | 8:00 a.m.
Via Zoom: <https://us02web.zoom.us/j/89280363114>

Agenda

- Call to Order John Casella II, President
- Approval of Minutes from July 30th, 2020 John Casella II, President
(see attachments, [page 2](#))
- Committee Reports John Casella II, Chair
 - Entrepreneurship (see attached minutes, [page 3](#)) Tyler Richardson
 - Public Policy Karen Garrow, Chair
 - Finance (see attached minutes, [page 4](#)) John Russell III, Chair
 - Real Estate (see attached minutes, [page 5](#)) Steve Costello, Co-Chair
 - Marketing – Joint Committee update MaryAnn Goulette, Co-Chair
- Review and Approval of New Bylaws
(see attachments, [pages 6-14](#))
- New Business
- Old Business
- Adjournment



Board of Directors Meeting Minutes
Tuesday, July 30, 2020
Via Zoom

Members Present: John Casella II, Dennis Carroll, Mary Cohen, Steve Costello, Dan Doenges, Mike Doenges, Brennan Duffy, Mark Foley Jr., Karen Garrow, Mary Anne Goulette, Nicole Kesselring, Amy Laramie, Greg McClallen, John Russell III, Jonathan Spiro

Members Absent: Ed Bove, Teresa Leichtnam, Shana Louiselle, Mark Werle

Others Present: Lyle Jepson, Elicia Pinsonault, Tyler Richardson, Kim Rupe

The meeting was called to order at 8:02 a.m.

Approval of Minutes

Mark moved to accept the minutes from July 21, 2020. The motion was seconded by Karen and passed unanimously.

REDC/Chamber Merger

John Casella II reminded the board that this is a special meeting called to discuss and vote on the potential merger between REDC and the Rutland Region Chamber of Commerce. This is marking a significant day for both organizations and John shares his excitement with the board. This day has been a long time in the making and John feels this is going to be a true success story for Rutland and developing paths to move forward. Materials from the last board meeting were distributed and John opened the floor for discussion.

Mary announced to the board that she has accepted the position as Executive Director for the Housing Trust of Rutland County. Lyle shared that Mary will be remaining on the board of directors and wished Mary well in her new role. Questions around timeframe were asked and Tyler reported that the target date is September 1, 2020. The directors shared their thanks for the hard work and determination that went into this plan.

Lyle shared that the Chamber board is meeting at 9:00 a.m. for a similar discussion and vote. If both boards vote to merge, the staff is ready to send a letter to all members of both organizations explaining what is happening. A press release will be going out shortly after along with a press conference at 11:00 a.m. in Center Street Park. All board members are welcome to join the press conference and are asked to practice social distancing.

Motion: John Russell III made a motion to approve a merger of Rutland Economic Development Corporation and the Rutland Region Chamber of Commerce and to direct staff to take all legal action required to complete the process as expeditiously as possible. The motion was seconded by Mark and passed unanimously.

Congratulations were shared among the board and many thanks to all for their hard work.

Adjourned 8:17 a.m.



Entrepreneurship Committee Meeting Minutes August 4, 2020 | Via Zoom

Present: John Casella II, Karen McCalla, Rick Gile, Jerry Hansen, Bernie Krasnoff, Greg McClallen, Elicia Pinsonault, Tyler Richardson, Kim Rupe

The meeting was called to order at 8:02 a.m.

Approval of Minutes of May 5, 2020

Approval of the May 5 meeting minutes was postponed to the next meeting due to lack of quorum.

REDC/Chamber Merger Update

Tyler provided an update on the merger between REDC and the Rutland Region Chamber of Commerce, which was unanimously approved by the two organizations' board of directors on July 30. He explained the structure of the new board of directors and committees. The Entrepreneurship Committee will be part of the Business Development Committee going forward. Tyler expressed his hope that all members of current the committee remain on board and join the new committee. John reiterated this and also thanked REDC staff for the work they've done on the merger so far.

MINT Update

Karen McCalla provided an update on activities at The MINT, including its OnRamp Program. She explained how the program has been adapted due to COVID and her hopes for the next round of the program. Jerry noted the importance of marketing The MINT and its offerings. Rick commended Karen and others on how well they implemented and are following COVID safety protocols. Karen shared that a new, permanent wall has been built to help with soundproofing the wood shop. This will be beneficial to the studio rental space, which wasn't an attractive option before due to noise. She shared that The MINT is decorating a storefront window in downtown for the Rutland Art Ramble. She also shared that she is working with a business based in Manchester, VT who wants to offer MINT memberships to employees as a benefit. The group made suggestions for pricing and structure, and Tyler is going to connect with other membership-based organizations to learn more about their process.

Old Business

None

New Business

None

Next Meeting Date

The next meeting date for the committee is TBD as REDC/Chamber are working on determining meeting times for updated committees in September/October.

Adjournment at 8:52 a.m.



Finance Committee Meeting Minutes | Tuesday, August 11, 2020 | Via Zoom

Members Present: Karen Garrow, Scott Dikeman, Mark Foley Jr., Chris Keyser, Andrew Simonds, Deb Quirk

Staff Present: Tyler Richardson, Lyle Jepson, Elicia Pinsonault, Kim Rupe

The meeting was called to order at 8:17 A.M.

Motion: Mark moved to accept the minutes from July 14, 2020. The motion was seconded by Scott and passed unanimously.

REDC Internal Financials and Cash Flow:

Tyler reported that everything looks normal and up to date on the financials and that we have received the funds from the state that we were waiting for. Our contract for funding through the state has been extended through another year which changes the required deliverables but will continue the same financial agreement. There is \$2,000 listed in miscellaneous revenue that is a result of Omya paying their membership twice which will be adjusted this month.

Audit

The attached packet includes three letters from our auditors in draft form with suggestions. Several of the recommendations were like prior years that the committee did not adopt. Tyler will be following up with the auditors for clarity on the suggestion involving approval of cash transactions. It was recommended that a review process be developed and followed for each audit cycle. The committee agreed that any invoices over \$5,000 that will be paid electronically will need to have the Chair's signature included. There will need to be some changes made to office policies/procedures with the new organization structure. The management letter provided by the auditors will need to be signed by Karen and Tyler and sent back.

Membership Report

Membership dues from GMP and TD Bank are expected soon. Lyle shared that they are closely monitoring membership dues coming in from both organizations and that the plan is to not drop any members right now.

Revolving Loan Fund:

All loans are current except for loan #108-01-01. We did receive one application since the last meeting, but they were ineligible due to outstanding federal debt. Tyler reported that the conversations with loan #108-01-01 remain the same with no forward traction. The committee discussed potential scenarios and decided to plan a call to include Tyler, Karen, Scott, VEDA, and National Bank of Middlebury to inform the other lenders of the committee's desire to demand the loan. Tyler will reach out to our attorney's at Ryan Smith & Carbine to give them a heads up as well as the Town of Brandon. Mark suggested that this committee work to develop a protocol for the future if we stop seeing payments from other loans.

Old Business:

Tyler shared that one result of this merger will be additional individuals to help support this committee and that financial real estate decisions will now fall under this committee.

New Business:

None.

Adjournment at 9:01 A.M.



Real Estate Committee Meeting Minutes | August 12, 2020 | Via Zoom

Present: John Rusell III, Mark Foley Jr., Jerry Hansen, Nicole Kesselring, Mark Werle, Tyler Richardson, Kim Rupe, Elicia Pinsonault

The meeting was called to order at 8:01 a.m.

Approval of minutes: Jerry Hansen moved to accept the minutes from May 13, 2020. The motion was seconded by Mark Foley and passed unanimously.

REDC/Chamber Merger Update

Tyler updated the committee on the REDC/Chamber merger and changes to the Real Estate Committee. The Finance Committee will be overseeing the asset management activities of this committee currently, and the other activities of the Real Estate Committee will fold into the newly-formed Business Development Committee. Tyler expressed hope that each committee member will remain on board and join either the Business Development Committee, Finance Committee, or both. We will be reaching out to committee members in the coming weeks to determine their interests. The committee discussed the number of people who will be on the new board, and the Chamber board's perspective on the merger.

112 Quality Lane

Tyler provided an update on the status of the underground propane tank. Keyser recommended we work with Environmental Products and Services of Vermont to get the tank removed. John Russell also recommended Masterson Excavation and Fabian of West Rutland. John also shared the aspects of the project Tyler should work with Keyser Energy on, including determining if it will be an above or below ground tank. Tyler also updated the group on some additional building repairs, including repairing the steps in the back of the building, the A/C unit in the front office, and landscaping of the courtyard near The Mint.

MINT Update

Tyler reported that Karen McCalla is working with a business in Manchester, VT to offer Mint memberships to employees. The equipment donated by J. Kenlan has been installed and the space is being reorganized by volunteers. There is currently demand for the studio space now that the large separator has been installed.

Old Business

The committee discussed the status of the regional marketing initiative, feeling it's important to be marketing the region given the amount of people choosing to move to Vermont right now. We are seeing developers building larger subdivisions, which is something we haven't seen in a while, and it's an indication of interest in moving to the area. Tyler shared that the site selection section of the website was updated after the committee's last meeting.

New Business

Shawn Sargeant has been invited to present at an upcoming board of directors meeting and committee members are encouraged to attend as well. The next committee meeting date is to be determined.

Adjournment at 8:32 a.m.

REDC/Chamber New Bylaws Summary

- Membership
 - Directors review new applicants and “elect” new members
 - Directors review resignations, vote on terminations
 - Each member in good standing has 1 vote in any proceeding in which voting by members is called for
- Annual Meeting
 - Held once per fiscal year, no time period specified
- Quorum
 - 10% of membership where member voting is called for
 - For board meetings: majority of voting directors
 - For committee meetings: majority of committee members
- Board of Directors
 - No less than 9, no more than 23
 - Three-year terms, no more than 3 consecutive terms
 - Partial terms not counted
 - May be elected for 1 additional term to complete a second 1-year officer term
 - Eligible for re-election after 1 year waiting period
 - “Terms shall be staggered, and the board may establish one (1) year terms from time-to-time by resolution of the board to better facilitate the staggering of terms.”
 - Non-voting ex-officio representatives from RRPC, RRA, RYP
 - Petition process for members not nominated for directorship
- Officers
 - President, Vice President, Treasurer, Secretary
 - 1-year term, no term limits outside those established above
- Committees
 - Executive Committee: Officers and Immediate Past President
 - Acts as “nominating committee” and annually recommends nominating slate for approval by the board
 - Acts as “governance committee” reviewing, interpreting, and recommending amendments to all instruments of governance
 - Board may approve and appoint additional committees and task forces
 - All committees and task forces made up of at least four persons who are members, at least half shall be directors with the balance coming from general membership (except as otherwise provided by a resolution of the board)
 - President may create ad hoc or special subcommittees
 - 1-year terms, unless member is removed or ceases to qualify, or the body is dissolved
 - President/board appoints chairs, committee appoints vice chair
- Amendments
 - Amendments or alterations to the bylaws approved by two-thirds vote of the board

RUTLAND ECONOMIC DEVELOPMENT CORPORATION
(also, dba Rutland Regional Chamber of Commerce)
BYLAWS - Revised 8/4/2020

ARTICLE 1 - General

Section 1.1: Name. This Organization is incorporated under the laws of the State of Vermont and shall be known as the Rutland Economic Development Corporation (also, dba Rutland Region Chamber of Commerce).

Section 1.2: Mission. The mission of Rutland Economic Development Corporation (also, dba Rutland Region Chamber of Commerce) is to use collaboration, creativity, and ingenuity to create a regional economic climate conducive to business growth by recruiting talent and businesses of all kinds, growing and retaining employers, while creating a bridge to community and cultural organizations which promote healthy and vibrant neighborhoods and enhance the quality of life in Rutland County.

Section 1.3: Region. The Rutland Region shall mean to include Rutland County, Vermont. The principal office of the Organization shall be located in Rutland, Vermont, or at such other place within Rutland County, Vermont as the Board of Directors may designate by resolution.

Section 1.4: Limitations of Methods. The Organization shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

Section 1.5: Fiscal Year. The fiscal year of the Organization shall commence on October 1 and terminate on September 30 of each year.

ARTICLE 2 - Membership

Section 2.1: Eligibility. Business, not for profit, association, corporation, partnership, civic individual, or engaged retiree who embraces the objectives of the organization shall be eligible to apply for membership.

Section 2.2: Election. The election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues.

Section 2.3: Dues. Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

Section 2.4: Termination. Any member may resign from the Organization upon request to the Board of Directors. Any member may be removed by the Board of Directors by the two-thirds vote for non-payment of dues after ninety (90) days from the due date unless otherwise

extended for good cause. Any member may be removed by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Organization.

Section 2.5: Voting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 2.6: Membership Records. The Organization shall maintain a current list of names and addresses of all members of the Organization. If the Board of Directors so votes, the Organization may issue a certificate of membership or a membership card to each member in good standing. If the Board of Directors so votes, the membership rolls may be closed for a period of time not to exceed fifteen (15) days before the date of any meeting of the members.

ARTICLE 3 - Meetings

Section 3.1: Annual Meeting. An annual meeting of the members shall be held once per fiscal year on a date and at a time and place selected by the Board to update all members on past accomplishments of the Organization along with upcoming plans.

Section 3.2: Additional Meetings. General meetings of the Organization may be called by the Executive Committee at any time or upon petition in writing signed by ten percent (10%) of the members in good standing. Notice of special meetings shall be sent to each member at least five (5) days before such meetings.

Board meetings may be called by the Executive Committee or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least three (3) days before said meeting.

Committee meetings may be called at any time by the Executive Director or by the committee's chair.

Section 3.3: Quorum. At a duly called general meeting of the Organization, ten percent (10%) of the members shall constitute a quorum. At a Board meeting, a majority of voting directors shall constitute a quorum. At a Committee meeting, a majority of voting members shall constitute a quorum.

Section 3.4: Notification. Written notice of all meetings must be given at least five (5) days in advance unless otherwise stated in these bylaws. An agenda and minutes shall be prepared for all board meetings.

ARTICLE 4 - Board of Directors

Section 4.1: Composition of the Board. The Board of Directors shall be composed of not less than nine (9) nor more than twenty-three (23) members who shall be elected annually to serve for one, two, or three years, or until their successors are elected and have qualified.

Representatives of the following organizations will be ex-officio members of the Board: the Rutland Redevelopment Authority, the Rutland Regional Planning Commission, and the Rutland Young Professionals. Ex-officio members will be non-voting and not count towards a quorum.

The government and policy-making responsibilities of the Organization shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 4.2: Selection and Election of Directors. Before the Board's regular September meeting, the Executive Committee shall present to the Board President a slate of candidates to replace the directors whose regular terms are expiring or have left the board. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. Directors shall be elected by the Board at their regular September meeting for terms of three (3) years, or until removed by the Board upon receipt by the President of their written resignation. Insofar as possible, one-third of all Directors shall be elected each year. No person may be elected to more than three consecutive three (3) year terms, except a person may be elected for one (1) additional year to complete a second one (1) year officer term, and Directors may be eligible for re-election after a one (1) year waiting period. Partial terms shall not be counted. Terms shall be staggered, and the board may establish one (1) year terms from time-to-time by resolution of the board to better facilitate the staggering of terms.

Section 4.3: Publicity of Nominations. Upon receipt of the report of the Executive Committee, the Executive Director shall immediately notify the membership of the names of persons nominated as candidates for directors.

Section 4.4: Petition. A member not nominated by the Executive Committee may be placed in nomination for directorship if a petition signed by no less than 10% of the membership is delivered to the President before the Board's regular September meeting.

Section 4.5: Seating of New Directors. All newly-elected and appointed Board members shall be seated at the regular Board meeting after election or appointment and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4.6: Vacancies. The Board of Directors will have the authority to remove a member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof or as deemed necessary by the Executive Committee of the Board. If a Board member fills a vacated term, that shall not be included in the term limits and shall be eligible to serve full term limits.

Section 4.7: Policy. The Board of Directors is responsible for approving new and revised policies and procedures of the organization. These policies shall be maintained in a policy manual and reviewed from time to time.

Section 4.8: Management. The Board of Directors may create the position of Executive Director of the Organization. The Executive Director will be responsible for overseeing and coordinating the functional responsibilities of the Organization. Unless the Board of Directors shall by contract agree otherwise, the Executive Director shall serve at the direction of the Board of Directors. The Executive Director is ex-officio to all committees and facilitates all committee work. The Executive Director reports to the Executive Committee. Staff reports directly to and is managed exclusively by, the Executive Director. The Board of Directors shall fix the duties, compensation, and other considerations of employment of said position.

Section 4.9: Indemnification. The Organization may, by resolution of the Board of Directors, provide for indemnification by the Organization of all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party, because of having been officers, directors or employees of the Organization, except concerning matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 4.10: Conflict of Interest. Directors shall abstain from voting on any issue before the Board in which that Director has an interest and from which an economic benefit could be realized.

ARTICLE 5 - Officers

Section 5.1: Determination of Officers. The Board of Directors (new and retiring) by its regular September meeting shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice President, Treasurer, and Secretary. Officers will be elected from members of the new Board. The Executive Committee shall nominate officers each year for the coming year. All Officers shall take office on the first day of the new fiscal year and serve a term of one (1) year or until their successors assume the duties of the office. They shall be voting members of the Board of Directors.

- A) President. The President shall serve as the chief elected officer of the Organization and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President shall, with advice and counsel of the Executive Committee and Executive Director, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to the approval of the Board of Directors.

- B) Vice President. The duties of the Vice President shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. The Vice President shall serve as President in the absence of the President.
- C) Treasurer. The Treasurer shall be responsible for the custody of all monies of the corporation. The Treasurer shall review monthly financial reports and review year-end to present to the finance committee.
- D) Secretary. The Secretary shall be responsible for keeping accurate minutes of all meetings of members, of the Board of Directors, and the executive committee. The Secretary shall keep all official records of the Corporation, may certify to the accuracy of any matter, or portion of any matter, contained in the records of the Corporation, and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate.

Section 5.2: Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Immediate Past President, Vice President, Treasurer, and Secretary. The President will serve as chair of the Executive Committee. The Executive Director will serve as ex-officio.

Section 5.3: Indemnification. The Organization may, by resolution of the Board of Directors, provide for indemnification by the Organization of all of its officers or former officers as spelled out in Article 4, Section 9 of these bylaws.

ARTICLE 6 - Committees and Divisions

Section 6.1: Executive Committee. The Board of Directors shall elect the Executive Committee made up of the Officers of the Organization and the Immediate Past President. The Executive Committee shall have the authority to direct within board policies the affairs of the Organization between meetings of the Board of Directors. The Executive Committee shall meet upon the call of the Chair and at such time and place as shall be given as specified in the notice thereof, which shall be given within a reasonable time from the meeting. The Executive Committee shall annually recommend a slate of officers and directors to the board for election. The Executive Committee shall review, recommend amendments to, and interpret all instruments of corporate governance, including but not limited to these bylaws and all policies.

Section 6.2: Other Committees. Other committees and task forces not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Organization and the Chair shall

appoint members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interests of the corporation shall be served by such removal.

All committees and task forces shall be comprised of at least four persons who shall be members, at least half shall be Directors with the balance coming from the general membership, except as otherwise provided in a resolution of the board.

At the discretion of the President, ad hoc or special subcommittees may be created to deal with subject areas not covered by the standing committees. Such ad hoc committees may include persons from the general membership.

Section 6.3: Divisions. The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Organization. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and purposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Organization unless approved by the Board of Directors.

Section 6.4: Term of Office. Each member of a committee or task force shall continue as such until the end of the fiscal year and/or until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6.5: Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof. Each committee shall designate one member as Vice Chair who shall serve in the absence of the Chair. The Chair or, in the absence of the Chair, a designated member of each committee, shall report to the Board of Directors at each meeting on the activity of the committee.

Section 6.6: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6.7: Rules: Each committee may adopt rules for its own government not inconsistent with these by-laws or rules adopted by the Board of Directors, including meetings, quorum, and powers and duties.

ARTICLE 7 - Finances

Section 7.1: Funds. All money paid to the Organization shall be placed in a general operating fund. All funds of the corporation 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. The Board of Directors may delegate such selection authority to the Executive Director.

Section 7.2: Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 7.3: Budget. As soon as possible after the election of the new Board of Directors and officers, the Executive Committee shall adopt a budget for the coming year and submit it to the Board of Directors for approval.

Section 7.4: Financial Audit. The accounts of the Organization shall be audited annually as of the close of business on September 30 by a certified public accountant. The Financial Audit shall at all times be available to members of the Organization within the offices of the Organization.

Section 7.5: D.O.L. The President and such other officers and staff as the Board of Directors may designate may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Organization.

Section 7.6: Contracts. The Board of Directors may authorize any officer or officers, agents or agents of the corporation in addition to the officers so authorized by these by-laws, to enter into any contract and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

ARTICLE 8 - Dissolution

Section 8.1: Procedure. The Organization shall use its funds to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501(C) (3) of the Internal Revenue Code.

ARTICLE 9 - Conduct of Meetings

Section 9.1: Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Organization.

ARTICLE 10 - Amendments

Section 10.1: Revisions. These bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing

the notice of the meeting includes the proposals for the amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

I hereby certify that the above and foregoing bylaws of the Rutland Economic Development Corporation (also, dba Rutland Region Chamber of Commerce) are the bylaws of this Organization adopted by the Board of Directors at a meeting held on this _____ day of _____ 2020.

Secretary of the Board of Directors