

**TOWN OF LEDYARD ECONOMIC DEVELOPMENT COMMISSION  
BY-LAWS**

**PURPOSE**

These By-Laws, as amended, are designed and adopted for the purpose of providing guidance and direction to the members of the Town of Ledyard Economic Development Commission in the performance of their duties.

**ARTICLE I – GENERAL PROVISIONS**

**Section 1 – Name of the Commission**

a. This Commission known as the Town of Ledyard Economic Development Commission, hereinafter referred to as the “EDC” was established by Town of Ledyard Ordinance Number-**300-020**, as **may be** amended.

**Section 2 – Applicable State Statutes and Local Ordinances and Rules**

a. To the extent that they remain in force and in effect, as they are amended, or as they are added to, the EDC and its members shall be governed by these bylaws, state statutes and local ordinances and policies including the following:

1. Charter of the Town of Ledyard
2. Connecticut General Statutes
3. Town’s Plan of Conservation and Development

**Section 3 - State Statute 7-136 Requirements**

a. The commission shall conduct research into the economic conditions and trends in its municipality, shall make recommendations to appropriate officials and agencies of its municipality regarding action to improve its economic condition and development, shall seek to coordinate the activities of and cooperate with unofficial bodies organized to promote such economic development and may advertise and may prepare, print and distribute books, maps, charts and pamphlets which in its judgment will further its official purposes.

b. The commission shall annually prepare and transmit to the legislative body of its municipality a report of its activities and of its recommendations for improving such economic conditions and development.

c. Any municipality which establishes an economic development commission may annually appropriate for its purposes a sum not exceeding one-twentieth of one per cent of the last-completed grand list of taxable property.

**Section 4 - Disposition of Local Government Records.** The EDC shall maintain its records in accordance with State Statute 1-200, 7-109 and 11—8 and Freedom of Information Commission Declaratory Ruling #94 for E-Mail and Voice Mail records.

a. “Sec. 7-109. Destruction of documents. Any official, board or commissioner of a municipality may, with the approval of the chief administrative officer of such municipality and of the Public Records Administrator, destroy any document in his or its custody relating to any matter which has been disposed of and of which no record is required by law to be kept, after such document has been held for the period of time specified in a retention schedule adopted by the Public Records Administrator ---- “

b. “Sec. 11-8. Records management program. Public Records Administrator. (a) Under the direction of the State Library Board, the State Librarian shall be responsible for developing and directing a records management program for the books, records, papers and documents of all state agencies within the executive department, and the books, records, papers and documents of the several towns, cities, boroughs, districts and other political subdivisions of the state, including the probate districts, pursuant to the provisions of section 11-8a.”

**Section 7 – Availability of these Bylaws.**

A current copy of these Bylaws shall be available as public record in the Ledyard Town Hall. A copy of these Bylaws shall be provided to new EDC members upon appointment. Additional copies shall be provided to the EDC and made available to the public upon request.

**ARTICLE II – MEMBER APPOINTMENTS AND RESIGNATIONS**

a. The membership, appointments and vacancies of the EDC shall be governed by the provisions of Town of Ledyard Ordinance **300-020** and provisions of State Statutes as applicable.

b. Members proposing to resign shall give reasonable notice of such intent to the Town Council, EDC and the Mayor of the Town of Ledyard, and make the date of resignation effective in such a manner as to allow time for appointment of a replacement.

**c. Any member of the Commission who is absent from three (3) consecutive regular meetings and any intervening duly called special meetings shall be considered to have resigned from the Commission. The vacancy shall be filled as herein before provided. Additionally, the Commission may vote to waive the requirements of this section in each case where illness or other extenuating circumstances make it impossible for a member to meet the attendance requirements of this action.**



## ARTICLE III – OFFICERS

### Section 1 – Officers

- a. The officers of the EDC shall be a Chairperson, Vice-Chairperson and a Secretary. The officers shall be selected from among the members who comprise the EDC.
- b. Officers for the current year shall be elected for one year by the membership of the EDC at the regular meeting in January and assume responsibilities in February. Officers shall be eligible for re-election.
- c. Vacancies of any officer position due to resignation or other causes shall be filled at the next regular meeting by a special election of the EDC membership and shall assume responsibilities at such meeting.
- d. If the Chair is no longer a member of the EDC, the Vice-Chair shall succeed to the office until such time a special election takes place.

### Section 2 – Powers and Duties

- a. The Chair shall:
  1. Conduct all duly call meetings of the EDC.
  2. Interface with the Mayor in the conduct and affairs of the EDC.
  3. Exercise management of the affairs of the EDC consistent with these rule, the Town of Ledyard and State laws.
  4. Represent the EDC before other Town boards, commissions, agencies, and Town Council as approved by the EDC members at a duly called meeting.
  4. Prepare the agenda of all duly called meetings.
  5. In Secretary’s absence from a duly call meeting, appoint a Secretary Pro-Tem.
  6. **Sign the approved minutes of all duly called meetings.**
- b. The Vice-Chair shall:
  1. Assist the Chair as directed.
  2. In the Chair’s absence, act as Chairperson until the Chair is able to resume regular duties.
- c. Duties of the Secretary shall:
  1. Ensure that all correspondence, documents and minutes of the meetings are kept on file in accordance with local and state requirements.
  2. Ensure that copies of the official meeting minutes are furnished to the Town Clerks office and in the Director of Planning and Development office.
  3. Keep and current roster of all EDC members and record their attendance.
  4. Take minutes of all meetings.

#### **ARTICLE IV – DIRECTOR OF LAND USE & PLANNING**

- a. Act as staff assistant to the EDC in accordance with the position description and as directed by the Mayor.
- b. Assist the officers of the EDC in the performance of their duties.
- c. Inform the EDC members of all pertinent EDC matters that come to his/her attention.
- d. As requested by the EDC, represent the EDC before other Town boards, commissions, agencies, Town Council, regional economic development agencies and functions.
- e. As requested by the EDC, represent the EDC of any local or regional group or individual designated, to present the opinions and findings of the EDC.
- f. Cause the regular and special meeting agenda and approved meeting minutes be posted on the official Town of Ledyard Web site.

#### **ARTICLE V – EDC MEMBERS**

- a. Equality of Members. As the EDC conducts its affairs in accordance with these rules, each member has the same rights, privileges and duties as any other members.
- b. Freedom of Discussion. Member has the right to be heard and to hear what others have to say about a motion before voting.
- c. Only one main motion may be considered at any given time and before any discussion of a possible action of an issue, a motion shall be made to bring the issue to the floor.
- d. Upon taking office, all members of the EDC shall familiarize themselves with the foregoing and, while in office, shall maintain such knowledge, including knowledge of amendments and additions, and shall be strictly governed thereby in the conduct of EDC affairs.
- e. No member of the EDC shall represent applicants or petitioners on matters on which the EDC is to make a determinations or recommendations.
- f. No member of the EDC shall represent the EDC before other Town boards, commissions, agencies, Town Council, regional economic development agencies, local or regional group or individual designated, to present the opinions and findings of the EDC unless approved by a vote of the EDC members present at a duly called regular or special meeting.

## ARTICLE VI – MEETINGS AND VOTING

### Section 1 – Regular and Special Meetings

- a. Regular meetings of the EDC shall be held in accordance with the approved schedule and location filed annually with the Town Clerk and posted on the Town of Ledyard Web site.
- b. Special meetings of the EDC shall only be called by the Chair or upon written request of at least two members of the EDC or approved by a vote of the EDC members at a regular meeting.
- c. A duly called regular and special meeting and agenda shall be publicly posted in accordance with local and state law.
- c. Cancellation of regular or special meetings for emergency and for unforeseen reasons shall be **publicly** posted within a short and reasonable time in accordance with local and state laws.
- d. No business shall be transacted at a regular meeting that is not duly listed in the published agenda unless the new legislative item, that constitute an emergency and thus warrant immediate decision, is moved and approved by two-thirds (2/3) vote of the EDC members present.
- e. A new procedural item, not on the regular meeting agenda, may be approved by a simple majority vote.
- f. No other business shall be transacted at a special meeting that is not duly listed in the published agenda.
- h. All regular and special EDC meetings are open to the public except an Executive Session duly identified on the agenda for the call of the meeting.
- i. The EDC may go into Executive Session, duly identified on the call of the regular or special meeting, by a majority vote of the EDC member present and identify invited persons other **than** EDC members. No minutes of the Executive Session discussion will be taken.
- j. Notice **of** all regular and special meetings shall be given to all EDC members seven (7) calendar days prior to the meeting with the proposed agenda and material that is an integral part of the agenda items. A special meeting, that constitute an emergency and thus warrant immediate action by the EDC, may be called by the Chair forty eight (48) hours prior to the meeting and publicly posted in accordance with local and state laws.
- k. Meeting Properly Called. The EDC and its members shall take official action only in a regular or special meeting duly call and with a quorum of members present.

## **Section 2 – Voting**

- a. No EDC member shall discuss or vote on any matter deciding an issue or petition except after attending the regular or special meeting and participating on the matter before the EDC. A member may qualify to discuss or vote on the matter by examining the evidence or being informed of the evidence or reviewing the record of the meeting(s) or portion thereof at which the member was absent.
- b. Voting shall be by voice vote unless one EDC member requests a roll call vote. Election of officers shall be by voice vote unless one EDC member requests a secret ballot.
- c. The Chair shall have one vote and shall enjoy the same opportunity to vote as afforded to all other EDC members.
- d. Voting of “For or Against” a motion properly placed on the table on all matter, shall be by a simple majority unless stated elsewhere in these bylaws, local and state laws and any special rules the EDC may adopt.
- e. No matter shall be voted upon unless it is duly listed on the agenda of the call of the meeting, been discussed at a previous meeting of the EDC and is consistent with other sections of these bylaws.
- f. All EDC members shall have one and only one vote on any particular matter of business that comes before the EDC.
- g. There shall be no voting by proxy.

## **Section 3 – Quorum**

A quorum of the EDC for regular and special meetings shall be a majority of the total number of EDC members in accordance with the Town of Ledyard Ordinance Number **300-020**, as amended.

## **Section 4 – Order of Business**

- a. At the regular meetings of the EDC, the following shall be the order of business, unless amended by a vote of 2/3 of the members present.

### **I. CALL TO ORDER**

### **II. ROLL CALL**

### **III. ADDITIONS OR CHANGES TO THE ORDER OF THE AGENDA**

### **IV. PRESENTATIONS/INFORMATIONAL ITEMS**

### **V. CORRESPONDENCE**

### **VI. RESIDENTS & PROPERTY OWNERS COMMENTS**

### **VII. REPORTS**

#### **A. MAYOR’S REPORT**

#### **B. DIRECTOR OF LAND USE & PLANNING’S REPORT**

### **VIII. APPROVAL OF MINUTES**

- IX. OLD BUSINESS**
- X. NEW BUSINESS**
- XI. ADJOURNMENT**

b. At a special meeting of the EDC, the order of business shall be as stated in the call of the meeting.

### **Section 5 – Meeting Decorum**

a. To provide a fair and efficient forum for the conduct of business at EDC meetings, the following decorum shall be observed:

1. No person shall address the EDC without first obtaining recognition from the Chair.
2. Once any person has spoken in regard to a specific matter before the EDC, he or she shall not be recognized to speak again until all persons wishing to speak have first been given the opportunity to do so.

## **ARTICLE VII – CONFLICT OF INTEREST**

### **Section 1 – Definition and Description**

a. The term "conflict of interest" shall mean any financial or other interest which conflicts with the service of the EDC member because it (1) could significantly impair the member's objectivity or (2) could create an unfair competitive advantage for any person or organization.

b. The term "conflict of interest" also applies not only to the personal interests of the EDC member but also to the *interests of others* with whom the EDC member has substantial common financial interests if these interests are relevant to the functions to be performed.

c. Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of the EDC member to act properly.

### **Section 2 – Potential Conflict of Interest of EDC Members**

a. The EDC desires that its members act independently, impartially and responsibly in order that there be no real, potential, or the appearance of conflict of interest and they operate within the proper channels of the town government's and state's structure.

b. No member of the EDC shall, for any reason, use or attempt to use his/her position to influence improperly any elected or appointed town official, or town employee in the performance of his/her official duties.

### **Section 3 – Financial or Personal Interest of EDC Members**

- a. No member of the EDC shall have any direct or indirect financial or personal interest in the outcome of any matter or transaction coming before the EDC unless she or he discloses, for the record, the existence of such financial or personal interest and said member shall recuse him/herself from acting on the matter and to disqualify or withdraw from a position of judging, as because of prejudice or personal interest.
- b. For matters before the EDC that involve direct personal gain, the EDC member shall abstain from discussions and votes. The EDC member shall not communicate about such matter with any person who will participate in the action to be taken on such matter.
- c. Those EDC members with a conflict of interest are (ethically) expected to recuse themselves from and abstain from decisions where such a conflict exists, in which public and private interests collide.

### **Section 4 – EDC Member Representation**

- a. No member of the EDC shall represent or appear on behalf of any individual or entity before the EDC, other Town Commissions, committees, agencies, or Town Council on matters under the full or partial purview of the EDC unless there is first full and public disclosure of his/her status as a member of the EDC.
- b. Unless the matter is sufficiently remote from his/her duties as a member of the EDC so no conflict of interest exists and that she or he is not in a position to exert improper influence, the EDC member should abstain from participation of that matter when it is before the EDC.
- c. No member of the EDC shall, without legal authority, disclose confidential information concerning matters before the EDC for consideration.

### **Section 5 – EDC Members Service on other Town Committee or Commissions**

Notwithstanding any provision of the Town Charter, State and local ordinance or laws and except for those situations in which the EDC determines that a conflict of interest is unavoidable and promptly and publicly discloses the conflict of interest, no EDC member can be appointed to serve (or continue to serve) on a committee or commission of the Town of Ledyard used in the development of reports and official actions if the EDC member has a conflict of interest that is relevant to the EDC functions to be performed.

## **ARTICLE VIII – COMMITTEES**

From time-to-time, the Chair may appoint sub-committees, ad-hoc committees and assign members to special committees, or a Committee-of-the-Whole thereof, for purposes of furthering the conduct of EDC business. Such committees may be directed to draft or review legislative proposals, to initiate special studies, or to undertake research and analysis of topical matters refereed to the EDC by action of the Ledyard Town Council.

## ARTICLE IX – APPROVAL OF BYLAWS

These Bylaws can only be adopted by a 2/3 vote of the total EDC membership.

## ARTICLE X – AMENDMENTS AND WAVING THE BYLAWS

### **Section 1 – Voting**

These Bylaws may be amended by two-thirds (2/3) vote of the total EDC membership at a regular or special meeting which a quorum exists, provided notice of such proposed amendments shall be mailed to each member not less **than** ten (10) calendar days nor more **than** twenty (20) calendar days prior to such meeting.

### **Section 2 – Consistence with Local and State Laws**

These Bylaws shall not be amended if the proposed changes are **inconsistent** and contrary to the requirements or limitations set forth by State Law or ordinances or official rules of the Town of Ledyard.

### **Section 3 – Temporary Rule**

A temporary rule of a *procedure*, in conformity with State Law or Town of Ledyard ordinance, may be adopted by the EDC for a single meeting or agenda item following a unanimous vote of the EDC members present.

### **Section 4 – Waiving or Suspending Rules**

A rule of *procedure* may be suspended or waived at any single meeting by a unanimous vote of the EDC members present, unless such rule is set by State Law or Town of Ledyard ordinance.

## ARTICLE XI – PARLIAMENTARY AUTHORITY

The Parliamentary Authority for the EDC shall be the rules contained in the current edition of Robert's Rules of Order Newly Revised and shall govern the EDC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the EDC may adopt.

Adopted by the Ledyard Economic Development Commission on **February 4, 2025**.