

Town of Portsmouth, Rhode Island Economic Development Committee

BY-LAWS AND RULES

**Adopted by the Portsmouth Town Council, August 9, 2005 with
Amendment 1 approved by the Town Council, April 9, 2007 and
Amendment 2 approved by the Town Council
Amendments adopted by the Portsmouth Town Council,
August 13, 2019**

ARTICLE I -- TITLE

The title of the Committee shall be *The Town of Portsmouth Economic Development Committee (PEDC)*), herein after referred to as *the Committee*. The Portsmouth Town Council formed the Committee at a regular Council meeting, April 8, 1991.⁴

ARTICLE II -- MEMBERSHIP

Section 1. General

The Committee shall consist of no more than fifteen (15) regular members¹, who shall have voting rights, appointed by the Town Council. One regular member will be a Youth Representative. In addition to the regular members, the Town Council shall appoint one or more councilperson(s) to serve as liaison with no voting power. The Town Director of Business Development will serve on the committee as ex-officio with no voting power.

Section 2. Appointment

- a. Each regular member (except the Youth Representative) shall be appointed by the Town Council for a term of three (3) years. At the end of a term, a member may make a written request for reappointment. In the event of a regular member vacancy, the Town Council shall appoint a new member to serve a full term from date of appointment. Council appointments shall be in accordance with Town Council rules and procedures for citizen appointments to committees.
- b. One Youth Representative shall be appointed by the Town Council and shall serve for a one (1) year term beginning on September 1 and expiring on August 31 of the following⁵ year. The selected youth shall conform to the following criteria.
 - i. Reside in the Town of Portsmouth.

¹ Amendment 1

⁴ Amendment 2

⁵ Amendment 2

- ii. Attend Portsmouth High School or another accredited high school. A senior selected may continue to serve his/her term after graduation.

Section 3. Resignation, Removal and Leaves of Absence²

- a. **Resignation.** Any member who does not feel that he or she can adequately continue duties as a Committee member shall provide a letter of resignation⁶ to the Town Council with copy to the Committee Chairperson.

- b. **Removal⁶.** Any member who is determined to be not discharging their responsibilities as a productive member of the Committee (e.g. repeated absence from meetings, nonparticipation as a productive member of a special working group, etc.), as determined by a simple majority vote of the regular members, shall be considered delinquent. The Chairperson will notify the delinquent member of that status and request the delinquent member provide justification for their lack of performance by the next regularly scheduled meeting. At the next regularly scheduled meeting, and by a vote of two-thirds of the remaining regular members of the Committee in attendance, either the delinquent status will be rescinded, or the delinquent member will be requested to resign. The Chairperson will notify the delinquent member in writing of the request to resign with a copy to the Town Clerk. Such notice will include full text of this paragraph. The delinquent member will have a two (2) week period to submit their resignation to the Town Council or to make justification to the Town Council to remain as a member of the Committee. The Chairperson shall at the same time request the Town Council upon receipt of the resignation or upon receipt of justification to remain as a member of the Committee or upon failure of the delinquent member to respond in the specified time, to resolve the status of the member in a manner that serves the best interests of the Committee.

- c. **Leaves of Absence⁷**
 - 1. Leaves of absence may be granted for a period of six (6) months or less due to special circumstances for a regular member who may not be able to discharge his or her duties as a productive member of the Committee. Regular members desiring a leave of absence shall provide a request in writing to the Committee Chair as to why he or she cannot adequately perform all or some of his or her Committee duties. The request will explain the circumstances and period of time requested for the leave of absence. The leave of absence will be placed on the Committee agenda and voted upon. If the request is approved, the member will be removed from the list of regular members and placed in a “leave of absence” status. Members in a leave of absence status are encouraged to participate in Committee activities as their situation allows, but will be considered non-voting members and not be counted against the roll of regular members when establishing a quorum per **ARTICLE VII**³.
 - 2. A member serving on a leave of absence will revert to regular member status at the conclusion of the specified leave of absence period or upon submission a written request to return to regular member status.

² Amendment 1

³ Amendment 1

⁶Amendment 2

⁷Amendment 2

ARTICLE III -- OBJECTIVES

Section 1. Primary Objective⁸

The primary objective of the Committee is to advise the Town Council on economic-related matters. Town Officials may from time to time, refer to the Committee for its review and comment/action matters of community development and viability, including such issues as land, economic, and infrastructure development. Town Officials shall keep the Town Administrator informed of interaction with the committee.

Section 2. Other Objectives

The Committee shall not be limited to issues referred to it by the Town Officials and may discuss and make recommendations to the Town Officials and Staff on any matter involving community development and viability within the Town of Portsmouth. Town residents are also encouraged to submit issue items to the Committee.

Section 3. Reports

- a. **Annual Report.** The Committee shall prepare and submit an Annual Report to the Town Council. This report will be presented as soon as feasible following the end of the calendar year⁹ at a regularly scheduled Town Council meeting and will include a report by the Town Director of Business Development.
- b. **Non-recurring Reports.** The Committee may, at their discretion, submit other reports, letters, memos, etc. to the Town Council providing information or recommendations on economic-related issues.
- c. **Youth Representative Report.** The Youth Representative will be required to submit a report to the Committee prior to the end of their term.

ARTICLE IV -- OFFICERS AND THEIR DUTIES

Section 1. Elections¹⁰

At the first regular meeting of the calendar year, the Committee, by simple majority, shall hold elections for a Chairperson, Vice-Chairperson and Secretary. Each shall serve from the next meeting until the first meeting of the following calendar year or until a successor is elected and assumes office.

⁸ Amendment 2

⁹ Amendment 2

¹⁰ Amendment 2

Section 2. Vacancies

In the event an office becomes vacant, the Committee, at a regular meeting determined by the Chairperson, shall elect a member to serve the remainder of the vacated term.

Section 3. Chairperson

The Chairperson shall preside at all meetings of the Committee. The Chairperson shall have all of the powers granted in these by-laws and rules and as further dictated by the Town Council. The Chairperson accepts the leadership responsibility to maintain contact with Town Officials to guide the Committee's efforts to best support the economic goals of the Town. The Chairperson shall approve all official documents generated by the Committee. The Chairperson shall approve all budget submissions and requests for expenditure of budgeted funds. The Chairperson may delegate such powers and duties as deemed appropriate.

Section 4. Vice-Chairperson

The Vice-Chairperson shall assist the Chairperson as required and assume the duties and powers of the Chairperson in his/her absence.

Section 5. Secretary

The Secretary shall keep written records of all meetings, procedures, actions and correspondence of the Committee and shall send notices of meetings, information and materials to the members. The Secretary shall ensure that meeting notices and agendas are posted as required by the State and Town for open meetings.

ARTICLE V -- MEETINGS

Section 1. Regular Meetings

- a. Regular meetings shall be held monthly. Regular meetings may be suspended for special circumstances by a simple majority vote. A regular meeting shall be suspended if a quorum is not present.¹¹
- b. The Committee, at its first meeting of each year, shall set the day and time of regular meetings.
- c. The place of each meeting will be determined monthly and specified in the meeting announcement.
- d. Notice of regular meetings will be as dictated by the State and Town for open meetings.

¹¹ Amendment 2

Section 2. Special Meetings

- a. Special meetings may be called at any time by order of the Chairperson or by written request of three (3) regular members.
- b. Notice of any formal special meeting shall be given to all Committee members at least forty-eight (48) hours prior to the scheduled starting time of the meeting by a personal conversation, by voice mail, and/or email with each Committee member.¹²
- c. Notice of special meetings will be as dictated by the State and Town for open meetings.

Section 3. Informal Meetings and Ad-Hoc Groups

- a. Informal meetings (such as Annual Report preparation meetings, preparation for issue discussion, ad-hoc sub-committees, etc.) may be called by any member. These meetings have no requirement for committee member attendance, written record or documentation or prior announcement to the public. Any recommendations formulated at these meetings shall be brought to a regular meeting. No votes shall be taken.
- b. Ad-hoc groups may be created by the Committee, as it may deem necessary, to expedite its work. The Chairperson will appoint members of ad-hoc groups. Ad-hoc groups shall make reports at regularly scheduled meetings. The Chairperson shall be a member, ex-officio, of all ad-hoc groups.

Section 4. Parliamentary Procedure

In parliamentary matters, *Roberts Rules of Order* shall govern.

ARTICLE VI -- ORDER OF BUSINESS

The order of business for meetings shall be:

Call to Order
Roll Call
Approval of Minutes
Communications
Unfinished Business
New Business
Open Discussion
Next Meeting Date
Adjournment

ARTICLE VII -- QUORUM AND VOTING

Section 1. Quorum

A quorum shall be at least half of the current regular members.

Section 2. Voting

Except as specified otherwise herein, voting will be by a simple majority of regular members present.

ARTICLE VIII -- INDEMNIFICATION¹³

Indemnification for Committee members will be as specified by the Town Council.

ARTICLE IX -- FINANCES

Section 1. Budget Submission

The Committee shall formulate and submit an annual budget request to the Town Administrator for inclusion in the Town's budget process.

Section 2. Expenditures¹⁴

Any expenditure of budget funds shall be authorized by simple majority vote except that the Chairperson may authorize expenditures of fifty (50) dollars or less. All expenditures shall be recorded and reported at the next regularly scheduled meeting.

ARTICLE X -- OPEN MEETINGS

All regular and special meetings of the Committee are considered "Open" and shall conform to the State and Town rules for Open Meetings.

ARTICLE XI -- AMENDMENTS

The Town Council may modify these By-laws at any time by a majority vote by the Council. The Committee may at any time recommend, to the Town Council, amendments to these By-laws by an affirmative vote of at least two-thirds of the regular members of the Committee.

¹³ Amendment 2

¹⁴ Amendment 2

RECORD OF AMENDMENTS

Amendment 1 - Approved by the Town Council April 9, 2007

ARTICLE II - MEMBERSHIP

Change to Section 1. General

Change line 1 from “The Committee shall consist of no more than twelve regular members ...” to read “The Committee shall consist of no more than fifteen (15) regular members ...”

Change to Section 3. Resignation and Removal

Change Section 3 title from “**Section 3. Resignation and Removal** “ to read “**Section 3. Resignation, Removal and Leaves of Absence**”

Add Section 3 paragraph c to read:

“c. **Leaves of Absence.** Leaves of absence may be granted for a period of six (6) months or less due to special circumstances for a regular member who may not be able to discharge his or her duties as a productive member of the Committee. Regular members desiring a leave of absence shall provide a request in writing to the Committee Chair as to why he or she cannot adequately perform all or some of his or her Committee duties. The request will explain the circumstances and period of time requested for the leave of absence. The leave of absence will be placed on the Committee agenda and voted upon per **ARTICLE VII - QUORUM AND VOTING**. If approved, the member will be removed from the list of regular members and placed in a “leave of absence” status. Members in a leave of absence status are encouraged to participate in Committee activities as their situation allows, but will be considered non-voting members and not be counted against the roll of regular members when establishing a quorum per **ARTICLE VII.**”

Amendment 2 - Approved by the Town Council

ARTICLE I - TITLE

Delete the last sentence

ARTICLE II - MEMBERSHIP

Section 2

Clarifies Appointment of Youth Representative

Section 3a

Clarifies Resignation procedure

Section 3b

Clarifies Removal procedure

Section 3c

Removes specification on "VOTING PER ARTICLE VII..." to simply "vote".

Add subparagraph c2 on returning to regular member status.

ARTICLE III - OBJECTIVES

Section 1

Clarifies Primary Objective

Section 3a

Clarifies submission of Annual Report

ARTICLE IV - OFFICERS AND THEIR DUTIES

Section 1

Removes reference to Annual Report with regard to election of officers

ARTICLE V - MEETINGS

Section 1a

Removes redundancy of regular meeting voting

Section 2b

Rephrased to clarify notification for special meetings

ARTICLE VIII - INDEMNIFICATION

Clarifies indemnification to be as specified by Town Council.

ARTICLE IX - FINANCES

Section 2

Clarifies reporting of expenditures