

To: **WCLDC Board Members**  
Re: **Minutes of November 10, 2021, SPECIAL (Governance Committee)**  
**Meeting of the Board of Directors**

*Present:* Peter McDevitt – Chair  
Jack Diamond – Vice Chair  
Craig Leggett – Treasurer  
Gene Merlino – Assistant Treasurer  
Brad Magowan – Secretary  
Michael Wild – Director  
Travis Whitehead – Director

*Guests:* Robert Terwilliger – Assistant County Attorney  
Larry Elmen – Warren County Attorney  
Matt Fuller – EDC Chairman  
Zelda – Member of the Public

*Staff:* Jim Siplon – EDC President  
John Wheatley – EDC Vice President  
Linda Oldenburg - Economic Development Coordinator

On November 21, 2021, the Board of Directors for Warren County Local Development Corporation met in person at Warren County Board Room (the meeting was also available via zoom and live on Warren County’s LDC YouTube Channel.) The following items of business were discussed:

- **Welcome & Call to Order:** WCLDC Chair, Peter McDevitt welcomed everyone and called the meeting to order at 11:02 a.m.
- **By-Laws Review:** Chairman McDevitt started by stating the intent of the special meeting is to review the WCLDC by-laws. WCLDC by-laws were adopted December of 2011. A motion was made by Brad Magowan and seconded by Jack Diamond to have Craig Leggett chair the Governance Committee led review of the WCLDC by-law changes that motion unanimously approved by the current Governance Committee members Craig Leggett, Jack Diamond and Brad Magowan. Governance Committee Chair Leggett opened the meeting by reminding all of the, purpose to review WCLDC by-laws that will be presented to the full WCLDC board of directors for consideration and adoption. Within the WCLDC by-laws, WCLDC governance committee has a duty to recommend periodic bylaw revisions. Including rules and procedures for

the conduct, the business and corporation. All board members were supplied with a copy of the bylaws EDC President Siplon mentioned that two areas that needs to be updated ethics complaints and the other on FOIL's and its appeals process. Jack Diamond brought up the Certificate of Incorporation is referenced in the bylaws and it was agreed to incorporate it into the bylaws in Article I Section 2. Governance Committee chair Leggett proceed with the agenda setting a timeline for Governance Committee review and revisions and it was estimated to take about three committee meetings and next meeting was scheduled for December 1, 2021 at 11:00 am in the Board Room at the County if the room is available. It was agreed upon by President Siplon that administrative support would come from EDC organizing meetings and for preparing the document. The process for reviewing and revising the bylaws was determined to start at the very

beginning and take them one by one. Changes are as follows:

- ARTICLE I – Section 2 incorporate number 2 from Certificate of Incorporation within this section.
- ARTICLE II – Section 1 correct miss capitalization of Sole Member
- ARTICLE III – Section 2 Notice of Annual Meeting: add email/mail correct capitalization of Member
- ARTICLE III – Section 3 add mailed/mailed where appropriate and correct capitalization of Sole Member.
- ARTICLE IV – Section 5 add unless otherwise noticed at add after OML unless otherwise noticed Robert Rules order and other rules as set by the board of directors. Any rules set by the board of directors would take precedent over Robert's rules.
- ARTICLE IV – Section 6 Quorum – Need clarification
- ARTICLE IV – Section 7 –Action by the Board - remove the following “All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the voting Directors present at the time of the vote at a duly convened meeting at which a quorum is present.
- ARTICLE IV – Section 8 Meeting by Videoconference – Add State Law OML within the first paragraph and also need more research on this.
- ARTICLE IV – Section 9 Annual Report – correct miss capitalization of Annual Meeting
- ARTICLE IV – Section 10 Organization – Underscore

Organization and add Secretary/their stated delegate as chosen by majority of the voting directors present shall keep complete and accurate – this delegation will take place at the Annual Meeting.

- ARTICLE IV – Section 11 – Underscore Attendance
- ARTICLE IV – Section 12 – Underscore Compensation
- ARTICLE IV – Section 13 – Underscore Corporate Compliance – No latest revisions since 2009
- ARTICLE IV – Section 14 – Underscore Code of Ethics – Need an update from WCLDC Attorney
- ARTICLE IV – Section 15 – Underscore Administrative Policies – add workplace violence and sexual harassment
- ARTICLE IV – Section 16 – Underscore Board Member Training and add All Board Members must participate in continuing training every (2) years to remain informed of the best practice and regulatory and statutory changes related to effective oversight of management and financial activities of the Corporation.
- ARTICLE IV – NEW Section 17 – Board Rules – Will look into incorporating some of what Warren County Board of Supervisors are currently used to be discussed further.

- **Executive Session:**

- **Approved Resolutions:**

- **Other Business:** Director Wild asked to discuss a matter unrelated to the By-laws review. Chairman McDevitt suggested that since this is a Special Meeting on By-Laws could this conversation be taken up at our regular Board Meeting. Director Wild did agree to wait until the next Board Meeting which is scheduled for November 18, 2021 at 11am.

**IX: Adjournment:** Upon no further business to come before the board, a motion is made by Secretary Magowan seconded by Director Wild and carried unanimously to adjourn the meeting at 1:07 p.m.