

RESOLUTION NO. 2012/28

**A RESOLUTION CONFIRMING THAT BEAUFORT COUNTY COUNCIL SHALL HAVE THREE APPOINTMENTS TO THE BOARD OF THE LOWCOUNTRY ECONOMIC ALLIANCE, THAT THE THREE SEATS SHALL BE OPEN FOR APPOINTMENT TO ANY CITIZEN OF BEAUFORT COUNTY AS MAY BE NOMINATED AND APPROVED BY COUNTY COUNCIL.**

**WHEREAS**, Beaufort County Council adopted Resolution 2008-10 creating the Lowcountry Economic Development Alliance Board (the "Board") and adopting the by-laws thereof for the purpose of promoting economic development in the lowcountry area; and

**WHEREAS**, subsequent to its creation, the Board has gone through several changes including the withdrawal of Jasper County as a participating entity and the inclusion of several municipalities as participating entities; and

**WHEREAS**, Beaufort County Council desires to reconfirm that it shall have the authority to appoint three members to the Board with those members being appointed at-large from Beaufort County by nomination and approval of County Council; and

**WHEREAS**, one of the current Board members, Gary Kubic, Beaufort County Administrator, has expressed a desire to be removed from his seat on the board thereby opening said seat for nomination and appointment; and

**WHEREAS**, Beaufort County Council desires to express its gratitude and thanks to Mr. Kubic for his zealous representation of Beaufort County's economic development interests during his time serving as a Board member.

**NOW, THEREFORE, BE IT RESOLVED**, that Beaufort County Council hereby reconfirms that it shall have the authority to appoint three members to the Lowcountry Economic Development Alliance Board, with said seat being open to an at-large nomination and acceptance by Beaufort County Council.

**BE IT FURTHER RESOLVED**, the Beaufort County Council hereby removes Gary Kubic from and his seat on the Lowcountry Economic Development Alliance Board thereby opening said seat for future nomination and appointment.

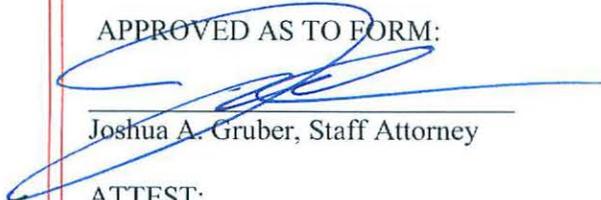
**DONE** this 26<sup>th</sup> day of November, 2012.

COUNTY COUNCIL OF BEAUFORT COUNTY

BY: 

Wm. Weston J. Newton, Chairman

APPROVED AS TO FORM:

  
Joshua A. Gruber, Staff Attorney

ATTEST:

  
Suzanne M. Rainey, Clerk to Council

A RESOLUTION

Creating the Lowcountry Economic Alliance between Beaufort and Jasper Counties.

WHEREAS, pursuant to discussions of Beaufort County Council, it is deemed appropriate and necessary to organize an Economic Development Alliance to enhance the opportunities for grant funding, planning, and marketing of Beaufort and Jasper Counties. The creation of an Alliance is based upon the recognition that each county will mutually benefit by working together in the pursuit of common interests.

1. In order to support the Alliance, it is recommended that each County contribute to the success of the Alliance. It is also recognized that the Lowcountry Economic Network will fulfill the funding responsibility of Beaufort County. The By-Laws are described on the attached Exhibit A.
2. The Alliance shall have a Board comprised of the following membership:
  - a. One elected official from Jasper County Council;
  - b. One elected official from Beaufort County Council;
  - c. A staff official charged with economic development for Jasper County;
  - d. The Executive Director of the Lowcountry Economic Network;
  - e. A private business representative from Jasper County;
  - f. A private business representative from Beaufort County.
3. Any vacancy will be filled by its representative Council.
4. The members shall elect a Chairperson from its membership.
5. The Board shall meet at least quarterly.

NOW, THEREFORE, BE IT RESOLVED, that Beaufort County Council does hereby approve this Resolution to create an Economic Development Alliance with Jasper County to promote and enhance economic opportunities with each jurisdiction.

Adopted this 23<sup>rd</sup> day of June, 2008.

COUNTY COUNCIL OF BEAUFORT COUNTY

BY: 

Wm. Weston J. Newton, Chairman

ATTEST:

  
Suzanne M. Rainey, Clerk to Council

cause it to fail to qualify under Section 501(c)(6) of the United States Internal Revenue Code as amended from time to time, or successor provisions thereto ("the Internal Revenue Code").

**ARTICLE III.**  
**STRUCTURE AND GOVERNANCE**

**SECTION 3.1** **The Board of Directors.** The authority and responsibility of governance and policy-making decisions of the Alliance shall be vested in its Board of Directors. The Board shall take appropriate action to achieve and maintain private, non-profit 501(c)(6) status for the Alliance.

**SECTION 3.2** **Composition.** The Board of directors shall consist of the following voting members.

- One elected official from Beaufort County Council;
- One elected official from Jasper County Council;
- A staff official charged with economic development for Jasper County;
- The Executive Director of the Lowcountry Economic Network;
- A private business representative from Jasper County;
- A private business representative from Beaufort County.

**SECTION 3.3** **Additional members** may be appointed by a two-thirds majority of the voting members of the Board of Directors for reasons deemed appropriate by the Board. Private sector Board membership is desirable and encouraged. Such members shall serve three-year terms and may be reappointed to serve consecutive terms. Voting membership is transferable or assignable only by the appointing authority.

**SECTION 3.4** **The officers** of the Alliance Board shall be the Chair, the Vice-chair, the Secretary and the Treasurer. The officers shall have the powers and perform the duties usually incident to that office and those prescribed by the Board of Directors.

**SECTION 3.5** **Regular Meetings and Quorum** The Board shall meet at least quarterly and on a regular meeting schedule to be approved by the Board. A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Once a quorum is present, those remaining present may thereafter conduct any and all business properly coming before the meeting; unless otherwise provided for by these Bylaws or by other proper action of the Board of Directors, a majority of those present and voting shall be required to decide any issue

**SECTION 3.6** **Special Meetings.** Special called Board meetings may be held only within the Region.

**SECTION 3.7** **Notice.** A notice of the date, time, and place of all meetings of the Board of Directors shall be given at least three days prior thereto by mail, telefax, or email, except in case of emergency. In the case of a special meeting, the purpose of the meeting shall be stated in the notice.

**SECTION 3.8** **Budget** The board shall adopt an annual budget for the Alliance, which may be amended or revised from time to time as needed.

**EXHIBIT A**

**LOWCOUNTRY ECONOMIC ALLIANCE**  
**BY-LAWS**

**ARTICLE I.**  
**NAME**

**SECTION 1.1** The name of the organization shall be the Lowcountry Economic Alliance, hereinafter referred to as the LEA or the Alliance.

**ARTICLE II.**  
**PURPOSE, VISION, AND MISSION**

**SECTION 2.1** The purpose of the Alliance is to position and market the South Carolina Lowcountry Region to compete successfully for global business investment. For purposes of these Bylaws, Lowcountry region is comprised of Beaufort and Jasper Counties.

**SECTION 2.2** The vision of the Alliance is a diversified Lowcountry economy wherein the region is positioned to market the Lowcountry to potential new businesses creating jobs that pay above the State average wage level.

**SECTION 2.3** The mission of the Alliance is to further the purpose and vision as set out above in the following ways:

- 2.3.1 Market the Lowcountry Region to targeted business sectors
- 2.3.2 Support the economic development activities of both public and private sector organizations within the Region.
- 2.3.3 Build cohesive relationships among and between the Region's public and private sectors.
- 2.3.4 Cooperate with federal, state, regional, and local economic development organizations and activities.
- 2.3.5 Work to solicit resources that further the mission and vision of the organization.
- 2.3.6 Work to build synergistic systems and teams to address the workforce deficiencies found in the region.
- 2.3.7 Work to identify and promote policies that support the need for affordable workforce housing in the region.
- 2.3.8 Educate local, state, and federal officials of critical economic development issues for their consideration as new policies and laws are considered and developed.
- 2.3.9 Engage in such other lawful activities from time to time in furtherance of its mission as the Board of Directors may find appropriate.

**SECTION 2.4** The Alliance shall also have the authority to do any and all lawful acts and to engage in any and all lawful activities which may be necessary or appropriate in connection with the aforementioned vision and mission; *provided however*, that in carrying out its purposes and exercising its powers, the Alliance (Lowcountry Economic Alliance) shall not engage in any activities which would

**SECTION 3.9 Committees.** The board shall have an Executive Committee, consisting of the officers of the Board and the most immediate past Chair, which may act for the Board of Directors between meetings as authorized by the Board. The board may appoint such other standing and special committees from time to time as it deems appropriate. Members of such committees may include Board members, as well as individuals representing regional business interests, local governments, public agencies, educational institutions, non-profit organizations, Alliance supporters and interested citizens.

**ARTICLE IV.**  
**OPERATIONS**

**SECTION 4.0 Staffing.** The established economic development staff for each county government shall have the authority and responsibility to conduct the day-to-day operations and carry out actions as authorized by the Board. The established economic development staff for Beaufort County is the Lowcountry Economic Network.

**ARTICLE V.**  
**REGIONAL RESPONSIBILITY**

Board members individually and collectively shall be considerate of the entire Region's needs for economic development and shall not, in any way, limit their actions, interests and concerns to the geographic area in which they live, conduct business or represent on the Board.

**ARTICLE VI.**  
**OTHER RESPONSIBILITIES**

**SECTION 6.0 Conflict of Interest**

- (a) Purpose:  
The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
  
- (b) Definitions:
  - 1. Interested Person – Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  
  - 2. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or;
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 9(c)2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(c) Procedures:

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(d) Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE VII.**  
**AMENDMENTS**

These By-Laws may be amended by a two-thirds majority of the voting members of the Board, provided written notice of such proposed amendment, including a copy of the amendment, is mailed to each board member at least two weeks prior to such meeting. Any such amendment shall be without material change from the proposed amendment mailed to each board member.

All by-law amendments are conditioned upon approval by Beaufort and Jasper County Councils.