

# BYLAWS FOR THE BUSINESS ADVISORY COUNCIL OF FAIRFIELD COUNTY ESC

## Article 1: Definitions

1. Board: The Board of Directors of the Business Advisory Council.
2. Director: A member of the Board of Directors.
3. Member: A member of the BAC.
4. BAC: Business Advisory Council.
5. Year: The twelve-month period that begins on 1 July.
6. Quorum: The minimum number of participants who must be present when a vote is taken: A majority of the directors for the BAC must be present.

## Article 2: Board

The governing body of the BAC shall be the Board consisting of up to eighteen (18) members representing the Fairfield County ESC and member school districts.

## Article 3: Appointment of BAC Members and Election of Directors and Officers

**Section 1** – Council Membership shall be approved at the annual BAC meeting. Membership on the Council shall consist of up to two members from each school district and at least two at large members. The first annual meeting shall be the first meeting held after January 1, 2018. All subsequent annual meetings shall occur before December 31. Each Council Member shall serve three year terms. One third of the initial council member shall serve for one year, one third for two years and one third for three years. Rotation of BAC Members shall be determined by lottery conducted at the initial meeting of the BAC.

**Section 2** - The - Board of Directors shall meet quarterly.

**Section 3** - Officers of the BAC.

- (a) During the annual meeting the President, Vice President, and Secretary shall be elected.
- (b) A vacancy in the position of any officer shall be filled by action of the remaining directors-elect.

## Article 4: Duties of Officers

The specific duties of the officers are as follows:

**Section 1** - President. It shall be the duty of the president to preside at meetings of the BAC and to perform other duties as ordinarily pertain to the office of president.

**Section 2** - Vice-President. It shall be the duty of the vice-president to preside at meetings of the BAC in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 3 – Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of board and committee meetings; and record and preserve the minutes of such meetings.

## **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of the BAC shall be held not later than December 31st in each year, at which time the appointment and approval of officers and directors to serve for the ensuing year shall take place.

**Section 2 – Board Meeting.** The regular meetings of the BAC shall be held at least once quarterly and at times directed by the Board. Due notice of all meetings and changes in or cancelations of the regular meeting shall be given to all members of the Council and noticed to the public.

**Section 3 – Quorum.** A majority membership shall constitute a quorum of the BAC.

## **Article 6: Method of Voting**

The business of the BAC shall be transacted by voice vote..

## **Article 7: Committees**

Ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it and such additional business as may be referred to it by the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

## **Article 8: Duties of Committees**

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of committee chair to provide the necessary leadership to prepare and plans presentations.

## **Article 9: Resolutions**

The BAC shall not consider any resolution or motion to commit the BAC on any matter until the board has considered it. Such resolutions or motions may be offered at any regular meetings of the BAC.

### **Article 10: Order of Business**

Meeting called to order.  
Introduction of visitors.  
Correspondence, announcements, and information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

### **Article 11: Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting.

### **Article 12: Proxy:**

It is understood that on occasion a member of the BAC will not be able to attend a scheduled Board Meeting and may need to designate an individual from their organization to represent them at a Board Meeting. Members may appoint a Proxy to represent them and the President shall be notified of any proxy appointment prior to the scheduled meeting.

### **ADOPTED:**

April 17, 2018