

**DURHAM COMPACT BOARD OF ADVISORS
BYLAWS**

ARTICLE I – NAME, MISSION, PURPOSE, ESTABLISHMENT AND AUTHORITY

Section 1 Name

The name of the organization shall be the Durham Compact Board of Advisors, hereinafter referred to as the “Board” in executing its duties and responsibilities.

Section 2 Mission

The Board is an advisory council that supports the Durham Compact’s strategic direction. The Board also provides direction to members of the Durham Compact.

Section 3 Purpose

The purpose of the Board shall be to advise, assist and support, as well as advocate for, the Durham Compact program on matters designed to increase collaborative efforts between the City of Durham and its strategic alliances.

Section 4 Establishment and Authority

The Durham Compact Board of Directors is established and receives its authority in accordance with the Durham Compact Office and the City of Durham’s Office of Economic and Workforce Development.

The Board shall represent a wide variety of corporations, educational institutions, philanthropic organizations and community stakeholders throughout the local area. The Board serves as a strategic convener to promote and broker effective relationships between strategic alliances, Durham City, Durham County, the Office of Economic and Workforce Development and the City of Durham’s Innovation Lab. The Board shall maintain strategic and strong relationships with business organizations, chambers of commerce, labor and trade associations, education providers, philanthropic and financial organizations, community stakeholders, and others as needed or required.

Section 5 Relationship of Board Members to the Durham Compact Program

It is the role and sole prerogative of the Durham Compact Office, through and with the approval of the Office of Economic and Workforce Development, to enact policy. The Board of Advisors is expected to offer recommendations for program improvement and to provide information relevant to policies and rules which impact Durham Compact members and programs.

ARTICLE II – FUNCTIONS, DUTIES AND OVERSIGHT RESPONSIBILITIES

Section 1 Functions and Duties

The duties and responsibilities of the Board shall include, but are not limited to, the following:

- a. To promote a collaborative relationship among the Durham Compact Office, City of Durham’s Office of Economic and Workforce Development, the Built2Last programs and anchor institutions or employers.
- b. To act as an extension of the Durham Compact Office;
- c. To facilitate cooperation and communication between the Durham Compact program and the community;
- d. To offer recommendations for program improvement;
- e. To support and advocate for the Durham Compact programs by helping to raise the Durham Compact office’s profile and visibility; and
- f. Assist, when asked, the Durham Compact Manager and the Office of Economic and Workforce Development leadership team in setting priorities, including participation in the Durham Compact’s ongoing planning activities.

ARTICLE III – MEMBERSHIP

Section 1 Membership

Inaugural Board members shall be selected and appointed by a member of the Office of Economic and Workforce Development’s Leadership and the Durham Compact Manager. Subsequent Board members shall be nominated for appointment by the Durham Compact membership. Members shall represent a cross section of private and public sector, educational and philanthropic institutions as well as some of the clients served by the Durham Compact and Built2Last programs.

Section 2 Composition and Size

The Board shall consist of a minimum of ten (10) members and a maximum of fifteen (15) members. The Durham Compact Manager shall serve as the inaugural chair of the Durham Compact Board of Advisors as well as Board liaison. To ensure Board integrity and to prevent conflict of interest issues, full- and part-time permanent City employees are prohibited from serving as either an actual or ex-officio member of the Board of Advisors.

Section 3 Terms of Appointment

- a. Members of the Board shall serve for a term of two (2) years.
- b. No member shall serve more than two consecutive terms; but, a former member may be re-appointed after a one-year absence from the Board.
- c. Terms shall begin July 1 and end June 30 of each fiscal year.

Section 4 Attendance, Removal and Termination

- a. Should a Board member cease to represent the category to which he/she was appointed to fill on the Board through change in status, said Board member can be removed and replaced by the Chair.
- b. A Board member may be removed by the Chairperson if he/she becomes unable to perform his/her duties.

Section 5 Resignation

- a. When members deem it necessary to resign from their appointment to the Board, they shall tender their written resignation to the Board Chair with copies to the Durham Compact Manager.
- b. The Board Chair shall follow Article III, Section I, to replace the member who will serve for the remainder of the unexpired term.
- c. If the Board Chair resigns, the Vice Chair shall serve as Acting Chair until a new Chair is elected by the Board.

Section 6 Voting by Proxy

- a. Proxy voting shall be permitted at any meeting in the event the member is absent and has given written consent that their proxy may vote in their place.
- b. The Chairperson, Vice Chairperson, or other designate presiding over the meeting is to be given prior notification of the proxy before calling the meeting to order.
- c. The attendance of members by written proxy shall be announced immediately following the call to order.

Section 7 Vacancy

- a. In the event of a vacancy, the Board Chair shall notify the Durham Compact Manager as soon as possible.
- b. Vacancies on the Board shall then be filled in the same manner as outlined in Article III, Section 1.
- c. Members appointed to fill a vacancy may assume the term of the position vacated and may reapply once the term has ended.

Section 8 Reappointment

- a. A member who desires to be reappointed may be considered for appointment if the member's term limit has not expired. The member would then need to reapply for his or her position on the Board pursuant to Article III, Section 1.

Section 9 Compensation

- a. Members of the Board shall not receive compensation for their services.
- b. Nothing herein shall be construed to prevent members of the Board from receiving regular or special compensation from their respective employers, subject to the provisions of these Bylaws.

ARTICLE IV – OFFICERS

Section 1 Officers

- a. The Officers of the Board shall be a Chairperson, a Vice Chairperson, and a Recorder.
- b. Any additional officers of the Board must be created by an amendment of these Bylaws.

Section 2 Election

- a. The Officers shall be elected biennially by ballot in May or before the July meeting by the majority of the membership on the Board to serve for a term of two (2) years.
- b. Their term of office shall begin at the July meeting following the election except for the initial election of officers in which their term will begin at the instant either the Durham Compact Manager or Assistant Director of the Office of Economic and Workforce Development declare each officer elected.
- c. Officers are eligible to be re-elected for one additional term after the initial term.

Section 3 Chair

- a. The Chairperson shall preside at all Board meetings, advise the officers of the Board on matters of general policy, and appoint Chairs and members of all standing committees as deemed necessary for the Board to meet its functions as described in Article II, Section 1.
- b. The Chairperson shall represent the Board and has the authority to speak on its behalf at public meetings and functions.
- c. The Chairperson shall have the authority to and shall perform such other duties and functions as may be required by the Board of Advisors, its Bylaws, and applicable state and federal statutes and regulations regarding state and federal grants that fund specific Durham Compact programs.
- d. The Chairperson also has the authority to execute any document that may be lawfully executed on behalf of the Board.

Section 4 Vice Chair

- a. At the request of, or in the absence of the Chair, the Vice Chair shall perform the duties of the Chair.
- b. The Vice Chair shall have the authority to and shall perform such other duties and functions as may be required by the Durham Compact Board of Advisors, its Bylaws and, in the case where grants are used to fund programs, applicable state and federal statutes and regulations.
- c. The Vice Chair may also perform duties assigned to him or her by the Chair.

Section 5 Recorder

- a. The Recorder shall monitor the recording of the proceedings of the Durham Compact Board of Advisors meetings and document conflict of interest.

Section 6 Absence of Officers

- a. In the event of any vacancies of such officers, the Board of Advisors shall elect new officers at the next meeting of the Board to fill the vacancy for the remainder of the term.

ARTICLE V – EXECUTIVE COMMITTEE, STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1 Creation of Committees

- a. The standing committees of the Board shall be the Executive Committee, the Corporate Committee, Philanthropic/Finance Committee, Education Committee, Community Stakeholders Engagement Committee, and the Small Business Grassroots Engagement Committee.
- b. The Board may create additional standing committees, special committees, adhoc committees, task forces, or similarly designated groups as deemed necessary or desirable.
- c. All Board Committees must comply with these Bylaws.
- d. The Chairperson shall appoint, from among Board members, committee Chairpersons and committee members as needed.
- e. Committees shall consist of Board of Advisors members and community partners responsible for the implementation of the Board priorities and strategies. Community partners who serve on Board committees are not official members of the Board of Advisors.

Section 2 Description and Duties of the Executive Committee

- a. The Board of Advisors Executive Committee shall include the following: (a) Chair of the Board; (b) Vice Chair of the Board; (c) Recorder of the Board; and (d) Chair or co-Chairs of each standing committee of the Board.
- b. Members of the Executive Committee collaborate with other committees to undertake initiatives to leverage resources, financial and otherwise, in support of the Durham Compact’s programmatic activities.
- c. The Executive Committee also acts as a catalyst for systemic reform to improve the provision and coordination of the Durham Compact’s activities and services, when needed.
- d. The Executive Committee also ensures continuous improvement of the Board, actively coordinates with the Durham Compact Office, resolves inter-committee issues/opportunities, and establishes adhoc and task force committees as needed.

The duties of the Executive Committee shall include the following:

- a. Filling vacant Board of Advisor positions;
- b. Acting upon matters between the meetings of the full Board of Advisors;
- c. Exercising all powers and duties of the Board, except amendment of these Bylaws. The Executive Committee shall not act in conflict with actions or policies of the Board, the Office of Economic and Workforce Development or the Durham Compact Office. The Executive Committee shall only take actions that are time sensitive and cannot wait for a decision by the full Board of Advisors. Reports of action taken by the Executive Committee shall be distributed to Board members at its next regular meeting; and
- d. Assisting the Board Chair, Durham Compact Manager, and the Office of Economic and Workforce Development Director and/or Assistant Director with setting the Board of Advisors meeting agenda.

Section 3 Description and Duties of the Durham Corporate Committee

The Durham Corporate Committee, led by either a Chair or co-Chairs, shall be comprised of members of Durham's corporate community who are interested in helping both the City and County governments build a more inclusive and equitable community as outlined in the City of Durham's *Built2Last Roadmap*. These members shall also have special interest or expertise in contracting equity, impact investing, how to improve the success of minority entrepreneurship/small business development in cities, and how to create more diverse supply management chain. This body is also tasked with creating a comprehensive corporate implementation plan centered on key components of the *Built2Last Plan* and how to best leverage the private sector's resources to assist Durham's small, minority-, and women-owned businesses during and after the COVID-19 pandemic.

Members of the Corporate Committee will serve in an advisory capacity, via its chair or co-chairs, to the Durham Compact. Specifically, the Corporate Committee will be tasked with:

- Providing recommendations and advice to the Durham Compact Office on ways the City and County of Durham can improve the business climate in Durham, with a particular emphasis on small-, minority-, and women- owned businesses;
- Providing a forum for businesses to raise issues, discuss and have input on Durham's City and County policy responses to these issues;
- Providing input and recommendations on both the City and County of Durham's economic development plans, contracting programs, revitalization of distressed business districts, development of a talent pool for small-, minority- and women- owned businesses, and public/private partnership projects;
- Strategizing on a broad range of economic development and community development strategies that would best serve in the small business community during the COVID-19 pandemic;
- Providing training and workshops on a wide range of entrepreneurship topics including, but not limited to, strategy and business planning, entrepreneurship principles and business fundamentals, and business plan presentations and elevator pitches; and
- Assisting the Durham Compact with hosting an annual Durham Corporate Strategic Alliance Breakfast designed to encourage additional corporate members to join the Durham Compact and leverage their resources to support Built2Last COVID-19 pandemic and post-pandemic activities.

The Corporate Committee shall have two subcommittees: Supplier Diversity; and Corporate Social Responsibility. The duties and/or responsibilities of each subcommittee will be determined by the members of the Corporate Committee.

Section 4 Description and Duties of the Philanthropic/Finance Committee

The Philanthropic/Finance Committee, led by either a Chair or co-Chairs, shall be comprised of members of Durham's philanthropic and/or financial communities who have an interest in assisting Durham with creating a more inclusive and equitable society as outlined in the *Built2Last Roadmap*. These members shall utilize their skills and knowledge in developing a strategy which will disseminate Built2Last information and to solicit substantive information from the philanthropic and financial communities to

further the proposed outcomes of the Built2Last roadmap. In addition, the Philanthropic/Finance Committee will provide financial and philanthropic members of the community with a space to discuss, collaborate and give feedback on Built2Last.

Members of the Philanthropic/Finance Committee will serve in an advisory capacity, via its chair or co-chairs, to the Durham Compact. Specifically, the Philanthropic/Finance Committee will be tasked with:

- Providing recommendations and advice to the Durham Compact on opportunities for capital and grants to support the Bull City Equitable Development Fund as well as small-, minority-, and women- owned businesses, and Built2Last initiatives;
- Securing financial support from Durham Compact member philanthropic and/or financial institutions to invest in small-, minority- and women- owned businesses and the Bull City Equitable Development Fund;
- Developing and implementing fundraising plans and strategies to support both the Bull City Equitable Development Fund and small-, minority-, and women- owned businesses heavily economically impacted by the COVID-19 pandemic;
- Leveraging their network of personal and professional associates to identify, cultivate and steward potential and existing donors of influence and affluence; and
- Hosting semi-annual Financial Empowerment Roundtables designed to discuss and develop financial inclusion strategies for empowering marginalized communities and how best to assist small businesses in both pandemic and post-pandemic Durham.

Section 5 Description and Duties of Education Committee

The Education Committee, led by either a Chair or co-Chairs, shall be comprised of members of the educational community and shall have expertise in developing strategies for workforce talent and development in addition to small business training and technical assistance support for small-, minority- and women- owned businesses.

Members of the Education Committee shall serve in an advisory capacity, via its chair or co-chairs, to the Durham Compact Office. Specifically, the Education Committee will be tasked with:

- Providing recommendations and advice to the Durham Compact Office and the Office of Economic and Workforce Development on current educational opportunities available to the current and prospective workforce;
- Developing and implementing programs and activities which will provide Durham's marginalized, unemployed and underemployed residents with the opportunity to achieve the level of knowledge and skill necessary to secure employment that will pay a livable wage;
- Providing input on how to coordinate secondary and post-secondary education and workforce training;
- Identifying and developing projects that support small-, minority- and women- owned businesses and education collaboration to meet 21st century workforce development challenges; and
- Creating task forces that help build Durham's workforce readiness, generate high skilled jobs, enhance Durham's ability to keep and attract talent, and help historically underrepresented businesses grow and prosper.

Section 6 Description and Duties of the Community Stakeholders Engagement Committee

The Community Stakeholders Engagement Committee, led by either a Chair or co-Chairs, shall be comprised of members of the Durham Compact's strategic alliance's community stakeholders' groups as well as Durham residents and organizations that promote or have interest or expertise in one or more Built2Last initiatives and their impact on the Durham community. The members will utilize their expertise and community engagement skills to develop a strategy which will disseminate Built2Last information and to solicit substantive information from the community to further the proposed outcomes of the *Built2Last Roadmap*. In addition, the Community Stakeholders Engagement Committee will provide community members with a space to discuss, collaborate and give feedback on *Built2Last* initiatives.

Members of the Community Stakeholders Engagement Committee will serve in an advisory capacity, via its chair or co-chairs, to the Durham Compact Office. Specifically, the Community Stakeholders Engagement Committee will be tasked with:

- Using their expertise to help build support for Built2Last and Economic and Workforce Development initiatives;
- Serving as conduits of information to and from their respective organizations and networks; and
- Developing and implementing strategies for assisting the Durham Compact Office and its constituents in relationship building and stewardship of specific communities within Durham for the purpose of ensuring that those Durham communities see the value that the Durham Compact has to offer their membership and their local communities.

Section 7 Description and Duties of Small Business Grassroots Engagement Committee

The Small Business Grassroots Engagement Committee, led by either a Chair or co-Chairs, shall be comprised of members of the Durham Built2Last Small Business Team. These members shall have special interest or expertise in engaging and assisting, at the grassroots level, small-, minority- and women- owned businesses that would qualify for assistance under the guidelines of the Durham *Built2Last Roadmap*. The Small Business Grassroots Engagement Committee provides the Built2Last Small Business Team with a space to discuss, collaborate and give feedback on Built2Last and Economic and Workforce Development projects that may benefit small-, minority- and women- owned businesses.

Members of the Small Business Grassroots Engagement Committee shall serve in an advisory capacity, via its chair or co-chairs, to the Durham Compact Office. Specifically, the Small Business Grassroots Engagement Committee will be tasked with:

- Using their expertise to help build support for Built2Last and small-, minority- and women- owned businesses-related initiatives;
- Providing programs that will match small-, minority- and women- owned businesses with government programs;
- Providing programs that will provide opportunities for small-, minority- and women- owned businesses and large businesses to form partnerships;
- Serving as conduits of information to and from their respective organizations and networks; and
- Developing and implementing strategies for assisting the Durham Compact Office and its constituents in relationship building and stewardship of small-, minority-, and women- owned

businesses within Durham for the purpose of ensuring that those Durham communities see the value that the Durham Compact has to offer their membership.

Section 7 Other Committees

- a. The Board shall from time to time establish other committees to assist the Durham Compact Office in carrying out its duties or current work;
- b. The Board Chair may from time to time establish adhoc committees, task forces or workgroups to assist the Durham Compact office in carrying out its duties or current work and appoint a Durham Compact strategic alliance member as Chair of the adhoc committee, task force or workgroup;
- c. The adhoc committee, task force or workgroup may include individual(s) who are not appointed to the Board as long as the Board Chair determines the individual(s) has (have) expertise in the topic/task of such body; and
- d. All members of other committees shall be appointed by the Board Chair in consultation with the Executive Committee.

ARTICLE VI – MEETINGS

Section 1 General

- a. The Board shall meet every four months or three (3) times a year.
- b. Meetings of the Membership shall be called by the Chair of the Board.
- c. The Chair of the Board may also call special meetings of the Board as required.
- d. Special meetings of the Board or its committees may be called by the Board Chair upon notice to the Board five working days prior to the meeting. Notice of each special meeting shall state the date, time, and location of the meeting, and an agenda that will include the purpose of the meeting. Such special meetings will comply with the North Carolina Open Meetings Law. At any special meeting of the Board, no business other than the stated agenda shall be transacted.
- e. Phone- and web- based meetings and other use of appropriate technology may be used, from time to time, to promote and enhance Board member participation in conjunction with face-to-face, in-person meetings when applicable. The agenda may state the means of connection to the meeting if participation via phone or other electronic means is being utilized. Board members participating in a telephone conference call or other electronic means shall be clearly identified in the minutes.
- f. The agenda for Board meetings shall be developed by the Board of Advisors Chair in consultation with the Board of Advisors Executive Committee.
- g. The Board Chair shall be responsible for orderly business of meetings and for calling items on the agenda.

Section 2 Meeting Notices

- a. Notices of all regularly scheduled meetings shall be provided by written notice at least ten (10) working days prior to their occurrence.
- b. The public shall be informed of all regularly scheduled meetings through the Durham Compact website and the appropriate personnel with the City of Durham.

Section 3 Public Meetings

- a. All meetings of the Board, including its standing committees, adhoc committees, task forces and workgroups, shall be conducted in compliance with the State of North Carolina Open Meetings Law (North Carolina Statutes Chapter 143, Article 33C, GS 132-1 et seq.), except in cases specifically outlined in the North Carolina Public Records Act. Meetings shall be open, that is, held in public.

Section 4 Voting and Quorum

- a. Each member present at the meeting shall have one vote.
- b. A quorum is required for the transaction of business at any Board or standing committee meeting. At least 50% of the current members of the Board, or committee, plus one, must be present at a regularly scheduled meeting of the Board in order to constitute a quorum.
- c. A member may cast a vote by proxy as described in Article III, Section 6, or remotely through technological means such as telephonically or by webcam or other Internet platforms.

Section 5 Attendance

- a. All Board members are expected to attend regularly scheduled meetings pursuant to Article II, Section 4.
- b. Exceptions to attendance policies may be made by the Board Executive Committee due to special circumstances.

Section 6 Record of Meetings

- a. A record shall be made of all meetings of the Board and its committees.
- b. Minutes shall be kept and made available for review by the Durham Compact Office.
- c. The Board Chair shall review and correct such Minutes of meetings held by the Board.
- d. Meeting Minutes will be posted and available for review on the Durham Compact Board of Advisors' website within five (5) days of the meeting for both the Advisory Board and committee meetings.
- e. Minutes will be prepared and distributed electronically to each Board member if it is a Board of Advisors meeting at least 48 hours prior to the next scheduled meeting for approval by the Board at the next regular meeting.
- f. All minutes and agendas, as well as any supporting and informational material of any meeting of the Board of Advisors, will be made available to the public upon request to the Advisory Board.
- g. The date and frequency of meetings may be revised at the discretion of the Chairperson.

Section 7 Executive Sessions

- a. Only to the extent and for the purposes authorized shall the Board of Advisors be permitted to meet in executive session called by the Chair or Vice Chair of the Board.
- b. No such executive session shall be held unless a quorum of the Board of Advisors first meets in an open meeting or session for which notice has been given in accordance with applicable law and during which the open meeting, the Chair or Vice Chair of the Board of Advisors has publicly announced that an executive meeting of the Board or committee thereof will be held and has

identified the provision of law (i.e., the applicable section the North Carolina Open Meetings Law) authorizing the holding of such an executive session.

ARTICLE VII – ORDER OF BUSINESS

Section 1 Rules of Order

- a. All meetings of the Board of Advisors shall follow rules of order established for the conduct of such meetings as set forth in the latest edition of *Robert Rules of Order*, unless otherwise provided for by these Bylaws.

Section 2 Participation in Meetings by Non-Members

- a. Participation in meetings by an individual, except Members, shall be at the discretion of the Chairperson.

ARTICLE VIII – CONFLICT OF INTEREST AND ETHICS

Section 1 Conflict of Interest¹

- a. The Board shall follow North Carolina Law on Conflict of Interest and Ethics Law for local government officials (NC G.S. Chapter 138A).
- b. The Board member may not vote on any matter that would provide direct financial benefit to the member or the member’s immediate family,² or on matters of the provision of services by the member or the entity the member represents.
- c. The Board member must avoid the appearance of a conflict of interest. Prior to taking office, Board of Advisors members must provide to the Board Chair any substantial business interests or relationships they, or their immediate families, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Board.
- d. Prior to discussion, vote or decision on any matter before the Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be affected by any official Board action, the member must disclose the nature and extent of the interest or relationship and, dependent upon the nature and extent of the interest or relationship, may be required by the Board of Advisors Chair to abstain from discussion and voting on or in any other way participating in the decision on the matter. All abstentions must be recorded in the minutes of the Board meeting and be maintained as part of the official record.
- e. It is the responsibility of the Board members to monitor potential conflict of interest and bring it to the Board of Advisor’s attention in the event a member does not make a self-declaration.

¹“Conflict of Interest” shall be defined as the principle in which a public official’s private and/or personal interest might present, or appear to prevent, the public official from exercising his or her official judgment, discretion, powers of duties in an unbiased manner.

²“Immediate Family Member” shall be defined as meaning a spouse, partner, parent, grandparent, child, brother, sister aunt, uncle, nephew, niece, grandchild, first cousin, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, step-parent, step-child, step-brother, step-sister, half-brother, half-sister, or individual residing in the same household.

- f. If the Board determines that a Board member has failed to disclose an actual or possible conflict of interest, he or she will be terminated from the Board.

ARTICLE X – AMENDMENTS

Section 1 Amendments

- a. The Board may propose amendments by a simple majority vote of the Board members at any meeting of the Board.
- b. Before the Board considers an amendment, the proposed amendment to the Bylaws must be: (1) noticed in writing to the Board membership 10 days in advance of the meeting at which the amendment is to be considered; (b) reviewed by the Chair of the Board; and (c) reviewed by the Durham Compact Manager.

ARTICLE XI – SEVERABILITY

If any part of these Bylaws is held to be null and/or void, the validity of the remaining portion of the Bylaws shall not be affected.