



**BYLAWS OF THE EXECUTIVE COMMITTEE
OF
GULF COAST ECONOMIC DEVELOPMENT DISTRICT, INC.**

ARTICLE I – NAME

This document shall serve as the Bylaws of the Executive Committee of the Gulf Coast Economic Development District, Inc. (hereafter referred to as “GCEDD” or “the District”).

ARTICLE II – PURPOSE

The Executive Committee is established to provide leadership and governance support to the GCEDD Board of Directors. Acting in an advisory capacity to the President and Executive Director, the Committee ensures continuity of operations, promotes alignment with GCEDD’s mission and strategic goals, and addresses matters that arise between regularly scheduled Board meetings. The Committee does not have independent decision-making authority unless specifically delegated by the full Board but may act on urgent matters requiring immediate attention with subsequent Board ratification.

The Executive Committee also plays a key role in board development, officer succession, oversight of committee formation, and organizational performance.

ARTICLE III – MEMBERSHIP

Section 1. Composition

The Executive Committee shall consist of the elected officers of the GCEDD Board:

- President (serves as Chair of the Executive Committee)
- Vice President
- Secretary/Treasurer

No substitutes or designees may serve in place of these officers on the Executive Committee.

Section 2. Terms of Service

Members shall serve on the Executive Committee for the duration of their elected term as officers of the GCEDD Board. Officers may not serve more than three consecutive years in the same Executive Committee role, consistent with GCEDD Bylaws.



Section 3. Vacancy

If a vacancy occurs in any Executive Committee role, it shall be filled in accordance with ARTICLE V of the GCEDD Bylaws. The successor officer shall assume the vacated seat on the Executive Committee for the remainder of the unexpired term.

ARTICLE IV – ROLES AND RESPONSIBILITIES

The Executive Committee shall have the following duties:

1. **Strategic Counsel**
Provide advisory input to the President and Executive Director (or their designee) on organizational priorities, grant opportunities, stakeholder engagement, and regional economic development strategy.
2. **Agenda Preparation**
Collaborate with staff to set agendas and review materials in advance of Board meetings to ensure alignment with strategic and operational priorities.
3. **Board Development**
Identify board training needs, succession planning strategies, and opportunities to build leadership capacity among members.
4. **Committee Oversight**
Recommend the formation of additional subcommittees or task forces. Review, appoint, and support committee members in coordination with staff.
5. **Urgent or Interim Action**
Review matters requiring prompt attention between Board meetings and make interim recommendations or decisions, subject to Board ratification when necessary.
6. **Policy Guidance**
Support the development and review of key governance documents, such as the GCEDD strategic plan, bylaws, and committee charters.
7. **Evaluation Support**
Assist with performance reviews or evaluations of organizational effectiveness, including the performance of officers, subcommittees, or special initiatives.



ARTICLE V – MEETINGS

Section 1. Frequency

The Executive Committee shall meet at least quarterly, with meetings scheduled to precede or follow GCEDD Board meetings. Additional meetings may be called by the President or by consensus of at least two Executive Committee members.

Section 2. Format and Notice

Meetings may be held in person, virtually, or in a hybrid format. Notice of meetings shall be given at least three (3) business days in advance via email or other suitable means, unless an emergency meeting is necessary.

Section 3. Quorum and Voting

A quorum shall consist of two of the three members. Actions of the Committee shall require a majority vote of members present. Voting may occur in person, virtually, or by unanimous written consent.

Section 4. Meeting Records

Minutes shall be taken at each Executive Committee meeting and approved by the Committee at its next meeting. A summary of the Committee's activities, including any recommendations or decisions, shall be shared with the GCEDD Board at the next regularly scheduled Board meeting. The full minutes shall be made available to any Board member upon request.

ARTICLE VI – REPORTING AND ACCOUNTABILITY

The Executive Committee shall:

- Provide a verbal or written report at each regular meeting of the GCEDD Board summarizing any recommendations, decisions, or guidance provided.
- Notify the full Board of any interim actions taken and request formal ratification as appropriate.
- Work with the Executive Director or their designee to ensure transparency in all matters presented or reviewed by the Committee.

ARTICLE VII – AUTHORITY AND LIMITATIONS

The Executive Committee acts in an advisory capacity unless otherwise authorized by a specific resolution of the full Board. It shall not have authority to:



- Amend GCEDD Bylaws;
- Hire or terminate the Executive Director (or their designee);
- Approve budgets or enter into contracts on behalf of GCEDD;
- Make decisions that conflict with or override actions of the Board.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended by majority vote of the Executive Committee, with approval of the GCEDD Board. Proposed amendments must be distributed to all Executive Committee members and the Board at least three (3) days in advance of a vote.

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