



GREAT LAKES AND ST. LAWRENCE CITIES INITIATIVE

RESOLUTION 13-2006M

BYLAWS AMENDMENTS

OFFICIAL REPRESENTATIVE

WHEREAS, the Board of Directors of the Great Lakes and St. Lawrence Cities Initiative (hereinafter, the Board) consists of 16 mayors of municipalities, or duly elected chief executives of local units of government;

WHEREAS, the Board meets on a monthly basis to conduct the business of the corporation, and also has a midyear and annual meeting;

WHEREAS, the busy schedules of mayors frequently means that they are not able to participate directly in the meetings;

WHEREAS, it takes a quorum to conduct the official business of the corporation, and often there is not a quorum of mayors present at a meeting of the Board;

WHEREAS, the mayors on the Board desire that the business of the corporation proceed even though they all may not be able to attend certain meetings;

WHEREAS, the mayors on the Board have senior staff in whom they place full confidence to represent their interests in Board meetings;

WHEREAS, the mayors on the Board voted to approve the following change to the Bylaws of the Corporation at their regular meeting on March 2, 2006;

NOW, THEREFORE BE IT RESOLVED, the Members of the Great Lakes and St. Lawrence Cities Initiative desire that the business of the corporation move forward, even if mayors are not personally present at a Board meeting, and wish to allow Board members to designate individuals to carry their full authority on the Board in their absence;

BE IT FURTHER RESOLVED, the Members hereby amend Section 5.01 of the Bylaws of the Corporation by adding the following sentence at the end of said section:



“Each director may designate an official representative to serve on the Board in the full capacity and with all the authority of the director whenever that director cannot attend a Board meeting. The director shall provide the name, title, and contact information of such official representative in writing to the executive director of the corporation.”

RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

WHEREAS, the Great Lakes and St. Lawrence Cities Initiative is an active and growing organization with a full agenda of policy and administrative activities;

WHEREAS, the day to day business of the organization has been handled by the executive director in the home office in Chicago since July of 2003;

WHEREAS, the organization merged and incorporated in May of 2005, at which time the responsibilities and authorities of the Board of Directors and Officers were set out in the Bylaws of the corporation;

WHEREAS, the bylaws of the corporation refer to “managers,” along with the Directors and Officers, but do not spell out what managerial positions there are or what responsibilities they have;

WHEREAS, the executive director is responsible to the Board of Directors and Officers;

WHEREAS, the activities of the corporation have grown to a level where good business practices require that the responsibilities of the executive director be set out in more detail;

WHEREAS, the Members of the Great Lakes and St. Lawrence Cities Initiative wish to set out those responsibilities;

NOW, THEREFORE BE IT RESOLVED, the Members of the Great Lakes and St. Lawrence Cities Initiative hereby amend the Bylaws of the Corporation to add a new Section 8.07, Responsibilities of the Executive Director, providing that the executive director of the Great Lakes and St. Lawrence Cities Initiative shall have the following responsibilities:



8.07 Responsibilities of the Executive Director

1. Carry out the day-to-day administrative duties of the corporation;
2. Provide policy and administrative advice to the Board of Directors and Officers;
3. Carry out the directions of the Board of Directors and Officers;
4. Represent the Board of Directors, Officers, and Members in various forums where the corporation has an interest;
5. Interact with partners and stakeholders on efforts relating to the Great Lakes and St. Lawrence;
6. Sign contracts, checks, and other documents on behalf of the corporation;
7. Recruit and retain staff, contractors, interns, and others to help carry out the work of the corporation;
8. Direct the work of the staff, contractors, interns, and others providing services to the corporation;
9. Conduct such research and generate such reports as may be needed by the corporation;
10. Manage the finances of the corporation utilizing good business practices; and
11. Carry out such other duties and assignments as may be requested by the Board of Directors and Officers or as may be necessary for the efficiency and effectiveness of the corporation.

Signed this 23rd day of June, 2006

David Miller, Chair
Great Lakes and St. Lawrence Cities Initiative