

MassEcon Annual Meeting
The Office of Nutter, 155 Seaport Avenue, Boston, MA
December 9, 2021
4-4:30 PM

This serves as notice of the Annual Meeting of the Members and the Annual Meeting of the Board of Directors for the Massachusetts Alliance for Economic Development, Inc. and Massachusetts Economic Development Foundation, d/b/a MassEcon at the above-staged date, time, and location. The Annual Meeting of the Members is open to all Members of MassEcon. A single representative of each Member organization must be designated as the voting representative for that organization at the Annual Meeting. Proxy voting is allowed by execution of a written proxy submitted prior to the Annual Meeting (contact Peter Abair at pabair@massecon.com). Proxy voting of the Board of Directors is also allowed by execution of a written proxy submitted prior to the Annual Meeting (contact Peter Abair at pabair@massecon.com).

ANNUAL MEETING AGENDA

I. MEMBERS VOTE (One vote per member organization in attendance)

- a. Approval of 2020 Annual Meeting Minutes (requires majority vote of a quorum – current quorum is 25 members)
- b. Director Renewals – per recommendation of Nominating Committee (requires majority vote of a quorum)

Brian Cohen, Senior Vice President, CBRE (3-year term, Class of 2024)
Stephen Flavin, Senior Director, Harvard Business School On-line (3-year term, Class of 2024)
Mike Houllahan, Executive Director and Market Executive, Chase (3-year term, Class of 2024)
Tiffany Gallo, Vice President of Project Development, Cutler Associates (3-year term, Class of 2024)
Rich Hollworth, Director Land Development, Principal, VHB (3-year term, Class of 2024)
Taidgh McClory, Founder and Social Impact Entrepreneur, T.H. McClory, LLC (1-year term, Class of 2022)

- c. New Directors - per recommendation of Nominating Committee

Kenneth Turner, President and CEO, MA Life Sciences Center (3-year term, Class of 2024)
Patricia Timility, Senior Vice President, Eastern Bank (3-year term, Class of 2024)
Bruce Platzman, CEO, AIS, Inc. (3-year term, Class of 2024)
Sean O'Brien, CEO and Chairman, BSC Group (3-year term, Class of 2024)

- d. Approval of Amended By-laws (see III, below)

II. DIRECTORS' VOTE

- a. Approval of Officers of the Executive Committee - per recommendation of Nominating Committee (requires a majority vote of a quorum, a quorum is 10 directors)

Denise McGeough, Chair
Bonnie Sullivan, Vice Chair
Mike Scott, Treasurer
Geoff Howell, Clerk
Dorrian Cohen Fragola, Assistant Clerk
Stephen Flavin, Immediate Past Chair

b. Foundation Board (no vote required – occurs automatically under Foundation by-laws)

Denise McGeough, Chair
Mike Scott, Treasurer
Geoff Howell, Clerk

c. By-law amendments for Massachusetts Alliance for Economic Development, Inc. d/b/a MassEcon – per recommendation of the Equity, Diversity, and Inclusion Committee and the Executive Committee.

The By-laws were last revised in 2019. The amendments proposed to the By-Laws here require a vote of the Members and a vote of the Board of Directors (requires a a vote of 75% of the Directors).

Overview

Several amendments to the By-Laws are recommended by the ED&I and Executive Committee.

By-law Amendments – summary of notable changes.

Including, at:

Article I. Section 3. Inclusion of the MassEcon Mission Statement, inclusive of the Equity, Diversity & Inclusion Mission Statement, previously approved by the Board of Directors.

Article III. Section 2. Membership Election. Addition of objectives of furthering MassEcon Mission, including ED&I Mission, in review and approval of new members.

Article IV. Section 3. Associate Election. Addition of objectives of furthering MassEcon Mission, including ED&I Mission in review and approval of new Associates.

Section 4. Determination of dues and fees for Associates based on objectives of furthering MassEcon Mission, including ED&I Mission

Article VI. Section 2. Composition of Board of Directors - Addition of objectives of furthering MassEcon Mission, including ED&I Mission in review and approval of new directors by, among other things, identification of a diverse pool of candidates from all regions of the Commonwealth.

Section 8. (b) With regard to the Nomination Committee, establishment of two-year terms for appointments for committee continuity, and an initial one-year term for current committee appointees, in a manner similar to the process for the three-year term applicable to members of the Board.

(c) formally establishes the ED&I Committee, to include at least one member of the Executive Committee, which will develop a definition and framework for equity, diversity and inclusion as it applies to the operations of the Corporation, with the objective of furthering the Mission, including

but not limited to the ED&I Mission, as well as oversee conduct of MassEcon as related to ED&I and support annual recommendations to and reports for the Board on ED&I mission.

(d) Regarding other Committees, can include non-members and non-directors and establishes that each committee will prepare and annually review a charter defining its responsibilities with the objective of furthering the Mission, including but not limited to the ED&I Mission.

Article VII. Section 1. Officers. Affirms that the identification, review and approval of officer candidates shall have the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, identifying a diverse pool of candidates from all of the regions of the Commonwealth.

Article VIII – Administration - The duties of the Executive Director shall be performed with the objective of furthering the Mission, including but not limited to the ED&I Mission.

Article X. Section 1 – Dues and fees shall be determined with the objective of furthering the Mission, including but not limited to the ED&I Mission, by, among other things, providing for tiered payment levels recognizing the different size and nature of members.

OTHER revisions pertain to modification of gender specific references to be gender neutral, as noted in the “red-lined” by-law, attached