

CENTRALINA COUNCIL OF GOVERNMENTS

BYLAWS

As amended February 11, 2015

The Centralina Council of Governments (the "Council"), organized and existing as a Regional Council of Governments under and pursuant to Chapter 160A, Article 20, Part 2 of the General Statutes of North Carolina, does hereby ratify, confirm and adopt the following articles as and for the Bylaws of this Council in accordance with its Charter, replacing all Bylaws previously adopted by the Council:

Article I: DEFINITIONS

A. Charter - The identical concurrent resolution adopted by the members of this Council and establishing this Council, as same may be duly amended from time to time.

B. Council - The Centralina Council of Governments (the "Council") having its principal administrative offices in Mecklenburg County, North Carolina.

C. Member - Any municipal or county governmental unit which has adopted the Charter of the Council and shall have received the approval of the existing Council members.

D. Affiliate Member - Any municipal or county governmental unit or quasi-governmental agency is eligible for and may be admitted as an affiliate member as provided in the Charter.

E. Delegate - An elected member of the governing body of each member governmental unit who shall have been designated by such member to represent it on the Council and whose name has been certified to the Council in accordance with the Bylaws. Except where a contrary intent appears, "delegate" as used herein shall be deemed to include "alternate delegate".

F. Alternate or Alternate Delegate - An elected member of the governing body of any governmental unit who shall have been designated by such member to represent it on the Council in the absence of the principal delegate and whose name has been certified to the Council in accordance with the Bylaws.

Article II: REPRESENTATION AND VOTING

A. Certification of Delegates and Alternates:

All members, prior to the first meeting of the Council in each calendar year, shall certify to the Council the names and mailing addresses of one or more members of their governing board to serve as their delegate or alternate delegate(s) for a term commencing at each such first meeting in the calendar year . The certified delegate and alternate(s) shall continue to serve until the first meeting of the following calendar year, or until a successor is selected and certified.

B. Voting:

1. Except as provided in the Charter Resolution of the Council, each member shall be entitled to one vote on all matters before the Council and any committee to which such member may be appointed. The vote of each member shall be personally cast by its delegate or alternate, provided no alternate may vote on matters before the Executive Board.

2. Voting by delegates shall be by voice or by show of hands at the discretion of the presiding officer of the Council. Provided, however, upon the request of any three delegates, made before or immediately after a voice or show of hands vote, the vote shall be by a poll of the delegates.

Article III: MEMBERSHIP

A. Admission of New Members: Any municipal or county government in North Carolina or any other state shall be eligible for full voting membership in this Council. Any

governmental unit desiring membership shall so notify the Executive Director of the Council in writing and shall state by resolution that it has ratified the Charter of the Council. Thereafter, the Executive Director shall cause such application to be placed on the agenda for the Council's next meeting. Membership of the applicant shall be effective on the date of the acceptance of its application by the affirmative vote of a majority of the existing Council membership. All members shall be bound by the Council's Charter and Bylaws and all actions of the Council consistent therewith.

B. Affiliate Membership: An Affiliate Membership may be granted any municipal or county governmental unit not desiring full membership, or any quasi-governmental agency involved in matters affecting the health, safety, welfare or education of the citizens of North Carolina or any adjoining state. Such affiliate memberships shall continue at the will of the Council and shall not be eligible to vote. An Affiliate Member may be charged a membership fee as approved by the Executive Board.

C. Withdrawal of a Member: Any member of the Council may withdraw or terminate its membership on the Council effective at the end of any fiscal year (June 30) by timely notifying all members of the Council of its intent to terminate its membership. Notice shall consist of mailing a certified copy of the resolution of withdrawal from the member's governing body to the delegate of each Council member. This notice shall be sent by U.S. Mail no later than January 1 preceding the end of the fiscal year for which the member's withdrawal is to be effective. A member withdrawing shall not be entitled to any rebate of dues or assessments for the current fiscal year. Timely and proper notice of withdrawal may not be waived by the Council. Upon the failure of such member to give the prescribed notice in compliance with the Charter and these Bylaws, such member shall continue to be a member until the end of the fiscal

year in which timely and proper notice is given. Such member shall also be responsible for the payment of all dues and assessments until the end of the fiscal year for which a timely and proper notice was given. Any jurisdiction which has withdrawn from the Council and reapplies for membership in the Council shall pay any delinquent dues or assessments before being permitted to rejoin the Council.

Article IV: CONTRACTS, EXPENDITURE OF FUNDS, EXECUTION OF DOCUMENTS

A. Approval of Contracts:

1. Except as otherwise provided in these Bylaws, all contracts, agreements or other instruments which (a) require the performance of staff services or the expenditure of the Council's general operating revenue obtained through member assessment and are in an amount or value of more than \$50,000 or (b) relate to the use of federal, state, and/or local funds in an amount or value of more than \$200,000, shall first be submitted to and approved by the Executive Board of the Council. All such contracts shall be consistent with the resolution of the Executive Board and the Council's adopted budget.

2. The Executive Director, or in his absence the Chair of the Council, shall be authorized to approve and contract for (a) the expenditure of general operating revenue in the amount or value of \$50,000 or less, (b) the expenditures of federal, state and/or local funds of \$200,000 or less. Provided in either case such contracts shall be consistent with the budget as adopted or as amended.

3. The Executive Director is authorized to approve and contract for services to be provided to member governments at cost, regardless of amount or value, provided the service agreement entered into by the Executive Director is reported to the Executive Board at its next meeting.

4. Except as specifically set forth in these Bylaws to the contrary, no member, officer, or employee of the Council shall have the authority to bind or obligate the Council with respect to any matter whatever or to expend any funds of the Council without the specific approval and authority of the Council.

5. The Council shall establish a written set of policies and procedures governing approvals that shall be required prior to execution of any contracts, agreements, or other instruments to which the Council is a party. Such policies and procedures shall be consistent with, and subordinate to, state law and these Bylaws, and shall, at a minimum, define the criteria for determining in which cases the Council's attorney's approval as to form is required.

6. Any and all contracts or other instruments to which the Council is a party shall be executed in the name of the Council by the Executive Director, Assistant Director, the Chair, or the Vice Chair, or upon designation by the Executive Director, other directors reporting to the Executive Director, including without limitation the Chief Finance Officer, Grants Development Director or division directors (including Aging Services, Community & Economic Development, Planning, and Workforce divisions).

Article V: EXPENSE REIMBURSEMENT OF DELEGATES

A. Delegates Expense Reimbursement: The Council shall reimburse the delegate representing each governmental unit, or in his or her absence an alternate delegate, for the delegate's or alternate's travel expenses for attending regular and special meetings of the Council, the Executive Board, or their committees. The amount of the reimbursement shall be based upon the mileage to and from the City or Town Hall (for municipal delegates) or the County office building (for county delegates) of the City or County represented by the delegate to the meeting location. The mileage rate for all travel reimbursement shall be at the standard

mileage rate published from time to time by the Internal Revenue Service.

B. The Council shall, upon the written request of a delegate, reimburse reasonable travel expenses while a delegate is away from home attending to official business of the Council.

Article VI: COMMITTEES

A. Standing Advisory Committees: The Executive Board may establish standing committees of delegates and other persons who shall serve as advisory committees to the Executive Board and may set forth the general duties and responsibilities of the committee, the membership, term thereof, and such special responsibilities as the Executive Board may wish to assign the committee. Any delegate may attend any meeting of any standing committee, but only the duly designated members thereof shall be entitled to vote. Nothing herein shall be construed to require any particular matter be referred to any Standing Advisory Committee prior to decision thereon by the Executive Board, and the Executive Board shall not be bound by any recommendation of any advisory committee. The Vice Chair of the Council shall be an ex-officio member of all standing committees with voice and vote.

B. Ad Hoc Committees: The Chair may establish such advisory committees as he or she may deem advisable which shall advise the Executive Director, staff, the standing committees and the Council as to particular matters. The members of such committees shall be appointed by and shall serve at the will of the Chair; and the membership of such advisory committees shall not be limited to the Council delegates.

Article VII: EXECUTIVE BOARD

A. Membership: The Executive Board shall be composed of: (1) The officers of the Council, (2) the delegate from each County member government, (3) the delegate from the City of Charlotte, and (4) one municipal delegate from each County area representing all

municipalities within such County area, including one to represent the municipalities in the Mecklenburg County area other than the City of Charlotte. Provided, however, if a county, a County area, or the City of Charlotte has a delegate who is an officer of the Council, that unit shall not be entitled to an additional representative on the Executive Board. The municipal delegates from all municipal member government units within each County area (excluding the City of Charlotte delegate as to the Mecklenburg County area) shall elect from their number by caucus at the first Council meeting of the calendar year, the municipal delegate from the County area to serve on the Executive Board. Only delegates (not alternates) may serve on the Executive Board.

B. Voting. Each member of the Executive Board shall be entitled to one vote on any matter coming before the Executive Board. A quorum shall consist of one-half of the current members of the Executive Board; and all issues shall be determined by a simple majority of those present and voting. Members will be considered present for purposes of quorum and voting by either being physically present or present by telephonic or other real time electronic communication.

C. Term of Membership: The term of membership for all delegates on the Executive Board shall commence following the Council's first meeting of the calendar year, and the delegate shall serve until his or her successor is selected and qualified. Should any delegate cease to be an elected public official, that person shall no longer be eligible to be a delegate or to serve on the Executive Board. Vacancies created by death, resignation or otherwise shall be filled in the same manner as required for the selection of the member.

D. Meetings:

1. Procedure: All meetings of the Executive Board and the Council shall be conducted in accordance with the provisions of Robert's Rules of Order except as otherwise provided in the Charter or these Bylaws. The Chair, or if absent, then the Vice-Chair, then the Secretary, then the Treasurer, in descending order, shall preside over all meetings of the Council.

2. Time and Place: The Executive Board shall meet during the months of January, March, April, June, September and November at the time and place fixed by the Executive Board from time to time. Notice of the regular meeting must be given to each member at least five (5) business days prior to the meeting. A special meeting of the Executive Board may be called by the Chair of the Council, the Executive Director or any three (3) members of the Executive Board by causing notice thereof to be given to each member at least five (5) business days prior to such special meeting. The notice of a special meeting shall contain an agenda of matters upon which action by the Executive Board is requested; and no action may be taken by the Executive Board at such special meeting on matters not on the published agenda. Minutes of each regular or special meeting of the Executive Board shall be distributed to the members of the Executive Board no later than ten (10) business days following the meeting.

E. Duties, Powers and Responsibilities: In addition to those specifically delegated to the Executive Board by resolution of the Council, the Executive Board shall have the following duties, powers and responsibilities:

1. The Executive Board shall review, and may revise, amend, increase or decrease the proposed annual operating budget prepared by the Executive Director. After the adoption of the budget and the member assessment by the Council, the Executive Board shall exercise oversight of all expenditures in accordance with the budget.

2. The Executive Board shall have the power to transfer or reallocate funds within the operating budget and amend the operating budget in order to meet unanticipated needs or changed conditions.

3. The Executive Board shall have the authority to employ, fix the salary of, and discharge the Executive Director, who shall serve at the pleasure of the Executive Board. Employment, promotion, demotion, and discharge of all other employees shall be the responsibility of the Executive Director.

4. The Executive Board may act on behalf of the Council on all matters affecting the Council, except for (1) the adoption of the annual budget and work plan or (2) the fixing of the member assessment.

Article VIII: COUNCIL MEETINGS

A. **Time and Place:** The Council shall hold a regular meeting on the second Wednesday of the months of February, May, August and October at such time and place as shall be designated by the Executive Director. The first meeting of the calendar year is the Annual Meeting for the purpose of reviewing the annual report for the activities of the preceding fiscal year. The Chair or Executive Board may change the day of any regular meeting, but not the month, provided notice of such change is given to each delegate at least ten (10) business days prior to the regularly scheduled meeting. Special meetings of the Council may be called by the Executive Board, and shall be called by the Chair upon the written request of at least five (5) delegates. Notice of any special meeting shall be given to each delegate not less than five (5) business days prior thereto; and such notice shall specifically set forth the purpose of such special meeting and the matters to be considered at such meeting. Matters not contained in the notice of a special meeting may not be considered.

B. Notices: Notices of any regularly scheduled meeting shall be given to each delegate not less than five (5) days prior thereto setting forth the time and place of such meeting. Such notice shall also contain an agenda of matters to be considered at such regular meeting, but the Council may consider any matter, irrespective of whether or not such matter appeared on the agenda.

C. Consent Agenda Items: Agenda items deemed by the Executive Director to be routine matters which are appropriate for consideration by the Council without discussion may be placed on a "consent agenda" which will be part of the meeting agenda distributed to the Delegates in accordance with the bylaws. All items on the "consent agenda" may be considered upon one motion and without discussion. Provided, however, at any time prior to the vote on the motion, any delegate may request that any one or more items be removed from the consent agenda; and the presiding officer shall then advise the Council, before the vote, that the requested items have been removed. Any item removed from the consent agenda shall be considered at such later time in the meeting as the presiding officer shall deem appropriate, or, upon a vote of delegates, it may be deferred for consideration to the next Council meeting.

Article IX: OFFICERS

A. Designation and Term: The Council officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer, who shall be elected and installed at the first regular meeting of the Council each year. Officers shall serve for a term of one year, or until their successors are elected. In addition, the immediate past Chair of the Council shall continue to serve as an officer of the Council as long as he or she remains a delegate.

B. Nominating Committee and Election: The Executive Board, prior to the Council meeting each year at which elections are to be held, shall appoint a Nominating

Committee of three (3) delegates. At the Council's meeting each year at which the elections are to be held, and prior to the election of officers by the Council at that meeting, the Nominating Committee shall submit to the Council the names of proposed officers. Nominations from the floor may be made. The person receiving the highest number of votes cast for each office shall be deemed elected.

C. Duties of Chair: To preside over all meetings of the Council and its Executive Board and exercise such other duties and authority as otherwise set out in the Charter or these Bylaws or in resolutions of the Executive Board or the Council; to execute such instruments, contracts, or other documents in the name of the Council, as herein set out or as otherwise authorized; to supervise the Executive Director of the Council in the performance of his or her duties; and to perform such other tasks as required herein or as directed by the Executive Board or the Council.

D. Duties of Vice-Chair: To perform the duties of the Chair when the Chair is absent or unavailable for the performance of his duties, or such other duties as shall be delegated by the Executive Board or the Council. The Vice Chair of the Council shall serve as ex-officio member of all standing committees with voice and vote.

E. Duties of Secretary: To keep or supervise the keeping of all records of meetings; to supervise the taking of minutes of the meetings; to submit the minutes at all meetings; and to perform such other tasks as required herein or as directed by the Executive Board or the Council.

F. Duties of Treasurer: To supervise all financial matters of the Council; to cause the yearly audit to be made and to report on the audit to the Council; and to perform such other tasks as required herein or as directed by the Executive Board or the Council.

Article X: FINANCIAL

A. **Fiscal Control:** The accounting and fiscal control procedure shall be in accordance with the Local Government Budget and Fiscal Control Act of North Carolina as amended from time to time, anything contained herein to the contrary notwithstanding.

B. **Budget Estimate:** The budget and the proposed member assessment for the succeeding fiscal year shall be first considered by the Executive Board and then by the Council. The Executive Board shall recommend a budget to the governing body which shall then be distributed to each delegate with the agenda for the meeting at which the budget is to be considered for adoption, at which meeting a public hearing on the budget shall be held. Consistent with the Charter, the budget for the succeeding Council's fiscal year shall be adopted and the member assessment approved by the Board of Delegates prior to April 15th of each year.

C. **Banking:** The Treasurer shall recommend and the Executive Board shall select one or more corporate banking institutions in the State of North Carolina to be the depository of the funds of the Council. Except as otherwise provided by law, or hereinafter provided, all checks or drafts on an official depository of the Council designated as set forth above shall be (1) signed by the Chief Finance Officer or the Deputy Finance Officer and (2) countersigned by another official of the Council designated for this purpose by the Executive Board. If the Executive Board makes no other designation for purposes of clause (2) of the immediately preceding sentence, the chairman or the treasurer of the Executive Board or the Executive Director (except in the case that the Deputy Finance Officer has signed such check or draft pursuant to clause (1) of the immediately preceding sentence) or the Finance Director (only in the case that the Deputy Finance Officer signed such check or draft pursuant to clause (1) of the immediately preceding sentence) of the Council shall countersign these checks and drafts. For purposes of clause (2) of the second sentence of this Section X.C., the Executive Board hereby

designates (a) the Executive Director, if the Chief Finance Officer signed such check or draft pursuant to clause (1) of the second sentence of this Section X.C., or (b) the Finance Director, if the Deputy Finance Officer signed such check or draft pursuant to clause (1) of the second sentence of this Section X.C., as the official to countersign all checks and drafts signed by the Chief Finance Officer or the Deputy Finance Officer for payments generated to any third party in the amount of \$50,000 or less or any payments for pass-through grant-funded program expenditures. For purposes of clause (2) of the second sentence of this Section X.C., the Executive Board hereby designates the chairman or the treasurer of the Executive Board of the Council as the official to countersign all checks and drafts signed by the Chief Finance Officer or the Deputy Finance Officer for payments generated to any third party in the amount of more than \$50,000 other than any payments for pass-through grant-funded program expenditures, for which the countersignature is provided in the immediately preceding sentence. The Executive Board may, from time to time, by resolution, authorize one or more persons who may disburse funds from specific and separate program accounts so long as the Council secures full bonding of each person making such disbursements and the Executive Board has determined that the internal control procedures of the Council will be satisfactory in the absence of dual signatures. Notwithstanding the foregoing, no individual may countersign their own signature in a dual capacity.

D. Fiscal Year: The fiscal year of the Council shall begin July 1 of each calendar year and shall end June 30 of the following year.

E. Bonds: All employees and officers of the Council authorized to handle or have custody of Council funds in excess of \$100.00 shall be bonded in an amount fixed by the

Executive Board, but not less than \$10,000.00 nor more than \$100,000.00, under a blanket fidelity bond conditioned upon their faithful performance of their duties.

F. Chief Budget Officer and Chief Finance Officer: The Finance Director shall serve as the Chief Budget Officer and as the Chief Finance Officer of the Council and shall perform such duties in these capacities as may be prescribed by the Local Government Budget and Fiscal Control Act, or by the Executive Board, not inconsistent therewith. The Finance Director shall continue to report to the Executive Director and shall keep the Executive Director apprised of the financial matters and status of the Council.

G. Annual Audit: The accounts of the Council shall be audited as soon as possible following the close of each fiscal year by certified public accountants. The auditor will be selected by the Executive Board and shall submit its report to the Council. The audit shall be conducted pursuant to a written contract, which should comply with the provisions of NCGS § 159-34. In accordance with state law, the Council will publish to members and the public an annual report of its activities, including its financial statement.

H. Authorization to Write off Uncollectible Accounts: The Treasurer and the Executive Director of COG are authorized to approve write offs of uncollectible accounts receivable in the amount of \$100 or less.

Article XI: AMENDMENTS OF BYLAWS

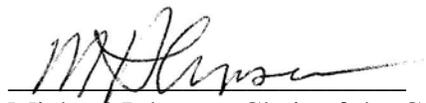
These Bylaws may be altered or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the delegates present and voting at any meeting of the Council at which a quorum is present. Provided, however, that the notice of the Council meeting at which said proposed amendment shall be considered shall contain either the proposed

amendment or a summary thereof and shall state that such amendment is to be considered at that meeting.

Article XII: NOTICES

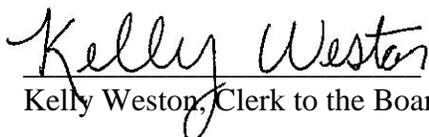
Whenever the Charter, these Bylaws, a resolution of the Council or the laws of this state require (a) the giving of notice to the delegates of any meeting of the Council or of any other matter requiring notice to a member government or its delegate, or (b) require the dissemination of agendas, budgets or other materials to a member government or its delegate, such notice shall be written and may be disseminated by mail or electronically as authorized by the Electronic Commerce Act (N.C.G.S. §66-58.1 et seq.) and the Uniform Electronic Transaction Act (N.C.G.S. §66-33-311 et seq.). Such dissemination of notice shall be deemed to have been given when same has been either (a) addressed to the delegate at the mailing address certified to the Council as the mailing address of such delegate, and deposited, postage prepaid, in the United States mail, or (b) transmitted electronically to the electronic address of such delegate theretofore certified to the Council.

The foregoing Bylaws, as amended this date, were duly adopted by the Centralina Council of Governments at its regular meeting held February 11, 2015, and shall be effective upon adoption.



Michael Johnson, Chair of the Council

Attested by:



Kelly Weston, Clerk to the Board of Delegates