



**NAUGATUCK VALLEY
COUNCIL of GOVERNMENTS**

Bylaws of the Naugatuck Valley Council of Governments

**Adopted
February 20, 2015**

Amendments

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Article I: Organization

Section 1: Name

The name of the organization is the Naugatuck Valley Council of Governments, also referred to as "Council" or "NVCOG".

Section 2: Definitions

As used herein and throughout these by-laws, these words, phrases and abbreviations shall have the following meanings:

- (A) "Alternate": Pursuant to *CGS 4-124n*, a secondary representative of a Member, appointed by the Representative of that Member, who may attend and vote at any meeting in place of their absent Representative.
- (B) "Chief Elected Official": The highest ranking officer of a municipality in an office elected by electors.
- (C) "Council": Naugatuck Valley Council of Governments.
- (D) "Commission": Regional Planning Commission of the Naugatuck Valley Council of Governments.
- (E) "Land Use Officer": an individual who provides services relating to zoning (as defined by the Connecticut General Statutes (*CGS*) Chapter 124), planning (as defined by *CGS* Chapter 126) or inland wetlands and watercourses (as defined by *CGS* Chapter 440) for an NVCOG Member.
- (F) "Member": A municipality that has joined the Council through the ratification of an ordinance.
- (G) "NVCOG" – Naugatuck Valley Council of Governments.
- (H) "Representative": Pursuant to *CGS 4-124k*, a Chief Elected Official directly and separately elected, who acts on the official behalf of a member. Or, if a Chief Elected Official is statutorily absent (i.e. ceremonial head of government not directly and separately elected), an individual appointed by a municipal legislative body.
- (I) "Simple Majority": a vote count of half plus one.
- (J) "Term": a period of one fiscal year of service in the relevant office.

Article II: Purpose and Powers

Section 1: Purpose

The purpose of the Naugatuck Valley Council of Governments is to:

- (A) Serve as a continuing forum to promote cooperative arrangements between its members;
- (B) Initiate and implement programs, and coordinate actions, on a voluntary basis, determined to be of benefit to the Naugatuck Valley Region;
- (C) Serve as a regular forum for contact and discussion of items of mutual interest among municipal officials;
- (D) Consider such matters of a public nature common to two or more members of the Council, as it deems appropriate, including matters affecting the health, safety, welfare, physical development, conservation, transportation, and economic conditions of the region;
- (E) Coordinate and carry out comprehensive regional planning in the Naugatuck Valley Planning Region.

Section 2: Powers and Responsibilities

The Council shall have all the rights and authority and shall be subject to all of the responsibilities and duties as are granted to and required of a regional council of governments under the General Statutes of the State of Connecticut (“CGS”), Chapter 50, Sec. 4-124c through 4-124u, as may be amended from time to time, or by special acts of the Connecticut General Assembly, including the rights, responsibilities, and duties pertaining to regional planning organizations, Chapter 127, Sec. 8-35a through 8—35c and Sec 8-35e, as may be amended from time to time.

Article III: Functions

Section 1: Coordinating Functions

The Council shall promote regional coordination and cooperation through activities designed to:

- (A)** Strengthen local governments and their individual capacities to deal with local problems.
- (B)** Serve as a forum to identify study and resolve area-wide problems.
- (C)** Provide the organizational framework to insure effective communication and coordination among governmental bodies.
- (D)** Serve as a vehicle for the collection and exchange of information for the membership.
- (E)** Encourage action and implementation of regional plans and policies by local, state and federal agencies.
- (F)** Provide, if requested, mediation in resolving conflicts among members and between members and other parties.
- (G)** Provide technical and general assistance to members within its staff and financial capabilities.

Section 2: Regional Plans

The Council shall adopt a regional plan of conservation and development and recommend policy for the development of the region. The Council shall instruct the Commission to prepare and keep up-to-date a regional plan of conservation and development and to prepare reports, plans and policies as required by the Connecticut General Statutes, as may be amended from time to time and other applicable laws, and may instruct the Commission to prepare other plans and documents as the Council shall deem appropriate. Any such instructions of the Council shall specify a reasonable time period in which the Commission shall take the action required by such instructions. Any modifications of the plan shall be subject to approval by the Council.

Article IV: Membership, Representatives and Alternates

Section 1: Membership

- (A) **Eligibility.** Membership in the Council shall be the member municipalities of the Region, as defined or redefined by the Secretary of the Office of Policy and Management, or his/her designee, under provisions of CGS Sec. 16a-4a(4) and 16a-4c. To become a member, the legislative body of a municipality must adopt an ordinance as required by the CGS¹.
- (B) The Member shall be entitled to one vote in the affairs of the Council of Governments.
- (C) **Dues.** Each Member shall pay its annual assessment of Council costs as specified by the Council in an approved annual budget on or before the end of the first quarter of the Council's fiscal year. If any Member's assessment has not been paid by the end of the first quarter of the Council's fiscal year, that Member's right to vote at any meeting of the Council shall be suspended as shall its right to hold any elected or appointed NVCOG office. The Council may restore privileges to Members in delinquency provided that such Members agree to and carry-out a payment plan with the Council. Pursuant to CGS 8-34a, the Council may withhold any services it deems appropriate from members in delinquency.

If the Council performs statutorily required services for or within the municipal bounds of a Member in delinquency, the Council may levy pro-rated, line-item charges to such Member related solely to the provision of such services.

Payment of all delinquent assessments, in full, will automatically reinstate such municipality to full rights, privileges, and services. The Council may restore privileges to Members in delinquency provided that such members agree to and carry-out a payment plan with the Council.

¹ At the time of adoption it was CGS Sec. 4-124j

- (D) **Withdrawal.** Any Member city, town, or borough may withdraw from membership in the Council by adoption of an ordinance of its legislative body as set forth in CGS Sec. 4-124j.
- (1) **Notice of Withdrawal.** The withdrawing member shall give notice to the Council of its withdrawal not less than thirty (30) days prior to the end of the Council's fiscal year. Notice of withdrawal shall be given by certified mail along with a copy of the relevant ordinance to the attention of the Chairperson of the council as soon as reasonably possible following the adoption of such ordinance, and shall be deemed given when received by the Chairperson.
 - (2) **Post Withdrawal Statutory Obligations.** As required by law the withdrawing member shall be "obligated to pay its pro rata share of expenses of operation and pro rata share of funds committed by the Council to active programs as of such date of withdrawal"².
- (E) **Suspension.** Suspended members shall not be entitled to participate in the affairs of the Council. The Council may withhold any services it deems appropriate from Members in delinquency.

If the Council performs statutorily required services for or within the municipal bounds of a Member in delinquency, the Council may levy pro-rated, line-item charges to such Member related solely to the provision of such services.

Payment of all delinquent assessments, in full, will automatically reinstate such municipality to full rights, privileges, and services. The Council may restore privileges to Members in delinquency provided that such members agree to and carry-out a payment plan with the Council.

² See, CGC Sec. 4-124j.

Section 2: Representatives and Alternates

- (A) Representative. Refer to the definition of “Representative” in Article 1 Section 2G for information. In the absence of a directly and separately elected Chief Elected Official, the legislative body of the Member shall appoint an elected official to serve as a Representative of the Member. By January of every even-numbered year, such Members lacking a Chief Elected Official shall appoint an elected official of the municipality as their Representative.
- (B) Alternates. The Representative may send an alternate (hereafter, “Alternate) in his or her stead. Such Alternate shall have the same rights and privileges of the official Representative, except as may be otherwise established within these by-laws. The Alternate:
- (1) must be an employee or official of the appointing Member;
 - (2) shall serve co-terminus with the Representative;
 - (3) may function as a member of any executive committee, subcommittee, or working group, provided that the Member is not otherwise represented on such entity;
 - (4) shall report to the Member’s Representative on all matters and, where provided, follow the direction of such Representative.

In instances where the Representative and Alternate are present, the Representative exclusively retains the ability to vote, take action, and participate in Council affairs.

Section 3: Proxies

If the Representative and the Alternate are unavailable for a meeting, then the Representative may appoint a meeting-specific representative by the submission of a proxy letter addressed to the Council chairperson and in a format prescribed by the Council. The Representative’s signature on the proxy letter demonstrates a reading and understanding of the actions and agenda of the Council. Receipt of a properly executed proxy letter grants the proxy all the same rights and privileges of the Representative with the exceptions that: proxies may not hold any Council office; be designated chair or member of special or standing committees; and when an NVCOG officer is represented by proxy, their office shall be considered vacant for the purposes of the meeting.

Article V: Meetings of the Council

Section 1: Notice of Meetings

Public notice of meetings shall be made in writing between seven (7) days and twenty-four (24) hours before the meeting date. The notices shall include the place and time of the meeting, a statement of the purpose for the meeting, and a proposed agenda for the meeting. Only items included in the agenda shall be acted upon at such meeting other than routine ministerial or

administrative matters, except by the approval of two-thirds (2/3^{rds}) of all representatives present and constituting a quorum.

Notices of special meetings shall be provided between seven (7) days and twenty-four (24) hours prior to the date of the meeting.

Section 2: Regular Meetings

Unless otherwise specified by resolution of the Council, the regular meetings of the Council shall be held at least eight (8) months a year. The time and place of regular meetings shall be in accordance with a schedule adopted annually, in December, by resolution of the Council and transmitted to the Secretary of State, as required by law.

Section 3: Special Meetings

Special meetings shall be held by call of the Chairperson or by petition to the Secretary of the Council from those individuals making up thirty (30%) percent of the membership of the Council, or upon petition of a majority vote of the Executive Committee of the Council.

Section 4: Annual Meeting

Unless otherwise specified by resolution of the Council, the annual meeting of the Council shall be held in the fourth (4th) quarter of the fiscal year of the Council.

Section 5: Budget Meeting

Unless otherwise specified by resolution of the Council, the budget meeting of the Council shall be the annual meeting.

Section 6: Quorum

For the conduct of business of the Council, a simple majority of the membership of the Council shall constitute a quorum.

Section 7: Action

Action by the Council, except where otherwise provided, shall require an affirmative vote of at least a simple majority of members of the Council present and voting and constituting a quorum. Only items included in the agenda shall be acted upon at such meeting other than routine ministerial or administrative matters, except by the approval of two-thirds (2/3^{rds}) of all Representatives present and constituting a quorum.

Section 8: Record of Meeting

Meeting actions and minutes by the Council with the vote results shall be published within twenty-four (24) and seventy-two (72) hours, respectively, of the meeting in NVCOG files and the NVCOG website, and distributed to the town halls for public inspection. Representatives may, after the filing of the minutes, submit written comments on items in the meeting agenda or minutes to be added as addenda to the minutes.

Section 9: Cancellation of Meeting

The Chairperson may cancel a meeting provided that written notice of the cancellation is given to the Members. In case of weather or an emergency, the Executive Director or a designee shall be authorized to cancel the meeting if the Chairperson cannot be reached.

Section 10: Remote Participation in Meetings

Representatives who are unable to attend Council meetings in person may participate in all meetings by any means of communication (including, but not limited to, electronic, telephone, video, internet/online) by which all Members participating may simultaneously hear each other and/or participate during the meeting. A Member participating remotely in a meeting shall be deemed present at the meeting for all purposes, including, but not limited to votes and quorum. Meetings with such participation shall be held in a designated public place and conducted with the same procedures as specified elsewhere in these bylaws. A roll call vote will be conducted for tallying votes.

Section 11: Rules

All meetings of the Council and of all committees and subcommittees shall be conducted in accordance with the most recently published edition of *Robert's Rules of Order*.

Section 12: Meetings without Notice

The Council may meet without notice or a quorum provided that no action is taken during such meeting.

Article VI: Officers and Executive Committee

Section 1: Title and Terms

- (A) **Officers.** Officers of the Council shall include a Chairperson, Vice-Chairperson, Secretary, and Treasurer, who shall also be Assistant Secretary.

Officers of the Council shall serve no more than two (2) consecutive terms.

- (B) **Executive Committee.** The Executive Committee of the Council shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Council, as well as five at-large Representatives of the Council.

At-large Representatives shall be nominated by a majority vote of the Council. At-large Representatives and Officers which comprise the Executive Committee shall serve until the next annual meeting of the Council or until their successors have been elected, in adherence with the processes for the election of officers defined elsewhere within these by-laws.

Section 2: Election of Officers and At-Large Representatives

A nominating committee of three (3) Representatives shall be appointed by the Council to recommend a slate of officers and the at-large Representative members of the Executive Committee. The Officers and at-large Representatives shall be elected at the first (1st) meeting of the fiscal year of the Council by a simple majority vote of the Members present at the meeting and constituting a quorum, and shall serve until the first meeting of the succeeding fiscal year of the Council or until successors have been elected.

The Nominating Committee shall provide notice to the Members of the Council at least seven (7) days prior to the annual meeting its proposed slate of Officers and at-large Representatives. During a meeting in which the Nominating Committee reports its nominees to the Board, the Board shall entertain nominations from the floor.

Section 3: Vacancies

In the event any vacancy occurs in any office or on the Executive Committee during the year, a successor shall be elected to serve the unexpired term. A successor shall be proposed by the Chairperson and elected by the Council by a simple majority vote of Members present at the meeting. The Chairperson shall also consider nominations from the floor. Such service shall not constitute one (1) term for the purposes of term limitations.

Section 4: Chairperson

The Chairperson shall preside at all meetings of the Council and the Executive Committee; however, in the absence of the Chairperson the Vice Chairperson shall preside. In the absence of the Chairperson and Vice Chairperson, a member of the Executive Committee designated by

the Council as acting Chairperson shall preside or assume the responsibilities of said officer for the duration of absence. When so directed by the Council, the Chairperson or the Executive Director may sign contracts and other documents in the name of the Council.

The Chairperson may call special meetings of the Council as set forth in these bylaws.

As a Member of the Council, the Chairperson shall have the right to vote on all matters which may come before the Council. The Chairperson shall be a Member of all standing and special committees, ex officio without vote, except in the case of tie votes or when required for a quorum.

Section 5: Vice-Chairperson

The Vice Chairperson shall have other such powers and perform such duties as may be assigned by the Council. In the event the Chairperson for any reason vacates the chair or is absent or unable to exercise the duties of office, the Vice Chairperson shall assume the powers and duties of the Chairperson.

Section 6: Secretary

The Secretary shall keep the official records of the Council, including the minutes of meetings of the NVCOG and the Executive Committee and generally shall perform such duties as may be required of them by the Council. The Secretary shall see that all meeting notices are duly given in accordance with the provisions of the By-Laws or as required by law. In the absence or inability to serve of the Secretary, the Treasurer shall assume the powers and duties of the Secretary.

Section 7: Treasurer

The Treasurer shall receive and take charge of all money, property, and securities of the Council delivered to them. Under the direction of the Treasurer, the Executive Director or their designee shall deposit all money to the credit of the Council in a bank or banks selected by the Executive Committee. Under the directions of the Treasurer, the Executive Director or their designee shall make all disbursements, and an accurate record of receipts and disbursements will be kept. A report on finances will be given to the Council at each regular meeting of the Council.

The Treasurer shall submit NVCOG books and records for the annual audit under the provisions of the Municipal Auditing Act and federal audit requirements. The Treasurer shall furnish bond in the amount established by the Council and the cost of this bond to be paid by the Council. In the event of the inability of the Treasurer to serve, the Committee is authorized to appoint an acting Treasurer who shall be covered by bond.

Article VII: Committees and Liaison

Section 1: Committee Formation

The Council may establish Committees whenever deemed necessary to further the purpose of the Council.

Section 2: Executive Committee

(A) Meetings. Meetings of the Executive Committee shall take place between ten (10) and two (2) business days prior to regular meetings of the Council. The Executive Committee shall meet at the call of the Council Chairperson. The Chairperson may, or any three (3) members of the Executive Committee may require the Chairperson to call a special meeting of the Executive Committee. In the case of special meetings of the Executive Committee, public notice of meetings shall be provided not less than twenty-four (24) hours before the date of the meeting. Notice of special meetings shall be provided to members seven (7) days, and no less than twenty-four (24) hours, in advance of meeting. A quorum shall be a simple majority of the members of the Executive Committee.

(B) Responsibilities. The Executive Committee shall have the following responsibilities and functions:

- (1) Recommendation to the Council of:
 - a. Such personnel policies, administrative regulations, and procurement and financial procedures as may be required by the applicable and pertinent federal or state laws, regulations or requirements, these By-Laws, and the annual program and budget adopted by the Council.
 - b. Any and all contracts of the Council, including any contracts with the Federal, State, or other public, non-profit and private organizations. Moreover, proposed agreements, except those with an agency of the State or federal government, may be reviewed as to legal form by an attorney designated by the Council.
 - c. Candidates for the position of Executive Director, including compensation following recruitment of said candidates. In the event the position of Executive Director is vacant, the Executive Committee may, with the concurrence of the Council, appoint an Acting Executive Director.
- (2) Authority to create and discontinue staff positions of the Council except that of the Executive Director.
- (3) Overseeing the execution of the policy decisions made by the Council.

- (4) Preliminary consideration of the budget, as prepared by the Executive Director, and recommend for approval a budget to the Council during April of each year. Budget proposals shall reflect:
 - a. Annual Council goals advanced by the Executive Committee and approved by the Council at the time of annual budget approval; and
 - b. January annual personnel evaluations conducted by the Executive Director, including self-evaluation, under the direction of the Executive Committee. During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments, or transfers do not increase the assessments of the members of the Council and do not exceed ten (10%) percent of the approved budgeted item. In order to recommend the annual budget to the Council, the affirmative vote of a simple majority of the full membership of the Executive Committee is required.
- (5) Such other duties as are assigned to it by the Council as required for the management of the business affairs of the Council and consistent with federal or state law, regulation or requirements and these By-Laws.

Section 3: Standing Committees

Standing Committees shall be formed and operate as follows:

- (A) Members of all Standing Committees shall be appointed by the Chairperson of the Council to serve until the next Annual Meeting of the Council or until their successors have been appointed.
- (B) A quorum for Standing Committee action shall be five (5) members or fifty (50%) percent of the committee membership, whichever is less. Each Standing Committee may elect or appoint one Vice-Chairperson.
- (C) Each Standing Committee may act for the Council carrying out programs approved by the Council within its general area of responsibility. No Standing Committee shall commit the Council to contracts, financing, or other commitments not previously approved by the Council.
- (D) Standing Committees will keep written records of meetings for submittal to the executive director and shall make regular progress reports to the Council.

Section 4: Special Committees

The Council may establish, from time-to-time, such special, or ad hoc, committees as may be needed. Such committees shall serve such terms and perform such duties as the Council

prescribes. Special Committees will keep written records of meeting for submittal to the executive director.

Section 5: Liaison to Other Organizations

The Council may, as it deems necessary or desirable, designate from among its Representatives, Alternates or staff individuals to serve as a liaison to other organizations. The purpose of such liaison shall be to enhance communication and coordination between the Council and other organizations whose functions are related to the interests of the Council.

Article VIII: Executive Director

Section 1: Duties and Responsibilities

The Executive Director shall be the chief administrative officer of the Council. The Executive Director shall be responsible to the Council for the administration of the Council's affairs placed in his or her charge by or under these Bylaws and for implementing policy directives of the Council. The Executive Director shall have the following powers and duties:

- (A) Preparation of proposed programs together with a proposed annual budget for submission to and consideration by the Executive Committee and adoption by the Council. Upon adoption by the Council, the Executive Director shall be responsible for executing and administering the work program and budget;
- (B) Advising the Council and Executive Committee Council regarding the progress of the NVCOG work program and recommending appropriate and necessary measures concerning the affairs and operation of NVCOG;
- (C) Preparation of the agenda for and attendance at all Council and Executive Committee meetings as a non-voting member, with the right to participate in discussion;
- (D) Countersignature, with the Treasurer or other designated officers, of all checks issued by the Council. Further, the Executive Director shall prepare and administer a system of internal control over all cash disbursements that is consistent with appropriate Federal and State guidelines;
- (E) Responsibility for the supervision of the NVCOG staff and the coordination of the work of consultants. In this regard the Executive Director shall:
 - (1) Recommend annually a pay plan and personnel policies for all personnel employed by the Council.
 - (2) Establish the number, duties and compensation of NVCOG employees, in accordance with the budget approved by the Council;
 - (3) Appoint and remove when necessary, NVCOG employees;
 - (4) Change, consolidate, or abolish any of NVCOG departments or divisions of the staff in accordance with the Council budget and subject to the approval of the Executive Committee;

- (F)** Reporting to the Council on all matters affecting the organization, as directed by the Council;
 - (G)** Ensuring that all provisions of laws affecting the Council are enforced and executed as intended.
 - (H)** Submitting to the Council and making available to the general public an annual report on the activities of the NVCOG;
 - (I)** Approving non-recurring expenditures for individual items provided that the expenditure is:
 - (1) Within the budget and terms approved by the Council;
 - (2) Consistent with these by-laws and applicable federal and state guidelines; and,
 - (3) Submitted to the Council at the next meeting with a record of their non-recurring expenditures for the period since the submission of the last such record;
- However, the Executive Director shall request Council approval for non-recurring expenditures in excess of five thousand (\$5,000.00) dollars and not identified in the approved budget; and.
- (J)** Performing other such duties as directed by the Council and may be subject to other requirements under the terms of their engagement or other engagements pertaining to them.

Section 2: Appointment

The Executive Committee shall have the authority to recruit and recommend the Executive Director, and the salary, subject to the approval of the Council. The Executive Director shall be appointed for an indefinite term. The salary shall be fixed at the time of the appointment of the Executive Director and shall thereafter be reviewed annually at the time of the adoption of the budget.

Section 3: Removal

The Council may remove the Executive Director from office, for cause as shall be defined in a written employment agreement, by an affirmative vote of a simple majority of the entire membership of the Council.

Article IX: Legal Counsel

A legal counsel may be employed as needed, in a manner prescribed by the Council, to advise and represent the NVCOG.

Article X: Regional Planning Commission

Section 1: Duties and Responsibilities

The planning duties and responsibilities of the Council shall be carried out by the Regional Planning Commission. The Commission shall act on the direction and behalf of the Council according to procedures as may be established by the Council. The planning duties and responsibilities of the Commission shall include, but need not be limited to (1) oversight of plans and studies; (2) addressing referrals concerning land use regulations or other matters as directed by the Council and in concert with staff; (3) the development of recommendations concerning a regional Plan of Conservation and Development (POCD) as addressed in CGS Sec. 8-35a; (4) the development of recommendations concerning a federally-mandated Long Range Transportation Plan. The Regional Planning Commission shall take on other duties at the direction of the Council.

Section 2: Membership, Representation, and Alternates

Each Member of the Council shall be entitled to one (1) representative to the Commission, who shall be an elector or land use officer of the appointing Member. In order for a Member to appoint a representative to the Commission, the Member's municipal planning commission must nominate a representative to the Commission who is then approved of by the Member's representative to NVCOG in the form of a written notice to the Executive Director of the NVCOG. This written notice of approval shall serve as the official appointment of a representative to the Commission. Each Member may also appoint an alternate by an identical process. The alternate shall be an elector or land use officer of the appointing Member. The representative to the Regional Planning Commission shall serve until a successor is appointed by their respective Member.

Section 3: Functions.

- (A) Oversight of Plans.** The Council shall instruct the Commission in concert with staff to prepare and keep up-to-date a regional POCD and to prepare reports, plans and policies as required by law and by the Connecticut General Statutes, as amended, and may instruct the Commission to prepare other plans and documents as the Council shall deem appropriate.
- (B) Referrals.** All matters referred to the Council, which are required, by law, to be referred to and considered by a Council of Governments, shall be considered, commented upon, and findings issued by the Commission as a recommendation to the Council. The Commission may consider other referrals as directed by the Council. These other referrals shall be considered, commented upon, and findings issued. Any such instruction of the Council shall specify a reasonable time period in which the Commission shall take action required by such instructions.
- (1) Any party initiating a referral request to the Council or initiating an application giving rise to a referral by a municipal planning and/or zoning commission may

appeal any finding of the Commission to the Executive Committee, acting as the Referral Committee, for further consideration.

- (2) To be considered by the Referral Committee, all appeals must be received in writing within five (5) days of the issuance of the recommendation; transmittal as established by postmark.
 - (3) Appeals shall be acted on by a majority of members of the Council present at the next Council meeting. Appeals shall fully state the reasons for review of the Commission's report and, as initially received by the Council, shall constitute the sole basis for Council review.
 - (4) The Council shall consider the findings of the Commission regarding any such matter and the nature of the appeal but shall be entitled to take any action regarding such matter as it shall deem appropriate.
 - (5) If no appeal is filed, then the report of the Commission as reviewed by the Referral Committee shall be considered approved by the Council.
 - (6) Other referrals or requests for comment to determine consistency with regional plans and policies, arising by Council action or as a result of federal or state law or regulation, shall be addressed by the Commission.
- (C) Submittal of Reports, Plans and Policies.** Reports, plans, and policies of the Commission other than Commission findings in response to referrals under the above sections of this Article from which no appeal has been taken as herein provided, shall be presented to the Council as proposals at the next regular meeting of the Council. The Council may act upon such submission by adopting, rejecting, modifying, or referring the same back to the Commission for further consideration, at the earliest practicable point in time.

Section 4: Meetings of the Commission

Unless otherwise specified by resolution of the Commission, the Commission will meet once every two (2) months, as needed, subject to the right of the Chairperson of the Commission to cancel regular meetings in the absence of any business to come before any such meeting. Times and places of meetings shall be established by the Commission.

- (A) **Regular Meetings.** Unless otherwise specified by resolution of the Commission, the Commission will meet once every two (2) months, as needed, subject to the right of the Chairperson of the Commission to cancel regular meetings in the absence of any business to come before any such meeting. Times and places of meetings shall be established by the Commission.
- (B) **Special Meetings.** Special meetings of the Commission shall be held by call of the Commission Chairperson or by petition of the Commission Secretary from not less than fifty (50%) percent of the representatives of the Commission.
- (C) **Notice of Meetings.** Each representative shall be sent notices of regular meetings in writing between seven (7) days and twenty-four (24) hours before the meeting date. The notices shall include the place and time of the meetings and an agenda for the meeting. Notices of each meeting shall also be sent to the Representatives to the Council. All items included in the agenda shall be acted upon at such meeting other than routine ministerial and administrative matters, except by the unanimous approval of all representatives present and constituting a quorum.
- (D) **Quorum.** A minimum of ten (10) of the Commission's authorized representatives, from no less than ten (10) Members of the Council shall constitute a quorum.
- (E) **Action.** Action of the Commission shall be by a simple majority vote of those representatives constituting the quorum; provided, however, that recommendation of a Regional Plan of Conservation and Development or part or amendment thereof, shall be the affirmative vote of not less than a simple majority of all authorized representatives of the Commission.
- (F) **Record of Meeting.** Meeting actions and minutes by the Commission with the vote results shall be published within twenty-four (24) and seventy-two (72) hours, respectively, in NVCOG files and the NVCOG website, and distributed to the town halls for public inspection. Representatives may, after the filing of the minutes, submit written comments on items in the meeting agenda or minutes to be added as addenda to the minutes.
- (G) **Cancellation of Meeting.** The Chairperson may cancel a meeting given that they provide written notice of the cancellation to members. In case of weather or an emergency, the Executive Director or his designee has the authority to cancel the meeting if the chairperson cannot be reached.

- (H) Remote Participation in Meetings.** Representatives who are unable to attend Commission meetings in person may participate in all meetings by any means of communication (i.e., electronic, telephone, video, internet/online, etc....) by which all members participating may simultaneously hear each other and/or participate during the meeting. A member participating remotely in a meeting shall be deemed present at the meeting for all purposes, including, but not limited to votes and quorum. Meetings with such participation shall be held in a designated public place and conducted with the same procedures as specified elsewhere in these bylaws. A roll call vote will be conducted for tallying votes.
- (I) Rules.** All meetings of the Council and of subcommittees shall be conducted in accordance with the most recently published edition of *Robert's Rules of Order*.

Section 5: Officers

Officers of the Commission shall include a Chairperson, Vice-Chairperson, and a Secretary, to be selected annually by majority vote of the Commission representatives. The officers shall perform all duties incident to the particular office. These officers shall serve as the Executive Committee of the Regional Planning Commission as per CGS 4-124n. The officers shall serve for one term with new officers to be elected once per term at the regular meeting of the Commission in the same calendar month as the previous selection. No representative shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 6: Sub-Committees

The Commission may, by resolution, establish such other committees as it shall deem appropriate.

Article XI: Metropolitan Planning Organization (reserved)

Article XII: Fiscal Management

Section 1: Fiscal Year

The fiscal year of the Regional Council for the purposes of work program development, budgeting, accounting, auditing, and fiscal reporting shall commence July 1st and come to a close at 11:59:59 PM EST June 30th.

Section 2: Budget Adoption

A preliminary budget shall be prepared on or before April 30th by the Executive Director and distributed to the Executive Committee for submission to the Council. The preliminary budget advanced to the Council shall be based upon: (1) a detailed chart of expenditure accounts considered by the Executive Committee; (2) January personnel evaluations conducted by the Executive Director under the guidance of the Executive Committee; (3) a staffing-salary plan approved by the Executive Committee; and (4) proposed goals for the ensuing fiscal year, which shall accompany the proposed budget. The Council will review the preliminary budget in May. A final budget shall be approved in June. In the event a budget is not adopted for the ensuing fiscal year, the budget for the preceding fiscal year shall be considered to be the approved budget until a new budget is adopted.

Section 3: Funds, Gifts, Bequests, or Contributions

Funds, gifts, bequests, and contributions may be received by the Council for its own use and purposes from any source including local, state, and federal governments, individuals, corporations, or associations, provided that they are to be used at the discretion of the Council.

Section 4: Grants

The Council may approve requests for grants from the state or federal government. Approval of such requests shall include authorization by the Chairperson to sign such agreements or contracts with the state or federal government, within the scope of the requests of the Council to the state or to the United States government.

Section 5: Audit

The Council shall oversee the annual audit of the financial records and statements of the Council and employment of auditors approved by the State Office of Policy and Management in connection therewith. The annual audit shall be made available for review no later than the second (2nd) Wednesday in September, following the end of the fiscal year and shall be reviewed for acceptance by a majority of the Council at the first Council meeting following receipt of the audit.

Section 6: Expenditure of Funds

Expenditures of Council funds shall be within the budget approved by the Council, and shall adhere to the Financial Policy and Procedures Manual approved by the Council.

Section 7: Membership Dues

In January of each year, preliminary assessments for all participating members shall be established by the Council upon recommendation of the Executive Committee to assist in the municipal budgeting process for the ensuing fiscal year. Final assessments shall be established in concert with the annual budget and shall not exceed those fixed as preliminary assessments.

Section 8: Petty Cash Fund

To facilitate prompt payment of small amounts, there may be a petty cash fund of a maximum of one hundred (\$100.00) dollars. An advance of this principal sum is authorized to be placed in the custody of the Executive Director or a staff member designated by them, which fund, when it nears depletion, shall be replenished through the regular disbursement procedure.

Section 9: Reports

- (A) **Financial Report.** At each regular meeting of the Council and when otherwise requested by action of the Council, the Treasurer shall report to the Council on the Council's financial condition.
- (B) **Annual Report.** An Annual Report covering the activities of the prior year shall be prepared by staff and presented to and approved by the Council. Copies of the approved Annual Report shall be distributed to the municipal clerks and Representatives.

Article XIII: Amendments

These by-laws may be amended by a vote of two-thirds ($2/3^{\text{rds}}$) of the Members of the Council, but not less than a majority of the entire membership. These by-laws shall first be submitted to any regular or special meeting of the Council for preliminary consideration and only then, if preliminarily approved, placed on the agenda for the next succeeding regular or special meeting of the Council for formal adoption. Notice of any amendment shall be send sent to all Representatives of the Council.

Special notice of amendments to these by-laws shall be provided to members seven (7) days before the date of an amendment's preliminary consideration.

Prior to formal adoption, the Council shall engage with an attorney who shall determine the legality and validity of the proposed amendment(s).

These by-laws shall become effective immediately upon their adoption by a majority of the representatives of two-thirds ($2/3^{\text{rds}}$) of the municipalities which have adopted the ordinance

establishing this Council, at the date of the meeting these by-laws or amendments are acted upon.

Article XIV: Withdrawal

Any Member of the Council may withdraw from membership in the Council by the adoption of an ordinance of withdrawal by its legislative body. If, at the time of withdrawal, a municipality has not paid its relevant assessment of dues, its withdrawal does not remove it from its obligation to pay such dues.

Article XV: Effective Date

For the purpose of the original adoption of these by-laws, such adoption shall be made by an action of two-thirds (2/3rds) of the eligible membership.