

Bylaws of the Western Connecticut Council of Governments

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PREAMBLE

The purposes of the Western Connecticut Council of Governments are to serve as a continuing forum to promote cooperative arrangements between its Members, to initiate and implement programs and coordinate actions on a voluntary basis determined to be of benefit to the Western Connecticut Region and to serve as a regular forum for contact and discussion of items of mutual interest among town and city officials.

The Council will serve as the body to carry out the regional planning process for the region, and also will 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, education and economic conditions of the area as comprised by its Members.

ARTICLE I: ORGANIZATION

- A. **Name.** The name of this voluntary association shall be the Western Connecticut Council of Governments.
- B. **Structure and Definitions.** The internal structure and organization of this voluntary association shall be according to the statutes of the State of Connecticut and as further provided in these By-Laws. The following terms shall have the meanings hereinafter ascribed to them, unless the context shall otherwise require:
1. “Council” shall mean this regional council of governments as authorized and organized under Sections 4-124l, 4-124n, and 4-124p through 4-124u of the General Statutes of the State of Connecticut and any amendments thereto, and any other enabling legislation for regional councils of governments as currently exists or hereafter may be enacted.
 2. Unless otherwise provided herein, terms used in these By-Laws shall have the same meanings as set forth in Section 4-124i of said General Statutes.
 3. “Member” shall mean any municipality within the Region, including Bethel, Bridgewater, Brookfield, Danbury, Darien, Greenwich, New Canaan, New Fairfield, New Milford, Newtown, Norwalk, Redding, Ridgefield, Sherman, Stamford, Weston, Westport, and Wilton, which has become a Member of the Council in accordance with these By-Laws.
 4. “Representative” shall mean the mayor or first selectman (or his or her alternate) of the Member municipality.
 5. “Region” shall mean the Western Connecticut Planning Region, which includes all of the municipalities identified in subsection (3) above, as designated or re-designated by the Secretary of the Office of Policy and Management pursuant to C.G.S. § 16a-4c.

ARTICLE II: DECLARATION OF POLICY

The Council finds and declares that the need for a council of governments is based on the recognition that:

- A. Plans and decisions made by each local government with respect to land use, transportation, capital improvements and economic development, among other initiatives, which affect the welfare of abutting jurisdictions should be considered.
- B. It is imperative for the regional planning process to be directly related to the elected local government decision and policy makers, and the chief elected officials.
- C. The people within the Region have a fundamental interest in the orderly development of the Region.
- D. Municipalities within the Region have a positive interest in the preparation and maintenance of a long-term comprehensive Plan of Conservation and Development, for the benefit of the Region to serve as a guide to the political subdivisions within the Region; a long-range transportation plan, a comprehensive economic development strategy (CEDS) and other such plans; and the cost-effective provision of municipal services on a regional basis.
- E. The continuing development of the Region presents problems that are not confined to the boundaries of any single municipality.
- F. The Region, by reason of its numerous governmental jurisdictions, presents special problems of development that can be dealt with best through a regional council of governments.
- G. In order to assure, insofar as possible, the orderly and harmonious development of the Region and to provide for the needs of future generations, it is necessary for the people of the Region to cooperatively plan for the future, as defined by statute, and for the Council to coordinate the activities of federal, state, regional and municipal agencies concerned with the Region and to render assistance and service and create public interest and participation for the benefit of the Region.

ARTICLE III: POWERS AND RESPONSIBILITIES

The Council shall have all rights and authority and shall be subject to all of the responsibilities and duties as are granted to and required of regional councils of governments under the General Statutes of the State of Connecticut, as amended, or by special acts of the Connecticut General Assembly.

These rights and responsibilities include succession to the rights, privileges and obligations (including but not limited to pension obligations) of any former regional council of elected officials and regional planning agency within the Region.

ARTICLE IV: FUNCTIONS

- A. **Coordinating Functions.** The Council shall promote regional coordination and cooperation through activities designed to:
 - 1. Strengthen municipalities and their individual capacities to deal with local opportunities.
 - 2. Serve as a forum to identify study and address area-wide opportunities.

3. Provide the organizational framework to ensure effective communication and coordination among governmental bodies.
4. Serve as a vehicle for the collection and exchange of information for the membership.
5. Encourage action and implementation of regional plans and policies by local, state and federal agencies.
6. Provide, if requested, mediation in resolving conflicts among Members and between Members and other parties.
7. Provide technical and general assistance to Members within its staff and financial capabilities.
8. The Council may receive funds from the federal, state and municipal governments but is not authorized to levy taxes of any type. Nothing in this section shall limit the Council from collecting dues from its Members in accordance with these By-Laws.

B. **Regional Plan.** Pursuant to Section 8-35a of the Connecticut General Statutes, and any amendments thereto, the Council shall adopt and update as necessary a Plan of Conservation and Development (hereafter referred to as the “Plan”) and recommend policies for the conservation and development of the Region.

The Plan shall be based on comprehensive surveys and studies of the existing conditions and probable future growth of the Region. The Plan shall be made with the general purpose of guiding a coordinated and harmonious development that, considering present and future needs and resources, will best promote the health, safety and general welfare of the people.

ARTICLE V: MEMBERSHIP

- C. **A. Eligibility.** All towns and cities within the Region are eligible for Membership. To become a Member of and retain Membership in the Council, any town or city shall adopt a resolution consistent with Sections 4-124i through 4-124p of the Connecticut General Statutes, as amended, by ordinance of its legislative body.
- D. **B. Annual Assessments.** Each Member shall pay its annual assessment of Council costs as specified by the Council in an approved annual budget, provided that any such annual assessment shall be paid during July of each fiscal year as provided in Section C of Article XI.
- E. **C. Withdrawal.** Any Member town or city may withdraw from the Council by adoption of an appropriate ordinance of its legislative body to become effective on the date of such adoption; provided that any such withdrawing Member shall remain responsible for the payment of its assessment for the balance of the then-current fiscal year of the Council.

And, unless such withdrawing Member shall give notice to the Council of its withdrawal not less than ninety (90) days prior to the end of the Council's fiscal year, such withdrawing Member shall also be responsible for its assessment for the next succeeding fiscal year.

Notice of withdrawal shall be given by certified mailing of a copy of the pertinent 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.

- F. **D. Operations.** The activities and affairs of the Council shall be managed by the Representatives of its Members.
- G. **E. Suspended Membership.** Any Member who has failed to pay at least one-half of its assessment prior to October 1 or the balance by March 1 of any year may be suspended from active Membership by a majority vote of all Members and shall be notified of such by the Secretary.

Any such suspended Member shall not be eligible to vote on Council matters nor entitled to participate in the affairs of the Council, but shall be permitted to again become an active Member immediately upon payment of all its unpaid assessment due.

ARTICLE VI: REPRESENTATION AND MEETINGS

- A. **Representation.** Each Member of the Council shall be entitled to one Representative on the Council who shall be the chief elected official and shall have one vote at meetings of the Council.
- B. **Alternate Representation.** A Member municipality may appoint, in the manner provided by ordinance of the legislative body of such municipality, an elected official as an alternate. If the Representative and the alternate are unable to attend a meeting, the former may appoint a meeting-specific proxy.

The appointing party shall notify the Council Chair of said appointment in writing in advance of the service of the alternate or, in the case of a proxy, in advance of each meeting at which the proxy will serve.

Receipt of a properly executed appointment notification grants the alternate or proxy the same rights and privileges of a Representative, with the following conditions: 1) Neither an alternate nor a proxy may serve as an officer of the Council or of any committee established by the Council; 2) Neither an alternate nor a proxy may vote on amendments to these bylaws; 3) All actions taken by an alternate or a proxy with regard to Council matters, including testimony provided and votes cast, shall be considered to be the official position of the respective Representative; and 4) A Representative may utilize the meeting-specific proxy option no more than three times during a calendar year.

- C. **Meetings.**
 - 1. **Regular Meetings.** Unless otherwise specified by resolution of the Council, the regular meetings of the Council shall be held each month or at such times and places as may be established by the Council.

2. **Special Meetings.** Special meetings of the Council shall be held by call of the Chairperson or by petition to the Secretary of the Council from at least one-third of the Representatives to the Council.
 3. **Annual Meeting.** Unless otherwise specified by resolution of the Council, the annual meeting shall be held in January of each calendar year for the purpose of electing officers.
 4. **Call of Meeting.** Each Representative shall be sent notices of regular meetings in writing, or by electronic or facsimile transmission to be received by the Representative at least seven (7) days before the meeting date. The notices shall include the place and time of the meeting and an agenda for the meeting.
 5. **Only items included in the agenda shall be acted upon at such meeting other than routine ministerial and administrative matters, except by the approval of two-thirds of the Representatives present and constituting a quorum.**
 6. **Notices of special meetings shall be sent in writing or by electronic or facsimile transmission to be received by the Representative at least three (3) days before the meeting date.**
 7. **Minutes.** Minutes of the Council meetings and other official actions of the Council and any of its committees shall be filed in the Council's office and shall be of public record.
 8. **Standing Rules.** The Council may from time to time adopt or amend Standing Rules for the conduct of meetings of the organization.
- D. **Quorum.** A majority of the Members of the Council or of a committee shall constitute a quorum. All meetings of the Council or committees shall be conducted in accordance with the most recent issue of Roberts Rules of Order.
- E. **Action of the Council.** Action of the Council, except as otherwise provided, shall require an affirmative vote of at least a majority of Members of the Council present and voting and constituting a quorum.

ARTICLE VII: OFFICERS

- A. **Title and Terms.** Officers of the Council shall include a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer who shall be elected at the annual meeting of the Council. Officers shall be the Chief Elected Official of their Member municipalities and shall serve until their successors have been instated.
- B. **Election of Officers.** A Nominating Committee of five (5) Representatives shall be appointed by the Council at the November meeting of the Council and shall serve until a succeeding Nominating Committee is appointed.

The Nominating Committee shall send to the Representatives of the Council, in writing, or by electronic or facsimile transmission, a nomination of a slate of officers to be received by the Representatives at least seven (7) days prior to the annual meeting

- C. The slate of officers and Executive Committee Representatives shall be elected at the annual meeting by a simple majority vote of those present.
- D. **Vacancies.** In the event any vacancy occurs in any office during the year, a successor shall be proposed by the Nominating Committee and elected by the Council to serve the unexpired term. In the interim between the occurrence of the vacancy and the election of a successor, the Executive Committee shall designate one of the remaining Officers additionally to assume the responsibilities of the vacated position. Service under this section shall not constitute a calendar year of service as specified in Article VII, Section A.
- E. **Chairperson.** The Chairperson of the Council shall be a duly elected Council Representative. The Chairperson shall prepare meeting agendas and preside at all meetings of the Council, and in his or her absence, the Vice Chairperson will preside, and in the absence of the Chairperson and Vice Chairperson, a member of the Executive Committee designated by the Chairperson shall preside.

When so duly authorized by the Council, the Chairperson alone or with the Vice Chairperson or with the Executive Director may sign contracts in the name of the Council. The Chairperson shall be an ex-officio representative on all commissions and committees.

The Chairperson may call special meetings of the Council as specified in Article VI, Section C. As a Representative on the Council, the Chairperson shall have the right to vote on all matters which may come before the Council. The Chairperson shall be a voting Member of all committees, but shall not be considered as part of the quorum of any committee, except as provided for in Article VIII.

- F. **Vice Chairperson.** At the request of the Chairperson or in the absence of the Chairperson, or should the Chairperson become incapacitated, the Vice Chairperson shall assume the powers and duties of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to the Vice Chairperson by the Council.
- G. **Secretary.** The Secretary shall have the responsibility of verifying of and keeping minutes of the meetings of the Council and the Executive Committee as drafted by the staff of the Council. The Secretary shall see that all meeting notices are duly given in accordance with the provisions of the By-Laws and as required by law.
- H. **Treasurer.** The Treasurer, who shall be bonded in the amounts deemed necessary by the Council, shall receive all money, property and securities of the Council delivered to the Council.

Under the direction of the Treasurer, the Executive Director, or his or her designee, will take charge of all funds and deposit all money so received to the credit of the Council in a bank or banks selected by the Executive Committee.

Under the direction of the Treasurer, the Executive Director, or his or her designee, shall make all disbursements, shall keep an accurate record of receipts and disbursements and shall report in writing to the Council at each regular meeting of the Council.

ARTICLE VIII: EXECUTIVE COMMITTEE

The Executive Committee shall be made up of not less than four (4) Representatives: the Chairperson, the Vice Chairperson, Secretary, and the Treasurer. A quorum shall consist of three (3) Executive Committee Representatives.

The Executive Committee shall meet at the call of the Chairperson, provided there shall be written notice of a meeting sent in writing, or by electronic or facsimile transmission, to be received by the Representatives at least seven (7) days before the meeting.

The Executive Committee shall have such powers and duties as are granted to it by the Council. These include:

- A. The Executive Committee shall supervise the annual audit of the financial records of the Council. The draft audit shall be reviewed and a recommendation made to the full Council as to its acceptance.
- B. The Executive Committee shall have the authority to recruit, select and adjust the salary of an Executive Director subject to approval of the Council.
- C. The Executive Committee in cooperation with the Executive Director shall have the authority to create and discontinue staff positions of the Council except that of the Executive Director, subject to approval of the Council.
- D. The Executive Committee shall develop procedures to be used for awarding of contracts and of all non-recurring expenditures above five thousand dollars (\$5,000), subject to approval of the Council. Such procedures shall be in accordance with applicable federal and state regulations, guidance, and requirements.
- E. The Executive Committee shall be responsible for carrying out policy decisions made by the Council.
- F. The Executive Committee shall have 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 the Connecticut General Statutes and these bylaws.

ARTICLE IX: EXECUTIVE DIRECTOR

- A. **Appointment.** The Council, after considering the non-binding recommendation of the Executive Committee, shall appoint an Executive Director by a majority vote of all Representatives of the Council. The salary of the Executive Director shall be fixed at the time of the appointment and shall thereafter be reviewed annually at the time of the adoption of the budget.
- B. **Removal.** The Executive Director shall serve at the pleasure of the Council, but the Council may remove the Executive Director only by a two-thirds vote of all Representatives of the Council.

- C. **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 By-Laws and for implementing policy directives.

The Executive Director shall have the duties and responsibilities as are set forth in a job description adopted by the Council (and any amendments thereto).

ARTICLE X: OTHER COUNCIL COMMITTEES

The Council may establish by resolution, in addition to the Executive Committee required under Article VIII of these Bylaws, such standing, special and advisory committees as it shall deem appropriate to support its comprehensive and functional planning duties and responsibilities.

In establishing any committee hereunder, the Council shall specify by appropriate resolution, the responsibilities of such committee including the period of time in which it shall be expected to act.

The Council may appoint, reappoint and remove members of any such committee and designate the Chairperson thereof and fill vacancies thereon or delegate any or all of such authorities to the Executive Committee or the Chairperson.

Any committee established hereunder by the Council may be abolished by the Council at any time. Any such committee may be comprised of Representatives to the Council or other persons as the Council may determine and appoint to serve on the committee.

ARTICLE XI: FISCAL MANAGEMENT

- A. **Fiscal Year.** The fiscal year of the Council for purposes of work program development, budgeting, accounting, auditing and fiscal reporting shall commence July 1.
- B. **Budget Adoption.** A draft budget shall be disseminated to the Council on or before the Council's December monthly meeting. The draft budget advanced to the Council shall be based upon a detailed chart of expenditure accounts.
- C. **Membership Assessments.** In December of each year preliminary assessments for all participating Members shall be established by the Council upon the nonbinding recommendation of the Executive Committee to assist in the municipal and state budgeting process for the ensuing fiscal year.

Preliminary assessments shall be determined by comparing the Member's population to that of the aggregate population of all Council Members in amounts sufficient to provide funds believed necessary to sustain the following fiscal year's budget. Final assessments shall be established in concert with the annual budget and shall not exceed those fixed as preliminary assessments.

As used in this Section, population shall be determined by the latest U.S. Census or by the most recent State Department of Public Health and Addiction Services estimated populations available to the Council on January 1.

- D. **Annual Audit.** With the approval of the Council, the Executive Committee shall contract with an independent certified public accountant, through a competitive bid process, in accordance with the purchasing procedures of the Council, to prepare a complete financial audit of the Council's affairs under the provisions of the "Municipal Auditing Act" of the Connecticut General Statutes, as amended, and the U.S. Office of Management and Budget's Circular A-128 or its successor.

Such audit shall be received by the Executive Committee not later than November 15th following the close of the previous fiscal year and reviewed for acceptance by the Executive Committee at the first Executive Committee meeting following receipt of the audit.

Upon acceptance, the Executive Committee shall submit the audit to the Council with a recommendation for its approval. The Council shall take action to approve or disapprove the audit at its next regular meeting following receipt of the Executive Committee's recommendation.

Copies of the annual audit shall be transmitted to persons as required by state law or specified in agreement(s) of the Council.

- E. **Funds and Contributions.** Funds and contributions may be received by the Council for its own use and purposes from local, state and federal governments, and any other source deemed acceptable by a majority vote of the Council.
- F. **Signing Authority.** The Executive Director may apply on behalf of the Council for grants from the State or Federal governments when authorized by the Representatives of the Council. Acceptance of approved grant requests shall include the authorization of the Council for the Chairman, Vice Chairman, and/or Executive Director to sign such agreements or contracts with the State and/or Federal government as may be required by the State or the Federal government. When so directed by the Council, the Chairman, Vice Chairman, and/or the Executive Director shall affix her/his signature to executed grant agreements to accept funds on behalf of the Agency.

The Chairman, Vice Chairman, Treasurer and Executive Director shall be the authorized signers on all bank accounts for the expenditure of Agency funds. Expenditures shall be made by check after approval vouchers are signed by any two (2) of the authorized signers of funds.

The Executive Director shall be authorized to have a Council credit card in his/her name to use solely for official Council business. He/she shall be authorized to use the credit card for any expenditure included in the approved Agency budget.

ARTICLE XII: AGREEMENTS

The Council may enter into agreements with local political jurisdictions, the state government and its agencies, the federal government and its agencies, regional agencies, and other public, non-profit and private organizations for the purpose of assisting the Council in carrying out the powers and duties conferred upon the Council by the General Statutes, as amended.

ARTICLE XIII: BY-LAWS AMENDMENTS

These By-Laws may be amended by a vote of a two-thirds vote of all the Representatives of the Members of the Council at any regular or special meeting of the Council.

Any proposed amendment to 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 of the next succeeding regular or special meeting of the Council for formal adoption. Notice of any proposed amendment shall be sent to all Representatives of the Council.