

BYLAWS

CAPE FEAR COUNCIL OF GOVERNMENTS

ARTICLE I - NAME

The name of this organization shall be the Cape Fear Council of Governments, hereinafter referred to as the Council.

ARTICLE II - GEOGRAPHIC DISTRICT

The counties of Brunswick, Columbus, New Hanover, and Pender, and the municipalities therein, shall be eligible for membership in this Council of Governments subject to the provisions of these Bylaws.

ARTICLE III - PURPOSE

The purpose of the Council includes, but is not limited to, the following:

- (a) To carry on a continuing program of comprehensive planning that supplements and coordinates, but does not duplicate the programs of member units.
- (b) To study such area governmental problems common to two or more member units as is deemed appropriate, including but not limited to matters affecting health, safety, recreation, housing, marine resources, transportation, general welfare, education, economic and regional development.
- (c) To promote cooperative arrangements and coordinate action among member units of government.
- (d) To make recommendations for review and action to the member units and other public agencies that perform functions within the region.
- (e) To serve as a clearinghouse for the benefit of member units, gather information concerning their common problems and concerning federal and State services and funds available to assist in the solution of various problems in this area.
- (f) Upon request, provide comment on projects involving federal, State, and private assistance grants for local governments and the private sector.
- (g) To administer federal, State, local and foundation grant programs.
- (h) To provide planning and technical assistance to local governments.

ARTICLE IV - DUTIES AND FUNCTIONS

Section 1. The Council may accept and expend contributions for research assistance from

research organizations, civic foundations, institutions of higher learning, and other organizations.

Section 2. The Council may accept and expend funds grants, gifts, and/or services from the government of the United States, or its agencies; from the State of North Carolina or its departments and agencies; from agencies or instrumentalities from any governmental unit whether a member of the Council or not; and from other civic or private sources.

Section 3. The Council shall establish an annual operating budget which shall include each member unit of local government's proportional assessment. The fiscal year shall run from July 1 to June 30 of the next calendar year.

Section 4. The Council may discuss questions or any matters within the scope of its stated purpose, and make recommendations for action to the governmental units involved in any such questions or matter.

Section 5. The Council may request any governmental unit or agency, federal, State, or local, to act upon its recommendations if such is deemed to be in the interest of the Council and/or its member units.

Section 6. The Council may promote agreements between members or non-member governmental units which are deemed appropriate to further inter-governmental cooperation.

Section 7. The Council may initiate and/or request studies deemed necessary to further understanding of any matters or problems under consideration by the Council.

Section 8. The Council has the right to perform and carry out such other powers, duties and responsibilities as may be authorized under North Carolina General Statutes Secs. 160A-470 through 160A-478 and as they may be amended.

Section 9. The Council may administer federal, State, local and private foundation programs.

ARTICLE V - OFFICES

The Council shall establish a principal office and such other offices as the Council may from time-to-time determine to be necessary for the business of which the Council may require.

ARTICLE VI - GENERAL MEMBERSHIP

Section 1. The Council's General Membership shall be composed of one delegate who shall be a governing board member from each member unit of local government to be appointed annually by the governing board of each unit of government. Should any delegate cease to be a member of a local governing board, that delegate's membership in the General Membership shall automatically terminate.

Section 2. Appointments made by a local unit of government governing board which fills a vacancy shall be to complete the unexpired term of the vacated member.

Section 3. General Membership delegates may be reappointed to succeed themselves.

Section 4. Each member government shall appoint a principle delegate and an alternate delegate. The alternate delegate when sitting in for the principle delegate shall have all the authority and responsibilities normally assigned the principle delegate.

Section 5. All delegates shall continue to serve as a delegate until their successor is appointed.

Section 6. The General Membership shall hold an annual meeting in or around February as determined by the Executive Committee. Other meetings may be called by the Chairman or by the Executive Committee. Ten days advance notice is required for all meetings.

ARTICLE VII - OFFICERS, EXECUTIVE COMMITTEE, AND EXECUTIVE DIRECTOR - APPOINTMENT

Section 1. The officers of the General Membership shall consist of a Chair, a Vice-Chair, and a Secretary, who shall be elected from and by the voting members of the General Membership. No two officers may be from the same county. The officers shall be elected at the annual meeting of the General Membership.

Section 3. All officers shall be elected for a term of one year to expire with the next annual meeting. Any officer may be re-elected to serve any number of terms so long as the officer remains a member of the General Membership.

Section 4. Vacancies occurring in any office between annual sessions may be filled by the Executive Committee.

Section 5. The Executive Committee shall consist of nine members elected at the annual meeting. The Executive Committee shall include the three officers and a County Commissioner from each county who may or may not be an officer. At large members shall be elected to bring the total to nine. In no event shall any county have more than three members (this includes both city and county governing board members) on the Executive Committee. Each member of the Executive Committee member shall have one vote. The officers of the General Membership shall serve as the officers of the Executive Committee. Vacancies occurring may be filled by the Executive Committee, in keeping with Executive Committee makeup requirements stated in this section. All members shall continue to serve until their successor is appointed.

Section 6. An Executive Director shall serve as the Chief Administrative Officer. The Executive Director shall be appointed by and serve at the will of the Executive Committee.

ARTICLE VIII – OFFICERS, EXECUTIVE COMMITTEE, AND EXECUTIVE DIRECTOR - DUTIES

Section 1. The duties of the Chair of the General Membership shall include but are not limited to:

- (a) Preside at all regular and special meetings of the General Membership and Executive Committee.
- (b) Serve as an ex-officio member of all other Council committees.
- (c) Sign any bank checks or withdrawals when the Executive Director or Finance Officer are not available

Section 2. The Vice-Chair of the General Membership shall perform the duties of the Chair in his absence.

Section 3. The Secretary-Treasurer shall keep or arrange for the keeping of minutes of all meetings of the General Membership and the Executive Committee. Upon reading of said minutes and approval by the General Membership, they shall be filed in books to be kept for that purpose. The Secretary shall give or cause to be given, notice of all meetings of the General Membership and Executive Committee, and shall perform such other duties as may be prescribed by the General Membership. The Secretary-Treasurer shall sign any bank checks or withdrawals when the Executive Director or Finance Officer are not available.

Section 4. The Executive Committee shall be the governing board of the Council. As such, the Executive Committee shall:

- (a) Be charged with the responsibility of reviewing financial statements, staff reports, committee reports, and other information in order to set policy and provide fiscal oversight, as specified herein.
- (b) Meet regularly to consider current business and shall be authorized to set policy and otherwise act for the Council on all matters including, but not limited to, adoption of the annual budget and amendments thereto.
- (c) Appoint, fix the compensation of, and remove the Executive Director.

Section 5. The Executive Director shall:

- (a) Maintain and manage the business office of the Council.
- (b) Be custodian of all Council property and records.
- (c) Prepare and submit for approval, minutes of all meetings of the Executive Committee and conduct the correspondence of the Council as needed.
- (d) Attend General Membership and Executive Committee meetings and be prepared to report on business activities, meetings, proposals, cooperative endeavors, etc., in which the Council is currently engaged or may be in the process of developing.
- (e) Maintain close personal contact with representatives of federal, State, and local agencies which currently are, or subsequently will be, cooperatively involved in accomplishing the objectives of the Council.

- (f) Acquire and maintain a working knowledge of the current laws, regulations, and procedures which govern the above federal, State, and local agencies in order that the Council may take full advantage of opportunities provided for joint endeavors, and through receipt of available federal and State funds.
- (g) Prepare and submit a balanced annual budget for consideration by the Executive Committee.
- (h) Prepare an annual report of Council activities to be distributed to each member.
- (i) Be responsible for the supervision of all employees of the Council.
- (j) Act as the Budget Officer pursuant to North Carolina General Statutes Sec. 159-9.

Section 6. The Executive Committee shall appoint from the staff, a Finance Officer pursuant to North Carolina General Statutes Sec. 159-24 who shall report to the Executive Committee on fiscal matters and shall function under the supervision of the Executive Director for all administrative and personnel matters.

Section 7. Every officer and employee of the Council who shall handle funds shall be suitably bonded in an amount determined by the Executive Committee.

ARTICLE IX - RULES OF ORDER

Section 1. All meetings of the General Membership and Executive Committee shall be conducted in accordance with Roberts Rules of Order, Revised unless modified by the General Membership or Executive Committee.

Section 2. Quorum:

- (a) In all General Membership meetings, twenty-five percent of the voting membership of the Council shall constitute a quorum.
- (b) In all Executive Committee meetings, a majority of Executive Committee members shall constitute a quorum.

ARTICLE X - DISSOLUTION OF COUNCIL

The Council may be dissolved at the end of any fiscal year (i) upon the adoption of a joint dissolution resolution by all, or all but one, of the governing bodies of all member governmental units, or (ii) the withdrawal from the Council of all, or all but one, of the member governmental units. Upon dissolution of the Council, all assets and liabilities shall be liquidated, and the proceeds, if any, distributed to those members who paid the latest annual assessment and in the same proportion. Any deficit shall be the responsibility of those member governments who would have received the net proceeds, and in the same proportions.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any regular or special meeting of the General Membership by a two-thirds vote of those present, provided that written notice of the proposed change be given to each voting member of the General Membership at least two weeks in advance of the meeting at which amendment of the Bylaws will be considered.

All actions or clauses which are in conflict with these Bylaws as amended are hereby repealed.

Approved by the General Membership on February 27, 2020.

BY:

ATTEST:



Trent Burroughs, Chair



April Radford, Clerk