

**Northwest Hills
Council of Governments**

BYLAWS

Adopted on January 9, 2014

Revised and Effective November 14, 2024

Acknowledgement is provided to the Council of Governments of the Central Naugatuck Valley for providing a copy of their bylaws which was used as a template for the preparation of the following bylaws.

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Council of Governments**

BYLAWS

ARTICLE I – NAME

The name of the organization is the Northwest Hills Council of Governments, also referred to as “Regional Council” or “NHCOG.”

ARTICLE II – PURPOSE AND POWERS

Section 1 – Purpose. The purpose of the Northwest Hills Council of Governments is to:

- serve as a continuing forum to promote cooperative arrangements between its member municipalities
- initiate and implement programs and coordinating actions, on a voluntary basis, for the benefit of the Northwest Hills Planning Region
- serve as a regular forum for contact and discussion of items of mutual interest among municipal officials
- consider such matters of a public nature common to two or more members of the Regional Council, as it deems appropriate, including matters affecting the health, safety, welfare, physical development, conservation, transportation, and economic conditions of the region
- coordinate and carry out comprehensive regional planning in the Northwest Hills Planning Region

Section 2 – Powers. The Regional 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 a Regional Council of Governments under the General Statutes of the State of Connecticut, Chapter 50, Sec. 4-124i through 4-124p, as amended, or by special acts of the Connecticut General Assembly.

Section 3 – Regional Plans. The Council shall adopt and periodically update a Regional Plan of Conservation and Development (POCD) and prepare other plans, reports, and policies as required by the Connecticut General Statutes, as may be amended.

ARTICLE III – MEMBERSHIP

Section 1 – Membership. Membership in the Regional 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. To become a member, the legislative body of a municipality must adopt an ordinance joining the Regional Council.

Section 2 – Representatives. Each member municipality shall be entitled to one voting representative on the Regional Council who shall be the chief elected official.

Section 3 – Alternates. The elected chief executive may designate an alternate to attend and vote at any meeting in place of the absent representative of the Regional Council. Within the requirements of Sections 4-124k and 4-124n of the CGS, the alternate should be an elected official, when possible, appointed in the manner provided by ordinance of the legislative body of such member.

ARTICLE IV – MEETINGS OF THE COUNCIL

Section 1 – Regular Meetings. Unless otherwise specified by resolution of the Regional Council, the regular meetings of the Regional Council shall be held at least eight times a year. The time and place of regular meetings shall be in accordance with a schedule adopted annually, in November, and transmitted to the Secretary of State, as required by law.

Section 2 – Special Meetings. Special meetings shall be held by call of the Chairman or by petition to the Secretary of the Regional Council from those individuals making up 20% of the membership of the Regional Council, or upon petition of a majority vote of the Executive Committee of the Regional Council.

Section 3 – Emergency Meetings. An emergency meeting may be held at the call of the Chairman without filing an advanced notice of the meeting. Within 72 hours of the meeting, the Regional Council must file its minutes, including the reason for the emergency.

Section 4 – Annual Meeting. The Annual Meeting shall occur during the month of June, at which time the officers and members of the Executive Committee shall be elected for the following fiscal year.

Section 5 – Budget Meetings. The fiscal year of the Regional Council shall be from July 1st through the following June 30th. The local dues to be requested from the member municipalities shall be determined at the February meeting based upon a proposed budget. The budget of the Regional Council shall be adopted not later than the June meeting.

Section 6 – Call of Meetings. Each member of the Regional Council shall be sent notices of meetings described in Sections 1, 2, 4, and 5 above, in writing, sent out at least seven days before the meeting date. The Regional Council, in sending out notices of meetings, shall include the place of meeting, the time of meeting, a statement of the purpose of the meeting and a proposed agenda for the meeting. No item not included in the agenda shall be acted upon at such meeting other than routine ministerial or administrative matters, except by the unanimous approval of all members present and constituting a quorum.

Section 7 – Quorum. For the conduct of business of the Regional Council, a majority of the membership of the Regional Council shall constitute a quorum for the transaction of business.

Section 8 – Voting. Each municipality participating in the Regional Council shall have one vote exercised by its elected chief executive or his/her appointed alternate. Action by the Regional Council shall be a majority vote of those members of the Regional Council's entire membership present and voting.

Section 9 – Cancellation of Meetings. The Chairman may cancel a meeting, and members will be notified by mail, fax, or email. In case of weather or an emergency, the executive director or his designee has the authority to cancel the meeting if the chairman 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.

ARTICLE V – OFFICERS

Section 1 – Officers. Officers of the Regional Council shall include a Chairman, Vice-Chairman, Secretary, and Treasurer, who shall also be Assistant Secretary. Officers shall be elected from among the members of the NHCOCG and hold the respective offices as named individuals. No officer may serve more than 2 full successive terms in any one office.

Section 2 – Method of Selection. The NHCOCG Chairman shall appoint a Nominating Committee of three members and name the Chairman of the Nominating Committee who shall report at the May meeting of the Regional Council. The Nominating Committee Chairman shall mail or email to members of the Regional Council, at least ten days prior

to the May meeting, the proposed slate of officers for the coming fiscal year. Nominations shall also be accepted from the floor. The Nominating Committee shall be responsible for nomination requirements. The election of officers shall occur at the June meeting pursuant to nominations made at the May meeting. The officers shall serve for a one-year term commencing July 1st, or until successors have been elected.

Section 3 – Vacancies. In the event any vacancy occurs in any office during the year, a successor shall be elected to serve the unexpired term. The Chairman, or, in his/her absence, the Executive Committee, shall nominate a name for any vacancy among the officers or Executive Committee at any regular or special meeting of the Regional Council following notice of the vacancy. Nominations shall also be accepted from the floor. The election shall be by a majority vote of the members present at the meeting.

Section 4 – Chairman. The Chairman shall preside at all meetings of the Regional Council and the Executive Committee except that in his/her absence the Vice Chairman shall preside, and in the absence of both the Chairman and the Vice Chairman, a member of the Executive Committee designated by the Regional Council as acting Chairman shall preside. When so directed by the Regional Council, the Chairman shall affix his/her signature to all reports, plans, and publications which have been adopted by the Regional Council and, when so authorized, shall sign contracts in the name of the Regional Council. The Chairman may call special meetings of the Regional Council as specified in Article IV, Section 2, and emergency meetings of the Regional Council as specified in Article IV, Section 3. As a member of the Regional Council, the Chairman shall have the right to vote on all matters which may come before the Regional Council. The Chairman 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 Chairman. In the absence of the Chairman, the Vice Chairman shall assume the powers and duties of the Chairman.

Section 6 – Secretary. The Secretary shall keep the official records of the Regional Council including the minutes of meetings of the Regional Council and the Executive Committee and generally shall perform such duties as may be required of him/her by the Regional Council. The Secretary may delegate the record keeping functions of his/her office to the Executive Director or his/her designee.

Section 7 – Treasurer. The Treasurer shall receive and take charge of all money, property, and securities of the Regional Council delivered to him/her. Under the direction of the Treasurer, the Executive Director or his/her designee shall deposit all money to the credit of the Regional Council in a bank or banks selected by the Executive Committee; make all disbursements by check as described in Article X; keep an accurate record of receipts and disbursements; and report on finances at each regular meeting of the Regional Council. He/she shall submit NHCOC books and records for annual audit under the provisions of the State Municipal Auditing Act and federal audit requirements. He/she

may furnish bond in the amount established by the Regional Council, and the cost of this bond to be paid by the Regional Council. In the event of the inability of the Treasurer to serve, the Executive Committee is authorized to appoint an acting Treasurer who may be covered by bond. The Treasurer shall assume the powers and duties of the Secretary in his/her absence or inability to serve.

Section 8 – Removal from Office. Officers may be removed from office by vote of 2/3 of all members.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Composition. The Executive Committee of the Regional Council shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, and two at-large members of the Regional Council. The Executive Committee shall be elected in the same manner as presented in Article V for the officers.

Section 2 – Responsibilities. The Executive Committee shall make recommendations to the Regional Council for approval of budgets, personnel policies, bylaws, and other duties assigned by the Regional Council.

Section 3 – Quorum. A quorum of four will be necessary for the conduct of business by the Executive Committee.

Section 4 – Meetings. Meetings of the Executive Committee shall be called by the Chairman, or by the Chairman upon the written request of two members of the Committee. The call of meetings of the Executive Committee shall be in writing and sent out at least five days before the date of the meeting. Emergency meetings may be called and without written notice. The actions of the Executive Committee may be subject to approval by the Regional Council at its next regular meeting.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1 – Appointment and Compensation. The Northwest Hills Council of Governments shall, by affirmative vote of a simple majority of the total membership of the Regional Council, appoint an Executive Director for an indefinite term. The salary of the Executive Director shall be fixed by the Regional Council 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 2 – Removal. The Regional Council may remove the Executive Director from office by an affirmative vote of a simple majority of the total membership of the Regional Council.

Section 3 – Powers and Duties. The Executive Director shall be the chief administrative officer of the Regional Council and shall be responsible to the Regional Council for the administration of Regional Council affairs and for implementing policy directives of the Regional Council. The Executive Director shall have the following powers and duties:

- With the approval of the Regional Council, establish the number and duties of the employees of the Regional Council and shall make salary recommendations to the Executive Committee, who shall in turn make recommendations to the Regional Council for final action. The Executive Director shall appoint and, when necessary, remove employees of the Regional Council.
- Report to the Regional Council on all matters affecting the organization, as directed by the Regional Council;
- Be responsible for the supervision of the staff and the coordination of the work of consultants;
- Prepare a proposed annual work program together with a proposed annual budget for submission to and adoption by the Regional Council; and upon adoption, shall execute the work program and budget;
- Recommend annually a pay plan and personnel policies for all personnel employed by the Regional Council;
- Prepare the agenda for and attend all Regional Council meetings with right to take part in the discussion, but without the right to vote;
- Ensure that all provisions of laws affecting the Regional Council are enforced and executed as intended;
- Submit to the Regional Council and make available to the general public an annual report on the activities of the Regional Council;
- Within the terms of the budget approved by the Regional Council, shall be authorized to approve non-recurring expenditures for individual items in an amount not to exceed \$2,500; and
- Perform such other duties as required and directed by the Regional Council.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees. The Regional Council may establish standing committees whenever deemed necessary to further the purpose of the Regional Council. Standing committees shall be formed and operate as follows:

1. Members, and the Chairman, of all standing committees shall be appointed by the Regional Council Chairman to serve until the next annual meeting of the Regional Council or until their successors have been appointed.
2. A quorum for standing committee action shall be three members or 50% of the committee membership, whichever is less. Each standing committee may elect or appoint one vice chairman.
3. Each standing committee may act for the Regional Council carrying out programs approved by the Regional Council within its general area of responsibility. No standing committee shall commit the Regional Council to contracts, financing, or other commitments not previously approved by the Regional Council.
4. Standing committees will keep written records of meetings for submittal to the Executive Director and shall make regular progress reports to the Regional Council.

Section 2 – Special Committees. The Regional 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 Regional Council prescribes. Special Committees will keep written records of meetings for submittal to the Executive Director.

ARTICLE IX – FINANCES

Section 1 – Fiscal Year. The fiscal year of the Regional Council for purposes of budgeting, accounting, auditing, and fiscal reporting is July 1 through June 30.

Section 2 – Grants. The Regional Council shall approve requests for grants from the state or federal government. Approval of such requests shall include the authorization by the Chairman and/or Executive Director to sign such agreements or contracts with the state or federal government, within the scope of the requests of the Regional Council to the state or to the United States government.

Section 3 – Gifts, Bequests, or Contributions. The Regional Council may accept gifts, bequests, or contributions, provided they are to be used at the discretion of the Regional Council.

Section 4 – Expenditure of Funds. Expenditures of Regional Council funds shall be within the budget approved by the Regional Council, and shall use policies and procedures approved by the Regional Council.

Section 5 – Dues. The Regional Council shall establish dues to be appropriated by NHCOC member municipalities for the expenses of the NHCOC in the performance of its purposes, responsibilities, and activities. Each member municipality's annual assessment is due by August 1 of the Regional Council's fiscal year. If any member's assessment has not been paid by the end of the first quarter of the Regional Council's fiscal year, the Regional Council may take such action as it deems advisable including, but not limited to, the suspension of such member's right to vote at any meeting of the NHCOC and the right to hold any elected or appointed NHCOC office. If any member's assessment remains unpaid by the end of the second quarter of the Regional Council's fiscal year, the municipality will automatically lose its right to vote at any NHCOC meeting and the right to hold any elected or appointed NHCOC office. Payment of all delinquent assessments, in full, will automatically reinstate such municipality to full rights and privileges.

ARTICLE X – LEGAL COUNSEL

Legal Counsel, including Labor Counsel, may be employed as needed, in a manner prescribed by the Council and/or Executive Director, to advise and represent the NHCOC as deemed necessary.

ARTICLE XI – FINANCIAL AUDITING SERVICES PROCUREMENT

The Council shall periodically issue a competitive selection process for independent auditing services not to exceed five (5) years per procurement duration. Auditing standards shall be in accordance with established government accounting principles and practices.

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 and private organizations for the purpose of carrying out the powers and duties conferred upon the Council by the General Statutes, as amended.

ARTICLE XIII – AMENDMENTS

These bylaws may be amended by a vote of two-thirds of the members present and voting at a meeting of the Regional Council described in Article IV, but not less than a majority of the entire membership. Notice of adoption or amendment of the bylaws, stating the complete text of the adoption or amendment, shall be sent to all members of the Regional Council as specified in Article IV.

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

ARTICLE XIV – WITHDRAWAL

Any member city, town, or borough may withdraw from membership in the Regional Council by the adoption of an ordinance of withdrawal by its legislative body.

ARTICLE XV – EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption, and as amended.

Adoption

January 9, 2014

Amendments

April 9, 2015

November 14, 2024