

WASHINGTON COUNTY COUNCIL OF GOVERNMENTS

BYLAWS

Adopted: February 26, 2001

Amended: June 16, 2005; October 15, 2010

ARTICLE 1: LEGAL BASIS FOR COMMISSION/COUNCIL OF GOVERNMENTS

The Legislature recognizes councils of governments and regional planning commissions as forms of regional councils in accordance with MRSA Title 30-A, Subsection 2301 and 2302 and provides for their creation.

ARTICLE 2: NAME

The name of the organization shall be the Washington County Council of Governments (WCCOG)

ARTICLE 3: PURPOSES

The WCCOG is a voluntary association of local governments located in Washington County of the State of Maine, the purpose of which is to foster cooperative effort in considering problems, articulating policies and developing plans, and instituting programs that involve two or more member governments. This organization desires to:

- A. Strengthen local self-government while combining total resources for meeting regional challenges beyond individual capabilities.
- B. Serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities.
- C. Provide organizational machinery to enable effective communication and coordination among governments and agencies.
- D. Provide a mechanism for the preparation, maintenance, and distribution of plans relative to physical, economic, and social problems of the region.
- E. Serve as a clearinghouse for the collection and exchange of information.
- F. Maintain liaison with member governments, governmental units, and groups or organizations concerned with the regional issues and opportunities.
- G. Act as spokesperson where membership directs that role.

ARTICLE 4: POWERS

Section 1: Inherent Powers.

WCCOG shall have the power to:

- A. Study problems common to two or more member governments, as it deems appropriate, including, but not limited to matters affecting health, safety, welfare, education, economic conditions, quality of life and regional development;
- B. Promote cooperative arrangements and coordinate action among member governments;

- C. Make recommendations for review and action to member governments and other public agencies that perform, or may perform, functions within the region;
- D. Employ or contract for such staff, and consult and retain such experts, as it deems necessary;
- E. Borrow money and issue its negotiable notes, or other such instruments of indebtedness, having such terms and provisions as the governing body of the council determines to accomplish the purposes as set forth above and for paying any indebtedness and any necessary expenses and liabilities incurred in connection therewith; and
- F. Contract with one or more governments or government agencies for the receipt of funds to accomplish any of the purposes set forth above and incur indebtedness in anticipation of the receipt of such funds by issuing its negotiable notes payable in no more than one year, which notes may be renewed from time to time by the issue of other notes, provided that no notes may be issued or renewed in an amount which at the time of the issuance or renewal exceeds the amount of funds remaining to be received under contracts with one or more governments or government agencies.

Section 2: Delegated Powers

In pursuance of the purposes set forth above, WCCOG shall exercise such power or authority as is necessary or desirable for dealing with problems of local concern, on behalf of any two or more of its member governments which shall authorize its exercise of any such powers, except essential legislative powers or any power which may be proscribed by the laws of the State of Maine, including the power:

- A. To sue and be sued, complain, and defend in its corporate name.
- B. To purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality, or of any instrumentally thereof.
- E. To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage, or pledge of all or any of its property, franchises, and income.
- F. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- G. To conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by the laws of the State of Maine.
- H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

- I. To cease its corporate activities and surrender its corporate franchise.
- J. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE 5: MEMBERS

Section 1:

Eligibility for membership in WCCOG shall be open to the County of Washington, Unorganized Territories within Washington County as represented, and to any municipality within Washington County subject to dues payment. The elected officials of each member community of WCCOG shall annually appoint two representatives to the General Assembly. The government officers of each member shall annually appoint two representatives to the General Assembly. At least one half (1/2) of the representatives from each member government and county government shall be elected officials of that government. In addition, the Sunrise Economic Council shall be granted one (1) representative non-voting seat on the WCCOG Executive Committee.

Section 2:

In the event of the absence of any representative to the WCCOG General Assembly, any official representative or elected or appointed official of the absent representative may act in his/her stead, upon verbal or written presentation of a proxy from the known representative.

Section 3:

Application for admission, or requests for withdrawal, shall be with the payment or non-payment on invoiced dues.

Section 4:

All dues paying member governments, and other members that agree to be bound by these Bylaws, as they may be amended from time to time, shall be automatically accepted as member governments.

Section 5:

The General Assembly may vote by majority to suspend any member government, or other member for failure to contribute to the adopted budget or abide by the bylaws of the WCCOG.

ARTICLE 6: GENERAL ASSEMBLY

Section 1: Purpose

The General Assembly shall be the policy making body of the Council.

Section 2: Powers and Functions

The powers and functions of the General Assembly shall include:

- A. The adoption of the Council budget and the membership fee schedule.
- B. The adoption and amendment of Bylaws.
- C. The establishment of the Executive Committee as described Article 8, Section 3 hereof.
- D. The establishment of policy guidelines for the Executive Committee.
- E. The approval of an annual workplan for the WCCOG.
- F. The consideration of suspension of member governments
- G. All powers vested in the WCCOG by the laws of the State of Maine and these Bylaws.
- H. The acceptance and undertaking of all powers delegated to the WCCOG by member government upon receipt of a certification by an officer for such member governments that the stated power was delegated by appropriate action of the governing body of such member government.
- I. The designation of such committees of its members as are necessary in the conduct of WCCOG business. Any committee so appointed shall be comprised of no less than three representatives.

Section 3 Procedures

- A. Meetings. The General Assembly shall meet annually during October at the time and place determined by the President, and with thirty days notice to each member government of WCCOG.
- B. Voting. Each official representative shall be entitled to one vote. All matters shall be decided by a simple majority of the official representatives to the General Assembly in attendance and eligible to vote shall constitute a vote.
- C. Rules. The General Assembly may adopt such procedures, rules and regulations as may be necessary for efficient administration of its activities that are not inconsistent with these by-laws.
- D. Quorum. A quorum for the transaction of business by the General Assembly shall be (15) representatives, who are eligible to vote, or by majority of WCCOG members in attendance, who are eligible to vote, whichever is less. When it is necessary between scheduled meetings to decide upon policy and financial matters, a vote by e-mail correspondence holds the same authority as during a meeting of the General Assembly; such voting will only be used when necessary to meet deadlines that cannot be met by regularly scheduled meeting votes and the Executive Director shall keep a copy of all related e-mail correspondence in the WCCOG files.

ARTICLE 7: OFFICERS AND STAFF

Section 1: Officers

The officers of the WCCOG shall include a President, Vice-President, Treasurer and Secretary if warranted.

Section 2: Nominations of Officers

A slate of officers shall be nominated by the Executive Committee at least forty-five (45) days in advance of the Annual Meeting of the General Assembly to be held in October of each year. More than one candidate may be nominated for each office. An officer must be a Representative to the General Assembly.

The slate of officers shall be mailed to all Representatives entitled to vote not less than twenty (20) days in advance of the annual meeting. Representatives are privileged to vote for any qualified person, whether or not his/her name appears on the ballot.

Section 3: Election of Officers

The Officers shall be elected by affirmative written ballots of a majority of the Representatives voting. The results of the ballot shall be ascertained and announced at the annual meeting.

Section 4: Terms of Office

The terms of office of all officers shall begin immediately after the annual meeting at which they are elected, and shall end immediately after the annual meeting of each year at the end of their term, but Officers shall hold office until their successors have been elected and qualified. The President, Vice-President and Treasurer shall be elected for terms of one (1) year, and may not serve more than three consecutive terms in office.

Section 5: Vacancies

The General Assembly or the Executive Committee, whichever meets first, may temporarily fill vacancies in offices occurring between annual elections. Officers so elected will hold office only for the balance of the current year or until their successors are elected.

Section 6: Duties of Officers and Staff

- A. The President shall be the Chief Executive Officer and shall call meetings of the General Assembly and Executive Committee, and shall preside at these meetings, except as otherwise provided, shall serve as a non-voting ex-officio member of all committees, except in the case of a tie when he or she shall vote, shall ensure that staff carry out the resolutions of the General Assembly and Executive Committee, and shall perform such other duties as are customary to the office.
- B. The Vice-President shall preside at the meetings, perform the duties, and exercise the power of the President in the absence or incapacity, or at the request of the President. The Vice-President shall perform such other duties as may be delegated to him or her by the President, the General Assembly, or the Executive Committee.
- C. The Treasurer shall have the care and custody of the funds and securities of WCCOG, shall deposit said funds in the name of WCCOG in such bank accounts as the General Assembly or the Executive Committee from time to time may determine. The Treasurer shall ensure that the WCCOG keeps full and accurate accounts of receipts and disbursements. If financial responsibilities are contracted out then the Treasurer will be responsible for reviewing and meeting with the financial manager or financial services provider. Such meeting will be designed and intended to provide

opportunity for the Treasurer to fully understand and be aware of the financial responsibilities and status of the WCCOG.

- D. The Executive Director shall be in charge of the office and all other employed staff; shall manage such programs as approved by the General Assembly, within the framework of the applicable State Statutes; shall keep minutes of all meetings of the Executive Committee and the General Assembly; and shall be in charge of all general correspondence of the WCCOG. He or she will notify Representatives of their election to office or appointment to committees; he or she shall prepare an annual budget including estimated revenues and submit to the Executive Committee prior to approval by the General Assembly. He or she will be responsible for the expeditious preparation of staff comments for all matters referred to the WCCOG for review and comment, and for preparing such comments to the President, Executive Committee or General Assembly for whatever action they deem appropriate. He or she will assure proper contract completion in the case of all work contracted to be completed by the WCCOG. He or she will be responsible for advising the member governments of business items of interest, opportunity, and shall be constantly aware and working in the best interest of the member governments. He or she will further carryout such other duties as the WCCOG shall assign.

ARTICLE 8: EXECUTIVE COMMITTEE

Section 1: Purpose

To allow for the timely and efficient operation of WCCOG, an Executive Committee of the General Assembly shall act as a policy making body whenever the General Assembly is not in session. The Executive Committee shall be subordinate to the General Assembly.

Section 2: Power

The Executive Committee shall be the Board of Directors of the WCCOG and shall have the following power and authority:

- A. To act for the General Assembly and, when the General Assembly is not in session, to carry out all powers of the General Assembly set forth in Article 6;
- B. To have exclusive authority of the following personnel related matters unless staff is contractually provided, in which case, the contracting agency shall retain personnel related powers:
 - 1. To establish, and amend when necessary personnel policies for the organization,
 - 2. To hire, direct the activities of, evaluate the performance of, and discharge the Executive Director, and
 - 3. The President may, with the consent and approval of the General Assembly or Executive Committee, establish, dissolve, staff, and appoint the members of, such standing committees as, in his or her opinion, are necessary in the conduct of the WCCOG business. Any committee so appointed shall be comprised of not less than three (3) representatives of the WCCOG. The President may from time to time appoint temporary, special and/or ad hoc committees as the need may arise.

Section 3: Members

The members of the Executive Committee shall be determined as follows:

- A. The members of the Executive Committee shall be elected officials of the member governments on the date of the annual meeting. .
- B. The Executive Committee shall have not more than twenty-one (21) voting members including officers. The immediate Past President of the WCCOG and the chairman of the Planning Advisory Committee, if applicable and created, shall be ex-officio members of the Executive Committee and a voting member if appointed or designated as a Representative.
- C. No municipality or county government may be represented by more than one member of the Executive Committee excluding Ex-Officio members.
- D. In addition to (and in exception) to the foregoing, the Executive Committee shall allow one non-voting seat to the following entities through a delegate representative:
 - The Sunrise County Economic Council
 - The Unorganized Territories of Washington CountyThe purpose of allowing such entities a non-voting seat is to encourage their participation and contribution to the mission and objectives of WCCOG.
- E. The County Government of Washington County, as represented by a County Commissioner, or the County Manager, shall have one voting seat on the Executive Committee.

Section 4: Meetings

Meetings of the Executive Committee shall be called by the President as frequently as, in his or her judgment, the business to be transacted shall demand, and at places and times to be determined by him or her. There shall be, each year, at least four (4) meetings of the Executive Committee.

Proxy voting on the Executive Committee by municipal officers of member communities shall be allowed at Executive Committee meetings.

Section 5: Quorum

A majority of voting members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee which at all times shall be at least four (4) in attendance at called meetings.

ARTICLE 9: STAFF

The staff of the WCCOG shall include an Executive Director and other administrative and technical staff as approved and deemed warranted by the Executive Director in order to fulfill obligations as appropriate. Staff members shall have no voting powers in WCCOG affairs.

ARTICLE 10: RECEIPT AND DISBURSEMENT OF FUNDS

Section 1: Receipts

All funds received by the organization from whatever source in whatever amount, shall expeditiously be deposited in a banking institution and appropriate records maintained by the Treasurer or contracted party.

Section 2: Disbursements

Disbursements shall be made under supervision of the Executive Director. All checks and savings account withdrawal slips shall be signed by the Treasurer or such other officer as shall be designated from time to time by the General Assembly or the Executive Committee in the absence of the Treasurer. Funds shall be disbursed in accordance with the Budget and the Treasurer or contracted staff shall keep proper accounts, which at all times shall be open to inspection by the public.

Section 3: Audits

Accounts shall be submitted annually for audit by WCCOG staff or a contractual party. If financial services are under contractual arrangement, it shall be the responsibility of the staff or a contractual party to provide quarterly financial statements to the Executive Committee for their review and approval.

ARTICLE 11: ANNUAL REPORTS

The Executive Director, as directed by the Officers, shall be responsible for the preparation of the annual report that shall be presented to the General Assembly at its meeting held in October of each year. The fiscal year shall be from October through September.

ARTICLE 12: TERMINATION

In the event membership in WCCOG is reduced to less than two member governments as a result of withdrawals or suspensions, the corporation shall liquidate and dissolve. Any assets which may remain after settlement of all corporate obligations shall be distributed to member governments and former member governments in the same proportion as the contributions of the member governments and former member governments made in the last full fiscal year of WCCOG prior to the date of dissolution.

ARTICLE 13: AMENDMENTS

An amendment to the Bylaws may be proposed by the Executive Director, the Executive Committee or any group of at least five (5) Representatives. The proposed amendment or amendments shall be submitted in writing to the General Assembly.

The proposed amendment shall be sent to the General Assembly in preliminary form for consideration and comment for a period of not less than twenty (20) days. Within twenty (20) days the Executive Committee must decide to either recommend or not recommend passage of this proposed change. They may or may not list reasons for or against passage.

Where there are no recommendations against passage, the amendments may proceed to an immediate ballot at the Annual General Meeting. Where there are recommendations against passage or proposed changes to the amendments, a new amendments process and twenty (20) day comment period will begin again.

This action and copy of the amendment will then be submitted in writing and mailed with a ballot to each member government.

A two-thirds majority of the member governments ballots cast is necessary for adoption.

ARTICLE 14: BYLAW REVIEW

The By-laws shall be reviewed at least every three (3) years by the General Assembly and/or Executive Committee.

ARTICLE 15: FORM

All business of the General Assembly, Executive Committee, or Committees shall be in accordance with Roberts Rule of Order.