

BYLAWS
OF THE
LOWER CONNECTICUT RIVER VALLEY
COUNCIL OF GOVERNMENTS

Approved: October 25, 2023

I affirm that these are the correct and accurate bylaws of the Lower Connecticut River Valley Council of Governments as of October 25, 2023:

A handwritten signature in blue ink, appearing to read "Samuel S. Gold".

Samuel S. Gold, RiverCOG Executive Director

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**BYLAWS OF THE
LOWER CONNECTICUT RIVER VALLEY COUNCIL OF GOVERNMENTS**

ARTICLE I: ORGANIZATION

Section A: Name - This regional council of governments established under Chapter 50, Sec. 4-124i through 4-124p of the General Statutes of the State of Connecticut shall be named the Lower Connecticut River Valley Council of Governments, hereinafter referred to as "LCRVCOG" or the "Council" and shall include the following municipalities: Chester, Clinton, Cromwell, Deep River, Durham, East Haddam, East Hampton, Essex, Haddam, Killingworth, Lyme, Middlefield, Middletown, Old Lyme, Old Saybrook, Portland, and Westbrook.

ARTICLE II: PURPOSE AND POWERS

Section A: Purpose - The purposes of the Council are to:

- (a) Consider such matters of a public nature common to two or more members of the LCRVCOG as it deems appropriate, including matters affecting the health, safety, welfare, education, and economic condition of the region comprised by its members;
- (b) Promote economic development growth through pro-development policies consistent with the natural and traditional (or cultural) character of the region;
- (c) Promote cooperative arrangements, coordinate action among its members, and make recommendations to the members and such other public agencies as exist or perform functions within the region;
- (d) Serve as a continuing official forum for contact and discussion of issues of mutual concern and interest among its members including member concerns on federal and state legislation and regulations;
- (e) Develop policies and programs of mutual benefit to member municipalities;
- (f) Initiate and coordinate actions on a voluntary basis deemed to be of benefit to all or part of the member municipalities; and
- (g) Coordinate and carry out comprehensive regional planning in the Lower Connecticut River Valley.
- (h) Act as the county government equivalent for the Lower Connecticut River Valley planning region, when necessary for federal programs and purposes.

Section B: Powers and Responsibilities - The LCRVCOG 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, as amended, and as may be amended.

ARTICLE III: FUNCTIONS

Section A: 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 on, 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; and
- (g) Provide technical and general assistance to members within its staffing and financial capabilities.

Section B: Regional Plan – At least every ten years the Council shall implement a planning process which will reflect the dynamic social, economic, and environmental climate of the area. A regional plan of conservation and development shall be adopted as a blueprint from which the future development and conservation of the region can be guided. This plan is intended to be a living document that can be amended as required to reflect the changing needs of our 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 of the region and shall be developed in cooperation with the Regional Planning Committee.

ARTICLE IV: MEMBERSHIP, REPRESENTATIVES AND ALTERNATES

Section A: Membership - (1) Municipal membership: Each municipality in the Lower

Connecticut River Valley Planning Region, as defined by the CT Office of Policy and Management, shall be eligible to join and be full members of the Council. Municipalities may join the Council by municipal ordinance in accordance with C.G.S. Sec. 4-124j.

Section B: Representatives - Each member municipality shall be entitled to one voting Representative on the Council who shall be the Chief Elected or Executive Official.

Section C: Alternates – The Chief Elected Official of a member municipality may appoint in writing an Alternate who shall, in the absence of the Chief Elected or Executive Official, have the same rights and privileges as the Representative.

ARTICLE V: MEETINGS

Section A: Regular Meetings - Regular meetings of the Council shall be held monthly at a time and place to be determined by the Council. The Executive Director shall attend all regular meetings. In the absence of the Executive Director the Deputy Director shall attend Council meetings. The Council may conduct meetings remotely via telecommunication technologies, in accordance with State law. Meetings held remotely shall be accessible to the public virtually, and in person at the Council office, if requested in advance.

Section B: Special Meetings - Special Meetings may be held, at the call of the Chair, at a time and place specified in the call of the Special Meeting. A 24-hour advanced notice must be provided by filing the notice of the Special Meeting with the Clerk of each member municipality. The Executive Director or Deputy Director shall attend all special meetings.

Section C: Emergency Meetings - An Emergency Meeting may be held at the call of the Chair without filing an advanced notice of the meeting. Within 72 hours of the meeting, the Council must file its minutes, including the reason for the emergency, with the Clerk of each member municipality.

Section D: Annual Meeting - The Annual Meeting shall be held in the month of December, at a time and date to be determined by the Council, at which time the Officers and Executive Committee member shall be elected for the following calendar year.

Section E: Notice of Meetings - Not later than January 31 of each year, LCRVCOG shall file with the Town Clerk of each member municipality the schedule of regular meetings of the Council for the ensuing year, as required by the General Statutes of the State of Connecticut. Town Clerks, Representatives and Alternates shall be mailed or emailed an agenda for each Regular and Annual Meeting at least five days in advance of the meeting date.

Section F: Quorum – A quorum for all Council votes, adoptions, elections, and bylaw amendments shall constitute representatives or representatives' alternates from nine

member municipalities.

Section G: Action - The official transaction of business shall only take place when a quorum is present and by a majority vote of the Representatives or their designated Alternates present and voting. Each LCRVCOG Representative or the Representative's Alternate shall have one vote. When LCRVCOG is acting in its capacity as the Metropolitan Planning Organization (MPO), as detailed in Section XI of these By-Laws, each member shall have one vote. In the event of a tie vote the question fails.

Section H: Record of Meeting - Minutes of all meetings, including Committee Meetings, shall be filed in the LCRVCOG offices, and distributed as required by law.

Section I: Rules – These by-laws and any other rules and procedures adopted by the Council shall govern the conduct of the Council's business; where silent, the Council shall follow Robert's Rules of Order.

ARTICLE VI: OFFICERS

Section A: Title and Terms – All officers shall be members as identified in Article IV Section A. Officers of the Council shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer, who shall be elected at the Annual Meeting of the Council and shall serve until completion of the next Annual Meeting of the Council or until their successors have been elected and assumed office.

Section B: Election of Officers - The Nominating Committee shall communicate via email or other means to the members of the Council, at least five (5) days prior to the Annual Meeting, its proposed slate of officers. The proposed slate of officers shall not include more than one individual from the same municipality and shall include a Chair, Vice Chair, Secretary, Treasurer and two (2) Representatives at Large who, in addition to the officers, will serve on the Council Executive Committee. The slate of officers shall be elected at the Annual Meeting. Officers shall assume office immediately upon completion of the Annual meeting or other such meeting called for the purpose of electing such officer(s).

Section C: Vacancies - In the event any vacancy occurs in any office during the year, a successor shall be proposed by the Executive Committee and elected by the Council to serve the unexpired term.

Section D: Chair - The Chair of the Council shall be a duly elected Representative of the Council. He/she shall preside at all meetings of the Council, and in his/her absence, the Vice-Chair will preside. In the absence of the Chair and Vice Chair, the Chair may appoint the Secretary or Treasurer to preside over a Council meeting. In the event the Chair and Vice Chair are not at a meeting and no appointment has been made by the Chair, the Executive Director may open the meeting and a quorum of the membership may select by majority vote a temporary chair to run the meeting with preference given to

members of the Executive Committee.

The Chair or Vice-Chair are authorized to sign contracts in the name of the Council. During the temporary absence or incapacity of the Treasurer, the Chair shall assume the duties of the Treasurer. As a Representative on the Council, the Chair shall have the right to vote on all matters which may come before the Council.

Section E: Vice-Chair - At the request of the Chair or in the absence of the Chair, or during his/her inability to act, or in the event of a vacancy in the Chair, the Vice-Chair shall assume the powers and duties of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be assigned to him/her by the Council.

Section F: Secretary - The Secretary shall sign all Resolutions. The Secretary shall perform other duties as may be assigned by the Council. The duties of the Secretary may be assigned to the Executive Director.

Section G: Treasurer - The Treasurer shall review all vendor invoices and payroll documents and sign all checks. The Treasurer may request financial reports as often as he/she deems necessary.

VII: COMMITTEES AND LIAISONS

Section A: Executive Committee - A standing Executive Committee of the Council shall be made up of six (6) members:

The Chair, Vice-Chair, Secretary, Treasurer, and two Representatives-at-Large, elected by the Council. Members of the Executive Committee shall be voting Representatives of the Council.

Quorum - A quorum shall consist of four (4) Executive Committee members and at least one of the four shall be Chair or Vice Chair.

Meetings - The Executive Committee shall meet at the call of the Chair. There shall be five (5) days written notice of a meeting. The Chair may, or any two (2) members of the Executive Committee may require the Chair to, call an emergency meeting of the Executive Committee. In the case of an emergency meeting, the 5-day written notice of the meeting shall be waived.

Voting - Each member of the Executive Committee shall be entitled to one vote, in the event of a tie vote the questions fails.

Duties - The Executive Committee shall have the following powers and responsibilities:

- (a) The duties prescribed in these by-laws.

- (b) Make recommendations to the Council for approval of annual budgets, personnel policies, bylaws amendments, and financial procedures.
- (c) Oversee the creation of the Council's legislative agenda, including proposals of new legislation to legislators and Council testimony on legislation of interest.
- (d) The Executive Director shall report to the committee on personnel issues and seek direction from the committee, when necessary.
- (e) Shall conduct an annual performance evaluation of the Executive Director and set his/her salary for the upcoming fiscal year.
- (f) Shall receive, investigate, and rule on any complaints made of the Executive Director.
- (g) May nominate candidates to the Council to complete the term of a vacant Officer or Executive Committee position.
- (h) Such other duties as are assigned to it by the Council.

Section B: Nominating Committee - A Nominating Committee of three Representatives shall be appointed by the Chair prior to the Annual Meeting and ratified by the Council.

Section C: Special Committees/Subcommittees - The Council may, as it deems necessary or desirable, appoint special committees or subcommittees. Such committees shall report to the Council at the Council's direction. The Chair may appoint members to special committees/subcommittees.

Section D: 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 liaison to other organizations, or regional, state, or federal agencies and departments. 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.

Section E: Regional Planning Committee - A standing committee of the Council as described in Article X shall provide support to the Council in an advisory role for all statutorily required inter-municipal referrals, projects of regional significance, the regional plan of conservation and development, and other land use matters as needed.

Section F: Regional Housing Committee - A Regional Housing Committee, as described in Article XI, which will support regional coordination and collaboration on housing issues.

ARTICLE VIII: STAFF AND CONSULTANTS

Section A: Appointment - The Council may employ an Executive Director, other staff, and such consultants as it may from time to time determine. The Executive Committee may nominate a search committee in the event of a vacancy in the Executive Director position. The Executive Director shall be appointed by a two-thirds majority vote of the representatives of the total membership of the Council. The Executive Director shall be responsible for the recruitment of other staff, in accordance with the Personnel Policies of the Council. Consultants shall be engaged by a majority vote at a Council meeting when a quorum is present. The recruitment and hiring of staff shall be conducted in accordance with the Council's Affirmative Action Program.

The Executive Director's contract shall be reviewed by the Executive Committee at the end of each contract period and referred to the representatives of the Council for approval after Executive Committee approval. If there is a delay in review of the Director's contract, the Executive Director shall remain employed until such review can be conducted.

Section B: Removal – The Executive Director is an at-will employee and serves at the pleasure of the Council. The Council may demote or remove the Executive Director by a two-thirds majority vote of the representatives of the total membership of the Council. The Executive Director may discipline staff members up to a 10-day suspension and recommend to the Executive Committee more serious discipline.

Section C: Duties and Responsibilities - The Executive Director shall be the primary staff to the Council and is responsible for the day-to-day operations of the LCRVCOG. He/she shall submit an annual work plan to the council and shall be responsible for the administration of the Council's affairs placed in his/her charge under these bylaws, under the Council's Personnel Policies, or as may be determined from time to time by vote of the Council. The duties of other staff members shall be defined generally by the provisions of the Council's Personnel Policies, with specific duties to be determined by the Executive Director.

ARTICLE IX: LEGAL COUNSEL

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

ARTICLE X: REGIONAL PLANNING COMMITTEE

Section A: Powers and Duties - The Regional Planning Committee, acting as a working standing committee of the Council, shall meet as needed to review the voluntary process for pre-application review of proposed projects of regional significance as required by Public Act No. 09-165, and forward those recommendations to the Council for action.

“Proposed project of regional significance” means a proposed project, to be built by a private developer, that is an open air theater, shopping center or other development that is planned to create more than (A) five hundred thousand square feet of indoor commercial or industrial space, (B) two hundred fifty residential housing units in structures under four stories, or (C) one thousand parking spaces. The Regional Planning Committee shall also advise the Council on planning matters including but not limited to the development, updates, and amendments of the Regional Plan of Conservation and Development, when so requested by the Council. The Council may take action on any and all statutorily required referrals or plans without benefit of Committee recommendations.

The Regional Planning Committee may review all other referrals to the Council required by statute, including 8-3b Referral of zone changes, abutting municipalities; 8-26b Referral of subdivisions, abutting municipalities; 8-35a Regional Plan of Development; 8-35b; Recommendations for inter-municipal arrangements; 8-35c Municipal Feasibility Studies upon request; 8-35d Referral of proposed inter-local agreements and formation of districts; 8-35e Interagency committees and staff sharing; 8-191 Referral of Municipal Project Plans; Section 8-23 Referral of Local Plans of Conservation and Development and Section 22a-102 Referral of Local Plans of Conservation and Development with Municipal Coastal Plans.

Section B: Membership and Representation – The Council shall appoint two members from the Council to serve as liaisons to the Regional Planning Committee and attend Committee meetings. Each member municipality shall be entitled to one Representative to the Regional Planning Committee who shall be an elector of such member. Such representative shall be appointed by the Board of Selectmen or Council. Each member may also appoint an alternate representative who shall be an elector of such member and who shall be appointed by its planning commission or planning and zoning commission, with the concurrence of the appointing authority of such member. Such alternate representative shall, when the representative of the member from which he or she was appointed is absent, have all the powers and duties of such representative.

Section C: Meeting of the Committee

- (a) Meetings of the Committee shall be held on a regular basis at a time and place to be determined by the Committee and the agenda for such meetings shall be emailed or mailed to Representatives, Alternates, and Municipal Clerks and members of the Council as statutorily required.
- (b) An Annual Meeting of the Committee shall be held for the purpose of electing officers and conducting any other business of the Committee. The agenda for such meetings shall be emailed or mailed to Representatives, Alternates, and Municipal Clerks and members of the Council at least five (5) days prior to such meeting.
- (c) Special meetings may be held for the purpose of conducting reviews of proposed

projects of regional significance and for other matters the Committee may take up, at a time and place specified in the Call of the Meeting. A 24-hour advanced notice must be provided by filing the notice of the Special Meeting with the Clerk of each member municipality.

- (d) Emergency meetings may be held at the call of the Committee or Chair without filing advance notice of the meeting. However, the minutes of the meeting, including the reason for the emergency meeting, must be filed within 72 hours of the meeting with the Clerk of each member municipality.
- (e) The schedule of regular meetings for the ensuing calendar year shall be filed with the Clerk of each member municipality not later than January 31, of each year. Each representative and alternate shall be emailed or mailed a notice and agenda of each meeting post-marked at least five days in advance of the meeting date.
- (f) The conduct of the Committee's meetings shall be by Robert's Rules of Order.

Section D: Quorum – A simple majority of the full membership or their designated Alternates shall constitute a quorum.

Section E: Action of the Committee - Action of the Committee shall be by majority vote of those Representatives or their designated Alternates present; such recommendations and/or plans shall then be submitted to the Council, which may ratify, reject, amend, or refer them back to the Committee for further consideration.

Section F: Officers - Officers of the Committee shall be duly appointed Representatives and shall include a Chair, a Vice-Chair, and a Secretary, to be elected by a majority of the Committee, Representatives or their alternates present. The Officers shall perform all duties related to their particular offices. The Officers shall serve for one year with new officers to be elected once a year at the Annual meeting of the Committee in the calendar year. As a Representative on the Committee, the Chair shall have the right to vote on all matters that come before the Committee

ARTICLE XI: REGIONAL HOUSING COMMITTEE

Section A: Purpose and Intent - It is the purpose of this section to create a Regional Housing Committee as a step toward implementing the recommendations of the Regional Housing Plan, adopted on July 27, 2022. The Regional Housing Committee is intended to provide a forum for ongoing coordination and collaboration on housing issues between member municipalities with the goal of improving housing diversity and opportunity in the region. Key functions of the Committee will include the provision of resources and education materials for existing and potential residents, commissioners, developers, and landlords; partnership and engagement efforts with non-profits, private sector developers, and federal, state, and local officials; ongoing analysis of housing needs and recommendations to address those needs; and continued monitoring of

progress and support of efforts toward the implementation of housing related goals and objectives in member municipalities.

Section B: Regional Housing Committee Established - There is hereby established a Regional Housing Committee which shall serve as an advisory body to the Board, as well as a housing information and education resource for the Lower Connecticut River Valley Region as set forth herein.

Section C: Appointments and Membership –

- (a) The Regional Housing Committee is a voluntary association of member municipalities. Member municipalities that choose to participate in the Committee shall be represented as follows:
- 1) Each member municipality shall be entitled to one representative to the Committee;
 - 2) Representatives shall be appointed by the member municipality;
 - 3) Representatives shall have sufficient familiarity with the municipality's housing issues and priorities and be able to communicate those issues and priorities to the Committee;
 - 4) Where the member municipality has a local housing commission or committee, the representative should be chosen from that group;
 - 5) Each member municipality may also appoint an alternate representative under the same conditions stated above. Such alternate representative shall, when the representative is absent, have all the powers and duties of such representative;
 - 6) Representatives and alternates shall be eligible to serve three-year terms. Appointment of Representatives shall be staggered in such a manner that the terms of not more than half of the representatives expire in any year. Staggering of terms shall be randomized and determined based on the number of participating municipalities.
- (b) Officers of the Committee shall be duly elected by a simple majority of representatives present at a regular meeting. Officers shall include a Chair, Vice-Chair, and Secretary. With approval of the Board, additional offices may be created to facilitate the business of the Committee. Officers are eligible to serve one-year terms and no representative shall serve more than six consecutive terms.
- (c) The Board may, by majority vote, invite up to six additional non-voting members to serve on the Committee. These members shall represent a diversity of housing industry interests, including non-profit organizations, advocates, and developers specializing in affordable housing. Not more than two representatives from any interest category may serve.
- (d) Any representative may submit written resignation to the Committee within thirty days of the effective date of resignation. It is the responsibility of the Committee to notify the member municipality, with copy to the Board, of any such resignation

so that a replacement may be appointed. Replacements shall be eligible to serve the remainder of the vacated term.

- (e) The Committee may recommend to the Board, by written statement, that an individual representative be removed. The written statement must demonstrate sufficient cause for removal. The representative shall have the opportunity to come before the Board and demonstrate why they should not be removed. Removal shall be at the discretion of the Board.

Section D: Duties and Functions

- a) The Regional Housing Committee shall:
 - 1) Serve as an information resource on housing and community development for member municipalities, developers, non-profit organizations, and current and potential residents.
 - i. Prepare and disseminate educational information and materials related to housing issues, resources, and opportunities in the region.
 - ii. Prepare, encourage, and coordinate programs and activities to promote knowledge and understanding of housing issues, resources, and opportunities in the region.
 - iii. Provide information, guidance, and technical assistance to member municipalities, private persons, organizations, or industries looking to create or obtain housing in the region.
 - iv. Maintain records and serve as the source of accurate and reliable data on practices, activities, and issues which are the subject of the Committee.
 - 2) Facilitate outreach efforts and build partnership opportunities between non-profit organizations, private developers, and member municipalities to encourage the strategic and sustainable creation of additional housing options in the region.
 - i. Create, support, and participate in activities which bring together various factions and viewpoints on housing issues in a way that will help the region move toward addressing housing needs.
 - ii. Consult and maintain contact with public agencies, non-profit organizations, developers, professional associations, and other such entities that might partner with the region in creating housing opportunity.
 - iii. Engage with member municipalities to understand housing priorities and opportunities in the region and maintain a catalogue of such information to facilitate future partnerships.
 - iv. Develop an outreach plan to assist member municipalities in forming partnerships that will result in the creation of additional

housing consistent with the municipality's priorities and regional housing goals.

- 3) Collect, analyze, and monitor data related to housing needs in the region and assess progress toward addressing housing needs.
 - i. Develop a methodology for assessing housing needs in the region in coordination with the 5-year updates to the municipal 8-30j plans. The methodology shall be approved by the Board and shall consider, but need not be limited to, the following factors:
 - projected population growth
 - job markets
 - access to transportation
 - access to infrastructure
 - environmental assets
 - environmental constraints
 - ii. Using the housing needs assessment, draft a Regional Housing Plan that provides a framework for municipalities to address housing needs in a coordinated and sustainable way. The Regional Housing Plan shall be adopted by the Board and may serve as a guide for member municipalities as they update their 8-30j plans.
 - iii. Monitor progress on goals and objectives stated in the Regional Housing Plan and municipal 8-30j plans and assist member municipalities in revising strategies as necessary to facilitate progress.
- 4) Explore opportunities for expansion of operations.
 - i. The Committee shall not seek to expand its operations until it has been in existence for at least one year.
 - ii. Areas of potential expansion may include, but are not limited to, the following:
 - Partner with or act as a regional land bank
 - Create or partner with a housing trust fund
 - Cooperate with a regional housing land trust
 - Act as or partner with local, municipal, or regional housing authorities
 - ii. Prior to expanding operations, the Committee shall draft and submit to the Board a formal request for expansion. The request shall include a report detailing the extent of the expanded operations as well as the feasibility and suitability of the expansion.
 - iii. The Committee shall not expand its operations until the Board has approved such expansion.

Section E: Meetings

- a) Regular Meetings
 - 1) Meetings of the Committee shall be held on a monthly basis at a time and place to be determined by the Committee.
 - 2) Meetings may be conducted virtually or in person. A hybrid option may also be provided.
 - 3) A simple majority of voting representatives, or their designated alternates, shall constitute a quorum.
- b) Quarterly Meetings
 - 1) A meeting of the Committee may be called on a quarterly basis for the purpose of hosting a round table discussion with non-profit organizations, developers, and other entities engaged in housing related business in the region.
 - 2) The purpose of the quarterly meeting is to share opportunities, form partnerships, and provide updates on progress, issues, and concerns related to housing in the region with a broad base of stakeholders and industry professionals.
- c) Meeting Requirements
 - 1) The schedule of regular meetings, including quarterly meetings, for the ensuing year shall be filed with the Clerk of each member municipality not later than December 31, of each year. Each representative and alternate shall be emailed or mailed a notice and agenda of each meeting post-marked at least five days in advance of the meeting date.
 - 2) All regularly scheduled meetings shall be advertised and made accessible to the general public and persons with disabilities.
 - 3) Minutes of all meetings shall be recorded, filed in the LCRVCOG offices, and distributed as required by law.
 - 4) The conduct of the Committee's meetings shall be by Robert's Rules of Order.

Section F: Actions

- a) Action of the Committee shall be by majority vote of those representatives or their designated alternates constituting the quorum.
- b) Where Board approval is required, the Committee shall submit its recommendation or request to the Board, which may approve, reject, amend, or return the request to the Committee for further action.

Article XII. Economic Development District

Section A: Purpose and Intent

It is the purpose of this section to create the Lower Connecticut River Valley Economic Development District (the District) as a Committee of the Council, which shall serve as its host agency. It is intended that the District shall advise the Council on planning and supporting policies, programs, and projects to enhance the economy of the Lower Connecticut River Valley Planning Region and serve as the region's Comprehensive Economic Development Strategy (CEDS) Committee with respect to the requirements of the United States Economic Development Administration (EDA).

Section B: Economic Development District Established

There is hereby established the Lower Connecticut River Valley Economic Development District, which shall have such rights, powers, and duties as are conferred to it as a committee of the Council, as a regional Economic Development District, a state approved Economic Development District under Connecticut General Statutes §4-124i – u, inclusive, §8-31b, and §32-741 – 745, inclusive, and any amendments thereto, and as a federally-approved Economic Development District, from the date of such approval by EDA.

Section C: Area of Service

The area served by the District shall be coterminous with Lower Connecticut River Valley Planning Region, comprising the municipalities of Chester, Clinton, Cromwell, Deep River, Durham, East Haddam, East Hampton, Essex, Haddam, Killingworth, Lyme, Middlefield, Middletown, Old Lyme, Old Saybrook, Portland, and Westbrook.

Section D: Membership (alternates and officers)

- (a) The District shall be comprised of 25 members.
- (b) Membership of the District shall represent each municipality served by the District, shall be comprised of people with expertise or interest in, or with relevance to, the economic development of the region, and shall be drawn from a broad and representative cross-section of the region's economy. Such membership shall satisfy EDA CEDS requirements including, but not limited to, considered representation from the following categories:

- Chief Executive Officials or their designees
- State government
- Local economic development agency
- Chambers of Commerce
- Finance/Real estate
- Manufacturing

- Professional services
 - Public utilities
 - Small/medium business
 - Tourism
 - Higher education
 - Health and human services
 - Community organizations
 - Labor and under/unemployed
- (b) Members of the District shall be appointed and may be replaced or removed by vote, a quorum being present, of the Council. District members may serve until they are removed, replaced, withdraw of their own accord, or are otherwise unable to serve. The District may make recommendations to the Council on membership in the District, and the Council may review membership and take actions as needed or periodically to address vacancies, representation, or other questions.
- (c) Officers of the District shall be duly elected by a simple majority of Members present at a regular meeting. Officers shall include a Chair, Vice-Chair, and Secretary. Additional offices may be created to facilitate the business of the District. Election of Officers shall occur every three years, however the first term of the Chair shall be two years to ensure that elections of the Chair and Vice-Chair are staggered. The service of an Officer shall cease with said Officer's removal or replacement, withdrawal, or durational inability to serve, at which point the District may appoint a member to act in an interim capacity until a new Officer is elected. During a temporary absence, the Vice Chair of the District shall act in the capacity of Chair of the District. During the temporary absence of both Officers, no meeting shall occur.
- (d) Each Member may designate an alternate, who will be entitled to serve and exercise the same authority as said Member during his/her absence. Any Member who designates an alternate shall communicate said alternate's name to the COG.

Section E: Duties and Functions

The District shall have the authority to:

- a) Advise the COG on regional economic development;
- b) Make recommendations to the COG on the composition and operation of the District, on contractual and financial actions, on matters of policy, and other subjects as it sees fit;
- c) Provide input and direction on the development and maintenance of the CEDS and on programs and projects that relate to the CEDS or to the District's status as a committee of the COG, a regional Economic Development district, and/or a state- and federally approved Economic Development District;

- d) Develop, solicit, review, and prioritize economic development concepts and projects, and to forward those to the COG for action;
- e) Adopt formal voting procedures as needed; and
- f) Take actions as enabled or requested by the COG.

Section F: Meetings

- a) Meetings of the District should be held monthly at a regularly scheduled date and time to be determined by vote of the members. In no event shall meetings be held at less than quarterly intervals.
- b) Meetings may be conducted virtually or in person. A hybrid option may also be provided.
- c) Special meetings may be held by call of the Chair, by action of the COG, or by petition from persons making up one-third of the membership.
- d) Meetings shall be held, noticed, and documented in accordance with federal and state law, including Connecticut General Statutes §1-200 et seq., and to satisfy EDA CEDS requirements.

Section G: Actions

- a) Action of the District shall be by majority vote of the Members present or their designated alternates constituting a quorum.
- b) Where approval of the Council is required, the District shall submit its recommendations or requests to the Council which may approve, reject, amend, or return the request to the District for further action.

ARTICLE XIII: METROPOLITAN PLANNING ORGANIZATION

The Council shall serve as the Metropolitan Planning Organization (MPO) for the region, which is made up of the member municipalities and other stakeholders as required pursuant to federal regulations.

Section A: Purpose - LCRVCOG-MPO is the policy board established under the requirements of the 23 CFR 450C, as required in urbanized areas with populations over 50,000, and as designated by local officials within the Lower Connecticut River Valley Council of Governments and by the Governor of the State of Connecticut. LCRVCOG-MPO is responsible, in cooperation with regional, state and other transportation providers, for carrying out the metropolitan transportation planning requirements of federal highway and transit legislation. The policy board aspires to achieve consensus on transportation planning decisions and commits to a transparent process in conducting its work. The policy board shall consider and act upon transportation matters presented to it by the federal, state, regional, tribal, local, public, private and other agencies.

Section B: Membership - MPO membership shall be comprised of the Chief Elected or Executive Officials of each of the member towns in the Lower Connecticut River Valley Council of Governments. In addition, one (1) appointed member of the Middlesex County Chamber of Commerce and one (1) appointed member of the Estuary Transit District shall be members of the MPO with full voting privileges. One (1) representative of the Connecticut Department of Transportation from the Council of Governments Coordination Unit shall be a non-voting member of the MPO.

Section C: Officers - The COG officers as designated in Article VI of these bylaws also serve as the MPO officers.

Section D: Alternates - The Chief Elected Official of a member municipality may appoint an alternate as outlined in Connecticut statutes and Article IV, Section C of these bylaws, who shall, in the absence of the regular member, serve on the MPO and have the same rights and privileges as the Representative. Other members of the MPO may appoint in writing an alternate who is a member of the organization who shall, in the absence of the regular member, serve on the MPO and have the same rights and privileges as the Representative.

Section E: Quorum – A majority of the voting members of the MPO shall constitute a quorum and passage of any and all votes, except amendments to this ARTICLE XI, will require a majority of those present and voting. Each MPO member shall have one vote.

Section F: Transportation Management Areas (TMAs) All federal funding received that is specifically sub-allocated to a Transportation Management Area (TMA) shall, under federal regulation, continue to be respectively allocated and disbursed within the two TMA-federally designated areas in the LCRVCOG region. For TMA sub-allocated funds to be transferred to the other TMA for agreed upon transportation projects, there must be unanimous approval of the full membership of the MPO board prior to requesting permission from the Connecticut Department of Transportation and the Federal Highway Administration for transfer of funds between TMAs.

Section G: Meetings of the MPO - All regularly scheduled meetings of the MPO shall be advertised, accessible to the general public and persons with disabilities and occur during regular meetings of the LCRVCOG as necessary. Special meetings of the MPO may occur in accordance with Article V and as outlined in the MPO public participation policies.

ARTICLE XIV: FISCAL MANAGEMENT

Section A: Fiscal Year - The fiscal year shall be July 1 through June 30 of the following calendar year.

Section B: Membership Assessments - Prior to the adoption of the annual budget, assessments for all participating members shall be fixed by the Council upon the recommendation of the Executive Committee. Assessments shall be determined by comparing the municipality's population to that of the aggregate population of the member

municipalities in amounts sufficient to provide funds as required by the budget. Population shall be determined by the latest U.S. Census or by the most recent State Department of Health Services estimated population. Member municipalities shall be solely responsible for the payment of their own membership assessment.

Section C: Budget - A preliminary budget and work program shall be prepared and presented to the Executive Committee of the Council no later than May of the previous fiscal year. Once approved by the Executive Committee the preliminary budget and work program shall be presented to the Council. The Council may amend the preliminary budget and work program and shall adopt a budget and work program for the following fiscal year on or before June 30. The Council, pursuant to a budget, may provide for expenditures of funds for personnel services, contractual services, and any other expenses in the performance of its purposes, responsibilities and activities. The Council, as necessary, may amend its budget during any fiscal year.

Section D: Expenditure of Funds - The Council shall have a procurement policy that is reviewed and approved by the Council. The Executive Director is authorized to incur costs within the limits of the annual budget approved by the Council. Checks shall bear two signatures, that of the Treasurer and that of the Executive Director. The Treasurer shall review vendor invoices and payroll documents, sign off on all EFT & ACH payments, and sign all checks issued. In the absence of the Treasurer, the Chair, Vice Chair, or Secretary shall review documents and sign checks. The Executive Director shall review and sign vendor invoices and payroll documents, sign off on all EFT & ACH payments, and sign all checks issued. In the absence of the Executive Director, the Deputy Director shall review and sign documents and checks. Expenditures other than those authorized within the budgets adopted by the Council may be paid after approval by the Council. The Executive Director may transfer unexpended balances from one budget appropriation to another up to a cumulative total of \$1,000 in any single year; the Chair may authorize transfers over \$1,000 up to a cumulative total of \$5,000; transfers over \$5,000 shall be approved by the Council.

Section E: Financial Reports - The Treasurer or Executive Director shall report to the Council at every regular meeting the Council's financial condition. The financial report shall report the relationship of appropriated funds to expended funds and report on any budget items that are over expended.

Section F: Audit - An independent auditor shall be selected by the Executive Committee and approved by the Council to prepare an Annual Audit Report under the provisions of the Municipal Auditing Act and additional requirements of the LCRVCOG. Copies of the audit shall be filed with the Clerk of each member municipality and the appropriate State and Federal agencies.

Section G: Receipt of Funds - The LCRVCOG may apply for and accept financial assistance from appropriate agencies of the state, federal and/or local governments and including grants, bequests, gifts, or contributions made by any individual, non-profit, corporation, or association.

Section H: 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, chief elected officials.

ARTICLE XV: 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 XVI: BYLAWS AMENDMENTS

These Bylaws may be amended by two thirds vote of the Representatives of the Council at any regular meeting of the Council. Any proposed amendment to these Bylaws shall first be submitted to a regular meeting of the Council for preliminary consideration and only then, if preliminarily approved, placed on the agenda of the next succeeding regular meeting of the Council for formal adoption. Notice and the text of any proposed amendment shall be sent to all Representatives and Alternates of the Council prior to the meeting at which it will receive preliminary or final consideration.

ARTICLE XVII: EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption.