BYLAWS OF THE

SOUTHEASTERN CONNECTICUT COUNCIL OF GOVERNMENTS

ADOPTED: 16 DECEMBER 1992

AMENDED: 19 MAY 1993

AMENDED: 15 DECEMBER 1993

AMENDED: 19 JANUARY 1994

AMENDED: 24 AUGUST 1994

AMENDED: 21 JUNE 1995

AMENDED: 18 OCTOBER 1995

AMENDED: 21 FEBRUARY 1996

AMENDED: 18 JUNE 1997

AMENDED: 21 JULY 1999

AMENDED: 21 JANUARY 2004

AMENDED: 16 FEBRUARY 2005

AMENDED: 18 OCTOBER 2009

AMENDED: 4 APRIL 2012

AMENDED: 19 APRIL 2017

5 Connecticut Avenue, Norwich, Connecticut 06360

TABLE OF CONTENTS

Articles		Page
I.	ORGANIZATION	1
II.	PURPOSE AND POWERS	1
III.	FUNCTIONS	1
IV.	MEMBERSHIP, REPRESENTATIVES AND ALTERNATES	2
V.	MEETINGS	3
VI.	OFFICERS/EXECUTIVE COMMITTEE	4
VII.	COMMITTEES & LIAISON	5
VIII.	STAFF AND CONSULTANTS	6
IX.	LEGAL COUNSEL	7
X.	REGIONAL PLANNING COMMISSION	7
XI.	FISCAL MANAGEMENT	8
XII.	AGREEMENTS	10
XIII.	BYLAWS AMENDMENTS	10
XIV.	EFFECTIVE DATE	10

BYLAWS OF THE
SOUTHEASTERN CONNECTICUT 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 Southeastern Connecticut Council of Governments, hereinafter referred to as "SCCOG" or the "Council".

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 SCCOG as it deems appropriate, including matters affecting the health, safety, welfare, education, and economic condition of the area comprised by its members;

(b) Promote economic development growth through pro-development policies, with due regard for the environment;

(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 of mutual benefit to member towns;

(f) Initiate and coordinate actions on a voluntary basis deemed to be of benefit to all or part of the Southeastern Connecticut Planning Region; and

(g) Coordinate and carry out comprehensive regional planning in the Southeastern Connecticut Planning Region.

Section B: **Powers and Responsibilities** - The SCCOG 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 - The Council shall implement a planning process which will reflect the dynamic social, economic and environmental climate of the area. A regional plan shall be adopted as a blueprint from which the future development 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 Commission.

ARTICLE IV: MEMBERSHIP, REPRESENTATIVES AND ALTERNATES

Section A: Membership - (1) Municipal membership: Council membership shall be open to any town, city, or borough within the Southeastern Connecticut Planning Region as defined in accordance with the provisions of Sec. 16a-4a of the General Statutes of the State of Connecticut, which has adopted an ordinance in accordance with Sec. 4-124j of the General Statutes of the State of Connecticut.

(2) Membership of Indian tribes: Indian tribes within the Southeastern Connecticut Planning Region recognized by the Federal Government are important governmental entities, dealing with many of the same issues that confront local government. It shall be the policy of the Council of Governments to seek to further intergovernmental cooperation with such Indian tribes. To facilitate this objective, the Council shall accept as affiliate, non-voting members such federally recognized Indian tribes within the Southeastern Connecticut Planning Region as have by resolution of their tribal councils indicated their desire for such membership in the Southeastern Connecticut Council of Governments. (Amended: 7/21/99)

(3) Military Liaison: In recognition of the significant military presence in the region and of the need for cooperation and coordination between the military and municipal governmental sectors, the Navy Commander, Northeast Region at the Submarine Base, the Superintendent, United States Coast Guard

Academy, and the ranking officer of the local Connecticut Army National Guard, or their designees, shall be afforded the opportunity to attend and participate in all meetings of the Council of Governments in an ex officio, non-voting capacity. (Amended: 7/21/99)

Section B: Representatives - Each member municipality shall be entitled to one voting Representative on the Council who shall be the Chief Elected Official. Each member Indian tribe shall be entitled to one Representative on the Council who shall be the Tribal Chairman. Until such time as the membership of Indian tribes on Councils of Government is specifically authorized by the General Statutes of the State of Connecticut, Representatives of Indian tribes shall not have voting privileges.

Section C: Alternates - The Chief Elected Official of a member municipality or the Tribal Chairman of a member Indian tribe, may appoint an Alternate who shall, in the absence of the Chief Elected Official or the Tribal Chairman, have the same rights and privileges as the Representative. The Alternate shall be a member of the Board of Selectmen, Town Council, City Council, Borough Council or Tribal Council, or the Manager of a Town, City, Borough or Tribe. (Amended: 8/24/94)

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.

Section B: Special Meetings - Special Meetings may be held, at the call of the Chairman or by petition to the Secretary of the SCCOG from two or more members, 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.

Section C: 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 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 year, and shall assume office at the time of election.

Section E: Notice of Meetings - Not later than January 31 of each year SCCOG 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 an agenda for each Regular and Annual Meeting post-marked at least five days in advance of the meeting date. (Amended: 7/21/99)

Section F: Quorum - For the election of the council's officers, the adoption or amendment of the council's budget, the adoption of schedules of municipal contributions to the council, and the adoption or amendment of the Regional Development Plan or the Regional Transportation Improvement Program, a majority of those towns, cities or boroughs which are voting members of the Council shall constitute a quorum. For the conduct of all other business of the council, forty percent (40%) of those towns, cities

Section G: Action - The official transaction of business shall be by a majority vote of the Representatives or their designated Alternates present and voting. Each SCCOG Representative or the Representative's Alternate shall have one vote.

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

Section I: Rules - Conduct of the Council's business shall follow Robert's Rules of Order.

ARTICLE VI: OFFICERS

Section A: Title and Terms - Officers of the Council shall include a Chairman, a Vice-Chairman, a Secretary and a Treasurer, who shall be elected at the Annual Meeting of the Council and shall serve until the next Annual Meeting of the Council or until their successors have been elected and bonded. No Representative shall be eligible to serve more than two consecutive terms in the same office.

Section B: Election of Officers/Executive Committee - The Nominating Committee shall mail to the members of the Council, at least five (5) days prior to the Annual Meeting, its proposed slate of officers, including two Representatives-at-Large of the Executive Committee. The proposed slate of officers shall not include more than one individual from the same municipality with the exception being that a Representative who is a member of the International City Manager's Association may sit concurrently with the chief elected official of his municipality but without voting privileges. The slate of Officers and the Executive Committee members, shall be elected by a majority vote of those present. Officers and the Executive Committee shall assume office immediately upon election. (Amended: 7/21/99) (Amended: 4/19/17)

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

Section D: Chairman - The Chairman 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-Chairman will preside and in the absence of the Chairman and Vice-Chairman, a member of the Executive Committee designated by the Council shall preside. The Chairman, Vice-Chairman or Executive Director, when so authorized, shall sign contracts in the name of the Council. During the temporary absence or incapacity of the Treasurer, the Chairman shall assume the duties of the Treasurer.

As a Representative on the Council, the Chairman shall have the right to vote on all matters which may come before the Council.

Section E: Vice-Chairman - At the request of the Chairman or in the absence of the Chairman, or during his/her inability to act, the Vice-Chairman shall assume the powers and duties of the Chairman. The Vice-Chairman 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 certify the minutes of the meetings of the Council and shall sign all Resolutions. The Secretary shall see that all notices are duly given in accordance with the

provisions of the Bylaws or as required by law, and shall perform such duties as may be assigned by the Council.

Section G: Treasurer - The Treasurer shall receive all money, property and securities of the Council delivered to him/her. Under the direction of the Treasurer, the Executive Director or his/her designee, will take charge of all funds and deposit all money so received to the credit of the Council in a bank or banks selected by the officers. The Treasurer shall make all disbursements by check, and shall keep an accurate record of receipts and disbursements and shall report to the Council at regular meetings of the Council.

VII: COMMITTEES AND LIAISON

Section A: Committee Composition - No member municipality or affiliate member Indian tribe shall have more than one vote on any standing committee, special committee, or subcommittee. A committee alternate designee may not sit and vote in the absence of the duly-elected or appointed member of a standing committee but may due so on a special committee or subcommittee if deemed appropriate by the chairman of that special committee or subcommittee. (Amended: 7/21/99)

Section B: Executive Committee - A standing Executive Committee of the Council shall be made up of six (6) members: (Amended: 7/21/99)

The Chairman, Vice-Chairman, Secretary, Treasurer and two Representatives-at-Large, one of whom shall be a member of the International City Managers Association when there is a manager available and willing to serve, elected by the Council. Members of the Executive Committee shall be voting Representatives of the Council, with the exception of the Representative-at-Large who is a member of the International City Manager's Association. (Amended: 7/21/99) (Amended: 4/19/17)

Quorum - A quorum shall consist of four (4) Executive Committee members.

Meetings - The Executive Committee shall meet at the call of the Chairman. There shall be five (5) days written notice of a meeting. The Chairman may, or any two (2) members of the Executive Committee may require the Chairman 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. (Amended: 7/21/99)

Voting - Each member of the Executive Committee shall be entitled to one vote, except that in the case of a tie vote the vote of the professional municipal manager shall be discounted. In the event that the professional municipal manager's chief elected official has also been elected to the Executive Committee, the professional municipal manager shall not have a vote during the tenure of that chief elected official on the Executive Committee. (Amended: 7/21/99)

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

(a) Meet jointly with the Regional Planning Commission's Executive Committee.

(b) Make recommendations to the Council for approval of personnel policies, amendments and financial procedures.

(c) Such other duties as are assigned to it by the Council.

Section C: Nominating Committee - A Standing Nominating Committee of three Representatives or Alternates shall be appointed by the Chairman at the Annual Meeting and ratified by the Council.

Section D: Legislative Committee - A standing Legislative Committee of at least five Representatives or Alternates shall be appointed by the Chairman and ratified by the Council. (Amended: 7/21/99)

Section E: 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 Chairman may appoint members to special committees/subcommittees. (Amended: 7/21/99)

Section F: 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. 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. (Amended: 5/19/93)

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 Director shall be appointed by a majority vote of the representatives of the total membership of the Council. The Executive Director shall be responsible for the selection and appointment of other staff, in accordance with the Personnel Policies of the Council. Consultants shall be engaged by a majority vote of the Representatives of the total membership of the Council or by a majority vote of a committee designated by the Council for this purpose. The recruitment and hiring of staff shall be conducted in accordance with the Council's Affirmative Action Program. (Amended: 2/16/05)

Section B: Removal - The Council may remove the Executive Director by a majority vote of the representatives of the total membership of the Council. The Executive Director may discipline, demote or remove staff members, in accordance with the Personnel Policies of the Council. (Amended: 2/16/05)

Section C: Duties and Responsibilities - The Executive Director shall be the Chief Administrative Officer of the Council. He/she 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. (Amended: 2/16/05)

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 SCCOG.

ARTICLE X: REGIONAL PLANNING COMMISSION

Section A: Powers and Duties - The Regional Planning Commission, acting on behalf of the Council, shall meet to conduct the voluntary process for pre-application review of proposed projects of regional significance as required by Public Act No. 09-165. "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 Commission shall also advise the Council on planning matters on an as needed basis, such as when the Regional Plan of Conservation and Development is being updated and on other regional planning matters when so requested by the Council. (Amended 10/18/09)

All other referrals to the Council required by statute, previously reviewed by the Regional Planning Commission 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 intermunicipal arrangements; 8-35c Municipal Feasibility Studies upon request; 8-35d Referral of proposed interlocal agreements and formation of districts; 8-35e Interagency committees and staff sharing; 8-191 Referral of Municipal Project Plans; and Section 22a-102 Referral of Local Plans of Conservation and Development with Municipal Coastal Plans will at the time of the effective date of this amendment become the responsibility of the Council, and carried out by Council staff under Executive Committee oversight.

Section B: Membership and Representation - Each member municipality and affiliate Indian tribe shall be entitled to one Representative to the Regional Planning Commission. The municipal Representative shall be an elector and member of the municipality's planning commission. The municipal Representative shall be appointed by the planning commission. The tribal Representative shall be appointed by the tribal council of the affiliate member Indian tribe. Each member municipality is also entitled to an Alternate, who shall be an elector of such member municipality and who shall be appointed by such local planning commission. Affiliate member Indian tribes shall be entitled to an Alternate, who shall be appointed by the tribal council. The Alternate shall, in the absence of a municipality's or tribe's Representative, have all the powers and duties of the Representative. The Representative and Alternate shall serve at the pleasure of the appointing authority. (Amended: 7/21/99)

Where authorized by State Statutes, each Representative to the Commission shall be entitled to vote in the affairs of the Commission but shall not be entitled to vote in the affairs of the Council. (Amended: 6/21/95)

Section C: Meeting of the Commission (a) An Annual Meeting of the Commission shall be held in January on a date established by the Commission for the purpose of electing officers and conducting any other business of the Commission. The Agenda for such meetings shall be mailed to Representatives, Alternates and Municipal Clerks at least five (5) days prior to such meeting. (Amended: 7/21/99) (Amended: 10/18/09)

(b) Special meetings may be held for the purpose of conducting reviews of proposed projects of regional significance and for other matters the Commission 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. (Amended: 10/18/09)

(c) Emergency meetings may be held at the call of the Commission Chairman 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.

(d) The schedule of the Annual meeting for the ensuing 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 mailed a notice and agenda of each annual meeting post-marked at least five days in advance of the meeting date. (Amended: 7/21/99) (Amended: 10/18/09)

(e) The conduct of the Commission's meetings shall be by Robert's Rules of Order. (Amended: 1/19/94)

Quorum - Eight Representatives or their designated Alternates shall constitute a quorum. (Amended: 1/19/94) (Amended: 10/18/09)

Section D: Action of the Commission - Action of the Commission shall be by majority vote of those Representatives or their designated Alternates constituting the quorum; provided, however, that a recommendation for adoption of a comprehensive or other plan or part or amendment thereof, shall be by the affirmative vote of not less than a majority of all appointed Representatives or Alternates of the Commission. Such plans shall then be submitted to the Council, which may ratify, reject, amend, or refer them back to the Commission for another consideration. (Amended: 7/21/99) (Amended: 1/21/04)

Section E: Officers - Officers of the Commission shall be duly appointed Representatives and shall include a Chairman, a Vice-Chairman and a Secretary, to be elected by a majority of the Commission 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 Commission in the calendar year. As a Representative on the Commission, the Chairman shall have the right to vote on all matters that come before the Commission. (Amended: 7/21/99) (Amended: 10/18/09)

ARTICLE XI: 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. (Amended 02/21/96)

Section C: Budget - A preliminary budget and work program shall be prepared on or before January 1st by the Executive Committee of the Council. 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 on or before March 1 of each year. The Council, pursuant to a budget, may provide for expenditures of funds for personal 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. (Amended: 2/16/05)

Section D: Expenditure of Funds - The Executive Director is authorized to incur costs within the limits of the budgets approved by the Council. The Treasurer is authorized to draw checks to meet these expenditures upon receipt of vouchers signed by the Executive Director. Checks shall bear two signatures, that of the Treasurer and that of the Executive Director. In the absence of the Treasurer, the Chairman shall sign checks. In the absence of the Executive Director, the Assistant Director shall countersign checks. Expenditures other than those authorized within the budgets adopted by the Council may be paid by the Treasurer 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 Chairman may authorize transfers over $1,000 up to a cumulative total of $5,000; transfers over $5,000 shall be approved by the Council. In July and January, or oftener as may be directed by the Council, the Executive Director shall file a report with the Council showing for each budget item the relationship of appropriated funds to expended funds. (Amended: 7/21/99)

Section E: Fidelity Bond - The Council shall purchase a fidelity bond covering all officers and staff authorized to withdraw funds or to execute agreements and authorized bank signatories in such amount as is consistent with any applicable law or regulation or as prescribed by the Executive Committee.

Section F: Financial Reports - The Treasurer shall report at each regular meeting of the Council on the Council's financial condition. The Executive Director shall submit to the Council following the close of the second and fourth quarters of each fiscal year a report showing for each budget item the relationship of appropriated funds to expended funds.

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

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

Section I: Annual Report - An Annual Report covering the activities of the prior year shall be presented to and approved by the Council. Copies of the approved Annual Report shall be distributed to the municipal clerks, chief elected officials, planning and zoning commissions, the press, and other interested parties.

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: BYLAWS AMENDMENTS

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

ARTICLE XIV: EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption.