

# High Country Council of Governments By-Laws



*Adopted November 18, 1991*

*Revised November 17, 2008*

*Revised May 15, 2017*

## High Country Council of Governments' By-Laws

### Preamble

The High Country Council of Governments has been established and shall be governed by provisions of Part 2, Article 20, Chapter 160A of the General Statutes of North Carolina and by the provisions of the Charter Resolution establishing High Country Council of Governments.

The High Country Council of Governments does hereby ratify, confirm, and adopt the following as and for the By-laws of the Council.

### Article I

#### Name

The name of this organization shall be High Country Council of Governments, hereinafter referred to as Council, or HCCOG.

### Article II

#### Geographic District and Membership Eligibility

The counties of Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes, and Yancey, and the municipalities therein which comprise multi-county Region D as designated by the state of North Carolina shall be eligible for membership in accordance with the procedures provided by the Charter of High Country Council of Governments.

Minority organizations within HCCOG collectively also shall be eligible for membership as provided for in the Council's charter.

### Article III

#### Representation and Voting

Each member of the High Country Council of Governments shall be entitled to representation as provided for in the Charter of the Council. The "Council Board" and "Executive Committee", as established by the Council's Charter, are one and the same and shall be known and referred to as the Executive Board of the Council. The Executive Board shall be comprised of an appointed delegate from each member county and member municipality, and a minority representative elected from the minority organizations within the Region. Board composition shall comply with all applicable State and Federal regulations. Voting on the Executive Board shall be on the basis of one vote per representative, except as otherwise provided for in the Charter of the High Country Council of Governments for "weighted voting."

## **Article IV**

### **Purposes**

High Country Council of Governments was created to serve local governments of the Region. Among others, the purposes of High Country Council of Governments shall be:

- 1) To offer professional and technical services to individual member governments.
- 2) To provide services for member governments that can best be provided on a regional basis.
- 3) To serve as a forum for discussion of regional problems and interests; to promote good intergovernmental relations among member governments.
- 4) To facilitate effective communications among the member governments.
- 5) To promote the coordination of other regional public agencies of the seven county area in order to help ensure that public efforts act cooperatively to avoid duplication.
- 6) To promote on a regional and statewide basis the individual efforts of member governments.
- 7) To serve as a consensus voice for its member governments on matters mutually impacting or affecting them.

## **Article V**

### **Meetings**

Regular meetings of the Council shall be held monthly at a time and place as set by the Executive Board. The Executive Board may adjourn any meeting.

Special meetings of the Executive Board may be called by the Chair, the Executive Director, or any three members of the Executive Board.

All regular and special meetings of the Council and notice of such meetings shall be subject to the provisions of the Charter establishing the Council and North Carolina General Statute 143-318.1 Article 33B, "Open Meeting Law."

All meetings of the Executive Board shall be conducted in accordance with Robert's Rules of Order, Revised, except as otherwise may be provided in the Council's Charter or these by-laws.

Fifty percent (50%) of the members of the Executive Board shall constitute a quorum at any regular or special meeting. The affirmative vote of a simple majority of the votes cast shall be necessary to act favorably on any matter.

## Article VI Officers and Duties

### (Officers and Terms)

The officers of the Council shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The Executive Board may elect such additional officers as it finds necessary in the proper performance of its duties.

Any vacancy occurring in an office shall be filled for the unexpired term by the Council at the second regular monthly meeting following the occurrence of such vacancy. If the vacancy occurs in an office, an acting officer shall be appointed by the Chairman until such election.

Officers shall be elected at the first regular monthly meeting after January 1 of each year and shall serve a term of one year unless a vacancy occurs. Any officer may be removed from office by a two-thirds vote.

At the regular monthly meeting preceding the meeting at which the election of one or more officers is to be held, the Chair shall appoint a nominating committee of at least three persons. At the meeting at which the election is to be held, the nominating committee shall submit the name or names of one or more persons for each office to be filled. Further nominations from the floor may be made by any board member at the meeting at which the election is held.

### (Officers' Duties)

**Chair** - The Chair shall preside at all meetings of the Executive Board and shall conduct said meetings in an orderly and impartial manner so as to permit a free and full discussion by the membership of such matters as may be brought before the Board. The Chair shall have the same voting rights as other members of the Executive Board.

The Chair shall be limited to two consecutive terms. The Chair will rotate between county and municipal elected officials.

The Chair shall generally ensure that all resolutions and policy directions of the Council are carried out.

The Chair represents the Council at various public meetings, hearings, and other functions at which Council affairs may be discussed or considered.

Current Advisory Committee members shall appoint members from the full Executive Board to serve on the Advisory Committee by consensus. The Advisory Committee reviews and recommends on budgetary, personnel, administrative, and other matters as appropriate, which may be considered and/or acted upon by the Executive Board. Membership of the Advisory Committee shall broadly represent member governments and

shall include at least one county or municipal representative from each of the seven counties in Region D. All officers shall serve on the Advisory Committee.

The Chairman may appoint such other committees as found to be necessary or desirable for the proper functioning of the Council.

**Vice Chair** - The Vice Chair shall perform all the duties of the Chair in the absence of the Chair, or in the event of the inability of the Chair to act, and, the Vice Chair shall perform such other duties as may be prescribed by the Executive Board.

**Secretary** - The Secretary shall assist the Clerk to the Board with keeping or arranging for the keeping of minutes of all regular and special meetings of the Executive Board, including a record of all votes on questions before the Board. Said minutes shall be distributed to all members of the Executive Board at least two (2) business days prior to the date of the next regular meeting. Upon approval of the minutes by the Executive Board, they shall be filed in books to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Executive Board.

**Treasurer** - The Treasurer shall assist the Finance Officer in: overseeing arrangement for financial transactions of the Council and assure that a special bank account is maintained in the name of High Country Council of Governments; preparing and distributing a monthly expenditure report, giving a summary of expenditures for the month and the total percent expended for the fiscal year to date; and ensuring that the accounts of the Council are submitted for audit each year as required by North Carolina General Statutes 159-34 and grantor agencies of the Federal Government. The Treasurer shall perform such other duties as may be prescribed by the Executive Board.

## **Article VII**

### **Executive Director**

The Executive Director will be selected by and shall serve at the pleasure of the Executive Board. The salary of the Executive Director will be set annually by the Executive Board, following a review and evaluation of the Executive Director's performance and conduct.

Other staff employees will be employed by the Executive Director based upon qualifications for the position. All employees, including the Executive Director, are employees of the Council.

The Executive Director shall serve as the chief executive officer for the Council and, as such, shall be responsible for the supervision of all other employees of the Council and the management of Council affairs. The Executive Director shall execute contracts and other binding agreements on behalf of the Council of Governments subject to the authority of the Council.



## Article VIII Dissolution of Council

The Council may be dissolved at the end of any fiscal year only upon (1) the adoption of a dissolution resolution by the governing bodies of all member governmental units, or (2) the withdrawal from the Council of all but one of the member governmental units. If such dissolution is affected by resolution of all member governments, such resolutions shall specify the method of liquidating the Council's assets and liabilities, and it shall then distribute the net proceeds, if any, to those members who paid the latest annual assessment and in the same proportion. To the extent any asset has been legally encumbered or pledged by resolution of the council in connection with its acquisition or improvement, it shall not be subject to such distribution. Any deficit shall be the responsibility of those member governments who would have received the net proceeds, and in the same proportions.

## Article IX Amendments to By-laws

These By-laws, as well as all amendments or additions thereto, may be altered or repealed and new By-laws may be adopted by the affirmative vote of a majority of the delegates present and voting at any meeting of the Council at which a quorum is present. Provided, however, that the notice of the Council meeting at which said proposed amendment shall be considered shall contain the proposed amendment and shall state that such amendment is to be considered at the meeting.

BY VOTE OF THE HIGH COUNTRY COUNCIL OF GOVERNMENTS UPON MOTION BY:

Chris Jones AND SECONDED BY Rick Miller

This the 15<sup>th</sup> Day of May 2017.

Johns Lyerly  
Brenda Lyerly, Chair

Johnny Riddle, Vice Chair

Chris Jones  
Chris Jones, Secretary