

BYLAWS

ARTICLE I MEMBERSHIP

SECTION 1.01. Membership. Membership of this Council shall be composed of the representative members as set forth in Article II of the *South Eastern Council of Governments Joint Cooperative Agreement*.

ARTICLE II OFFICERS

SECTION 2.01. Officers. The officers of the Council shall consist of a non-voting Chair, Vice-Chair and a Secretary/Treasurer which shall all be members of the Executive Board.

SECTION 2.02. Chair. The Chair shall be appointed as provided for in Article II of the *South Eastern Council of Governments Joint Cooperative Agreement*. The Chair shall preside at all meetings and hearings of the Council and shall have the duties normally conferred by parliamentary usage on such officer as provided by *Robert's Rules of Order*.

SECTION 2.03. Vice-Chair. The Vice-Chair shall be a voting member of the Council. The Vice-Chair shall perform all the duties incumbent upon the Chair during the absence or disability of the Chair, and he or she shall perform such other duties as the Bylaws may provide or the Council may prescribe from time to time.

SECTION 2.04. Secretary/Treasurer. The Secretary/Treasurer shall be a voting member of the Council. The duties of the Secretary/Treasurer shall be those normally associated with the office including the authority to sign vouchers, checks and other documents as deemed appropriate, and he or she shall perform such other duties as the Bylaws may provide or the Council may prescribe from time to time.

ARTICLE III ELECTION OF OFFICERS

SECTION 3.01. Nominating Committee. The Chair shall appoint a Nominating Committee consisting of three of the Joint Cooperative Agreement Members at the last meeting of each year. Nominations for the Council Officers shall be presented by the Nominating Committee at the first regular meeting date following January 1st of each year. Additional

nominations shall be permitted from the Council at large, and the Council Officers shall be elected at that meeting.

SECTION 3.02. Election. The Council member receiving a majority vote of the entire membership of the Council for each office shall be declared elected and shall serve for a period of one (1) year, or until a successor shall be elected and assume the duties of the office.

SECTION 3.03. Vacancies. Vacancies in any office shall be filled at the next regular meeting following the vacancy.

ARTICLE IV APPOINTMENT OF PRIVATE SECTOR REPRESENTATIVES AND LEGISLATIVE MEMBERS

SECTION 4.01. Nominating Committee. The Chair shall appoint a Nominating Committee consisting of three of the Joint Cooperative Agreement Members at the last meeting of each year. Nominations for the appointment of Private Sector Representatives and Legislative Members shall be presented by the Nominating Committee to the Joint Cooperative Agreement Members at the first regular meeting date following January 1st of each year. Additional nominations shall be permitted from the Joint Cooperative Agreement Members at large. The Private Sector Representatives and Legislative Members appointed at that meeting shall be immediately seated to serve on the board until the end of their terms as set forth in the Joint Cooperative Agreement.

ARTICLE V MEETINGS OF EXECUTIVE BOARD

SECTION 5.01. Regular Meetings. The Executive Board shall meet at least four times a year at a date, time and place designated by the Executive Board.

SECTION 5.02. Special Meetings. Special meetings may be called at any time by the Chair, or in his or her absence the Vice-Chair, or by five (5) or more voting members of the Council provided that each voting and non-voting member of the Council shall be notified at least two (2) days in advance in writing of the date, time and place of such special meeting unless notice is waived in writing.

SECTION 5.03. Quorum and Manner of Acting. A majority of the voting members of the Council shall constitute a quorum for transacting the official business of the South Eastern Council of Governments. Except as may be otherwise restricted by the Joint Cooperative Agreement or these Bylaws, members of the Executive Board may participate in regular or special board and/or committee meetings by telephone conference call or similar communications equipment provided that all persons participating in such meeting can hear all other persons at the same time. Participation by such means shall constitute presence in person at any such meeting. Any action required or permitted by the Joint Cooperative Agreement or

Bylaws or any provision of law to be taken by the Council at a meeting may be taken without a meeting if a consent setting forth the action so taken, shall be approved by eleven (11) members of the Council. The consent shall be given in writing, via facsimile or by e-mail. In the absence of a quorum, a majority of the directors present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given.

SECTION 5.04. Voting. All actions of the Council shall be approved by voice vote, unless a roll call vote is called for by a member of the Council or the Chair.

SECTION 5.05. Open Meetings. All meetings or portions thereof at which official action is taken shall be open to the general public, except personnel or legal matters.

SECTION 5.06. Rules. Unless otherwise specified, *Robert's Rules of Order* shall govern the proceedings at the meetings of the Council.

ARTICLE VI FISCAL POLICY

SECTION 6.01. Fiscal Year. The fiscal year of the Council shall begin on the first day of January and terminate on the thirty-first day of December and the term of this Agreement covers the entire fiscal period referenced.

SECTION 6.02. Budget. An annual budget shall be prepared and submitted to the Executive Board by the Operations Committee with input from the Executive Director. The Council shall be regularly informed as to the financial condition and future financial needs of the Council and its operations by the Executive Director.

SECTION 6.03. Budget Deviations. The Executive Director has the authority to exceed line item estimates within the Operating Expenditure section of the budget provided the excess does not exceed the overall expenditure authority approved by SECOG's Executive Board. The Executive Director is prohibited from transferring funds between the Salaries and Fringe Benefits sections and the Operating Expenditure section of the budget without Board approval

SECTION 6.04. Disbursements. The Executive Director shall approve all payables prior to disbursement of any funds. Unless otherwise provided, all disbursements shall be made by pre-numbered checks. Either the Chair, Vice-Chair, or the Council Secretary/Treasurer shall sign all checks written against the South Eastern Council of Governments' checking account and checks may be co-signed by the Executive Director or Senior Loan Officer. Each check submitted for signature shall have a voucher on file showing the amount of check, to whom the check is written, and an explanation of the expenditure.

SECTION 6.05. Incoming Checks. All incoming checks shall be recorded by the Office Supervisor or Executive Director as to amount, date, and origin. All checks will be deposited not later than the third working day after they are received.

SECTION 6.06. Audit. The Council shall be responsible to obtain an independent audit of its financial and compliance records at the end of each fiscal year.

SECTION 6.07. Procurement. State law governing local governmental procurement is hereby adopted and procurement at state contract prices shall be utilized whenever practicable.

SECTION 6.08. Travel Regulations. The Council has adopted travel regulations as set forth in the South Eastern Council of Governments' Personnel Policy Handbook.

ARTICLE VII STAFF

SECTION 7.01. Executive Director. The Council shall be responsible for the selection and employment of the Executive Director of the Council. The Executive Director shall be governed by the South Eastern Council of Governments' Personnel Policy Handbook, as will all other employees of the Council. The South Eastern Council of Governments' Executive Director will be responsible to the Executive Board and will insure that the South Eastern Council of Governments' policies, procedures and general direction are carried out.

SECTION 7.02. Executive Director's Responsibilities. The Executive Director shall employ and terminate such staff as shall be necessary; prescribe duties, authority, and responsibilities for other staff members; and administer such other staff as may be necessary to accomplish the policies and guidelines expressed by the Executive Board.

SECTION 7.03. Reporting. The Executive Director shall report regularly to the Executive Board on all of the activities of the Council and shall make recommendations concerning the affairs of the Council.

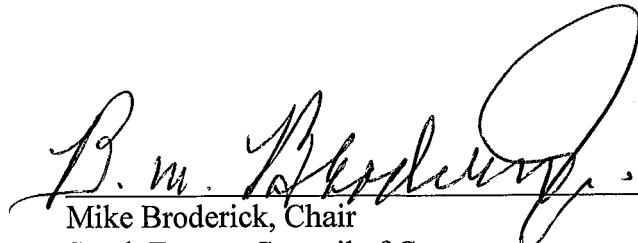
ARTICLE VIII AMENDMENTS

SECTION 8.01. Amendments. These Bylaws may be amended or new Bylaws adopted at any regular or special meeting of the Executive Board provided notice is given in advance that such business is included on the Executive Board's agenda. It shall take a majority vote of the Executive Board to amend or adopt these Bylaws.


ARTICLE IX EFFECTIVE DATE

SECTION 9.01. Effective Date. These Bylaws shall take effect and be in full force immediately upon adoption.

Dated this 4th day of December, 2013.


Mike Broderick, Chair
South Eastern Council of Governments

ATTEST:


Lynne Keller Forbes, Executive Director
South Eastern Council of Governments

Adopted December 16, 1985
Amended July 1, 1991
Amended January 28, 2004
Amended March 30, 2005
Amended November 29, 2006
Amended December 3, 2008
Amended December 4, 2013