

**8. ADOPTION OF AMENDED COG
BYLAWS AND RULES OF
PROCEDURE**



November 2, 2011

AGENDA - November 9, 2011

District of Columbia

*Bladensburg**

Bowie

College Park

Frederick

Frederick County

Gaithersburg

Greenbelt

Montgomery County

Prince George's County

Rockville

Takoma Park

Alexandria

Arlington County

Fairfax

Fairfax County

Falls Church

Loudoun County

Manassas

Manassas Park

Prince William County

**Adjunct member*

TO: MWCOG BOARD OF DIRECTORS

FROM: SHARON E. PANDAK
General Counsel

**RE: PROPOSED AMENDMENTS TO BY-LAWS AND RULES
OF PROCEDURE TO PERMIT ATTENDANCE
ELECTRONICALLY/REMOTELY AT COG BOARD
MEETINGS – ACTION ITEM**

Pursuant to the COG Board of Directors' direction at its October meeting at which time it reviewed proposed changes to the By-Laws and Rules of Procedure, the draft language has been modified to incorporate Member comments, and is attached. The comments and revisions are addressed below. Notice of proposed amendment to these documents having been given, the Board may proceed to act upon them.

Background

In response to the direction of the Board of Directors at the Annual Retreat, COG staff has been adjusting the Board room technology to accommodate attendance electronically/remotely by Members at Board meetings. In order to procedurally accomplish such attendance and active participation in the meetings, changes to the By-Laws and Rules of Procedure are necessary. Currently, meeting by electronic means is only permitted "when face-to-face meetings are effectively precluded by emergency circumstances and when action by the Board is legally, financially or politically required." (Rules of Procedure 4.01 e) and 4.06 b))

Proposed changes are generally outlined below and a draft of proposed amendments is attached.

At the October meeting, Members requested revisions to the proposed changes to:

- 1) Allow the remote location to be open but not a place where there is distracting noise;

- 2) Allow the Chair to waive the three (3) days notice requirement;
- 3) Make sure that the number of permitted electronic meetings applies to both the Member and the alternate; and
- 4) Address the technological limitations on the number of people attending electronically because the resolution decreases with several attendees.

By-Laws:

The By-laws must be amended to provide that a Member attending electronically can be counted towards a quorum.

Rules of Procedure:

The Rules of Procedure should also be amended to address the procedural aspects of a Member's participation electronically. We have suggested that:

1. The remote location must be a place without distracting noise.
2. The Member must give at least three (3) days' notice to the Executive Director by email or telephone, indicating a remote location acceptable to COG staff. This advance notice allows COG IT staff to make sure that the necessary arrangements are made for the Member's participation. The Executive Director will advise the Board of Directors by email or telephone upon receipt of the Member's notice. The Chair will announce the electronic participation at the beginning of the Board meeting. The Chair may waive the three (3) days advance notice.
3. Members are limited to two (2) meetings per year of participation electronically, or 25% of the meetings of the Board, whichever is fewer. The limitation applies to both the Member and the Member's alternate.
4. Electronic participation is contingent upon COG staff's ability to make sure that the voice of the remote participant can be heard by all persons at the Board meeting.
5. When participating electronically, the Member shall identify that he/she is present electronically, and announce departure from the meeting, unless the meeting has been adjourned.
6. The Member must verbally ask for recognition from the Chair if the Member desires to speak.
7. Votes taken during a meeting when a Member is attending electronically shall be recorded by roll call, and the remote Member shall verbally state his/her vote.
8. The Member attending electronically will not have a right to attend

an executive session during a meeting. COG IT staff indicates that the system is not yet equipped to handle this and keep the meeting confidential.

9. All other Rules of Procedure shall apply.

10. The Chair may determine that no electronic attendance will be permitted at certain meetings of the Board of Directors, or limit the attendance to no more than four (4).

The attached amendments incorporate the foregoing concepts. The Board has flexibility to modify these concepts as it deems appropriate, and we welcome additional guidance.

COG staff will work with the Chair to facilitate the meetings when a Member(s) is participating electronically. Mr. Danilovics will work with the Member jurisdiction's IT staff.

Procedure:

Adoption of amendments to the Bylaws at a Regular meeting, pursuant to Section 13.02, the By-Laws, requires a three-quarters (3/4) majority of the members present and voting.

Adoption of amendments to the Rules of Procedure, pursuant to Rule 2.19, requires a majority vote by the Board.

A draft resolution is attached for your consideration. Because the changes are interrelated I have included approval of both the Bylaws and Rules of Procedure in the same resolution. A ¾ majority vote in favor is required. If the Board desires to proceed with separate motions, I will provide guidance at the meeting.

We will be glad to answer questions at the Board meeting.

Attachments: as stated

cc: David Robertson, Executive Director
George Danilovics, Director, Office of Information Technology & Facility
Management
Nicole Hange, Policy Coordinator

Amendment to By-Laws

AMEND

5.05 A majority of the total members of the Board of Directors, representing participating governments as defined in Section 5.02, Subsection c, shall constitute a quorum for the transaction of business, provided that this number of Board members includes representatives of at least two participating governments from Maryland and two from participating governments from Virginia and one representative of the District of Columbia.

(a) A member who has been recognized as participating electronically counts toward the quorum as if the member was physically present.

(b) If, however, such a quorum shall not be present at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At any resumption of the adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Amendment to Rules of Procedure

ADD new Subsection

4.01 f) A Board Member may attend a Board of Directors meeting through electronic communication means from a remote location ~~that is not open to the public~~, only as follows. The Member shall give at least three (3)-days' notice to the Executive Director by either email or telephone, and indicate the remote location, acceptable to the COG staff and which does not have distracting noise, from which the Member will participate. Upon receipt of such notice, the Executive Director shall advise the Board of Directors by email or telephone, or the Chair shall announce electronic participation at the beginning of the Board meeting.

[1] Such participation by the Member shall be limited each calendar year to two meetings or 25 percent of the meetings of the Board, whichever is fewer; The limitation shall apply to both the Board member and that Board member's alternate(s).

[2] Electronic participation is contingent upon the ability of COG staff to make arrangements for the voice of the remote participant Member to be heard by all persons at the central meeting location.

[3] The following procedures shall apply when a Member is attending electronically:

- The Member shall verbally identify at the beginning of the meeting that the Member is present electronically; and announce if the Member is departing from the meeting, unless the meeting has adjourned.

- The Member attending electronically shall verbally ask for recognition from the Chair if the Member desires to speak.
- Votes taken during any meeting, when a Member is attending electronically, shall be recorded by name in roll-call fashion and included in the minutes. The Member attending electronically shall indicate his/her vote verbally when requested by the Chair or Clerk.
- The Member attending electronically shall not have a right to attend any executive session during the meeting.
- All other Rules of Procedure shall apply.

[4] The Chair may determine that no electronic attendance is permitted at certain meetings of the Board of Directors, or limit the number of electronic attendees to no more than four (4) based on a first notification basis. The Chair has the discretion to waive the three (3) days advance notice.