



By-Laws

of the

Metropolitan Washington
Council of Governments

2007 Proposed Version

As adopted 2003 with 2007 amendments shown in Tracking

SECTION 1.00	STATEMENT OF PRINCIPLES AND POLICIES.....	3
SECTION 2.00	PARTICIPATING GOVERNMENTS.....	4
SECTION 3.00	MEMBERSHIP.....	5
SECTION 4.00	GENERAL MEMBERSHIP MEETINGS.....	5
SECTION 5.00	BOARD OF DIRECTORS.....	7
SECTION 6.00	MEETINGS OF THE BOARD OF DIRECTORS.....	9
SECTION 7.00	NOTICES.....	9
SECTION 8.00	OFFICERS.....	10
SECTION 9.00	EMPLOYEES.....	11
SECTION 10.00	CHECKS.....	11
SECTION 11.00	FINANCES.....	11
SECTION 12.00	SEAL.....	12
SECTION 13.00	AMENDMENTS TO BY-LAWS.....	12

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

Section 1.00 STATEMENT OF PRINCIPLES AND POLICIES

- 1.01** The underlying concept of the Metropolitan Washington Council of Governments (hereafter referred to as Council of Governments or COG) is that the general purpose units of government which are closest to the people should exercise the basic initiative and leadership in government affairs and have the primary responsibility for collaboratively addressing those problems and needs which require analysis and action on an intergovernmental basis.
- 1.02** The physical, economic and social well-being of the Washington Metropolitan Statistical Area, its citizens and business enterprises, now and in the future, is dependent upon orderly development and redevelopment of the entire area. That will be possible only with the successful coordination of local governmental services and policies.
- 1.03** Counties and cities are the principal units of local governments in the Washington Metropolitan Statistical Area. As such, they have the responsibility for anticipating and meeting local government needs which future development, technology, and population growth will produce, including the need for joint and coordinated intergovernmental services.
- 1.04** County and city governing bodies are and should continue to be the primary policymakers in local government. They are directly concerned with all services, policies and regulations affecting the public safety, health and welfare of their communities.
- 1.05** Constructive and workable policies and programs for meeting and solving intergovernmental problems of local governments will be most effectively and expeditiously developed by regular meetings of county and city governing body members in an area with voluntary councils of government dedicated to the identification, analysis, and solution of those problems.
- 1.06** The Council of Governments is an organization through which individual counties and municipalities can coordinate their efforts in this manner. It is not a government nor does it seek to become one.
- 1.07** The Council of Governments, as the joint agency of its participating local governments, is an appropriate mechanism to provide specialized technical assistance to its local governments in order to enhance their

capacity to make public policy decisions on issues affecting the region and their communities.

Section 2.00 PARTICIPATING GOVERNMENTS

2.01 Counties located geographically within the area defined as the Washington Metropolitan Statistical Area in the latest decennial census conducted by the United States Census Bureau, and sharing a common border with one or more counties which participate in the Council of Governments, shall be eligible to participate in the Council of Governments.

2.02 Those local governments participating in the Council of Governments on July 1, 1986, Virginia independent cities participating in the Council of Governments on March 1, 2004, and such other cities and towns that have a population of 25,000 or more according to the latest population estimates compiled by the staff of the Council of Governments, as now or may hereafter exist within a County which participates in the Council of Governments, shall be eligible to participate in the Council of Governments.

Deleted: the Washington Metropolitan Statistical Area set forth in Section 2.01,

2.03 Counties located geographically within the area defined as the Washington Metropolitan Statistical Area and not sharing a common border with one or more counties which participate in the Council of Governments shall be eligible to become adjunct participants in the Council of Governments if they agree to contribute an annual fee established by the Board of Directors. Cities and towns with a population of 5,000 to 25,000 shall be eligible to become adjunct participants in the Council of Governments if they agree to contribute an annual fee established by the Board of Directors. Representatives of adjunct participants shall be entitled to participate and vote on the policy committees of the Council of Governments if they agree to contribute an annual fee established by the Board of Directors. Representatives of adjunct participants shall be entitled to participate and vote on the policy committees of the Council of Governments. Adjunct participants shall receive all of the services generally provided to other participants. They shall not be represented on the Board of Directors, but the members of their governing bodies shall be entitled to vote at the General Membership on the same basis as members of the governing bodies of local governments represented on the Board of Directors. Counties not within the boundaries of the Washington Metropolitan Statistical Area, with a population of 75,000 or more, shall be eligible as adjunct participants in the Council of Governments if over 20 percent of their non-farm workers are employed within the Washington Metropolitan Area.

2.04 Participating governments shall be those eligible jurisdictions identified in Section 2.00, Subsections 2.01, 2.02 and 2.03, which voluntarily

determine to contribute to the financial support of the activities of the Council of Governments as hereafter provided in Section 11.00.

Section 3.00 MEMBERSHIP

3.01 Membership in the Council of Governments shall be:

- (a) The members of the governing body of each participating government defined under Section 2.00, Subsections 2.01, ~~2.02 and 2.03~~. For the purpose of this Section 3.01(a), the term “governing body” shall include the elected executive, or his or her appointee, of any participating government.
- (b) The members of the General Assemblies of Maryland and Virginia and the Congress of the United States who represent portions of the geographical area of the Washington Metropolitan Statistical Area.

Deleted: and

Section 4.00 GENERAL MEMBERSHIP MEETINGS

4.01 An annual general membership meeting shall be held each year, at which time the members shall elect a president, one or more vice-presidents, a secretary-treasurer, and consider such other business as may be referred to it. Additionally, any member may at the annual general meeting request a review of any action by the Board of Directors taken between general membership meetings.

Deleted: adopt a budget and assessment schedule

4.02 At least three weeks prior to the annual general membership meeting, written notice of such meeting shall be served upon or mailed to each member entitled to vote thereat at such address as appears on the books of the corporation.

4.03 Special general membership meetings, for any purpose or purposes, may be called by the president of the Board of Directors or at the request in writing of fifteen (15) members who represent at least four participating governments. Such a request shall state the purpose or purposes of the proposed meetings.

4.04 Written notice of a special general membership meeting, stating the time, place and object of such a meeting and the specific action or actions proposed to be taken at that time, shall be served upon or mailed to each member entitled to vote thereat at least ten (10) days before such meeting. Receipted electronic mail will be deemed sufficient service of notice. Business transacted at all special general membership meetings shall be confined to the objects and actions proposed to be taken as stated in the notice.

- 4.05** The times, dates and locations of the annual general membership meeting and special general membership meetings shall be determined by the Board of Directors.
- 4.06** Twenty percent of the total number of members defined in Section 3.01(a) present in person shall be required to constitute a quorum at all meetings in the general membership for transaction of business except as otherwise provided by these bylaws, provided that this number includes one or more members representing at least one-half of the participating governments from Maryland, and one or more members representing at least one-half of the participating governments from Virginia, and at least one member representing the Mayor or Council of the District of Columbia. Representatives of adjunct participants will not be counted in establishing a quorum. If, however, such a quorum shall not be present at any meeting, the members entitled to vote thereat, present in person, 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.
- 4.07** When a quorum is present at any general membership meeting, the vote or a majority of the members present shall decide any question which may be brought before such meeting unless the question is one upon which by expressed provision of the bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question:
- (a) At the request of a majority of the members present representing any two participating governments, any question shall be determined by the majority of the aggregate votes of each participating government on a weighted basis. For this purpose, each participating government shall have one vote for each 25,000 in population, and the next succeeding portion thereof, in the jurisdiction has a population of less than 25,000 shall have one vote.
 - (b) Each participating government may divide the total amount of the aggregate votes it has among the members of its governing body present and voting.
 - (c) On a vote for which weighted voting has not been called, any member of the General Assemblies of Maryland and Virginia or member of the U.S. Congress representing portions of the Washington Metropolitan Area shall be entitled to one vote, and it shall be counted to determine if a majority vote has been attained on the question before the membership.

Section 5.00

BOARD OF DIRECTORS

5.01 The Board of Directors shall be the governing board of the Council of Governments, and between meetings of the entire membership, shall be responsible for the general policies and programs of the Council of Governments and for the control of all its funds. The Board of Directors shall also be responsible for preparing agendas for the annual general and special meetings of the members of the Council of Governments and for the approval of an annual budget and schedule of assessment for consideration at the annual general membership meeting. It shall have the power to transfer funds within the approved total budget in order to meet unanticipated needs or changed situations.

5.02 The Board of Directors shall be selected from the general membership as follows:

- (a) One member selected by each participating local government having a population of no more than 300,000.
- (b) Two members selected by each participating local government having a population of more than 300,000 but no more than 600,000.
- (c) Three members selected by each participating local government having a population of more than 600,000.
- (d) Four members selected by the District of Columbia, two from the Executive Branch and two from the Legislative Branch, unless the two branches shall decide on a different apportionment. A representative from the Executive Branch of the District of Columbia need not be selected from the general membership.
- (e) One member of the Maryland General Assembly and one member of the Virginia General Assembly, representing portions of the Washington Metropolitan Statistical Area, both of whom shall be selected biennially by separate caucuses of the members of COG from these legislative bodies.

Deleted: the two

5.03 In determining the population of each participating local government for the purpose of allocating membership on the Board of Directors, the population figures to be used shall be the annual population estimates prepared by the Metropolitan Washington Council of Governments and approved by its Board of Directors.

5.04 Any participating local government which has two or more members on

the Board of Directors and has an elected executive and an elected legislative body, shall divide its representation between the elected executive and elected legislative body, unless the two branches shall decide on a different apportionment.

5.05 A majority of the total number of 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. 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.

5.06 When a quorum of the Board is present at any meeting, the vote of a majority of the Board members present shall decide any question brought before the meeting, except when a weighted vote is invoked as follows:

- (a) On a vote on any matter before the Board of Directors, weighted voting may be called for by any two (2) members or more present and representing at least two participating local governments.
- (b) Any question for which weighted voting has been called shall be determined by the majority of the weighted votes allocated to the members of the participating governments present and voting. For this purpose, each participating government shall have one vote for 25,000 population, and the next succeeding portion thereof in the jurisdiction of the participating government, except that any participating government which has a population of less than 25,000 shall have one vote. For the purpose of weighted voting, the population assigned to each participating local government shall be the population used for fee assessment purposes under Section 11.03.
- (c) Representatives of any participating local government having two or more members of the Board of Directors may divide their aggregate between or among them.
- (d) Board members from the Virginia General Assembly and the Maryland General Assembly shall be excluded from any weighted vote. On a vote for which weighted voting has not been called, they

shall each be entitled to one vote, and it shall be counted to determine if a majority vote has been attained.

- 5.07** In the absence of any member of the Board representing a participating government, another member of the absent member's governing body may serve as his/her alternative at any meeting of the Board. Such alternate member shall have full voting privileges and shall be counted in the determination of a quorum. An alternate representing an elected executive need not be an elected official.
- 5.08** The Board shall annually elect a chair and one or two vice-chairs at the first meeting following the annual meeting of the entire membership. Where a vacancy occurs in a Board or corporate office, the Board may fill such vacancy by a vote of a majority of its members present and voting.
- 5.09** The Board may hold its meetings and keep the books of the corporation in the District of Columbia and at such place as it may from time to time determine.
- 5.10** The Board may establish standing and *ad hoc* policy and technical committees as it deems necessary or helpful to the exercise of its responsibilities under these by-laws.

Section 6.00 MEETINGS OF THE BOARD OF DIRECTORS

6.01 The Board of Directors shall meet monthly unless determined otherwise by the Board or its Chair. Written notice of such meetings and a proposed agenda thereat shall be served upon or mailed to each member of the Board at least seven days prior to the meeting.

Deleted: the business to be transacted

6.02 Special meetings of the Board may be called by the Chair on three days' notice to each Board member, either by mail, by receipted electronic mail, or by telegram. Special meetings shall be called by the Chair in like manner and on like notice on the written request of three Board members. The notice of all special meetings of the Board shall include the written statement of the purpose or purposes of the special meeting.

Section 7.00 NOTICES

7.01 Whenever any notice is required to be given under the provision of the by-laws to any member, a waiver thereof in writing is signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to receipt of such notice.

Section 8.00

OFFICERS

- 8.01** The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a two-thirds majority of the whole Board.
- 8.02** The officers of the corporation shall be a president, one or more vice-presidents, a secretary-treasurer, a chair of the Board of Directors and one or two vice-chairs of the Board. Two or more offices may be held by the same person, except the offices of chair of the Board of Directors and secretary-treasurer.
- 8.03** The president shall preside at the general meetings of the members of the corporation.
- 8.04** The vice-presidents, in order of their election, shall in the absence or disability of the president perform the duties and exercise the powers of the president and, in the permanent absence or disability of the president, shall serve as president pro tem. Service as president pro tem will not preclude subsequent succession to president.
- 8.05** The chair of the Board of Directors shall be the chief executive officer of the corporation; shall preside at all meetings of the Board; shall be an ex-officio member of all committees; and shall see that all orders and resolutions of the Board are carried out. Additionally, he/she shall execute all contracts requiring a seal, under the seal of the corporation, except when the signing and execution thereof shall be expressly delegated by the Board to some other officer or employee or agent of the corporation.
- 8.06** The vice-chairs, in order of their election, shall in absence or disability of the chair, perform the duties and exercise the powers of the chair and, in the permanent absence or disability of the chair, shall serve as chair pro tem. Service as chair pro tem will not preclude subsequent succession to chair. Vice-chairs shall perform such other duties as the Board or the chair shall prescribe.
- 8.07** The secretary-treasurer of the corporation ~~may attend all sessions of the Board and all meetings of the general membership, and shall keep, or cause to be kept, minutes of all such proceedings.~~ He/she shall keep in sole custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature or by the signature of another office or an employee or agent of the corporation duly authorized by the Board to do so. As treasurer of the corporation, he/she shall have custody of the corporate funds and securities and shall keep full and accurate

Deleted: shall

accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. He/she shall disburse the funds of the corporation, taking certified vouchers for such disbursements, and shall render to the president, chairman and Board members, at regular meetings of the Board or whenever they may require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation. The Board of Directors may delegate to an employee or employees of the corporation any or all of the duties and powers of the secretary-treasurer. If required by the Board of Directors, the secretary-treasurer and/or any employee delegated any or all of his/her functions, shall give the corporation a bond in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of this office.

Section 9.00 EMPLOYEES

9.01 The Board of Directors shall appoint the chief administrative employee of the corporation who shall be the Executive Director and it shall establish a schedule of compensation for all employees of the Council of Governments. The Executive Director shall be responsible for providing: (1) advice and assistance to the Board and each of its committees; (2) the establishment of personnel policies and practices; (3) supervision of the staff; (4) coordination of the work of consultants; and (5) such other duties as the Board may prescribe.

Section 10.00 CHECKS

10.01 All checks or demands for money and notes of the corporation shall be signed by such officer or officers, or such other persons, as the Board of Directors may from time to time designate.

Section 11.00 FINANCES

11.01 The fiscal year shall begin on the first day of July in each year and shall end on the thirtieth day of June of the following year.

11.02 A proposed budget of the corporation shall be submitted to the Board of Directors by the Executive Director at least fourteen days before the Board of Directors meeting that precedes the annual meeting. The budget shall be submitted to the Board of Directors who shall approve or modify it.

Deleted: for submission to the general membership at its annual meeting.

11.03 Each year upon the adoption of the annual budget by the Board of Directors, assessments for all participating governments shall be fixed. Assessments shall be in amounts sufficient to provide the funds required

Deleted: general membership

by the budget. Any member whose local government's annual assessment has not been paid by the end of the fiscal year for which the assessment was made shall forfeit all rights, privileges and prerogatives of a member of the Council of Governments until such assessment is paid in full.

11.04 The annual assessment shall be primarily on a per capita basis as reflected by the latest population estimates of the Council of Governments and verified by the participating governments. Recognizing that cities and towns in the State of Maryland and towns in the Commonwealth of Virginia are a part of counties, the Board of Director may establish adjustments to a strict per capita assessment formula, which adjustments also shall be reflected in the assignment of weighted votes to such local governments eligible for participation in the Council of Governments under Section 2.03. Unless otherwise provided, this separate assessment schedule will be one-half that of governments participating under 2.01 and 2.02.

Formatted: Indent: Left: 0.5"

11.05 The books of the corporation shall be audited by a certified public accountant or accountants, and the audit report for each preceding fiscal year shall be made available to the members and participating governments no later than three months after the close of the audit.

Section 12.00 SEAL

12.01 The corporate seal shall have inscribed thereon the name of the corporation and the year of its organization. Said seal may be used by causing it or a facsimile thereof to be impressed or otherwise reproduced.

Section 13.00 AMENDMENTS TO THE BY-LAWS

13.01 These by-laws may be altered, amended or added to at annual or special meetings of the members called for this purpose; Provided that (1) notice of the meeting shall contain a full statement of the proposed amendment or amendments, and (2) the enactment of the amendment shall require two-thirds vote of the members present and voting having membership under Section 3.01.

13.02 Alternatively, these bylaws may be altered, amended or added to at a regular meeting of the Board of Directors or a special meeting called for this purpose, with notice given at the previous meeting. Amendment by the Board shall require a three-quarters majority of the members present and voting.

Formatted: Font: Bold

Deleted: Additionally