



Local governments working together for a better metropolitan region

October 5, 2011

AGENDA - October 12, 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/REMOTEY AT COG BOARD
MEETINGS**

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.

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 will not be open to the public in order to prevent 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.

3. Members are limited to two (2) meetings per year of participation electronically, or 25% of the meetings of the Board, whichever is fewer.

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 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.

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

In addition to the foregoing, COG staff anticipates working with the Chair to help facilitate the meetings when a Member(s) is participating electronically.

Procedure:

To adopt amendments to the Bylaws – Pursuant to Section 13.02, the By-Laws may be amended at a regular meeting of the Board with notice given at the previous meeting and a three-quarters (3/4) majority of the members present and voting. Therefore, a By-Laws amendment cannot be adopted until the Board's

November, 2011 meeting at the earliest, unless the Board calls a special meeting in the interim.

To adopt amendments to the Rules of Procedure – Pursuant to Rule 2.19, a majority vote by the Board is required after seven (7) days written notice of the proposed amendments signed by the proposer.

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

Attachment: as stated

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