

COG BY-LAWS

Last Revision: June 2017



Metropolitan Washington
Council of Governments

COG BY-LAWS

Adopted: November 15, 2007

Last Revision: June 14, 2017

ABOUT COG

The Metropolitan Washington Council of Governments (COG) is an independent, nonprofit association that brings area leaders together to address major regional issues in the District of Columbia, suburban Maryland, and Northern Virginia. COG's membership is comprised of 300 elected officials from 24 local governments, the Maryland and Virginia state legislatures, and U.S. Congress.

ACCOMMODATIONS POLICY

Alternative formats of this document are available upon request. Visit www.mwcog.org/accommodations or call (202) 962-3300 or (202) 962-3213 (TDD).

TITLE VI NONDISCRIMINATION POLICY

The Metropolitan Washington Council of Governments (COG) fully complies with Title VI of the Civil Rights Act of 1964 and related statutes and regulations prohibiting discrimination in all programs and activities. For more information, to file a Title VI related complaint, or to obtain information in another language, visit www.mwcog.org/nondiscrimination or call (202) 962-3300.

El Consejo de Gobiernos del Área Metropolitana de Washington (COG) cumple con el Título VI de la Ley sobre los Derechos Civiles de 1964 y otras leyes y reglamentos en todos sus programas y actividades. Para obtener más información, someter un pleito relacionado al Título VI, u obtener información en otro idioma, visite www.mwcog.org/nondiscrimination o llame al (202) 962-3300.

SECTION 1.00	STATEMENT OF PRINCIPLES AND POLICIES	1
SECTION 2.00	PARTICIPATING GOVERNMENTS	1
SECTION 3.00	MEMBERSHIP	2
SECTION 4.00	GENERAL MEMBERSHIP MEETINGS	3
SECTION 5.00	BOARD OF DIRECTORS	5
SECTION 6.00	MEETINGS OF THE BOARD OF DIRECTORS	7
SECTION 7.00	NOTICES	7
SECTION 8.00	OFFICERS	8
SECTION 9.00	EMPLOYEES	9
SECTION 10.00	CHECKS	9
SECTION 11.00	FINANCES	10
SECTION 12.00	SEAL	10
SECTION 13.00	AMENDMENTS TO BY-LAWS	10

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 GEOGRAPHIC AREA SERVED (Revised 03/2013)

- 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 other such counties, shall be eligible for membership in the Council of Governments.

2.02 Those local governments participating as members in the Council of Governments on July 1, 1986, Virginia independent cities participating as members 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 for membership in the Council of Governments.

2.03 Counties located geographically within the area defined as the Washington Metropolitan Statistical Area, but which do not share a common border with one or more counties which participate as members 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. Counties not within the boundaries of the Washington Metropolitan Statistical Area, with a population of 75,000 or more, shall be eligible to become adjunct participants in the Council of Governments, if over 20 % of their non-farm workers are employed within the Washington Metropolitan Statistical Area.

Section 3.00 MEMBERSHIP AND OTHER PARTICIPATION
(Revised 06/2017)

3.01 General membership in the Council of Governments:

- (a) The members of the governing body of each government described under Subsections 2.01 and 2.02 shall be eligible for general membership. Interested governments shall submit a completed application for membership provided by the Council of Governments, a cover letter committing to pay the annual membership fee upon approval of membership, and a resolution of the governing body requesting membership. Upon receipt of the foregoing documents, a vote of the Board of Directors is required to approve the new member effective July 1 of the respective year.
- (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 shall be eligible for general membership.
- (c) The general membership shall have the right, in accordance with the Council of Government's articles of incorporation, these by-laws, and applicable rules and procedures, to vote for the election of directors and

to vote on any type of fundamental transaction; to participate on policy committees and vote on matters considered or transacted by those committees; and to receive services offered by the Council of Governments.

- (d) Each member shall be required to pay an annual membership fee, the amount of such fee to be determined by the Board of Directors.

3.02 Adjunct participation in the Council of Governments:

- (a) The members of the governing bodies of the governments described under Subsection 2.03, above, if such governments agree to pay an annual participation fee established by the Board of Directors, shall be eligible for adjunct participation in the Council of Governments. For the purpose of this Subsection 3.02(a), the term “governing body” shall include the government’s elected or appointed executive, or his or her appointee, of any adjunct participant.
- (b) Adjunct participants may participate on the Council of Government’s policy committees, and may vote on matters considered or transacted by those committees. Adjunct members are eligible to receive the same services offered by the Council of Governments to its members.

Section 4.00 GENERAL MEMBERSHIP MEETINGS
(Revised 03/2013)

- 4.01** An annual general membership meeting shall be held each year, at which time the members shall elect individuals to serve as the following officers: president, one or more vice-presidents, and secretary-treasurer, and the general membership shall 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.
- 4.02** No fewer than 10 days and not more than 60 days prior to the annual general membership meeting, notice of such meeting, in the form of a record, shall be given to each member.
- 4.03** Special general membership meetings, for any purpose or purposes, may be called: (i) by the president of the Board of Directors, upon notice, in the form of a record, to the membership; or (ii) at the request, in the form of a record, of 15 members who represent at least four participating governments, or (iii) if the holders of 25% of all the votes entitled to be cast at the proposed special meeting sign, date and deliver to the president of the Board of Directors one or more requests, in the form of a record. Any such request shall state the purpose or purposes of the proposed meetings.

- 4.04** Notice of a special general membership meeting, in the form of a record, and stating the date, time, place and subject of the meeting and the specific action or actions proposed to be taken, shall be given to each member within the time frame referenced in Subsection 4.02, above. The record notice may be delivered by U.S. mail, by commercial delivery service, by electronic mail, or in any other manner that a member has authorized. Such notice shall be effective as provided by the law of the District of Columbia. 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 (20%) of the total number of members, present in person, shall constitute a quorum at all meetings of the general membership for transaction of business except as otherwise provided by these by-laws, provided that this number includes one or more members representing at least one-half of the member governments from Maryland, and one or more members representing at least one-half of the member governments from Virginia, and at least one member representing the Mayor or Council of the District of Columbia. 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 of 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 (2) member governments, any question shall be determined by the majority of the aggregate votes of each member government on a weighted basis; provided, however, that any weighted vote must meet or exceed a majority of the quorum. For this purpose, each member government shall have one vote for each 25,000 in population, and the next succeeding portion thereof, and any jurisdiction that has a population of less than 25,000 shall have one vote.
 - (b) In a weighted voting process, each member 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.

4.08 For the purposes of these bylaws, the term “record”, when used as a noun, means information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

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 general membership of the Council of Governments and for the approval of an annual budget and schedule of assessment. It shall have the power to transfer funds within the approved total budget in order to meet unanticipated needs or changed situations. The Board of Directors, through its officers and employees, shall be responsible for ensuring that corporate records are kept as required by law. (Revised 03/2013; 01/2017)

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

- (a) One member selected by each government having a population of no more than 300,000.
- (b) Two (2) members selected by each government having a population of more than 300,000 but no more than 600,000.
- (c) Three (3) members selected by each government having a population of more than 600,000.
- (d) Four (4) members selected by the District of Columbia, two (2) from the Executive Branch and two (2) from the Legislative Branch, unless the two (2) 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 consultation of the same-state Board members of COG followed by election by the entire Board of Directors. (Revised 11/12/2014)

- 5.03** In determining the population of each 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 government which has two (2) 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 governments described 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 (2) governments from Maryland, two (2) from governments from Virginia, and one representative of the government of the District of Columbia.
- (a) A member, who has been recognized as participating in the meeting electronically, counts toward the quorum as if the member was physically present.
(Created 11/2011; Revised 03/2013)
- (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.
- 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 (2) member 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 member governments present and voting. For this purpose, each member government shall have one vote for 25,000 population, and the next succeeding portion thereof in the jurisdiction of the government, except that any member 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 member government shall be the population used for fee assessment purposes under Section 11.03.

- (c) Representatives of any member government having two (2) 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 member 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 general 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 (7) days prior to the meeting.

6.02 Special meetings of the Board may be called by the Chair on three (3) days' notice, in the form of a record, to each Board member. Special meetings shall be called by the Chair in like manner and on like notice upon the request, in the form of a record, of three (3) 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

WAIVER OF NOTICES

(Revised 03/2013)

7.01

Whenever any notice is required to be given, a member may waive such notice, before or after the date and time stated in the notice or of the meeting or action. The waiver shall be in the form of a record, shall be signed by the member entitled to the notice, and shall be delivered to the secretary-treasurer of the corporation for inclusion in the minutes of the meeting or filing within corporate records.

Section 8.00

OFFICERS

(Revised 03/2013)

8.01

The officers elected by the general membership of the corporation, as provided in Subsection 4.01, shall be officers of the corporation and shall hold office until their successors are elected and qualify in their stead.

8.02

In addition to the officers referenced in Subsection 8.01, above, the following shall serve as officers of the corporation: chair of the Board of Directors and one or two vice-chairs of the Board, selected as provided in Subsection 5.08. Two or more offices may be held by the same person, except the offices of chair of the Board of Directors, secretary-treasurer. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a two-thirds majority of the whole Board.

8.03

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 and shall be responsible for management 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 shall be responsible for the financial affairs of the corporation. The secretary-treasurer shall also have responsibility for preparing or supervising the preparation of minutes of the board of directors and of the general membership, and for maintaining and authenticating records of the corporation required by law to be kept and maintained.
- As treasurer of the corporation, the secretary-treasurer shall render to the president, chairman and Board members, at regular meetings of the Board, or whenever they may require it, an account of the financial transactions and overall financial condition of the corporation.
- (Revised 05/2015)

- 8.08** The Board of Directors shall delegate responsibility for day-to-day management of the corporation to the Executive Director, and shall assign day-to-day responsibility for the financial affairs of the corporation to the employee appointed by the Executive Director as Chief Financial Officer of the corporation. The chair of the Board/chief executive officer, and the secretary-treasurer, shall each retain ultimate responsibility for the corporate responsibilities attendant upon their offices. If required by the board of directors, the secretary-treasurer and/or any employee assisting with the functions of the office of treasurer, shall give the corporation a bond in such sum, and with such surety or sureties, as shall be satisfactory to the board of directors, for the faithful performance of the duties of this office.

Section 9.00 EMPLOYEES

(Revised 03/2013)

- 9.01** The Board of Directors shall appoint the chief administrative employee of the corporation who shall be the Executive Director of the corporation. The Executive Director shall be responsible for: (1) providing advice and assistance to the Board and each of its committees; (2) the establishment of personnel policies and practices, and administration of the schedule of employee compensation and benefits established by the Board; (3) appointment of an employee to serve as Chief Financial Officer of the corporation, and the selection, appointment, assignment of duties and supervision of the other employees of the corporation; (4) procurement and administration of grants and contracts, and coordination of the work of consultants and other independent contractors; (5) other aspects and responsibilities attendant upon the day to day management of the corporation; and (6) such other duties as the Board may prescribe.
- 9.02** The Board of Directors shall establish a schedule of compensation and benefits for all employees of the Council of Governments.

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 or employees of the corporation, as the Board of Directors may from time to time designate.

Section 11.00

FINANCES

(Revised 05/2015; 01/2017)

- 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** The Executive Director shall submit a proposed budget of the corporation to the Board of Directors pursuant to a schedule established annually by the Board. The Board of Directors shall approve the proposed budget as presented or modify it.
- 11.03** Each year, assessments of the annual fee for all members and other participating governments and agencies shall be fixed no later than January 31, for the subsequent fiscal year beginning July 1. Assessments shall be in amounts sufficient to provide the funds required to meet the goals and priorities of the corporation. Any member or other participant 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 membership and participation, until such assessment is paid in full. (Revised 03/2013; 01/2017)
- 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 fee assessment schedule will be one-half that of governments participating under 2.01 and 2.02.
- 11.05** The books of the corporation shall be audited annually 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 seven (7) months after the close of the fiscal year.

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 meetings of the general membership, or at special meetings of the general membership called for this purpose; provided, however, 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 having the right to vote at such meeting. (Revised 03/2013)

13.02 Alternatively, these by-laws 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.



Metropolitan Washington
Council of Governments

777 North Capitol Street NE, Suite 300
Washington, DC 20002

mwcog.org