COG BOARD OF DIRECTORS

Member Handbook



COG BOARD OF DIRECTORS MEMBER HANDBOOK

Published: February 2024

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.

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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.

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METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

Board of Directors Roles and Responsibilities

As a member of the Board of Directors, you assume an important responsibility for leading the organization with a focus for action and the development of sound regional responses to such issues as the environment, affordable housing, economic development, health and family concerns, human services, population growth, and public safety. Your active participation is needed to discuss, debate, and take action on these issues.

Major responsibilities:

- Provide financial oversight to ensure that proper fiscal controls are in place, including recommendation and oversight of the annual budget and regular financial reports
- Assist in the development and administration of COG's mission, goals, policies, and procedures
- Oversee program planning and evaluation including the review of organizational and programmatic reports
- Assist in personnel evaluation and staff development; specifically, annual performance review of the Executive Director
- Promotion of the organization
- Outreach to federal officials, regional stakeholders, and participating governments; including your own jurisdiction

Expectations of Board Members:

- Your attendance is essential to understanding and advancing the work at COG. We know
 that absences are sometimes necessary and respectively request as full participation as is
 possible; if your jurisdiction has appointed an alternate and you are unable to attend a
 meeting please send that person in your place.
- You should plan to attend the major COG events such as the Annual Retreat in July and Annual Meeting in December as well as a number of issue specific events and workshops throughout the year.
- You should communicate and promote COG programs, activities, and policies to your own Board or Council.
- It is important to be aware of various community concerns that can be addressed by COG's mission, objectives, and programs.
- You should become familiar with COG's finances, budget, and financial/resource needs.

Meetings and time commitment:

• The Board of Directors meets most months on the second Wednesday of the month, from noon – 2:00 P.M., in the COG Board Room, except July, August, and December.

Length of term: Your appointment as a member of the Board of Directors is at the discretion of your jurisdiction; there are no term limits.

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

300+ Local, State, and Federal Elected Officials

INDEPENDENT POLICY BOARDS						
National Capital Reg Transportation Pland Board		COG Board of Directors		Metropolitan Washington Air Quality Committee		
Chief Administr Officers Comm			•	Adminis Comm Audit Budget and Employee C and Benefit Pension	Finance compensation	
POLICY COMMITTEES*						
1	Climate, Energy, and Environment	Food and Agriculture Regional Member		Human Services	Region Forward Coalition	

^{*}Each policy committee is supported by various technical sub-committees.

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS Board of Directors Guidelines for Policy Development

Adopted January 8, 2014

Background

Over the last few years, the Council of Governments has become increasingly engaged in, and placed a greater focus on, strengthening its relationship with state and federal officials and the advocacy of regional priorities. The COG Board has annually adopted policy priorities to focus COG's advocacy efforts in this regard. These positions are grounded in COG's strategic plan and are consistent with the annually adopted Work Program and Budget. We now have the opportunity to more clearly define the parameters that will provide practical guidance to the board when considering policy action.

Adopted policy positions are based on regional cooperation and present a unified voice on regional issues. One of COG's greatest strengths is the willingness and desire of our very diverse communities to work together, through COG, on issues reflecting our core competencies in transportation, homeland security, economic development, and the environment. For the most part, positions are generated from policy committees and support the advancement of our mission: the creation of a more prosperous, accessible, livable and sustainable region. We tend to focus on issues that are specific to our region, or to assert the particular needs we have as a region in a state or federal matter.

Part of COG's success over the years has been due to the constructive review and thoughtful input which its committees have brought to legislative and other issues prior to board consideration as to whether to take a position. This process will benefit from a more strategic approach as to why, how and when a position is taken.

Guidelines for policy development

To be considered, a policy position should:

- 1. Adhere to COG's mission of advancing the principles and goals within Region Forward.
- 2. Fit within COG's core programmatic areas: transportation, human services, public safety, economic development, and the environment.
- 3. Demonstrate COG's ability to influence and effectuate a policy decision.
- 4. Be regional in nature.
- 5. Be germane to the metropolitan Washington region.
- 6. Be in the best interest of COG and its members.

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

Policy Board and Committee Descriptions

INDEPENDENT POLICY BOARDS

COG Board of Directors

The Board of Directors is COG's governing body and is responsible for its overall policies, functions, and funds. The board takes action on committee or staff recommendations, discusses current and emerging multi-jurisdictional problems, and receives briefings on issues facing the region as a whole. Policy items on the agenda are normally generated from COG's policy and technical committees; business or administrative items are usually generated from staff.

Transportation Planning Board

The National Capital Region Transportation Planning Board (TPB) is the federally designated Metropolitan Planning Organization (MPO) for the region, and plays an important role as the regional forum for transportation planning. With participation from the District of Columbia and State Departments of Transportation and the region's local governments, the TPB prepares intermediate-range and long-range plans and programs that permit federal transportation funds to flow to the metropolitan Washington region.

Metropolitan Washington Air Quality Committee

The Metropolitan Washington Air Quality Committee (MWAQC) is the entity certified by the mayor of the District of Columbia and the governors of Maryland and Virginia to prepare an air quality plan for the region and insure compliance with the Federal Clean Air Act. MWAQC coordinates air quality planning activities among COG and other entities, including the Transportation Planning Board; reviews policies; resolves policy differences; and forges a regional air quality plan for transmittal to the District of Columbia, Maryland, and Virginia and, ultimately, to the Environmental Protection Agency.

POLICY COMMITTEES

Policy committees are advisory committees of the COG Board.

Chesapeake Bay and Water Resources Policy Committee

Chesapeake Bay and Water Resources Policy Committee (CBPC) advises the COG Board on Bayrelated policies and tracks developments under the federal-state Chesapeake Bay Program for implications to local governments. It also considers questions of potable water supply and waste water treatment. The CBPC regularly prepares position statements in response to state and federal legislation affecting the Bay.

Climate, Energy, and Environment Policy Committee

Climate, Energy, and Environment Policy Committee (CEEPC) advises the COG Board on climate change, energy, green building, alternate fuels, solid waste and recycling policy issues, and other environmental issues as necessary. The CEEPC is responsible for managing implementation of the COG Climate Change Report adopted by the COG Board on November 12, 2008. This responsibility includes development of a regional climate change strategy to meet the regional greenhouse gas reduction goals adopted by the COG Board.

Human Services Policy Committee

The Human Services and Public Safety Policy Committee (HSPSC) advises the COG Board on a variety of issues including affordable housing, homelessness, child welfare, crime control and prevention, and traffic safety. Recent actions have included reports on homelessness and crime trends in the region as well as a foreclosure summit to address the significant increase in home foreclosures across the region.

Region Forward Coalition

Regional Forward Coalition is to oversee the next steps recommended in Region Forward and advise the COG Board on future comprehensive regional planning and implementation activities. The Coalition's primary responsibilities include overseeing the Region Forward performance baseline analysis and future regional progress reports; use Region Forward as a guide to update the Regional Activity Centers; and create clear strategies and initiatives to support the transformation of regional centers into Complete Communities. The Coalition will provide crosscutting regional policy capacity and long-range regional planning recommendations to the COG Board. The Coalition includes members from public, private, and nonprofit sectors, which all have a role in helping the region meet its goals.

Food and Agriculture Regional Member Policy Committee

The Food and Agriculture Regional Member Policy Committee (FARM) supports development of long-term regional direction and collaboration toward a more resilient, connected food and farm economy (food system) across urban, suburban and rural communities in the metropolitan Washington region. FARM meets bi-monthly on the second Friday of the month.

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

Accessing the COG Building

The Metropolitan Washington Council of Governments (COG) is located at 777 North Capitol Street NE, Suite 300, Washington, DC, 20002. All COG board and committee meetings, in addition to the COG staff are housed at this location.

- <u>Transit</u> Visitors are encouraged to use public transportation. COG is located two blocks from Union Station which is served by the Metrorail Red Line, MARC, VRE, Amtrak, and multiple bus lines.
- <u>Parking</u> Limited parking is available for visitors in the building parking garage. The entrance to the garage is on the backside of the building and can be accessed from First Street NE. Parking validation is available for COG Board Members.
- <u>Security</u> All visitors must sign in with building security on the first floor of the building.
 Board Members will be given personalized building access cards that can be used when
 entering the building. Any guest without an access card will need to present a valid ID
 card.
- Meeting In-person Board meetings take place in the Walter A. Scheiber Board Room located on the third floor. Lunch is provided.
- Accommodations It is the policy of the Metropolitan Washington Council of Governments (COG) to provide equal access for individuals with disabilities and those with limited English skills to programs, meetings, publications, and activities. Reasonable accommodations will be provided by COG upon request with reasonable advance notice. Reasonable accommodations may include translation services, modifications or adjustments to a program, publication, or activity to enable an individual with a disability or someone who does not speak English to participate.

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS

Media Protocol

The Metropolitan Washington Council of Governments (COG) often is asked to provide background information and comment to the media on our principal areas of expertise as well as on a wide range of topics involving the region. We welcome these opportunities to highlight the work and dedication of members of the Board of Directors, the officials who serve on our committees, and COG's value as a regional organization.

When the media asks for comment, the Office of Communications will contact the board member or committee chair who has played a leading role on the subject in question to ask if they are available for an interview. When necessary, the communications staff will offer those officials updated information and talking points. If the appropriate official is not available or if a reporter's deadline makes it difficult or impossible to schedule the interview, Clark Mercer, COG's Executive Director, or his designee, will be the spokesperson.

Please contact the COG Office of Communications about media requests or media-related questions.

REGION UNITED

Metropolitan Washington Planning Framework for 2030



Region United:Metropolitan Washington Planning Framework for 2030

First published: March 9, 2022

Second edition: December 2, 2022 (including Equity Emphasis Areas update and 2020 climate goal achievement)

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Pulling priorities together, putting them in action



ajor progress has been made since 2010 when the Metropolitan Washington Council of Governments (COG) and its member governments endorsed *Region Forward*, our vision for a more prosperous, accessible, livable, and sustainable future. Officials from across the region have increasingly guided growth into mixed-use developments. Significant investments have been made in public transit as well as bicycle and pedestrian infrastructure. Air quality has improved dramatically.

But it's also clear that our region needs to take collaboration to the next level to address a variety of interconnected and urgent challenges more effectively, including housing supply and affordability, transportation accessibility and mobility, climate change—as well as long-persisting racial inequities. And while these issues are daunting, there's also growing consensus: if the challenges are interconnected, so are the solutions.

To address these challenges and prepare for the additional growth that we know is coming, my counterparts and I on the COG Board of Directors are sharpening the focus set in *Region Forward* by endorsing planning priorities for the next decade related to equity, transit and land use, housing, and climate. And now comes the most important part—we are pulling these priorities together and putting them in action through *Region United: Metropolitan Washington Planning Framework for 2030.* This framework will help advance our goals by:

- ► Fostering further peer-to-peer learning and informing more integrated planning and decision-making,
- Promoting COG flexible grant and technical assistance programs as well as identifying external funding to jumpstart promising local projects, and
- Communicating more effectively about shared goals and solutions with area stakeholders and the public.

I invite you to learn more and engage with us in the months and years ahead as we shape a better future together.

Christian Dorsey

2022 COG Board Chair





The framework's planning priorities help advance equity and the overarching goals in *Region Forward*, COG's vision for a more prosperous, accessible, livable, and sustainable future.



The following four regional priorities make up the planning framework:

- (1) **Equity Emphasis Areas (EEAs)**—Planning concept to elevate equity and inform future growth and investment decisions. 364 locations with high concentrations of traditionally underserved communities.
- (2) High-Capacity Transit Station Areas (HCTs)—Planning concept to better leverage the region's major investment in transit and inform future growth and investment decisions. 225 locations around Metrorail, commuter rail, light rail, bus rapid transit (BRT), and streetcar stations that are in place or will be by 2030.
- (3) 2030 Housing Targets—Planning targets to address the region's housing needs. Targets call for at least 75,000 additional housing units by 2030 beyond the 245,000 new units already anticipated, 75 percent of the units in Activity Centers or HCTs, and 75 percent of the units affordable to low- and middle-income households.
- (4) **2030 Climate Goal and Action Plan**—Planning goal and action plan to address climate change at the regional level. Goal calls for a 50 percent reduction in GHG emissions below 2005 baseline emission levels.















Numerous efforts are underway across the region that advance the planning priorities in the framework, such as:

(1) Montgomery County

The Brookville Smart Energy Bus Depot, an integrated microgrid and electric bus charging infrastructure project, is a first of its kind project and will support the sustainability and climate resilience goals of the county.

(2) District of Columbia

Through a Mayor's Order on Housing, the District has made a major commitment to and progress in adding new and affordably priced housing throughout the city, including in high opportunity areas like St. Elizabeths.

$(3) \quad \textbf{Prince George's County}$

The New Carrollton area is being developed for business, residential, and retail use. It will be more bikeable and walkable, and will serve as a multi-modal "gateway" to the region.

$(4) \quad \textbf{Arlington County}$

The site of Amazon HQ2 is being reimagined as a "live-work" neighborhood, where residents and visitors are better connected to the areas and amenities around it.

(5) Fairfax County

Embark Richmond Highway is an initiative planning significant transportation and infrastructure improvements, including a Bus Rapid Transit (BRT) system, to revitalize the corridor and create economic opportunities.



ADVANCING PROSPERITY: Equity Emphasis Areas

OUR CHALLENGE

Metropolitan Washington is one of the wealthiest areas in the nation, but that prosperity is not shared equitably. A wide range of economic and social disparities exist regionwide. Access to job opportunities, transit, and affordably-priced housing varies widely across the region. This access is particularly essential for traditionally underserved communities, such as people with low-incomes. COG has also found that even before COVID, health outcomes varied starkly by race and ethnicity, contributing to major differences in life expectancy.

OUR PLANNING PRIORITY

To advance metropolitan Washington's prosperity and weave equity considerations into local and regional planning more comprehensively, the COG Board established Equity Emphasis Areas (EEAs) as a key regional planning concept in 2021. EEAs are 364 of the region's more than 1,300 census tracts identified as having high concentrations of traditionally underserved communities, such as low-income individuals and/or racial and ethnic minorities. EEAs also have a higher share of households who rent, individuals with disabilities, and workers without a teleworking option. While concentrated in the District of Columbia's wards east of the Anacostia River and adjacent communities in Prince George's County, EEAs are present throughout the region.

Originally developed by the Transportation Planning Board (TPB) at COG for analyzing impacts of its long-range transportation plan, area officials saw the potential for a broader application of EEAs. COG will now use them as a planning tool across disciplines to help elevate equity and inform decision-makers seeking to lift up underserved communities.

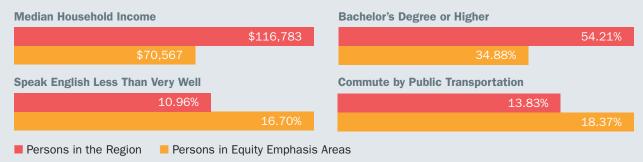
The focus on EEAs aligns with actions in recent years by COG and its member governments to advance equity, including a COG Board resolution in 2020 affirming racial equity as a fundamental value. EEAs are also used as selection criteria in COG and TPB grant programs that fund planning for access to transit stations, housing near transit, roadway safety, and more.

Equity Emphasis Areas (EEAs)

364

locations with high concentrations of traditionally underserved communities that should be elevated in planning and decision-making.

Demographic Characteristics of EEAs vs. Region as a Whole





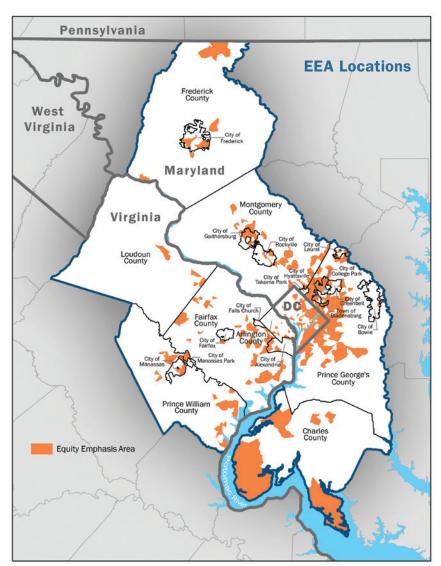
BENEFITS OF INTEGRATED PLANNING

Through a broader application, EEAs can inform regional efforts to enhance accessibility, livability, and sustainability in our region as well as prosperity. For example, EEAs have been used to examine disparities in the location of traffic injuries and fatalities so that planners and decision-makers can consider more targeted actions to improve roadway safety and save lives. Beyond transportation, COG is applying EEAs to climate planning, another key element of the planning framework. Planners found that those living in EEAs spend a higher percentage of their income on energy costs and experience more extreme heat days than the average area resident.

EEAs are home to about

30%

of the region's population of 5.7 million residents.









ADVANCING ACCESSIBILITY:

High-Capacity Transit Station Areas

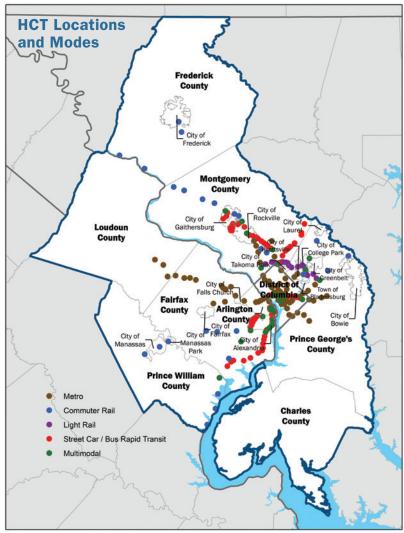
OUR CHALLENGE

While area officials have made—and continue to make—major investments in transportation, metropolitan Washington's multimodal network will be severely strained in the future as the region grows unless additional actions are taken. For example, as part of its *Visualize 2045* long-range transportation plan, the TPB forecasts morning roadway congestion to significantly increase in the decades to come. In addition, concerns about combatting climate change and planning for resilient communities and ensuring access to transportation for underserved groups require an even more comprehensive planning approach.

High-Capacity Transit Station Areas (HCTs)

225

locations that can be optimized to better leverage the region's major investment in transit and advance multiple goals.



Explore an interactive map: www.mwcog.org/hct



OUR PLANNING PRIORITY

To advance metropolitan Washington's accessibility, mobility, and various other interrelated goals, the COG Board established High-Capacity Transit Station Areas (HCTs) as a key regional planning concept in 2021 alongside EEAs. HCTs are 225 areas around Metrorail, commuter rail, light rail, bus rapid transit, and streetcar stations that are currently in place or will be by 2030.

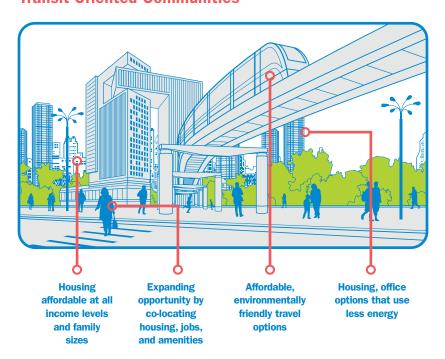
To optimize HCTs, local jurisdictions can develop a variety of land uses like housing, offices, and shopping as well as improve access to transit and nearby amenities by completing pedestrian and bicycle projects, like the National Capital Trail Network, or providing bikeshare, e-scooter, or microtransit services.

BENEFITS OF INTEGRATED PLANNING

While Activity Centers—the precursor to HCTs—provide the opportunity to concentrate growth in housing and jobs in specific locations, HCTs greatly enhance this wise land use planning by offering connections to sustainable, affordable transportation options.

HCTs are key to building mixed-use, mixed-income transit-oriented communities, which have the potential to advance all of the priorities in the planning framework.

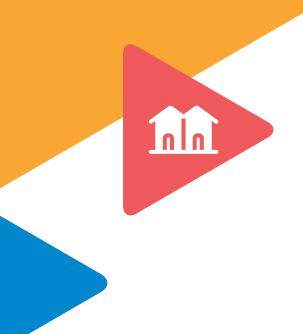
Transit-Oriented Communities





Expanding people's access to transit beyond a half mile walkshed by providing bikeshare or microtransit services is one way the region can optimize its HCTs.





ADVANCING LIVABILITY: Housing Targets

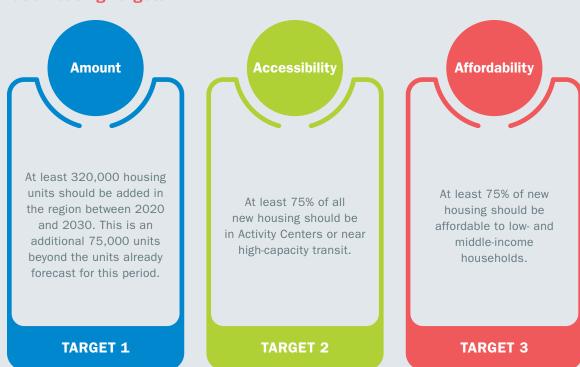
OUR CHALLENGE

Over the previous decade, new housing construction did not keep pace with the demand for housing in metropolitan Washington. And this housing shortfall is expected to worsen without intervention in the years ahead. Its effects are wide-ranging—adversely impacting affordability, undercutting the region's appeal to new companies and talent, and resulting in workers living far from their jobs, which strains the transportation system and leads to less sustainable commuting patterns.

OUR PLANNING PRIORITY

To advance metropolitan Washington's livability and address housing production and affordability challenges, the COG Board set regional targets in 2019. The targets were the culmination of a coordinated effort by COG and local planning and housing agencies initially sparked by the TPB's *Visualize 2045* long-range transportation plan. In seeking a better balance between growth in jobs and housing, a TPB task force determined a jobs-to-housing ratio to optimize economic competitiveness and improve the performance of the transportation system. Using the ratio, COG determined the region's housing needs.

2030 Housing Targets



For a report on the initiative, visit: www.mwcog.org/housingtargets



Local governments are already planning and working to preserve and increase the supply and diversity of affordably priced homes in their jurisdictions but face a variety of challenges—from community dynamics and market forces, to competing funding priorities and reduced federal resources.

In addition to setting regional targets, the board called on officials to work within their communities to adopt local-level targets on production, accessibility, and affordability.

BENEFITS OF INTEGRATED PLANNING

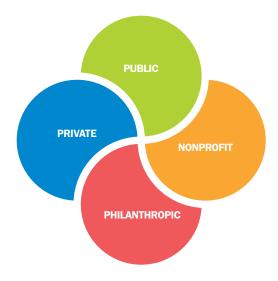
For many area residents, the housing shortfall means enduring long commutes to work in turn for access to affordably priced housing. Otherwise, it can mean difficult choices between paying rent or affording other basic necessities such as food or medicine. By expanding housing opportunities for all residents, the region can build a stronger foundation for economic mobility and advance equity.

When achieved, the housing targets will also help enhance the region's competitiveness and improve mobility by bringing housing and jobs closer together. For example, the TPB has estimated that meeting the targets could result in a significant reduction in traffic congestion, if coupled with actions like supportive land use policies and infrastructure investments.

Currently, too few housing units are affordable for low-and middle-income households, those with monthly housing costs below

\$2,500

Multi-sector Partnership to Advance Housing Needs



It will take a range of tools and innovative policies to meet these targets, including strategic partnerships with the business, non-profit, and philanthropic sectors. No one sector alone can solve the region's housing challenges.





ADVANCING SUSTAINABILITY:

Climate Goal and Action Plan

OUR CHALLENGE

Metropolitan Washington is already experiencing the impacts of a changing climate. Temperatures and water levels in the Potomac River have been rising and will continue to rise. More frequent extreme heat days will affect public health, increase energy demand, and cause travel disruptions. With more frequent and intense storms, flooding events will increasingly threaten lives and damage homes, businesses, and the region's infrastructure.

OUR PLANNING PRIORITY

In 2020, to advance metropolitan Washington's sustainability and address climate change at the regional level, the COG Board set a greenhouse gas (GHG) emissions reduction goal for 2030. The 2030 goal calls for a 50 percent reduction in GHG emissions below baseline levels—or 2005 emission levels—and aligns with President Biden's national goal announced in 2021. It also eliminates the 30-year gap between COG's previously endorsed 2020 and 2050 targets helping members more closely track progress.

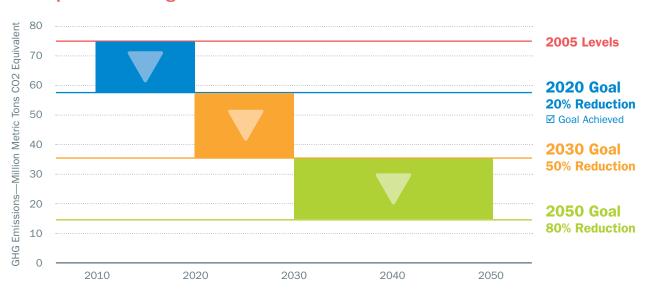
According to COG's most recent inventory, more than 90 percent of the region's GHG emissions come from residential and commercial building energy consumption and transportation, underscoring the importance of multi-sector solutions. Much of the region's progress reducing emissions since 2005 can be attributed to a cleaner energy grid, cleaner cars, and reduced vehicle miles traveled per person. In fact, a recent analysis revealed the region met and surpassed its 2020 climate goal—a major achievement.

2030 Climate Goal

50%

GHG reduction below 2005 baseline emission levels

Metropolitan Washington GHG Emissions Reduction Goals



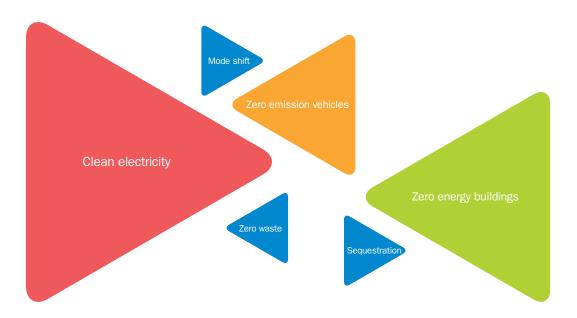


Meeting the 2030 goal will require an unprecedented set of collaborative actions, across sectors and at all levels of government, as outlined in COG's 2030 Climate and Energy Action Plan developed by its Climate, Energy, and Environment Policy Committee. COG is also currently assisting several member governments on local climate and energy action plans and electric vehicle fleet policies and plans.

BENEFITS OF INTEGRATED PLANNING

While climate change impacts everyone, certain people and places will be more vulnerable to its effects. For example, people living in EEAs can be more heavily burdened by extreme heat and flooding. By taking steps to meet the 2030 climate goal and considering climate actions through an equity lens, the region can make significant progress improving the lives of all area residents. In addition, efforts to create more transit-oriented communities will help decrease auto travel and increase transit, reducing GHG emissions. Denser development will allow for better building energy efficiencies and healthier lifestyles from increased walking and biking.

Emission Reduction Strategies



COG's 2030 Climate and Energy Action Plan, which has been recognized by the Global Covenant of Mayors, outlines 35 collaborative actions for area governments and partners to take, including strategies focused on these priority areas. To learn more, visit: www.mwcog.org/climateplan.





Accelerating Action

The following COG and TPB programs, plans, and resources are available to support local jurisdictions in advancing the goals outlined in the framework.

TARGETED GRANTS/TECHNICAL ASSISTANCE

Climate and Electric Vehicle Planning Technical Assistance—Support provided by COG and its consultants on local climate and energy planning as well as local and regional electric vehicle and zero emission fleet plans and policies.

Housing Affordability Planning Program (HAPP)—COG grant program supporting planning initiatives and projects that could increase the amount and affordability of housing near transit. Funded through the Amazon Housing Equity Fund.

Regional Roadway Safety Program—TPB program providing short-term consultant services to assist with planning or preliminary engineering projects that address roadway safety.

Transit Within Reach (TWR) Program—TPB program funding design and preliminary engineering projects to help improve bike and walk connections to existing or planned high-capacity transit stations.

Transportation Alternatives (TA Set-Aside) Program—TPB program providing grants for pedestrian and bicycle facilities, including sidewalks, crosswalks, trails, and safe routes to school projects, as well as community improvements, historic preservation, and environmental mitigation.

Transportation Land Use Connections (TLC) Program—TPB technical assistance program providing short-term consultant services to local jurisdictions for small planning projects that promote mixed-use, walkable communities and support a variety of transportation alternatives.

FORWARD-FOCUSED STRATEGIES

Climate and Energy Action Plan—Plan recommending actions to help move the region towards meeting its 2030 climate mitigation and resiliency goals.

Regional Housing Equity Plan—Initiative to ensure that the region is better aligned in its efforts to expand housing choices so that all people can choose to live in communities with access to quality jobs, schools, housing, and transportation options.

Visualize 2045 Aspirational Initiatives—The TPB's long-range transportation plan includes Aspirational Initiatives that have the potential to significantly improve the region's transportation system performance, if funded and enacted. The following Aspirational Initiatives have informed the planning priorities in this framework.

- Bring Jobs and Housing Closer Together
- Improve Walk and Bike Access to Transit
- Complete the National Capital Trail Network

COG is making available a wide array of resources, including funding opportunities, staff expertise, and interactive tools, to help propel this work forward.

MAPS/TOOLS/PROFESSIONAL DEVELOPMENT

DMV Climate Partners—Website for educating area leaders and residents about efforts underway to fight climate change, locating funding for climate projects, or engaging with local climate-focused groups and events. Members may also subscribe to receive a free newsletter.

EEAs/HCTs Maps and Data—Website for exploring regional and jurisdictionspecific maps of EEAs and HCTs, data on demographic characteristics of EEAs, forecast growth in HCTs, and more.

Future of Housing in Greater Washington—Report on the COG housing targets effort, including the analysis to determine the amount of housing needed to address the regional shortfall.

New Narrative for Housing—Messaging playbook providing guidance to area leaders on how to talk about housing solutions in a time of uncertainty and change, linking housing with better health outcomes, a stronger economy, and greater equity.

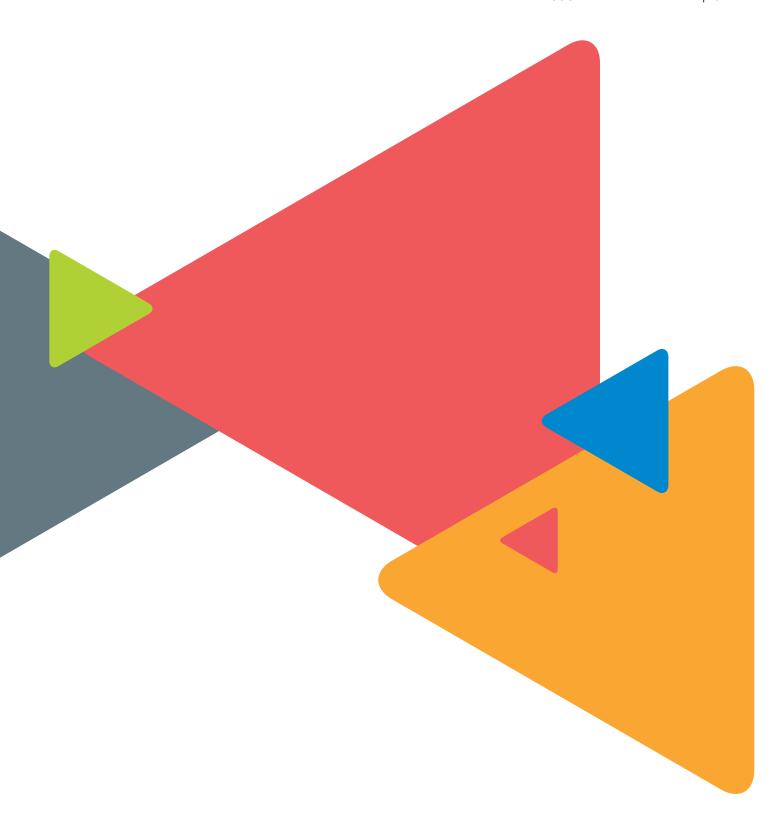
Racial Equity Cohorts—Professional development program organized by COG and the Government Alliance on Race and Equity for local government staff members to develop new policies and practices to help advance equity.

TPB Climate Change Mitigation Study of 2021—Scenario study to assess ways to reduce greenhouse gas (GHG) emissions in the on-road transportation sector to meet regional climate goals.

To learn more about these programs, plans, and resources as well as the latest news related to the framework, please visit:

mwcog.org/regionunited







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

mwcog.org

Member Benefits

Working together at the Metropolitan Washington Council of Governments (COG), area leaders set priorities and produce results that improve our region's quality of life.

- ► COG ensures all major transportation projects receive federal funding and approvals. These projects must be included in the Visualize plan of the National Capital Region Transportation Planning Board (TPB) at COG, the region's federally designated Metropolitan Planning Organization.
- COG coordinates air quality planning and monitors pollution, issuing air quality forecasts and health advisories to the public when the air is unhealthy.
- ▶ COG establishes mutual aid agreements for local governments to ensure first responders and resources are available during emergencies, in real time, to help neighboring jurisdictions.
- COG advances regional water quality initiatives. For example, under an agreement it brokered and manages, COG provides support to users of the Blue Plains Advanced Wastewater Treatment Plant, which treats approximately 50 percent of the region's wastewater.
- ▶ COG leads homeland security planning by helping officials continually assess risks and make investments to enhance preparedness, including facilitation of the \$50M-a-year, federal Urban Area Security Initiative (UASI) program.



- COG is mobilizing action on climate change, demonstrated by the region's attainment of its 2020 greenhouse gas emissions reduction goal and recognition by the Global Covenant of Mayors for leading the country in climate planning.
- ▶ COG is preparing the region for public health emergencies, building on its extensive coordination during the pandemic as well as new tools to share health and hospital data.
- ▶ COG is helping local governments advance **racial equity** within their jurisdictions by providing regional training opportunities and resources like the Equity Emphasis Areas planning tool to inform planning and budgetary decisions.
- COG is supporting expanded deployment of electric vehicles (EVs) through a new working group focused on planning a more consistent system regionwide.





COG is the one place that regularly connects area leaders, across various disciplines, to develop solutions to the region's biggest challenges. Our network includes:

- ▶ A membership of 24 local governments, 300 elected officials
- ▶ 1,500+ government staff & partners engaged in 100+ regional boards, committees, and working groups
- ▶ 125 COG staff



At COG, area elected officials have set regional priorities and staff have developed tools to link land use, growth, and transportation, to support planning at the local level.

- ▶ COG is advancing a shared vision for growth through its Region Forward plan as well as its Region United framework for 2030.
- Regional housing targets and climate change goals are unprecedented efforts by local leaders to reach consensus and strive toward shared objectives.
- COG tools like Activity Centers, Equity Emphasis Areas, and High-Capacity Transit Station Areas are becoming part of the region's planning vocabulary and informing investment decisions.









Programs & Services

COG provides a wide range of programs and services for its members, partners, and area residents.

TRANSPORTATION PLANNING

- National Capital Region Transportation Plan (NCRTP): The TPB at COG develops the region's federally mandated plan that spans 20 years. The current Visualize NCRTP includes \$223B in funding for projects and programs.
- ▶ Travel demand modeling: TPB modeling is used by member governments in highway and transit project development needed for state and federal approval.
- ▶ Technical assistance: The TPB offers \$1M+ in annual funding for planning and design of local transportation projects through the Transportation Land-Use Connections (TLC), Transit Within Reach (TWR), and Roadway Safety (RRSP) grant programs.
- ▶ Commuter Connections: COG provides free services and programs to assist employers and commuters with making smart choices about their commuting needs, including ridematching, transit, bicycling, and teleworking.
- ▶ Street Smart: COG manages the region's public awareness campaign for drivers, pedestrians, and bicyclists to improve roadway safety.
- ▶ Bike to Work Day: COG organizes the annual event encouraging green, cost-efficient commutes and featuring 100+ "pit stops" regionwide.
- ▶ MATOC: COG convenes the Metropolitan Area Transportation Operations Coordination program, a partnership of transportation agencies focused on sharing real-time information and helping agencies coordinate to better manage incidents.
- ▶ Airport access: COG forecasts future air passenger and cargo needs, developing plans for improving how people and goods get to and from the region's three major airports.

Financial grants: The TPB selects projects for the FTA's **Enhanced Mobility program for specialized transportation for** older adults and person with disabilities (\$10M biennially) as





ENVIRONMENTAL PROGRAMS

- Chesapeake Bay & Potomac River restoration: COG helps members voice local concerns, measure progress, and share best practices related to wastewater treatment and stormwater management through its Water Resources program.
- Water security: COG maintains the Metropolitan Washington Water Supply and Drought Awareness Response Plan and supports coordinated regional response during incidents.
- Environmental outreach: COG supports the Clean Air Partners public education program as well as campaigns to promote recycling and protect household plumbing.
- Anacostia Watershed Restoration Partnership: COG leads a consortium of government agencies, partner organizations, and residents taking action to create a healthier watershed.
- ▶ Climate change: COG is supporting the development of local climate action plans, emphasizing both mitigation and resiliency, providing technical data analysis, and leading public outreach through resources like the DMV Climate Partners website.
- Food system resilience: COG coordinates efforts to improve food security and grow a more connected food and farm economy.
- Urban forestry: COG works with members to develop tree canopy preservation and enhancement strategies and monitors conditions in the region.

Solar energy: COG is working with members and partners to accelerate the deployment of solar installations regionwide and advance COG's 2030 solar goals.

COMMUNITY PLANNING AND SERVICES

- Housing Affordability Planning Program grants: COG awards funding to local governments to support planning for affordably priced housing near transit.
- ▶ Fair housing: COG focuses on creating more inclusive communities through efforts like the Regional Fair Housing Plan, the first joint effort of its kind in 25 years.
- ▶ Foster Parents of the Year: COG coordinates and awards local efforts to recruit, support, and retain foster parents in the community.

Cooperative forecasts: COG develops long-range population, employment, and household forecasts for the region, enabling COG and its members to coordinate planning activities using common assumptions about future growth.

HOMELAND SECURITY & PUBLIC SAFETY

- RICCS: COG runs the regional 24/7 notification system that allows area officials at the local, state, and federal levels to communicate during emergencies.
- ROCC Liaison Officer: A COG contractor serves as a liaison at the WMATA Rail Operations Control Center (ROCC) to coordinate fire and rescue activities.
- Winter weather coordination: COG oversees planning and convenes "snow calls" that include OPM, the National Weather Service, transportation agencies, and COG members.

Regional public safety programs: COG manages crossjurisdictional public safety information sharing projects like fingerprint identification systems, license plate readers, and the LinX program providing rapid electronic access to public safety data for nearly 200 federal, state, and local law enforcement agencies.



COG staff are a trusted source of regional information, providing members with data and tools to inform decision-making, including:

- ► Commuting and travel trends, like the State of the Commute Survey and Regional Travel Survey.
- ▶ The Regional Transportation Data Clearinghouse, an online resource for transportation data, maps, and applications of the Transportation Planning Board.
- Federally required point-in-time count of people experiencing homelessness and annual report.
- ▶ Annual reports on crime and impaired driving.
- Air and water quality progress reports and greenhouse gas emissions inventories.
- ▶ Monthly economic reports, including inflation rates, job growth, and new housing permits.
- Annual reports on multifamily housing and commercial construction.
- Drinking water supply monitoring and drought reports.

Electric Vehicle Clearinghouse: COG maintains an online resource on EV funding, incentives, laws and regulations, local plans, and a charging station locator.

The Metropolitan Washington Council of Governments (COG) is an independent, nonprofit association that brings DC/MD/VA leaders together to address regional issues and plan for the future.



COG members save money and time through regional bulk purchasing and contracting opportunities.

- ▶ Member-only cooperative contracts result in larger volume and better unit pricing.
- The COG Rider Clause allows members to join thousands of existing contracts and avoid the need to do in-house bidding.
- Contracts are available for items such as road salt and diesel fuel to self-contained breathing apparatus (SCBAs) and radio systems for public safety agencies.

COG member Arlington County saved \$800,000 on replacing its SCBAs



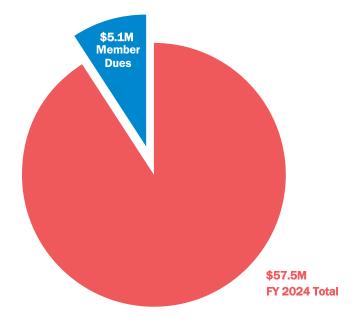
COG helps prepare future leaders through a variety of learning opportunities that build stronger connections among local government professionals in the region.

- ▶ Racial Equity Learning Cohort: A yearlong program with Government Alliance on Race and Equity (GARE).
- ▶ Public Safety Leadership: Three-part seminar for homeland security and public safety professionals.
- Institute for Regional Excellence (IRE): A yearlong program of COG and The George Washington University—graduates become Certified Public Managers.

Since 2002, more than 450 local government managers have graduated from IRE.

Member Dues

COG's member dues unlock the variety of benefits highlighted here and much more. The \$5.1M in dues leverage more than \$31M in federal and state funding and accounted for just 9 percent of COG's overall budget in FY 2024.



COG BY-LAWS

Last Revision: January 2017

COG BY-LAWS

Adopted: November 15, 2007 Last Revision: January 11, 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 23 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.

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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.
- 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.
- 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.
- 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 cites 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 03/2013)

- **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.
 - (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.

- (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.
- 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

- 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)
- 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.

- 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.
- 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.
- 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.
- 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

- 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.
- 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-

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.
- 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 Th

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)

- 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.
- 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

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.

COG BOARD OF DIRECTORS

Rules of Procedure

Adopted: October 8, 2003

Last Revised: March 13, 2013

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1.0 ORDER OF BUSINESS

- **1.1** After reading and approval of the minutes, the order of business shall be as follows:
 - a) Presentation and disposition of petitions, proclamations, certificates of commendation, and other papers
 - b) Amendments to the agenda
 - c) Consent agenda
 - d) Consideration of remaining business in order set forth in meeting notice and agenda, as amended, if appropriate.
- 1.2 The order of business may be changed at any time by the vote of a majority of the Directors present and participating, or by the Chair, unless a majority of the Directors present and participating object.

2.0 PARLIAMENTARY PROCEDURE

These procedures apply to meetings of the COG Board of Directors. They also apply, unless modified by majority vote, to all formal meetings of committees created by the Board of Directors and acting under the authority of the Council of Governments.

2.1 Obtaining the Floor

A Director wishing to speak, give notice, make a motion, submit a report, or for any other purpose, shall address and be recognized by the Chair before addressing the Board. No Director may speak more than once on any subject until every Director desiring to be heard on the subject has been allowed to speak, except that after a motion has been seconded, the maker of the motion shall be offered the floor.

2.2 Limitations on Debate

Unless otherwise provided for in these Rules, debate may be limited by a motion

(1) to limit debate to a time certain or (2) to terminate debate by a motion to move the previous question. Neither motion is debatable. If debate is limited, the Chair shall fairly apportion the designated time between proponents and opponents of the question.

2.3 Personal Privilege and Identification of Conflict of Interest

- a) Any Director, as a matter of personal privilege, may speak for a period not longer than five (5) minutes concerning matters which may affect the Board collectively, its rights, its dignity and the integrity of its proceedings, or the rights, reputation and conduct of its individual Directors in their representative capacities only. Personal privilege statements must still follow the basic courtesies and decorum required of public officials and a public meeting.
- b) A Director who has a conflict of interest, on a matter that requires the Director's disclosure or disqualification, shall state the conflict prior to any discussion of the matter and, if disqualified, shall abstain on the vote. If disqualified, the Director shall not participate in the discussion or any other action on the matter.

2.4 Points of Order

Any Director may make a point of order. Points of order are debatable only at the discretion of the Chair. If the Chair permits debate, the Chair has authority to limit it. Points of order include: (1) alleged violations of parliamentary rules, (2) agenda, and (3) orders of the day.

2.5 Appeal

An appeal may be taken from any decision of the Chair. A Director must state the reasons for appealing a decision, to which the Chair may respond. Appeals must be acted upon immediately. Only the Director appealing a decision, the Chair, and the Parliamentarian may address the issue; otherwise the appeal is non-debatable. An affirmative vote of a majority of the Directors present and participating is required to sustain the Chair's decision.

2.6 Recognition of Non-Directors

The Chair may recognize members of the public where the participation of such persons would, in the judgment of the Chair, enhance the understanding of the matter under consideration by the Board. Recognition of non-Directors during meetings shall be limited to extraordinary circumstances and should not be a matter of general practice.

2.7 Withdrawal or Modification of Motions

Any motion may be withdrawn or modified by the mover at any time before it has been amended or voted on.

2.8 Form of Vote

Voting shall be in the form of "YES", "NO" or "ABSTAIN". A vote of "ABSTAIN" shall be deemed the equivalent of an abstention or a non-vote. A Director who has a conflict that disqualifies him from participating on the matter should abstain.

2.9 Voting

Votes on all questions shall be by voice, with the results determined by the Chair. A Director's vote upon any matter shall be recorded upon request. On any question, the Chair or any voting Director may request a show of hands.

2.10 Demand for Roll Call Vote

Any Director, in advance of a vote or promptly thereafter, may demand a roll call vote.

2.11 Calling the Roll

When a roll call vote is demanded, the Board's Secretary-Treasurer, or designee, shall call the roll of the Directors in alphabetical order, commencing with the maker of the motion.

2.12 Record Votes

When a roll call vote is demanded, the Board's Secretary-Treasurer, or designee, shall record the names of those voting "YES," those voting "NO," and any abstentions. Directors will be recorded as absent if they are not in the chambers when a vote is taken. Voting records are official records of the Board.

2.13 Weighted Votes

At the request of a majority of the Directors present representing any two (2) participating governments, any question shall be determined by the majority of the aggregate votes of each participating government on a weighted basis in the same manner as provided in the COG By-Laws, Sec. 5.06.

2.14 Proxy Voting Prohibited

No proxy shall be permitted either for the purpose of voting or for the purpose of obtaining a quorum.

2.15 Reconsideration

- a) Any Director recorded as having voted with the prevailing side on a question may move to reconsider the question at any time except as limited by this section. A resolution may only be reconsidered during the meeting at which it was adopted, or at the next regular meeting.
- b) For the purpose of this rule, any Director who was present and voting on a question decided by a voice vote will be considered as having voted with the prevailing side on the question, unless the Director had asked to be recorded as voting against the prevailing side or "ABSTAIN".
- c) A motion to reconsider requires the approval of a majority of the Directors present and voting.
- d) When a motion to reconsider a vote is defeated, it cannot be repeated.
- e) A motion to reconsider is not required to consider amendments to move to Strike, or to accept amendments accepted or rejected on a previous reading of a bill.
- f) Votes to approve or amend these Rules may not be reconsidered pursuant to this section; such votes must be subject to the notice requirements of Rule 2.19.

2.16 Absence of Chair

In the absence of the Chair at a meeting, the Vice Chair, senior in election, shall preside. In the absence of the Chair and Vice Chairs at a meeting, the Directors present shall elect a Chair Pro Tempore. A Vice Chair, or Chair Pro Tempore, while acting as Chair, shall have all the authority and voting rights of the Chair. If, after a meeting has commenced, it is necessary for the Chair and the Vice Chair to be absent from time to time, the Chair or other Presiding Officer, pursuant to this section, may designate a Director to preside temporarily at the meeting.

2.17 Parliamentary Authority

Matters not covered by these Rules will be governed by *Robert's Rules of Order*. It is the duty of the Chair to interpret the Rules. Matters not covered by *Robert's Rules of Order* shall be determined by the Chair subject to the right of any Director to appeal the ruling of the Chair. The Chair of the COG Board, or any derivative committee, or any Director thereof may seek assistance from the General Counsel, as Parliamentarian, in interpreting these Rules or *Robert's Rules of Order*.

2.18 Suspension of Rules

Except for rules regarding notice, quorum, or amendment of these Rules, and except for any requirement of the Bylaws, any Rule governing procedures of the Board may be suspended during the consideration of a specified matter by motion to suspend the Rules approved by 2/3 of the Directors present and participating.

2.19 Amendment of Rules

- a) These Rules may be amended by a vote of a majority of the Board of Directors.
- b) An amendment must be proposed in writing, signed by the proposer and circulated to all Directors, at least seven (7) days prior to the Board's consideration of the amendment.

3.0 AGENDA AND MATERIALS

3.1 Developing the Agenda

The Executive Director, at least 10 days before the meeting, shall prepare a list of proposed agenda items for the consideration of the Chair and the Vice Chairs. The agenda of every regular Board meeting shall be approved by the Chair.

3.2 Availability to Public

Agendas of upcoming Board meetings shall be made available for public review in the COG offices and on the COG website no later than Monday, the week of the Board meeting.

3.3 Time of Distribution

Agenda materials shall be mailed or delivered by hand or electronically to the Directors no later than seven (7) days before a regular Board meeting. All additional materials are to be distributed to the Board prior to the meeting. The Board may defer any item for which all relevant information has not been prepared in the above-referenced manner.

3.4 Agenda and Related Materials

All written materials related to agenda items, which are received at the COG office by 5:00 P.M. on the day preceding a regular Board meeting, will be distributed to Directors prior to the meeting. All correspondence received by the Board that is public shall be made part of the record of the meeting. For distribution to Directors, 35 copies of the correspondence, as well as an electronic copy, shall be provided to the Board's Secretary-Treasurer, or designee.

3.5 Policy Reports

TPB, MWAQC, and the Policy Committees are encouraged to make periodic reports to the COG Board. TPB and MWAQC shall make such reports at least semi-annually and policy committees shall do so at least annually. These presentations and reports will describe the work performed by the committee, its future work plans, and how its efforts impact and are integrated with other efforts of the region and the Board.

4.0 MEETINGS AND ACCESS TO INFORMATION

4.1 Definitions

- a) "Meeting" means the assemblage, as a body or entity, of the constituent Membership, with or without minutes being taken, whether or not votes are cast, of the Board of Directors, and of any designated policy or ad hoc committee of COG. "Executive session" or "closed meeting" is a meeting from which the public is excluded. "Open meeting" or "public meeting" is a meeting at which the public may be present.
- b) "Official Records" means the minutes or summaries of any open and public meeting, the documents submitted for inclusion with the minutes, the record of all actions taken at such meeting, the reports of studies paid for with COG or public funds, except unpublished information and information deemed internal work product or confidential data, and records of actions taken by an officer, a committee of the board, or a designated body on behalf of COG.
- c) "Internal Work Product" means the documents, memoranda, data, maps, figures, projections, inter-departmental communications or other sources of information required for intelligent and informed internal discussions and which have been developed by and intended to be used by COG's staff, consultants or technical committees.
- d) "Confidential Data" means information or data in COG's possession which can identify a particular person, private organization, or business, or which can reveal a trade secret, process, operation, or style of work of a contractor in which the contractor has a proprietary interest. It includes data about an employee that is maintained and controlled by COG, including, but not limited to, education, financial transactions, medical history, and which contains a name or identifying number or symbol.

4.2 How meetings may be held; electronic meetings

- a) Meetings at which less than a quorum of the Directors will be physically assembled may be held by telephone conference call, videoconference, or online combination, upon direction of the Chair, with consent of the Executive Committee, upon at least three (3)-day's notice given Directors by either email or telephone, which notice shall include the specific steps necessary to access the meeting. Such direction shall only be given upon a determination that a face-to-face meeting is effectively precluded by emergency conditions and, further, that action by the Board is legally, financially, or politically required. Insofar as possible, all matters requiring a vote shall be proposed in writing and furnished to Directors at least three (3) days prior to the meeting
- b) A Director may attend a Board of Directors meeting through electronic communication means from a remote location, only as follows: The Director 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 Director 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 any individual Director shall be limited each calendar year to two (2) meetings or 25 percent (25%) of the meetings of the Board, whichever is fewer. The limitation shall apply to both the Director and that Director's alternate(s).
 - [2] Electronic participation is contingent upon the ability of COG staff to make arrangements for the voice of the remote participant Director to be heard by all persons at the central meeting location.
 - [3] The following procedures shall apply when a Director is attending electronically:
 - The Director shall verbally identify at the beginning of the meeting that the Director is present electronically; and announce if the Director is departing from the meeting, unless the meeting has adjourned.
 - The Director attending electronically shall verbally ask for recognition from the Chair if the Director desires to speak.
 - Votes taken during any meeting, when a Director is attending electronically, shall be recorded by name in roll-call fashion and included in the minutes. The Director attending electronically shall indicate the Director's vote verbally when requested by the Chair or Board Secretary.

- The Director attending electronically shall not have a right to attend any executive session or closed meeting during the meeting but may be included if arrangements can be readily made and the confidentiality of the meeting ensured.
- All other Rules 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) Directors based on a first notification basis. The Chair has the discretion to waive the three (3) days advance notice.

4.3 Access to Official Records

Except as provided in Rule 4.06, it is COG policy that all official records, as defined in Rule 4.01(b), above, shall be open to inspection and copying by any person during the regular business hours of the custodian of such records.

Reasonable fees may be charged for the search for such records and use of copying facilities (see Rule 4.22).

4.4 Records Withheld from Public Disclosure

The following official records may be withheld from public disclosure:

- a) Records specifically exempted from disclosure, by law;
- b) Confidential data as defined in Rule 4.01, release of which would result in a clearly unwarranted invasion of personal or business privacy, except that access shall not be denied to the person who is the subject thereof;
- c) Records of commercial or financial information contained from a person under an agreement of confidentiality;
- d) Records of internal communications (internal work product) which would not be available by law to a party other than a party in litigation with COG;
- Reports and memoranda of consultants or independent contractors, except to the extent they would be required to be disclosed if prepared by COG.

4.5 Segregable Portions of Official Records

Any reasonably segregable portion of any official records shall be provided to any person requesting such records after deletion of the portions which are exempt under this Rule.

4.6 Procedure for Handling Official Records

The following procedure shall guide the day-to-day handling of requests for official records. Revisions in or deviations from these procedures may be made by a Department or Office Director for a given situation, subject to the approval of the Executive Director.

- a) Requests from the general public for official records shall be filed, in writing, with the COG Office of Public Affairs ("OPA"), and the OPA shall forward requests to the appropriate department or office for response if the records are not available in the OPA.
- b) The appropriate COG employees shall locate the official records requested as promptly as possible and forward to OPA. If the records sought are exempt, do not exist, are located outside of COG, or are not available, the person making the request shall be notified of this fact, in writing, by the OPA, on the recommendation of the COG Department or Office responsible for such records, as promptly as possible.
- c) If the official records are, the records sought shall then be given or mailed to the person making the request. Copying facilities shall be available, at a reasonable cost, if it is necessary for the requester to duplicate the requested records at the COG offices.
- d) If any official record sought and located is deemed internal work product or confidential and non-disclosable and is designated as such by the Department or Office Director, the request for disclosure shall be denied. The reasons for the denial of the request shall be stated in writing. When a request is denied, it shall become incumbent upon the Department or Office Director to explore alternative or substitute forms for the distribution or access to the essential facts contained in the designated record.
- e) The person making the request may appeal the determination that the official record sought is internal work product or confidential by submitting a written request for the designated official record to the Executive Director.
- f) The Executive Director shall decide whether to release confidential or internal work products which have not been submitted, discussed, or considered by a COG committee. The person making the request shall be notified of the decision, in writing, as promptly as possible.
- g) If the internal work product has been submitted to, discussed, or considered by a committee, the committee members at the next regular meeting may, by a majority vote, eliminate the designation of the official record as internal work product and the record shall then be available for public disclosure through the aforementioned process. A reference to the existence of the internal work

product in the minutes of a committee meeting shall not suffice to satisfy the requirement that the committee has submitted, discussed, or considered the record sought, or not made any determination on whether or not it is an internal work product.

- h) Requests to listen to or re-record a recording of any meeting recorded at COG shall follow the above procedures. Recordings may not be removed from the COG offices. Time will be provided for listening to or copying the recordings at COG.
- i) Any inconsistency between these procedures and any requirements of a controlling federal, state or local statute or regulation, including, without limitation, the requirements of DC STAT §§29-413.01 through 29-413.07, shall be resolved in favor of the applicable statute or regulation.

4.7 Meetings Open to Public

- a) Except as provided in Rule 4.08, all meetings of the COG Board or its policy committees shall be public meetings. Information as to the time, location, and agenda of each meeting shall be furnished upon request. Where a federal law or regulation applicable to a transaction in which COG is involved calls for a public hearing or meeting, notice of such hearing or meeting shall be published as required by the specific federal law or regulation. Additionally, notice of the meeting shall be placed on the COG website. A mailing list may be kept to provide notice to those persons who have requested that their names or organizations be placed upon such a list.
- b) In the case of an electronic meeting held pursuant to Rule 4.02, every reasonable attempt will be made to permit public electronic viewing or listening in the COG Board Room. If such public attendance is made impossible by the emergency causing the electronic meeting, electronic copies will be made available to the public as soon as possible.
- c) Meetings of technical committees are presumed not to be public meetings. However, by decision of its Chair, or by majority vote of the committee members, any meeting or part thereof may be opened to the public.

4.8 Executive Sessions or Closed Meetings

Executive sessions or closed meetings of the COG Board or its policy committees may be held only for the following purposes:

 a) Discussion or consideration of personnel matters such as: employment, assignment, appointment, promotion, demotion, disciplinary action, or salaries of employees within COG.

- Discussion or consideration of the condition, acquisition or disposition of property in which COG has or may have an interest.
- c) Consultation with legal counsel and briefings by staff members, consultants or attorneys pertaining to pending litigation or other legal matters.
- d) Work sessions of the Board of Directors or its policy committees

4.9 Vote on Executive Sessions or Closed Meetings

No meeting of the COG Board or its policy committees shall become an executive session or closed meeting unless there shall have been publicly recorded an affirmative vote to that effect by the body holding such a meeting. The record of the vote should identify which of the purposes in Rule 4.08 was the basis for closing the meeting.

4.10 Laws/Regulations Governing Executive Sessions or Closed Meetings

Where federal, state or local laws or regulations are found applicable to the manner in which a particular matter or meeting shall be conducted, they shall take precedence over the aforementioned policy.

4.11 Confidential Data

It is the policy of COG to obtain confidential data only when necessary to fulfill its information-gathering and data collection responsibilities and to minimize risk of disclosure to the greatest extent possible. Whenever feasible and the requirements of a project allow, the names of respondents and survey participants shall not be accepted, recorded or retained. It shall be the usual procedure that data will not be released with categories of less than 3 (three) observations or one observation representing 80 % or more of the category total. However, with some data, this is an unnecessary precaution and the Executive Director may authorize release of data with a lesser number. Nothing in this section shall prevent the Executive Director from setting a higher minimum when necessary.

4.12 Destruction of Confidential Data

Unless the data-contributing agency, organization or individual requests that the data be returned, and except as may otherwise be required by law, all confidential data will be destroyed as it is no longer needed, according to schedules and procedures established by a designated Project Security Officer (Rule 4.15).

4.13 Certification of Destruction

Every agency, organization or individual contributing data is entitled, upon request, to a written certification that the confidential information that they supplied was destroyed after use.

4.14 Procedures for Handling Confidential Data

The following procedures guide the day-to-day handling of confidential data at COG. Revisions or deviations in these procedures may be made by the Executive Director.

4.15 Security Officer Responsibility

For any project at COG which involves confidential data, the Executive Director may designate a Security Officer who will be responsible for establishing project- appropriate measures designed to protect the confidentiality of data collected or disseminated in connection with, or as a result of, that project.

The duties of the Security Officer shall be to:

- a) Identify and define the specific information and data that will be treated as confidential:
- Designate members of the staff who are to have access to the data, have them execute a confidentiality agreement, and transmit a list with the names of such employees along with the completed agreements, to the Executive Director;
- c) Develop procedures and maintain a secured area and such equipment as is needed to protect the confidentiality of information and data:
- d) Where appropriate for a specific project, establish and maintain a log (names, data, purpose) documenting the dates and times at which authorized persons have used or accessed confidential information or data;
- e) Identify or establish, and oversee, schedules and procedures for the destruction of confidential information and data when it is no longer needed for COG purposes, in accordance with applicable federal, state and local laws, regulations and ordinances; and
- f) Issue, upon request, written certifications attesting that confidential information has been destroyed in accordance with applicable schedules and procedures.

4.16 Employee Responsibility

Employees shall be held responsible for the proper handling of COG confidential data in their use or possession. This includes taking personal responsibility for seeing that the data is not left unattended or where unauthorized persons may have access to it. Employees and applicants for employment, who have or will have access to, work with, or in any way be responsible for confidential data are required to sign a confidentiality agreement. This will constitute a condition of employment and failure to comply with the terms of the agreement will be grounds for dismissal.

4.17 Release of Confidential Data to Public

Confidential data shall not be released to the public except as provided in Rule 4.11. To the extent that outside consulting and data processing firms must handle confidential data for COG, they will be required to conform strictly with the operational procedures set out for them in Rules 4.14 and 4.15.

4.18 Written Authorization from Data Contributor

Data which would otherwise be confidential and not released may be made public only with written authorization from the data contributor(s) that: a) they have the authority to and do authorize COG to make the information public; and b) they will, to the fullest extent allowed by law, indemnify COG and release COG and its employees and officials from any damages which might result from use of such data if such permission was unauthorized.

4.19 Data Received from Other Sources

Confidential data received from public agencies or private organizations shall not be released to other agencies by COG without express written authorization from the data-contributing agencies or organizations.

4.20 Release to Public Agencies

Confidential data and analyses which are, or have become, the sole property of COG may be released to other public agencies by the Executive Director upon proper showing of need for the data, provided that the outside public agency agrees to follow all the procedures COG follows in using and any subsequent disclosure of such data and agrees, to the fullest extent allowed by law, to indemnify COG and release it from any damages which might result from the use and disclosure of such data.

4.21 Confidentiality Policy for Consultants

Where appropriate, consultants and consulting firms working for COG will be required to sign an agreement not to disclose any confidential information. They will be required to use such data at the COG offices. If that is not possible, and the removal of confidential data from the COG offices is necessary, the individual or firm will be required to submit (prior to retention) a separate statement of the procedures that will be followed to assure the confidentiality of the data while in transit, when being used, and during hours of non-use. If the Project Director is not satisfied with the procedures proposed by the consultant, confidential information shall not be released and a contract will not be executed.

4.22 Policy for Data Storage/Processing Firms

The policy for companies providing keypunching, tape storage, and other data processing services for COG is similar to that for consultants. A basic agreement will be required and also a separate statement detailing their procedures for handling confidential data after its removal from COG offices. The Project Director and Executive Director must be satisfied with the procedures before a purchase order or contract is executed.

4.23 Search and Duplication Fees

The Executive Director shall establish specific fees applicable to services rendered to carry out this policy and these fees will be explained prior to rendering any service.

4.24 Fees for Other Services

When no specific fee has been established for a service, for example, when the search involves computer time or special travel, transportation or communications costs, the Department/Office Head shall recommend to the Executive Director the costs of the service and include such costs in the fees chargeable under this section.

4.25 Advance Deposits

Where it is anticipated that the fees chargeable under this section will amount to more than \$25, and the person making the request has not indicated in advance willingness to pay fees as high as are anticipated, the requester shall be promptly notified of the amount of the anticipated fee or such portion thereof as can readily be estimated. In appropriate cases an advance deposit may be required. A request will not be deemed to have been received until the person making the request has agreed to pay any necessary fees and has made an advance deposit if one is required.

4.26 Fee for Search When Unable to Locate Data

Search costs are due and payable even if the record which was requested cannot be located after all reasonable efforts have been made to locate such information.

4.27 Fees Paid in Full Prior to Receiving Data

Fees must be paid in full prior to issuance of requested copies.

4.28 Form of Remittance

Remittances shall be in one of the following formats: a check or bank draft drawn on a bank in the United States, ACH, wire transfer, or credit card transaction. Remittance made by check shall be made payable to the order of the "Metropolitan Washington Council of Governments" or "MWCOG" and mailed or otherwise delivered to the attention of the Accounts Receivable Department, MWCOG, 777 North Capitol Street, NE, Suite 300, Washington, DC, 20002. To remit payments by credit card or electronic means, arrangements shall be made with the MWCOG Finance Department, 777 North Capitol Street, NE, Suite 300, Washington, DC, 20002.

4.29 Receipt for Fees Paid

A receipt for fees paid will be given only upon request. Refund of fees paid for services actually rendered will not be made.

4.29 Waiver of Fees by Executive Director

The Executive Director may waive all or part of any fee provided for in this section when the Director deems it to be in either COG's interest or in the general public's interest.

5.0 COMMITTEES

5.1 Selection of Committee Chairs

At or near the beginning of the term of the Chair of the Board of Directors, she or he shall nominate the Chair and Vice-Chairs of each committee of the Board and policy committee. The Board shall act on the Chair's nominations before they take effect.

5.2 Chair as Ex-Officio Member

The Chair shall be an ex-officio, voting member of all committees, and may be counted for purposes of a quorum, but shall not increase the quorum requirement for the committee.

5.3 Vacancies in Committee Chairs

Vacancies in the chair of a committee shall be filled by appointment by the Chair of the Board, unless otherwise provided by the committee's bylaws.

5.4 Distribution of Responsibility

The Chair and Board shall endeavor to distribute committee responsibility as evenly as possible among the members, and in no event shall an individual member chair more than one standing committee.

5.5 Participation of Board Directors

Any Director may attend the meeting of any committee and may participate in committee discussions, but only committee members may make motions and cast votes.

5.6 Rules of Committees

- a) Each committee, except TPB and MWAQC, shall follow these Rules or shall adopt other written rules, not inconsistent with these Rules or applicable laws governing its procedures. The committee rules, effective upon filing with the Board's Secretary-Treasurer, shall incorporate the following principles:
 - 1) The scheduling of regular meeting days for conducting business;
 - 2) A procedure for rescheduling or canceling a regular meeting;
 - 3) A procedure for holding additional meetings to be called by the chair;
 - 4) A procedure for holding special meetings, which shall be called at the request of the committee chair or of a majority of the members of the committee:
 - 5) Procedures governing the chairing of a committee meeting in the absence of the chair;
 - 6) Procedures for keeping a complete record of all committee action, which shall include any roll-call votes;
 - 7) Procedures for making available for inspection by the public at reasonable times in the office either of the committee or of the Board's Secretary-Treasurer, a description of each amendment, motion, order, or other proposition on which a vote was taken;

- 8) A procedure for giving notice of hearings consistent with Rule 6.02:
- Procedures setting a fixed number of members to constitute a quorum;
- 10) A requirement that if, at the time of approval of any measure by a committee, any member of the committee gives notice of intention to file supplemental, minority, or additional views, that member shall be entitled to no fewer than five (5) calendar days (not including Saturdays, Sundays, and legal holidays) in which to file such views. All views so filed shall be included in the report of the committee on the measure;
- 11) Any provision of these Rules that by its terms specifically applies to a committee shall be binding on each committee;
- 12) When these rules are used as committee rules, and unless the context dictates a different meaning, the term "Board" means "Committee"; the term "member" or "member of the Board" means "member of the committee" and the term "Chair" means "Chair of the Committee":
- 13) Committees may adopt additional rules. Committee rules adopted under this section shall be consistent with these Rules and other applicable law, and shall be filed with the Board's Secretary-Treasurer.
- b) TPB and MWAQC are encouraged to adopt rules which are as similar as practicable to these Rules, and to file written copies of their adopted rules with the Board's Secretary-Treasurer.

5.7 Board's Responsibility to Committees

- a) The Board is responsible for matters pertaining to the annual budget, schedule of assessments, the adoption of all major policies and plans, and initiation of action on matters not specifically assigned to other committees.
- b) The Board Chair is a member of all committees of the Board. The Chair may not withhold a measure duly reported and timely filed by a committee from the agenda of the Board, unless the Board votes to table the measure to a time certain.
- c) The following committees shall be deemed standing committees of the Board of Directors:
 - 1) Executive Committee

The Executive Committee shall consist of the Chair and the two Vice-Chairs. It shall: (1) assist the Chair in agenda planning; and (2) act on behalf of the Board on time-sensitive business or policy issues. In the latter case, the Executive Committee will report any action taken hereunder to the Board at its next regular meeting; the Board may then ratify the action or take any other action it deems appropriate.

2) Finance Committee

The Finance Committee shall consist of the Chair, the Vice-Chairs, the Secretary/Treasurer, and the chairs of TPB and MWAQC. It shall: (1) review on an annual basis, the proposed work plan and budget of COG and its committees, and make recommendations thereon to the Board; (2) advise the Board on methods to determine local government contributions to COG and long-term funding strategies for COG; and (3) advise the staff and Board, as necessary, on issues related to COG's finances.

3) Employee Compensation and Benefits Review Committee

The Chair shall annually appoint Directors to serve on the Employee Compensation and Benefits Review Committee (ECBR). The ECBR shall periodically cause a review and analysis of salaries and benefits in the "COG marketplace" to ascertain appropriate levels of employee compensation and benefits to maintain COG's competitiveness in recruitment for new employees and the retention of existing employees. The ECBR shall make recommendations to the Board concerning its findings. The COG marketplace includes (1) COG's participating jurisdictions; (2) similar major regional counsels and metropolitan planning organizations throughout the country; and (3) comparable nonprofit associations in the Washington Metropolitan Statistical Area. The ECBR shall also create and implement annual procedures for the Board's review and evaluation of the Executive Director and shall annually make findings and recommendations thereon to the

4) Audit Committee

Board.

The Audit Committee shall consist of three (3) Directors who are not currently an officer of COG, an officer of the Board, or the Chair of a policy Committee, TPB or MWAQC, nor have been such within three (3) years. The functions of the Audit Committee include: (1) overseeing periodic competitive processes for the selection of an outside auditor and recommendation of a selection to the Board; (2) receipt and review of the annual auditor's report; and (3) recommendations, if any, to the Board based upon such review.

d) The Board shall create such permanent and *ad hoc* policy and technical committees as it shall from time to time deem appropriate, and shall,

concurrently with the creation of the committee, provide a mission statement and bylaws governing the activities of the committee created. Participating governments and adjunct participating governments may nominate elected officials to policy committees and elected officials or professional staff to technical committees. With the approval of the committee chair, or as provided in its bylaws, professional staff may serve on policy committees.

6.0 PUBLIC HEARINGS

Public hearings provide individuals and organizations with a formal opportunity to be heard on a matter prior to decision-making. Public hearings will be held prior to adoption of formal policies or plans on which policies or plans and hearings are required by federal or state law. The following procedures shall be followed by the Board of Directors and its policy committees when holding public hearings. These procedures do not apply to informal public meetings held to elicit the viewpoints of individuals and organizations in the process of formulating policies and programs.

6.1 Determination to Hold Hearings

Except when otherwise required by law or regulation, the decision to conduct a hearing shall be made by the Board. In making such determination, the amount of public interest shown in and pertinent information to be gained from a hearing shall be taken into consideration.

6.2 Hearing Notice

A notice of each hearing shall be published at least 14 days prior to the hearing in a newspaper of general circulation in the area affected by the hearing, or such other time period as may be required by applicable law. The notice s must state the date, time, place, subject of the hearing, any constraints on statements, telephone number and location at which to sign up to testify and to pick up available background material. Notice of the hearing shall be placed on the COG website. In addition, notice will be mailed to all individuals and organizations on the mailing list of the Board or committees conducting the hearing.

6.3 Location and Time

In determining the number, locations and times for hearings, consideration shall be given to easing travel hardship and to facilitating attendance and testimony by a cross section of interested or affected persons and organizations. The location for each hearing shall be in the District of Columbia, Northern Virginia and suburban Maryland, as determined appropriate to the subject matter of the hearing. Accessibility of hearing sites by public transportation shall be considered.

6.4 Availability of Documents to Public

Reports, documents, and data to be discussed at the hearing shall be available to the public for not less than 10 days prior to the hearing unless otherwise directed by the Board at the time the hearing is scheduled or by the Executive Committee in the absence of a Board meeting.

6.5 Scheduling of Speakers

Individuals may telephone, visit the COG office, or request in writing to be placed on the list of speakers for a scheduled public hearing. Speakers shall be scheduled in advance when necessary to ensure maximum participation and appropriate allotment of time for testimony. The general time limit on presentation shall be five (5) minutes for individuals and 10 minutes for organizations. Governmental representatives who are to testify shall be placed at the beginning of the speakers' list.

A person who wishes to speak at a public hearing may sign up for himself/herself only and not for others, and only one representative per organization may speak.

A request to change the sequence of speakers when the appropriate person's name is called may or may not be granted by the Chair.

Written comments may be submitted in lieu of oral presentations and it shall be made part of the official record. The record may be held open for receipt of comments at the discretion of the Board or policy committee conducting the hearing.

6.6 Records

A record of the public hearing in form of written transcript or electronic recording shall be available to the public at cost.

7.0 NEWS MEDIA PARTICIPATION

7.1 Public meetings

Reasonable seating facilities shall be provided for representatives of news media at all public meetings of the Board or policy committee, and such representatives are encouraged to attend. Any meeting may be briefly recessed for the purpose of picture taking or ceremonial activities. Time may be provided after the conclusion of a Board or policy committee meeting for questions by media representatives.

8.0 CONSENT AGENDA

8.1 Types of Items

The Consent Agenda shall contain items that require Board authorization but are not expected to require discussion. Such items shall include, but not be limited to the following: consultant and third party contracts in furtherance of previously authorized programs by the Board; grant applications and contracts authorized in the COG budget; routine written reports from policy committees and written status reports; and committee appointments made by the Chair.

8.2 Format

Items on the Consent Agenda shall be listed together under the title Consent Agenda on the monthly Board meeting agenda. All motions listed on the Consent Agenda will be approved as a result of a single motion to approve the Consent Agenda.

8.3 Prerogative of Directors

Any Director attending the Board meeting shall be entitled to have one or more items removed from the Consent Agenda by a request made to the Chair prior to the Board taking action on the Consent Agenda. In such event, items removed from the Consent Agenda shall be considered after the vote on the Consent Agenda unless the Chair determines in the Chair's discretion otherwise.

8.4 Removal of Items

Items removed from the Consent Agenda at the request of a Director shall be dealt with individually and shall follow the regular practice and procedures for discussion and action by the Board.

9.0 RULES OF DECORUM

9.1 Decorum

Directors and members of the public shall conduct themselves in an orderly manner and not disrupt the Board meeting.

The Chair shall maintain order in the Board Chamber. If the Chair determines that the removal of any person is necessary to maintain order, and after warning the person, the Chair may order the removal of any disorderly person.

10.0 CONFLICT OF INTEREST GUIDELINES

10.1 Purpose and Intent

COG is a nonprofit, tax-exempt organization. The COG members view the operations of COG as a public trust, which is subject to scrutiny by and accountable to such governmental authorities, as well as to the IRS. Maintenance of its tax exempt status is important both for public support and for its continued financial stability.

Consequently, there is a fiduciary duty among COG, its Board of Directors, officers, management and employees. All have the responsibility of administering the affairs of COG honestly and prudently, and of exercising their best care, skill and judgment for the sole benefit of COG and its members.

Therefore, Directors, officers, management and employees shall exercise good faith in all transactions involved in their COG duties. They shall not use their positions with COG, or confidential or proprietary knowledge gained therefrom, for their personal benefit.

10.2 Handling Conflicts of Interest on Matters Coming Before the Board

- a) It is the duty of each Board Director to disclose any conflict of interest ("conflict") that he or she has with an issue, matter or transaction ("transactions") coming before the Board, both in writing and verbally, at the meeting of the Board. After identifying the transaction with respect to which a conflict exists, the Director shall withdraw from any further involvement in that transaction.
- b) For purposes of COG transactions, a conflict of interest exists for a Director when that Director would have a conflict or personal interest under the conflicts of interest laws or policies of the entity which he or she represents on the Board, as if the same transaction were before that jurisdiction.
- c) A Director, who is uncertain as to whether he or she may have a conflict, should ask the General Counsel for an opinion. If requested, the General Counsel shall issue a written opinion stating the basis for the opinion, and the opinion shall be presumed to be correct. The General Counsel shall advise the Board Chair, the President and the Executive Director of each opinion issued. The opinion may be relied upon by the Director unless challenged by another Director at the time of the transaction, in which case the final decision as to whether a conflict exists shall be made by the other Directors. Copies of all opinions shall be retained by the Executive Director, and made available to the Board upon request.

d) The minutes of the meeting shall reflect that the disclosure was made and whether the person making the disclosure thereafter withdrew from further involvement in the transaction.

10.3 Prohibition of Other Conflicts

In addition to the foregoing, a Director shall not:

- a) Use for his or her own economic benefit, or that of another party, information acquired by reason of his or her position as a Director, which is proprietary or confidential or otherwise not generally known to the public.
- b) Accept any service, money or thing of value from any person or organization that would tend to impair his or her impartiality and independence of judgment in the performance of his or her duties as a Director.

10.4 Applicability to COG Officers, Committees and Other COG Entities

The responsibilities set forth in this section shall also apply to COG officers, members of COG Committees and other COG Entities, and the same procedures followed.

COG Human Resources policy will include consistent provisions with respect to staff.

10.5 Notice to Directors

New Directors and committee members shall be given a copy of this policy by the Executive Director and specifically asked to read it.