

# **Bylaws of the Piedmont Triad Regional Council**

**Adopted July 1, 2011**

**Revised April 17, 2013**

## **Preamble**

The Piedmont Triad Regional Council has been established and shall be governed by provisions of Part 2 Regional Councils of Governments, Article 20, Chapter 160A of the General Statutes of North Carolina and by the provisions of the Charter establishing the Council.

## **Article I. Council Meetings**

### **Section 1. Frequency of Meetings**

Regular meetings of the Piedmont Triad Regional Council (hereinafter referred to as the "Council") shall be held semi-monthly on a schedule and at a location approved by the Council. Ordinarily, meetings shall be held in the months of February, April, June, August, October, and December. The Executive Committee may call for a change in the date of any regular meeting provided notice of the change is given to each Delegate as provided below.

### **Section 2. Special Meetings**

Special meetings of the Council may be called by the Chair, by the Executive committee, or by the Chair upon the written request of 25% of the Delegates. Notice of any special meeting shall be given to each Delegate at least five (5) days before the date of the meeting. The notice shall set forth the purpose, time, place and matters to be considered at the special meeting. Any Delegate may waive notice as to himself.

### **Section 3. Notice of Meetings**

Notices of any regularly scheduled meeting, or substituted regular meeting, shall be given to each Delegate at least five (5) days before the meeting date setting forth the time and place of such meeting. Such notice shall also contain an agenda of matters to be considered at such meeting, but nothing herein shall be construed to limit or restrict the consideration of any matter which might properly come before the Council meeting irrespective of whether such matter appeared on the agenda.

### **Section 4. Rules of Order and Presiding**

All meetings of the Council shall be conducted in accordance with the provisions of Roberts Rules of Order except as otherwise provided in the Charter or these Bylaws. The Chair of the Council or in his/her absence the Vice-Chair shall preside at all Council meetings.

## Section 5. Public Meeting

All regular and special meetings of the Council shall be subject to the provisions of Article 33C, Chapter 143, Meetings of Public Bodies, of the North Carolina General Statutes.

## Section 6. Email and Telephone Voting

Email or telephone voting may be used by the Board of Delegates when an important issue must be discussed and decided upon prior to the next scheduled meeting of the Board. This form of voting may only be called by the Chair. A clear description of the item at hand and sufficient reason that it cannot be handled at a regular Board of Delegates meeting shall be provided by the Executive Director. Email or telephone voting will not be used to revise the bylaws, to change membership dues, or to revise the annual budget. Email or telephone voting is only suitable for straightforward motions. The vote shall be decided by a simple majority of those responding to the email or telephone vote within the time period set.

# **Article II. Officers**

## Section 1. Officer Positions

The officers of the Piedmont Triad Regional Council shall consist of a Chair, Vice-Chair, Treasurer, and Secretary, all of whom are to be selected from among the Council members. Appointment of Immediate Past Chair to serve as an ex-officio of the nominating committee. *Section 3 Terms also defines the qualifications and eligibility of delegates to serve as officers.*

## Section 2. Annual Election of Officers

The current officers, along with four additional Executive Committee members appointed by the Chair, will present a proposed slate of officers to the Executive committee for their approval. The Executive Committee will present their nominations annually at the regular December meeting, which shall be considered the annual meeting of the Council.

## Section 3. Terms

The officers shall serve for one year or until their successors have been duly elected. The officers, starting with the Chair, must alternate being a Delegate of a county or municipal government. Delegates in contiguous officer positions must come from different counties. An officer may not serve more than two consecutive one-year terms in the same office. Eligibility to hold a Council office shall be a minimum of one year as a Council Delegate.

## Section 4. Duties of Officers

- A. The Chair shall preside at all meetings of the Council and shall conduct meetings in an orderly and impartial manner so as to permit a free and full discussion by the Delegates

of such matters as may be brought to the Council. The Chair shall have the same voting rights as other Delegates. The Chair may appoint such advisory committees as he/she finds to be necessary or desirable.

- B. The Vice-Chair shall perform all the duties of the Chair in the absence of the Chair, or in the event of the inability of the Chair to act, and shall perform such other duties as the Council may delegate.
- C. The Treasurer shall review the financial transactions of the Council, including the audit, prior to the audit's presentation to Delegates, and shall perform such other duties as may be prescribed by the Council or by the Chair.
- D. The Secretary shall review all minutes of the Council, and shall perform such other duties as may be prescribed by the Council or the Chair.

### **Article III. Committees**

#### **Section 1. Executive Committee; Advisory Committees Authorized**

The adoption of these Bylaws hereby authorizes creation of an Executive Committee which shall be delegated certain responsibilities on behalf of the Council. In addition, a number of advisory committees or task forces may be established by the Council to assist the staff in its programmatic activities and the Council itself in policy deliberations.

#### **Section 2. Composition of Executive Committee**

The Executive Committee shall be comprised of the following voting members:

- the Delegate from each board of county commissioners of a member county;
- the Delegate from each city council of a member municipality over fifty-thousand (50,000) in population;
- the Chair, Vice-Chair, Treasurer, and Secretary; the immediate past chair shall be an ex-officio (non-voting) member of the Executive Committee and will sit on the nominating committee.
- one Delegate from a member municipality within each county, the municipality to be determined annually by a caucus of municipalities under fifty-thousand (50,000) in population in the county, as determined by the annual caucus the municipal Delegate may also be serving as an officer.

#### **Section 3. Role of Executive Committee**

The Executive Committee shall review actions, proposals, contracts and make recommendations to the full Board. In months when the full Board does not meet, the

Executive Committee is authorized to approve action items including contracts, with the exception of the annual budget, on behalf of the Council. The Executive Committee also serves as the Budget Committee and as such, shall review the budget before it is presented to the Delegates.

#### Section 4. Distribution of Executive Committee Minutes

Minutes of all Executive Committee meeting shall be sent to the full Board following each meeting.

#### Section 5. Frequency of Executive Committee Meetings

Ordinarily, the Executive Committee will meet monthly, with the exception of July, or as often as there is business to be considered.

#### Section 6. Executive Committee Quorum and Voting

Quorum and voting procedures applicable to the Council set forth in the Charter shall also apply to the Executive Committee of the Council.

#### Section 7. Role of Advisory Committees and Task Forces

The Chair may appoint advisory committees or task forces with representative membership from among Delegates. They shall serve at the will of the Chair and the Council. The advisory committees or task forces may work with the staff on studies or work elements in the Council's program of work; they may research and recommend revisions or new directions for the Council itself; or perform other authorized tasks.

### **Article IV. Finance**

#### Section 1. Budget Provided In Advance of Consideration

The budget and budget message for each fiscal year, and the estimated member assessment for such year, shall be mailed to each Delegate at least ten (10) days before the meeting at which the proposed budget is to be considered by the Council.

#### Section 2. Depositories

The Council shall authorize one or more corporate banking institutions in the State of North Carolina to be the depository of the funds of the Council. All checks, drafts, and other orders for the payment of money, drawn in the name of the Council against Council funds in such depository or depositories shall be honored and charged to Council funds when same shall bear the signatures of authorized signatories.

Section 3. Budget Officer

The Executive Director shall serve as the Budget Officer of the Council and shall perform such duties in this capacity as may be prescribed by the Budget and Fiscal Control Act, or by the Council, not inconsistent therewith.

**Article V. Annual Report**

The Council shall prepare and submit an annual written report of its activities including a financial statement, to the participating local governmental unit.

**Article VI. Compensation**

No Delegate shall receive regular compensation for his time or services. For travel or any authorized business of the Council, other than to attend Council meetings, Delegates shall be reimbursed for their actual expenses.

**Article VII. Amendments of Bylaws**

These Bylaws, as well as all amendments or additions thereto, may be altered or repealed and new Bylaws may be adopted with a thirty-day (30) notification to the Council and by the affirmative vote of two-thirds (2/3) of the Council after the thirty-day (30) notification, provided, that the notice of the Council meeting at which said proposed amendment shall be considered, shall contain the proposed amendment and shall state that such amendment is to be considered at that meeting.

Approved by the Piedmont Triad Regional Council Board of Delegates, this the 17<sup>th</sup> day of April, 2013.

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ATTEST: Cassidy Norris, Acting Clerk  
Piedmont Triad Regional Council

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Darrell Frye, Chair  
Piedmont Triad Regional Council