

## BY-LAWS OF THE REGIONAL INTERGOVERNMENTAL COUNCIL

### ARTICLE I – NAME

The name of this organization shall be the B-C-K-P Regional Intergovernmental Council, sometimes hereinafter referred to as RIC.

### ARTICLE II – PURPOSE

The Council is organized and shall be operated as a cooperative organization of local governments for the promotion of public health, safety and welfare by providing improved public services and facilities, advancing the business prosperity and economic welfare and achieving a satisfactory level of living of the citizens of the area served by the Council.

### ARTICLE III – MEMBERSHIP, VOTING AND FUNDING

Section I. The president of each county commission (or a member of the county commission designated by the commission president) and the mayor of each municipality (or a member of the governing body of the municipality designated by the Mayor) and up to nineteen (19) persons selected from the general public from within West Virginia Planning and Development Region Three shall comprise the membership of the Council. The representatives of the general public will provide a reasonable representation of geographic, economic and ethnic groups; including significant minority groups, and be representative of principal local and regional interests. Representatives shall be chosen so as to meet all applicable state and Federal requirements pertaining to board makeup. Members representing the general public shall be nominated for terms of one (1) year in the following manner:

- One (1) nominee selected by the Boone County Commission;
- One (1) nominee selected by the Clay County Commission;
- One (1) nominee selected by the Kanawha County Commission;
- One (1) nominee selected by the Putnam County Commission;
- One (1) nominee selected by the Mayor of the City of Charleston;
- Two (2) nominees selected by groups which are substantially representative of minority groups.
- Up to twelve (12) nominees selected by Council Board of Directors.

Section 2. Each county and municipality (in good standing as hereinafter defined) shall be entitled to one (1) vote, which shall be cast by the designated representative of each governmental unit, and each representative of the general public shall be entitled to one (1) vote, which shall be cast by each such representative. By authorization of the Chairman, voting by electronic means or mail will be utilized.

Section 3. The activities of the Council shall be funded by:

- (1) Contributions from each participating unit of government as determined by the Council.
- (2) Grants, gifts, loans or appropriations from Federal, State, county or municipal governments or from foundations, corporations, individuals or any other private source.

Section 4. A governmental unit in good standing is one which is not in arrears at the end of any given fiscal year in the payment of any money the payment of which has been assessed to it in accordance with Section 3 (1) of this Article III.

Section 5. Consistent with Section 12, Article 25, Chapter 8, Code of West Virginia (as amended) and Section 3 (1) of Article III of these bylaws pertaining to contributions from participating units of government to the financing of the Council, should any unit of government be found in arrears in the payment of any assessment at the close of the fiscal year, the following action shall be initiated.

- (1) The Executive Committee shall request the state tax commissioner to conduct an audit of the financial affairs of the Council.
- (2) The state tax commissioner as chief inspector and supervisor of public offices is thereby compelled to execute its obligation as set forth in Article 9, Chapter 6, Code of West Virginia (as amended) and the regulations and rules promulgated thereunder.

#### ARTICLE IV – OFFICERS

Section 1. The officers of the Council shall consist of a chairman, first vice chairman, second vice chairman, third vice chairman, secretary, and treasurer, elected as herein provided. In addition, the Council

may appoint such assistants to any or all of the officers as from time to time may be necessary or convenient.

- Section 2. The Chairman shall preside at all meetings of the Council and of the executive committee herein after provided for, and shall have the same voting rights and privileges as all other members. He shall perform all duties normally pertaining to the office.
- Section 3. The first, second and third vice-chairman shall assist the Chairman in the performance of his duties. If for any reason the chairman should be absent or disabled, the first, second, or third vice-chairman, respectively, shall perform all of the duties of the chairman.
- Section 4. The secretary shall cause to be kept an accurate record of the proceedings of the Council and the executive committee, and shall prepare the agenda and notice of all regular and special meetings. He shall arrange legal notice of any meetings or hearings as such notice is required by law.
- Section 5. The treasurer shall cause to be kept an accurate record of receipts and expenditures of the Council, and shall advise the Council and its officers on all financial matters.
- Section 6. All officers shall be elected for one year terms and shall remain in office until their successors are elected and qualified. No member may serve more than two (2) consecutive terms in the same office. In the case of a vacancy in office of Chairman, 1<sup>st</sup> vice-chairman shall become Chairman. Any other vacancy in office, including vacancies caused by the replacement of members of the Council shall be filled by appointment by the executive committee until the next regular meeting of the Council, at which a member to fill the vacancy for the remainder, if any, of the unexpired term shall be elected.
- Section 7. The chairman, first vice chairman, second vice chairman, third vice chairman, secretary and treasurer shall be elected by the Council from among its member representatives. The chairman shall appoint a nominating committee at the meeting prior to the annual election of officers each year to report at the annual meeting its recommendations for the foregoing officers. However, such action shall not preclude the making of nominations from the floor at the annual meeting for any or all of the offices to be filled. Newly elected officers shall take office on July 1 following their election.

## ARTICLE V – MEETINGS

- Section 1. Regular meetings of the Council shall be held at least quarterly each year at times and places designated by the Council.
- Section 2. A meeting to be held by March shall be the annual meeting of the Council for elections of officers and the transaction of other annual business including adoption of a preliminary budget and determination of a local contribution funding formula.
- Section 3. Special meetings may be called by the chairman or the executive committee, and shall be called by the chairman upon request of at least twenty-five (25) percent of the member representatives of the Council, at such time and place as may be designated by the Chairman or by the executive committee, as the case may be.
- Section 4. Notice of all regular and special meetings shall be mailed to each member representative at least five (5) days prior to the date thereof, setting forth the time and place of the meeting, an agenda of the matters to be considered, and information concerning the matters on which action will be required. Notice of any special meeting may be waived by a three-fourths vote of the total council membership.
- Section 5. A quorum shall consist of one-third plus one of the members of the Council in good standing; provided, however, that decisions of the Council which involve specific recommendations for agreement for cooperative endeavors between two (2) or more participating members shall require an affirmative vote of the representatives of such participating members.
- Section 6. Robert's Rules of Order (Newly Revised) shall govern the proceedings of the Council, except where they are inconsistent with these bylaws, and in such instances these bylaws shall govern.
- Section 7. All meetings at which official action is taken shall be open to the general public; provided, however, that the Council may meet in executive session for discussion purposes.

## ARTICLE VI – ADMINISTRATION

- Section 1. There shall be an executive committee of the Council. The Council chairman shall be chairman of the executive committee. The executive committee shall be comprised of one (1) representative

from each county commission and one (1) representative from the largest municipality within each county in the region, the officers of the Council, and such other members as the aforesaid representatives may select, but such other members so selected shall not constitute more than forty-nine (49) percent of the total membership of the executive committee. Insofar as is possible, however, each county (including the municipalities located therein) shall have equitable representation on the executive committee.

Section 2. The executive committee shall hold its meeting prior to any regularly scheduled meeting of the Council. Additional meetings of the executive committee shall be held as necessary to facilitate the business of the Council. Special meetings of the executive committee may be called by the Chairman or a majority of the committee members. A majority of the committee shall constitute a quorum. The committee secretary shall give written notice of each regular and special meeting at least five (5) days in advance thereof, but the requirement of notice for special meetings may be waived by the vote of a majority of the committee members.

Section 3. The executive committee shall make recommendations to the Council concerning program objectives, means of coordination, staff, administrative procedures, finances and budget. The executive committee shall recommend annually to the council the contribution to be made by each participating unit of government as provided by Article III, Section 3(1) hereof. The executive committee shall submit an annual report for consideration of and approval by the Council, and shall have an annual audit made of the financial affairs of the Council. Upon approval of the annual report, copies shall be submitted to the participating governmental units and the Governor. The executive committee shall approve routine bills within the limits of the approved budget, and shall perform all such other duties as may from time to time be delegated to it by the Council.

Section 4. The Council, on the recommendation of the executive committee, shall appoint an executive director to carry out the purposes and functions of the Council. The executive director shall be responsible for all staff and consultant services provided to the Council.

Section 5. The Council shall utilize, wherever possible, the services of staff and consultants retained by member units of government.

- Section 6. The office of the Council shall be located at the office of the executive director, which must be approved by Council.
- Section 7. Administrative procedures concerning the review of regional plans and applications for Federal and/or State loans and grants shall be adopted by the Council consistent with Federal and/or State laws, regulations, guidelines and other documents affecting the administration of such program in the region.

#### ARTICLE VII – STANDING AND SPECIAL COMMITTEES

- Section 1. The Council, on the recommendation of the executive committee, shall appoint all committees which may include citizens who are not regional council members. Any committee established shall select its chairman from within its membership.

#### ARTICLE VIII – TERMINATION

- Section 1. In the event of termination of the Council's existence, it shall be the duty of the officers and the executive committee then in office to see to the performance of all obligations of the Council then in force, to marshal the assets of the Council and to discharge its liabilities. Any funds remaining after all liabilities of the Council have been paid or provided for shall be divided among the member units of government in good standing, proportion to their contributions to the Council.
- Section 2. The Council chairman and treasurer shall jointly make a final report to the members setting forth compliance with the foregoing provisions, showing the disbursements made, and the distribution of any remaining funds to member units of government.

#### ARTICLE IX – AMENDMENTS

- Section 1. At any regular meeting of the Council, any member may submit in writing any proposal to amend the by-laws. Such amendment shall be set-forth in writing and signed by the person or persons proposing such amendment. Any such amendment submitted must be read at the meeting when such amendment is presented. A copy of said amendment shall be given to each member of the Council when submitted, and if any member of council is absent at such meeting when the proposed amendment has been submitted, then such absent member shall be mailed a copy of said proposed amendment. All amendments so offered must clearly show the

Article or Section of the by-laws proposed to be changed or amended. When an amendment is submitted as above outlined, then such amendment shall be voted upon at the next regular meeting of the Council provided that every member of the Council has been notified by the United States Mail of such intended action at least ten (10) days prior to the meeting. All members of the Council in good standing and present at said meeting, shall be entitled to vote. In order for such amendment to be adopted, there must be a quorum present. However, only the members physically present shall be entitled to vote and the same rationale shall be used, to determine the result of the vote. In order for an amendment to be adopted, a majority of the voting members present must approve the same by an affirmative vote.

As Amended, December 12, 2013