

# **NORTH COUNTRY COUNCIL BYLAWS**

## **ARTICLE I - THE COUNCIL**

### **A. Name**

The name of this regional organization shall be the North Country Council, Inc. Regional Planning Commission and Economic Development District, hereinafter referred to as the Council.

### **B. Purpose**

The Council shall be a nonprofit cooperative multi-jurisdictional, multi-functional agency offering assistance to governmental and non-governmental organizations in securing regional solutions to regional problems. Through an organizational structure representing towns, counties, citizens, civic and non-profit organizations, and the business community, the Council shall serve as a regional planning commission under RSA 36:45-53 and shall provide an effective link between all levels of planning and decision making. The Council shall have as its avowed purpose:

1. To maintain the identity, uniqueness, and integrity of each community in the region while promoting a spirit of regional cooperation and a sense of regional community.
2. To help solve regional issues by making policies, setting priorities, approving programs and projects, and devising the means to carry out decisions.
3. To provide a unified voice for the region's towns on regional issues in relations with the state and federal governments, and to provide assistance to meet state and federal project review and approval procedures.
4. To encourage intergovernmental policy planning and coordination, linking local, state, and federal government for effective action.
5. To promote widespread public understanding and discussion of regional issues and problems.
6. To provide a regional body for a review of the inter-relationships of the needs of the towns and counties and propose projects to satisfy such needs.
7. To provide planning assistance to local communities as requested by said communities within budget and staff resources.
8. To participate actively in the economic development of the North Country, facilitating the formulation of a Comprehensive Economic Development Strategy for Region One.

### **C. Powers and Duties**

The Council, through its Board of Directors, shall have the power, in its own name, to receive and disburse funds received from public and private sources, to purchase, hold, sell or lease real estate and mortgage same, incur debts, borrow money giving notes of the corporation, and enter into contracts of any kind furthering the purposes of the Council.

The President, Vice-President, Secretary, and Treasurer of the Council shall serve as the Chairman, Vice-Chairman, Secretary, and Treasurer respectively of the regional planning commission.

At the direction of the Board of Directors, the Council shall provide supporting services to and cooperate with multi-jurisdictional special purpose agencies of government operating in State Planning Region One. Such services and means of cooperation shall be as specified in written agreements between the Council and the associated organizations.

#### **D. Area Served**

The area served by the Council shall be State Planning Region One as delineated by Executive Order No. 15 of 1972 and amendments thereto. The Economic Development District of the Council was expanded on February 13, 2003 and extends to include all of Grafton County.

#### **E. Subregions**

The Council shall delineate subregional districts within the State Planning Region One for administrative purposes such as short-range planning, special projects, and community assistance. A map of such delineated subregions shall appear as Appendix A to these Bylaws.

### **ARTICLE II - MEMBERSHIP**

#### **A. Qualifications**

Any municipality or county in State Planning Region One may become a member of the Council as provided by RSA 36:46 or as amended.

#### **B. Representation to the Council**

Representatives appointed in accordance with Article II-A shall constitute the Council. The terms of office for representatives shall be as provided by RSA 36:46 and amendments thereto.

#### **C. Associate Membership**

Associate membership shall be open to, but not limited to, individuals, businesses, school districts, and/or quasi-public agencies supportive of the Council's goals. Such membership shall be subject to approval of the Council upon recommendation by the Board of Directors. Associate members shall receive such services as may be determined by the Board of Directors.

#### **D. Compensation for Members**

All representatives and associate members shall serve without compensation, but may be reimbursed by the Council for necessary and reasonable expenses incurred in the course of

Council business, as provided in RSA 36:45 and amendments thereto.

**E. Power to Vote**

Each representative representing a municipal or county government contributing financially to the support of the Council in accordance with Article II-A shall have one vote at all Council meetings. Each representative must be present at a Council meeting in order to cast his/her vote. Associate members are not eligible to vote but may participate in the Council's activities and discussions.

**ARTICLE III - OFFICERS**

**A. Officers**

The Officers of the Council shall be a President, Vice-President, Secretary, and Treasurer.

**B. Duties of Officers**

The President shall call meetings of the Council, act as the presiding officer at these meetings, and, except as otherwise provided, create and discharge committees. The President shall perform such other duties as are customary to the office and as may be assigned by the Board of Directors. In the absence or incapacity of the Treasurer, the President, or the Executive Director shall be authorized to sign any necessary checks drawn on Council funds.

The Vice-President shall have such powers as may be assigned by the Board of Directors, or the President. In the case of the absence or incapacity of the President to act, the Vice-President may temporarily act in the place of the President. In the event of the death or resignation of the President an election for President and Vice-President will be held at the next regularly scheduled quarterly meeting.

The Secretary shall see that a record is kept of the proceedings of all meetings of the Council. The Secretary shall give notice of all meetings, and shall perform those duties normally incident to the office of Secretary and such other duties as may be assigned by the Board of Directors or the President. The Secretary may have the authority, subject to the approval of the Board of Directors, to delegate any part of the duties and work to an employee of the Council. The Secretary shall act as Treasurer in the absence or incapacity of the Treasurer.

The Treasurer shall have full responsibility for the custody and safekeeping of all funds of the Council and shall have charge of their collection, receipt and disbursement. The Treasurer shall keep full and accurate accounts of the transactions of the office and shall submit reports to the Council and Board of Directors as they may require. The Treasurer shall have the authority, subject to the approval of the Board of Directors, to delegate any part of the duties and work to the Council staff. The Treasurer shall also submit to all members annually a report of the income, expenses and balances of the Council. The Treasurer shall be bonded for the faithful performance of the assigned duties if and when so voted by the Council in an amount to be determined and approved by the Council. The premiums for such a bond shall be paid from Council funds.

**C. Election of Officers and Directors**

The Officers and Directors of the Council shall be elected by a majority of the Council Representatives present at the annual meeting. This shall be by voice vote.

**D. Terms of Office**

The terms of office of all officers and directors shall begin immediately after the annual meeting at which they are elected and shall end at the annual meeting of the following year when their successors have been elected and installed. Officers may serve more than a one year term in office.

**E. Vacancies**

The President, with approval of the Board of Directors, may temporarily fill vacancies in office occurring between annual elections; officers so appointed shall serve only for the balance of the unexpired term until their successors are duly elected and installed at the next quarterly meeting or at the annual meeting when the full slate of officers is renewed.

**F. Other Offices**

An officer of the Council may serve simultaneously as a Committee Chairman and as a member of one or more committees.

**ARTICLE IV - BOARD OF DIRECTORS**

**A. Composition of the Board**

The Board of Directors shall consist of the Council officers and at least one representative from each of the subregions of the Council. The Board of Directors shall meet at least ten times a year at the call of the President and shall have general policy direction over program of the Council. A board member who fails to attend three consecutive meetings without seeking prior approval from the President shall be asked to resign.

**B. Authority**

The Board of Directors shall act for the Council in all matters except the adoption of the annual budget and adoption and amendment of the region's Comprehensive Plan.

**C. Duties**

Specific duties of the Board of Directors shall include the following:

1. Establish policy.
2. Recommend the budget, approve expenditures, propose membership fees for member governments, and any other financial responsibilities set forth in Article VI.
3. Approve job descriptions and pay plan/benefits for all regular staff and/or

contracted positions under the Executive Director.

4. Perform such other duties as may be required to fulfill the mission of the Council.

**D. Meeting Requirement (Quorum)**

Five or more members of the Board of Directors, of which two must be elected officers of the Council, shall constitute a quorum.

**E. Pecuniary Benefits for Board Members**

It is the policy of North Country Council to comply in all respects with requirements of New Hampshire RSA 7:19-A regarding pecuniary benefit transactions as defined in said statute.

**ARTICLE V - COMMITTEES**

**A. Committees**

The Council, through its Board of Directors, may create and recognize committees, which are instruments for affecting the strategy for implementation of the Comprehensive Plan in State Planning Region One. Committees may be organized to address specific interests of region wide interest, such as water and sewer systems, housing, transportation, environmental quality, solid waste planning and economic development programs.

The Board of Directors shall establish committee composition and membership. Each committee shall act as a cohesive work group for investigation and discussion purposes, and may have the responsibility of developing program and policy recommendations for the Council in specific areas of regional interest.

All committee recommendations shall be by vote of the Council representatives on the committee eligible to vote in accordance with Article II-F.

Each committee shall elect a Chairman from the Council representatives serving on the committee.

Committees shall be subject to annual review by the Board of Directors relative to continuing effectiveness and performance.

**ARTICLE VI - FINANCES**

**A. Membership Dues**

Members shall pay a membership fee as recommended by the Board of Directors and approved by the Council.

Failure upon the part of any member to pay its annual membership dues shall constitute termination of that entity's membership in the Council.

## **B. Assessment**

The Board of Directors shall determine on a reasonable and equitable basis the proportion of its costs to be borne respectively by each municipality or county, which is a member of said Council.

## **C. Gifts and Contributions**

Gifts, bequests, or contributions from individuals and private or civic organizations may be accepted by the Board of Directors. The Board of Directors may accept and receive, in furtherance of its functions, funds, from departments, agencies and instrumentalities of state, municipal or local governments or from private and civic sources. Such funds may be used in conjunction with other funds from federal or state governments or from gifts, grants, or contributions available for such work.

Within the amounts appropriated to it or placed at its disposal by gift, grant, or contribution, the Board of Directors may engage employees, contract with professional consultants, rent offices, and obtain such other goods or services as are necessary to it in carrying out of its proper function. Any private gifts or funds when received shall be deemed contributions to the Council for a public purpose within the meaning of any federal or state laws relative to tax exemptions.

All expenditures, commitments, or contracts for expenditures or disbursements shall be authorized by the Board of Directors and shall be within the terms of the Council's budget.

## **D. Fiscal Year**

The Council's fiscal year shall be from July 1 to June 30.

## **E. Budget**

1. The Executive Director shall present at each regular Board meeting a budget status report.

2. The Executive Director shall review each month the status of sources of income against income estimates made at the time the budget was compiled.
3. The Executive Director shall present detailed recommendations covering the proposed (next year's) budget to the Board of Directors at least two months prior to the Annual Meeting. The recommendations shall be supported by:
  - a. The current approved budget projected to its full 12 months on a line item basis.
  - b. Estimated revenue by source against which the budget is compiled.
4. The proposed budget to be submitted to the full Council for approval shall include:
  - a. The current approved budget as approved on a line item basis, over/under expenditures against each item and the final adjusted budget.
  - b. A brief explanation covering only substantial over/ under expenditures.

**F. Borrowing Money**

1. The Board of Directors may approve the borrowing of money only under extreme situations where anticipated income payments have been delayed. The maximum amount that may be borrowed under these conditions shall not exceed the amount of the anticipated income shortfall specified.
2. The Board of Directors may approve the borrowing of money in excess of normal operational activity requirements for individual cases. Such cases must be fully substantiated and the method of and program for repayment documented and assured.
3. Funds may only be borrowed from an established bank or an organization approved by the Board of Directors.

**ARTICLE VII - STAFF**

The Council shall employ an Executive Director upon vote of the Board of Directors. The Executive Director shall work under the jurisdiction of the Board of Directors. The Board of Directors shall determine the compensation, terms and conditions of his/her employment and remunerate him/her as a regular staff employee based upon an annual evaluation and the setting of goals and objectives.

The Executive Director shall have charge of and manage the active business operations of the Council; shall prepare the annual budget; shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations; shall supervise the Council's staff; shall keep active accounts of all the property of the Council; shall prepare and present to

the Council's membership periodic progress and financial reports and an annual report of the work and activities of the Council; shall have custody of all records and documents of the Council and shall make all such papers available for public inspection; and shall perform other duties incidental to his/her office and such other duties as may be assigned to or requested of him/her by the Board of Directors.

The Board of Directors may authorize the Executive Director to employ or contract with public agencies, private firms, or individuals for professional or technical services necessary to achieve specific objectives of the Council.

The Executive Director shall be bonded for the faithful performance of his/her duties if and when so voted by the Board of Directors in an amount to be determined and approved by the Board of Directors. The premiums for such a bond shall be paid from Council funds.

## **ARTICLE VIII - MEETINGS**

### **A. Regular Meetings**

The full Council membership shall meet quarterly at a time and place to be selected by the President.

The Board of Directors shall meet at least ten times a year at a time and place to be selected by the President.

### **B. Special Meetings**

Special meetings of the Council may be called by the President, or by any five members of the Board of Directors, or by twenty-five Council representatives, when such request is made in writing to the Secretary.

Special meetings of the Board of Directors may be called by the President or by any three members of the Board of Directors when such request is made in writing. Ten days advance notice of any special meeting of the Council or Board of Directors shall be communicated in writing to the members by the Secretary.

### **C. Annual Meeting**

The Annual Meeting of the Council shall be held in the fall of the year, at a time and place to be selected by the Board of Directors.

### **D. Meeting Notice**

The Secretary shall mail either through US Postal Mail or Electronic Mail, a meeting notice and tentative agenda to all members attending regular meetings of the Council or the Board of Directors at least ten days prior to said meeting.

### **E. Minutes of Meetings**

Minutes of all regular and special meetings of the Council and Board of Directors shall be taken

by the Secretary or his/her designee and placed on file in the Council's office. Such minutes are public records and shall be made available for inspection by any interested person at any time during regular office hours.

When meeting notices of the full Council and/or Board of Directors are mailed, the minutes of the previous meeting will be enclosed.

#### **F. Quorum**

There are no quorum requirements. Council business shall be transacted by the voting members in attendance at the properly noticed Council meeting. A vote by at least 51% of the qualified voting members in attendance shall constitute a majority vote of the Council.

#### **G. Procedure**

Except as otherwise provided in these bylaws, "Roberts Rules of Order" shall govern in any question of parliamentary procedure.

### **ARTICLE IX - AUDIT AND REPORTS**

The financial records of the Council shall be audited on an annual basis by a Certified Public Accountant chosen by the Board of Directors and copies of such audit shall be on public record at the Council offices.

The Executive Director shall prepare an annual written report that shall be presented to the Council and to the governing authorities of each member municipality prior to the annual town meeting.

### **ARTICLE X - DISPOSAL OF ASSETS**

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized or operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be returned to the member governments of the Council in direct proportion to the amounts contributed by each of said governments to the Council during its existence.

### **ARTICLE XI – AMENDMENTS**

These bylaws may be amended by resolution of the voting members of the Council at any regular or special meeting thereof, provided that the following conditions have been met:

1. That proposed amendments to these bylaws shall be presented in writing to the Secretary for distribution to the Council ten (10) days prior to the date of the Council meeting at which they are to be discussed.
2. That the bylaws are amended by an affirmative voice vote of at least two-thirds (2/3) of the voting members present.

3. That the date of approval must be included with any amendment to these by laws.

**ARTICLE XII - ADOPTION**

These bylaws become effective immediately upon adoption by a majority of the voting members of the Council and may be amended by a two-thirds (2/3) vote of the voting members of the Council after thirty (30) days. All meetings prior to the adoption of these bylaws are ratified.

We certify the above to be a true copy of the bylaws of the North Country Council, as adopted on May 28, 2003.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

| [ADOPTED: 5/28/03](#)

REVISED: 4/7/03

ADOPTED: 02/28/01

ADOPTED: 10/17/96

REVISED: 09/26/96

ADOPTED: 09/19/94

REVISED: 08/25/94

ADOPTED: 07/25/90

REVISED: 07/25/90

ADOPTED: 06/29/89

REVISED: 06/29/89

ADOPTED: 10/22/86

REVISED: 09/26/86

REVISED: 10/24/84

REVISED: 07/10/75

ADOPTED: 07/18/73

