



Eastern Carolina Council

AMENDED AND RESTATED CHARTER AND BYLAWS

OF THE

NEUSE RIVER COUNCIL OF GOVERNMENTS

d/b/a Eastern Carolina Council

(as further amended January 14, 2016)

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Article I. Name; Location; Organic Law

- Section 1. The full legal name of this organization ("the Council") shall be the "Neuse River Council of Governments." The Council may do business under the assumed name "Eastern Carolina Council."
- Section 2. The headquarters of the Council shall be determined by the Board of Directors. The Council Board may establish other offices or places of business as the Council may, from time to time, determine as necessary.
- Section 3. The Council has been established pursuant to acts adopted by the General Assembly of the State of North Carolina as authorized by Part 2 of Article 20 of Chapter 160A, as well as sections 158-8 and -14 and 153A-391 and 398, of the North Carolina General Statutes, to perform and carry out the powers, duties and responsibilities authorized by that and related legislation. The Council also has been granted special powers under Chapter 260 of the 1979 Session Laws of North Carolina.

Article II. Membership

- Section 1. The Council serves the area, designated by the Governor of the State of North Carolina as the official multi-county planning Region "P", which includes Carteret, Craven, Duplin, Greene, Jones, Lenoir, Onslow, Pamlico and Wayne Counties.
- Section 2. A unit of local governmental within Region P will be entitled to membership in the Council if it has:
- a. Made application to join the Council in a manner satisfactory to the Council's Executive Committee (described below), including providing evidence of approval of its governing body.
 - b. Received approval from the Executive Committee of its application.
 - c. Appropriated in its annual budget the dues charged for the support of the Council's operation.
 - d. Paid in a timely manner its dues charged and otherwise remained a member in good standing. Members who are past due on any amounts owed to the Council are not eligible to vote while in arrears. Members seriously past due are subject to revocation of their membership.
- Section 3. The Executive Committee will establish the dues to be paid by member governments from time to time based on the populations served by the member governments, the services rendered to the member governments, or on some other fair and equitable basis. The Executive Committee may make appropriate adjustments from time to time. The Executive Committee will determine all issues concerning membership or membership status.
- Section 4. Any member may withdraw from the Council at the end of the fiscal year, by giving sixty (60) days written notice to the other members. A copy of such notice is also to be received by the Council office.

- a. Any county within Region P that ceases to be a member of the Council may continue service(s) with the Council by paying a fee for the chosen service(s) only to the extent required by law governing those services or to the extent allowed by the Council in its discretion.

Section 5. The autonomy of local governments shall at all times be respected by the Council.

Section 6. All of the rights and privileges of membership in the Eastern Carolina Council shall be exercised on behalf of its member governments by members on the governing Board of the Council.

Article III. Mission and Purpose

In cooperation with its member governments, the Council shall initiate, coordinate, and exercise management oversight for designated inter-jurisdictional and local programs/projects relevant to the needs assessments, planning functions, and services coordination/delivery within Region P.

These functions shall include:

1. Securing financial assistance) from State and Federal sources.
2. Providing advice and technical assistance to local governments as requested.
3. Serving as convening authority for designated inter-jurisdictional issues and program initiative of common interests.
4. Monitoring State/Federal programs and actions having significant impact within Region P.
5. Providing a forum to facilitate discussion and aid in resolving multi-jurisdictional issues.
6. Providing educational resources on issues and opportunities for Region P.

Article IV. Duties, Powers, and Responsibilities of the Council

Section 1. The Council, within the limitation of its funds and personnel, shall have the following powers, duties and responsibilities:

- a. To study problems and develop multi-jurisdictional plans for Region P.
- b. To promote cooperative arrangements and coordinated action among local governmental units.

- c. To make recommendations for review and action to the member governments and other public agencies which perform functions within Region P.
- d. To serve as the Region P Regional Clearinghouse for intergovernmental review.
- e. To apply for, accept, receive, and dispense financial assistance.
- f. To employ personnel, purchase equipment, rent office space and enter into contracts for new programs to the extent that such activities are within the scope and authority of the Council.
- g. To adopt such policies, rules and regulations, relating to the procedures to be followed by the Council as the Council shall find appropriate.
- h. To serve as a central data center for Region P for the collection and distribution of information concerning matters for local and multi-jurisdictional interest.
- i. To perform and carry out such other powers, duties and responsibilities allowed under the state enabling legislation described in Article I, Section 3, hereof including, but not limited to, all the specific powers set forth for a regional council of governments in Section 160A-475 of the North Carolina General Statutes.

Section 2. All powers of the Council are to be exercised under the authority of the Council's Board of Directors and Officers and in accordance with this Charter and Bylaws and any operating procedures and rules adopted by the Council.

Section 3. The Council shall have no power to levy any tax or to acquire any property by condemnation.

Article V. Board of Directors

Section 1. The Board of Directors ("Board") shall be the governing body of the Council. All powers of the Council shall be exercised under the authority of, and the business and affairs shall be managed under the direction of, the Board. The entire Board shall be called the "General Membership Board." From the members of General Membership Board, an "Executive Committee" shall be established.

Section 2. Executive Committee

- a. The Executive Committee shall be established as follows:
 - One county commissioner shall be appointed by each member county.
 - One city/town appointment selected from those appointed to the General Membership Board by member municipalities shall be appointed by a caucus of the member municipalities in each county

of Region P. Caucuses may take place by in-person meeting, telephone, email, or any convenient means.

- The maximum number of Executive Committee members shall be eighteen.
 - Officers of the Board shall be are elected from those serving on the Executive Committee.
- b. The Executive Committee may exercise the full authority of the Board except that only the General Membership Board may (a) approve the initial annual budget (as opposed to budget amendments, which the Executive Committee may approve); (b) approve amendments to the Charter and Bylaws; and (c) elect officers (subject to the provisions of Article VI). Notwithstanding the foregoing, the Executive Committee may act for the General Membership Board when it fails to satisfy quorum requirements as provided in Article XI, Section 1.

Section 3. General Membership Board

Subject to the quorum provisions of Article XI, Section 1, only the General Membership Board may:

- approve the initial annual budget;
- approve amendment to the Charter and Bylaws;
- initially elect the Council's officers (from the Executive Committee).

Section 4. Composition of General Membership Board

- a. During January of each year, the Council will solicit appointments from the member counties and municipalities; these appointments will be due by mid-February. The Board of County Commissioners of each member county shall appoint one county commissioner to the General Membership Board, who also shall serve on the Executive Committee. Each member municipality shall appoint a representative, who need not be an elected official, to serve on the General Membership Board. All Board member appointments shall be certified in writing to the Council office by the governing body making the appointment. Additional appointments will be made as necessary to satisfy Economic Development Administration Comprehensive Economic Development Strategies requirements on board composition, or other applicable state or federal requirements or guidelines. These additional members shall be selected by the Boards of County Commissioners of the appropriate counties.
- b. For purposes of this Article V, the phrase "elected officials" is deemed to mean those persons elected to the governing bodies of a county or municipality.

c. **Minority Participation:**

The General Membership Board should be broadly reflective of the diverse populace and diverse economic interests served by the Council, and member governments are encouraged to appoint to the Board members of minority groups and members who represent diverse economic interests.

Section 5. **Term:**

- a. Each member of the General Membership Board and the Executive Committee shall be appointed for a term beginning on the date of appointment and ending when the member is reappointed or replaced in accordance with the procedures set forth in this Article V, and there is no limit on the number of terms a member may serve on the General Membership Board or the Executive Committee.
- b. A General Membership Board member and an Executive Committee member will continue to serve until replaced by the body that appointed the member, provided that a member of the Executive Committee who was appointed to serve by his or her county by virtue of being a county commissioner may not continue to serve after he or she ceases to be a county commissioner. If a vacancy occurs on the General Membership Board or the Executive Committee, it shall be filled for the duration of the unexpired term in the same manner as the original appointment.

Section 6. The Executive Committee or General Membership Board may appoint ex-officio members to the Board. These ex-officio members shall have no voting privileges.

Article VI. Officers

Section 1. The officers of the Council shall be members of the Executive Committee and shall consist of a president, a first and second vice-president, and treasurer, all of whom are to be elected by the General Membership Board.

Section 2. The officers shall be elected and installed at a meeting of the General Membership Board, to be held in June or at some other time established by the Board, in each odd-numbered year. Nominations from the floor will be accepted at these meetings.

Section 3. The president, the first and second vice-presidents, and treasurer shall be elected for a term of two (2) years to expire the second year at the meeting described in the preceding Section. All elected officers shall be limited to two (2) consecutive full terms in the same office. No more than one (1) officer shall come from any one county. Officers serve at the pleasure of the Board, however, and may be removed by the General Membership Board or the Executive Committee.

Section 4. Vacancies in any office, arising from any cause (including ceasing to be a member of the Executive Committee), may be filled by the Executive Committee at any regular or special meeting.

Section 5. The Council may appoint or elect such other officers, agents, and/or employees as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 6. Any officer of the Council may provide certifications and otherwise act as a corporate secretary for the Council.

Article VII. Duties of Officers

Section 1. The president of the Council shall have the following duties, in addition to those set forth elsewhere herein:

- a. Preside at all regular and special meetings of the Executive Committee and General Membership Board.
- b. See that all orders and resolutions of the Board of Directors or Council membership are carried out, and provide general supervision to all officers and staff.
- c. Execute all conveyances, bonds, notes, contracts, and agreements authorized by the Council which are not designated by the president for execution by the Executive Director.
- d. Represent the Council at various public meetings, etc., at which Council affairs may be discussed and considered. The president may designate another officer or board member to represent him or her or the Council at a meeting he or she is unable to attend.
- e. Carry on a variety of public relations activities, such as speaking before citizen groups, holding news conferences, radio and television interviews, etc., where Council proposals, programs and accomplishments may be discussed.
- f. Perform such other duties that may be assigned by the Board in carrying out the objectives of the Council.

Section 2. The first and second vice-presidents of the Council shall perform such duties that may be assigned by the president or by the Board in carrying out the objectives of the Council. In the event the president is unable to act for reasons of absence and/or other temporary causes, the first and then the second vice-president will act for him or her.

Section 3. The treasurer shall perform such duties as may be prescribed by the Council Board.

Section 4. Special or emergency meetings of or consultations with the officers may be called by the president at the request of the Executive Director to address any issue that the Executive Director on which the Executive Director seeks advice or needs authorization. Any minutes of any special or emergency meeting of

the officers shall be recorded and given to all members of the Executive Committee prior to its next scheduled meeting.

Article VIII. Staff

- Section 1. The Council shall employ an Executive Director who shall be the chief executive and administrative officer of the Council and shall serve at the pleasure of the Board.
- Section 2. The Executive Director shall be responsible for the administration of the Council affairs placed in his or her charge under these Bylaws or by policy established by the Council.
- Section 3. The Council shall employ a Finance Director who shall be the chief financial officer of the Council and shall serve at the pleasure of the Board.
- Section 4. The Finance Director shall be responsible for the administration of the Council affairs placed in his or her charge under these Bylaws or by policy established by the Council and under applicable North Carolina law including the Local Government Budget and Fiscal Control Act.

Article IX Committees

- Section 1. To carry forward the objectives of the Council, including but not limited to meeting grant requirements, the president or the Board from time to time may appoint special committees.
- Section 2. Sixty (60) days prior to the annual meeting of the General Membership Board when elections of officers are to take place (as described in Article VI, Section 2), the president shall appoint one member from each county to serve on the Nominating Committee.
- a. The Nominating Committee will select one (1) of its members to serve as Chairman. If the Nominating Committee fails to make such appointment, then the President will appoint a member of the Nominating Committee to serve as Chairman.
 - b. The Council shall mail a copy of the proposed slate of candidates for office to each General Membership Board member at least ten (10) days before the annual election.
- Section 3. Budget and Audit Committee: Sixty (60) days prior to the annual meeting of the Council, the Budget and Audit Committee shall meet to draft the proposed budget for the coming year to present to the Executive Committee at its regularly scheduled meeting one month prior to the annual meeting.
- a. The treasurer shall serve as the Chairman of the Budget and Audit Committee. A vice-chairman shall be appointed by the Budget and Audit Committee members.
 - b. The Budget and Audit Committee shall be composed of the four officers and three other Executive Committee members. These three additional

members should have an interest in and knowledge of finance and budgetary issues.

- c. Any Board member may attend Budget and Audit Committee meetings at any time.
- d. The Budget and Audit Committee shall serve as a standing committee of the Board. This committee shall review, and make recommendations to the Executive Committee and General Membership Board, on financial, budgetary, and audit issues.
- e. Duties of the Budget and Audit Committee shall be to:
 - (1) Meet with the Executive Director/Budget Officer, and Finance Director, to recommend new programs, funds, or policies for the initial preparation of a draft balanced budget for the upcoming year.
 - (2) Review and make changes, as necessary, to the draft budget as proposed.
 - (3) Prepare a final balanced budget for presentation first to the Executive Committee and then to the General Membership Board at the Council's annual meeting for a final decision. Budget shall include all staff, revenues, expenditures, programs, anticipated members and associated dues, capital outlays, lease agreements and/or debt obligations and anticipated change to the fund balance.
 - (4) Review and recommend to the Council Board any budget policy changes, budget revisions and/or budget ordinance amendments as necessary from time to time.
 - (5) Review and make recommendations to the Council about staff positions and compensation issues.
 - (6) Review and make recommendations about the Council's audit engagements.
 - (7) Review and make recommendations about the Council's banking and other financial services arrangements.
 - (8) Review and make recommendations about the Council's arrangements for office space and facilities.
 - (9) Review audit reports for each fiscal year-end and make recommendations about approval, acceptance and release of the audit to the General Membership Board or the Executive Committee, or to the committees or officers to whom either body delegates responsibility for approval, acceptance and release, or to make the decision if that authority is delegated to it.
 - (10) Review and make recommendations about other financial matters.

Article X. Meetings

- Section 1. The General Membership Board shall meet at least biannually. Ordinarily, the annual meeting shall take place in June and the semi-annual meeting shall take place in January. The time, place, and date of the annual and semi-annual meetings of the General Membership Board shall be determined by the Executive Committee. Ordinarily, the General Membership Board will elect officers and establish an annual budget at its annual meeting.
- Section 2. Regular meetings of the Executive Committee shall be held at such times as the Executive Committee may from time to time determine. Members are to be given at least ten (10) days' notice of these meetings. The Executive Committee generally meets five times per year in March, May, July, September and November, but may vary this schedule and/or meet more frequently if needed.
- Section 3. Special meetings of the Executive Committee or the General Membership Board may be called by the president at any time or place by giving five (5) days' notice, together with an outline of the business to be acted upon.
- Section 4. Special meetings of the Executive Committee or the General Membership Board may also be called upon written application, respectively, of six (6) members of the Executive Committee or General Membership Board or by written application of two-thirds of the member governments directed to the president. The president shall schedule the requested meeting within ten (10) business days after receipt of the written request, giving a five day notice to the members of the appropriate body. Such application shall specify the subject matter to be discussed. The agenda of meetings shall be confined to topics specified in the notice, except that the Board of Directors or member governments by a unanimous vote of those present may waive this limitation in a given case.

Article XI. Voting and Quorum

- Section 1. Forty percent (40%) of all voting members of the Executive Committee or twenty-five percent (25%) of all voting members of the General Membership Board shall constitute a quorum at any regular or special meeting. If the quorum requirement for the General Membership Board is not satisfied, however, the Executive Committee may act for the General Membership Board at the annual or semi-annual meeting.
- Section 2. Assuming a quorum, the affirmative vote of a majority of the members present shall be necessary to act favorably on any matter.
- Section 3. At all meetings, each eligible voting member shall have only one (1) vote.
- Section 4. No absentee ballots shall be distributed, but absent members may vote by mail or electronic means and these votes shall be made a matter of record in the minutes at the next meeting of the Board.

Article XII. Fiscal Management

- Section 1. The fiscal year for the Council shall be July 1 to June 30.
- Section 2. The General Membership Board shall annually adopt a budget.
- Section 3. The annual budget shall be prepared in accordance with all applicable laws. Budget disbursements shall also be made in accordance with all applicable laws and as directed by resolution or policy of the Board or grant contracts.
- Section 4. Disbursements made by check shall be counter signed by two of the following persons: The executive director/budget officer, the finance director, treasurer, president and/or the first and second vice-president. Disbursements made by electronic means shall have required documentation and approvals on file and be in agreement with the authorized budget.
- Section 5. A surety bond shall be required for the executive director/budget officer, finance director, treasurer, president and such other positions of responsibility deemed necessary by the Board for the faithful performance of their duties. The premium or premiums of said bonds shall be paid by the Council.

Article XIII. Travel Expense

- Section 1. The travel and per diem expenses of Board members incurred in performing Council functions will be reimbursed in accordance with adopted budgets and policies. Reimbursement of paid staff members will be handled in accordance with policies and procedures applicable to them.
- Section 2. In addition to the per diem and travel reimbursement above provided, the Board may allot an additional stipend or expense allowance to an officer during his or her term of office.

Article XIV. Dissolution of the Council

- Section 1. The Council may be dissolved as of the end of any fiscal year only (1) upon adoption of a dissolution resolution by two-thirds (2/3) of all the governing bodies of all member governmental units, or (2) withdrawal from the Council of all but one (1) of the member governmental units. If such dissolution is affected by resolution of the member governments, such resolution shall specify the method of liquidating the Council's assets and liabilities. If such dissolution is occasioned by withdrawal of all but one member, the remaining governmental unit shall have the power to liquidate all assets, and pay all liabilities, and it shall then distribute the net proceeds if any, to member governments who paid the latest annual dues assessment on a prorated basis.

Article XV. Amendments; Emergencies; Inadvertent or Insubstantial Violations

- Section 1. This Charter and Bylaws may be amended, at any regular or special meeting of the General Membership Board, by a vote of two-thirds (2/3) of the members present, provided notice of the proposed changes shall have been mailed to the General Membership Board at least thirty (30) days prior to the regular or special called meeting. Member governments shall be given thirty (30) days to

comment on any Bylaws changes being considered by the Council Board of Directors.

Section 2. The General Membership Board or Executive Committee may, to address an emergency situation, temporarily suspend any provision of this Charter and Bylaws by a vote of two-thirds (2/3) of the members present at any regular or special meeting of either body. Such suspensions should take place with advice of legal counsel.

Section 3. Inadvertent or insubstantial violations of this Charter and Bylaws shall not invalidate any action of the Council.

These amended and restated bylaws were approved and adopted, in accordance with the provisions of the preceding bylaws, at the meeting of the General Membership Board of the Eastern Carolina Council held on January 9, 2014.

The bylaws were further amended, in accordance with the provisions of the preceding bylaws, at the meeting of the General Membership Board of the Eastern Carolina Council held on January 14, 2016.



Shane Turney, President
Neuse River Council of Governments
d/b/a Eastern Carolina Council
Board of Directors