

Land of Sky Regional Council
April 22, 2020
Regular Meeting



Please mute all electronic devices, including cell phones, laptops, tablets, and recorders. Delegates are requested to state their names when moving on orders of business. Thank you!

AGENDA

- I. Call to Order (12:30pm)**
- II. Invocation**
- III. Pledge of Allegiance**
- IV. Roll Call**
- V. Modification and Approval of Agenda**
- VI. Public Comment**
- VII. Ombudsman Update**
- VIII. Chairman's Comments and COVID19 Roundtable**
- IX. Approval of Minutes from the March Regular Meeting Via Zoom**
- X. Old Business**
- XIII. New Business**
 - A. Nominating Committee
- XIV. Executive Director's Report**
- XIV. Important Dates**
 - A. Next Regional Board Meeting is Scheduled for May 27, 2020
- XV. Adjournment**



BOARD OF DELEGATES AGENDA ITEM

- Subject:** March 2020 Board of Delegates Meeting Minutes
- Item Number:** X. Approval of Minutes from the March 2020 Regular Meeting
- Responsible Party:** Zia Rifkin, Administrative Services
- Attachment(s):** Minutes from the March 2020 Meeting
- Background:** A quorum was present to conduct business at the March 2020 meeting and the minutes provide a recap of the roundtable and discussion regarding COVID-19.
- Staff Recommendation:** Recommend acceptance of the March 2020 meeting minutes
- Suggested Motion(s):** Move to approve the March 2020 minutes as submitted

**Virtual Meeting via Zoom of
Land of Sky Regional Council Board of Delegates**

March 25, 2020

Minutes

- I. Call to Order –Chair Harris called the meeting to order at approximately 12:30pm.
- II. Pledge of Allegiance – Chair Harris led the group in the Pledge of Allegiance.
- III. Invocation and Moment of Silence for Woodfin’s Jason Young – Chair Harris gave the invocation. The Board also observed moment of silence for Jason Young, Manager for the Town of Woodfin.
- IV. Roll Call – Nathan Ramsey called the roll. The following members were present: Larry Harris, George Morosani, Barbara Volk, Albert Gooch, Bob Tomasulo, John Mitchell, Nathan Bennett, George Goosmann, Daniel Cobb, Preston Blakely, Maureen Copelof, and Brittany Brady.
Guests Present - Jimmy Ramsey (NC Emergency Management), Senator Terry Van Duyn, Drew Christy (Western Region Staffer for Governor Cooper), Tim Love, April Riddle, Graham Fields, Tom Dempsey (Sylvan Sports), Robin Ramsey, Tara Brown, (Executive Director Western Women’s Business Center), Arthur Salido, Freddie Harrill, Gene Loffin, Jamie Velasquez, Kevin Creasman, Mark Pullium, Michael Waddle, Stephanie Lee

Nathan Ramsey announced a quorum was present to conduct business.

- V. Modification and Approval of Agenda – The agenda was presented with no modification requested.
Barbara Volk moved to approve the agenda as presented. Bob Tomasulo seconded and the motion carried without further discussion.
- VI. Public Comment – No public comments were made.
- VII. Chairman’s Comments and COVID-19 Roundtable –
Chair Harris commended Nathan Ramsey and his staff for their diligence to host virtual meetings and for the COVID-19 Response meeting last Thursday.

COVID-19 Roundtable -

Chair Harris – Shared that the Town of Black Mountain is complying with the Buncombe County directive to close establishments and other public venues and to practice social distancing, including staying home as best as possible.

Barbara Volk – Shared that the City of Hendersonville has worked to keep the walk-up window open but it has been shut down due to the public not maintaining safe precautions for health. The Police Department is still open to the public. Otherwise, everything is online, over the phone or by mail.

John Mitchell – Shared that Henderson County declared a State of Emergency on March 14. The Emergency Operation Center is active and the Emergency Plan is active. The County Health Department has been working for some months to address COVID-19 issues 24/7. In addition, the County has begun partnering deeply with Pardee and Advent Health hospitals. Generally, the Permit Center is open for business as individuals would need to keep working during this time. Restricted access for face-to-face contact, but all business is able to be conducted via telephone, email, mail. Recreation facilities shutdown but the parks are open. Social distance is expected to be maintained at the parks. Lots of rumors going around about shelter in place- in Henderson County, that is not under discussion at this time.

Tim Love – Shared that Buncombe County has the State of Emergency in place and many non-essential County functions has been shut down. A press conference for the Stay-at-Home Declaration is scheduled for 2/30 today. The key message is that citizens not performing essential business should stay home. This is not a formal shelter in place declaration but folks are being asked to shelter in place to flatten the curve.

Essential businesses include grocery stores, medical facilities, manufacturing facilities that are essential. The number one message: social distancing is supremely important at this point (maintain for interactions more than 10 minutes). Businesses that remain open are expected to maintain social distancing among staff.

Drew Christy - Shared greetings from the Governor. He communicated that the number of COVID-19 cases has increased in the state to over 500 people with one death in Cabarrus County. He stressed the importance of practicing social distancing. Statewide actions to slow the spread of the virus include closing schools and limiting social gatherings to no more than 10 people, among other actions. Possible actions including issuing a stay-at-home order. Funding approved yesterday to serve public school students during the COVID-19 response. This funding may be used to provide meals and increase the efficiency of virtual education. He shared the toll-free phone number (1-888-600-1685) to receive information about services for children.

Daniel Cobb – Shared that the Town of Mills River has instituted social distancing to include no more than three staff members in the office at any one time. Some essential functions are still open to the public. Parks remain open but recreation facilities are closed. No future board/committee meetings scheduled until further notice.

Preston Blakely -Shared that the Town of Fletcher is on the State of Emergency Declaration with the County and other municipalities. The Town is encouraging the public to conduct government business by phone or online. Town staff are working from home. Walking trails at Biltmore Park are open but other park facilities have closed to the public.

Maureen Copelof – Shared that the City of Brevard has closed all of its government facilities. City parks are open but the bathrooms are closed. Most downtown businesses have closed including restaurants. The biggest issue is the public just does not follow the rules with social distancing. An incredible number of out-of-towners were in the City last weekend due to the nice weather. DuPont Forest has closed, too. The City is emphasizing to people the importance of social distancing. Taking all the steps that can possibly be taken to mitigate the virus. All events, meetings of boards/commissions are canceled until the end of May.

Brittany Brady – Shared that the Henderson County Partnership for Economic Development (HCPED) is working with the manufacturing community to share relevant information as timely as possible. Utilizing many resources to help community members get through this time. Working with manufacturers to pivot their enterprises to meet the requirements of social distancing. Critical infrastructure is being supported. The major concern is keeping everyone healthy and safe.

Josh Hallingse – Shared that the steps that HCPED have taken mirror those of the Transylvania County Alliance. The organization is working hard to support the community and the commercial/retail/accommodations business have had to alter operating hours or close. Manufacturers in the County are implementing social distancing by allowing staff to work remotely or adding shifts to allow the least number of workers possible to be together. He noted the County is fortunate to have some sectors that are considered essential business sectors, including grocers. The Alliance hosted a virtual roundtable with manufacturers yesterday and with plans to continue those weekly going forward.

Jimmy Ramsey – shared that NC emergency Management is conducting regional initiatives across the state in response to COVID-19. An important focus of the agency is getting more personal protective equipment (PPE) and medical equipment into the state. Hospitals should receive PPE first, then First Responders. In order to equip as many facilities and communities as possible, the level of PPE distributed is being limited to cover immediate needs. The agency is also working to identify spaces in rural areas of the state that could receive COVID-19 patients. As part of preparing for a shelter-in-place declaration, determinations are being made on essential functions and business sectors. He noted too, that Madison County has announced a shelter-in-place declaration.

Albert Gooch – Shared that it is very quiet in the Village of Flat Tock. The park is open and is busy. Many businesses are closed.

Drew Christy – Shared that the Governor's Office is working to provide officials advance notice whenever possible. Currently, there is not a plan yet to push out a statewide notice to localities prior to a public announcement of a shelter-in-place declaration. Local governments may contact the Governor's Office to

request advance notice to local officials. He communicated that he would communicate a request from local officials, should a shelter-in-place declaration need to be made.

Jimmy Ramsey – emphasized communication. The more the better. Urged everyone to use their local county emergency management to run things up the chain of command. Three RCC are set up across the state. Liaison to every county in the state.

April Riddle – Shared from that NCDOT Commissioner Causey that insured individuals are able to receive more than a 30-day supply of prescriptions at one time. In addition, while it is not mandated, carriers are requested to be flexible on receipt of insurance premiums. She shared that there are also scams against the elderly, including bogus COVID-19 testing centers and travelers insurance. Suspected scams should be reported to NCDOT through their toll-free phone number (1-855-405-1212).

Tom Dempsey – Shared that Sylvan Sports is transitioning to produce PPE. The International team is working to identify sources of N95 masks and other PPE materials. He shared his email address (tom@sylvansports.com) for those interested in obtaining more information.

Graham fields – Shared that AdventHealth appreciates the frontline staff in public health and emergency management. He also shared that visiting restrictions have been instituted in the hospitals, with the exception of OB and Pediatric patients. The hospitals are using technology, including providing patients with Chromebooks and laptops to help keep them connected to their families. He communicated that drive-thru lab testing at AdventHealth is testing for the flu. COVID-19 testing soon to move in-house to provide quicker results. With the increase in telehealth, most healthcare providers are engaged with a telehealth option.

Nathan Ramsey – Shared that Congress and the White House have agreed to a \$2 Trillion stimulus program.

Robin Ramsey – Shared that Congress has been charged to go big and go fast on a relief bill. The 617-page Coronavirus Aid, Relief and Economic Security (CARES) Act was finally hammered out last night. Staffers were tasked with reviewing the bill, which is not the final draft. This emergency relief bill is expected to pass the House. Once the legislation is enacted, it would be interpreted and the CARE Act could begin providing grants to businesses and direct payments to individuals/families. She also thanked state and local governments for their assistance and resources provided. Robin Ramsey encouraged folks to reach out to her with questions (828-335-2048). Assistance may be available to assist with international travel issues.

Tara Brown – Shared that there are many scams going on right now. She noted there are no fees to access disaster loans offered through the Small Business Administration (SBA). GoldenLEAF and the Rural Center have announced loans for small businesses. More information is available at <https://www.wwbnc.org/covid-19.html>.

Chair Harris - Shared the importance of providing opportunities for agencies to provide updates.

Daniel Cobb – Shared Mills River's appreciation for the work Henderson County has put into keeping municipalities in the loop through communications from Emergency Management.

Nathan Ramsey - Reminded everyone of the COVID-19 Response meeting coming up tomorrow at 1:00pm and weekly thereafter. He shared that LOSRC understands local governments are going to face revenue decline during COVID-19 restrictions. More information should be available during the call tomorrow. Email nathan@landofsky.org for more information on upcoming virtual response meetings.

VIII. Approval of Minutes from the February Regular Meeting –

Barbara Volk moved to approve the minutes of the February 26, 2020 minutes as submitted. George Morosani seconded and the motion carried without further discussion.

IX. Old Business –

X. New Business –

XIV. Executive Director's Report –

Nathan Ramsey' shared appreciation for everyone pulling together during this time and for all the information that is being shared in the region. He reminded folks that the COVID-19 Response meeting is tomorrow at 1:00pm. Email nathan@landofsky.org for the meeting link.

- XV. Important Dates – Wednesday, April 22, 2020 is the next regularly scheduled Board of Delegates meeting.
- XVI. Adjournment – ***George Goosmann moved to adjourn the meeting as there was no further business, Albert Gooch seconded and the meeting adjourned.***

Respectfully submitted by Zia Rifkin



BOARD OF DELEGATES AGENDA ITEM

- Subject:** Nominating Committee
- Item Number:** XIII. Nominating Committee
- Responsible Party:** Nathan Ramsey, Executive Director
- Attachment(s):** LOSRC Charter & Bylaws
- Background:** LOSRC Charter & Bylaws adopted December 9, 2015 provide that a nominating committee shall be appointed by the Board of Delegates to submit the names of proposed officers and Executive Committee members..
- Staff Recommendation:** Nominating committee to be appointed by the Board of Delegates
- Suggested Motion(s):** Move to appoint Nominating Committee members



CHARTER & BYLAWS

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LAND OF SKY REGIONAL COUNCIL CHARTER

Land of Sky Regional Council (the "Council"), organized and existing as a Regional Council of Governments under and pursuant to North Carolina General Statutes, does hereby reconfirm this Land of Sky Regional Council Charter as a matter of administrative process.

Article I. Name

The Council shall be called Land of Sky Regional Council

Article II. Powers

Land of Sky Regional Council shall have the following powers as specified in North Carolina General Statute 160A-475:

- A. To apply for, accept, receive and dispense funds and grants made available to it by the State of North Carolina or any agency thereof, the United States of America or any agency thereof, any unit of local government (whether or not a member of the Council) and any private or civic agency.
- B. To employ personnel.
- C. To contract with consultants.
- D. To contract with the State of North Carolina, any other state, the United States of America, or any agency thereof, for services.
- E. To study regional government problems, including matters affecting health, safety, welfare, education, recreation, economic conditions, regional planning and regional development.
- F. To promote cooperative arrangements and coordinated action among its member governments.
- G. To make recommendations for review and action to its member governments and other public agencies which perform functions within the region in which its member governments are located.
- H. For the purpose of meeting the Council's office space and program needs, to acquire real property by purchase, gift or otherwise, and improve that property. The Council may pledge real property as security for indebtedness used to finance acquisition of that property or for improvements to that real property, subject to approval by the Local Government Commission as required under North Carolina General Statute 159-153. The Council may not exercise the power of eminent domain.

- I. Any other powers that are exercised or capable of exercise by its member governments and desirable for dealing with problems of mutual concern to the extent such powers are specifically delegated to it from time to time by resolution of the governing board of each of its member governments which are affected thereby, provided, that the Council shall not have the authority to construct or purchase buildings, or acquire title to real property, except for the purposes permitted under Subsection H of this Article or in order to exercise the authority granted by North Carolina General Statutes Chapter 260 of the Session Laws of 1979.

Article III. Delegates

- A. Each member government shall appoint a primary representative of such member government to serve as the official delegate to the Land of Sky Regional Council Board of Delegates. The appointment method for members of the Board of Delegates shall be set forth in the Council Bylaws.
- B. An alternate representative shall also be appointed by each member government to serve when the official delegate is unable to attend meetings of the Board of Delegates. The appointment method for alternate members of the Board of Delegates shall be set forth in the Council Bylaws.
- C. A majority of the members of the Board of Delegates shall be elected officials.
- D. All primary representatives appointed by member governments to serve on the Board of Delegates must be elected officials.
- E. Each member county government shall appoint one person to serve on the Board of Delegates to ensure representation of local and regional economic development interests. The appointment method for such members shall be set forth in the Council Bylaws.
- F. The Board of Delegates may appoint additional delegates to ensure the representation of collective regional interests. Such additional delegates shall be established in the Council Bylaws.
- G. The term of office, method for filling vacancies, and method of compensation and allowances shall be set forth in the Council Bylaws.

Article IV. Financial Support

Land of Sky Regional Council shall receive financial support for its operations and programs as follows:

- A. **Regular Assessments** – The member governments of Land of Sky Regional Council shall fund the Council operations by means of assessments on a per capita basis as determined by the Board of Delegates. The per capita share of a member government shall be based on the latest North Carolina Office of State Budget.

- B. Special Assessments** – The member governments shall fund certain Council operations and programs by means of special assessments as prescribed by law and determined by the Board of Delegates.
- C. State and Federal Grants** – The Council shall apply for and receive state and federal funds.
- D. Private and Charitable Contributions** – The Council shall apply for and receive and be entitled to receive funds for its operations and programs from charitable and private sources.
- E. Fees for Services** – The Council shall receive and be entitled to receive funds for services provided to other public and private organizations.
- F. Other Funds** – The Council shall receive and be entitled to receive other types of funds, not contrary to an applicable law or regulation.

Article V. Bylaws

The Land of Sky Regional Council Board of Delegates shall adopt and from time-to-time amend as needed Bylaws for the Council to ensure the efficient and effective governance of the Council.

Article VI. Dissolution

- A.** Land of Sky Regional Council shall be dissolved upon the unanimous vote of all member governments comprising the Council and the adoption of concurrent resolutions of all members of the Council setting forth the dissolution and the reason therefore.
- B.** Any member government may withdraw from Land of Sky Regional Council at the end of any fiscal year by giving at least 60 days written notice to each of the other members. Withdrawal of a member government shall not dissolve the Council if at least two members remain.
- C.** Following adoption of concurrent resolutions dissolving Land of Sky Regional Council or following withdrawal of all member governments from the Council, the Council shall proceed to liquidate its assets and pay all liabilities within a 12-month period beginning with the date of the adoption of such resolutions or withdrawal of such members. Any assets remaining following the payment of liabilities shall be distributed in cash or in-kind to the member governments in such proportions as the Board of Delegates may decide. Such distribution shall be made only after a unanimous vote of the members authorizing the distribution.

VI. Amendment

The Charter of Land of Sky Regional Council may be amended upon the adoption of concurrent resolutions by three-fourths of the existing members of the Council approving such amendment. A three-fourths majority shall be required to approve amendments to the Charter.

VII. Adoption

Having been previously adopted by all member governments of Land of Sky Regional Council, this Charter is hereby reconfirmed as a matter of administrative process for the purposes of revising and updating the Council Bylaws by action of the Land of Sky Regional Council Board of Delegates on December 9, 2015.



George S. Goosmann, III, Chair of the Council

ATTEST:



Justin B. Hembree, Executive Director

LAND OF SKY REGIONAL COUNCIL BYLAWS

Land of Sky Regional Council (the "Council"), organized and existing as a Regional Council of Governments under and pursuant to North Carolina General Statutes, does hereby ratify, confirm, and adopt the following Preamble and Articles as and for the Bylaws of Land of Sky Regional Council, replacing all Bylaws previously adopted by the Council.

Preamble

We, the representatives of counties and municipalities in the Land of Sky Region, as authorized under North Carolina General Statutes, hereby join together in a voluntary organization to be known as Land of Sky Regional Council for the purpose of meeting at regular intervals to discuss and study opportunities and challenges of mutual interest and concern, and to develop plans, policies and action recommendations for ratification and implementation by the Council, member local governments and other appropriate organizations.

We realize that our individual and common destinies rest with the interdependent actions of local governments which comprise our region.

This voluntary association which we have formed is a vehicle for closer cooperation by which members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Article I. Organization

There is hereby organized a Regional Council of Governments which shall be known as Land of Sky Regional Council and which shall be a voluntary association of the units of local governments located within Buncombe, Henderson, Madison, and Transylvania Counties of the State of North Carolina, also known as Region B of the State of North Carolina. The Council is organized under the authority of North Carolina General Statutes, and may exercise any powers heretofore or hereafter conferred upon it by North Carolina Law.

Article II. Objectives & Purposes

The objectives of the Council shall be to encourage and permit local governmental units to join and cooperate with one another, other governmental units, the private sector and public service organizations to improve the health, safety, economic conditions and general welfare of the Region's citizens and to plan for the future of the Land of Sky Region.

The Council shall have the following general purposes:

- A. To make studies and plans to guide the unified, far-reaching development of the Region and to assist any participating governmental unit in the preparation of plans or implementation of plans with the objectives and purposes of the Council.
- B. To eliminate duplication of services and to promote economy and efficiency in the coordinated growth and development of the Region.
- C. To serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities.
- D. To serve as a vehicle for the collection and exchange of regional information and to provide for effective communication and coordination among governments and agencies.
- E. To foster, develop, and review policies, plans and priorities for regional economic growth and development.
- F. To furnish general and technical assistance to member governments.
- G. To facilitate agreements and develop cooperative action proposals among member governments for specific projects or other interrelated needs.
- H. To maintain contact with members, governmental units and groups or organizations and to serve as a regional forum for local government interests.
- I. To review, coordinate and expedite federal, state and local programs that are of a regional nature and best administered at a regional level.
- J. To develop plans or programs to carry out such activities as may be agreed upon by the Region's local governments.

Article III. Definitions

- A. **Council** – Land of Sky Regional Council (the "Council").
- B. **Member** – Any municipality or county governmental unit which has adopted a resolution to join the Council and shall have received the approval of the Board of Delegates.
- C. **Affiliate Member** – Any quasi-governmental agency, private agency or public agency which has requested affiliate membership and has received the approval of the Board of Delegates.

- D. **Delegate** – A duly appointed member of the Council's Board of Delegates. Except where a contrary intent appears, "delegate" as used herein shall be deemed to include "alternate delegate."
- E. **Alternate or Alternate Delegates** – Persons that have been designated to represent their member government on the Council's Board of Delegates in the absence of the member government's delegate. Alternate delegates are not eligible to serve as Council officers or as members of the Executive Committee.

IV. Membership

- A. **Members** – Based on previous action taken by their respective governing bodies, the following units of local government are members of the Council:

- Buncombe County
- Henderson County
- Madison County
- Transylvania County
- City of Asheville
- Town of Biltmore Forest
- Town of Black Mountain
- City of Brevard
- Village of Flat Rock
- Town of Fletcher
- City of Hendersonville
- Town of Hot Springs
- Town of Laurel Park
- Town of Mars Hill
- Town of Marshall
- Town of Montreat
- Town of Rosman
- Town of Weaverville
- Town of Woodfin

Members shall be charged membership dues as approved by the Board of Delegates.

- B. **Admission of New Members** – Any municipal or county government in North Carolina shall be eligible for full voting membership in this Council. Any governmental unit desiring membership shall so notify the Executive Director of the Council in writing and shall state by resolution that it wishes to join the Council. Thereafter, the Executive Director shall cause such application to be placed on the agenda for a Board of Delegates' meeting. Membership of the applicant shall be effective on the date of acceptance of its application by the affirmative vote of a majority of the

Board of Delegates. All members shall be bound by these Bylaws and all actions of the Council consistent therewith, including the payment of dues.

- C. Affiliate Membership** – An affiliate membership may be granted to any municipal or county governmental unit outside of Buncombe County, Henderson County, Madison County, Transylvania County or the State of North Carolina not desiring full membership, or any quasi-governmental, public or private agency involved in matters affecting the health, safety, welfare or education of the citizens of North Carolina or any adjoining state. Such affiliate memberships shall continue at the will of the Board of Delegates. Affiliate members shall not be eligible to vote on matters before the Board of Delegates. Affiliate members shall be charged membership dues as approved by the Board of Delegates.
- D. Withdrawal of a Member** – Any member of the Council may withdraw or terminate its membership with the Council effective at the end of any fiscal year (June 30) by timely notifying all members of the Council of its intent to terminate membership. Notice shall consist of mailing a certified copy of a resolution of withdrawal from the member's governing body to each member of the Board of Delegates. The notice shall be sent by United States Mail no later than January 1 preceding the end of the fiscal year for which the withdrawal is to be effective. A member withdrawing shall not be entitled to any rebate of dues or assessments for the current fiscal year. Timely and proper notice of withdrawal shall not be waived by action of the Board of Delegates. Upon failure of a member to give the prescribed notice in compliance with these Bylaws, such member shall continue to be a member until the end of the fiscal year in which timely and proper notice is given. Such member shall also be responsible for the payment of all dues and assessments until the end of the fiscal year for which timely and proper withdrawal notice is given. Any jurisdiction which has withdrawn from the Council and reapplies for membership in the Council shall pay any and all delinquent dues and assessments before being permitted to rejoin the Council.

Article V. Board of Delegates

- A. Membership** – The Board of Delegates is the governing body of the Council. The Board of Delegates shall consist of:
1. All duly appointed delegates.
 2. A person appointed by each member county government to represent regional economic development interests.
 3. A person appointed by the Executive Committee to ensure representation of the Advisory Council on Aging.

4. A person appointed by the Executive Committee to ensure representation of the Senior Volunteer Services Advisory Council.
5. Four persons appointed by the Executive Committee to ensure representation of regional minority interests.

B. Certification of Delegates and Alternates – All members, prior to the March meeting of the Board of Delegates in each year, shall certify to the Council the names, mailing addresses and email addresses of one member of their governing board to serve as their delegate and members of their governing board, staff or advisory committees to serve as their alternate delegates for a term of one year. The certified delegate and alternates shall continue to serve until the first meeting of the following March or until a successor(s) is certified.

C. Voting – In relation to voting, the following provisions shall apply:

1. Each member of the Board of Delegates shall be entitled to one vote on all matters before the Board of Delegates and any committee to which such member may be appointed. The vote of each member shall be personally cast by its delegate or alternate.
2. Voting by delegates shall be by voice or by show of hands at the discretion of the presiding officer of the Board of Delegates. Upon the request of any five delegates, made before or immediately after a voice or show of hands vote, the vote shall be by a poll of the delegates.
3. Members of the Board of Delegates may participate and vote during meetings of the Board of Delegates and any committees through electronic methods as allowed by North Carolina Law.

D. Regular Meetings – The Council's Board of Delegates shall meet on a regular basis at a time and place fixed by the Executive Committee from time to time. Notice of Board of Delegates meetings shall be given as required by North Carolina Law. Board of Delegates and Executive Committee meetings are open to the public.

E. Annual Meeting – The Board of Delegates' Annual Meeting shall be held in March of each year. During the Annual Meeting, the Board of Delegates shall elect Council officers and appoint the Executive Committee.

F. Special Meetings – A special meeting of the Board of Delegates may be called by the Chair of the Council or any six members of the Board of Delegates by causing such notice thereof to be given to each member as required by North Carolina Law. The notice of a special meeting shall contain

a listing of matters upon which action by the Board of Delegates may be taken. No action may be taken by the Board of Delegates at such special meetings on matters not listed on the meeting notice.

- G. Procedure** – All meetings of the Board of Delegates shall be conducted in accordance with Robert's Rules of Order except as otherwise provided for in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.
- H. Expenses** – Members of the Board of Delegates may be reimbursed for expenses when traveling out of the region on official Council business in accordance with the Council's travel reimbursement policies. Requests for reimbursements shall be submitted to the Executive Director for approval before payment. In addition to out of region travel expense reimbursements, the Chair of the Council may be compensated on a monthly basis for his/her service to the Council in an amount determined and approved by the Executive Committee.
- I. Attendance** – The Council supports the full contribution of all members of the Board of Delegates. For the purposes of this section, in the case of local governments, "member" refers to the unit of local government and refers to primary delegates, alternate delegates and other persons appointed directly by governing bodies to serve on the Board of Delegates. In the case of members of the Board of Delegates not appointed by units of local government, "member" means the appointed individual.

The following provisions shall apply to meeting attendance of members of the Board of Delegates:

1. An attendance problem occurs if any of the following conditions exist in regard to a Board of Delegates member's attendance:
 - a. The member has two un-notified absences in a row. "Un-notified" means a member does not notify Council staff prior to a Board of Delegates meeting to indicate they will be absent from an upcoming meeting.
 - b. The member has three notified absences in a row. "Notified" means a member does notify Council staff prior to a Board of Delegates meeting to indicate they will be absent from an upcoming meeting.
 - c. The member misses five out of the total number of Board of Delegates meetings in a consecutive 12 month period.

2. If an attendance problem is identified, the member's appointing authority shall be notified.
3. The appointing authority and the Council will work to develop a suitable solution to the attendance problem so that a satisfactory resolution for both the appointing authority and the Council is reached.
4. After an attendance problem is identified, the Board of Delegates position for the member in question shall be declared inactive and the position shall not be used in the calculation of a quorum.

J. Current Board of Delegates – Members of the Board of Delegates serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are appointed.

Article VI. Officers

- A. Designation and Terms** – The Council officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer, who shall have served on the Board of Delegates for at least one full year and shall be elected and installed at the Board of Delegates' Annual Meeting. Officers shall be elected for a term of one year or until their successors are elected. There are no term limits for Council officers. Officers of the Council shall be elected officials.
- B. Nominating Committee and Election** – The Board of Delegates, at or prior to its January meeting each year, shall appoint a Nominating Committee of three delegates not currently serving on the Executive Committee who shall work with the Executive Director to submit to the Board of Delegates the names of proposed officers and Executive Committee members at the Annual Meeting, at which meeting the election shall be held. Nominations from the floor may be made. The person receiving the highest number of votes cast for each office and Executive Committee slot shall be deemed elected.
- C. Duties of the Chair** – The Chair of the Council will:
1. Preside over all meetings of the Board of Delegates and the Executive Committee and exercise such other duties and authority as otherwise set out in these Bylaws or in resolutions of the Board of Delegates or Executive Committee.
 2. Execute such instruments, contracts or other documents in the name of the Council as herein set out or as otherwise authorized.

3. Supervise the Executive Director of the Council in the performance of his/her duties.
4. Perform such other tasks as required herein or as directed by the Board of Delegates or Executive Committee.

D. Duties of the Vice-Chair – The Vice-Chair of the Council will:

1. Perform the duties of the Chair when the Chair is absent or unavailable for performance of his/her duties.
2. Serve as a member of all standing committees, except for the Nominating Committee, with voice and vote.
3. Perform other such duties required herein or as shall be delegated by the Chair.

E. Duties of the Secretary – The Secretary of the Council will:

1. Work with the Executive Director to oversee the keeping of records of meetings.
2. Work with the Executive Director to supervise the taking of minutes of meetings.
3. Perform other such duties required herein or as shall be delegated by the Chair.

F. Duties of the Treasurer – The Treasurer of the Council will:

1. Work with the Executive Director to supervise financial matters of the Council.
2. Work with the Executive Director to ensure a yearly audit is conducted and presented as required by North Carolina Law and other applicable regulations.
3. Perform other such duties required herein or as shall be delegated by the Chair.

G. Current Officers - Council officers serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are elected.

Article VII. Executive Committee

A. Membership – The Executive Committee shall be comprised of:

1. The Chair of the Council,

2. The Vice-Chair of the Council,
3. The Secretary of the Council,
4. The Treasurer of the Council,
5. A delegate from a county member government that has served on the Board of Delegates for at least one full year,
6. A delegate from a municipal member government that has served on the Board of Delegates for at least one full year,
7. A Past Chair of the Council,
8. One of the persons appointed to the Board of Delegates to ensure representation of regional minority interests and
9. One of the persons appointed to the Board of Delegates to ensure representation of the Aging Advisory Council or the Senior Volunteer Services Advisory Council.

- B. Representation** – No one member government may have more than one delegate on the Executive Committee. Only delegates, not alternate delegates, may serve on the Executive Committee.
- C. Voting** – Each member of the Executive Committee shall be entitled to one vote on any matter coming before the Executive Committee. A quorum shall consist of one-half of the current members of the Executive Committee, and all issues shall be determined by a simple majority vote of those present and voting. Members will be considered present for purposes of quorum and voting either by being physically present or present by electronic means as allowed by North Carolina Law.
- D. Term of Membership** – The Board of Delegates shall elect the Executive Committee each year during the Board of Delegates' March meeting. The term of membership for all delegates on the Executive Committee shall commence following the Board of Delegates' March meeting, and delegates shall serve on the Executive Committee until their successors are selected. Should any delegate on the Executive Committee cease to be a public official with his/her appointing jurisdiction, that person shall no longer be eligible to be a delegate or to serve on the Executive Committee. Vacancies created by death, resignation or otherwise shall be appointed by the current Executive Committee for a term ending at the next Executive Committee election.

E. Meetings – In relation to meetings of the Executive Committee, the following terms shall apply:

1. **Procedure** – All meetings of the Executive Committee shall be conducted in accordance with the provisions of Robert's Rules of Order except as otherwise provided in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.
2. **Time and Place** – The Executive Committee shall meet on a regular basis at a time and place fixed by the Executive Committee from time to time. Notice of Executive Committee meetings shall be given as required by North Carolina Law. Executive Committee meetings are open to the public.
3. **Special Meetings** – A special meeting of the Executive Committee may be called by the Chair of the Council, the Executive Director or any two members of the Executive Committee by causing such notice thereof to be given to each member as required by North Carolina Law. The notice of a special meeting shall contain a listing of matters upon which action by Executive Committee may be taken. No action may be taken by the Executive Committee at such special meetings on matters not listed on the meeting notice.
4. **Minutes** – General minutes of each meeting of the Executive Committee shall be taken to record actions taken by the Executive Committee.

F. Duties, Powers and Responsibilities – In addition to those specifically delegated to the Executive Committee by resolution of the Council, the Executive Committee shall have the following duties, powers and responsibilities:

1. The Executive Committee shall review, and may revise, amend, increase or decrease the Executive Director's proposed annual operating budget. After adoption of the budget by the Board of Delegates, the Executive Committee shall exercise oversight of all expenditures in accordance with the budget ordinance.
2. The Executive Committee shall have the authority to transfer or reallocate funds within the operating budget and amend the operating budget in order to meet unanticipated needs or changed conditions.
3. The Executive Committee shall have the authority to employ, fix the salary of and discharge the Executive Director, who shall serve at the pleasure of the Executive

Committee. Employment, promotion, demotion and discharge of all other employees of the Council shall be the responsibility of the Executive Director.

4. The Executive Committee shall have the authority to enact policies and procedures to ensure the effective and efficient operation of the Council, such policies and procedures being consistent with these Bylaws.
5. The Executive Committee may act on behalf of the Council on all matters affecting the Council, except for **(a)** the adoption of the annual budget and **(b)** the fixing of member dues and assessments.

G. Attendance – The Council supports the full contribution of all members of the Executive Committee. The following provisions shall apply to meeting attendance for Executive Committee members:

1. An attendance problem occurs if any of the following conditions exist in regard to a member's attendance at Executive Committee meetings:
 - a. The member has two un-notified absences in a row. "Un-notified" means a member does not notify Council staff prior to an Executive Committee meeting to indicate they will be absent from an upcoming meeting.
 - b. The member misses three of the total number of Executive Committee meetings in a consecutive 12 month period.
2. If an attendance problem is identified, the Chair will contact the member in question and work to develop a suitable solution for both the member and the Executive Committee. If this does not correct the attendance problem, the position of the member in question shall be declared vacant and a replacement will be sought in accordance with these Bylaws.

H. Current Executive Committee – The current Executive Committee serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are elected.

Article VIII. Committees

A. Standing Advisory Committees – The Executive Committee may establish standing committees of delegates and other persons who shall serve as advisory committees to the Executive Committee and may set forth the general duties and responsibilities of such committees,

membership, term thereof and such special responsibilities as the Executive Committee may wish to assign. Any delegate may attend any meeting of any standing committee, but only the duly designated members thereof shall be entitled to vote. Nothing herein shall be construed to require any particular matter to be referred to any standing advisory committee prior to action by the Executive Committee, and the Executive Committee shall not be bound by any recommendation of any advisory committee. With the exception of the Nominating Committee, the Vice-Chair of the Council shall be a member of all standing committees with voice and vote.

- B. Ad Hoc Committees** – The Chair of the Council may establish such advisory committees as he/she may deem appropriate which shall advise the Executive Committee, Executive Director, staff, standing committees and the Council as to particular matters. The members of such committees shall be appointed by and shall serve at the will of the Chair, and the membership of such committees shall not be limited to members of the Board of Delegates.
- C. Procedure** – All meetings of committees shall be conducted in accordance with the provisions of Robert's Rules of Order except as otherwise provided in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.

Article IX. Executive Director

- A. Duties** – The Executive Director is the chief executive of the Council, appointed by and serving at the pleasure of the Executive Committee. He/she is responsible to the Executive Committee for the administration of all departments and Council operations, and has the following powers and duties:
 - 1. He/she shall appoint and suspend or remove all Council employees and agents. Such appointments, suspensions and removals shall be in accordance with any general personnel rules, regulations, policies or ordinances as the Executive Committee or Board of Delegates may adopt.
 - 2. He/she shall direct and supervise the administration of all Council offices, departments, boards, committees and agencies under the general control of the Executive Committee, subject to the general direction and control of the Chair of the Council.
 - 3. He/she shall attend all meetings of the Board of Delegates and Executive Committee and recommend any measure that he/she considers expedient.
 - 4. He/she shall see that the orders, resolutions and regulations of the Board of Delegates and/or Executive Committee are faithfully executed within the Council.
 - 5. He/she shall prepare and submit the annual budget to the Executive Committee and Board of Delegates and act as the Council's Budget Officer.

6. He/she shall make any reports that the Board of Delegates and/or Executive Committee may require concerning the operations of Council offices, departments, committees and agencies.
 7. He/she shall perform other duties that may be required or authorized by the Board of Delegates and/or Executive Committee.
- B. Compensation** – Compensation for the Executive Director shall be determined by the Executive Committee at the time of appointment and may be changed from time to time by the Executive Committee.

Article X. General Finance & Contract Provisions

- A. Fiscal Controls** – The accounting and fiscal control procedures of the Council shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time.
- B. Budget Preparation and Adoption** – The process for preparing and adopting the Council's budget shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time.
- C. Banking** – The process for selecting and using banking institutions shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time. The Executive Committee shall designate bank signatories in a manner allowed by North Carolina Law and other applicable regulations.
- D. Fiscal Year** – The fiscal year of the Council shall begin on July 1 of each year and shall end on June 30 of the following year.
- E. Bonds** – Employees and officers of the Council shall be bonded as required by North Carolina Law, resolutions of the Executive Committee and other applicable regulations as amended from time to time.
- F. Finance Officer** – The Council shall employ a person to serve as the organization's Chief Financial Officer to perform duties as required by North Carolina Law, resolutions of the Executive Committee and other applicable regulations. The person serving as Finance Officer shall serve as a regular Council employee, be selected by, be supervised by and report to the Executive Director.
- G. Annual Audit** – The finances of the Council shall be audited following the close of each fiscal year as required and outlined by North Carolina Law, resolutions of the Executive Committee and other

applicable regulations as amended from time to time. An auditor will be selected by the Executive Committee and shall submit its report to the Board of Delegates.

- H. Contracts** – Any and all contracts and other instruments to which the Council is a party shall be executed in the name of the Council by the Executive Director or the Chair of the Council, or upon designation by the Executive Director, other Council staff reporting to the Executive Director. Except as specifically set forth in these Bylaws to the contrary, no member, officer or employee of the Council shall have the authority to bind or obligate the Council with respect to any manner whatsoever to expend any funding of the Council without the specific approval and authority of the Council.

Article XI. Amendment of Bylaws

These Bylaws may be altered or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the delegates present and voting at any duly called meeting of the Board of Delegates at which a quorum is present. The notice of the Board of Delegate's meeting at which said proposed amendment shall be considered shall contain either the proposed amendment or a summary thereof and shall state such amendment is to be considered at that meeting.

XII. Indemnification

Any person who at any time serves or has served as a delegate, primary delegate, alternate delegate, member, officer, employee or authorized volunteer or any other agent of the Council shall have the right to be indemnified by the Council against **(a)** reasonable expenses, including attorney's fees, actually and necessarily incurred by said person in connection with any threatened, pending or completed action, suit or proceeding seeking to hold such person liable for his/her actions on behalf of the Council in such capacity, and **(b)** reasonable payments made by such person in satisfaction of any judgment or settlement approved by the Council for which such person may become liable in any such acts of any delegate, primary delegate, alternate delegate, member, officer, employee or authorized volunteer or other agent of the Council when engaged in the good faith performance of duties on behalf of the Council. Such right of indemnification shall inure to the benefit of the personal representatives of any such person.

Article XIII. Notices

When these Bylaws, a resolution of the Board of Delegates or the laws of North Carolina require **(a)** the giving of notice to the delegates of any meeting of the Council or any other matter requiring notice to a member government or its delegate or **(b)** require the dissemination of agendas, budgets or other materials to a member government or its delegate, such notice shall be written and may be disseminated by mail or electronically as authorized by North Carolina's Electronic Commerce Act (NCGS 66-58.1) and Uniform Electronic Transaction Act (NCGS 66-33-311). Such dissemination of notice shall be deemed to have been given when the same has been either **(a)** addressed to the delegate at the mailing address certified to the

Council as the mailing address of such delegate and deposited, postage prepaid, in the United States mail or **(b)** transmitted electronically to the email address of such delegate theretofore certified to the Council.

The foregoing Bylaws were duly adopted by the Land of Sky Regional Council Board of Delegates at a properly called meeting held on December 9, 2015, and shall be effective upon adoption.



George S. Goosmann, III, Chair of the Council

ATTEST:



Justin B. Hembree, Executive Director