



**Executive Committee  
April 24, 2019  
Land of Sky Regional Council  
339 New Leicester Highway, Suite 140, Asheville, North Carolina 28806**

**AGENDA**

**1. Orientation – Non-Action Items (10:00am)**

- A. Executive Committee/Bylaws
- B. Administration & Finance
- C. Aging & Volunteer Services
- D. Economic & Community Development
- E. Mountain Mobility
- F. Non-Emergency Medicaid Transportation
- G. Workforce Development
- H. FY 19/20 Budget & Brownfields Revolving Loan Financials Adjustment
- I. Other Items/Questions

**2. Call to Order (11:30am)**

**3. Consent Agenda – Action Items**

*Consent Agenda items are considered routine and noncontroversial in nature, and are considered and approved by a single motion and vote. If any member of the Executive Committee requests an item be removed from the Consent Agenda for separate consideration and action, that item will be placed under the Business, Updates and Discussion section of the agenda.*

- A. March 27, 2019 Executive Committee Meeting Minutes

**4. Business, Updates and Discussion – Action Items**

- A. Payroll and Finance Specialist Position
- B. Budget Amendment #3
- C. Closed Session

**5. Other Items**

**6. Adjournment**



## AGENDA ITEM SUMMARY

- Item:** Orientation – 1A, 1B, 1C, 1D, 1E, 1F, 1G, 1H, 1I
- Nature of Item:** Non-Action Item
- Attachment(s):** Land of Sky Regional Council Bylaws
- Staff:** Land of Sky Regional Council Leadership Team
- Background:** Staff will provide an orientation for members of the Executive Committee. This is intended to be an informal briefing and will serve as an opportunity for staff to bring the Executive Committee up to date on various programs and projects. Most importantly, it will allow time for Executive Committee members to ask questions. The following items will be covered during the briefing:
- Role of the Executive Committee/Overview of Council Bylaws
  - Administration and Finance Departments Update
  - Aging and Volunteer Services Departments Update
  - Economic and Community Development Department Update
  - Mountain Mobility Program Update
  - Non-Emergency Medicaid Transportation Program Update
  - Workforce Development Department Update
  - FY 19/20 Budget Planning Overview and Brownfield Revolving Loan Financials Adjustment Update
  - Other Items
- Suggested Motion:** Non-Action Item



## **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



## AGENDA ITEM SUMMARY

- Item:** Consent Agenda – 3A
- Nature of Item:** Action Item
- Attachment(s):** Draft March 27, 2019 Executive Committee Meeting Minutes
- Staff:** Justin Hembree, Executive Director
- Background:** One item is presented for consideration and action as part of the Consent Agenda. Consent Agenda items are considered routine and noncontroversial in nature, and are considered and approved by a single motion and vote.
- If any member of the Executive Committee requests an item be removed from the Consent Agenda for separate consideration and action, that item will be placed under the Business, Updates and Discussion section of the agenda. Staff will provide an overview of each item prior to consideration of approval of the Consent Agenda.
- Suggested Motion:** Move to approve consent agenda.

**Item 3A – March 27, 2019 Executive Committee Meeting Minutes**

Staff: Zia Rufkin, Administrative Support Specialist

Attached are minutes of the March 27, 2019 Executive Committee meeting.

***Staff recommends approval of the minutes as part of the consent agenda.***

**Land of Sky Regional Council  
Executive Committee  
March 27, 2019**

**Minutes**

Land of Sky Regional Council's Executive Committee held a meeting on March 27, 2019 at the offices of Land of Sky Regional Council (LOSRC) located in Asheville, NC. Present for the meeting: George Goosmann, John Mitchell, Patrick Fitzsimmons, and Charles Dickens. Land of Sky staff present: Justin Hembree, Vicki Jennings, Charlotte Sullivan, Deon Lytle, Erica Anderson, and Zia Rifkin (Recording).

**Call to Order** – Mayor Goosmann called the meeting to order at approximately 11:30am.

**Approval of Consent Agenda** – The Consent Agenda items consisting of Minutes of the February 27, 2019 Executive Committee Meeting and Bank Account Signatories & Deputy Finance Directors were presented for consideration.

***John Mitchell moved to approve the consent agenda as presented. Charles Dickens seconded and the motion carried without further discussion.***

**New Business, Discussion & Updates**

Brownfields Program Update

Justin Hembree shared that staff and legal counsel have been working to address and resolve the issues discussed during the February 2019 Executive Committee meeting related to the Brownfield Revolving Loan fund (Chatham Mills). He provided an update on progress. Erica Anderson has drafted a letter noting that the EPA does not want these funds back. The auditors are satisfied that the matter can be resolved and would no longer be an issue with the Local Government Commission in relation to the Council's fund balance. It was noted that Billy Clarke had spoken with the attorney for Chatham Mills who acknowledges that the money is owed to LOSRC. Staff is moving forward with taking appropriate action to ensure this issue is resolved as soon as possible.

***No specific action at this time.***

Strategic Plan Implementation Update

Justin Hembree shared an update on the implementation of the recently adopted Strategic Plan. He noted that interviews are being conducted.

Chair Harris joined the meeting.

Discussion occurred regarding the activities that LOSRC is mandated to do in connection with the funding that the organization receives (WIOA, Older Americans' Act, etc.) and those fee-for-service activities that the organization chooses to do. Justin Hembree noted that the input received so far, has been very insightful. The next step would be an online survey tool, which would gather answers to general questions. Justin Hembree noted that it may be a month or so before the strategic planning survey is released since there are a few other surveys going out from LOSRC in the very near future. He also noted that he would be discussing with the full board the two committees mandated by the strategic plan. The deadline for completing interviews in the region is the end of the third quarter.

***No specific action at this time.***

Justin Hembree shared data compiled by Triangle J Council of Governments about the current tier system in the state in relation to hidden areas of poverty.

Erica Anderson shared a list of the Comprehensive Economic Development Strategy (CEDS) steering committee. This group would help guide the discussion about the update to the CEDS. She noted that outreach is ongoing for additional folks to participate on the steering committee. Chair Harris shared that it would be good to have representation from Mission Health, Advent Health and Pardee on the steering committee, as well.

George Goosmann welcomed Charlotte Sullivan to the Executive Committee.

Chair Harris noted that due to a state law, the Town of Black Mountain is dealing with a matter where the town cannot collect tap fees for the water system until an assessment is completed on water impact fees. Discussion occurred if other local governments were dealing with this issue. Discussion also occurred if there was a more economical way to have the assessment completed than going through a private consulting firm.

#### Adjournment

Chair Harris adjourned the meeting, as there was no further business.



## AGENDA ITEM SUMMARY

- Item:** Payroll and Finance Specialist Position – 4A
- Nature of Item:** Action Item
- Attachment(s):** Payroll and Finance Specialist Job Description
- Staff:** Justin Hembree, Executive Director  
Charlotte Sullivan, Finance Director
- Background:** Rose Sabo, the Council's longtime Payroll Specialist retired this past September. Due to the transition with the Finance Director, Rose's position has not been filled. Rose has been kind enough to work on a part-time basis to ensure the continued operations of our payroll functions. Based on conversations with staff, analysis of workloads, review of job duties, and plans for technology upgrades, staff feels a change to the work duties for the Payroll Specialist Position is needed and justified. This will allow us to ensure more efficient use of the Council's resources and begin training someone to assume new roles as staff retirements take place.
- The attached job description upgrades the Payroll Specialist position to Payroll and Finance Specialist. The red font shows duties that will be added to the position. It is also recommended the position be moved from Grade 20 (\$44,934 midpoint) to Grade 22 (\$49,539 midpoint). Along with this adjustment in grade, staff would like to discuss a pay adjustment with the Executive Committee in Closed Session. Funds are available in the current budget.
- Suggested Motion:** Move to approve establishment of Payroll and Finance Specialist as presented and move to classify position as Grade 22 in the Council's pay plan.

Department: Finance  
Reports to: Finance Director

### General Statement of Duties

The primary purpose of this position is to perform responsible paraprofessional payroll and accounting functions.

### Distinguishing Features of the Class

An employee in this class is responsible for payroll and related payroll tax and retirement plan processes. Emphasis of the work is on developing and following procedures and work processes to ensure accuracy of payroll and compliance with federal and state laws regulating employment, leave, overtime, and Council pay and benefit policies. Work requires a more detailed understanding of the design and functionality of the Council's pay and benefits program and how it is integrated into the Council's accounting and budgeting process. **Work also involves applying established accounting procedures, principles of bookkeeping, and basic fund accounting to the review and processing of accounting documents.** Employees in this class exercise a considerable degree of independence of action on cyclical payroll processing and judgment in the interpretation and application of payroll and benefit policy and practices. Work requires judgment, discretion, and confidentiality when accessing payroll and personnel records. Work is evaluated on attainment of individual performance objectives by regular conferences, observation, feedback from departments and employees, and review of reports.

### Duties and Responsibilities

#### Essential Duties and Tasks

- Manages the biweekly payroll process; pays employees in accordance with payroll laws, regulations and Council policies. Calculates payroll, voluntary and mandatory deductions, and tax withholdings; prints and distributes earning statements; and transmits direct deposits.
- Processes all payroll tax reports and payments, including federal and state income tax and unemployment reports.
- Processes all Local Governmental Employees' Retirement System (LGERS) and 401(k) plan reports and payments.
- Distributes payroll to various general ledger grant codes.
- Coordinates payment and reconciliation of benefit invoices and garnishments with accounts payable and benefit providers.
- Maintains employee database for new hires, rehires, promotions, and terminations, rate changes, income tax withholdings, insurance withholdings, 401(k) withholdings and loans, garnishments, annual and sick leave accruals, PEHP accruals, and other voluntary withholdings.
- Tracks and maintains annual and sick leave accruals, 401(k) eligibility, PEHP plan eligibility and imputed income on group-term life insurance over \$50,000.
- Sets up and maintains deductions and earnings codes in accordance with federal and state tax laws and LGERS and 401(k) plan requirements.
- Prepares monthly journal entry to accrue annual leave, including allocation by general ledger grant code.
- Prepares accrued payroll and accrued annual leave schedules and journal entries for year-end.
- Prepares W-2s and W-3s; reconciles data and reviews for accuracy. Distributes W-2s to employees and submits W-2 copies and W-3 to the Social Security Administration.
- Prepares annual workers compensation insurance audit report.
- Prepares various payroll and retirement reports for annual audit.
- Assists with various annual budget reports.
- Processes wage verification reports and government surveys.
- Distributes management reports, and provides information requested by department heads and employees.
- **Prepares accounting data for entry in to the computer; keys data to include processing of edit list, check edit list, check processing, and other accounting entries.**
- **Researches inquires regarding purchase orders, requisitions, payments, and other accounting issues.**
- **Coordinates with program staff for processing of client payments within specific schedules; creates and sends monthly electronic payments.**
- **Files a variety of records and reports; searches records and reports for historical information.**
- **Compiles and records a variety of fiscal data to create and submit a variety of reports.**

### Additional Job Duties

- Enters/updates vendor information in accounting software system.
- Prepares and submits IRS Form 1099s annually.
- Serves as custodian of petty cash.
- Backs up other finance office staff.
- Performs related duties as required.

### Recruitment and Selection Guidelines

#### Knowledge, Skills, and Abilities

- Considerable knowledge of payroll and benefit principles and practices.
- Considerable knowledge of the laws, rules, and regulations that apply to payroll and benefit policies and practices in the public sector.
- Considerable knowledge of federal and state tax laws and guidelines.
- Considerable knowledge of payroll and accounting software applications.
- Considerable knowledge in record management procedures and practices.
- Considerable knowledge of office practices and procedures in a Finance Department environment.
- **Knowledge of paraprofessional accounting principles and practices.**
- Knowledge of the design and administration of employee insurance and retirement plans.
- **Ability to compile, evaluate, and reconcile a variety of accounting records and reports.**
- Ability to apply basic payroll and accounting principles and practices in problem solving challenges arising in payroll administration.
- Ability to formulate ideas for management leading to enhance payroll and benefit policy, practices, and procedures.
- Ability to maintain the confidentiality of payroll and personnel records.
- Ability to compile, evaluate, and reconcile a variety of accounting records and reports as well as the ability to make arithmetic computations accurately and with reasonable speed.
- Ability to perform a variety of accounting functions and to change priorities quickly and maintain accuracy level.
- Ability to communicate effectively in oral and written forms.
- Ability to set and follow effective work priorities and meet established deadlines.
- Ability to establish and maintain effective working relationships with other staff, department heads, employees, and the general public.
- Skill in the use of office-based computer hardware and software applications including Microsoft Excel.
- Skill in preparing payroll reports for management.
- Accuracy in data entry and ability to proof own work.

#### Organization Conformance Standards for all positions:

- Perform quality work within deadlines with or without direct supervision.
- Interact professionally and courteously with other employees, customers and partners.
- Work effectively as a team contributor on all assignments.
- Understand the necessity to efficiently and effectively interact, communicate and coordinate work efforts with other employees and organizations in an effective manner to accomplish common task.
- Function in highly stressful circumstances.
- Maintain a high level of professionalism and to conduct business in an ethical manner at all times.
- Maintain regular and punctual attendance.

#### Physical Requirements

- Must be able to perform the basic life operational skills of talking, walking, lifting, reaching, standing, fingering, feeling, hearing and repetitive motions.
- Must be able to perform light work exerting up to 20 pounds of force occasionally and or 10 pounds of force frequently to lift, carry, push, pull or otherwise move objects.
- Must possess the visual acuity to prepare data and statistics, to perform accounting, to operate a computer, and to read extensively.

#### Desirable Education and Experience

- Graduation from a two year college with a degree in accounting or related field and considerable experience in payroll administration in a computerized environment; or an equivalent combination of education or experience.
- Experience processing payroll in a North Carolina local government environment.



**AGENDA ITEM SUMMARY**

- Item:** Budget Amendment #3 – 4B
- Nature of Item:** Action Item
- Attachment(s):** None (Amendment Details Provided During Meeting)
- Staff:** Justin Hembree, Executive Director  
Charlotte Sullivan, Finance Director
- Background:** Staff is working on the third budget amendment for the current fiscal year. Detailed information will be provided during the meeting.
- Suggested Motion:** Move to approve FY 18/19 Budget Amendment #3.





## AGENDA ITEM SUMMARY

**Item:** Closed Session – 4C

**Nature of Item:** Action Item

**Attachment(s):** None

**Staff:** Justin Hembree, Executive Director  
Charlotte Sullivan, Finance Director

**Background:** Staff requests the Executive Committee enter closed session as allowed by NC General Statutes to discuss the qualifications, performance, and compensation of an employee.

**Suggested Motion:** TBD