

Land of Sky Regional Council  
October 21, 2015  
Regular Meeting



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

**AGENDA**

- I. Call to Order
- II. Invocation
- III. Pledge of Allegiance
- IV. Roll Call
- V. Modification and Approval of Agenda
- VI. Public Comment
- VII. Recognition of Special Guests
- VIII. Chairman's Comments and Roundtable
- IX. Approval of Minutes from the September Regular Meeting
- X. Consideration and Approval of Consent Agenda Items
  - A. September FY2015 Treasurer's Report
  - B. Minutes of the August Regular Meeting
- XI. Presentations/Recognition
  - A. Proclamation: November is National Family Caregiver Month – Caro McLimans, Family Caregiver Specialist
  - B. Work Ready Communities – Phil Monk, Director of Workforce Development
- XII. Old Business
  - A. Updated and Revised Council Bylaws – Justin Hembree, Executive Director
- XIII. New Business
  - A. LOSRC Board of Delegates Attendance Policy - Justin Hembree, Executive Director
- XIV. Executive Director's Report
  - A. Annual Celebration & Friends of the River Awards Banquet Follow-Up
- XIV. Important Dates
- XV. Adjournment



## COUNCIL AGENDA ITEM

**Subject:** September Council Meeting Minutes

**Item Number:** IX. Approval of Minutes from the September Regular Meeting

**Responsible Party:** Zia Rifkin, Administrative Services

**Attachment(s):** Minutes from the meeting of September 2015

**Background:** Attached is the September 2015 Council meeting minutes.

**Staff Recommendation:** Recommend acceptance of the September meeting minutes.

**Suggested Motion(s):** Move to approve the September meeting minutes as submitted.

Meeting of  
Land of Sky Regional Council  
September 23, 2015

Minutes

- I. Call to Order - George Goosmann called the meeting to order at approximately 1:00pm.
- II. Invocation - The invocation was given by Charles Dickens.
- III. Pledge of Allegiance -
- IV. Roll Call - The Roll was called by Chairman Goosmann. The following delegates were present: Mike Hawkins, George Goosmann, Larry Harris, Anne Coletta, Bob Davy, Dona Mennella, Brenda Mills, John Mitchell, George Morosani, Ryan Cody, Charles Dickens, Kathe Harris. The following guest was present: April Riddle. It was announced that a quorum was not present.
- V. Modification and Approval of Agenda - No action necessary without a quorum.
- VI. Public Comment - No public comment was heard.
- VII. Recognition of Special Guests - Chairman Goosmann recognized April Riddle, the Governor's Western Region Director.
- VIII. Chairman's Comments and Roundtable - Bob Davy- shared that the Town of Fletcher had a get together last Saturday similar to a Heritage day. This has become a popular annual event and includes non-profits, sponsors and vendors. Dona Mennella- shared that the Town of Laurel Park just amended the Commercial Development Ordinance to allow for a micro-brewery. Kathe Harris- introduced her grandson Zachary Stevens who has just graduated high school and will be starting Bible College. Kathe also introduced Jeralie Andrews who is LOS' new RSVP Coordinator for Retired and Senior Volunteers. Ms. Andrews thanked her for the kind words and shared that she is looking forward to working with everyone at LOS. Brenda Mills- shared that the Asheville City Council passed a Living Wage Resolution for its part-time and temporary (contract) staff; the City prepared for and budgeted this increase in wages. And, she shared that one of the jobs she does as an Economic Development Specialist is to run the City's Minority Business Program. A new group will be meeting at the Eddington Center and will focus on networking with minority businesses- October 6<sup>th</sup> is the launch date. Contact Brenda for more information. Anne Coletta- shared that the Village of Flat Rock will hold the first fundraising event for the new park- Fall into Flat Rock which includes a 5-K and a Family Fun Day is coming up on October 17<sup>th</sup> and is put on by the Flat Rock Parks and Recreation Foundation. Pardee UDC Healthcare is a major sponsor for the event. Everyone is welcome. Ryan Cody- shared that the Madison County Fair will begin Thursday and run through Saturday, Art on the Island in Marshall will be on Saturday, the Heritage Festival is coming up in Mars Hills and the Fall tourism season is kicking off. Larry Harris- shared that at the September regular meeting of its Town Board, the Town of Black Mountain adopted an amendment to the existing land use code on non-residential buildings which is safety oriented and should make the ordinance much more effective. The next substantial work of the Town Board will be to address the next phase of the greenway system which is expected to be the most complicated and extensive- some grant funds have been received to assist with its development. John Mitchell- shared that Henderson County and the City of Hendersonville both approved Resolutions regarding the proposed Duke Energy power-line transmission route to follow the existing power-line route. The Resolutions also request that Duke fund a greenway along the route of the power transmission lines; the County is continuing to look for properties to build a law enforcement training facility and the major 9,0000 square foot facility for BRCC/Pardee Hospital is on schedule. The public school system has submitted a letter requesting Capital expenditures. April Riddle- North Carolina has a budget. This budget brought back the Historic Tax Preservation Credit; and dropped the income tax rate from 5.7% to 5.4%. It looks like the Bond Initiative will

be voted on and then those projects can move forward. She also shared that she participated in an event at UNCA with the Chamber and others regarding early childhood education. She noted the issue of some students coming out of high school in need of remediation in order to rise above basic skills deficiency. She also shared that there was an event at the Governor's Western Residence this past weekend for military members and their families. It was a really, really good time for everyone. Charles Dickens- shared that there was restoration in the recently passed State Budget of almost \$1,000,000 to the funding for the Home and Community Care Block Grant- a share of which will come to this region. While not a large increase, it will be helpful. Next STHL will be on October 8-9 which will necessitate that the Aging Advisory Council be rescheduled to October 29<sup>th</sup> in Hendersonville. A meeting of the STIHL delegates/alternates was convened this past Friday in order to prepare the next round of resolutions which STHL will present to the General Assembly next year. Darhyl Boone- shared that Mars Hill will be hosting a Heritage Festival on October 2<sup>nd</sup> which is also the date of the Homecoming football game at Mars Hill University. An auction, which will benefit the Shriner's Hospital, will be held on October 2<sup>nd</sup> too. The Greenway project is beginning (Phase I) and the Town is also working on connectors off the sidewalk system. He shared also that the Town will be replacing the police chief very soon and a fire chief too. George Goosmann- shared that the Town of Biltmore Forest passed a Resolution on the short term rentals to disallow those.

IX. Approval of Minutes from the August Regular Meeting - No action taken.

X. Consideration and Approval of Consent Agenda Items - No action taken.

A. August FY2015 Treasurer's Report

B. CEDS Adoption (See Executive Committee Minutes)

XI. Presentations/Recognition -

A. North Carolina's CDBG Infrastructure Program -

Justin Hembree provided the CDBG presentation to Council (attached). He shared that North Carolina's Community Development Block Grant (CDBG) Program is a 100% federally funded program, passed through the State, and is intended to help counties and municipalities meet critical and unmet community needs. While the General Assembly made some very significant reforms to the way the CDBG program is run there were unintended consequences to those changes including that the western region of the State still does not receive an equitable level of the CDBG funds. The Department of Commerce retains the CDBG funds which are directed towards job creation and economic development and DENR now administers the CDBG funds which pertain to water and sewer. Entitlement Areas (City of Asheville, for example) are able to draw their CDBG funds directly from the Feds. Non-entitlement areas must still work through the State's CDBG process which is burdensome due to a lot of bureaucracy and regulations.

Discussion occurred regarding whether the COGs in the eastern part of the State are developing CDBG grant applications and it was shared that many of those entities do not as the private engineering/consulting firms are doing that. It was also shared that even after the CDBG grants were reformed, it has been a continuation of the same situation that the western region of the State faced prior to reform. Mr. Hembree also noted that CDBG funds can no longer be used for housing which is why LOS no longer runs the Scattered Housing Grants that were once available in the four-county region. Mr. Hembree shared that we really want to start a dialogue with the General Assembly to help to resolve this long-standing issue.

In response to delegates asking how we can obtain the CDBG funds, Karen Kiehna shared that applications require a high level of duties (including engineering studies) and if an application for CDBG funds is missing some component, then it will not be considered at all. There are so many nuances to this program to have a complete and well developed application. Mr. Hembree stated that more information will be provided as we move forward with an attempt to make the distribution of these funds more equitable.

XII. Old Business -

XIII. New Business -

A. LOSRC Board of Delegates Attendance Policy - Mr. Hembree shared that during a conversation at the Executive Committee meeting it was suggested to change some of the wording to the proposed attendance policy for delegates. With that in mind, the Board of Delegates Attendance Policy will be re-done and redistributed prior to the October meeting.

B. Updated and Revised Council Bylaws - Mr. Hembree communicated that Council would find the draft revised Bylaws in their agenda packet along with the old Bylaws and a memo describing the proposed changes to those.

George Morosani requested that a summary of the changes to the Bylaws be provided to the full Board of Delegates and he shared a concern: to assure that whatever is used for the basis of a quorum takes into account every type of member in order for there to be shared responsibility for attendance. Discussion occurred regarding the need to rotate out the delegates that have not been attending. Ms. Harris shared that in looking over the composition of the Executive Committee, she would like the Aging/Volunteer Programs to be included on that Committee as those programs pull in over 50% of the funding utilized by LOS.

XIV. Executive Director's Report -

A. Annual Celebration & Friends of the River Awards Banquet - Mr. Hembree reminded everyone that the event is coming up on October 14, 2015 at the Asheville Ballroom and Dance Centre with the Reception beginning at 6:00pm (Dinner at 7:00pm). Joe McKinney will be a keynote speaker for the event. Everyone was encouraged to put the event on their calendars and to attend, if possible.

Danna Stansbury mentioned that registration for the Annual Celebration/Friends of the River Awards Banquet is entirely online this year. There is a link to register on the LOS website.

Mr. Hembree mentioned the Weekly Bulletin and also shared that delegates were welcome to email information to him for inclusion in the weekly emailed bulletin. He mentioned that the January 2016 Council meeting will be held at the Historic Courthouse in Henderson County.

George Morosani expressed that Erica Anderson is to be commended for all of her hard work on the CEDS, which is now in its final form.

XIV. Important Dates - George Goosmann again reminded everyone that the Annual Celebration and Friends of the River Awards Banquet was coming up on October 14<sup>th</sup> at the Asheville Ballroom. He also shared that the October Council meeting will be held on the third Wednesday (21<sup>st</sup>) in October beginning at 1:00pm. No Council meeting will be held in November and the December Council meeting will be held on December 9<sup>th</sup> starting at 1:00pm.

XV. Adjournment - George Goosmann adjourned the meeting.



## COUNCIL AGENDA ITEM

- Subject:** September FY2015 Treasurer's Report
- Item Number:** X. Consent Agenda, Item A
- Responsible Party:** Vickie Thomas, Finance Director
- Attachment(s):** September FY2015 Treasurer's Report
- Background:** Attached is the September FY2015 Treasurer's Report. The report outlines year-to-date revenues and expenditures. Also included is cash balance information, fund balance reporting, and member dues information.
- Staff Recommendation:** Recommend acceptance of September's FY2015 Treasurer's Report.
- Suggested Motion(s):** The Treasurer's Report, if not pulled, will be accepted as part of the motion to approve the Consent Agenda.

**Land of Sky Regional Council  
Treasurer's Report  
September, 2015**

	<u>Amount</u>	<u>% of Budget</u>
<b><u>YTD Report of Receipts &amp; Expenditures</u></b>		
Total Annual Budget	\$ 12,922,791	
Year-to-Date Revenues	\$ 2,091,489	16.18%
Year-to-Date Expenditures	(1,902,874)	14.72%
Grant/Contract Cash Balance	<u>\$ 188,615</u>	
Year-to-Date Target Percent		25.00%

**Cash Balance Report**

Total Cash Balance at 9/1	\$ 1,168,851
Cash Received during month	1,125,952
Cash Expenditures for month	<u>(977,152)</u>
Total Cash Balance at 9/30	<u>\$ 1,317,651</u>

**Fund Balance Report at 6/30/14 (Audited)**

Unassigned	\$ 637,893
Nonspendable	450
Assigned for subsequent year's expenditures	304,599
Stabilization by State Statute	20,726
Total Fund Balance	<u>\$ 963,668</u>

**Assessments (Dues) Report**

YTD Billed to Member Governments, 1st quarter	\$ 54,573
Collected to Date	<u>(54,573)</u>
Balance Due	<u>\$ -</u>



## COUNCIL AGENDA ITEM

**Subject:** Council Meeting Minutes (August)

**Item Number:** X. Consent Agenda; Item B.

**Responsible Party:** Zia Rifkin, Administrative Services

**Attachment(s):** None

**Background:**

**Staff Recommendation:** Recommend acceptance of the August meeting minutes.

**Suggested Motion(s):** If not pulled, the meeting minutes will be accepted as part of the motion to approve the Consent Agenda.



## COUNCIL AGENDA ITEM

- Subject:** National Family Caregiver Month
- Item Number:** XI. Presentations/Recognition, Item A.
- Responsible Party:** Carol McLimans, Family Caregiver Specialist
- Attachment(s):**
- Background:** Land of Sky Regional Council recognizes National Family Caregiver Month during the month of November, 2015, and encourages every resident within Buncombe, Henderson, Madison, and Transylvania counties to recognize and support family caregivers for the valuable contributions they make.
- Staff Recommendation:** Chairman signature on the Family Caregiver Month Proclamation.
- Suggested Motion(s):** None



## COUNCIL AGENDA ITEM

**Subject:** Work Ready Communities Certification

**Item Number:** XI. Presentations/Recognition; Item B.

**Responsible Party:** Phil Monk, Workforce Development Director

**Attachment(s):**

**Background:** The NC Works Commission has established as part of its statewide plan that workforce development systems in all North Carolina counties will achieve the criteria established to be certified as "Work Ready Communities". The criteria to be certified as a "Work Ready Community" are: (1) the county must have certain percentages of its high school graduates, unemployed residents and employed workers that have earned the "National Career Readiness Certificate" (NCRC). The NCRC is earned by successfully completing three standardized tests- Applied Mathematics, Reading for Information and Locating Information. These tests provide levels of proficiency in the foundational skills for employment. (2) A percentage of the businesses in the county must sign-up as recognizing the value of the NCRC. (3) Local governments and county governments must pass resolutions or submit letters stating that they recognize the value of the NCRC.

**Staff Recommendation:** This is advanced notice of upcoming requests for resolutions from local governments regarding the recognition of the National Career Readiness Certificate.

The Workforce System (the Workforce Board, Community Colleges, Career Centers, local school systems' Career and Technical Education programs and Vocational Rehabilitation) in each County will be applying to become Certified WorkReady Communities in the next year or so. When the applications are submitted representatives from the Workforce System will be asking for resolutions from the counties and municipalities stating that they will recognize the National Career Readiness Certificate.

**Suggested Motion(s):** None



## COUNCIL AGENDA ITEM

**Subject:** Updated & Revised Council Bylaws

**Item Number:** XII. Old Business; Item A.

**Responsible Party:** Justin Hembree, Executive Director

**Attachment(s):**

- 1) Updated & Revised Bylaws
- 2) Current Bylaws
- 3) Presentation

**Background:** Land of Sky Regional Council's current Bylaws were written in the early 1970s. Although there have been amendments over the past 40 plus years, it appears, based on a review of Council records, there has never been a comprehensive update of the Bylaws. Understanding that good governance begins with good governing documents; Council staff has spent the past six months reviewing the current Bylaws and drafting an updated and revised set of Bylaws that, we feel, will better serve the organization and allow for more efficient and effective governance of the Council.

**Staff Recommendation:** Approval of updated and revised Bylaws.

**Suggested Motion(s):** Motion to approve updated and revised Bylaws.

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## CHARTER & BYLAWS

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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

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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.

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- C. **State and Federal Grants** – The Council shall apply for and receive state and federal.
- 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.

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**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 October 21, 2015.

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George S. Goosmann, III, Chair of the Council

**ATTEST:**

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Justin B. Hembree, Executive Director

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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 know 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 know 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.

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- 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."

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- E. **Alternate or Alternate Delegate** – A person that has been designated to represent their organization on the Council's Board of Delegates in the absence of the organization'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.

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- 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 nominated by each member county government and appointed by the Executive Committee 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.

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5. A person appointed by the Executive Committee to ensure representation of the French Broad River Metropolitan Planning Organization.
6. A person appointed by the Executive Committee to ensure representation of the Land of Sky Rural Planning Organization.
7. A person appointed by the Executive Committee to ensure representation of regional workforce development interests.
9. A town, city, or county manager/administrator from one of the member jurisdictions appointed by the Executive Committee to ensure representation of the region's professional local government managers.
10. 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 one member of their governing board or staff to serve as their alternate delegate for a term of one year. The certified delegate and alternate 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.

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- 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. **Expenses** – Members of the Board of the 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 shall be compensated on a monthly for his/her service to the Council in an amount determined and approved by the Executive Committee.

### **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.
- 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.

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**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.

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- 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 composed 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.

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- 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 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 meeting of the Executive Committee shall be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws. The Chair, or if absent, then the Vice-Chair, then the Secretary, then the Treasurer, in descending order, shall preside over all meetings of the Executive Committee.
  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 three 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.

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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. **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.

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**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.

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- 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.

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**XII. Indemnification**

Any person who at any time serves or has served as a 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 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**

Whenever 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 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 October 21, 2015, and shall be effective upon adoption.

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George S. Goosmann, III, Chair of the Council

**ATTEST:**

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Justin B. Hembree, Executive Director

# LAND-OF-SKY REGIONAL COUNCIL

## BY-LAWS

### Article I

#### Name

#### Section 1.

The name of this organization shall be the Land-of-Sky Regional Council.

### Article II

#### Geographic Region

#### Section 1.

The geographic jurisdiction within which the Land-of-Sky Regional Council will function shall be Buncombe, Henderson Madison & Transylvania Counties, "Region B" of the State of North Carolina.

### Article III

#### Purpose and Objectives

#### Section 1.

The purpose and objectives of this Council are the following:

1. To provide a forum for local leaders to collaborate on issues of regional importance.
2. To foster desirable social, cultural, ecological, and economic conditions within the region.
3. To provide technical support and consultation in the development of regional plans. comment and coordination concerning applications for state and federal aid for many types of projects and programs having an impact upon the region.
4. To promote joint federal, state, and local efforts to provide for the orderly long-term development of the region.

### Article IV

#### Offices

#### Section 1.

The principal office of the Council shall be located within Region B of the State of North Carolina.

#### Section 2.

The Council may also have and maintain such other offices or places of business at other locations within the region that its members deem necessary.

Article V  
Membership and Voting

Section 1.

Membership in the Land-of-Sky Regional Council shall be open to all counties and municipalities located within the geographical confines of Region B of the State of North Carolina.

Section 2.

Each member government of the Council shall appoint two (2) delegates – one (1) primary delegate and one (1) alternate. The primary delegate shall be an elected official of the member government he/she represents. It is encouraged that the primary delegate be the chief elected official of the government he/she represents. The alternate delegate is given voting privileges only in the absence of the primary delegate.

Should the primary delegate cease to be an elected official of the government he/she represents on the Council, his/her membership shall terminate. In this event, the local governing board shall appoint a new primary delegate.

Delegates shall serve on the Council at the pleasure of the local governing board without a fixed term.

Each county government shall also be entitled to appoint one (1) delegate to represent economic development interests in that county. This economic development delegate may appoint an alternate delegate to represent economic development interests in his/her absence. This alternate delegate shall have voting privileges only in the event of absence of the economic development delegate.

The Chairs of the Aging Advisory Council and the Senior Volunteer Services Advisory Council shall also be voting delegates of the Land-of-Sky Regional Council.

In addition, four (4) at-large delegates will be appointed by the Land-of-Sky Board to ensure representation of minority interests in Region B.

Section 3.

Each delegation shall normally have one (1) vote in the deliberations of the Council, except when a weighted vote is called. Delegation votes may be exercised by either the primary or secondary member. A weighted vote may be called by any primary member. In weighted voting procedures, each person entitled to vote shall have one (1) vote, except as follows. For a weighted vote, each county primary or secondary member shall cast two (2) weighted votes for counties of less than 49,999 population, four (4) weighted votes for counties of 50,000 to 99,999 and six (6) weighted votes for counties of 100,000 or more.

Article VI  
Meetings

Section 1.

There shall be an annual meeting of the Council for the purpose of electing officers of Land-of-Sky Regional Council, the Executive Committee, and the at-large members to represent minority interests. The meeting shall be held at the principal offices of the Council each year in the month of January.

Section 2.

Monthly meetings shall be held at a time and place designated by the Chairman, usually on the fourth (4<sup>th</sup>) Wednesday of each month. Exceptions to the fourth (4<sup>th</sup>) Wednesday may be made by announcing an alternate time at the meeting immediately preceding and providing notice of the change when the meeting notice is mailed.

Section 3.

Special meetings may be called by the Chairman at any time or place within the region by giving five (5) days written notice to the Council members, together with an outline of the business to be acted upon.

Section 4.

For the purposes of conducting business, a quorum shall be defined as attendance of greater than fifty percent (50%) of the membership.

Section 5

All meetings shall be conducted in accordance with Roberts Rules of Order (newly revised), unless modified from time to time by action of the Council.

Article VII  
Budgets

Section 1.

The Council shall prepare an annual budget for presentation to the member governments. Each county shall contribute a share proportionate to the county's proportionate share of the region's population as determined by the most recent decennial census. Municipal shares shall be determined within each county in a method mutually agreeable to the municipalities and county in which said municipalities are located.

Section 2.

The annual budget shall show proposed cash outlays for all operation expenses, capital equipment, and improvements. Each item of expenditure shall be justified and explained in appropriate detail. The budget shall show in-kind contributions. The budget shall contain a description of all revenues to include appropriations from member governments, in-kind contributions, and federal and state aid.

Section 3.

The fiscal year for this Council shall be from July 1 through June 30.

Article VIII  
Executive Committee

Section 1.

The Executive Committee shall consist seven (7) members selected by the membership of Land-of-Sky Regional Council: four (4) primary members (and alternates) selected to represent the interest of each county and three (3) at large members, one (1) of which shall be chosen in a manner consistent with representation of minority interests in Region B. All members of the Executive Committee must be delegates of the Land-of-Sky Regional Council. A primary member of the Executive Committee must be an elected official on a governing board of a member government in Region B. Alternates are given voting privileges on the Executive Committee only in the absence of the primary member from the respective county. At least two (2) of the at-large members should be elected officials on a governing board of a municipal government in Region B.

The Executive Committee shall be chosen from among the Council members in a manner which precludes any member government from having more than one representative on the Executive Committee.

Section 2.

The officers and Executive Committee in place at the time of adoption of these amended by-laws shall continue to serve until the next annual meeting.

Section 3.

The Executive Committee shall have and may execute all the powers and duties of the Council between meetings of the Council but any actions thus taken by the Executive Committee shall be reported to the Council at the next regular meeting.

Section 4.

Vacancies on the Executive Committee arising from any cause may be filled by the Council at any regular or special meeting.

Article IX  
Officers

Section 1.

The principal officers of the Land-of-Sky Regional Council shall consist of Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, and Treasurer. The officers shall serve for a term of one (1) year. Officers may be elected to successive terms of office. Only Executive Committee members who are elected officials on member governments governing boards are eligible to serve as an officer of Land-of-Sky Regional Council.

Section 2.

In addition to the Council officers and Executive Committee members above named, an Executive Director shall be employed to conduct the major business activities of the Council. Said Executive Director will be appointed by the Council to serve on a permanent basis, but may be removed at any time, with or without cause, by an affirmative vote of a majority of all Council members.

Section 3.

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

Section 4.

Executive Committee meetings shall be held monthly prior to Council meetings at a time and place designated by the Chairman, usually the fourth (4<sup>th</sup>) Wednesday of each month. Exceptions to this are: no Council Meetings are held in the months of July and November; and December's meeting date is determined in October.

Section 5.

For the purposes of conducting business of the Executive Committee, a quorum shall be defined as attendance of greater than three (3) members.

Article X  
Duties of Officers

Section 1.

The Chairman of the Council shall:

1. Preside at all meetings of the Executive Committee and all regular and special meetings of the Council.

2. See that all orders and resolutions of the Council are carried out and provide general supervision to all officers.
3. Execute conveyances, bonds, notes, contracts, and agreements authorized by the Council.
4. Appoint work committees as may be directed by the Council.
5. Represent the Council at various public meetings, committee meetings, cooperating agency meetings, and other meetings at which Council affairs may be discussed and considered.
6. Carry on a variety of public relations activities, such as speaking before citizen groups, holding new conferences, and radio and television interviews, where Council proposals, programs, and accomplishments may be discussed.

#### Section 2.

The First Vice-Chairman of the Council shall perform the duties of the Chairman in his/her absence.

#### Section 3.

The Second Vice-Chairman of the Council shall perform the duties of the Chairman in the absence of both the Chairman and the First Vice-Chairman.

#### Section 4.

The Secretary of the Council shall keep or arrange for the keeping of minutes of all regular and special meetings of the Council and record all votes on Council questions. Said minutes shall be mailed to the members of the Council at least five (5) days prior to the date of the next regular meeting. Upon reading and approval of the minutes by the Council, they shall be filed in books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Council and shall perform such other duties as may be prescribed by the Council or by the Chairman.

#### Section 5.

The Treasurer shall perform all the duties usually performed by a Treasurer and, as such, he/she shall oversee arrangements to collect, receive, and hold all monies of the Council, endorse and collect any negotiable instruments and disbursements. He/she shall assure that a special bank account is maintained in the name of the Land-of-Sky Regional Council. He/she shall arrange for the preparation and distribution to the Council members of a monthly analysis giving a summary of receipts and expenditures for each month and for the fiscal year-to-date, and he/she shall submit his/her accounts for audit prior to the Annual Meeting. He/She shall Countersign all checks for disbursement of funds as authorized by the Council, or formally arrange to delegate the authorized to countersign such checks to the Executive Director.

#### Section 6.

The Executive Director of the Council shall:

1. Maintain and manage the business office of the Council.
2. Be custodian of all Council property and records.
3. Conduct the correspondence of the Council.
4. Assist the Council officers and Committee Chairman in carrying out their duties as may be appropriate.

5. Attend all Council meetings and be prepared to report on any and all business, activities, meetings, proposals, cooperative endeavors, etc., in which the Council is currently engaged or may be in the process of developing.
6. Maintain close personal contact with representatives of federal, state, and local agencies which currently are, or subsequently will be cooperatively involved in accomplishing the objectives of the Council.
7. Acquire a working knowledge of the laws, regulations, and procedures which govern the above federal, state, and local agencies in order that the Council may take full advantage of opportunities presented for joint endeavors.
8. Prepare annual budgets for consideration and adoption by the Council.
9. Prepare annual reports showing activities and accomplishments that contribute toward Council objectives, together with audited reports of receipts and expenditures for distribution to the respective governing boards of member governments.
10. Be responsible for carrying out all orders and directives issued by the Council or by the Chairman under whose supervision he/she shall work.
11. Appoint, and when necessary for the good of the organization, suspend or remove employees in accordance with personnel policies.
12. Direct and supervise the administration of all departments within the organization.

## Article XI Compensation

### Section 1.

If provided for in the budget, all members of the Council except the Chairman may be paid on a per diem and mileage basis for time officially devoted to the Council's business, including Council meetings, budget hearings in the various counties, and other meetings or activities as may from time to time be authorized by the Council. The per diem and mileage rates shall be in accordance with the Council's Personnel Policy Manual.

### Section 2.

In addition to the per diem and mileage compensation above provided, the Chairman of the Council shall be allotted a sum in the amount of \$150 per month. Said allotment will constitute an expense allowance for work performed as outlined under Duties of Officers. Said duties shall not demand more than an average of five (5) meetings or public appearances per month.

### Section 3.

Compensation for the Executive Director of the Council shall be determined by the Council at the time of employment and may be changed from time to time by the Council.

### Section 4.

Authorized Council expenses and expense accounts shall be submitted to the Executive Director for approval before payment.

Article XII

Indemnification

Section 1.

Any person who at any time serves or has served as a 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 or her actions on behalf of the Council in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment or any settlement approved by the Council for which such person may become liable in any such acts of any 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

Amendments

Section 1.

Amendments to these by-laws must be submitted in writing at least one (1) regular meeting in advance of the meeting at which they shall be voted upon. Proposed amendments meeting this condition may be adopted at any regular or special meeting of the Council by a two-thirds (2/3) majority vote of the Council.

Article XIV

All matters and things not specifically designated or delegated herein shall be subject to the action of the Council.

These By-laws were adopted 15 December 1971.

Article VII, Section 1.  
Amended June 28, 1972

Ray Miller  
Chairman

Article VI, Section 2, 3, 4.  
Amended January 24, 1973

12-7-2005  
Date

Name Change.  
Amended July 17, 1974

Eddie Fox  
Secretary

Article VI, Section 1, 2.  
Amended August 21, 1974

12-7-2005  
Date

Article V, Section 2;  
Article VII, Section 2;  
Article VII, Section 1, 2, 3, 5, & 6;  
Article X, Section 1.  
Amended July 27, 1983

Article V, Section 2;  
Article XI, Indemnification;  
Article XII – renumbered (was XI);  
Article XIII – renumbered (was XII);  
Article V, Title Change, Section 2 and addition of Section 3;  
Article IV, Section 1, 2, and 4;  
Article VIII, Title Change, and Section 1, 2, and 3;

Article IX, Section 5;  
Article X, Section 1;  
Article XII, Section 1.  
Amended May 23, 1990

Article VIII, Section 1;  
Article VIII, Section 6;  
Article VIII, Section 7;  
Article IX, Section 6.5;  
    Add 6.11-12  
Article X, Section 3.  
Amended May 28, 2003

Article V, Section 2  
Amended April 27, 2004

Article II, Section 1  
Article III, Section 1  
Article IV, Section 1  
Article V, Section 1, 2, and 3  
Article VI, Section 1, 4, and 5  
Article VII, Section 2  
Article VIII, Section 1, 2, 3, and 4  
Article IX, Section 1, 2, 3, 4, and 5 were added  
Article X, Section 1, 2, 3, 4, 5, and 6  
Article XI, Section 1  
Article XII, Section 1  
Article XIII  
Article XIV  
Amended December 7, 2005



# Proposed Updated & Revised Bylaws



Justin B. Hembree  
Executive Director  
[justin@landofsky.org](mailto:justin@landofsky.org)  
828.251.6622



## Overview

Land of Sky's current Bylaws were written in the early 1970s. Based on a review of Council records, there has not been a comprehensive update of the Bylaws in quite some time.

**Good governance begins with good governing documents.**



## Purpose

The purpose of this presentation is to provide an overview of the provisions included in the proposed updated and revised Bylaws.



## Charter

### Pages 2, 3, 4 and 5

The Charter included as part of the Bylaws document is based on NC General Statutes and has previously been adopted by our member governments. With approval of the Bylaws document, the Charter will be reconfirmed as a matter of administrative process. However, there are no changes to the Charter.



## General Note

### Page 6

The first paragraph of the Bylaws notes that Land of Sky is organized under and exists as allowed by North Carolina law and that, if adopted, the new Bylaws will replace all previously adopted Bylaws.



## Preamble

### Page 6

The current set of Bylaws does not include a Preamble.



## Organization

### Page 6

Article I states the name of the organization, notes that the Council is a voluntary association of local governments and states that the Council is organized under and derives its powers from North Carolina General Statutes. Like counties and municipalities, regional councils of government are creatures of the State.



## Objectives & Purposes

### Pages 6 and 7

Article II expands the listing of objectives and purposes included in the current Bylaws to better reflect the work undertaken by the Council.



## Definitions

### Page 7

Definitions included in the draft Bylaws clarify some terms that may have caused past confusion. New definitions are also included.



## Definitions

### Page 7

In the proposed Bylaws:

“Council” refers to the organization as a whole, not the governing body.

A definition for “Affiliate Member” is included.

The governing body of the Council is named “Board of Delegates.”



## Membership

### Page 8

Article IV identifies the current members of the Council, outlines the process for the admission of new members, addresses affiliate membership and outlines the procedure for membership withdrawal.



## Membership

### Page 8

Under the proposed Bylaws, any municipal or county government in North Carolina is eligible for full Council membership. Membership is not limited to the current four-county region. This is to allow for any possible future mergers or consolidations with other regional councils of government.



## Membership

### Page 9

The draft Bylaws allow for affiliate members. Affiliate membership is at the will of the Board of Delegates and affiliate members are not allowed to vote on matters being considered by the Board of Delegates.



## Membership

### Page 9

The process for membership withdrawal included in the proposed Bylaws is in compliance with North Carolina General Statutes. Under the proposed Bylaws, members may terminate their membership at the end of any fiscal year if proper notice is given no later than January 1 of the year in which withdrawal is intended. It is our hope this provision will never be needed.



## Board of Delegates

### Page 9

As previously noted, under the proposed Bylaws, the name of the Council's governing body is "the Board of Delegates," currently referred to as "the Council," "the Board" or "the Full Board." Article V names the membership of the Board of Delegates, outlines the process for certifying delegates and contains other information related to the activities of the Board of Delegates.



## Board of Delegates

### Page 9

As with the current Bylaws, the proposed Bylaws calls for one delegate and one alternate delegate to be appointed by each member governments' governing bodies. Delegates must be elected officials. Alternate delegates may be either elected officials or local government staff members. Thus, the vast majority of the membership of the Board of Delegates will be held by local elected officials.



## Board of Delegates

### Page 9

The current Bylaws sets aside four members, one from each county, appointed by their respective county governing boards to represent economic development interests. Under the proposed Bylaws, each county would continue to have an economic development representative on the Board of Delegates. However, these representatives would be nominated by their county governing board and appointed by the Land of Sky Executive Committee.



## Board of Delegates

### Page 9

As with the current Bylaws, the proposed Bylaws call for a Board of Delegates representative from both the Advisory Council on Aging and the Senior Volunteer Services Advisory Committee to be appointed by the Executive Committee. Also unchanged from the current Bylaws, the proposed Bylaws call for four persons, appointed by the Executive Committee, to represent regional minority interests.



## Board of Delegates

### Page 10

Four new Board of Delegate positions appointed by the Executive Committee are established under the draft Bylaws. These include members representing the French Board Metropolitan Planning Organization (MPO), the Land of Sky Rural Planning Organization (RPO), regional workforce development interests and a town, city or county manager/administrator to represent the region's professional local government managers.



## Board of Delegates

Under the draft Bylaws, there are 33 members of the Board of Delegates – 19 local government appointees, four economic development representatives, four minority interest representatives, one Advisory Council on Aging representative, one Senior Volunteer Services Advisory Council representative, one MPO representative, one RPO representative, one workforce development representative and one professional local government management representative.



## Board of Delegates

In order to address issues related to attendance and establishing a quorum, the Executive Committee is recommending an attendance policy as a separate, stand-alone policy. Hopefully, this will address the attendance issues experienced during the past year.



## Board of Delegates

### Page 10

The proposed Bylaws establish a formal process for the certification of delegates and alternate delegates by their respective governing bodies. If approved, staff will develop a standard certification worksheet to be used by member governments.



## Board of Delegates

### Page 10

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## Board of Delegates

### Page 10

As with the current Bylaws, each member of the Board of Delegates is entitled to one vote on matters before the Board of Delegates.



## Officers

### Page 11

The current Bylaws call for five officers of the Council – the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary and the Treasurer. The proposed Bylaws reduce the number of officers to four – Chair, Vice-Chair, Secretary and Treasurer. As with the current Bylaws, officers must be local elected officials and serve one-year terms beginning in March. Unlike the current Bylaws, officers are required to have served at least one full year on the Board of Delegates.



## Officers

### Page 11

The proposed Bylaws formally call for the annual establishment of a Nominating Committee to work to develop a slate of candidates for Council offices and the Executive Committee. Nominating Committee members cannot be current members of the Executive Committee.



## Officers

### Page 12 and 13

The proposed Bylaws update the duties of Council officers to better reflect actual activities and expectations for officers of an organization that is professionally staffed.



## Officers

### Page 13

The proposed Bylaws states that Council officers serving at the time of adoption of these Bylaws shall continue to serve until the next Annual Meeting (March 2016) or until their successors are elected.



## Executive Committee

The Article in the current Bylaws related to the Executive Committee is, in staff's opinion, somewhat confusing. Currently, the Council's Bylaws call for primary members, alternate members and membership requirements that in some cases can make it extremely difficult to fill positions on the Executive Committee. The current Bylaws call for seven seats on the Executive Committee, not counting alternates.



## Executive Committee

The proposed Bylaws establish nine seats on the Executive Committee – the Chair, the Vice-Chair, the Secretary, the Treasurer, a Board of Delegates member appointed by a county government, a Board of Delegates member appointed by a municipal government, a Past Chair, a Board of Delegates member appointed to represent minority interests and one of the Board of Delegates members that represents either the Aging Advisory Council or Volunteer Services Advisory Council.



## Executive Committee

With the exception of the minority interest and Aging Advisory Council/Volunteer Services Advisory Council representatives, at the time of election all members of the Executive Committee are required to have served for at least one full year as a member of the Board of Delegates.



## Executive Committee

Under the proposed Bylaws, the officers of the Council, the county government representative and the municipal government representative cannot be alternate members of the Board of Delegates. Therefore, seven of the nine members of the Executive Committee in the draft Bylaws are local elected officials. As with the current Bylaws, no one member government can have more than one delegate on the Executive Committee.



## Executive Committee

In order to address recent issues related to vacancies on the Executive Committee, the proposed Bylaws allow the Executive Committee to fill vacancies for the terms in questions.



## Executive Committee

The proposed Bylaws clarify and expand the duties and responsibilities of the Executive Committee. Under the draft Bylaws, the Executive Committee is responsible for overseeing the budget after it is adopted by the Board of Delegates, responsible for making budget amendments to ensure compliance with North Carolina law and to meet the needs of the organization, responsible for hiring, firing and setting the salary of the Executive Director, and responsible for approving and enacting policies to ensure sound operation of the Council. The Executive Committee may not adopt the annual budget or approve member dues or assessments. These items must be approved by the Board of Delegates.



## 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 (March 2016) or until their successors are elected.



## Committees

### Page 15

Article VIII allows the Executive Committee to establish standing advisory committees. With the exception of the Nominating Committee, the Vice-Chair serves as a member of all standing committees established by the Executive Committee. This Article also allows the Chair to establish ad hoc committees as may be required from time to time.



## Executive Director

### Page 16

Article IX establishes the duties of the Executive Director and allows the Executive Committee to adjust the salary of the Executive Director. The duties of the Executive Director outlined in the proposed Bylaws are very similar to the duties established through North Carolina General Statutes for county and municipal managers. Language in this Article is intended to ensure that, as much as possible, the Council operates in the same manner as counties and municipalities that have adopted the council/manager form of government. As with council/manager governments, the Executive Director serves as the Council's Budget Officer.



## General Finance & Contract Provisions

### Page 16

Article X outlines some general items related to the operations of the Council and ensures that activities and processes are in compliance with North Carolina law.



## Amendment of Bylaws

### Page 17

Article XI provides a process for amending the Bylaws and includes fairly standard language.



## Indemnification

### Page 18

Article XII includes a standard indemnification statement for Council members, officers, employees, volunteers and other agents of the Council.



## Notices

### Page 18

Article XIII outlines procedures for the Council to follow when required to provide formal notice of an item or activity.



# Questions?



## COUNCIL AGENDA ITEM

- Subject:** Council Attendance Policy
- Item Number:** XIII. New Business; Item A.
- Responsible Party:** Justin Hembree
- Attachment(s):** Proposed Policy
- Background:** The Executive Committee has reviewed the attached policy and recommends it for adoption by the full Board.
- Staff Recommendation:** Approval.
- Suggested Motion(s):** Move to approve the Board of Delegates Attendance Policy.



## **Land of Sky Regional Council Board of Delegates Meeting Attendance Policy**

### **Purpose**

This policy is intended to support the full contribution of all members of the Board of Delegates and Land of Sky Regional Council's member governments. For the purposes of this policy, "member" refers to the unit of local government. Therefore, attendance of primary delegates and/or alternate delegates is considered when analyzing attendance. In the case of other appointees to the Board of Delegates, "member" refers to the appointed individual.

### **Definition of Attendance Problem**

A board attendance problem occurs if any of the following conditions exist in regard to a board member's attendance at board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not notify staff before a regular board meeting to indicate they would be absent from the upcoming meeting).
2. The member has three notified absences in a row.
3. The member misses five of the total number of regular board meetings in a consecutive 12 month period.

### **Response to Attendance Problem**

If an attendance problem is identified, the appointing authority will be notified. The appointing authority and the Council will work to develop a suitable solution for both the appointing authority and the Council. After an attendance problem is identified, the position for the member in question shall be declared vacant and the position will not be used in relation to the calculation of a quorum.

### **Approved**

By the Board of Delegates on October 21, 2015



## COUNCIL AGENDA ITEM

**Subject:** Executive Director's Report

**Item Number:** XIV. Executive Director's Report

**Responsible Party:** Justin Hembree, Executive Director

**Attachment(s):**

**Background:** The following item will be presented as part of the Executive Director's Report:  
A. Follow-Up to Annual Celebration & Friend's of the River Awards Banquet

**Staff Recommendation:** N/A.

**Suggested Motion(s):** N/A