



Bylaws of the Naugatuck Valley Council of Governments

**Preliminarily Adopted by the Council
November 20, 2024**

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Article I: Organization

A. Name

The name of the organization is the Naugatuck Valley Council of Governments, also referred to as "Council" or "NVCOG."

B. Definitions

As used herein and throughout these Bylaws, these words, phrases and abbreviations shall have the following meanings:

1. "Alternate": Pursuant to CGS 4-124n, a secondary representative of a Member, appointed by the Representative of that Member, who may attend and vote at any meeting in place of their absent Representative.
2. "Chief Elected Official": The highest-ranking officer of a municipality in an office elected by all electors of that municipality.
3. "Council": Naugatuck Valley Council of Governments.
4. "Committee": A body of one or more persons appointed by the Council or Chairperson to study, recommend, or take action in regard to certain matters or subjects at the charge of the Council.
5. "Electronic equipment": Pursuant to CGS Sec. 1-200(12), any technology that facilitates real-time public access to meetings, including, but not limited to, telephonic, video or other live conferencing platforms.
6. "Electronic transmission": Pursuant to CGS Sec. 1-200(13), any form or process of communication not directly involving the physical transfer of paper or another tangible medium, which (A) is capable of being retained, retrieved, and reproduced by the recipient, and (B), is retrievable in paper form by the recipient.
7. "Meeting": Meeting shall have the same definition of "Meeting" under CGS Sec. 1-200(2)
8. "Member": A municipality that has joined the Council through the ratification of an ordinance.
9. "NVCOG" – Naugatuck Valley Council of Governments.
10. "Proxy" – A proxy is a meeting_ specific representative appointed via a proxy letter signed by the municipal Representative. See Section 3: Proxies for further information.

- 11.** “Remote Meeting”: A meeting held by the Council that is accessible to the public by means of electronic equipment or by means of electronic equipment in conjunction with an in-person meeting, in accordance with Section 1-225a of the Connecticut General Statutes.
- 12.** “Representative”: Pursuant to CGS 4-124k, a Chief Elected Official directly and separately elected, who acts on the official behalf of a member. Or, if a Chief Elected Official is statutorily absent (i.e. ceremonial head of government not directly and separately elected), the City or Town Manager or other individual appointed by a municipal legislative body.
- 13.** “Simple Majority”: a vote count of half of a legal quorum present and voting, plus one.
- 14.** “Technical corrections”: grammatical, numerical, or other changes which are intended to address drafting errors, internal conflicts, or other points of concern and do not substantially alter the composition, responsibilities, or organization of any entity or entities established within these bylaws.
- 15.** “Term”: a period of Two Calendar Years of service in the relevant office following municipal elections held in odd-numbered years.

Article II: Purpose and Powers

A. Purpose

The purpose of the Naugatuck Valley Council of Governments is to:

1. Serve as a continuing forum to promote cooperative arrangements between its Members.
2. Initiate and implement programs, and coordinate actions, on a voluntary basis, determined to be of benefit to the Naugatuck Valley Region.
3. Serve as a regular forum for contact and discussion of items of mutual interest among municipal officials.
4. Consider such matters of a public nature common to two or more members of the Council, as it deems appropriate, including matters affecting the health, safety, welfare, physical development, conservation, transportation, and economic conditions of the region.

5. Coordinate and carry out comprehensive regional planning in the Naugatuck Valley Planning Region.
6. Implement state and federal programs on behalf of Council members and other jurisdictions as may so be authorized by local, state or federal government.

B. Powers and Responsibilities

The Council shall have all the rights and authority and shall be subject to all of the responsibilities and duties as are granted to and required of a regional council of governments under the General Statutes of the State of Connecticut (“CGS”), Chapter 50, Sec. 4-124c through 4-124u, as may be amended from time to time, or by special acts of the Connecticut General Assembly, including the rights, responsibilities, and duties pertaining to regional councils of governments, Chapter 127, Sec. 8-31 through 8-37b, Sec. 8-3b, and Sec. 8-26b, Sec. 8-23h(4) as may be amended from time to time.

Article III: Functions

A. Coordinating Functions

The Council shall promote regional coordination and cooperation through activities designed to:

1. Strengthen local governments and their individual capacities to deal with local problems.
2. Serve as a forum to identify, study, and resolve area-wide problems.
3. Provide the organizational framework to ensure effective communication and coordination among governmental bodies.
4. Serve as a vehicle for the collection and exchange of information for the membership.
5. Encourage action and implementation of regional plans and policies by local, state and federal agencies.
6. Provide, if requested, mediation in resolving conflicts among members and between members and other parties.
7. Provide technical and general assistance to members within its staff and financial capabilities.

B. Regional Plans

The Council shall adopt a Regional Plan of Conservation and Development and recommend policy for the development of the region as required by section 8-35a of the general statutes, as amended.

The Council may instruct NVCOG staff to form a committee including Municipal Land Use staff, to prepare and keep up to date a Regional Plan of Conservation and Development and to prepare reports, plans and policies as required by the Connecticut General Statutes, as may be amended from time to time and other applicable laws and may instruct staff to prepare other plans and documents as the Council shall deem appropriate.

Any modifications to the Regional Plan of Conservation and Development shall be recommended to the Council by the Land Use Technical Advisory Committee, and the Council shall vote on adoption of any plan or modifications.

Article IV: Membership, Representatives and Alternates

A. Membership

- 1. Eligibility.** Membership in the Council shall be the member municipalities of the Region, as defined or redefined by the Secretary of the Office of Policy and Management, or his/her designee, under provisions of CGS Sec. 16a-4a (4) and 16a-4c.

To become a member, the legislative body of a municipality must adopt an ordinance as required by CGS Sec. 4-124j, as amended.

- 2. Voting.** The Member shall be entitled to one vote in the affairs of the Council of Governments as required by CGS Sec. 4-124k, as amended.
- 3. Dues.** Each Member shall pay its annual assessment of Council costs as specified by the Council in an approved annual budget on or before the end of the first quarter of the Council's fiscal year. If any Member's assessment has not been paid by the end of the first quarter of the Council's fiscal year, that Member's right to vote at any meeting of the Council shall be suspended, as shall its right to hold any elected or appointed NVCOG office.
- 4. Suspension.** Suspended members shall not be entitled to participate in the affairs of the Council. The Council may withhold any services it deems appropriate from Members in delinquency.

The Council may restore privileges to Members in delinquency provided that such Members agree to and carry out a payment plan with the Council. Pursuant to CGS Sec.4-124p, the Council may withhold any services it deems appropriate from members in delinquency.

If the Council performs statutorily required services for or within the municipal bounds of a Member in delinquency, the Council may levy pro-rated, line-item charges to such Member related solely to the provision of such services.

Payment of all delinquent assessments, in full, will automatically reinstate such municipality to full rights, privileges, and services.

B. Withdrawal

Any Member city, town, or borough may withdraw from membership in the Council by adoption of an ordinance of its legislative body as set forth in CGS Sec. 4-124j.

1. **Notice of Withdrawal.** The withdrawing member shall give notice to the Council of its withdrawal not less than thirty (30) days prior to the end of the Council's fiscal year. Notice of withdrawal shall be given by certified mail along with a copy of the relevant ordinance to the attention of the Chairperson of the council as soon as reasonably possible following the adoption of such ordinance and shall be deemed given when received by the Chairperson.
2. **Post-Withdrawal Statutory Obligations.** As required by CGS Sec. 4-124j, the withdrawing member shall be obligated to pay its pro rata share of expenses of operation and pro rata share of funds committed by the Council to active programs as of such date of withdrawal.

If the Council performs statutorily required services for or within the municipal bounds of a Member in delinquency, the Council may levy pro-rated, line-item charges to such Member related solely to the provision of such services.

C. Representatives and Alternates

1. **Representative.** Refer to the definition of "Representative" in [Article I, B.12](#) for information. In the absence of a directly and separately elected Chief Elected Official or Municipal Manager, the legislative body of the Member shall appoint a Representative of the Member. By January of every even-numbered year, such Members lacking a Chief Elected Official or Municipal Manager shall appoint an elected official of the municipality as their Representative.

2. **Alternates.** The Representative may send an alternate (hereafter, “Alternate”) in his or her stead. Such Alternate shall have the same rights and privileges of the official Representative, except as may be otherwise established within these Bylaws. The Alternate:
 - a. Must be an employee or official of the appointing Member.
 - b. Shall serve co-terminus with the Representative.
 - c. May function as a member of any committee, subcommittee, or working group – with the exception of the Executive Committee - provided that the Member is not otherwise represented on such entity.
 - d. Shall report to the Member’s Representative on all matters and, where provided, follow the direction of such Representative.
3. **Proxies.** If the Representative and the Alternate are unavailable for a meeting, then the Representative may appoint a meeting-specific representative by the submission of a proxy letter addressed to the Council chairperson and in a format prescribed by the Council. The Representative’s signature on the proxy letter demonstrates a reading and understanding of the actions and agenda of the Council. Receipt of a properly executed proxy letter grants the proxy all the same rights and privileges of the Representative with the exceptions that: proxies may not hold any Council office; be designated chair or member of special or standing committees; and when an NVCOG officer is represented by proxy, their office shall be considered vacant for the purposes of the meeting.

Article V: Meetings of the Council

A. Notice of Meetings

Public notice of regular meetings shall be made in writing between eight (8) days and twenty-four (24) hours before the meeting date. The notices shall include the place and time of the meeting, a statement of the purpose for the meeting, and a proposed agenda for the meeting.

Notices of special meetings shall be provided between seven (7) days and twenty-four (24) hours prior to the date of the meeting.

<https://www.pullcom.com/education-law-notes/permanent-changes-foia-remote-and-hybrid-meetings>

1. **Regular Meetings.** Unless otherwise specified by resolution of the Council, the regular meetings of the Council shall be held at least eight (8) months a year. The time and place of regular meetings shall be in accordance with a schedule

adopted annually, in December, by resolution of the Council and transmitted to the Secretary of State, as required by law.

- 2. Special Meetings.** Special meetings shall be held by call of the Chairperson or by petition to the Secretary of the Council from those individuals making up thirty (30%) percent of the membership of the Council, or upon petition of a majority vote of the Executive Committee of the Council.
- 3. Budget Meeting.** Unless otherwise specified by the Council, the budget meeting of the Council shall be held in May.
- 4. Quorum.** For the conduct of business of the Council, a simple majority of the membership of the Council shall constitute a quorum.
- 5. Action.** Action by the Council, except where otherwise provided, shall require an affirmative vote of at least a simple majority of members of the Council present and voting and constituting a quorum. Only items included in the agenda shall be acted upon at such meeting other than routine ministerial or administrative matters, except by the approval of two-thirds (2/3) of all Representatives present and constituting a quorum.
- 6. Record of Meeting.** Pursuant to CGS Sec. 1-225(a)-(g), meeting actions and minutes by the Council with the vote results shall be published within forty-eight (48) hours and seven (7) days, respectively, of the meeting in NVCOG files and the NVCOG website and distributed to the town halls for public inspection. Representatives may, after the filing of the minutes, submit written comments on items in the meeting agenda or minutes to be added as addenda to the minutes.

In determining the time within which or by when a notice, agenda, record of votes or minutes of a special meeting or an emergency special meeting are required to be filed under this section, Saturdays, Sundays, legal holidays and any day on which the office of the agency is closed, shall be excluded.

- 7. Cancellation of Meeting.** The Chairperson may cancel a meeting provided that written notice or electronic transmission of the cancellation is given to the Members. In case of weather or an emergency, the Executive Director or designee shall be authorized to cancel the meeting if the Chairperson cannot be reached.

B. Remote Meetings

Pursuant to section 1-225a of the Connecticut General Statutes, the Council may hold a remote meeting.

- 1. Notice of Remote Meetings.** Not less than forty-eight (48) hours before a remote regular meeting and twenty-four (24) hours before a remote special meeting, the Council shall provide notice in writing or by electronic transmission to each Member that the Council intends to conduct the meeting solely or in part by means of electronic equipment.

Notice shall be posted (1) at the Council, (2) Office of the Clerk of each Member, and (3) the Council's Internet website.

- 2. Remote Meeting Agendas.** The agenda for a remote meeting shall include instructions for the public to attend, provide comments, or otherwise participate in the meeting, by means of electronic equipment or in person, as applicable and permitted by law.

Any such notice and agenda shall be posted in accordance with the provisions of CGS Sec. 1-255.

- 3. Public Participation.** If the Council conducts a meeting solely by means of electronic equipment, the Council shall provide any member of the public that submits a written request not less than twenty-four (24) hours prior to the meeting a physical location and any electronic equipment necessary to attend such meeting in real-time.

If the quorum of the Council is attending a remote meeting in the same physical location (a hybrid meeting), the Council shall permit members of the public to attend the meeting in the same physical location.

The Council is not required to adjourn or postpone a meeting if a member of the public loses the ability to participate because of an interruption, failure or degradation of such person's connection to the meeting by electronic equipment.

The Council shall provide the same opportunities for the public to provide comments or testimony and otherwise participate in such meeting that would be accorded if such meeting were held in person. The Council is not required to provide opportunities for public participation if the provision of such an opportunity is not required by law for members of the public who attend meetings of the Council in person.

- 4. Meeting.** The Council shall post a recording or transcription of the meeting, excluding any portion of the meeting that is an executive session, on the Council's web site within seven days after the meeting and for not less than forty-five (45) days thereafter.

The minutes of the meeting shall record a list of members that attended such meeting in person and a list of members that attended such meeting by means of electronic equipment.

- 5. Meeting Business.** Any Member participating by means of electronic equipment shall make a good faith effort to be seen on video when speaking, and must state their name and title, if applicable, at the outset of each speaking term.

For a fully remote or hybrid meeting, a roll call is required unless the vote is unanimous.

If a remote meeting is interrupted by the failure, disconnection, or in the chairperson's determination, unacceptable degradation of the electronic means of conducting a meeting, the Council may, not less than thirty (30) minutes and not more than two (2) hours from the time of the interruption or the Chairperson's determination, resume the meeting if a quorum is present. If the meeting is fully remote, electronic access shall be restored to the public if the meeting resumes.

If it is practicable, the Council may post a notification on its web site and inform attendees by electronic transmission of the status of the meeting. The Council may announce preplanned procedures in place for resumption of a meeting in the event of an interruption.

C. Rules

All meetings of the Council and of all committees and subcommittees shall be conducted in accordance with the most recently published edition of *Robert's Rules of Order*.

D. Meetings without Notice

The Council may meet without notice or a quorum provided that no action is taken during such meeting.

Article VI: Officers and Executive Committee

A. Title and Terms

- 1. Officers.** Officers of the Council shall include a Chairperson, Vice-Chairperson, Secretary, and Treasurer, who shall also be Assistant Secretary. There is no limitation with regard to consecutive terms.
- 2. Executive Committee.** The Executive Committee of the Council shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Council, as well as five at-large Representatives of the Council.

At-large Representatives and Officers which comprise the Executive Committee shall serve until the end of their two-year term or until their successors have been elected, in adherence with the processes for the election of officers defined elsewhere within these Bylaws. Alternates and proxies are not eligible to participate in Executive Committee meetings.

B. Election of Officers and At-Large Representatives

A nominating committee of three (3) Representatives shall be appointed by the Chairperson to recommend a slate of officers and the At-Large Representative members of the Executive Committee. The Officers and At-Large Representatives shall be elected at the first (1st) meeting of the calendar year following municipal elections held in the odd-numbered years, by a simple majority vote of the Members present at the meeting and constituting a quorum. Representatives shall serve until the last meeting of the succeeding odd-numbered calendar year in which municipal elections are held, or until successors have been elected.

In a year in which the election of Officers and At-Large Representatives takes place, the Nominating Committee shall provide notice to the Members of the Council, at least seven (7) days prior to the meeting to elect Officers and at-large Representatives, of its proposed slate of Officers and at-large Representatives. During a meeting in which the Nominating Committee reports its nominees to the Board, the Chairperson shall entertain nominations from the floor.

C. Vacancies

In the event any vacancy occurs in any office or on the Executive Committee during the year, a successor shall be elected to serve the unexpired term. A successor shall be proposed by the Chairperson and elected by the Council by a simple majority vote of Members present at the meeting. The Chairperson shall also consider nominations from the floor.

D. Chairperson

The Chairperson shall preside at all meetings of the Council and the Executive Committee; however, in the absence of the Chairperson the Vice Chairperson shall preside. In the absence of the Chairperson and Vice Chairperson, a member of the Executive Committee designated by the Council as acting Chairperson shall preside or assume the responsibilities of said officer for the duration of absence. When so directed by the Council, the Chairperson or the Executive Director may sign contracts and other documents in the name of the Council.

The Chairperson may call special meetings of the Council as set forth in these Bylaws.

As a Member of the Council, the Chairperson shall have the right to vote on all matters which may come before the Council. The Chairperson shall be a Member of all standing and special committees, ex officio without vote, except in the case of tie votes or when required for a quorum.

E. Vice-Chairperson

The Vice Chairperson shall have other such powers and perform such duties as may be assigned by the Council. In the event the Chairperson for any reason vacates the chair or is absent or unable to exercise the duties of office, the Vice Chairperson shall assume the powers and duties of the Chairperson.

F. Secretary

The Secretary shall keep the official records of the Council, including the minutes of meetings of NVCOG and the Executive Committee, and generally shall perform such duties as may be required of them by the Council. The Secretary shall see that all meeting notices are duly given in accordance with the provisions of the Bylaws or as required by law. In the absence or inability of the Secretary to serve, the Treasurer shall assume the powers and duties of the Secretary. The Secretary may utilize the services of the agency clerk or other staff to carry out these duties.

G. Treasurer

The Treasurer shall receive and take charge of all money, property, and securities of the Council delivered to them. Under the direction of the Treasurer, the Executive Director or their designee shall deposit all money to the credit of the Council in a bank or banks selected by the Executive Committee. Under the direction of the Treasurer, the Executive Director or their designee shall make all disbursements, and an accurate record of receipts and disbursements will be kept. A report on finances will be given to the Council at each regular meeting of the Council.

Working with the Agency Finance Director, the Treasurer shall submit NVCOG books and records for the annual audit under the provisions of the Municipal Auditing Act

and federal audit requirements. In the event of the inability of the Treasurer to serve, the Committee is authorized to appoint an acting Treasurer.

Article VII: Committees and Liaisons

A. Committee Formation

The Council may establish committees whenever deemed necessary to further the purpose of the Council.

B. Executive Committee

- 1. Meetings.** Regular Meetings of the Executive Committee shall take place between ten (10) and two (2) business days prior to regular meetings of the Council. The Executive Committee shall meet at the call of the Council Chairperson. The Chairperson may, or any three (3) members of the Executive Committee may, require the Chairperson to call a special meeting of the Executive Committee. Notice of special meetings shall be provided to members no more than seven (7) days, and no less than twenty-four (24) hours, in advance of meetings. A quorum shall be a simple majority of the members of the Executive Committee.
- 2. Responsibilities.** The Executive Committee shall have the following responsibilities and functions:
 - a. Recommendation to the Council of:**
 - i. Such personnel policies, administrative regulations, and procurement and financial procedures as may be required by the applicable and pertinent federal or state laws, regulations or requirements, these Bylaws, and the annual program and budget adopted by the Council.
 - ii. Any and all contracts of the Council, including any contracts with the Federal, State, or other public, non-profit and private organizations. Moreover, proposed agreements, except those with an agency of the State or federal government, may be reviewed as to legal form by an attorney designated by the Council.
 - b. Exercise:**

- i. Selection of candidates for the position of Executive Director, including compensation following recruitment of said candidates. In the event the position of Executive Director is vacant, the Executive Committee may appoint an Acting Executive Director.
- ii. Direct Supervision over the Executive Director including performance reviews and negotiations over Executive Director Compensation and benefits.
- iii. Authority as the Audit Committee of the Council.
- iv. Oversight of the execution of the policy decisions made by the Council.
- v. Authority as the Budget Committee of the Council conducting preliminary consideration of the budget as prepared by the Executive Director, and recommend it for approval to the Council during May of each year. In order to recommend the annual budget to the Council, the affirmative vote of a simple majority of the full membership of the Executive Committee is required.

Budget proposals shall reflect:

- a. Annual Council goals advanced by the Executive Committee and approved by the Council at the time of annual budget approval; and
- b. Annual personnel evaluations conducted by the Executive Director, including self-evaluation, under the direction of the Executive Committee.
- c. Other Duties:

During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments, or transfers do not increase the assessments of the members of the Council.

The Committee shall undertake such other duties as are assigned to it by the Council as required for the management of the business affairs of the Council and consistent with federal or state law, regulation or requirements and these Bylaws.

C. Standing Committees

Standing Committees shall be formed and operate as follows:

1. Members of all Standing Committees shall be appointed by the Chairperson of the Council to serve until the last meeting of the succeeding odd-numbered calendar year in which municipal elections are held, or until their successors have been appointed.
2. A quorum for Standing Committee action shall be five (5) members or fifty (50%) percent of the committee membership, whichever is less. Each Standing Committee may elect or appoint one Vice-Chairperson.
3. Each Standing Committee may act for the Council carrying out programs approved by the Council within its general area of responsibility. No Standing Committee shall commit the Council to contracts, financing, or other commitments not previously approved by the Council.
4. Standing Committees will keep written records of meetings for submittal to the executive director and shall make regular progress reports to the Council.

D. Special Committees

The Council may establish, from time to time, such special or ad hoc committees as may be needed. Such committees shall serve such terms and perform such duties as the Council prescribes. Special Committees will keep written records of meetings for submittal to the Executive Director.

E. Liaisons to Other Organizations

The Council may, as it deems necessary or desirable, designate from among its Representatives, Alternates or staff individuals to serve as a liaison to other organizations. The purpose of such liaison shall be to enhance communication and coordination between the Council and other organizations whose functions are related to the interests of the Council.

Article VIII: Executive Director

A. Duties and Responsibilities

The Executive Director shall be the chief administrative officer of the Council. The Executive Director shall be responsible to the Council for the administration of the Council's affairs placed in his or her charge by or under these Bylaws and for implementing policy directives of the Council. The Executive Director shall have the following powers and duties:

1. Preparation of proposed programs together with a proposed annual budget for submission to and consideration by the Executive Committee and adoption by the Council. Upon adoption by the Council, the Executive Director shall be responsible for executing and administering the work program and budget.
2. Advise the Council and Executive Committee regarding the progress of the NVCOG work program and recommend appropriate and necessary measures concerning the affairs and operation of NVCOG.
3. Preparation of the agenda for and attendance at all Council and Executive Committee meetings as a non-voting member, with the right to participate in discussion.
4. Countersignature, with the Treasurer or other designated officers, of a record of all disbursements issued by the Council. Further, the Executive Director shall prepare and administer a system of internal control over all cash disbursements that is consistent with appropriate Federal and State guidelines.
5. Responsibility for the supervision of the NVCOG staff and the coordination of the work of consultants. In this regard the Executive Director shall:
 - a. Recommend annually a pay plan and personnel policies for all personnel employed by the Council.
 - b. Establish the number, duties and compensation of NVCOG employees, in accordance with the budget approved by the Council.
 - c. Appoint and remove, when necessary, NVCOG employees; create and discontinue staff positions, except that of the Executive Director, in accordance with the budget approved by the Council. Simultaneous, advisory notice will be given to the Executive Committee regarding the Executive Director's termination of any NVCOG employee. Such notice shall include the name of current employee and reason for termination. Should discussion of these matters be protected by law or otherwise not

wholly within the control of NVCOG, the Executive Director shall schedule a meeting of the Executive Committee, in executive session, if necessary.

- d. Change, consolidate, or abolish any NVCOG departments or divisions of the staff in accordance with the Council budget and in consultation with the Executive Committee.
- e. Report to the Council on all matters affecting the organization, as directed by the Council.
- f. Ensure that all provisions of laws affecting the Council are enforced and executed as intended.
- g. Approve non-recurring expenditures for individual items provided that the expenditure is:
 - i. Within the budget and terms approved by the Council.
 - ii. Consistent with these Bylaws and applicable federal and state guidelines.
 - iii. Submitted to the Council at the next meeting with a record of their non-recurring expenditures for the period since the submission of the last such record.

However, the Executive Director shall request Council approval for non-recurring expenditures in excess of ten thousand (\$10,000.00) dollars and not identified in the approved budget.

- iv. Perform other such duties as directed by the Council and may be subject to other requirements under the terms of their engagement or other engagements pertaining to them.

B. Appointment

The Executive Committee shall have the authority to recruit and hire the Executive Director, and negotiate the salary, benefits and other terms of employment. The Executive Director shall be appointed for an indefinite term. The salary shall be fixed at the time of the appointment of the Executive Director and shall thereafter be reviewed annually at the time of the adoption of the budget. The Council and the Executive Director may enter into periodic agreements to define these negotiations, salary, benefits and terms.

C. Removal

The Council may remove the Executive Director from office, for cause as shall be defined in a written employment agreement, by an affirmative vote of a simple majority of the entire membership of the Council subject to any other terms contained in the employment agreement.

Article IX: Legal Counsel

A legal counsel may be employed as needed, in a manner prescribed by the Council, to advise and represent NVCOG.

Article X: Land Use and Transportation Technical Advisory Committees

A. Duties and Responsibilities

The Council shall establish both a Land Use and a Transportation Technical Advisory Committee to assist in carrying out the Council's planning duties and responsibilities as enumerated in Chapter 127, Sec. 8-35a through 8-35c, and Sec. 8-31b(b), as amended.

The Council may direct either or both Technical Advisory Committee(s) to prepare other plans or documents as outlined in Article III, Section A-2.

Additional duties and responsibilities may include:

1. Oversight of plans and studies.
2. Supporting, reviewing, and preparing a recommendation to the Council regarding the Long-Range Transportation Plan. (See: [Article III, Section B](#))
3. Supporting and reviewing the Regional Plan of Conservation and Development.
4. Support the Central Naugatuck Valley MPO and the Greater Bridgeport Valley MPO Policy boards' required activities as Transportation Management Areas, enumerated by 23 CFR Part 450, as amended.

The Technical Advisory Committees are advisory to the Council. Any plan, document, or study requested by the Council shall be reviewed by the applicable Technical Advisory Committee for a formal recommendation to the Council.

B. Committee Membership

Each Representative to the Council shall appoint a member and an alternate to the Land Use Technical Advisory Committee. The member shall be a Land Use Officer as defined in the Bylaws.

The member municipality's Representative to the Council shall appoint a member and an alternate to the Transportation Technical Advisory Committee. The member shall be a Municipal Engineer, Public Works Director, or other relevant staff member with responsibility over the member's local transportation system.

Each municipality shall be entitled to one vote in the affairs of the Technical Advisory Committee that they are appointed to.

Each appointment shall be submitted to the Council via written letter of appointment addressed to the Chair. Each Committee Member shall serve until their replacement is named by the municipal Representative to the Council.

Article XI: Metropolitan Planning Organization

A. Name

The name of the organization shall be the "Central Naugatuck Valley Metropolitan Planning Organization," hereafter referred to as the "CNVMPO."

B. Purpose

The CNVMPO shall have such rights, duties and powers as conferred or imposed upon it by a duly executed "Memorandum of Understanding" among the member municipalities and the several signatory agencies, and between the CNVMPO and the Connecticut Department of Transportation, hereafter referred to as the "CTDOT".

The CNVMPO shall exist within the framework of Title 23 of the Code of Federal Regulations, and have such rights, duties, and powers as conferred or imposed upon it by a duly executed "Project Authorization Letter" between the CNVMPO and the CTDOT, authorizing the region's Unified Planning Work Program (UPWP). Additional rights, duties, and powers may be authorized by federal statute or direction of the Federal Transit Administration (FTA) or the Federal Highway Administration (FHWA).

C. Membership

Membership on the CNVMPO shall consist of the Chief Elected Official from each municipality of the Central Naugatuck Valley metropolitan planning area, consisting of the cities of Bristol and Waterbury and the towns of Beacon Falls, Bethlehem,

Cheshire, Middlebury, Naugatuck, Oxford, Plymouth, Prospect, Southbury, Thomaston, Watertown, Wolcott, and Woodbury. The Chief of the CTDOT Bureau of Policy and Planning is appointed as a non-voting member of the CNVMPO and will serve as the representative of public transportation agencies operating in the Central Naugatuck Valley metropolitan planning area, including Metro-North Railroad, CTtransit-Waterbury Division, CTtransit-Bristol-New Britain Division, and CTtransit-New Haven Division.

D. Officers

Officers of the CNVMPO shall include a Chairperson, Vice-Chairperson and Secretary. The elected officers of the Naugatuck Valley Council of Governments (NVCOG) shall serve in their respective positions as officers of the CNVMPO. Elections of officers will follow the procedures and policies included the By-laws for the Naugatuck Valley Council of Governments. In the event that an officer of the NVCOG is not representing a member of the CNVMPO, they will be allowed to serve in their position but not participate in formal votes before the MPO.

The Chairperson shall preside at all meetings, or in the Chairperson's absence, the Vice-Chairperson shall preside. In the absence of both the Chairperson and Vice Chairperson, the Secretary shall preside.

The Chairperson or other presiding officer, provided they are a member of the CNVMPO, shall have the right to participate in all votes before the MPO. When so directed by the MPO, the Chairperson shall affix his/her name to any reports, plans, and other documents, including but not limited to resolutions, grant applications and agreements.

E. Secretariat

Secretariat services will be provided for the CNVMPO by the Executive Director of the Naugatuck Valley Council of Governments. The Secretariat will be responsible, in conjunction with the members of the CNVMPO, for the preparation of agendas, scheduling of meetings and the maintenance of all records associated with the actions of the CNVMPO.

In addition, the Secretariat shall prepare such correspondence as required by the CNVMPO and, in conjunction with the Secretariat for the Transportation Technical Advisory Committee (TTAC), serve as the CNVMPO staff representative in actions with various municipal, regional, state and federal agencies and organizations as may be required.

F. Meetings

Meetings shall be conducted under the most recent publication of Robert's Rules of Order.

Regular Meetings shall be called by the Chairperson at a time and place convenient to the membership. The Chairperson shall call a meeting if petitioned to do so by eight (8) or more members. Members shall be afforded seven days' notice of any meeting.

A quorum of the MPO shall be achieved with the presence of one or more members than that required for 51% of the total membership in attendance.

Teleconferencing and virtual attendance shall be permitted, and all meetings of the CNVMPO may be conducted in a hybrid format Pursuant to section 1-225a of the Connecticut General Statutes, with in-person options held at the offices of the Naugatuck Valley Council of Governments or at a designated public place, in accordance with FOIA requirements. (See also: [Article V, Section B](#))

Any action of the MPO shall be adopted, approved, or endorsed by a majority of the membership constituting a quorum.

G. Designation of Alternates

MPO members may appoint a standing alternate to serve as representation at CNVMPO meetings. Appointments will be made on an annual basis, and the duly authorized alternate shall have the same rights and responsibilities of said member.

If a standing alternate has not been designated, the primary member may designate a proxy to serve in the absence of said member by notifying the Secretariat in writing or via electronic messaging prior to each CNVMPO meeting. Notwithstanding this allowance, no attendee shall hold more than two proxies in addition to their own designation for any given meeting.

H. Amendments

These Bylaws may be amended following the procedure identified for amending the NVCOG Bylaws.

I. Withdrawal

Members wishing to withdraw from the NVCOG must follow the process identified in [Article IV Section B](#) and [Article XV](#). Withdrawal from the NVCOG does not constitute withdrawal from the member town's designated MPO, with changes to MPO membership being governed by 23 USC 450. As the staff of the NVCOG will continue to execute federal planning until a formal MPO boundary adjustment can be made,

assessment of the full approved federal direct and indirect rates, on a prorated basis, will be billed to the community. Under 23 USC 450, withdrawal from the NVCOG shall not modify distribution of federal transportation planning dollars until a formal adjustment is made to the MPO boundaries.

Article XII: Fiscal Management

A. Fiscal Year

The fiscal year of the Council, for the purposes of work program development, budgeting, accounting, auditing, and fiscal reporting shall commence July 1 and come to a close at 11:59:59 PM EST June 30.

B. Budget Adoption

A preliminary budget shall be prepared on or before April 30 by the Executive Director and distributed to the Executive Committee for submission to the Council. The preliminary budget advanced to the Council shall be based upon: (1) a detailed chart of expenditure accounts considered by the Executive Committee; (2) personnel evaluations conducted by the Executive Director; (3) a staffing-salary plan approved by the Executive Committee; and (4) proposed goals for the ensuing fiscal year, which shall accompany the proposed budget. The Council will review the preliminary budget in May. A final budget shall be approved by June preceding the beginning of the fiscal year. In the event a budget is not adopted for the ensuing fiscal year, the budget for the preceding fiscal year shall be considered to be the approved budget until a new budget is adopted.

C. Funds, Gifts, Bequests, or Contributions

Funds, gifts, bequests, and contributions may be received by the Council for its own use and purposes from any source including local, state, and federal governments, individuals, corporations, or associations, provided that they are to be used at the discretion of the Council.

D. Grants

The Council may approve requests for grants from the state or federal government. Approval of such requests shall include authorization by the Council to the Executive Director to sign such agreements or contracts with the state or federal government, within the scope of the requests of the Council to the state or to the United States government.

E. Expenditure of Funds

Expenditure of Council funds shall be within the budget approved by the Council and shall adhere to the Financial Policy and Procedures Manual approved by the Council.

F. Membership Dues

In January of each year, preliminary assessments for all participating members shall be established by the Council, upon recommendation of the Executive Committee, to assist in the municipal budgeting process for the ensuing fiscal year. Final assessments shall be established in concert with the annual budget and shall not exceed those fixed as preliminary assessments.

G. Reports

- 1. Financial Report.** At each regular meeting of the Council and when otherwise requested by action of the Council, the Treasurer shall report to the Council on the Council's financial condition.

The CNVMPO shall maintain a consolidated budget and consolidated financial reports with the NVCOG.

Article XIII: Amendments

These Bylaws may be amended by a vote of two-thirds (2/3) of the Members of the Council. These Bylaws shall first be submitted to any regular or special meeting of the Council for preliminary consideration and only then, if preliminarily approved, placed on the agenda for the next succeeding regular or special meeting of the Council for formal adoption. Notice of any amendment shall be sent to all Representatives of the Council.

Special notice of amendments to these Bylaws shall be provided to members seven (7) days before the date of an amendment's preliminary consideration.

Prior to formal adoption, the Council shall engage with an attorney who shall determine the legality and validity of the proposed amendment(s).

These Bylaws shall become effective immediately upon their adoption by a majority of the representatives of two-thirds (2/3) of the municipalities which have adopted the ordinance establishing this Council, at the date of the meeting these Bylaws or amendments are acted upon.

Article XIV: Technical Corrections

Technical corrections may be made to these bylaws at any time provided that a summary of such corrections is submitted to the Council at the next regular meeting following the implementation of such corrections.

Article XV: Withdrawal

Any Member of the Council may withdraw from membership in the Council by the Adoption of an ordinance of withdrawal by its legislative body. If, at the time of withdrawal, a municipality has not paid its relevant assessment of dues, its withdrawal does not remove it from its obligation to pay such dues. See also [Article IV Section B](#).

Article XVI: Effective Date

For the purpose of the original adoption of these Bylaws, such adoption shall be made by an action of two-thirds (2/3) of the eligible membership.