

**BYLAWS**  
***of the***

***EAST MICHIGAN COUNCIL OF GOVERNMENTS***  
***(EMCOG)***

**Approved by Full Board for distribution, review and comment March 13, 2009**

**ADOPTED: May 3, 2009**

## **PREAMBLE**

Pursuant to the provisions of Act 281 of the Michigan Public Acts 1945, including amendments thereto, we, the counties of **Arenac, Bay, Clare, Gladwin, Gratiot, Huron, Iosco, Isabella, Midland, Ogemaw, Roscommon, Saginaw, Sanilac, Tuscola and the Saginaw Chippewa Indian Tribe of Michigan<sup>1</sup>**, hereby join together to form a voluntary association of general purpose local governments to be known as the **East Michigan Council of Governments (EMCOG)** for the purpose of meeting at regular intervals to discuss and study community challenges and problems of mutual interest and concern, and to mutually develop policy and recommendations for ratification and implementation by the region's general purpose local governments.

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

This voluntary association, which we have formed, is a vehicle for closer cooperation and is neither a new layer of government nor a super-government. As a voluntary organization of local units of government, which include cities and villages, townships, counties, intermediate school districts and post secondary education, and federally recognized sovereign Indian Tribes, the members seek by mutual agreement, solutions to mutual problems for mutual benefit.

Our goal is to retain and strengthen local home rule while combining our total resources for regional challenges beyond individual local capabilities. Recognizing that expanding the concept of voluntary cooperation among local units of government is an effective means of achieving this vital goal; and that cooperation must be fostered in two ways, by strengthening the abilities of local governments to meet individual local needs and by developing a voluntary Council of local governments to meet common regional needs.

## **ARTICLE I. POWERS AND PURPOSES**

### **Section 1 – Michigan Public Act 281 of 1945 as amended**

EMCOG shall possess, exercise and discharge the powers and duties established in Michigan Public Act 281 of 1945 as amended.

### **Section 2 – Delineation of Powers and Purposes:**

The East Michigan Council of Governments (hereinafter referred to as EMCOG) shall be a voluntary organization of local governments (“Units”) in east central Michigan for the purpose of fostering cooperative efforts to resolve problems and to formulate policies and plans that are common and regional, all with maximum efficiency and economy. The Council shall have all powers and responsibilities as enabled under Michigan P. A. 281 of 1945, as amended. These include:

- A. To be the lead economic development agency for the region as well as the USDOC/EDA statutorily created federal economic development district.
- B. Assist members in securing State, Federal and/or private grants and/or funding.
- C. The responsibility to review, as enabled by Presidential Executive Order A-12372, all grant applications from member units seeking federal and state funding for consistency with regional goals and policies.
- D. Operate a U. S. Department of Commerce, Economic Development Administration Section 209 Revolving Loan Fund for the benefit of businesses within member units that meet USDOC/EDA's current distress criteria.
- E. Administer and implement Federal and State programs of regional and tribal impact.
- F. Carry on a program of comprehensive planning for physical, social, economic and transportation development for the region.
- G. Provide advisory services to member Units and to other public and private agencies upon request per EMCOG policy.
- H. Carry on such activities as directed by the EMCOG Board of Directors.
- I. Collect and exchange information of regional interests.
- J. Act as the regional spokesman for local government upon request.
- K. Provide technical assistance to member governments.
- L. Encourage effective communication, cooperation and coordination among governments and agencies.
- M. Make appointments to other bodies, agencies and authorities as provided by law or enabling legislation.
- N. Appoint advisory committees for the purpose of preparing recommendations for EMCOG consideration and/or approval.
- O. Adopt and amend ByLaws and take action on questions relating to its membership.
- P. Adopt an annual budget and membership fee schedule.
- Q. Accept donations, grants, assistance funds or bequests as per the Enabling Legislation and EMCOG policy.

- R. Serve as a common platform of interaction and collaboration to all the entities in the Region to come together to work towards regional cooperation and unified projects.

### Section 3 – Public Entity

- (a) Pursuant to the enabling legislation stated above, EMCOG is organized as a local unit of government and is considered, as an entity, a political subdivision of the State of Michigan by the State of Michigan and as a local unit of government by the U. S. Department of Commerce, Economic Development Administration for internal purposes of taxes, accounting, purchasing, contracting, etc. It is recognized that the Saginaw Chippewa Tribe of Michigan at all times retains its sovereignty as a federally recognized Indian Tribe. EMCOG shall be autonomous in its decision-making, specifically empowered to carry out its responsibilities, as enabled by statute, in pursuit of identified goals and objectives. To that end, policies and procedures on administrative practices, fiscal management, organizational structure, personnel practices and other functions internal to EMCOG and any conflicts with Federal, State, county, municipal, federally recognized tribes and/or private agencies thereto will be considered and resolved by EMCOG.

## **ARTICLE II. MEMBERSHIP**

**INTENT:** It is the intent of the EMCOG to promote and maintain the principles of intergovernmental cooperation by providing a voluntary organization open to local units of government which shall include counties, cities, villages, townships, intermediate school districts, post secondary education, federally recognized sovereign Indian tribes and special entities including but not necessarily limited to: Metropolitan Planning Organizations (MPOs), Downtown Development Authorities (DDAs), MSU Extension, Farm Bureau, Local Development Financing Authorities (LDFAs), Brownfield Redevelopment Authorities, Economic Development Corporations (EDCs), Empowerment Zones/Enterprise Communities, et al, workforce development boards, or any other legally constituted governing body responsible for the exercise of governmental functions or promotion, planning and implementation of broad based economic development initiatives within a political subdivision of the region.

The core membership shall consist of a simple majority of elected officials from general purpose local government.

- A. **BASIC MEMBERSHIP:** Each governmental unit, as previously stated, shall have a certain number of representative seats. Member entities shall submit, in writing, the appointment of the person(s) who shall serve as their representative on the EMCOG Board of Directors for the ensuing term, by January 31<sup>st</sup> of each year. Representative membership from each member unit shall consist of a simple majority (51%) who are currently elected officials, those officially appointed to represent an elected official(s) and/or employees of a general purpose unit of local government who have been appointed to represent the government.
- B. **APPOINTMENT/COMPOSITION OF MEMBERSHIP:** Currently elected or officially appointed public officials from general purpose government (counties, cities, townships, special

districts, tribal governments, et al) must comprise a simple majority (51%) of the voting membership.

The governing board must include at least one (1) Private Sector representative, together with one or more of the following:

- a. Executive Directors of chambers of commerce or;
- b. Representatives of institutions of post secondary education, Extension, workforce development groups or labor groups, special entities/districts (DDAs, LDFAs, Brownfield Redevelopment Authorities, Economic Development Corporations, Empowerment Zones/Enterprise Communities, Land Banks, Farm Bureau, Economic Development organizations) all of which, including the Private Sector representative, must comprise in the aggregate a minimum of 35% of the governing body.

EMCOG shall retain authority to determine those entities representing the private sector that will be offered membership.

- D. **CONDITIONS:** To become a member of, and retain membership in the Council, a Unit shall:
  - 1. Formally request membership to the EMCOG Board of Directors in writing; and
  - 2. Pay the annual membership fee as assessed and when due.

- E. **RIGHT TO VOTE:** The right to vote and deliberate in EMCOG affairs is dependent upon the timely payment of dues. A member entity which has not paid its dues may be permitted to vote if it has agreed to and committed itself to pay its dues and a satisfactory payment schedule has been agreed to in writing between the member entity, the Executive Director, the Executive Committee and subject to approval by the EMCOG Board of Directors.

- F. **ALLOTMENT:**  
County Membership: Each county shall be entitled to two (2) members in EMCOG. To the extent practicable, representation shall attain a balance between acknowledged urban, rural areas.

**Other General Purpose Governments:** Villages and townships shall be allotted one (1) member per voting entity of the base allocation unless joining as an individual dues-paying member. Representation shall also be offered to the four (4) largest cities in the region, by their respective county, because of the density of population and concentration of diversified socio-economic issues. Cities will be allotted one (1) voting member per entity.

**Special purpose Entities/Governments:** Intermediate school districts and other special authorities including county road commissions and Metropolitan Planning Organizations (MPOs) (See Article II. A. Intent) within the region shall be allotted one (1) ex-officio voting member per entity if they choose to become members.

**Education:** Public universities operating within the EMCOG region including, but not limited to, Saginaw Valley State University, Delta College, Mid Michigan Community College, Kirkland

Community College, Central Michigan University, the University of Michigan (Ann Arbor), Michigan State University (Lansing), and University of Michigan-Flint shall be eligible for ex-officio voting membership on the Council if they choose to become members.

**Federally recognized sovereign Indian Tribes:** The Saginaw-Chippewa Indian Tribe of Michigan shall be allotted one (1) voting representative to the Council if opting to be members.

**Regional Agencies:** Quasi-governmental agencies sharing a common interest in the goals and objectives of EMCOG may be offered ex-officio membership per agency. EMCOG shall retain authority to determine those agencies that will be offered membership.

**Private Sector/Business:** Private sector/business entities sharing a common interest in the goals and objectives of EMCOG shall be offered membership allotted at one (1) member per entity. EMCOG shall retain authority to determine those agencies that will be offered membership. Per U. S. Department of Commerce, Economic Development Administration, the Council's governing board shall include at least one (1) private sector representative.

- G. Minority Representation:** In those counties where a discernible minority group population exists, representation from that group should be provided for by the appointing entity (city, village, townships).

**Alternate Representatives:** Members may appoint alternate representatives to substitute for the appointed representative who may not be able to attend a meeting.

- H. Alternates** shall be designated in the same manner as Council representatives were appointed and must be certified by the respective counties as duly qualified alternates for the respective categories of county, city/village, and township or other entity representation.

All duly certified alternates shall receive agendas, minutes and other Council publications as do all regularly certified members by paper/mail, e-mail or fax. Each alternate, functioning for a regular Council representative, must sign and deliver to the Secretary of the Council, a Certificate of Representation for the particular meeting at which he or she is officially serving.

Vacancies at Council meetings shall be filled by duly appointed alternates from the respective category of the county.

**Ex-officio Membership:** Provision shall be made for ex-officio non-voting membership from agencies and organizations with direct or indirect interest in Council program activities. Such ex-officio member shall apply for membership with the Regional Council in writing.

- I. Term of Office:** Terms for appointed representatives to the Council shall be for a period of one (1) to three (3) years. Final discretion of appointment, reappointment or withdrawal of appointment, will be retained by the respective member entities.

- J. **Attendance:** A member is expected to attend all regular scheduled meetings of EMCOG. If a member fails to attend three (3) regular meetings and is unexcused or does not provide for an alternate, a notice will be sent to the appointing entity declaring the seat vacant by the EMCOG Board of Directors.
- K. **Vacancies and Filling Vacancies:** A member entity's seat on EMCOG may become vacant by resignation, death, removal from the qualified entity's geographical area, loss of elected position if the member is the only county commissioner from the entity, or for any other cause not consistent with the membership rules, as determined by the Council's Board of Directors. In the case of a vacancy, the member entity may appoint an individual to fill the balance of the term of appointment held by the individual who has just vacated the position. Appointments shall be made by member units to fill the unexpired term of members of their respective delegation.
- L. **Withdrawal and Reinstatement of Membership:** Member units may withdraw from the Council by submission of a letter of intent detailing the reasons for withdrawal a minimum of *180 days* prior to withdrawal. No membership fees shall be returned to any member Unit in event of withdrawal.

A member who has terminated membership through withdrawal or non-payment of the Council's appropriation invoice may reinstate its membership by paying the pro rata amount due for the current fiscal year and payment of the full appropriation when due for the subsequent fiscal year.

### ARTICLE III. FINANCIAL SUPPORT

- A. **State/Federal Sources:** Relatively large amounts of money are necessary to operate a 14-county Council of Governments (COG) and carry out the many desired programs of local member units and the Council to the members' satisfaction.

To achieve the goals and objectives of this type of organization and meet financial needs, Federal and State grant-in-aid programs will be utilized to their fullest extent. Many of these programs are established on a fund local matching basis and it is, therefore, necessary that the Council commit matching funds with partner agencies/organizations.

- B. **Local Responsibility:** To carry out the purposes of EMCOG, local appropriations are required from member units. These funds are collected to meet local match requirements of the Council's various grant programs as well as for Council functions not directly chargeable to agency grants. The funds are known as the **Council's General Fund**. The amount to be collected from member units is based on an annually established Full Council-approved dues base and appropriations schedule. To raise these funds, the following process shall be followed:

**Counties:**

Each year the Budget/Finance and Personnel Committee, in coordination with the Executive Director, shall be responsible for reviewing the overall programs proposed to be undertaken by the Council and for determining the required local match (achieved through membership appropriations) and/or other Council financial obligations.

The local program match formula distribution, for those programs requiring same, shall be determined and applied based upon a review of a) program match requirements, b) existing financial conditions throughout the Region, and c) consultation with member units.

Various methods of determining the dues, including but not limited to utilization of a weighted average (1/3, 1/3, 1/3) of State Equalized Valuation, Population and Per Capita income or simply SEV may be considered. It shall be Council policy to review and determine the program match/annual appropriation formula distribution on an annual basis and that part of that review shall include program needs of the agency along with consideration of equitability and fairness to all members.

The Saginaw Chippewa Indian Tribe of Michigan shall be responsible for a minimum of \$2,000 in local program match if opting for membership.

**Municipalities:**

Appropriations shall be based on the same formula and distribution formula approved by the Council.

**Appropriation/Dues Assessment Requests:**

Appropriation requests shall be submitted in writing to member counties by mid-summer but no later than September of each fiscal year.

**Fees for Service**

The Council will annually approve a fee for service schedule.

**Authority to Borrow Funds**

The Council shall have the authority to borrow funds/establish a line of credit for the purpose of meeting immediate cash/flow needs. The Council shall specify the maximum limit for such borrowing. Any officer plus the Executive Director may authorize the transfer of such funds.

**Signatories**

The Council shall appoint any two duly elected officers and/or one officer and the Executive Director as authorized persons to sign checks drawn on the Council's accounts in payment for authorized expenditures.

The Council shall also authorize any two (2) of the five (5) elected officers to sign any and all Council approved legal documents, contracts, banking documents, etc. It shall be the Council's policy to require two (2) signatures on all checks.

**Annual Audit**

The Council shall cause an annual audit of the financial affairs of the Council to be performed by an independent Certified Public Accountant in accordance with the law. A report of such audit shall be made available to the members of the Council.

## ARTICLE IV. COUNCIL DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the East Michigan Council of Governments (EMCOG) shall be to carry out the functions and operations associated with meeting the letter and intent of these ByLaws.

### Section 1: **Regular Meetings**

A meeting schedule for the calendar year shall be approved at the January Organizational meeting of the Council.

Board of Director's meetings of EMCOG shall be held bi-monthly, or as needed in accordance with established procedures. Members shall be sent written or electronic notices 10 days prior to such meeting giving the time, place and purpose of such meeting. Local news media shall be notified and all such meetings shall be open to the public and shall be subject to the State of Michigan's Open Meetings Act (MCL 15.261), including appropriate posting notices, and in accordance with federal regulations governing The Americans with Disability Act (ADA).

### Section 2: **Executive Committee:**

The Executive Committee shall meet in person or by conference call prior to each EMCOG regular meeting for the purpose of planning the agenda and any other business to be brought before the Council. The Committee shall meet not less than six (6) times nor more than twelve (12) times during the Council's fiscal year. The EMCOG Officers shall comprise the Executive Committee.

### Section 3: **Committees (Standing and Advisory)**

Committees, both Standing and Advisory, shall meet to prepare recommendations for the Council.

### Section 4: **Special Meetings**

Special meetings of EMCOG may be called by resolution of the officers or upon request of a majority of the membership. Members and alternates shall be sent written notice of such meeting, giving date, time, place and purposes of such meeting, according to the Open Meetings Act (MCL 15.261), including appropriate posting notices, and in accordance with federal regulations governing The Americans with Disability Act (ADA). Business conducted at special meetings must be confined to items which notice was served for the special meeting.

### Section 5: **Waiver of Notice**

Attendance of a member at a regular or special meeting shall constitute waiver of notice of such meeting.

### Section 6: **Quorum**

A quorum shall consist of fifty-one percent (51%) or more of representatives to the Council. A majority vote of the members constituting a quorum except as otherwise specified in the ByLaws, shall decide an issue before the Council.

### Section 7: **Voting**

To vote, a person must be a member of record according to the official records of the secretary. In the absence of the voting member, the designated alternate shall have voting rights. Voting may be by voice, show of hands, or roll call vote to be determined by the Chair. Absentee ballots or proxies are not permitted.

Section 8: **Minutes**

Minutes shall be taken/recorded for each regular and special meeting and copies thereof shall be sent by mail, e-mail or fax to each member and such other persons as the Board of Directors deems appropriate in a manner prescribed. Said minutes shall be properly dated and made available as soon as possible after each meeting. Said minutes shall be "Unapproved Minutes" pending a vote of the Board of Directors at the next regularly scheduled EMCOG meeting.

Committee minutes shall also be kept containing all actions/motions taken during the meeting. All official Council and Committee records shall be matters of public record.

## ARTICLE V. COMMITTEES

Section 1: **Standing Committees:**

EMCOG may establish such standing committees as it deems proper for the administration of its programs and the conduct of its business. The Committee members shall be appointed from EMCOG membership by the Chairperson to serve one (1) year terms at the January meeting. The EMCOG Chairperson is a voting member of all Committees. In the event the Chairperson must be absent from a Committee meeting, he/she may designate the 1<sup>st</sup> of 2<sup>nd</sup> Vice Chairperson to attend the Committee meeting with full voting rights.

There shall be five (5) Standing committees (Executive (Officers), Budget/Finance and Personnel, Nominating Committee, RED Team, and Transportation/Land Use/GIS (TLAG) Committee.

All standing committees are responsible to the EMCOG Council and prepare recommendations/policies subject to EMCOG Council approval.

Of the five (5) types of Standing Committees, two (2) will *assist* in the operation of the Council's activities (Budget/Finance and Personnel and Nominating) and two (2) will *advise* the Council on critical program areas related to Council activities (RED Team and the Transportation/Land Use/GIS).

These committees *assisting* the Council are:

- A. **Executive Committee:** The officers shall serve as the Executive Committee of EMCOG. The Executive Committee assists the Executive Director in preparation of agenda items and business to come before the EMCOG Council.
- B. **Budget/Finance and Personnel Committee:** The Budget/Finance and Personnel Committee shall be a standing committee reporting directly to the Council. The purpose of this Committee is to:
  - 1. Assist in the development of the annual budget including recommendation of the annual membership appropriation amount.

2. Review the annual Regional Work Program budget.
3. Review issues of Personnel and internal administration
4. Address and recommend resolution to operating staff grievances and discipline to the Council.
5. Assists the Executive Director in interviewing candidates and in recommending them to the EMCOG Council for employment.

The Chairperson of the Board of Directors shall serve as the Chair of the Budget/Finance and Personnel Committee. The Officers plus up to three interested Council members may also serve on this committee.

### C. **Nominating Committee**

The Nominating Committee shall be a standing committee reporting to the Council. The Committee shall consist of three (3) to five (5) members from the member units and will be appointed at the last Council meeting of the year by the EMCOG Chairperson. The proposed candidates for Council officers will be presented at the Organizational meeting in January. Additional nominations will also be accepted from the floor at that meeting.

The Committees *advising* the Council on critical program areas are:

#### 1. **Regional Economic Development (RED) Team**

The RED Team shall be a standing committee reporting to the Board of Directors and the Executive Director. The purpose of the RED Team shall be to:

- A. Promote, communicate and facilitate discussion on issues of economic development, which have a mutual interest to member units.
- B. With authorization from the Full Council, serve as the Comprehensive Economic Development Strategy (CEDS) Committee.
- C. Collect necessary member information for completion of the annual CEDS to Council Economic Development staff.
- D. Prioritize, per approved Criteria, projects submitted from members for inclusions in the annual Comprehensive Economic Development Strategy (CEDS) and as per EDA's rules and regulations; specifically to determine those projects with the highest priority for potential EDA funding. Review criteria may be reviewed for relevancy from time to time and for consistency with EDA's rules, goals and objectives.
- E. Present the final CEDS report to the Full Council for approval prior to required submission date unless specifically authorized by the Board to complete and send on its behalf without prior review.
- F. Provide copies of approved final CEDS to each member unit as well as the EMCOG membership;
- G. Be comprised of one (1) representative from each member unit.
- H. The RED Team/CEDS Strategy Committee must represent the main economic interests of the Region and must include Private Sector representatives *as a majority of its membership; i.e., 51%* representation from the business/private sector including but not limited to: workforce development boards, chambers of commerce, community colleges, etc.
- I. Partner with the EMCOG TLAG committee on issues of mutual interest and concern;

EMCOG shall retain authority to determine those agencies that will be invited to serve on the RED Team. At all times, the RED Team business/private sector membership component shall be consistent with the U. S. Department of Commerce, Economic Development Administration rules and regulations governing CEDS board composition.

The RED Team shall be chaired by the 2<sup>nd</sup> Vice Chairperson of the Council and staffed by the Economic and Community Development Program Coordinator.

**2. Transportation, Land Use and GIS (TLAG) Committee:**

The TLAG Committee shall be a standing committee reporting to the Council and the Executive Director. The purpose of the TLAG Committee is to provide a partnership of groups and/or individuals working for a sustainable East Central Region. Activities will include but not be limited to:

- A. Creating a region with healthy, vibrant, walkable communities that provides all residents with transportation choices, affordable housing, land use-zoning solutions and geographic information systems data assistance;
- B. Foster public participation and discussion on developing a consolidated Regional GIS network. This will include assistance to local member units in capacity building for GIS data creation and maintenance.
- C. Analysis of local, county and regional policies, work with the State, work with community groups to develop alternatives and coordination of grassroots efforts;
- D. Advise and assist the EMCOG and its member Units on elements related to local and regional planning Acts;
- E. Encourage public participation and engagement in the local and regional planning Process including, but not limited to, Green Infrastructure planning, Sustainable development, Zoning, Brownfield Redevelopment, Planning Law, Non-motorized transportation, Transit and related topics;
- F. Coordinate the information provided by staff and the subcommittees to create a sustainable Regional Land Use Plan that incorporates the desires of the communities as a whole;
- G. Partner with the ECM RED Team committee on issues of mutual interest and concern;
- H. Engage appropriate EMCOG staff in the execution of the Committee's purpose;
- I. Be comprised of a minimum of five (5) Council representatives and other interested individuals from the Transportation, Land Use and GIS practice areas. Total number estimated at 18-20 members.
- J. EMCOG shall retain authority to determine those agencies that will be invited to serve on the Committee.

The TLAG Committee shall be staffed by the ECM Transportation Program Coordinator. An EMCOG Board member shall serve as one member of the Officer component of the TLAG Committee.

**Section 2. Ad Hoc (Special) Committees:**

Special (Ad Hoc) committees may be appointed by the EMCOG Chair to perform specific tasks for the Council and are dissolved upon task completion.

## **ARTICLE VI. OFFICERS**

The Council shall, at its January meeting each year, install from the membership, its Officers for the succeeding year in accordance with the procedures as set forth in "Robert's Rules of Order." The officers of EMCOG shall be: Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer and shall have a term of one (1) year. The duties and responsibilities of each office shall be those normally associated with those offices. Unless specifically authorized by the Full Council, no authority as an individual officer can be exercised by virtue of office held on any matter. Only those actions authorized specifically by the Full Council acting in concert have standing and the weight of full authority.

The officers shall serve as the Executive Committee of EMCOG.

### **Section 1: Duties of the Chairperson**

- (a) The Chairperson shall have general decision making authority and responsibility for carrying out the decisions of EMCOG.
- (b) Shall preside at EMCOG Board of Directors meetings.
- (c) Shall represent EMCOG in an official capacity where appropriate and perform those duties incident to the office as chief of the policy board.
- (d) Shall appoint members to standing and ad hoc committees as established by the Council.
- (e) Shall have a vote on all matters that are brought before the body.
- (f) Shall serve as a voting member of all committees.
- (g) Shall serve as the EMCOG policy representative to the Michigan Association of Regions (MAR) or will designate a member of the Board of Directors to serve in that capacity.
- (h) Shall serve as the authorized signatory and shall execute documents on behalf of EMCOG when duly authorized by the Board of Directors.
- (i) Shall perform such other duties as EMCOG directs.
- (j) Shall serve as chair of the EMCOG Executive Committee.

### **Section 2: Duties of the 1<sup>st</sup> Vice-Chairperson**

- (a) The 1<sup>st</sup> Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and has full voting privileges in his/her absence.

### **Section 3: Duties of the 2<sup>nd</sup> Vice Chairperson**

- (a) Shall perform the duties of the Chairperson and the 1<sup>st</sup> Vice Chairperson in their absence and has full voting privileges in their absence.
- (b) Shall serve as the Chairperson of the Regional Economic Development (RED) Team.

Section 4: **Duties of the Secretary**

- (a) Shall serve as the official recorder of Council actions although the actual taking of minutes may be delegated to administrative staff. All minutes shall be approved by the Council and signed by the Secretary of the Council.

Section 5: **Duties of the Treasurer**

- (a) Shall be responsible for the financial affairs of EMCOG including an accurate record of monies received, disbursed, and deposited in behalf of the organization in carrying out EMCOG activities.
- (b) Shall be bonded in accordance with provisions established by the Board of Directors and through the Council's insurance carrier.

All EMCOG officers, staff and volunteers are covered by Directors & Officers Liability insurance as part of the overall insurance coverage provided by organization's risk control insurance carrier.

## **ARTICLE VII. ADMINISTRATION**

Section 1: **Executive Director**

Administration of the work carried on by EMCOG shall be the responsibility of the Executive Director who shall serve as the Chief Executive Officer.

- (a) The Director shall be employed and retained in accordance with the approved Personnel Manual of the EMCOG Council.
- (b) Shall be responsible for the planning, coordinating, and reporting the work of EMCOG.
- (c) Shall make recommendations regarding the general administration of EMCOG affairs including budget, finance, appointment of authorized personnel, distribution of authorized reports and publications and program administration in accordance with policies and procedures set forth in the Appendix of these ByLaws.
- (d) Shall perform such other duties and functions as may be assigned by the Council.

Section 2: **Staff**

EMCOG shall employ such qualified personnel as is necessary to carry out the programs of the Council in accordance with established personnel policies and procedures.

Staff qualifications: The Administrative Committee shall prepare written professional qualifications for the various staff positions, including minimum levels of education, training, and experience.

**Operating Staff:** The Executive Committee shall advise and consent, on the recommendation of the Executive Director, concerning staff appointments.

**New Staff:** The Executive Committee shall advise and consent, on the recommendation of the Executive Director, concerning new staff appointments (full or part-time). All EMCOG staff are covered by Liability insurance as part of the overall insurance coverage provided by the organizations risk control insurance carrier.

Section 3: **Policies and Procedures**

Policies and procedures regarding the administration of EMCOG shall be established by the Board of Directors.

Section 4: **Program Budget Process:**

A. **Budget Process:**

1. Development of the annual program of work and budget for the EMCOG shall commence in April for the following fiscal year.
2. The development of the program and initial approval shall be by the Director and the Budget/Finance and Personnel Committee
3. The Program of Work, budget and membership fees shall be submitted to the governmental units by August 1st of each year for review and comment.

B. **Fiscal Year:**

The fiscal year of the East Michigan Council of Governments shall begin on the first day of October in each calendar year and shall terminate on the last day of September of the next calendar year.

C. **Annual Report:**

An Annual Report shall be submitted to the Council by the Executive Director each year on April 1.

D. **Administrative Records**

1. Correspondence concerning policy, projects, programs and related matters shall be maintained and made a matter of public record.
2. All reports, publications, and other materials prepared on special requests shall be maintained as a matter of public record.

## **ARTICLE VIII. COUNCIL RULES**

The Council shall adopt rules for Officer tenure. "Robert's Rules of Order" shall govern the conduct of all Council and Committee meetings. Other rules of procedure can be adopted by the Council as necessary to the operation of the Council of Governments. Such rules shall not be in conflict with the letter or the intent of the ByLaws and may include procedures regarding meetings, project reviews, priority guidelines, technical assistance programs, agendas, etc. Such rules also shall be published for dissemination to member agencies and made a matter of record.

## ARTICLE IX. AMENDMENTS TO BYLAWS AND OTHER RULES AND REGULATIONS

Proposed alterations, amendments or additions to these bylaws or to the EMCOG ByLaws must be presented in writing to the membership at least ten (10) days prior to adoption. Amendments may be made by the Board of Directors. Approval shall require a two-thirds (2/3) vote of the members present at said meeting constituting a quorum.

## ARTICLE X. EFFECTIVE DATE OF BYLAWS

The effective date of these bylaws is May 3, 2009.

BASE ALLOTMENT SCHEDULE

<u>Government Area</u>	<u>Maximum # of Representative Seats</u>	
Arenac .....	2	
Bay .....	2	
Clare .....	2	
Gladwin .....	2	
Gratiot .....	2	
Huron .....	2	
Iosco .....	2	
Isabella .....	2	(includes rep from City of Mt. Pleasant)
Midland .....	2	
Ogemaw .....	2	
Roscommon .....	2	
Saginaw .....	2	
Sanilac .....	2	
Tuscola .....	2	
 Saginaw Chippewa Indian Tribe .....	 <u>1</u>	
Total:	29	

Note:\*

**Private sector/business** **1 – minimum required on the governing board**

\*EDA requires a minimum of one (1) private sector/business representative, plus representation from workforce development or labor groups, intermediate school districts, post secondary education, special authorities (MPOs, DDAs, LDFAs, EDCs, Land Banks, road Commissions, MSU Extension) equal to or greater than 35% of the governing body.

Adopted December, 1972: Amended 1973, 1978, 1982, 1985, 1992 and 2009 by member Boards of Commission

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<sup>1</sup> The Saginaw Chippewa Indian Tribe of Michigan shall retain its sovereignty in all matters, actions, and programs engaged in as a member of the East Michigan Council of Governments and shall not be deemed to be subordinate to the State of Michigan in any manner.