

**BYLAWS OF**  
**THE CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS**

In accordance with Article IV of the Agreement for Establishment of the **Cuyahoga Valley Regional Council of Governments** (“the Agreement”) these Bylaws are hereby adopted to govern the activities and procedures of the **Cuyahoga Valley Regional Council of Governments** (“the **CVRCOG**”).

**I. PURPOSE.** The mission of **CVRCOG** is to provide a forum and organizational status through which it may assist, promote, and coordinate the efforts of its participating units of government for the restoration, preservation, and enhancement of the natural, historic, cultural, recreational, and economic resources of the region of the Cuyahoga Valley from Akron to Cleveland. The **CVRCOG** shall have all powers set forth in **Ohio Revised Code (Chapter 167)** or any future amendments thereto or as otherwise provided by law.

**II. REPRESENTATION.** Each member of the **CVRCOG** shall be represented on the council by the chief executive officer, or in the case of those units of government that do not have an elected chief executive officer, a representative chosen by the legislative or governing body of the participating unit of government (the “Representative”). The representative may designate an alternate who will have full authority to act on behalf of the participating unit of government as though the primary representative were present. Meetings of the **CVRCOG** requiring voted approvals shall not be conducted unless a quorum is present. A quorum shall consist of a majority of the Representatives, each entitled to one vote. Action may be taken by the affirmative vote of a majority of Representatives voting in person and by proxy; provided however, that any proxy vote shall be in writing, signed by the Representative and presented prior to the conclusion of the voting process.

**III. OFFICERS; ANNUAL ELECTIONS.** As soon as practicable after the Agreement is approved by each participating unit of government’s legislative body, and thereafter in the succeeding calendar years, the Representatives shall meet and elect in annual elections (“Annual Elections”) or as required by circumstances, as officers a President, Vice President and Treasurer, respectively, who shall serve until such officers are next elected. The President - - and in the absence of the President, the Vice President - - shall preside at all meetings of the **CVRCOG**, exercise those other powers and duties usually exercised by the chief executive officers of similar organizations, and between meetings of the **CVRCOG** may act for the **CVRCOG** in a manner consistent with the directions of the **CVRCOG** and with the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio. The Treasurer shall perform those duties normally associated with such office, including the responsibilities of Fiscal Officer of the **CVRCOG**.

#### **IV. EXECUTIVE COMMITTEE AS GOVERNING BOARD.**

**A. Composition and Election of Executive Committee.** The Executive Committee shall consist of the Officers (President, Vice President and Treasurer), and three (3) other members elected as Executive Committee members in Annual Meetings, and a representative of the National Park Service who shall serve *ex officio*. No two (2) or more persons who reside in or hold elected public office in the same **CVRCOG** participating unit of government shall serve contemporaneously on the Executive Committee. The Officers and other members of the Executive Committee shall be elected at an annual meeting held for organizational purposes, and during the periods between Annual Elections the President may, from time to time and with the voted approval of the **CVRCOG**, appoint additional other members of the Governing Board.

**B. Authority and Function of Executive Committee.** The Executive Committee shall constitute the Governing Board of the **CVRCOG** as authorized in **Ohio Revised Code Section 167.04**. The Executive Committee shall advise and report to the members of the **CVRCOG**, and during the periods between meetings of the **CVRCOG** may act for the **CVRCOG** in a manner consistent with the directions of the **CVRCOG** and its President, the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio. The Executive Committee shall consider and may recommend immediate action, if a majority of the Executive Committee members believe that immediate action is necessary and that it is not practicable to convene an CVRCOG meeting immediately to consider approval of the action. Without limitation of the foregoing, the Executive Committee will use reasonable efforts to communicate with, and receive advice from, the other **CVRCOG** Representatives regarding any proposed or recommended action the Executive Committee believes may be deemed objectionable by the **CVRCOG** Representatives. Upon authorization by the Executive Committee, the President - - and in the absence of the President, the Vice President - - may undertake the recommended action. Any such recommended action undertaken shall be reported to the **CVRCOG** Representatives both as soon as is practicable and at the next **CVRCOG** meeting; at that meeting or as soon thereafter as the **CVRCOG** is ready to vote its approval or disapproval of any such recommended action requiring voted approval, the **CVRCOG** shall do so. Any such recommended action shall remain in effect until (i) the recommendation is revoked by a majority of the Executive Committee or (ii) it is disapproved by the **CVRCOG** in a meeting at which a quorum is present.

**C. Election and Removal of Officers and Members of Executive Committee.** The election of officers and other members of the Executive Committee, except the National Park Representative, shall take place at the annual meeting of the **CVRCOG** provided that a quorum is present. A Nominating Committee shall present its nominations at the meeting, and the opportunity shall be provided for additional nominations to be made by representatives of the participating units of government who are present. The election shall be conducted by ballot. If a valid election can not be conducted at the annual meeting for lack of a quorum, the election shall be conducted within forty-five (45) days either at a regular or special meeting of which written notice shall be sent to all representatives at least fifteen (15) days in advance of the meeting and shall state the intent to conduct the election and the nominees presented by the nominating committee. Any officer or other member of the Executive Committee, other than the representative of the National Park Service, may be removed from office by a vote of the representatives of at least two-thirds (2/3) of the participating units of government which are represented at a meeting of the **CVRCOG** provided a quorum is present, and also provided that said person being removed has been given notice in writing of the charges against him or her, proof of the charges offered to the membership, and the opportunity to appear before the membership on his or her own behalf. No trustee or officer shall be removed from office unless the notice of the meeting at which action is contemplated shall specify the identity of the person, the action contemplated and the identity of the person or persons proposing such action.

## **V. MEETINGS.**

The **CVRCOG** shall meet, at a minimum, on an annual basis. The annual organizational meeting of the **CVRCOG** shall be held each year in February. Meetings shall be scheduled and held as determined by the President or when requested in writing by the Representatives of fifty percent (50%) or more of the member-participating units of government. **Ohio Revised Code, Section 121.22**, shall govern public notification of meetings and the ability of **CVRCOG** to meet in executive session. Advance notice of the time and place of all regular and special meetings of the **CVRCOG**, Executive Committee and any other duly appointed committee of the **CVRCOG** shall be provided to any person in the following manner: (i) posting on the **CVRCOG** web site ([www.CVRCOG.org](http://www.CVRCOG.org)), (ii) e-mailing to any person who so requests in writing and provides an e-mail address, and (iii) ordinary mailing to any person who so requests in writing and provides self-addressed, stamped envelopes. The call for a special meeting shall contain notice of the business to be considered or acted upon at such meeting, and no other business shall be considered or acted upon at said meeting. Attendance at said meeting will constitute a waiver of the notice requirement, and any required notice may be waived in writing by the person or persons entitled to notice, whether before or after the times attested in the waiver, and will be considered equivalent to giving of notice. The waiver must, in the case of a special meeting of the Council, specify the general nature of the business to be transacted.

## **VI. POWERS AND DUTIES.**

Except as otherwise provided in these Bylaws, the Executive Committee shall have the following powers and duties:

**A. Financial.** To prepare an annual budget and an equitable plan for the assessment of membership dues; to receive, expend and disburse funds; and to serve as the financial control body.

**B. Staff Salary.** To establish a salary of staff members, if any.

**C. Approvals.** To approve statements of policy, studies and plans and to provide for the implementation thereof.

**D. Assistance.** To apply for and accept loans, grants and contributions on behalf of the **CVRCOG** and any other assistance in the form of money, property, labor and supplies from public and private sources, including charitable foundations, assistance agencies, the State of Ohio and instrumentalities of the United States; and to expend and disburse such grants, gifts, contributions and loans and other assistance for any approved purpose.

**E. Contracts.** To contract or enter into agreements with any person, any federal, State or local agency and any subdivision thereof, and any public or private organization; to carry out the purposes of the **CVRCOG**, as specified in these Bylaws or for which assistance is accepted, including contracts for grants, loans, contributions and any other assistance available from agencies of the State of Ohio and instrumentalities of the United States; and to stipulate, in contracts let in connection with any project for which assistance is received, that the contractor and any subcontractor comply with requirements such as minimum wages, laws against discrimination and other lawful obligations which may be required as conditions to receipt of financial aid granted to the project.

**F. Annual Report.** To make an annual report of its activities to its member-units of government. Such report may be provided verbally at its annual meeting or at a regular **CVRCOG** meeting.

**G. Other responsibilities.** To carry out such other responsibilities as may be imposed on the **CVRCOG** by its membership or the laws of the State of Ohio.

**VII. FINANCE.**

**A. Fiscal Officer.** Financial responsibility for the **CVRCOG** shall rest on the Treasurer for the **CVRCOG**, who shall be elected by the **CVRCOG's** members (as indicated above).

**B. Fiscal Year.** The fiscal year of the **CVRCOG** shall commence on July 1st thru June 30th.

**C. Allocation of costs.** On or before August 1<sup>st</sup> of each year, the Executive Committee shall approve a revenue budget for the coming fiscal year in order to determine the sources and amounts of revenue that will be required to support the projected programs and activities of the Council. At the beginning of each fiscal year, the Executive Committee shall adopt a spending budget to authorize the purposes and amounts of expenditures within the limit of the revenue received or committed. The spending budget may apply to all or part of the fiscal year, and may be amended at any time by the Executive Committee. On the basis of the approved revenue budget, the Executive Committee may request financial support from the participating units of government, subject to the conditions that such financial support shall be voluntary and not a condition of continued participation in the Council, and payment by a participating unit of government may be designated in support of the Council's general operations or in support of specific programs and activities. Notwithstanding these provisions, the Executive Committee may assess or charge a participating unit of government for the full or partial costs of services rendered directly to such unit by the Council under terms of a prior agreement.

**D. Audit.** The **CVRCOG** shall cause an audit to be performed by the Ohio Auditor of State or a licensed public accountant, covering all financial affairs of the **CVRCOG**, in accordance with a timetable set by the Ohio Auditor of State's guidelines. Copies of each such audit shall be transmitted to each member of the **CVRCOG**.

**E. CVRCOG Funds.** The funds of the **CVRCOG** shall include all dues, fees, gifts and other contributions received from participating units of government and other sources. **CVRCOG** funds shall be maintained, invested and managed in compliance with applicable laws of Ohio, particularly **Ohio Revised Code, Chapter 135**. The **CVRCOG** shall keep a record of all contributions received from each participating unit of government and each other source. All interest earned on **CVRCOG** funds shall be credited to such funds. Disbursements from **CVRCOG** funds may be made at the direction of the **CVRCOG** for any proper purpose of the **CVRCOG**, including, but not limited to, payment of administrative, professional, clerical and contracted services, and for programs and operating expenses.

**VIII. PARLIAMENTARY AUTHORITY.**

**Roberts Rules of Order, Revised**, shall govern all parliamentary procedures of the **CVRCOG** in all cases to which they may be applicable, except to the extent that they are inconsistent with the Bylaws or the special rules of order in this organization.

**IX. ADMISSION TO MEMBERSHIP.**

Subsequent to formation of the CVRCOG, units of government may be admitted to membership as follows:

**A. Request.** The chief executive of the applicant (“the Applicant”) may request membership of the Applicant in the **CVRCOG**; the Applicant shall advise that upon approval of such request, the Applicant will comply fully with the requirements and obligations imposed pursuant to the Agreement and Bylaws, as amended from time to time.

**B. Approval.** Any **CVRCOG** approval of the Applicant’s request shall be given in the manner provided in **Article II of these Bylaws**; thereupon, the **CVRCOG** and Applicant will take such further actions and execute such documents as necessary to confirm and implement the Applicant’s membership in the **CVRCOG** and compliance with the obligations thereof.

**X. WITHDRAWAL FROM MEMBERSHIP.**

Any participating unit of government may withdraw from the **CVRCOG** in the manner and subject to the conditions described in the Agreement.

**XI. CONDITION TO OBLIGATIONS.**

Notwithstanding anything to the contrary stated in these Bylaws, no obligation arising in consequence of membership in the **CVRCOG** and requiring legislative approval by any member shall be binding on such member, unless approved through appropriate legislation.

**XII. AMENDMENTS.**

These Bylaws may be amended by affirmative majority vote of the Representatives voting in person and by proxy at any regular meeting or special meeting called for such purpose, so long as a quorum is present and copies of such proposed amendments have been given, as provided in the Bylaws, to each Representative not less than thirty (30) days prior to such meeting. Such amendments shall become effective subject to approval by member-units of government, consistent with Article XI of these Bylaws.

**XIII. NOTICES.**

Any notice required or permitted by these Bylaws or the law to be given shall be in writing and sent by ordinary mail, facsimile transmittal or E-mail to the address or transmittal number previously provided to the sender by the person or entity intended to receive the notice.

**XI. SEVERABILITY.**

In the event any part or portion of these Bylaws shall be found to be contrary to law and thereby held to be null and void, all other provisions of these Bylaws shall remain in full force and effect, and shall not otherwise be affected thereby.

Approved and Adopted:

\_\_\_\_\_, President  
Cuyahoga Valley Regional Council of Governments