

**BYLAWS  
KENNEBEC VALLEY COUNCIL OF GOVERNMENTS**

**ARTICLE I**

**LEGAL BASIS FOR KVCOG – Revised 9/22/22**

Title 13, MRSA, Section 901, Title 30-A, Section 2311, et seq., Maine Revised Statutes Annotated.

**ARTICLE II**

**NAME**

The name of this Non-Profit Corporation shall be the **KENNEBEC VALLEY COUNCIL OF GOVERNMENTS (KVCOG)**.

**ARTICLE III BYLAW**

**DEFINITIONS**

- A. **Alternate Official Representatives:** “**Alternate Official Representative**” means a person appointed by the governing body of a member municipality or county, to represent that municipality or county, at the General Assembly of KVCOG when the Official Representative is unable to act because of conflict of interest, physical incapacity, or absence.
- B. **Board of Directors:** “**Board of Directors**” means the Officers and Directors of KVCOG, as provided in Article VII of these Bylaws, and the immediate Past President.
- C. **Council:** “**Council**” means Kennebec Valley Council of Governments.
- D. **Executive Committee:** “**Executive Committee**” means the Officers of KVCOG, as provided in Article VIII of these Bylaws.
- E. **General Assembly:** “**General Assembly**” means the Official Representatives of the Members of the KVCOG.
- F. **KVCOG:** “**KVCOG**” means the Kennebec Valley Council of Governments.
- G. **Member of KVCOG:** “**Member of KVCOG**” means a municipality or county that has satisfied the requirements of Article V.
- H. **Municipal Legislative Body:** “**Municipal Legislative Body**” means the town meeting in a town; the city council in a city; or that part of a municipal government that exercises legislative powers under a law or charter.
- I. **Municipal Official:** “**Municipal Official**” means any elected or appointed member of a municipal government.

- J. **Municipal Officers: "Municipal Officers"** means the selectmen or councilors of a town, or the mayor and aldermen or councilors of a city.
- K. **Municipality: "Municipality"** means a city or town, except as provided in Chapter 225 Maine Revised Statutes.
- L. **Official Representative: "Official Representative"** means a person appointed by the governing body of a member municipality or county, to represent that municipality or county, at the General Assembly of KVCOG.

## ARTICLE IV

### PURPOSES and POWERS

The Kennebec Valley Council of Governments is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.) It is an organization comprised of municipal and county governments located in the Kennebec Valley Economic Development District that includes Somerset County, Kennebec County, and Western Waldo County. The purposes and powers of KVCOG are:

- A. To study governmental problems common to two or more members of the Council as it deems appropriate, including but not limited to matters affecting health, safety, welfare, education, economic condition and regional development;
- B. To promote cooperative arrangements and coordinate action among its members;
- C. To make recommendations for review and action to its members and other public agencies that performs functions within the region;
- D. By appropriate action of the governing bodies of the member municipalities, to exercise such other powers as are exercised or capable of exercise, separately or jointly, by the member governments and necessary or desirable for dealing with problems of local concern;
- E. To accept funds, grants, gifts and services from the government of the United States or its agencies, from the State or its departments, agencies, or instrumentalities, from any other governmental unit, whether a member or not, and from private and civic sources to carry out its purposes; and,
- F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Support, as appropriate, is granted to topical issues in collaboration with partner organizations on a case-by-case basis.

- G. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted:
  - (a) By a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code or;
  - (b) By a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code (or corresponding section of any future Federal tax code.)
- H. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

## **ARTICLE V**

### **MEMBERS**

#### **Section 1: Eligibility for Membership**

Eligibility for membership in this organization shall be open to any municipality and county within the Kennebec Valley Planning and Development District and the Kennebec Valley Economic Development District designated by the Governor of Maine that include but are not limited to Somerset County, Kennebec County, and Western Waldo County.

#### **Section 2: Official Representatives**

- A. The municipal officers of each municipal member of KVCOG with a population of 10,000 or less shall appoint annually two Official Representatives to the General Assembly. Municipal members with a population of more than 10,000 may appoint one additional Official Representative for each 10,000 in additional population more than 10,000. Official Representatives are defined in Article III as: a person appointed by the governing body of a member municipality or county, to represent that municipality or county, at the General Assembly of KVCOG.

#### **Section 3: Terms of Office**

- A. The Municipal Officers who serve as Official Representatives to the General Assembly may serve only during their respective terms in office as Municipal Officers and shall serve at the pleasure of the Municipal Officers of the municipality.
- B. All other Official Representatives shall serve for a term of two (2) years and may be dismissed for cause before the member's term expires by his or her appointing officials. A vacancy may be filled for the unexpired term in the same manner as a regular appointment.

**Section 4: Reimbursement**

Official Representatives shall not be paid for their services but may be reimbursed for expenses approved by the President and Treasurer of the Board of Directors.

**Section 5: Alternate Official Representatives**

Municipalities and counties may each appoint one Alternate Official Representative for a term of two (2) years who shall act in the place of an Official Representative from his or her municipality or county when such Official Representative is unable to act because of conflict of interest, physical incapacity, or absence. Alternate Official Representatives shall be invited to participate in all meetings of the General Assembly.

**Section 6: Admission to Membership**

Municipalities and counties may join KVCOG by tendering its Annual Membership Fee established by the General Assembly.

**Section 7: Withdrawal from Membership**

Any member of KVCOG may withdraw from membership by sending written notice to the Executive Director. Withdrawal from membership does not obligate a refund of that year's dues.

**Section 8: Suspension**

The General Assembly may vote to suspend any member for failure to pay its Annual Membership Fee within six (6) months of the start of the KVCOG fiscal year.

**ARTICLE VI**

**GENERAL ASSEMBLY**

**Section 1: Purpose**

The General Assembly is the primary policy making body of the Council. It is comprised of the Official Representatives of member municipalities and counties.

**Section 2: Powers and Functions**

The powers and functions of the General Assembly shall include:

- A. The adoption of the KVCOG Annual Budget and the Annual Membership Fee Schedule. The amount to be paid by each member shall be determined on an equitable basis and transmitted to the Municipal Officers and County Commissioners to allow appropriations to be made;
- B. The adoption and amendment of Bylaws;

- C. The election of such Officers and Directors as are to be elected under Article VII;
- D. The establishment of policy guidelines for the Board of Directors;
- E. All powers vested in KVCOG by the laws of the State of Maine and these Bylaws.

**Section 3: Procedure**

- A. **Regular Meetings:** There shall be a meeting of the General Assembly (GA) held annually. This Annual Meeting shall be scheduled no later than September 30 and will confirm the business of approving the annual KVCOG budget with any amendments, as well as set the following year's membership dues. Special meetings of the General Assembly may be called by the President or by one quarter of the members of the General Assembly.
  - a. Annual budgets are voted on by the GA in advance of the September meeting by mail-in ballot. Ballots are retained and recorded for confirmation at the annual meeting.
  - b. Meetings may be conducted via electronic means during times of emergency or to encourage expediency.
- B. **Notice of Meetings.** A minimum of seven (7) days' notice in writing or by electronic means is required for all meetings of the General Assembly.
- C. **Quorum.** At least one (1) Official Representative from ten percent (10%) of the membership shall constitute a quorum for the transaction of business at meetings of the General Assembly.
- D. **Voting.** Each Official Representative shall be entitled to one vote. An Alternate Official Representative may vote in the absence of one or more of the regular Official Representatives of a member municipality or county when the President determines that such regular representative is absent or unable to vote and the Alternate Official Representative is designated by the member of KVCOG to vote instead.
  - a. Voting may be conducted via electronic means during times of emergency or to encourage expediency and will be recorded as an official vote in the meeting minutes for the organization.
- E. **Administration.** The General Assembly may adopt such procedures, rules, and regulations that are not inconsistent with these Bylaws as may be necessary for the efficient administration of its activities.
- F. **Remote Participation.** The Board of Directors may adopt a Remote Participation Policy to set forth the conditions for any remote participation at meetings of the General Assembly. Subject to applicable law, including without limitation the Maine Freedom of Access Act, 1 M.R.S.A. §§ 400 et seq., if applicable, and the Remote Participation Policy, if any, as the same may be amended from time to time, Official Representatives may participate in a meeting of the General Assembly by remote methods, including without limitation by means of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by remote methods pursuant to this Section and the Remote Participation Policy shall constitute presence in person at such meeting.

## ARTICLE VII

### BOARD OF DIRECTORS

#### **Section 1: Board of Directors**

The Board of Directors of KVCOG shall include a minimum of nine (9) directors and a maximum of twenty-one (21) Directors.

It shall be the goal of KVCOG that at least half of the Board of Directors shall be municipal officers. However, at least fifty percent (50%) of the Board of Directors shall be either municipal officers or the chief appointed official of a municipality such as town or city manager.

#### **Section 2: Purpose**

The Board of Directors shall act as a policy-making body whenever the General Assembly is not in session.

To act for the General Assembly when the General Assembly is not in session, to carry out all powers of the General Assembly set forth in Article VI except those described in Article VI, Section 2, A., B., and C. (adoption of the annual budget, adoption of the Annual Membership Fee, the annual election of the Officers and Board of Directors and amendment of these Bylaws).

#### **Section 3: Powers**

The powers and functions of the Board of Directors shall include:

- A. To have exclusive authority over the following personnel related matters:
  - a. to establish and amend, when necessary, the personnel policies for the organization in collaboration with the Executive Director and any ad hoc committee that may be formed;
  - b. to employ an Executive Director;
  - c. to discharge or discipline the Executive Director for cause upon recommendation of the Executive Committee.
- B. To Approve the Annual Program of Work;
- C. To consider and act on requests for suspension of any member government;
- D. To establish or disband standing committees including but not limited to:
  - a. A Nominating Committee which cannot include any Executive Committee members;
  - b. The Revolving Loan Fund (RLF) Committee;
  - c. The Comprehensive Economic Development Strategy (CEDS) Committee.

Any committees so appointed shall include no less than one (1) Director of the Board.

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

- A. The President may call meetings of the Board of Directors as frequently as the accumulation of business to be transacted demands, and at places and times determined by the President. There shall be at least six (6) meetings of the Board of Directors annually. Meetings may be called by the President, or by written petition of at least three (3) members of the Board of Directors or the General Assembly.
- B. A minimum of three (3) days' notice in writing or by electronic means of all meetings of the Board of Directors shall be required except in an emergency, when the President or Board of Directors may call a meeting on shorter notice.
- C. Meeting attendance is important for the management of the organization. All Directors are expected to attend all Board meetings. If a director cannot attend a meeting it is his or her responsibility to notify the President or the Executive Director of their absence before the meeting date. If a director has two un-notified absences in a row or three notified absences in a row or the director misses one half of the total number of board meetings in a twelve-month period then an attendance problem is recognized and referred to the Board President for review and potential action, which may include termination from the Board.
- D. Enforcement of meeting attendance falls to the Board President.
- E. The Board of Directors may adopt a Remote Participation Policy to set forth the conditions for any remote participation at meetings of the Board of Directors. Subject to applicable law, including without limitation the Maine Freedom of Access Act, 1 M.R.S.A. §§ 400 et al, if applicable, and the Remote Participation Policy, if any, as the same may be amended from time to time, Directors may participate in a meeting of the Board of Directors by remote methods, including without limitation by means of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by remote methods pursuant to this Section and the Remote Participation Policy shall constitute presence in person at such meeting.

#### **Section 5: Quorum**

- A. A Seated Majority of the members of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.
  - a. Board members may be considered seated for attendance if they attend via electronic means.
- B. In the absence of a quorum, and if the seated members find that an emergency exists, they may vote on an item they determine necessary to address the emergency. The Executive Director shall immediately poll the absent members via electronic means and record their votes on that item. A Director not responding within 48 hours of the communication from the Executive Director shall be considered to have abstained. If a majority of the members of the Board of Directors vote in the affirmative, either directly or by way of the poll, that item is adopted. The Executive Director shall notify the President and submit a written roll call record of the vote to be considered for acceptance into the following meeting.

**Section 6: Nomination of Directors**

A Nominating Committee of at least three (3) Official Representatives shall be appointed by the Board of Directors in advance of the Annual Meeting of the General Assembly. No current officers will be eligible to participate on the Nominating Committee. The Nominating Committee shall nominate a "Slate of Officers and Directors." The "Slate of Officers and Directors" shall be mailed to all Official Representatives entitled to vote not less than fifteen (15) days in advance of the Annual Meeting. Official Representatives may vote for any person or resident in a member municipality or county, whether that name appears on the ballot or not.

**Section 7: Election of Directors**

The Directors shall be elected by the affirmative written ballots of a majority of the Official Representatives voting. The results of the balloting shall be announced at the Annual Meeting.

**ARTICLE VIII**

**OFFICERS**

**Section 1: Officers**

The Officers of KVCOG shall include a President, Vice President, Treasurer and Secretary/Clerk.

**Section 2: Nomination of Officers**

A Nominating Committee of at least three (3) Official Representatives shall be appointed by the Board of Directors in advance of the Annual Meeting of the General Assembly. The Nominating Committee shall nominate a "Slate of Officers and Directors." The "Slate of Officers and Directors" shall be mailed to all Official Representatives entitled to vote not less than fifteen (15) days in advance of the Annual Meeting. Official Representatives may vote for any person or resident in a member municipality or county, whether that name appears on the ballot or not.

**Section 3: Election of Officers**

The Officers and Directors shall be elected by the affirmative written ballots of a majority of the Official Representatives voting. The results of the balloting shall be announced at the Annual Meeting. In case no candidate for a particular office shall receive a majority of the votes cast, the Official Representatives present at the Annual Meeting shall select the person to fill such office from the two candidates who received the greatest number of votes by written ballot.

**Section 4: Terms of Office**

The terms of office shall begin immediately after the Annual Meeting at which they are declared elected and shall end immediately after the next Annual Meeting. The Officers and Directors shall hold office until their successors have been elected and qualified. The President may not serve more than two successive one-year terms.

**Section 5: Vacancies**

The Board of Directors may fill vacancies among the Officers and Directors occurring between annual elections.

**Section 6: Duties of Officers**

- A. President: The President shall call meetings of the General Assembly and the Board of Directors, shall preside at these meetings, except as otherwise provided, shall carry out the resolutions of the General Assembly and the Board of Directors, and shall perform such other duties as are customary to the office. The President may appoint temporary, special, and ad hoc committees as the need may arise.
- B. Vice President: The Vice President shall preside at meetings and perform the duties and exercise the power of the President in his or her absence or incapacity, or at the request of the President. The Vice President shall perform such other duties as may be assigned by the President, the General Assembly, or the Board of Directors.
- C. Treasurer: The Treasurer shall review all cash disbursements and be authorized to sign checks in the absence of an Executive Director and be part of all committees dealing with financial matters. The Treasurer shall also be able to disburse such funds in an emergency as are necessary to secure KVCOG’s programs and projects.
- D. Secretary/clerk: The secretary's duties may include reviewing the board meeting notes and the general assembly meeting notes for accuracy, reviewing and certifying documents with the KVCOG seal, and attending executive committee meetings.

**ARTICLE IX**

**EXECUTIVE COMMITTEE**

**Section 1: Purpose**

To allow for the timely and efficient operation of KVCOG on a day-to-day basis, the Executive Committee shall act on behalf of the Board of Directors between Board meetings or if emergencies arise. Any decisions made by the Executive Committee will be reported to the Board of Directors at the next scheduled Board of Directors meeting.

The Executive Committee provides direction and oversight in pursuit of the General Assembly and Board of Directors purposes and policies.

**Section 2: Powers**

The Executive Committee shall have the following powers and authority:

- A. To act for the Board of Directors when the Board is not in session regarding day-to-day or emergency issues. All actions of the Executive Committee will be reported to the Board of Directors in a timely manner.

- B. To act as the Personnel Committee for the Board of Directors, including but not limited to:
  - a. Review the Personnel Policy every two years and make recommendations to the Board of Directors for any necessary changes, in consultation with the Executive Director.
  - b. Evaluate the Executive Director on an annual basis
  - c. Hear Personnel grievances made by staff, if elevated to that level
- C. Assist the Executive Director, when requested

**Section 3: Membership**

The members of the Executive Committee are the Officers of the Board of Directors as provided in Article VIII, Section 1 of these Bylaws, and the Immediate Past President, if that person is appointed as an Official Representative. If there is no Past President on the Board of Directors, the Board of Directors will appoint one at-large member from the Board of Directors.

**Section 4: Meetings**

- A. The President may call meetings of the Executive Committee as frequently as the accumulation of business to be transacted demands, and at places and times determined by the President.
- C. A minimum of three (3) days' notice in writing or by electronic means of all meetings of the Executive Committee shall be required except in an emergency, when the President or Executive Committee may call a meeting on shorter notice.

**Section 5: Quorum**

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

**ARTICLE X**

**STAFF**

The Staff of the KVCOG shall include an Executive Director and such other administrative and technical staff as are deemed necessary for the proper operation and administration of KVCOG. In the absence of an Executive Director, the Executive Committee may prescribe staff duties, fix their compensation, and terminate their employment at will. Staff members shall have no voting powers in KVCOG affairs. Executive Committee members may assist the Executive Director with the hiring of subordinate staff in the roll of consultant or advisor.

## ARTICLE XI

### EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer and shall be in charge of all other employed staff; shall manage such programs as approved by the General Assembly, within the framework of Title 13, MRSA, Section 901, et seq., and Title 30-A, MRSA, Sections 2311, et seq.; and shall be in charge of all general correspondence of KVCOG.

The Executive Director shall assure that all work contracted to be performed by KVCOG is completed properly. The Executive Director shall be constantly aware of, and working in the best interests of, the members.

#### **Section 1: Powers**

- A. The Executive Director has the care and custody of all KVCOG funds and securities and is expected to negotiate organizational responsibilities within the constraints of the current Board approved budget.
- B. The Executive Director has the authority to issue these funds, up to \$4,999.99 with autonomy. Amounts in excess of this will require the signature of the Board Treasurer.
- C. The Executive Director is responsible for ensuring that all staff are hired and compensated according to the needs and capacity of the organization within budgetary boundaries
- D. Staff evaluations are conducted on an annual basis in alignment with the Personnel Manual.
- E. The Executive Director is responsible for ensuring that personnel policies and procedures are disseminated and implemented, and that the policies are reviewed as appropriate by the board.
- F. The Executive Director shall prepare an annual budget, including estimated revenues, and present the budget to the Executive Committee prior to submission for approval by the Board of Directors.
- G. The Executive Director shall annually provide Board members with a copy of the Bylaws, a list of the Official Representatives indicating offices held, their telephone numbers, email addresses, and a copy of the annual budget.
- H. Other duties as assigned by the Board of Directors.

## ARTICLE XII

### RECEIPT AND DISBURSEMENT OF FUNDS

#### **Section 1: Receipts**

All funds received by the organization from whatever source in whatever amount, shall be deposited expeditiously in a banking institution and appropriate records maintained by the Executive Director as provided in Article XI.

#### **Section 2: Disbursements**

Disbursements shall be made under the supervision of the Executive Director. All checks and savings account withdrawal slips shall be signed by the Executive Director, or, in an emergency, the Treasurer or such other Officer as shall be designated from time to time by the General Assembly or the Board of Directors in the absence of the Treasurer. The Treasurer and Executive Director shall be bonded for the

faithful performance of their duties. Funds shall be disbursed in accordance with the budget and the Treasurer shall assure that the administrative staff keeps proper accounts that shall be submitted annually for audit.

### **Section 3: Audits**

An annual audit shall be prepared by a duly qualified independent certified public accountant chosen by the Board of Directors. The Board of Directors may order additional audits at such times, as it deems necessary and proper. Copies of any audits shall be made available to any member of KVCOG upon request.

## **ARTICLE XIII**

### **ANNUAL REPORTS**

The Executive Director shall prepare an Annual Report covering KVCOG activities during the preceding fiscal year. This report will be delivered to the GA at the September annual meeting.

## **ARTICLE XIV**

### **TERMINATION**

In the event membership in KVCOG is reduced to less than two (2) member governments as a result of withdrawals, or suspensions in accordance with Article V, the corporation shall terminate. Any assets that remain after settlement of all corporate obligations shall be distributed to the member governments in the same proportion as the Annual Membership Fee paid by the member governments in the last full fiscal year prior to the date of termination.

## **ARTICLE XV**

### **AMENDMENTS**

The Bylaws may be amended by the General Assembly only. The Board of Directors or any group of at least five (5) Official Representatives may propose an amendment to the Bylaws. The proposed amendment must be submitted in writing to the Board of Directors.

The Board of Directors shall consider the proposed amendment at its next regularly scheduled meeting and decide whether to recommend or not recommend passage of the proposed amendment to the General Assembly and or to propose alternative language. The Board of Directors may list reasons for or against passage of the amendment or an alternative amendment proposed by the Board of Directors. The Board of Director's recommendation, a copy of the proposed and alternative amendment(s), if any, and a ballot shall be mailed to each Official Representative within 30 days.

Within thirty (30) days of the date mailed, each Official Representative may vote by written ballot to accept or reject the proposed amendment(s). A two-thirds (2/3) majority of the ballots cast is necessary for adoption of an amendment.

Alternatively, amendments to the Bylaws may be considered and voted on at the Annual Meeting of the General Assembly.

## **ARTICLE XVI**

### **CONDUCT OF MEETINGS**

All business of the General Assembly, Board of Directors, Executive Committee, and committees shall be conducted in accordance with Robert's Rules of Order.