



NWCCOG Articles and Bylaws

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AMENDED AND RESTATED BYLAWS OF THE NORTHWEST COLORADO COUNCIL OF GOVERNMENTS Colorado Planning and Management Region XII

ARTICLE I **Adoption and Effect**

These Bylaws shall become effective upon the adoption thereof by a majority of the voting representatives of the Northwest Colorado Council of Governments (hereinafter, the "Council" or "NWCCOG") at any regular meeting, and according to the procedure established for voting by the Articles of Association and shall not be construed to operate in contravention of any provision of said Articles of Association. Any provision herein determined to be contrary to or in violation of said Articles of Association shall be null, void, and of no effect.

ARTICLE II **Representation and Voting of Member Jurisdictions**

1. Representatives

Elected Officials as Representatives. "Member Jurisdictions" shall be entitled to voting representatives as set forth in these Articles. The voting representative shall be a member of the elected governing body of the Member Jurisdiction or a senior administrative official in lieu of an elected official appointed by vote of such governing body to be the NWCCOG representative. The governing body of the Member Jurisdiction may also appoint an alternate who shall meet the same qualifications as the representative.

In the event that the representative or alternate for any jurisdiction cannot attend a meeting, a jurisdiction may notify NWCCOG administrative staff in writing in advance of a meeting that a temporary representative has been authorized to participate in the meeting as a representative of that jurisdiction and to cast a vote on any issue.

2. Term

Representatives to the Council shall be designated by each Member Jurisdiction annually prior to the regular Council meeting in January. Each representative shall serve from the January meeting to the following January unless sooner replaced by the Member Jurisdiction and upon written notification to NWCCOG.

3. Casting Votes at Meetings

Only representatives of those members whose dues payments are current, in accordance with the Bylaws, Article IV.6 are entitled to cast a vote at a meeting of the Council. Each member jurisdiction shall have one vote. The Council shall adopt a Rules of Conduct policy which shall include more detailed requirements for meetings and guidelines for representatives in their role on the NWCCOG Council.

4. Vacancies

Once any NWCCOG representative ceases to hold office on the governing board of the Member Jurisdiction, a vacancy shall exist and the Member Jurisdiction shall notify NWCCOG immediately of such vacancy and appoint an elected official to fill the vacancy as soon as possible.

5. Quorum

A quorum shall consist of at least seven County and/or Municipal representatives or their alternates. In no event, however, shall a quorum consist of less than seven full votes.

6. Remote Meeting Attendance

NWCCOG may hold a regular posted meeting via conference call, or tele-conference, or video technology for convenience, the safety of staff or members, or to reach a quorum as long as the contact information is properly posted on the Agenda. In order to achieve a quorum, the Council may also poll by telephone or email, not more than two of its members, with respect to a specific matter before the Council requiring a vote. Such telephone polling shall constitute the equivalent of a physical presence at the meeting of the representative(s) so polled, shall be carried out by the Chair, and the results of the poll reported to the Council. The minutes for the meeting shall reflect that a telephone poll was taken, the results thereof, and the representative(s) polled. Meetings which are to have a remote attendance option shall be posted with this option shown.

7. Proxy Voting

Proxy voting is not permitted.

8. Majority Vote

A majority of full votes cast at any meeting shall be required to adopt any matter before the Council.

ARTICLE III
Executive Committee

1. Creation

The Executive Committee shall consist of eleven voting representatives of the Council. The Executive Committee shall comprise one member from each of the Boards of County Commissioners in Region XII and five members from Municipalities within the NWCCOG membership.

No representative may be a member of the Executive Committee unless its Member Jurisdiction is current, as required by the Bylaws Article IV.6, in its dues payments.

a. **Chair:** The Chair shall preside at all meetings of the Council and shall be the chief officer of the Council and the Executive Committee.

b. **Vice Chair:** The Vice Chair shall exercise the functions of the Chair in the Chair's absence or incapacity.

c. **Secretary-Treasurer:** The primary duty of the Secretary-Treasurer is to review the bill schedule in detail and actively participate in the review of the annual budget. The Secretary-Treasurer shall exercise the functions of the Vice Chair in the absence or incapacity of the Vice Chair and shall perform such other duties as may be consistent with his office or as may be required by the Chair.

2. Term of Office

The Executive Committee members shall be elected by majority vote of the Council at the annual meeting in January and shall serve until the following January. The Executive Committee shall select the Chairman, Vice Chairman and Secretary-Treasurer from among its members. These officers shall serve a two-year term on the Executive Committee and in that office. If during that term, NWCCOG is officially notified by the member jurisdiction which that officer represents that the representative has been replaced, they may remain in their role as an officer at NWCCOG for the remainder of their term or until a replacement is elected at a NWCCOG Council Meeting and NWCCOG staff can complete official change of signatories on the accounts.

3. Meetings

The Executive Committee shall meet annually or more frequently as necessary. Any meetings may be called by a member of the Executive Committee upon the concurrence of at least four (4) additional members of the Committee, which may include the member calling for the meeting. Meetings of the Executive Committee shall follow notice and posting requirements of regular meetings and minutes shall be taken.

4. Quorum: Action

A quorum shall consist of five (5) members of the Executive Committee. In order to be effective, any action of the Executive Committee must receive an affirmative vote from the majority of those present. All formal actions of the Executive Committee, whether taken at regular or special meetings, shall be recorded, and shall be incorporated into the formal records of the Council.

5. Powers

The Executive Committee shall have the following powers:

- a. To perform a review not less than annually of the performance of the Executive Director and report such evaluation to the Council is a power which may be delegated from the NWCCOG Council to the Executive Committee by vote of the Council at a meeting prior to the performance review, otherwise this power rests with the Council as a whole.
- b. To periodically review the Goals and Objectives of NWCCOG programs and provide recommendations to the Executive Director.
- c. To periodically review proposals by the Executive Director to revise the Employee Handbook.
- d. To review the performance of the General Counsel and report such review to the Council.
- e. To review organizational procedures, contracts, purchases or payments of the organization and report such review to the Council.
- f. To review the Executive Director's evaluations of program directors or professional staff and to report any such review to the Council.

6. Duties

The Executive Committee shall have the following roles and duties:

- a. The Committee shall act as an appeal board for grievances of employees on personnel actions and such processes as set forth in the Employee Handbook.
- b. Participate in interviews conducted for purpose of hiring administrative staff or program directors at the request of the Executive Director.
- c. May approve Letters of Support and act in taking positions on behalf of NWCCOG as outlined in a policy on Letters of Support which shall be adopted by Council

ARTICLE IV Annual Dues Assessment Policies

1. Dues Assessment

Member Jurisdictions shall pay an annual dues assessment. In recognition of the mandatory nature of regional delivery of many of NWCCOG's services and the matching fund requirements for these services, and the desire of the Membership for a high standard of value and quality, the NWCCOG has created dues assessment structures and policies that serve to ensure the equitable distribution of member assessment obligations.

2. Calculation and Approval of Total Annual and Individual Member Jurisdiction Dues Assessment

The base year for calculating the total annual dues to be collected shall be 2002. In each subsequent year the proposed total annual dues assessment will be adjusted by multiplying each individual member's population, as estimated by the State Demographer's Office in the Department of Local Affairs by a per capita monetary amount approved by the Council and the annual assessed valuation, as reported by each member jurisdiction for the previous year, by a mill levy amount approved by the Council. These are then given multipliers that are the same within three different tiers of membership: (a) County; (b) municipalities within Region 12; and (c) municipalities outside of Region 12. The total of the two amounts for each member jurisdiction will serve as that jurisdiction's membership dues for the next year. The proposed total annual dues assessment will be the total of the combined dues of the member jurisdictions and will be presented to the membership for approval at the July or August Council meeting for approval prior to developing the budget for the following year.

3. Annual Confirmation of Dues Assessment

By August 31st, the Council shall send notices to each Member Jurisdiction stating the amount of the next calendar year's annual assessment for services, including a confirmation of that annual assessment. The confirmation of intention to pay the assessment must be received by the Council by October 31st. If the confirmation is not received the Council shall contact the non-responding member to remind them of their obligation to respond. If the members(s) has not responded by December 31st, the Council may deem it appropriate to discontinue services to the Member Jurisdiction(s).

4. Payment of Dues Assessment

Dues Assessments are due and payable on an annual basis by February 28th of each year. All members who have fulfilled their dues assessment responsibilities by this date will be considered "current" and thereby eligible for all Council rights, privileges, and services for the calendar year.

5. Non-Payment of Dues Assessment

If any members' dues payment is more than 20 days delinquent, the Chairman of the Council shall send written notice to each Member Jurisdiction within the county where such delinquent member is located, setting forth in detail the amount of said delinquency and permitting all Member Jurisdictions within that county to collectively contribute the amount of the delinquency. If, at the next regular meeting following said notice, it is determined that the amount of the delinquency will be contributed by the other members, then the delinquent member shall be deemed to be current with respect to its dues assessment. If the amount of the delinquency will not be covered by the other members, then the delinquent member will not be eligible for any membership rights, privileges and services.

6. Required Withdraw from NWCCOG

In the event of a member's non-payment of dues the Council may by majority vote require that the non-paying member withdraw from NWCCOG in accordance with the procedures set forth in Article III, 303 of the Articles of Incorporation. Failure to comply with Article III, 303 of the Articles of Incorporation and Article IV, 5 and 6 of the Bylaws may result in the Council taking action to discontinue services and all other rights and privileges of membership to the delinquent Member Jurisdiction.

ARTICLE V **Financial Management**

1. Annual Budget

Each year between by October 15, the Executive Director shall submit, to the Council an estimate of the budget required for the operation of the Council during the ensuing calendar year. The Council shall vote to adopt the budget no later than the December Council meeting each year.

2. Funding Sources

The Council has specifically empowered the Executive Director to contract or otherwise participate in and to accept grants, funds, gifts or services from any federal, state or local government or its agencies or instrumentality thereof, and from private and civic sources, and to expend funds received therefrom, in conformance with the grant of funding requirements of the specific NWCCOG program, and each specific grantor, contracted party or funding source as so outlined through adoption of the annual budget and general provisions as may be required of and agreed to by the Council through adopted policies.

3. Accounting

The Council shall arrange for a systematic and continuous record of its financial affairs and transactions and shall obtain an annual audit of its financial transactions and expenditures.

4. Reserve Accounts

The Council shall maintain a Restricted Emergency Cash Reserve Account balance equal to ten percent (10%) of the current year budget's projected revenues for internal programs. The purpose of the Restricted Emergency Cash Reserve Account is to provide readily available funds to meet financial emergencies experienced by the Council. Access to the funds can only occur following a two-thirds majority vote by the Executive Committee for a specific use to which the funds will be applied.

The Council shall maintain excess unrestricted funds in an Unreserved Fund. The purpose of the Unreserved Fund is to provide available cash to be applied to any purposes to be determined by the Executive Committee on an as needed basis. Access to the funds can only occur following a two-thirds majority vote of the Executive Committee for a specific use to which the funds will be applied.

In addition, the Council shall maintain cash reserves in an Accrued Leave Payable Account equal to the total amount of accrued annual leave of eligible employees. The purpose of the Accrued Leave Payable Account is to purchase unused annual leave from employees in case of employment separation from the Council.

ARTICLE VI
Executive Director

1. Hiring and Termination

The Executive Committee shall appoint the Executive Director who shall serve at the pleasure of the Council, and may be hired and/ or terminated only by a vote of the Council, as provided at Article II Section 3 of the Bylaws of Association of the Council.

2. Duties

The Executive Director shall serve as the chief executive officer of the Council and shall oversee the daily affairs in a manner that carries out the will of the Council, including but not limited to the following authority:

- a. To manage the organization and its employees to achieve the goals and objectives of the organization, and implement personnel policies, and hire, supervise and terminate employees as necessary and in a manner consistent with current and written Council policy
- b. To propose an annual budget to Council and to oversee the finances, and financial well-being of the organization through the year
- c. To enter into contracts for services and materials on behalf of the Council provided, however, that the Council has previously approved budget items encompassing such services and materials, and the contracts.

ARTICLE VII
NWCCOG Advisory Councils

1. Authority and Scope

These procedures apply to all requests for reconsideration or review of decisions by all advisory councils, committees and advisory boards to the NWCCOG Board of Directors.

2. Decision Procedure for NWCCOG Advisory Councils

All NWCCOG advisory councils must make required decisions by a majority vote of a quorum of the members of such council. For all NWCCOG advisory councils, a quorum shall be 51% of the membership. No decision may be made without a quorum.

3. Review by the NWCCOG Board of Directors

All decisions of NWCCOG advisory councils are subject to review and approval or veto by the NWCCOG Council. Actions by the NWCCOG Council on advisory council decisions shall be binding on such councils, committees and advisory boards.

ARTICLE VII
APPEAL OF DECISIONS BY VINTAGE, REGION 12'S AGENCY ON AGING

When the NWCCOG Board of Directors makes a decision in its capacity as the sponsor of the Vintage, Region 12's Agency on Aging (Vintage) pursuant to the provisions of the Older Americans Act, such decisions may be appealed in accordance with the following provisions.

1. Any aggrieved agency seeking to appeal a decision of the NWCCOG Board made while acting in its capacity as sponsor of Vintage may file a Notice of Appeal with the Executive Director of NWCCOG within ten (10) working days of the decision. The Executive Director shall immediately forward a copy of the appeal to the Chairman of NWCCOG. In the event of a conflict of interest by the Chairman, the chair's responsibilities will be taken up by the Vice Chair.
2. The Notice of Appeal shall identify the decision being appealed and shall include a summary of the factual and legal basis for that appeal, a list of any witnesses who will participate in the appeal and a summary of the testimony and evidence that will be presented.
3. Upon receipt of the Notice of Appeal, the Chairman of NWCCOG shall notify all parties that mediation of the dispute is available as an alternative to the appeal process.
4. If any party to the dispute elects not to submit the dispute to mediation, within twenty (20) working days of receipt of the Notice of Appeal by the Chairman of NWCCOG, the Chairman shall appoint an Appeal Panel comprised of three impartial persons, none of whom is a representative of a member of NWCCOG. Within thirty (30) working days of its appointment, the Appeal Panel shall hold a hearing. Written notice of the time and place of the hearing and the matters to be considered on appeal shall be sent to the Appellant, the Chairman of NWCCOG and the Director of Vintage at least twenty (20) working days prior to the hearing.
5. Within ten (10) working days of the hearing, the Director of Vintage shall file a written response to the Notice of Appeal with the Appeal Panel and with the Appellant.
6. At any time prior to the beginning of the hearing, the Appeal Panel may direct the Appellant and the Director of Vintage to engage in formal mediation. The hearing shall be continued until such mediation has been concluded. If the parties are able to resolve their difference through mediation, the hearing shall be vacated upon written request of the Director of Vintage.
7. The hearing shall be limited to a review of the issues raised in the Notice of Appeal and the Appeal Panel shall consider testimony and evidence presented by the Appellant, the Director of Vintage and any interested party. The Appeal Panel shall have the right to limit the amount of time allotted to each of the parties for the presentation of testimony and evidence and may, at its discretion, afford the parties the right to cross-examine witnesses if such cross-examination is deemed necessary for a full understanding of the issues on appeal.

8. The burden shall be on the Appellant to demonstrate that the decision of the NWCCOG Board was based on an improper interpretation of the applicable rules and regulations or otherwise without a reasonable factual or legal basis.

9. Within ten (10) working days from the close of the hearing, the Appeal Panel shall make its written findings and shall send a copy of those findings to the Appellant and NWCCOG.

10. To the extent provided by state regulation, the Appellant may appeal the final decision of the Appeal Panel to the Colorado Department of Human Services/Aging and Adult Services.

ARTICLE VIII **Amendment**

These Bylaws may be amended by the Council, acting by resolution, in either regular or special meeting.

ARTICLE IX **Meetings**

The Council shall meet bimonthly beginning each year in January, with the exception of November, and at such other times as the Chair deems necessary. All such meetings shall be open to the public.

Articles of Association & Bylaws
Amendments

Topic	Section	Date
Elimination of Routt County	Articles – Art. II, Sec. 201	1/1/99
Elimination of Routt County	Articles – Art. III, Sec. 301	1/1/99
Elimination of Oak Creek, Steamboat Springs, and Yampa	Articles – Art. III, Sec. 301	1/1/99
Elimination of Blue River and Snowmass Village	Articles – Art. III, Sec. 301	1/1/01
Cash Reserve Policy	Bylaws – Art. V, Sec. 4	5/27/99
Elimination of Executive Committee Meeting in month of June	Bylaws – Art. III, Sec. 3	1/27/00
Makeup of Executive Committee	Bylaws – Art. III, Sec. 1	1/25/01
Quorum requirement for Executive Committee	Bylaws – Art. III, Sec. 4	1/25/01
Calculation of membership dues	Bylaws – Art. IV, Sec. 2	7/26/01
Reevaluation of Base Year	Bylaws – Art. IV, Sec. 3	7/26/01
Municipal Representation on Executive Committee	Bylaws – Art. III, Sec.1	12/13/07
Cash Reserve Accounts Change	Bylaws – Art. V, Sec. 4	12/5/13
Addition of Routt County and review to current practices, alignment with various adopted polices since last revision. Removed Art. VII, Art. XI, XIII, XIV. Renumbered VIII, IX, X, XIII	Articles – Art. II, Art. III, Art. IV, Art. V, Art. VI, Art. VII, Art. VIII, Art. IX	10/28/2021
Allow staff to also be Member Rep, correct AAAA to Vintage	Articles II and VII	12/2/2021