

**BYLAWS
FRANKLIN REGIONAL COUNCIL OF GOVERNMENTS**

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ARTICLE 1 - NAME

The name of the organization shall be the Franklin Regional Council of Governments, hereinafter referred to as the **FRCOG**.

ARTICLE 2 - PURPOSE

Section 2.1. Core Values of the FRCOG

2.1.1. Service

The Franklin Regional Council of Governments serves the communities of Franklin County individually and collectively. We are committed to serving town governments, municipal boards and committees, businesses, and our citizens. We work collaboratively with other regions and other organizations. Our goal is to improve the efficiency and cost effectiveness of municipal governmental functions and improve quality of life in our region.

2.1.2. Advocacy

We advocate on-behalf of our communities and the county at the federal, state and regional levels. We work together to advocate for legislative action, social policy, and governmental programming that recognize the unique character and conditions of our rural area.

2.1.3. Community

We believe leadership in education, collaboration and capacity building to be important parts of strengthening the individual, the community, and the region and take care to inspire community involvement and democracy. We recognize that a healthy community requires balancing diverse needs such as those of economic development and natural resource protection, or the needs of one community with the needs of the region.

2.1.4. Quality and Professionalism

We provide high quality services through well-trained, technically proficient staff; to offer informed and professional technical assistance; and to be accountable to towns, the public, and granting authorities.

Section 2.2. Activities.

- 2.2.1 The FRCOG's activities shall be those authorized by the FRCOG Charter and shall be confined to those which are for the public benefit. No part of the income or assets of the FRCOG shall inure to the benefit of any member, director, or employee of the FRCOG or any other private individual, provided, however, that nothing herein shall prohibit the payment of reasonable compensation or reimbursement for expenditures to a member, director or employee of the FRCOG for services rendered to the FRCOG.

ARTICLE 3 - MEMBERS

Section 3.1. Membership Eligibility

- 3.1.1 As defined in Article 7.1 of the Charter, membership in the Franklin Regional Council of Governments is open to any Franklin County municipality which has secured an affirmative majority vote by its legislative body accepting the FRCOG Charter. The FRCOG is also open to any other Massachusetts municipality which has secured an affirmative vote by its legislative body accepting the Charter and approval by a 2/3 majority vote of the full membership of the Council.
- 3.1.2 Application for admission as a Member shall be evidenced by a letter of interest to the Chair of the Council from the executive body of the municipality seeking membership that outlines the municipality's level of interest and identifies the services and programs in which they wish to participate. Within 30 days the Executive Director will prepare a Participation Agreement. The Executive Committee will review and authorize transmittal of the Participation Agreement to the requesting municipality. The Participation Agreement will be placed on the agenda of the next scheduled quarterly meeting of the Council.
- 3.1.3 Any Member who has withdrawn under Article 7 Section 7.1.7 of the Charter may rejoin under Article 3 Section 3.1.2 of these Bylaws with a onetime 10% entry fee of their anticipated core assessment. The entry fee may be waived by vote of the Council.

Section 3.2. Non-Member Participation

- 3.2.1 Any entity that is not otherwise eligible for membership may apply to the Executive Director for special consideration to participate in the programs or services offered by the FRCOG. Non-Members will pay a premium as defined in Article 3, Section 3.3 of these Bylaws.

Section 3.3. Non-Member Fees and Service Charges

- 3.3.1 Subject to the provisions of any contract for services, Non-Members will be required to pay the customary fees for service, plus a surcharge as determined by the Executive Director in consultation with the Finance Committee.

Section 3.4. Withdrawal from Membership in the FRCOG

- 3.4.1 Any Member seeking to withdraw from the FRCOG shall do so in accordance with Article 7 Section 7.1.7 of the Charter. After such a vote, the Executive Body of said municipality or district shall notify the Executive Committee of the FRCOG and request that the Executive Director prepare a Withdrawal From Participation Agreement.
- 3.4.2 Any town that is current in its payments may seek approval of a relief plan. A member seeking relief from full funding of its core assessment shall petition the full Council for approval of a relief plan. Such plan shall include an arrangement to repay the amount of

such underfunding by the conclusion of the following FY with interest in the amount of prime + 1%, set as of the date of the approval by the Council.

- 3.4.3 Within 30 days of receipt of the request for withdrawal, the Executive Director shall prepare a Withdrawal From Participation Agreement that sets forth the terms for withdrawal. In accordance with Charter Article 7 Sections 7.1.7 (b) the terms of the withdrawal shall provide that the withdrawing municipality or district shall continue to be obligated to pay its allocable share of any statutory obligations and costs, including the cost of legislatively mandated services. The Withdrawal From Participation Agreement shall provide for payments of planning and development costs related to programs which that municipality had accepted. The agreement shall provide for such costs if they have been incurred but not financed at the time of withdrawal, and payments of all of the municipality's budget allocation for the fiscal year following the year of notification, including provisions for payments to the retirement system.
- 3.4.4 The Executive Committee shall transmit the Withdrawal From Participation Agreement to the Executive Body of the withdrawing Member. Unless a longer period is stated in the Withdrawal from Participation Agreement, the Member shall cease to be a Member after the end of the fiscal year following the year of notification.

Section 3.5 Assessment for Non-Franklin County Municipalities

- 3.5.1 Any municipality outside the Former Franklin County accepted for membership under Section 3.1.1 shall be assessed pursuant to the formula outlined in section 7.1.5.(b) of the Charter to fund that portion of the FRCOG general operating budget which is not offset by other revenues, excluding costs of the former County as set forth in section 7.1.4(a) of the Charter.

ARTICLE 4 -EXECUTIVE COMMITTEE

Section 4.1. Composition

- 4.1.1 The Executive Committee shall be a five Member body as defined by the Charter Article 4 Section 4.1.1.

Section 4.2. Election of Council Members to the Executive Committee

- 4.2.1 At the Council's annual organizational meeting the Council shall, by majority vote, elect two Members of the Council to be Members of the Executive Committee.

Section 4.3. Organizational Meeting

- 4.3.1 In accordance with Charter Section 4.1.5 at the first regular meeting of the Executive Committee following the organizational meeting of the Council, the Executive Committee, by majority vote, shall elect a Chair, Vice-Chair and Secretary. The elected members of the Executive Committee shall be ex-officio members of the Council, but shall not be officers of the Council, and shall not be a municipal member's representative during their term. All members of the Executive Committee shall remain in office until their successors are selected or their terms expire, whichever occurs later.

Section 4.4. Annual Stipend

- 4.4.1 In accordance with Charter Section 4.1.4 the Council may annually establish a stipend for Members of the Executive Committee.

Section 4.5. Powers and Duties

- 4.5.1 Specific powers of the Executive Committee are outlined in Charter Article 4 Section 4.2.2.
- 4.5.2 The Executive Committee may from time to time establish rules for its proceedings.
- 4.5.3 Regular meetings of the Executive Committee shall be held at a time and place fixed at its organizational meeting.
- 4.5.4 Executive Committee minutes shall suffice as notification to Council Members of regular Executive Committee meetings. Forty-eight hours notice of special Executive Committee meetings shall be given to Council Members.
- 4.5.5 Pursuant to Charter Article 4.2.2, Section (f) the Executive Committee has the power to identify emergency situations and call emergency meetings of the Council with 24 hours notice.
- 4.5.6 Pursuant to Charter Article 4.2.2, Section (g) the Executive Committee has the power to call meetings of the Council with two weeks' notice, subject to the bylaws of the Council.
- 4.5.7 The Executive Committee may, at any time, request the Chair of the Council to convene a meeting of the Council. Should such a request be denied for cause, the Executive Committee may direct the Executive Director to convene a meeting of the Council.

Section 4.6 Highway Actions

4.6.1 Authority

- 4.6.1.1 Chapter 151 of the Acts of 1996 Sections (r) and (w) give the authority to the Executive Committee of the FRCOG to perform certain highway actions which include new layouts, alterations, relocations and discontinuances.

4.6.2 Highway Actions if a Quorum Cannot Be Achieved

- 4.6.2.1 In case of inability to attend, or interest in a question before the Executive Committee, or if any part of a highway relative to which they are to act lies within the town where an Executive Committee Member resides, the Executive Committee Members qualified to act shall appoint one or more persons, not residing in the same town as any Executive Committee Member, nor in the same town with each other, if more than one, to act as Executive Committee Members in place of those absent or disqualified, until a quorum is achieved. If they cannot otherwise organize, residence shall not disqualify.

4.6.3 Highway Action Protocol

- 4.6.3.1 The Executive Committee shall accept the petition and fees, set the place and time of hearing. A viewing is not required unless requested: in accordance with M.G.L. Chapter 82 Section 2 and M.G.L. Chapter 82 Section 11 as it applies to relocations only.
- 4.6.3.2 The Executive Committee members without interest or residence may appoint one or more persons to be acting Executive Committee Members in place of those absent or with conflict in accordance with M.G.L. Chapter 34 Section 12.
- 4.6.3.3 Hearing Notice and attested copy of the petition served, mailed, posted, and published will follow M.G.L. Chapter 82 Section 3 as follows:

- 15 days: notice of time and place of hearing and attested copy of petition will be served on Town Clerk
- 7 days: notice of hearing and notice of proposed taking is mailed to recorded landowners affected
- 7 days: notice of hearing and attested copy of petition is posted in two public places in town
- 7 days: notice of hearing and attested copy of petition is published at least once in newspaper in general circulation within the county.
- 4.6.3.4 Hearing with or without view held: if no objections by injured parties, adjudication and layout can be made at the hearing or within 12 months of hearing in accordance with M.G.L. Chapter 82 Sections 4, 5.
- 4.6.3.5 If objections are entered at first hearing, a second hearing may be held after due notice per M.G.L. Chapter 82 Section 3. Adjudication and layout can take place at the second hearing or within 12 months of hearing. For Discontinuances, a second hearing is not required per M.G.L. Chapter 82 Section 5.
- 4.6.3.6 Adjudication can be: complete dismissal with or without petitioner paying costs per M.G.L. Chapter 82 Section 2, M.G.L. Chapter 82 Section 4, and M.G.L. Chapter 82 Section 3; new layout, alteration, specific repair, discontinuance, or relocation in whole or in part as petitioned for. The above are executed under authority of M.G.L. Chapter 82 Sections 1, 2 and/or M.G.L. Chapter 82 Section 11. All adjudication must include the phrase "required by common convenience and necessity" per M.G.L. Chapter 82 Section 4.
- 4.6.3.7 Takings are by eminent domain under M.G.L. Chap 79 per M.G.L. Chapter 82 Section 7.
- 4.6.3.8 Damages, if any, may be awarded per M.G.L. Chapter 82 Section 7 at the time of layout, alteration, relocation, or discontinuance or at some time thereafter.
- 4.6.3.9 Costs and damages are assessed to the petitioner(s), town, county, and/or the land owner benefitted by the improvement per M.G.L. Chapter 82 Sections 2, 11 and 13.
- 4.6.3.10 Return specifies the manner in which the highway will be laid out, altered, relocated, or specifically repaired with sufficient detail of work to be performed, time within which it is to be completed, and the apportionment of expense for the work per M.G.L. Chapter 82 Section 8.
- 4.6.3.11 The Town Clerk will be sent a description and plan of the location and bounds thereof. The Town Clerk to record same in a book kept for such purposes within 10 days per M.G.L. Chapter 82 Section 8.
- 4.6.3.12 Records of the above actions will be kept per M.G.L. Chapter 34 Sections 9A, 9B, 9C, 9D, 9E, and 10.
- 4.6.4 *Agreements with Petitioners*
- 4.6.4.1 Before accepting and taking action on road action petitions, the Executive Committee shall execute a signed Agreement for Reimbursement of Costs associated with road actions that holds the Petitioner responsible for all costs associated with the road action.

The Executive Committee may alter the agreement as they deem necessary, including requiring that the Petitioner financially secure the costs associated with the road action.

ARTICLE 5 - REPRESENTATIVE BODY -The Council

Section 5.1. Composition

- 5.1.1 Each Member town shall have one representative appointed annually by the Selectboard who shall not be a regionally elected member of the Executive Committee when appointed or during the term of appointment. The elected members of the Executive Committee shall be ex-officio members of the Council but shall not be officers of the Council. The Franklin Regional Planning Board shall elect or appoint one representative. Representatives shall be residents and registered voters of the towns from which appointed, and shall not be an employee of the Council of Governments.
- 5.1.2 Term of Office - All representatives, whether elected or appointed, shall serve for terms of one year beginning on July 1 and ending on June 30.
- 5.1.3 By June 15 or as soon thereafter as possible, each Member entity shall submit to the administrative office on a prescribed form the name, address, and day and evening telephone numbers of the representative who will serve on the Council.

Section 5.2 Council Vacancies

5.2.1 Representatives from Member Towns

The office of a representative shall be deemed vacant if the incumbent moves from the town from which appointed, resigns, or is by illness or casualty unable, as determined by a majority vote of the appointing body, to continue to serve in the office. When vacancies occur, the Selectboard of the applicable appointing body shall, by majority vote, appoint a successor within 30 days of the vacancy to serve the remainder of the term and shall so notify the administrative office of the FRCOG within 15 days.

5.2.2 Temporary Vacancy of a Town Representative

Should a representative appointed pursuant to Article 5 Section 5.1.1 be unable to attend any meeting of the full council, the Selectboard of the member town may either: a) submit a letter to the presiding officer designating a temporary representative for a specified term, or b) submit a letter designating a permanent alternate for the fiscal year.

5.2.3 Vacancy of a Regionally Elected Representative

The office of a regionally elected representative shall be deemed vacant if the incumbent moves from the Franklin County region or moves to a town which places him or her in violation of Section 4.1.1. of the Charter, resigns, or is by illness or casualty unable to serve in office. In the event of an ongoing absence from meetings of the Executive Committee in excess of 90 days, due notice shall be given to the individual that the Council shall at its next meeting consider a vote to declare the position vacant. Upon Council declaration of the vacancy, the Chair of the Council shall direct the Executive Director to notify within 10 days every town clerk of said vacancy and shall cause to be published a similar notice in two newspapers of general circulation in the region. The Chair shall also appoint a nominating committee of at least five people to review letters of interest which must be submitted to the administrative office of the FRCOG within 45 days of the declaration of the vacancy for consideration by the Nominating Committee who shall provide the Council with a list of names to elect one at the next full Council meeting to fill the unexpired term.

5.2.4 *Planning Board Vacancy*

In accordance with Article IV (A) of the Bylaws of the Franklin Regional Planning Board, the FRPB Executive Committee shall sit as a nominating committee within two weeks and shall propose a nominee to the full Franklin Regional Planning Board for action at the next regularly scheduled meeting.

Section 5.3 Compensation and Benefits

5.3.1 Representatives shall not be eligible for a stipend. However, representatives shall be eligible for reasonable reimbursements of expenses subject to the prior approval of the Executive Committee. Representatives, whether elected or appointed, shall not be eligible for any personnel benefits.

Section 5.4. Powers and Duties

5.4.1 *Powers and Duties in General*

According to Charter Article 3 Section 3.2, except as is otherwise provided by the Laws of the Commonwealth, all legislative powers of the FRCOG shall be vested in the Council which shall exercise its powers consistent with the Laws of the Commonwealth and the FRCOG Charter.

5.4.2 *Recall of Committee Votes*

5.4.2.1 Whenever possible, notice of all votes of the Executive Committee and Finance Committee will be posted on the FRCOG web site by posting draft and approved minutes.

5.4.2.2 Within 5 business days of such posting, a Council Representative may notify the Chair of the Council in writing that the Representative wishes a vote to be recalled. If the Chair receives notice in writing by 20% or more Representatives, the Chair will convene a special meeting of the Council according to Bylaws Article 5, Section 5.5.2.

5.4.2.3 A 2/3 vote of Representatives present at the Special Meeting is required to recall a vote taken by Committees of the Council. Should a quorum, as defined in Article 5 Section 5.5.3, fail to be achieved, the recall motion shall fail.

5.4.3 *Changes to Personnel Code*

Any changes to the Personnel Code shall be made by vote of the Council subject to the provisions of Charter Article 3.

Section 5.5. Meetings

5.5.1 *Organization and Notice*

5.5.1.1 According to Charter Section 3.1.5 the Council shall hold an organizational meeting at its first regular meeting of the Council following July first of each year at the time and place determined by the Chair and shall elect a Chair, Vice-Chair and Secretary, none of whom shall be regionally elected members.

5.5.1.2 The Council shall meet at least quarterly at the time and place determined by the Chair of the Council.

5.5.1.3 Notice to all representatives of all Council meetings, whether regular or special, shall be given at least five business days prior to such meetings.

5.5.1.4 Notice of the recommendations of the Nominating Committee shall be furnished to all representatives of the Council at least 5 business days prior to the annual Council meeting.

5.5.2 Special Meetings of the Council

5.5.2.1 Special meetings of the FRCOG shall be held at the call of the Council Chair, the Executive Committee, or on the call of at least 1/3 of the Members of the Council by written notice delivered in hand or to the mailing address of each Member and which contains a list of the items to be considered. Except in the case of an emergency, of which the Council Chair or Presiding Officer will be the judge, such notice shall be posted on the FRCOG bulletin board.

5.5.3 Quorum

5.5.3.1 According to Charter Section 3.1.7 not less than 50% percent of the total weighted or equal vote of the Council as applicable to the actions being taken constitutes a quorum.

5.5.4 Rules of Order

5.5.4.1 The Council shall from time to time establish rules for its proceedings.

5.5.5 Meeting Conduct of Council and All Committees

5.5.5.1 Massachusetts' open meeting law, M.G.L. Chapter 34 Section 9G, applies to all meetings of any committee or board established under the Charter or these Bylaws. All meeting notices and agenda shall be posted with timeliness subject to general law at a designated place at the administrative office of the FRCOG. All meetings shall be officially opened by the Chair or other Council or committee officer. By majority vote of the members present, a committee or board may direct that specific detail in addition to votes shall be included in the written record. Any continuation of a meeting to another time or place shall be voted. No written minutes shall be considered to reflect a meeting until adopted.

5.5.5.2 All speakers at any meeting of any committee or board established under the Charter of these Bylaws shall preface their first statement by identifying themselves and any relevant affiliation they may have. The Chair of any such meeting may suspend this practice if there are no objections by any member present or representative of the general public or media.

5.5.6 Executive Session

5.5.6.1 In accordance with M.G.L. Chapter 39 Section 23B, no executive session shall be held until the governmental body has first convened in an open session for which notice has been given, a majority of the members have voted to go into executive session and the vote of each member is recorded on a roll call vote and entered into the minutes, the presiding officer has cited the reason, and stated before the executive session if the body will reconvene after the executive session. Executive sessions will only be convened for the purposes outlined in M.G.L. Chapter 39 Section 23B as attached to these Bylaws.

ARTICLE 6 - COUNCIL COMMITTEES

Section 6.1. Composition and Responsibilities

6.1.1 There shall be five standing committees of the Council: Finance Committee, Bylaws and Charter Committee, Personnel Committee, Regional Issues and Programming Committee, and Nominating Committee.

- 6.1.1.1 The Finance Committee shall consist of 7 or more Members of the Council appointed by the Chair of the Council. The Finance Committee shall be responsible for:
- reviewing and authorizing reserve fund transfers and fee for service budget amendments;
 - accepting financial documents for the Council;
 - adopting interim budget revision procedures and recommending fee schedules and non-Member fees;
 - overseeing budget preparation; and
 - recommending warrant language for town meeting articles for core assessment and service fees.
- 6.1.1.2 The Personnel Committee shall consist of 5 or more Members of the Council appointed by the Chair of the Council shall be responsible for:
- reviewing the FRCOG Personnel Policy Handbook;
 - reviewing the FRCOG Supervisor's Manual as needed;
 - acting as a Grievance Appeal Board for the FRCOG; and
 - reviewing reclassification requests.
- 6.1.1.3 The Bylaws and Charter Committee shall consist of 3 or more Members of the Council appointed by the Chair of the Council and shall be responsible for:
- receiving, reviewing and editing proposals for Bylaw or Charter changes;
 - considering the advisability and merit of any Bylaw or Charter changes or amendments thereto;
 - writing proposed Bylaw or Charter changes; and
 - making recommendations to the Council for actions on Bylaw or Charter changes.
- 6.1.1.4 The Regional Issues and Programming Committee shall consist of 4 or more Members of the Council appointed by the Chair of the Council and one Member elected by and from the Franklin Regional Planning Board. The Chair of the Council may appoint non-council members to serve on the Regional Issues and Programming Committee. Non Council members shall have full voting authority as a committee member, however, non-Council representatives may not serve as an officer of the committee. By actively seeking input, and upon the identification of issues and needs of Member towns and the region, the FRCOG Regional Issues and Programming Subcommittee shall be responsible for:
- conducting ongoing analysis of current FRCOG activities to assure their appropriateness to the FRCOG mission and responsiveness to identified issues and needs;
 - evaluating and defining actions and programs to be undertaken by the Council and staff to best meet identified issues and needs;
 - prioritizing actions based on the issues at hand and on the availability of implementation resources; and
 - reporting and recommending actions and programs to the Executive Committee or Council as a whole. The Regional Issues and Programming Committee does not have authority to instruct staff to enact policy or programming.
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- 6.1.1.5 The Nominating Committee shall consist of three or more Members of the Council appointed by the Chair of the Council. Said members shall include one regionally elected Executive Committee member who shall act as Chair and two other members of the Council who may not themselves be nominated for elective office by the actions of the Committee. Recommendations of the Nominating Committee shall not preclude nominations from the floor. The Nominating Committee shall be responsible for:
- soliciting the names of persons interested in serving as Council Officers as defined in Section 5.5.1.1 of the Bylaws and the two Members of the Council

- electd to be Members of the Executive Committee as defined in Section 4.2.1 of the Bylaws;
 - nominating a slate of officers to serve in the elected positions of the Council during the annual organizational meeting of the Council as defined in Section 5.5.1.1 of the Bylaws;
 - nominating a slate of officers during the annual organizational meeting of the Council to serve as the two Members of the Council elected to be Members of the Executive Committee as defined in Section 4.2.1 of the Bylaws;
 - bringing forth nominations to fill vacancies in elective office as defined in Section 7.5 of the Bylaws.
- 6.1.2 All meetings of the committees shall be held in accordance with the open meeting laws, M.G.L. Chapter 39, Section 23B, and shall follow the Council Rules of Order.
- 6.1.3 All standing and special committee appointments shall remain in effect until successors are appointed.

Section 6.2. Special Committees

- 6.2.1 Except for the Nominating Committee, as defined by Article 5 Section 5.2.3 of these Bylaws, the Council may establish special committees by a majority vote. The purpose, composition, number and estimated time period of such committees shall be clearly stated in the motion establishing said committees. The composition and charge of such committees may be modified by a majority vote of the Council. Appointments to special committees shall be made by the Chair of the Council.

ARTICLE 7 - COUNCIL OFFICERS

Section 7.1. Officers and Election

- 7.1.1 According to Charter Article 3 Section 3.1.5, the Officers of the Council shall include a Chair, a Vice-Chair and Secretary and shall be elected by a majority vote of Council Members at the annual organizational meeting.

Section 7.2. Eligibility

- 7.2.1 To be eligible to serve as an officer of the Council, a person shall not be from the same community as the two elected representatives serving on the Executive Committee, except for the representative from the Franklin Regional Planning Board, and alternates.

Section 7.3. Meetings

- 7.3.1 The Officers of the Council shall meet at the call of the Chair, at the direction of the Council, or upon the request of one third of the Members of the Executive Committee. The Secretary, or his or her designee, shall give notice of the business to be conducted and the time and place of the meeting to all Members of the Council at least five days prior to the meeting.

Section 7.4. Duties

- 7.4.1 Officers of the Council shall have the duties as specified in the Council Rules of Order.

Section 7.5. Vacancy in Council Officers

- 7.5.1 A vacancy in an elected office occurs when a resignation is tendered to the chair of the council, or in the case of the chair to the vice chair, or the position of council representative becomes vacant, as defined in Bylaw Section 5.2.1.
- 7.5.2 Upon receipt of notification, the chair or the vice chair acting as chair under Section 3.1 of the Rules of Order shall declare a vacancy in the office and notify the council members within 7 days of said resignation. Said notice shall include notification of the election to fill offices that shall become vacant as the results of elections provided in

Section 7.5.3. All reasonable measures shall be made to notify representatives should the vacancy occur less than 7 days before a regularly scheduled meeting.

7.5.3 The chair or vice chair acting as the chair shall schedule an election to complete the remainder of the term at the next regularly scheduled meeting of the council.

7.5.4 Any office that becomes vacant as a result of an election as defined in Section 7.5.3 shall be filled during the meeting during which the vacancy is created.

ARTICLE 8 -EXECUTIVE DIRECTOR

Section 8.1. Powers and Duties

8.1.1 To prepare and submit an annual operating budget pursuant to Charter Article 7 Section 7.2.1.

8.1.2 To establish budget schedules and procedures for all the FRCOG and supervise and administer the budget throughout the fiscal year.

8.1.3 To conduct all negotiations with FRCOG employees concerning conditions of employment.

8.1.4 To negotiate and act as signatory on all contracts unless delegated to the Director of Finance by letter on file with said Director or as otherwise provided by Bylaw.

8.1.5 To review and make recommendations to the Executive Committee and/or the Council concerning all contracts, bonds or other instruments requiring their consent.

8.1.6 To develop, install and maintain centralized procedures for all FRCOG departments, including, but not limited to, budgeting and financial management, purchasing and personnel administration.

8.1.7 To recommend personnel actions pursuant to Charter, Personnel Bylaws and Workplace Practices including the appointment and removal of employees.

8.1.8 To keep the FRCOG Executive Committee and the Council informed of the financial and administrative condition of the FRCOG.

8.1.9 To review, analyze and forecast trends of FRCOG services, programs and finances and make recommendations to the Executive Committee, Council, department heads and other personnel as deemed necessary, desirable or expedient.

8.1.10 To inquire at any time into the conduct of office or performance of duty of any FRCOG employee.

8.1.11 To require any FRCOG employee to prepare and submit reports, records and summaries of operations and activities as may be necessary to assist in the proper administration of the FRCOG.

8.1.12 To direct all FRCOG operations and activities including the Regional Planning Agency.

8.1.13 To exercise the right to speak on any issue involving the FRCOG without the right to vote.

8.1.14 To perform any other duties as may be required by the Council.

Section 8.2. Delegation of Authority

- 8.2.1 *Delegation of Authority* - The FRCOG Executive Director may authorize any employee of the FRCOG to exercise any power, function or duty assigned by the Charter or these Bylaws to the Executive Director provided, however, that all delegated acts shall be deemed to be acts of the Executive Director.
- 8.2.2 *Temporary Absence* - The Executive Director shall by letter filed with the Presiding Officers of the FRCOG Executive Committee and the Council designate a qualified FRCOG officer or employee to exercise the powers and perform the duties of the FRCOG Executive Director during a temporary absence.
- 8.2.3 *Vacancy* - Any vacancy in the office of the FRCOG Executive Director shall be filled as soon as reasonably possible by the Council. In the meantime, the FRCOG Council Chair shall designate a qualified FRCOG officer or employee to perform the duties of the Executive Director on an acting basis for a period not to exceed six months.
- 8.2.4 *Powers and Duties* - The powers of a temporary or acting FRCOG Executive Director under Section 8.2.2 and 8.2.3 shall be limited to matters not admitting of delay and shall include the authority to make emergency appointments or designations to FRCOG employment, subject to the approval of the Executive Committee except as otherwise provided by Article 5.1 of the Charter.

ARTICLE 9 - FINANCIAL PROCEDURES/FISCAL YEAR

Section 9.1. Powers and Duties

- 9.1.1 In accordance with M.G.L. Chapter 41 Section 35 the FRCOG shall give bond annually for the faithful performance of the duties of the Director of Finance in a form and in such sum as shall be fixed by the Council. The Director of Finance shall receive and take charge of all money belonging to the FRCOG and pay over and account for the same according to the bylaws of the FRCOG. No other person shall pay any bill of any department. The Director of Finance shall annually render a true account of all FRCOG receipts and disbursements. The bond required herein shall cover the duties of the Director of Finance with respect to all funds which are in his or her custody by virtue of his or her office.
- 9.1.2 The FRCOG shall carry public officials' liability insurance for the Director of Finance.
- 9.1.3 The Director of Finance shall make an annual report, to be published as a FRCOG document, giving a statement of all receipts and expenditures of the FRCOG for the past financial year including those funds managed by the FRCOG for other agencies, and showing also the amount of each specific appropriation, the expenditures therefrom, and the purpose for which money has been spent. Such report shall contain a statement of any change in the amount of the FRCOG debt during the year and a list of indebtedness incurred and unpaid at the end of the fiscal year.

Section 9.2. Delegation of Authority

9.2.1 Assistant Director

The Director of Finance may, in writing, appoint, with approval of the Executive Director, an Assistant Director of Finance. The FRCOG shall give bond annually for the faithful performance of the duties of the Assistant Director of Finance. Unless a Temporary Director of Finance is appointed in accordance with the Bylaws, the Assistant Director of Finance may, in the absence of the Director of Finance, perform his or her duties and when performing such duties shall have the powers and be subject to the requirements and penalties applicable to him or her.

9.2.2 Temporary Absences

If the office of Director of Finance is vacant or if such officer is unable to perform his or her duties, the Executive Director shall appoint a Temporary Director of Finance to hold such office and exercise the powers and perform the duties thereof until another is duly appointed or the Director of Finance resumes his or her duties. The FRCOG shall give bond for the faithful performance of the duties of any such temporary officer in accordance with the provisions of Section 9.1.1 applying to the Director of Finance.

Section 9.3. Deposits

- 9.3.1 In accordance with M.G.L. Chapter 44 Section 55 the Director of Finance may invest such portion of revenue cash as she or he shall deem not required to pay current expenses and all or any part of the proceeds from the issue of bonds or notes, prior to their application to the payment of liabilities incurred for the purposes for which the bonds or notes were authorized, as allowed by MGL Chapter 44 Section 55; provided, however, that no temporary notes in anticipation of revenue shall be issued as long as any revenue cash, exclusive of revenue cash the use of which is restricted to purposes other than current maintenance expenses, remains so invested.
- 9.3.2 In accordance with M.G.L. Chapter 44 Section 55A an officer of the FRCOG receiving public money and lawfully and in good faith and in the exercise of due care depositing the same as outlined above, shall not be personally liable to the FRCOG for any loss of such money of such depository or federal savings and loan association for the liquidation of its affairs due to the cessation of operations.
- 9.3.3 The Director of Finance is authorized to enter into written agreements, for a period not to exceed three years, pursuant to which the Director of Finance agrees to maintain on deposit specified amounts of the funds of the FRCOG in return for said institutions providing banking services.

Such agreements shall contain such terms and conditions as the Director of Finance and legal counsel may deem appropriate to ensure fiscal stability and full disclosure. Each such agreement shall include the total amount that may be required to be on deposit at all times; and, if said amount may vary from time to time, every such agreement shall specify a minimum total amount that may be required to be on deposit at any time. If the FRCOG fails to maintain the agreed amount on deposit, the FRCOG shall not be authorized to appropriate funds for such purpose. No such agreement shall be effective unless and until approved by the Executive Committee.

- 9.3.4 All money received by any employee, except as otherwise provided, shall be paid by such employee upon its receipt to the FRCOG Finance Department. Any sums so paid to the Finance Department shall not later be used without specific appropriation thereof except as otherwise provided; however, sums not in excess of twenty thousand dollars recovered under the terms of fire or physical damage insurance policy and received in restitution for damage done to any FRCOG property may be used by the department having control of the FRCOG property for the restoration or replacement of such property without specific appropriation.
- 9.3.5 Trust funds, unless otherwise provided or directed by the donor thereof, shall be placed at interest in institutions and investments cited in M.G.L. Chapter 44 Section 54.
- 9.3.6 If any check in payment of any service, fee or charge imposed by the FRCOG for any service rendered or fee or charge imposed is not duly paid, there may, in addition to any other penalty provided by law, be imposed on the person who tendered such check, upon notice and demand by the Director of Finance, a penalty in an amount equal to one percent of the amount of such check; provided, however, that if such check is for less than two thousand five hundred dollars, the penalty under this section shall be twenty-five dollars.

Any person upon whom such penalty is imposed may, within sixty days of the imposition of such penalty, appeal in writing to the Executive Committee who shall abate the same if it is determined that such check was tendered in good with reasonable cause to believe that it would be paid.

Section 9.4. Bills

- 9.4.1 The Director of Finance shall not pay salary or compensation to any person in the service or employment of the FRCOG unless the payroll, bill or account for such salary or compensation shall be sworn to by the head of the department or, in the case of the absence or disability of the head of the department, by a person designated by the head of the department or the Executive Director.
- 9.4.2 All accounts rendered to or kept in the departments of the FRCOG shall be subject to the inspection of the Director of Finance. All employees authorized to expend money shall approve and transmit to the Director of Finance, as often as once each week, all bills and payrolls chargeable to the respective accounts of which they have the authority to expend. Such approval shall be given only after an examination to determine that the charges are correct and that the goods, materials, or services charged for were ordered and delivered and that the services were actually rendered to or for the FRCOG. The Director of Finance shall examine all such bills and payrolls, and, if found correct and approved as provided herein, shall draw a warrant upon the treasury for the payment of the same. The Director of Finance shall pay no money from the treasury except upon such warrant approved by the Executive Committee. The Director of Finance may disallow and refuse to approve for payment, in whole or in part, any claim as fraudulent, unlawful or excessive, and in such case he or she shall file with the Executive Director a written statement of the reasons for such refusal. If the Executive Director disagrees with the Director of Finance, he or she shall direct the Director of Finance, in writing, to add the disputed item on the next warrant. The disputed item shall be clearly identified for the Executive Committee. The Executive Committee shall approve the warrants for payment of all bills or payrolls of all departments before they are paid, and may disallow and refuse to approve for payment, in whole or in part, any claim as fraudulent, unlawful or excessive; and, in that case, the Executive Committee shall file with the Director of Finance a written statement of the reasons for the refusal. Any claim or bill so disallowed shall not be paid.

If the FRCOG is acting as fiscal agent for another agency, approval of bills and payrolls shall be as outlined in the intra-agency agreement.

- 9.4.3 No department or program shall incur a liability in excess of the appropriation made for the use of such department, each item approved and voted by the Council being considered as a separate appropriation. In the case of trust funds, gift accounts, and other non appropriated accounts, no department or program shall incur a liability in excess of the available funds.
- 9.4.4 No contract for the construction, reconstruction, alteration, remodeling, repair or demolition of any public building or public work by the FRCOG costing more than two thousand dollars shall be deemed to have been made until the Director of Finance has certified thereon that an appropriation in the amount of such contract is available therefore and that an officer or agent of the FRCOG has been authorized to execute said contract and approve all requisitions and change orders. No order to the contractor for a change in or addition to the work to be performed under a contract subject to this section, whether in the form of a drawing, plan detail or any other written instruction, unless it is an order which the contractor is willing to perform without any increase in the contract price, shall be deemed to have been given until the Director of Finance has certified thereon that an appropriation in the amount of such order is available therefore; but such certificate shall not be construed as an admission by the FRCOG of its liability to pay for such work. The certificate of the Director of

Finance that an appropriation in the amount of such contract or order is available shall bar any defense by the FRCOG on the grounds of insufficient appropriation and any law barring payment in excess of appropriations shall not apply to amounts covered by any certificate under this section.

- 9.4.5 If the FRCOG has unpaid bills of previous fiscal years, whether due to oversight or lack of appropriation, it may appropriate money to pay such bills. In the case of fee-for-service programs, such expenditures shall be paid out of the current year's appropriation.

Section 9.5. Appropriation and Transfers

9.5.1 Appropriation Authorization

The Council shall authorize annual budgets for all departments and programs funded through fees and assessments. Such authorization shall be made on a summary level (i.e. Personnel, Operating, Equipment/Capital Items) except that all *reserve* amounts and transfers to other funds shall be considered as separate appropriations.

9.5.2 Budgetary Transfers

Appropriation transfers between departments or programs shall require the approval of the Council. Appropriation transfers between summary totals in a department shall require approval of the Finance Committee with the exception of year-end adjustments between Personnel and Operating to account for Indirect Pool actual costs versus budget estimates, as long as adjustment does not exceed 10% of the total Personnel line of the program budget being adjusted. These year-end adjustments will be recommended by the Finance Director and approved by the Executive Director before they are made. Appropriation transfers within summary totals shall be made at the discretion of the officer having authority to expend monies from the departmental appropriation. The Executive Director may approve expenditures for capital expenditures that differ from the proposed purposes submitted to Council for original approval.

9.5.3 Appropriations from Reserve Accounts

Appropriations from reserve accounts shall be authorized by the Finance Committee. Such appropriation shall be treated as a budgetary transfer from the reserve account to a separate appropriation account.

9.5.4 Appropriations from Program Support Account

Appropriations from the Program Support account may be transferred by authority of the Executive Director. For any single transfer of greater than \$5,000 or when the sum of transfers for the same purpose/program exceeds \$5,000, the Executive Director must seek approval of the Finance Committee.

Section 9.6. Special Revenue Funds

9.6.1 Grants and Gifts

An employee or department of the FRCOG may accept grants or gifts of funds and may expend such funds for the purposes of such grant or gift with the approval of the Executive Committee. Notwithstanding the provisions of Section 9.3.4, any amounts so received by an officer or department of the FRCOG shall be deposited with the Director of Finance and held as a separate account and may be expended as aforesaid by such department receiving the grant or gift without further appropriation. If the express written terms or conditions of the grant agreement so stipulate, interest on the grant funds may remain with and become a part of the grant account and may be expended as part of the grant by such department receiving the grant or gift without further appropriation.

9.6.2 Fee-For-Service Programs

9.6.2.1 *Fee-For-Service Program Initiation*

A fee-for-service program shall be established by vote of the full Council and upon recommendation of the Executive Director and the Finance Committee. A fee for service program is defined as a FRCOG program that is expected to bring in enough revenue to cover its entire operating budget through a fee for service structure or separate annual assessment. Each authorization for a fee-for-service program shall specify; (1) the programs and purposes for which the fee-for-service program may be expended; (2) the departmental receipts which shall be credited to the fee-for-service program; (3) the board, department or officer authorized to expend from such fee-for-service program; (4) an approved budget for both expenditures and funding.

9.6.2.2 *Fee-For-Service Capital Reserves*

Fee-for-service programs can appropriate sums in their budgets to be used for future capital acquisitions to be maintained as a reserved fund balance.

9.6.2.3 *Fee-For-Service Operational Reserves*

Fee-for-service programs can appropriate sums in their budgets to be used as internal reserve funds. Any unused balance in such internal reserve fund will be closed out to the program's undesignated fund balance at the end of the fiscal year. Transfers from such internal reserve funds shall be authorized by the Finance Committee.

9.6.2.4 *Fee-For-Service Original Budgets*

Original budgets not approved during the annual budget process can be authorized by the Finance Committee upon presentation of reasonable estimates of funding sources.

9.6.2.5 *Fee-For-Service Budget Amendments*

Budget amendments can be approved by the Finance Committee and must be offset by reasonable increases in estimated receipts, program reserve fund transfers, use of program surplus, or a transfer from the general fund undesignated fund balance.

9.6.2.6 *Fee-For-Service Budget Amendments from General Fund Surplus*

If the funding source for the original fee-for-service program budget or budget amendment is the general fund undesignated fund balance, such funding source must be approved by the Council prior to implementation of that portion of the budget. Any funding from the general fund undesignated fund balance will be budgeted as a transfer out to the fee-for-service fund in the general fund, and as a transfer in from the general fund within the fee-for-service budget.

9.6.2.7 *Fee-For-Service Budget Amendments from Internal Fund Surplus*

Fee-for-service programs can use their program's unreserved fund balance to support budget amendments or to be a funding source for the annual appropriation subject to the approval of the Finance Committee. Any such amount to be used from the undesignated fund balance must be certified as available by the Director of Finance prior to appropriation.

9.6.2.8 *Fee-For-Service Fund Balance*

Each fee-for-service program shall have its own separate fund balance and fund balance reserves.

9.6.2.9 *Fee-For-Service Interest*

Interest earned on any fee-for-service program balance shall be treated as general fund revenue of the FRCOG.

9.6.2.10 *Fee-For-Service Close Outs*

At the close of a fiscal year in which a fee-for-service program is not re-authorized for the following year or in which the FRCOG changes the purposes for which money in a fee-for-service program may be spent in the following year, the balance in the program

at the end of the fiscal year shall be transferred to the FRCOG general fund unless the Council votes to transfer such balance to another fee-for-service program established under this section.

Section 9.7. Borrowing

9.7.1 Authorization to Borrow in Anticipation of Revenue

The FRCOG may incur debt in any fiscal year in the form of temporary loans or a line of credit in anticipation of the revenue of the fiscal year in which the debt is incurred, and may issue notes or borrow against the line of credit therefore to an amount which in the aggregate shall not exceed one-half of the FRCOG's assessment for that fiscal year, or any subsequent limit imposed by statute. The amount of such notes and the balance due on the line of credit shall not exceed an amount reasonably required. Such notes and draw downs shall be payable, and shall be paid, not later than one year from their date and said one-year term may occur within the span of two separate fiscal years. Such notes shall not be renewed or paid by the issue of new notes, except as provided under M.G.L. Chapter 44 Section 17. Borrowing under this section may be authorized and issued by the Director of Finance with the approval of a majority of the Executive Committee.

9.7.2 Authorization to Issue Debt

9.7.2.1 The FRCOG may issue debt in the manner and amounts authorized by M.G.L. Chapter 44 Section 16, if so allowed by enabling legislation or subsequent legislation. For the purposes of debt issued by the FRCOG, the Director of Finance shall have all responsibilities delegated by statute to the treasurer or accountant, the Executive Committee shall have all responsibilities delegated by statute to the Selectboard, and the Council shall have all responsibilities delegated by statute to Town Meeting.

9.7.2.2 In accordance with M.G.L. Chapter 44 Section 16A any officer authorized to sign bonds or notes of the FRCOG may execute such bonds or notes or cause them to be executed by a facsimile signature in lieu of the officer's manual signature, provided that at least one signature required or permitted to be placed thereon shall be manually subscribed. In the case of registered bonds issued in exchange, for or in replacement of, prior bonds, no manually subscribed signature of an authorized officer shall be required if the signature of an authorized signer of a bank, trust company, or other banking or financial institution acting as trustee, authenticating agent, transfer agent or similar agent is manually subscribed. The facsimile signature of an authorized officer on a bond or note shall have the same legal effect as the officer's manual signature.

9.7.2.3 In accordance with M.G.L. Chapter 44 Section 16B the engraved or printed facsimile of the FRCOG seal on a bond, note or certificate of indebtedness of the FRCOG shall have the same legal effect as though such seal were impressed thereon.

9.7.3 Authorization to Issue Temporary Notes

9.7.3.1 In accordance with M.G.L. Chapter 44 Section 17 the FRCOG may issue temporary notes in anticipation of the issuance of bonds, notes or certificates of indebtedness in accordance with M.G.L. Chapter 44 Section 17, as authorized by enabling legislation or subsequent legislation. For the purposes of debt issued by the FRCOG, the Director of Finance shall have all responsibilities delegated by statute to the treasurer or accountant, the Executive Committee shall have all responsibilities delegated by statute to the Selectboard, and the Council shall have all responsibilities delegated by statute to Town Meeting.

9.7.3.2 In accordance with M.G.L. Chapter 44 Section 18 notes issued under Chapter 44 Section 17 may be sold at such discount as the Director of Finance, with the approval of the officer or officers whose counter-signature is required on said notes, deem proper, the discount to be treated as interest paid in advance.

- 9.7.3.3 In accordance with M.G.L. Chapter 44 Section 19 the FRCOG shall not issue any notes payable on demand, and shall provide for the payment of all debts, except temporary loans incurred under Chapter 44 Section 17, or under section three of chapter seventy-four of the acts of nineteen hundred and forty-five, as stipulated by M.G.L. Chapter 44 Section 19. 9.7.3.4 In accordance with M.G.L. Chapter 44 Section 21 an officer of the FRCOG authorized to issue bonds or notes may provide that the bonds or notes of any issue may be called and redeemed, in whole or in part, prior to their maturity dates, at such price or prices and under such terms and conditions as said officer may determine. No such bonds or notes shall be called and redeemed before their maturity date unless funds, sufficient to pay the principal thereof, any redemption premium thereon and all interest accrued to the date fixed for redemption have been appropriated by the FRCOG and are then available; or, unless the Executive Committee shall have provided for issuance of refunding bonds or notes as provided in M.G.L. Chapter 44 Section 21A.
- 9.7.3.5 In accordance with M.G.L. Chapter 44 Section 21A the Executive Committee may authorize and provide for the issuance of refunding bonds or notes of the FRCOG for the purpose of paying or refunding all or any designated part of an issue of bonds or notes then outstanding, including the amount of any redemption premium thereon as provided by M.G.L. Chapter 44 Section 21A.
- 9.7.3.6 In accordance with M.G.L. Chapter 44 Section 22 all bonds, notes and other securities issued by the FRCOG shall bear such rate or rates of interest as may be fixed by the Director of Finance, with the approval of the Executive Committee, notwithstanding any general or special provision of law enacted prior to April twenty-second, nineteen hundred and twenty.
- 9.7.3.7 In accordance with M.G.L. Chapter 44 Section 22B any official statement prepared in connection with the sale of any bonds or notes of the FRCOG and all advertising of such bonds and notes, the interest on which is excluded from gross income for federal income tax purposes under the provisions of section 103 of the Internal Revenue Code (26 USC 103), shall include a reference to the collateral tax consequences which may result under section 86 of said Code (26 USC 86) to the holders of such bonds or notes who are recipients of social security benefits.
- 9.7.3.8 In accordance with M.G.L. Chapter 44 Section 22C bonds or notes issued by the FRCOG may be secured in whole or in part.

Section 9.8. Purchasing

- 9.8.1 The FRCOG shall follow M.G.L. Chapter 30B, as amended, for procurement of goods and services.
- 9.8.2 Executive Director shall have authority to award bids and contracts for the FRCOG. In the event of any perceived potential or actual conflict or protests the Executive Director shall refer such bid award to the Executive Committee for a final award determination. The Executive Director shall have signatory power for the FRCOG contracts.
- 9.8.3 The Chief Procurement Officer (CPO) shall have the authority to award all cooperative bids on behalf of the cooperative participants. In the event of any perceived potential or actual conflict or protests the CPO, in consultation with the Executive Director, shall refer such bid award to the Executive Committee for a final award determination. The CPO shall have signatory power for all cooperative bid contracts.

ARTICLE 10 - AMENDMENTS TO BYLAWS OR CHARTER

Section 10.1. Endorsement

- 10.1.1 A Council Member shall present to the full Council a proposed Bylaw or amendment to a Bylaw by petition of 1/3 or more Members of the Council.
- 10.1.2 Every Bylaw, motion, order, proclamation, resolution or other measure presented for Council action shall be accompanied by the approximate cost involved, if possible.
- 10.1.3 All amendments to the Charter shall be made in accordance with Article 9 Section 9.2 of the Charter.
- 10.1.4 All amendments to the Enabling Act shall be made in accordance with Article 9 Section 9.3 of the Charter.

Section 10.2. Review of Bylaws

- 10.2.1 After a reading of the petition, as presented under Article 10 Section 10.1.1, the proposed amendments to the Bylaws or the Charter shall be referred to the Bylaws and Charter Committee by the Presiding Officer.
- 10.2.2 The Bylaws and Charter Committee shall review proposals, draft language to amend, revise, or add to the Bylaws, and shall bring forth recommendations to the Council including referral to other Committees.
- 10.2.3 The Executive Director, or his or her designee, is authorized by these Bylaws to order and publish notice of hearings on petitions presented to him or her requiring public hearings before the Council or its Committees.

Section 10.3. Enactment of Bylaws

- 10.3.1 In accordance with Section 9.4 of the Charter and notwithstanding the provisions of Bylaw Article 5, Section 5.4.2 with respect to all other matters, Bylaws adopted by the Council by majority vote shall be presented to the Executive Committee for review. A majority vote of the Executive Committee shall be required for adoption. If the Executive Committee fails to take action on any Bylaw within 21 days, the Bylaw shall become effective. If the Executive Committee disapproves of any Bylaw, they shall return the Bylaw to the Secretary of the Council within 10 days with the specific reasons for the disapproval, in writing. If the Council does not override the disapproval of the Executive Committee by a 2/3 majority within 30 days, the Bylaw shall be rejected and may not be proposed again for one calendar year thereafter. In no case shall a Bylaw supersede any provision of the Charter.
- 10.3.2 After receiving notice that a Bylaw has been rejected, the Chair may convene a special meeting as a provided in Article 5, Section 5.5.2.

Section 10.4. Emergency Bylaws

- 10.4.1 Except in the case of an emergency involving the health or safety of the people or their property, no Bylaw shall be finally passed on the date it is introduced.
- 10.4.2 No Bylaw shall be regarded as an emergency bylaw unless the emergency is defined and declared in a preamble to such bylaw, separately voted upon and passed by a majority vote of the Council.
- 10.4.3 Emergency Bylaws shall stand repealed on the sixty-first (61st) day following adoption, unless an earlier expiration date is specified in the bylaw, or unless a measure passed under Article 10, Sections 10.2 and 10.3 has been passed extending it.

