



CMCOG Meeting Notice

Thursday, September 28, 2023 ♦ 12:00 P.M.

Midlands Technical College – Harbison Campus (in person)

7300 College Street, Irmo, SC 29063

Continuing Education Center, Room 113 and Zoom Meeting (Virtual)

<https://us02web.zoom.us/j/85430296807?pwd=WUZnK1c1QW9oYmozNkdGUmFsZGNUMT09>

Meeting ID: 854 3029 6807 ♦ Passcode: 762824 ♦ Dial-In Number (929) 205-6099

DATE: September 21, 2023

TO: CMCOG Board of Directors

FROM: Will Brennan, CMCOG Board Chair

SUBJECT: CMCOG Board Meeting – September 28, 2023 at 12:00 P.M.

Please be advised that the next meeting of the Central Midlands Council of Governments Board of Directors will be held on **Thursday, September 28, 2023 at Midlands Technical College Harbison Campus, Continuing Education Center, Room 113. See attached map of the campus for additional information.**

The meeting will start promptly at 12:00 P.M., so please arrive on time. We need a quorum to conduct business, so it is very important for you to plan to attend each meeting. The meeting packet has been mailed and emailed to you.

I thank you for your time and service to the Central Midlands Council of Governments.

Enclosures

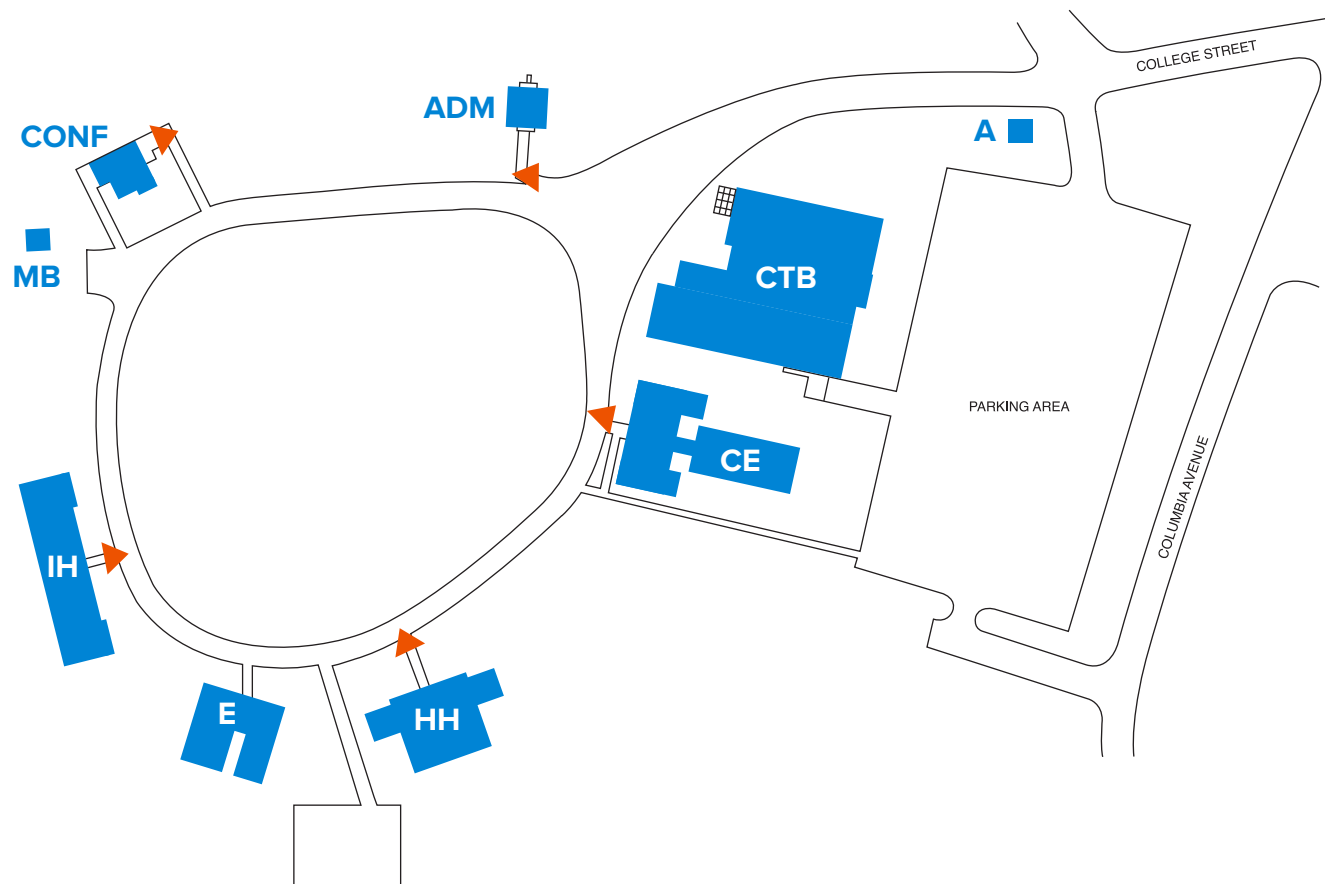
Serving Local Governments in South Carolina's Midlands

236 Stoneridge Drive, Columbia, SC 29210 ♦ (803) 376-5390 ♦ FAX (803) 376-5394 ♦ Web Site: <http://www.centralmidlands.org>

BUILDING LOCATION MAP HARBISON CAMPUS



7300 College Street
Irmo, SC 29063



Building Legend Harbison Campus

- A - Guard Station
- ADM - Administration
- CONF - Conference Center
- IH - Irmo Hall
- E - Storage
- HH - Harbison Hall
- CE - Continuing Education Center
- MB - Maintenance Building
- CTB - Classroom and Theatre Building

▲ Curb access ramps for students with disabilities



Board of Directors Meeting

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Continuing Education Center, Room 113 and Zoom Meeting (Virtual)

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OVERALL AGENDA

ACTION	A. <u>Call to Order and Introductions</u>	Will Brennan, Chair
	1. Determination of a Quorum	
	2. Approve Order and Contents of the Overall Agenda	
	3. Invocation	
	4. Introduction of Guests and New Staff	
	a. Lilnora White, HR Manager	
	5. Chairman's Introduction	Will Brennan
	Good News from CMCOG – Around the Region	Will Brennan
	B. <u>Consent Agenda</u>	
	1. Approval of the August 24, 2023 Board Meeting Minutes (<i>Enclosure 1</i>)	
INFORMATION	C. <u>Regular Agenda</u>	
	1. Monthly Financial Status Report (August 2023) (<i>Enclosure 2</i>)	Melissa Labbe
	2. Resolution on the CMCOG Board of Directors Bylaws (<i>Enclosure 3</i>)	Will Dillard
	3. Resolution to apply for Federal and State Grants (<i>Enclosure 4</i>)	Reginald Simmons
	D. <u>Announcements / Committee or Staff Reports / Correspondences</u>	
	1. Status updates on Transportation Projects	Darren Ledbetter
	2. Executive Director's Report	Britt Poole
	E. <u>Old/New Business</u>	
	F. <u>Other Business</u>	
	G. <u>Adjourn</u>	

REMINDER: The next CMCOG Board Meeting will be held on Thursday, October 26, 2023

Note: Full Agenda packets can be found on the CMCOG website at www.cmco.org.

**Denotes item is an Metropolitan Planning Organization (MPO) Urbanized Area Request*



**Board of Directors Meeting of the
Central Midlands Council of Governments**

Thursday, August 24, 2023 ♦ 12:00 p.m. ♦ Midlands Technical College

Harbison Campus – 7300 College Street, Irmo, SC 29063

Continuing Education Center, Room 113 and Zoom Meeting (Virtual)

Meeting ID: 875 7221 0065 ♦ Passcode: 081430 ♦ Dial-In Number (929) 205-6099

BOARD MEMBERS PRESENT:

Todd Beasley, Richland County
Will Brennan, CHAIR, Columbia City Council
Paul Lawrence “Larry” Brigham, Jr., Lexington
County Council
John Carrigg, Lexington County
Brian Carter, City of West Columbia
Vivian Clark, City of Columbia
Kyle Crager, Fairfield County
Rebecca Connally, Lexington County
Glen Conwell, Lexington County Council
Todd Cullum, Lexington County Council
Smokey Davis, Lexington County
William “Bill” Danielson, Town of Irmo
William “Rusty” DePass, City of Columbia
Clarence Gilbert, Fairfield County Council
Bob Hall, Batesburg-Leesville
Darrell Hudson, Lexington County Council
Haskell Kibler, Forest Acres
Robert Liming, City of Columbia
Paul Livingston, Richland County Council
Steve MacDougall, Town of Lexington
***Annie McDaniel, Vice-Chair, Fairfield County
Del.***
Walton McLeod, Newberry County
John McMeekin, Mayor, Town of Winnsboro
Chakisse Newton, Richland County Council
Ron Rhames, President, Midlands Technical
College
Foster Senn, Mayor, City of Newberry
Lynn Sturkie, Lexington County
Lindsey Yarborough, Lexington County Council

GUESTS PRESENT:

Bill Jordan, AECOM
Joey Riddle, AECOM
Kaylee Cuthbertson, Town of Lexington
Courtney Dennis, Town of Irmo
Lynn Stockman, NCCOA
Brent Rewis, SCDOT
Linda Christison, LCRAC
Angie Connor, FCCOA
Shantrise Harris, FHWA
Michael Slapnick, Auditor
Will Dillard, Belser Law Firm

STAFF MEMBERS PRESENT:

Freteria Addison, LTC Ombudsman Volunteer
Coordinator/Information Support Specialist
Roland Bart, Part Time Staff
Shelia Bell-Ford, AAA/ADRC Assistant Director
Tammy Beagan, Workforce
Aleigha Chee-you, Ombudsman Program Asst.
Anna Harmon, AAA/ADRC Director
Jason Kent, GIS Manager
Missi Labbe, Finance Director
Britt Poole, Executive Director
Reginald Simmons, Deputy Executive Director/
Transportation Director
Gregory Sprouse, Director, Planning, Research
LaToya Buggs-Williams, Ombudsman Manager
Lindsey Woolley, Aging Program Coordinator

A1. CALL TO ORDER

Chairman Will Brennan called the meeting to order at 12:00 p.m. on August 24, 2023.

A2. Approve Order and Contents of the Overall Agenda

Chairman Brennan stated that a quorum was present.

MOTION, approved

Walton McLeod moved for approval, seconded by Steve MacDougall to approve the Order and Contents of the Overall Agenda. The motion was approved.

A3. Invocation

The invocation was given by Smokey Davis.

A4. Introduction of Guests

Chairman Brennan welcomed and introduced our guests for today's meeting. He also introduced a new board member Vivian Clark who will be representing The City of Columbia.

A5. Recognition of Steve MacDougall

Steve MacDougall was recognized for his outstanding service to the CMCOG Board as Chairman. He was also presented with a gavel plaque by Chairman Brennan and Britt Poole.

A6. Chairman's Introduction

Good News from CMCOG – Around the Region

- Walton McLeod was honored as the College Street Bridge in Newberry was renamed to Representative Walton J. McLeod Bridge.
- Fairfield County Council on Aging was awarded the Phillips-Edenfield Community Partner Award by the Fairfield County Chamber of Commerce. Governor McMaster presented the award to Angi Connor, FCCOA Executive Director and her staff.
- August 1, 2023 marked the unification of Senior Resources and The Lourie Center. As a result, plans are underway to expand membership access and programming. There will also be some program enhancements and facility improvements.
- City of Columbia held a Ribbon Cutting to welcome Break Point Cola to the Five Points District and to the City of Columbia. The new retail store will be selling pickleball and tennis products.
- 14 Mile Creek Wastewater Discharge Eliminated – The Town of Lexington connected the Watergate Wastewater Treatment Plant to the regional system, eliminating wastewater discharge of 290,000 gallons per day into 14-mile creek and ultimately the Lower Saluda River.

- Dr. Ronald Rhames announced his retirement. Rhames has been a part of the MTC family for 35 years: two years as a student and 33 as an employee, which includes eight years as the college president.

B. CONSENT AGENDA

B1. Approval of the June 22, 2023 Board Meeting Minutes.

Amendment to the June 22, 2023 minutes to include Todd Cullum's attendance.

MOTION, approved

Steve MacDougall moved for approval with amended changes, seconded by Smokey Davis to approve Consent Agenda. The motion was approved.

C. REGULAR AGENDA

C1. Year End Financial Status Report (thru June 30, 2023)

Missi Labbi gave presentation regarding the Year End Financial Status Report (thru June 30, 2023). A brief discussion took place after the presentation.

MOTION, approved

Smokey Davis moved for approval of the Year End Financial Status Report (thru June 30, 2023). The motion was seconded by Steve MacDougall. The motion was approved.

C2. Briefing on Financial and Compliance Report for FY 2022

Britt Poole, Executive Director stated that was not sent with the regular Board Packet as they received the final Financial and Compliance Report for FY 2022 on the day (morning) of the Board of Directors meeting. Michael Slapnick gave a briefing on the Financial and Compliance Report for FY 2022.

MOTION, approved

Chakisse Newton moved for approval of the Briefing on Financial and Compliance Report for FY 2022. The motion was seconded by Steve MacDougall. The motion was approved.

C3. Resolution on the CMCOG Board of Directors Bylaws

Will Dilliard from Belser and Belser provided a presentation on the updates to the CMCOG Board of Directors Bylaws. A brief discussion took place after the presentation.

Chairman Will Brennan stated that this item would be discussed later next month and did not take any action on this item. **(Information only)**

C4. *2020 – 2027 TIP Amendment – Assembly St. Railroad Separation Project

Reginald Simmons requested approval to amend the 2020 – 2027 Transportation Improvement Program to add \$40 million in non-guideshare funds to the Assembly Street Railroad Project. Dana Higgins of the City of Columbia provided an overview of the project. The City of Columbia is working in partnership with the South Carolina Department of Transportation to bring the Assembly Street Railroad Separation Project to design and construction. The CMCOG/COATS MPO 2045 Long Range Transportation Plan proposes a railroad bridge over Assembly Street near Whaley Street which would remove five grade crossings. The comprehensive Assembly Street project will eliminate 15 grade crossings. Currently, funding totals \$40 million via Federal, State and City funds. The City is requesting this project be placed in the 2020 – 2027 TIP in order to continue their development efforts and strengthen their ability to build a more robust funding package. Their financial breakdown and project components are listed below:

The current funding package is as follows:

- \$5 million - Repurposed Assembly Street Railroad Consolidation ISTEA Authorization 1991, 2003 Appropriations Act, 2004 Appropriations Act and 2006 Appropriations Act.
- \$5 million - City of Columbia
- \$30 million - South Carolina Department of Commerce

The city is requesting for this project to be included in the 2020 – 2027 TIP with funding for the following phases:

- PE – 2023 – \$5 million
- PE – 2024 – \$18 million
- ROW – 2024 – \$17 million

Preliminary engineering has already begun through the repurposed earmarks. The environmental analysis is currently being conducted with a Finding of No Significant Impact expected by spring of 2024.

A brief discussion took place.

MOTION, approved

Paul Livingston moved for approval, seconded by Steve MacDougall to amend the *2020 – 2027 TIP to add \$40 million in non-guideshare funds to the Assembly St. Railroad Separation Project. The motion was approved.

Mr. Kyle Crager noted to abstain from this vote.

C5. Resolution on the EDA Authorized Representative Designation

Gregory Sprouse requested adoption of a Resolution on the EDA Authorized Representative Designation. As a recipient of federal funds from the United State Economic Development Administration, CMCOG must designate an authorized representative to oversee the programmatic and financial administration of the grant(s). Britt Poole has been requested to serve as the authorized representative.

A brief discussion took place.

MOTION, approved

Smokey Davis moved for approval, seconded by Darrell Hudson to adopt the Resolution on the EDA Authorized Representative Designation. The motion was approved.

D. Announcements / Committee or Staff Reports / Correspondences

D1. Area Agency on Aging Program Update

Anna Harmon gave a programmatic update on the Area Agency on Aging.

- New staff has been hired.
- The Area Plan has been updated and approved by the SCDOA.
- COVID events were being hosted in each county and detail about each event was provided to the Board.

A brief discussion took place.

D2. Executive Directors Report

Britt Poole gave the following report:

- We have been working hard over the last two months making positive changes. I have been meeting with Staff in groups and one-on-one with the purpose of making sure they have what they need to get their jobs done. We have hired 7 new employees to bring understaffed departments to where they need to be to accomplish their responsibilities in a timely manner.
- We have hired a human resources professional with years of experience relieving Finance of those duties and allowing them to focus on the financial health of the organization. She will start on September 5th. Further, this new position will allow us to focus on employee development and leadership training at a level we have not been able to in the past.
- I have also been meeting with State agencies leadership and other COG's Executive Directors to ensure we are in compliance and using best practices. I feel confident in saying that the organization is heading in the right direction we have engaged the same firm to do the audit for the year that just ended and plan to have the report to the board by the December meeting.

Announcements:

- Tammy Beagen, Director of Workforce Development, mentioned several job fairs and events over the next few weeks. If you know of anyone who may be interested, please forward the information regarding the SC Works Midlands Annual Career Fair in September. There will also be an apprenticeship fair in October 2023.

- CMCOG was awarded a \$1 million grant over a four-year term for Pollution reduction efforts in a 7-county area by the EPA.
- SCDOT reported at their August 17th Workshop, the Columbia MPO, known as COATS leads all Metropolitan Planning areas in the state for projects advanced to construction since the plan's launch at \$162 million. This accounts for approximately 30% of all funds programmed in the state.
- Prior to the next COG Board meeting, there will be a new member orientation. It will begin at 11:00 in this same room. It is open to all members especially any who feel they aren't fully informed about what the COG does and how we can help in your community. More information will follow via email.
- Please be aware you will be receiving information via email soon regarding the 2023 SCCOGS Annual Conference. It will be held at Embassy Suites in Myrtle Beach on November 19-21. If you would like to attend, please pencil that date in again it's November 19-21.
- Finally, you will receive an email form so you can let staff know about your communication preferences and make sure we have up-to-date contact info. Please take a moment to complete it and return.

***Chairman Will Brennan announced the upcoming appointments for all special committees for the upcoming FY 2023-2025 year. He also thanked everyone for their dedication and willingness to serve on the COG Board and Special committees.**

E. OLD / NEW BUSINESS

E1. None

F. OTHER BUSINESS

Next Meeting is scheduled for September 28th.

G. Adjourn

There being no further business, the meeting adjourned at 12:57 pm.

Britt Poole, Secretary-Treasurer

Will Brennan, Chairman

Financial Statement-CMCOG
August 31, 2023

	<u>Approved Budget</u>	<u>Y-T-D Actual</u>	<u>Percent of Budget</u>
Revenue			
Local Revenue			
Member Governments	863,744	167,193	19%
State Aid	125,102	31,276	25%
Interest	150	0	0%
Fringe Recovery	1,227,820	183,045	15%
Indirect Cost Recovery	481,885	73,163	15%
Total Local Revenue	2,698,701	454,677	17%
Programs			
Aging Planning & Administration	4,824,168	838,907	17%
Ombudsman Program	572,127	73,952	13%
Midlands Workforce Development Board	3,751,750	569,997	15%
Transportation	2,550,830	51,366	2%
Regional Planning	120,000	2,043	2%
Community Development	183,000	55,058	30%
Economic Development Administration	287,625	11,360	4%
Local Contracts	35,500	8,714	25%
Total Regional and Other Programs	12,325,000	1,611,396	13%
Total Revenue	15,023,701	2,066,073	14%
Expenses			
Operating Expenses			
Personnel Costs	3,404,431	613,665	18%
Fringe and Indirect Cost Allocation	1,709,705	256,208	15%
Operations and Maintenance	870,964	103,711	12%
Employee Training & Development	76,200	8,996	12%
Travel, Transportation & Board Expense	108,400	2,974	3%
Consultants and Contracts	7,980,004	993,876	12%
Capital Outlays	83,383	0	0%
Transfer To/(From) Other Programs	567,166	1,894	0%
Total Operating Expenses	14,800,253	1,981,323	13%
Total Expenses	14,800,253	1,981,323	13%
Revenue Over/(Under) Expenses		84,750	



RESOLUTION NO. 2023-1

A RESOLUTION PROVIDING FOR AMENDMENT OF THE BYLAWS OF THE CENTRAL MIDLANDS COUNCIL OF GOVERNMENTS

WHEREAS, the Agreement creating the Central Midlands Council of Governments (“the Council”) provides that the Board of Directors of the Council shall adopt Bylaws governing the conduct of Council business; and,

WHEREAS, the Bylaws were first adopted by the Board on July 29, 1969, and have been amended several times since; and,

WHEREAS, Section 6.7 of the Bylaws provides that the provisions of the Bylaws may be amended by an affirmative vote of a simple majority of the total membership of the Board of Directors at a regular meeting; and,

WHEREAS, the Board of Directors of the Council deems it necessary and desirable to further amend the Bylaws in order to clarify the distinction between the Council and the Board, to further delineate the functions of the Executive Committee, to provide for Board membership attendance requirements, to provide procedures for agenda setting and strategic planning, to further delineate the role of the Executive Director in personnel management and other respects, to adopt a code of civility, and to make such other revisions as are reflected in the amended Bylaws attached hereto as “Exhibit 1”; and,

WHEREAS, pursuant to Section 12.2 of the Bylaws, the proposed revisions to the Bylaws reflected in “Exhibit 1” were submitted to the Board membership in writing at least seven (7) days before the meeting at which this Resolution was adopted;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CENTRAL MIDLANDS COUNCIL OF GOVERNMENTS:

Section 1. That, as approved by an affirmative vote of a simple majority of the total membership of the Board of Directors at a regular meeting, the Bylaws of the Central Midlands Council of Governments are hereby amended to read as set forth in “Exhibit 1” attached hereto and incorporated here by reference.

Section 2. Should any provision, section, paragraph, sentence or word of this Resolution be rendered or declared invalid by any final court action in a court of competent jurisdiction or by

reason of any preemptive legislation, the remaining provisions, sections, paragraphs, sentences, or words of this Resolution as hereby adopted shall remain in full force and effect.

Section 3. That all resolutions or parts of resolutions in conflict with this Resolution are hereby repealed.

Effective date. The effective date of this Resolution shall be immediately upon its adoption.

RESOLVED AND ADOPTED by the Board of Directors of the Central Midlands Council of Governments, this 24th day of August, 2023.

CERTIFICATION

THE UNDERSIGNED are the duly qualified Chairman and Secretary-Treasurer of the Board of Directors of the Central Midlands Council of Governments, and hereby certify that the foregoing is a true and correct copy of a Resolution adopted at an open meeting of the Board of Directors on the date set forth above.

Witness

Councilman Will Brennan
Chairman
Central Midlands Council of Governments

Witness

Britt Poole, Executive Director
Secretary-Treasurer
Central Midlands Council of Governments



BY-LAWS

Adopted July 29, 1969

Section 3.5-1 Amended May 10, 1973

Section 6.1 Amended January 27, 1977 (time)

Section 6.1 Amended April 13, 1978 (dates)

Section 6.1 Amended April 10, 1980 (dates)

Section 6.1 Amended June 25, 1987 (time)

Section 6.7 Amended June 22, 1995

Revised March 27, 1997

Revised March 23, 2000

Section 2.6 Added October 28, 2004

Revised June 27, 2013

Revised April 23, 2020

Revised August 24, 2023

**BYLAWS
CENTRAL MIDLANDS COUNCIL OF
GOVERNMENTS**

**ARTICLE I
Purpose and Objectives**

- 1.1 The purpose and objectives of the Central Midlands Council of Governments, hereinafter referred to as “the Council”, shall be as set forth in the "Agreement To Amend The Agreement Creating The Central Midlands Regional Planning Council And To Rename The Council As The Central Midlands Council Of Governments" as approved by the Governor on December 12, 1996.
- 1.2 The mission of the Council is to promote cooperation among, and to provide the highest quality of services to, the member governments on issues transcending city and county boundaries in the areas of water quality, transportation, economic and community development, planning, public administration and human services for the citizens of the region.
- 1.3 The purposes of the Council include:
 - 1.3-1 Serving as a mutual forum to identify, discuss, study, and bring into focus regional challenges and opportunities.
 - 1.3-2 Serving as a vehicle for the collection and exchange of information of regional interest.
 - 1.3-3 Providing a continuing organization to ensure effective communication and coordination among governments and agencies.
 - 1.3-4 Fostering, developing, and reviewing policies, plans, and priorities for regional growth, development, and conservation.
 - 1.3-5 Maintaining liaison with members, governmental units, and groups or organizations.
 - 1.3-6 Furnishing general and technical assistance to member governments.
 - 1.3-7 Reviewing and coordinating federal, state, and local programs of regional importance.

**ARTICLE II
Board Membership**

- 2.1 The members of the governing board of the Council (“the Board of Directors” or “the Board”) shall consist of the representatives appointed by the cities, counties and county legislative

delegations in the area served by the Council.

- 2.2 Board members who represent the cities, counties and county legislative delegations participating in the financial support of the Council shall be eligible to discuss matters before the Council, vote on matters requiring action, and hold Council offices.
- 2.3 Board members who represent cities and counties who do not participate in the financial support of the Council may participate in discussions of matters before the Board but shall not be eligible to vote on matters requiring action or hold Board offices; however, such members may be appointed to serve on committees which may be established by the Board.
- 2.4 If a vacancy shall occur on the Board by reason of death, resignation, change of residence, or any other cause, it shall be filled for the duration of the unexpired term in the same manner as the original appointment.
- 2.5 The Council may grant special Board membership to local governmental entities who contract with the Council for specific services in accordance with Article 8 of the Creating Agreement. The membership shall entitle each contracting non-member government one vote. The authority to vote shall be limited to specific policy decisions affecting the purpose of the contract.
- 2.6 The Board shall serve as the policy board for the Metropolitan Planning Organization (MPO) required by federal transportation planning legislation. In the event that areas outside the CMCOG boundaries are added to the MPO, representatives of those areas may be appointed to the MPO Board at the request of the Chairperson of CMCOG, provided that these representatives may only vote on MPO business.

ARTICLE III Officers and Their Duties

- 3.1 Officers of the Board shall consist of a Chairman, Vice-Chairman and Secretary-Treasurer.
- 3.2 The Chairman shall preside at all meetings and hearings of the Board and have the duties normally conferred on such office. The Chairman shall have the privilege of discussing all matters before the Board and to vote thereon.
- 3.3 The Vice-Chairman shall assume the duties of the Chairman in the absence of the Chairman.
- 3.4 In the event of the absence of both the Chairman and Vice-Chairman from a meeting of the Board, the members present may by simple majority vote of such members elect a temporary Chairman for that meeting and proceed with the order of business.
- 3.5 The Chairman or his designee shall represent the Board on the policy boards of other regional organizations if the Council accepts membership in such organizations.
- 3.6 The Executive Director of the Council or his designee shall serve as Secretary-Treasurer.

He shall keep the minutes and records of the Board, prepare with the Chairman the agenda for regular and special meetings, provide notice of meetings, attend to correspondence of the Board and such other duties normally carried out by a Secretary. He shall maintain the records and accounts of the Council.

ARTICLE IV

Election of Officers

- 4.1 Officers shall be elected at the May meeting of the Board.
- 4.2 The Nominating Committee shall present a slate of candidates for Board officers (see Article 5, Sec. 5). Additional nominations may be made from the floor.
- 4.3 The nominees for each office receiving an affirmative vote of a simple majority of the total Board membership shall be declared elected.
- 4.4 The officers shall be elected to serve a two-year term or shall serve until their successors are elected and qualified. The officers will assume their office on July 1.
- 4.5 In any given year the Chairman and Vice-Chairman shall not be representatives of the same governmental unit.
- 4.6 Vacancies in the office of Chairman or Vice-Chairman shall be filled at the next regular meeting after the vacancy occurs for the unexpired term by regular election procedure.

ARTICLE V

Committees

- 5.1 An Executive Committee consisting of the Chairman, Vice-Chairman, Immediate Past Chairman and two additional representatives from each of the member counties and the City of Columbia shall be appointed by the Chairman on an annual basis. The Executive Committee will also include one (1) representative for the urban communities and one (1) for the rural communities appointed by the Chairman. A county representative on the Executive Committee may be a member county's representative or the representative from a member municipality located within the county. The majority of the Executive Committee members shall be elected officials and five of the fifteen members must represent the minority community. The Chairman of the Board shall serve as Chairman of the Executive Committee.
- 5.2 The Executive Committee shall be responsible for:
 - 1.) Reviewing the annual program of work and budget of the Council and making recommendations to the Board on the same.
 - 2.) Coordinating the activities of the Board and its advisory committees.

- 3.) Advising as to whether the Council should become involved in new activities.
 - 4.) Advising as to how the Council should respond to unique or special problems or opportunities.
 - 5.) Making recommendations for the revision and updating of the Board's strategic plan.
 - 6.) Coordinating periodic evaluation of the Executive Director as directed by the Board.
 - 7.) Providing study and recommendations upon matters of Council policy as may be referred by the Board prior to its taking action.
 - 8.) Performing such other functions as may from time to time be assigned by the Board.
- 5.3 The Executive Committee shall meet at the call of the Chairman and at such other times as the Committee may determine.
 - 5.4 Eight Members of the Executive Committee shall constitute a quorum.
 - 5.5 A Nominating Committee consisting of five (5) members of the Board shall be appointed by the Chairman prior to the end of the Council's fiscal year. The Nominating Committee's slate of officers shall be mailed to Board members prior to the May meeting.
 - 5.6 Advisory Committees may be established from time to time by the Board. Members of such advisory committees shall be appointed by the Chairman and the membership of such committees shall not be limited to members of the Board.
 - 5.7 The Chairman and Vice-Chairman of advisory committees established by the Board shall be appointed by the Chairman. Technical, ad hoc or other working committees needed to support advisory committees will be chaired by Council staff. Such working sub-committees shall not be established unless consistent with the Council's work program and mission and upon a determination by the Chairman and Executive Director that sufficient staff and other resources are available to support the effort.

ARTICLE VI

Meetings

- 6.1 Regular meetings of the Board shall be held on the fourth Thursday of the month at 12:00 noon at such places as the Board shall determine or at such other time, date and place as called by the Chairman; provided that the Board meets at least once every three months.
- 6.2 Special meetings may be called by the Chairman on his own initiative or must be called by him upon request of twenty percent or more of the Board. Such meetings shall be at such place and time as the Chairman deems appropriate.
- 6.3 The Board shall be notified by the Secretary of the time and place of meetings at least seven

days in advance of regular meetings. A majority present at any meeting may approve shorter notice thereof.

- 6.4 A majority of the Board shall constitute a quorum. A quorum shall be present before any business is transacted.
- 6.5 All meetings at which official actions are taken shall be open to the public. All Board and Committee meetings will be handled consistent with the S.C. Freedom of Information Act.
- 6.6 Parliamentary procedure in Board meetings shall be governed by the latest edition of Robert's Rules of Order to the extent that such rules are not in conflict with these bylaws.
- 6.7 Each representative of the Board shall have one vote; the Chairman shall have the right to vote, but shall vote last in a recorded vote. Voting shall be by voice and shall not be recorded by yeas and nays unless requested by a Board representative.
- 6.8 Board representatives shall not vote on issues in which they have a personal or financial interest. Penalties for violation of this section are specified under Federal and State law.
- 6.9 When a Board representative is unable to attend a meeting or must leave a meeting before a vote is taken, no proxy shall be accepted.
- 6.10 For all matters except elections, amendment of the bylaws, adoption or amendment of the strategic plan, and the appointment or dismissal of the Executive Director, a simple majority vote of those members voting at a meeting shall be required to adopt or reject a motion. For elections, amendments of the bylaws, adoption or amendment of the strategic plan, and the appointment or dismissal of the Executive Director, an affirmative vote of a simple majority of the total membership shall be required.
- 6.11 All meetings will normally be held with individuals physically located at a designated location as determined by the Chairman, but when such a meeting is unavailable and/or inappropriate as determined by the Chairman, meetings may be held through a virtual platform which allows the presence of the individuals attending and their participation in discussion and voting to be verified.
- 6.12 Virtual meetings at which official actions are taken shall be open to the public and will be handled consistent with the S.C. Freedom of Information Act.

ARTICLE VII

Records

- 7.1 The Board shall keep a record of its recommendations, transactions, findings, determinations and member attendance which record shall be a public record.

ARTICLE VIII

Member Attendance

- 8.1 In order for the Board to carry out its duties and responsibilities members are strongly encouraged to attend the meetings. Members who are unable to attend Board meetings on a regular basis or who for other reasons cannot fulfill their duties as Board members should notify the appropriate appointing body to determine if replacement is warranted. Council attendance records shall be referred to appointing member governments annually. If any member fails to attend three (3) consecutive regular or special Board meetings or at least sixty (60%) percent of regular or special Board meetings over the course of at least five (5) meetings, and except where such member has notified the Chairman in writing that such absence was due to illness, disability, family medical care, or other substantially similar circumstances or good cause, the Chairman shall notify such member's appointing body in writing and on behalf of the Board request consideration of whether replacement is warranted.

ARTICLE IX

Order of Business and Agenda

- 9.1 The order of business at regular meetings shall be:
- a. Call to order;
 - b. Attendance;
 - c. Determination of a Quorum;
 - d. **Approval of Order and Contents of Overall Agenda**
 - e. Invocation;
 - f. Approval of Minutes of Previous Meeting;
 - g. Reports of Officers and Committees;
 - h. Old Business;
 - i. New Business;
 - j. **Executive Session;** and
 - k. Adjourn.
- 9.2 The Chairman, with the assistance of the Executive Director, shall set the agenda for all regular and special meetings of the Board.
- 9.3 After a meeting of the Board begins, items may be added to the agenda in the manner authorized by the S.C. Freedom of Information Act.
- 9.4 Any member of the Board may request the Chairman to place an item on a future agenda by making such a request at a Board meeting. Unless a member of the Board objects, the requested item shall be included on the next available agenda. If a member of the Board has an objection, the matter shall be put to a vote and the requested item shall be included on the next available agenda if a majority of the membership present votes in favor of such inclusion.

ARTICLE X

Hearings

- 10.1 The Board may conduct such hearings or general informational meetings as is deemed appropriate and desirable by the Board.
- 10.2 Notice of such hearings or general informational meetings shall be provided in such a manner as will, in the judgment of the Board, best serve to notify interested parties.

ARTICLE XI

Strategic Planning

- 11.1 The Board shall adopt a written strategic plan and shall update such plan at least once every two (2) years.
- 11.2 The strategic plan shall include, at a minimum, identification of goals and measurable objectives in furtherance of the work of the Council and Executive Director.
- 11.3 The strategic plan shall serve as a general guide to the work of the Executive Director; provided, however, that the strategic plan shall not in any way diminish or constrain the power of the Board to direct the Executive Director, by simple majority vote of membership present at a meeting, to take or refrain from taking certain action even if inconsistent with the strategic plan.
- 11.4 Adoption and amendment of the strategic plan shall require an affirmative vote of a simple majority of the total membership of the Board.

ARTICLE XII

Executive Director and Other Personnel

- 12.1 The Executive Director may be appointed and removed by an affirmative vote of a simple majority of the Board and shall be responsible to the Board for the proper administration of the affairs of the Council.
- 12.2 The Executive Director shall be responsible for appointing, removing, supervising and directing all other employees of the Central Midlands Council of Governments.
- 12.3 The Board may employ the Executive Director on an at-will basis or otherwise. All other employees of the Council shall be employed on an at-will basis; provided, however, that the Executive Director shall have the authority to enter the Council into a contract of employment with an employee where (1) the terms are put in writing and (2) such document is labeled "Contract," states the term of employment, and is signed by the Executive Director, and (3) compensation provided for thereunder does not exceed either funds available for personnel under the budget approved at the time or funds reasonably expected by the Executive Director to be available under subsequently approved budgets for the term of the contract.
- 12.4 The Executive Director is authorized to adopt and from time to time revise a personnel manual or other similar employment policy document(s). The Executive Director shall

rely on assistance from labor counsel in drafting, revising, and periodically reviewing such documents.

- 12.5 The Board shall direct inquiries, instructions and other directives and communications to the Executive Director. Members of the Board shall direct inquiries and other communications to the Executive Director.
- 12.6 Neither the Board nor its members shall deal with Council employees except through the Executive Director, and neither the Board nor its members shall give orders to any other such officer or employee, either publicly or privately. However, the Board, Executive Committee or Chairman may authorize some other individual, including but not limited to a Board member or outside legal counsel, to communicate with employees for purposes of inquiries and investigations.
- 12.7 The Executive Director shall be bonded for such amounts as may be determined from time to time by the Board. With the exception of payroll checks, all checks or other instruments authorizing disbursement of Council funds shall be signed by the Executive Director or his designee ~~and countersigned by such members of the Board as may from time to time be designated by the Chairman~~. Payroll checks shall be signed by the Executive Director or his designee unless the check is directly deposited to an employee's bank account.
- 12.8 While the Executive Director is authorized to execute and expend funds that are contained in the approved budget; approval shall be required from the Executive Committee of the Board if funds are to be moved from one line item to another line item in the approved budget.
- 12.9 In the event that the Executive Director will be absent from his professional duties for a period of more than three (3) business days, whether for a planned vacation or otherwise, he shall notify the Board in writing of a staff designee responsible for managing the duties of the Executive Director during such period.

ARTICLE XIII

Procurement

- 13.1 The Board shall adopt, and may from time to time revise, a procurement policy governing the Council's purchase of goods and services.

ARTICLE XIV

Code of Civility

- 14.1 In deliberating on business before the Board, and without prejudice to the right to engage in robust debate, good faith disagreement, and constitutionally protected freedom of expression, the members of the Board shall strive to promote and preserve civility by acting respectfully toward others and their viewpoints; by maintaining openness, honesty, and transparency in spoken and written communications; by recognizing that patience, tolerance and civility are imperative to success in achieving Council goals; and by seeking

solutions to disputed matters while actively listening and thoughtfully participating in Board deliberations.

ARTICLE XV
Bylaws Supplementary

- 15.1 These bylaws are intended to supplement the State Enabling Act authorizing the creation of the Central Midlands Council of Governments and the Agreement executed by the local governing bodies creating the Council.
- 15.2 In the event of conflict between the provisions of these bylaws and the Agreement creating the Council or the State Enabling Act, the Agreement or the State Enabling Act shall prevail.

ARTICLE XVI
Adoption and Amendment

- 16.1 These bylaws may be adopted by an affirmative vote of a simple majority of the total membership of the Board at a regular meeting.
- 16.2 The bylaws may be amended by an affirmative vote of a simple majority of the total membership of the Board at a regular meeting, provided the proposed amendment has been submitted to the Board membership in writing at least seven (7) days before the meeting.



RESOLUTION

RESOLUTION AUTHORIZING THE FILING OF GRANT APPLICATIONS WITH THE UNITED STATES DEPARTMENT OF TRANSPORTATION AND THE SOUTH CAROLINA DEPARTMENT OF TRANSPORTATION AND THE EXECUTION OF GRANT AGREEMENTS THAT MAY RESULT FROM THE CENTRAL MIDLANDS COUNCIL OF GOVERNMENT GRANT APPLICATIONS.

WHEREAS, the United States Department of Transportation (USDOT) and the South Carolina Department of Transportation (SCDOT) are authorized to make grants for transportation and mass transit planning programs and projects and intermodal transportation programs and projects; and

WHEREAS, the Central Midlands Council of Governments (CMCOG) is eligible to receive capital, operating/administrative, and planning/special studies funding assistance from the USDOT and the SCDOT, in accordance with the Code of Laws of South Carolina; and

WHEREAS, contracts for planning/special studies, operating/administrative, and capital assistance will impose certain obligations upon the applicant, including the provision, as applicable, of the local share of the project costs; and

WHEREAS, it is required by the USDOT and the SCDOT in accordance with the provisions of Title VI of the Civil Rights Act of 1964, as amended, that the applicant gives assurance that it will comply with Title VI and other pertinent USDOT and SCDOT requirements; and

WHEREAS, it is the goal of the applicant that minority business enterprise be utilized to the fullest extent possible in connection with these projects, and that procedures shall be established and administered to ensure that minority businesses shall have the maximum feasible opportunity to compete for contracts.

NOW, THEREFORE BE IT RESOLVED BY THE CENTRAL MIDLANDS COUNCIL OF GOVERNMENTS:

- 1) that the Executive Director of the Central Midlands Council of Governments is authorized to execute and file grant applications on behalf of the Central Midlands Council of Governments with the U.S. Department of Transportation and the South Carolina Department of Transportation to aid in the financing of projects.
- 2) that the Executive Director is authorized to execute and file with such applications any assurances or any other documents required by the U.S. Department of Transportation and the S.C. Department of Transportation effectuating the purposes of Title VI of the Civil Rights Act of 1964.

- 3) that the Executive Director is authorized to furnish such information as the U.S. Department of Transportation and/or the S.C. Department of Transportation may require in connection with the applications for the programs listed above.
- 4) that the Executive Director is authorized to set forth and execute affirmative minority business policies in connection with the program's procurement needs.
- 5) that the Executive Director is authorized to execute grant agreements on behalf of the Central Midlands Council of Governments with the U.S. Department of Transportation and the S.C. Department of Transportation for aid in the financing of transportation planning/special studies, capital, and operating/administrative assistance programs.

CERTIFICATION

THE UNDERSIGNED is the duly qualified Executive Director of Central Midlands Council of Governments, and hereby certify that the foregoing is a true and correct copy of a resolution adopted at an open meeting of the Central Midlands Council of Governments held on September 28, 2023.

Will Brennan, Chairman
Central Midlands Council of Governments

D. Britt Poole, Executive Director
Central Midlands Council of Governments

Witness

Witness