



BY-LAWS

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**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
Membership**

- 2.1 The members of The Council shall consist of the representatives appointed by the cities, counties and county legislative delegations in the area served by The Council.
- 2.2 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 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 Council but shall not be eligible to vote on matters requiring action or hold Council offices; however, such members may be appointed to serve on committees which may be established by The Council.

- 2.4 If a vacancy shall occur on The Council 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 membership to local governmental entities who contract with The Council for specific services in accordance with Section 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 of Directors 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 Council shall consist of a Chairman and Vice-Chairman and Secretary-Treasurer.
- 3.2 The Chairman shall preside at all meetings and hearings of The Council and have the duties normally conferred on such office. The Chairman shall have the privilege of discussing all matters before The Council 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 Council, the members present may elect a temporary Chairman for that meeting and proceed with the order of business.
- 3.5 The Chairman or his designee shall represent the Council on the policy boards of other regional organizations if the Council accepts membership in such organizations.
- 3.6 The Executive Director of the Council shall serve as Secretary-Treasurer. He shall keep the minutes and records of The Council, prepare with the Chairman the agenda for regular and special meetings, provide notice of meetings, attend to correspondence of The Council and such other duties normally carried out by a Secretary. He shall maintain the records and accounts of The Council.
 - 3.6-1 The Executive Director shall be bonded for such amounts as may be determined from time to time by The Council. With the exception of payroll checks, all checks or other instruments authorizing disbursement of The Council funds shall be signed by the Executive Director or his designee and countersigned by such members of The Council 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.
 - 3.6-2 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 Council if funds are to be moved from one line item to another line item in the approved budget.

ARTICLE IV Election of Officers

- 4.1 Officers shall be elected at the May meeting of The Council.
- 4.2 The Nominating Committee shall present a slate of candidates for Council officers (see Article 5, Sec. 2). Additional nominations may be made from the floor.
- 4.3 The nominees for each office receiving a majority vote of the membership present 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 persons from each of the member counties and the City of Columbia shall be appointed by the Chairman. The Executive Committee will also include one (1) representative for the urban communities and one (1) for the rural communities appointed by the Chairman. The majority of the Executive Committee shall be elected officials and five of the fifteen members must represent the minority community. The Chairman of The Council shall serve as Chairman of the Executive Committee.
 - 5.1-1 The Executive Committee shall be responsible for reviewing the annual program of work and budget of The Council and making recommendations to The Council on same.
 - 5.1-2 Matters of Council policy may be referred to the Executive Committee for study and recommendation prior to action by The Council.
 - 5.1-3 The Executive Committee shall perform such other functions as may from time to time be assigned by The Council.

- 5.1-4 The Executive Committee shall meet at the call of the Chairman and at such other times as the Committee may determine.
- 5.1-5 Eight members of the Executive Committee shall constitute a quorum.
- 5.2 A Nominating Committee consisting of five (5) members of The Council 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 The Council members prior to the May meeting.
- 5.3 Advisory Committees may be established from time to time by The Council. 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 Council.
- 5.4 The Chairman and Vice-Chairman of advisory committees established by the Council shall be appointed by the Chairman. Technical, ad hoc or other working committees needed to support advisory committees will be chaired by the 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 Council shall be held on the fourth Thursday of the month at 12:00 noon at such places as The Council shall determine or at such other time, date and place as called by the Chairman; provided that the Council 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 Council. Such meetings shall be at such place and time as the Chairman deems appropriate.
- 6.3 The Council 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 Council 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 Council and Committee meetings will be handled consistent with the S.C. Freedom of Information Act.
- 6.6 Parliamentary procedure in Council meetings shall be governed by Robert's Rules of Order to the extent that such rules are not in conflict with these bylaws.
- 6.7 Each representative of the Council 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 Council representative.

Council 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.

When a Council representative is unable to attend a meeting or must leave a meeting before a vote is taken, no proxy shall be accepted.

For all matters except elections, amendment of the bylaws and appointment 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, and the appointment or dismissal of the Executive Director, an affirmative vote of a simple majority of the total membership shall be required.

- 6.8 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.

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 Council shall keep a record of its recommendations, transactions, findings, determinations and members attendance which record shall be a public record.

ARTICLE VIII

Member Attendance

- 8.1 In order for The Council to carry out its duties and responsibilities members are strongly encouraged to attend the meetings. Members who are unable to attend Council meetings on a regular basis or who for other reasons cannot fulfill their duties as Council members should notify the appropriate appointing body to determine if replacement is warranted. Council attendance records shall be referred to appointing member governments annually.

ARTICLE IX

Order of Business

- 9.1 The order of business at regular meetings shall be:
- a. Attendance;

- b. Determination of a Quorum;
- c. Invocation;
- d. Approval of Minutes of Previous Meeting;
- e. Reports of Officers and Committees;
- f. Old Business;
- g. New Business; and
- h. Adjourn.

ARTICLE X

Hearings

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

ARTICLE XI

Bylaws Supplementary

- 11.1 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.
- 11.2 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 XII

Adoption and Amendment

- 12.1 These bylaws may be adopted by a majority vote of the membership present at a regular meeting of The Council.
- 12.2 The bylaws may be amended by a majority vote of the membership present at a regular meeting, provided the proposed amendment has been submitted to The Council membership in writing at least seven (7) days before the meeting.