

BYLAWS
OF THE
LOWER CONNECTICUT RIVER VALLEY
COUNCIL OF GOVERNMENTS

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**BYLAWS OF THE
LOWER CONNECTICUT RIVER VALLEY COUNCIL OF GOVERNMENTS**

ARTICLE I: ORGANIZATION

Section A: Name - This regional council of governments established under Chapter 50, Sec. 4-124i through 4-124p of the General Statutes of the State of Connecticut shall be named the Lower Connecticut River Valley Council of Governments, hereinafter referred to as "LCRVCOG" or the "Council" and shall include the following municipalities: Chester, Clinton, Cromwell, Deep River, Durham, East Haddam, East Hampton, Essex, Haddam, Killingworth, Lyme, Middlefield, Middletown, Old Lyme, Old Saybrook, Portland, and Westbrook.

ARTICLE II: PURPOSE AND POWERS

Section A: Purpose - The purposes of the Council are to:

- (a) Consider such matters of a public nature common to two or more members of the LCRVCOG as it deems appropriate, including matters affecting the health, safety, welfare, education, and economic condition of the region comprised by its members;
- (b) Promote economic development growth through pro-development policies consistent with the natural and traditional (or cultural) character of the Region;
- (c) Promote cooperative arrangements, coordinate action among its members, and make recommendations to the members and such other public agencies as exist or perform functions within the region;
- (d) Serve as a continuing official forum for contact and discussion of issues of mutual concern and interest among its members including member concerns on federal and state legislation and regulations;
- (e) Develop policies of mutual benefit to member towns;
- (f) Initiate and coordinate actions on a voluntary basis deemed to be of benefit to all or part of the member towns; and
- (g) Coordinate and carry out comprehensive regional planning in the lower Connecticut River Valley.

Section B: Powers and Responsibilities - The LCRVCOG shall have all rights and authority and shall be subject to all of the responsibilities and duties as are granted to and required of a Regional Council of Governments under the General Statutes of the State of Connecticut, as amended, and as may be amended.

ARTICLE III: FUNCTIONS

Section A: Coordinating Functions - The Council shall promote regional coordination and cooperation through activities designed to:

- (a) Strengthen local governments and their individual capacities to deal with local problems;
- (b) Serve as a forum to identify, study, and resolve area-wide problems;
- (c) Provide the organizational framework to insure effective communication and coordination among governmental bodies;
- (d) Serve as a vehicle for the collection and exchange of information for the membership;
- (e) Encourage action on, and implementation of, regional plans and policies by local, state, and federal agencies;
- (f) Provide, if requested, mediation in resolving conflicts among members and between members and other parties; and
- (g) Provide technical and general assistance to members within its staffing and financial capabilities.

Section B: Regional Plan - The Council shall implement a planning process which will reflect the dynamic social, economic, and environmental climate of the area. A regional plan shall be adopted as a blueprint from which the future development of the region can be guided. This plan is intended to be a "living" document that can be amended as required to reflect the changing needs of our region. The plan shall be based on comprehensive surveys and studies of the existing conditions and probable future growth of the Region. The plan shall be made with the general purpose of guiding a coordinated and harmonious development that, considering present and future needs and resources, will best promote the health, safety and general welfare of the people of the region and shall be developed in cooperation with the Regional Planning Commission.

ARTICLE IV: MEMBERSHIP, REPRESENTATIVES AND ALTERNATES

Section A: Membership - (1) Municipal membership: Council membership shall be comprised of the Chief Elected Official of each of the member ~~towns~~-municipality in the Lower Connecticut River Valley Council of Governments.

Section B: Representatives - Each member municipality shall be entitled to one voting Representative on the Council who shall be the Chief Elected Official.

Section C: Alternates – The Chief Elected Official of a member municipality may appoint in writing an interim Alternate who shall, in the absence of the Chief Elected Official, have the same rights and privileges as the Representative.

ARTICLE V: MEETINGS

Section A: Regular Meetings - Regular meetings of the Council shall be held monthly at a time and place to be determined by the Council. The Executive Director shall attend all regular meetings. For meetings held at the Council office, audio equipment and software owned and operated by the Council allows for teleconference access to members for Council or MPO meetings where a quorum is necessary for votes or actions which are time sensitive.

Section B: Special Meetings - Special Meetings may be held, at the call of the Chairman, at a time and place specified in the call of the Special Meeting. A 24-hour advanced notice must be provided by filing the notice of the Special Meeting with the Clerk of each member municipality. The Executive Director shall attend all special meetings.

Section C: Emergency Meetings - An Emergency Meeting may be held at the call of the Chairman without filing an advanced notice of the meeting. Within 72 hours of the meeting, the Council must file its minutes, including the reason for the emergency, with the Clerk of each member municipality.

Section D: Annual Meeting - The Annual Meeting shall be held in the month of December, at a time and date to be determined by the Council, at which time the Officers and Executive Committee member shall be elected for the following year, and shall assume office at the next regularly scheduled meeting.

Section E: Notice of Meetings - Not later than January 31 of each year LCRVCOG shall file with the Town Clerk of each member municipality, the schedule of regular meetings of the Council for the ensuing year, as required by the General Statutes of the State of Connecticut. Town Clerks, Representatives and Alternates shall be mailed or emailed an agenda for each Regular and Annual Meeting at least five days in advance of the meeting date.

Section F: Quorum - For the election of the council's officers, the adoption or amendment of the council's budget, the adoption of schedules of municipal contributions to the council, the adoption or amendment of the Regional Development Plan, and all other business a majority of voting members of the Council shall constitute a quorum.

Section G: Action - The official transaction of business shall be by a majority vote of the Representatives or their designated Alternates present and voting. Each LCRVCOG Representative or the Representative's Alternate shall have one vote. When LCRVCOG is acting in its capacity as the Metropolitan Planning Organization (MPO), as detailed in Section XI of these By-Laws, each member shall have one vote.

Section H: Record of Meeting - Minutes of all meetings, including Committee Meetings, shall be recorded, filed in the LCRVCOG offices, and distributed as required by law.

Section I: Rules – These by-laws and any other rules and procedures adopted by the Council shall govern the conduct of the Council's business; where silent, the Council shall follow Robert's Rules of Order.

ARTICLE VI: OFFICERS

Section A: Title and Terms – All officers shall be members as identified in Article IV Section A. Officers of the Council shall include a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, who shall be elected at the Annual Meeting of the Council and shall serve until the next Annual Meeting of the Council or until their successors have been elected and bonded. No elected officer shall be eligible to serve more than two consecutive terms in the same office.

Section B: Election of Officers - The Nominating Committee shall mail to the members of the Council, at least five (5) days prior to the Annual Meeting, its proposed slate of officers. The proposed slate of officers shall not include more than one individual from the same municipality and shall include a Chairman, Vice Chairman, Secretary, Treasurer and two (2) Representatives at Large. The slate of Officers shall be elected by a majority vote of those present. Officers shall assume office at the next regularly scheduled meeting.

Section C: Vacancies - In the event any vacancy occurs in any office during the year, a successor shall be proposed by the Nominating Committee and elected by the Council to serve the unexpired term.

Section D: Chairman - The Chairman of the Council shall be a duly elected Representative of the Council. He/she shall preside at all meetings of the Council, and in his/her absence, the Vice-Chairman will preside. In the absence of the Chairman and Vice Chairman, no business shall be conducted and no votes shall be taken. The Chairman or Vice-Chairman shall sign contracts in the name of the Council. During the temporary absence or incapacity of the Treasurer, the Chairman shall assume the duties of the Treasurer. As a Representative on the Council, the Chairman shall have the right to vote on all matters which may come before the Council.

Section E: Vice-Chairman - At the request of the Chairman or in the absence of the Chairman, or during his/her inability to act, or in the event of a vacancy in the Chair, the Vice-Chairman shall assume the powers and duties of the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as may be assigned to him/her by the Council.

Section F: Secretary - The Secretary shall certify the minutes of the meetings of the

Council and shall sign all Resolutions. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, and shall perform such duties as may be assigned by the Council. The duties of the Secretary may be assigned to the Executive Director.

Section G: Treasurer - The Treasurer shall receive all money, property, and securities of the Council delivered to him/her. Under the direction of the Treasurer, the Executive Director or his/her designee will take charge of all funds and deposit all money so received to the credit of the Council in a bank or banks selected by the officers. The Treasurer shall make all disbursements by check, and shall keep an accurate record of receipts and disbursements, and shall report to the Council at regular meetings of the Council.

VII: COMMITTEES AND LIAISON

Section A: Executive Committee - A standing Executive Committee of the Council shall be made up of six (6) members:

The Chairman, Vice-Chairman, Secretary, Treasurer, and two Representatives-at-Large, elected by the Council. Members of the Executive Committee shall be voting Representatives of the Council.

Quorum - A quorum shall consist of four (4) Executive Committee members and at least one of the four shall be Chairman or Vice Chairman.

Meetings - The Executive Committee shall meet at the call of the Chairman. There shall be five (5) days written notice of a meeting. The Chairman may, or any two (2) members of the Executive Committee may require the Chairman to, call an emergency meeting of the Executive Committee. In the case of an emergency meeting, the 5-day written notice of the meeting shall be waived.

Voting - Each member of the Executive Committee shall be entitled to one vote, in the event of a tie vote the questions fails.

Duties - The Executive Committee shall have the following powers and responsibilities:

- (a) the duties prescribed in these by-laws.
- (b) Make recommendations to the Council for approval of personnel policies, amendments, and financial procedures.
- (c) Such other duties as are assigned to it by the Council.

Section B: Nominating Committee - A Standing Nominating Committee of three Representatives shall be appointed by the Chairman at the Annual Meeting and ratified by the Council.

Section C: Legislative Committee - A standing Legislative Committee of at least five Representatives shall be appointed by the Council. Such committee shall monitor, review and report on any proposed legislation of interest to the Council and where appropriate propose legislation to the full council for potential submission to State legislators.

Section D: Compensation Review and Personnel Policy Committee - There shall be a Compensation Review/ Personnel Policy Committee made up of five (5) members of the council. This Committee shall provide continuing review of all compensation, including all monetary and non-monetary compensation and benefits, provided by LCRVCOG to all employees. No person whose compensation is subject to review by Committee, and no person who is affiliated with any entity whose compensation is subject to review by this Committee, shall hold membership on this Committee. The Committee will rectify all staffing decisions and will also advise the Council on personnel matters

Section E: By-Laws Committee – A standing by-laws committee of three members of the Council shall be appointed by the Council. Such committee shall periodically and as requested by the full Council reviews the by-laws and report to the full Council.

Section F: Special Committees/Subcommittees - The Council may, as it deems necessary or desirable, appoint special committees or subcommittees. Such committees shall report to the Council at the Council's direction. The Chairman may appoint members to special committees/subcommittees.

Section G: Liaison to Other Organizations - The Council may, as it deems necessary or desirable, designate from among its Representatives, Alternates or staff individuals to serve as liaison to other organizations. The purpose of such liaison shall be to enhance communication and coordination between the Council and other organizations whose functions are related to the interests of the Council.

Section H: Regional Planning Committee - A standing committee of the Council as described in Article X shall provide support to the Council in an advisory role for all statutorily required inter-municipal referrals, projects of regional significance, the regional plan of conservation and development and other land use matters as needed.

ARTICLE VIII: STAFF AND CONSULTANTS

Section A: Appointment - The Council may employ an Executive Director, other staff, and such consultants as it may from time to time determine. The Executive Committee may nominate a search committee in the event of a vacancy in the Executive Director position. The Executive Director shall be appointed by a two-thirds majority vote of the representatives of the total membership of the Council. The Executive Director shall be responsible for the recruitment of other staff, in accordance with the Personnel Policies of the Council. Consultants shall be engaged by a majority vote of the Representatives

of the total membership of the Council. The recruitment and hiring of staff shall be conducted in accordance with the Council's Affirmative Action Program.

Section B: Removal – The Executive Director is an at-will employee and serves at the pleasure of the Council. The Council may demote or remove the Executive Director by a two-thirds majority vote of the representatives of the total membership of the Council, not less than 30 days after a show cause hearing. The Executive Director may discipline staff members up to a 10-day suspension and recommend to the Council more serious discipline.

Section C: Duties and Responsibilities - The Executive Director shall be the primary staff to the Council and is responsible for the day-to-day operations of the LCRVCOG. He/she shall submit an annual work plan to the council and shall be responsible for the administration of the Council's affairs placed in his/her charge under these bylaws, under the Council's Personnel Policies, or as may be determined from time to time by vote of the Council. The duties of other staff members shall be defined generally by the provisions of the Council's Personnel Policies, with specific duties to be determined by the Executive Director.

ARTICLE IX: LEGAL COUNSEL

Section A: A legal counsel may be employed as needed, in a manner prescribed by the Council, to advise and represent the LCRVCOG.

ARTICLE X: REGIONAL PLANNING COMMITTEE

Section A: Powers and Duties - The Regional Planning Committee, acting as a working standing committee of the Council, shall meet as needed to review the voluntary process for pre-application review of proposed projects of regional significance as required by Public Act No. 09-165, and forward those recommendations to the Council for action. "Proposed project of regional significance" means a proposed project, to be built by a private developer, that is an open air theater, shopping center or other development that is planned to create more than (A) five hundred thousand square feet of indoor commercial or industrial space, (B) two hundred fifty residential housing units in structures under four stories, or (C) one thousand parking spaces. The Regional Planning Committee shall also advise the Council on planning matters including but not limited to the development, updates, and amendments of the Regional Plan of Conservation and Development when so requested by the Council. The Council may take action on any and all statutorily required referrals or plans without benefit of Committee recommendations.

The Regional Planning Committee may review all other referrals to the Council required by statute, including 8-3b Referral of zone changes, abutting municipalities; 8-26b Referral of subdivisions, abutting municipalities; 8-35a Regional Plan of Development; 8-35b; Recommendations for inter-municipal arrangements; 8-35c Municipal Feasibility

Studies upon request; 8-35d Referral of proposed inter-local agreements and formation of districts; 8-35e Interagency committees and staff sharing; 8-191 Referral of Municipal Project Plans; Section 8-23 Referral of Local Plans of Conservation and Development and Section 22a-102 Referral of Local Plans of Conservation and Development with Municipal Coastal Plans. (Clarified Language Suggestions Below - Cathy??)

All other referrals to the Council required by statute, previously reviewed by the Regional Planning Commission including 8-3b Referral of zone changes, abutting municipalities; 8-26b Referral of subdivisions, abutting municipalities; 8-35a Regional Plan of Development; 8-35b Recommendations for intermunicipal arrangements; 8-35c Municipal Feasibility Studies upon request; 8-35d Referral of proposed interlocal agreements and formation of districts; 8-35e Interagency committees and staff sharing; 8-191 Referral of Municipal Project Plans; and Section 22a-102 Referral of Local Plans of Conservation and Development with Municipal Coastal Plans will at the time of the effective date of this amendment become the responsibility of the Council, and carried out by Council staff under Executive Committee oversight.

Section B: Membership and Representation – The Council shall appoint two members from the Council to serve as liaisons to the Regional Planning Committee and attend Committee meetings. Each member municipality shall be entitled to one Representative to the Regional Planning Commission. Each member shall be entitled to a representative on the regional planning commission who shall be an elector of such member and on its planning and/or zoning commission, conservation commission or inland wetlands commission. Such representative shall be appointed by the Board of Selectmen or Council, with the concurrence of the planning and/or zoning commission member. Each member may also appoint an alternate representative who shall be an elector of such member and who shall be appointed by its planning commission, with the concurrence of the appointing authority of such member. Such alternate representative shall, when the representative of the member from which he or she was appointed is absent, have all the powers and duties of such representative.

Section C: Meeting of the Commission

(a) Meetings of the Committee shall be held on a regular basis at a time and place to be determined by the Committee.

(b) An Annual Meeting of the Committee shall be held on the 4th Monday of January on for the purpose of electing officers and conducting any other business of the Committee. The Agenda for such meetings shall be emailed or mailed to Representatives, Alternates, and Municipal Clerks and members of the Council at least five (5) days prior to such meeting.

(c) Special meetings may be held for the purpose of conducting reviews of proposed projects of regional significance and for other matters the Committee may take up, at a time and place specified in the Call of the Meeting. A 24-hour advanced notice must be provided by filing the notice of the Special Meeting with the Clerk of each member

municipality.

(d) Emergency meetings may be held at the call of the Committee. Chairman without filing advance notice of the meeting. However, the minutes of the meeting, including the reason for the emergency meeting, must be filed within 72 hours of the meeting with the Clerk of each member municipality.

(e) The schedule of regular meetings for the ensuing year shall be filed with the Clerk of each member municipality not later than January 31, of each year. Each representative and alternate shall be emailed or mailed a notice and agenda of each meeting post-marked at least five days in advance of the meeting date.

(f) The conduct of the Commission's meetings shall be by Robert's Rules of Order.

Quorum – A simple majority of the full membership or their designated Alternates shall constitute a quorum.

Section D: Action of the Committee- Action of the Committee shall be by majority vote of those Representatives or their designated Alternates constituting the quorum; such recommendations and/or plans shall then be submitted to the Council, which may ratify, reject, amend, or refer them back to the Committee for another consideration.

Section E: Officers - Officers of the Committee shall be duly appointed Representatives and shall include a Chairman, a Vice-Chairman, and a Secretary, to be elected by a majority of the Committee. Representatives or their alternates present. The Officers shall perform all duties related to their particular offices. The Officers shall serve for one year with new officers to be elected once a year at the Annual meeting of the Committee in the calendar year. As a Representative on the Committee, the Chairman shall have the right to vote on all matters that come before the Committee

ARTICLE XI: METROPOLITAN PLANNING ORGANIZATION

The Council shall serve as the Metropolitan Planning Organization (MPO) for the region, which is made up of the member towns and other stakeholders as required pursuant to federal regulations.

Section A: Purpose - LCRVCOG-MPO is a metropolitan policy board established under the requirements of the 23 CFR 450C OPI: HEP, as required in urbanized areas with populations over 50,000, and as designated by local officials within the Lower Connecticut River Valley Council of Governments and by the Governor of the State of Connecticut. LCRVCOG-MPO is responsible, in cooperation with regional, state and other transportation providers, for carrying out the metropolitan transportation planning requirements of federal highway and transit legislation.

Section B: Membership - MPO membership shall be comprised of the Chief Elected Official of each of the member towns in the Lower Connecticut River Valley Council of Governments. In addition, an appointed member of the Middlesex County Chamber of

Commerce, a representative of the Connecticut Department of Transportation, an appointed member of the Estuary Transit District, and an appointed member of the Middletown Area Transit shall be members of the MPO with full voting privileges.

Section C: Alternates - The Chief Elected Official of a member municipality may appoint an alternate as outlined in Connecticut statutes and Article IV, Section C of these bylaws, who shall, in the absence of the regular member, serve on the MPO and have the same rights and privileges as the Representative. Other members of the MPO may appoint in writing an alternate who is a member of the organization who shall, in the absence of the regular member, serve on the MPO and have the same rights and privileges as the Representative.

Section D: Quorum – When acting in its MPO capacity a majority of the voting members of the MPO shall constitute a quorum and passage of any and all votes, except amendments to this ARTICLE XI, will require a majority of those present and voting. Each MPO member shall have one vote.

Section E: Transportation Management Areas (TMAs) All federal funding received that is specifically sub-allocated to a Transportation Management Area (TMA) shall, under federal regulation, continue to be respectively allocated and disbursed within the two TMA-federally designated areas in the LCRVCOG region. For TMA sub-allocated funds to be transferred to the other TMA for agreed upon transportation projects, there must be unanimous approval of the full membership of the MPO board prior to requesting permission from the Connecticut Department of Transportation and the Federal Highway Administration for transfer of funds between TMAs.

Section F: Meetings of the MPO All regularly scheduled meetings of the MPO shall be advertised, accessible to the general public and persons with disabilities and occur during regular meetings of the LCRVCOG as necessary. Special meetings of the MPO may occur in accordance with Article V and as outlined in the MPO public participation policies.

Section G: Amendments – This article, **ARTICLE XI: METROPOLITAN PLANNING ORGANIZATION**, of these bylaws shall only be amended with the consenting vote of the two (2) municipalities with the largest urban populations in the region.

ARTICLE XII: FISCAL MANAGEMENT

Section A: Fiscal Year - The fiscal year shall be July 1 through June 30 of the following calendar year.

Section B: Membership Assessments - Prior to the adoption of the annual budget, assessments for all participating members shall be fixed by the Council upon the recommendation of the Executive Committee. Assessments shall be determined by comparing the municipality's population to that of the aggregate population of the member municipalities in amounts sufficient to provide funds as required by the budget. Population shall be determined by the latest U.S. Census or by the most recent State

Department of Health Services estimated population. Member municipalities shall be solely responsible for the payment of their own membership assessment. The 2012-2013 fiscal year dues shall be equal to the 2011-2012 fiscal year dues paid to the Midstate/Estuary Regional Planning Agencies.

Section C: Budget - A preliminary budget and work program shall be prepared on or before January 1st by the Executive Committee of the Council. The preliminary budget and work program shall be presented to the Council. The Council may amend the preliminary budget and work program and shall adopt a budget and work program on or before March 1 of each year. The Council, pursuant to a budget, may provide for expenditures of funds for personal services, contractual services, and any other expenses in the performance of its purposes, responsibilities and activities. The Council, as necessary, may amend its budget during any fiscal year.

Section D: Expenditure of Funds - The Executive Director shall develop a procurement policy and submit to the Council for review and approval. The Executive Director is authorized to incur costs within the limits of the budgets approved by the Council. The Treasurer is authorized to draw checks to meet these expenditures upon receipt of vouchers signed by the Executive Director. Checks shall bear two signatures, that of the Treasurer and that of the Executive Director. In the absence of the Treasurer, the Chairman shall sign checks. In the absence of the Executive Director, the Assistant Director shall countersign checks. Expenditures other than those authorized within the budgets adopted by the Council may be paid by the Treasurer after approval by the Council. The Executive Director may transfer unexpended balances from one budget appropriation to another up to a cumulative total of \$1,000 in any single year; the Chairman may authorize transfers over \$1,000 up to a cumulative total of \$5,000; transfers over \$5,000 shall be approved by the Council. In July and January, or more often as may be directed by the Council, the Executive Director shall file a report with the Council showing for each budget item the relationship of appropriated funds to expended funds.

Section E: Fidelity Bond - The Council shall purchase a fidelity bond covering all officers and staff authorized to withdraw funds or to execute agreements and authorized bank signatories in such amount as is consistent with any applicable law or regulation or as prescribed by the Executive Committee.

Section F: Financial Reports - The Treasurer shall report to the Council at every other regular meeting the Council's financial condition. The Executive Director shall submit to the Council following the close of the second and fourth quarters of each fiscal year a report showing for each budget item the relationship of appropriated funds to expended funds.

Section G: Audit - An independent auditor shall be selected by the Executive Committee to prepare an Annual Audit Report under the provisions of the Municipal Auditing Act and additional requirements of the LCRVCOG. Copies of the audit shall be filed with the Clerk of each member municipality and the appropriate State agencies.

Section H: Receipt of Funds - The LCRVCOG may apply for and accept financial assistance from appropriate agencies of the state, federal and/or local governments and including bequests, gifts or contributions made by any individual, corporation or association.

Section I: Annual Report - An Annual Report covering the activities of the prior year shall be prepared by staff and presented to and approved by the Council. Copies of the approved Annual Report shall be distributed to the municipal clerks, chief elected officials.

ARTICLE XIII: AGREEMENTS

The Council may enter into agreements with local political jurisdictions, the state government and its agencies, the federal government and its agencies, regional agencies, and other public and private organizations for the purpose of carrying out the powers and duties conferred upon the Council by the General Statutes, as amended.

ARTICLE XIV: BYLAWS AMENDMENTS

These Bylaws may be amended by a two thirds vote of the Representatives of the Council at any regular meeting of the Council. Any proposed amendment to these Bylaws shall first be submitted to a regular of the Council for preliminary consideration and only then, if preliminarily approved, placed on the agenda of the next succeeding regular meeting of the Council for formal adoption. Notice and the text of any proposed amendment shall be sent to all Representatives and Alternates of the Council prior to the meeting at which it will receive preliminary consideration.

ARTICLE XIV: EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption.