

ORDINANCE NO. 80-2006

Offered by All of Council

AN ORDINANCE AUTHORIZING THE VILLAGE OF RICHFIELD TO BECOME A MEMBER OF THE CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS, DIRECTING THE MAYOR AND THE FINANCE DIRECTOR TO ENTER INTO THE MEMBERSHIP AGREEMENT, AND APPROVING THE PROPOSED BYLAWS OF THE ORGANIZATION

WHEREAS, communities, school districts and park districts in the vicinity of the Cuyahoga Valley National Park have collaborated and communicated for many years through a non-profit organization known as the Cuyahoga County Communities Council ("CVCC"); and

WHEREAS, the executive board of the CVCC has recommended that the organization pursue the establishment of a council of governments as a new form of organization for the communities in the Cuyahoga Valley to better facilitate coordination and collaboration between an among its members; and

WHEREAS, this Council has determined it is in the interest of the Village of Richfield to participate in the Cuyahoga Valley Regional Council of Governments.

NOW, THEREFORE, BE IT ORDAINED by the Council of the Village of Richfield, Summit County, State of Ohio:

SECTION 1. This Council authorized the Village of Richfield to become a member of the Cuyahoga Valley Regional Council of Governments, and authorizes and directs the Mayor and the Finance Director to enter into the Membership Agreement.

SECTION 2. This Council approves and ratifies the Bylaws, as amended from time to time, as the code of regulations of the Cuyahoga Valley Regional Council of Governments.

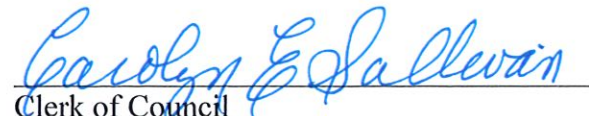
SECTION 3. This Ordinance shall take effect and be in force from and after the earliest period allowed by law.

PASSED: 12/19/06



President of Council

ATTEST:



Clerk of Council



Mayor

Dated: 12/20/06

Cuyahoga Valley Communities Council

8001 Brecksville Road, Brecksville, Ohio 44141-1296

Voice: 440-526-1822 Email: cvcog@yahoo.com

Website: <http://www.cvcog.net>

Board of Trustees

Dr. Stephen R. Kenzig
Cuyahoga Heights Schools
Board President

John R. DeMuth
Cuyahoga County
Board Vice President

Rose Mary Snell
Sagamore Hills
Board Secretary-Treasurer

John P. Debo
Cuyahoga Valley National Park

William R. Ford
Northfield Center Township

Dennis S. Hamm
Cuyahoga Valley National Park

Michael J. Kaplan
Peninsula Village

James M. Kastelic
Cleveland Metroparks

Michael Lyons
Richfield Village

Gary G. Whidden
Cuyahoga Falls

Fred H. Holman
Executive Director

Peter H. Henderson
Executive Director Emeritus

John F. Seiberling
Honorary Trustee

October 30, 2006

Hon. Michael K. Lyons, Mayor
Village of Richfield
P.O. Box 387
4410 West Streetsboro Road
Richfield, Ohio 44286

Dear ~~Mayor Lyons~~: *Mike*:

I am writing to you concerning the Cuyahoga Valley Communities Council's (CVCC) decision to change the Council's organizational structure from a 501(c)3 (Federal Internal Revenue Code of 1954) non-profit organization to a Chapter 167 (Ohio Revised Code) Council of Governments.

Following upon a two-year strategic planning process, the Board of Trustees recommended to your representatives that a **Council of Governments (COG)** more accurately describes and corresponds to just what CVCC does: we act as a Council of "two or more counties, municipal corporations, townships, special districts, or other political subdivisions ... (who have) entered into an agreement with each other," [Ohio Revised Code, Chapter 146] and that CVCC should undertake this organizational transformation. Being a COG will likely provide the Council with enhanced standing as a governmental organization and will enthusiastically express the Council's support for recent efforts towards the regionalization of local government services and civil groups.

In order to effect this change, participating units of government MUST consent to a formal agreement and approve an ordinance to establish a regional COG (cf. enclosed "Agreement for Establishment of the Cuyahoga Valley Regional Council of Governments" and the "Sample Ordinance to Approve Membership in Cuyahoga Valley Regional Council of Governments.") We hope that you will share these documents with your governing body (council, trustees, or board) and approve the COG by January 1st. Please send notification of your governing body's formal approval to the Council office as soon as possible.

After the initial group of participating units of government have approved their membership in the COG, you and your representatives will be invited to come together at an organizational meeting to vote on the bylaws of the newly-established organization (cf. enclosed proposed "Bylaws of the Cuyahoga Valley Regional Council of Government"). It is the current Board's intention to have this organizational meeting of the COG at the time when the Council has traditionally held its annual meeting (in February of 2007). The election of officers and the delineation of budgetary considerations will take place at this meeting. The plan calls for the suspension (rather than the termination) of the 501(c)3 organization, until the COG has been operating effectively, and whether or not there is a continued need for a parallel non-profit "sister" organization to the COG.

Also enclosed, you will find a summary of points that were made in support of the Council's decision to become a COG. This "Summary Discussion" emphasizes that any powers that would be given to a COG (as described in Ohio Revised Code, Chapter 167.03) have already been incorporated into CVCC's revised **Mission Statement** (from February, 2004):

"The mission of Cuyahoga Valley Communities Council is to provide a forum through which it may assist, promote, and coordinate the efforts of its participating units of government for the restoration, preservation, and enhancement of the natural, historic, cultural, recreational, and economic resources of the region of the Cuyahoga Valley from Akron to Cleveland."

I, myself, and/or one of our Board members, would be happy to attend a meeting of your council, trustees, or governing board to further explain this decision and/or to answer any questions regarding the planned change in the Council's organizational structure. If you would like our assistance, please contact the Council's Interim Executive Director, Fred Holman, at the phone number or (email) address given above.

Thanks for your consideration of this important matter. Do not hesitate to contact me or Fred or another Board member, if you have any further questions or concerns.

Best regards,



Stephen R. Kenzig, Ph.D.
President of Board of Trustees
Cuyahoga Valley Communities Council

Enclosures (4)
FHH/srk

Council of Governments Summary Discussion

At its Regular Meeting in October, 2005, Council members voted upon the Board's recommendation to pursue further the possibility of changing the organizational structure of Cuyahoga Valley Communities Council (CVCC) from a 501(c)3 non-profit corporation to a Chapter 167 (Ohio Revised Code) Council of Governments (COG). What follows is a summary discussion for all stakeholders of the reasons why the Council is undertaking this important reorganization.

- 1. In fact, a "Council of Governments" gives an accurate description of just what CVCC is: "two or more counties, municipal corporations, townships, special districts, school districts, or other political subdivisions... enter into an agreement with each other." (ORC, Chapter 167)** In its first meetings in 1977, the founders of the Council proposed that it be organized as a Council of Governments. Because at that time there already existed a COG for Summit County communities, the decision was made instead to organize as a non-profit corporation. Thirty years ago, there were no other non-profit organizations connected with the Cuyahoga Valley or the national park or the towpath trail. Today, we have the Cuyahoga Valley National Park Association, the Ohio Canal Corridor, the Cuyahoga River Remedial Action Plan, the Cuyahoga Valley Scenic Railroad, and many other non-profit organizations involved with the National Park and the Cuyahoga Valley. Various municipalities have connections with these groups, but CVCC is the only organization that includes participating units of government (municipalities, counties, school districts, and park districts) which cut across county and park boundaries. Thus, it makes sense to return to our founders' initial intentions of the Council being formed as a COG, especially to differentiate it from other groups.
- 2. As a COG, CVCC would have enhanced standing as a governmental organization.** Currently, as a non-profit organization, there have been times when CVCC was barred from receiving government reports and statistics that were offered without charge to member communities. ((For example, when CVCC requested deer vehicle accident statistics from the Ohio Department of Public Safety, we were at first refused without an official request from a local government. Brecksville's mayor assisted with an official request. We were told that non-profit organizations were not entitled to such reports and/or would have to pay for such data.) Also, as a COG, the Council could receive special consideration from other units of government, funding sources, and media. In light of recent emphasis on the "regionalization" of government services and organizations, it is important to stress that CVCC has in fact already served as a regional government organization for over 30 years.
- 3. Representation on a COG could continue as currently exists with CVCC.** There would not be a need for a change of membership in reorganizing as a COG. It would require that current participating units of government approve an agreement to establish the COG. Following upon the establishment agreement, the group would agree to bylaws at its first (organizational) meeting. CVCC plans to present the establishment agreement to participating units of government over the next several months, with the hope to formally establish the COG at CVCC's Annual Meeting in February, 2007. Draft Bylaws would be presented for discussion and approval at the first meeting of the COG in the Spring.
- 4. COG powers (as described in 167.03) are now incorporated into CVCC's revised Mission Statement.** A new COG cannot displace an existing planning agency or program. However, with greater emphasis now being placed upon regionalization, and cooperation and implementation of joint programs by various governmental entities, becoming a COG would specifically give CVCC the authority to promote and support such cooperative agreements.

**SAMPLE ORDINANCE TO APPROVE MEMBERSHIP IN
CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS**

AN ORDINANCE AUTHORIZING THE (political subdivision) TO BECOME A MEMBER OF THE CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS, DIRECTING THE (chief executive) AND THE FINANCE DIRECTOR TO ENTER INTO THE MEMBERSHIP AGREEMENT, AND APPROVING THE PROPOSED BYLAWS OF THE ORGANIZATION.

WHEREAS, communities, school districts and park districts in the vicinity of the Cuyahoga Valley National Park have collaborated and communicated for many years through a non-profit organization know as the Cuyahoga County Communities Council ("CVCC"); and

WHEREAS, the executive board of the CVCC has recommended that the organization pursue the establishment of a council of governments as a new form of organization for the communities in the Cuyahoga Valley to better facilitate coordinaton and collaboration between an among its members; and

WHEREAS, this (council, board, etc.) has determined it is in the interest of (political subdivision) to participate in the Cuyahoga Valley Regional Council of Governments.

NOW, THEREFORE, BE IT ORDAINED by the (legislative body) of the (political subdivision), _____ County, State of Ohio:

SECTION 1. This (legislative body) authorized the (political subdivision) to become a member of the Cuyahoga Valley Regional Council of Governments, and authorizes and directs the (chief executive) and the Finance Director to enter into the Membership Agreement.

SECTION 2. This (legislative body) approves and ratifies the Bylaws, as amended from time to time, as the code of regulations of the Cuyahoga Valley Regional Council of Governments.

SECTION 3. This Ordinance shall take effect and be in force from and after the earliest period allowed by law.

PASSED _____

President of (governing body)

ATTEST: _____ (chief executive)

Clerk

Dated: _____

AGREEMENT FOR ESTABLISHMENT OF CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS

This Agreement is made and entered into by and among the below-specified units of government in Northeast Ohio, each of which has become a party hereto by causing a counterpart of the Agreement to be signed by an officer duly authorized by the legislative authority of such participating unit of government.

WITNESSETH

The following units of government are the original parties to this Agreement:

1. Counties of Cuyahoga and Summit .
2. Cities of Akron, Bedford, Brecksville, Cuyahoga Falls, Fairlawn, Garfield Heights, Hudson, Independence, Macedonia.
3. The Villages of Boston Heights, Brooklyn Heights, Cuyahoga Heights, Northfield, Peninsula, Richfield, Valley View and Walton Hills.
4. Townships of Bath, Boston, Northfield Center, Richfield, and Sagamore Hills.
5. School districts of Akron City, Cleveland Municipal, Copley-Fairlawn, Bedford, Brecksville-Broadview Heights, Cuyahoga Falls, Cuyahoga Heights Local, Cuyahoga Valley Career Center, Garfield Heights, Hudson, Independence Local, Maple Heights, Mogadore, Nardon Hills, Revere, Tallmadge City and Woodridge Local.
6. Two park systems known as the Cleveland Metroparks and Metro Parks, Serving Summit County
7. The Cuyahoga Valley National Park (National Park Service, Department of the Interior) as a cooperative partner to the extent the law allows the Park to participate in this organization.

The above listed units of government, wishing to establish a regional council of governments pursuant of the *Ohio Revised Code Chapter 167*, agree as follows:

I. **NAME**. There is hereby established a regional council of governments, which shall be known as **Cuyahoga Valley Regional Council of Governments** (hereinafter referred to as "the **Council**".)

II. **PURPOSE**. Participating units of governments may combine their resources and efforts toward realization of opportunities and resolution of problems more effectively and efficiently than each could achieve acting alone. The **Council** will serve to foster courses of action which are to the benefit of all.

The purpose of the **Council** is to provide a forum through which it may assist, promote, and coordinate the efforts of its participating units of government for the restoration, preservation, and enhancement of the natural, historic, cultural, recreational, and economic resources of the region of the Cuyahoga Valley from Akron to Cleveland. This purpose is carried out by such means as the following:

- a. Provide a communication link between its participating units of government, and other public agencies and legislative bodies to identify and address issues of common interest and concerns;
- b. Undertake analysis and data gathering as needed to comprehensively and accurately address issues of common interest and concern;
- c. Recommend in an advisory capacity the adoption of policies or the taking of actions by its participating units of government, other public agencies or private agencies serving the region;
- d. Promote and/or execute cooperative agreements and coordinated actions among its participating units of government, other public agencies or private organizations serving the region as may be appropriate to implement the above recommendations.

Toward these ends, the **Council** shall have all capacities as set forth in **Ohio Revised Code Chapter 167** or any future amendments thereto or as otherwise provided by law.

III. REPRESENTATION. Each participating unit of government shall be represented on the council by the elected chief executive officer, or, in the case of those units of government that do not have an elected chief executive officer, a representative chosen by such body to be its representative. The representative may designate an alternate to represent the unit of government in the representative's absence.

IV. INITIAL MEETING AND BYLAWS. Within sixty (60) days after the execution of this Agreement by all participating units of government, the **Council** shall conduct its first meeting, at which time the **Council** shall, by a majority vote of its members, adopt bylaws providing for:

- a. The designation and method of selection of the **Council** officers, the **Council** Fiscal Officer and members of the **Council** Executive Committee;
- b. The conduct and scheduling of future meetings, and
- c. The general conduct of the **Council's** business.

The **Council** shall meet, at a minimum, on an annual basis. Public notification of meetings and the ability of the **Council** to meet in executive session shall be governed by **Ohio Revised Code, Section 121.22**.

V. **ADMISSION TO MEMBERSHIP**. Subsequent to formation of the **Council**, may be admitted to membership therein pursuant to the bylaws of the **Council**.

VI. **WITHDRAWAL FROM MEMBERSHIP**. Any member may withdraw from the **Council** sixty (60) days after written notice of such withdrawal is mailed to all other members. Such withdrawal shall not affect the contractual rights set forth herein as to all other parties hereto. When a member has made any financial commitment to the **Council** or has committed to the **Council** to perform any other obligation as a member, such financial liability or responsibility to perform such obligation shall extend for the full term of the commitment and shall not be affected by the member's withdrawal from the **Council** prior to the expiration thereof.

VII. **PARLIAMENTARY AUTHORITY**. *Roberts' Rules of Order, Revised*, shall govern all parliamentary procedures of the **Council** in all cases to which they may be applicable, except to the extent that they are inconsistent with the bylaws or the special rules of order in this organization.

VIII. **AUDITS**. The **Council** shall cause an audit to be performed as required by the Laws of the State of Ohio. A summary of the audit shall be mailed to each member of the **Council**.

IX. **CANCELLATION OF THE AGREEMENT**. In the event a majority of the members agree that **Cuyahoga Valley Regional Council of Governments** should be dissolved, the assets of the **Council** shall be applied first to the satisfaction of its outstanding obligations, then be distributed to the members in accordance with the formula under which they were contributed and accumulated.

X. **CONDITION TO OBLIGATIONS**. Notwithstanding anything to the contrary stated in this Agreement, no obligation arising in consequence of membership in the **Council** and requiring legislative and/or board approval by any participating unit of government shall be binding on such member, unless approved through appropriate legislation or board action.

XI. **AMENDMENTS**. This Agreement may be amended by the majority vote of the representatives of all **Council** members voting in person and by proxy at any regular meeting or any special meeting called for such purpose, so long as a majority is present and copies of such proposed amendments have been sent by ordinary mail or electronic transmission to each participating unit of government not less than thirty (30) days prior to such meeting. Thereupon, amendments shall become effective subject to approval by participating units of government, consistent with Section XI of the Agreement.

XII. SEVERABILITY. In the event any part or portion of this Agreement shall be found to be contrary to law and thereby held to be null and void, all other provisions of this Agreement shall remain in full force and effect, and shall not otherwise be affected thereby.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed on the date indicated by signing a counterpart of the Agreement.

(Executed signature page 3 is retained in the files of the Council.)

PARTICIPATING UNIT OF GOVERNMENT

By: _____ Date: _____

Its: _____
Title

BYLAWS OF
THE CUYAHOGA VALLEY REGIONAL COUNCIL OF GOVERNMENTS

In accordance with Article IV of the Agreement for Establishment of the **Cuyahoga Valley Regional Council of Governments** ("the Agreement") these Bylaws are hereby adopted to govern the activities and procedures of the **Cuyahoga Valley Regional Council of Governments** ("the **CVRCOG**").

I. PURPOSE. The mission of **CVRCOG** is to provide a forum and organizational status through which it may assist, promote, and coordinate the efforts of its participating units of government for the restoration, preservation, and enhancement of the natural, historic, cultural, recreational, and economic resources of the region of the Cuyahoga Valley from Akron to Cleveland. The **CVRCOG** shall have all powers set forth in *Ohio Revised Code (Chapter 167)* or any future amendments thereto or as otherwise provided by law.

II. REPRESENTATION. Each member of the **CVRCOG** shall be represented on the council by the chief executive officer, or in the case of those units of government that do not have an elected chief executive officer, a representative chosen by the legislative or governing body of the participating unit of government (the "Representative"). The representative may designate an alternate who will have full authority to act on behalf of the participating unit of government as though the primary representative were present. Meetings of the **CVRCOG** requiring voted approvals shall not be conducted unless a quorum is present. A quorum shall consist of a majority of the Representatives, each entitled to one vote. Action may be taken by the affirmative vote of a majority of Representatives voting in person and by proxy; provided however, that any proxy vote shall be in writing, signed by the Representative and presented prior to the conclusion of the voting process.

III. OFFICERS; ANNUAL ELECTIONS. As soon as practicable after the Agreement is approved by each participating unit of government's legislative body, and thereafter in the succeeding calendar years, the Representatives shall meet and elect in annual elections ("Annual Elections") or as required by circumstances, as officers a President, Vice President and Treasurer, respectively, who shall serve until such officers are next elected. The President - - and in the absence of the President, the Vice President - - shall preside at all meetings of the **CVRCOG**, exercise those other powers and duties usually exercised by the chief executive officers of similar organizations, and between meetings of the **CVRCOG** may act for the **CVRCOG** in a manner consistent with the directions of the **CVRCOG** and with the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio. The Treasurer shall perform those duties normally associated with such office, including the responsibilities of Fiscal Officer of the **CVRCOG**.

IV. EXECUTIVE COMMITTEE AS GOVERNING BOARD.

A. Composition and Election of Executive Committee. The Executive Committee shall consist of the Officers (President, Vice President and Treasurer), and three (3) other members elected as Executive Committee members in Annual Meetings, and a representative of the National Park Service who shall serve *ex officio*. No two (2) or more persons who reside in or hold elected public office in the same **CVRCOG** participating unit of government shall serve contemporaneously on the Executive Committee. The Officers and other members of the Executive Committee shall be elected at an annual meeting held for organizational purposes, and during the periods between Annual Elections the President may, from time to time and with the voted approval of the **CVRCOG**, appoint additional other members of the Governing Board.

B. Authority and Function of Executive Committee. The Executive Committee shall constitute the Governing Board of the **CVRCOG** as authorized in **Ohio Revised Code Section 167.04**. The Executive Committee shall advise and report to the members of the **CVRCOG**, and during the periods between meetings of the **CVRCOG** may act for the **CVRCOG** in a manner consistent with the directions of the **CVRCOG** and its President, the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio. The Executive Committee shall consider and may recommend immediate action, if a majority of the Executive Committee members believe that immediate action is necessary and that it is not practicable to convene an **CVRCOG** meeting immediately to consider approval of the action. Without limitation of the foregoing, the Executive Committee will use reasonable efforts to communicate with, and receive advice from, the other **CVRCOG** Representatives regarding any proposed or recommended action the Executive Committee believes may be deemed objectionable by the **CVRCOG** Representatives. Upon authorization by the Executive Committee, the President - - and in the absence of the President, the Vice President - - may undertake the recommended action. Any such recommended action undertaken shall be reported to the **CVRCOG** Representatives both as soon as is practicable and at the next **CVRCOG** meeting; at that meeting or as soon thereafter as the **CVRCOG** is ready to vote its approval or disapproval of any such recommended action requiring voted approval, the **CVRCOG** shall do so. Any such recommended action shall remain in effect until (i) the recommendation is revoked by a majority of the Executive Committee or (ii) it is disapproved by the **CVRCOG** in a meeting at which a quorum is present.

C. Election and Removal of Officers and Members of Executive Committee. The election of officers and other members of the Executive Committee, except the National Park Representative, shall take place at the annual meeting of the **CVRCOG** provided that a quorum is present. A Nominating Committee shall present its nominations at the meeting, and the opportunity shall be provided for additional nominations to be made by representatives of the participating units of government who are present. The election shall be conducted by ballot. If a valid election can not be conducted at the annual meeting for lack of a quorum, the election shall be conducted within forty-five (45) days either at a regular or special meeting of which written notice shall be sent to all representatives at least fifteen (15) days in advance of the meeting and shall state the intent to conduct the election and the nominees presented by the nominating committee. Any officer or other member of the Executive Committee, other than the representative of the National Park Service, may be removed from office by a vote of the representatives of at least two-thirds (2/3) of the participating units of government which are represented at a meeting of the **CVRCOG** provided a quorum is present, and also provided that said person being removed has been given notice in writing of the charges against him or her, proof of the charges offered to the membership, and the opportunity to appear before the membership on his or her own behalf. No trustee or officer shall be removed from office unless the notice of the meeting at which action is contemplated shall specify the identity of the person, the action contemplated and the identity of the person or persons proposing such action.

V. MEETINGS.

The **CVRCOG** shall meet, at a minimum, on an annual basis. The annual organizational meeting of the **CVRCOG** shall be held each year in February. Meetings shall be scheduled and held as determined by the President or when requested in writing by the Representatives of fifty percent (50%) or more of the member-participating units of government. **Ohio Revised Code, Section 121.22**, shall govern public notification of meetings and the ability of **CVRCOG** to meet in executive session. Advance notice of the time and place of all regular and special meetings of the **CVRCOG**, Executive Committee and any other duly appointed committee of the **CVRCOG** shall be provided to any person in the following manner: (i) posting on the **CVRCOG** web site (www.CVRCOG.org), (ii) e-mailing to any person who so requests in writing and provides an e-mail address, and (iii) ordinary mailing to any person who so requests in writing and provides self-addressed, stamped envelopes. The call for a special meeting shall contain notice of the business to be considered or acted upon at such meeting, and no other business shall be considered or acted upon at said meeting. Attendance at said meeting will constitute a waiver of the notice requirement, and any required notice may be waived in writing by the person or persons entitled to notice, whether before or after the times attested in the waiver, and will be considered equivalent to giving of notice. The waiver must, in the case of a special meeting of the Council, specify the general nature of the business to be transacted.

VI. POWERS AND DUTIES.

Except as otherwise provided in these Bylaws, the Executive Committee shall have the following powers and duties:

A. Financial. To prepare an annual budget and an equitable plan for the assessment of membership dues; to receive, expend and disburse funds; and to serve as the financial control body.

B. Staff Salary. To establish a salary of staff members, if any.

C. Approvals. To approve statements of policy, studies and plans and to provide for the implementation thereof.

D. Assistance. To apply for and accept loans, grants and contributions on behalf of the **CVRCOG** and any other assistance in the form of money, property, labor and supplies from public and private sources, including charitable foundations, assistance agencies, the State of Ohio and instrumentalities of the United States; and to expend and disburse such grants, gifts, contributions and loans and other assistance for any approved purpose.

E. Contracts. To contract or enter into agreements with any person, any federal, State or local agency and any subdivision thereof, and any public or private organization; to carry out the purposes of the **CVRCOG**, as specified in these Bylaws or for which assistance is accepted, including contracts for grants, loans, contributions and any other assistance available from agencies of the State of Ohio and instrumentalities of the United States; and to stipulate, in contracts let in connection with any project for which assistance is received, that the contractor and any subcontractor comply with requirements such as minimum wages, laws against discrimination and other lawful obligations which may be required as conditions to receipt of financial aid granted to the project.

F. Annual Report. To make an annual report of its activities to its member-units of government. Such report may be provided verbally at its annual meeting or at a regular **CVRCOG** meeting.

G. Other responsibilities. To carry out such other responsibilities as may be imposed on the **CVRCOG** by its membership or the laws of the State of Ohio.

VII. FINANCE.

A. Fiscal Officer. Financial responsibility for the **CVRCOG** shall rest on the Treasurer for the **CVRCOG**, who shall be elected by the **CVRCOG's** members (as indicated above).

B. Fiscal Year. The fiscal year of the **CVRCOG** shall commence on July 1st thru June 30th.

C. Allocation of costs. On or before August 1st of each year, the Executive Committee shall approve a revenue budget for the coming fiscal year in order to determine the sources and amounts of revenue that will be required to support the projected programs and activities of the Council. At the beginning of each fiscal year, the Executive Committee shall adopt a spending budget to authorize the purposes and amounts of expenditures within the limit of the revenue received or committed. The spending budget may apply to all or part of the fiscal year, and may be amended at any time by the Executive Committee. On the basis of the approved revenue budget, the Executive Committee may request financial support from the participating units of government, subject to the conditions that such financial support shall be voluntary and not a condition of continued participation in the Council, and payment by a participating unit of government may be designated in support of the Council's general operations or in support of specific programs and activities. Notwithstanding these provisions, the Executive Committee may assess or charge a participating unit of government for the full or partial costs of services rendered directly to such unit by the Council under terms of a prior agreement.

D. Audit. The **CVRCOG** shall cause an audit to be performed by the Ohio Auditor of State or a licensed public accountant, covering all financial affairs of the **CVRCOG**, in accordance with a timetable set by the Ohio Auditor of State's guidelines. Copies of each such audit shall be transmitted to each member of the **CVRCOG**.

E. CVRCOG Funds. The funds of the **CVRCOG** shall include all dues, fees, gifts and other contributions received from participating units of government and other sources. **CVRCOG** funds shall be maintained, invested and managed in compliance with applicable laws of Ohio, particularly Ohio Revised Code, Chapter 135. The **CVRCOG** shall keep a record of all contributions received from each participating unit of government and each other source. All interest earned on **CVRCOG** funds shall be credited to such funds. Disbursements from **CVRCOG** funds may be made at the direction of the **CVRCOG** for any proper purpose of the **CVRCOG**, including, but not limited to, payment of administrative, professional, clerical and contracted services, and for programs and operating expenses.

VIII. PARLIAMENTARY AUTHORITY.

Roberts Rules of Order, Revised, shall govern all parliamentary procedures of the **CVRCOG** in all cases to which they may be applicable, except to the extent that they are inconsistent with the Bylaws or the special rules of order in this organization.

IX. ADMISSION TO MEMBERSHIP.

Subsequent to formation of the **CVRCOG**, units of government may be admitted to membership as follows:

A. Request. The chief executive of the applicant ("the Applicant") may request membership of the Applicant in the **CVRCOG**; the Applicant shall advise that upon approval of such request, the Applicant will comply fully with the requirements and obligations imposed pursuant to the Agreement and Bylaws, as amended from time to time.

B. Approval. Any **CVRCOG** approval of the Applicant's request shall be given in the manner provided in **Article II of these Bylaws**; thereupon, the **CVRCOG** and Applicant will take such further actions and execute such documents as necessary to confirm and implement the Applicant's membership in the **CVRCOG** and compliance with the obligations thereof.

X. WITHDRAWAL FROM MEMBERSHIP.

Any participating unit of government may withdraw from the **CVRCOG** in the manner and subject to the conditions described in the Agreement.

XI. CONDITION TO OBLIGATIONS.

Notwithstanding anything to the contrary stated in these Bylaws, no obligation arising in consequence of membership in the **CVRCOG** and requiring legislative approval by any member shall be binding on such member, unless approved through appropriate legislation.

XII. AMENDMENTS.

These Bylaws may be amended by affirmative majority vote of the Representatives voting in person and by proxy at any regular meeting or special meeting called for such purpose, so long as a quorum is present and copies of such proposed amendments have been given, as provided in the Bylaws, to each Representative not less than thirty (30) days prior to such meeting. Such amendments shall become effective subject to approval by member-units of government, consistent with Article XI of these Bylaws.

XIII. NOTICES.

Any notice required or permitted by these Bylaws or the law to be given shall be in writing and sent by ordinary mail, facsimile transmittal or E-mail to the address or transmittal number previously provided to the sender by the person or entity intended to receive the notice.

XI. SEVERABILITY.

In the event any part or portion of these Bylaws shall be found to be contrary to law and thereby held to be null and void, all other provisions of these Bylaws shall remain in full force and effect, and shall not otherwise be affected thereby.

Approved and Adopted:

_____, President
Cuyahoga Valley Regional Council of Governments

