

Land of Sky Regional Council
December 9, 2015
Regular Meeting



Please mute all electronic devices, including cell phones, laptops, tablets, and recorders. Also, Council members are requested to state their names when moving on orders of business. Thank you!

AGENDA

- I. Call to Order
- II. Invocation
- III. Pledge of Allegiance
- IV. Roll Call
- V. Modification and Approval of Agenda
- VI. Public Comment
- VII. Recognition of Special Guests
- VIII. Chairman's Comments and Roundtable
- IX. Approval of Minutes from the October Regular Meeting
- X. Consideration and Approval of Consent Agenda Items
 - A. October FY2016 Treasurer's Report
 - B. 2016 Council Meeting Schedule & Holiday Closings
 - C. Holiday Bonuses
 - D. FY2016 Budget Amendment #1 (Available at Meeting)
- XI. Presentations/Recognition
 - A. Senior Corps National Veteran Corps Pinning Ceremony - Ann Whisenhunt, SCP Coordinator
 - B. The Ombudsman Program's Just Press Play: Awakening the Mind through Music - Ruth Price, Lead Regional Ombudsman
- XII. Old Business
 - A. Updated and Revised Council Bylaws – Justin Hembree, Executive Director
- XIII. New Business
- XIV. Executive Director's Report
 - A. Regional Advocacy Efforts
 - B. Holiday Closings
 - C. January Meeting Location Reminder
 - D. State Health Plan Update
 - E. Mountain Area Workforce Development Director
- XIV. Important Dates
- XV. Adjournment



COUNCIL AGENDA ITEM

- Subject:** October Council Meeting Minutes
- Item Number:** IX. Approval of Minutes from the October Regular Meeting
- Responsible Party:** Zia Rifkin, Administrative Services
- Attachment(s):** Minutes from the meeting of October 2015
- Background:** Attached is the October 2015 Council meeting minutes.
- Staff Recommendation:** Recommend acceptance of the October meeting minutes.
- Suggested Motion(s):** Move to approve the October meeting minutes as submitted.

Meeting of
Land of Sky Regional Council
October 21, 2015

Minutes

- I. Call to Order - George Goosmann called the meeting to order at approximately 1:00pm.
- II. Invocation - The invocation was given by Gene Knoefel.
- III. Pledge of Allegiance - Chairman Goosmann led the Council in the Pledge of Allegiance.
- IV. Roll Call - The Roll was called by Mike Hawkins. The following delegates were present: Miranda DeBruhl, Mike Hawkins, Gwen Wisler, George Goosman, Jonathan Kanipe, Ryan Stone, Larry Harris, Anne Coletta, Bob Davy, Barbara Volk, Dona Mennella, Gene Knoefel, Brenda Mills, George Morosani, Mark Burrows, Charles Dickens, and Kathe Harris. The following guests were present Jason Chappell and Roger Krumpf (US Representative McHenry's Western Region Representative). It was announced that a quorum was present.
- V. Modification and Approval of Agenda - George Morosani moved to approve the Agenda with the following modification: to present LOSRC's Transportation Resource Center staff with a 2015 NADO Innovation Award. Brenda Mills seconded the motion which was approved without further discussion.
- VI. Public Comment - No public comment was made.
- VII. Recognition of Special Guests - Chairman Goosmann recognized Roger Krumpf, Congressman McHenry's Western Region Representative.

Justin Hembree took a moment to present the LOSRC Transportation Resource Center team with a 2015 NADO Innovation Award for the transportation program operated by LOSRC. He shared that the call center employees work very hard responding to calls for non-emergency medical transportation in Buncombe County. These employees help some of the most vulnerable folks in our community access the care they need through the provision of transportation services. In its first three months of operation, the Transportation Resource Center logged nearly 18,000 calls from citizens receiving Medicaid benefits in the Buncombe County. This represents about 15,000 trips for non-emergency medical services.
- VIII. Chairman's Comments and Roundtable - Jonathan Kanipe- The Town of Biltmore Forest has been working on tech upgrades for the organization. The Town's new website went active this past Monday (www.biltmoreforest.com). Cloud technology is part of the upgrades. Mike Hawkins- Shared that in Transylvania County, the Town of Brevard will be holding a Halloween Festival on Saturday; the Cradle of Forestry will be holding a Halloween Festival as well. Anne Coletta- Shared that the Town of Flat Rock held its first Fall into Flat Rock 5k and Family Fun Day. The Town also has one of the few contested local elections (for mayor). Charles Dickens- The Council on Aging Advisory Council will be meeting next week at the Opportunity House in Hendersonville. The agenda will include a panel discussion on aging and will feature speakers from Pardee Home Health, the Council on Aging for Henderson County, and others. He urged local officials to attend if possible. Mr. Dickens also announced that the Senior Tar Heel Legislature (STHL) has a new delegate, Gene Knoefel. The STHL has developed its legislative priorities for the next year. Barbara Volk- Shared that the Town of Hendersonville and the whole county has been busy with people coming up for leaf peeping and to buy apples, etc. The Bears in Hendersonville will go up for auction on Saturday. Proceeds received from the auction will benefit local non-profits. Halloween Street (sponsored by Ingles) is scheduled and there will be a costume judging contest. Miranda DeBruhl- Shared that for Buncombe County, October is Domestic Violence Prevention month and she expressed appreciation to Mandy Stone, Buncombe County HHS Director/Assistant County Manager, for all the hard work she has

done to get the Justice Center up and running. Last night Commissioners voted to approve the Community Transportation Program grant funding for Mountain Mobility. The Fall Festival at Lake Julian put on by County's Parks and Recreation Department is coming up on the 24th. She also, shared that the County is updating Fire District boundaries. Some of the current boundaries date back to the 1960's. For those who live in the County, more information about the boundary updates can be found on the County's website or by calling County administration. Ryan Stone- Shared that things are busy in the Town of Black Mountain. Church Street will be closed to hold a Halloween Festival which will include inflatables, games and a costume contest. The Little Town that Rocks will be held at noon on the Town Square followed by a pet parade. From a staff level, the Town has accepted a grant to begin work on Phase II of the Greenway Initiative and Phase III of the Sidewalk Initiative will be underway soon. Gwen Wisler- Shared that the City of Asheville has begun using a technology called Simplicity on the City's website which will really help the City respond to open data requests. She also shared that the public comment period opened last Wednesday regarding NCDOT's preliminary results of the environmental impact study for the I-26 Connector Project. The City and Buncombe County are hoping to coordinate a response in order to have one consolidated comment regarding the project. Brenda Mills- Shared that the City of Asheville will host the Fall City Managers Development Forum which will include updates on the River Arts District (RAD). Kathe Harris- Shared that there's a really neat thing going on at the Silvermont Mansion in Brevard over the next two weekends which includes a haunted trail that is part of the property. This is a fundraiser and will be held on Friday and Saturday nights. For Aging Services, she shared that the Senior Companions and Foster Grandparents programs will hold their holiday parties on December 15 and 16 respectively. Donations are gladly accepted for small gifts for the seniors that work with those programs. Gene Knoefel- Shared that the Town of Weaverville had some concerns about potential flooding before the big rains which didn't happen. He also shared that this is his last meeting as he is not seeking re-election. He shared that the award he received at the Annual Celebration was very important to him and expressed thanks to all. Dona Mennella- Shared that the Town of Laurel Park is working with the Civic Association to develop some seating at the new park. Bob Davy -Shared appreciation for the Robert G. Parrish award he received at the at the Annual /Friends of the River Banquet. It really meant a lot to him. The Town of Fletcher will have a Halloween event coming up on Saturday in the park. The Town is in the process of approving another large residential development, this time for single unit housing. Chairman Goosmann- Shared that the Annual Banquet was a really great event this year. He also shared that the sales tax issue is not going to hurt the Town of Biltmore Forest too much for this fiscal year, but could hurt going into the future. The Skyland Fire Department will hold its annual Halloween event. Finally, he wished all current candidates luck in the upcoming elections.

- IX. Approval of Minutes from the September Regular Meeting - Kathe Harris moved to approve the September minutes as submitted. Mr. Morosani seconded the motion which carried without further discussion.
- X. Consideration and Approval of Consent Agenda Items - Mr. Davy moved to approve the Consent Agenda items including: A. September FY 2015 Treasurer's Report and B. Minutes of the August Regular Meeting. The motion was seconded by Gene Knoefel and approved without further discussion.
- XI. Presentations/Recognition -
A. Proclamation: November is National Family Caregiver Month – Carol McLimans, Family Caregiver Specialist shared that November is National Family Caregiver Month. About 80% of the in-home care in this country is provided by family caregivers. The theme this year is "Respite" and why it's important for caregivers. The Family Caregiver Program has limited funding to provide respite services to family caregivers in the region. The need for respite far outweighs the funds available to provide that to family caregivers. Sixty-eight percent of family caregivers say they use their own money to provide care. Ms. McLiman's noted the importance of recognizing family caregivers.

B. Work Ready Communities – Phil Monk, Director of Workforce Development and Jason Chappell, Director for the NCWorks Career Centers in Henderson and Transylvania Counties presented information regarding the WorkReady Communities initiative. The purpose of the initiative is to document the skills of the

workforce in communities. The initiative was developed by ACT and uses the Career Readiness Certificate (nationally recognized, portable credential which shows a job seeker has the foundational skills for employment). Mr. Monk shared that the Workforce Development folks will be reaching out to the County Commissions in the four-county region to request that those bodies approve the WorkReady Communities initiative for their respective jurisdictions. This is an economic development tool to market the communities in our region. (Link: <http://workreadycommunities.org/NC>)

Mr. Monk shared the individual county-level goals under the WorkReady Communities initiative and where the four counties in the LOSRC region currently rank with regards to those requirements. As of this date, Madison County is the only county in the region that has officially applied for certification. Transylvania County is very near that level. Buncombe and Henderson Counties are working on their certifications. Discussion occurred about the WorkKeys assessments and it was shared that there are test administrators available through the community colleges, public school systems and the career centers that can administer the CRC tests. The WorkKeys assessments and the North Carolina Career Readiness Certificate (NC CRC) is also discussed as part of the career counseling that high school and community college students receive.

XII. Old Business -

A. Updated and Revised Council Bylaws – Mr. Hembree shared that Delegates have a copy of the current and revised Bylaws in their meeting packet

(Link: http://www.landofsky.org/pdf/Admin/Council/Council_Packet_October2015.pdf) and he highlighted some of the changes. Council's current Bylaws were written in the early 1970's with amendments (some significant) over the years. Mr. Hembree shared that it's important to include the Charter as part of the Bylaws document but no changes are being recommended for the Charter. This would be the responsibility of member governments to adopt. The adoption of the presented Bylaws would replace any previous versions. Mr. Hembree continued to review the proposed revised Bylaws including the definition of the word "Council" and the provision for "Affiliate Members"; the identification of current members of Council and the identification of procedures for new members to join or for current members to withdraw. Mr. Hembree clarified that the Affiliate Member designation was added to the revised Bylaws to allow for future possibilities that some jurisdictions may desire to be members of more than one regional council or those may merge or for new member jurisdictions to join. He shared that there is a perceived need to look at things from the perspective of a larger regional area. Mr. Hembree also reviewed Delegate requirements (including Alternate Delegates).

Discussion occurred regarding the suggestion that Member Governments be allowed to appoint Alternate Delegate(s) who are not elected officials. Local Governments should identify and formally appoint/certify that individual as an Alternate. Council Delegates have the responsibility to attend meetings in order to relay information back to the member jurisdiction and to have the requisite number of Delegates for quorum in order to conduct the business of the Council.

Discussion continued that under the current Bylaws, two-thirds of the Delegates are required to be in attendance in order to vote on a change to the Bylaws. No action will be taken at today's meeting. Mr. Hembree communicated that staff and Board members need to let delegates know how important their attendance will be at the December 9th meeting. The call-in option will be available for that meeting as well. Mr. Hembree received several suggestions from Council regarding the revision of the proposed Bylaws including the issue of vacancy on a Member Jurisdiction's contingency, as the intent should be to have a conversation with the Member Government regarding the vacancy while being able to continue to conduct the business of the Board. The proposed Attendance Policy will be incorporated into the revised, proposed Bylaws after discussion with Council.

Mr. Hembree requested feedback on the proposed addition of some new members (MPO, RPO, Workforce Board, City/County Managers, etc.) Mr. Hembree stated that revisions will be made as per discussion at today's meeting and the revised Bylaws will be distributed to Delegates for review prior to the December 9th meeting. Delegates were encouraged to submit revisions and other input to Mr. Hembree during November.

XIII. New Business -

A. LOSRC Board of Delegates Attendance Policy - Mr. Hembree reiterated that the proposed policy will be incorporated into the revised Bylaws.

- XIV. Executive Director's Report - Mr. Hembree shared with the Delegates that the Annual Banquet and Friends' of the River Awards held on October 14th at the Asheville Ballroom was a great success. Joe McKinney, Executive Director of NADO (and Immediate Past Executive Director of LOSRC) was a keynote speaker at the event. Friends of the River Awards were presented during the banquet and staff and programs received LOSRC awards.
- XIV. Important Dates - NADO Annual Conference in New Orleans next week. Chairman Goosmann shared that everyone had an information card for the 2015 LOSRC Annual Report which is available on the website (Link: <http://www.landofsky.org/pdf/Admin/AR2015.pdf>). It was announced that Council's next meeting will be December 9th at 1:00pm. No meeting will be held in November.
- XV. Adjournment - Mr. Burrows moved to adjourn the meeting. Mr. Morosani seconded and the meeting stood adjourned.



COUNCIL AGENDA ITEM

- Subject:** October FY2015 Treasurer's Report
- Item Number:** X. Consent Agenda, Item A
- Responsible Party:** Vickie Thomas, Finance Director
- Attachment(s):** October FY2015 Treasurer's Report
- Background:** Attached is the October FY2015 Treasurer's Report. The report outlines year-to-date revenues and expenditures. Also included is cash balance information, fund balance reporting, and member dues information.
- Staff Recommendation:** Recommend acceptance of October's FY2015 Treasurer's Report.
- Suggested Motion(s):** The Treasurer's Report, if not pulled, will be accepted as part of the motion to approve the Consent Agenda.

**Land of Sky Regional Council
Treasurer's Report
October, 2015**

| | <u>Amount</u> | <u>% of Budget</u> |
|---|--------------------|--------------------|
| <u>YTD Report of Receipts & Expenditures</u> | | |
| Total Annual Budget | \$ 12,922,791 | |
| Year-to-Date Revenues | \$ 2,837,130 | 21.95% |
| Year-to-Date Expenditures | (2,886,594) | 22.34% |
| Grant/Contract Cash Balance | <u>\$ (49,464)</u> | |
| Year-to-Date Target Percent | | 33.33% |

Cash Balance Report

| | |
|--|---------------------|
| Total Cash Balance at beginning of month | \$ 1,317,651 |
| Cash Received during month | 713,753 |
| Cash Expenditures for month | <u>(899,416)</u> |
| Total Cash Balance at end of month | <u>\$ 1,131,988</u> |

Fund Balance Report at 6/30/14 (Audited)

| | |
|---|-------------------|
| Unassigned | \$ 637,893 |
| Nonspendable | 450 |
| Assigned for subsequent year's expenditures | 304,599 |
| Stabilization by State Statute | 20,726 |
| Total Fund Balance | <u>\$ 963,668</u> |

Assessments (Dues) Report

| | |
|---|------------------|
| YTD Billed to Member Governments, 2nd quarter | \$ 109,146 |
| Collected to Date | <u>(109,146)</u> |
| Balance Due | <u>\$ -</u> |



COUNCIL AGENDA ITEM

Subject: 2016 Council Meeting Schedule & Holiday Closings

Item Number: X. Consent Agenda; Item B.

Responsible Party: Zia Rifkin, Administrative Services

Attachment(s): 2016 Schedule of Council Meetings & 2016 Holiday Closings

Background:

Staff Recommendation: Acceptance of 2016 Council Meeting Schedule and Holiday Closings.

Suggested Motion(s): Move to approve the 2016 Council Meeting Schedule and Holiday Closings.

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**Land of Sky Regional Council will hold its regular business meetings beginning at 1:00pm
on the following dates:**

January 27th, 2016

(Meeting will be held at the Historic Courthouse in Hendersonville, NC)

February 24th, 2016

March 23rd, 2016

April 27th, 2016

May 25th, 2016

June 22nd, 2016

No Meeting in July

August 24th, 2016

September 28th, 2016

October 26th, 2016

No Meeting in November

December 7th, 2016

**Unless otherwise specified, all meetings are to be held at Land of Sky Regional Council's
office**

LAND OF SKY REGIONAL COUNCIL

PROPOSED HOLIDAY/OFFICE CLOSINGS FOR 2016

| | |
|---------------------------------------|---|
| New Year's Day | Friday, January 1, 2016 |
| Dr. Martin Luther King Jr.'s Birthday | Monday, January 18, 2016 |
| Easter - Good Friday | Friday, March 25, 2016 |
| Memorial Day | Monday, May 30, 2016 |
| Independence Day | Monday, July 4, 2016 |
| Labor Day | Monday, September 5, 2016 |
| Veteran's Day | Friday, November 11, 2016 |
| Thanksgiving | Thursday/Friday, November 24 & 25, 2016 |
| Christmas | Friday/Monday, December 23 & 26, 2016 |



COUNCIL AGENDA ITEM

Subject: Holiday Bonuses for Staff and Supporting Personnel

Item Number: X. Consent Agenda; Item C.

Responsible Party: Vickie Thomas, Finance Director

Attachment(s):

Background: The Council has granted holiday (year-end) bonuses given out near Christmas for several years. In 1991, a progressive system was established to determine the amount of bonus for each employee based on their years of service as follows:

| | |
|-------------------------|-------|
| Less than 3 years | \$ 50 |
| 3 years but less than 5 | \$ 75 |
| 5 years + | \$100 |

The Council pays FICA match plus the employee portion so that the net amount of the check is equal to the amount listed above.

Based on the above system, bonuses for 2015 would cost the Council approximately \$3,992.18 (\$3,425.00 plus FICA, employee \$283.59 and employer \$283.59).

For other supporting personnel, gift cards have been given to express appreciation of their contributions to LOSRC. The following is a list of the supporting personnel and the gift card amounts recommended for this form of recognition. The total amount of these gift cards is \$525.00

| | | |
|-----------------|------------------|----------|
| Terry Albrecht | WRP/ECD Programs | \$ 50.00 |
| Joe Bell | Maintenance | \$ 50.00 |
| Rebecca Chaplin | Aging | \$ 50.00 |
| Leslie Clay | Maintenance | \$ 50.00 |
| Chris Dobbins | WRP/ECD | \$ 25.00 |
| Jan Foster | WRP | \$ 50.00 |
| Linda Giltz | ECD | \$ 25.00 |
| Pat Hilgendorf | Aging | \$ 50.00 |
| Tom Kimmel | WRP/ECD | \$ 50.00 |
| Jaime Mulvey | Office Volunteer | \$ 25.00 |
| Judy Lawing | Aging-Title V | \$ 25.00 |
| Tracy Wahl | State | \$ 50.00 |
| Linda Lundy | Aging-Title V | \$ 25.00 |

Staff Recommendation: Approval to issue holiday bonuses and gift certificates for recognition of staff and supporting personnel.

Suggested Motion(s): The holiday bonus request, if not pulled, will be accepted as part of the motion to approve the Consent Agenda.



COUNCIL AGENDA ITEM

- Subject:** Senior Corps National Veteran Corps Pinning Ceremony
- Item Number:** XI. Presentations/Recognition; Item A.
- Responsible Party:** Ann Whisenhunt
- Attachment(s):** Senior Corps National Veteran Corps Pinning Statement
- Background:** The Corporation for National and Community Service, federal funder of our Senior Corps Volunteer Programs Foster Grandparents, Senior Companion and Retired and Senior Volunteer Program (RSVP), recognizes Senior Corps volunteers who are veterans or who serve veterans with this pinning ceremony.
- Staff Recommendation:** Justin Hembree will read pinning statement as Senior Corps Volunteer Staff pins National Veteran Corps commemorative pins on volunteers
- Suggested Motion(s):** No action required



COUNCIL AGENDA ITEM

- Subject:** The Ombudsman Program's Just Press Play: Awakening the Mind through Music
- Item Number:** XI. Presentations/Recognition; Item B.
- Responsible Party:** Ruth Price
- Attachment(s):** LOSRC Just Press Play December 2015.pptx
- Background:** This presentation is intended to provide the Council with an overview of how the ombudsmen are promoting individualized music to people living in nursing homes in our Region.
- Staff Recommendation:** No action requested.
- Suggested Motion(s):** No action requested.

***JUST PRESS PLAY:
AWAKENING THE MIND THROUGH MUSIC***

**Ruth Price, Presenter,
Lead Regional Long Term Care Ombudsman
ruth@landofsky.org
828-251-6622**

https://www.youtube.com/watch?v=Fw7Y78aqf_I

***The Ombudsman
Program of the
Area Agency on Aging***



Research into Non-pharmacological Interventions Has Been Limited.

The results of six studies reviewed suggest that music therapy may have potential benefits in:

reducing anxiety, depression and agitated behavior displayed by elderly people with dementia
improving cognitive functioning and QOL.

Music therapy is a **safe and low-cost intervention**

Music therapy for service users with dementia: a critical review of the literature, Blackburn R¹, Bradshaw T., J Psychiatr Ment Health Nurs. 2014 Dec;21(10):879-88. doi: 10.1111/jpm.12165. Epub 2014 Oct 10.

*The Ombudsman
Program of the
Area Agency on Aging*



Positive outcomes for residents & staff

- Music has been shown to create bonding relationships between caregivers and residents through the shared common experience.
- More modern technologies such as iPods and MP3 players help to place residents in a familiar context for staff members.
- This shared experience can improve relationships and *create an atmosphere where residents and staff thrive.*

***The Ombudsman
Program of the
Area Agency on Aging***



Just Press Play Coalition

- ✓ Meets the third of Friday of every month from 11:00 to 12:30 at Land of Sky Regional Council
- ✓ Seeks donations of cash and iPods, iPads, iPhones, original CDs, and headphones
- ✓ Provides grants to nursing homes in Buncombe, Madison, Henderson, and Transylvania counties

*The Ombudsman
Program of the
Area Agency on Aging*





COUNCIL AGENDA ITEM

- Subject:** Updated & Revised Council Bylaws
- Item Number:** XII. Old Business; Item A.
- Responsible Party:** Justin Hembree, Executive Director
- Attachment(s):** 1) Updated & Revised Bylaws with "Track Changes"
2) Current Bylaws
- Background:** Land of Sky Regional Council's current Bylaws were written in the early 1970s. Although there have been amendments over the past 40 plus years, it appears, based on a review of Council records, there has never been a comprehensive update of the Bylaws. Understanding that good governance begins with good governing documents; Council staff has spent the past eight months reviewing the current Bylaws and drafting an updated and revised set of Bylaws that, we feel, will better serve the organization and allow for more efficient and effective governance of the Council.
- The first draft of the updated and revised bylaws was presented to the Council during the September 2015 meeting and presented again for possible action during the October 2015 meeting. Based on input received during the October meeting, edits have been made to the draft. The attached draft reflects these edits through "track changes."
- Staff Recommendation:** Staff recommends approval of updated and revised Bylaws. Article XIII., Section 1 of the current Bylaws requires that amendments/changes to the Bylaws be approved by avtwo-thirds majority vote of the Council. Therefore, based on the current number of Council members, 19 members must vote in favor of the changes for the updated and revised Bylaws to be approved and implemented.
- Suggested Motion(s):** Motion to approve updated and revised Bylaws.

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CHARTER & BYLAWS

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Land of Sky Regional Council (the "Council"), organized and existing as a Regional Council of Governments under and pursuant to North Carolina General Statutes, does hereby reconfirm this Land of Sky Regional Council Charter as a matter of administrative process.

Article I. Name

The Council shall be called Land of Sky Regional Council

Article II. Powers

Land of Sky Regional Council shall have the following powers as specified in North Carolina General Statute 160A-475:

- A. To apply for, accept, receive and dispense funds and grants made available to it by the State of North Carolina or any agency thereof, the United States of America or any agency thereof, any unit of local government (whether or not a member of the Council) and any private or civic agency.
- B. To employ personnel.
- C. To contract with consultants.
- D. To contract with the State of North Carolina, any other state, the United States of America, or any agency thereof, for services.
- E. To study regional government problems, including matters affecting health, safety, welfare, education, recreation, economic conditions, regional planning and regional development.
- F. To promote cooperative arrangements and coordinated action among its member governments.
- G. To make recommendations for review and action to its member governments and other public agencies which perform functions within the region in which its member governments are located.
- H. For the purpose of meeting the Council's office space and program needs, to acquire real property by purchase, gift or otherwise, and improve that property. The Council may pledge real property as security for indebtedness used to finance acquisition of that property or for improvements to that real property, subject to approval by the Local Government Commission as required under North Carolina General Statute 159-153. The Council may not exercise the power of eminent domain.
- I. Any other powers that are exercised or capable of exercise by its member governments and desirable for dealing with problems of mutual concern to the extent such powers are

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specifically delegated to it from time to time by resolution of the governing board of each of its member governments which are affected thereby, provided, that the Council shall not have the authority to construct or purchase buildings, or acquire title to real property, except for the purposes permitted under Subsection H of this Article or in order to exercise the authority granted by North Carolina General Statutes Chapter 260 of the Session Laws of 1979.

Article III. Delegates

- A. Each member government shall appoint a primary representative of such member government to serve as the official delegate to the Land of Sky Regional Council Board of Delegates. The appointment method for members of the Board of Delegates shall be set forth in the Council Bylaws.
- B. An alternate representative shall also be appointed by each member government to serve when the official delegate is unable to attend meetings of the Board of Delegates. The appointment method for alternate members of the Board of Delegates shall be set forth in the Council Bylaws.
- C. A majority of the members of the Board of Delegates shall be elected officials.
- D. All primary representatives appointed by member governments to serve on the Board of Delegates must be elected officials.
- E. Each member county government shall appoint one person to serve on the Board of Delegates to ensure representation of local and regional economic development interests. The appointment method for such members shall be set forth in the Council Bylaws.
- F. The Board of Delegates may appoint additional delegates to ensure the representation of collective regional interests. Such additional delegates shall be established in the Council Bylaws.
- G. The term of office, method for filling vacancies and method of compensation and allowances shall be set forth in the Council Bylaws.

Article IV. Financial Support

Land of Sky Regional Council shall receive financial support for its operations and programs as follows:

- A. **Regular Assessments** – The member governments of Land of Sky Regional Council shall fund the Council operations by means of assessments on a per capita basis as determined by the Board of Delegates. The per capita share of a member government shall be based on the latest North Carolina Office of State Budget.
- B. **Special Assessments** – The member governments shall fund certain Council operations and programs by means of special assessments as prescribed by law and determined by the Board of Delegates.

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- C. **State and Federal Grants** – The Council shall apply for and receive state and federal.
- D. **Private and Charitable Contributions** – The Council shall apply for and receive and be entitled to receive funds for its operations and programs from charitable and private sources.
- E. **Fees for Services** – The Council shall receive and be entitled to receive funds for services provided to other public and private organizations.
- F. **Other Funds** – The Council shall receive and be entitled to receive other types of funds, not contrary to an applicable law or regulation.

Article V. Bylaws

The Land of Sky Regional Council Board of Delegates shall adopt and from time-to-time amend as needed Bylaws for the Council to ensure the efficient and effective governance of the Council.

Article VI. Dissolution

- A. Land of Sky Regional Council shall be dissolved upon the unanimous vote of all member governments comprising the Council and the adoption of concurrent resolutions of all members of the Council setting forth the dissolution and the reason therefore.
- B. Any member government may withdraw from Land of Sky Regional Council at the end of any fiscal year by giving at least 60 days written notice to each of the other members. Withdrawal of a member government shall not dissolve the Council if at least two members remain.
- C. Following adoption of concurrent resolutions dissolving Land of Sky Regional Council or following withdrawal of all member governments from the Council, the Council shall proceed to liquidate its assets and pay all liabilities within a 12-month period beginning with the date of the adoption of such resolutions or withdrawal of such members. Any assets remaining following the payment of liabilities shall be distributed in cash or in kind to the member governments in such proportions as the Board of Delegates may decide. Such distribution shall be made only after a unanimous vote of the members authorizing the distribution.

VI. Amendment

The Charter of Land of Sky Regional Council may be amended upon the adoption of concurrent resolutions by three fourths of the existing members of the Council approving such amendment. A three-fourths majority shall be required to approve amendments to the Charter.

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VII. Adoption

Having been previously adopted by all member governments of Land of Sky Regional Council, this Charter is hereby reconfirmed as a matter of administrative process for the purposes of revising and updating the Council Bylaws by action of the Land of Sky Regional Council Board of Delegates on October 21, 2015.

George S. Goosmann, III, Chair of the Council

ATTEST:

Justin B. Hembree, Executive Director

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Land of Sky Regional Council (the "Council"), organized and existing as a Regional Council of Governments under and pursuant to North Carolina General Statutes, does hereby ratify, confirm, and adopt the following Preamble and Articles as and for the Bylaws of Land of Sky Regional Council, replacing all Bylaws previously adopted by the Council.

Preamble

We, the representatives of counties and municipalities in the Land of Sky Region, as authorized under North Carolina General Statutes, hereby join together in a voluntary organization to be known as Land of Sky Regional Council for the purpose of meeting at regular intervals to discuss and study opportunities and challenges of mutual interest and concern, and to develop plans, policies and action recommendations for ratification and implementation by the Council, member local governments and other appropriate organizations.

We realize that our individual and common destinies rest with the interdependent actions of local governments which comprise our region.

This voluntary association which we have formed is a vehicle for closer cooperation by which members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Article I. Organization

There is hereby organized a Regional Council of Governments which shall be known as Land of Sky Regional Council and which shall be a voluntary association of the units of local governments located within Buncombe, Henderson, Madison, and Transylvania Counties of the State of North Carolina, also known as Region B of the State of North Carolina. The Council is organized under the authority of North Carolina General Statutes, and may exercise any powers heretofore or hereafter conferred upon it by North Carolina Law.

Article II. Objectives & Purposes

The objectives of the Council shall be to encourage and permit local governmental units to join and cooperate with one another, other governmental units, the private sector and public service organizations to improve the health, safety, economic conditions and general welfare of the Region's citizens and to plan for the future of the Land of Sky Region.

The Council shall have the following general purposes:

- A. To make studies and plans to guide the unified, far-reaching development of the Region and to assist any participating governmental unit in the preparation of plans or implementation of plans with the objectives and purposes of the Council.

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- B. To eliminate duplication of services and to promote economy and efficiency in the coordinated growth and development of the Region.
- C. To serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities.
- D. To serve as a vehicle for the collection and exchange of regional information and to provide for effective communication and coordination among governments and agencies.
- E. To foster, develop, and review policies, plans and priorities for regional economic growth and development.
- F. To furnish general and technical assistance to member governments.
- G. To facilitate agreements and develop cooperative action proposals among member governments for specific projects or other interrelated needs.
- H. To maintain contact with members, governmental units and groups or organizations and to serve as a regional forum for local government interests.
- I. To review, coordinate and expedite federal, state and local programs that are of a regional nature and best administered at a regional level.
- J. To develop plans or programs to carry out such activities as may be agreed upon by the Region's local governments.

Article III. Definitions

- A. **Council** – Land of Sky Regional Council (the “Council”).
- B. **Member** – Any municipality or county governmental unit which has adopted a resolution to join the Council and shall have received the approval of the Board of Delegates.
- C. **Affiliate Member** – Any quasi-governmental agency, private agency or public agency which has requested affiliate membership and has received the approval of the Board of Delegates.
- D. **Delegate** – A duly appointed member of the Council's Board of Delegates. Except where a contrary intent appears, “delegate” as used herein shall be deemed to include “alternate delegate.”

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- E. **Alternate or Alternate Delegates** – ~~App~~Persons that ~~has~~ have been designated to represent their ~~organization-member government~~ on the Council's Board of Delegates in the absence of the ~~organization's-member government's~~ delegate. Alternate delegates are not eligible to serve as Council officers or as members of the Executive Committee.

IV. Membership

- A. **Members** – Based on previous action taken by their respective governing bodies, the following units of local government are members of the Council:

Buncombe County
Henderson County
Madison County
Transylvania County
City of Asheville
Town of Biltmore Forest
Town of Black Mountain
City of Brevard
Village of Flat Rock
Town of Fletcher
City of Hendersonville
Town of Hot Springs
Town of Laurel Park
Town of Mars Hill
Town of Marshall
Town of Montreat
Town of Rosman
Town of Weaverville
Town of Woodfin

Members shall be charged membership dues as approved by the Board of Delegates.

- B. **Admission of New Members** – Any municipal or county government in North Carolina shall be eligible for full voting membership in this Council. Any governmental unit desiring membership shall so notify the Executive Director of the Council in writing and shall state by resolution that it wishes to join the Council. Thereafter, the Executive Director shall cause such application to be placed on the agenda for a Board of Delegates' meeting. Membership of the applicant shall be effective on the date of acceptance of its application by the affirmative vote of a majority of the Board of Delegates. All members shall be bound by these Bylaws and all actions of the Council consistent therewith, including the payment of dues.

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- C. **Affiliate Membership** – An affiliate membership may be granted to any municipal or county governmental unit outside of Buncombe County, Henderson County, Madison County, Transylvania County or the State of North Carolina not desiring full membership, or any quasi-governmental, public or private agency involved in matters affecting the health, safety, welfare or education of the citizens of North Carolina or any adjoining state. Such affiliate memberships shall continue at the will of the Board of Delegates. Affiliate members shall not be eligible to vote on matters before the Board of Delegates. Affiliate members shall be charged membership dues as approved by the Board of Delegates.
- D. **Withdrawal of a Member** – Any member of the Council may withdraw or terminate its membership with the Council effective at the end of any fiscal year (June 30) by timely notifying all members of the Council of its intent to terminate membership. Notice shall consist of mailing a certified copy of a resolution of withdrawal from the member's governing body to each member of the Board of Delegates. The notice shall be sent by United States Mail no later than January 1 preceding the end of the fiscal year for which the withdrawal is to be effective. A member withdrawing shall not be entitled to any rebate of dues or assessments for the current fiscal year. Timely and proper notice of withdrawal shall not be waived by action of the Board of Delegates. Upon failure of a member to give the prescribed notice in compliance with these Bylaws, such member shall continue to be a member until the end of the fiscal year in which timely and proper notice is given. Such member shall also be responsible for the payment of all dues and assessments until the end of the fiscal year for which timely and proper withdrawal notice is given. Any jurisdiction which has withdrawn from the Council and reapplies for membership in the Council shall pay any and all delinquent dues and assessments before being permitted to rejoin the Council.

Article V. Board of Delegates

- A. **Membership** – The Board of Delegates is the governing body of the Council. The Board of Delegates shall consist of:
1. All duly appointed delegates.
 2. A person ~~nominated-appointed~~ by each member county government ~~and appointed by the Executive Committee~~ to represent regional economic development interests.
 3. A person appointed by the Executive Committee to ensure representation of the Advisory Council on Aging.
 4. A person appointed by the Executive Committee to ensure representation of the Senior Volunteer Services Advisory Council.

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- ~~5. A person appointed by the Executive Committee to ensure representation of the French Broad River Metropolitan Planning Organization.~~
- ~~6. A person appointed by the Executive Committee to ensure representation of the Land of Sky Rural Planning Organization.~~
- ~~7. A person appointed by the Executive Committee to ensure representation of regional workforce development interests.~~
- ~~9. A town, city, or county manager/administrator from one of the member jurisdictions appointed by the Executive Committee to ensure representation of the region's professional local government managers.~~
- 105.** Four persons appointed by the Executive Committee to ensure representation of regional minority interests.

B. Certification of Delegates and Alternates – All members, prior to the March meeting of the Board of Delegates in each year, shall certify to the Council the names, mailing addresses and email addresses of one member of their governing board to serve as their delegate and ~~one~~ members of their governing board, ~~or staff~~ or advisory committees to serve as their alternate delegates for a term of one year. The certified delegate and alternates shall continue to serve until the first meeting of the following March or until a successor(s) is certified.

C. Voting – In relation to voting, the following provisions shall apply:

1. Each member of the Board of Delegates shall be entitled to one vote on all matters before the Board of Delegates and any committee to which such member may be appointed. The vote of each member shall be personally cast by its delegate or alternate.
2. Voting by delegates shall be by voice or by show of hands at the discretion of the presiding officer of the Board of Delegates. Upon the request of any five delegates, made before or immediately after a voice or show of hands vote, the vote shall be by a poll of the delegates.
3. Members of the Board of Delegates may participate and vote during meetings of the Board of Delegates and any committees through electronic methods as allowed by North Carolina Law.

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- D. **Regular Meetings** – The Council's Board of Delegates shall meet on a regular basis at a time and place fixed by the Executive Committee from time to time. Notice of Board of Delegates meetings shall be given as required by North Carolina Law. Board of Delegates and Executive Committee meetings are open to the public.
- E. **Annual Meeting** – The Board of Delegates' Annual Meeting shall be held in March of each year. During the Annual Meeting, the Board of Delegates shall elect Council officers and appoint the Executive Committee.
- F. **Special Meetings** – A special meeting of the Board of Delegates may be called by the Chair of the Council or any six members of the Board of Delegates by causing such notice thereof to be given to each member as required by North Carolina Law. The notice of a special meeting shall contain a listing of matters upon which action by the Board of Delegates may be taken. No action may be taken by the Board of Delegates at such special meetings on matters not listed on the meeting notice.

G. **Prodecure** – All meetings of the Board of Delegates shall be conducted in accordance with Robert's Rules of Order except as otherwise provided for in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.

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GH. **Expenses** – Members of the Board of the Delegates may be reimbursed for expenses when traveling out of the region on official Council business in accordance with the Council's travel reimbursement policies. Requests for reimbursements shall be submitted to the Executive Director for approval before payment. In addition to out of region travel expense reimbursements, the Chair of the Council ~~shall~~ may be compensated on a monthly basis for his/her service to the Council in an amount determined and approved by the Executive Committee.

I. **Attendance** – The Council supports the full contribution of all members of the Board of Delegates. For the purposes of this section, in the case of local governments, "member" refers to the unit of local government and refers to primary delegates, alternate delegates and other persons appointed directly by governing bodies to serve on the Board of Delegates. In the case of members of the Board of Delegates not appointed by units of local government, "member" means the appointed individual.

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The following provisions shall apply to meeting attendance of members of the Board of Delegates:

1. An attendance problem occurs if any of the following conditions exist in regard to Board of Delegates member's attendance:

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a. The member has two un-notified absences in a row. "Un-notified" means a member does not notify Council staff prior to a Board of Delegates meeting to indicate they will be absent from an upcoming meeting.

b. The member has three notified absences in a row. "Notified" means a member does notify Council staff prior to a Board of Delegates meeting to indicate they will be absent from an upcoming meeting.

c. The member misses five out of the total number of Board of Delegates meetings in a consecutive 12 month period.

2. If an attendance problem is identified, the member's appointing authority shall be notified.

3. The appointing authority and the Council will work to develop a suitable solution to the attendance problem so that a satisfactory resolution for both the appointing authority and the Council is reached.

4. After an attendance problem is identified, the Board of Delegates position for the member in question shall be declared inactive and the position shall not be used in the calculation of a quorum.

J. Current Board of Delegates – Members of the Board of Delegates serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are appointed.

Article VI. Officers

A. **Designation and Terms** – The Council officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer, who shall have served on the Board of Delegates for at least one full year and shall be elected and installed at the Board of Delegates' Annual Meeting. Officers shall be elected for a term of one year or until their successors are elected. There are no term limits for Council officers. Officers of the Council shall be elected officials.

B. **Nominating Committee and Election** – The Board of Delegates, at or prior to its January meeting each year, shall appoint a Nominating Committee of three delegates not currently serving on the Executive Committee who shall work with the Executive Director to submit to the Board of Delegates the names of proposed officers and Executive Committee members at the Annual Meeting, at which meeting the election shall be held. Nominations from the floor may be made.

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The person receiving the highest number of votes cast for each office and Executive Committee slot shall be deemed elected.

C. Duties of the Chair – The Chair of the Council will:

1. Preside over all meetings of the Board of Delegates and the Executive Committee and exercise such other duties and authority as otherwise set out in these Bylaws or in resolutions of the Board of Delegates or Executive Committee.
2. Execute such instruments, contracts or other documents in the name of the Council as herein set out or as otherwise authorized.
3. Supervise the Executive Director of the Council in the performance of his/her duties.
4. Perform such other tasks as required herein or as directed by the Board of Delegates or Executive Committee.

D. Duties of the Vice-Chair – The Vice-Chair of the Council will:

1. Perform the duties of the Chair when the Chair is absent or unavailable for performance of his/her duties.
2. Serve as a member of all standing committees, except for the Nominating Committee, with voice and vote.
3. Perform other such duties required herein or as shall be delegated by the Chair.

E. Duties of the Secretary – The Secretary of the Council will:

1. Work with the Executive Director to oversee the keeping of records of meetings.
2. Work with the Executive Director to supervise the taking of minutes of meetings.
3. Perform other such duties required herein or as shall be delegated by the Chair.

F. Duties of the Treasurer – The Treasurer of the Council will:

1. Work with the Executive Director to supervise financial matters of the Council.

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2. Work with the Executive Director to ensure a yearly audit is conducted and presented as required by North Carolina Law and other applicable regulations.
3. Perform other such duties required herein or as shall be delegated by the Chair.

G. **Current Officers** - Council officers serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are elected.

Article VII. Executive Committee

A. **Membership** – The Executive Committee shall be composed of:

1. the Chair of the Council,
2. the Vice-Chair of the Council,
3. the Secretary of the Council,
4. the Treasurer of the Council,
5. a delegate from a county member government that has served on the Board of Delegates for at least one full year,
6. a delegate from a municipal member government that has served on the Board of Delegates for at least one full year,
7. a Past Chair of the Council,
8. one of the persons appointed to the Board of Delegates to ensure representation of regional minority interests and
9. one of the persons appointed to the Board of Delegates to ensure representation of the Aging Advisory Council or the Senior Volunteer Services Advisory Council.

B. **Representation** – No one member government may have more than one delegate on the Executive Committee. Only delegates, not alternate delegates, may serve on the Executive Committee.

C. **Voting** – Each member of the Executive Committee shall be entitled to one vote on any matter coming before the Executive Committee. A quorum shall consist of one-half of the current

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members of the Executive Committee, and all issues shall be determined by a simple majority vote of those present and voting. Members will be considered present for purposes of quorum and voting either by being physically present or present by electronic means as allowed by North Carolina Law.

D. Term of Membership – The Board of Delegates shall elect the Executive Committee each year during the Board of Delegates’ March meeting. The term of membership for all delegates on the Executive Committee shall commence following the Board of Delegates’ March meeting, and delegates shall serve on the Executive Committee until their successors are selected. Should any delegate on the Executive Committee cease to be a public official with his/her appointing jurisdiction, that person shall no longer be eligible to be delegate or to serve on the Executive Committee. Vacancies created by death, resignation or otherwise shall be appointed by the current Executive Committee for a term ending at the next Executive Committee election.

E. Meetings – In relation to meetings of the Executive Committee, the following terms shall apply:

1. **Procedure** – ~~All meeting of the Executive Committee shall be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws. The Chair, or if absent, then the Vice Chair, then the Secretary, then the Treasurer, in descending order, shall preside over all meetings of the Executive Committee. All meetings of the Executive Committee shall be conducted in accordance with the provisions of Robert's Rules of Order except as otherwise provided in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.~~
2. **Time and Place** – The Executive Committee shall meet on a regular basis at a time and place fixed by the Executive Committee from time to time. Notice of Executive Committee meetings shall be given as required by North Carolina Law. Executive Committee meetings are open to the public.
3. **Special Meetings** – A special meeting of the Executive Committee may be called by the Chair of the Council, the Executive Director or any ~~three~~two members of the Executive Committee by causing such notice thereof to be given to each member as required by North Carolina Law. The notice of a special meeting shall contain a listing of matters upon which action by Executive Committee may be taken. No action may be taken by the Executive Committee at such special meetings on matters not listed on the meeting notice.

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4. **Minutes** – General minutes of each meeting of the Executive Committee shall be taken to record actions taken by the Executive Committee.

F. **Duties, Powers and Responsibilities** – In addition to those specifically delegated to the Executive Committee by resolution of the Council, the Executive Committee shall have the following duties, powers and responsibilities:

1. The Executive Committee shall review, and may revise, amend, increase or decrease the Executive Director's proposed annual operating budget. After adoption of the budget by the Board of Delegates, the Executive Committee shall exercise oversight of all expenditures in accordance with the budget ordinance.
2. The Executive Committee shall have the authority to transfer or reallocate funds within the operating budget and amend the operating budget in order to meet unanticipated needs or changed conditions.
3. The Executive Committee shall have the authority to employ, fix the salary of and discharge the Executive Director, who shall serve at the pleasure of the Executive Committee. Employment, promotion, demotion and discharge of all other employees of the Council shall be the responsibility of the Executive Director.
4. The Executive Committee shall have the authority to enact policies and procedures to ensure the effective and efficient operation of the Council, such policies and procedures being consistent with these Bylaws.
5. The Executive Committee may act on behalf of the Council on all matters affecting the Council, except for (a) the adoption of the annual budget and (b) the fixing of member dues and assessments.

G. **Attendance** – The Council supports the full contribution of all members of the Executive Committee. The following provisions shall apply to meeting attendance for Executive Committee members:

1. **An attendance problem occurs if any of the following conditions exist in regard to a member's attendance at Executive Committee meetings:**

- a. **The member has two un-notified absences in a row. "Un-notified" means a member does not notify Council staff prior to an Executive Committee meeting to indicate they will be absent from an upcoming meeting.**

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b. The member misses three of the total number of Executive Committee meetings in a consecutive 12 month period.

2. If an attendance problem is identified, the Chair will contact the member in question and work to develop a suitable solution for both the member and the Executive Committee. If this does not correct the attendance problem, the position of the member in question shall be declared vacant and a replacement will be sought in accordance with these Bylaws.

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GH. **Current Executive Committee** – The current Executive Committee serving at the time of the adoption of these Bylaws shall continue to serve until the next Annual Meeting or until their successors are elected.

Article VIII. Committees

A. Standing Advisory Committees – The Executive Committee may establish standing committees of delegates and other persons who shall serve as advisory committees to the Executive Committee and may set forth the general duties and responsibilities of such committees, membership, term thereof and such special responsibilities as the Executive Committee may wish to assign. Any delegate may attend any meeting of any standing committee, but only the duly designated members thereof shall be entitled to vote. Nothing herein shall be construed to require any particular matter to be referred to any standing advisory committee prior to action by the Executive Committee, and the Executive Committee shall not be bound by any recommendation of any advisory committee. With the exception of the Nominating Committee, the Vice-Chair of the Council shall be a member of all standing committees with voice and vote.

B. Ad Hoc Committees – The Chair of the Council may establish such advisory committees as he/she may deem appropriate which shall advise the Executive Committee, Executive Director, staff, standing committees and the Council as to particular matters. The members of such committees shall be appointed by and shall serve at the will of the Chair, and the membership of such committees shall not be limited to members of the Board of Delegates.

C. Prodecure – All meetings of committees shall be conducted in accordance with the provisions of Robert's Rules of Order except as otherwise provided in these Bylaws. Robert's Rules of Order may be suspended by majority vote. In this case, meetings must be conducted in accordance with generally accepted procedures for public meetings except as otherwise provided in these Bylaws.

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Article IX. Executive Director

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- A. Duties** – The Executive Director is the chief executive of the Council, appointed by and serving at the pleasure of the Executive Committee. He/she is responsible to the Executive Committee for the administration of all departments and Council operations, and has the following powers and duties:
1. He/she shall appoint and suspend or remove all Council employees and agents. Such appointments, suspensions and removals shall be in accordance with any general personnel rules, regulations, policies or ordinances as the Executive Committee or Board of Delegates may adopt.
 2. He/she shall direct and supervise the administration of all Council offices, departments, boards, committees and agencies under the general control of the Executive Committee, subject to the general direction and control of the Chair of the Council.
 3. He/she shall attend all meetings of the Board of Delegates and Executive Committee and recommend any measure that he/she considers expedient.
 4. He/she shall see that the orders, resolutions and regulations of the Board of Delegates and/or Executive Committee are faithfully executed within the Council.
 5. He/she shall prepare and submit the annual budget to the Executive Committee and Board of Delegates and act as the Council's Budget Officer.
 6. He/she shall make any reports that the Board of Delegates and/or Executive Committee may require concerning the operations of Council offices, departments, committees and agencies.
 7. He/she shall perform other duties that may be required or authorized by the Board of Delegates and/or Executive Committee.
- B. Compensation** – Compensation for the Executive Director shall be determined by the Executive Committee at the time of appointment and may be changed from time to time by the Executive Committee.

Article X. General Finance & Contract Provisions

- A. Fiscal Controls** – The accounting and fiscal control procedures of the Council shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time.
- B. Budget Preparation and Adoption** – The process for preparing and adopting the Council's budget shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time.

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- C. **Banking** – The process for selecting and using banking institutions shall be in accordance with North Carolina Law and other applicable regulations as amended from time to time. The Executive Committee shall designate bank signatories in a manner allowed by North Carolina Law and other applicable regulations.
- D. **Fiscal Year** – The fiscal year of the Council shall begin on July 1 of each year and shall end on June 30 of the following year.
- E. **Bonds** – Employees and officers of the Council shall be bonded as required by North Carolina Law, resolutions of the Executive Committee and other applicable regulations as amended from time to time.
- F. **Finance Officer** – The Council shall employ a person to serve as the organization’s Chief Financial Officer to perform duties as required by North Carolina Law, resolutions of the Executive Committee and other applicable regulations. The person serving as Finance Officer shall serve as a regular Council employee, be selected by, be supervised by and report to the Executive Director.
- G. **Annual Audit** – The finances of the Council shall be audited following the close of each fiscal year as required and outlined by North Carolina Law, resolutions of the Executive Committee and other applicable regulations as amended from time to time. An auditor will be selected by the Executive Committee and shall submit its report to the Board of Delegates.
- H. **Contracts** – Any and all contracts and other instruments to which the Council is a party shall be executed in the name of the Council by the Executive Director or the Chair of the Council, or upon designation by the Executive Director, other Council staff reporting to the Executive Director. Except as specifically set forth in these Bylaws to the contrary, no member, officer or employee of the Council shall have the authority to bind or obligate the Council with respect to any manner whatsoever to expend any funding of the Council without the specific approval and authority of the Council.

Article XI. Amendment of Bylaws

These Bylaws may be altered or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the delegates present and voting at any duly called meeting of the Board of Delegates at which a quorum is present. The notice of the Board of Delegate’s meeting at which said proposed amendment shall be considered shall contain either the proposed amendment or a summary thereof and shall state such amendment is to be considered at that meeting.

XII. Indemnification

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Any person who at any time serves or has served as a delegate, primary delegate, alternate delegate, member, officer, employee or authorized volunteer or any other agent of the Council shall have the right to be indemnified by the Council against (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by said person in connection with any threatened, pending or completed action, suit or proceeding seeking to hold such person liable for his/her actions on behalf of the Council in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment or settlement approved by the Council for which such person may become liable in any such acts of any delegate, primary delegate, alternate delegate, member, officer, employee or authorized volunteer or other agent of the Council when engaged in the good faith performance of duties on behalf of the Council. Such right of indemnification shall inure to the benefit of the personal representatives of any such person.

Article XIII. Notices

Whenever these Bylaws, a resolution of the Board of Delegates or the laws of North Carolina require (a) the giving of notice to the delegates of any meeting of the Council or any other matter requiring notice to a member government or its delegate or (b) require the dissemination of agendas, budgets or other materials to a member government or its delegate, such notice shall be written and may disseminated by mail or electronically as authorized by North Carolina's Electronic Commerce Act (NCGS 66-58.1) and Uniform Electronic Transaction Act (NCGS 66-33-311). Such dissemination of notice shall be deemed to have been given when the same has been either (a) addressed to the delegate at the mailing address certified to the Council as the mailing address of such delegate and deposited, postage prepaid, in the United States mail or (b) transmitted electronically to the email address of such delegate theretofore certified to the Council.

The foregoing Bylaws were duly adopted by the Land of Sky Regional Council Board of Delegates at a properly called meeting held on ~~October 21~~December 9, 2015, and shall be effective upon adoption.

George S. Goosmann, III, Chair of the Council

ATTEST:

Justin B. Hembree, Executive Director

LAND-OF-SKY REGIONAL COUNCIL

BY-LAWS

Article I

Name

Section 1.

The name of this organization shall be the Land-of-Sky Regional Council.

Article II

Geographic Region

Section 1.

The geographic jurisdiction within which the Land-of-Sky Regional Council will function shall be Buncombe, Henderson Madison & Transylvania Counties, "Region B" of the State of North Carolina.

Article III

Purpose and Objectives

Section 1.

The purpose and objectives of this Council are the following:

1. To provide a forum for local leaders to collaborate on issues of regional importance.
2. To foster desirable social, cultural, ecological, and economic conditions within the region.
3. To provide technical support and consultation in the development of regional plans. comment and coordination concerning applications for state and federal aid for many types of projects and programs having an impact upon the region.
4. To promote joint federal, state, and local efforts to provide for the orderly long-term development of the region.

Article IV

Offices

Section 1.

The principal office of the Council shall be located within Region B of the State of North Carolina.

Section 2.

The Council may also have and maintain such other offices or places of business at other locations within the region that its members deem necessary.

Article V
Membership and Voting

Section 1.

Membership in the Land-of-Sky Regional Council shall be open to all counties and municipalities located within the geographical confines of Region B of the State of North Carolina.

Section 2.

Each member government of the Council shall appoint two (2) delegates – one (1) primary delegate and one (1) alternate. The primary delegate shall be an elected official of the member government he/she represents. It is encouraged that the primary delegate be the chief elected official of the government he/she represents. The alternate delegate is given voting privileges only in the absence of the primary delegate.

Should the primary delegate cease to be an elected official of the government he/she represents on the Council, his/her membership shall terminate. In this event, the local governing board shall appoint a new primary delegate.

Delegates shall serve on the Council at the pleasure of the local governing board without a fixed term.

Each county government shall also be entitled to appoint one (1) delegate to represent economic development interests in that county. This economic development delegate may appoint an alternate delegate to represent economic development interests in his/her absence. This alternate delegate shall have voting privileges only in the event of absence of the economic development delegate.

The Chairs of the Aging Advisory Council and the Senior Volunteer Services Advisory Council shall also be voting delegates of the Land-of-Sky Regional Council.

In addition, four (4) at-large delegates will be appointed by the Land-of-Sky Board to ensure representation of minority interests in Region B.

Section 3.

Each delegation shall normally have one (1) vote in the deliberations of the Council, except when a weighted vote is called. Delegation votes may be exercised by either the primary or secondary member. A weighted vote may be called by any primary member. In weighted voting procedures, each person entitled to vote shall have one (1) vote, except as follows. For a weighted vote, each county primary or secondary member shall cast two (2) weighted votes for counties of less than 49,999 population, four (4) weighted votes for counties of 50,000 to 99,999 and six (6) weighted votes for counties of 100,000 or more.

Article VI
Meetings

Section 1.

There shall be an annual meeting of the Council for the purpose of electing officers of Land-of-Sky Regional Council, the Executive Committee, and the at-large members to represent minority interests. The meeting shall be held at the principal offices of the Council each year in the month of January.

Section 2.

Monthly meetings shall be held at a time and place designated by the Chairman, usually on the fourth (4th) Wednesday of each month. Exceptions to the fourth (4th) Wednesday may be made by announcing an alternate time at the meeting immediately preceding and providing notice of the change when the meeting notice is mailed.

Section 3.

Special meetings may be called by the Chairman at any time or place within the region by giving five (5) days written notice to the Council members, together with an outline of the business to be acted upon.

Section 4.

For the purposes of conducting business, a quorum shall be defined as attendance of greater than fifty percent (50%) of the membership.

Section 5

All meetings shall be conducted in accordance with Roberts Rules of Order (newly revised), unless modified from time to time by action of the Council.

Article VII
Budgets

Section 1.

The Council shall prepare an annual budget for presentation to the member governments. Each county shall contribute a share proportionate to the county's proportionate share of the region's population as determined by the most recent decennial census. Municipal shares shall be determined within each county in a method mutually agreeable to the municipalities and county in which said municipalities are located.

Section 2.

The annual budget shall show proposed cash outlays for all operation expenses, capital equipment, and improvements. Each item of expenditure shall be justified and explained in appropriate detail. The budget shall show in-kind contributions. The budget shall contain a description of all revenues to include appropriations from member governments, in-kind contributions, and federal and state aid.

Section 3.

The fiscal year for this Council shall be from July 1 through June 30.

Article VIII
Executive Committee

Section 1.

The Executive Committee shall consist seven (7) members selected by the membership of Land-of-Sky Regional Council: four (4) primary members (and alternates) selected to represent the interest of each county and three (3) at large members, one (1) of which shall be chosen in a manner consistent with representation of minority interests in Region B. All members of the Executive Committee must be delegates of the Land-of-Sky Regional Council. A primary member of the Executive Committee must be an elected official on a governing board of a member government in Region B. Alternates are given voting privileges on the Executive Committee only in the absence of the primary member from the respective county. At least two (2) of the at-large members should be elected officials on a governing board of a municipal government in Region B.

The Executive Committee shall be chosen from among the Council members in a manner which precludes any member government from having more than one representative on the Executive Committee.

Section 2.

The officers and Executive Committee in place at the time of adoption of these amended by-laws shall continue to serve until the next annual meeting.

Section 3.

The Executive Committee shall have and may execute all the powers and duties of the Council between meetings of the Council but any actions thus taken by the Executive Committee shall be reported to the Council at the next regular meeting.

Section 4.

Vacancies on the Executive Committee arising from any cause may be filled by the Council at any regular or special meeting.

Article IX
Officers

Section 1.

The principal officers of the Land-of-Sky Regional Council shall consist of Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, and Treasurer. The officers shall serve for a term of one (1) year. Officers may be elected to successive terms of office. Only Executive Committee members who are elected officials on member governments governing boards are eligible to serve as an officer of Land-of-Sky Regional Council.

Section 2.

In addition to the Council officers and Executive Committee members above named, an Executive Director shall be employed to conduct the major business activities of the Council. Said Executive Director will be appointed by the Council to serve on a permanent basis, but may be removed at any time, with or without cause, by an affirmative vote of a majority of all Council members.

Section 3.

The Council may appoint or elect such other officers or agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Council.

Section 4.

Executive Committee meetings shall be held monthly prior to Council meetings at a time and place designated by the Chairman, usually the fourth (4th) Wednesday of each month. Exceptions to this are: no Council Meetings are held in the months of July and November; and December's meeting date is determined in October.

Section 5.

For the purposes of conducting business of the Executive Committee, a quorum shall be defined as attendance of greater than three (3) members.

Article X
Duties of Officers

Section 1.

The Chairman of the Council shall:

1. Preside at all meetings of the Executive Committee and all regular and special meetings of the Council.

2. See that all orders and resolutions of the Council are carried out and provide general supervision to all officers.
3. Execute conveyances, bonds, notes, contracts, and agreements authorized by the Council.
4. Appoint work committees as may be directed by the Council.
5. Represent the Council at various public meetings, committee meetings, cooperating agency meetings, and other meetings at which Council affairs may be discussed and considered.
6. Carry on a variety of public relations activities, such as speaking before citizen groups, holding new conferences, and radio and television interviews, where Council proposals, programs, and accomplishments may be discussed.

Section 2.

The First Vice-Chairman of the Council shall perform the duties of the Chairman in his/her absence.

Section 3.

The Second Vice-Chairman of the Council shall perform the duties of the Chairman in the absence of both the Chairman and the First Vice-Chairman.

Section 4.

The Secretary of the Council shall keep or arrange for the keeping of minutes of all regular and special meetings of the Council and record all votes on Council questions. Said minutes shall be mailed to the members of the Council at least five (5) days prior to the date of the next regular meeting. Upon reading and approval of the minutes by the Council, they shall be filed in books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Council and shall perform such other duties as may be prescribed by the Council or by the Chairman.

Section 5.

The Treasurer shall perform all the duties usually performed by a Treasurer and, as such, he/she shall oversee arrangements to collect, receive, and hold all monies of the Council, endorse and collect any negotiable instruments and disbursements. He/she shall assure that a special bank account is maintained in the name of the Land-of-Sky Regional Council. He/she shall arrange for the preparation and distribution to the Council members of a monthly analysis giving a summary of receipts and expenditures for each month and for the fiscal year-to-date, and he/she shall submit his/her accounts for audit prior to the Annual Meeting. He/She shall Countersign all checks for disbursement of funds as authorized by the Council, or formally arrange to delegate the authorized to countersign such checks to the Executive Director.

Section 6.

The Executive Director of the Council shall:

1. Maintain and manage the business office of the Council.
2. Be custodian of all Council property and records.
3. Conduct the correspondence of the Council.
4. Assist the Council officers and Committee Chairman in carrying out their duties as may be appropriate.

5. Attend all Council meetings and be prepared to report on any and all business, activities, meetings, proposals, cooperative endeavors, etc., in which the Council is currently engaged or may be in the process of developing.
6. Maintain close personal contact with representatives of federal, state, and local agencies which currently are, or subsequently will be cooperatively involved in accomplishing the objectives of the Council.
7. Acquire a working knowledge of the laws, regulations, and procedures which govern the above federal, state, and local agencies in order that the Council may take full advantage of opportunities presented for joint endeavors.
8. Prepare annual budgets for consideration and adoption by the Council.
9. Prepare annual reports showing activities and accomplishments that contribute toward Council objectives, together with audited reports of receipts and expenditures for distribution to the respective governing boards of member governments.
10. Be responsible for carrying out all orders and directives issued by the Council or by the Chairman under whose supervision he/she shall work.
11. Appoint, and when necessary for the good of the organization, suspend or remove employees in accordance with personnel policies.
12. Direct and supervise the administration of all departments within the organization.

Article XI Compensation

Section 1.

If provided for in the budget, all members of the Council except the Chairman may be paid on a per diem and mileage basis for time officially devoted to the Council's business, including Council meetings, budget hearings in the various counties, and other meetings or activities as may from time to time be authorized by the Council. The per diem and mileage rates shall be in accordance with the Council's Personnel Policy Manual.

Section 2.

In addition to the per diem and mileage compensation above provided, the Chairman of the Council shall be allotted a sum in the amount of \$150 per month. Said allotment will constitute an expense allowance for work performed as outlined under Duties of Officers. Said duties shall not demand more than an average of five (5) meetings or public appearances per month.

Section 3.

Compensation for the Executive Director of the Council shall be determined by the Council at the time of employment and may be changed from time to time by the Council.

Section 4.

Authorized Council expenses and expense accounts shall be submitted to the Executive Director for approval before payment.

Article XII

Indemnification

Section 1.

Any person who at any time serves or has served as a member, officer, employee or authorized volunteer or any other agent of the Council shall have the right to be indemnified by the Council against (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by said person in connection with any threatened, pending or completed action, suit or proceeding seeking to hold such person liable for his or her actions on behalf of the Council in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment or any settlement approved by the Council for which such person may become liable in any such acts of any member, officer, employee or authorized volunteer or other agent of the Council when engaged in the good faith performance of duties on behalf of the Council. Such right of indemnification shall inure to the benefit of the personal representatives of any such person.

Article XIII

Amendments

Section 1.

Amendments to these by-laws must be submitted in writing at least one (1) regular meeting in advance of the meeting at which they shall be voted upon. Proposed amendments meeting this condition may be adopted at any regular or special meeting of the Council by a two-thirds (2/3) majority vote of the Council.

Article XIV

All matters and things not specifically designated or delegated herein shall be subject to the action of the Council.

These By-laws were adopted 15 December 1971.

Article VII, Section 1.
Amended June 28, 1972

Ray Miller
Chairman

Article VI, Section 2, 3, 4.
Amended January 24, 1973

12-7-2005
Date

Name Change.
Amended July 17, 1974

Eddie Fox
Secretary

Article VI, Section 1, 2.
Amended August 21, 1974

12-7-2005
Date

Article V, Section 2;
Article VII, Section 2;
Article VII, Section 1, 2, 3, 5, & 6;
Article X, Section 1.
Amended July 27, 1983

Article V, Section 2;
Article XI, Indemnification;
Article XII – renumbered (was XI);
Article XIII – renumbered (was XII);
Article V, Title Change, Section 2 and addition of Section 3;
Article IV, Section 1, 2, and 4;
Article VIII, Title Change, and Section 1, 2, and 3;

Article IX, Section 5;
Article X, Section 1;
Article XII, Section 1.
Amended May 23, 1990

Article VIII, Section 1;
Article VIII, Section 6;
Article VIII, Section 7;
Article IX, Section 6.5;
 Add 6.11-12
Article X, Section 3.
Amended May 28, 2003

Article V, Section 2
Amended April 27, 2004

Article II, Section 1
Article III, Section 1
Article IV, Section 1
Article V, Section 1, 2, and 3
Article VI, Section 1, 4, and 5
Article VII, Section 2
Article VIII, Section 1, 2, 3, and 4
Article IX, Section 1, 2, 3, 4, and 5 were added
Article X, Section 1, 2, 3, 4, 5, and 6
Article XI, Section 1
Article XII, Section 1
Article XIII
Article XIV
Amended December 7, 2005



COUNCIL AGENDA ITEM

Subject: Executive Director's Report

Item Number: XIV. Executive Director's Report

Responsible Party: Justin Hembree, Executive Director

Attachment(s):

Background: The following item will be presented as part of the Executive Director's Report:

- A. Regional Advocacy Efforts
- B. Holiday Closings
- C. January Meeting Location Reminder
- D. State Health Plan Update
- E. Mountain Area Workforce Development Director

Staff Recommendation: N/A.

Suggested Motion(s): N/A