

SAN GABRIEL VALLEY COUNCIL OF GOVERNMENTS

A JOINT POWERS AUTHORITY

FOURTEENTH AMENDED AND RESTATED BYLAWS

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**BYLAWS
SAN GABRIEL VALLEY COUNCIL OF GOVERNMENTS
PREAMBLE**

The San Gabriel Valley Council of Governments (the “Council”) is an agency voluntarily established by its Members pursuant to a Joint Powers Agreement (“Agreement”) for the purpose of providing a vehicle for the Members to engage in regional and cooperative planning and coordination of government services and responsibilities to assist the Members in the conduct of their affairs. In addition, the Council will provide a regional organization for the review of federal, state, and/or regional projects and studies which involve the use of federal, state and/or regional funds, in various forms.

Article I - Definitions

The terms “ACE Construction Authority,” “Alternate Governing Board Representative,” “Council,” “Governing Board,” and “Governing Board Representative,” as used in these Bylaws are defined in the Agreement and said definitions are incorporated herein by reference.

Article II - Membership and Representation

A. Membership. Members shall withdraw from or be admitted to the Council in accordance with Section 21 of the Agreement.

B. Representation/Members.

1. The Governing Board Representative and Alternate Governing Board Representative for a Member shall be designated by a resolution or similar official action of that Member’s legislative body.

2. Names of Governing Board Representatives and Alternate Governing Board Representatives shall be communicated in writing to the Governing Board by that Member’s legislative body.

3. Governing Board Representatives and Alternate Governing Board Representatives shall serve until a successor is appointed or until such time that a Representative ceases to serve in public office for his or her Member.

Article III - Governing Board

A. Powers and Duties. The powers and duties of the Governing Board, subject to the limitations of applicable law, the Agreement and these Bylaws, shall include:

1. All of the powers of the Council provided in Section 4 of the Agreement, except as may be expressly delegated to others pursuant to the provisions of the Agreement, these Bylaws or by the direction of the Governing Board, shall be exercised by and through the Governing Board.

2. Making policy decisions and determining policy matters for the Council.

3. Conducting the affairs of the Council.

4. Appointing, fixing the compensation of and removing an Executive Director, establishing positions and salary schedules for staff subordinate to the Executive Director,

appointing and fixing the compensation of other officers of the Council, and conducting an annual performance review of the Executive Director.

5. Annually reviewing the proposed Council budget and proposed work plan submitted by the Executive Director and adopting an annual budget and a work plan.

6. Appointing Standing Policy Committees and Ad Hoc Committees, as necessary, to study specific problems, programs, or other matters which it has approved for study.

7. Based on the guidance of the General Counsel, keeping informed about and working to keep the Council in compliance with all applicable federal, state and local laws, statutes, codes, ordinances, regulations and rules that could affect the Council or any of its activities and projects.

8. Acting upon policy recommendations including those from committees.

B. Meetings.

1. Regular meetings of the Governing Board shall be held monthly, at such time, place, and location as the Governing Board may set by resolution from time to time, unless dispensed with by the Governing Board. Special meetings of the Governing Board may be called by the President. All meetings of the Council shall be called to order by the President. All meetings of the Council shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act, Government Code Section 54950, *et seq.* (hereafter, "Brown Act"), as it now exists or may hereafter be amended.

2. Attendance at a Governing Board meeting by more than fifty percent (50%) of the Governing Board Representatives shall constitute a quorum. Suspended Members' Governing Board Representative shall not be counted toward a quorum.

C. Voting. Voting on the Governing Board shall be conducted as prescribed in the Agreement. Further, voting may be by voice, roll call or ballot vote. A roll call or a ballot vote shall be conducted upon the demand of five Governing Board Representatives, or at the discretion of the presiding officer, or when required by law. No secret ballots shall be employed. If ballot voting occurs all ballots must: identify the individual voting; be counted in and have the results reported in open session; and be available for public review. Further, if ballot voting is used for appointments to a committee or entity external to the Council, then: (1) all candidates are to be listed on a single ballot; (2) only one ballot is to be completed for each Governing Board Representative or Alternate present; (3) the candidate(s) receiving the highest number of votes, which is at least a majority of those cast, is/are to be appointed consistent with the number of appointments to be made. Voting shall be reported as required by the Brown Act. If the Governing Board is considering a vote in closed session, prior to such vote the General Counsel shall advise the Governing Board that such action must be reported out in open session when required by the Brown Act, with identification of each Governing Board Representative's vote.

D. Conduct. All Governing Board Representatives and Alternate Governing Board Representatives shall conduct themselves in a civil, respectful, and professional manner in the performance of their duties.

Article IV - Executive Director

The powers and duties of the Executive Director of the Council, which may be modified by action of the Governing Board, are:

A. Subject to the authority of and as directed by the Governing Board, to serve as chief administrative officer of the Council and administer the affairs of the Council in compliance with all applicable federal, state, and local laws, statutes, codes, regulations and rules.

B. Except as to what may be reserved to the Governing Board, to hire, direct, discharge, and remove all employees of the Council and to retain and discharge consultants and to prescribe the duties and fix the compensation thereof.

C. Annually to prepare and present a proposed budget for the Council to the Governing Board for its approval and, after approval by the Governing Board, to maintain the expenditures of the Council within the approved budget, as may be amended from time to time by the Council.

D. Annually to prepare a proposed work plan for the Council that is consistent with the proposed annual budget and the currently effective strategic plan; to submit the proposed work plan to the Governing Board for its review, discussion, evaluation, and possible adoption; and to implement the work plan adopted by the Governing Board.

E. To ensure that consultants under contract to the Council procure insurance policies that provide adequate protection to the Council and that such policies are in accord with any policy limits and policy coverage requirements directed by the Governing Board.

F. To attend the meetings of the Governing Board.

G. To perform such additional duties as the Governing Board, these Bylaws, the Agreement, or applicable law may require.

Article V - Other Officers and Employees

A. Second and Third Vice Presidents. Second and Third Vice Presidents of the Council shall be elected annually as officers of the Council at the same time and in the same manner as the President and First Vice President of the Council, whose election is described in Section 11 of the Agreement. Any Governing Board Representative who is not already an officer of the Council may be elected as Second or Third Vice President. The Second Vice President shall serve as President in the absence of the President and First Vice President and shall perform such duties as may be required by the Agreement, these Bylaws, or by direction of the Governing Board or the President. The Third Vice President shall so serve in the absence of the President, First Vice President, and Second Vice President.

B. Secretary. The Executive Director, or his or her designee, shall be the Secretary of the Council but shall not be an officer of the Council. The Secretary shall perform and/or oversee the usual and customary ministerial duties of such position.

C. Treasurer and Auditor/Controller. As set forth in Government Code section 6505, *et seq.*, and in particular, section 6505.6, and Section 13 of the Agreement, the Treasurer of the Council and the Auditor/Controller of the Council may be the same person and may be a contract employee or independent contractor of the Council. If the Treasurer and Auditor/Controller are not the same person, each shall have the duties and responsibilities set forth herein. The Treasurer and Auditor/Controller shall not be an officer of the Council. The duties and responsibilities of the Treasurer and Auditor/Controller are:

1. The Treasurer and Auditor/Controller shall possess those powers perform those functions described in Government Code sections 6505, 6505.5 and 6505.6, all other applicable laws and regulations, including any subsequent amendments thereto, the Agreement, these Bylaws, and as directed by the Governing Board.

2. The Treasurer and Auditor/Controller shall have custody of all Council funds and shall provide for strict accountability thereof in accordance with Government Code section 6505.5 and other applicable laws or grant or other funding requirements.

3. The Treasurer and Auditor/Controller shall annually cause an independent audit to be made of the Council by a certified public accountant, in accordance with Government Code sections 6505 and 6505.6, and shall present such audit to the Governing Board at one of its meetings and be available to answer any questions. Together with the Executive Committee, the Treasurer and Auditor/Controller shall recommend the independent auditor for the annual audit of the Council and all of its special funds, develop the scope of work for the audit, and review and comment on the preliminary and final audit reports prior to their presentation to the Governing Board.

4. Pursuant to Section 13 of the Agreement the SGVCOG Finance Director shall perform the duties of Treasurer and Auditor/Controller unless the Governing Board designates a different person by way of resolution.

D. General Counsel. The Governing Board shall appoint a qualified person or firm to serve as the General Counsel to the Council on any basis it desires, including, but not limited to, a contract or an employment basis. The General Counsel shall perform duties as directed by the Council, including, but not limited to, the review of meeting agendas and agenda reports, administrative policies, contracts and agreements, and procedures for compliance with state, federal and local laws, including the Brown Act.

E. Additional Officers, Employees, and Contractors. The Governing Board shall have the power to appoint, engage or employ such additional officers, employees, and independent contractors as may be appropriate. Such officers, employees, and independent contractors may also be, but are not required to be, officers and employees of the individual Members. None of the officers, employees, or independent contractors appointed by the Governing Board shall be deemed, by reason of their employment by the Governing Board, to be employed by any of the Members or, by reason of their employment by the Governing Board, to be subject to any of the requirements of such Members.

F. Bonding Requirement. Pursuant to the requirements of Government Code section 6505.1, the Governing Board shall designate which officers or persons will have charge of, handle, or have access to any property of the Council. Each such designated officer or person shall be required to file an official bond with the Governing Board, at the expense of the Governing Board, in an amount which shall be established by the Governing Board. Should the existing bond or bonds of any such officers be extended to cover the obligations provided herein, said bond shall be the official public bond required herein. The premiums of any such bonds attributable to the coverage required herein shall be appropriate expenses of the Council. The Governing Board may also direct the purchase of appropriate insurance policies to supplement said bonds and the costs of such insurance policies shall be borne by the Council. The Council may procure an insurance policy in lieu of an official bond pursuant to Government Code section 1463.

G. Status of Members' Officers and Employees. As provided in Government Code section 6513, all of the privileges and immunities from liability and other benefits which apply to the activities of officers, agents, or employees when performing their respective functions within the territorial limits of their respective public agencies shall apply to them while engaged in the performance of any of their functions and duties extraterritorially under the Agreement.

H. Vacancies. In the event of a mid-term vacancy in an officer position, the officer in the next successive position shall fill that position for the remainder of the term, and every successive officer below shall accordingly move up one position. The Executive Committee shall recommend candidates to the Governing Board for the remaining vacant position, and the Governing Board shall hold an election for that position. The order of succession shall be as follows: President, First Vice President, Second Vice President, and Third Vice President.

I. Election of Officers. In the event an election of new officers is not held prior to the expiration of the terms of those current officers, the terms of those current officers shall extend automatically, and the current officers will continue to serve in their respective positions until an election of new officers is held and a successor elected. Officers shall be elected by vote of a majority of those voting.

Article VI - Committees

A. Committees. The Governing Board may establish Committees as it deems necessary and/or beneficial to the Council. Each Committee shall be established for the purpose of providing input, as may be requested by the Governing Board, a Council committee or as determined by the Committee itself, to report to the requesting body on matters including, but not limited to, Council work programs, budgets, priorities, policies, programs and practices. The delegation of any of the Governing Board's powers and duties to a committee shall not preclude the Board from exercising such powers and duties itself.

Each Committee member may designate an alternate to serve in the absence of, and vote on behalf of, the member. Each Committee shall elect a Chair and Vice Chair by a majority vote of the members of the Committee. Each Committee appointed by the Governing Board shall meet in accordance with a schedule determined by the Governing Board and, when applicable, all meetings will be held in accordance with the Brown Act.

B. City Managers' Steering Committee. There shall be a Steering Committee composed of City Managers ("City Managers' Steering Committee"), to provide assistance, input, guidance, and support as requested by the Governing Board and/or the Executive Committee. The City Managers' Steering Committee may also serve as a conduit between SGVCOG staff and Member city staff in furthering regional goals and programs as directed by the SGVCOG Governing Board.

The City Managers' Steering Committee shall meet at least quarterly. All meetings of the City Managers' Steering Committee shall be held in accordance with the Brown Act.

C. Standing Policy Committees and Ad Hoc Committees. The Governing Board or the President, as set forth below, may establish Standing Policy and Ad Hoc Committees and appoint their members ("Committee Members"). The Standing Policy Committees shall be established for the purpose of developing policy recommendations to the Governing Board or the Executive Director in specific functional areas consistent with the overall mission of the Council. Standing Policy Committees may be created to address transportation, emergency management, housing, homelessness, solid waste, environmental matters, and other matters considered important by the Governing Board.

Ad Hoc Committees shall be formed to study and advise on specific matters of concern to the Governing Board. All Committees shall have a clearly defined purpose. The President of the Governing Board may, as he or she deems necessary or the Governing Board by a majority vote

of a quorum, create Ad Hoc Committees and appoint their members for limited terms and advisory purposes only. President's Ad Hoc Committees may consist of Governing Board Representatives and Alternate Governing Board Representatives, members of the legislative body or a Member, city managers, or city or County staff. Ad Hoc Committees are subject to the Brown Act unless they solely consist of less than a quorum of Governing Board Representatives.

The Governing Board shall appoint "Committee Members" of the Standing Policy Committees each June and, as appropriate throughout the year, with the intention of encouraging maximum participation in committee activities. Committee Members shall be Governing Board Representatives, Alternate Governing Board Representatives, members of a Member's legislative body, city managers, or city or County staff. No Member may have more than one Committee Member on any Standing Policy or Ad Hoc Committee. The Committee Members of the Standing Policy Committees shall be appointed for terms which shall expire, regardless of the appointment date, at the end of the Fiscal Year of the Council as defined in Article VII. C.

The term of a Committee Member representing a Member that has withdrawn or been suspended in accordance with Section 21 of the Agreement shall terminate upon the effective date of the withdrawal or suspension of said Member. In appointing Committee Members, the President and Governing Board shall consider regional representation.

Unless otherwise provided in these Bylaws, a quorum of each Standing Policy Committee shall be forty percent (40%) of its membership. A quorum of each Ad Hoc Committee shall be a majority of its membership. All actions taken by either type of Committee will be by a majority of those Committee Members present with a quorum in attendance. If a Committee's membership includes a Governing Board Representative or an Alternate Governing Board Representative, it shall be chaired by such a person who shall be selected by a majority vote of the Committee Members. All meetings of the Standing Policy Committees and when required, of the Ad Hoc Committees, shall be held in accordance with the Brown Act. All Committee Members shall be voting members unless limited voting is approved for a Committee by the Governing Board upon the recommendation of the Chair of that Committee. All Committee Members may designate an alternate to act on their behalf at any Committee meeting ("Alternate Member"). Each Alternate Member so designated may vote on behalf of the Committee Member the Alternate Member represents. If a Committee Member is absent from three consecutive meetings of any Standing Policy Committee, then the membership of the Committee Member will be terminated, however, subsequent re-appointment of the terminated Committee Member can be made by the Governing Board. A Committee Member or his/her Alternate Member may be removed with or without cause by a majority vote of Governing Board Representatives attending a Governing Board meeting or if appointed by the President at his or her discretion.

When the Governing Board or any Committee deems it appropriate to have Committee representation by district within the San Gabriel Valley, the following descriptions of each district shall be used:

- Northeast: Azusa, Claremont, Glendora, La Verne, San Dimas
- Southeast: Covina, Diamond Bar, Industry, La Puente, Pomona, Walnut
- Central: Baldwin Park, El Monte, Rosemead, South El Monte, Irwindale, West Covina
- Southwest: Alhambra, Montebello, Monterey Park, San Gabriel, South Pasadena, Temple City

- Northwest: Arcadia, Bradbury, Duarte, La Canada Flintridge, Monrovia, Pasadena, San Marino, Sierra Madre

D. Capital Projects and Construction Committee.

There shall be a Capital Projects and Construction Committee (“CPCC”), whose members will be appointed by the Governing Board and shall be a member of a Member’s legislative body. The President of the Governing Board shall be a CPCC member. A Los Angeles County Supervisor whose district is a Member may also be nominated to serve as a CPCC member. A Member whose jurisdiction encompasses a capital improvement project for which SGVCOG serves as the primary project manager may appoint one representative to the CPCC. Such Members may maintain an appointed representative on the CPCC until a Notice of Completion of all projects within their jurisdiction has been filed at which time the membership shall automatically terminate, and no replacement CPCC member shall be appointed. If an ongoing capital improvement project or program includes multiple jurisdictions, the Members shall rotate their appointee on a yearly basis as determined by the Governing Board. A Member may only have one CPCC member. Additional CPCC members shall be nominated at large by a majority of a quorum of the CPCC at its meeting in April of each year and the Governing Board shall consider such nominees for appointment at the same time it considers appointments to other Standing Policy Committees. In no event shall at large CPCC members be appointed if it would cause the CPCC membership to exceed 13 CPCC members.

The CPCC shall be chaired by a Governing Board Representative or an Alternate Governing Board Representative selected by a vote of the CPCC members. All CPCC members shall be voting members unless limited voting is approved by the Governing Board upon the recommendation of the Chair of the CPCC. The CPCC’s quorum shall be fifty percent of the CPCC members. All actions taken by the CPCC will be by a majority of a quorum in attendance. All CPCC members may designate an alternate to act on their behalf at any Committee meeting (“Alternate”), who shall be a member of a Member’s legislative body. Each Alternate member so designated may vote on behalf of the CPCC member the Alternate represents. If a CPCC member is absent from three consecutive CPCC meetings, then the membership of the CPCC member will automatically terminate. The term of a CPCC member representing a Member that has withdrawn or been suspended in accordance with Section 21 of the Agreement shall be terminated or suspended upon the effective date of the withdrawal or suspension of the Member and in the event of suspension, re-instated upon termination of the suspension.

The CPCC shall report to the Governing Board. It shall advise and make recommendations for a plan of construction projects throughout the San Gabriel Valley for which Council staff will seek funding through available revenue, agreements, loans, and grants. The Governing Board shall have approval authority with respect to whether any such project is to be undertaken and any related cooperative agreements between the SGVCOG and a city and/or county. However, to facilitate implementation of approved projects, the CPCC, subject to such restrictions imposed by Federal, State and local governmental entities and by the Governing Board, shall have the following powers to act on behalf of the Council:

1. To approve contracts for execution by the Executive Director, including contracts for environmental review, design, materials and construction, and for the services of

engineers, consultants, planners, single purpose public or private groups, and betterment agreements, on behalf of and in the name of the Council;

2. On behalf of and in the name of the Council, to acquire by purchase, construct, reconstruct, rehabilitate, maintain or dispose of in whole or in part, land, facilities and appurtenances necessary or convenient for the completion of the approved projects. The CPCC shall review resolutions of necessity prior to consideration by the Governing Board and determine whether the resolutions of necessity should be forwarded to the Governing Board for consideration. Upon receiving the CPCC's recommendation to consider the resolutions of necessity and compliance with the notice and hearing requirements in the Eminent Domain Law, Code of Civil Procedure sections 1230.010-1273.050, the Governing Board shall determine whether the resolution of necessity is to be adopted. Any person who has appeared before and/or submitted written comments to the CPCC shall be deemed to have appeared before and/or submitted such comments directly to the Governing Board and to the extent of such appearance and/or comments, exhausted their administrative remedies. Any recommendation of the CPCC to consider adoption of a resolution of necessity and any public comments received at the CPCC hearing thereon shall then be transmitted to the Governing Board for a final decision on the resolution of necessity;

3. To provide for or obtain insurance for the Council and its agents, officers, and employees with respect to projects under its purview;

4. To conduct studies to satisfy the requirements of the California Environmental Quality Act and National Environmental Policy Act approvals, and to certify such studies and reports;

5. To make grant applications, approve of designs and plans, obtain agency permits, and authorize all actions necessary for the funding, design and construction of projects approved by the Governing Board;

6. To oversee the construction of projects approved by the Governing Board, including public bidding, contracting, building, change orders, final acceptance, filing of a Notice of Completion (which shall be required for all projects), and any related litigation.

The powers of the CPCC shall be exercised only in furtherance of projects approved by the Governing Board. The CPCC shall keep itself informed of and comply with all applicable federal, state and local laws, statutes, codes, ordinances, regulations and rules governing the implementation of projects. Decisions of the CPCC may be called up for review by the Governing Board upon the written request of at least seven (7) Governing Board Representatives made within ten (10) days of the decision to be reviewed and only if the decision does not follow the staff's recommendation.

E. Executive Committee. The elected officers of the Council, the most recent past President of the Council if currently serving as a Governing Board Representative or Alternate, and the Chairpersons of all Council Standing Policy Committees who are members of a

Member's legislative body, shall comprise an Executive Committee, whose Chairperson shall be the President of the Council. Each of these members shall have one vote. The Metropolitan Transportation Authority San Gabriel Valley Sector Board of Directors Appointee shall be an ex officio, non-voting member of the Executive Committee. The Executive Committee will meet monthly on a date and at a location selected by the Executive Committee to consider and provide guidance on matters being considered for inclusion on Governing Board agendas and on other matters as directed by the Governing Board. A quorum of the Executive Committee shall be a majority of its voting members and all actions shall be by a majority of a quorum. All meetings of the Executive Committee shall be held in accordance with the Brown Act.

The Executive Committee shall, together with the Treasurer and Auditor/Controller, recommend the independent auditor for the annual audit of the Council and all of its special funds, develop the scope of work for the audit, and review and comment on the preliminary and final audit reports prior to their presentation and approval by the Governing Board; oversee the investment of Council funds in accordance with the Council's investment policy; review and modify the Council's investment policy when required; review the adequacy of the insurance policies purchased for the benefit of the Council; monitor compliance of the Council with applicable federal, state and local laws, ordinances, statutes, codes and regulations; and undertake those additional assignments as directed by the Governing Board. The Executive Committee shall also review and monitor all matters related to the Council's financial affairs including reviewing quarterly financial reports, audits conducted by external auditors and agencies, grant compliance and bond issuance as well as any matters related to best management practices or state/federal requirements.

Article VII. Budgets, Dues and Disbursements

A. Annual Budget. The Governing Board shall adopt a Budget annually prior to July 1 of each calendar year. The Budget shall: present projected revenues by source and by program on both a quarterly and annual basis; present projected expenses categorized by type of expense and by program both on a quarterly and annual basis; include separate schedules for special programs of the Council showing projected revenues and projected direct and allocated expenses; include a summary balance sheet for the current fiscal year and for the budget year; include projected capital expenditures; include comparisons between the budget, and the estimated actual current year results; and include the projected year-end cash position of the Council.

B. Budget Amendments. The Governing Board may, at any time, amend the budget to incorporate additional income and disbursements that might become available to or be required of the Council during a fiscal year.

C. Fiscal Year. The Council shall be operated on a fiscal year basis beginning on July 1 of each year and continuing until June 30 of the next year.

D. Accounts. All funds shall be placed in appropriate accounts and the receipt, transfer, or disbursement of such funds shall be accounted for in accordance with generally accepted accounting principles applicable to governmental entities and pursuant to Government Code section 6505 and any other applicable laws. There shall be strict accountability of all funds. All revenues and expenditures shall be reported to the Governing Board.

E. Expenditures within Approved Annual Budget. All expenditures shall be made within the approved annual budget as may be amended from time to time. No expenditures in excess of those budgeted shall be made without the approval of the Governing Board.

F. Audit. The records and accounts of the Council shall be audited annually by an independent certified public accountant, in compliance with Government Code sections 6505.5 – 6505.6, and copies of such audit report shall be filed with each Member of the Council and any other entities required by Government Code section 6505 no later than fifteen (15) days after receipt of said audit by the Governing Board.

G. Dues. The Members of the Council shall be responsible for payment to the Council, annually, of dues in the amounts annually budgeted by the Governing Board for the operating costs of the Council (“Dues”). If there is any proposed change to the method by which dues are calculated, thirty (30) days’ notice shall be provided to Members prior to the meeting at which the proposed change will be considered. Thirty (30) days’ notice shall be provided to Members of the date by which Dues are to be submitted, which shall be July 1 each year.

The Governing Board may waive dues or approve payment arrangements of dues as it deems appropriate.

H. Uses of Funds. Grant funds received by the Council from any federal, state, or regional agency to pay for budgeted expenditures for which the Council has received all or a portion of said funds from the parties hereto shall be used as determined by the Governing Board and in accordance with the terms of any such grants and applicable laws.

Article VIII. Amendments

These Bylaws may, from time to time and at any time, be amended or repealed, and new or additional bylaws adopted, by approval of the Council; provided, however, that the Bylaws may not contain any provision in conflict with any applicable laws or with the Agreement. Amendments to these Bylaws may be proposed by a Governing Board Representative or by the Executive Director. Any Amendment shall be submitted for informational purposes to the Governing Board at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A vote of fifty percent (50%) plus one (1) of the total voting membership of the Governing Board is required to adopt an Amendment.