



# **NORTH COUNTRY COUNCIL**

## **Bylaws**

**REVISION [JUNE 21, 2023]**

Approved/Adopted by North Country Council Board of Directors

- *June 21, 2023 - pending*



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48 **ARTICLE I. NAME**

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49 The name of this regional organization shall be the North Country Council. North  
50 Country Council is a Regional Planning Commission and Economic Development  
51 District.

52 **ARTICLE II. LEGAL AUTHORITY**

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53 The Council is a legal subdivision of the State of New Hampshire as authorized in RSA  
54 Chapter 36.

55 **ARTICLE III. AREA SERVED**

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56 The area served by the Council for the purposes of the Regional Planning Commission  
57 shall be as delineated by the ~~NH Office of Energy and Planning State of NH Department~~  
58 ~~of Business of Economic Affairs Office of Planning and Development~~. The area served  
59 by the Economic Development District, as authorized by the US Department of  
60 Commerce Economic Development Administration, includes the ~~remainder of Grafton~~  
61 ~~County municipalities not in entirety of~~ the Regional Planning Commission ~~area. in~~  
62 ~~addition to all of Grafton County.~~

63 **Section III.01**

64 The Council may delineate subregional districts, within the area served, for  
65 administrative purposes to address regional planning issues, special projects, and  
66 community assistance.

67 **ARTICLE IV. PURPOSE**

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68 The purpose of the Council shall be to:

69 **Section IV.01**

70 Maintain the identity, uniqueness, and integrity of each community in the region  
71 while promoting a spirit of regional cooperation and a sense of regional community.

72 **Section IV.02**

73 Help solve regional issues by making policies, setting priorities, approving programs  
74 and projects, and devising the means to carry out decisions.

75 **Section IV.03**

76 Provide a unified voice for the region's communities on regional issues in relations  
77 with the state and federal governments, and to provide assistance to meet state and  
78 federal project review and approval procedures.

79 **Section IV.04**

80 Encourage intergovernmental policy planning and coordination, linking local, state,

81 and federal government for effective action.

82 **Section IV.05**

83 Promote widespread public understanding and discussion of regional issues and  
84 problems.

85 **Section IV.06**

86 Provide a regional body for a review of the inter-relationships of the needs of the  
87 municipalities and counties and propose projects to satisfy such needs.

88 **Section IV.07**

89 Provide planning assistance to local communities as requested by said communities  
90 within budget and staff resources.

91 **Section IV.08**

92 Participate actively in the economic development of the North Country, facilitating the  
93 formulation of a Comprehensive Economic Development Strategy.

94 **ARTICLE V. MEMBERSHIP**

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95 A municipality or county may be a member of the Council after paying membership  
96 dues. Failure of the municipality or county to pay its assessed dues shall constitute a  
97 termination of the municipality's or county's vote in Council affairs and the eligibility  
98 to appoint ~~Commissioners (formerly called Representatives)~~ to the Council. Members  
99 shall pay dues to the Council in accordance with the NHRSA Chapter 36:49

100 **Section V.01**

101 Municipalities and counties shall be members of the Council on an annual basis.

102 **Section V.02**

103 In towns, ~~Commissioners~~ Representatives are nominated by the Planning Board and  
104 appointed by the Selectboard. In cities, ~~Commissioners~~ Representatives are  
105 nominated by the Planning Board and appointed by the City Council. In counties,  
106 ~~Commissioners~~ Representatives are nominated by the Planning Board, if any, and  
107 appointed by the County Commissioners. Municipal ~~Commissioners~~ Representatives  
108 shall be residents of their communities. County ~~Commissioners~~ Representatives shall  
109 be residents of the county.

110 **Section V.03**

111 Each member municipality and county shall be entitled to two (2) ~~Commissioners~~  
112 Representatives who shall have rights as prescribed by these Bylaws and shall be  
113 known and referred to as Representatives ~~Commissioners~~. A municipality with a  
114 population in excess of 10,000 in the most recent decennial federal census shall be  
115 entitled to a third Representatives ~~Commissioner~~.

116 **Section V.04**

17 The term of office of each ~~Representatives Commissioner~~ shall be four years. Any  
18 ~~Representatives Commissioner~~ may be reappointed upon expiration of the term.

## 119 Section V.05

20 All ~~Commissioners Representatives~~ serve without compensation, but may be  
21 reimbursed by the Council for necessary and reasonable expenses, as authorized by the  
22 ~~Board of Directors Executive Committee~~.

## 123 ARTICLE VI. NORTH COUNTRY COUNCIL COMMISSIONERS

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### 124 Section VI.01

125 Powers and Duties of the NCC Commissioners:

- 26 a) Review, advise on and approve ~~the~~ Regional Plans.
- 27 b) Review, advise on and approve the Housing Needs Assessment.
- 28 c) Elect the Board of Directors and Officers of the Council from among the NCC  
29 ~~Representatives Commissioners~~, at an Annual Meeting of the Council.
- 30 d) Approve and adopt an Annual Budget and Work Plan.
- 31 e) ~~Representatives Commissioners~~ shall attend meetings of the Council when there is  
32 business to conduct.
- 33 f) ~~Representatives Commissioners~~ may serve on Committees of the Council.
- 34 g) Set the annual municipal and county dues.
- 35 h) Act as liaison between the municipalities/counties they represent and the Council.
- 36 i) Keep the Council informed of local issues and interests.
- 37 j) Approve any changes to the North Country Council Bylaws.

### 139 Section VI.02

140 Quorum for NCC ~~Commissioner Representatives~~ Meetings

141 A quorum for NCC ~~Commissioner~~ meetings will be met when ~~25%~~51% of the member  
142 municipalities ~~with appointed representatives~~ are ~~represented-present at the meeting~~  
143 and two of the ~~Representatives Commissioners~~ are also Board members.

## 145 ARTICLE VII. OFFICERS

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146 The officers of the Council shall include a Chair, Vice-Chair, Treasurer ~~and Secretary~~  
147 who shall be voting members of the Council.

### 148 Section VII.01

149 No two officers may be from the same municipality.

### 150 Section VII.02

151 The Chair shall call meetings of the Council, and act as the presiding officer at these  
152 meetings. The Chair shall set the agenda for Board of Directors meetings and preside  
153 over Council meetings. The Chair shall perform such other duties as are customary to

154 the office and as may be assigned by the Board of Directors.

155 **Section VII.03**

156 The Vice-Chair shall have such powers as may be assigned by the Board of Directors,  
157 or the Chair. In the case of the absence or incapacity of the Chair to act, the Vice-Chair  
158 shall act in the place of the Chair.

159 ~~**Section VII.04**~~

160 ~~The Secretary shall see that a record is kept of the proceedings of all meetings of the~~  
161 ~~Council. The Secretary shall perform those duties normally incidental to the office of~~  
162 ~~Secretary and such other duties as may be assigned by the Board of Directors or the~~  
163 ~~Chair.~~

164 **Section VII.05**

165 The Treasurer shall have full oversight for the custody and safekeeping of all funds of  
166 the Council and shall have charge of their collection, receipt and disbursement. The  
167 Treasurer shall keep full and accurate accounts of the transactions of the office and  
168 shall submit reports to the Council and Board of Directors as they may require.

169 **Section VII.06**

170 The Officers and Directors of the Council shall be elected by a majority of the Council  
171 Commissioners present at an annual meeting.

172 **Section VII.07**

173 The terms of officers begin immediately following a vote at an annual meeting. The  
174 term shall be for one year or until the next vote at an annual meeting. Officers may  
175 serve more than one term in office.

176 **Section VII.08**

177 The Board of Directors may fill vacancies in an office. Officers so appointed shall serve  
178 only for the balance of the term.

179 **ARTICLE VIII. BOARD OF DIRECTORS**

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180 The Board of Directors shall consist of the Council officers and no more than nine  
181 additional members.

182 **Section VIII.01**

183 The Chair of the Council shall preside over Board of Directors meetings.

184 **Section VIII.02**

185 Powers and Duties of the Board of Directors:

- 186 a) Establish Committees to accomplish the necessary work of the Council, and define  
187 the scope, purpose and tenure of any Committees.



- 188 b) Appoint Committee members – who may or may not be from the Board of
- 189 Directors.
- 190 c) Hire, evaluate and relieve, if necessary, an Executive Director.
- 191 d) Establish an ad hoc Committee who will make recommendations to the Board for
- 192 an interim or permanent Executive Director.
- 193 e) Consider recommendations from Committees.
- 194 f) Approve contracts over ~~\$10,000~~\$25,000 that were not approved by the
- 195 Commissioners as part of the Annual Budget and Work Plan.
- 196 g) Authorize the Executive Director and/or officers to sign contracts.
- 197 h) Appoint and/or recommend members to represent the Council on other
- 198 Committees or Organizations with related interests. (e.g. Connecticut River Joint
- 199 Commissions).
- 200 ~~i) Authorize sole source contracting for purchases consistent with the Council's~~
- 201 ~~Financial Policy.~~
- 202 ~~j) Report to the Council when appointed to outside Commissions/Organizations/~~
- 203 ~~Committees.~~
- 204 ~~k) Serve on Committees of the Council.~~
- 205 ~~l) Establish the budget to present to the NCC Commissioners.~~
- 206 ~~m) Approve unanticipated expenses over \$5,000.-~~
- 207 ~~n) Set policy for the Council in consultation with the Executive Director.~~

208 **Section VIII.02**

209 A quorum of the Board of Directors shall be met when both a majority of the Board is  
 210 present and when two officers are present.

211 **Section VIII.03**

212 The Board of Directors shall comply in all respects with requirements of New  
 213 Hampshire RSA 7:19-A regarding pecuniary benefits.

214 **ARTICLE IX. COMMITTEES**

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216 The Council, through its Board of Directors, may create and recognize committees.  
 217 Committees may be organized to address specific interests of region wide interest,  
 218 such as water and sewer systems, housing, transportation, environmental quality,  
 219 solid waste planning and economic development programs.

220 **Section IX.01**

221 With the exception of the Transportation Advisory Committee, North Country Scenic  
 222 Byway Council, and the Comprehensive Economic Development Strategy Committee -  
 223 the Board of Directors shall establish committee composition and membership.

224 **Section IX.02**

225 ~~Committees may have members who are not NCC Commissioners, as long as two~~  
 226 ~~Committee members are from the Board of Directors.~~

227 **Section IX.03**

228 Each committee shall elect a Chairman from those serving on the Committee.

229 **Section IX.04**

230 Committees shall report to the Board of Directors on a regular basis.

231 **ARTICLE X. FISCAL YEAR**

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232 The Council’s fiscal year shall be from July 1 to June 30.

233 **ARTICLE XI. ANNUAL MEETING**

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234 The Annual Meeting of the Council shall be held in the ~~fall~~ late spring early summer of  
235 the year, at a time and place to be selected by the Board of Directors.

236 **ARTICLE XII. AMENDMENTS**

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237 These bylaws may be amended by resolution of the Council at any regular or special  
238 meeting of the NCC Commissioners, provided that the following conditions have been  
239 met:

240 **Section XII.01**

241 That amendments to these bylaws shall be presented to the NCC Commissioners ten  
242 (10) days prior to the date of the Council meeting at which they are to be discussed.

243 **Section XII.02**

244 There is a quorum of the NCC Commissioners at the meeting.

245 **Section XII.03**

246 The Bylaws are approved by a vote of two-thirds (2/3) of the members present at the  
247 meeting.

248  
249 We certify that the Bylaws of the North Country Council were duly authorized as  
250 adopted on \_\_\_\_\_.

251  
252 \_\_\_\_\_

253 Chair

254 \_\_\_\_\_

255 Vice-Chair

256 \_\_\_\_\_

257 Treasurer

258

259

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Secretary