

# **OLD COLONY PLANNING COUNCIL BYLAWS**

Bylaw Committee reviewed December 8, 2020

Bylaw Committee reviewed and approved December 21, 2020  
Reported favorable to full Council

Council to act on Favorable Report - January 27, 2021  
Annual Bylaw Review (before Annual Meeting)

A special appreciation to the Council members of the OCPC Bylaw Committee

Chair, Lee Hartmann  
Jeanmarie Kent Joyce  
Christine Joy

## **Staff**

Charlie Kilmer, Assistant Director and Transportation Project Manager  
Laurie Muncy, Community Planning and Economic Development Manager  
Mary Waldron, Executive Director

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## PREAMBLE

We the representatives of certain local governments in Bristol, Norfolk and Plymouth Counties (the District) hereby join together in an organization to be known as OLD COLONY PLANNING COUNCIL, for the purpose of meeting at regular intervals to discuss and study community challenges of mutual interest and concern, and to develop policy and action recommendations for ratification and implementation by member local governments.

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

This association is a vehicle for closer cooperation and is not a new layer of government nor a super-government. The members seek, by mutual agreement, solutions to mutual problems for mutual benefit.

Our goal is to retain and strengthen home rule while combining our total resources for regional challenges beyond our individual capabilities.

## Our Mission (adopted by the Council January 19, 2021)

At Old Colony Planning Council, we assist cities and towns in planning for present and future needs, utilizing our local knowledge, technical expertise, and regional collaboration.

## Our Vision

Our vision is that communities in the Old Colony region are

- **Resilient**, using social, economic, and environmental resources to respond to, withstand, and recover from adverse situations brought about by natural disasters or economic downturns.
- **Sustainable**, the needs of all people and the natural environment are met now without compromising the ability to meet those needs in the future.
- **Equitable**, social, economic, and environmental opportunities exist for all.
- **Connected**, everyone has accessible, affordable, and sustainable mobility choices.
- **Responsive**, planning efforts are inclusive and reflect the diverse needs of all.
- **Collaborative**, cooperating regionally to tackle common challenges.

## Our Organizational Values

### PLANNING FOR ALL

We strive to be fair, impartial, inclusive, and transparent in all we do. Celebrating diversity, we prioritize engaging those who may be underrepresented in planning efforts. We aim for authentic, empowered public participation.

### THINKING AHEAD

We look to the future as we help address challenges and seize opportunities across the region. Whether it's a time-tested solution or innovative new approach, communities rely on our technical expertise and local knowledge to help develop solutions.

### PARTNERING WITH COMMUNITIES

We highly value our partnership with the communities in our region. We are responsive to their needs and seek to facilitate regional cooperation and collaboration on shared issues within our region and with our neighboring regions.

### SERVING WITH DEDICATION

We are passionate about the work we do in service to our communities, and we strive for excellence as we do it. We are motivated to help our region excel socially, economically, and environmentally.



## PURPOSE

OLD COLONY PLANNING COUNCIL shall be an organization of representatives from local governments to foster a cooperative effort in resolving problems, policies, and plans that are common and regional organized under Chapter 332 of the Acts of 1967 and Massachusetts General Laws Chapter 40B. The Council shall strive to provide a leadership role on planning, economic development, environment, sustainability, transportation and elder affairs issues and any other issues affecting the District.

The purpose of this organization is:

- A. To serve as a mutual forum to identify, discuss, study, and bring into focus regional challenges and opportunities.
- B. To serve as a vehicle for the collection and exchange of information of regional interest.
- C. To provide a continuing organizational machinery to insure effective communication and coordination among governments and agencies.
- D. To foster, develop, review, and revise comprehensive policies and priorities for the physical, social, environmental, sustainable, and economic improvement of the District, or parts thereof, with respect to the optimum use of the land areas in the District, or parts thereof and the most efficient provisions for the utilities serving those land areas.
- E. To facilitate agreements and cooperative action proposals among member governments for specific projects or other inter-related developmental needs and for the adoption of common policies and plans with respect to common regional challenges.
- F. To maintain a liaison with members, governmental units and groups or organizations, as the case may be, and to serve as regional advocates for local governments.
- G. To furnish general and technical assistance to member governments, as they direct, to promote Council approved agreements, policies and plans subject to the financial and planning resources of the Council.
- H. To review and coordinate federal, state, and local programs of regional importance and at the direction of the General Council.
- I. To conduct such research and prepare and compile such data, maps, charts, and tables as may be helpful or necessary to improve the physical, social, and economic conditions of the District subject to the financial resources of the Council.

## **ARTICLE I**

### **SECTION 1. NAME**

The Council, established pursuant to **Chapter 332 of the Acts of 1967**, and governed by Massachusetts General Laws c. 40B, shall be known as the OLD COLONY PLANNING COUNCIL.

### **SECTION 2. OFFICES**

The Council shall maintain an office within the region subject to the financial resources of the Council.

### **SECTION 3. MEMBERSHIP**

Membership in the Council shall consist of the City of Brockton and the Towns of Abington, Avon, Bridgewater, Duxbury, East Bridgewater, Easton, Halifax, Hanover, Hanson, Kingston, Pembroke, Plympton, Plymouth, Stoughton, West Bridgewater, Whitman, and any other community or communities to be admitted pursuant to SECTION 6 of Chapter 332 and chapter 40B of the Massachusetts General Laws.

### **SECTION 4. REPRESENTATION**

Each member government shall be officially represented by a Delegate from each city and town voting to join such district elected annually by the appointing authority and certified in writing to the district planning Council. The appointing authority of each city and town may assign an alternate designee (“Alternate”) who may or may not be a planning board member but must be a resident of the City or Town which assigns said Alternate. In the absence of the Delegate, the Alternate shall be entitled to vote and to assume the rights and duties of the Delegate in the Delegate’s absence. Delegates and Alternates are appointed annually and certified in writing to the district planning Council by the mayor in a city, confirmed by the council, or in the case of a city with a plan E form of government, appointed annually by the city council, or in a town by the selectmen or in towns with a manager form of government, by the town manager, who may attend meetings of the district planning Council and who shall assume the rights and duties.

### **SECTION 5. ADMISSION**

Any other city which, by vote of its City Council, and any other town which by vote of a town meeting, applies to the Council for inclusion in the District and whose application is approved by a majority vote of the Council, shall become a member of the District with equal rights and privileges with other members; provided that any such city or town is within an urbanized area adjoining the District and has common or related problems pursuant to Chapter 332 of the Acts of 1967 and chapter 40B of the Massachusetts General Laws

### **SECTION 6. ASSESSMENT**

An assessment as set by the Department of Revenue shall be levied upon each member community.

## **ARTICLE II POLICY BODIES**

The Old Colony Planning Council shall consist of a General Council and an Executive Committee.

### **A. GENERAL COUNCIL**

#### **SECTION 1.**

##### **Primary Policy Body**

The General Council shall be the primary policy body of the Council.

In addition to the Powers and Responsibilities set forth in Section 14 of Chapter 40B of the Massachusetts General Laws, the General Council shall have the following Powers and Responsibilities:

- a. To adopt an annual budget and any revisions thereto.
- b. To review monthly expenditures as authorized by the Executive Director or the Executive Committee.
- c. To set the general goals and objectives of the Council to be implemented by the Council.
- e. To approve regional policies, studies, plans or other appropriate matters.
- f. To accept contributions and grants-in-aid.
- j. To authorize purchase of equipment, supplies and services in excess of \$10,000.
- k. To receive the report of the Executive Committee of all official actions.
- l. To work with the appointing authorities in the communities to ensure all communities and the Equal Opportunity Delegate At Large are represented on the Council.
- m. To prepare annual reports to the city councils and town meeting of the cities and towns within its district, showing the status of its plans and recommendations in accordance with Section 5 of Chapter 40B of the Massachusetts General Laws.
- n. To enforce the By-Laws of the Council.
- o. To adopt policies as may be necessary to further the mission of the Council
- p. To hire and manage the Executive Director.

#### **SECTION 2.**

##### **Voting**

Each member local government will have one vote by the Delegate or the Alternate in absence of the delegate on the General Council.

#### **SECTION 3.**

##### **Quorum**

A quorum of the General Council shall consist of a simple majority of the total membership, however, lack of a quorum shall not prevent the members at an officially called meeting from coming to order, making motions, discussing or passing a motion to continue said meeting to a later time. In the absence of a quorum at a regularly scheduled meeting of the Council, the Council President may hold a meeting of the Executive Committee of the Council provided two members of the Executive



Committee are present to conduct the necessary business of the Council with those members of the Executive Committee present and such other members of the Council who are also present and appointed members of the Executive Committee pro tempore for the meeting. In these instances, the total number of members present, and voting must not be less than five.

SECTION 4.

**Meetings**

The General Council is required to meet at minimum four times a year upon call of its President or such other times as the Council may determine. The annual meeting shall be held each Spring. It is the policy of the General Council to conduct a scheduled meeting on the last Wednesday of each month. The Council shall establish rules of procedure for its activities and shall keep a record of its meetings, transactions, resolutions, findings, and determinations, all of which shall be public records.

SECTION 5.

**Notice of General Council Meetings**

**Regularly Scheduled Meetings**

Each member of the General Council shall be given five (5) days written notice of the time, place and proposed agenda for a normally scheduled meeting; electronic notice shall constitute written notice under this Section 5. Notice of any change in the time or location of a scheduled meeting of the General Council shall be in accordance with the Commonwealth of Massachusetts Open Meeting Law.

SECTION 6.

**Emergency Meetings**

Emergency meetings of the General Council may be called at any time by the President or the Executive Committee' Notice of special meetings will be in accordance with the Commonwealth of Massachusetts Open Meeting Law.

SECTION 7.

**Powers and Responsibilities**

The powers and responsibilities of the General Council are:

- a. To enforce the By-Laws of the Council
- b. To adopt such policies as may be necessary
- c. Hire and manage the Executive Director

SECTION 8.

**Vacancies**

If any Delegate is unable to serve, the Delegate shall in writing tender his/her resignation to the Council President. Upon receipt of resignation, the Executive Committee and the Director shall work with the appointing authorities to fill vacancies as expeditiously as possible.

No active OCPC employee shall be eligible to serve as a Delegate or Alternate. Any former OCPC employee shall not be eligible to serve as a Delegate or Alternate until at least six (6) months have passed from the date of employment separation.

No active delegate or alternate shall be eligible for employment. Any former delegate or alternate shall be eligible for employment until six (6) months have passed from the date of separation from the Council.

#### SECTION 9.

##### **Code of Conduct**

Council members shall strive to be held to the same standard as OCPC staff and pledge to adhere to protocols and procedures as it relates to decorum. Upon appointment, Council Delegates and Alternates will certify in writing their receipt and review of the OCPC Personnel Policies. Council Delegates and Alternatives may be removed from the Council in the manner prescribed in Chapter 40B of the Massachusetts General Laws.

### B. EXECUTIVE COMMITTEE

#### SECTION 1.

##### **Membership**

The Executive Committee shall consist of the Chairman, who shall serve as the President of the Council, a Secretary, who shall be the Secretary of the Council, and a Treasurer and such other Council delegates as the President shall appoint and the General Council shall approve for a term of office. The Executive Committee shall not be greater than seven (7) nor less than five (5). The delegate from the City of Brockton shall be a member of the Executive Committee if said delegate does not hold the office of President, Secretary or Treasurer.

#### SECTION 2.

##### **Quorum**

A quorum of the Executive Committee shall consist of a simple majority of its total voting membership.

#### SECTION 3.

##### **Voting**

Voting on routine matters in the Executive Committee requires a simple majority of those members present and voting.

#### SECTION 4.

##### **Meetings**

The Executive Committee shall meet on the call of its Chair, or at the direction of the General Council.

## SECTION 5.

### **Powers and Responsibilities**

The power and responsibilities of the Executive Committee, in addition to those powers set forth in Chapter 40B of the Massachusetts General Laws, are:

- A. To propose an annual budget and any revisions thereto to the General Council for adoption.
- B. To conduct the normal business of the Executive Committee as stated herein.
- C. To act, carry out or conduct the business of the Council within established guidelines of the General Council.
- D. To act on behalf of the General Council when it is not possible for the General Council to act or to be convened. Such actions shall be consistent with the goals, objectives, and/or purpose of the Council.
- E. To recommend for General Council approval of regional policies, studies, plans or other appropriate matters.
- F. To serve as financial control body, receive funds for the Council and approve payments consistent with the policy guidelines of the Council.
- G. To render advice and technical assistance on request of member governments in regard to local governmental problems having regional impact consistent with the policy guidelines of the Council.
- H. To provide an opportunity for the State and Federal governments and other agencies having regional interests to participate in Council activities.
- I. To administer federal and state funding for Area Agency on Aging Services.
- J. To coordinate elder services through the Older Americans Act.
- K. To seek and accept contributions and grants-in-aid with General Council approval.
- L. To authorize purchase of equipment, supplies and services not to exceed \$10,000.
- M. To employ technical staff members, and other professional and clerical assistants.
- N. To retain consultants.
- O. To approve the disbursement of Council funds based upon a warrant approved by a majority of the executive committee.
- P. To the borrowing of funds in anticipation of receipt of revenue.
- Q. To prepare and submit applications for federal, state and local aid.
- R. To prepare reviews and comments on proposals of a regional or intercommunity nature, including those referred to the district planning Council under the provisions of Section 204 of the Demonstration Cities and Metropolitan Development Act of 1966, Title IV of the Inter-Governmental Cooperation Act of 1968, and Section 102 of the National Environmental Policy Act of 1969.
- S. To propose zoning changes near municipal boundaries of member cities and towns.
- T. To establish various technical advisory committees.
- U. To review requests for planning related advice.
- V. To report all official actions to the General Council at the next regularly scheduled meeting of the full Council and at least quarterly; and
- W. To hire, manage and perform an annual evaluation of the Executive Director. It is the duty of the Executive Committee to offer recommendation of the Executive Director for appointment to the Council.

## ARTICLE III OFFICERS

### SECTION 1.

#### **Number**

The officers of the General Council shall consist of a President, a Secretary, and a Treasurer elected from the Delegate members.

### SECTION 2.

#### **Term**

The officers shall begin the first day of June for a period of two years or until their successors have been duly elected and qualified. No officer shall hold one specific office, i.e., President, Secretary, or Treasurer for more than three consecutive years.

The Secretary and the President shall serve for two (2) years.

The Treasurer shall serve for three (3) years.

### SECTION 3.

#### **Election of Officers**

The Council shall receive the report of the Nominating Committee who shall place in Nomination the names of the Delegates they feel are the best suited to lead the Council for the coming year.

Nominations may also be accepted from the floor. A Delegate member may compete for only one office and no others. The election of officers of the Council shall be by majority vote of the Delegate members present and voting at the April meeting or at any other meeting called for the purpose of electing officers.

### SECTION 4.

#### **Vacancies**

If any office shall become vacant for any reason, an election to fill that office shall be held at the next regular or emergency meeting of the Council, subject to the procedures of Section 2a of Article IV. Any new officer so elected, shall complete the unexpired term of the officers succeeded.

### SECTION 5.

#### **President**

The President shall serve as the chief officer of the Council and Chair of the Executive Committee and shall have the right to vote. The President is authorized to appoint such persons to committees consistent with the requirements of the Council. The Executive Committee and Standing Committee appointments shall be subject to the approval of the Council. The President shall perform such other duties as are incident to his/her office or may be required of him/her by the Council. The President shall be a member of all committees of the Council as ex-officio with the exception of the Nominating Committee.

SECTION 6.

**Secretary**

The Secretary of the Council shall also serve as Secretary of the Executive Committee. The Secretary shall oversee the keeping and preservation of all minutes of the Council and of the Executive Committee, in conjunction with the Executive Director, and shall keep and preserve all resolutions, transactions, findings and determinations of the Council and of the Executive Committee. The Secretary shall preside in the absence of the President and shall perform such duties as are incident to his/her office and required by the Council.

SECTION 7.

**Treasurer**

The Treasurer of the Council shall perform such duties as are incident to this office and required by the Council and shall preside in the absence of the President and Secretary. The Treasurer shall preside as the Chair of the Finance/Audit Committee and hold meetings, as necessary.

ARTICLE IV  
COMMITTEES

SECTION 1.

**Standing Committees**

There shall be the following standing committees: A By-Laws Committee; a Personnel Committee; a Program Development Committee; and Finance-Audit Committee which shall report annually to the Council at the regularly scheduled Council meeting preceding the Annual Meeting.

- A. The By-Laws Committee shall meet as necessary at the call of the Chair or Council President. It is the function of the Committee to continuously evaluate and propose possible amendments to the Council's By-Laws for recommendation to the General Council.
- B. The Personnel Committee shall meet annually and as necessary at the call of the Chair or Council President. It is the function of the committee to continuously evaluate and propose possible amendments to the Council's personnel policies including salaries and benefits for recommendation to the General Council. All such recommendations shall be made in writing annually and include the Director and composition of the staff and the annual compensation of each position. The General Council shall take no action without recommendation of the Personnel Committee and Finance-Audit Committee.
- C. The Program Development Committee shall meet as necessary at the call of the Chair or Council President. It is the function of the Committee to continuously evaluate the work program and activities of the Old Colony Planning Council for recommendations to the General Council.
- D. The Finance-Audit Committee shall meet as necessary at the call of Chair (Treasurer). It is the function of the committee to oversee all Council financial matters and report their findings and recommendations to the General Council for consideration and approval.

SECTION 2.

**Non-Standing Committees**

- A. Nominating Committee  
Prior to the April meeting or prior to any meeting called for the purpose of electing officers, the President shall appoint a Nominating Committee of three (3) delegate or alternate members, none of whom shall be an officer of the Council. The President shall advise the entire Council of his/her appointments to the Nominating Committee and shall appoint its chair. It shall be the responsibility of the Nominating Committee to poll the present officers for their interest in continuing to serve an additional term of office and/or interest in serving in another office of the Council. The Nominating Committee shall also be receptive to expressions of interest from other Delegates not presently serving as an officer who may be interested in being nominated for a specific office. Delegates are responsible for contacting members of the Nominating Committee to note their interest in serving as an officer of the Council. With this information in hand, the Nominating Committee shall deliberate and nominate for office those individuals who they believe are best suited to lead the Council for

the coming year for the offices of President, Secretary and Treasurer of the Council. The report of the Nominating Committee shall be sent to each member of the Council prior to the April meeting, or any meeting called for the purpose of electing officers.

B. There shall be such other non-standing committees as may be necessary.

### SECTION 3.

#### **Committee Membership**

Each committee, other than the Executive Committee, shall consist of not less than three (3) and no more than seven (7) members. The Chair shall be appointed through vote of the committee members.

### SECTION 4.

#### **Meetings**

Meetings of the Standing Committees shall be in compliance with the Commonwealth of Massachusetts Open Meeting Law and at the call of the chair thereof consistent with these By-Laws. Staff shall be responsible for drafting minutes for the Secretary's review and for Committee review and approval.

### SECTION 5.

#### **Vacancies**

If any member of any committee shall be unable to serve, his/her replacement shall be appointed by the President of the Council.

## ARTICLE V

### STAFF

The Council shall have staff provided for under Chapter 332 of the Acts of 1967 and Chapter 40B of Massachusetts General Laws to consist of an Executive Director and such other staff members as may from time to time be necessary and as the work of the council may be required and authorized by the General Council. The General Council shall be responsible for hiring or removal of the Executive Director for failure to carry out the assigned duties and responsibilities of the position upon a two-thirds vote in the affirmative of the Council membership. The Executive Director shall be responsible for coordinating all staff and consultant services provided to the Council; preparing, implementing and administering the annual work program and budgets; employing, retaining, and removing all personnel as may be necessary, implementation and enforcement of the personnel by-laws policies as adopted by the General Council and performing all other duties delegated to him/her by the Council.

**Is there a library of OCPC Resolutions?**

### CODE OF CONDUCT

Council members strive to be held to the same standard as OCPC staff and pledge to adhere to the applicable personnel by-laws or policies as adopted by the General Council in their service to the Council.



**ARTICLE VI  
AMENDMENTS**

These By-Laws may be amended, repealed or added to a regular or emergency meeting of the General Council, provided that a written notice shall have been sent to each member government, at least five (5) days prior to said meeting, which are proposed to be made in such By-Laws. Proposed amendments shall be considered to have passed if two-thirds of the participating Delegates present vote in the affirmative, but in no event less than a majority of the members of the General Council.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the Council shall be from July 1 to June 30 of each year.

ARTICLE VIII  
BANK ACCOUNTS

The Old Colony Planning Council, from time to time, shall carry such accounts with such banks and trust companies, subject to such designations, limitations and provisions, if any, as shall be determined jointly, from time to time, by any two of the following officers, present or future, each for the time being in office: President, Treasurer and Secretary: that checks, drafts or other orders for payment of money shall be signed manually by any two of such officers: and that any such determination by such officers shall be sufficiently evidenced by written instructions signed jointly by them and filed with any such bank or trust company, which instructions may be relied upon until terminated or changed by other written instructions signed by any two such officers, as above provided that any accounts with banks and trust companies, which have been authorized, from time to time, by resolutions of the Council shall remain in full force and effect, subject to such designations, limitations and provisions, as authorized therein, until such time as such authorizations shall be changed, such changes to be effected in the manner above provided by any two such officers.

In addition, the Council shall establish an account to be designated as the OCPC-AAA (Old Colony Area Agency on Aging) which accounts for the Volunteer Transportation Program in accordance with the Area Agency on Aging (AAA) Program for the reimbursement of automobile expenses of volunteers resulting from the transportation of elders from which checks, drafts, or other orders for payment of money shall be signed by the Council's fiscal manager and anyone of the Council's officers, i.e., President, Secretary, or Treasurer.

Notwithstanding the above, the Executive Director of the Old Colony Planning Council is authorized to sign and issue weekly orders for payment for staff salaries from an account of the Old Colony Planning Council designated as the "Revolving Fund Account".

ARTICLE IX  
PARLIAMENTARY PROCEDURE

Robert's Rule of Order, revised edition, shall be followed by the Council in all cases involving parliamentary procedure when it does not conflict with the provisions of Chapter 332 of the Acts of 1967, pertaining to the Old Colony Planning Council. The rules may be suspended by a two-thirds vote of the members present at the given session.