



## **BYLAWS OF THE TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS**

### **PREAMBLE:**

It is hereby affirmed that:

- A. The local governments - counties, cities, villages, townships, public school districts, public universities and colleges, and special districts and authorities that represent and serve the citizens of the Toledo metropolitan region of northwest Ohio and southeast Michigan, and the private sector stakeholders of that region, have common opportunities, issues, and problems that transcend their individual jurisdictions;
- B. The destinies of each of the above groups rest with the interrelated and collective voluntary cooperation of the family of local governments, the private sector stakeholders that comprise the region to meet broader, regional concerns that can only be solved through cooperative and coordinated regional approaches.
- C. It is vital to retain local home rule and to strengthen the capabilities of each unit of government by combining resources to meet areawide challenges that may be beyond the capacity of individual units of government.

### **DEFINITIONS**

- A. Toledo Metropolitan Area Council of Governments (TMACOG) - A voluntary association organized on May 31, 1968, and established under Chapter 167 of the Ohio Revised Code and the Michigan Urban Cooperation Act No. 7 of 1967 (Ex. Sess.). It is comprised of local governments, public school districts, public universities and colleges, and special districts and authorities in northwest Ohio and southeast Michigan.
- B. Governmental Members - Counties, cities, townships, villages, public school districts, public universities and colleges, and special districts and authorities that have joined TMACOG.
- C. Representatives - Persons who represent members on the General Assembly.
- D. Trustees - Persons who represent members on the Board of Trustees.
- E. Executive Committee - Core leadership committee for TMACOG consisting of 13-21 members authorized to act on behalf of the Board of Trustees.
- F. Alternates - Persons who serve on the Board of Trustees in the trustees' absence.
- G. Elected Officials - Persons elected by popular vote or persons appointed to fill vacancies in such offices as defined in Chapter 124 of the Ohio Revised Code.

## **I. PURPOSE**

### **FUNCTIONS AND METHODS**

- A. TMACOG fosters regional progress through networks of public and private partnerships.
- B. TMACOG serves as a forum for assessing and acting on regional issues and problems through cooperative efforts by formulating policies, plans, and programs, and facilitating actions that are common and regional; that are cost effective and efficient for the region; and that contribute to the effectiveness of local government and the quality of life enjoyed by citizens of the region.
- C. TMACOG provides a forum for regional governance; networks for local government officials; information and data; facilitation of partnerships on issues; convening of transportation stakeholders and having a role in the provision of transportation services; facilitation and provision of support for the coordination of land use planning across jurisdictions within the region; design and coordination of improvement of environmental quality within the region; support the economic development initiatives of the region to promote job creation and growth; and membership services to assist in making the members more effective and cost efficient.

## **II. POWERS AND DUTIES**

### **A. TMACOG shall:**

- 1. Study regional issues and problems common to its member governments as it deems appropriate, including, but not limited to, matters affecting health, safety, welfare, education, economic conditions, and regional development;
- 2. Promote cooperative arrangements and coordinate action between and among its member governments, the private sector stakeholders, other agencies of local or state governments, and the federal government;
- 3. Make recommendations for review and action to members and non-member governments and public agencies, the private sector, and other organizations that perform functions within the region;
- 4. Promote cooperative agreements and contracts among its members and non-member governments, governmental agencies, and the private sector stakeholders within the region;
- 5. Perform studies, collect data, develop regional plans and programs, and engage in such other activities as the president finds necessary or desirable within the context of the policies, plans, and programs approved by the General Assembly, the Board of Trustees, and the Executive Committee for the solution of regional issues and problems;
- 6. Carry out its responsibilities as the Metropolitan Planning Organization (MPO) pursuant to 23 U.S.C. § 134 and 49 U.S.C. § 1600, et seq.;

7. Carry out its responsibilities as the Areawide Water Quality Planning Agency for the U.S. Environmental Protection Agency pursuant to 33 U.S.C. § 1251, et seq. and other applicable provisions of the United States Code; and
8. Carry out its responsibilities as an Economic Development District (EDD) in the event it is designated by the Economic Development Administration (EDA) and support the Comprehensive Economic Development Strategy (CEDS) and subsequent updates; and
9. Perform any and all acts appropriate, necessary, or incidental to the furtherance or accomplishment of the foregoing purposes.

**B. TMACOG may:**

1. Review, evaluate, comment upon, and make recommendations relative to the planning and programming, and the location, financing, and scheduling of public facility projects within the region and affecting the development of the area;
  2. Act as an areawide agency to perform comprehensive planning for the programming, locating, financing, and scheduling of public facility projects within the region and affecting the development of the area and for other proposed land development or uses, which projects or uses have public metropolitan-wide, regional or inter- jurisdictional significance;
  3. Act as an agency for coordinating local public policies and activities affecting the development of the region or area based on metropolitan-wide or regional comprehensive planning and programming; and
  4. Perform such other functions and duties capable of being performed by the members and necessary or desirable for dealing with problems of mutual concern, upon appropriate action by the General Assembly, the Board of Trustees, or the Executive Committee.
- C. The authority granted to TMACOG in Section II (A) and (B) or in any agreement between members thereof shall not displace any existing municipal, county, regional, or other planning commission or planning agency in the exercise of its statutory powers.

**III. MEMBERSHIP**

**A. ELIGIBILITY**

1. The following groups are automatically eligible for TMACOG membership:
  - a. Ohio counties - Lucas, Wood, Fulton, Sandusky, and Ottawa;
  - b. Michigan counties - Monroe;

- c. All cities, townships, villages, public school districts, public universities and colleges, and special districts and authorities located partially or wholly within the counties set forth in (a) and (b) above; and
- 2. The following groups may apply for TMACOG membership, subject to the approval of the Executive Committee.
  - a. Governmental units beyond the boundaries of the area in 1 (a & b).
  - b. Special districts and authorities and public school districts, public universities and colleges, beyond the boundaries of the governmental units in 1 (a & b).

## **B. CONDITIONS**

To become a member an eligible entity shall:

- 1. Formally enter into an agreement with TMACOG to commit to support and endorse the purpose of TMACOG, and
- 2. Pay the annual membership fee.

## **C. MEMBER PARTICIPATION IN TMACOG**

- 1. Each governmental member of TMACOG will designate one (1) representative to sit on the TMACOG General Assembly, unless a representative for a particular member is otherwise designated in these Bylaws.
- 2. Each governmental member shall have one (1) representative, and that representative may represent only that member.

## **IV. POLICY BODIES**

TMACOG shall have five (5) policy bodies: a General Assembly, a Board of Trustees, an Executive Committee, a Metropolitan Planning Organization, and an Economic Development District Governing Board.

### **A. THE GENERAL ASSEMBLY**

#### **1. Representation**

- a. The chair of TMACOG;
- b. The vice chair of TMACOG;
- c. Governmental representatives - Each governmental member of TMACOG shall have one (1) voting representative on the General Assembly, who shall be an elected official or an appointed executive directly responsible to local elected officials.

- 1) The Mayor of the City of Toledo, or his/her designate shall be the governmental representative for Toledo, provided the City be a TMACOG member.
- 2) Appointed members of the Boards of County Commissioners shall be the governmental representatives for member counties.
- 3) The representative for all other governmental members shall be the highest-ranking elected official (Municipal Mayor, President of the Board of Trustees, CEO, etc.) unless a designee is identified in writing by the governmental member to TMACOG.

## **2. Responsibilities**

Propose, initiate, or take any action to further the purpose of TMACOG. The powers reserved to the General Assembly include:

- a. Adopting or amending the TMACOG Bylaws;
- b. Adopting the long-term goals and objectives for TMACOG;
- c. Adopting criteria for TMACOG membership; and
- d. Electing the TMACOG chair and vice chair.

## **3. Officers**

- a. Election of officers shall be held annually at a General Assembly meeting.
- b. Election - The chair and vice chair shall be elected officials of member jurisdictions of TMACOG.
- c. Officers are trustees - The chair and vice chair shall automatically be trustees, irrespective of any requirements under Section IV (B), (2), or (3).
- d. The chair and vice chair shall serve in the same capacity for the General Assembly, Board of Trustees, and Executive Committee.
- e. Term of Office - Terms shall be for one (1) year or until a successor is duly elected, provided the officer remains eligible under article IV (A) (3a).
- f. Vacancies - Upon a vacancy occurring in the office of chair, the vice chair shall assume the position of chair for the balance of the unexpired term. Upon a vacancy occurring in the office of vice chair, the Board of Trustees shall elect a new vice chair to serve the balance of the unexpired term.

## **4. Meetings**

The General Assembly shall meet at least once a year at the call of its chair or at the request of the Board of Trustees.

## **5. Routine Voting**

- a. A measure before the General Assembly shall be adopted only if it receives the affirmative vote of a majority of the quorum.
- b. At the procedural motion of any General Assembly representative present, any specific matter before the General Assembly shall be decided by a majority of the votes cast on the weighted basis distributed according to the Policy and

Table of Representation adopted by the Board of Trustees as of June 30 each year.

6. **Quorum** – A quorum of the General Assembly shall consist of a simple majority of the total voting representatives.

## **B. BOARD OF TRUSTEES**

1. **Representation** - Representation on the Board of Trustees is granted according to the type of government and type of membership. The number of trustees per member is as follows:
  - a. The chair of TMACOG.
  - b. The vice chair of TMACOG.
  - c. Immediate Past Chair of TMACOG, without an alternate, provided the jurisdiction in which the immediate past chair serves is a TMACOG member.
  - d. Counties: The President of the Board of County Commissioners shall serve as trustee for each member county. Each member county shall have one (1) trustee, except for Lucas County and Wood County, which shall also be represented by the County Engineers.
  - e. Toledo: The Mayor of the City of Toledo shall serve as trustee for the City of Toledo provided the City be a TMACOG member.
  - f. Other Cities: There shall be three (3) trustees, selected by all cities excluding Toledo.
  - g. Villages: There shall be five (5) trustees selected by all villages.
  - h. Townships: There shall be five (5) trustees selected by all townships.
  - i. Cities, townships, and villages that pay membership dues to both TMACOG and also to SEMCOG may collectively appoint one (1) trustee and one (1) alternate to the Board of Trustees.
  - j. Special Districts and Authorities, Public School Districts, Public Universities and Colleges: There shall be up to a total of eight (8) trustees representing Special Districts and Authorities, Public School Districts, and Public Universities and Colleges.
2. **Eligibility** – All trustees and alternates must represent a TMACOG member organization.
  - a. Governmental member representatives shall be an elected official or an appointed executive directly responsible to local elected officials.
3. **Selection of Trustees** - Unless otherwise stated, all trustees shall be selected from among the representatives seated on the General Assembly.
  - a. Governmental members - Each member (other than counties, the City of Toledo) shall classify itself into the appropriate category set forth in B.1. c-g above. Each category of members will caucus annually to select its trustee(s)

for the following year. The president shall set the date and time for the caucus and shall ensure that proper facilities and notices for the caucus be provided in the appropriate manner.

**4. Alternate Trustees** - Each member shall be entitled to select alternates as authorized in these bylaws.

- a. Selection of alternates for governmental members: Alternates shall be elected or appointed officials of jurisdictions that are members of TMACOG.
  - (1) The Boards of Commissioners of Lucas and Wood Counties shall each select two (2) alternates for each county, one (1) of whom shall be an elected official. The Boards of Commissioners of all other counties shall each select one (1) alternate.
  - (2) The Mayor of the City of Toledo shall select two (2) alternates, one (1) of whom shall be an elected official.
- b. Selection of alternates for all other members: For all remaining members, an equal number of alternates as trustees shall be selected from the General Assembly by the same method used to select trustees.
  - (1) Alternate members selected by a caucus of General Assembly members, shall be selected as a body, rather than selected and assigned on a one-to-one basis to individual Board of Trustees members.
  - (2) Authority of alternates - A duly selected alternate may vote on matters before the Board of Trustees only when the duly selected trustee is not in attendance. In the event that neither the selected trustee nor the alternate can attend the meeting, then no other individual shall have the right to represent them or cast votes in their behalf.

**5. Terms of Office**

- a. Trustees and alternates selected by caucus shall serve for a term of one (1) year or until their successors have been selected by caucus.
- b. Trustees and alternates not selected by caucus shall serve for a term of one (1) year or until their successors are duly selected or appointed.

**6. Vacancies on the Board of Trustees**

When a vacancy occurs, the vacancies shall be filled from the alternates as follows:

- a. For those member governments whose trustees are automatically chosen (i.e., counties, certain authorities, and the City of Toledo), the member shall notify TMACOG of the vacancy, and shall select a successor within thirty (30) days.
- b. For those trustees chosen by caucus, the member shall notify TMACOG of the vacancy within thirty (30) days, and the Executive Committee shall be responsible for filling the vacancy from the alternates within that caucus at its next meeting.

**7. Ex-Officio Members**

- a. The state and federal governments may have ex-officio, non-voting trustees on the Board of Trustees. These trustees shall be selected by the chair at the recommendation of the Executive Committee and the agency they represent.
- b. Ex-officio trustees shall not have alternates.

**8. Responsibilities**

- a. Adopt the TMACOG annual budget and membership fee schedules;
- b. Adopt the Annual Work Program; and
- c. Adopt and thereby recommend to its General Assembly TMACOG policies, plans, and programs, and any amendments thereto.

**9. Meetings**

The Board of Trustees shall meet quarterly, or at the call of the chair, or at the direction of the General Assembly, or at the request of ten (10) voting members of the Board of Trustees.

**10. Voting**

- a. Unless otherwise so moved, any measure before the Board of Trustees shall be adopted only when it receives an affirmative vote of a majority of the quorum.
- b. At the procedural motion of any trustee present, any specific matter before the Board of Trustees shall be decided by a majority of the votes cast on the weighted basis distributed according to the Policy and Table of Representation adopted by the Board of Trustees as of June 30 each year.

- 11. Quorum** - A quorum of the Board of Trustees shall consist of a simple majority of the total number of members are present at any duly called and scheduled meeting. A board member must be physically present at a meeting to be counted towards a quorum or to cast a vote on any action items.

**C. EXECUTIVE COMMITTEE**

- 1. **Membership** - The Executive Committee is the core leadership of TMACOG and provides opportunities for developing regional leadership. The committee shall consist of no fewer than thirteen (13) and no more than twenty-one (21) representatives of TMACOG members, constituted as follows:
  - a. The chair of TMACOG;
  - b. The vice chair of TMACOG;
  - c. The immediate past chair of TMACOG, without an alternate, provided the jurisdiction in which the immediate past chair serves is a TMACOG member;



- d. The chairs from each of TMACOG's two (2) programmatic councils and four (4) administrative committees as defined in Section X of these Bylaws, upon recommendation of their respective committees. In the absence of the council or committee chair, the vice chair (who is not a member of the committee) shall represent the chair and will count towards the quorum and will have full motion and voting rights;
  - e. All programmatic council and administrative committee chairs and vice chairs will be from TMACOG member jurisdictions or organizations;
  - f. The TMACOG chair shall appoint representatives for the City of Toledo and for Lucas County if not represented under a or b above, provided the City and County be TMACOG members;
  - g. The TMACOG chair may appoint other at large members to promote balanced representation from the region, the types of members, and the activities under way, within TMACOG; and
  - h. At-large Executive Committee members shall have no alternate or proxy;
2. **Authority** - The Executive Committee is authorized to act on behalf of TMACOG each month when the Board of Trustees and/or the General Assembly does not meet. The Executive Committee shall be governed by Operating Procedures which are to be approved by the Board of Trustees.

### 3. **Responsibilities**

- a. Propose an annual budget and membership fee schedule to the Board of Trustees;
- b. Propose the Annual Work Program to the Board of Trustees;
- c. Review and make recommendation to the Board of Trustees on policies, plans and programs, and any amendments thereto;
- d. Handle all routine matters;
- e. Appoint, manage, review, and remove the president;
- f. Annually review TMACOG's personnel policies and procedures, as stated in the Employee Handbook, including fixing of salary ranges of staff members;
- g. Approve, by resolution, contractual arrangements between TMACOG and other private and public agencies, including the federal and state governments, and such a resolution by the Executive Committee will be sufficient to authorize a designated official of TMACOG to execute such agreement or contracts;
- h. Serve as financial control body and receive funds for TMACOG;
- i. Coordinate the processes by which necessary funding resources are secured and invested;
- j. Recruit, approve, orient, and maintain membership;

- k. Interpret and communicate the TMACOG mission and its activities with the members, committee membership, and the broader community;
- l. Provide for the development of and opportunities for leadership within the organization;
- m. Develop and monitor the program of long-term goals and objectives of the organization, evaluate the progress being made toward their achievement, and make recommendations to the Board of Trustees and the General Assembly to update and amend the program; and
- n. Propose, initiate, or take any other such action as may be appropriate to undertake the purpose of TMACOG and its long-term goals.

#### **4. Meetings**

The Executive Committee shall meet monthly, except in the months in which the Board of Trustees and/or the General Assembly meets. The chair and vice chair or at least five (5) members of the committee may call emergency meetings of the committee.

#### **5. Voting**

- a. Unless otherwise so moved as provided in Paragraph b hereof, any measure before the Executive Committee shall be adopted when it receives an affirmative vote of a majority of the quorum.
- b. At the adoption of a procedural motion of any Executive Committee members present, any matter before the Executive Committee shall be decided by a majority of the votes of the participating governments on a weighted basis, according to the Policy and Table of Representation adopted by the Board of Trustees as of June 30 each year.

- 6. **Quorum** – A quorum of the Executive Committee shall consist of a simple majority of the total number of members are present at any duly called and scheduled meeting. A committee member must be physically present at a meeting to be counted towards a quorum or to cast a vote on any action items.

### **D. METROPOLITAN PLANNING ORGANIZATION**

- 1. **Designation**. TMACOG has been designated as the Metropolitan Planning Organization (“MPO”) for the Toledo, Ohio area by the Ohio Department of Transportation on behalf of the Governor of Ohio.
- 2. **Governance**. The MPO shall be governed by an MPO Board.
- 3. **Representation**. Members of the MPO Board shall be appointed by the TMACOG Board of Trustees in compliance with 23 Code of Federal Regulations Part 450, as the same may be amended.

4. **Responsibilities.** The MPO Board shall carry out the continuing, comprehensive, and coordinated transportation planning process for the Toledo area, and such other duties and responsibilities as are appropriate for an MPO Board.
5. **Compliance.** The MPO Board shall at all times comply with any applicable agreement with the Ohio Department of Transportation and 23 Code of Federal Regulations Part 450, as either may be amended.

#### **E. ECONOMIC DEVELOPMENT DISTRICT (EDD) GOVERNING BOARD**

1. **Designation.** In the event TMACOG is designated as an Economic Development District (“EDD”) by the Economic Development Administration the EDD Governing Board shall be constituted in accordance with this Section.
2. **Governance.** The EDD shall be governed by an EDD Governing Board.
3. **Representation.** Members of the EDD Governing Board shall be appointed by the TMACOG Board of Trustees in compliance with applicable state and federal law.
4. **Responsibilities.** The EDD Governing Board shall support the economic development initiatives of the region to promote job creation and growth. The EDD Governing Board shall have the authority to form a Comprehensive Economic Development Strategy Committee in cooperation with the Board of County Commissioners for each county included in the EDD.
5. **Compliance.** The EDD Governing Board shall at all times comply with state and federal law pertaining to economic development districts.

#### **V. PROGRAM ACTIVITIES**

- A. The General Assembly shall periodically adopt and update a long-range program that outlines the goals and objectives of the organization and outlines strategies and a time frame to meet these objectives.
- B. The Board of Trustees shall annually adopt a work program designed to meet the goals of the long-term program, which outlines the objectives to be met, the work to be accomplished, and the products anticipated to be produced during that year.
- C. TMACOG may enter into whatever cooperative program activities the membership or specific members shall select in accordance with an intergovernmental agreement.

#### **VI. STAFF**

TMACOG shall have a staff as may be necessary to implement the program of TMACOG. TMACOG’s personnel policies and procedures will be consistent with all current laws.

- A. TMACOG shall have a president who will be appointed by the Executive Committee and may be removed by the Executive Committee. The president shall:
1. Implement the policies, plans, and programs of TMACOG as adopted by the General Assembly, the Board of Trustees, and the Executive Committee;
  2. Serve as the fiscal officer and is authorized to receive, deposit, invest, and disburse the funds of TMACOG. The president may designate a staff member to perform the responsibilities of the fiscal officer in his absence; and
  3. Administer all staff operations, including management and the hiring and discharging of all staff employees subject to TMACOG's personnel policies and procedures as stated in the Employee Handbook, which shall be reviewed annually by the Executive Committee.

## **VII. FINANCE**

### **A. FISCAL YEAR**

The fiscal year of TMACOG shall commence on July 1 and shall terminate on June 30 of the following calendar year.

### **B. BUDGET ADOPTION AND MEMBERSHIP FEES**

The TMACOG budget shall be adopted by the Board of Trustees on or before the first day of the first month of each fiscal year unless otherwise stipulated by the chair of TMACOG. Upon adoption of the annual budget, the Board of Trustees shall fix the membership fees for all members in amounts sufficient to provide the funds required by the budget. Membership fees shall be due and payable the first day of the first month of the following calendar year. Any member entering into a membership agreement for the first time during a calendar year may have its membership fees (fixed by the Board of Trustees) prorated for a partial year. The Executive Committee shall establish policies on membership delinquency. The status of a delinquent member shall be referred to the Executive Committee for appropriate action.

### **C. AUDIT**

The Board of Trustees and staff shall cooperate in the performance of an annual audit by the Auditor of the State of Ohio in accordance with applicable provisions of the Ohio Revised Code or, where permitted by law, by an independent certified public accounting firm. Report of such audit shall be made available to members of TMACOG.

## **VIII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Revised shall govern the meetings of TMACOG except where such rules are inconsistent with these bylaws or special rules of order which may be adopted by the policy body or committee in question.

## **IX. AMENDMENT OF BYLAWS**

These Bylaws may be amended at a meeting of the General Assembly, provided that such amendment has been presented at a meeting of the Board of Trustees at least thirty (30) days prior to the meeting and has been submitted to each member government at least fifteen (15) days prior to the meeting.

## **X. COUNCILS AND COMMITTEES**

A. There shall be two (2) programmatic councils and four (4) administrative committees, whose participants shall be appointed by the chair based upon recommendation of the respective committees. The chair's appointments shall be ratified by the Board of Trustees. These six councils/committees shall be responsible to the Board of Trustees. Membership on councils and committees shall be restricted to trustees and member representatives.

All programmatic council and administrative committee chairs and vice chairs will be from TMACOG member jurisdictions or organizations. Each council and committee shall be governed by Operating Procedures which are to be approved by the Board of Trustees. Each committee shall meet regularly or at appointed intervals and undertake studies concerning problems and programs applicable to their individual assignments and areas of concern.

1. The councils and committees are as follows:
  - a. Water Quality Council
  - b. Transportation Council
  - d. Finance, Audit, and Administration Committee
  - e. Leadership Development Committee, which shall also act as the nominating committee
  - f. Membership Committee
  - g. Communications Committee
2. The chair shall be authorized to appoint such other special purpose committees, ad hoc committees, task forces, or subcommittees as are required to further the mission of TMACOG.

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Adopted: May 1968

Amended: December 1969

Amended: September 1970

Amended: January 1972

Amended: July 1973

Amended: July 1974

Amended: December 1975

Amended: December 1978

Amended: July 1979

Amended: January 1982

Amended: January 1989

Amended: July 1993  
Amended: January 1994  
Amended: January 1995  
Amended: January 1996  
Amended: January 15, 1998  
Amended: January 29, 2001  
Amended: January 31, 2002  
Amended: July 18, 2002  
Amended: January 30, 2003  
Amended: January 31, 2005  
Amended: January 29, 2008  
Amended: January 29, 2009  
Amended: January 25, 2012  
Amended: January 29, 2013  
Amended: January 25, 2016  
Amended: January 30, 2017  
Amended: January 29, 2018  
Amended: January 28, 2019  
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