CHARTER OF THE WESTERN PIEDMONT COUNCIL OF GOVERNMENTS

I. Name

The Council shall be called Western Piedmont Council of Governments (WPCOG).

II. Powers, Duties and Functions

The Western Piedmont Council of Governments shall have the following powers:

A) To apply for, accept, receive and dispense funds and grants made available to it by the State of North Carolina or any agency thereof, the United States of America or any agency thereof, any unit of local government (whether or not a member of the Council) and any private civic agency;

B) To employ personnel;

C) To contract with consultants;

D) To contract with the State of North Carolina, any other state, the United States of America, or any agency thereof, for services;

E) To study regional governmental problems, including matters affecting health, safety, welfare, education, recreation, economic conditions, regional planning and regional development;

F) To promote cooperative arrangements and coordinated action among its member governments;

G) To make recommendations for review and action to its member governments and other public agencies which perform functions within the region in which its member governments are located;

H) For the purpose of meeting the council's office space and program needs, to acquire real property by purchase, gift, or otherwise, and to improve that property. The council may pledge real property as security for indebtedness used to finance acquisition of that property or for improvements to that real property, subject to approval by the Local Government Commission as required under North Carolina General Statute 159—153. The council may not exercise the power of eminent domain;

I) Any other powers that are exercised or capable of exercise by its member governments and desirable for dealing with problems of mutual concern to the extent such powers are specifically delegated to it from time to time by resolution of the governing board of each of its member governments which are affected thereby.

J) Any other powers authorized by applicable law and duly conferred upon or delegated to the Council in the manner required by such law.

III. Delegates

Each member government shall appoint a representative of such member government to serve as the official delegate to the Policy Board of the Western Piedmont Council of Governments. An alternate delegate shall also be appointed to serve when the official delegate is unable to attend regular and special Council meetings.

A majority of the appointed representatives must be elected officials. No member government employee shall be eligible to serve as a delegate or alternate delegate.

In addition, the Policy Board shall appoint seven (7) additional delegates to satisfy requirements of the Economic Development Administration (EDA) for board composition.

The term of office, method for filling vacancies, and method of compensation and allowances shall be as set forth in the Council Bylaws.

IV. Financial Support

The Western Piedmont Council of Governments shall receive financial support for its operations and programs as follows:

A) Regular Assessments – The member governments of the Western Piedmont Council of Governments shall fund the Council operations by means of assessments on a per capita basis as determined by the Policy Board of the Council. The per capita share of a member government shall be based on the latest North Carolina Office of State Budget estimates and shall include the population within the geographic area of the member government. Counties shall provide funds per capita after subtracting the populations of member governments within the geography of such county.

B) Special Assessments – The member governments shall fund certain Council operations and programs by means of special assessments as prescribed by law and determined by the Policy Board.

C) State and Federal Grants – The Council shall apply for and receive state and federal grants for programs approved by the Policy Board of the Council.

D) Private and Charitable Contributions – The Council shall apply for and receive and be entitled to receive funds for its operations and programs from charitable and private sources approved by the Policy Board of the Council.

V. Dissolution

A) The Western Piedmont Council of Governments shall be dissolved upon the unanimous vote of all member governments comprising the Council and the adoption of concurrent resolutions of all members of the Western Piedmont Council of Governments setting forth the dissolution and the reason therefore.

B) Any member government may withdraw from the Western Piedmont Council of Governments at the end of any fiscal year by giving at least 60 days' written notice to each of the other members. Withdrawal of a member government shall not dissolve the Council if at least two members remain.

C) Following adoption of concurrent resolutions dissolving the Western Piedmont Council of Governments or following withdrawal of all member governments from the Western Piedmont Council of Governments, the Council shall proceed to liquidate its assets and pay all liabilities within a 12-month period beginning with the date of the adoption of such resolutions or withdrawal of such members. Any assets remaining following the payment of liabilities shall be distributed in cash or in kind to the member governments in such proportions as the Policy Board of the Council may decide. Such distribution shall be made only after a unanimous vote of the members authorizing the distribution.

VI. Amendment

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

VII. This revised Charter shall be effective upon ratification by the required three-fourths majority of member governments.

This _____ of _____, 2026.

Amended 11/27/90
Amended 2/23/04
Amended 5/22/07
Amended 3/23/2010
Amended _____/2026

BYLAWS OF THE WESTERN PIEDMONT COUNCIL OF GOVERNMENTS

Article I. Charter

Section 1. Charter Agreement

The Western Piedmont Council of Governments is organized and exists pursuant to concurrent resolutions and amendments thereto adopted by and among the Counties of Alexander, Burke, Caldwell and Catawba; and the municipalities of Brookford, Cajah's Mountain, Catawba, Cedar Rock, Claremont, Connelly Springs, Conover, Drexel, Gamewell, Glen Alpine, Granite Falls, Hickory, Hildebran, Hudson, Lenoir, Long View, Maiden, Morganton, Newton, Rhodhiss, Rutherford College, Sawmills, Taylorsville and Valdese, in accordance with N.C. General Statute 160A-470, et. seq., as amended.

Article II. Creation

Section 1. Name of Council

The name of the regional council of governments hereby created is the "Western Piedmont Council of Governments," hereinafter referred to as the "Council." The address of the Council is 1880 2nd Avenue NW, Hickory, NC 28601.

Section 2. Legal Authority

The Council shall exist and function pursuant to N.C. General Statute 160A-470, et. seq., and other applicable laws governing regional councils of governments and public authorities.

Article III. Definition of Terms

Section 1. Terms

A. Council – the Western Piedmont Council of Governments.

B. Delegate – a representative of a member government appointed to the Policy Board by the participating member government.

C. Appointed Delegate – a minority representative or private citizen appointed to the WPCOG Policy Board by its delegates. It is the goal of the WPCOG, in compliance with the U.S. Economic Development Administration (EDA) regulations, to provide for minority representation and private citizen membership on the WPCOG Policy Board. In order to achieve this goal, seven additional delegates will be appointed by the WPCOG Policy Board who are broadly representative of the principal economic interests of the WPCOG area including the interests of the area's minority and low-income populations. These Appointed Delegates must be private citizens who are neither elected

officials nor employees of a member government. Minority representation will be obtained by working with minority groups and agencies in the area covered by the WPCOG.

D. Member Governments – those local governmental units which are charter members of the Council or approved for membership pursuant to the provisions of these Bylaws.

E. Policy Board – the governing body of the Council comprised of one representative from each member government, known as a delegate, and seven non-elected representatives.

F. Region E – Region E consists of the geographic area of Alexander, Burke, Caldwell and Catawba Counties.

G. Year – fiscal year of July 1 through June 30, unless otherwise defined.

Article IV. Membership

Section 1. Membership

The members of the Council shall be the following governmental units within Region E: Counties of Alexander, Burke, Caldwell and Catawba; and the municipalities of Brookford, Cajah's Mountain, Catawba, Cedar Rock, Claremont, Connelly Springs, Conover, Drexel, Gamewell, Glen Alpine, Granite Falls, Hickory, Hildebran, Hudson, Lenoir, Long View, Maiden, Morganton, Newton, Rhodhiss, Rutherford College, Sawmills, Taylorsville and Valdese, and such other governmental units within as may apply for and be accepted as a member government pursuant to these Bylaws.

Section 2. Application for Membership

A. Any county or municipality within Region E is eligible for membership in the Council. Upon written application, a prospective member shall be subject to the approval of a two-thirds majority of existing members. Such approval shall be given or withheld by each member government through its delegate on the Policy Board of the Council.

B. Following approval, a prospective new member shall adopt a resolution adopting the Charter and Bylaws of the Council, as amended.

C. Following approval, a new member shall appoint a delegate and an alternate delegate to represent it on the Policy Board of the Council.

Section 3. Withdrawal

Any member may withdraw from membership on the Council at the end of any fiscal year provided notice of withdrawal is made to the Policy Board of the Council by a resolution of withdrawal delivered to the Policy Board at least 60 days from the end of any fiscal year. The Council shall continue and exist so long as two or more member governments from Region E remain members of the Council.

Section 4. Dissolution

Dissolution shall take place as set forth in the Charter. Dissolution shall be incomplete until approval of dissolution and liquidation is approved by appropriate state and federal authorities.

Article V. Purpose

Section 1. Purposes

The Council is formed and serves the following purposes:

A. To promote intergovernmental coordination in communications, planning efforts, and common regional problem solving;

B. After survey and analysis, to develop and formalize policy recommendations concerning matters within the jurisdiction of local governments and having regional significance;

C. To provide an expert resource for information and in-the-field assistance in planning for a broad mix of local government services;

D. To help establish and meet regional development goals;

E. To develop and implement policy recommendations concerning local government matters having regional significance;

F. To represent the interests and needs of WPCOG member governments to state and federal agencies;

G. To be the umbrella agency for all policy and administrative coordination for area-wide multi-jurisdictional problems and agencies;

H. To retain enough flexibility in staff time and organizational structure to be able to respond to unforeseen local and regional needs;

I. To identify and respond to potential local or regional threats or opportunities;

J. To be efficient with staff time and resources available to the WPCOG.

The Council shall strive to promote harmony and cooperation among its members. It shall seek to deal with urban and rural problems in a manner which is mutually satisfactory and shall respect the autonomy of all local governments within the region.

Article VI. Powers, Duties, Functions

Section 1. Powers, Duties, Functions

The Western Piedmont Council of Governments shall have those powers set forth in N.C. General Statute 160A-475, as amended, which powers are incorporated herein by reference. In addition, the Council shall have the following powers:

A. To purchase equipment, rent office space, and enter into contracts to the extent that such activities are authorized by budgets or by specific resolutions duly adopted by all participating governmental units and are within the limits of funds appropriated to the Council by the participating governmental units for such purposes;

B. To request and receive contributions of research assistance from its own agencies, private research organizations, civic foundations, institutions of higher learning and other organizations;

C. To act as the official clearinghouse and reviewing agency of the participating governmental units for all programs (federal, state or private) requiring regional review;

D. To adopt such rules and regulations relating to the procedures to be followed by the Council as the said Council shall find to be appropriate;

E. To perform and carry out such other powers, duties and responsibilities as may be authorized by North Carolina law, except insofar as the same may conflict with the provisions of these Bylaws; provided, however, the Council shall have no power to levy any tax or to acquire any property by condemnation;

F. To act as the regional public housing authority, as originally authorized in 1977, with all the associated duties and powers pursuant to federal and state law and regulations including Chapter 157 of the N.C. General Statutes, as amended.

Article VII. Policy Board

Section 1. Governing Body

The governing body of the Council shall be known as the "Policy Board."

Section 2. Number, Term and Composition of Policy Board

The Policy Board shall consist of one delegate from each member government. An alternate delegate from each member shall be selected to attend Policy Board meetings and otherwise act for the delegate in the event the delegate is unable to attend. Each member government shall be entitled to one vote on all matters coming before the Council requiring a vote.

A delegate and an alternate delegate shall be a representative of a member government who shall serve on the Policy Board of the Council at the pleasure of the member government. Such delegates shall serve at the pleasure of such member government until their successors are appointed. The alternate delegate shall attend Council meetings when the delegate is unable to attend.

In addition, there will be seven delegates appointed by the WPCOG Policy Board. Each of these members shall be entitled to one vote on all matters coming before the Council requiring a vote. The term of the appointment shall be for a period of two years and may be renewed at the option of the Board.

Section 3. Vacancies

In the event a delegate or alternate delegate to the Policy Board dies, retires, resigns, or otherwise ceases to serve, the member government shall fill the vacated position with a representative of such member government appointed to serve in the capacity of delegate or alternate delegate, as the case may be.

If this person is an appointed delegate, the Policy Board will appoint another person to meet non-elected or minority requirements.

Section 4. Quorum

A simple majority of the membership of the Council shall constitute a quorum for conducting business. The number required for a quorum shall not be affected by vacancies. A delegate who has withdrawn early from a meeting without being excused by a simple majority vote of the remaining delegates and appointed delegates present shall be counted as present for purposes of determining whether a quorum is present.

The affirmative vote of a simple majority of the delegates and appointed delegates present shall be necessary to act favorably on any matter unless otherwise required in these Bylaws or the Charter.

Section 5. Meetings

A. Regular – The Council shall regularly meet bimonthly on the fourth Tuesday of each month beginning in January of each calendar year at 6:00 pm at member government offices, or other locations in their jurisdictions, on a rotation basis, or such other time or place as the Policy Board may select.

Notice of each regular meeting shall be emailed to delegates, alternate delegates and appointed delegates prior to such meeting at their respective addresses or such other address as a member government may designate.

B. Special – Special meetings may be called by the Board Chair, Vice-Chair, or any five delegates of the Council upon five-day written notice, or two-day written notice if such notice is personally delivered to the delegates, alternate delegates and appointed delegates.

Written notice of special meetings shall contain a brief description of the business to be conducted at such special meeting and be consistent with the provisions of North Carolina law as it pertains to open meetings.

Section 6. Open Meetings

Meetings of the Policy Board, Executive Committee, and any other committee or public body of the Council shall comply with the North Carolina Open Meetings Law, Article 33C of Chapter 143 of the North Carolina General Statutes, to the extent applicable. The schedule of regular meetings will be maintained with the Clerk to the Board of the Council and made available from the Clerk to the Board or from the Executive Director during regular office hours at the normal place of business.

Section 7. Voting

Each member government shall be entitled to one vote on all matters that come before the Council requiring a vote. The vote may be cast by the delegate or alternate delegate of each member government.

Each appointed delegate shall also be entitled to one vote on all matters that come before the Council requiring a vote.

Section 8. Excuses from Voting

No member or appointed delegate shall be excused from voting except upon matters involving the consideration of his or her own financial interest or official conduct. In all other cases, a failure to vote by a delegate or appointed delegate who is physically present at a regular or special meeting, or who has withdrawn without being excused by a simple majority vote of the remaining delegates and appointed delegates, shall be recorded as an affirmative vote.

Section 9. Minutes to be Kept; Ayes and Noes

The Clerk to the Board shall keep full and accurate minutes of the meetings and proceedings of the Council, which shall be available for public inspection. The Clerk to the Board shall record the results of each vote in the minutes. Upon the request of any member of the Council, the ayes and noes upon any question shall be taken and recorded.

Section 10. Procedures

Procedural matters coming before the Council shall be conducted according to generally accepted rules of parliamentary procedure.

At all meetings of the Council, the order of business shall be as follows:

A. Meeting Called to Order.
B. Minutes of Previous Meeting (Correction of Minutes).
C. Unfinished Business.
D. New Business.
E. Announcements.
F. Adjournment.

Section 11. Compensation

The officers, delegates, alternate delegates and appointed delegates shall serve without compensation or remuneration for their services. This section shall not, however, prohibit reimbursement for expenses incurred while on Council business and in accordance with Council fiscal policies.

Article VIII. Organizational Structure, Procedures

Section 1. Election of Officers

At the last regular meeting of the Policy Board in a calendar year, the Council shall elect a board chair, vice-chair, immediate past chair, six at-large executive committee members, and such additional officers as the Council finds necessary in the proper performance of its duties, to serve for one year or until their successors have been duly installed. Installation of officers shall take place at the next regular meeting of the Council following their election.

Section 2. Duties of Officers

A. Board Chair – The Board Chair shall preside at all meetings of the Council at which he or she is present and shall conduct said meetings in an orderly and impartial manner so as to permit a free and full discussion by the membership of such matters as may be brought before the Policy Board.

The Board Chair shall have the same voting rights as other members. He or she shall be responsible for the implementation of the policies established and the action taken by the Council; appoint such committees as he or she finds necessary or desirable; have all the powers and duties customarily pertaining to the office of Chair of the Board; and perform such further duties as may be assigned to him or her by the Council.

B. Vice-Chair – The Vice-Chair shall perform all duties of the Chairman in the absence of the Chairman or in event of the inability of the Chairman to act, and shall perform such other duties as the Council may delegate.

All other officers elected by the Council shall perform such duties as may be prescribed by the Council.

Section 3. Reports

The Council shall prepare and submit an annual written report of its activities, including a financial statement, to the participating governmental units and the public.

Article IX. Committees

Section 1. Executive Committee

The Executive Committee shall be composed of the following elected officers: Board Chair, Vice-Chair, the Immediate Past Chair, and six At-Large Members. In the event an immediate Past Chair is not eligible to serve as a Council delegate, an additional at-large member shall be chosen to serve for a one-year term. If the Past Chair office continues to be vacant beyond the first year, the at-large position may be filled for an additional one-year term.

The Executive Committee shall meet at a minimum in the months of February, April, June, August, October and December, and such other times as called by the Chair. The time and place shall be determined by the Chair.

The Executive Committee is empowered to act for the Policy Board in matters of personnel, legal, administration, finance, and other matters as expressly authorized by the Policy Board through resolution.

Representation on the Executive Committee shall also meet the Economic Development Administration's requirements for board composition.

Should any vacancy occur after November, the Executive Committee shall recommend appointment of a member to fill the vacancy at the next regularly scheduled Policy Board meeting.

Section 2. Nominating Committee

The Board Chair shall appoint an ad hoc nominating committee of four persons from the membership to research and seek out suitable candidates for nomination to Council office. Their report is due at the regular November meeting of the Council in the calendar year for consideration and action. This report shall be received along with general nominations from the floor and shall constitute the only legitimate candidates for offices to be filled.

Section 3. Additional Committees

The Board Chair may appoint such additional committees as he or she finds necessary or desirable.

Section 4. Committee Procedures

Committees shall, in the absence of additional directives from the Board Chair and Council, follow procedures outlined in "Council Committee Policies and Procedures." Voting procedures for committees shall be as for the Council, as provided in Article VII, Sections 7-9.

Article X. Staff and Administration

Section 1. Staff

It shall be the policy of the Council to employ a staff of qualified professionals and other support staff and pay to them such compensation as it shall deem necessary and advisable to carry out their duties and implement Council projects, programs and functions.

Section 2. Appointment of Executive Director

The Executive Director shall be appointed by the Policy Board based on recommendations of the Executive Committee and shall serve at the pleasure of the Policy Board. The Executive Director shall be appointed solely on the basis of his or her executive and administrative qualifications.

Section 3. Powers and Duties of Executive Director

The Executive Director is the chief administrator of the Council. He or she is responsible to the Policy Board for the administration of all departments under the Policy Board's general control and has the following powers and duties:

A. He or she shall appoint and suspend or remove all Council employees and agents. Such appointments, suspensions and removals shall be in accordance with any general personnel rules, regulations, policies or ordinances as the Policy Board may adopt.

B. He or she shall direct and supervise the administration of all Council offices, departments, boards, committees and agencies under the general control of the Policy Board, subject to the general direction and control of the Policy Board.

C. He or she shall attend all meetings of the Policy Board and Executive Committee and recommend any measure that he considers expedient.

D. He or she shall see that the orders, resolutions and regulations of the Policy Board are faithfully executed within the Council.

E. He or she shall prepare and submit the annual budget to the Policy Board and act as budget officer.

F. He or she shall annually submit to the Policy Board and make available to the public a complete report on the finances and administrative activities of the Council as of the end of the fiscal year.

G. He or she shall appoint and supervise a finance director/officer to fulfill the requirements of N.C. General Statutes Chapter 159, the N.C. Local Government Budget and Fiscal Control Act.

H. He or she shall appoint and supervise a clerk to the board who shall keep all official minutes, books, and records and make them available for public inspection to the extent required by law. The clerk to the board shall attest to official actions of the Council and certify actions and accounts taken by that body.

I. He or she shall make any other reports that the Policy Board may require concerning the operations of Council offices, departments, committees and agencies.

J. He or she shall perform other duties that may be required or authorized by the Policy Board.

Article XI. Fiscal Control

Section 1. Policy Board to Direct Fiscal Policy of the Council

The Policy Board has and shall exercise the responsibility of developing and directing the fiscal policy of the Council under the provisions and procedures of the Local Government Budget and Fiscal Control Act as they apply to a "public authority." The Policy Board shall use a full accrual accounting system until another is adopted in accordance with Article XIII of the Bylaws entitled "Amendments."

Section 2. Annual Balanced Budget

The Council shall operate under an annual balanced budget adopted and administered in accordance with the Local Government Budget & Fiscal Control Act. The budget ordinance shall cover a fiscal year beginning July 1 and ending June 30. Only expenditures authorized in the budget may be disbursed.

Section 3. Budget Officer

The Executive Director shall serve as the Budget Officer. He or she shall have the power to sign on behalf of the Council, agreements or other instruments to be executed by the Council in the conduct of its business. Unless otherwise provided, he or she shall sign or countersign checks and vouchers in payment of obligations of the Council. In case of absence of the

Executive Director, any other Executive Committee member, or other designated official, may be empowered to countersign checks and vouchers in payment of obligations to the Council.

Section 4. Budget Requests

At the March meeting of the Council, a proposed balanced budget for the next fiscal year shall be presented. This preliminary budget as amended constitutes a first reading and shall be submitted the first week in April to each participating government for its review. At the next regular meeting of the Council in May, the Council shall conduct a public hearing and perform a second reading making any final changes necessary. The results of this meeting will constitute final action and adoption of the budget through a simple majority vote.

The budget request shall be an estimate of the financial requirements of the Council for the budget year and shall be made in such form and detail with such supporting information and justifications as the Budget Officer may prescribe. The revenue estimate shall be an estimate of all revenues to be realized by the Council during the budget year.

Section 5. Regular Assessments

The annual budget shall set forth the per capita share of the budget to be funded by each member as provided in the Charter.

Section 6. Special Assessments

If, as a result of participation in a Council program with special funding requirements, a governmental unit is required to offer separate funding for its share, this shall be made known in the budget request to that governmental unit.

Section 7. Budget Approval

Upon approval of the budget by all participating governmental units, each participant governmental unit shall appropriate its share of the budget and shall forward this amount to the Council at the beginning of each fiscal year.

Section 8. Annual Independent Audit

The Council shall have its accounts audited as soon as possible after the close of each fiscal year by a certified public accountant. The auditor shall be selected by and shall report directly to the Policy Board. Upon completion of the examination, the auditor shall prepare a written report embodying financial statements and his or her opinion and comments relating thereto.

Copies of this report shall be distributed to each Council delegate or alternate at the next regular Policy Board meeting following the publication of the report.

Article XII. Prohibited Activities

Section 1. Prohibited Activities

Notwithstanding any other provision of these articles, this organization shall not carry on any activities prohibited by the following.

A) An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or

B) An organization contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Article XIII. Amendment of Bylaws; Effective Date

Section 1. Amendment of Bylaws

Any proposed amendment, repeal, or alteration, in whole or in part, of these Bylaws shall be submitted in writing and presented for a first reading at a regular meeting of the Policy Board. This shall constitute an official first reading, after which the proposed amendment shall be transmitted to each member government for consideration and ratification. Ratification by three-fourths of the existing member governments shall be required. At the next regular meeting of the Policy Board following receipt of the required ratifications, the proposed amendment shall be presented for a second reading, at which the member governments' actions shall be reported and accepted.

Section 2. Effective Date

These revised Bylaws shall be in full force and effect from and after the date ratified by the required three-fourths majority of member governments and the Policy Board.

ADOPTED THIS _____OF _____, 2026.

Amended November 27, 1990
Amended February 23, 2004
Amended May 22, 2007
Amended _____, 2026