

# **Bylaws of the Planning and Development Services Council**

## **Article 1. Name**

The name of this organization shall be the Planning and Development Services (PDS) Council of Kenton County (Council).

## **Article 2. Authorization and Purpose**

In accordance with Sections 147.610 and 147.990 of the Kentucky Revised Statutes (KRS), the Council's purpose is to provide for more effective representation of the various member governments in the affairs and operations of the planning unit.

These bylaws are enacted for the purpose of carrying the Council's responsibilities set forth in KRS 147.640.

## **Article 3. General Rules**

Rules regarding membership, vacancies, and other statutory requirements related to the Council's activities shall be as stated in KRS 147.640.

## **Article 4. Terms of Office**

The Council shall be composed of one (1) representative and one (1) alternate from each governmental unit within the planning territory. Each such representative and alternate shall be appointed annually in the manner prescribed by law respecting appointments by the jurisdiction. Only elected officials of each respective jurisdiction shall be eligible for appointment to the Council.

Terms of all Council members shall be one year with no limit on succession and shall commence when appointed by the appointing authority. Said term shall cease upon appointment of their successor.

The term of office for those persons appointed to fill a vacancy shall begin immediately upon appointment and said term shall cease upon appointment of their successor.

## **Article 5. Officers**

The Council shall, during its annual Organizational meeting, elect from its membership a President and Vice-President. The Council shall elect or appoint from within or without its own

membership a secretary, prescribe duties, and fix compensation (if appointed). Officers shall assume duties of their respective office immediately upon their election/appointment.

- (1) The President shall preside at all meetings of the Council and shall be responsible for the accurate and proper execution of minutes, records, books, notices, and agenda pertaining to Council operations. The President shall serve as ex officio member of all standing committees.
- (2) The Vice President shall have the powers and perform the duties of the President in the absence, inability, or incapacity of the President.
- (3) If elected, the Secretary shall have the powers and perform the duties of the President in the absence, inability, or incapacity of both the President and Vice President.

In the case where the President becomes ineligible by reason of no longer holding elective office in the jurisdiction from which he or she was appointed, or if the President formally resigns his or her office, the Vice President shall automatically succeed to the Presidency. The President shall then appoint an acting Vice President from within the Council membership to serve until the next meeting of the Council at which time the Council shall elect a Vice President.

In the case where the Vice President becomes ineligible by reason of no longer holding elective office in the jurisdiction from which he or she was appointed, or if the Vice-President formally resigns his or her office, the President shall appoint an acting Vice President from within the Council membership to serve until the next meeting of the Council at which time the Council shall elect a Vice President.

## **Article 6. Legal Counsel**

The Council shall avail itself of the services of the Planning and Development Services Management Board (Board) legal counsel if necessary. Said attorney should attend all regular meetings and any other meetings of the Council at the request of the President. The attorney shall provide legal consultation and assistance to the Council, attend to Council business, and represent the Council in all disputes and litigation as directed by the Council, Board, and executive director. Descriptions of services to be rendered, compensation to be paid, and other necessary terms shall be by properly executed written agreement/contract between the attorney and the Board.

## **Article 7. Committees**

The president shall appoint the following committees.

- (1) The Executive Committee shall consist of the President, Vice-President, Secretary (if elected), Immediate Past President, and one additional member from within the Council

selected by the President. This Committee shall meet upon call of the President and consider any business deemed necessary. The Executive Committee may make recommendations to the full Council membership for actions and may act on behalf of the Council when so authorized by action of the Council.

- (2) The President may appoint or remove the following standing committees each year and provide them with a charge: (1) Nominating Committee; and (2) Budget and Work Program Review Committee.

Such committees shall meet upon call of the respective committee chairman and consider any business deemed necessary.

- (3) The President may appoint Special Committees as he/she deems necessary.

Unless otherwise noted, committee members may be from within or without the Council. The President shall appoint the Chairman who must be from within the Council.

## **Article 8. Meetings**

The following shall be considered sanctioned meetings of the Council.

- (1) The Organizational meeting shall be the first regular meeting in each calendar year.
- (2) Regular meetings shall be held at such times and places as determined by the Council and approved during its Organizational meeting. A quorum shall be required to conduct business.
- (3) Special meetings as deemed necessary by the President may be called by the President who shall provide written or oral notice of the meeting to each member, insofar as each member can be contacted practicably. The notice shall contain the date, time, place, and the subject(s) which shall be discussed. Additionally, a majority of the Council membership present at a regular meeting with a quorum may call a special meeting of the Council to conduct any business placed upon the call. If the call is made outside of a council meeting, it shall be signed by the membership calling for the special meeting and lodged with the executive director who shall notify all members by email, text, or personal written notice. Public notice of such meetings shall be in compliance with the provisions of KRS Chapter 424. A quorum shall be required to conduct business.
- (4) Committee meetings shall be called at such times and places as determined by the Chairperson.

All Regular meetings, Special meetings, and Committee meetings shall be called and held as prescribed by the Kentucky Revised Statutes.

The executive director, in consultation with the President of the Council or Chairperson of the Committee, shall prepare an agenda for all meetings. The first item on the agenda of all regular meetings shall be a provision for it to be amended and/or accepted.

#### **Article 9. Quorum**

A quorum shall consist of a simple majority of the membership of the Council or Committee excluding any ex-officio member. Any action taken is subject to Article 13.

#### **Article 10. Minutes and Records**

The Council and its committees shall keep an accurate and complete record of their proceedings. At a minimum, the minutes shall include the names of the members making and seconding motions as well as how each member voted on each motion.

#### **Article 11. Annual Budget and Work Program**

The Council shall act on the Board's proposed budget, work program, and proposed tax rate before July 1 of the applicable fiscal year.

#### **Article 12. Annual Audit**

The Council shall select an independent, reputable certified public accountant to prepare an audit of the records, books, and accounts of the Board for each fiscal year. The Board shall submit recommended name(s) of such qualified persons/companies to the Council for consideration, and the Board shall execute such contract with the person/company of the Council's choosing.

Copies of the audit shall be submitted to the Executive Committee which shall report its findings to the Council. Copies of the audit shall be made available to Council members upon request.

#### **Article 13. Voting, Number of Votes Necessary**

All Council members, or in their absence, their alternates shall be eligible to vote. However, each governmental unit shall be permitted to have only one vote on each issue requiring Council action. All actions taken by the Council must receive the affirmative vote of the following: either two (2) cities with a population equal to or greater than fifteen-thousand (15,000) based upon the most recent federal decennial census and a majority of the remaining membership in attendance or Kenton County and one (1) city with a population equal to or greater than fifteen-thousand (15,000) based upon the most recent federal decennial census and a majority of the remaining membership in attendance.

All voting shall be by roll call vote. Any Council member who abstains from voting shall be counted with the majority.

#### **Article 14. Conflicts of Interest**

Council members who have any direct or indirect financial or personal interest whatsoever in the outcome of a motion before said Council shall disqualify themselves at the beginning of discussion on said matter and shall disclose the nature of their interest. Such disclosure, however, shall not prohibit them from responding to questions on said issue during the meeting. This action, however, shall disqualify such members from voting on same, and such action shall be so noted in the Council's minutes and shall not be counted as an abstention.

#### **Article 15. Nomination and Selection of Management Board Members**

In accordance with KRS 147.630, up to nine (9) Management Board members will be selected from Council in the following manner: Kenton County and jurisdictions with a population equal to or greater than fifteen-thousand (15,000) based upon the most recent federal decennial census will be represented on the Board by their primary representative on Council. As populations increase, Council's nominating committee shall submit names of candidates for additional seats on the Management Board to the Council for action at the Organizational meeting of the Council where Council shall act in accordance with Article 13 of these bylaws.

#### **Article 16. Executive Director**

The Board shall employ an executive director who is qualified to plan, organize, and direct all operations of its staff, according to requirements of the Kentucky Revised Statutes and policies of the Board and Council. The executive director shall be responsible for completion of all work directed by the Board and Council.

The executive director shall make a periodic report to the Council on staff activities.

#### **Article 17. Amending Official Documents**

These bylaws shall be reviewed at least once every three (3) years.

Any and all proposed amendments to these bylaws or annual budget and work program shall be presented to the Council members at least five (5) days before the Council takes action on same. The date of said meeting shall count as one of the five (5) days.

If the Board determines that a proposed amendment to the approved budget and work program is substantial and thus needs Council action, it shall submit its recommendations to the Council for this purpose.