



NOTICE OF SPECIAL MEETING BY ZOOM

DATE: August 23, 2023
TIME: 8:30 AM
LOCATION: ZOOM ONLY

Join Zoom Meeting:

<https://us02web.zoom.us/j/83410549506?pwd=SzN6cXVKblBsY1cxRnJLSlVaQlZLUT09>

Meeting ID: 834 1054 9506

Passcode: 356527

Call-in Option - 1-305-224-1968

AGENDA

(Henry Todd, Chairman; Mike Criss, Vice Chairman; Charlie Perotti, Secretary; Tom Weik, Treasurer)

- 8:30 AM Determination of Quorum and Call to Order. Henry Todd, Chairman.
1. Authorization for the Secretary to Endorse 2023-24 Regional Service Grant (RSG) Resolution (*Attachment A*)
 2. Authorization to Formally Replace the Northwest CT Economic Development Corporation (NWCT EDC) with NHCOC as the Fiduciary and Administrator of the Region's Economic Development District (EDD) to Comply with the US EDA Requirement for Grant Applications (*Attachment may be provided pending NWCT EDC meeting on August 22nd*)
 3. Authorization for the Executive Director to Enter into Contracts with 1.11 Group for NHCOC Social Media Services in the amount of \$4,930 and \$4,850 for NHCOC Website Overhaul. Total Contracted Amount to 1.11 Group - \$9,780 (*Attachments B and C*)
 4. Proposed Revisions for Review:
 - a. NHCOC Bylaws (*Attachment D*)
 - b. NHCOC Policies and Procedures Manual (*Attachment to be provided in advance*)
 5. Finance Officer Recruitment (*Attachment may be provided at the meeting*)
- 9:00 AM Adjournment.

ATTACHMENT A

SECRETARY'S CERTIFICATE/RESOLUTION

I, Charles P. Perotti, Secretary of NHCOC, an organization (the "Organization") existing under the laws of the State of Connecticut, certify that the following are true and complete resolutions which were adopted at a duly called and held meeting of the governing body of NHCOC on August 23, 2023, and that such resolutions have not been amended or modified and continue to be in full force and effect:

RESOLVED, that the Organization execute and deliver to the State of Connecticut a Notice of Grant Award (the "Agreement") in the amount of \$488,097.53 for the 2023 Regional Services Grant.

RESOLVED, that Robert A. Phillips, as Executive Director of the Organization, is directed to execute and deliver the Agreement on behalf of the Organization and to do all things necessary or appropriate to carry out the terms of the Agreement, including executing and delivering all agreements and documents contemplated by the Agreement.

I further certify that Robert A. Phillips now holds the office of Executive Director and that he/she has held that office since 7/12/2021.

I am signing this certificate on August 23, 2023.

_____, Secretary

Signature





**Proposal for:
NHCOG Social Media
19 July, 2023**

OVERVIEW

The NHCOG has not revised or updated social media, which could be a great way to connect with town and state leadership AND help educate the public about what the NHCOG has to offer. This is a great opportunity to open up communication lines, and engage the public along with state and town leaders.

OBJECTIVE

The key objective is to revitalize/launch key social media platforms in a way that is user-friendly and easily updatable by the staff.

THE BIG IDEA

The NHCOG has a few social media pages already launched from a variety of previous marketing efforts (some of which the 1.11 Group was involved with, by the way!). The key is identifying which platforms make sense for the variety of work the COG does, ensuring that there is an updated profile that is accurate and appropriate and an overall strategy for keeping fresh content on each platform and keeping the audience engaged.

Content creation is the biggest challenge - having a dashboard that allows posts to be created ahead of time and set up for weekly publication, based on a social media calendar will keep content fresh and lively with zero effort on the part of the staff. Again, having a content calendar allows for ad hoc publication of posts that are in keeping with the monthly messaging and keeps the staff involved, but when they have the time to do it.

DELIVERABLES

1. Social media strategy.
2. Social media platform review/recommendations.
3. Social media platform updates.
4. Establish a dashboard to allow easy updates across platforms*.
5. Social media calendar creation.

BUDGET AND TIMING

We are ready to begin work when you are! Our initial work will take 3 weeks to complete, then will be ongoing through October, 2023. Our budget is \$4,930.00.

*Note: There may be a fee for a dashboard creation and ability to post across social media platforms - an inexpensive one that would work great is only \$240/year. We will make a recommendation and assist in enrollment.

TERMS & ACCEPTANCE

The total fee is \$4,930.00. The fee will be split into two payments of \$2,465.00. The first payment is due upon signing of this agreement, the second payment is due upon approval of the deliverables listed above.

Acceptance Criteria:

Review and sign off by NWHCOG

Location of Services:

One Eleven Group. 415 Sharon-Goshen Turnpike, West Cornwall, CT 06796

Mailing address: PO Box 218, West Cornwall, CT 06796

Project Contacts:

Emily Hultquist . Tel: 860.491.9884, hultquist@northwesthillscog.org

Janet Carlson. 860-672-0043 x111, janet@111-group.com

Doug Bloom. 860-672-0043 x115, doug@111-group.com

Terms:

Amendment. This Agreement may be amended by mutual agreement of the parties at any time, including an extension of this Agreement, provided that such amendment is executed with the same formality as this Agreement. If no action is taken on this project for a period of 90 days, a start up fee of \$500.00 and a Change Order will be required. No fees that have been paid will be returned.

One Eleven Group. Janet Carlson or Doug Bloom

NWHCOG. Emily Hultquist or Rob Phillips

APPROVED BY NHCOG

Emily Hultquist or Rob Phillips

Date:

APPROVED BY 1.11 GROUP:

Janet Carlson

Date:

ATTACHMENT C



**Proposal for:
NHCOC Website
19 June, 2023**

OVERVIEW

The NHCOC has not revised or updated the website in quite a while (a decade, to be exact), and the COG would like to be able to easily add or delete or update information on the site internally. A new site would also serve to usher in a new generation of leadership at the COG.

OBJECTIVE

The key objective in updating the site is to make it more accessible, more user-friendly and easily updatable by the staff.

THE BIG IDEA

Most of the content is germane and has been kept updated, so the best approach is to “dump” the content into a new Wordpress template that can be edited on the front end without the need for programming skills on the COG’s staff part - plus, you can see the information you are inputting and see how the format lays out, it is very intuitive and easy to use. We would keep existing content and visuals and any archived content and provide a fresh, clean, new format that is easy to keep updated. With a new team and new leaders, it is time to refresh the site to highlight the new direction of the COG.

Hosting and maintenance has been an issue in the past - not any more. We will provide hosting and maintenance to ensure a good user experience and ongoing, monthly maintenance to ensure updates are done - also, if something gets broken, we are available to get it fixed quickly.

Starting September 1st, 2023 we will bill \$260.00 monthly for hosting and maintenance.

BUDGET AND TIMING

We are ready to begin work when you are! Our work will take 4 - 8 weeks to complete. Our budget is \$4,850.00 to overhaul the website. We will also track down www.nwcteconomicdevelopment.org and see if we can regenerate the content in that site. We will budget an additional \$800.00 for that work (to be billed separately).

TERMS & ACCEPTANCE

The total fee for the site revamp is \$4,850.00. The fee will be split into two payments of \$2,425.00. The first payment is due upon signing of this agreement, the second payment is due upon approval of the site transfer.

Acceptance Criteria:

Review and sign off by NWHCOG

Location of Services:

One Eleven Group. 415 Sharon-Goshen Turnpike, West Cornwall, CT 06796

Mailing address: PO Box 218, West Cornwall, CT 06796

Project Contacts:

Emily Hultquist . Tel: 860.491.9884, hultquist@northwesthillscog.org

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One Eleven Group. Janet Carlson or Doug Bloom

NWHCOG. Emily Hultquist or Rob Phillips

APPROVED BY NHCOCG

Emily Hultquist or Rob Phillips

Date:

APPROVED BY 1.11 GROUP:

Janet Carlson

Date:

ATTACHMENT D

Northwest Hills Council of Governments

BYLAWS

**Adopted on January 9, 2014
Revised April 9, 2015**

Acknowledgement is provided to the Council of Governments of the Central Naugatuck Valley for providing a copy of their bylaws which was used as a template for the preparation of the following bylaws.

**Northwest Hills
Council of Governments**

BYLAWS

ARTICLE I – NAME

The name of the organization is the Northwest Hills Council of Governments, also referred to as “Regional Council” or “NHCOG.”

ARTICLE II – PURPOSE AND POWERS

Section 1 – Purpose. The purpose of the Northwest Hills Council of Governments is to:

- serve as a continuing forum to promote cooperative arrangements between its member municipalities
- initiate and implement programs and coordinating actions, on a voluntary basis, for the benefit of the Northwest Hills Planning Region
- serve as a regular forum for contact and discussion of items of mutual interest among municipal officials
- consider such matters of a public nature common to two or more members of the Regional Council, as it deems appropriate, including matters affecting the health, safety, welfare, physical development, conservation, transportation, and economic conditions of the region
- coordinate and carry out comprehensive regional planning in the Northwest Hills Planning Region

Section 2 – Powers. The Regional Council shall have all rights and authority and shall be subject to all of the responsibilities and duties as are granted to and required of a Regional Council of Governments under the General Statutes of the State of Connecticut, Chapter 50, Sec. 4-124i through 4-124p, as amended, or by special acts of the Connecticut General Assembly.

Section 3 – Regional Plans. The Council shall adopt a Regional Plan of Conservation and Development and recommend policy for the development of the region. The Council shall instruct the Commission to prepare and keep up-to-date a Regional Plan of Conservation and Development and to prepare reports, plans and policies as required by the Connecticut General Statutes, as may be amended from time to time and other applicable laws, and may instruct the Commission to prepare other plans and documents as the Council shall deem appropriate. Any

such instructions of the Council shall specify a reasonable time period in which the Commission shall take the action required by such instructions. Any modifications of the Plan shall be subject to approval by the Council.

ARTICLE III – MEMBERSHIP

Section 1 – Membership. Membership in the Regional Council shall be the member municipalities of the Region, as defined or redefined by the Secretary of the Office of Policy and Management, or his/her designee, under provisions of CGS Sec. 16a-4a. To become a member, the legislative body of a municipality must adopt an ordinance joining the Regional Council.

Section 2 – Representatives. Each member municipality shall be entitled to one voting representative on the Regional Council who shall be the chief elected official.

Section 3 – Alternates. The elected chief executive may designate an alternate to represent him/her at any Regular Meeting, Special Meeting or Emergency Meeting of the Regional Council. Within the requirements of Section 4-124k of the CGS, the alternate must be an elected official appointed in the manner provided by ordinance of the legislative body of such member.

ARTICLE IV – MEETINGS OF THE COUNCIL

Section 1 – Regular Meetings. Unless otherwise specified by resolution of the Regional Council, the regular meetings of the Regional Council shall be held at least eight times a year. The time and place of regular meetings shall be in accordance with a schedule adopted annually, in November, and transmitted to the Secretary of State, as required by law.

Section 2 – Special Meetings. Special meetings shall be held by call of the Chairman or by petition to the Secretary of the Regional Council from those individuals making up 20% of the membership of the Regional Council, or upon petition of a majority vote of the Executive Committee of the Regional Council.

Section 3 – Emergency Meetings. An emergency meeting may be held at the call of the Chairman without filing an advanced notice of the meeting. Within 72 hours of the meeting, the Regional Council must file its minutes, including the reason for the emergency.

Section 4 – Annual Meeting. The Annual Meeting shall occur during the month of June, at which time the officers and members of the Executive Committee shall be elected for the following fiscal year..

Section 5 – Budget Meetings. The fiscal year of the Regional Council shall be from July 1st through the following June 30th. The local dues to be requested from the member

municipalities shall be determined at the February meeting based upon a proposed budget. The budget of the Regional Council shall be adopted not later than the May meeting.

Section 6 – Call of Meetings. Each member of the Regional Council shall be sent notices of meetings described in Sections 1, 2, 4, and 5 above, in writing, sent out at least seven days before the meeting date. The Regional Council, in sending out notices of meetings, shall include the place of meeting, the time of meeting, a statement of the purpose of the meeting and a proposed agenda for the meeting. No item not included in the agenda shall be acted upon at such meeting other than routine ministerial or administrative matters, except by the unanimous approval of all members present and constituting a quorum.

Section 7 – Quorum. For the conduct of business of the Regional Council, a majority of the membership of the Regional Council shall constitute a quorum for the transaction of business.

Section 8 – Voting. Each municipality participating in the Regional Council shall have one vote exercised by its elected chief executive or his/her appointed alternate. Action by the Regional Council shall be a majority vote of those members of the Regional Council's entire membership present and voting.

Section 9 – Cancellation of Meetings. The Chairman may cancel a meeting, and members will be notified by mail, fax, or email. In case of weather or an emergency, the executive director or his designee has the authority to cancel the meeting if the chairman cannot be reached.

Section 10 - Remote Participation in Meetings. Representatives who are unable to attend Council meetings in person may participate in all meetings by any means of communication (including, but not limited to, electronic, telephone, video, internet/online) by which all Members participating may simultaneously hear each other and/or participate during the meeting. A Member participating remotely in a meeting shall be deemed present at the meeting for all purposes, including, but not limited to votes and quorum. Meetings with such participation shall be held in a designated public place and conducted with the same procedures as specified elsewhere in these bylaws.

ARTICLE V – OFFICERS

Section 1 – Officers. Officers of the Regional Council shall include a Chairman, Vice-Chairman, Secretary, and Treasurer, who shall also be Assistant Secretary. Officers shall be elected from among the members of the NHCOC and hold the respective offices as named individuals. **No officer may serve more than 2 full successive terms in any**

one office. (this is no longer required by state statute. Thus this is a Council decision on whether to keep, modify or remove – i.e. no term limits)

Section 2 – Method of Selection. The NHCOC Chairman shall appoint a Nominating Committee of three members and name the Chairman of the Nominating Committee who shall report at the May meeting of the Regional Council. The Nominating Committee Chairman shall mail or email to members of the Regional Council, at least ten days prior to the May meeting, the proposed slate of officers for the coming fiscal year. Nominations shall also be accepted from the floor. The Nominating Committee shall be responsible for nomination requirements. The election of officers shall occur at the June meeting pursuant to nominations made at the May meeting. The officers shall serve for a one-year term commencing July 1st **or until successors have been elected. (not consistent with state statute which requires annual elections)**

Section 3 – Vacancies. In the event any vacancy occurs in any office during the year, a successor shall be elected to serve the unexpired term. The Chairman, or, in his/her absence, the Executive Committee, shall nominate a name for any vacancy among the officers or Executive Committee at any regular or special meeting of the Regional Council following notice of the vacancy. Nominations shall also be accepted from the floor. The election shall be by a majority vote of the members present at the meeting.

Section 4 – Chairman. The Chairman shall preside at all meetings of the Regional Council and the Executive Committee except that in his/her absence the Vice Chairman shall preside, and in the absence of both the Chairman and the Vice Chairman, a member of the Executive Committee designated by the Regional Council as acting Chairman shall preside. When so directed by the Regional Council, the Chairman shall affix his/her signature to all reports, plans, and publications which have been adopted by the Regional Council and, when so authorized, shall sign contracts in the name of the Regional Council. The Chairman may call special meetings of the Regional Council as specified in Article IV, Section 2, and emergency meetings of the Regional Council as specified in Article IV, Section 3. As a member of the Regional Council, the Chairman shall have the right to vote on all matters which may come before the Regional Council. The Chairman shall be a member of all standing and special committees, ex officio without vote, except in the case of tie votes or when required for a quorum.

Section 5 – Vice Chairman. In the absence of the Chairman, the Vice Chairman shall assume the powers and duties of the Chairman.

Section 6 – Secretary. The Secretary shall keep the official records of the Regional Council including the minutes of meetings of the Regional Council and the Executive Committee and generally shall perform such duties as may be required of him/her by the Regional Council. The Secretary may delegate the record keeping functions of his/her office to the Executive Director or his/her designee.

Section 7 – Treasurer. The Treasurer shall receive and take charge of all money, property, and securities of the Regional Council delivered to him/her. Under the direction of the Treasurer, the Executive Director or his/her designee shall deposit all money to the credit of the Regional Council in a bank or banks selected by the Executive Committee; make all disbursements by check as described in Article X; keep an accurate record of receipts and disbursements; and report on finances at each regular meeting of the Regional Council. He/she shall submit NHCOC books and records for annual audit under the provisions of the State Municipal Auditing Act and federal audit requirements. He/she may furnish bond in the amount established by the Regional Council, and the cost of this bond to be paid by the Regional Council. In the event of the inability of the Treasurer to serve, the Executive Committee is authorized to appoint an acting Treasurer who may be covered by bond. The Treasurer shall assume the powers and duties of the Secretary in his/her absence or inability to serve.

Section 8 – Removal from Office. Officers may be removed from office by vote of 2/3 of all members.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Composition. The Executive Committee of the Regional Council shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, and two at-large members of the Regional Council. The Executive Committee shall be elected in the same manner as presented in Article V for the officers. **(state statute now uses the term “may” instead of shall. Therefore, an EC is not required under law. Further, do we really want the EC to be subject to Article V above? We don’t follow it currently)**

Section 2 – Responsibilities. The Executive Committee shall **(change to “may”?)** make recommendations to the Regional Council for approval of budgets, personnel policies, bylaws, and other duties assigned by the Regional Council.

During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments, or transfers do not increase the assessments of the members of the Council and do not exceed \$5,000 in any one line item or ten percent (10% ?), whichever is greater, of the approved budgeted item. (or should the ED have some discretion at some financial level such as \$2,500 as in Article VII – Section 3 below?)

Section 3 – Quorum. A quorum of four will be necessary for the conduct of business by the Executive Committee.

Section 4 – Meetings. Meetings of the Executive Committee shall be called by the Chairman, or by the Chairman upon the written request of two members of the Committee. The call of meetings of the Executive Committee shall be in writing and sent out at least five days before the date of the meeting. Emergency meetings may be called and without written notice. The actions of the Executive Committee may be subject to approval by the Regional Council at its next regular meeting.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1 – Appointment and Compensation. The Northwest Hills Council of Governments shall, by affirmative vote of a simple majority of the total membership of the Regional Council, appoint an Executive Director for an indefinite term. The salary of the Executive Director shall be fixed by the Regional Council at the time of the appointment of the Executive Director and shall thereafter be reviewed annually at the time of the adoption of the budget.

Section 2 – Removal. The Regional Council may remove the Executive Director from office by an affirmative vote of a simple majority of the total membership of the Regional Council.

Section 3 – Powers and Duties. The Executive Director shall be the chief administrative officer of the Regional Council and shall be responsible to the Regional Council for the administration of Regional Council affairs and for implementing policy directives of the Regional Council. The Executive Director shall have the following powers and duties:

- With the approval of the Regional Council, establish the number and duties of the employees of the Regional Council and shall make salary recommendations to the Executive Committee, who shall in turn make recommendations to the Regional Council for final action. The Executive Director shall appoint and, when necessary, remove employees of the Regional Council.
- Report to the Regional Council on all matters affecting the organization, as directed by the Regional Council;
- Be responsible for the supervision of the staff and the coordination of the work of consultants;
- Prepare a proposed annual work program together with a proposed annual budget for submission to and adoption by the Regional Council; and upon adoption, shall execute the work program and budget;
- Recommend annually a pay plan and personnel policies for all personnel employed by the Regional Council;

- Prepare the agenda for and attend all Regional Council meetings with right to take part in the discussion, but without the right to vote;
- Ensure that all provisions of laws affecting the Regional Council are enforced and executed as intended;
- Submit to the Regional Council and make available to the general public an annual report on the activities of the Regional Council;
- Within the terms of the budget approved by the Regional Council, shall be authorized to approve non-recurring expenditures for individual items in an amount not to exceed \$2,500; and
- Perform such other duties as required and directed by the Regional Council.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees. The Regional Council may establish standing committees whenever deemed necessary to further the purpose of the Regional Council. Standing committees shall be formed and operate as follows:

1. Members, and the Chairman, of all standing committees shall be appointed by the Regional Council Chairman to serve until the next annual meeting of the Regional Council or until their successors have been appointed.
2. A quorum for standing committee action shall be three members or 50% of the committee membership, whichever is less. Each standing committee may elect or appoint one vice chairman.
3. Each standing committee may act for the Regional Council carrying out programs approved by the Regional Council within its general area of responsibility. No standing committee shall commit the Regional Council to contracts, financing, or other commitments not previously approved by the Regional Council.
4. Standing committees will keep written records of meetings for submittal to the Executive Director and shall make regular progress reports to the Regional Council.

Section 2 – Special Committees. The Regional Council may establish, from time-to-time, such special or ad hoc committees as may be needed. Such committees shall serve such terms and perform such duties as the Regional Council prescribes. Special Committees will keep written records of meetings for submittal to the Executive Director.

ARTICLE IX – FINANCES

Section 1 – Fiscal Year. The fiscal year of the Regional Council for purposes of budgeting, accounting, auditing, and fiscal reporting is July 1 through June 30.

Section 2 – Grants. The Regional Council shall approve requests for grants from the state or federal government. Approval of such requests shall include the authorization by the Chairman and/or Executive Director to sign such agreements or contracts with the state or federal government, within the scope of the requests of the Regional Council to the state or to the United States government.

Section 3 – Gifts, Bequests, or Contributions. The Regional Council may accept gifts, bequests, or contributions, provided they are to be used at the discretion of the Regional Council.

Section 4 – Expenditure of Funds. Expenditures of Regional Council funds shall be within the budget approved by the Regional Council, and shall use policies and procedures approved by the Regional Council. **Budget Modifications shall be in accordance with Article XI – Section 2.**

Section 5 – Dues. The Regional Council shall establish dues to be appropriated by NHCOC member municipalities for the expenses of the NHCOC in the performance of its purposes, responsibilities, and activities. Each member municipality's annual assessment is due by August 1 of the Regional Council's fiscal year. If any member's assessment has not been paid by the end of the first quarter of the Regional Council's fiscal year, the Regional Council may take such action as it deems advisable including, but not limited to, the suspension of such member's right to vote at any meeting of the NHCOC and the right to hold any elected or appointed NHCOC office. If any member's assessment remains unpaid by the end of the second quarter of the Regional Council's fiscal year, the municipality will automatically lose its right to vote at any NHCOC meeting and the right to hold any elected or appointed NHCOC office. Payment of all delinquent assessments, in full, will automatically reinstate such municipality to full rights and privileges.

ARTICLE X – LEGAL COUNSEL

Legal counsel may be employed as needed, in a manner prescribed by the Council and/or Executive Director, to advise and represent the NHCOC as needed.

ARTICLE XI – AGREEMENTS

The Council may enter into agreements with local political jurisdictions, the state government and its agencies, the federal government and its agencies, regional agencies, and other public and private organizations for the purpose of carrying out the powers and duties conferred upon the Council by the General Statutes, as

amended.

ARTICLE XII – AMENDMENTS

These bylaws may be amended by a vote of two-thirds of the members present and voting at a meeting of the Regional Council described in Article IV, but not less than a majority of the entire membership. Before adoption of these bylaws or an amendment thereto, they shall be considered at a previous meeting of the Regional Council. Notice of adoption or amendment of the bylaws, stating the complete text of the adoption or amendment, shall be sent to all members of the Regional Council as specified in Article IV.

Prior to formal adoption of amendment(s), the Council shall engage with Legal Counsel who shall determine the legality and validity of the proposed amendment(s).

~~These bylaws shall become effective immediately upon their adoption by a majority of the elected chief executives elected to the Regional Council of at least ten towns, boroughs or cities which have adopted the ordinance establishing a Northwest Hills Council of Governments, at the date of the meeting these bylaws are acted upon.~~

(Unnecessary and erroneous with just 10 towns referenced)

ARTICLE XIII – WITHDRAWAL

Any member city, town, or borough may withdraw from membership in the Regional Council by the adoption of an ordinance of withdrawal by its legislative body.

ARTICLE XIV – EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption, and as amended.

Adoption

January 9, 2014

Amendments

April 9, 2015

Sept/Oct XX, 2023 ??

