



BYLAWS OF THE NORTHERN MIDDLESEX COUNCIL OF GOVERNMENTS

As Amended May 21, 2025

Article I. General Provisions

Section 1. Name

This regional planning district and public body shall be formally recognized as the Northern Middlesex Council of Governments (hereinafter “the Council” or “NMCOG”).

Section 2. Principal Office

The principal office of NMCOG shall be situated within the geographical boundaries of its jurisdictional territory as determined by the Council and in accordance with applicable laws and regulations.

Section 3. Enabling Legislation

The Council is established in accordance with Chapter 40B of the Massachusetts General Laws, as periodically amended, supplemented, or replaced by the legislative enactments of the Commonwealth.

Section 4. Purpose, Vision, and Mission

- a) **Purpose:** The Council prepares studies and plans designed to promote, with the greatest efficiency and economy, the coordinated and the orderly development and economic growth of the planning district and the general welfare and prosperity of its communities. The Council strives to bring a regional and interregional perspective to all areas of planning and resource management by fostering cooperative efforts between municipalities and encouraging collaboration between the public and private sectors. The Council promotes the interests of the local communities at the state and federal levels and acts as a liaison between the municipalities and other levels of government.
- b) **Vision:** To be a leader in sustainable regional planning, strategic resource allocation, and collaborative municipal governance.
- c) **Mission:** The Council leads transformative change and regional growth, fostering collaborative, inclusive, and equitable planning that ensures climate resiliency, democratized data, economic opportunity, preservation of natural resources, housing abundance, municipal stability, regional coordination, and safe and accessible transportation by providing direct technical assistance to and fostering regional collaboration among its member municipalities to address common challenges, promoting coordinated and efficient development, and enhancing the general welfare of its communities in accordance with the Council’s Strategic Plan.

Section 5. Powers, Duties, and Authorities

NMCOG shall have the authority to:

- a) Adopt and enforce internal rules and regulatory frameworks governing the conduct of its affairs.
- b) Establish and modify membership assessment schedules.
- c) Serve as a liaison between municipal, state, and federal entities.
- d) Enter into legally binding agreements, contracts, and cooperative arrangements.
- e) Conduct financial transactions, incur obligations, and secure funding in accordance with the law.
- f) Perform any non-planning functions on behalf of its member communities.

Article II. Membership

Section 1. Jurisdictional Authority

The area of planning jurisdiction of the Council shall consist of the following cities and towns in Massachusetts: Billerica, Chelmsford, Dracut, Dunstable, Lowell, Pepperell, Tewksbury, Tyngsborough, Westford, and such other towns and cities that become members of the Planning District through the process outlined in G.L. c. 40B, §3.

Section 2. Composition of Membership

Each member municipality shall be officially represented by two delegates, hereinafter known as Council members. Each member municipality shall designate one member of its planning board and one member of its select board or city council. All elections or appointments of Council members shall annually be certified in writing to the Council by the electing or appointing authority. In towns, such elections shall take place when the respective boards first reorganize after regular town elections. In cities, such elections shall be held in the month of January. The planning board, select board and city council members duly elected and certified shall be entitled to vote on all matters before the Council.

The Secretary of the Executive Office of Housing and Livable Communities or a designee shall be a Council member *ex officio*, without the right to vote.

Section 3. Admission of and Withdrawal from Membership in the NMCOG

Municipalities seeking membership in the Planning District must submit a formal petition, subject to approval by a two-thirds majority vote of the existing membership, as provided in Section 3 of G.L. Chapter 40B.

After three (3) years of membership in the Planning District, a member municipality may withdraw from NMCOG by an affirmative majority vote at the annual meeting of its Legislative Body. After such a vote, the Executive Body of said municipality shall notify the Council and request that the Executive Director prepare a Withdrawal from Participating agreement.

Section 4. Terms and Tenure of Membership

Elected officials: Elected municipal officials shall serve a term on the Council not exceeding one (1) calendar year.

Appointed officials: Appointed municipal officials shall serve on the Council at the discretion of the appointing authority for terms defined by their respective municipalities.

Alternates: There may be an alternate delegate from each member municipality. The alternate member may be appointed annually when the planning board, select board or city council members are elected. Said alternate members shall be appointed by the city manager in a city having a city manager, and in a town by the select board, or, if there is a town manager, by the town manager. Such appointments shall be certified in writing to the Council by the appointing authority prior to qualifications as a member of the Council.

Said alternate may provide one vote in the absence of the designated select board or city council or planning board members from the city or town from which they were appointed and otherwise assume the rights and duties of such absent member or members. Such alternates may be replaced at any time at the discretion of the appointing authority.

Section 5. Vacancies, Removal, and Disqualification

A member of the Council may be replaced prior to the expiration of their term by vote of the planning board, select board or city council electing such members. Certification of such a vote shall be provided to the Council in writing. In the event a planning board, select board or city council fails to elect or re-elect a member in accordance with this provision, the previously elected member shall remain a member so long as they remain a member of the board that last elected them. The appointing authority shall fill vacancies within thirty (30) days. Members of the Council may be removed for misconduct, malfeasance, or noncompliance with NMCOG policies.

Section 6. Ethical Conduct and Conflict of Interest Provisions

All members of the Council shall adhere to the ethical guidelines established under Massachusetts General Laws Chapter 268A governing public officials and conflicts of interest.

Article III. Officers

Section 1. Designation of Officers and Their Duties

Chair:

The Chair of the Council shall preside over all meetings of the Council, ensuring order and adherence to rules of procedure. The Chair shall open meetings, announce and organize the business before the Council, put motions to vote, and announce results.

The Chair shall have the privilege of participating in discussions and voting on all motions without vacating the Chair. They shall appoint members to standing committees—Finance, Personnel, and Executive Committees—and establish special committees as needed, appointing their members.

Additionally, the Chair shall represent the Council on the Northern Middlesex Metropolitan Planning Organization (MPO), as outlined in the MPO's Memorandum of Understanding (MOU). The Council may authorize the Chair to vote on MPO actions, and in cases where new and/or unexpected matters or information arise at an MPO meeting, the Chair shall exercise discretion by casting a vote. If such information could result in the removal of a project from the Transportation Improvement Program, the Chair shall request a deferral of action until the Council has had an opportunity to review and deliberate over the matter, with a special meeting of the Council to be convened if necessary.

The Chair shall maintain order and decorum, enforce rules of debate, and provide guidance on procedural matters. They shall authenticate, by signature, when necessary, all acts, orders, and proceedings of the Council, and serve as its representative, articulating its decisions and carrying out its directives.

Vice Chair:

The Vice Chair shall act for the Chair during their absence, and, in the case of the Chair becoming vacant, shall act as Chair in all matters until the position is filled as set forth below in Section 3.

Clerk:

The Clerk of the Council shall be the recording officer of the Council and the custodian of its records, except such as are specifically assigned to others. These records shall be open to inspection by any Council member at reasonable times, and when a committee needs any records for the proper performance of its duties, they shall be made available to its Chair. The Clerk shall keep a register of the members and call the roll when required, notify officers and Council members of an election or appointment, and sign all approved minutes. The Clerk is also responsible for soliciting, receiving and tallying all nominations for Council officers.

Assistant Clerk:

The Assistant Clerk, in the absence of the Clerk, shall perform all the duties and assume all the responsibilities of the Clerk.

Treasurer:

The Treasurer of the Council shall be the fiscal agent of the Council, and it shall be their duty to keep proper financial records of the Council and to carry out financial matters in accordance with Massachusetts General Law Chapter 40B. The Treasurer shall report annually to the Council and at such other times as the Council may desire, provided that the Treasurer may demand thirty (30) days' notice thereof. The Treasurer shall be a member of the Council's Finance Committee.

Assistant Treasurer:

The Assistant Treasurer, in the absence of the Treasurer, shall perform all the duties and assume all the responsibilities of the Treasurer. In addition, the Assistant Treasurer shall be a member of the Finance Committee. The Treasurer and Assistant Treasurer (and all employees

and Council members who deal in financial matters) shall be bonded by a Uniform Liability Bond maintained by the Council.

Northern Middlesex Metropolitan Planning Organization (MPO) representative:

NMCOG serves as staff to the Northern Middlesex MPO, as defined and authorized by federal law defining MPO roles and responsibilities. The Northern Middlesex MPO representative shall represent the Council on the Northern Middlesex MPO as outlined in the MPO's Memorandum of Understanding (MOU) and shall provide the Council with information and perspective on MPO activities. The Council may authorize the MPO Representative to vote on MPO actions and, in cases where new and/or unexpected information arises at an MPO meeting, the MPO Representative shall exercise discretion by casting a vote. If such information could result in the removal of a project from the Transportation Improvement Program, the MPO Representative shall request a deferral of action until the Council has had an opportunity to review and deliberate, with a special meeting convened if necessary.

Section 2. Term Limits and Succession

Officers shall serve one-year terms, renewable upon election in the case of officials who remain on their respective appointing body.

Section 3. Procedures for Nominations and Elections

At least thirty (30) days prior to the first regular June meeting of the Council, or prior to any meeting called for the purpose of electing officers, the Chair shall appoint a Nominating Committee, composed of three (3) Council members and the Executive Director or their designee. The Committee shall, among themselves, elect a chair. The entire Council shall be notified of the membership of the Nominating Committee. It shall be the responsibility of the Nominating Committee to nominate at least one candidate for each of the following offices: Chair, Vice-Chair, Clerk, Treasurer, and Northern Middlesex MPO representative of the Council. The report of the Committee shall be sent to each member of the Council at least five (5) days prior to the September meeting, or any meeting called for the purpose of electing officers. The above does not preclude, and the Council encourages nominations from the floor.

Annually, during the regular meeting of September, the Council shall elect a Chair, Vice-Chair, Clerk, Treasurer, and Northern Middlesex MPO representative whose term shall begin at the next regularly scheduled Council meeting in October - the Annual Meeting. The selection of officers shall be by majority vote of those members present. Should a tie occur and there are more than two (2) candidates, the Council shall hold a runoff election to reduce the nominees to two (2). The two (2) candidates with the highest number of votes shall be the final candidates.

The Council shall designate an Assistant Treasurer and Assistant Clerk at the first regular Council Meeting following the election. Council members who are interested in serving in these roles may submit their names to the Executive Director in advance of the first regular Council Meeting following the election. Nominations would also be accepted from the floor during the meeting.

Section 4. Removal of Officers

Any officer of the Council may be removed from their position upon a vote of two-thirds (2/3) affirmative vote at two consecutive Council meetings. The reasons for the recall shall be stated in writing and on record in the meeting minutes.

Article IV. Executive Director

Section 1. Appointment and Mandatory Qualifications

The Executive Director shall be appointed by a majority vote of the Council. The individual shall possess the necessary expertise, education, and experience in regional planning, public administration, or a related field.

Section 2. Enumerated Powers and Fiduciary Duties

The Executive Director shall:

- Oversee the day-to-day operations of NMCOG.
- Implement strategic initiatives and policies established by the Council.
- Supervise staff and manage organizational resources.
- Serve as the principal liaison between NMCOG and governmental agencies.
- Execute contracts and agreements on behalf of NMCOG.
- Ensure fiscal solvency and stability.
- Co-sign Council checks duly authorized by Warrant, with the Chair, Treasurer, or Assistant Treasurer. In the absence of the Executive Director, the Deputy Director may co-sign said checks.

Section 3. Compensation, Performance Evaluation

The compensation of the Executive Director shall be determined by the Council. The Executive Director shall receive an annual performance evaluation.

Article V. Governance and Administration

Section 1. Staff Employment and Responsibilities

The NMCOG staff and the Council shall have the authority to employ the necessary staff for the execution of Council responsibilities. Staff members shall function under the supervision of the Executive Director. The Council may also hire other assistance and support for the furtherance of its purposes as set forth in this bylaw and G.L. Chapter 40B, as amended by Chapter 352 of the Acts of 1972 and Chapter 14 of the Acts of 1974. Such personnel, other than the Executive Director, consultants and part-time or intermittent personnel, shall be subject to and paid in accordance with the annual fiscal year budget approved by the Council and in accordance with an annual performance review as described in the Council's Personnel Manual. Staff employment by the Council is subject to the availability of funds and the staffing requirements of the Council. Continued employment by the Council is subject to the aforementioned and satisfactory performance of responsibilities on the part of the employees.

Section 2. Work Program, Fiscal Policy, and Budget Oversight

NMCOG shall establish an annual comprehensive work program aligned with its Strategic Plan and related planning documents. The budget shall be prepared annually and subject to Council approval.

Section 3. Legal Reporting, Audit Compliance, and Transparency

NMCOG shall comply with all applicable laws and regulations, including state-mandated audits and reporting requirements. Financial warrants shall be prepared by the Executive Director and reviewed and approved by the Council on a monthly basis.

Section 4. Annual Report

The Executive Director shall annually prepare and distribute for the previous fiscal year a report to member municipalities, and show the status of the Council's plans, policies and recommendations. Said annual report shall be submitted to the member municipalities following the close of the previous fiscal year and in accordance with member municipality submission protocols.

Section 5. Adoption of Plans

All official plans of the Council shall be adopted by a majority vote of the Council. Voting on the amendment or adoption of an official plan may occur at a regular Council meeting. When required, the Council may provide a draft plan for consideration and release the draft for public comment, prior to voting for an amendment or adoption of a plan.

Article VI. Meetings and Parliamentary Procedures

Section 1. Regular and Special Meetings

NMCOG shall convene regular monthly meetings on the third Wednesday of every month, unless the membership votes to hold the meeting on another date. Special meetings may be called at the discretion of the Chair or at the request of a majority of the Council members.

Section 2. Agenda Preparation and Distribution

The agenda for each meeting shall be prepared by the Executive Director in consultation with the Chair and distributed in advance to Council members.

Section 3. Quorum and Voting Requirements

The Council shall conduct business and act on any matters requiring a vote of the membership only when a quorum is present. A quorum shall consist of a majority of the member municipalities, at least five (5), plus four (4) additional Council members, for a total of nine (9) members representing the region.

Section 4. Public Participation, Transparency, and Open Meeting Law Compliance

All Council meetings shall be conducted in compliance with the Massachusetts Open Meeting Law Chapter 30A, §20, et seq., and any related executive orders or rules set forth by the Commonwealth to ensure transparency and public participation.

Section 5. Record-Keeping and Minutes Retention

Minutes of each meeting shall be recorded, reviewed, and maintained in accordance with G.L. c. 30A, §20 and record retention laws.

Article VII. Committees

Section 1. Standing Committees

Finance Committee

The Finance Committee shall consist of the Treasurer of the Council, who shall serve as Chair, the Assistant Treasurer of the Council, the Chair of the Council, and two (2) members appointed by the Chair of the Council. The Finance Committee shall be responsible for maintaining financial control of the Council's affairs. It shall be the specific duty of this committee, in consultation with the Executive Director, to report to the Council as a whole, current debt, cash flow, and all other matters pertaining to financial stability. The Finance Committee shall recommend the annual budget and any adjustment unto during the fiscal year to the full Council for approval. Activities undertaken by the Finance Committee shall be reported to the Council by the Chair of the Finance Committee at the next regular Council meeting.

Personnel Committee

The Personnel Committee shall consist of three (3) members appointed by the Chair of the Council. The Personnel Committee shall be responsible for confirming the hiring of all employees in consultation with and as recommended by the Executive Director. Additionally, when personnel wage increases or additions of staff represent a substantive change to the fiscal year budget or mid-year budget as approved by the Council, the Personnel Committee shall review and recommend any necessary changes. As stipulated in the NMCOG Personnel Manual, the Personnel Committee shall act on all grievances brought to them by the Chair of the Council before a grievance is taken to the full Council. Activities of the Personnel Committee shall be reported to the Council at the next regular Council meeting.

Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Clerk, Treasurer of the Council, and either the Assistant Treasurer or Assistant Clerk. Actions taken by the Committee shall be on behalf of the Council. The primary role of the Executive Committee is to set the Council meeting agenda, assist the Executive Director with operational or financial matters of urgency, and to act on behalf of the Council during the months of July and August and in situations where the meeting of the Council cannot be conveniently convened after duly called.

Non-Standing, Special, and Ad Hoc Committees

The Council may establish any special (non-standing) committee that is deemed necessary to assist the Council in carrying out its statutory and contractual duties and responsibilities. Committee charges and membership shall be included in the formation of such special committees and clearly defined and recorded in the minutes of the meeting at which the

committee is formed. Activities undertaken by said Committee shall be reported to the Council at the next regular Council meeting. The Chair may establish special or ad hoc committees as necessary to address specific issues.

Section 3. Membership Criteria and Appointment Protocols

Committee membership shall be determined by the Council, and appointments shall be made in accordance with the needs of the organization.

Article VIII. Financial Management and Oversight

Section 1. Fiscal Year Determination

The NMCOG fiscal year shall begin on July 1 and conclude on June 30 of the following year.

Section 2. Budget Preparation, Submission, and Adoption

The annual budget shall be developed by the Finance Committee and submitted for Council approval in May of each calendar year.

Section 3. Annual Assessments, Fee Collection, and Revenue Allocation

NMCOG shall levy annual assessments on member municipalities based on an equitable funding formula in accordance with MGL Chapter 40B. The member assessments shall be recommended by the Finance Committee and submitted for Council approval in December of each calendar year.

Section 4. Fiscal Accountability, Debt Obligations, and Financial Liabilities

All financial transactions shall be conducted in compliance with state fiscal policies. NMCOG shall not incur debt beyond its ability to repay.

Section 5. Mandatory Annual Financial Audit

NMCOG shall undergo an independent financial audit annually, with findings distributed to the Council.

Article IX. Amendments and Revisions

Section 1. Periodic Review and Amendment Protocols

The NMCOG Bylaws shall be reviewed and, if necessary, amended every five (5) years.

Section 2. Administrative Modifications and Adoption Procedures

The Bylaws may be amended at any meeting of the Council by a two-third ($2/3$) vote of those present, a quorum being present, provided that the proposed amendments, and notice thereof, has been sent to all members of the Council at least seven (7) calendar days prior to such meeting. If an amendment to the Bylaws is proposed at a meeting, voting on such amendment may not take place until the next meeting.

Section 3: Severability

Each of the above sections shall be construed as separate, to the extent that if any section, paragraph, sentence, clause or phrase thereof shall be held invalid for any reason, the remainder of that section and all other sections of this bylaw shall continue in full force.

Clerk's Certificate

I certify that this is a true copy of the Bylaws as adopted on May 21, 2025.

Attest: 

Mary K. McBride, Clerk