

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION OF THE
COWLITZ-WAHKIAKUM COUNCIL OF GOVERNMENTS**

WHEREAS, the Revised Code of Washington (RCW) 36.64.080 provides that the boards of county commissioners of any contiguous counties together with the governing bodies of any cities or towns located within such counties may establish and form a regional agency for the purpose of studying regional and governmental problems of mutual interest and concern; and pursuant thereto on March 21, 1974 the Cowlitz-Wahkiakum Governmental Conference, renamed January 1, 1992 as the Cowlitz-Wahkiakum Council of Governments was created; and

WHEREAS, 23 Code of Federal Regulation (CFR) 134 provides for the formation of a bi-state Metropolitan Planning Organization (MPO); and having been so designated by the Governor of the State of Washington effective January 2, 1982, the Cowlitz-Wahkiakum Governmental Conference, renamed Cowlitz-Wahkiakum Council of Governments, did thereby establish an MPO defined by the boundaries of the metropolitan planning area of the cities of Longview and Kelso, Washington and Rainier, Oregon; and

WHEREAS, RCW 47.80.020 requires in urbanized areas that the Regional Transportation Planning Organization (RTPO) be the same as the MPO for the purpose of integrating the Regional Transportation Planning Program with the Metropolitan Planning Program without duplication within these areas, and encompass at least one complete county with a minimum population of one-hundred thousand, the Cowlitz-Wahkiakum Council of Governments as the MPO does serve as the RTPO for the geographical boundary area of Cowlitz County and through separate interlocal agreement dated December, 1990, does also serve the contiguous counties of Wahkiakum, Grays Harbor, Pacific, and Lewis; and

WHEREAS, 13 Code of Federal Regulations (CFR) 304.2(b)2 provides that an entity established as a public organization under state-enabling legislation for the creation of a multi-jurisdictional area-wide planning organization and satisfying the formation and organizational requirements of 13 CFR 304.2(c) is eligible to serve as an Economic District Organization as defined by 13 CFR 304.2(a); and the boundaries of Cowlitz County and Wahkiakum County, organized pursuant to Title 36 of the RCW and defined in RCW 36.04.080 and 36.04.350 respectively, do satisfy the requirements of regional eligibility pursuant to 13 CFR 304.1(a) and (b); and the parties hereto are desirous of petitioning the State of Washington and the US Department of Commerce Economic Development Administration to establish an Economic Development District;

NOW, THEREFORE, in consideration of the recitals set forth above, and other considerations, it is hereby resolved that the Articles of Association of the Cowlitz-Wahkiakum Council of Governments are amended and restated pursuant to Section XI of said Articles as follows:

I. NAME

The name of this association shall be the COWLITZ-WAHKIAKUM COUNCIL OF GOVERNMENTS, hereinafter referred to as the Council of Governments.

II. DECLARATION OF PUBLIC PURPOSE

The Cowlitz-Wahkiakum Regional Planning Commission established in January of 1961 under RCW 36.70 was dissolved and with all of its assets, contracts, and obligations transferred to, assumed, and accepted by the Cowlitz-Wahkiakum Governmental Conference subsequently renamed the Council of Governments.

The Council of Governments is organized and created pursuant to RCW Chapter 36.64 and the formation thereof declared to be of a public purpose and shall operate as a government entity (13 CFR 304.2 (c)).

The powers and privileges of general members are pursuant to the grant of such powers and privileges contained in said RCW Chapter 36.64. For that reason, the powers and privileges of the special members shall be deemed as contractual grants by the general members.

The purpose of the Council of Governments shall be the study of regional and governmental problems of mutual interest and concern to its members pursuant to RCW 36.64.080 which provides the basis for defining the activities of the Council of Governments, and shall be carried out by formulating recommendations for review and action by the member counties, cities, towns, special districts, and other entities. Regional and governmental problems of mutual concern shall be comprised of those items specified by statute including the ability to assist member agency(ies) within the region(s) on problems of interest or concern.

III. BOUNDARIES

The geographical boundaries of the Council of Governments for the purpose of membership and membership services shall be the boundaries of the Cowlitz and Wahkiakum counties and any agency classification defined under Section IV within contiguous counties including the counties thereto wishing to participate in a program or project of the Council.

The geographical boundaries of the Council of Governments for the purpose of metropolitan transportation planning shall include the boundaries of the Metropolitan Planning Area (MPA) of Longview and Kelso, Washington and Rainier, Oregon as defined by the Board of the MPO.

The geographical boundaries of the Council of Governments for the purpose of regional transportation planning shall be the boundaries of Cowlitz County, and by interlocal agreement Wahkiakum, Grays Harbor, Pacific, and Lewis counties.

The geographical boundaries of the Council of Governments for the purpose of the Economic Development District shall be the boundaries of Cowlitz and Wahkiakum counties.

IV. MEMBERSHIP

There shall be four levels of membership: General, Special, Associate and Affiliate. The combination thereof shall constitute the Council of Governments' Board of Directors

General membership shall be open to any general purpose local government within the boundaries of the Council of Governments, including counties and incorporated cities and towns who pay an annual fee as established by the member formula set forth in the Bylaws.

Special membership shall be open to any special purpose district or quasi-municipal corporation organized pursuant to state law and governed by a board of officials elected to serve that entity who pay an annual fee as established by the member formula set forth in the Bylaws.

Associate membership shall be open to any public agency or community non-profit organization which, upon approval of the Board of Directors, pays an annual membership fee.

Affiliate membership shall be open to any general or special purpose local government or quasi-municipal corporation organized pursuant to state law and governed by a board of officials elected to serve that entity, and any public agency or community non-profit organization adjacent or nearby to the boundaries of Cowlitz and Wahkiakum counties, for the sole purpose of participation in no more than one project or program for which an annual membership fee will be determined by the Board of Directors.

A qualifying agency may request membership through written petition supported by resolution of their governing body and submitted to the Board of Directors. Membership will be granted upon majority vote of the entire voting membership.

Any member agency may withdraw as a participating member from the Council of Governments under these Articles at the termination of the fiscal year (January through December) by notifying in writing each member of the Board of Directors at least six months prior to the end of the fiscal year of its interest to withdraw.

V. BOARDS

The Council of Governments shall be governed by a Board of Directors comprised of designated representatives (delegates or alternates) from member agencies. All duties and powers of the Board of Directors shall be set forth in the Bylaws.

Additional Boards may be formed by the Board of Directors to carry out the duties of the Council of Governments' major programs. Any such Board(s) shall be governed by separate Bylaws formulated to adhere to the regulations of those programs and empowered to carry out those duties separate from the Board of Directors.

VI. OFFICERS

The Board of Directors shall select a chair and such other officers as they may determine to carry out the purposes of the Council of Governments. The Chair and other such officers shall be elected from the general and special membership according to the Bylaws. All officer duties are set forth in the Bylaws. Associate and Affiliate membership shall be non-office holding.

VII. REPRESENTATION

Each general and special member shall designate a delegate and an alternate delegate. Each delegate shall represent the member agency at all meetings at which he or she is present and shall be entitled to vote all of the votes allocated to that member. Each alternate delegate shall have the same powers, privileges, and duties as the delegate for that member when that delegate is not present.

VIII. VOTING

The Council of Governments' general and special membership shall have the following number of votes during a meeting of the Board of Directors.

	General Voting Procedures	Special Voting Procedures
<i>General Members</i>		
Cowlitz County	1	4
Wahkiakum County	1	3
City of Castle Rock	1	2
City of Kalama	1	2
City of Kelso	1	2
City of Longview	1	3
City of Woodland	1	2
Town of Cathlamet	1	2
<i>Special Members</i>		
Beacon Hill Water and Sewer District	1	1
Castle Rock School District #401	1	1
Cowlitz 2 Fire & Rescue	1	1

Cowlitz County Fire District #5	1	1
Cowlitz P.U.D.	1	1
Kalama School District #402	1	1
Kelso School District #458	1	1
Longview School District #122	1	1
Port of Kalama	1	1
Port of Longview	1	1
Port of Woodland	1	1
Wahkiakum Co. Port #1	1	1
Woodland School District #404	1	1

All voting with respect to the general business of the Council of Governments shall be accomplished pursuant to the general voting procedures outlined in this section and set forth in the Bylaws.

In the event any general or special member present at any vote shall so request, such vote shall be conducted pursuant to the special voting procedures outlined herein. However, in no cases of a special vote shall the total number of votes of all special members exceed the total number of votes of all general members.

No member, general or special, shall be entitled to exercise any vote unless its share of the budget of the Council of Governments has been paid in a timely manner and in full by the close of the calendar year. In the event a member is unable to fulfill their membership contract, the Board of Directors shall consider the circumstances and determine if and under what conditions shall be the status of their membership. At a minimum, the member agency, paying less than the amount to which it has agreed, shall have its voting privileges suspended.

Associate and Affiliate membership shall be non-voting.

IX. MEETINGS

Meetings of the Council of Governments shall be held at such times and places as set forth by the Bylaws. However, the Council of Governments shall meet during January of each year for the purpose of electing officers, and December for the purpose of approving the final budget. Additional agency meetings may be set forth in the Bylaws.

To ensure appropriate notice, public involvement, and effective regional decision-making, meetings of the Council of Governments will be conducted consistent with its adopted Public Participation Plan and RCW 42.30.

X. ADMINISTRATION

The Council of Governments shall employ a chief administrative officer to serve at its direction, and whose duties and responsibilities shall be set forth in the Bylaws.

The Council of Governments may enter into any contract or other reasonable agreement with its members, the Federal Government, the States of Washington and Oregon, or any political division or agency of either for the purpose of planning, studying problems of mutual interest or concern or receiving and allocating grants and other sources of revenue. The Council of Governments may also employ any consultants necessary to carry out its purpose.

The Council of Governments shall approve and adopt a budget annually. The preliminary budget of the Council of Governments shall be developed during the last four months preceding the new calendar year.

The final budget shall be approved no later than the month of December of each year.

Members of the Board of Directors shall contribute to the funding of the Council of Governments by way of a membership formula as set forth in the Bylaws. Nothing contained in these Articles of Association shall be deemed to compel any general, special, associate, or affiliate member to contribute any amount to the Council of Governments other than the amount consented to by the governing body of that member.

XI. AMENDMENTS

These Articles of Association, deemed a contract between the general members and the special members, shall not be amended unless such amendment is approved by a majority of the entire voting membership at any regular or special meeting, documented by resolution, and the amended Articles signed and dated by the officers of the Board of Directors. All members shall be notified 30 days in advance of the meeting and that such notice shall include the contents of the proposed amendments.

The powers and privileges deemed as contractual grants with the special members shall be subject to alteration by amendment of these Articles by a majority vote of the general members.

XII. DISSOLUTION

This Council of Governments shall exist until it is dissolved by a majority vote of the voting membership, provided the business of dissolution is listed on the agenda of a regularly scheduled meeting.

Property shall be disposed of by distribution to member entities to use for public purposes under such terms and conditions as the Board of Directors may agree to at the time of dissolution of the Council of Governments.

XIII. EFFECTIVENESS

These Articles of Association became effective upon the signature of the authorizing delegates of Cowlitz County, Wahkiakum County, and those general members authorized by RCW 36.64 providing a majority of the general governments in the Council of Governments region and where supported by the appropriate resolution of authority of said general governments; and upon signature of the special members granted the powers and privileges hereto and where supported by the appropriate resolution of authority of said special governments.

Each other general, special, associate, and affiliate member thereafter shall acquire such privileges and duties as are specified herein upon endorsement of these Articles of Association where so authorized by the appropriate resolutions of authority of said general, special, associate, and affiliate member pursuant to Section XI of these Articles.

Amended by majority vote of the whole voting membership and documented by resolution this day, March 22, 2018.

Troy Stariha, Chair
Cowlitz-Wahkiakum Council of Governments

Dennis Weber, Vice-Chair
Cowlitz-Wahkiakum Council of Governments

Attest:

William A. Fashing, Executive Director
Cowlitz-Wahkiakum Council of Governments