

**BYLAWS OF THE
COWLITZ-WAHKIAKUM COUNCIL OF GOVERNMENTS**

Section 1 Authority. These Bylaws are promulgated in compliance with the Articles of Association dated March 21, 1974 (amended November 17, 1983; September 19, 1985; July 21, 1988; September 19, 1991; December 19, 1991; January 29, 1993; March 29, 2002; September 28, 2006; September 25, 2008; October 28, 2010, add date of new adoption), organizing the Cowlitz-Wahkiakum Governmental Conference, hereinafter January 1, 1992 to be known as the Cowlitz- Wahkiakum Council of Governments and referred to as the Council of Governments.

Section 2 Voting Members. The following local governments shall be considered general members of the Council of Governments:

Cowlitz County	City of Kelso
Wahkiakum County	City of Longview
City of Castle Rock	City of Woodland
City of Kalama	Town of Cathlamet

The following local governments shall be considered special members of the Council of Governments:

Beacon Hill Water and Sewer District	Longview School District # 122
Castle Rock School District #401	Port Longview
Cowlitz 2 Fire and Rescue	Port of Kalama
Cowlitz County Fire District #5	Port of Woodland
Cowlitz P.U.D.	Wahkiakum County Port District # 1
Kalama School District #402	Woodland School District #404
Kelso School District #458	

Additional municipal corporations may join the Council of Governments at any time by submitting a written petition supported by a resolution of their governing body authorizing such membership which will be attached thereto the Articles of Association. The addition or termination of a general or special member shall require an amendment of these Bylaws as outlined in Section 16. Associate and affiliate members are non-voting.

Section 3 Bylaws in Compliance with Articles of Association. These Bylaws shall be in accordance with the Articles of Association dated March 21, 1974 (amended November 17, 1983; September 19, 1985; July 21, 1988; September 19, 1991; December 19, 1991; January 29, 1993; March 29, 2002; September 28, 2006; September 25, 2008; October 28, 2010, add date of new adoption) and the Council of Governments shall have only those powers and purposes as set forth in such Articles.

Section 4 Board of Directors: The Board of Directors of the Council of Governments, the governing body of the Council of Governments, is comprised of primary and alternate delegates appointed by the Council's member agencies who serve at the direction of their respective public body until his/her successor is duly appointed. Any vacancy occurring involving an appointed delegate to the Board of Directors shall be filled by the member agency in a timely manner.

Duties and Powers:

The Board of Directors is charged with the duties of making, adopting, and amending the Articles of Association and Bylaws consistent with the current agreements; adopting an annual budget and establishing the amount of financial participation by each member; taking such action as necessary to enable the Council of Governments to carry out its functions and duties including approving agency-wide policy, legislative matters, planning documents, and resolutions as needed.

The Board of Directors may establish additional Boards 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 in so much as those Boards will report to the Board of Directors as deemed appropriate at the time of establishment.

The Board of Directors, by approval of these Bylaws, does hereby establish an Executive Committee for the purposes set forth in Section 6 of these Bylaws.

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

It is the duty of the delegate(s) to report back to their governing body the activities of the Council of Governments and decisions of the Board of Directors.

Section 5 Officers. The officers of the Council of Governments shall be Chair, Vice-Chair, and Secretary. The Chair and Vice-Chair shall be elected annually at the January meeting of the Council of Governments from among the delegates or alternate delegates of the member agencies. The chief administrative officer shall serve as the Executive Director and ex-officio Secretary. All officer positions are formally defined by job descriptions reviewed and approved by the Board of Directors.

Duties and Powers:

Chair: The Chair shall preside at all meetings, review and approve the agenda for such meetings; be authorized to approve budgeted expenditures and enter into approved contracts; call special meetings; set the time and place of meetings unless otherwise directed by the membership; establish ad hoc committees and appoint members thereto; officially represent the Council of Governments before other groups and agencies; and do such other acts as the membership may direct. The Chair shall be entitled to vote on all matters before the Board of Directors as the representative of their respective agency.

Vice-Chair: The Vice-Chair shall assume the powers and duties of the Chair in the Chair's absence.

Secretary: The chief administrative officer shall serve as the Executive Director and Secretary to the Board of Directors, and shall maintain all records of the Council of Governments including necessary budget and finance records; shall be authorized to approve budgeted expenditures and enter into approved contracts; shall prepare agendas for and attend all meetings of the Council of Governments and record the proceedings; and shall issue such notices and reports as may be required.

Section 6 Executive Committee. There is hereby created an Executive Committee defined as a standing committee. Members of the Executive Committee shall be the Chair, Vice-Chair, Immediate Past Chair, and four at-large members to be elected at the first meeting of each year. The Chair and Vice-Chair of the Board of Directors shall automatically be the Chair and the Vice-Chair of the Executive Committee. The Executive Committee shall meet monthly.

Term(s): The Chair and Immediate Past Chair positions serve a two-year term. Upon the end of their term, the Vice-Chair shall fill the position of Chair for the following two-year period, and the Chair shall fill the position of Immediate Past Chair for the following two-year period. All positions of the Executive Committee are filled until the individual is no longer a delegate of the Board of Directors or chooses to step down. All positions of the Executive Committee shall be annually reviewed by the Board of Directors.

Duties and Powers: The Executive Committee shall be empowered to make decisions concerning routine executive and administrative matters referred by the Board of Directors or the Executive Director; providing that all agency-wide policy and legislative matters shall be approved by the Board of Directors and all decisions made by the Executive Committee be provided in summary to said Board. The Executive Committee is empowered to review and make recommendations to the Board of Directors in all matters of the Council of Governments.

A member of the Board of Directors may request a vote of the entire membership on actions of the Executive Committee at its next regularly scheduled meeting following the Executive Committee action.

The Executive Committee duties shall be outlined in the Roles and Responsibilities Policy for the Executive Committee as adopted and amended by the Board of Directors including the provision, as agents of the Board of Directors, for the direct oversight of the performance and duties of the Executive Director.

Section 7 Standing Committees. Upon recommendation by the Chair, the following standing committees have been established with their duties outlined in the Roles and Responsibilities Policies for the respective committees and adopted and amended by the Board of Directors. All positions are voluntary, and as such, a member may step down at any time. All members must be current delegates of the Board of Directors.

Finance Committee: The Finance Committee is a three-person committee whose primary duty is a detailed review of the monthly expenditures. The committee members rotate in the duty of monthly review. The members may also recommend financial policy and review year-end financial reports. There is no time limit to terms of service for this committee.

Nominating Committee: The Nominating Committee is a three to five-member committee that convenes annually for the purpose of vetting and recommending candidates of the positions of Chair and Vice-Chair for the coming calendar year, and at any time, an open position of a standing committee. Terms of service for this committee is one year.

Search Committee: The Search Committee is a five to seven-member committee that convenes for the sole purpose of filling the position of the Executive Director. The Chair and Vice-Chair shall fill two of the positions. Terms of service are for the entire length of the process for procuring a new Executive Director.

Section 8 Staff. Subject to the restrictions of the annual budget, the Board of Directors may engage a chief administrative officer to serve at their direction as the Executive Director and Ex-Officio Secretary to the Board of Directors. The Executive Director shall be selected with the approval of the majority of the entire membership of the Board of Directors and may be removed by a majority vote of the entire membership.

The delegates of the Board of Directors may, by providing appropriate funds in the annual budget, authorize the Executive Director to engage such personnel as necessary to carry out the work of the agency. General administrative personnel policies shall be established, unless otherwise specified by the Board of Directors or Executive Committee. Employees shall be selected in accordance with policies approved by the Executive Committee.

Section 9 Meetings. Regular meetings of the Council of Governments' Board of Directors shall be held the fourth Thursday of each month unless notice is given of a different day. The November and December meetings shall be held on the third Thursday of those months, due to the Thanksgiving and Christmas holidays. Special meetings of the Board of Directors may be called for by the Chair.

Written notice of regular and special meetings of the Council of Governments' Board of Directors shall be disseminated to all delegates and alternates at least seven (7) days prior to the date of such meetings. Any meeting may be held by telephone or other form of electronic conferencing and all members shall notified. All notification shall be in accordance with RCW 42.30.

Meetings of additional Boards or Committees will follow the Bylaws or Rules and Responsibilities of those Boards and/or Committees.

Robert's Rules of Order shall be observed at all meetings of the Council of Governments, and to ensure appropriate notice, public involvement, and effective regional decision-making meetings shall also be conducted in accordance and as applicable with the agency's adopted Public Participation Plan and RCW 42.30.

Section 10 Voting. All matters coming before the Council of Governments except the amendment of the Articles of Association and these Bylaws, shall be decided by a majority vote of a quorum of voting delegates as defined by this section, and subject to the requirements of the amended Articles of Association. If the delegate of any member agency is absent, the alternate shall represent their agency in his or her place.

For the purposes of conducting meetings of the Board of Directors, a quorum is defined as a super majority of the general members or a majority of all voting members which ever qualifier is met.

Section 11 Budget Procedures. The Director and the Executive Committee shall prepare and present, starting no later than September of the current calendar year, a preliminary budget and work program for the ensuing calendar year.

Member Fees: Member fees support the whole of the Regional Planning Programs and a portion of the costs of Administration of the Council of Governments' budget. Regional Planning Programs concentrate on topics and priorities of the Board of Directors as well as recommendations to the Board by the Executive Committee. The priorities may change from year-to-year, as agreed upon by the Executive Committee and Board of Directors. However, subjects and categories shall be topics of concern or importance to the regional agency members.

Member Fee Formula: The Council of Governments member fee formula shall be established by the Board of Directors, as recommended by its Executive Committee. The member fee formula designating how the budget is shared between members shall be reviewed and, if necessary, amended every five years. Any changes to the elements of the formula are subject to the notification and review timeframe in the Bylaws, Section 15 Amendments. The Executive Committee is responsible for conducting the review and recommending to the Board of Directors any changes.

The fees shall be reviewed on an annual basis; this includes the portion paid by the general-purpose governments based on an average of percentages of the region's population, assessed value, and sales tax distributions, and the special, associate, and affiliate member fees updated annually to reflect changes in the Consumer Price Index, measured from June to June under the Urban Wage Earners and Clerical Workers All U.S. category, provided the agreed upon level of sharing of the budget between the general and special members is generally maintained.

The Executive Director shall notify agencies of the preliminary estimate of their member and other applicable fees no later than the end of September each year. Member agencies, in turn, shall notify the Executive Director no later than the end of October each year of the ability of the member to provide its requested budget share. In any case, the Executive Director shall notify member agencies of their budget share(s) within the budget development timeframes of the member agencies.

Budget Document: The annual work program shall consist of a narrative statement of the projects and activities to be undertaken by the Council of Governments during the following year. The preliminary budget shall show the expected expenditures and revenues approved for the current year and recommended for the following year. The document shall be presented as prescribed by the Budgeting, Accounting, and Reporting System (BARS) for cash based entities for the State of Washington.

Budget Review and Approval: The Council of Governments, at its regular October meeting, shall review the preliminary budget and, if changes are necessary, refer it back to the Executive Committee with directions for changes as appropriate. The preliminary budget shall thereafter be transmitted to the governing bodies of the member municipalities, requesting that such municipalities consider the financial needs of the Council of Governments in their annual budgets. At the regular meeting held no later than December, the Council of Governments shall review the final budget for the ensuing year, make such additional changes as may be required, and approve said budget. Thereafter, the approved budget shall be reported to the Council of Governments' Financial Agency, Cowlitz County, Department of Financial Management for inclusion in their financial system and disseminated to each member.

Budget Amendments: The Council of Governments may amend its budget from time to time during the year, provided that copies of such changes shall be reported to the Council of Governments' Financial Agency, Cowlitz County, Department of Financial Management, to be updated in their financial system. It is further provided, that at no time may the Council of Governments' budget expenditures exceed funds available or reasonably expected.

Section 12 Fiscal Agency. All funds of the Council of Governments shall be deposited with the Cowlitz County Treasurer to a separate account held in the name of the Council of Governments. The Administrative Approval Authority Policy outlines those authorized to request the Cowlitz County Treasurer invest surplus funds. Disbursements shall be made only by the Cowlitz County Treasurer upon warrants drawn by the Cowlitz County Auditor or funds transferred by the Cowlitz County Treasurer to a Board-approved clearing account held by the U.S. Bank of Washington for the purpose of facilitating payroll and approved by the appropriate certifying officers of the Council of Governments.

Section 13 Expenses and Lawful Claims Against Expenditures. Authorizing signatories for the financial processes of the Council of Governments are outlined in the Administrative Approval Authority Policy approved by the Executive Committee and adopted by the Board of Directors. All expenditures are reviewed by a member of the Finance Committee and approved by the Executive Committee monthly and presented to the Board of Directors at their regularly scheduled meetings.

Section 14 Financial Reports. The Secretary shall prepare and disseminate to each delegate and alternate a quarterly report of budgeted revenues and expenditures to date and balances remaining in each budget classification outlined in the BARS manual.

Section 15 Annual Reports. The Council of Governments shall adopt an annual report for the preceding year during the first quarter of each year. The Annual Report shall document the completed work program benchmarks, and projected closing financial status of the Council of Governments as of December 31 of the calendar year.

Section 16 Amendments. These Bylaws may be amended by majority vote of the entire voting membership at any regular or special meeting, documented by resolution, and the amended Bylaws 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.

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