

BYLAWS
Of the
Whatcom Council of Governments

Section 1:	Authority
Section 2:	Bylaws in Compliance with Agreement of January 13, 1977
Section 3:	Membership
Section 4:	Officers
Section 5:	Executive Board
Section 6:	Meetings
Section 7:	Voting
Section 8:	Staff
Section 9:	Fees
Section 10:	Budget
Section 11:	Expenses and Lawful Claims Against Expenditures
Section 12:	Funds
Section 13:	Utilization of Council Services and Resources by Members
Section 14:	Annual Reports
Section 15:	Amendment
Appendix:	Agreement of January 13, 1977

Section 1: Authority: These Bylaws are promulgated in compliance with Section 111 of an agreement of January 13, 1977 organizing the Whatcom Council of Governments (Hereafter referred to as "COG"). **AMENDED SEPTEMBER 13, 2000.**

Section 2: Bylaws in compliance with Agreement: These Bylaws shall be in accord with the agreement of January 13, 1977 and the council shall have only those powers as set forth in the Interlocal Agreement of January 13, 1977.

Section 3: Membership: The following entities are voting members of the COG:

- Whatcom County (County Executive and two County Councilpersons)
- City of Bellingham (Mayor and two City Councilpersons)
- City of Ferndale (Mayor OR designated Councilperson)
- City of Lynden (Mayor OR designated Councilperson)
- City of Blaine (Mayor OR designated Councilperson)
- City of Everson (Mayor OR designated Councilperson)
- City of Nooksack (Mayor OR designated Councilperson)
- City of Sumas (Mayor OR designated Councilperson)
- Port of Bellingham (One Commissioner or designated representative)
- Birch Bay Water & Sewer District (One Commissioner or designated representative)
- Lake Whatcom Water & Sewer District (One Commissioner or designated representative)

Other jurisdictions allowed

Other city or county governments or special districts having countywide jurisdiction and headed by elected officials are entitled to voting membership in the COG.

Special Purpose Districts Allowed

A Special Purpose District headed by elected officials may have voting membership in the COG.

Agreement to Interlocal Agreement Required

Governments meeting the above requirements may become voting members of the COG by signing the Intergovernmental Agreement of January 13, 1977 and upon amendment of these Bylaws and payment of the annual dues.

Associate Members Authorized

Associate Members are authorized and shall be subject to annual dues. Associate Members are non-voting members of the COG.

Community organizations and public agencies may become members of the COG after signing the Interlocal Agreement of January 13, 1977 and upon amendment of these Bylaws and payment of the annual dues.

Section 4: Officers: The officers of the COG shall be Chairperson, Vice-Chairperson and Secretary/Treasurer. The officers shall be elected at the annual meeting of the COG in January from among representatives of the voting members. Officers shall serve until such time as they are replaced at an election of officers.

Duties of Officers:

Chairperson

The Chairperson shall: 1) preside at all meetings; 2) prepare the agenda for such meetings; 3) be authorized to approve expenditures; 4) be authorized to call special meetings; 5) set the time and place of meetings (unless otherwise directed by the membership); 6) establish committees and appoint members to committees; 7) be the official representative of the COG before other groups and agencies; 8) perform such other duties as the membership shall direct.

Vice-Chairperson

The Vice-Chairperson shall serve in the Chairperson's place in the absence of the chairperson and shall be authorized to approve expenditures.

Secretary/Treasurer

The Secretary/Treasurer shall: 1) maintain all records of the COG, including necessary budget and finance records; 2) attend all meetings of the COG and record the proceedings; 3) issue such notices and reports as may be required.

The Secretary/Treasurer is designated as the Fiscal Officer for the purpose of approving appropriate vouchers for the conduct of COG affairs.

Unforeseen Changes to the Officers:

In the event that any officer leaves a post prior to the end of his/her term, the next ranking officer in succession will fill the position. Vacancies created by this method will be filled by election.

AMENDED APRIL 22, 1999.

Section 5: Executive Board:

- A. Membership: The Executive Board shall consist of eight members. The members of the Executive Board shall be voting members of the COG and the Executive Board shall have as its members the following: Chairperson, Vice-Chairperson, Secretary/Treasurer, and five other members elected from the COG provided however, that the board members shall consist of the mayor and one councilperson from the City of Bellingham, the Whatcom County Executive and one Whatcom County councilperson, one commissioner from the Port of Bellingham and three representatives of small municipalities in Whatcom County (but not more than one representative from any one small municipality). **AMENDED MARCH 23, 1983**

Unforeseen Changes to the Executive Board:

In the event that a particular member jurisdiction has newly elected officials within a given calendar year and if such a change causes a vacancy on the eight-member Executive Board for that year, the unaffected Executive Board members will appoint a new representative to fill the vacant position at their next meeting. Such appointment will be subject to ratification of the full COG at its next meeting.

B. Powers and Functions: The Executive Board shall have the following powers and functions:

- 1) To carry out policy decisions made by the COG, and to supervise the continuing administration of the functions and purposes of the COG.
- 2) To recommend the proposed Preliminary Budget and schedule of assessments for submittal to the COG for consideration and approval. After adoption of the budget by the COG, the Executive Board shall control all expenditures in accord with such budget.
- 3) To appoint committees, to study problems, programs or other matters which the COG has approved for study.
- 4) To receive recommendations for policy decisions from committees and to submit such recommendations with the Executive Board's own comments and recommendations to the COG for action.
- 5) To initiate recommendations to the COG on any matter deemed appropriate.
- 6) Subject to prior COG authority, to approve contract execution between the COG and member agencies, between the COG and other public and private agencies concerning funding, support, and contract services to be performed by the COG, as well as other functions and duties of the COG.
- 7) To submit a full report of its activities at each regular meeting of the COG.

C. Washington Intergovernmental Review Process (WIRP):

Chairperson Has Authority to Direct WIRP Program

Authority to direct the Council's WIRP function shall be vested with the Chairperson.

The Chairperson may review and clear a project submitted to the COG for WIRP review if the project description has been circulated and no critical comment has been received. Projects that have received critical comment or are thought to duplicate the activities of another agency will be considered by at least three Executive Board members, the project applicant and the project critics.

COG May Not Refuse to Forward Application

The COG may not approve or disapprove any project, but should acquaint the applicant with possible difficulties in the grant application, and shall forward the preapplication with comments to required agencies.

Section 6: Meetings:

A. Regular Meetings

Regular meetings of the COG shall be held in a place and location determined in advance by the COG generally once a month for the Executive Board and generally once every quarter for the full COG. Written notice of meetings shall be mailed to all representatives at least five days prior to the date of such meetings.

B. Special Meetings

Special meetings may be called:

- 1) by the Chairperson
- 2) by majority vote of the Executive Board
- 3) on written request of a majority of the COG members.

Notice of special meetings may be by telephone and all members of COG shall be notified.

C. Rules of Meetings

Robert's Rules of Order shall be observed at all meetings.

D. Quorum

A quorum for all Executive Board meetings shall consist of a majority of voting members. A quorum for the full COG shall be eight voting members. A majority of those in attendance shall be required to decide an issue unless otherwise noted in these Bylaws.

Section 7: Voting:

All matters coming before the COG, including the amendment of these Bylaws shall be decided by representatives of the members subject to the requirements of the Agreement of January 13, 1977, and subsequent modifications.

Representatives to COG

Each representative to the COG must be an elected official, or the duly appointed representative of a body of elected officials. At meetings of the entire COG, each representative of a voting member shall be entitled to one vote, as follows:

Jurisdiction	Representatives	Votes
City of Bellingham	3	3
City of Blaine	1	1
City of Everson	1	1
City of Ferndale	1	1
City of Lynden	1	1
City of Nooksack	1	1
City of Sumas	1	1
Port of Bellingham	1	1
Whatcom County	3	3
Birch Bay Water & Sewer District	1	1
Lake Whatcom Water & Sewer District	1	1

Voting at Executive Board Meetings

At Executive Board meetings, each Executive Board member will be entitled to one vote.

Proxy Voting not Permitted

Only voting members appointed by their respective member jurisdiction may exercise these voting privileges. Voting by proxy is not permitted. Alternates to the Executive Board may be designated by each jurisdiction for the purpose of providing a quorum to the Executive Board. Only the regular member or the designated alternate may vote at the Executive Board meeting.

Voting at COG Meetings

At any duly called meeting at which a quorum is present (as stipulated in Section 6 of these Bylaws) a vote of a majority of the members present shall be required to decide any question. A two-thirds majority shall be required to decide questions pertaining to:

- 1) Total budget figures and total appropriations
- 2) Membership dues assessments
- 3) Amendment of these Bylaws or the Agreement of January 13, 1977.

Section 8: Staff:

Subject to the restrictions of the Annual Budget, the COG may engage or contract for such staff as the work of the COG may require.

Section 9: Fees:

Dues shall be assessed annually of all members in accordance with the following provisions:

- 1) City and County governments will be charged a per capita fee to be determined each year, provided that the minimum annual dues will be \$100.
- 2) The Port of Bellingham, or such entity having a countywide tax base, shall be charged a minimum of one cent per capita.
- 3) \$100 shall be the minimum assessment for a voting membership, and \$50 shall be the minimum assessment for associate membership.
- 4) Members may be charged additional dues assessments for special projects. **AMENDED FEBRUARY 8, 2006.**

Section 10: Budget:Budget Estimate

A budget estimate for the ensuing year shall be prepared by the staff, or budget committee, and mailed to each representative not later than October 1, of each year.

Preliminary Budget

The Preliminary Budget estimate shall include recommendations for projects to be undertaken for the following year. Each member entity shall review this estimate making additional recommendations it deems appropriate.

The Preliminary Budget shall show the expected expenditures and income approved for the current year and recommended for the following year.

Expenditures shall be divided into the major classifications of positions and salaries, items of maintenance and operation, and capital outlay. The income section of the Budget shall indicate by source the expected contribution of each participating member agency and all other income.

Budget Considered

The COG at its regular November meeting shall consider the Preliminary Budget, make such additional changes as may be required, and approve it. Such approved Preliminary Budget shall thereafter be transmitted by the Chairperson to the governing bodies of the member agencies, requesting that each agency consider the financial needs of the COG in its annual budget.

Budget Approved

At the Annual Meeting held in December of the current year, the COG shall review the Preliminary Budget, make such additional changes as may be necessary, and adopt the Final Budget. **AMENDED SEPTEMBER 17, 2008.**

Budget Amended

The COG may amend its budget from time-to-time, provided that copies of such changes shall be filed with the Whatcom County Auditor and, further provided that, at no time may the COG's budget expenditures exceed funds reasonably expected to be available.

Section 11: Expenses and Lawful Claims Against Expenditures:

Expenditures of the COG shall be voucher audited, verified, and signed by the Chairperson or another Board Officer and the Executive Director. The Executive Board or Full Council shall review and approve the Accumulated Voucher Approval Form Summary retroactively. The Voucher Approval Form shall be signed by the Secretary/Treasurer or another Board Officer. **AMENDED SEPTEMBER 17, 2008.**

Section 12: Funds:

All funds of the COG shall be deposited with the Whatcom County Treasurer to the accounts of the COG.

Payments by Member Jurisdictions

Annual contributions of the participating agencies shall be made as soon as possible after January 1 of each year and shall be made payable to the Whatcom Council of Governments in care of the Whatcom County Treasurer. One-half of the membership assessment shall be due not later than February 1, and the balance shall be due not later than July 15 of each year.

Disbursements Made

Disbursements shall be made only by the Whatcom County Treasurer and approved by appropriate certifying officers of the COG. **AMENDED SEPTEMBER 17, 2008.**

Section 13: Utilization of the COG's Services and Resources by Members:

Recognizing that the COG's membership is separated by function and scale into five categories (County government, City of Bellingham, small municipalities, other electoral governmental entities, and non-electoral entities) and further recognizing that individual as well as common interests will arise within these categories, the following provisions are made for each group to utilize the services and resources of the COG:

- 1) Concerns of only one group may be handled within that group alone; however, the resources of the COG (e.g. in organizing meetings, providing materials and technical assistance of COG staff) may be used and the COG informed of the action.
- 2) Similarly, concerns common to only two of the five groups could be handled outside the full COG body while drawing upon the resources and services of the COG.
- 3) Concerns common to three or more group should be brought to the attention of the Chairperson and Executive Board for the consideration of the Executive Board and/or entire COG.

Section 14: Amendments:

These Bylaws together with the Agreement of January 13, 1977 may be amended at any regular or special meeting of the COG by a two-thirds vote of members constituting a quorum; provided however, that a copy of the proposed amendment has been mailed to each member at least fifteen (15) days prior to the meeting at which the vote to amend is taken. A vote to amend may be taken without notice, however, if each member waives the right to notice. **AMENDED SEPTEMBER 17, 2008.**

Amended by the Whatcom County Council of Governments at a meeting duly called and held on the 23rd day of March 1983.

Amended by the Whatcom County Council of Governments at a meeting duly called and held on the 5th day of December 1991.

Amended by the Whatcom County Council of Governments at a meeting duly called and held on the 22nd day of April 1999.

Amended by the Whatcom ~~County~~ Council of Governments at a meeting duly called and held on the 13th day of September 2000.

Amended by the Whatcom Council of Governments at a meeting duly called and held on the 8th day of February 2006.

Amended by the Whatcom Council of Governments at a meeting duly called and held on the 17th day of September 2008.