

**BYLAWS
OF
The Eastern Washington Council of Governments ("the Council")**

**ARTICLE I
Offices**

The principal office of the Council shall be at the county offices of the Chair or such other place as the Council may designate. The Council may have such other offices, either within or without the State of Washington, as may be designated or as the business of the Council may require from time to time.

**ARTICLE II
Membership**

The Council shall have as members those counties that have resolved to adopt the articles of association in accordance with the Washington's Joint Governmental Activities Act (Chapter 36.64 of the Revised Code of Washington) (the "Act"). The addition or removal of members must be in accordance with the Act and all applicable law and shall require the approval of a majority of the membership.

**ARTICLE III
General Powers**

The business and affairs of the Council shall be conducted under the direction of, and the control and disposal of the Council's properties and funds shall be vested in, the member representatives who shall collectively comprise the Council, except as otherwise provided by law, the articles of association or these bylaws.

**ARTICLE IV
Member Representatives**

4.1 Designation. Each member shall designate one person to represent the member in a manner that is consistent with the articles of association, these bylaws and all pertinent legal requirements. Nothing herein shall preclude any person who otherwise satisfies the qualifications set forth below from substituting for the person so designated, provided that the substitute's participation is similarly constrained. In no event shall any member be allowed to cast more than one vote as set forth in article 5.7

4.2 Qualifications. Member representatives shall be County Commissioners of the member counties, duly elected or appointed and sworn, and shall have such other qualifications as the Council may prescribe by resolution or amendment to these bylaws.

4.3 Duties. Each member representative shall perform his or her duties, including the duties as a member of any committee of the Council upon which the member representative may serve, in good faith and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

4.4 Compensation. Member representatives shall not receive compensation for their services as such, although the reasonable expenses for attending meetings or conducting other business of the Council may be paid or reimbursed by the Council. Under no circumstances shall the Council authorize such expenditures in excess of dues provided for under these bylaws or by resolution without the prior written approval of each member for such expenses.

4.5 Standing or Temporary Committees. The Council, by resolution of a simple majority of member representatives, may designate and appoint one or more standing or temporary committees, each of which shall:

(a) Consist of three (3) or more member representatives;

(b) Be governed by the same rules regarding meetings, action without meetings, notice, and waiver of notice, and quorum and voting requirements as applied to the Council; and

(c) To the extent provided in such resolution, have and may exercise all the authority of the Council; provided, however, that the Council may not delegate its authority to:

(i) amend, alter, or repeal these bylaws;

(ii) elect, appoint, or remove any member of any such committee or the Council;

(iii) amend the articles of association;

(iv) authorize the sale, lease, or exchange of the property and assets of the Council, except as specifically directed by resolution of the Council;

(vi) authorize the voluntary dissolution of the Council or revoke proceedings therefor;

(vii) adopt a plan for the distribution of the assets of the Council; or

(viii) amend, alter, or repeal any resolution of the Council, which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council of any responsibility imposed upon it by law. The Council shall have the power at any time to change the members of any such committee, to fill vacancies, and to discharge any such committee.

4.5.1 Quorum; Manner of Acting. A majority of the number of member representatives composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

4.5.2 Resignation of Committee Member. Any member of any committee may resign at any time by delivering notice, to the committee Chair, the Chair or Vice-Chair of the Council, or by giving such notice at any meeting

of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5.3 Removal of Committee Member. The Council, by resolution adopted by a majority of member representatives, may remove any member of any committee elected or appointed by it.

ARTICLE V Meetings of the Council

5.1 Annual Meeting. The Council shall meet at least annually, and more regularly as may be required or deemed appropriate for the purpose of passing resolutions and for transacting such other business as may properly come before it. The failure to hold an annual meeting does not affect the validity of any action taken by the Council.

5.2 Place of Meetings. All meetings shall be held at the principal office of the Council or at such other place within or without the State of Washington designated by any persons entitled to call a meeting.

5.3 Regular Meetings. The Chair may specify the date, time and place for the holding of regular meetings of the Council or any committee designated by the Council. Adequate notice of regular meetings shall be given pursuant to the notice provisions set forth in article 5.8.

5.4 Special Meetings. Special meetings of the Council or any committee designated by the Council may be called by or at the request of the Chair of the Council, or in the case of a committee meeting, by the Chair of the committee. The person or persons authorized to call special meetings may fix the place and time for holding any special meeting called by them. Notice of a special meeting shall be given as provided in article 5.8.

5.5 Participation by Telephone. Member representatives of the Council or any committee designated by the Council may participate in any meeting by means of a conference telephone or similar communications equipment by which means all member representatives participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

5.6 Quorum. Unless a greater portion is required by these bylaws, the articles of association, or applicable Washington law, the attendance of a majority of the member representatives fixed by, or in the manner provided by these bylaws, shall constitute a quorum for the transaction of business or any particular item of business at any Council meeting. If there shall ever be an even number of members, a quorum shall require the attendance of at least one-half of the member representatives. If a quorum is not present at a meeting, a majority of the member representatives present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

5.7 Manner of Acting. Each member by and through its designated representative (or a qualified substitute under article 4.1) shall be entitled to cast one (1) vote in all matters put to the Council. Members may vote in the affirmative or negative, or the member may abstain.

Members shall be allowed to cast a vote whether or not the member is represented at the meeting where such vote is called. Provided, however, that votes in absentia must be received by the Chair or acting Chair, in writing (electronic communication is acceptable) prior to the vote being called. Specific exception for this requirement is made where it is determined by majority vote that the proposed Council action requires independent passage of a resolution by each member. In that instance, delivery of said resolution or notice that said resolution will not be passed by the respective member boards shall constitute a vote for the proposed action in the affirmative or negative, as the case may be. A vote cast in absentia shall not count toward establishing a quorum. All votes shall be entered into the minutes. Council action shall require a vote by all members. The act of the majority shall be the act of the Council, unless the act of a greater number is required by these bylaws, the articles of association or applicable Washington law.

5.8 Notice of Meetings. For any meeting of the Council or any committee designated by the Council for which notice is required by these bylaws or by applicable Washington law, a notice stating the place, day and hour of the meeting shall be given to each member representative at his or her address shown on the records of the Council at least twenty (20) days prior thereto by any manner and by any practical means (the method of notice need not be the same to each member representative). It shall be the responsibility of each member to provide notice to the public and interested parties as may be desired or required by law or these bylaws. Neither the business to be transacted nor the purpose of any regular or special meeting of the Council or any committee designated by the Council need be specified in the notice.

ARTICLE VI

Actions by Unanimous Consent in Lieu of Meeting

Unless otherwise required by law, any action required or permitted by the articles of association or bylaws, to be taken at a meeting of the Council or at a meeting of a committee may be taken without a meeting if written consent, given in any manner and by any means practicable, setting forth the action so taken, shall be executed by all of the member representatives or all of the members of the committee, as the case may be, who are entitled to vote with respect to the subject matter thereof. Such consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Any such consent shall be inserted in the minute book at or before the next scheduled meeting as if it were the minutes of a meeting of the Council.

ARTICLE VII

Positions

7.1 Number. The positions of the Council shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Council. Other positions and assistants may be elected, appointed or hired by the Council, such positions to remain in effect for such period and have such authority and duties as are provided in these bylaws or as may be provided by resolution of the Council. Any position may be assigned by the Council any additional title that the Council deems appropriate. Any two or more positions may be held by the same person, except the offices of Chair and Secretary.

7.1.1 Chair. The Chair shall be responsible for the day-to-day operations of the Council and shall supervise and control all assets, business and affairs of the Council, subject to direction by the Council. The Chair may, with the approval of the Council, sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been delegated expressly by the Council or by these bylaws to some other position-holder or agent of the Council or are required by law to be otherwise signed or executed by some other position-holder or in some other manner. Unless otherwise specified in these bylaws, the Chair shall be responsible for hiring such staff as the Council may direct. The Chair shall be responsible for scheduling, organizing and conducting meetings and such other duties as are assigned to him or her by the Council from time to time.

7.1.2 Vice-Chair. The Council shall elect a Vice-Chair who shall assist the Chair in conducting the affairs of the Council. In the event the Chair is unable to act, the Vice-Chair shall perform the duties of the Chair, except as may be limited by the Council, with all the powers of and subject to any restrictions upon the Chair. The Vice-Chair shall have, to the extent authorized by the Council, the same powers as the Chair to sign deeds, mortgages, bonds, contracts or other instruments. In the absence of the Chair, the Vice-Chair shall organize and conduct meetings of the Council. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or the Council.

7.1.3 Secretary. The Secretary shall be responsible for ensuring that minutes of meetings of the Council are recorded and maintained, and to the extent minutes of meetings of committees of the Council are recorded, that such minutes are maintained; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of all records of the Council; ensure that records are kept of the name and address of each member representative; co-sign with the Chair, or other person authorized to sign, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Council.

7.1.4 Treasurer. The Treasurer shall be responsible for all funds and securities of the Council; ensure that monies due and payable to the Council from any source whatsoever are properly received and that receipts are given for said monies; ensure that all such monies are deposited in the name of the Council in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the Chair or the Council. Nothing herein shall preclude the Council from entering into a separate agreement with a member county or any other entity to manage the fiscal affairs of the Council in accordance with applicable legal requirements.

7.2 Election and Term of Positions. The Council shall elect member representatives for all positions each calendar year at the Council's first regular meeting. Unless a position holder dies, resigns, or is removed, he or she shall hold that position until the first regular meeting of the following year or, if later, until his or her successor is elected.

7.3 Vacancies. If for any reason a member representative is unable to continue serving on the Council it shall be the right of the respective member to designate a new representative. A vacancy in any position (i.e., Chair, Vice Chair, etc.) created by the death,

resignation, removal, disqualification, creation of a new position or any other cause may be filled by the Council for the unexpired portion of the term or for a new term established by the Council.

7.4 Resignation. Any position-holder may resign at any time by delivering notice, in any manner and by any means practicable, to the Chair, Vice-Chair, the Secretary, or by giving such notice at any meeting of the Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.5 Removal. Any position-holder or agent elected, appointed or hired by the Council may be removed from the position, with or without cause, by the Council whenever, in its judgment, the best interests of the Council would be served thereby, but such removal shall be without prejudice to the rights, if any, of the person so removed.

7.6 Compensation; Contract Rights. Member representatives holding Council positions shall not be compensated. The salaries, if any, of employees or agents shall be limited to reasonable compensation for services, as fixed from time to time by the Council or by any person or persons to whom the Council has delegated such authority. Member representatives, employees and agents may receive reimbursement for reasonable expenditures incurred on behalf of the Council.

ARTICLE VIII Conflict of Interest

8.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any member representative or staff member may be seen as competing with the interests or activities of the Council, or member representative or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

8.2 Conflicts of Interest Policy. The Council may adopt a conflicts of interest policy and procedures to implement the provisions of this Article.

8.3 Disclosure Required. Any possible conflict of interest shall be disclosed to the Council by the person or persons concerned at the earliest possible opportunity.

8.4 Abstention from Vote. When any conflict of interest is relevant to a matter requiring action by the Council, the interested person shall call it to the attention of the Council or its appropriate committee and such person shall not vote on the matter; provided, however, that any member representative disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Council or a committee thereof.

8.5 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Council or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Council or committee with any and all relevant information.

8.6 Minutes. The minutes of the meeting of the Council or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest

exists, the matter shall be resolved by a vote of the Council or its committee, excluding the person concerning whose situation the doubt has arisen.

8.7 Annual Review. A copy of this conflict of interest bylaw and any conflicts of interest policy adopted by the Council shall be furnished to each member representative, and any senior staff member who is employed presently by the Council, or who may thereafter become associated with the Council. This policy shall be reviewed annually for the information and guidance of Council and any staff members. Any new members, member representatives or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE IX ADMINISTRATIVE PROVISIONS

9.1 Books and Records. The Council shall keep the following records at its registered office or its principal office in this state:

- (a) Current copies of its articles of association and bylaws, as amended;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of member representatives, including addresses, committee memberships and any positions held;
- (d) Minutes of the proceedings of its Council, and any minutes which may be maintained by committees having any of the authority of the Council; and
- (e) Such other records as may be necessary or advisable.

Such records may be made in any manner and by any means commonly used for such purpose. All books and records of the Council shall be open at any reasonable time to inspection by any member.

9.2 Fiscal Procedures. The Council shall maintain fiscal records and accounts consistent with the procedures established by the Auditor of the State of Washington as they are presented in the Budgeting, Accounting, Reporting System (BARS) manual and under the accounting rules prescribed for and applicable to counties (RCW Chapter 36). Non-salary expenditures of the Council shall be made by warrant, based upon a voucher summary bearing the signatures of at least two position holders, who are not the same person. Salary and related expenditures shall be made by warrant based upon a payroll voucher bearing the signature of the Treasurer or the person to whom such duty is delegated.

9.3 Fiscal Year. The accounting year of the Council shall be the calendar year ending on December 31, the last day of each year.

9.4 - Loans Prohibited. No loans or advances shall be made by the Council to any member representatives or Council staff.

9.5 **Rules of Procedure.** The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings where those rules are not inconsistent with the Articles of Association, bylaws, or other rules of the Council.

9.6 **Amendment of Bylaws.** These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the member representatives at any regular or special meeting.

CERTIFICATE OF ADOPTION

The undersigned Secretary of the Upper Columbia Council for Responsible Stewardship does hereby certify that the above and foregoing bylaws were adopted by the member representatives and do now constitute the bylaws of the Council.

DATED this _____ day of July, 2003.

Mike Blankenship, Secretary of the
Eastern Washington Council of Governments.

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