

Bylaws of the
Whatcom Council of Governments

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Section 1: **Authority**

These Bylaws are promulgated in compliance with Section 2 of the “Interlocal Agreement for Participation in the Whatcom Council of Governments,” dated December 10, 2014, as amended (hereafter referred to as “the Interlocal Agreement”).

Section 2: **Bylaws in Compliance with Interlocal Agreement**

These Bylaws shall be in accord with the Interlocal Agreement, and the Whatcom Council of Governments (hereafter “the Council”) shall have only those powers as set forth therein.

Section 3: **Membership and Representation**

The following entities are voting members of the Council. Each representative must be an elected official.

Voting Member	No. of Representatives
Whatcom County (Executive & 2 Council Members)	3
City of Bellingham (Mayor & 2 Council Members)	3
City of Blaine	1
City of Everson	1
City of Ferndale	1
City of Lynden	1
City of Nooksack	1
City of Sumas	1
Lummi Nation	1
Port of Bellingham	1
Lake Whatcom Water & Sewer District	1

A. Other Jurisdictions and Special Purpose Districts Allowed

Other governmental units or special purpose districts with jurisdiction in all or part of Whatcom County and governed by elected officials are eligible for voting membership on the Council. Boards, advisory committees and other entities that are part of any voting member of the Council are ineligible for either voting or non-voting membership on the Council.

B. Assent to Interlocal Agreement Required

Governmental units or special purpose districts meeting the aforementioned requirements may become voting members of the Council upon signing the Interlocal Agreement, paying annual dues, and upon amendment of these Bylaws by the Council.

C. Associate Membership

Associate members are authorized and shall be subject to annual dues in an amount to be determined annually by the Council. Associate members are non-voting members of the Council. Community organizations and public agencies not part of a voting member of the Council may become associate members upon the approval of the Council and payment of annual dues.

Section 4: Membership Dues

Annual contributions from the participating entities shall be due no later than February 28.

Section 5: Officers

The officers of the Council shall be the Chairperson, Vice-Chairperson and Secretary-Treasurer. The officers shall be elected at the January meeting of the Council from among the representatives of the voting members that are also members of the Whatcom Transportation Policy Board. Officers shall serve until such time as they are replaced at an election of officers.

A. Chairperson

The Chairperson shall: 1) preside at all meetings of the Council, Executive Committee and Whatcom Transportation Policy Board; 2) be authorized to approve expenditures; 3) be authorized to call special meetings; 4) set the time and place of meetings unless otherwise directed by the membership; 5) establish committees and appoint members to committees; and 6) perform other duties as the membership shall direct.

B. Vice-Chairperson

The Vice-Chairperson shall act in the Chairperson's place in his/her absence and be authorized to approve expenditures. The Vice-Chairperson shall also serve as First Vice-Chairperson of the Whatcom Transportation Policy Board.

C. Secretary-Treasurer

The Secretary-Treasurer shall: 1) ensure that all records of the Council and Executive Committee, including necessary budget and financial records, are maintained in accordance with applicable laws; 2) attend all meetings of the Council and Executive Committee and ensure that the proceedings are properly recorded; 3) be authorized to approve

expenditures; 4) act as Chair in the absence of the Chairperson and Vice-Chairperson; and; 5) serve as Second Vice-Chairperson of the Whatcom Transportation Policy Board.

D. Unforeseen Departure of Officers

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

Section 6: **Committees**

A. Executive Committee

The Executive Committee shall consist of eight members, who shall be drawn from the voting representatives of the Council. The Chairperson, Vice-Chairperson and Secretary-Treasurer of the Council are automatically members of the Executive Committee and shall exercise the duties of their offices in Executive Committee meetings. The membership of the Executive Committee shall include the following Council representatives: 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 the six small cities in Whatcom County.

1. Unforeseen Changes to the Executive Committee

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 Executive Committee for that year, the unaffected Executive Committee members shall appoint a new representative to fill the vacant position at their next meeting. Such appointment will be subject to ratification of the Council at its next meeting.

2. Powers and Functions

The Executive Committee shall have the following authority and functions:

- a. To ensure that policy decisions made by the Council are carried out, and to oversee the continuing administration of the functions and purposes of the Council.
- b. To recommend the preliminary budget and schedule of assessments to the Council for approval. The Executive Committee shall ensure that all expenditures are in accord with the budget.
- c. To establish subcommittees to address matters it has identified.
- d. To receive recommendations for policy decisions from committees and to submit such recommendations with the Executive Committee's own comments and recommendations to the Council for action.
- e. To authorize execution of contracts and agreements.
- f. To provide oversight of and guidance to the Executive Director.

B. Whatcom Transportation Policy Board

The Whatcom Transportation Policy Board is established to serve as the Metropolitan Planning Organization for the Bellingham Urbanized Area and the Regional Transportation Planning Organization for Whatcom County. The Whatcom Transportation Policy Board operates under its own set of bylaws approved by the Council.

C. Ad Hoc Committees

The Council may establish ad hoc committees by a majority vote of the representatives in attendance at any duly called meeting at which a quorum is present.

Section 7: **Meetings**

A. Regular Meetings

Regular meetings of the Council and its committees shall be held in a location and on a schedule approved by the Council at its last meeting of the previous calendar year. Notice of meetings shall be sent to all representatives at least five (5) 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 Committee; or
3. by written request of a majority of the voting members.

Notice of special meetings may be by telephone or electronic mail, and all members of the Council shall be notified.

C. Conduct of Meetings

Meetings shall be conducted in accordance with these Bylaws. When procedural questions arise that are not addressed in these Bylaws, the current authorized edition of *Robert's Rules of Order* shall be followed.

D. Quorum

A quorum for all Council meetings, including committee meetings, shall be a simple majority of the voting members in good standing. A simple majority of those in attendance shall be required to decide an issue unless otherwise specified in these Bylaws.

E. Absence of Chairperson, Vice-Chairperson and Secretary-Treasurer

In cases where the Chairperson, Vice-Chairperson and Treasurer are absent at the start time of a scheduled meeting, the voting members in attendance shall elect a voting member to act as Chairperson for that meeting.

F. Remote Attendance

Representatives may attend and vote at all meetings of the Council and its Committees via video-conferencing or telephone ("remote attendance"). Remote attendance is for the benefit of the Council and not for the benefit of an individual representative.

Section 8: Voting

All matters coming before the Council, including the amendment of these Bylaws, shall be decided by representatives of the voting membership subject to the requirements of the Interlocal Agreement:

A. Voting at Council Meetings

Each representative shall be entitled to one vote. At any duly called meeting at which a quorum is in attendance (as stipulated in Section 7 of these Bylaws), a vote of a majority of the representatives in attendance shall be required to decide any question except the following:

1. Approval of and amendments to the annual budget
2. Membership dues assessments
3. Amendment of these Bylaws or the Interlocal Agreement, and
4. Hiring or terminating the employment of the Executive Director.

An affirmative vote of a majority of the full voting membership shall be required to decide questions pertaining to those specific issues.

B. Voting at Executive Committee Meetings

Each Executive Committee representative shall be entitled to one vote.

C. Proxy Voting and Alternates

Voting by proxy is not permitted at either Council or Executive Committee meetings. Alternates may be designated by each member of the Council provided that the person so designated is also an elected official serving in the same body as the regular representative to the Council, except in the case of the Whatcom County Executive, whose alternate may only be the Executive Pro Tem, and the Mayor of Bellingham, whose alternate may only be the Mayor Pro Tem. Only the regular representative or the designated alternate may vote at meetings.

Section 9: Executive Director

The Council may retain an Executive Director to implement its mission, goals, and policies. Subject to Executive Committee oversight, the Executive Director is authorized to establish and implement business, management, administrative, and employment policies, and to employ such personnel as he/she determines necessary to effectively operate the Council.

- A. The Executive Director shall be responsible for management of the Council, including, but not limited to: a) receiving monies payable to the Council and disbursement thereof as authorized; b) maintaining accurate and complete accounts of all receipts and disbursements; c) supervising all studies and programs authorized by the Council; d) supervising all staff, including the hiring and firing of staff; and e) performing such other duties as may be assigned to the Executive Director from time to time by the Council, Executive Committee, or Chairperson.
- B. The Executive Director shall have authority to execute procurements with a value of one hundred thousand dollars (\$100,000) or less in the name of the Council which are in

conformance with the approved budget or annual work program. Procurements greater than one hundred thousand dollars (\$100,000) shall require the prior approval of the Council or Executive Committee before execution by the Executive Director.

- C. The Executive Director is authorized to enter into funding agreements and contracts on behalf of the Council when the scope of work is part of the Council's normal operations and within the approved budget.
- D. In such instances when the Executive Director is not and shall not be available to execute contracts, agreements or invoices on behalf of the Council within the timeframe allotted for said execution, the Deputy Executive Director is authorized to do so within the constraints imposed by Section 9, subsections A and B of these Bylaws. The Deputy Executive Director shall inform the Chairperson and Executive Director as expeditiously as practicable that he/she has exercised such authority.
- E. The Executive Director shall prepare a budget annually in accordance with these Bylaws.

Section 10: Budget

A. Estimate

A budget estimate for the ensuing year shall be prepared by the staff not later than August 15 of each year.

B. Preliminary

The preliminary budget shall include recommendations for projects to be undertaken for the following year. It shall include 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 salaries and benefits, items of maintenance and operation, and capital outlays. The revenue section of the budget shall indicate by source the expected contribution of each participating member agency and all other revenue. Each member entity shall review this estimate, making additional recommendations it deems appropriate, no later than October 31 of each year.

C. Review

The Executive Committee, at a meeting prior to the December meeting of the Council Board, shall consider the preliminary budget and make such additional changes as may be necessary, and recommend it for Council approval.

D. Approval

At its regular December meeting, the Council shall review the preliminary budget, make such additional changes as may be necessary, and adopt the final budget.

E. Amendment

The Council may amend its budget from time-to-time, provided that at no time may its budget expenditures exceed funds reasonably expected to be available.

Section 11: Expenses and Lawful Claims Against Expenditures

Expenditures of the Council shall be audited and verified, and listings thereof signed by a Council officer and the Executive Director. The Executive Committee or Council shall review and approve the expenditures retroactively.

Section 12: Use of Council Services and Resources

A. Voting Members

Technical assistance shall be provided by Council staff to the members whenever a request can be satisfied within the limitations of staff expertise, time and available resources. When requests exceed staff expertise and/or available resources, the Executive Director shall communicate those concerns to the requesting party and make every reasonable effort to provide an alternative solution.

B. Associate Members and Non-Members

Associate members and entities which are not members of the Council may request technical assistance. The Executive Director shall determine if there is adequate staff expertise and capacity to fulfill the request. Associate and non-members that receive technical assistance shall be charged at an hourly rate approved annually by the Council.

In all cases, the timing of any technical assistance provided shall be at the sole discretion of the Executive Director.

Section 13: Amendments

These Bylaws, together with the Interlocal Agreement, may be amended at any regular or special meeting of the Council by a two-thirds vote of the representatives in attendance provided, however, that a copy of the proposed amendment has been sent to each representative least fifteen (15) days prior to the meeting at which the vote to amend is to be taken. A vote to amend may be taken without notice, if each representative waives the right to notice.