

**BYLAWS OF THE
SKAGIT COUNCIL OF GOVERNMENTS**

PREAMBLE

These Bylaws are made pursuant to authority granted by Chapter 36, Laws of 1959 as amended, and RCW 36.64.090, and to carry out the Skagit Council of Governments Agreement ratified on the 30 day June, 2014 (the "Agreement").

ARTICLE I

Purpose

The purpose of the Skagit Council of Governments ("SCOG") shall be to exercise the authority delegated granted to it by the parties in the Agreement.

ARTICLE II

Organization

The agency shall be organized into a conference, consisting of representatives of all voting member agencies as defined by the Agreement. SCOG shall be governed by a Board of Directors ("Board") consisting of representatives of the voting members; a Transportation Policy Board ("TPB") shall establish transportation policy as authorized by the Agreement. The Board of Directors may establish such other committees as it may deem in the best interests of SCOG.

Section 1. Representation on the Board and TPB of the Skagit Council of Governments shall consist of elected officials from the voting member agencies and representatives of associate members, as defined in the Agreement.

ARTICLE III

Officers

Section 1. The officers of the Skagit Council of Governments shall be a Chairperson and Vice-Chairperson of the Board of Directors.

Section 2. Elections: The Chair and Vice-Chair of the Skagit Council of Governments shall be elected by a majority vote the Board of Directors voting on the question. Nomination of candidates for the Chair and Vice-Chair shall be presented to the Board of Directors and the officers elected, at its first regular meeting of each calendar year; provided, that the officers of SCOG in office when this Agreement becomes effective shall remain in office until new officers are elected in conformance with Section III (2).

Section 3. Term: The Chair and Vice-Chair shall serve for one year and their terms of office shall upon their election. When the chair's term expires the vice-chair shall become chair and a new vice-chair shall be elected. In the event of a vacancy in the Chair, the Vice-Chair shall succeed to said office for the unexpired portion of the term. In the event there is a vacancy in the Vice-Chair, the Chair shall appoint a new Vice-Chair for the unexpired portion of the term. In the event there is a vacancy in the office of the Chair and Vice-Chair, the Board of Directors shall elect from its

membership a new Chair and Vice-Chair to serve the unexpired portion of the terms.

ARTICLE IV Duties of Officers

Section 1. Chair. The Chair shall preside over the meetings of the Board, and shall be responsible for the preparation of the agenda for said meetings. The Chair shall ensure that the functions of SCOG are carried out to the best of his or her ability. The Chair shall have the responsibility to direct the Executive Director and the staff, and shall make such reports as needed.

Section 2. Vice-Chair. The Vice-Chair shall preside and perform the duties of the Chair in the absence of the Chair.

ARTICLE V The Board of Directors

Section 1. Regular Meeting Date: The Board shall convene in a regular meeting at a consistent date and determined by the Board to be mutually convenient to the members. The Place of the regular meeting shall be set by the Board at its preceding regular meeting.

Section 2. Composition: The Board shall be composed of members, as provided for in the Agreement. Each voting member of all entities shall be represented in the Board by its duly elected chief executive or by an elected official designated by the governing body of the member. Each voting member shall also select an alternate representative in the same manner. Alternates shall also be an elected official. Other members that do not have elected officials on their governing body shall designate their representatives. Each voting member of SCOG shall be entitled to one seat on the Board; with the exception of Skagit County which shall have three (3) seats, one for each Commissioner. If the officially designated member-representative or the officially designated alternate member-representative is unable to attend a specific meeting, then the member-representative may designate, for that meeting only, an additional alternative member representative. This additional alternate will have all rights, privileges and authorities exercised by the member-representative and his/her appointed alternate.

Section 3. Notice: Written notice and the agenda of all Board meetings shall be delivered, mailed, or transmitted electronically to all board members at least five calendar days prior to the meeting and distributed in compliance with Chapter 42.30 RCW and posted on the SCOG web site.

Special meetings may be called by the Chair or upon the written request of a majority of voting members in accordance with RCW 42.30.080. Notice of special meetings must be given in compliance with RCW 42.30.080. The notice must state the time, place, and purpose of the meeting.

Section 4. Purpose: The purpose of the Board is to provide governance for SCOG.

Section 5. Duties. The Board has the functions and authorities as defined in the Agreement and those activities reasonably related thereto.

Section 6. Quorum: A quorum of the Board shall be a simple majority of the total voting members.

Section 7. Voting: Each member shall have one vote on the Board; with the exception of Skagit County which shall have three votes, one for each Commissioner present or represented.

Section 8. All actions of the Board shall be by majority vote of the members present or represented (tie votes shall result in non-passage of the question) unless otherwise provided by law or in these Bylaws, and shall be taken at the regular or special meetings of the Board of Directors as provided for by these Bylaws; except that these Bylaws may be amended at any regular meeting only by two-thirds vote of the voting membership; provided, that the proposed amendments have been submitted in writing at a previous regular meeting. Bylaws may be suspended at any meeting by the unanimous vote of the members present, provided, such attendance constitutes at least two-thirds of the voting membership.

Section 9. Policy Boards. The Board may create policy boards or committees to assist SCOG in carrying out the authorities and functions pursuant to the Agreement.

Section 10. Committees: In addition to the Revolving Loan Fund Committee appointed by the Board of Directors in Article V, Section 11 below, the Board may appoint such other committees as it may determine at its discretion, from time to time, for such purpose as the Board may deem appropriate and for such actions as may be delegated to such committee. Such committees shall be composed and formed as the Board may direct.

Section 11. Revolving Loan Fund Committee: The Board shall appoint a Revolving Loan Fund Committee (RLF) to provide oversight and direction to the revolving loan fund program. The RLF Committee shall have authority pursuant to the RLF management plan. Membership of the Revolving Loan Fund Committee shall include three (3) representatives from the Board and two (2) other members appointed by the Board. RLF Committee members shall generally serve terms of three (3) years. In determining membership of the Revolving Loan Fund Committee the Board shall consider representation from businesses, banking, and other areas of importance to the success of businesses. The Revolving Loan Fund Committee shall normally meet monthly at a time and location as determined by the Committee.

Section 12. Associate Members. Any jurisdiction of general purpose government not a party to the Agreement, and any jurisdiction of special purpose government, may be admitted to associate membership by a majority vote of the Board. Associate members may serve on the policy boards and committees or subcommittees of the Board as a non-voting member, at the Board's discretion.

Section 13. Participation by Telephone: When extraordinary circumstances prevent attendance by a member or alternate, such member or alternate may participate in a meeting by telephone conference or other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting for purposes of establishing a quorum, voting, and for all other purposes.

ARTICLE VI

The Transportation Policy Board

Section 1. Regular Meeting Dates: The Transportation Policy Board (TPB) shall convene in a regular meeting once each month at a consistent date and determined by the TPB to be mutually convenient to the members. The Place of the regular meeting shall be set by the board at its preceding regular meeting.

Section 2. Composition: The TPB shall be composed voting member agencies, as provided for in the Agreement. Each member shall be represented on the TPB by its duly elected chief executive or by an official designated by the governing body of the member. The representative of major employer will be recommended by the governing board of the Economic Development Association of Skagit County (EDASC), whom shall be confirmed and appointed by the TPB. WSDOT shall designate a high-level staff person to serve on the TPB. WSDOT shall convey to the TPB Chair in January of each year who their designated members shall be. Appointment to, representation by, and allocation of votes among, each of the following entity types shall be determined by each entity group by majority vote: Towns, Ports and Tribes. Should the members of any entity group not agree on a method of appointment, representation and voting by July 11, 2014 the SCOG Board shall determine the appointment, representation and voting allocation for such entity(ies). The final action with respect to the appointment, representation and voting allocation for the foregoing entity groups shall be included in SCOG Bylaws. Thereafter, those Bylaws provisions pertaining to appointment, representation and voting allocation for those entity groups may only be altered upon approval of a majority of the members of the entity group.

In accordance with RCW 47.80.040 as currently adopted or as amended, any members of the Washington State House of Representatives or Senate whose districts are wholly or partly within the boundaries of the regional transportation planning organization are considered ex officio, nonvoting members of the TPB.

Section 3. Board Officers: The TPB shall elect from its membership a chair and vice-chair. The term of office for the chair and vice chair shall be one year. When the chair's term expires the vice-chair shall become chair and a new vice-chair shall be elected. The primary duties of the chair shall be to preside over the meetings of the Board. In absence of the chair, the vice chair shall preside at the meetings. In his or her absence, a chair pro-tem shall be selected from the Board members present.

Section 4. Notice: Written notice and the agenda of all regular TPB meetings shall be delivered, mailed, or transmitted electronically to all board members at least five days prior to the meeting.

Special meetings may be called by the Chair or upon the written request of a majority of voting members in accordance with RCW 42.30.080. Notice of special meetings must be given in compliance with RCW 42.30.080. The notice must state the time, place, and purpose of the meeting.

Section 5. Purpose: The purpose of the TPB shall be to exercise on behalf of the Skagit Council of Governments the authority pursuant to the Agreement and under federal and state laws as the Skagit Metropolitan Planning Organization and the Regional Transportation Planning Organization for

Skagit County. The TPB shall function as the Sub-Regional Transportation Policy Board as per the Skagit Island Regional Transportation Planning Organization ("SIRTPO") Agreement. Should the TPB cease to function as the Sub-Regional Policy Board for the SIRTPO, it shall nonetheless continue to function as the Regional Transportation Planning Organization for Skagit County.

Section 6. Duties. The TPB has the functions and authorities as defined in the Agreement.

Section 7. Quorum: A quorum for the TPB shall consist of a simple majority of its total votes pursuant to the Agreement, provided that there is at least one County representative present.

Section 8. Voting: Each member/representative shall have votes as prescribed in the Agreement and for Towns, ports and Tribes established by the process set forth herein. Actions will be decided by a simple majority of the quorum.

Section 9. Committees: The TPB may appoint such other committees as it may determine at its discretion, from time to time, for such purpose as the TPB may deem appropriate and for such actions as may be delegated to such committee. Such committees shall be composed and formed as the TPB may direct but shall not: (1) act on behalf of the TPB; (2) take testimony; or (3) take public comment.

Section 10. Participation by Telephone: When extraordinary circumstances prevent attendance by a member or alternate, such member or alternate may participate in a meeting by telephone conference or other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting for purposes of establishing a quorum, voting, and for all other purposes.

ARTICLE VII

Executive Director

The Board shall retain an Executive Director to operate the Council and to implement the mission, goals, objectives, policies, and guidelines established by the Council. Subject to Board oversight, the Executive Director is authorized to establish and implement business, management, administrative, and employment policies, and to employ such personnel as the Executive Director determines necessary to effectively manage and operate the Council. The Executive Director may delegate this authority to appropriate SCOG staff to facilitate efficient management and operation of the agency. The Executive Director shall be appointed, removed and/or evaluated by the Board.

Section 1. The Executive Director shall be responsible for overall supervision and management of the business of the Skagit Council of Governments including, without limitation of the foregoing: keeping a written record of all actions of the Board, TPB and other policy boards established in accordance with these Bylaws; receiving monies payable to the Skagit Council of Governments and disbursement thereof as authorized by the Board of Directors; maintaining accurate and complete accounts of all receipts and disbursements; supervising all studies and programs authorized by the Skagit Council of Governments; supervising all staff, including the hiring and firing of staff; and performing such other duties or authorities as may be assigned to the Executive Director from time to

time by the Board, the TPB, or the Chair.

Section 2. The Executive Director shall have authority to execute contracts or expenditures with a value of ten thousand dollars (\$10,000) or less in the name of the Council which are in conformance with the approved budget or other Board (Board or TPB) authorization without prior approval. Contracts or expenditures \$10,000 or less and greater than \$4,999 shall also include approval by the chair of the Board. A contract in which the Skagit Council of Governments is party and which is in an amount greater than ten thousand dollars (\$10,000) shall require the prior approval of the Board or TPB before execution by the Executive Director.

Section 3. The Executive Director is authorized to enter into agreements on behalf of the SCOG whenever the Executive Director determines it to be advantageous or when such services are part of in SCOG's normal operations and within the budget set by the Board.

Section 4. The Executive Director shall have authority to manage the Revolving Loan Fund Program pursuant to the revolving loan fund management plan; *provided* that the Board shall approve all loans.

Section 5. The Executive Director shall prepare a work program and budget, under direction of the Board of Directors or committee thereof.

ARTICLE VIII

Work Program and Budget

Section 1. The work program and budget for SCOG shall be presented to the Board for review, revision, and adoption. The work program shall consist of projects and activities to be undertaken by SCOG and Staff during the subject budget year. The work program and budget shall be consistent with the transportation work program identified within the unified planning and work program (UPWP) adopted by the TPB.

Section 2. The Board of Directors shall control all expenditures in accordance with the adopted work program and budget, with the exception of those expenditures included in the transportation work program (UPWP) and shall have the power to amend the work program and budget to meet unanticipated needs or changed conditions. The TPB shall control the UPWP and expenditures therein.

Section 3. The budget shall set the local financial contribution of the members for the following year. The amount shall be determined by a method deemed equitable by the Board and approved by the Board. The preliminary budget and dues shall be set and adopted no later than the regular meeting in August of each year and a final dues and final budget shall be adopted by the last meeting in December of each year.

ARTICLE IX
Funds, Claims & Expenditures, Financial Reports

Section 1. All funds of the Council shall be deposited with the Skagit County Treasurer to the account of the Skagit Council of Governments. 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 Skagit Council of Governments in care of the Skagit County Treasurer. Disbursements shall be made only by the Skagit County Treasurer upon warrants drawn by the Skagit County Auditor.

Section 2. Expenditures of the Council shall be approved by the Board each month and account payable certifications shall be signed by at least three members of the Board of Directors. Approval shall be noted in the meeting minutes.

ARTICLE X
Public Participation

The Agency shall seek involvement in its planning process of the general public, community and neighborhood organizations in urban and rural areas, large and small private sector interests, and local, regional and state government and shall comply with applicable federal or state and/or regulations.

ARTICLE XI
Open Meetings

To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings of the Skagit Council of Governments will be conducted consistent with SCOG's adopted Public Participation Plan. The Board and TPB shall comply with the Washington Open Public Meetings Act (Chapter 42.30 RCW) and the Washington Public Records Act (Chapter 42.56 RCW). The Executive Director shall prepare for Board's approval a public records policy as required by RCW 42.56.040.

ARTICLE XII
Amendments to Bylaws

These bylaws may be amended at any regular meeting of the Board of Directors by two-thirds vote of the voting membership; provided, that the proposed amendments shall have been submitted in writing at a previous regular meeting of the Board. Amendment of Article VI the TPB must be reviewed and agreed to by the TPB. Bylaws may be suspended at any meeting by the unanimous vote of the members present, provided, such attendance constitutes at least two-thirds of the voting membership.

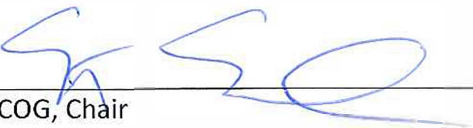
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Document History:

ADOPTED June 18, 2014.

AMENDED July 16, 2014. Appendix A added to Bylaws

AMENDED May 19, 2021. Deleted monthly Board of Directors meeting requirement



SCOG, Chair



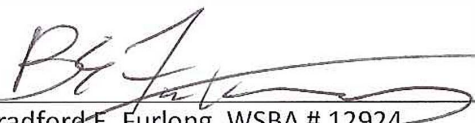
Transportation Policy Board, Chair

ATTEST:



Kevin Murphy, Executive Director

APPROVED AS TO FORM:



Bradford E. Furlong, WSBA # 12924
Legal Counsel

Appendix A – Transportation Policy Board Voting Representation among Entity Groups (Ports, Towns and Tribes)

All SCOG members of each entity group shall be allowed to send a representative to the Transportation Policy Board. When a question is called for, and a vote taken, the vote of the entity group shall be determined by the majority of the entity group representatives present. Tie votes within the representatives of the entity group will be counted as a null vote.

CITY OF ANACORTES

By [Signature]
Print Name Laurie Beck
Its Mayor

Date 6/20/14

CITY OF BURLINGTON

By [Signature]
Print Name Steve Sexton
Its Mayor

Date 6-13-2014

CITY OF MOUNT VERNON

By [Signature]
Print Name Jill Dondrean
Its Mayor

Date 11-19-14

CITY OF SEDRO WOOLLEY

By [Signature]
Print Name Mike Anderson
Its Mayor

Date 11-19-14

TOWN OF CONCRETE

By [Signature]
Print Name Jason Miller
Its Mayor

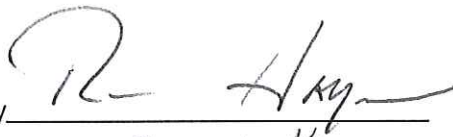
Date 11.19.14

TOWN OF HAMILTON

By 
Print Name Joan Cromley
Its Mayor

Date 12/17/14

TOWN OF LA CONNER

By 
Print Name Ramon Hayes
Its Mayor

Date 12.4.2014

TOWN OF LYMAN

By _____
Print Name _____
Its _____

Date _____

SKAGIT COUNTY

By See attached signature page
Print Name _____
Its _____

Date _____

SKAGIT PUD #1

By Al Littlefield
Print Name AL LITTLEFIELD
Its COMMISSION PRES.

Date 7/11/14

PORT OF ANACORTES

By Ray M. Niver
Print Name RAY NIVER
Its _____

Date _____

PORT OF SKAGIT COUNTY

By Steven A. Omdahl
Print Name Steven A. Omdahl
Its President

Date 6/10/14

SKAGIT TRANSIT

By Dale S. O'Brien
Print Name Dale S. O'Brien
Its Executive Director

Date 12/03/2014

SWINOMISH TRIBAL COMMUNITY

By [Signature]
Print Name Brian Porter
Its Vice-Chair

Date 7/9/14

SAMISH INDIAN NATION

By [Signature]
Print Name Thomas D. Blakely
Its Chairman

Date June 18, 2014

DATED this 20 day of June, 2014.

**BOARD OF COUNTY COMMISSIONERS
SKAGIT COUNTY, WASHINGTON**

Ron Wesen
Ron Wesen, Chair

Kenneth A. Dahlstedt
Kenneth A. Dahlstedt, Commissioner

Sharon D. Dillon
Sharon D. Dillon, Commissioner

Attest:

Linda Hennessy
Clerk of the Board

For contracts under \$5,000:
Authorization per Resolution R20030146

Recommended:

County Administrator

Department Head

Approved as to form:

N. L. (6/23/2014)
Civil Deputy Prosecuting Attorney

Approved as to indemnification:

Jeff 6/25/17
Risk Manager

Approved as to budget:

Linda Yegor
Budget & Finance Director