

SOUTHWEST WASHINGTON COUNCIL OF GOVERNMENTS ON  
AGING AND DISABILITIES  
BY-LAWS

The Southwest Washington Council of Governments on Aging and Disabilities does hereby adopt the following rules for the transaction of its business. These by-laws are adopted pursuant to the terms of an interlocal agreement executed by and between Clark County, Cowlitz County, Klickitat County, Skamania County and Wahkiakum County for the purpose of operating the Southwest Washington Area Agency on Aging within the boundaries of such counties and shall be subject to the provisions of that agreement.

1. NAME

The official name is "Southwest Washington Agency on Aging and Disabilities", a multi-county association formed pursuant to an interlocal agreement to be the administrative body of the Southwest Washington Area Agency on Aging, hereinafter referred to as the "Council"

2. OFFICERS / EXECUTIVE COMMITTEE

The officers of the Council shall be a Chairperson and a Vice-Chairperson, elected from among its designated members. As provided in the interlocal agreement, designated members of the Council shall be elected officials from their respective counties.

Chairperson: The Chairperson shall (1) preside at all meetings of the Council; (2) review and approve the agenda for such meetings; (3) set the time and location of the meetings; (4) establish committees and appoint members to committees and (5) perform such other duties as the Council shall direct.

Vice-Chairperson: The Vice-Chairperson shall preside and perform the duties of the Chairperson during the absence of the Chairperson.

Executive Committee: The Executive Committee shall consist of the Chairperson and the Vice-Chairperson. The Committee shall convene to hear and decide pressing matters of business which may arise between regularly scheduled Council meetings and which require a decision before the next regularly scheduled Council meeting and there is not time for a special meeting per Paragraph 8. Any decisions made by the Committee shall be reviewed by the Council at its next regularly scheduled meeting.

Secretary: The Council shall appoint The Director of the Southwest Washington Agency on Aging and Disabilities as Secretary. The Secretary is responsible for keeping a public record of all transactions, findings and determinations of the Committee. The Secretary

shall prepare the agenda of each meeting for approval of the Chair, provide notice of meetings to members, arrange and prepare legal notices of hearings, attend to the correspondence of the Council and to such other duties as are normally carried out by the Secretary. The Secretary may appoint a designee for these purposes.

3. ELECTION OF OFFICERS:

At the first quarterly meeting of each odd-numbered year, the Council shall elect the Chairperson and the Vice-Chairperson. Nominations may be made from the floor by any Council member.

4. ALTERNATE MEMBERS:

At or before the first quarterly meeting of each year, each regular member of the Council shall identify the alternate member appointed to serve in the absence of such regular member. Alternate members shall serve in that capacity for the remainder of the year and until a successor has been appointed. Vacancies in the position of alternate member may be filled by written notice of the regular member filed with the Secretary of the Council.

5. TERMS OF OFFICE:

The Chairperson and Vice-Chairperson shall serve for 2 year(s). Their term of office shall begin at the close of the meeting at which they are elected. In the event of a vacancy in the office of the Chairperson, the Vice-Chairperson shall succeed to said office for the unexpired portion of the term. In the event there is a vacancy in the office of the Vice-Chairperson, the Chairperson shall appoint a new Vice-Chairperson for the unexpired portion of the term. In the event there is a simultaneous vacancy in the office of Chairperson and Vice-Chairperson, the Council shall elect from its membership at its next succeeding meeting a new Chairperson and Vice-Chairperson to serve the unexpired portion of the terms.

6. QUORUM / VOTING:

Except as otherwise specified herein with respect to budget matters and amendments to these by-laws, a quorum shall consist of 3 members. For the purposes of any action involving adoption or amendment of the budget, the following special quorum requirements will apply: if both the current Chairperson and Vice-Chairperson are personally present, the quorum shall consist of 3 members; if either the Chairperson or Vice-Chairperson is not in attendance, the quorum shall consist of 4 members. Final action on any item shall require the affirmative vote of not less than three members. At any meeting where there is less than a quorum, the Chairperson for the purposes of such meeting shall have the authority to adjourn the meeting and establish a date for the next regular meeting. At any meeting where a party is represented by an alternate member, the alternate member shall be considered a voting member, PROVIDED that only

members of the legislative authority of a member county shall have authority to vote on budget matters.

7. ADVISORY COUNCIL:

The total membership of the Advisory Council shall be eighteen persons. The Advisory Council shall draft by-laws, or revisions to by-laws, and submit the same to the Southwest Washington Council of Governments on Aging and Disabilities for approval. At a minimum, the Advisory Council by-laws must specify the role and functions of the Advisory Council, the solicitation and selection process for members, selection of officers, and otherwise be in compliance with the provisions of the Older Americans Act of 1965, as now or hereafter amended. The Advisory Council shall present information about recommended new members to the Southwest Washington Council of Governments on Aging and Disabilities for approval. Members of the Advisory Council shall serve terms of three years.

Counties shall be represented on the Advisory Council as follows: Clark County six members, Cowlitz County three members, Klickitat County three members, Skamania County three members, and Wahkiakum County three members. Advisory Council members shall be residents of the counties they represent.

The Chair of the Advisory Council shall be invited and encouraged to attend meetings of the Council as a nonvoting member.

8. MEETINGS:

The Council shall hold no less than quarterly meetings at such times and places as may be agreed upon by the members of the Council. Special meetings of the Council may be held on call of the Chair or by the majority of the Council. Special meetings will be called together no earlier than 10 working days but no later than 20 working days following the request.

All meetings of the Council shall conform to the Open Public Meetings Act, RCW 42.30. The Council may adopt such procedures as are necessary to ensure appropriate notice of all meetings of the Council.

9. CONFLICT OF INTERESTS:

The Council members, officers and officials shall comply with the code of ethics for municipal officers, 42.23 RCW, in the performance of their duties.

10. PUBLIC PARTICIPATION:

The Council shall seek the involvement of the general public, community organizations, private sector interests and local, regional and state government in its planning and decision-making processes.

11. COMMITTEES:

Committees may be established and appointed by the Chair of the Council to assist the Council in the performance of its function. Committees may be composed of members of the county and municipal legislative bodies, governmental employees, other public officials, or citizens with particular knowledge or talent to contribute to the work of the committee.

12. AMENDMENTS:

At the first quarterly meeting of each year, the Chair shall appoint a By-Laws Committee. The By-Laws Committee shall consider and draft proposed amendments to the By-Laws as it deems necessary or as proposed by any member. Proposed amendments to the By-Laws shall be provided to all Council members no later than 10 days in advance of the meeting at which the proposed amendment will be considered. For the purpose of taking action on any proposed amendment to the By-Laws, all five counties must be represented by regular member or alternate member. The approval of any amendment requires the affirmative vote of not less than four members, PROVIDED that only members of the legislative authority of a member county shall have authority to vote on amendments to the By-Laws. The By-Laws shall be reviewed by the Council at a regular meeting once every two years.

13. ADOPTION:

Adopted by the Southwest Washington Council of Governments on Aging and Disabilities at a meeting duly called and held on the 1<sup>st</sup> day of August, 2008.

CLARK COUNTY

COWLITZ COUNTY

By Betty Sue Morris By Axel Swan  
Designated Member/Alternate Designated Member/Alternate

SKAMANIA COUNTY

KLICKITAT COUNTY

By Jamie Tolpee By Les J. Johnson  
Designated Member/Alternate Designated Member/Alternate

WAIKIAKUM COUNTY

By David H. Cothran  
Designated Member/Alternate