

BEFORE THE BOARD OF STEVENS COUNTY COMMISSIONERS

IN THE MATTER OF THE NORTHEAST  
WASHINGTON COUNTIES (NEWC)

RESOLUTION No. 34-2017

ADOPTING ARTICLES OF ASSOCIATION  
AND BYLAWS OF THE NORTHEAST  
WASHINGTON COUNTIES (NEWC)

WHEREAS, the Boards of Commissioners of four Northeast Washington counties (Ferry, Pend Oreille, Okanogan and Stevens) have held Quad Counties' meetings for some time; and

WHEREAS, on July 5, 2016, the Board of Stevens County Commissioners adopted Resolution No. 46-2016 calling for the creation of a coalition to be formed by the counties of Northeast Washington; and

WHEREAS, the Boards of Commissioners of Ferry, Pend Oreille and Okanogan Counties have resolved to call for the formation of such a coalition; and

WHEREAS, all Boards find that the counties have a shared objective to protect the health, safety and welfare of their citizens; and

WHEREAS, all Boards find that it is in their county's best interest to organize said coalition for the public purpose of understanding and addressing issues of common concern in a cooperative and efficient manner; and

WHEREAS, Articles of Association and Bylaws for the Northeast Washington Counties (NEWC) were approved by all Boards at a joint meeting held in Pend Oreille County on July 14, 2017.

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED that the Board of Stevens County Commissioners adopts the Articles of Association and Bylaws of the Northeast Washington Counties by resolution as **attached hereto** for the purpose of organizing a coalition of counties, similarly situated, to address issues of common concern effecting the health, safety and welfare of our respective citizens.

Passed by the Board of Stevens County Commissioners meeting in regular session at Colville, Washington, by the following vote, then signed by its membership and attested to by its Clerk in authorization of such passage the 22<sup>nd</sup> day of August, 2017.

  3   YEA;   0   NAY;   0   ABSTAIN; and   0   ABSENT


BOARD OF COUNTY COMMISSIONERS  
OF STEVENS COUNTY, WASHINGTON

  
\_\_\_\_\_  
Chairman Steve Parker

  
\_\_\_\_\_  
Commissioner Wes McCart

  
\_\_\_\_\_  
Commissioner Don Dashiell

Attest:

  
Polly Coleman  
Clerk of the Board

**ARTICLES OF ASSOCIATION  
OF  
THE NORTHEAST WASHINGTON COUNTIES (NEWC)**

The undersigned members, acting under provision of the Washington's Joint Governmental Activities Act (Chapter 36.64.080 *et seq* of the Revised Code of Washington) (the "Act"), and resolutions passed by the governing body of each member in accordance with the applicable requirements of law do hereby adopt the following Articles:

**ARTICLE I  
Name and Address**

The name of the conference shall be "The Northeast Washington Counties" (hereinafter referred to as the "NEWC"). The address and registered office of the NEWC shall be the county offices of the Chair or such other place as the NEWC may designate in the Bylaws.

**ARTICLE II  
Duration**

The NEWC shall have perpetual existence.

**ARTICLE III  
Purposes and Powers**

**Section 1. Purposes.** The NEWC is organized for the purposes specified in the Act.

**Section 2. Powers.** In furtherance of the foregoing purposes, the NEWC may receive property by gift or grant, invest and reinvest the same, and apply the income and principal thereof, as the NEWC may from time to time determine, and engage in any lawful activity that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

**Section 3. General.** In general, and subject to such limitations and conditions prescribed by law, or in the NEWC's Articles of Association or Bylaws, the NEWC shall have all powers that now or hereafter are conferred by law upon a conference organized under the Act for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the NEWC's purposes.

**ARTICLE IV  
Limitations**

No part of the net earnings or property of the NEWC shall inure to the benefit of, or be distributable to, any private person, except that the NEWC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

**ARTICLE V  
Member Representatives**

The management of the NEWC shall be vested in member representatives. The number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the member representatives shall be prescribed in the Bylaws of the NEWC.

**ARTICLE VI  
Positions**

The NEWC shall establish positions for the purpose of delegating certain duties and responsibilities. The number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of such positions shall be prescribed in the Bylaws of the NEWC as may be amended from time to time, but shall include at a minimum a Chair, Vice-Chair, Secretary and Treasurer. The names and addresses of the persons who are to serve in these positions until qualified successors are elected are:

<b>Name</b>	<b>Address</b>
Chairperson Mike Blankenship	Ferry County Commissioners Office 290 E. Tessie Ave.; Republic, WA 99166
Vice-Chair Wes McCart	Stevens County Commissioners Office 215 S. Oak; Colville, WA 99114
Secretary Johnna Exner	Ferry County Commissioners Office 290 E. Tessie Ave.; Republic, WA 99166
Treasurer Nathan Davis	Ferry County Commissioners Office 290 E. Tessie Ave.; Republic, WA 99166

**ARTICLE VII  
Liability Limitations**

No member representative of the NEWC shall be personally liable to the NEWC for monetary damages for conduct as a member representatives, unless such conduct involves (a) intentional misconduct or a knowing violation of law by the member representative or (b) any transaction from which the member representative will personally receive a benefit in money, property or services to which the member representative is not legally entitled.

**ARTICLE VIII  
Indemnification**

**Section 1. Authority to Indemnify.** The NEWC shall have the power to indemnify, including advancing expenses to, any member, member representative, employee, or agent of the NEWC made or threatened to be made a party to any suit or legal proceeding by reason of participation or employment with the NEWC, or arising out of his or her activities undertaken on behalf of the NEWC

- (a) Acts or omissions of the person finally adjudged to be intentional misconduct or a knowing violation of law, or

- (b) Any transaction with respect to which it was finally adjudged that such person received a benefit in money, property, or services to which the person was not legally entitled.

This indemnity shall continue after a person has ceased to represent a member or to serve as an employee or agent of the NEWC and may inure to the benefit of that person's heirs, executors, and administrators.

**Section 2. Indemnification Procedures.** Indemnification under this Article shall only be made after a determination that it is permissible under the circumstances. This determination shall be made:

- (a) By a majority vote of a NEWC quorum consisting of persons not at the time parties to such proceeding; or
- (b) If such a quorum cannot be obtained, then by a majority vote of a committee of the NEWC, duly designated to act in the matter by a majority vote of the NEWC (in which designation member representatives who are parties may participate), consisting solely of three or more member representatives not at the time parties to such proceedings; or
- (c) In a written opinion by legal counsel other than an attorney (or a firm having associated with an attorney) who has been retained by or who has performed services within the past three years for the NEWC or any party to be indemnified, selected by the NEWC or a committee thereof by vote as set forth in (a) or (b) of this Section, or if the requisite quorum of the NEWC cannot be obtained therefor and such committee cannot be established, by a majority vote of the NEWC (in which selection member representatives who are parties may participate).

**Section 3. Reasonableness of Expenses.** Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by such legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in Section 2(c) of this Article for the selection of such counsel.

**Section 4. Nonexclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Association, Bylaws, agreement, vote of members, if any, or disinterested member representatives or otherwise.

**Section 5. Insurance, Contracts and Funding.** The NEWC may maintain insurance at its expense to protect itself and any member representative, employee or agent of the NEWC or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the NEWC would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act. The NEWC may, without further action, enter into contracts with any member or member representative of the NEWC in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

## ARTICLE IX Bylaws

The authority to make, alter, amend or repeal Bylaws is vested in the NEWC and may be exercised at any regular or special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

**ARTICLE X**  
**Allocation of Costs**

Members shall contribute to the expense of this association in amounts as established annually by the NEWC and agreed to by participating members pursuant to the budgetary laws set forth in the Revised Code of Washington.

**ARTICLE XI**  
**Dissolution**

No person shall be entitled to share in the distribution of any property or assets upon dissolution of the NEWC, or the winding up of its affairs. Upon the winding up or dissolution of the NEWC, the assets of the NEWC remaining after payment of, or provision for payment of, all debts and liabilities of the NEWC, shall be distributed to the members in the manner agreed upon by majority vote of a quorum.


**ARTICLE XII**  
**Adoption**

IN WITNESS WHEREOF, by signature of the representatives affixed below, the undersigned members do adopt these Articles of Association this 14<sup>th</sup> day of July, 2017.

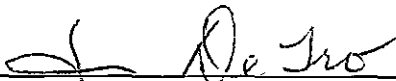
FOR FERRY COUNTY:



FOR PEND OREILLE COUNTY:



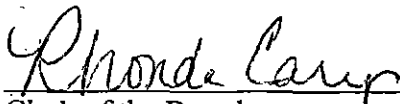
FOR OKANOGAN COUNTY:



FOR STEVENS COUNTY:



ATTEST:



Clerk of the Board

    Pend Oreille     County

**BYLAWS  
OF  
THE NORTHEAST WASHINGTON COUNTIES (NEWC)**

**ARTICLE I  
Offices**

The principal office of the NEWC shall be at the office of Stevens County Commissioners or such other place as the NEWC may designate. The NEWC may have such other offices, either within or outside the State of Washington, as may be designated or as the business of the NEWC may require from time to time.

**ARTICLE II  
Membership**

The NEWC 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 NEWC shall be conducted under the direction of, and the control and disposal of the NEWC's properties and funds shall be vested in, the member representatives who shall collectively comprise the NEWC, except as otherwise provided by law, the Articles of Association or these Bylaws.

**ARTICLE IV  
Member Representatives**

**4.1 Designation.** Membership consists of the three county commissioners from each member county (Ferry, Pend Oreille, Okanogan and Stevens). Each commissioner has one vote.

**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 NEWC 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 NEWC 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 NEWC may be paid or reimbursed by the NEWC. Under no circumstances shall the NEWC 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 NEWC, 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 NEWC; and
- (c) To the extent provided in such resolution, have and may exercise all the authority of the NEWC; provided, however, that the NEWC 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 NEWC;
  - (iii) amend the Articles of Association;
  - (iv) authorize the sale, lease, or exchange of the property and assets of the NEWC, except as specifically directed by resolution of the NEWC;
  - (vi) authorize the voluntary dissolution of the NEWC or revoke proceedings therefor;
  - (vii) adopt a plan for the distribution of the assets of the NEWC; or
  - (viii) amend, alter, or repeal any resolution of the NEWC, 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 NEWC of any responsibility imposed upon it by law. The NEWC 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 NEWC, 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 NEWC, 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 NEWC**

**5.1 Annual Meeting.** The NEWC 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 NEWC.

**5.2 Place of Meetings.** All meetings shall be held at the principal office of the NEWC or at such other place within or outside 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 NEWC or any committee designated by the NEWC. 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 NEWC or any committee designated by the NEWC may be called by or at the request of the Chair of the NEWC, 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 NEWC or any committee designated by the NEWC 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 NEWC 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 shall be entitled to cast one (1) vote in all matters put to the NEWC. 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 present 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 NEWC 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. NEWC action shall require a vote by all members. The act of the majority shall be the act of the NEWC, 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 NEWC or any committee designated by the NEWC 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 at his or her address shown on the records of the NEWC **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 NEWC or any committee designated by the NEWC 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 NEWC 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 NEWC.

## **ARTICLE VII**

### **Positions**

**7.1 Number.** The positions of the NEWC shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected by the NEWC. Other positions and assistants may be elected, appointed or hired by the NEWC, 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 NEWC. Any position may be assigned by the NEWC any additional title that the NEWC 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 NEWC and shall supervise and control all assets, business and affairs of the NEWC, subject to direction by the NEWC. The Chair may, with the approval of the NEWC, sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been delegated expressly by the NEWC or by these Bylaws to some other position-holder or agent of the NEWC 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 NEWC 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 NEWC from time to time.

**7.1.2 Vice-Chair.** The NEWC shall elect a Vice-Chair who shall assist the Chair in conducting the affairs of the NEWC. 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 NEWC, with all the powers of and subject to any restrictions upon the Chair. The Vice-Chair shall have, to the extent authorized by the NEWC, 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 NEWC. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or the NEWC.

**7.1.3 Secretary.** The Secretary shall be responsible for ensuring that minutes of meetings of the NEWC are recorded and maintained, and to the extent minutes of meetings of committees of the NEWC 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 NEWC; 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 NEWC.

**7.1.4 Treasurer.** The Treasurer shall be responsible for all funds and securities of the NEWC; ensure that monies due and payable to the NEWC 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 NEWC 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 NEWC. Nothing herein shall preclude the NEWC from entering into a separate agreement with a member county or any other entity to manage the fiscal affairs of the NEWC in accordance with applicable legal requirements.

**7.2 Election and Term of Positions.** The NEWC shall elect member representatives for all positions each calendar year at the NEWC'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 is unable to continue serving on the NEWC 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 NEWC for the unexpired portion of the term or for a new term established by the NEWC.

**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 NEWC. 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 NEWC may be removed from the position, with or without cause, by the NEWC whenever, in its judgment, the best interests of the NEWC 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 NEWC 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 NEWC or by any person or persons to whom the NEWC has delegated such authority. Member representatives, employees and agents may receive reimbursement for reasonable expenditures incurred on behalf of the NEWC.

**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 NEWC, 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 NEWC 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 NEWC 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 NEWC, the interested person shall call it to the attention of the NEWC 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 NEWC 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 NEWC 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 NEWC or committee with any and all relevant information.

**8.6 Minutes.** The minutes of the meeting of the NEWC 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 NEWC 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 NEWC shall be furnished to each member representative, and any senior staff member who is employed presently by the NEWC, or who may thereafter become associated with the NEWC. This policy shall be reviewed annually for the information and guidance of NEWC 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 NEWC 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 NEWC, and any minutes which may be maintained by committees having any of the authority of the NEWC; 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 NEWC shall be open at any reasonable time to inspection by any member.

**9.2 Fiscal Procedures.** The NEWC 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 NEWC 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 NEWC 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 NEWC to any member representatives or NEWC 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 NEWC.

**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 Northeast Washington Counties (NEWC) for does hereby certify that the above and foregoing Bylaws were adopted by the member representatives and do now constitute the Bylaws of the NEWC.

DATED this 12<sup>th</sup> day of Sept., 2017.

Print Johnna Exner

**NORTHEAST WASHINGTON COUNTIES**

Johnna Exner  
Secretary Johnna Exner