

Agenda Summary Report (ASR)

Franklin County Board of Commissioners

DATE SUBMITTED: 10-02-2023	PREPARED BY: Michelle Holt, BFCOG
Meeting Date Requested: 10-18-2023	PRESENTED BY:
ITEM: (Select One) XX Consent Agenda Time needed:	
SUBJECT: Resolution to Adopt Benton-Franklin Council of Governments Interlocal Agreement	
FISCAL IMPACT: Unchanged If NA is used, explain.	
<p>BACKGROUND: On May 19, 2023, the BFCOG Board of Directors unanimously approved new Bylaws, Amendment of the current Interlocal Agreement to match the language and source legislation, and Standing Committee Policies, as called for in the new Bylaws.</p> <p>The only document that requires action by each BFCOG member jurisdiction is the ratification of the Interlocal Agreement by Resolution. The 2023 Interlocal Agreement changed to provide clarification and to match the new Bylaws. To achieve this, formatting, order of information, and verbiage were adjusted. The amended version removed redundant items that are included in the Bylaws and not required for the Interlocal Agreement. Nothing about the fundamental expectations between BFCOG and its member jurisdictions has changed (costs, representation, voting rights, etc.).</p>	
<p>COORDINATION: These documents went through multiple reviews and revisions before their unanimous adoption, including the BFCOG Board, The BFCOG Technical Advisory Committee, and the City Managers/County Administrators/Mayors.</p>	
<p>RECOMMENDATION: Adoption by Consent Agenda/Resolution</p>	
<p>ATTACHMENTS: (Documents you are submitting to the Board)</p> <p>ASR, Draft Resolution, Signature Page, 2023 BFCOG Interlocal Agreement, 2023 BFCOG Bylaws</p>	
<p>HANDLING / ROUTING: (Once document is fully executed it will be imported into Document Manager. Please list <u>name(s)</u> of party(s) that will need a pdf.)</p> <p>Original : Clerk of the Board Teresa Alvarez</p>	

I certify the above information is accurate and complete.

Name: *Michelle M. Holt* Title: BFCOG Executive Director

FRANKLIN COUNTY RESOLUTION _____

**BEFORE THE BOARD OF COUNTY COMMISSIONERS
FRANKLIN COUNTY, WASHINGTON**

**RESOLUTION ADOPTING AMENDMENT OF THE INTERLOCAL COOPERATION
AGREEMENT AND BYLAWS OF THE BENTON-FRANKLIN COUNCIL OF
GOVERNMENTS**

WHEREAS, Pursuant to Revised Code of Washington (RCW) Chapter 36, Laws of 1959, as amended (RCW 36.70.060) and Chapter 84, Laws of 1965, Extraordinary Session, (RCW 36.64.080), Franklin County is by Interlocal Agreement, a member of the regional agency known as the Benton-Franklin Council of Governments; and

WHEREAS, the Board of the Benton-Franklin Council of Governments (BFCOG) determined that amendments made to the Interlocal Cooperative Agreement and Bylaws documents amended September 18, 2020, required review and revision to rectify inconsistencies prudent to ensure organizational effectiveness; and

WHEREAS, on May 19, 2023, the BFCOG Board adopted the amended documents Interlocal Cooperation Agreement of the Benton-Franklin Council of Governments, and Bylaws of the Benton-Franklin Council of Governments, as a total and complete replacement for all previous Interlocal Agreements and Bylaws of BFCOG, by the process outlined in the previously adopted Bylaws; and

NOW, THEREFORE, IT IS HEREBY RESOLVED the Board of Franklin County Commissioners hereby authorizes the execution and ratification of these documents as attached hereto.

DATED this _____ day of _____, 2023.

**BOARD OF COUNTY COMMISSIONERS
FRANKLIN COUNTY, WASHINGTON**

Chair

Chair Pro Tem

ATTEST:

Member

Clerk of the Board



INTERLOCAL COOPERATION AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

*Amended May 19, 2023, BFCOG Resolution 04-23
(As a total and complete replacement for all previous Interlocal Agreements)*

PARTICIPANTS

Participants in this agreement shall be whichever of the parties ratify this agreement. If any party fails to ratify this agreement, such an action shall not affect this agreement as it pertains to the remaining parties.

WHEREAS, the **[MEMBER JURISDICTION NAME]** authorized the execution of this

Agreement by Resolution No. _____,

Adopted on _____ *[Date]*.

IN WITNESS WHEREOF, the parties hereto have set their hands.

By: _____

Attest: _____

Title: _____

Title: _____

Date: _____

Date: _____



INTERLOCAL COOPERATION AGREEMENT OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

Amended May 19, 2023

(As a total and complete replacement for all previous Interlocal Agreements)

Pursuant to Revised Code of Washington (RCW) Chapter 36, Laws of 1959, as amended (RCW 36.70.060) and Chapter 84, Laws of 1965, Extraordinary Session, (RCW 36.64.080), and be it resolved that the local governments of:

- Ben Franklin Transit,
- Benton County,
- City of Benton City,
- City of Connell,
- City of Kennewick,
- City of Pasco,
- City of Prosser,
- City of Richland,
- City of West Richland,
- Franklin County,
- Port of Benton,
- Port of Kennewick, and
- Port of Pasco

Each hereafter referred to as a "Member" or collectively, as "Members," do hereby organize and reaffirm the establishment of a regional agency, hereinafter referred to as the Benton-Franklin Council of Governments or "COG"; and further establish, as an integral component thereof, an Economic Development District organization, hereinafter referred to as the "EDD" by this Interlocal Agreement or "Agreement."

This Agreement terminates and supersedes in all respects the Benton-Franklin Council of Governments Interlocal Agreement dated September 18, 2020; the Benton-Franklin Council of Governments Articles of Association amended November 21, 2014; the Benton-Franklin Council of Governments Articles of Association amended May 22, 1998, and original Benton-Franklin Governmental Conference Articles of Association dated November 7, 1966, and any or all such agreements.

RECITAL

WHEREAS, each of the Members hereto is a public agency pursuant to the terms of RCW 39.34 Interlocal Cooperation Act, and it is the intent and purpose of the Members to exercise their powers and authority in accordance with its provisions; and

WHEREAS, pursuant to the provisions of RCW 39.34, two or more public agencies may jointly cooperate to perform functions that each may individually perform. Therefore, Members enter into this Interlocal Cooperation Agreement to provide for the joint and/or cooperative exercise of their powers, privileges, and authorities for the purpose of comprehensive transportation planning; and

WHEREAS, the Members acknowledge the need to engage in cooperative planning and decision-

making on transportation and economic development issues and the benefits to be derived therefrom as demonstrated by the attached signature pages; and

WHEREAS, Federal transportation legislation, Title 23 United States Code 134 and Title 49 United States Code 5303, requires the establishment, by agreement between the Governor of the State of Washington and units of general-purpose local government, of a Metropolitan Planning Organization (MPO), which, in cooperation with the State of Washington, is to develop transportation plans and programs for urbanized areas of Washington State; and

WHEREAS, 23 CFR §450 sets forth the national policy that the MPO designated for each urbanized area is to carry out a continuing, cooperative, and comprehensive multimodal transportation planning process, including the development of a Metropolitan Transportation Plan (MTP) and a Transportation Improvement Program (TIP); and

WHEREAS, the Washington State Growth Management Act, RCW 36.70A, requires local governments to adopt transportation plans that are consistent with comprehensive land use plans; and

WHEREAS, RCW 47.80 authorizes the formation of a Regional Transportation Planning Organization (RTPO) by the voluntary association of local governments within a county, provided each RTPO shall have as members all counties within the RTPO's boundaries and at least sixty percent of the cities and towns collectively, representing a minimum of seventy-five percent of the population of all incorporated municipalities; and

WHEREAS, pursuant to RCW 47.80.023(7), the Benton-Franklin Council of Governments is designated as the lead planning agency and governing body for the MPO and the RTPO; and

WHEREAS, RCW 47.80.40 provides each RTPO formed by local governments is required to create a Transportation Policy Board to provide policy advice to the RTPO and shall allow representatives of major employers within the region, the department of transportation districts, port districts, and member cities, towns, and counties within the region to participate in policy making; and

WHEREAS, the Members acknowledge the need to provide regional economic development planning and have established the Benton-Franklin Economic Development District for these purposes, which will provide these services through the US Department of Commerce Economic Development Administration's Partnership Planning Program and Comprehensive Economic Development Strategy (CEDS) process; and

WHEREAS, the Members acknowledge the need to promote economic development activities for the region in alignment with the Public Works Economic Development Act of 1965 and to provide services as promulgated by the US Department of Commerce Economic Development Administration, US Department of Agriculture, and other funding sources available to the region; and

WHEREAS, each of the Members has previously adopted one or more resolutions authorizing the execution of this Agreement and that such resolutions are in all ways valid and binding; and

WHEREAS, the Members agree to be governed by Bylaws of the COG approved by a two-thirds (2/3) majority vote of all members in good standing;

NOW, THEREFORE, pursuant to the above recitals that are incorporated into this Interlocal Cooperation Agreement as included below, and in consideration of the terms and conditions set forth below, it is hereby agreed as follows:

ARTICLE I

PURPOSE

The purposes which form the basis of this Agreement are as follows:

1. COUNCIL OF GOVERNMENTS: To study regional and governmental problems of mutual interest and concern as agreed to by the Board and consistent with RCW 36.64.80;
2. REGIONAL PLANNING AGENCY: To initiate regional planning programs and accept/receive state and federal grants and funding as agreed to by the Board and consistent with RCW 36.70.060;
3. METROPOLITAN PLANNING ORGANIZATION (MPO): To implement and perform the functions of an MPO for the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future (23 USC 134 and USC 49; CFR 23 and 40)
4. REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO): To implement and perform the functions of an RTPO for Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future (RCW 47.80);
5. Economic Development District (EDD): To implement and perform the functions of an EDD for the Benton and Franklin Counties area as promulgated by the Economic Development Administration of the US Department of Commerce. (40 USC Subtitle V)
6. PUBLIC WORKS AND ECONOMIC DEVELOPMENT ACT (PWEDA) To implement the PWEDA of 1965, PL 89 136 42 USC 3121 et. seq., and all related/subsequent Federal and Washington State legislation related to the purpose of the said Act;
7. To strengthen the regional economy through planning, program development, and economic diversification activities, and
8. Implement and administer other functions and agencies of regional concern as determined by its Board of Directors.

ARTICLE II

BOUNDARIES

The boundaries of the regional planning district shall be the boundaries of Benton County, Franklin County, Washington, and the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future, and any local, county, or state jurisdiction located within. All references to the "region" in this agreement shall mean Benton and Franklin Counties, and the Tri-Cities Urbanized Area unless changed by the Board as authorized by the COG Bylaws. The COG may be expanded to include contiguous geographic and statistically relevant areas and agencies economically and socially related to the region to provide mutual benefit.

ARTICLE III

FUNCTIONS AND AUTHORITIES

1. TRANSPORTATION. In meeting its responsibilities for regional transportation planning, the COG will:
 - a. Produce a Regional Transportation Plan (RTP) as prescribed by federal and state law and regulations and based on local comprehensive planning. The RTP will establish

planning direction for regionally significant transportation projects, as defined in state law, and shall be consistent with the regional growth management strategy, including but not limited to:

- i. Certify that transportation elements of local comprehensive plans are consistent with the regional transportation plan.
 - ii. Certify that all transportation projects within the region that have a significant impact on regional facilities or services are consistent with the RTP.
 - b. Carry out MPO functions as prescribed for federally funded projects in the region. These functions include preparing an RTP, an annual or biennial Unified Planning Work Program (UPWP), and a four-year capital plan (with an annual element).
2. ECONOMIC DEVELOPMENT. To further the purposes of regional economic development, pursuant to RCW 39.34, the COG will:
 - a. Cooperatively develop and maintain a regional economic development strategy that complies with the Federal requirements for a Comprehensive Economic Development Strategy (USC 42, Chapter 38 Public Works and Economic Development, Subchapter IV) and is also consistent with the requirements of the state of Washington for comprehensive planning under the Growth Management Act (RCW 47.80).
 - b. Contract for, administer, and manage state and federal economic development programs as authorized in the COG Bylaws.
3. REGIONAL DATABASE DEVELOPMENT. The COG shall provide for the establishment and maintenance of a regional database to:
 - a. Support the development of the Metropolitan Transportation Plan and other regional planning efforts of mutual concern to the Members.
 - b. Forecast and monitor the region's economic, demographic, and travel conditions.
 - c. Develop the database jointly with relevant state agencies for use in the region by local governments and the State of Washington.
 - d. Respond to data prepared by the State Office of Financial Management.
4. TECHNICAL ASSISTANCE. The COG shall provide technical assistance to local, state, and federal governments through regional data collection and forecasting services consistent with the agency's purpose, functions, and budget upon request. In addition, the COG may provide, upon request, general transportation or economic development planning assistance consistent with the COG's purpose and functions to Members.
5. DISCUSSION FORUM. The COG may provide a forum for discussion among local and state officials and other interested parties on common regional issues.
6. RESEARCH AND PLANNING. The COG may act as a research and fact-finding agency for the Members. To that end, it may make such surveys, analyses, research, and reports requested as authorized in the bylaws of the Agency. The COG, upon such authority or requests, may also:
 - a. Make inquiries, investigations, and surveys concerning the resources of Benton and Franklin Counties.
 - b. Assemble and analyze the data thus obtained, the systematic utilization and

development thereof.

- c. Cooperate with other commissions and public and private agencies of the Region, Washington State, and the United States in planning endeavors.
- d. Develop programs of Intergovernmental cooperation for the benefit of Members.

7. OTHER FUNCTIONS. The COG shall, insofar as possible:

- a. Coordinate general planning among and for the Members
- b. Provide a written report to the members each year
- c. Prepare, approve, and administer its own annual budget, which includes setting the amount of cost allocations, member assessments, and dues, hiring an Executive Director (who shall hire and supervise employees), hiring consultants, engaging professional accounting, legal and other services as needed, sue and be sued; and other such additional modified, or removed functions and authorities as authorized in the COG Bylaws.

ARTICLE IV

BYLAWS

The authority to make, amend, or repeal bylaws is vested in the COG so long as such bylaws are consistent with the provisions of these articles and applicable laws. Bylaws for the COG are separately adopted and included in Exhibit A of this Agreement.

ARTICLE V

MEMBERSHIP

General Units of Government (excluding small cities with a population of less than 2,500 population) or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington and the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future is eligible for voting membership in the COG through execution of this Agreement and the payment of such cost allocations as determined by the Board via dues or assessment. COG Membership shall be open to any general or special units of government located within the boundaries. The COG Board shall be comprised of delegates representing voting members as outlined in the Bylaws.

ARTICLE VI

ALLOCATION OF COSTS

Voting members in the COG shall contribute to the expense of the Agency in amounts as established annually by the COG and agreed to by participating jurisdictions pursuant to the budgetary laws outlined in the Revised Code of Washington (RCW). Members shall be assessed according to a per capita ratio or other equitable assessment established by the Board as authorized in the Bylaws. Services and facilities may be provided by participating agencies at a mutually agreed value in lieu of assessment, as authorized in the Bylaws.

ARTICLE VII

DURATION AND DISSOLUTION

The COG shall have perpetual existence until dissolved by: (1) a vote of 2/3 of the voting Members' provided that all members shall receive one month's written notice of the proposed dissolution and all members provided an opportunity for comment on the motion: or (2) withdrawal of such members so that the MPO/RTPO ratification thresholds are no longer met as required by 47.80 RCW and Ch. 468-86 WAC and/or Title 23 USC and Title 49 USC as currently adopted or as amended and 23 CFR Parts 450 and 500 and 40 CFR Part 613.

Upon termination of this Agreement, any money or assets in possession of the COG after payment of all liabilities, costs, expenses, and charges validly incurred under this Agreement shall be returned to all contributing governments in proportion to their assessment determined at the time of termination. The debts, liabilities, and obligations of the COG shall not constitute a debt, liability, or obligation of any member agency.

ARTICLE VIII

WITHDRAWALS

Any Member shall have the right to withdraw from this Agreement by giving written notice to the Board six months prior to the Board's annual meeting establishing the annual assessment. The Members agree that withdrawal will not absolve them of responsibility for meeting financial or other obligations of annual contracts or agreements which exist between the State of Washington or the federal government and the COG at the time of the withdrawal.

The formation of the MPO is based on the population of the metropolitan planning area. Withdrawal by any Member could put the existence of the MPO at risk, resulting in the loss of federal funding for transportation projects. Withdrawal of member jurisdictions could impact the organization with respect to its designation and funding as an RTPO under Washington State law.

ARTICLE IX

GENERAL PROVISIONS

- A. ADOPTION AND EFFECTIVE DATE. The effective date of this Agreement shall be upon ratification by the Counties and at least sixty percent (60%) of the cities and towns within the council area that represent seventy-five percent (75%) of the cities and towns population ("Ratification"). This Agreement shall be binding upon the Members who have executed this Agreement, their successors, and assigns, provided that upon Ratification, all prior agreements and bylaws between the parties shall be deemed terminated and replaced herewith. Thereafter, no city, town, tribe, or special district shall be a voting member of the Benton-Franklin Council of Governments, the Benton-Franklin Metropolitan Planning Organization/Regional Transportation Planning Organization Transportation Policy Board, or the Benton-Franklin Economic Development District until the Board has approved the entity's membership and the entity's governing body has approved this Agreement and paid assessed dues.
- B. AMENDMENTS. This Agreement may be amended by Board action pursuant to the COG Bylaws.
- C. FILING AND STATE APPROVAL. Pursuant to RCW 39.34.040, this Agreement shall be on the COG website or other electronically retrievable public source. To the extent any

state officer or agency has control over the operations which may be the subject of this Agreement, then this Agreement shall be submitted to such state officer or agency for approval pursuant to RCW 39.34.050 prior to its entry into force.

- D. INVALID PROVISIONS. If any portion of this Agreement, or its application to any local government, person, or circumstances, is held or determined to be invalid, such holding or determination shall not affect the validity or enforceability of any other term or provision, and the application of this Agreement to other local government entities, persons or circumstances shall not be affected.
- E. COUNTERPARTS. This Agreement may be executed in counterparts by the parties. Receipt of executed resolutions having the same effect as if all parties had signed the same agreement.

EXHIBITS

Exhibit A – Benton-Franklin Council of Governments Bylaws, Amended 5.19.2023

ADOPTION

This Interlocal Agreement is adopted as a total revision to and replacement of all previously existing Interlocal Agreements between the Benton-Franklin Council of Governments and its Regular Member Jurisdictions by the Benton-Franklin Council of Governments Board of Directors at their Meeting on the 19th day of May 2023 by BFCOG Resolution 04-23.



Brad Peck, Board Chair



Skip Novakovich, Board Vice-Chair

PARTICIPANTS

Participants in this agreement shall be whichever of the parties ratify this agreement. If any party fails to ratify this agreement, such action shall not affect this agreement as it pertains to the remaining parties.

WHEREAS, the **[MEMBER JURISDICTION NAME]** authorized the execution of this

Agreement by Resolution No. _____,

Adopted on _____ *[Date]*.

IN WITNESS WHEREOF, the parties hereto have set their hands.

By: _____

Attest: _____

Title: _____

Title: _____

Date: _____

Date: _____



BYLAWS OF THE BENTON-FRANKLIN COUNCIL OF GOVERNMENTS

(As a total and complete Replacement for all previous Bylaws Documents)

ARTICLE I

NAME and TERM

The name of this Agency shall be The Benton-Franklin Council of Governments, and it is referred to in these Bylaws as the "COG."

ARTICLE II

AREA SERVED

Benton and Franklin Counties of the State of Washington, and for the Tri-Cities Urbanized Area as such area's boundaries are defined now or in the future by the US Census and designated by the Federal Highway Administration of the US Department of Transportation.

ARTICLE III

ORGANIZATION

SECTION 1. ORGANIZATION: The Benton-Franklin Council of Governments (COG) is organized under the Interlocal Cooperation Act (RCW 39.34) and other federal and state laws as:

1. a **Council of Governments** (RCW 36.64.080);
2. a **Regional Planning Commission** (RCW 36.70.060);
3. a **Metropolitan Planning Organization** (MPO) (23 CFR Part 450.310(b)) designated by agreement between the Washington State Governor and local governments;
4. a **Transportation Management Area** (TMA) (23 CFR Part 450.310(c)) designated by the Secretary of the US Department of Transportation;
5. a **Regional Transportation Planning Organization** (RTPO) (RCW 47.80.020) and;
6. an **Economic Development District** (EDD) promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965. (40 USC Subtitle V)

The COG is the designated Metropolitan Planning Organization/Transportation Management Area for the Tri-Cities Urbanized Area as determined by the US Census and defined by the Federal Highway Administration of the US Department of Transportation, and the Regional Transportation Planning Organization as designated by the Washington State Department of Transportation (WSDOT).

The COG is the designated Economic Development District of Benton and Franklin counties as specified by the Economic Development Administration of the United States Department of Commerce.

Separate Interlocal Agreements further establish relationships between the COG and other jurisdictional partners.

ARTICLE IV

PURPOSE

SECTION 1: PRIMARY PURPOSES:

1. As a COUNCIL OF GOVERNMENTS, the COG exists to study regional and governmental problems of mutual interest and concern, and to formulate recommendations for review and action by member jurisdiction's legislative bodies. Pursuant to the Interlocal Cooperation Act (RCW 39.34) and the Interlocal Agreement entered into between member jurisdictions, the COG may also serve as a lead agency in providing programs that serve the mutual interest of member jurisdictions.
2. As a REGIONAL PLANNING AGENCY, the primary purpose is to initiate regional planning programs, accept grants in aid, receive state and federal funds for planning, and to further planning programs for the Benton-Franklin metropolitan area. As such, the COG has accepted state and federal designations supporting this primary purpose.
 - a. METROPOLITAN PLANNING ORGANIZATION/TRANSPORTATION MANAGEMENT AREA (MPO/TMA): The COG is responsible for MPO/TMA and RTPPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the MPO/TMA. (See ARTICLE X. Metropolitan Planning Organization)
 - b. REGIONAL TRANSPORTATION PLANNING ORGANIZATION (RTPO): The COG is responsible for MPO/TMA and RTPO activities in Benton, Franklin, and the Burbank area of Walla Walla Counties. As such, the COG Board of Directors serves as both the governing Board and the Transportation Policy Board of the RTPO. (See ARTICLE XI. Regional Transportation Planning Organization)
 - c. ECONOMIC DEVELOPMENT DISTRICT (EDD): The COG is responsible for the EDD activities in Benton and Franklin Counties. As such, the BCOG Board serves as the governing Board of the EDD, acting on recommendations from the Economic Development District Advisory Committee per CFR 2018 Title 13 Volume 1 Section 304.2(c). (See ARTICLE XII. Economic Development District)

SECTION 2. SECONDARY PURPOSE:

1. The COG may provide administrative support and oversight to other local government entities and special districts. These other entities shall be governed per their own governing documents and be charged a fee for any services provided by the Benton-Franklin Council of Governments.
2. The COG may also provide various other administrative and planning assistance as requested by local government entities on a mutually agreed upon fee for services basis.

ARTICLE V

MEMBERSHIP ELIGIBILITY

SECTION 1. REGULAR MEMBERSHIP:

1. General Units of Government or Special Units of Government (such as school districts, public utility districts, and port districts) located within the COG's planning area of Benton and Franklin Counties of the State of Washington are eligible for Regular Membership in the COG; however, small cities with a population of less than 2,500, as determined by the Washington Office of Financial Management (OFM), are only eligible for Associate Membership.
2. Membership is established through acceptance of the Interlocal Agreement creating the COG and these Bylaws by the Jurisdiction's governing body.
3. Should a Native American tribe possess any trust land or reservation land located within the defined boundaries served by the COG, then such tribe shall be offered Regular Membership.
4. The Delegates of Regular Members shall occupy seats on the COG Board of Directors.

SECTION 2. VOTING RIGHTS: Regular Members each have the right to cast one vote on all matters coming to the Board for action.

1. In order to comply with RCW 47.80 and 23 CFR 450.310(d)(3), the COG as the designated MPO and RTPPO for the Tri-Cities Urbanized Area, will grant Ex Officio membership and the right to designate one Delegate representative to vote on any MPO/RTPPO matter coming to the COG Board for action to entities who are not Regular Members of the COG but require such rights. Currently, this includes:
 - a. Walla Walla County
 - b. Washington State Department of Transportation South Central Region

These Bylaws may be amended as provided in Article XVI of these Bylaws to accommodate other qualified Regular Members and different allocations of voting rights.

SECTION 3. ASSOCIATE MEMBERSHIP: Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board. Associate Members are non-voting members of the organization. Community organizations and public agencies ineligible for Regular Membership in the COG may petition for Associate Membership. Associate Membership is granted upon application approval by the Board and payment of annual dues. Associate Members' Representatives are not eligible to be officers or voting Board members of the COG. They may participate as non-voting members of committees and may contract with BFCOG for technical assistance at a rate determined by the Board. An Associate Member representative may be appointed as a voting committee member by the Board Chair when deemed appropriate.

SECTION 4. EX OFFICIO MEMBERSHIP:

Ex Officio Membership may be granted upon approval of the Board to representatives of any regional, state, or federal agency representative at the Board's discretion or as required by regional, state, or federal program guidance.

SECTION 5. ALLOCATION OF COSTS, ASSESSMENTS, AND DUES:

1. Regular Members of the COG shall contribute to the expense of the COG by Assessment in amounts as established annually by the Board and agreed to by participating jurisdictions under the Budgetary laws as outlined in the Revised Code of Washington.

- a. Assessments for Regular Members, established annually by the Board, will be such that they ensure adequate operations of the COG and include funds necessary to meet matching requirements for federal or state programs approved by the Board.
 - b. Assessments for Regular Members will be assessed on a per capita ratio or other equitable assessment established by Board resolution.
 - c. Any Regular Member with Assessments outstanding after 120 days will automatically revert to non-voting Associate Member status until Dues are paid current.
2. Associate Members, while not contributing to the pro-rated expenses of the COG, shall be charged membership Dues which shall be established annually by Board at the same time as the Regular Members' contributions are established.
 3. The COG shall provide notice of annual Assessments and Dues for the upcoming fiscal year to all Members no later than November 1st of the current year, with payment due by February 15th of the new calendar year.
 4. The Board may also establish a Fee for Services schedule to be applied to services requested of the COG by individual Members or other organizations.
 5. The Board may also approve a Special or Emergency Assessment to Regular Members beyond the annual Assessment at any period if deemed necessary.

SECTION 6. ACTIVE MEMBER and MEMBER IN GOOD STANDING: An Active Member shall mean any Regular Member whose Delegate (primary or alternate) has been present for the immediate past three (3) consecutive Regular COG Board meetings. A Member in Good Standing shall mean a Regular or Associate Member whose Dues or Assessments are paid current with the COG.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. PURPOSE, POWERS, and DUTIES: The COG shall be managed by a Board of Directors and is referred to in these Bylaws as the "Board." The Board has a general power and fiduciary responsibility to:

1. Formulate and set the policy for the operation of the COG;
2. Control and direct the affairs, funds, and property of the COG;
3. Be responsible for the COG's finances;
4. Set the amount of member dues, fees for service, and annual assessments;
5. Enter into contracts necessary to accomplish COG goals;
6. Disburse the COG's monies and dispose of its property in fulfillment of the COG's purpose;
7. Hire an Executive Director to manage the day-to-day operations as necessary to conduct the affairs of the COG and to evaluate the Executive Director's performance.
The Board may delegate to the Executive Director through a Board-approved Delegation

of Authority document certain specific general powers and fiduciary responsibilities as the Board deems appropriate and in the best interest of the COG mission;

8. Adopt plans and act upon matters not formally delegated to the Executive Director; provided, however, the Board shall not permit any part of any assets or capital of the COG to inure to the benefit of any employee or private individual; and
9. Assure that the COG always operates under the guidelines of Title VI, ADA, and all other civil rights requirements imposed by local, state, and federal laws while providing opportunities for public involvement and participation.

SECTION 2. REPRESENTATION: The Board shall be comprised of Delegates representing Regular Members.

1. Each Regular Member shall be officially represented by one Delegate to the Board who is authorized to act on the Regular Member's behalf on any matter before the COG.
2. Each Regular Member shall designate and provide notice to the COG no later than February 28th of each year of the names and titles of one Primary Delegate and one Alternate Delegate who, in the absence of the Primary Delegate, is also authorized to act on the Regular Member's behalf on any matter which comes before the COG.
3. Primary and Alternate Delegates of Regular Member jurisdictions governed by an elected body must be elected officials of that governing body.
4. Primary Delegates of Regular Member jurisdictions governed by an appointed governing body shall be the chief executive officer of the jurisdiction, and the Alternate Delegate may be either a designated senior staff member or an appointed member of the jurisdiction's governing body.
5. Should it become necessary for a Regular Member to replace an appointed primary or alternate Delegate after their annual appointment, such member shall notify the COG of their appointment of a new Delegate before the next regularly scheduled COG Board meeting.

SECTION 3. TERM OF OFFICE: Delegates shall serve on the Board for such period as determined by their respective jurisdictional governing body.

SECTION 4. RESPONSIBILITIES: Board members will commit themselves to all Board responsibilities prescribed in these Bylaws and comply with all local, state, and federal laws.

1. Board members shall notify the Executive Director to request an excused absence and will coordinate participation by their designated alternate in such case.
2. Board members will advise the Executive Director of any issues of concern or particular interest to such members.
3. No member shall speak or act for the Board without the prior authorization of the Board.

SECTION 5. COMPENSATION: No member of the Board shall receive compensation for their services as a member of the Board. The Board may authorize reasonable reimbursement of expenses to any Board member for actual costs incurred when representing the COG officially to the extent the Board may deem appropriate.

SECTION 6. INVOLVEMENT IN CONTRACTS AND SERVICES: Nothing herein shall preclude a Board member from serving the COG in any other capacity and receiving reasonable

compensation for such service. However, should any Board member have a personal financial interest either directly or indirectly in any contract, transaction, or issue relating to the operations of the COG, the Board member must ensure that they comply with the COG's Procurement Policy and with all applicable conflict of interest and related provisions of federal and state law. Any Board member performing services unrelated to their duties as a Board member shall not request compensation for their services above their standard charges for the same or similar services assessed to others.

SECTION 7. CONFLICT OF INTEREST: Following Washington's Code of Ethics for Municipal Officers, Board members may not engage in any act that conflicts with properly discharging their official duties. Such conflicts of interest include but are not limited to holding a financial interest in a matter before the Board. In the event of a conflict of interest, a Board member must identify the conflict and recuse themselves from voting or taking any other action on the matter. Board members are bound by and shall comply with RCW 42.23, as amended. They shall not use their position on the Board for personal gain. Even where no conflict of interest exists under law, Board members are encouraged to disclose contacts or exposure they have had regarding a matter before the Board and recuse themselves from voting on measures relating to such a matter when they believe that such contact would prevent them from giving the action fair consideration or would injure the credibility of the Board.

SECTION 8. PERSONAL LIABILITY: No Board member or any uncompensated officer of the COG shall be personally liable to the COG or its members, if any, for monetary damages for conduct as a Board member or uncompensated Officer provided that this Article shall not eliminate the liability of a Board member or uncompensated Officer for any act or omission occurring before the date when this Article becomes effective and for any action or omission for which elimination of liability is not permitted under the RCWs of the State of Washington. Any Board member or uncompensated Officer shall be entitled to indemnification for any expenses or liability incurred in their capacity as a Board member or uncompensated Officer as provided by the laws of the State of Washington under which the COG is governed. The COG will maintain such officers and directors' liability insurance as recommended to provide adequate protection against liability.

SECTION 9. REMOVAL OF BOARD MEMBER: If an appointed Board member Delegate and Alternate of the same jurisdiction is absent for three (3) consecutive meetings, the Executive Director will notify the jurisdiction, and the jurisdiction will be invited to appoint another representative and delegate as necessary.

SECTION 10. MEMBER RESIGNATION: Should any Regular Member withdraw their membership relationship in the COG, that member's Delegate to the Board shall be deemed to have resigned effective as of the withdrawal date.

ARTICLE VII

OFFICERS

SECTION 1. PRINCIPAL OFFICERS: The principal officers of the COG shall be a Chair and a Vice Chair and are referred to in these Bylaws as "Officer/s." All Officers shall be elected to office at the Annual Meeting or at a meeting designated by the Board from among the Board members elected or appointed to the Executive Committee.

SECTION 2. DUTIES and POWERS: Each Officer shall perform the duties and exercise the powers usually attendant to their respective offices, including those duties stated in these Bylaws and such additional powers and duties as may be prescribed by the Board by resolution.

SECTION 3. ELECTION, ELIGIBILITY, and TERM OF OFFICE: The Officers of the COG shall be elected at the Annual Meeting or a designated meeting for such purpose.

1. The Board shall elect Officers from the Board members elected or appointed to the Executive Committee. The Chair shall call for and accept Officer nominations from the selected Executive Committee representatives.
2. To be eligible for election as an Officer, nominees must be the Primary Delegate representing a Regular member jurisdiction in Good Standing and have served on the Board for at least one year.
3. The newly elected Officers shall take office at the close of the meeting at which they were elected.
4. Officers shall be elected to serve a one-year term. They shall hold office until their successor has been elected, except in the case of death, resignation, or removal as provided in these Bylaws or the special provisions provided in Section 4 of this Article.

SECTION 4. OFFICE HOLDING LIMITATIONS:

1. No Board member shall hold more than one office at a time.
2. No Board member may serve in any one officer position for more than two consecutive terms; however
3. If no person is qualified or willing to assume an officer position at the end of the term of a current officer, as prescribed by these Bylaws, and the person currently serving in that officer position is willing to continue serving until another member of the Executive Committee becomes qualified and is willing to serve, the term limits for the Officer currently serving as written in Article VI, Section 3 of these Bylaws and Section 3 of this Article, may be suspended for the good of the COG by a two-thirds majority vote of the Board members to allow the Officer currently serving to continue to serve in that capacity as needed, or for a period not to exceed one year. Should this special provision be enacted, it will be the responsibility of the Board to ensure that another of their members becomes qualified and is willing to serve as quickly as possible, but in no event shall this take more than one year.

SECTION 5. REMOVAL OF OFFICERS: Any Officer may be removed for just cause at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Board membership.

SECTION 6. RESIGNATION OF OFFICERS: Any Officer may resign by giving written notice to the Board Chair or Vice Chair. Unless some measure prevents otherwise, the Board shall vote to accept such resignation at the next regularly scheduled Board meeting effective as to the date of the request.

SECTION 7. OFFICER VACANCIES: Vacancies among Officers, however arising, shall be filled by a majority vote of the Board members present at any regular or special meetings of the Board at which a quorum is present or by enacting the special provision provided for in Section 4 of this Article. The Board member filling the vacated officer position will fill that position for the remaining term of the Officer who left.

SECTION 8. CHAIR:

1. The Chair shall serve as Board and Executive Committee Chair, presiding over all Board and Executive Committee meetings.
2. The Chair will do and perform all acts incident to the office of the Chair, including the execution of all instruments on behalf of the COG, such as contracts, agreements, and other documents for which the Chair's signature is necessary or desirable.
3. The Chair shall officially represent the COG before other groups and agencies.
4. The Chair shall have such additional powers and duties as may be assigned to the Chair by resolution of the Board.
5. Unless otherwise provided for in these Bylaws, the Chair shall recommend for Board approval the establishment of committees, the chairperson, and the members for each committee. The Chair will also be an ex officio, non-voting member of each committee.

SECTION 9. VICE-CHAIR:

1. In the absence of the Chair, the Vice Chair shall exercise the powers and perform the Chair's duties.
2. The Vice-Chair shall assist the Chair, have other powers, and perform other duties designated by the Chair or the Board.

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

SECTION 1: SPECIFIC MEETING REQUIREMENTS:

1. All meetings of the Board and Committees shall provide for public access, participation, and inclusivity unless SECTION 7 of this Article takes effect.
2. Meetings will be held in locations that comply with the American Disability Act (ADA), the Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act (OPMA) of the State of Washington, as currently amended.
3. To ensure appropriate notice, public involvement, and effective regional decision-making, all meetings and notices will comply with the OPMA requirements.

SECTION 2. ANNUAL MEETING: An Annual Meeting of the Board shall be held on such date as may be fixed by the Board, generally in December. The Annual Meeting may be combined with a regular meeting of the Board. The primary purpose of the Annual Meeting shall be for the election of officers, committee appointments, and to receive annual reports of officers, the Executive Director, and other appropriate staff members designated by the Executive Director. The program agenda and arrangements for the Annual Meeting shall be under the control and direction of the Chair with assistance from the Executive Director.

SECTION 3. REGULAR MEETINGS: Regular meetings of the Board may be held on dates and frequency as fixed from time to time by the Board. Meetings may be held anywhere designated by the Board, with proper notice given to all serving Board members and the public. A list of regular meeting dates for the succeeding calendar year shall be published and adopted at a meeting before the end of each calendar year.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board may be called at any time by the Chair or at the request of at least three (3) of the Regular Members in Good Standing. The purpose of the Special Meeting, date, time, and location shall be stated in the call for the meeting, providing at least twenty-four (24) hours advance notice to all Board members and the public.

SECTION 5. WORKSHOP MEETINGS: The Board may meet in workshop sessions to review and discuss current or proposed matters, including receiving information from Staff or others. No official final Board action shall be allowed at a workshop.

SECTION 6. EXECUTIVE SESSIONS: The Board may enter an Executive Session at any time during a regular or special meeting and shall convene and conduct such sessions in conformance with all applicable RCWs and all requirements of the Open Public Meeting Act as currently amended.

1. The Board may only discuss in executive session matters allowed by current RCWs and all other applicable laws.
2. No participant in an Executive Session shall disclose to any person the content or substance of any discussion which took place during said Executive Session.
3. The Board may take no action in an Executive Session.
4. Before convening an Executive Session, the Chair shall publicly announce the purpose of the Executive Session, citing applicable RCWs allowing for the Executive Session, announce who, in addition to Board members, will be invited to attend the Executive Session, announce whether a Board action will be taken once the meeting is reconvened, and the anticipated time the Executive Session will be concluded.
5. The announced time limit for an Executive Session may be extended by an announcement from the Chair to all meeting attendees excluded from the Executive Session. The Executive Session may be extended to a stated date and time by the Chair's announcement in an open session.

SECTION 7. VIRTUAL MEETING PARTICIPATION: Unless otherwise required by law to conduct meetings in person, at the discretion of the Board, the COG may conduct meetings in person, entirely virtual, or as a hybrid with both in-person and virtual participation. A Board member, alternate, staff member, or member of the public may virtually participate in a virtually enabled meeting so long as all attending may simultaneously hear each other and participate during the meeting, and proper accommodations for public attendance are provided to the extent reasonably possible.

1. Participation of Board members by such means shall constitute presence in person at a meeting to establish a quorum, vote, and other purposes.
2. Except as otherwise provided in these Bylaws or as prescribed by the Open Public Meetings Act of the State of Washington as currently amended or other applicable state and federal laws, meetings of the Board or any committee may be conducted through the use of the Internet or telephonic meeting services as approved by the Chair that supports audio and visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permit the retrieval of) text of pending motions, and showing the results of votes, and shall at all times provide for public accessibility and participation.

3. Virtual or hybrid meetings may be available if deemed appropriate, and technology and location allow for such.
4. Fully virtual or hybrid meetings of the Board shall be subject to all rules adopted by the Board to govern them, which may include reasonable limitations on and requirements for Board member participation. Any such rules adopted by the Board shall supersede any conflicting rules in parliamentary authority but may not otherwise conflict with or alter any rule or decision of the COG.
5. Any anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.
6. Names of all Board members participating in the meeting by virtual means must be announced, and their presence must be noted in the meeting minutes.

SECTION 8. NOTICE OF MEETINGS:

1. ANNUAL OR REGULAR MEETINGS. Written notice of the time and place of the Annual and Regular meetings shall be sent to each Board member in the care of the last known location of the business, residence, or contact address of the Board member at least seven (7) days, but not more than twenty-one (21) days, before the date of such Meeting and may be sent by electronic mail (Email) or first-class mail.
2. SPECIAL MEETINGS. Written notice of a Special meeting shall be made to each Board member in the care of the last known place of business, residence, or contact address of the Board member at least twenty-four (24) hours in advance of the Special Meeting and may be sent by electronic mail (Email) or first-class mail.
3. Any meeting may be recessed, continued, or adjourned from time to time without additional notice provided proper notice was given for the original Meeting.

SECTION 9. QUORUM: Unless otherwise provided in these Bylaws or required by law, the presence of a majority of the Delegates of Regular Members of the COG in good standing shall constitute a quorum for the transaction of any business before any meeting of the COG. In the absence of a quorum, a majority of the Board members present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members if at least a majority of the required quorum for such a meeting approves any action taken.

SECTION 10. VOTING: At any Board meeting at which a quorum is present, each Board member present shall be entitled to one vote and, except as otherwise provided by law or these Bylaws, the act of a majority of the Board members shall be considered the act of all of the Board. Only Regular Members in Good Standing retain the right to vote. Associate Members, Special Members, and Ex-Officio Members shall not have the right to vote except those specifically designated elsewhere in these bylaws. (See ARTICLE II - MEMBERSHIP, Section 2 Voting Rights, a.)

SECTION 11. OPEN MEETINGS AND PUBLIC PARTICIPATION: All Board meetings shall be held in facilities available to the public meeting all required provisions of Title VI of the Civil Rights Act of 1964 (Title VI) and the Americans with Disabilities Act (ADA), and will encourage public comments, suggestions, and assistance so long as such comments, advice, and assistance comply with the furtherance of the COG missions and purposes.

1. Board meeting agendas will include an item for public comment.
2. If a member of the public wishes to comment, they will need to be recognized by the Chair. They will be asked to state their name for the record, limit their remarks to three minutes unless granted additional time by the Chair, and deliver their comments courteously and efficiently directed to the Chair.
3. Board members will not be expected to engage in conversations with the public but may refer appropriate questions to staff and direct staff to follow up to provide answers. If action is required or has been requested, the Chair may have the request placed on a future agenda for action or investigation and a report.

SECTION 12. PROXIES: The COG does not authorize proxy voting at any board or committee meeting.

ARTICLE IX COMMITTEES

SECTION 1. STANDING COMMITTEES: The COG will have the following standing committees, the members of which will be elected at the Annual Meeting each year:

1. EXECUTIVE COMMITTEE

Additional standing committees in support of the COG's roles as an MPO, RTP, and EDD are referenced in their respective Articles within these Bylaws. All standing committees shall meet and perform the duties incident to each committee and as directed or assigned by the Board but shall not have the power to act on behalf of the COG without explicit Board approval. All standing committees will have a Board-adopted Committee Policy that outlines the committee's purpose, composition, quorum, leadership, authority, and functions.

SECTION 2. ADDITIONAL COMMITTEES: The Board may, at any Board meeting, designate additional standing committees, ad hoc committees, and special committees of the Board. The Board may appoint advisory committees and honorary groups and set committee terms and expectations.

SECTION 3. COMMITTEE MEMBERSHIP:

1. Unless otherwise provided for in these Bylaws, a Board-adopted Committee Policy, or requirements mandated by any Washington State or Federal designation assumed by the COG, the Board Chair shall recommend for Board approval the establishment of committees, the means of appointing or selecting a chairperson, and the members for each committee from among the Delegates of Regular Members in Good Standing. Each committee shall consist of at least three members, at least one of whom shall be a voting Board member representing a Regular Member in Good Standing.
2. Unless otherwise provided for in these Bylaws or by the laws of the State of Washington, any committee designated by the Board may include as full voting members of such committee, persons regardless of whether they are Board members or Officers of the COG, as the Board shall determine.
3. Each such committee shall have powers to the extent delegated to it by the Board via resolution and by the laws of the State of Washington.

4. Each committee shall keep minutes of proceedings and report to the Board as requested by the Board Chair or any member of the Board.
5. At the discretion of the Board, at least one member of the COG staff may be appointed as an ex officio, non-voting, participating member of each Board committee.

SECTION 4. EXECUTIVE COMMITTEE:

1. **MEMBERSHIP.** The Executive Committee shall consist of five (5) members representing the following COG member sub-categories:
 - a. COUNTY REPRESENTATIVE
 - b. LARGE CITY REPRESENTATIVE (over 20,000 population)
 - c. SMALL CITY REPRESENTATIVE (under 20,000 population)
 - d. PORT DISTRICT REPRESENTATIVE
 - e. TRANSIT AGENCY REPRESENTATIVE
2. **SELECTION.** Each member sub-category representative to the Executive Committee will be selected by the members of that sub-category at their discretion by either election or consensus. Should any sub-category member not agree with the appointment method, they may request a dispute resolution process. If a resolution cannot be reached, the Board has the authority to select the Representative by a vote of the entire Board. In the event there is not a Delegate from the member sub-category able or willing to serve as the Executive Committee Representative, the sub-category members may request that the Board elect an At Large Representative to serve as their Representative.
3. **PURPOSE.** The Executive Committee shall, during intervals between meetings of the Board, exercise those powers of the Board in the management of the business and affairs of the organization, as provided by law, these Bylaws, or by Board resolution.
4. **POWER.** The Executive Committee shall have the power to take all required and necessary action on behalf of the Board between regularly scheduled Board meetings on issues and concerns requiring immediate attention. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to revision, alteration, change, or ratification by the Board. Actions that do not allow for revision, alternation, or change shall only be undertaken only by Board action. No action of the Executive Committee shall conflict with action taken by the Board.
5. **QUORUM.** The presence of a simple majority of the members of the Executive Committee then serving in office, including either the Chair or Vice-Chair, shall be necessary to constitute a quorum. The act of a majority of the Executive Committee members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.
6. **RECORDS.** The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors.

SECTION 5. MEETINGS OF COMMITTEES:

1. Unless otherwise provided for in these Bylaws or a Board-adopted Committee Policy, the Committee Chair shall schedule the time, date, location, and number of regular meetings it will hold each year as necessary to accomplish the mission for which each committee was established.
2. Unless otherwise provided for in these Bylaws or a Board adopted Committee Policy, a majority of the members then serving on a committee constitutes a quorum for the Meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee.
3. Meetings of all Committees shall be held in locations that comply with the American Disability Act, Title VI of the Civil Rights Act of 1964, and the Open Public Meeting Act of the State of Washington as currently amended. All Committee meetings shall provide for public access, participation, and inclusivity.

SECTION 6. TERM LIMITS: No person shall serve as committee chair for more than two consecutive one-year terms. Following a one-year absence, that person may be reappointed as Chair of the same committee. All committee appointments expire on December 31st of the year for which the appointment is made.

ARTICLE X

BENTON-FRANKLIN METROPOLITAN PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: BFCOG, designated by agreement between the Washington State Governor and the local governments of Benton and Franklin Counties as the Metropolitan Planning Organization (MPO) for the Tri-Cities Urbanized Area. The MPO has further been designated as a Transportation Management Area (TMA) by the Secretary of the US Department of Transportation, based on an urbanized area with a population of over 200,000 as defined by the Bureau of the Census.

SECTION 2. PURPOSE: BFCOG, serving as the MPO/TMA, implements metropolitan planning functions for the Tri-Cities Urbanized Area as outlined in 23 USC 134, 49 USC 5303, 23 CFR Parts 450 and 50, and 40 CFR Part 613 as currently adopted or hereafter amended which outline the following duties:

1. All activities incidental, necessary, convenient, or expedient for maintaining continuing, cooperative, and coordinated transportation plans for Benton County, Franklin County, and the Burbank area of Walla Walla County;
2. Prioritizing and selecting federally funded projects;
3. Responsibilities for all duties required by current and future federal, state, and local transportation planning and coordination laws, in addition to all other applicable federal transportation legislation;
4. Responsibilities for federal and state Clean Air and Growth Management Act requirements; and
5. Responsibilities for the accomplishment of all other duties and requirements that Federal laws may, from time to time, require the laws of the State of Washington and any regional or local applicable laws.

SECTION 3. MEMBERSHIP/VOTING RIGHTS: 23 CFR 450.310(d)(1) stipulates each MPO that serves as a designated TMA shall consist of:

- (i) Local elected officials;
- (ii) Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and
- (iii) Appropriate State officials.

In accordance with 23 CFR 450.310(d)(3)(i), these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/TMA.

In accordance with 23 CFR 450.310(d)(3)(iii), these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any MPO/RTPO matter coming to the Council for action. This includes:

- a. Washington State Department of Transportation South Central Region
- b. Any public agency that administers or operates major modes of transportation in the Tri-Cities Urbanized area that is not a Regular Member of the COG by Interlocal Agreement

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board).

SECTION 5. DUES ASSESSMENT: COG Regular Members commit to providing any matching funds required for Federal MPO/TMA program participation approved by the Board via annual assessment.

SECTION 6. STANDING COMMITTEES:

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB):

MEMBERSHIP: The composition of the BFTPB shall remain consistent with federal and state law as currently adopted or amended. If such state or federal laws change, the composition of the BFTPB will automatically be adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

PURPOSE: To ensure that metropolitan and regional transportation planning is conducted in a coordinated process that minimizes unnecessary duplication of work and oversight, the MPO and RTPO Transportation Policy Boards have been combined into the BFTPB. In addition to governing the metropolitan and regional transportation planning processes, the BFTPB is also charged with allocating the combination of federal, state, and local funds to the numerous projects in the Transportation Improvement Program (TIP).

TECHNICAL ADVISORY COMMITTEE:

MEMBERSHIP: The Technical Advisory Committee (TAC) shall consist of professional and technical planners, engineers, similar disciplines, and other appropriate employees of COG

Regular Members that create the MPO/RTPO and other designated agencies as determined by the Board and in compliance with Federal and State guidance.

At the discretion of the BFTPb, the TAC may be convened in sub-committees to ensure appropriate expertise and guidance based on the nature of the MPO/RTPO's planning and programmatic activities.

PURPOSE: At the direction of the BFTPb, the TAC works in an advisory capacity on technical matters relating to transportation planning and programming. The guidance provided by the TAC is intended to help the Board understand complex engineering and planning concepts and to provide advisory recommendations on how Board decisions on projects and programs of a technical nature are likely to impact local and regional constituencies.

SECTION 8. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Metropolitan Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XI

BENTON-FRANKLIN-WALLA WALLA

REGIONAL TRANSPORTATION PLANNING ORGANIZATION

SECTION 1. ORGANIZATION: Under RCW 47.80.20 Regional Transportation Planning Organizations (RTPO) authorized, BFCOG has been designated as the lead planning agency for the Benton-Franklin-Walla Walla RTPO. By interlocal agreement, a Walla Walla Sub-RTPO was created, with Walla Walla Valley MPO serving as its lead agency and assuming all RTPO duties and responsibilities for Walla Walla County.

SECTION 2. PURPOSE: Per RCW 47.80.10, the legislature finds that while the transportation system in Washington is owned and operated by numerous public jurisdictions, it should function as one interconnected and coordinated system. Transportation planning, at all jurisdictional levels, should be coordinated with local comprehensive plans. Further, local jurisdictions and the state should cooperate to achieve statewide and local transportation goals. To facilitate this coordination and cooperation among state and local jurisdictions, the legislature declares it to be in the state's interest to establish a coordinated planning program for regional transportation systems and facilities throughout the state.

RCW 47.80.023 outlines the following RTPO duties:

1. Prepare and periodically update a transportation strategy for the region. The strategy shall serve as a guide in preparing the regional transportation plan.
2. Prepare a regional transportation plan outlined in RCW 47.80.030 consistent with countywide planning policies if such has been adopted under chapter 36.70A RCW, with county, city, and town comprehensive plans and state transportation plans.
3. Certify that the transportation elements of comprehensive plans adopted by counties, cities, and towns within the region reflect the guidelines and principles developed under

RCW 47.80.026, are consistent with the adopted regional transportation plan, and, where appropriate, conform with the requirements of RCW 36.70A.070.

4. Where appropriate, certify that countywide planning policies adopted under RCW 36.70A.210 and the adopted regional transportation plan are consistent.
5. Develop, in cooperation with the Department of Transportation, public transportation services operators, and local governments within the region. This six-year regional transportation improvement program proposes regionally significant transportation projects, programs, and transportation demand management measures.
6. Include specific opportunities and projects to advance special needs coordinated transportation, as defined in *RCW 47.06B.012, in the coordinated transit-human services transportation plan, after providing an opportunity for public comment.
7. Designate a lead planning agency to coordinate the preparation of the regional transportation plan and fulfill the other responsibilities of the organization. The lead planning agency may be a regional organization, a component county, city, or town agency, or the appropriate Washington state department of the transportation district office.
8. Review the level of service methodologies used by cities and counties planning under chapter 36.70A RCW to promote a consistent regional evaluation of transportation facilities and corridors.
9. Work with cities, counties, transit agencies, the department of transportation, and others to develop level-of-service standards or alternative transportation performance measures.

SECTION 3. MEMBERSHIP/VOTING RIGHTS:

1. To ensure consistency between the MPO/RTPO, these Bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the MPO/RTPO.
2. In accordance with RCW 47.80, as currently adopted or amended, these bylaws further designate that specific entities requiring voting rights will be granted Ex Officio Membership in the COG (Article V. Membership (2)(a) Voting Rights) and are granted the right to appoint one Delegate representative to vote on any RTPO matter coming to the Council for action. This includes:
 - a. Washington State Department of Transportation South Central Region
3. Under RCW 47.80.040, as currently adopted or amended, any members of the Washington State House of Representatives or Senate whose district is wholly or partly within the boundaries of the COG planning area boundary are granted Ex Officio, non-voting membership in the COG and the Transportation Policy Board by the COG's designation as RTPO.

SECTION 4. BOARD OF DIRECTORS/OFFICERS: These bylaws designate the COG Board (Article VI. Board of Directors), and its Officers (Article VII. Officers) also serve simultaneously as the BENTON-FRANKLIN TRANSPORTATION POLICY BOARD. (Article X. Metropolitan Planning Organization, Section 6. Standing Committees, Benton-Franklin Transportation Policy Board)

SECTION 5. DUES ASSESSMENTS:

Regular Members commit to meet any matching funds required for State RTPO program participation approved by the Board via annual assessment.

SECTION 7. STANDING COMMITTEES

BENTON-FRANKLIN TRANSPORTATION POLICY BOARD (BFTPB): Acting as the Transportation Policy Board, the COG Board, plus the designated representatives from WSDOT and Walla Walla County, have the authority to conduct the RTPO functions outlined in RCW 47.80 and WAC 468-86, as currently adopted, or hereafter amended. The composition of the Transportation Policy Board shall remain consistent with federal and state law as presently adopted or amended. If such state or federal laws change, the composition of the Transportation Policy Board will be automatically adjusted to comply with such changes without requiring this agreement to be amended or approved by the membership.

SECTION 8. MISCELLANEOUS

Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin-Walla Walla Regional Transportation Planning Organization.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all ADA and Title VI requirements.

ARTICLE XII

BENTON-FRANKLIN ECONOMIC DEVELOPMENT DISTRICT

SECTION 1. ORGANIZATION: The COG is the designated Economic Development District of Benton and Franklin counties as specified by the United States Department of Commerce Economic Development Administration. The Benton-Franklin Economic Development District (BFEDD) is a distinct and separate entity operated by the COG, as promulgated by the Economic Development Administration of the US Department of Commerce under authority granted by the Public Works and Economic Development Act of 1965.

SECTION 2. PURPOSE: The BFEDD Economic Planning Program helps lead a locally based, regionally driven economic development planning process that leverages the involvement of the public, private, and non-profit sectors to establish a strategic blueprint (Comprehensive Economic Development Strategy - CEDS) for regional collaboration to guide economic prosperity and resiliency for the Benton-Franklin area. Additionally, the BFEDD may engage in other approved programs that align with the goals of the Public Works Economic Development Act of 1965 (PWEDA).

SECTION 3. MEMBERSHIP:

1. To ensure consistency, these bylaws designate that all Regular Members of the COG (Article V. Membership (1) Regular Membership) are corresponding members of the BFEDD.
2. Community organizations and public agencies ineligible for Regular Membership in the COG, whose interests and mission align with those of the BFEDD, may petition for Associate Membership. Associate Membership is granted upon application approval by the Board of Directors and payment of annual dues.

SECTION 4. BOARD OF DIRECTORS: These Bylaws designate the Board (Article VI. Board of Directors) and its Officers (Article VII. Officers) also serve simultaneously as the governing body of the Benton-Franklin Economic Development District.

1. As the BFEDD governing body, the Board is responsible for all actions and activities of an Economic Development District as specified by the Economic Development Administration of the United States Department of Commerce per CFR 2018 Title 13 Volume 1 Part 304 Economic Development Districts.
2. The Board acts on recommendations from the Economic Development District Advisory Committee, ensuring compliance with CFR 2018 Title 13 Volume 1 Part 304.2(c).

SECTION 4. VOTING RIGHTS: Representatives of Associate Members are not eligible to be officers or voting Board members of the COG but may be appointed voting members of committees and may also contract with the COG for technical assistance at the prevailing rate.

SECTION 5. DUES ASSESSMENTS:

1. Regular Members commit to meet any matching funds required for Federal or State EDD program participation approved by the Board via annual assessment.
2. Associate Members are authorized and shall be subject to annual dues in an amount to be determined annually by the Board.

SECTION 6. MEETINGS: At its sole discretion, the Board may conduct business for the BFEDD as part of any scheduled COG meeting or convene a separate meeting of the BFEDD.

Following CFR 2018 Title 13 Volume 1 Section 304.2(4)(i), public meetings where the business of the BFEDD is conducted must be held at least twice per calendar year.

SECTION 7. STANDING COMMITTEES

ECONOMIC DEVELOPMENT DISTRICT ADVISORY COMMITTEE (EDDAC):

MEMBERSHIP: The Economic Development District Advisory Committee (EDDAC) is appointed by the COG Board and is comprised of community stakeholders broadly representative of the principal economic interests of the Benton-Franklin region.

PURPOSE:

1. The EDDAC will provide advisory recommendations and advice on how the EDD can help lead a locally-based, regionally-driven economic development planning process involving active participation from the private sector, public officials, non-profit organizations, educational institutions, and private citizens.
2. The EDDAC will also serve as the Comprehensive Economic Development Strategy (CEDS) Committee, ensuring the creation of a CEDS to guide economic prosperity and resilience in the region.
3. The EDDAC will advise the COG, as the EDD governing board, on decisions related to projects and programs under the EDD.

SECTION 8. ADDITIONAL COMMITTEES:

REGIONAL REVOLVING LOAN FUND COMMITTEE (RRLFC):

MEMBERSHIP: The RRLFC will comprise a maximum of twelve members appointed by the Board. The three participating communities (Richland, Kennewick, and Pasco) and the two

counties will each appoint one designated primary representative and one alternate. The Board will appoint six (6) members-at-large; three (3) of whom will be selected for their commercial lending experience/legal acumen and experience, and three of whom will have small business ownership/management experience.

PURPOSE: The RRLFC's purpose is to provide oversight and direction to the revolving loan fund program administered by the COG. The primary function shall be to make recommendations to the Board regarding the following:

1. After Review, Recommend Loan Applications for Approval
2. Decision to call due, delinquent loans.
3. Decision to liquidate assets held as fund collateral.
4. Procedural changes in day-to-day fund operations and paperwork.

SECTION 9. MISCELLANEOUS: Unless otherwise stipulated in this Article, all other sections of these Bylaws apply to the execution of the Benton-Franklin Economic Development District.

BFCOG facilitates a cooperative approach to establishing consensus regarding area needs and the actions required to solve local and interlocal problems of the region by ensuring opportunities for understanding and participation for all populations residing within its service boundaries, in full compliance with all requirements of the ADA and Title VI of the Civil Rights Act of 1965.

ARTICLE XIII

MISCELLANEOUS

SECTION 1. FISCAL YEAR: The fiscal year of the COG shall begin on January 1st and end on December 31st of each year.

SECTION 2. FISCAL PROCEDURES: The COG 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).

1. Non-salary expenditures of the COG shall be made by warrant, based upon a voucher summary bearing the signature of the Executive Director and at least two officers of the COG.
2. Salary and related expenditures shall be made by warrant, based upon a payroll voucher bearing the signature of the Executive Director.
3. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the COG. The Board shall determine who shall be authorized on the COG's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

SECTION 3. CONTRACTS AND CONTRACTUAL SERVICES: The Board may authorize the COG to enter into any contract or reasonable agreement with a private or corporate individual, a private firm or association, the Federal government, the State of Washington, or any other governmental jurisdictions necessary to execute the designated organizational purposes described in these Bylaws. The Board, except as otherwise provided in these bylaws, may

authorize any officer or officers, agent or agents, in the name of and on behalf of the COG to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the COG by any contract or engagement or to pledge its credit or to render it financially liable in any amount for any purpose.

SECTION 4. LOANS: The Board may authorize loans to be contracted on behalf of the COG as determined necessary by resolution of the Board.

SECTION 5. CHECKS, DRAFTS, ETC: All checks, drafts, and other orders for the payment of money out of the funds of the COG, and all notes or other evidence of indebtedness of the COG, shall be signed on behalf of the COG in such manner as determined by resolution of the Board.

SECTION 6. DEPOSITS: All funds of the COG not otherwise employed shall be deposited to the credit of the COG in such banks, trust companies, or other depositories as the Board may select.

SECTION 7. SEVERABILITY: Should any of the covenants, terms, or provisions imposed in these Bylaws be or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall, nevertheless, be and remain in full force and effect.

ARTICLE XIV INDEMNIFICATION

The COG may indemnify any current or former member of the Board, any current or former member of the Executive Committee, any current or former uncompensated Officer, any other Board member, Officer, or former Board member or Officer, their heirs or assigns, for any judgments, settlement amounts, attorney's fees and litigation expenses incurred by them because of their having been made a party to litigation due to their current or former capacity as a member of the Executive Committee, member of the Board of Directors or current or former Board member or Officer of the COG. The provisions of ARTICLE VI, SECTION 8 also apply to this Article where those provisions are not repetitive or contradictory.

1. The COG may advance expenses where appropriate. Payment of indemnification must be reported at the Board's next regular Meeting.
2. The provisions of this section apply to any cause of action arising before the adoption of these Bylaws.
3. The indemnification rights set forth herein are not exclusive.
4. An Executive Committee member or Board of Director member is not entitled to indemnification if the COG itself brings the cause of action against an Executive Committee member or Board of Director member or if it is determined in judgment that the Executive Committee member or Board of Director member was derelict in the performance of their duties or had reason to believe their action was unlawful.
5. No Executive Committee member or Board of Director member, or any uncompensated Officer of the COG shall be personally liable to the COG for monetary damages for conduct as an Executive Committee member or Board of Director member, or uncompensated Officer provided that this Article shall not eliminate the liability of an Executive Committee member, Board of Director member, or uncompensated Officer for

any act or omission occurring before the date when this Article becomes effective and for any act of omission for which elimination of liability is not permitted under the laws of the State of Washington as well as all local and federal applicable laws.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the COG in all cases in which they are applicable and in which they are inconsistent with these Bylaws and any special rules of order the COG may adopt.

ARTICLE XVI

AMENDMENT OF BYLAWS

These Bylaws may be amended, modified, or replaced in whole or part by an affirmative vote of two-thirds of Regular Members in Good Standing of the Board at any Regular or Special meeting. Written notice of any proposed amendment or modification shall be given to all voting Board members at least ten (10) days before the Meeting at which the proposed amendment or modification is voted upon.

ADOPTION

These Bylaws were adopted as a total revision to and replacement of all previously existing Bylaws and amendments by the Benton-Franklin Council of Governments Board of Directors at their Meeting on the 19th day of May 2023 by BFCOG Resolution 03-23.

A handwritten signature in black ink, appearing to read "Brad Peck", written over a horizontal line.

Brad Peck, Board Chair

A handwritten signature in black ink, appearing to read "Skip Novakovich", written over a horizontal line.

Skip Novakovich, Board Vice-Chair

