

**RESOLUTION 33**

**A RESOLUTION OF THE GOVERNING BOARD OF  
NORCOM, AMENDING SECTIONS 4.9, 5.6, 5.8 AND 8.4 OF  
THE BYLAWS OF NORCOM.**

**WHEREAS**, the NORCOM Governing Board desires to amend the Bylaws of NORCOM regarding financial management and oversight;

**NOW, THEREFORE, BE IT RESOLVED** by the Governing Board of NORCOM that Sections 4.9, 5.6, 5.8 and 8.4 of the Bylaws of NORCOM are amended as set forth in Exhibit A.

Passed by supermajority vote of the Governing Board in open meeting on this 12 day of November, 2010.

Signed in authentication thereof this 12 day of November, 2010.



Chair

Attest: 

Secretary

**NORCOM BYLAWS  
SECOND AMENDMENTS  
EXHIBIT A**

1. **Section 4.9:**

**Board Committees.** In addition to the Joint Operating Board and Service Boards established by the Agreement, the Board may create by resolution a standing committee or special committee, with such membership, powers and duties as the Board may determine. Chairpersons and other members of standing committees or special committees (which excludes the Joint Operating Board and Services Boards established by the Agreement) shall be Boardmembers or alternate Boardmembers and shall be designated by the Board. The Board shall attempt to appoint committee members in a manner that encourages diversity of representation on committees that reflects the diversity among Members. Standing and special committees shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum (but not voting requirements) as applied to the Board. Recommendations of committees may be by simple majority of committee members. The designation of any such standing or special committee and the delegation to them of any authority shall not relieve the Board, or any Boardmembers, of any responsibility imposed by law. No committee shall have the authority to take any action inconsistent with the Agreement, the Bylaws or RCW 24.06.145.

2. **Section 4.10:**

**Advisory Committees.** The Board may create by resolution advisory committees with such membership, powers and duties as the Board may determine. If created by the Board, a Finance Committee shall be an advisory committee, and its chair shall be the appointed Treasurer, or if there is no appointed Treasurer, shall be the Vice-Chair. Persons who serve as members of an advisory committee shall not be required to be Board members or to be elected officials. Advisory committees shall not act on behalf of the Board, conduct hearings, or take testimony or public comment, and shall not be subject to the Open Public Meetings Act (Chapter 42.30 RCW).

3. Sections 4.10 through 4.13 are renumbered as Sections 4.11 through 4.14.

4. **Section 5.6:**

**Vice-Chair.** The Vice-Chair shall perform the duties of the chair in the absence of the Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon such officers and shall perform such other duties as from time to time may be assigned to the Chair by resolution of the Board. Where the Board has not appointed a Treasurer, the Vice Chair shall serve as the Chair of the Finance Committee created by the Board.

5. **Section 5.8:**

**Treasurer.** The appointed Treasurer shall oversee maintenance of all NORCOM financial records and compliance with NORCOM's financial and fiscal policies, oversee handling of all revenues and expenditures, and assist the Executive Director in preparation of the annual budget. The Treasurer shall be the chair of the Finance Committee. The Treasurer may sign with the Chair, deeds, leases, bonds, Agreements, or other instruments that shall have been authorized by resolution of the Board, and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board shall determine.

6. **Section 8.4:**

**Financial Management.** The Executive Director shall have overall authority over and responsibility for the fiscal management of NORCOM, and authority over and responsibility for the fiscal functions and operations performed by NORCOM's officers and employees. An annual budget of proposed receipts, operating income and expenditures shall be prepared by the Joint Operating Board and submitted to the Board for its approval at least 150 days prior to the beginning of the fiscal year in which that budget will be in effect, and if not so timely submitted, the Vice-Chair (or Treasurer) shall submit a Budget to the Board for its approval as soon as practicable after such date. The budget shall identify the level of rates and charges upon which revenue projects are based. When finally approved by the Board after action by Principals per the Agreement, such budget shall be the authorization for expenditures and operating expenses of NORCOM, subject to subsequent changes in such budget made by the Board.

