

**METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS  
777 NORTH CAPITOL STREET, N.E.  
WASHINGTON, D.C. 20002**

**RESOLUTION AMENDING § 8.07, § 11.02, § 11.03, and § 11.05 OF THE COG BY-LAWS**

**WHEREAS**, based upon the recommendation of its Executive Director and General Counsel, the Metropolitan Washington Council of Governments (COG) desires to amend § 8.07, § 11.02, § 11.03, and § 11.05 of its By-Laws; and

**WHEREAS**, notice was given of a proposed amendment at the regular April 8, 2015 meeting of the Board of Directors;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS THAT:**

The following amendments to the By-Laws are hereby adopted:

**§ 8.07** The secretary-treasurer of the corporation shall be responsible for the financial affairs of the corporation. The secretary-treasurer shall also have responsibility for preparing or supervising the preparation of minutes of the board of directors and of the general membership, and for maintaining and authenticating records of the corporation required by law to be kept and maintained. ~~The secretary treasurer shall keep in sole custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his/her signature, or by the signature of another office or an employee or agent of the corporation duly authorized by the Board to do so.~~

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**§ 11.02** ~~The Executive Director shall submit a A proposed budget of the corporation shall be submitted to the Board of Directors by the Executive Director pursuant to a schedule established annually by at least 14 days before the Board of Directors meeting that precedes the annual meeting. The budget shall be submitted to the Board of Directors who shall approve the proposed budget as presented or modify it.~~

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**§ 11.03** Each year, upon the adoption of the annual budget by the Board of Directors, assessments of the annual fees for all members and other participating governments and agencies shall be fixed no later than January 31, for the subsequent fiscal year beginning July 1. Assessments shall be in amounts sufficient to provide the funds required to meet the goals and priorities of the corporation. ~~by the budget.~~ Any member or other participant whose local government's annual assessment has not been paid by the end of the fiscal year for which the assessment was made shall forfeit all rights, privileges and prerogatives of membership and participation, until such assessment is paid in full.

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**§ 11.05** The books of the corporation shall be audited annually by a certified public accountant or accountants, and the audit report for each preceding fiscal year shall be made available to the members and participating governments no later than ~~three (3)~~ seven (7) months after the close of the fiscal year ~~audit~~.

***I HEREBY CERTIFY THAT the foregoing resolution was approved and adopted by the COG Board of Directors at its regular meeting held on May 13, 2015.***

***Monica Beyrouti  
Clerk to the Board of Directors***