

**BYLAWS
OF
THE COMPASS FINANCE COMMITTEE**

**ARTICLE 1
ESTABLISHMENT AND PURPOSE**

The Finance Committee ("**Committee**") is intended to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

**ARTICLE 2
COMMITTEE STRUCTURE**

2.1 Composition. The Committee shall be composed of the following seven (7) members from the COMPASS Board of Directors ("**Board**"): the Board Secretary/Treasurer; three (3) Board members from Public Agencies in Ada County and three (3) Board members from Public Agencies in Canyon County.

2.2 Appointment. Vacancies on the Committee shall be filled by the Chair of the Board and presented annually to the Board for confirmation at the first meeting following the annual meeting of the Board. It is recommended that members of the Board having professional experience and responsibility for financial and accounting matters be among the first considered for appointment to the Committee.

2.3 Term. The term of appointment for Committee members ("**Members**") shall be two-year terms, except for the Secretary/Treasurer whose term is one year. There is no limit to the number of terms a Member may serve. Except for the Secretary/Treasurer, Members' terms of appointment shall be staggered so that three (3) Members' terms will expire on even years and the other three Members' terms will expire on odd years.

2.4 Removal from Committee. The Board may remove any Member from the Committee upon a two-thirds (2/3) vote. If any member of the Board wishes to remove a Member, that Board member shall give at least thirty (30) days' notice of intent to remove such Member to the Board, the Committee and the Member.

2.5 Resignation from Committee. Any Member may resign at any time from the Committee by giving written notice of his or her resignation to the Committee and the Board. Any such resignation shall take effect at the time specified in the notice of resignation or, if the time when it will become effective is not specified therein, immediately upon receipt by the Committee.

2.6 Additional Expertise. The Committee may by majority vote taken at any regularly scheduled meeting name one or more finance and accounting professionals to assist the Committee as additional, non-voting ex-officio members.

2.7 Alternates. In the event that a Member is unable to attend a meeting of the Committee, said Member may arrange for an alternate ("**Alternate**") to participate in Committee deliberations and vote on said Member's behalf. The Committee shall consider an Alternate's participation and vote as if it were by the Member and the Member shall be bound by the Alternate's participation and vote. Notice that an Alternate will be attending a meeting for a Member shall be delivered, in writing, to the COMPASS Executive Director no less than twenty-four (24) hours before the meeting.

ARTICLE 3 MEETINGS

3.1 Place and Times of Meetings. Meetings of the Committee may be held at times and places agreed to by the Committee.

3.2 Notice or Call for Meetings. All Members shall be notified of each meeting at least three (3) business days prior to the meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Additionally, notice of each meeting shall be posted on the COMPASS website at least three (3) working days prior to the day of the meeting. No action may be taken at a meeting that has not met the criteria in this Section.

3.3 Quorum. A quorum shall consist of four Members or Alternates. A quorum may be established by physical attendance at the meeting or attendance via telephone, internet or other remote technologies, so long as the Member or the Alternate is able to cast a vote.

3.4 Voting. Each Member shall have one (1) vote.

3.5 Action By Majority Vote. Except as otherwise expressly required by these by-laws or by applicable law, the vote of a majority of Members present at a meeting at which a quorum is present shall be the act of the Committee.

3.6 Presiding Member. The Chair shall preside at all meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of all these officers, Members shall select a temporary Chair for the meeting. The presiding officer may appoint any person to act as secretary for that meeting.

3.7 Rules of Order. The rules contained in the current edition of Roberts Rules of Order, in its most recent edition, shall generally govern all deliberations of the Committee.

3.8 Open Meetings. All meetings are subject to the open meetings law of the State of Idaho, with exceptions consistent with that law.

ARTICLE 4 OFFICERS

The Chair of the Committee ("**Chair**") shall be the Secretary/Treasurer of the Board. The Committee shall elect a Vice-Chair of the Committee ("**Vice-Chair**") at the first regularly scheduled meeting of the calendar year.

ARTICLE 5 POWERS AND DUTIES

5.1 Authority. The Committee is a standing committee of the Board. The Chair shall report all actions taken by the Committee to the Board. Ultimate authority resides with the Board.

5.2 Duties. The Committee shall have the following duties and responsibilities to advise and make recommendations to the Board:

5.2.1 Review and recommend internal financial controls over assets, revenues and expenditures, including the following specific objectives:

5.2.1.1 Determine that COMPASS expenditures comply with Board directives and are properly authorized and adequately documented;

5.2.1.2 Determine revenue sources and evaluate the revenue recognition process; and

5.2.1.3 Assess compliance with applicable state and federal finance and procurement regulations and statutes.

5.2.2 Review and analyze COMPASS financial documents, policies and procedures.

5.2.3 Review and recommend the COMPASS budget, including budget adjustments, financial assumptions and variance reports.

5.2.4 Review and accept internal and external financial reports, including all necessary financial statements and audit reports.

5.2.5 Review, prepare, and recommend a Financial Policy Manual.

5.2.6 Engage an independent accounting firm or other professional as needed to perform a compliance/performance review of practices, procedures and financial controls; and to identify and recommend policy and procedure changes.

5.2.7 Review and recommend changes to policies, procedures and controls related to procurement, utilization and tracking requirements of all federal funding.

5.2.8 Review and recommend changes to the scope of financial authority and responsibilities for COMPASS Board officers and the Executive Director.

5.2.9 Serve as the official audit committee for COMPASS.

**ARTICLE 6
STAFF RESPONSIBILITIES**

The COMPASS Executive Director shall provide adequate staff support to the Committee, specifically including preparation and distribution of meeting agendas and packets, recording of meetings and the preparation of minutes of all Committee meetings.

**ARTICLE 7
MISCELLANEOUS**

7.1 Amendment. The COMPASS Board may amend or repeal these bylaws or adopt new bylaws consistent with Idaho law upon a vote of two-thirds of the COMPASS Board at any regular meeting; provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board; provided, further, that no amendment may be made that would be in contravention of the JPA.

7.2 Capitalized Terms. Capitalized terms not otherwise defined in these bylaws shall have the meaning ascribed to such terms in the Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, as may be amended (the "JPA").

**ARTICLE 8
EFFECTIVE DATE**

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: 9.21.15


Secretary
COMPASS Board of Directors