

RESOLUTION NO. 1

A RESOLUTION of the Board of the Regional Transit Authority for the Pierce, King and Snohomish Counties region adopting interim rules and operating procedures for the Board.

WHEREAS, a Regional Transit Authority ("RTA") has been created for the Pierce, King and Snohomish Counties region by action of their respective county councils pursuant to RCW 81.112.030; and

WHEREAS, RCW 81.112.030(4) directs the Board of the RTA to elect officers and provide for the adoption of rules and other operating procedures at its first meeting; and

WHEREAS, the Board intends to adopt permanent and more extensive rules after further review of the organizational needs of the RTA and consideration of governmental and public comments;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Regional Transit Authority as follows:

Section 1. Definitions. For purposes to this resolution the following definitions shall apply:

A. "Agenda" shall refer to a list and/or summary of proposed action items forwarded to the Board by the Clerk or such staff of the RTA as may be designated by the Board for that purpose, for review, recommendation and final decision, if applicable, by the Board.

B. "Authority" shall mean the Regional Transit Authority created pursuant to Chapter 81.112 RCW.

C. "Board Chair" shall mean the Boardmember or Boardmembers confirmed by motion of the RTA Board to serve as chairperson or chairpersons of the Board.

D. "Board" shall mean the governing board of the Authority constituted as provided in RCW 81.112.040.

E. "Boardmember" shall mean the members appointed to serve on the Board as provided in RCW 81.112.040. With the exception of the DOT Secretary, designees or alternates shall not be allowed.

F. "Committee" shall refer to a permanent Committee of the Authority established by resolution from time to time to advise and assist the Board and the Executive Director of the Authority in the performance of their respective duties. Such Committees shall be composed of members of the Board appointed thereto as hereinafter provided in Section 8.

G. "Clerk" shall mean the Clerk and Secretary of the Board as hereafter established by resolution.

H. "Committee chair" shall mean a member of the Board appointed by the Board as chairperson of any Committee as hereinafter provided in Section 8.

I. "DOT Secretary" shall refer to the Secretary of the Washington State Department of Transportation or the Secretary's designee. The Secretary shall have voting status on the Board; the Secretary's designee shall not.

J. "Emergency" shall refer to situations involving the risk or likelihood of injury or damage to persons or property, of

financial loss to the Authority or of impairment of public service, and to situations involving legal necessity, wherein the customary or established procedures of the Board reasonably cannot be followed or are not applicable.

K. "Executive Director" shall mean the Executive Director of the Authority as hereafter established by resolution.

L. "Subcommittee" shall refer to any group selected by the Board, the Board Chair or a Committee chair as hereinafter provided in Section 8 to assist a Committee or the Board. Subcommittees shall be assigned specific tasks and responsibilities and, in addition to Board members, may include representatives of other public agencies and citizens.

Section 2. Board Chair and Vice Chairs.

A. The Board Chair and Vice Chairs shall be selected by majority vote of all members of the Board and shall serve two-year terms. The Board shall elect two Vice Chairs and other officers as it deems necessary. The Chair and Vice Chairs shall be from different counties. A designated chairperson of the Board shall preside at all Board meetings and shall be a voting member. Vice Chairs shall preside at meetings and otherwise perform the responsibilities of the Board Chair upon motion of the Board or in the event of the absence or inability to act of the Board Chair. In the event of the absence or inability to act of the Board Chair and the Board Vice Chairs, a quorum of the Board shall select one of its members by an affirmative vote of a

majority of the members in attendance to act as Board Chair Pro Tem.

B. The selection of the initial Board Chair and other officers shall be as follows: Upon determination by motion of the initial number of Chairs or Vice Chairs and other officers of the Board, the DOT Secretary shall call for nominations from the Board. Any person nominated for an office shall be entitled to address the Board for no more than three minutes. Following such presentations, the names of those nominated shall be voted upon by successive ballots until a nominee receives a majority vote of all Board members in attendance. At the conclusion of each ballot when no nominee has received a majority vote, the nominee receiving the lowest vote total shall be eliminated from successive ballots.

Section 3. Board Meetings. The time and place for regular meetings of the Board shall be as follows:

A. Regular meetings of the Board shall be held on the second and fourth Fridays of each month at 1:30 p.m. at such location as may be designated by motion of the Board at a preceding meeting provided that when the scheduled meeting shall fall on a legal holiday, then such meeting shall be held on the next business day. One out of every six regular meetings of the Board shall be held in Pierce County and one out of every six regular meetings of the Board shall be held in Snohomish County. If by reason of fire, flood, earthquake or other emergency, it shall be unsafe or infeasible to meet in the places so

designated, the meeting may be held for the duration of the emergency at such place as may be selected by the Board Chair.

B. Special meetings of the Board may be called at any time by the Chair or by a majority of the Board members by delivering or transmitting written notice to each Boardmember, to the Clerk, and to local newspapers of general circulation and radio and television stations which have on file with the Board a written request to be notified of such special meetings or of all special meetings. Such notice must be delivered or transmitted at least twenty-four hours before the time of such meeting as specified in the notice. Final disposition shall not be taken on any matter at a special meeting which is not set forth in the notice thereof as business to be transacted, except in the event of an emergency. Written notice to any Boardmember may be dispensed with if said member files a waiver of notice or is actually present at the meeting at the time it convenes.

C. The Board, upon motion or at the request of the Board Chair, may hold executive sessions during a regular or special meeting only for the purposes and subject to the limitations set forth in RCW 42.30.110. In that event, the Board Chair will state the reason for the executive session and the anticipated duration thereof, and may designate persons other than Board members to remain if their presence is necessary or appropriate for discussion of the subject matter of the executive session.

D. Regular and special meetings of the Board may be canceled in advance thereof by the Board Chair or by a majority

of the Board members upon delivering such notices and following such procedures as are required by this resolution for the calling of a special meeting.

Section 4. Board Adjournment. The Board may adjourn any regular, adjourned regular, special or adjourned special meeting by an affirmative vote of a majority of the members in attendance. The order of adjournment shall specify the time and place of the next meeting unless said meeting is to be held at the time and place specified herein for regular meetings. Less than a quorum may so adjourn said meetings from time to time. The procedures for giving notice thereof, the duties of the Clerk and other details of adjournment shall be as specified in RCW 42.30.090.

Section 5. Quorums. The Board quorum for the transaction of business shall be a majority of all of the members appointed and serving pursuant to RCW 81.112.040. A Boardmember shall notify the Clerk or Board Chair prior to any regular meeting of the Board if such member will be unable to attend the meeting.

A quorum for a meeting of a Committee shall be at least one-half of the members of such Committee. A quorum for a meeting of any subcommittee shall be at least one-third of the members of such subcommittee but no less than three members of such subcommittee.

Section 6. Board Rules of Order. Roberts' Rules of Order shall govern the conduct of the Board and Committee meetings except where in conflict with the provisions of this resolution.

Section 7. Procedure for Board Action.

A. Every legislative act of the Board of a general or permanent nature shall be by resolution. Other actions of the Board may be by motion. The Board Chair, in cooperation with the Clerk or designated staff of the Authority, shall establish the order of business for all Board meetings. At the direction of the Board Chair, the Clerk or other designated staff of the Authority shall prepare and forward the Agenda to each Boardmember in advance of each regular meeting

B. Approval of resolutions and motions shall be by an affirmative vote of a majority of the Board members in attendance, provided, however, that an affirmative vote of two-thirds of the entire membership of the Board shall be required for major decisions including: system plan adoption and amendments; annual budget adoption; authorization of annexations; modifications of Board composition; employment and removal of the Executive Director; and such other actions as may be designated major decisions by resolution of the Board. The DOT Secretary shall be a voting member. There shall be no voting by proxy. A roll call vote on any action may be called for by any Boardmember at any time prior to the commencement of discussion on the next item or proposed action on the Agenda, and such vote shall be recorded in the minutes. No Boardmember in attendance may abstain from voting on any matter proposed for action unless he/she believes that a vote on the matter may present a conflict of interest personal to the abstaining member. Such an

abstention shall be indicated by the Boardmember prior to or at the conclusion of a voice vote or at the time of his/her roll call vote.

C. Members shall be recorded as present if they respond to the Clerk's or Board Chair's roll call at the beginning of the meeting or if the Clerk or Board Chair observes or is advised that a member is present when action is taken on the first item of business. Members who arrive after action on the first item of business shall be noted in the minutes as present whenever the Clerk or Board Chair observes their arrival or is so advised of their presence at the meeting.

D. In the event the Board Chair, with the concurrence of at least one-half of the members of the Board, determines that because of an emergency a meeting of the Board is impracticable or impossible, the Board Chair or Chairs together with the Vice Chair or Vice Chairs may act for and on behalf of the Board, provided that any such action shall be subject to the ratification by the Board at its next regular or special meeting.

Section 8. Committees and Subcommittees.

A. The Board may establish permanent Committees by resolution if and when such Committees are determined by the Board to be reasonably necessary for the conduct of business or for the development of policy by the Authority. The Board may also by motion, from time-to-time, appoint subcommittees to serve for a specified period or to study and report on particular tasks

or programs as may be deemed helpful to assist the Board and its Committees.

B. No Boardmember shall serve as a chair or vice chair of more than one Committee. Regular meetings of the Committees shall be held at the times and places as may be established by resolution of the Board. Unless otherwise prescribed by direction of the chair of a subcommittee, the Clerk shall prepare a written notification for each meeting of a subcommittee and, whenever feasible, shall forward to each Boardmember such notification in advance of such meeting. Each Committee and subcommittee shall elect its own chair and vice chair on an annual basis unless such positions are appointed and the terms fixed by motion of the Board.

C. A Committee or subcommittee chair, upon reasonable advance notice to the Clerk or Board Chair and all members of the Committee, may cause such Committee or subcommittee to meet at a different place or different time of the same day of the regular meeting upon following the procedure provided herein for the cancellation of Board meetings. Special meetings of any Committee or subcommittee may be called by the Committee or subcommittee chair or by a majority of the members of the Committee or subcommittee by notifying the Clerk or Board Chair and each member of the Committee or subcommittee by telephone or by delivering or transmitting written notice of the items of business, location and time of said special meeting at least twenty-four hours in advance thereof.

D. Any Boardmember present at a meeting of any Committee or subcommittee, although not a member thereof, shall be entitled to participate in the deliberations of such Committee or subcommittee but shall not be entitled to vote on Committee or subcommittee recommendations to the Board.

Section 9. Procedure for Committee and Subcommittee Actions. The following procedures shall be used by Committees and subcommittees:

A. Except as to matters which have been specifically delegated by the Board to a Committee or subcommittee for final decision, recommendations of a Committee or subcommittee shall be advisory to the Board. All such recommendations shall be by motion. At the direction of a Committee or subcommittee chair, the Clerk or designated staff of the Authority shall prepare the Agenda for each regular meeting of the Committee or subcommittee and shall forward such Agenda to each member in advance of said regular meeting. Whenever feasible, the Agenda for a special meeting of a Committee or subcommittee shall be forwarded to each Boardmember in advance of said special meeting.

B. Approval of motions shall be by an affirmative vote of a majority of the members in attendance. Recommendations by Committees or subcommittees for Board action shall be transmitted to the Board in the form of proposed resolutions or motions, as applicable, and shall be included as part of the Board's Agenda, whenever feasible.

C. Any member may cause a matter to be placed on the Agenda of an appropriate Committee or subcommittee by making such request to the chair of such Committee or subcommittee who shall ensure that the matter is scheduled for consideration by the Committee or subcommittee and a recommendation forwarded to the Board within 90 days following such request.

D. Roberts' Rules of Order shall govern the conduct of Committee and subcommittee meetings except where in conflict with the provisions of this resolution.

E. A Committee or subcommittee upon affirmative motion of the members in attendance or at the request of the chair, may hold executive sessions during a regular or special meeting consistent with the purposes and procedures set forth in Section 3.C. above.

Section 10. Minutes. Minutes of Board meetings shall be taken by the Clerk or by designated staff of the Authority and shall be mailed, delivered or otherwise distributed to each Boardmember following said meeting. The official copy of each Board minutes shall be signed by the Board Chair and by the Clerk. The Clerk shall make such minutes available to the public pursuant to RCW 43.32.030.

Section 11. Public Hearings and Meetings. The Board and each Committee and subcommittee are hereby authorized to conduct public meetings, hearings or joint meetings and hearings with other public agencies for and on behalf of the Board in order to meet any requirements of federal, state or local laws or

regulations and to enable the Authority to perform its statutory functions. At the direction of the Board or a Committee or subcommittee, the Clerk or designated staff of the Authority shall establish the time, place, notices and procedures for such meetings and hearings consistent with the purpose of the meetings or hearings or as required by laws and regulations. Any such meeting or hearing being held, noticed or ordered by the Board or its Committees or subcommittees may be continued or recontinued to any subsequent meeting, in the same manner and to the same extent set forth in RCW 42.30.090 for the adjournment of meetings.

Section 12. Public Observation and Comment.

A. In recognition that the Board's actions and deliberations, as well as certain actions of Committees and subcommittees, are subject to the State Open Public Meetings Act, the Board shall insure that the legislative actions of the Authority are taken openly and that their deliberations are conducted openly.

B. The Board Chair or a Committee or subcommittee chair shall recognize members of the public for the purpose of commenting on an Agenda item at a meeting in such manner and for so long as said chair may determine to be reasonable. In the event an Agenda item has already been the subject of a public meeting or hearing or of public comment at prior meetings of the Board, Committee or subcommittee, the Board Chair or Committee or

subcommittee chair may limit the number of people speaking for or against the issues.

C. A member of the public may present information on relevant issues or topic, but shall not be entitled to debate the merits of the issue or topic. After introduction of an issue or topic, the Board Chair or Committee or subcommittee chair may refer the matter to an appropriate Committee or subcommittee, may place it on a Board Agenda or may take any other action deemed appropriate.

D. Members of the public may request that an issue or topic be placed on a Board Agenda by contacting and securing approval of the Board Chair.

Section 13. Board, Committee and Subcommittee Meetings.

The following meetings are declared to be meetings of the Board of the Authority for purposes of determining reimbursement and compensation under RCW 81.112.040(3) for attendance by Board members.

A. All regular and special meetings of the Board and its Committees and subcommittees as described above; and

B. Any meeting called and announced by the Board, a Committee or a subcommittee, or a chair thereof, including, but not limited to, task forces, study groups and consultant selection boards and public hearings and public meetings conducted by or on behalf of the Board; provided, that a primary purpose of the meeting is for conducting official business of the Authority; and

C. Any meeting or conference involving other governmental agencies or public entities; provided, the primary purpose of attendance is the conduct of official business of the Authority.

Section 14. Rules Changes. These rules of procedure may be supplemented or amended by an affirmative vote of a majority of all Board members, provided that written notice of such change has been delivered or transmitted to each Boardmember and to local newspapers of general circulation and radio and television stations which have on file with the Authority a written request to be so notified, at least one week in advance of the Board meeting at which the change is to be considered.

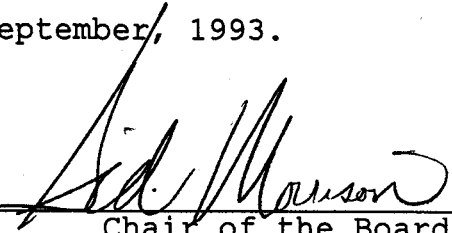
Section 15. Rules Suspension. These rules of procedure may be temporarily suspended by an affirmative vote of two-thirds of the Board members in attendance to facilitate consideration of an action by the Board in the event of emergencies or other special circumstances.

Section 16. Responsibilities of the Clerk. The Clerk shall be responsible of the certification and filing of legislative acts of the Board, the keeping of a journal of Board proceedings, the verification of a member's selection to sit on the Board, compliance with the provisions of Chapter 42.30 RCW and any other responsibilities assigned by the Board. Whenever feasible, the Clerk shall furnish the Agenda for meetings of the Board and Committees to one or more local newspapers of general circulation in advance of such meetings. The Clerk shall keep copies of all Board Agendas on file for public review and inspection.


Ms. Bonnie Mattson shall serve as the Clerk for the first two regularly scheduled meetings of the Board.

ADOPTED by the Board of the Regional Transit Authority for the Pierce, King and Snohomish Counties region at its initial meeting held on the 17th day of September, 1993.

By


Chair of the Board

ATTEST:


Clerk of the Board