

## **RESOLUTION NO. 80**

**A RESOLUTION of the Board of the Regional Transit Authority for the Pierce, King and Snohomish Counties region adopting and amending rules and operating procedures for the Board and superseding Resolution No. 1.**

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 which was accomplished on September 17, 1993 by Resolution No. 1; and

WHEREAS, following the successful election on the RTA's ballot proposition on November 5, 1996 and after further consideration of the Board's organizational needs, the Board has determined to revise its structure and meetings schedule and to make other improvements to its rules and operating procedures;

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

- D. "Board Administrator" shall mean the clerk and secretary of the Board.
- E. "Board Chair" shall mean the Boardmember or Boardmembers confirmed by motion of the RTA Board to serve as chairperson or chairpersons of the Board.
- F. "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.
- G. "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.
- 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. A Subcommittee may be referred to as a "committee", "subcommittee" or "task force" or by such other term as may be

deemed appropriate by the body or person making the selection and assignment of tasks and responsibilities.

M. "Vice Chair" shall mean the Boardmember or Boardmembers confirmed by motion of the RTA Board to serve in an assistant capacity to the chairperson or chairpersons of the Board.

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. Such terms shall be coincident with calendar years. 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. The Executive Committee shall meet during January of each calendar year and develop recommendations to the Board for officers whose terms as Board Chair or Vice Chair are expiring. Such recommendations shall be brought as nominations to the Board at a regularly scheduled meeting in March.

B. The selection of the Board Chair and other officers shall be as follows: The DOT Secretary shall chair the meeting for purposes of the elections and, after receiving the nominations from the Executive Committee, shall call for additional 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 Thursdays of each month at 3:00 p.m. at such location as may be designated by the Board Chair or Board Administrator. When the scheduled meeting falls on a legal holiday, then such meeting shall be held on the next business day unless postponed or canceled. 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 Board Administrator, 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 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 upon request may indicate persons other than Boardmembers to remain for so long as their presence is necessary or appropriate for reporting to Boardmembers on the position of an absent Boardmember, or to facilitate 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 Board Administrator 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 Board Administrator 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 Board Administrator or designated staff of the Authority, shall establish the order of business for all Board meetings. At the direction of the Board Chair, the Board Administrator 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 Board Administrator's or Board Chair's roll call at the beginning of the meeting or if the Board Administrator 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 Board Administrator 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 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 hereby establishes the following permanent Committees to perform such responsibilities as may be assigned by resolution or motion of the Board: Executive

Committee; Finance Committee; Public and Government Affairs Committee. The Board may establish additional 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 permanent Committee. Regular meetings of the Committees shall be held at the times and places as may be established by resolution of the Board or by, or under the direction of, the Board Chair. Unless otherwise prescribed by direction of the chair of a Subcommittee, the Board Administrator shall prepare a written notification for each meeting of a Committee or Subcommittee and, whenever feasible, shall forward to each Boardmember appropriate notification in advance of the 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 after review and recommendation by the Executive Committee.

C. A Committee or Subcommittee chair, upon reasonable advance notice to the Board Administrator or Board Chair and all members of the Committee or Subcommittee, 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 Board Administrator and 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 Board Administrator 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. Summary minutes of Board meetings shall be prepared by the Board Administrator or by designated staff of the Authority from either shorthand notes or a tape recording of a meeting. The minutes 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 Board Administrator. The Board Administrator shall make such minutes available to the public pursuant to RCW 42.32.030 and retain the shorthand notes or tape recordings for such period of time as may be required by law or by agency policy.

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 Board Administrator 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 Open Public Meetings Act, Chapter 42.30 RCW, 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 topics, 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 one event of emergencies or other special circumstances.

**Section 16. Responsibilities of the Executive Committee.** The Executive Committee is hereby authorized to carry out the following responsibilities for and on behalf of the Board:

- A. Develop and recommend procedural rules for Board actions, including how the Board organizes itself.
- B. Consider significant policy issues affecting the entire Authority that are not within responsibility of another standing Committee.
- C. Review and confirm recommendations by the Chair concerning assignments and the appointment of chairpersons for standing Committees.
- D. Review the operations and charges of Subcommittees and task forces on at least an annual basis to determine if any modifications are necessary and if the continuation of the Subcommittee or task force is in the best interests of the Authority.
- E. Make recommendations to the Board concerning the appointment, responsibilities, performance and compensation of the Executive Director, Board Administrator and other appointed officers of the Authority.
- F. Act as a monitor, sounding board and staff advisor for negotiations or other matters that are within staff authority but have long-term policy implications.
- G. Review the process and procedures for the procurement of materials, work and services.
- H. Act in lieu of the RTA Board in an emergency or special circumstance, subject to ratification by the Board.
- I. Serve as a resource to the Board's Chair and to the Executive Director for purposes of planning future Board actions or policy decisions.

- J. Approve all contract awards contained within the authorized budget and which exceed the Executive Director's authority, so long as the cost of the contract award does not exceed \$5,000,000.

Section 17. Responsibilities of the Board Administrator. The Board Administrator 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 Board Administrator 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 Board Administrator shall keep copies of all Board Agendas on file for public review and inspection.

Section 18. Supereession and Ratification. Resolution No. 1 adopted September 17, 1996 is hereby superseded by this resolution and all actions previously taken pursuant to Resolution No. 1 are hereby ratified and approved.

ADOPTED by the Board of the Regional Transit Authority for the Pierce, King and Snohomish Counties region on the 23rd day of January, 1997.

By Bob Drane  
Chair of the Board

ATTEST:

Marcia Walker  
Board Administrator