

**CLARK COUNTY, WASHINGTON  
RAILROAD ADVISORY BOARD  
BYLAWS**

**ARTICLE I  
NAME OF ORGANIZATION**

**Section 1.1. Name of Organization.** Railroad Advisory Board (Board or RRAB).

**ARTICLE II  
PURPOSE OF ORGANIZATION**

**Section 2.1. Advise.** Advise the Clark County Council, County Manager, and County staff on issues and needs related to the Clark County Short Line Railroad, also known as the Chelatchie Prairie Railroad (railroad).

**Section 2.2. Safety.** Promote safe operation of freight and excursion train activity on the railroad.

**Section 2.3. Economic Development.** Encourage revenue generating opportunities for the railroad including freight movement, excursion, and entertainment activities. Promote job-based economic development adjacent to the railroad, where appropriate.

**Section 2.4. Capital Improvements.** Work with Clark County staff in developing comprehensive capital programs and operating plans for the railroad. Work with Clark County staff in pursuing funding for the restoration, improvement, and continued operation of the railroad.

**Section 2.5. Education.** Provide education and information on the railroad, as appropriate.

**ARTICLE III  
MEMBERSHIP**

**Section 3.1. Number of Members.** The Board shall be comprised of no more than 15 members.

**Section 3.2. Eligibility.** Each member shall reside in Clark County, Washington.

**Section 3.3. Appointment of Board Members.** Members of the Board shall be appointed by the County Manager and confirmed by the Clark County Council. If a vacancy is created on the Board, a new Member shall be appointed to the Board in accordance with these Bylaws as noted below:

**Section 3.3.1. Qualifications.** Board will determine the desired qualifications of prospective applicants. Qualifications are intended to complement the existing Board composition to better allow the Board to achieve its goals. Desirable attributes may include:

- An interest in the railroad,
- Ability to contribute value to the Board's work, and
- Able to commit time to regularly scheduled Board meetings.

Board may determine additional qualifications of applicants as necessary to emphasize particular goals at the time of each advertisement for filling vacancies and consider those qualifications in making a recommendation for appointment to the County Manager.

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**Section 3.3.2. Solicitation.** Board vacancies will be filled as needed and as member(s) terms expire. County staff will solicit qualified and interested candidates through advertising in media such as local newspapers, social media, the County website, and at Board meetings. Board Chair will also encourage standing Board members to nominate qualified individuals to be contacted by the Chair to encourage their formal application to become members of the Board and through nominations from county staff or Board members.

**Section 3.3.3. Retaining Existing Board Members.** Existing Board Members, whose term of office is expiring that desire to continue in their position for another term must submit a letter requesting reappointment to the Board Chair.

**Section 3.3.4. Board Selection Subcommittee.** Board Chair shall establish a Board Selection Subcommittee to evaluate all applications. The Subcommittee shall review all applications, conduct candidate interviews and forward recommendations to the Board. The Board shall consider applications at a regularly scheduled meeting and make a recommendation to the County Manager. Recommendations shall be made by a simple majority vote. The County Manager, or their designee, may elect to be a member of the Subcommittee and will be considered an Ex-Officio member.

**Section 3.3.5. Applicants Forwarded to County Manager.** Board will forward a single applicant for each open position to the County Manager for their consideration as provided for in this section or may determine no qualifying applications have been received and ask County staff to re-advertise for the position(s).

**Section 3.3.6. County Manager Action on Applicants.** The County Manager may respond to the Board's recommendation as follows:

1. Accept Board's recommended applicant,
2. Interview recommended applicant and make an appointment(s), or
3. Reject recommended applicant and direct County staff to re-advertise for the position(s), restarting the selection process as prescribed in this section.

**Section 3.4. Terms of Office.** Members of the Board shall serve for a three (3) year term, staggered to ensure knowledge and experience is always retained on the Board. Appointments shall be for staggered three (3) year terms.

Existing Board Members, whose term of office is expiring and who desires to continue in their position for another term, must reapply to the Board for reappointment.

**Section 3.5. Compensation.** Members serve without compensation.

**Section 3.6. Expenditure of Funds.** The Board and its Members have no authority to expend funds or to incur or make obligations on behalf of the County, unless authorized and approved by the County Council.

**Section 3.7. Compliance with County Policy.** Members shall comply with County Ordinances, Resolutions and Rules and Policies applicable to the Board and the Board Members.

**Section 3.8. Removal.** Any Member may be removed from their position for violation of these bylaws, or at the discretion of the County Manager.

#### **ARTICLE IV OFFICERS**

**Section 4.1. Officers.** Board officers shall consist of a Chair and Vice Chair, nominated, and selected by the Board at the beginning of each year to serve in those respective capacities for a term of 12 months. If the Chair is permanently unable to preside, the Vice Chair will complete the remaining term of the Chair until the next annual election of officers. Upon the Vice Chair assuming the position of Chair, the Board will elect a new Vice Chair at the next regularly scheduled meeting.

**Section 4.2. Duties.**

**Section 4.2.1. Chair.** Duties of the Chair are as follows:

- a. Preside at all Board meetings.
- b. Call Board meetings to order, assure an agenda is followed and maintain orderly proceedings throughout.
- c. Coordinate development of meeting agendas with county staff.
- d. Work with Board, county staff, and County Manager to appoint and remove Board members as appropriate and as provided for in these Bylaws.
- e. Appoint subcommittee members for specific tasks as needed.
- f. Perform other such duties as may be required by the Board, County Manager, or Clark County Council.

**Section 4.2.2. Vice Chair.** Duties of the Vice Chair are as follows:

- a. Preside over meetings of the Board in the absence of the Chair.
- b. Assist the Chair with committee-related activities and projects.

#### **ARTICLE V DUTIES OF THE BOARD**

**Section 5.1. General.** Duties of the Board Members include:

- a. Becoming familiar with the railroad, its operator(s), and the rail line.
- b. Reading all materials provided to the Board prior to each meeting and coming prepared to discuss agenda items.
- c. Encouraging a cooperative and respectful spirit between Board members and the public.
- d. Regular meeting attendance.

**Section 5.2. Economic Development.** Provide recommendations to county staff, the County Manager and the Clark County Council on achieving the maximum long-term return to the County from the railroad.

**Section 5.3. Collaborate with Operator.** Collaborate with, and advise, the County's railroad operator on priorities established for the railroad by the County Manager and the Clark County Council.

**Section 5.4. Regular Board Meetings.** Conduct regular Board meetings where County staff, the County's rail operator, and the public can obtain information about the railroad, observe Board activities, and provide information and opinions to the Board.

**Section 5.5. Review of Documents.** Review plans, contracts, financial reports, and other related documents directly related to the operation, maintenance, contractual obligations, or financial opportunities of the railroad.

**Section 5.6. Promotion.** Advocate for the railroad in the community, with business and funding entities, and lobbying state and local elected officials, for the purpose of promoting the railroad and to enhance financial viability of the railroad.

**Section 5.7. Other.** Perform other such duties as may be authorized or directed by county staff, the County Manager, and the Clark County Council

## **ARTICLE VI MEETINGS**

**Section 6.1. Time and Date of Regular Meeting.** The Board shall meet once per month on the same day of the month, i.e. the second Monday of the month or a similar equivalent, at the

same time and place. The regular date, time and place of the Board meeting will be decided by the Board Members and county staff at the first Board meeting of the year.

**Section 6.2. Agenda.** Items may be placed on the agenda by the Chair, county staff, or at the request of a Member. The individual requesting the agenda item will be responsible for submitting sufficient information to the Chair and the county staff, five business days prior to the next meeting. The Chair and county staff will determine if the proposed agenda item is appropriate for the agenda. Agenda packets for regular meetings will be provided electronically to Members three days in advance of the scheduled meeting and hard copies will be available at the meeting. Agenda packets will contain the current agenda, supplemental information, and written minutes of the last meeting.

**Section 6.3. Conduct of Meeting.** Board meetings will be conducted in accordance with these Bylaws and County Council Meeting Rules and Procedures, as applicable to the Board.

**Section 6.4. Quorum.** A simple majority of the appointed Members will constitute a quorum.

**Section 6.5. Voting.** Each Member shall vote on all agenda items, except on matters involving conflict of interest under state law, the County's Ethics Ordinance, or other applicable Laws, Rules and Policies. Board members having a financial interest in the railroad or property adjacent to it, or who have a role with another organization having conflicting or supporting interests to the railroad or is party to an issue or concern that is before Board shall reveal the potential conflict to the Board and recuse themselves from voting on any issue of conflict. Unless otherwise provided by law, if a quorum is present, an agenda item must be approved by a majority of the Board Members present at the meeting.

**Section 6.6. Minutes.** Minutes of Board meetings shall be recorded and maintained by county staff. Minutes shall summarize the discussions and actions occurring at each Board meeting. Prior to the Board's adoption of minutes, proposed minutes will be distributed to Board Members for review and correction. At the next regular Board meeting the Board will consider minutes for adoption or amendment. County staff are the custodians of all Board records and documents.

**Section 6.7. Attendance.** Members are required to attend Board meetings prepared to discuss the issues on the agenda. A Member shall notify the Chair if the Member is unable to attend a meeting. Excessive absenteeism may result in the Member being removed from the Board by the County Manager as recommended by the Chair. Excessive absenteeism is defined as two consecutive unexcused absences or three unexcused absences in one year.

**Section 6.8. Public Participation.** The following are intended to promote an orderly system of holding a public meeting and to give each person who wishes an opportunity to be heard:

**Section 6.8.1. Public Meetings.** Regular meetings of the Board are open to the public and community members are encouraged to attend. Time will be allotted each meeting for the public to address the Board. Members of the public wishing to address the Board are expected to deliver their comments in a courteous and efficient manner and speak only to issues related to the railroad and Board business. Disruptive communication will not be allowed and individuals communicating inappropriately will be asked to leave the meeting room. Any person whose comments have been ruled out of order by the Chair shall immediately cease and refrain from further improper comments. The refusal of an individual to cease from inappropriate, slanderous, or otherwise disruptive remarks, after being ruled out of order by the Chair, may be subject to removal from the meeting room.

**Section 6.8.2. Public Testimony.** The agenda item "Public Testimony" will be placed on each regular meeting agenda where the public may address the Board. Speakers must be recognized by the Chair, state their name, address, and the subject of their comments. The Chair shall then permit comments. Should multiple speakers wish to address the Board, the Chair may limit time for comment.

**Section 6.8.3. Written Communications.** Written communications to the Board that are received by the County, or an individual Board member, shall be provided to all members of the Board for consideration. Written communication may be submitted to the Board via direct mail, or by addressing the communication to County staff who will distribute copies of communication to the Board. The communication will be entered into the record without the necessity of a reading, provided sufficient copies are available to members of the public in attendance.

**Section 6.9. Open Meetings.** Public notice of Board meetings shall be provided in accordance with the provisions of the Washington Open Public Meetings Act (Revised Code of Washington 43.20). All Board meetings and deliberations shall be open to the public and shall be conducted in accordance with the provisions of the Washington Open Public Meetings Act. All Board members shall receive training on the Washington Open Public Meetings Act upon appointment.

**ARTICLE VII  
SUBCOMMITTEES**

**Section 7.1. Formation.** The Board Chair may appoint Board members, representatives of the railroad operator, and other interested private citizens and representatives of groups and organizations to form subcommittees from time to time. At the time of the formation of such subcommittees, the Chair shall state the objective of the subcommittee and the date upon which a report shall be due from the subcommittee. The Chair shall serve as a member of all such subcommittees. Recommendations made by subcommittees shall be considered as advisory only.

**ARTICLE VIII  
BYLAW AMENDMENTS**

These Bylaws may be amended by majority vote of the Board Members at any regularly scheduled meeting of the Board, no sooner than at least one month following presentation to the Board as an agenda item during a regularly scheduled meeting.

Approved at a meeting of the Railroad Advisory Board on the \_\_\_ day of \_\_\_\_\_, 2023.

**ATTEST**

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Vice Chair

**ACKNOWLEDGED** on the \_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
County Manager