

**CLARK COUNTY PUBLIC TRANSPORTATION
BENEFIT AREA (C-TRAN)**

BYLAWS

Last Revised September 14, 2010

1 NAME

The name of the municipal corporation duly established pursuant to the laws of the state of Washington shall be “CLARK COUNTY PUBLIC TRANSPORTATION BENEFIT AREA,” hereinafter referred to as “C-TRAN.”

2 POWERS, RIGHTS AND LIABILITIES

By and in the corporate name, C-TRAN shall have and exercise powers, functions, rights and privileges now and hereafter given to, and shall be subject to all the duties, obligations, liabilities and limitations now and hereafter imposed upon municipal corporations of the same class by the constitution and laws of the state of Washington, and shall have and exercise all other powers, functions, rights and privileges usually exercised by or which are incidental to, or inherent in, municipal corporations of like character and degree. C-TRAN shall have all powers possible to have under the constitution and laws of this state.

3 GOVERNING BOARD COMPOSITION

3.1 Board Composition

The governing body of C-TRAN shall consist of a Board of nine voting members, all of whom shall be elected officials selected by and serving at the pleasure of the governing bodies of the component cities and towns within the area and the County Commissioners in the area, and one nonvoting member. The term of office for each Board Member shall begin on January 1 of the year in which such Board Member’s term commences. The membership of the Board shall be determined on the following basis:

Three members who are elected officials representing the governing body of the County.

Three members who are elected officials representing the governing body of the City of Vancouver.

One member who is an elected official representing the Cities of Ridgefield, and La Center.

One member who is an elected official representing the Cities of Camas and Washougal.

One member representing the City of Battle Ground and Town of Yacolt.

One nonvoting member recommended or selected in accordance with RCW 36.57A.050.

3.2 Cities/Towns Excluded From Direct Membership

Those cities/towns within the boundaries of the PTBA and excluded from direct membership on the Board are authorized to designate a member of the Board who shall be entitled to represent the interest of such city/town which is excluded from direct membership on the Board. The legislative body of such city/town shall notify the Board as to the determination of its authorized representative(s) on the Board.

3.3 Substitutes, Alternates and Vacancies

3.3.1 Substitute Members and Vacancies

Substitute voting Board Members may be selected to serve on the Board in the event of a vacancy of the Board created by the permanent absence of one of the regular voting Board Members. Substitute voting members shall be elected officials and appointed in the same fashion as regular voting members and shall represent the same jurisdictions as regular members, with exception of the representatives of the governing body of Clark County.

In the event of a permanent vacancy on the Board due to the absence of a voting member, the representatives of the city or town which was represented by the vacant position, shall, by mutual consensus and as soon as possible, select a Board Member to fill the vacancy. In the interim, the substitute voting member selected pursuant to this subsection may fill the vacancy until a regular voting Board Member is selected.

3.3.2 Alternate Voting Members

Alternate voting members may be selected on an ad hoc basis to serve on the Board in the event of a temporary absence of one of the regular voting members. Each jurisdiction represented on the governing Board under Section 3.1 shall be entitled to have alternates represent its regular members in the event of a temporary absence from a Board meeting. Alternate voting members shall be elected officials and selected by the represented jurisdiction in the same manner as regular members. The alternate shall be entitled to attend Board meetings, vote and represent the jurisdiction in the same manner as a regular member during the regular voting member's temporary absence.

Alternates shall present the Board with written notification of their designation prior to the Board meeting or meetings at which they are to serve.

3.4 Periodic Review of Governing Body

Every four years, a meeting shall be called for the review of the C-TRAN governing body, as provided in RCW 36.57A.055, as hereafter amended. At this meeting, members of the county legislative authority and the elected representative of each city within the C-TRAN boundaries shall review the composition of the C-TRAN Board and change the composition of the Board if the change is deemed appropriate. The majority of those present at the meeting constitutes a quorum. Twenty days notice of the meeting shall be given by the chief administrative officer of the C-TRAN Board.

4 DUTIES OF THE BOARD AND BOARD MEMBERS

4.1 Duties of the Board

The voting members of the Board of C-TRAN shall provide the policy and legislative direction for C-TRAN and its administration. The Board may create such departments or offices as it finds necessary or advisable and may determine the powers and duties of each department or office.

4.2 Board Offices

The majority of the whole voting membership of the Board shall select, from the voting members, a Chair and a Vice-Chair. The Chair shall hold office until the first Board meeting in the month of January of each year. These officers may, if reelected, serve more than one term. The duties of the Chair are more specifically set forth in Article 5 of these bylaws.

4.3 Meetings and Meeting Notice

4.3.1 Regular Meetings

The time and place of regular meetings of the Board shall be established by a resolution of the Board. Such resolution may also specify the appropriate notification of such meetings.

4.3.2 Special Meetings

Special meetings may be called at any time by the Chair or by a majority of the voting members of the whole Board by delivering personally or by mail written notice to each member of the Board and to each local newspaper of general circulation and to each local radio or television station which has on file with the Board a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally or by mail at least twenty-four hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Final

disposition shall not be taken on any other matter at such meetings by the Board. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the clerk or secretary of the governing body a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided for in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

4.3.3 Executive Sessions

Executive sessions may be held during a regular or special meeting for the purposes listed in RCW 42.30.110, as hereafter amended. Before convening in executive session, the Chair shall publicly announce the purpose for excluding the public and non-voting member from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the Chair.

4.4 Quorum and Action

Five voting members of the Board shall constitute a quorum for the transaction of business. The affirmative vote of four voting members is necessary to approve an action.

4.5 Voting

Every voting Board Member shall be entitled to one vote on all issues before C-TRAN at duly called meetings under Section 4.3; the nonvoting member is entitled to no vote.

4.5.1 Vetoes

Three negative votes by the representatives of the City of Vancouver, or three negative votes by the representatives of Clark County, on any action to be taken by the governing board shall constitute a veto of that action; provided that such veto authority may be amended or deleted by resolution adopted by the governing board which resolution itself must be approved by vote of all members representing the City of Vancouver and Clark County. This veto authority shall not apply to any action taken by the Board in regard to the employment contract of the Executive Director on any provision contained therein including any ancillary agreements related thereto.

4.5.2 Voting Restrictions on C-TRAN Expenditures

No action shall be taken by the Board with respect to the expenditure of any funds derived from the levy of a local tax in the cities/towns of Camas, Washougal, Ridgefield, Battle Ground,

La Center and Yacolt unless such expenditure is approved by their designated representative(s); provided that such voting restrictions may be amended or deleted by resolution adopted by the governing board, which resolution must be approved by vote of all members of the small cities/towns named above, and further provided that such authority to approve expenditures shall be in full force and effect only as long as any veto power is held by less than a majority of the governing body.

4.6 Parliamentary Procedure

Unless otherwise governed by the provisions of these bylaws or the laws of the State of Washington, Roberts Rules of Parliamentary Procedure shall govern the conduct of all Board meetings. The Chair or his/her designee shall be the parliamentarian.

4.7 Board Acting as a Body

The voting members of the Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board except as otherwise provided for in these bylaws.

4.8 Record of Board Meetings

4.8.1 Minutes

The proceedings of the Board meetings shall be recorded and maintained. The minutes shall consist primarily of a record of the action taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Board Members prior to the next regular meeting for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

4.8.2 Resolution

Every action of the Board of a general or permanent nature and every action otherwise required by state statute shall be by Resolution or Ordinance.

4.9 Advisory Committees

The Chair, from time to time, may appoint Board Members and other interested private citizens and representative of groups and organizations to serve on standing or special committees. At the time of the appointment of such members, the Chair shall state the objective of the Committee and the date upon which a report shall be issued to the Board. The Chair shall be an ex-officio member of all such committees. Recommendations of such committees shall be considered as advisory only.

5 DUTIES OF THE CHAIR

The Chair shall preside at all meetings of the Board. In the event of the Chair's absence or inability to preside, the Vice-Chair shall assume the duties of presiding over the meetings of the Board; provided, however, if the Chair is to be permanently unable to preside, the Board shall select a new Chair for the remainder of the Chair's term.

The Chair shall act as a spokesman for C-TRAN and shall act as its representative at meetings with other organizations, committees and other such activities unless such representative shall otherwise be authorized by the Board; provided, however, the Chair may delegate to any voting Board Member the duty of being a spokesman or representative for C-TRAN. The Chair or his/her designated Board Member acting as a spokesman or representative shall make no pronouncements that will obligate or commit C-TRAN except as provided by these bylaws or pursuant to the authorization of the Board.

The Chair shall be the Chief Executive and Administrative Officer of C-TRAN until a Director is selected and approved by the Board, or when C-TRAN is without a Director. When the Chair is acting as the Chief Executive and Administrator of C-TRAN, his duties may be delegated to an Acting Director and shall include at a minimum:

To provide general supervision over the administrative affairs of C-TRAN;

To appoint and remove, subject to the approval of the Board, all persons employed by or contracting service with C-TRAN;

To attend all meetings of the Board at which his attendance may be required by that body and to keep official records of same;

To perform such other duties as the Board may determine by resolution or consensus.

6 AMENDMENT

These bylaws, as adopted by the Clark County Public Transportation Benefit Area, may be revised or amended at any regular or special meeting of the Board by a vote of the majority of the whole voting membership of the Board, except as otherwise provided in the bylaws; provided that copies of the proposed revisions or amendments shall have been available to each Board Member at least 30 days prior to the regular or special meeting at which proposed revisions or amendments are to be acted upon.

7 INDEMNIFICATION

To the fullest extent allowed by law, C-TRAN shall indemnify every Board Member, officer, employee and agent against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding in which he is a party by reason of being a Board Member, officer, employee or agent of C-TRAN arising out of any claim of liability for personal or bodily injuries and property damage and for all damages from any tort cause of action arising from acts or omissions being performed in good faith while acting as a director, officer, employee or agent of C-TRAN.

Expenses include reasonable attorney's fees and costs of judgment or settlement. C-TRAN shall have the right to choose the attorney for whom services will be provided and compensation paid pursuant to this provision.

Legal services and indemnification shall be provided by C-TRAN under this provision irrespective of whether or not C-TRAN is a party to the cause or itself subject to liability.

*POLICIES: Bylaws Final
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