

RESOLUTION NO. 2012-05

**A RESOLUTION AMENDING
MASON COUNTY TRANSPORTATION AUTHORITY BYLAWS**

WHEREAS, the Mason County Transportation Authority first adopted its Bylaws on December 9, 1991, and amended such on November 20, 2007, February 28, 2008; July 13, 2010; and June 14, 2011, and


WHEREAS, the Authority Board adopted Resolution No. 2012-03 regarding attendance at Board of Directors meetings to allow members to fully participate in the conduct of the meeting in person or by other electronic means; and

WHEREAS, the Bylaws as revised under Section V. MEETINGS, and illustrated in the attached "Exhibit A" are now recommended for approval;

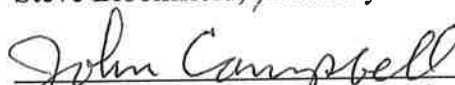
NOW, THEREFORE, BE IT RESOLVED, by the Mason County Transportation Authority Board of Directors that its Bylaws are hereby amended as attached in "Exhibit A".

Adopted this 17th day of April, 2012.

Lynda Ring-Erickson, Chair



Steve Bloomfield, Authority Member



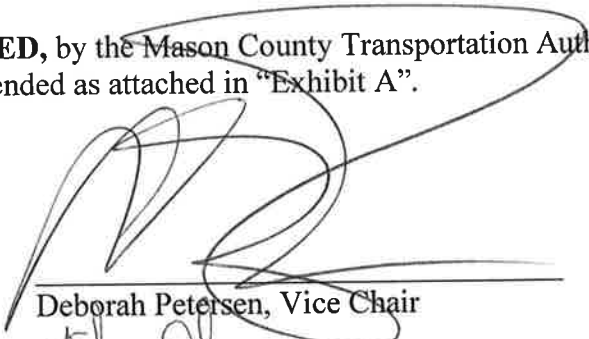
John Campbell, Authority Member



Herb Gerhardt, Authority Member



Pat McGanney, Authority Member



Deborah Petersen, Vice Chair




Mike Olsen, Authority Member



Tim Sheldon, Authority Member

Leroy Valley, Authority Member

APPROVED AS TO CONTENT: 

Brad Patterson, General Manager

APPROVED AS TO FORM: 

Robert W. Johnson, Legal Counsel

ATTEST: 

Kathy Cook, Clerk of the Board

DATE: 4/17/12

MASON COUNTY TRANSPORTATION AUTHORITY BYLAWS

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**MASON COUNTY TRANSPORTATION AUTHORITY
BYLAWS**

I. BACKGROUND

The Mason County Transportation Authority is the public transportation agency which serves the citizens of Mason County including the only incorporated city, Shelton, Washington.

In 1989 representatives from the jurisdictions of Mason County and the City of Shelton met in a public transportation improvement conference and formally established the Mason County Public Transportation Benefit Area under the laws of the state of Washington (RCW 36.57A). In November 1991 voters approved an initiative allowing for the collection of a sales tax to support public transportation.

In February, 2008 representatives from the jurisdictions of Mason County and the City of Shelton met in a Public Transportation Improvement Conference (PTIC) to review the composition of the Board, and adopted a resolution changing the composition to a nine member Board.

II. NAME/OFFICES

The name of the public transportation benefit area shall be Mason County Transportation Authority, the governing board of which shall be called the Mason County Transportation Authority, hereinafter referred to as "Authority". The principal address of the Mason County Transportation Authority shall be P.O. Box 1880, Shelton, Washington. The Mason County Transportation Authority may have such other offices, within Mason County, as the Authority may determine from time to time.

III. POWERS

The Authority shall be responsible for establishing and monitoring the policies of the Mason County Transportation Authority, its budget and its service levels. The Authority shall also oversee the performance of the General Manager of Mason County Transportation Authority. Nothing in these bylaws is intended to limit the general powers of the Authority; the Authority retains all powers granted to it under the laws of the State of Washington.

IV. AUTHORITY COMPOSITION

The Authority will consist of a governing board of nine (9) members set forth as follows:

- Three (3) elected members of the Mason County Commission.
- One (1) elected member of the City of Shelton Commission.

- One (1) elected member of the North Mason School District.
- One (1) elected member from the Mary M. Knight School District serving in even years starting in 2008 rotating to one elected member from the Southside School District starting in 2009 serving in the odd years.
- One (1) elected member of the Mason County Public Hospital District No. 2.
- One (1) elected member of the Hood Canal School District
- One (1) elected member from Mason County Fire Protection District No. 3, 5 or 11 starting with the Fire Protection District No. 3 in 2008; Fire Protection District No. 5 in 2009 and Fire Protection District No. 11 in 2010 and then rotating in that order thereafter.

The members of the Authority shall serve terms consistent with their terms in the city, county or district positions.

V. MEETINGS

5.1 Regular Meetings. All meetings of the Authority shall be open to the public except to the extent that executive sessions are authorized by law. Regular meetings of the Authority will be held once each month at designated locations at a time and date established by resolution.

5.2 Special Meetings. Special meetings may be called at any time by the Chair or by a majority of the whole Authority, provided that each member receives personally or by mail written notice of the date, time and place of the meeting and the matters to be taken at the meeting at least 24 hours in advance.

5.3 Attendance at Meetings. Board members may participate electronically in all or part of a board meeting, including voting if:

- 1) All persons participating in the meeting are able to hear each other at the same time, such as by the use of speaker-phone or computer internet conferencing technology; and
- 2) The board member participating electronically shall have reviewed all of the applicable material and participated in the relevant portion of the board meeting regarding the topic to which the board member is voting on.

5.4 Public Hearings. Public hearings may be scheduled by the Authority at such time and at such place as the Authority determines to be appropriate to specifically solicit, public comment on certain issues. Such issues may include, but are not necessarily limited to, the following:

- a change in any transit fare
- a substantial change in transit service
- a presentation of the annual budget
- Federal Transit Administration grant applications

Public notice shall be given at least ten (10) days in advance unless otherwise required by Federal or State regulations.

5.5 Meeting Notices. Notices of changes in the time or place of regular meetings or the call for a special meeting or public hearing will be provided to the official local newspaper(s) of general circulation and to any publications, television cable access or radio stations which have on file with the Clerk of the Board a written request to be so notified. Such call or notice shall be delivered personally or by mail at least 24 hours in advance of the meeting and shall specify the time and place of the meeting and the business to be transacted, provided that notice shall be given at least ten (10) days in advance of public hearings, unless otherwise required.

The Journal and Belfair Herald are designated as the official newspapers of the Authority for the purpose of publication of legal notices and dissemination of public information announcements.

5.6 Quorum. At all meetings of the Authority, five (5) members of the Authority shall constitute a quorum for the transaction of business.

5.7 Chair. The Chair shall open and preside at all meetings of the Authority. 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 Authority; provided, however, if the Chair is to be permanently unable to preside, the Authority shall select a new Chair for the remainder of the Chair's term. In the absence of both the Chair and the Vice Chair, the member having served on the Authority the longest shall serve as acting Chair.

5.8 Conduct of Meetings. Unless otherwise governed by the provisions of these Bylaws, the laws of the State of Washington or Authority resolution, Roberts Rules of Order (newly revised) shall govern the conduct of the Authority's meetings. It is the intent of the Authority to conduct the business in an open environment consistent with the Washington State Open Public Meetings Act.

5.9 Order of Business and Agenda. An order of business at regular and special Authority meetings shall be established on a meeting-by-meeting basis according to the issues requiring discussion in any particular month. Prior to the regular meeting, the Clerk of the Board will confer with the Chair on items of discussion. The Clerk will prepare a written agenda including appropriate attachments, and will distribute to all members as soon as possible prior to the meeting but not less than 48 hours before the meeting.

5.10 Voting/Authority Decisions. Every member of the Authority shall be entitled to one vote on all issues before the Authority. All members present may vote or abstain; and abstention shall be recorded but will not be counted. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Authority, unless a greater number is required by law. Any member may require that the vote of each member on a particular matter be recorded in the minutes, in which case a roll call will be taken.

5.11 Meeting Minutes. The proceedings of all Authority meetings and public hearings shall be recorded and maintained and shall contain an accurate accounting of the Authority's official action with reference to all matters properly before it and any public comments made. Minutes of the meetings shall be provided to each Authority member as soon as practicable following each meeting. The official copy for each meeting shall be approved by the Authority and signed by the Chair and the Clerk of the Board. The official minutes of the meeting shall become a part of the permanent records file, maintained by the Clerk.

5.12 Resolutions. The Authority may require that certain actions be documented by way of a formal resolution, which shall be prepared by the Clerk and shall be approved as to form by the Legal Counsel. Resolutions shall also be signed by the Chair and will be numbered, incorporated in the minutes, and made part of the permanent records file.

5.13 Compensation. Members of the Authority shall be paid compensation for attendance at regular and special Authority meetings and at any official Authority Committee meetings, not to exceed 36 such meetings per year, unless authorized by the Board and in no event more than 75. Compensation shall be no more than the maximum rate authorized by RCW 36.57A.050 as presently enacted or as may be hereafter amended; provided that compensation shall not be paid to an elected official who is receiving regular full-time compensation from such government for attending such meetings. Any change to this rate shall require a two-thirds majority vote by the Authority.

VI. OFFICERS – CHAIR AND VICE CHAIR

6.1 Election. The Chair and Vice Chair shall be members of the Authority elected by the members by majority vote at a regular or special meeting of the Authority.

6.2 Term. The Chair and Vice Chair shall be elected from among the members at the first meeting in December of each year. In the event either becomes vacant, the members shall elect a new officer at the next regular meeting to serve until the next December meeting.

6.3 Duties. In addition to the powers and the duties granted by these Bylaws, the Chair shall have such other powers and duties as prescribed by law or by resolution of the Authority.

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform other duties as may be assigned to him or her by the Chair or by the Authority.

VII. **COMMITTEES**

7.1 Authority Committees. In order to better facilitate the work of the Authority, the Authority may establish standing and /or ad hoc committees to address specific issues. Each committee shall be composed of not more than three (3) Authority members; one member representing the City of Shelton, one member representing Mason County, and one member representing a District. Committee Chairs and committee members may be designated by the Authority Chair, subject to confirmation by the full Authority. To the extent possible, committee reports to the full Authority shall be in writing.

The terms of the standing committees will coincide with the terms of the Authority officers (which recommence annually in December) at which time the Authority will review the responsibilities of the committees. In the event that new committee assignments are not made at the time Authority officers are elected, the incumbent committee members shall serve until replacements are appointed.

7.2 Special Appointments. The Chairman may appoint Authority members to special intra- and interagency committees and councils as appropriate.

These special appointments will be reviewed annually to coincide with the terms of the Authority officers and the review of Authority committees.

VIII. **APPOINTED POSITIONS**

8.1 General Manager. The Authority shall appoint a General Manager who shall be responsible for the administrative functions of the Mason County Transportation Authority and shall have such power and perform such duties as shall be prescribed by law and action of the Authority.

8.2 Clerk of the Authority. The Authority shall appoint a Clerk of the Authority who shall perform all duties as provided in these Bylaws and shall maintain all records of the Authority. The General Manager shall serve as Clerk unless someone else has been specifically appointed.

8.3 Legal Counsel. Principal Legal Counsel shall be appointed by and shall serve at the pleasure of the Authority.

IX. **GENERAL PROVISIONS**

9.1 Checks. All disbursements of the Mason County Transportation Authority shall be by check drawn by the appropriate Audit Officer as per Washington State law or as otherwise directed by Authority resolution.

9.2 Notes. All notes or other evidence of indebtedness, including bills, issued or incurred in the name of the Mason County Transportation Authority shall be signed by such officer, member, agent or employee of the Mason County Transportation

Authority, and in such manner as shall from time to time to be determined by Authority resolution.

9.3 Other Legal Documents. The Authority may authorize any officer or officers, agent or agents of the Mason County Transportation Authority, in addition to the officers so authorized by resolution, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Mason County Transportation Authority and such authorization may be general and or may be confined to specific instances. All written contractual obligations of the Mason County Transportation Authority, including but not limited to, contracts, leases and assignments, are to be maintained by the Clerk of the Board.

9.4 Deposits. All funds of the Mason County Transportation Authority shall be deposited in the appropriate accounts established by resolution. The County Auditor shall be the custodian of the funds, until such time as the Authority appropriates its own administrative director, and is, subject to approval by Authority resolution, authorized to invest such funds in the manner provided by law.

9.5 Gifts. The Authority may accept on behalf of Mason County Transportation Authority any contribution, gift or bequest (so long as conditions are consistent with state law), for any purpose of the Mason County Transportation Authority.

9.6 Travel. Members of the Authority, in order to properly and fully conduct official Mason County Transportation Authority business, may travel and incur expenses. Authority members will receive reimbursement for reasonable expenses incurred while engaged in official business in accordance with RCW 36.57A.050 and the adopted travel policy which applies to all Mason County Transportation Authority employees. Out-of-state travel by Authority members will be authorized by the Chair subject to annual budget restraints.

9.7 Repealer. The terms of these bylaws, as established by resolution, shall supersede all prior resolutions in conflict therewith.

X. **AMENDMENTS**

These bylaws may be amended by a majority vote at any meeting of the Authority, provided that copies of the proposed revisions or amendments shall have been made available to each Authority member as part of the agenda of the meeting at which proposed revisions or amendments are to be acted upon. These bylaws are adopted by Authority resolution, therefore, any amendments hereto shall be by that same instrument.

ADOPTED: 12/09/91
AMENDED: 11/20/07
AMENDED: 02/28/08
AMENDED: 07/13/10