

RESOLUTION NO. 2017-39

**A RESOLUTION OF THE MASON COUNTY PUBLIC TRANSPORTATION
AREA AUTHORITY BOARD APPROVING AMENDMENTS TO THE BYLAWS
OF MASON COUNTY PUBLIC TRANSPORTATION BENEFIT AREA DOING
BUSINESS AS MASON TRANSIT AUTHORITY.**

WHEREAS, the Mason County Public Transportation Benefit Area Authority first adopted its ByLaws on December 9, 1991, and amended those ByLaws on November 20, 2007, February 28, 2008, July 13, 2010, June 14, 2011, April 17, 2012, December 17, 2013 and September 20, 2016; and

WHEREAS, the Bylaws should now be amended to: (a) update the background to include the recent Authority Board Composition changes as approved by Mason County and the City of Shelton; (b) update the Authority Board composition; (c) make additional provisions as to establishing a quorum; and (d) make provisions in the event it serves the Authority Board to extend the term of the officers;

NOW THEREFORE, BE IT RESOLVED BY THE MASON COUNTY PUBLIC TRANSPORTATION AREA AUTHORITY BOARD that its ByLaws are hereby amended attached hereto and incorporated herein by this reference.

Adopted this 19th day of December, 2017.



Terri Drexler, Chair

Wes Martin, Authority Member




Randy Neatherlin, Authority Member

Don Pogreba, Authority Member



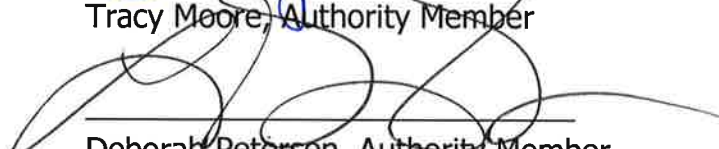
Kevin Shutty, Authority Member



John Campbell, Vice-Chair



Tracy Moore, Authority Member

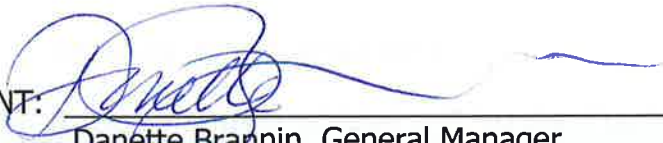


Deborah Petersen, Authority Member



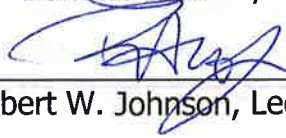
Sandy Tarzwell, Authority Member

APPROVED AS TO CONTENT:



Danette Brannin, General Manager

APPROVED AS TO FORM:



Robert W. Johnson, Legal Counsel

ATTEST:



Tracy Becht, Clerk of the Board

DATE:

12/19/2017

**MASON COUNTY PUBLIC TRANSPORTATION BENEFIT AREA
DOING BUSINESS AS MASON TRANSIT AUTHORITY
BYLAWS**

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I. **BACKGROUND**

The Mason County Public Transportation Benefit Area 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.

In November, 2017, 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 put forth recommendations to the County and City Commissioners that the Board composition be as follows:

Three (3) Mason County Commissioners;

One (1) City of Shelton Councilmember; and

Five (5) members who shall be elected officials selected by the Mason County Commissioners with the goal of seeking equal voting representation among the County Commissioner Districts. The recommendation was approved by Mason County and the City of Shelton pursuant to Resolutions Nos. 71-17 and 1112-1217, respectively.

II. **NAME/OFFICES**

The name of the public transportation benefit area shall be Mason County Public Transportation Benefit Area, doing business as Mason Transit Authority. The governing board of which shall be called the Mason Transit Authority Board hereinafter referred to as "Authority Board". The principal address of Mason Transit Authority shall be 790 East Johns Prairie Road, Shelton, Washington. The Mason Transit Authority may have such other offices, within Mason County, as the Authority Board may determine from time to time.

III. **POWERS**

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

IV. **AUTHORITY BOARD COMPOSITION**

4.1 Board Composition. Effective January 1, 2018, the Authority Board will consist of a governing board of nine (9) voting members and one (1) who is a non-voting labor organization representative, set forth as follows:

- Three (3) elected members representing Mason County Commissioners,
- One (1) elected member representing the City of Shelton Council,
- Five (5) members who shall be elected officials selected by the Mason County Commissioners with the goal of seeking equal voting representation among the County Commissioner Districts; and
- One (1) *ex officio* non-voting labor union representative pursuant to Section 4.2 below.

The members of the Authority Board shall serve four year terms.. Vacancies through resignation or disqualification shall be filled by the County Commission to fill the unexpired term. Mason County shall provide to the Clerk of the Board minutes of the County Commissioner meeting documenting the motion or adoption of a resolution of the elected official selected by the County Commissioners to serve on the Authority Board.

4.2 Non-Voting Labor Representative. In accordance with revisions made to RCW 36.57A.050, there shall be one (1) non-voting labor representative recommended by the labor organization representing the public transportation employees. The non-voting member shall comply with all governing bylaws and policies of Mason Transit Authority. The Chair or Vice Chair of the Mason Transit Authority Board will exclude the non-voting member from attending any executive session held for the purpose of discussing negotiations with labor organizations. The Chair or Vice Chair shall also have the ability to exclude the non-voting member from attending any other executive session.

V. **MEETINGS**

5.1 Regular Meetings. All meetings of the Authority Board shall be open to the public except to the extent that executive sessions are authorized by law. Regular meetings of the Authority Board 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 Board, 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 Board at such time and at such place as the Authority Board 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 Shelton-Mason County Journal is designated as the official newspaper of the Authority Board for the purpose of publication of legal notices and dissemination of public information announcements.

5.6 Quorum. At all meetings of the Authority Board, five (5) voting members of the Authority Board shall constitute a quorum for the transaction of business, unless there are position vacancies, in which case a majority of the filled positions shall constitute a quorum.

5.7 Chair. The Chair shall open and preside at all meetings of the Authority 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 Authority Board; provided, however, if the Chair is to be permanently unable to preside, the Authority Board 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 Board 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 Board 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 Board 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 voting member of the Authority Board shall be entitled to one vote on all issues before the Authority Board.

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 Board, 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 Board meetings and public hearings shall be recorded and maintained and shall contain an accurate accounting of the Authority Board'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 Board member as soon as practicable following each meeting. The official copy for each meeting shall be approved by the Authority Board 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 Board 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 Board and non-voting labor representative shall be paid compensation for attendance at regular and special Authority Board meetings and at any official Authority Board 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 Board.

VI. **OFFICERS – CHAIR AND VICE CHAIR**

6.1 Election. The Chair and Vice Chair shall be members of the Authority Board 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, unless it is determined by the Authority Board that it is in the best interest of the Authority Board the election should be extended in one month increments.

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 Board.

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 Board Committees. In order to better facilitate the work of the Authority Board, the Authority Board 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 Board. To the extent possible, committee reports to the full Authority Board shall be in writing.

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

7.2 Special Appointments. The Chairman may appoint Authority Board 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 Board officers and the review of Authority Board committees.

VIII. **APPOINTED POSITIONS**

8.1 General Manager. The Authority Board shall appoint a General Manager who shall be responsible for the administrative functions of the

Mason Transit Authority and shall have such power and perform such duties as shall be prescribed by law and action of the Authority Board.

8.2 Clerk of the Authority Board. The Authority shall appoint a Clerk of the Authority Board who shall perform all duties as provided in these Bylaws and shall maintain all records of the Authority Board. 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 Board.

IX. GENERAL PROVISIONS

9.1 Checks. All disbursements of the Mason Transit 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 Transit Authority shall be signed by such officer, member, agent or employee of the Mason Transit Authority and in such manner as shall from time to time to be determined by Authority Board resolution.

9.3 Other Legal Documents. The Authority may authorize any officer or officers, agent or agents of the Mason Transit 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 Transit Authority and such authorization may be general and or may be confined to specific instances. All written contractual obligations of the Mason Transit 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 Transit Authority shall be deposited in the appropriate accounts established by resolution. The County Treasurer shall be the custodian of the funds, until such time as the Authority Board appropriates its own administrative director, and is, subject to approval by Authority Board resolution, authorized to invest such funds in the manner provided by law.

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

9.6 Travel. Members of the Authority Board, in order to properly and fully conduct official Mason Transit Authority business, may travel and incur

expenses. Authority Board 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 Transit Authority employees. Out-of-state travel by Authority Board 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 Board, provided that copies of the proposed revisions or amendments shall have been made available to each Authority Board 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 Board 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

AMENDED: 04/17/2012
AMENDED: 12/17/2013
AMENDED: 09/20/2016
AMENDED: 12/19/2017