

BOARD OF DIRECTORS BYLAWS
THE ISLAND COUNTY PUBLIC TRANSPORTATION BENEFIT AREA CORPORATION
D/b/a ISLAND TRANSIT

ARTICLE I
NAME, POWERS, RIGHTS, AND LIABILITIES

SECTION 1.1 *Name.* The name of the municipality duly established pursuant to the laws of the State of Washington shall be "ISLAND COUNTY PUBLIC TRANSPORTATION BENEFIT AREA CORPORATION" hereinafter referred to as the "Corporation."

SECTION 1.2 *Powers, Rights, and Liabilities.* By and in the corporate name, the Corporation shall have and exercise all powers, functions, rights and privileges now and hereafter given or granted 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. The Corporation shall have all powers possible to have under the Constitution and laws of the State of Washington.

ARTICLE II
THE GOVERNING BODY - BOARD COMPOSITION

SECTION 2.1 *Board Composition.* The governing body of the Corporation shall consist of a Board of six (6) members, five of whom shall be elected officials selected by and serving at the pleasure of the governing bodies within the area, and one (1) who is a labor organization representative. The membership is determined on the following basis:

- a. Two (2) members who are elected officials of the governing body of the County; and
- b. One (1) member from each of the incorporated cities of Oak Harbor, Coupeville, and Langley, for a total of three (3) members; and
- c. One (1) ex officio non-voting labor union representative, per Section 2.2 below.

Each member of the Board shall hold office until his or her successor has been selected as provided herein unless such person has been legally ineligible to hold such position. Each governing body and the labor organization shall submit annually to the Corporation,

the selected representative by February 1.

SECTION 2.2 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 the Corporation. The Chairperson or Vice Chairperson of the Corporation will exclude the non-voting member from attending any executive session held for discussing negotiations with labor organizations. The Chairperson or Vice Chairperson shall also have the ability to exclude the non-voting member from attending any other executive session.”

ARTICLE III **CODE OF ETHICS POLICY FOR BOARD OF DIRECTORS**

SECTION 3.1 Standard of Ethical Conduct. Island Transit Board members, committee members, employees, consultants, volunteers, and other agents of Island Transit (hereafter referred to as representatives) will agree to adhere to a standard of ethical conduct that meets or exceeds RCW 42.23 Code Of Ethics For Municipal Officers—Contract Interests, and further agree to consider restrictions discussed under 42.52, Ethics in Public Service, as it might apply to organizations under contract with the State of Washington. All Island Transit Board Members and Representatives will affirm that they have reviewed and understood the requirements of RCW 42.23 and 42.52.

SECTION 3.2 Ethics Violations Any Executive Board member who violates these policies will be subject to disciplinary action as determined by a majority vote of the Board. Any employee in violation of these policies is subject to disciplinary action as outlined in their Personnel Policies. Any volunteer who violates these policies will be subject to disciplinary action as determined by the Executive Director.

ARTICLE IV **DUTIES OF THE BOARD OF DIRECTORS AND BOARD MEETINGS**

SECTION 4.1 Duties of the Board. The Board of the Corporation shall provide the policy and legislative direction for the Corporation and its administrators. 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.

SECTION 4.2 Board Officers. The majority of the whole membership of the Board shall select a Chairperson and Chairperson Pro Tempore. The Chairperson shall hold office until the first

Board meeting in the month of February of each year. These officers may, if re-elected, serve more than one term. The duties of the Chairperson are more specifically set forth in Article V of the Bylaws.

SECTION 4.3 Meeting and Meeting Notice.

- a. *Regular meetings.* The time and place of meetings of the Board shall be established by a Resolution of the Board. Such Resolution may also specify the appropriate notification of such meetings.
- b. *Special Meetings.* Special meetings may be called at any time by the Chairperson or by a majority of the whole Board. The notification of such meeting must be delivered to each Board member and others requiring notification under the State Statute (RCW 42.30.080) at least twenty four (24) hours before the time of such meeting unless otherwise provided for under the laws of the State of Washington. The requirements of RCW 452.30.080 now and as hereafter amended shall be adhered to regarding such meetings.
- c. *Executive Session (Meetings).* The Board may hold executive sessions if such sessions are not otherwise prohibited by state statutes.

SECTION 4.4 Quorum. A majority of all the members of the Board shall constitute a quorum for the transaction of business.

SECTION 4.5 Parliamentary Procedure. Unless otherwise governed by the provisions of these Bylaws or laws of the State of Washington, Roberts Rules of Parliamentary Procedure shall govern the conduct of all Board meetings. The Chairperson or his/her designee shall be the Parliamentarian.

SECTION 4.6 Board Acting as a Body. The Board shall act as a body in making its decision 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.

SECTION 4.7 Records of Board Meetings.

- a. *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.

- b. *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 motion.

SECTION 4.8 *Committees.* The Chairperson, from time to time, may appoint Board members to serve on standing or special committees. At the time of the appointment of such Board members, the Chairperson shall state the objective of the committee and the date upon which a report shall be issued to the Board. The Chairperson shall be an ex-officio of all such committees.

ARTICLE V **DUTIES OF THE CHAIRPERSON**

SECTION 5.1 The Chairperson shall preside at all meetings of the Board. In the event of the Chairperson's absence or inability to preside, the Chairperson Pro Tempore shall assume the duties of presiding over the meetings of the Board, provided, however, if the Chairperson is to be permanently unable to preside, the Board shall select a new Chairperson for the remainder of the Chairperson's term.

SECTION 5.2 The Chairperson shall act as spokesperson for the Corporation 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 Chairperson might delegate to any Board member the duty of being a spokesperson or representative for the Corporation. The Chairperson or his/her designated Board member acting as a spokesperson or representative shall make no pronouncements that will obligate or commit to the Corporation except as provided by these Bylaws or pursuant to the authorization of the Board.

SECTION 5.3 The Chairperson shall be the chief executive and administrative officer of the Corporation until an Executive Director is selected by and approved by the Board or when the Corporation is without an Executive Director. When the Chairperson is acting as the chief executive and administrator of the Corporation, all persons employed or contracting serve with the Corporation will be selected or discharged by the Chairperson, subject to the approval of the Board.

ARTICLE VI **EXECUTIVE DIRECTOR**

SECTION 6.1 *Appointment and Removal of Executive Director.* The Board may appoint and remove the Executive Director. The Executive Director shall perform such administrative duties specified in these Bylaws and such other administrative duties as may be designated from time to time by the Chairperson.

SECTION 6.2 *Duties of the Executive Director.* The powers and duties of the Executive Director of the Corporation shall be:

- a. To have general supervision over the administrative affairs of the Corporation;
- b. To appoint and remove at any time employees of the Corporation;
- c. The Board may cause an audit to be made of any department or office of the Corporation and may select the persons to make it;
- d. To attend all meetings of the Board at which his/her attendance may be required by that body;
- e. To recommend for adoption by the Board such measures as he/she may deem necessary or expedient;
- f. To prepare and submit to the Board such reports as may be required by the Board or as he/she may deem it advisable to submit to that Board;
- g. To keep the Board fully advised of the financial condition of the Corporation and its future needs;
- h. To prepare and submit to the Board a proposed budget for the fiscal year and to be responsible for its administrative adoption; and
- i. To perform such other duties as the Board may determine by Resolution.

ARTICLE VII **SEVERABILITY**

If any provision of these Bylaws or its application to any person or circumstances is held invalid, the remainder of these Bylaws, or the application of the provision to other persons or circumstances is not affected.

ARTICLE VIII **AMENDMENTS**

These Amended Bylaws, as adopted by the Board of the Island County Public Transportation Benefit Area Corporation, may be revised or amended at any regular or special meeting of the Board by a vote of the

majority of the whole membership of the Board; provided that copies of the proposed revisions or amendments shall have been available to each Board member at least one (1) week prior to the regular or special meeting at which proposed revisions or amends are to be acted upon.

The foregoing Amended Bylaws of the Island County Public Transportation Benefit Area Corporation, consisting of six (6) pages, have been adopted and approved by the majority of the whole Board and shall supersede all past Bylaws or Amended Bylaws of the Corporation.