



STAFF REPORT

TO: Southwest Washington Regional Transportation Council Board of Directors
FROM: Matt Ransom, Executive Director *MARK*
DATE: October 31, 2017
SUBJECT: **Bylaws of the Southwest Washington Regional Transportation Council - Amendment**

AT A GLANCE – ACTION

The purpose of this staff report is to present to the RTC Board a recommendation for amending the Bylaws of the Southwest Washington Regional Transportation Council.

BACKGROUND

The Bylaws of RTC shall be reviewed every five years. The most recent review was in 2012, with adoption of revised Bylaws at the December 2012 RTC Board meeting. Since 1992, the Bylaws have been revised on six occasions; the most recent revisions occurring in 2012.

RTC BYLAWS REVIEW SUB-COMMITTEE PROCESS

Per the current Bylaws, Article 6 establishes the process and procedure for amendment. The Board Chair shall convene a sub-committee of the Board named the Bylaws Committee. This Committee shall consist of 3-5 members of the Board. The Vice-Chair to the Board shall chair the Bylaws Committee. The Bylaws stipulate that the Bylaws Committee shall put forward a complete statement of revisions to the Board, prior to Board action. Amendment of the Bylaws occurs after an affirmative vote of 60% of all voting Board members in a regular meeting.

The composition of the Bylaws Committee was as follows:

Sub-Committee Members:

- Ron Onslow (*MPO Small City - Ridgefield*) ***Committee Chair***
- Jeanne Stewart (*MPO County - Clark County*)
- Anne McEnery-Ogle (*MPO Large City - Vancouver*)
- Jeff Hamm and Shawn Donaghy (*Special District – CTRAN*)
- Kris Strickler (*State Agency - WSDOT*)

RTC Staff & Legal Counsel

- Matt Ransom (RTC Executive Director)
- Ted Gathe (RTC General Counsel)

BYLAWS COMMITTEE PROCESS

The Bylaws Committee was convened for their first meeting on April 24, 2017, and met over the course of four meetings, culminating in a recommendation to the Board on July 27 (meeting #4). The scope of the Bylaws Committee review was comprehensive, including a review of the Bylaws for current best practice and ease of administration.

Specifically, the Bylaws Committee focused on: clarifying existing language, removing extraneous language and provisions, reorganizing sections for ease of administration, and reviewing a limited number of new policy proposals.

Staff to the Committee coordinated the logistics, document editing, legal review, and research on the various revisions considered by the Committee. In presenting the Committee recommendation to the Board, special care was made to present the materials in a manner which allows for tracking proposed revisions.

BYLAWS COMMITTEE RECOMMENDATION

The primary substance of the Bylaws Committee's recommendation is to re-organize select sections and to add/clarify language to synchronize the Bylaws with existing RTC policies, contracts, practices, procedures, and external legislation. Further, the Committee did recommend three new policy proposals, covering the range of topics including: establishing a reference to a parliamentary authority (*proposed Section 6.7*); establishing a process for participation by communications equipment (*proposed Section 6.11*); and establishing a reference to supplementary Board meeting procedures, which could be developed in the future (*proposed Section 6.12*).

The Bylaws Committee recommends the reorganization and editing of the existing Bylaws (2012) as wholly documented in the Attachment to this Staff Report/Resolution.

SUPPLEMENTAL BOARD INPUT

Staff presented the Bylaws Committee Recommendation to the Board at the September 5 and October 3 Board meetings. Edits proposed after subsequent input from the October 3 Board meeting include the following:

- Article 4.1.3 has been simplified to state a more summary description of the Board's responsibilities.
- Article 4.2.3. The date of January 31 has been established as the Board member notification date.
- Article 5.3.3 The reference to Executive Director has been reverted back to the statement: "An Employee..."
- Article 5.3.4 The reference to Executive Director has been reverted back to the statement: "An Employee..."
- Article 6.10 This section has been re-written to make it more clear and concise. The substance remains the same.

- Article 8.1 The reference to the Executive Director's Job Description has been changed to "Employment Agreement".

ARTICLES OF INCORPORATION REVIEW

Staff noted at the October 3 meeting that the RTC's Articles of Incorporation should be reviewed in order to ensure consistency with the proposed Bylaws amendments. This review was completed; it was identified that the "conflict of interest" provision contained in the Articles of Incorporation should be updated to reflect the *proposed* language of the Bylaws.

As proposed by staff, the Articles of Incorporation Article 9.2 (Transactions in Which Directors Have an Interest) should be amended to reflect the same language at that which is proposed for the Bylaws.

Proposed Articles of Incorporation amendment:

Article 9.2 *Transactions in Which Directors Have an Interest.* *Should any Board member or Officer of the Corporation have a personal financial interest either directly or indirectly in any contract, transaction or issue relating to the operations of the Corporation, the Board member or officer must ensure that they are in compliance with the RTC Procurement and Ethics Policy and with all applicable conflict of interest and related provisions of federal and state law.*

PROCESS SUMMARY

The formal Board process to develop the proposed amendments to the Bylaws and Articles of Incorporation is summarized as follows. Additional email correspondence and individual Board member briefings have also supplemented the formal development process.

Formal Board Briefings:

- March 7: RTC Board Memorandum and briefing
- April 24: Bylaws Committee meeting #1
- May 18: Bylaws Committee meeting #2
- June 26: Bylaws Committee meeting #3
- July 27: Bylaws Committee meeting #4
- September 5: RTC Board Memorandum and briefing
- October 3: RTC Board Memorandum and briefing
- November 7: RTC Board Memorandum and briefing (*planned*)

POLICY REVIEW

The proposed Bylaws implement current RTC policy and contracts and further enhance the governance of the Board by clarifying language, reorganizing the Bylaws, and implementing best practices which will facilitate effective governance and administration. Synchronization of the Bylaws and Articles of Incorporation conflict of interest provisions is considered best practice,

otherwise the inconsistency would result in the terms of the Articles of Incorporation prevailing over the Bylaws. That potential inconsistency can be resolved by synchronizing the language between the two governing documents.

NEXT STEPS

Following considerations of the proposal by the RTC Board, the proposed amendments will be scheduled for Board action at the December Board meeting.

Attachments:

- 1) 2017 Bylaws Committee Review - Recommended Edits *to the Bylaws of the Southwest Washington Regional Transportation Council*
- 2) Articles of Incorporation of Southwest Washington Regional Transportation Council (June 8, 1992)

BYLAWS
OF
SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

ADOPTED: July 7, 1992

AMENDED: February 3, 2004

AMENDED: April 6, 2004

AMENDED: January 3, 2006

AMENDED: April 7, 2009

AMENDED: November 2, 2010

AMENDED: December 4, 2012

2017 Bylaws Committee – Recommended Edits
(August 2017)

EDIT tracking KEY:

 = Deleted Text

 = New Text / Section / Numbering

Bold Text = Moved – *unchanged* Text

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BYLAWS
OF
SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

ARTICLE 1
IDENTIFICATION

1.1 Corporate Name. This Corporation that was formed under the authority of the Interlocal Corporation Act, Chapter 39.34 RCW shall be known as Southwest Washington Regional Transportation Council, hereinafter called the “Corporation,” formed under the laws of the State of Washington, specifically under Chapter 24.03 of the Revised Code of Washington (the Washington Nonprofit Corporation Act) or any amendments thereto or recodification thereof.

ARTICLE 2
OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located at 1300 Franklin Street, Vancouver, Washington 98660.

2.2 Other Offices. The Corporation may also, where necessary or convenient to the accomplishment of its corporate purposes, maintain offices or facilities elsewhere within the State of Washington of such nature and at such locations as the Board of Directors, hereinafter called the Board, may, from time to time, determine.

ARTICLE 3
FUNCTIONS

3.1 The purpose of the Corporation shall be as prescribed by the Articles of Incorporation, and generally, to do all other things incidental, necessary, convenient or expedient for the attainment of the purposes therein set forth, including maintaining a continuing, cooperative and coordinated transportation planning/program process, adopting a regional transportation plan for southwest Washington, prioritizing and selecting federally funded projects, carrying out all responsibilities and duties required by current and future federal state and local transportation planning and coordination law, ~~Intermodal Surface Transportation Efficiency Act (ISTEA), Transportation Efficiency Act for the 21st Century (TEA 21) or~~ and other applicable ~~current~~ federal transportation legislation and federal and state Clean Air and Growth Management Act requirements, and for the accomplishment of the duties and responsibilities imposed upon the Corporation by the laws of the State of Washington, federal laws and by these Bylaws.

**Technical
Clarification to
simplify citations**

3.2 The function of the Corporation are further defined by the Interlocal Agreement For The Establishment of the Southwest Washington Regional Transportation Council (“Interlocal Agreement”) entered into on July 1, 1992.

ARTICLE 4
BOARD OF DIRECTORS

4.1 Powers. The property and business affairs of the Corporation shall be managed by its Board of Directors. All powers shall be vested in and may be exercised by the Board of Directors, except those powers these Bylaws or the laws of the State of Washington reserve or delegate to groups other than the Board. The Board may hold meetings at such times and places as it shall deem appropriate; appoint committees and task forces on particular subjects; carry on correspondences and communicate with other entities interested in the same purposes for which the Corporation has been organized; and devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interests and welfare of the Corporation. The powers and duties of the Board shall also include, but not be limited to, the following items:

4.1.1 ~~At each April meeting of the Board, the Board shall~~ To determine the amount of annual contributions payable to the Corporation by the member agencies for the succeeding fiscal year. ~~for federal funding purposes, which fiscal year begins on July 1 and ends on June 30. The fiscal year of the Corporation shall be as set forth in section 8.3 of these Bylaws. In setting the contribution, the Board shall consider all relevant circumstances, including: a review of the Corporation’s written budget for the next fiscal year, the amount of reserves on hand, the Corporation’s goals for the next fiscal year, and the anticipated receipts and donations from all funding sources;~~

4.1.2 To collect, use and expend the fees and other moneys collected to maintain, pay tax on, care for and preserve the Corporation property and generally carry out the corporate purposes;

4.1.3 To employ ~~workers~~ an Executive Director, and to administer operations of RTC subject to Board oversight and approval, as per the terms of adopted policies and the Bylaws. ~~hire contractors and supervisory personnel, and to purchase supplies and equipment, to enter into contracts to provide maintenance and other services, and generally to have the powers of Board Members in connection with the matters hereinabove set forth; and~~

Majority of Section Moved to Section 8.6

Clarification to synch with existing Contract

4.1.4 To bring and defend actions by or against one or more existing or former Board Members, Officers or other agents, pertinent to the operation of the Corporation.

4.2 Representation. The parties to the Interlocal Agreement as well as ODOT, Metro and members of the Washington House of Representatives and the Washington State Senate whose districts are wholly or partly within RTC's RTPO boundaries shall be represented on the Board of Directors. Except for the Oregon State Department of Transportation and the Metro, such Board Members shall represent any general purpose government, special purpose district, governmental agency or political subdivision which is a party or becomes a party to the Interlocal Agreement and agrees to fund the Southwest Washington Regional Transportation Council pursuant to the Interlocal Agreement and these Bylaws. Representatives of the Oregon State Department of Transportation and Metro shall also be representatives of the Board as provided in the Interlocal Agreement and the Articles of Incorporation.

4.2.1 Voting Members. The Board of Directors shall be comprised of Fourteen (14) voting members designated as provided in the Interlocal Agreement creating RTC, with the exception of changing the designation of one of the City of Vancouver representatives from the City of Vancouver Manager to a City of Vancouver Councilmember.

4.2.2 Ex-officio Members. The Fifteen (15) state legislative members of the 14th, 17th, 18th, 20th, and 49th districts that are wholly or partly within RTC's RTPO boundaries are ex-officio non-voting members of the Board.

4.2.3 Term. In the event a Board Member is a member of the Board by virtue of its position with a participating agency, such Board Member shall serve on the Board as long as he or she holds that position. For those Board Members who are chosen from several to represent its agency or several agencies on the Board, the agency or agencies so represented shall annually choose among themselves the person who shall represent them on the Board. Annual representation on the Board shall be communicated in writing to the Executive Director by January 31 of each year.

4.2.4 Alternates. Alternates will be allowed for RTC Board voting members only. A single alternate for each voting jurisdiction or agency may be appointed annually. Jurisdictions who have an elected official on the Board may appoint a single elected official as their alternate. Agencies who have a non-elected official on the Board may appoint a single non-elected official as their alternate.

Process
Clarification

4.3 Resignation. Should any entity, on behalf of whom a Board Member is serving as a representative to the Board, withdraw from the Interlocal Agreement, the Board Member shall be deemed to have resigned from the Board effective as of the date of withdrawal.

4.4 Compensation. Board Members shall not receive a salary or per diem for their services as such.

4.5 Contracts and Services. Should any Board member or Officer of the Corporation have a personal financial interest either directly or indirectly in any contract, transaction or issue relating to the operations of the Corporation, the Board member or officer must ensure that they are in compliance with the RTC Procurement and Ethics Policy and with all applicable conflict of interest and related provisions of federal and state law.

~~notwithstanding that they may also be acting as individuals, Board Members, or Officers of the Corporation or otherwise; provide that:~~

~~4.12.1 Any Contract, transaction, or act on behalf of the Corporation in a matter in which the Board Members or Officers' are personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit or violative of any federal, state or government statute, rule or regulation; and~~

~~4.12.2 The nature of the interest of such Board Member or Officer, though not necessarily the details or extent thereof, shall be disclosed to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Board Member or Officer of the Corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such Board Member or Officer with respect to all contracts and transactions with the Corporation, association, firm or entity. Any Board Member disclosing such direct interest shall abstain from voting on that matter.~~

~~In no event, however, shall any person or other entity dealing with the Board Members or Officers be obligated to inquire into the authority of the Board Members and Officers to enter into and consummate any contract, transaction, or other action.~~

Technical Clarification

Re-written Section to synch with Existing Policy and regulations

Replaced with new language in Article 4.5

ARTICLE 5
OFFICERS

5.1 Designation. The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, all of whom shall be elected by the Board.

5.2 Authority and Duties. All Officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent not so provided, by the Board.

5.3 Officers

5.3.1 Chair. The Chair shall be the chief executive Officer of the Corporation. He or she shall have all of the general powers and duties, which are usually vested in the office of the Chair of a nonprofit Corporation, including the obligation to preside at Board meetings. The Chair shall be chosen from the Board.

5.3.2 Vice Chair A Vice-Chair shall have all the powers and authority of the Chair in the absence or inability of the Chair and he or she must perform all of the functions and duties of the Chair in that case. The Vice-Chair shall also be chosen from the Board.

5.3.3 Secretary The Secretary shall have charge of such books and papers as the Board of Directors may direct. An employee of the Corporation shall be the Secretary. The Secretary shall in general perform all the duties incident to the office of Secretary. The Secretary shall compile and keep up to date at the principal office of the Corporation the following:

- (a) Current Bylaws;
- (b) A record of the members of committees, including addresses, and the entity they represent, if any;
- (c) Correct and adequate records of accounts and finances;
- (d) A record of Officers' and Board Members; names and addresses;
- (e) Minutes of the proceedings of the Board, and any minutes, which may be maintained by committees of the Board.

**Technical
Clarification**

**Technical
Clarification**

5.3.4 Treasurer The Treasurer shall have the custody of all funds, property, and securities of the Corporation subject to such regulations as may be imposed by the Board of Directors. **An employee of the Corporation shall be the Treasurer.** He or she may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may designate. The Treasurer shall enter regularly on the books of the Corporation, to be kept by the Treasurer for that purpose, a full and accurate account of all monies and obligations received and paid or incurred by him or her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Board Member on application at the offices of the Corporation. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer shall work in conjunction with the Clark County Treasurer in carrying out its duties.

5.4 Election of Officers. The Officers shall be elected annually by the Board at its annual meeting and shall hold office at the pleasure of the Board.

5.5 Removal of Officers. Upon an affirmative vote of sixty percent (60%) of the members of the Board, any Officers may be removed, with or without cause. His or her successor shall be elected at any annual or regular meeting of the Board, or at any special meeting of the Board called for such purpose.

5.6 Resignation and Vacancies.

5.6.1 Resignation. Any Officer may resign at any time by giving notice in writing to the Board of Directors. Unless otherwise specified, such written notice of such resignation shall take effect upon receipt of the notice by the Board.

5.6.2 Vacancies. In case any office becomes vacant by death, resignation, retirement, disqualification, or any other cause, an Officer shall be elected by the Board to fill such vacancy. The Officer so elected shall hold office and serve until the next annual meeting of the Board of Directors, and until the election and qualification of his or her successor.

**ARTICLE 6
MEETINGS**

6.1 Place of Meetings. Regular and special meetings shall be held at the principal office of the Corporation or at such other place as the person calling the special meeting.

6.2 Annual Meetings. The annual meeting of the Board shall be held on the first Tuesday of December, for the purposes of appointing Board Members, electing Officers, and transacting such business as may properly come before the meeting. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act. ~~and any other applicable laws.~~

6.3 Regular Meetings. Regular meetings of the Board, or any committee designated and appointed by the Board, may be held at such time and place as shall be determined, from time to time, by a resolution of the Board. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act ~~and any other applicable laws.~~ An annual list of meeting dates for the succeeding calendar year shall be published and adopted by resolution at the annual meeting.

6.4 Special Meetings. Special meetings of the Board, or any committee designated and appointed by the Board, may be called by any Board Member or the Chair. Written notice stating the place, day, hour and reason of any special meeting shall be delivered personally or e-mail or by facsimile transmission to each Board Member not less than three (3) nor more than ten (10) days before the date of such meeting. Provided, however, meetings and notices therefore shall be conducted in accordance with the Open Public Meetings Act and any other applicable laws. Only business or purposes mentioned in the notice shall be transacted at such special meeting.

6.5 Study Sessions or Workshops. The Board may meet in study sessions or workshops. The purpose is to review and discuss current or proposed matters including the receipt of information from Staff or others. Final Board action shall not occur at a study session or workshop and shall be held in conformance with the Open Public Meeting Act requirements.

Technical Clarification

Procedure clarification

New Section describing Process

New Section Describing Process

6.6 Executive Sessions. The Board may hold an executive session during a regular or special meeting and shall convene and conduct such sessions in conformance with Open Public Meeting Act requirements. Members shall not participate in an Executive Session using the provisions provided for in Section 6.11 (Participation by Communications Equipment).

6.7 Parliamentary Authority. Meetings shall be conducted in general accordance with Roberts Rules of Order Newly Revised or adopted supplementary Board rules governing procedural and process questions.

6.8 Chairperson. At all meetings of the Board of Directors, the Chair, or in the absence of the Chair, the Vice Chair, or in their absence a member of the Board chosen by the Board present, shall preside as Chairperson.

6.9 Quorum. At least a majority of voting Board Members, but no less than nine (9) total Board Members of the Corporation shall be present at a meeting to constitute a quorum for the transaction of business at all meetings of the Board.

6.10 Decision Making. The acts of a majority of the voting Board members at a meeting at which there is a quorum shall be the acts of the Board unless a greater vote is required by an express provision of a statute, the Articles of Incorporation or these Bylaws in which case such express provisions shall govern and control the decision of such question.

~~The acts of the majority of the voting Board Members present at a meeting at which there is a quorum shall be the acts of the Board, unless the question is one upon which by express provision of a statute, the Articles of Incorporation, or of these Bylaws a greater vote is required, in which case such express provisions shall govern and control the decision of such question.~~

6.10.1 Actions of the Regional Transportation Planning Organization. When voting on matters solely affecting Washington State, voting Board Members must obtain a majority vote of the Washington agency ~~residents serving as~~ Board Members before a matter may be adopted.

6.11 Participation by Communications Equipment. A member or alternate may participate in a meeting by telephone conference or other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at a meeting for purposes of establishing a quorum, voting, and for all other purposes. Provided that remote meeting participation shall be limited to instances where a member or alternate is unable

NEW
POLICY
PROPOSAL

Technical
Clarification

NEW
POLICY
PROPOSAL

NEW
POLICY
PROPOSAL

to participate in person due to adverse weather conditions, illness, unavoidable conflicts or other similar situations.

6.12 Meeting Procedures. The Board may adopt supplementary provisions guiding the conduct and procedures of Board meetings.

~~4.13 Employees and Representatives. The Board may hire such employees and appoint such representatives to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law. The fact that one is a Board Member shall not preclude that person from becoming an employee or representative of the Corporation.~~

**ARTICLE 7
COMMITTEES**

7.1 Board Committees

7.1.1 Executive Committee. The Executive Committee shall be comprised of the Chair, Vice-Chair and General Counsel. The Executive Committee shall be responsible for coordinating with the Executive Director in carrying out the business affairs of the Corporation, including developing recommendations for Corporation policies, review of budget and personnel matters, administration of the Executive Director’s employment contract and performance evaluations, and other matters as the Board may delegate, for consideration by the full Board.

7.1.2 Bi-State Coordination Committee. The Board has jointly established a Bi-State Coordination Committee (RTC Resolution 05-99-11; and as amended by, Bi-State Transportation Committee Resolution No. 04-02).

7.1.3 Other Committees. The Board may establish other committees as necessary to carry out the duties of the Corporation.

7.2 Standing Sub-Committees for Policy and Technical Matters

7.2.1 Skamania County Regional Transportation Policy Board Subcommittee. The Corporation hereby recognizes the

New Section to document Existing Practice

New Section to Recognize Existing Committee

New Section to document Process

Technical Clarification

existence of the Skamania County Regional Transportation Policy Board Subcommittee as a subcommittee of the Board, representing the RTPO functions within Skamania County. One member of this committee shall be a Board Member of the Corporation. The subcommittee shall allow representatives from the county, cities/towns, ports, Washington Department of Transportation within Skamania County, and a representative of a major employer.

7.2.2. Klickitat County Regional Transportation Policy Board Subcommittee. The Corporation hereby recognizes the existence of the Klickitat County Regional Transportation Policy Board Subcommittee as a subcommittee of the Board, representing the RTPO functions within Klickitat County. One member of this committee shall be a Board Member of the Corporation. The subcommittee shall allow representatives from the county, cities/towns ports, Washington Department of Transportation within Klickitat County, and a representative of a major employer.

7.2.3 Regional Transportation Advisory Committee (RTAC). The Corporation hereby recognizes the existence of the Regional Transportation Advisory Committee (RTAC) as a subcommittee of the Board, representing the MPO and RTPO functions within Clark County. The subcommittee shall allow representatives from the county, cities/towns, ports, transit authority, Washington Department of Transportation, the Oregon Department of Transportation, and Metro and a representative of a major employer within Clark County.

~~RTAC's membership shall include senior management staff. RTAC shall be responsible for coordination of regional transportation technical and policy issues and for providing technical and policy recommendations to the Board to enable them to carry out the purposes of this Corporation.~~

**ARTICLE 7
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

~~7.1 Board Members, Officers, employees, or other persons or entities connected with the Corporation shall not receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation provided, however, that this proscription shall not prevent the payment to any such person reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such persons or entities shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.~~

Technical Clarification

Technical Clarification to synch with text in 7.2.1 and 7.2.2 and state statute

Deleted to reflect changes in 7.2.3

Deletion of non-relevant condition

New Section to reflect current

ARTICLE 8
GENERAL PROVISIONS

8.1 Executive Director. The Executive Director shall be appointed or removed by the RTC Board. The Executive Director is responsible for the general supervision and management of the affairs of RTC under the direction of the Board of Directors, and shall perform the duties and responsibilities as outlined in the Director's Employment Agreement.

8.2 Books and Records. The Corporation shall, through the Secretary and Treasurer, keep correct and complete books and records of account and, specifically, shall keep all books and records of the Corporation provided for in the foregoing provisions of these Bylaws.

8.3 Official Reports, Records, and Returns. All reports, records and returns required by local, state or federal authority shall be prepared, at the expense of the Corporation, by such persons or firms as the Board shall, from time to time, designate.

8.4 Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

8.5 Executive of Documents. Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, powers of attorney, and all other documents executed on behalf of the Corporation shall be executed for and on behalf of the Corporation by the Chair or Vice Chair and the Secretary of the Corporation.

8.6 Member Dues Assessments. At each April meeting of the Board, the Board shall determine the amount of annual contributions payable to the Corporation by the agencies for the succeeding fiscal year for federal funding purposes, which fiscal year begins on July 1 and ends on June 30. The fiscal year of the Corporation shall be as set forth in section 8.3 of these Bylaws. In setting the contribution, the Board shall consider all relevant circumstances, including: a review of the Corporation's written budget for the next fiscal year, the amount of reserves on hand, the Corporation's Work Plan goals for the current and projected next fiscal year, and the anticipated receipts and donations from all funding sources.

8.7 Procurement. Administration and procurement of contract and services and enforcement of ethical obligations of Board members and RTC staff shall be overseen by the Board, unless otherwise delegated under the provisions of the RTC Procurement Policy.

Technical Clarification to synch with exiting Policy

New Section to synch with Existing Procurement Policy

8.8 Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

8.9 Severability. Should any of the covenants, terms or provisions imposed in these Bylaws be or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall, nevertheless, be and remain in full force and effect.

~~These Bylaws were duly adopted by the Board of Directors as the Bylaws of the Corporation at a meeting of the Board of Directors duly held on the 7th day of July, 1992, amended on the 3rd day of February, 2004, amended on the 6th day of April, 2004, amended on January 3, 2006, amended on April 7, 2009, and amended on November 2, 2010.~~

ARTICLE 9 AMENDMENTS

9.1 General Provisions. These Bylaws may be amended, repealed or altered, in whole or in part, at any regular or special meeting of the Board as provided herein. The Board meeting packet shall contain a full statement of the proposed amendment.

9.2 Procedures. Any proposal to amend a bylaw may be initiated by a voting Board member in writing to the Chair and be considered after providing a 30-day notice. At a minimum, Board review of the bylaws shall occur every five years.

9.2.1 Proposals to amend the Bylaws will be forwarded to a bylaws committee which will consist of 3 to 5 members of the Board to be appointed annually by the Chair and chaired by the Vice Chair. The bylaws committee shall provide a written recommendation to the Board regarding any proposal to amend the Bylaws. The Board shall not vote upon any bylaws amendment proposal, which has not been considered by the bylaws committee.

9.2.3 A proposal to amend a bylaw shall require an affirmative vote of sixty percent (60%) of all voting Board Members in order to pass.

9.2.4 In no event shall any amendment, repeal or alteration of these Bylaws be adopted or effective in any manner whatsoever which shall cause or contribute to cause any change in the structure, purposes or operations of this Corporation in such a fashion as to subject the Corporation and/or its property or assets to liability for

Technical
Clarification
of Process
& Procedure

payment of taxes, assessments or charges not otherwise payable by, or chargeable to, this Corporation pursuant to state or federal law.

ADOPTED by the Board of the Southwest Washington Regional Transportation Council on the 7th day of July, 1992.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 3rd day of February, 2004.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 6th day of April, 2004.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 3rd day of January, 2006.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 7th day of April, 2009.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 2nd day of November, 2010.

AMENDED by the Board of the Southwest Washington Regional Transportation Council on the 4th day of December, 2012.

Board Chair

ATTEST:

Secretary

601 394 421

FILED
STATE OF WASHINGTON

JUN 09 1992

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

The undersigned, acting as incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopts the following Articles of Incorporation for said corporation:

ARTICLE 1

Name

1.1 The name of the corporation shall be SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL (hereinafter referred to as the "Corporation").

ARTICLE 2

Period of Duration

2.1 The period of duration of the Corporation shall be perpetual.

ARTICLE 3

Registered Agent and Registered Office

3.1 Registered Office Address. The address of the initial registered office of the Corporation shall be 900 Washington Street, Suite 900, P.O. Box 694, Vancouver, WA 98666.

3.2 Registered Agent. The name of the initial registered agent of the Corporation at such address will be STEPHEN W. HORENSTEIN.

ARTICLE 4

Purposes and Powers

4.1 Purposes. This Corporation is organized for the following purposes:

4.1.1 To be operated as a nonprofit corporation under the Washington Nonprofit Corporation Act (RCW 24.03) and the applicable nonprofit qualification provisions under federal law and regulation.

4.1.2 To be operated as a regional transportation planning organization for the Southwest Washington region under the laws of the State of Washington.

4.1.3 To be operated as a metropolitan planning organization under Section 134 of Title 23 of the United States Code.

4.1.4 To carry out all other duties and functions required of a regional transportation planning organization and metropolitan planning organization under the laws of the State of Washington and the United States government.

4.2 Powers. This Corporation may also engage in any lawful activity for which corporations may be organized under RCW 24.03. These activities may include but shall not be limited to the following:

4.2.1 Entering into, making and performing contracts of any kind and description.

4.2.2 Borrowing or raising monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure payment of any thereof, and of the interest thereon by mortgage, deed of trust, or other security device, placed upon the whole or part of the property of the Corporation, and to sell, pledge and otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

4.2.3 Acquiring (by gift, purchase or otherwise), owning, holding, improving, building upon, operating, maintaining, conveying, selling, leasing, transferring, encumbering, pledging, dedicating for public use or otherwise holding or disposing of any real or personal property in connection with the affairs of the Corporation.

4.2.4 Having and exercising all powers suitable, convenient, proper, or incidental to the foregoing purposes.

ARTICLE 5
Members

5.1 The Corporation shall not have members. .

ARTICLE 6
Board of Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be twelve (12). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

DAVE STURDEVANT	Clark County Commissioner 1013 Franklin Street Vancouver, WA 98660
JOHN MAGNANO	Clark County Commissioner 1013 Franklin Street Vancouver, WA 98660
BUSSE NUTLEY	Clark County Commissioner 1013 Franklin Street Vancouver, WA 98660
ROYCE POLLARD	Vancouver City Council Member P.O. Box 1995 Vancouver, WA 98666
JOHN FISCHBACH	Vancouver City Manager P.O. Box 1995 Vancouver, WA 98666
DEAN DOSSETT	Camas/Washougal Council Member P.O. Box 1055 Camas, WA 98607
RALPH KRAUSE	Battle Ground/Ridgefield/La- Center/Yacolt Representative P.O. Box 608 Ridgefield, WA 98629
BOB MOSER	Vancouver Port Commissioner P.O. Box 1180 Vancouver, WA 98666
LESLIE WHITE	Executive Director, C-TRAN P.O. Box 2529 Vancouver, WA 98668-2529

GERRY SMITH

District No. 4 Administrator,
Washington State Department
of Transportation
P.O. Box 1709
Vancouver, WA 98668

DON ADAMS

Regional Administrator,
Oregon State Department
of Transportation
135 Transportation Building
Salem, OR 97310

RICHARD DEVIN

Councilperson of Metropolitan
Service District
2000 S.W. First Avenue
Portland, OR 97201-5398

6.2 The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 7

Limitation on Director Liability

7.1 A director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 8

Indemnification

8.1 The Corporation shall have the power to fully indemnify, protect, defend and hold harmless any existing or former Director, Officer, employee, or agent of the Corporation for any action he or she takes or liability to which he or she is exposed by reason of

his or her relationship or connection with the Corporation. This power shall be as full and complete as allowed by Washington law.

ARTICLE 9

Provisions for Regulation of the Internal Affairs of the Corporation

9.1 Bylaws. The Bylaws of the Corporation shall regulate the internal affairs of the Corporation. The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors. The power to alter, amend or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved to the Board of Directors as more specifically set forth in the Bylaws.

9.2 Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees or in which they are any way interested, or between the Corporation and any corporation or association of which one or more of its directors are directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

9.3 Amendments of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in an annual or special meeting of the Board of Directors called for such purpose, by an affirmative vote of sixty percent (60%) of all Board members. Notice of the meeting shall contain a full statement of the proposed amendment.

ARTICLE 10

Funds and Assets

10.1 This Corporation shall use its funds only to accomplish the purposes stated in these Articles and those which are

consistent with RCW 24.03 and any other applicable state and federal law. No part of the funds of this Corporation shall enure to the benefit of or be distributed to the directors or officers of the Corporation, except that officers may be paid a reasonable salary for services rendered and directors may be reimbursed for actual expenses or fees incurred while carrying out the purposes under Article 4.

10.2 In the event this Corporation dissolves, any assets of the Corporation, after all the debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred and conveyed, delivered and paid over in such amounts as may be determined to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization qualified to receive distribution pursuant to RCW 24.03 and the nonprofit corporation qualification provisions of the Internal Revenue Code.

ARTICLE 11
Incorporator

11.1 The name and address of the incorporator of the Corporation is as follows:

DEAN LOOKINGBILL

Intergovernmental Resource Center
1351 Officers Row
Vancouver, WA 98661

IN WITNESS THEREOF, I have hereunto subscribed my name this
8th day of June, 1992.


DEAN LOOKINGBILL, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: State of Washington
Secretary of State
Corporations Division
2nd Floor, Republic Bldg.
505 E. Union
Olympia, WA 98504

I, STEPHEN W. HORENSTEIN, do hereby consent to serve as registered agent for SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL, a nonprofit corporation.

DATED this 8th day of June, 1992.


STEPHEN W. HORENSTEIN

Address of registered agent:

900 WASHINGTON STREET, SUITE 900
P.O. BOX 694
VANCOUVER, WA 98666

CONSENT TO APPOINTMENT AS REGISTERED AGENT



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

SOUTHWEST WASHINGTON REGIONAL TRANSPORTATION COUNCIL

a Washington Non Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below:

U.B.I. Number: 601 394 421

Date: June 9, 1992



Given under my hand and the seal of the State of
Washington, at Olympia, the State Capitol

Ralph Munro, Secretary of State