

1 **JEFFERSON TRANSIT AUTHORITY**

2 **Resolution 20-07**

3 **Amending Jefferson Transit Authority Bylaws to Allow Remote Meeting Access**

4  
5 A Resolution of the Jefferson Transit Authority (JTA) Board Adopting  
6 Revisions to the Bylaws  
7

8 **WHEREAS**, JTA has been reviewing processes and procedures to ensure  
9 continued operation of day-to-day business during the COVID-19 outbreak; and  
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11 **WHEREAS**, Board meetings are essential for the approval of contracts,  
12 agreements, expenditures, and State mandated plans as well as providing updates and  
13 information necessary in the decision making process; and  
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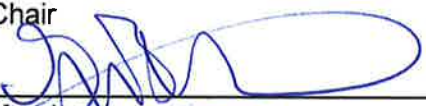

15 **WHEREAS**, staff has determined it is JTA's best interest to further define the ability  
16 for Board members to participate in meetings through teleconferencing and/or web  
17 conferencing under certain circumstances; and  
18



19 **WHEREAS**, the newly revised Bylaws are attached and incorporated by reference  
20 herein as Exhibit A; and  
21

22 **NOW, THEREFORE, BE IT RESOLVED** the Authority Board hereby adopts JTA's  
23 Bylaws as attached.  
24

25 **CERTIFICATION**

26 The undersigned duly qualified Clerk of the Board, acting on behalf of the Jefferson County  
27 Public Transportation Benefit Area, certifies that the foregoing is a true and correct copy of  
28 a resolution adopted at a legally convened meeting of the Jefferson Transit Authority  
29 Board held on March 18, 2020.

  
\_\_\_\_\_  
Chair  
  
\_\_\_\_\_  
Member  
  
\_\_\_\_\_  
Member

*excused*  
\_\_\_\_\_  
Vice Chair  
  
\_\_\_\_\_  
Member  
Attest:   
\_\_\_\_\_  
Clerk of the Board

# JEFFERSON TRANSIT AUTHORITY BYLAWS

## Article I. Name, Powers, Rights and Liabilities

**Sec. 1.1 Name.** The name of the municipal corporation duly established pursuant to the laws of the State of Washington is the Jefferson County Public Transportation Benefit Area, dba "Jefferson Transit Authority," and hereinafter referred to as the "Authority."

**Sec. 1.2 Powers, Rights and Liabilities.** By and in the Authority's name, the Authority 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 Authority shall have all powers possible to have under the Constitution and laws of the State of Washington.

## Article II. The Governing Body - Board Composition

**Sec. 2.1 Board Composition.** The governing body of the Authority shall consist of a Board of six members, determined on the following basis:

- (a) Two (2) City of Port Townsend elected officials selected by and serving at the pleasure of the Port Townsend City Council (voting members); and
- (b) Three (3) Jefferson County Commissioners (voting members).
- (c) One (1) ex officio non-voting labor union representative per Section 2.3 below.

Each member of the Board shall hold office for a term determined at the pleasure of the appointing body. Subject to RCW 36.57A.055, the composition of the governing body shall be reviewed every four years.

**Sec. 2.2 Alternates and Vacancies.** Alternate voting Board members from the City of Port Townsend or Jefferson County may be selected to serve on the Board in the event of a vacancy on the Board created by the permanent or extended absence of one of the regular voting Board members. Alternates shall be appointed in the same fashion as regular voting members and shall represent the same jurisdictions as regular voting members. Their term shall be determined at the pleasure of the appointing body.

**Sec. 2.3. 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 Authority. The Chairperson or Vice Chairperson of the Authority will exclude the non-voting member from attending any executive session held for the purpose of 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. Duties of the Board and Board Meetings**

**Sec. 3.1 Duties of the Board.** The Board of the Authority shall provide the policy and legislative direction for the Authority and its administrators.

**Sec. 3.2 Board Officers.** The majority of the voting membership of the Board shall select a Chairperson and a Vice Chairperson. The officers shall hold office until the voting membership of the Board takes action to elect new officers, no later than the Board meeting in the month of February of each year. These officers may, if re-elected, serve more than one term.

**Sec. 3.3 Clerk.** The Secretary to the General Manager shall be designated as the Clerk of the Authority, who shall keep the official records and sign all documents requiring the Clerk's signature.

#### **Sec. 3.4 Meetings and Meeting Notice.**

- (a) Regular Meetings. The time and place of regular meetings of the Board shall be established on a yearly, published calendar.
- (b) Special Meetings. Special meetings may be called at any time by the Chairperson or by a majority of the voting membership of the Board. The notification of such meetings must be mailed or delivered to each Board member at a pre-designated, member-approved place and also mailed or delivered to 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 42.30.080 now and as hereafter amended shall be adhered to regarding such meetings. Unless otherwise specified in a valid notice for a meeting, all regular and special meetings of the Board shall occur at the Authority's offices at 63 4 Corners Road, Port Townsend, WA.
- (c) Open Meetings and Executive Sessions. All meetings of the Board shall be open to the public, except that executive sessions may be held whenever authorized by R.C.W. 42.30.110 *et seq.*

- (d) Remote Attendance. From time to time, it is not possible for a Member to attend a Board Meeting. In limited instances, JTA would benefit by a Member's participation by means of remote communication. The Board recognizes the benefits of the fullest practicable attendance and participation by its members. Attendance from remote locations is intended to be an alternative and relatively infrequently used method for participation by Members. Remote attendance may occur as follows:
1. The Chair or Vice Chair may approve a Member's attendance at a Board Meeting via remote communication in limited instances including emergencies that require immediate action or remedy.
  2. In no event shall the Board Chair or Vice Chair approve a Member's remote attendance unless satisfactory equipment is available. Satisfactory equipment shall mean any telephone or other device equipped with a speaker function capable of broadcasting the Member's voice clearly and sufficiently enough to be heard by those in attendance at the meeting. The device must allow the Member to pose and answer questions as posed from time to time.
  3. During any meeting that a Member is attending via remote communications, the Chair or presiding officer shall state the name of the Member attending via remote communication and the reasons for such attendance.
  4. Members attending via remote communication may participate and vote during the meeting as if they were physically present at the meeting.
  5. In the case of Executive Sessions, the Board may permit remote participation on a case-by-case basis and only when the Board considers such participation to be necessary and the Board is confident in the security of such remote communications.
  6. Participation in accordance with these provision shall constitute attendance within the meaning of these Bylaws. Remote attendance by the full Board is contemplated to be by telephone conference call and/or online web conferencing with access information proved to participating Board Members, staff and members of the public at least 24 hours in advance of a regularly scheduled meeting subject to the conditions existing at the time of the emergency pursuant to the emergency exception for the times and places for meetings in RCW 42/30/070. All voting will be by

roll call vote. In all such cases, a speakerphone shall be available at the meeting location or other designated physical location where the public can attend to listen to the discussion.

- (e) Official Newspaper. The Port Townsend Leader is designated as the official newspaper of the Authority for the purpose of publication of legal notices and dissemination of public information announcements. In the event that prompt notice must be given, the Peninsula Daily News will be the designated alternate newspaper.
- (e) Notice to Media. Notice of changes in the time or place of regular meetings or the call for a special meeting will be advertised at least 24 hours in advance 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 days in advance of public hearings.

**Sec. 3.5 Quorum.** A majority of all the voting membership of the Board shall constitute a quorum for the transaction of business.

**Sec. 3.6 Parliamentary Procedure.** All Board meetings shall be conducted pursuant to Roberts Rules of Order (21st Century Edition), unless otherwise governed by the provisions of these Bylaws, the laws of the State of Washington, resolution or ordinance. The Chairperson or his/her designee shall be the parliamentarian.

**Sec. 3.7 Board Acting as a Body.** The voting membership of the Board shall take official action as a body in making its decisions and announcing them. No member shall represent or act for the Board without prior authorization of the Chairperson, the Executive Committee, or the Board except as otherwise provided for in these Bylaws.

**Sec. 3.8 Records of Board Meetings.**

- (a) Minutes. The proceedings of the Board meetings shall be recorded and maintained. The minutes shall consist of an outline of the meeting and a record of all actions taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Board members for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections. The Clerk will act as recording secretary and will be present at all open Board meetings. In the event the Clerk is unable to be present, the General Manager shall designate another staff member to keep a record of the meeting. Copies of the adopted minutes shall be kept on permanent file.

- (b) Resolution. Every action of the voting membership of the Board of a general permanent nature and every action otherwise required by State Statute shall be by Resolution or Ordinance.

**Sec. 3.9 Committees.** The Chairperson, from time to time, may appoint Board members or other interested private citizens and representatives of groups and organizations to serve on standing or special committees. At the time of the appointment of such persons, the Chairperson shall state the objective of the committee and the date upon which a report shall be issued to the Board. The General Manager shall be an ex-officio member of all such committees.

**Sec. 3.10 Board Member Compensation and Travel Reimbursement.** Pursuant to RCW 3657A.050 and Jefferson Transit Resolution 1-85, any voting member of the Board whose elected office is not a full-time position shall receive compensation at the same amount they receive for duties performed for the municipalities they represent, not to exceed the maximum amount allowed by the RCW. Reimbursement for travel expenses shall be reimbursed in accordance with the Jefferson Transit Travel & Reimbursement Policy.

#### **Article IV. Duties of the Chairperson, Vice Chairperson and Secretary**

**Sec. 4.1 Duties of the Chairperson.** The Chairperson shall preside at all meetings of the Board. In the event of the Chairperson's absence or inability to preside, the Vice Chairperson 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 voting membership of the Board shall select a new Chairperson for the remainder of the Chairperson's term.

**Sec. 4.2 Chairperson as Spokesperson.** The Chairperson or General Manager shall act as spokesperson for the Board 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 may delegate to any voting Board member the duty of being a spokesperson or representative for the Authority. The Chairperson or his/her designated voting Board member acting as a spokesperson or representative shall make no pronouncements that will obligate or commit the Board except as provided by these Bylaws or pursuant to the authorization of the Board.

**Sec. 4.3 Chairperson as Chief Executive and Administrative Officer.** The General Manager shall be the Chief Executive and Administrative Officer of the Authority. When the Authority is without a General Manager, the voting membership of the Board may appoint an Acting General Manager, until such time as a replacement General Manager is

hired. During any interim period that the Authority is without a General Manager, the Board Chairperson shall act as the chief executive and administrative officer of the Authority.

**Sec. 4.4 Duties of Vice Chairperson.** The Vice Chairperson shall perform the duties and have the power of the Chairperson during the absence of the Chairperson. The Vice Chairperson shall perform other duties and have other powers as might be delegated to him or her by the Chairperson.

**Article V. General Manager (Chief Executive and Administrative Officer)**

**Sec. 5.1 Appointment and Removal of General Manager.** The voting membership of the Board may appoint and remove the General Manager. The General Manager 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.

**Sec. 5.2 Duties of the General Manager.** The powers and duties of the General Manager of the Authority shall be:

- (a) To have general supervision over the administrative affairs of the Authority.
- (b) To appoint and remove all department heads.
- (c) To appoint and remove all other employees of the Authority. However, the voting membership of the Board may cause an audit to be made of any department or office of the Authority and may select the persons to make it, without the advice and consent of the General Manager.
- (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 voting membership of 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 the Board.
- (g) To keep the Board fully advised of the financial condition of the Authority 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.
- (i) To perform such other duties as the Chairperson or Board may determine.
- (j) To determine conjointly with the voting membership of the Board appropriate performance measurements/standards by which said General Manager is to be evaluated at least on an annual basis.

**Article VI. Attorney.** The voting membership of the Board shall make provision for legal counsel to the Board and the Corporation by any reasonable contracted arrangement for such professional services.

**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 provisions to other persons or circumstances, is not affected.

**Article VIII. Amendments.** These Bylaws, as adopted by the voting membership of the Board of the Jefferson County Public Transportation Benefit Area Corporation, may be revised or amended at any regular or special meeting of the Board by a vote of a majority of the voting membership of the Board; provided that copies of proposed revisions or amendments shall be available to each Board member at least one (1) week prior to the regular or special meeting at which proposed revisions or amendments are to be acted upon.

Approved and passed this 18th day of March, 2020.


  
Chair

  
Member

  
Member

  
Vice Chair

  
Member

Attest:  
  
Clerk of the Board