



BY-LAWS OF THE SKAGIT COUNTY PUBLIC TRANSIT BENEFIT AREA



SKAGIT TRANSIT
BOARD APPROVED JUNE 20, 2024

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ARTICLE I. POWERS, PURPOSE, AND RESPONSIBILITIES

Section 1.1 Name

The name of the municipal Agency duly established pursuant to the laws of the State of Washington is SKAGIT TRANSIT SYSTEM hereinafter referred to as the "Agency". The interim offices of the Agency are located at 600 County Shop Lane, Burlington, Washington 98233.

Section 1.2 Powers, Purpose, and Responsibilities

By and in the corporate name, the Agency shall have and exercise all powers, functions, rights, and privileges now and hereafter given or granted to, and shall be subject to all duties, obligations, liabilities, and limitations now and hereafter imposed upon municipal Agencies 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 Agencies of like character and degree. The Agency shall have all powers possible to have under the Constitution and laws of this state.

ARTICLE II. THE GOVERNING BODY-BOARD COMPOSITION

Section 2.1 Board Composition

Subject to the provisions to RCW 36-57A.050, as it presently exists or as it may be in the future amended, and the governing body of Skagit Transit System, hereinafter referred to as the "Board", shall consist of a board of nine (9) members, all of whom shall be elected officials selected by and serving at the pleasure of the governing bodies of the component cities within the boundaries of the Agency and County Commissioners of Skagit County and one (1) non-voting member of the Public Transportation Benefit Area (PTBA) authority. The component cities are Mount Vernon, Burlington, Anacortes, and Sedro-Woolley. The non-voting member shall be recommended by the labor organization representing Skagit Transit employees and approved by the Board. If Skagit Transit employees are represented by more than one labor organization, all such labor organizations shall select the non-voting member by majority vote. The non-voting member shall comply with all governing by-laws and polices of the authority. The chair or co-chairs of the authority shall exclude the non-voting member from attending all executive sessions. The membership of the Board shall consist of the following, or their appointees:

1. The Mayor of the City of Burlington
2. The Mayor of the City of Mount Vernon
3. The Mayor of the City of Anacortes
4. The Mayor of the City of Sedro-Woolley
5. Once City Council Member from the City of Mt. Vernon *and* one Council Member from the City of Sedro-Woolley on even years, beginning in 2026*.
6. One City Council Member from the City of Burlington *and* One City Council Member from the City of Anacortes on odd years, beginning in 2027*.
7. County Commissioner District 1
8. County Commissioner District 2

9. County Commissioner District 3
10. The labor organization representing Skagit Transit employees (non-voting member)

*The 2025 City Council Members will feature representatives from Sedro-Woolley and Anacortes.

Section 2.2 Alternate Representatives

The component cities and the County Commissioners of Skagit County may appoint alternate members whose name(s) shall be forwarded to and kept on file with the Agency. An alternate member may serve on the Board in the event of the selected member's absence. Such alternate member shall also be an elected official selected by and serving at the pleasure of the respective Board member.

Section 2.3 Term of Office

Each member of the Board shall hold office until their successor has been selected unless such person is legally ineligible to hold such position.

Section 2.4 Review of Board's Composition

After the Agency's existence for four years, the Public Transportation Improvement Conference, consisting of an elected representative of each city within the County and each county commissioner, shall meet to review the composition of the Board and change the composition of the Board if deemed appropriate. Any such conference and revisions to the Board shall conform to the requirements of Chapter 36.57A.055, Revised Code of Washington. After the initial review, a review shall be held every four years.

Section 2.5 Attendance of Board Members

It is recognized that attendance by the Board's designated alternative members is of prime public concern. Any Board member not able to attend a regularly scheduled meeting shall notify their alternate to attend and notify the Clerk of the Board.

ARTICLE III. DUTIES OF THE BOARD

Section 3.1 Duties of the Board

The Board of the Agency shall approve the policies and legislative direction for the Agency and its administrators, set strategies, ensure that the Agency is meeting its mission and serving the public interest, provide oversight to the Agency's operations and finances, and ensure that the Agency is in compliance with all state and federal laws. The Board may create such advisory boards as it finds necessary or advisable and may determine the powers and duties of each.

The Agency, upon Board approval, shall have the power to:

1. Subject to approval by the state agency so authorized in RCW 36.57A.070, review, adopt, and oversee a general comprehensive plan for public transportation service, which will best serve the residents of the PTBA boundaries and to amend said plan from time to time to meet changed conditions and requirement; and

2. Approve the Agency's acquisition by purchase, condemnation, gift or grant, and to lease, construct, add to, improve, replace, repair, maintain, operate, and regulate the use of transportation facilities and properties within or without the boundaries of the Agency or the State, including systems of surface, underground or overhead railways, tramways, buses, ferries or any other means of public transportation, and including escalators, moving sidewalks or other people moving systems, passenger terminal and parking facilities and properties, and such other facilities and properties as may be necessary for passenger and vehicular access to and from such people- moving systems, terminals and parking facilities and properties, together with all lands, right of way, property equipment and accessories necessary for such systems and facilities. Public transportation facilities and properties, which are owned by any city or any other municipal Agency, may be acquired or used by the Agency only with the consent of the city council or legislative authority of the city or other municipal Agency owning such facilities.
 - a. The facilities and properties of the Agency's systems whose vehicles will operate primarily within the rights of way of public streets, roads, or highways, may be acquired, developed and operated without the corridor and design hearings which are required by RCW 35.58.273, as now or hereafter amended, for mass transit facilities operating on a separate right of way; and
3. Fix rates, tolls, fares, and charges for the use of such facilities and to establish various routes and classes of service; and
4. Employ legal counsel; and
5. Prepare and adopt a budget; and
6. Audit the Agency's administrative affairs; and
7. Have all other powers which are necessary to carry out the purpose of the Agency as defined by law as it presently exists or as it may hereinafter amended, expressly including RCW 36.57A.080.

Section 3.2 Budget

The Board shall annually adopt a budget for the operation of the Agency. The budget shall be prepared in accordance with state laws and shall be made available to the public.

Section 3.3 Meetings and Meeting Notice

The Board shall hold regular meetings on the third Wednesday of every month at 11:00 am at the location approved by the Board. All meetings will also have a virtual option. Special meetings may be called by the Chair or by a majority of the Board. Notice of special meetings shall be provided to all Board members. All regular and special meetings and all Executive Sessions shall be conducted, and notices given thereof consistent with the Open Public Meetings Act (RCW 42.0).

Section 3.4 Quorum

At any regular or special meeting, any voting majority (5) of the Board present shall constitute a quorum for the transaction of business.

Section 3.5 Voting/Board Decisions

With the exception of the non-voting member, every member of the Board shall be entitled to one vote on all issues before the Board. All voting Board members present may vote or abstain; and abstention shall 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 Board unless a greater number is required by law. The majority vote must have at least three affirmative votes in order to be a Board decision. 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.

Section 3.6 Parliamentary Procedure

This section shall govern the procedures to be followed by the Board for the conduct of Board meetings and the maintenance of order.

- a) **Open Public Meetings Act.** As previously set forth in Section 3.2, the Board shall comply with the provisions of the Open Public Meetings Act, Chapter 42.30 RCW, in the conduct of all meetings to which said act is applicable.
- b) **Executive Sessions.** The Board may discuss the matters specified in RCW 42.30.110, as now codified hereafter amended in an executive session. No member of the Board, employee of the Agency, or any other person present during the executive sessions of the board shall disclose to any person the content or substance of any discussion which took place during said executive session, unless a majority of the Board shall authorize such disclosure.
- c) **Work Sessions.** The Board may, as it deems necessary, conduct work sessions for the purpose of in-depth review and discussion of specified issues. Final disposition shall not be taken at designated work sessions.
- d) **Voting Procedure and the Chair of the Board.** The Chair of the Board shall be a voting member.
- e) **Questions of Parliamentary Procedure.** Questions of parliamentary procedure not covered by these Rules shall be governed by Robert's Rules of Order, Revised (1979 Edition). To the extent these Bylaws are inconsistent with Robert's Rules of Order, these Bylaws shall govern.
- f) **Parliamentarian.** The Agency Counsel shall act as the parliamentarian of the board.

Section 3.7 Board Acting as a Body

The Board shall act as a body in making its decisions 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 By-laws.

Section 3.8 Records of the Board Meeting – Minutes

The proceedings of the Board meetings shall be recorded and maintained in the offices of the Agency. 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.

Section 3.9 Committees

The Chairperson, with the approval of the Board, may form such standing or special committees as shall be necessary or appropriate.

- a) Standing Committees. The Board, acting as a whole, may form standing committees of the Board. Such standing committees shall be formed by resolution. Such resolution shall contain provisions for the specific purpose of the committee and its membership. However, in no event shall a standing committee membership constitute a quorum of the Board for the transaction of business, and the general purpose of such standing committees shall be to adopt recommendations of actions to the Board as a whole. Standing committees of the Board may contain citizen electors residing within the boundaries of Skagit County.
- b) The Chief Executive Officer (CEO) shall be an ex-officio, non-voting member of any or all standing or special committee.

ARTICLE IV. SELECTION AND DUTIES OF THE CHAIRPERSON AND VICE-CHAIRPERSONS

Section 4.1 Selection of Chairperson and Vice-Chairperson

The Board shall select a Chairperson and a Vice-Chairperson at the last meeting of the year. The Chairperson shall hold office until their successor is elected unless such person is legally ineligible to hold such position. Election of successors shall be deemed to occur at 12:01 a.m. of the day following the vote upon the question.

Section 4.2 Typical Duties of Chairpersons

The Chairperson shall preside over 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; 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. In the event that the Vice-Chairperson is selected as the new Chairperson, then a new Vice-Chairperson shall be selected for the remainder of the vacated Vice Chairperson's term.

Section 4.3 Other Duties of Chairperson

The Chairperson shall act as spokesperson for the Agency and shall act as its representative at meetings with other organizations, committees, and other such activities unless such representation shall otherwise be authorized by the Board; provided however, the Chairperson may delegate to any Board member the duty of being spokesperson or representative. Such spokesperson or representative shall make no pronouncements that will obligate or commit the Agency except pursuant to prior authorization of the Board.

Section 4.4 Appointment of Acting CEO.

In the event that the CEO shall become unable to perform their duties for a period longer than 30 days, the Board shall appoint an acting CEO in accordance with the line of authority.

ARTICLE V. APPOINTED POSITIONS

Section 5.1 Clerk of the Board

The Board shall approve the Clerk of the Board, who need not be a member of the Board.

Section 5.2 Treasurer/Auditor

The Director of Finance, or such other person designated by the Board, shall serve as Treasurer/Auditor of the Agency and shall perform the functional duties prescribed in RCW 36.57A.130.

ARTICLE VI. GENERAL PROVISIONS

Section 6.1 Checks and Electronic Payments

All disbursements of the Agency, including Electronic Payments, shall be executed by the appropriate administrative director as per Board resolution or as otherwise directed by law. All requests for disbursements, whether by check or electronic means, shall be signed as directed by Board resolution.

Section 6.2 Notes

ACH notes or other evidence of the indebtedness, including bills, issued or incurred in the name of the Agency shall be signed by such officer, member, agent or employee of the Agency, and in such a manner as shall from time to time be determined by Board resolution.

Section 6.3 Other Legal Documents

In accordance with the Agency's October 11, 2022, Procurement Policy (or as hereafter amended), the Board may authorize the CEO to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Agency and such authorization may be general or may be confined to specific instances. All written contractual obligations of the Agency, including, but not limited to, contracts, leases and assignments, are to be maintained by the Contracts and Procurements Administrator.

Section 6.4 Deposits

All funds of the Agency shall be deposited in the appropriate accounts established by resolution. The Director of Finance shall be custodian of the funds and is, subject to approval by Board resolution, authorized to invest such funds in the manner provided by law.

Section 6.5 Gifts

The Board may accept on behalf of the Agency any contribution, gift, or bequest (so long as conditions are consistent with State law), for any purpose of the Agency.

Section 6.6 Travel

Members of the Board, in order to conduct official business properly and fully, may travel and incur expenses. Agency members shall receive no reimbursement for travel or meals within

Skagit County. Agency members will receive reimbursement for reasonable expenses incurred while engaged in official business out of the County in accordance with RCW 36.57A.050 and the adopted travel policy which applies to all Agency employees. Out-of-state travel by members will be authorized by the Chair subject to annual budget restraints.

ARTICLE VII. SEVERABILITY

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

ARTICLE VIII. ENACTMENTS SUPERSEDED

These By-laws shall supersede such Board enactments, provisions, and constitutive authority as may be affected by these Bylaws. In the event that such conflicts may arise in the exercise, intent, or interpretation between these Bylaws and prior Board enactments, provisions and constitutive authority then these Bylaws shall have preference and authority over such other enactments, provisions, and constitutive procedures.

ARTICLE IX. PROTECTION OF BOARD MEMBERS, OFFICERS, AND EMPLOYEES FROM LIABILITY

Section 9.1 Goal

The Board members, officers and employees of the Agency serve the people of Skagit County as public servants. It would frustrate the purpose of the Agency if its Board members, officers or employees were subject to individual legal liability for actions taken on behalf of the Agency.

Section 9.2 Scope or Protection

Except as otherwise provided by state law, no Board member, officer or employee of the Agency shall be individually liable for any action taken in such capacity as provided in paragraph 9.3. Accordingly, and consistent with Section 9.1 above, the Agency shall defend and hold harmless all Board members, officers and employees of the Agency against whom a claim or suit may be brought by a third party. In the event such a suit is brought, the Agency shall pay the reasonable and necessary expenses actually incurred and connected with the defense, settlement, or monetary judgement, including costs, disbursements, and reasonable attorneys' fees arising out of any action, claim, or other proceeding within the standard of conduct referred to in paragraph 9.3 herein, and for which notice has been given pursuant to paragraph 9.4. The Board, excluding the member(s) involved in such claim or action, shall be the sole judge of the reasonable and necessary expenses to be borne by the Agency.

Section 9.3 Standard of Conduct

Protection shall be limited to any action, claim, or other proceeding threatened, pending, or instituted against any person who was, or is, at the time of the alleged conduct, an elected or appointed Agency Board member, officer, or employee, and arising out of such person's

performance, purported performance, or failure to perform in good faith the duties for, or employment with, the Agency.

Section 9.4 Notice

Any Board member, officer or employee against whom any action, claim, or other proceeding is threatened, pending, or instituted as provided in Section 9.3 above, shall provide written notice of such action, claim, or other proceeding to the Board Chair within ten days of being served with the notice of such action, claim or other proceeding.

Section 9.5 Insurance

The Agency, pursuant to RCW 36.16.138 and Chapter 48.62 RCW, as currently codified or hereafter amended, may contract for insurance coverage in order to carry out the provisions of this article.

Section 9.6 Non-waiver Provision

Through this article, the Agency seeks only to establish a formal mechanism to protect its Board members, officers and employees as stated above. The Agency does not waive any defenses or immunities to which its Board members, officers or employees may be entitled under the laws of the United States and the State of Washington.

ARTICLE X. AMENDMENTS

These Bylaws, as adopted by the Board of Skagit Transit System may be revised or amended at any regular or special meeting of the Board, with the provision that members receive copies of the proposed change(s) at least two (2) weeks prior to the meeting.

SIGNATURES

The foregoing amended Bylaws of the Skagit Transit System have been adopted by the majority of the total Board on the ____ day of _____, 2024.

Matt Miller
Mayor, City of Anacortes

Bill Aslett
Mayor, City of Burlington

Peter Donovan
Mayor, City of Mount Vernon

Julia Johnson
Mayor, City of Sedro-Woolley

Ron Wesen
Skagit County Commissioner, District 1

Lisa Janicki
Skagit County Commissioner, District 2

Peter Browning
Skagit County Commissioner, District 3

James Stavig
Councilperson, City of Burlington

Andrew Vander Stoep
Councilperson, City of Mount Vernon

Laura Klein
Skagit Transit Clerk of the Board

Crystle Stidham
Skagit Transit CEO

Dannon Traxler
Legal Counsel to Skagit Transit